



**REPORT OF THE MANAGEMENT BOARD ON THE
OPERATIONS OF ASSECO BUSINESS
SOLUTIONS SA IN 2013**

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Dear Shareholders of Asseco Business Solutions SA,

In 2013 Asseco Business Solutions SA raised the revenue on sales of over PLN 146 million. Our net profit totalled over PLN 26.8 million, EBIT more than PLN 31.8 million and EBITDA reached a level of nearly PLN 43.4 million. In each of these areas, we reported increases by a few percent compared with the 2012 results.

We are among the listed companies that have regularly paid a dividend to their shareholders for a number of years. Last year, the profit allocated to dividend totalled PLN 26.4 million zł (PLN 0.79 per share). Since the Company went public on the Warsaw Stock Exchange, we have paid five dividends amounting to over PLN 127.6 million.

At the end of December 2013, we held cash and short-term deposits of PLN 54.7 million. We also enjoy a very high liquidity which allows us to finance our current activities from our own resources. We are planning to leverage these resources to develop, upgrade and refine our existing product portfolio.

Over the last year, we worked on the functional and technological development of our systems. We intend to introduce web-based versions of ERP software gradually and also allow access to such software from mobile devices (smartphones and tablets). 2013 also saw the première of our transformed solution for the factoring industry. We also invested our resources in the development of B2B platforms and sales support tools, including our flagship touch-screen solution Mobile Touch. One of our strategic goals is to increase our SFA and data exchange software footprint in foreign markets.

2013 was also successful in that we were listed among the leading global suppliers of SFA systems in a report by the reputable international research company Gartner. This confirms our position as one of the leading vendors of mobile SFA applications in Europe, aspiring to expand to new geographies. Our presence in such a prestigious research study closes the period of 15 years of our hard work on the design and development of custom systems supporting the operations of mobile workforce.

We want to thank you for your trust and hope that the timely and regularly paid dividend demonstrates that our effort and invested funds yield desirable results.

Attached please find the Financial Statements of Asseco Business Solutions SA.

Wojciech Barcentewicz
President of the Management Board of
Asseco Business Solutions SA

1. SELECTED FINANCIAL DATA OF ASSECO BUSINESS SOLUTIONS SA

	in PLN thou.		in EUR thou.	
	Year ended 31 December 2013	Year ended 31 December 2012	Year ended 31 December 2013	Year ended 31 December 2012
Revenue on sales	145 987	139 300	34 668	33 376
Gross profit on sales	45 883	45 305	10 896	10 855
Profit on operating activities	31 822	30 682	7 557	7 351
Gross profit	33 514	33 060	7 959	7 921
Net profit	26 828	26 532	6 371	6 357
Net cash from operating activities	40 675	29 336	9 659	7 029
Net cash from investing activities	(7 845)	34 172	(1 863)	8 188
Net cash from financing activities	(26 400)	(32 276)	(6 269)	(7 733)
Cash and short-term deposits	54 727	48 499	13 196	11 863
Weighted average number of shares during period	33 418 193	33 418 193	33 418 193	33 418 193
Net income per ordinary share	0.80	0.79	0.19	0.19

Selected financial data presented in the financial statements has been converted into EURO as follows:

- the Company's cash position at the end of the current reporting period and the end of the previous reporting period is translated at the average exchange rate announced by the National Bank of Poland on the balance sheet date.

On 31 December 2013, 1 EUR = 4.1472 PLN, on 31 December 2012, 1 EUR = 4.0882 PLN.

- selected items from the statement of comprehensive income and the statement of cash flows are translated at the exchange rate being the arithmetic average of average exchange rates announced by the National Bank of Poland on the last day of each month. In the period from 1 January to 31 December 2013, 1 EUR = 4.2110 PLN; in the period from 1 January to 31 December 2012, 1 EUR = 4.1736 PLN.

