

**INTERIM REPORT  
FOR THE THREE MONTHS  
ENDED 31 MARCH 2016**

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## **DIRECTORS' REPORT ON THE COMPANY'S AND GROUP'S OPERATIONS**

We have prepared this report as required by Paragraph 82 section 1 point 1 of the Regulation of the Ministry of Finance dated 19 February 2009 on current and periodic information to be published by issuers of securities and conditions of recognition of information required by the law of non-member country as equal.

### **PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

In this quarterly report all references to the Company apply to ASBISc Enterprises Plc and all references to the Group apply to ASBISc Enterprises Plc and its consolidated subsidiaries. Expressions such as "we", "us", "our" and similar apply generally to the Group (including its particular subsidiaries, depending on the country discussed), unless from the context it is clear that they apply to the Company alone.

#### **Financial and Operating Data**

This quarterly report contains financial statements of, and financial information relating to the Group. In particular, this quarterly report contains our interim consolidated financial statements for the three months ended 31 March 2016. The financial statements appended to this quarterly report are presented in U.S. dollars and have been prepared in accordance with International Accounting Standard ("IAS") 34.

The functional currency of the Company is U.S. dollars. Accordingly, transactions in currencies other than our functional currency are translated into U.S. dollars at the exchange rates prevailing on the applicable transaction dates.

Certain arithmetical data contained in this quarterly report, including financial and operating information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum of the numbers in a column or a row in tables contained in this quarterly report may not conform exactly to the total figure given for that column or row.

#### **Currency Presentation**

Unless otherwise indicated, all references in this quarterly report to "U.S. \$" or "U.S. dollars" are to the lawful currency of the United States; all references to "€" or the "Euro" are to the lawful currency of the member states of the European Union that adopt the single currency in accordance with the EC Treaty, which means the Treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992) and as amended by the Treaty of Amsterdam (signed in Amsterdam on 2 October 1997) and includes, for this purpose, Council Regulations (EC) No. 1103/97 and No. 974/98; and all references to "PLN" or "Polish Zloty" are to the lawful currency of the Republic of Poland.

All references to U.S. dollars, Polish Zloty, Euro and other currencies are in thousands, except share and per share data, unless otherwise stated.

### **FORWARD-LOOKING STATEMENTS**

This quarterly report contains forward-looking statements relating to our business, financial condition and results of operations. You can find many of these statements by looking for words such as "may", "will", "expect", "anticipate", "believe", "estimate" and similar words used in this quarterly report. By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties. Accordingly, actual results may differ materially from those expressed or implied by the forward-looking statements. We caution you not to place undue reliance on such statements, which speak only as of the date of this quarterly report.

The cautionary statements set out above should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this quarterly report.

## **Part I Additional information**

### **1. Overview**

ASBISc Enterprises Plc is one of the leading distributors of Information Technology ("IT") products in Europe, Middle East and Africa ("EMEA") Emerging Markets: Central and Eastern Europe, the Baltic States, the Former Soviet Union, the Middle East and Africa, combining a broad geographical reach with a wide range of products distributed on a "one-stop-shop" basis. Our main focus is on the following countries: Slovakia, Poland, Czech Republic, Romania, Croatia, Slovenia, Bulgaria, Serbia, Hungary, Middle East countries (i.e. United Arab Emirates, Iraq, Qatar and other Gulf states), Russia, Belarus, Kazakhstan and Ukraine.

The Group distributes IT components (to assemblers, system integrators, local brands and retail) as well as A-branded finished products like desktop PCs, laptops, servers, and networking to SMB and retail. Our IT product portfolio encompasses a wide range of IT components, blocks and peripherals, and mobile IT systems. We currently purchase the majority of our products from leading international manufacturers, including Intel, Advanced Micro Devices ("AMD"), Seagate, Western Digital, Samsung, Microsoft, Toshiba, Dell, Acer, Apple, Lenovo and Hitachi. In addition, a significant part of our revenue is comprised of sales of IT products under our private labels, Prestigio and Canyon.

ASBISc commenced business in 1990 in Belarus and in 1995 we incorporated our holding Company in Cyprus and moved our headquarters to Limassol. Our Cypriot headquarters support, through two master distribution centres (located in the Czech Republic and the United Arab Emirates), our network of 31 warehouses located in 24 countries. This network supplies products to the Group's in-country operations and directly to its customers in approximately 60 countries.

The Company's registered and principal administrative office is at Diamond Court, 43 Kolonakiou Street, Ayios Athanasios, CY-4103 Limassol, Cyprus.

### **2. Executive summary for the three month period ended 31 March 2016**

**The principal events of the three months ended 31 March 2016 were as follows:**

- Revenues in Q1 2016 decreased by 11.61% to U.S. \$ 249,095 from U.S. \$ 281,809 in the corresponding period of 2015.
- Gross profit in Q1 2016 has increased by 93.17% to U.S. \$ 13,302 from U.S. \$ 6,886 in the corresponding period of 2015. This significant increase has been the result of the enormous efforts of the management team to optimize its product portfolio, cut the loss making business units and avoid any loss from private labels.
- Gross profit margin in Q1 2016 has increased by 118.54% to 5.34% from 2.44% in the corresponding period of 2015 for the same reasons as for the increase in gross profit.
- Selling expenses in Q1 2016 have decreased by 38.18% to U.S. \$ 6,145 from U.S. \$ 9,940 in the corresponding period of 2015. This decrease is connected with changes that have been effected in the Company's cost structure in 2015.
- Administrative expenses in Q1 2016 have decreased by 29.99% to U.S. \$ 3,889 from U.S. \$ 5,555 in the corresponding period of 2015, following the cost cutting actions of 2015.
- Financial expenses in Q1 2016 have decreased by 26.52% to U.S.\$ 2,967 from U.S.\$ 4,038 in the corresponding period of 2015. This is mainly related to a decrease in financing lines utilization.
- EBITDA in Q1 2016 was positive and amounted to U.S. \$ 3,802, in comparison to a negative number of U.S. \$ 7,980 in the corresponding period of 2015.

- As a result, in Q1 2016 the Company has generated a net profit after taxation of U.S. \$ 401, in comparison to a net loss after taxation of U.S. \$ 12,404 in the corresponding period of 2015.

The reported net profit after tax arises from a number of changes that the Company introduced in 2015. Improvements in product portfolio and focus on gross profit margins coupled with no more one off losses (as was the case of H1 2015) resulted in significant improvement in profitability. More importantly, the Company started to benefit from decreased expenses which is expected to enable the Company to generate more profits with an increase in revenues.

The following table presents revenues breakdown by regions for Q1 2016 and Q1 2015 (in U.S.\$ thousand):

| Region                     | Q1 2016 | Q1 2015 | Change (%) |
|----------------------------|---------|---------|------------|
| Central and Eastern Europe | 99,413  | 129,524 | -23.25%    |
| Former Soviet Union        | 73,926  | 80,505  | -8.17%     |
| Middle East and Africa     | 43,871  | 41,888  | +4.73%     |
| Western Europe             | 22,768  | 15,106  | +50.72%    |
| Other                      | 9,118   | 14,785  | -38.33%    |
| Grand Total                | 249,095 | 281,809 | -11.61%    |

### 3. Summary historical financial data

The following data sets out our summary historical consolidated financial information for the periods presented. You should read the information in conjunction with the interim condensed consolidated financial statements and results of operations contained elsewhere in this interim report.

For your convenience, certain U.S. \$ amounts as of and for the three months ended March 31<sup>st</sup>, 2015 and 2016, have been converted into Euro and PLN as follows:

- Individual items on the balance sheet – based at average exchange rates quoted by the National Bank of Poland for a given balance sheet date December 31<sup>st</sup>, 2015, that is: 1 US\$ = 3.9011 PLN and 1 EUR = 4.2615 PLN and March 31<sup>st</sup>, 2016, that is: 1 US\$ = 3.7590 PLN and 1 EUR = 4.2684 PLN
- Individual items on the income statement and cash flow statement – based at exchange rates representing the arithmetic averages of the exchange rates quoted by the National Bank of Poland for the last day of each month in a given period January 1<sup>st</sup> to March 31<sup>st</sup>, 2015, that is 1 US\$ = 3.7436 PLN and 1 EUR = 4.1489 and January 1<sup>st</sup> to March 31<sup>st</sup>, 2016, that is 1 US\$ = 3.9416 PLN and 1 EUR = 4.3559 PLN.

|                                      | Period from                |                |                | Period from                |                  |                 |
|--------------------------------------|----------------------------|----------------|----------------|----------------------------|------------------|-----------------|
|                                      | 1 January to 31 March 2016 |                |                | 1 January to 31 March 2015 |                  |                 |
|                                      | USD                        | PLN            | EUR            | USD                        | PLN              | EUR             |
| <b>Revenue</b>                       | <b>249,095</b>             | <b>981,831</b> | <b>225,403</b> | <b>281,809</b>             | <b>1,054,979</b> | <b>254,279</b>  |
| Cost of sales                        | (235,793)                  | (929,400)      | (213,366)      | (274,923)                  | (1,029,200)      | (248,066)       |
| <b>Gross profit</b>                  | <b>13,302</b>              | <b>52,432</b>  | <b>12,037</b>  | <b>6,886</b>               | <b>25,779</b>    | <b>6,214</b>    |
| Selling expenses                     | (6,145)                    | (24,219)       | (5,560)        | (9,940)                    | (37,210)         | (8,969)         |
| Administrative expenses              | (3,889)                    | (15,328)       | (3,519)        | (5,555)                    | (20,795)         | (5,012)         |
| <b>Profit/(loss) from operations</b> | <b>3,269</b>               | <b>12,885</b>  | <b>2,958</b>   | <b>(8,608)</b>             | <b>(32,226)</b>  | <b>(7,767)</b>  |
| Financial expenses                   | (2,967)                    | (11,693)       | (2,685)        | (4,038)                    | (15,115)         | (3,643)         |
| Financial income                     | 97                         | 383            | 88             | 106                        | 398              | 96              |
| Other gains and losses               | 61                         | 239            | 55             | 41                         | 154              | 37              |
| <b>Profit/(loss) before taxation</b> | <b>460</b>                 | <b>1,814</b>   | <b>416</b>     | <b>(12,498)</b>            | <b>(46,789)</b>  | <b>(11,278)</b> |
| Taxation                             | (59)                       | (234)          | (54)           | 95                         | 355              | 86              |
| <b>Profit/(loss) after taxation</b>  | <b>401</b>                 | <b>1,580</b>   | <b>363</b>     | <b>(12,404)</b>            | <b>(46,434)</b>  | <b>(11,192)</b> |
| Attributable to:                     |                            |                |                |                            |                  |                 |
| Non-controlling interests            | 3                          | 11             | 3              | (1)                        | (4)              | (1)             |
| <b>Owners of the Company</b>         | <b>398</b>                 | <b>1,569</b>   | <b>360</b>     | <b>(12,403)</b>            | <b>(46,430)</b>  | <b>(11,191)</b> |