Average exchange rate	
2013	EUR
January	4.1870
February	4.1570
March	4.1774
April	4.1429
May	4.2902
June	4.3292
July	4.2427
	1 EUR = 4.2110 PLN

August	4.2654
September	4.2163
October	4.1766
November	4.1998
December	4.1472

2012	EUR	Average exchange rate
January	4.2270	
February	4.1365	
March	4.1616	
April	4.1721	
May	4.3889	
June	4.2613	1 EUR = 4.1736 PLN
July	4.1086	
August	4.1838	
September	4.1138	
October	4.1350	
November	4.1064	
December	4.0882	

2. OVERVIEW OF THE BASIC ECONOMIC AND FINANCIAL FIGURES AND FACTORS AND EVENTS HAVING A SIGNIFICANT IMPACT ON THE COMPANY'S OPERATIONS AND PRODUCED RESULTS

	Year ended 31 December 2013	Year ended 31 December 2012
Revenue on sales	145 987	139 300
Gross profit on sales	45 883	45 305
EBIT	31 822	30 682
EBITDA	43 405	40 917
Net profit	26 828	26 532

- During the reporting period, the revenues on sales of Asseco Business Solutions SA amounted to PLN 145,987 thousand and were 4.8 % higher compared with the previous year when they reached PLN 139,300 thousand.
- Basic operating costs (excluding COGS) remained at the 2012 levels. The largest share in the Company's operating expenses was allocated to employee benefits (primarily salaries), external services and amortization/depreciation. These costs represent 95% of the Company's total operating expenses.

- The net profit of Asseco Business Solutions SA in 2013 closed at PLN 26,828 thousand, compared with PLN 26,532 thousand in 2012 (up by 1.1 %).
- EBITDA upped by 6.1% to PLN 43,405 thousand.

Profitability ratios	Year ended 31 December 2013	Year ended 31 December 2012
Gross margin on sales	31.43%	32.52%
EBITDA profit margin	29.73%	29.37%
Operating margin	21.80%	22.03%
Net margin	18.38%	19.05%

- Asseco Business Solutions SA categorizes its revenues in the following segments: ERP systems and unallocated revenue. In 2013 the ERP segment revenues were 2% higher than in 2012, while the overall segment result increased by 5.9%.

Revenues on sales by segment	Year ended 31 December 2013	Year ended 31 December 2012
ERP systems	131 933	129 501
Unallocated	14 054	9 799
	145 987	139 300

- At 31 December 2013, the Company's assets and liabilities comprised the following items:

Non-current assets, including:	194 515
Property, plant and equipment	9 822
Intangible assets	11 907
Goodwill from consolidation	170 938
Non-current receivables	601
Deferred tax assets	1 218
Long-term prepayments and accrued income	29
Current assets, including:	96 881
Inventories	2 646
Prepayments and accrued income	637
Trade receivables	36 596
Other receivables	2 275
Cash and short-term deposits	54 727
Total equity	259 036
Share capital	167 091
Surplus from the sale of shares above their nominal value	62 423
Retained profit/(loss) and current period	29 522
Liabilities and provisions for liabilities, including:	32 360

Non-current liabilities	394
Current liabilities	23 241
Accruals and deferred income	8 725

- In the financial year 2013, there were no factors or single-time events that had a significant impact on the Company's operations and achieved results.

3. RISK FACTORS ASSOCIATED WITH PURSUED OPERATIONS

Risks associated with the economic situation in the country and abroad

The IT services sector development is inextricably intertwined with the overall domestic and global economic situation. However, first signs of economic recovery are now apparent. The improving global economic situation bodes well for a surge in the level of investment, which is more than likely to boost orders. A similar trend is also observed in the domestic marketplace. However, there is a substantial risk that the economic upturn will not be significant enough to reverse the downturn in investment in enterprises (main recipients of the Company's services) observable over the past few years. This, in turn, may have an adverse impact on the operations, financial position and results of the Company, as well as on its future development outlook.

Risks involved in the execution of IT projects

Asseco Business Solutions SA achieves most of its income on the execution of complex information technology projects. Systems vended by the Company have a material impact on the key operations of our clients. Error-laden operation of the system can lead to significant financial losses at the client, resulting in legal claims that may dent the reputation of the Company, as well as its financial position and development outlooks. In extreme cases, clients may, even in the absence of explicit Company's fault, terminate the concluded agreements or demand contractual penalties applicable in the event of a delayed project implementation. Such circumstances might have an adverse impact on the operations, financial position and financial performance of the Company, as well as affecting its prospective development.

Risks related to intensified competition in the domestic market

The Company's operations are under the pressure of continually stronger competition both from the local players and international IT corporations and may have an adverse impact on the Company's operations, financial position, financial results and future development outlook. The saturation of the domestic IT market and an increased use of in-house IT specialists by institutions and enterprises may have also affected the Company's financial results.

Risks of becoming dependent on key clients

ERP and HR software, mobile systems, Connector platform and factoring systems comprise the core product portfolio and offering of Asseco Business Solutions SA. There has been a concentration of revenues from the sale of ERP software, still no customer has generated revenues exceeding 10% of

the Company's revenues on sales. Revenues collected through the cooperation with Asseco Poland SA account for around 2.5% of revenues on sales of Asseco BS; however, these revenues are generated by several IT projects carried out simultaneously. The loss of agreements with key customers will mean a change in the Company's financial results, which will also affect its financial position.

Risks of losing clients' trust

The implementation of ERP and HR systems, mobile solutions, Connector platform or factoring systems is often underpinned by a long-term agreement with the system users and is based on client's trust. Clients' trust is built up on the quality of our solutions and quality of implementation services rendered by the Company. Should the level of quality in both the provided services and customer service be reduced, it may lead to the loss of trust in Asseco BS. This may tarnish the Company's image and reputation, which can affect both the current market activity and the prospecting for new contracts, as testimonials play a vital role in the entire sales process. Losing client' trust would therefore have a substantial negative impact on the operations, financial position and results of the Company, as well as on its future development outlook.

Risks of becoming overdependent on key suppliers

As part of its business, Asseco Business Solutions collaborates with global corporations that develop IT solutions and provide software and hardware. In the event that key suppliers modify their the strategy of cooperation with local partners, e.g. begin favouring one partner over another, market their own services or products without intermediaries or revise the pricing policy, this may have a negative impact on the Company's operations and financial position, financial results and development prospects. Particular risks exist in the cooperation with Microsoft and Oracle because they are the only providers of database technology to the major ERP systems.

Risk involved in concluding contracts with the related parties

As part of its business, Asseco Business Solutions SA enters into transactions with the subsidiaries of the main shareholder of Asseco Business Solutions SA, i.e. Asseco Poland SA. Such transactions ensure effective operation of the entire Asseco Group and they include provision of mutual services, supply of goods as well as other transactions. With regard to the tax regulations pertaining to dealings with related parties and especially to transfer pricing applied in such transactions, and the documentation required to be completed for such transactions, as well as due to the increasing interest of the tax authorities in the transfer prices and terms in related party transactions, it cannot be precluded that Asseco Business Solutions SA will be subject to tax audits or other controlling activities undertaken by the tax authorities in this respect. Furthermore, knowing the past taxation practices, when taxpayers engaged in transactions which were unordinary for their type of business and which helped decrease their tax charges, they were exposed to the accusations of tax evasion, which may have a negative impact on the Company's operations.

Risks involved in the influence of the majority shareholder on the Company

On the date of this report, the majority shareholder – Asseco Poland SA holds 46.47% of shares of Asseco Business Solutions SA, and is entitled to the same percentage of votes at the General Meeting. The scope of powers related to the Asseco Poland's share in the share capital of Asseco BS can lead to a situation in which the remaining shareholders will have limited impact on the

management and operations of the Company. In addition, the exercise of those powers may not be coinciding with the intentions of the other shareholders of Asseco Business Solutions SA. Moreover, there is no guarantee that other shareholder will not acquire a block of shares to allow him, through his shares in the share capital and appointed representatives on the Supervisory Board, to have a significant impact on the Company's activities.