|   | USD<br>(cents) | PLN<br>(grosz) | EUR<br>(cents) | USD<br>(cents) | PLN<br>(grosz) | EUR<br>(cents) |
|---|----------------|----------------|----------------|----------------|----------------|----------------|
| Basic and diluted earnings per share from continuing operations | 0.72           | 2.83           | 0.65           | -22.35         | -83.66         | -20.16         |

|  | Period from                |                 |                 | Period from                |                  |                 |
|--|----------------------------|-----------------|-----------------|----------------------------|------------------|-----------------|
|  | 1 January to 31 March 2016 |                 |                 | 1 January to 31 March 2015 |                  |                 |
|  | USD                        | PLN             | EUR             | USD                        | PLN              | EUR             |
| Net cash outflows from operating activities      | (18,854)                   | (74,316)        | (17,061)        | (54,821)                   | (205,229)        | (49,466)        |
| Net cash outflows from investing activities      | (401)                      | (1,580)         | (363)           | (1,340)                    | (5,018)          | (1,210)         |
| Net cash outflows from financing activities      | (595)                      | (2,346)         | (539)           | (2,754)                    | (10,309)         | (2,485)         |
| <b>Net decrease in cash and cash equivalents</b> | <b>(19,850)</b>            | <b>(78,242)</b> | <b>(17,962)</b> | <b>(58,916)</b>            | <b>(220,556)</b> | <b>(53,160)</b> |
| <b>Cash at the beginning of the period</b>       | <b>4,290</b>               | <b>16,909</b>   | <b>3,882</b>    | <b>29,416</b>              | <b>110,123</b>   | <b>26,543</b>   |
| <b>Cash at the end of the period</b>             | <b>(15,560)</b>            | <b>(61,333)</b> | <b>(14,080)</b> | <b>(29,499)</b>            | <b>(110,434)</b> | <b>(26,618)</b> |

|                    | As at 31 March 2016 |           |           | As at 31 December 2015 |           |           |
|--------------------|---------------------|-----------|-----------|------------------------|-----------|-----------|
|                    | USD                 | PLN       | EUR       | USD                    | PLN       | EUR       |
|                    | Current assets      | 332,923   | 1,251,458 | 293,191                | 352,259   | 1,374,199 |
| Non-current assets | 29,787              | 111,969   | 26,232    | 29,316                 | 114,363   | 26,836    |
| Total assets       | 362,710             | 1,363,427 | 319,423   | 381,575                | 1,488,562 | 349,305   |
| Liabilities        | 279,855             | 1,051,974 | 246,456   | 300,095                | 1,170,701 | 274,716   |
| Equity             | 82,855              | 311,453   | 72,967    | 81,480                 | 317,860   | 74,589    |

#### 4. Organization of ASBIS Group

The following table presents our corporate structure as at March 31<sup>st</sup>, 2016:

| <b>Company</b>  | <b>Consolidation Method</b> |
|---|-----------------------------|
| <b>ASBISC Enterprises PLC</b>   | <b>Mother company</b>       |
| Asbis Ukraine Limited (Kiev, Ukraine )  | Full (100% subsidiary)      |
| Asbis PL Sp.z.o.o (Warsaw, Poland)  | Full (100% subsidiary)      |
| Asbis Poland Sp. z o.o. (Warsaw, Poland)  | Full (100% subsidiary)      |
| ASBIS Estonia AS (formerly AS Asbis Baltic) (Tallinn, Estonia)                            | Full (100% subsidiary)      |
| Asbis Romania S.R.L (Bucharest, Romania)  | Full (100% subsidiary)      |
| Asbis Cr d.o.o (Zagreb, Croatia)  | Full (100% subsidiary)      |
| Asbis d.o.o Beograd (Belgrade, Serbia)  | Full (100% subsidiary)      |
| Asbis Hungary Commercial Limited (Budapest, Hungary)                                      | Full (100% subsidiary)      |
| Asbis Bulgaria Limited (Sofia, Bulgaria)  | Full (100% subsidiary)      |
| Asbis CZ, spol.s.r.o (Prague, Czech Republic)   | Full (100% subsidiary)      |
| UAB Asbis Vilnius (Vilnius, Lithuania)  | Full (100% subsidiary)      |
| Asbis Slovenia d.o.o (Trzin, Slovenia)  | Full (100% subsidiary)      |
| Asbis Middle East FZE (Dubai, U.A.E)  | Full (100% subsidiary)      |
| Asbis SK sp.l sr.o (Bratislava, Slovakia)   | Full (100% subsidiary)      |
| Asbis Limited (Charlestown, Ireland)  | Full (100% subsidiary)      |
| FPUE Automatic Systems of Business Control (Minsk, Belarus)                               | Full (100% subsidiary)      |
| E.M. Euro-Mall Ltd (former ISA Hardware Limited–Group) (Limassol, Cyprus)                 | Full (100% subsidiary)      |
| OOO ‘ Asbis’-Moscow (Moscow, Russia)  | Full (100% subsidiary)      |
| Asbis Morocco Limited (Casablanca, Morocco)   | Full (100% subsidiary)      |
| EUROMALL CZ s.r.o. (formerly ISA Hardware s.r.o.) (Prague, Czech Republic)                | Full (100% subsidiary)      |
| EUROMALL d.o.o. (formerly ISA Hardware d.o.o.) (Zagreb, Croatia)                          | Full (100% subsidiary)      |
| S.C. EUROMALL 2008 S.R.L (formerly ISA Hardware International S.R.L) (Bucharest, Romania) | Full (100% subsidiary)      |
| ISA Hardware s.r.o Slovakia (Bratislava, Slovakia)  | Full (100% subsidiary)      |
| Euro-Mall SRB d.o.o. (former ISA Hardware d.o.o Beograd) (Belgrade, Serbia)               | Full (100% subsidiary)      |
| Prestigio Plaza Sp. z o.o in liquidation (Warsaw, Poland)                                 | Full (100% subsidiary)      |
| Prestigio Plaza Ltd (formerly Prestigio Technologies) (Limassol, Cyprus)                  | Full (100% subsidiary)      |
| Prestigio Europe s.r.o (Prague, Czech Republic)   | Full (100% subsidiary)      |
| Prestigio Plaza NL.B.V. (Amsterdam, Netherlands)  | Full (100% subsidiary)      |
| Asbis Kypros Ltd (Limassol, Cyprus)   | Full (100% subsidiary)      |
| Asbis TR Bilgisayar Limited Sirketi (Istanbul, Turkey)                                    | Full (100% subsidiary)      |
| SIA “ASBIS LV” (Riga, Latvia)   | Full (100% subsidiary)      |
| Asbis d.o.o. (former Megatrend d.o.o.) (Sarajevo, Bosnia Herzegovina)                     | Full (90% ownership)        |
| PTUE IT-MAX (Minsk, Belarus)  | Full (100% subsidiary)      |
| ASBIS Close Joint-Stock Company (former CZAO ASBIS) (Minsk, Belarus)                      | Full (100% subsidiary)      |
| ASBIS Kazakhstan LLP (Almaty, Kazakhstan)   | Full (100% subsidiary)      |
| Euro-Mall SRO (Bratislava, Slovakia)  | Full (100% subsidiary)      |
| Prestigio China Corp. (former AOSBIS TECHNOLOGY (SHENZHEN) CORP.) (Shenzhen,China)        | Full (100% subsidiary)      |
| ASBIS DE GMBH, (Munche n, Germany)  | Full (100% subsidiary)      |
| EUROMALL BULGARIA EOOD (Sofia, Bulgaria)  | Full (100% subsidiary)      |
| Advanced Systems Company LLC (Riyadh, Kingdom of Saudi Arabia)                            | Full (100% subsidiary)      |
| SHARK ONLINE a.s. (Bratislava, Slovakia)  | Full (100% subsidiary)      |
| SHARK Computers a.s. (Bratislava, Slovakia)   | Full (100% subsidiary)      |
| E-vision Production Unitary Enterprise (Minsk, Belarus)                                   | Full (100% subsidiary)      |
| ASBIS UK LTD (Hounslow, England)  | Full (100% subsidiary)      |

## 5. Changes in the structure of the Company

During the three months ended March 31<sup>st</sup>, 2016 there were no changes in the structure of the Company and the Group.

## 6. Discussion of the difference of the Company's results and published forecasts

We have not published any forecasts for the three month period ended March 31<sup>st</sup>, 2016. However, on March 21<sup>st</sup>, 2016 we have announced our financial forecasts for the year 2016. Having seen Q1 2016 results, we fully sustain our forecasts that assume revenues between USD 1,15 bn and 1,25 bn and net profit after tax between USD 4m and 5m.

## 7. Information on dividend payment

For the three month period ended March 31<sup>st</sup>, 2016 no dividend was paid.

## 8. Shareholders possessing more than 5% of the Company's shares as of the date of publication of the interim report

The following table presents shareholders possessing more than 5% of the Company's shares as of the date of publication of this report, according to our best knowledge. The information included in the table is based on the information received from the shareholders pursuant to Art. 69, sec. 1, point 2 of the Act on Public Offering, conditions governing the introduction of financial instruments to organized trading and public companies.

| Name  | Number of shares | % of share capital | Number of votes | % of votes |
|---|------------------|--------------------|-----------------|------------|
| KS Holdings Ltd   | 20,401,361       | 36.76%             | 20,401,361      | 36.76%     |
| Quercus Towarzystwo Funduszy Inwestycyjnych S.A. Quercus Parasolowy SFIO and Quercus Absolutnego Zwrotu FIZ)* | 3,274,931        | 5.90%              | 3,274,931       | 5.90%      |
| ING OFE   | 2,872,954        | 5.18%              | 2,872,954       | 5.18%      |

\* Including 2,775,045 shares corresponding to 5.00% votes at the AGM held by Quercus Parasolowy SFIO - according to notification from December 9th, 2011 corrected with notification from July 14<sup>th</sup>, 2015.