Risks of changes in regulations

Amendments, lack of cohesion and uniform interpretation of the provisions of law, in particular the tax regulations, the Act on Trading in Financial Instruments, the Act on Public Offering as well as the Polish Commercial Companies Code give rise to the regulatory risk occurring in the environment in which the Company operates. In the event the taxation authorities take a position that is different from Asseco Business Solutions SA's interpretation of tax regulations, the Company's operations, economic situation and financial results may be exposed to negative consequences. Development of Asseco Business Solutions SA's operations in the market of IT products depends to a large degree on ownership of intellectual property rights, especially copyrights to computer programs. Potential (even illegitimate) claims of copyrights, that may be raised by third parties, will have a negative bearing on the Company's operations, financial position and results.

Risks related to losing key personnel

A successful fulfilment of the Company's agreements depends to a large extent on highly skilled personnel. Also the executives exert a material influence on the overall shape of Asseco Business Solutions SA. Any loss of personnel, both experts and managers, may entail the risk of compromising the quality of rendered services and lead to delays in performing under valid agreements. In the case of a dynamic development of the Company, this may cause a substantial shortage of key IT and managerial personnel, which would seriously impact the Company's results. Similar effects could be seen in the case of unlawful conduct of employees (e.g. damage to third parties, disloyalty manifested in, for example, undertaking competitive activity, or disclosure of confidential corporate and professional information).

4. CORPORATE GOVERNANCE STATEMENT

The declaration on the application of corporate governance is attached as a separate document to the Management Board's Report on the Operations of Asseco Business Solutions SA.

5. PROCEEDINGS PENDING BEFORE THE COURT

During the reporting period, no proceedings were pending before any court, competent authority for arbitration or a public administration body, whose value was at least 10% of the Issuer's equity.

6. COMPANY'S PRODUCTS AND SERVICES

Asseco Business Solutions SA furnishes modern IT solutions for enterprises, irrespective of their size, character and industry. Within the Asseco Capital Group, the Company serves as a Competence

Centre accountable for ERP software, mobile reporting systems of SFA class, factoring systems and software for SMEs.

ERP Segment

In the ERP segment, Asseco Business Solutions SA offers modern and integrated IT tools intended for the management of medium and large enterprises. The systems boast rich functionality and greatly support business processes and information flow, covering most areas of the business, including: logistics and WMS, mobile sales and retail sales in retail chains, production, personnel management, finance and accounting, and others. The listed systems provide a number of management tools: advanced reporting instruments and Business Intelligence solutions. The ERP solutions from Asseco Business Solutions SA also represent industry-specific versions and modules. These applications support the overall management of medium and large enterprises and can be freely tailored to the individual needs and specificity of the client's activity. The system's technological capacity enables its deployment in various WAN architectures and its combination with specialized software and hardware.

Asseco WAPRO comprises a suite of management applications for small and medium-sized enterprises, supporting the work of internal departments: sales, finance and accounting, human resources and mobile personnel. The Asseco WAPRO software can be used in any industry, its systems being simple in installation, configuration and intuitive handling.

Besides these mentioned areas, the software developed by Asseco Business Solutions SA also accommodates human resources management. Asseco Softlab HR is an advanced system for supporting corporate operations in the area of staffing and human resources management. This application is a tool for designing, managing, analysing and sharing information related to human resources management. The system handles all the personnel and payroll issues in accordance with applicable laws.

Asseco Business Solutions sells modern mobile SFA (Sales Force Automation) and FFA (Field Force Automation) systems; the Mobile-branded systems, such as the latest Mobile Touch, lead the European market of SFA solutions. Asseco Business Solutions SA has also designed the Faktor system: a novel application tailored to the needs of the financial market, enabling a comprehensive handling of factoring transactions.

Based on its own Data Centre (in the full outsourcing model), the Company also offers the services of complex electronic exchange of commercial data between individual links in the distribution chain (mainly between manufactures and their co-operating warehouses). These services are administered by the original development from Asseco BS, the Connector platform, which is capable to managing the following: data transmission, conversion of different document formats, data transformation, file management, translation and deduplication of indexes.

In addition, the Company generates the so-called unallocated revenue which falls outside the main segment of operation. This category includes revenues from sales and deployments of Central Data Processing systems (including deployments of terminal solutions), based on third-party technologies, e.g. Citrix.

7. MARKETS

The primary market for Asseco Business Solutions SA is Poland. The Company also sells abroad. The products of Asseco Business Solutions SA have been implemented in, for example: the Czech Republic, Denmark, Estonia, Finland, France, Greece, Spain, the Netherlands, Ireland, Latvia, Lithuania, Portugal, Slovakia, Sweden, Turkey, Ukraine, and Hungary.

As regards its sales plans in the foreign markets, Asseco Business Solutions SA focused on Eastern Europe and the European Union countries. A way to expand markets is to take advantage of the membership in the Asseco Capital Group.

8. AGREEMENTS SIGNIFICANT TO THE COMPANY'S OPERATIONS

Selected important agreements concluded by Asseco Business Solutions SA in 2013:

1. Denckermann – licensing and deployment of Asseco Softlab ERP.
2. Farmio SA (formerly BjoBjo SA) – licensing and deployment of Mobile Preselling and the provision of comprehensive maintenance services for the deployed solution.
3. Danone Finland Oy, seated in Helsinki – licensing and deployment of Mobile Touch and the provision of comprehensive maintenance services for the deployed solution.
4. Hortex Holding S.A. – licensing and deployment of Mobile Touch and the provision of comprehensive maintenance services for the deployed solution.
5. Producer of one of the market-leading brands of spirits – licensing and deployment of Mobile Touch and the provision of comprehensive maintenance services for the deployed solution.
6. Philip Morris Polska Distribution SA - licensing and deployment of Mobile Touch and the provision of comprehensive maintenance services for the deployed solution.
7. Przedsiębiorstwo Handlowo-Produkcyjne Polski Tytoń SA - licensing and deployment of Mobile Preselling and the provision of comprehensive maintenance services for the deployed solution.
8. Hipp Polska – licensing and deployment of Mobile Touch and the provision of comprehensive maintenance services for the deployed solution.
9. Producer of one of the market-leading brands of spirits – licensing and deployment of Asseco Softlab HR and the provision of comprehensive maintenance services for the deployed solution.
10. Work Service SA – licensing and deployment of Asseco Softlab ERP and the provision of comprehensive maintenance services for the deployed solution.
11. Tarczyński SA – licensing and deployment of Mobile Touch and the provision of comprehensive maintenance services for the deployed solution.
12. RK Niedziałek Hurtownia - licensing and deployment of Asseco Safo WMS.
13. ING Commercial Finance – licensing and deployment of Faktor 3 and the provision of comprehensive maintenance services for the deployed solution.
14. Czerwona Torebka – licensing and deployment of Asseco Softlab ERP (store management module).

9. ORGANIZATIONAL RELATIONSHIPS WITH OTHER PARTIES

Asseco Business Solutions SA is part of the Asseco Capital Group and serves as a competence centre for the ERP systems. Asseco Poland holds 46.47% of shares of Asseco Business Solutions SA, which corresponds to the same percentage of votes at the General Meeting. Through the membership in the Asseco Capital Group, Asseco BS is implicitly organizationally linked with other companies making up the Asseco Capital Group.

10. TRANSACTIONS WITH RELATED PARTIES ON TERMS DIFFERENT FROM MARKET CONDITIONS

The Issuer did not enter into transactions with related parties, with a total value exceeding the PLN equivalent of EUR 500,000, which were not typical or routine transactions, entered into on commercial terms between related parties.