In the three months period ended on March 31<sup>st</sup>, 2016 the Company has not received any information about changes in its shareholders structure.

## 9. Changes in the number of shares owned by the members of the Board of Directors

During the three month period ended on 31 March 2016 as well as for the period between March 29<sup>th</sup>, 2016 (the date of the publication of the Annual Report for 2015) and May 12<sup>th</sup>, 2016 (date of this report) there were no changes in the number of shares possessed by the members of the Board of Directors.

The table below presents the number of shares held by the members of the Board of Directors as of the date of this report. The information included in the table below is based on information received from members of our Management Board pursuant to Art. 160 sec. 1 of the Act on Public Trading:

| Name   | Number of Shares | % of the share capital |
|--|------------------|------------------------|
| Siarhei Kostevitch (directly and indirectly) | 20,443,127       | 36.83%                 |
| Constantinos Tziamalis                       | 555,000          | 1.00%                  |
| Marios Christou                              | 518,000          | 0.93%                  |
| Yuri Ulasovich                               | 210,000          | 0,38%                  |
| Demos Demou                                  | 0                | 0%                     |
| Chris Pavlou                                 | 0                | 0%                     |

Siarhei Kostevitch holds shares as the shareholder of KS Holdings Ltd.



## **10. Changes in the members of managing bodies**

During the three month period ended March 31<sup>st</sup>, 2016 there were no changes in the members of the Company's Board of Directors.

## **11. Significant administrative and court proceedings against the Company**

As of March 31<sup>st</sup>, 2016, no court, arbitration or administrative proceedings whose single or aggregate value exceeds 10% of our equity were pending against us or any of the members of our Group.

## **12. Related Party Transactions**

During the three months ended March 31<sup>st</sup>, 2016 we have not had any material related party transaction exceeding the Polish Zloty equivalent of Euro 500 thousand other than typical or routine transactions.

## **13. Information on guarantees granted to third parties**

The Company has increased corporate guarantees to support its subsidiaries' local financing from U.S.\$ 136,683 at December 31<sup>st</sup>, 2015 to U.S.\$ 139,848 at March 31<sup>st</sup>, 2016, representing more than 10% of the Company's equity. The total bank guarantees and letters of credit raised by the Group (mainly to Group suppliers) as at March 31<sup>st</sup>, 2016 was U.S. \$ 6,920 – as per note number 16 to the financial statements – which is less than 10% of the Company's equity.

## **14. Information on changes in conditional commitments or conditional assets, occurred since the end of last fiscal year**

No changes in conditional commitments or conditional assets occurred since the end of the last fiscal year.

## **15. Other information important for the assessment of our personnel, economic and financial position, as well as our financial results**

In the three month period ended March 31<sup>th</sup>, 2016, the Company's results of operations have been affected and are expected to continue to be affected by a number of factors. These factors were: the in-country crisis seriously affecting major markets, currency fluctuations, competition and price pressures, low gross profit margins, potential inventory obsolescence and price erosions, the worldwide unstable financial environment, seasonality, development of own brand business, high cost of debt, warranty claims and overstock of own brand products.

Despite the fact that revenues were still lower than in Q1 2015, all other lines of our income statement have been significantly improved. Improved Gross profit coupled with significant savings in expenses led the Company to its third consecutive profitable quarter. Below we present all factors that have affected and continue to affect our business:

### ***The in-country crisis affecting our major markets and our gross profit and gross profit margin***

Throughout the years of operations the Company has suffered from specific in-country crises. The example of Ukraine in 2014 and Russia in 2015 is proving that the risk of in country crises is quite high and must be weathered at all times. Moreover, since these crises are driven by external unforeseen factors, it is of high importance that such crises are weathered fast enough.

### ***Currency fluctuations***

The Company's reporting currency is the U.S. dollar. About 40% of the Company's revenues are denominated in U.S. dollars, while the balance is denominated in Euro, Ruble and other currencies, some of which are pegged to the Euro. Since most of the Company's trade payable balances are denominated in U.S. dollars (about 80%), the Company is exposed to foreign exchange risk that remains a crucial risk factor that might affect the Group's results in the future. Although the problem

persists and will persist as the Euro and other Eastern European currencies fluctuate in a steep manner against the U.S. Dollar, the Group has adopted hedging strategies to tackle this problem and this has been successful despite large volatility of some currencies. It is also believed by the management that hedging is a very important function in our industry and we shall continue enhancing this procedure.

### ***Competition and price pressure***

The IT distribution industry is a highly competitive market, particularly with regards to products selection and quality, inventory, price, customer services and credit availability and hence is open to margin pressure from competitors and new entrants. The Company competes at the international level with a wide variety of distributors of varying sizes, covering different product categories and geographic markets. In particular, in each of the markets in which the Company operates it faces competition from:

- a) international distributors such as Avnet Inc., Tech Data Corp., Ingram Micro Inc. and Arrow Electronics Inc., which are much larger than the Company, but do not always cover the same geographic regions with local presence as the Company does,
- b) regional or local distributors, such as Elko, mainly in the Baltic States, Russia, Ukraine, Merlion in the Former Soviet Union, AB, ABC Data and Action in Poland and ATC and ED System-BGS Levi in the Czech Republic and Slovakia.