11. CONCLUDED AND TERMINATED AGREEMENTS FOR CREDITS AND LOANS

During the reporting period, the Issuer did not take any credit.

12. GRANTED LOANS

During the reporting period, the Issuer did not grant any loan.

13. GRANTED AND OBTAINED SURETIES AND GUARANTEES

During the reporting period, the Issuer did not grant any sureties for credits or loans or guarantees – collectively to a single entity or its subsidiary.

14. PROCEEDS FROM THE ISSUANCE OF SHARES

During the reporting period, the Company did not issue any shares.

15. EXPLANATION OF DIFFERENCES BETWEEN THE FINANCIAL RESULTS AND FINANCIAL FORECASTS

The Management Board of Asseco Business Solutions SA did not publish financial forecast for 2013.

16. EVALUATION OF MANAGEMENT OF FINANCIAL RESOURCES

The Company's operations are financed from the proceeds of its current activity. In the fourth quarter, there has been a significant increase in trade and other liabilities (by 197%) due to large-scale purchases of equipment needed for the performance under valid agreements. This led to the rise of the total debt ratio at the end of 2013 to 11.1% from 6.5% reported at 31 December 2012.

Debt ratio	31 December 2013	31 December 2012
Debt ratio	11.1%	6.5%

Total debt ratio = total liabilities/total assets

Free cash is invested in safe money market instruments. At the balance sheet date, the Company had invested approximately PLN 53,849 thousand in this manner.

Working capital is defined as the difference between current assets and current liabilities and represents the volume of fixed capital (equity and long-term foreign capital) that finance current assets. As the most liquid part of the capital, it secures the liabilities arising from the current cash cycle in the Company. The working capital in the Company as at 31 December 2013 totalled PLN 64,915 thousand and was higher by PLN 2,210 thousand compared with 31 December 2012.

The increase in the Company's current liabilities translated into reduced liquidity ratios, which, however, remain at a high level, thus reaffirming the Company's capacity to timely satisfy its current liabilities and maintain financial security.

Liquidity ratios	31 December 2013	31 December 2012
Working capital (in PLN thou.)	64 915	62 705
Current ratio	3.03	4.55
Quick ratio	2.93	4.43
Super quick ratio	1.71	2.74

These ratios have been calculated using the following formulas:

Working capital = current assets (short-term) - current liabilities

Current ratio = current assets (short-term) / current liabilities

Quick ratio = (current assets - inventories - accruals and prepayments) / current liabilities

Super quick ratio = (bonds and securities held to maturity + cash and short-term deposits) / current liabilities

17. OPINION ON THE FEASIBILITY OF INVESTMENT PROJECTS

In the opinion of the Management Board of Asseco Business Solutions SA, current financial situation of the Company is satisfactory and promises advantageous conditions for further development in 2014. In 2013, Asseco Business Solutions SA reached the revenue on sales of PLN 146 million and the net profit of PLN 26.8 million. The Company's investment activity is financed from its current resources. Cash and short-term deposits at the end of December 2013 amounted to PLN 54.7 million. Prospective acquisitions will be financed from own resources or new issuance of shares.

18. EVALUATION OF FACTORS AND SINGLE-TIME EVENTS AFFECTING THE FINANCIAL RESULTS

In the reporting period, there were no factors and single-time events that would affect the Company's results.

19. DESCRIPTION OF FACTORS RELEVANT TO THE COMPANY'S DEVELOPMENT AND FURTHER DEVELOPMENT OUTLOOK

In the opinion of the Management Board of Asseco Business Solutions SA, the current financial situation of the Company is satisfactory and promises advantageous conditions for further development in 2014. In the opinion of the Management Board, the most important external and internal factors that may affect the operations of Asseco Business Solutions SA and its prospective results in the following year are:

External factors:

- developments in global financial and economic marketplace and their impact on the economic situation in Poland,
- attitude of potential clients to investment in IT against the backdrop of the general economic situation,
- intensity of direct and indirect competitive activity,
- market openness and absorption capacity for new product solutions.