Competition and price pressures from market competitors and new market entrants may lead to significant reductions in the Company's sales prices. Such pressures may also lead to a loss of market share in certain of the Group's markets. Price pressures can have a material adverse effect on the Company's profit margins and its overall profitability, especially in view of the fact that its gross profit margins, like those of most of its competitors, are low and sensitive to sales price fluctuations.

This was also visible in the tablet and smartphone segments where we have experienced the entrance of a number of strong competitors. This had a negative result on our profitability since we had to lower prices to get rid of our stocks.

### ***Low gross profit margins***

The Company's business is both traditional distribution of third party products and own brand sales. This allows the Company to deliver healthier gross profit margins when conditions are favourable. However, the own brand business, has been significantly affected by the new entrants and the margins were dramatically lowered.

In the traditional distribution business, the Company's gross profit margins, like those of other distributors of IT products, are low and the Company expects that in the distribution arm of its business they will remain low in the foreseeable future. Increased competition arising from industry consolidation and low demand for certain IT products may hinder the Company's ability to maintain or improve its gross margins. A portion of the Company's operating expenses is relatively fixed, and planned expenditures are based in part on anticipated orders that are forecasted with limited visibility of future demand. As a result, the Company may not be able to reduce its operating expenses as a percentage of revenue in order to mitigate any reductions in gross margins in the future.

In an effort to increase gross margins, the Company has developed the own brand business, that allows to generate higher gross profit margins. Since this business already accounts for a significant part of total sales, it positively affects the overall gross profit margins and profitability of the Company. However, this business is also connected with risks, including the risk of technology change, the risk of changes in demand and customer preferences. Therefore, it is extremely important for the Company to foresee market demand changes and offer new products right in time to satisfy consumer needs and be able to sell the previous technology as well.

### ***Inventory obsolescence and price erosion***

The Company is often required to buy components and finished products according to forecasted requirements and orders of its customers and in anticipation of market demand. The market for IT

finished products and components is characterized by rapid changes in technology and short product shelf life, and, consequently, inventory may rapidly become obsolete. Due to the fast pace of technological changes, the industry may sometimes face a shortage or, at other times, an oversupply of IT products. As the Company increases the scope of its business and, in particular, of inventory management for its customers, there is an increasing need to hold inventory to serve as a buffer in anticipation of the actual needs of the Company's customers. This increases the risk of inventory becoming devalued or obsolete and could affect the Company's profits either because prices for obsolete products tend to decline quickly, or as a result of the need to make provisions for write-offs. In an oversupply situation, other distributors may elect to proceed with price reductions in order to dispose of their existing inventories, forcing the Company to lower its prices to stay competitive. The Company's ability to manage its inventory and protect its business against price erosion is critical to its success.

A number of the Company's most significant contracts with its major suppliers contain advantageous contract terms that protect the Company against exposure to price fluctuations, defective products and stock obsolescence.

For the own brand business division, the Company needs to balance between satisfying consumer demand and risk of inventory obsolescence or price erosion, by having the proper level of inventory. This risk was faced in H1 2015, when we had to sell excess stock of own brands at lower prices in order not to be left with obsolete inventories.

### ***Credit risk***

The Company buys components and finished products from its suppliers on its own account and resells them to its customers. The Company extends credit to some of its customers at terms ranging from 21 to 90 days or, in a few cases, to 120 days. The Company's payment obligations towards its suppliers under such agreements are separate and distinct from its customers' obligations to pay for their purchases, except in limited cases where the Company's arrangements with its suppliers require the Company to resell to certain resellers or distributors. Thus, the Company is liable to pay its suppliers regardless of whether its customers pay for their respective purchases. As the Company's profit margin is relatively low compared to the total price of the products sold, in the event where the Company is not able to recover payments from its customers, it is exposed to a financial liquidity risk. The Company has in place credit insurance which covers such an eventuality for approximately 60% of its revenue.

Due to the recent market developments following the credit crisis that affected all countries the Group operates in, credit risk has become one of the most important risk factors that might affect the Group's results in the future. Despite the fact that the Group has managed to credit insure a large portion of its receivables, credit insurance companies are nowadays more risk averse and do not easily grant credit limits to customers. As a result, the Group is exposed to increased credit risk and its ability to analyse and assess credit risk is of extremely high importance.

### ***Worldwide financial environment***

The world's financial crisis has eased throughout the last years. This included recovery signals from some of our markets and stabilization in some of others. Following partial recovery, the Company has undertaken certain efforts to benefit from these signals both in revenues and profitability. The revised strategy and adaptation to the new environment, i.e. by rebuilding our product portfolio, has paid off in terms of increased market share and sales.

However, there are many uncertainties about the world economy following the developments in China and turmoil in the ME region coupled with volatility of currencies and fragility of demand in many markets. Additionally, from time to time, unpredictable situations may happen in selected markets, as was the case of Ukraine and Russia in 2014, continuing to-date, which has led to a significant instability in these countries' financial environment. However, with the experience we gained, the management strongly believes today the Company is much more flexible and much better prepared to weather any obstacles that may arise due to worldwide financial environment.

### ***Seasonality***

Traditionally the IT distribution industry in which the Company operates experiences high demand during the months prior to and leading up to the Christmas and New Year holiday period. In particular, IT distributors' demand tends to increase in the period starting from September till the end of the year.

### ***Development of own brand business***

The Company's strategy is to focus more on profitability than on revenues, thus the Company has increased its engagement into the development of own brands business that allows for higher gross profit margins. This included the development of tablets, smartphones, GPS and other product lines that are sold under Prestigio and Canyon brands in all regions of the Company's operations.

Due to the fact that the Company's products, namely tablets and smartphones, were welcomed by the markets, it is expected that further development of own brands business may positively affect revenues and profits. However, competition has already been intensified and the Company may not be able to sustain its profitability levels. In addition to competition, due to increased volumes of own brands and the fact that we are not the manufacturers of these products, certain warranty issues have arisen and have negatively affected our results. The Company is undertaking a number of quality control measures to mitigate this risk, but given the volumes and the large amount of factories used to produce these products, these controls might not be enough.

Despite the Company's efforts, there can be no assurance of a similar development pace in own brand business in future periods. This is because there may be a significant change in market trends, customer preferences or technology changes that may affect the development of own brand business and therefore its results.

### ***Warranty claims from own brand products***

The own brand business requires us to put extra efforts to avoid any problems with quality of devices. Despite all our efforts, we have noticed significant returns on specific models produced the last three years.

This risk has negatively affected H1 2015 and Y2015 results as we had to provide for losses due to the decline of certain ODMs to satisfy their contractual obligations on products with epidemic failure. Unfortunately, these factories refused to do so and we were forced to re-assess our provisions for returns and recognize a significant loss. The Group is undertaking all possible steps towards ensuring proper compensation. This includes both negotiations and legal actions.

In order to avoid such problems in the future, a much more scrutinized selection of suppliers is currently in place, which however, does not guarantee elimination of the risk of warranty losses.

The Company updated its procedures and started to decrease warranty cost beginning from Q3 2015. This positive trend has continued in Q1 2016 and it is expected to further continue in the periods to follow.

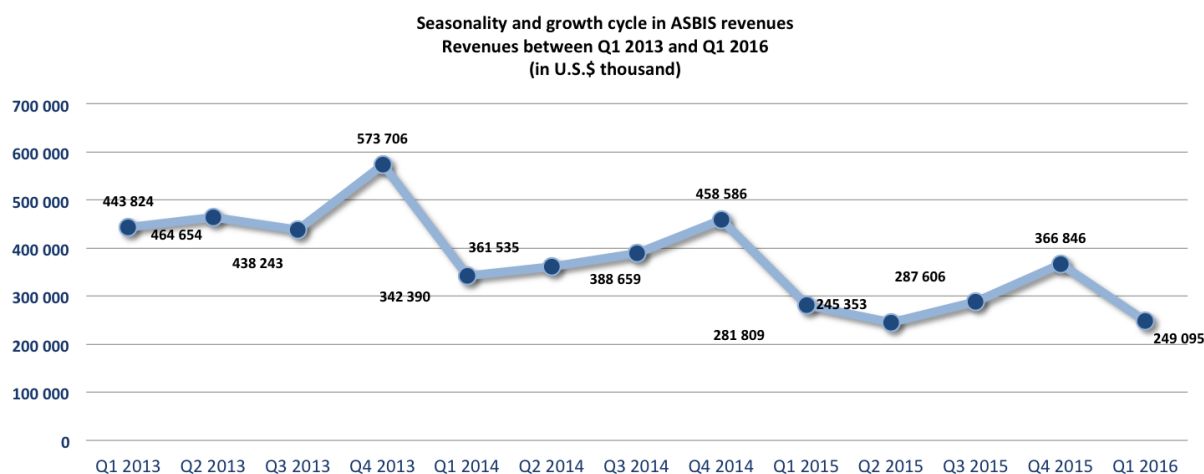
### ***High cost of debt***

Private label business means a much higher need for cash available to support growth. The Group has managed to raise cash from various financial institutions, however in certain cases the cost of this financing is expensive. The Company has already negotiated better terms with some of its supply-chain financiers and is currently undertaking certain extra steps to further lower cost of financing. However, the sanctions imposed to Russia and tensions related to the Ukrainian crisis have resulted in significantly increased cost of financing facilities in these countries and this may limit our efforts to further decrease the average cost of debt.