Internal factors

- results of current business activities,
- activities run under currently valid agreements,
- quality of new personnel hired for the implementation of projects
- effects of work on new products.

20. CHANGES IN THE BASIC PRINCIPLES OF THE COMPANY MANAGEMENT

In the reporting period, there were no changes to the basic principles of management of Asseco Business Solutions SA.

21. AGREEMENTS CONCLUDED BETWEEN THE COMPANY AND ITS EXECUTIVES

In the reporting period, no agreements were concluded between Asseco Business Solutions SA and its management that would provide for compensation in case of their resignation or dismissal.

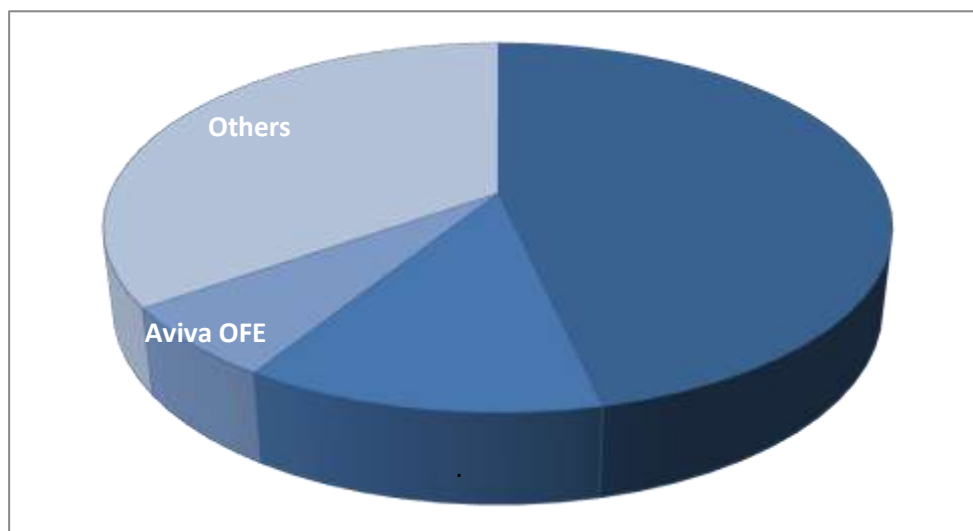
There are no service agreements entered into between Asseco Business Solutions SA and the members of the Supervisory Board, setting out the benefits paid upon termination of such agreements.

22. REMUNERATION, BONUSES AND BENEFITS OF INCENTIVE PROGRAMMES FOR THE EXECUTIVE PERSONS

For the information on remuneration, see Note 32.3 of the financial statements.

23. SHAREHOLDING STRUCTURE

The shareholders of Asseco Business Solutions SA holding, directly or indirectly through subsidiaries, at least 5% of the total vote at the General Meeting of Shareholders, according to the number of shares and their participation in the share capital on the date of these financial statements, disclosed in the notices served to the Company pursuant to Article 69 of the Act on public offering, conditions governing the introduction of financial instruments into organised trade and on public companies, are:



Shareholder	Number of shares	Shareholding	Number of votes	% in the total number of votes at the GM
Asseco Poland SA	15 528 570	46.47%	15 528 570	46.47%
Amplico Otwarty Fundusz Emerytalny	3 500 000	10.47%	3 500 000	10.47%
Aviva Otwarty Fundusz Emerytalny Aviva BZ WBK	2 116 315	6.33%	2 116 315	6.33%
Other shareholders	12 273 308	36.73%	12 273 308	36.73%
	33 418 193	100.00%	33 418 193	100.00%

The number of shares attributable to the critical shareholders corresponds to the number of votes at the General Meeting.

OVERVIEW OF THE ISSUER'S SHARES OR RIGHTS TO THEM HELD BY THE MANAGING AND SUPERVISING PERSONS:

Status on 31/12/2013

31 December 2013		31 December 2012	
number of shares held	shareholding in %	number of shares held	shareholding in %
Executive persons			
461 267		1 061 267	

Wojciech Barcentewicz		1.38%		3.18%
Piotr Masłowski	985 063	2.95%	985 063	2.95%
Mariusz Lizon	254 954	0.76%	254 954	0.76%
Supervising persons				
Romuald Rutkowski	426 828	1.28%	426 828	1.28%
TOTAL	2 128 112	6.37%	2 728 112	8.16%

24. AGREEMENTS THAT MAY RESULT IN THE CHANGING OF PROPORTIONS OF SHAREHOLDING

At the date of this report, the Management Board of Asseco Business Solutions SA has no knowledge of agreements, which could prospectively result in changes in the proportion of shares held by the existing shareholders.

25. CONTROL OF EMPLOYEE SHARE SCHEMES

In the reporting period, Asseco Business Solutions SA did not propose any employee share schemes.

26. AGREEMENT WITH AN ENTITY AUTHORIZED TO AUDIT THE FINANCIAL STATEMENTS

The agreement with Ernst & Young Audit Sp. z o.o., based in Warsaw, at Rondo ONZ 1, the entity authorized to audit the financial statements of Asseco Business Solutions SA, was concluded on 5 July 2013. The agreement was concluded for a period sufficient to ensure that the Company is able meet its obligations in terms of information provided and reporting deadlines established by the Warsaw Stock Exchange. The auditing of the financial statements ended on 5 March 2014. The basic remuneration for Ernst & Young Audit Sp. z o.o. amounted to PLN 115 thousand; an extra consideration of PLN 10 thousand will be paid for additional services (travel, accommodation, per diem allowances). For the review of the financial statements, Ernst & Young Audit Sp. z o.o. was paid PLN 68 thousand; the entity received no more than PLN 10 thousand for additional services.

In 2012 the cost of the review of the interim financial statements amounted to PLN 70 thousand, and the cost of auditing the annual statements to PLN 115 thousand.

**STATEMENTS OF THE MANAGEMENT BOARD OF ASSECO BUSINESS SOLUTIONS SA TO THE ANNUAL
FINANCIAL STATEMENTS FOR THE PERIOD OF 12 MONTHS ENDED 30 DECEMBER 2013**

1. STATEMENT OF THE MANAGEMENT BOARD ON THE ADOPTED ACCOUNTING STANDARDS

The Management Board of Asseco Business Solutions SA declares that to the best of its knowledge the annual financial statements of Asseco Business Solutions SA for the period ended 31 December 2013, and comparative figures for the 12 months ended 31 December 2012 have been prepared in accordance with the Company's accounting policy and the International Financial Reporting Standards, and reflects a reliable, accurate, clear and fair the financial position and financial performance of the Company. The report on operations of Asseco Business Solutions SA provides a true picture of the development and achievements of the Company, including an overview of the major risks and uncertainties.

Zarząd Asseco Business Solutions S.A.:

Wojciech Barczentewicz

Prezes Zarządu

Piotr Mastowski

Wiceprezes Zarządu

Mariusz Lizon

Członek Zarządu

2. STATEMENT OF THE MANAGEMENT BOARD ON THE SELECTION OF ENTITY AUDITING THE ANNUAL FINANCIAL STATEMENTS

The Management Board of Asseco Business Solutions SA declares that the entity authorized to audit the financial statements, reviewing the annual separate financial statements of Asseco Business Solutions SA, has been selected in accordance with law, and that this entity and the certified auditors reviewing the financial statements meet the requirements of issuing an impartial and independent opinion on the audited financial statements, in accordance with any relevant regulations and professional standards.

Zarząd Asseco Business Solutions S.A.:

Wojciech Barczentewicz

Prezes Zarządu

Piotr Masłowski

Wiceprezes Zarządu

Mariusz Lizon

Członek Zarządu