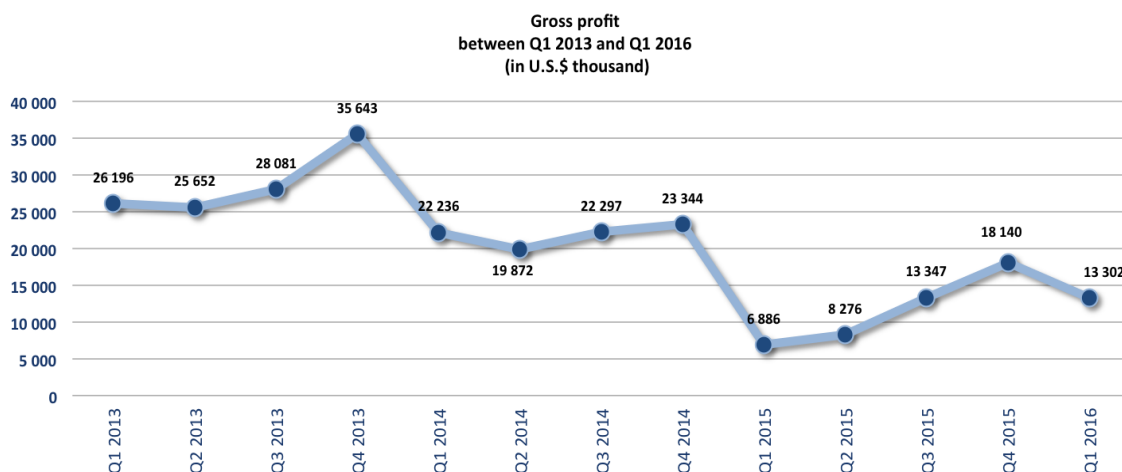
## Results of Operations

### Three month period ended 31 March 2016 compared to the three month period ended 31 March 2015

- **Revenues:** In Q1 2016 revenues decreased by 11.61% to U.S. \$ 249,095 from U.S. \$ 281,809 in the corresponding period of 2015.

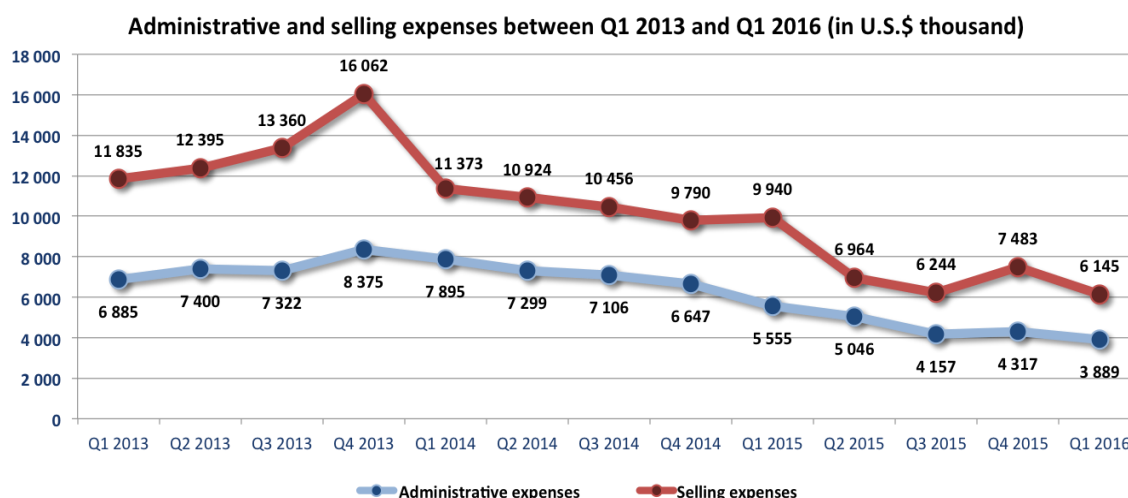


- **Gross profit:** In Q1 2016 gross profit has increased by 93.17% to U.S. \$ 13,302 from U.S. \$ 6,886 in the corresponding period of 2015.



- **Gross profit margin:** Positive changes in our product portfolio and changes in own brands business resulted in an increase in gross profit margin in Q1 2016. Gross profit margin in Q1 2016 has increased by 118.54% to 5.34% from 2.44% in the corresponding period of 2015.
- **Selling expenses** largely comprise of salaries and benefits paid to sales employees (sales, marketing and logistics departments), marketing and advertising fees, commissions, and traveling expenses. Selling expenses usually grow together (but not in-line) with growing sales and, most importantly, gross profit. Selling expenses in Q1 2016 have decreased by 38.18% to U.S. \$ 6,145 from U.S. \$ 9,940 in the corresponding period of 2015. This decrease is a result of changes in the Company's cost structure introduced in 2015.
- **Administrative expenses** largely comprise of salaries and wages of administration personnel and rent expense. They have decreased in Q1 2016 due to continuation of our cost cutting actions.

Administrative expenses in Q1 2016 have decreased by 29.99% to U.S. \$ 3,889 from U.S. \$ 5,555 in the corresponding period of 2015.



- **Financial expenses** in Q1 2016 have decreased by 26.52% to U.S.\$ 2,967 from U.S.\$ 4,038 in the corresponding period of 2015.
- **Operating profit:** In Q1 2016 we had an operating profit of U.S. \$ 3,269, compared to operating loss U.S. \$ 8,608 in the corresponding period of 2015.
- **EBITDA:** In Q1 2016 was positive and amounted to U.S. \$ 3,802 in comparison to a negative number of U.S. \$ 7,980 in the corresponding period of 2015.
- **Net profit:** As a result of improved gross profit margins and decreased expenses, in Q1 2016 the Company has generated a net profit after taxation of U.S. \$ 401, in comparison to a net loss after taxation of U.S. \$ 12,404 in the corresponding period of 2015.

### Sales by regions and countries

Traditionally and throughout the Company's operations, the F.S.U. and the CEE regions contribute the majority of our revenues. This has not changed in Q1 2016. However, certain of the F.S.U. countries have performed better than the CEE countries.

Revenues derived from the F.S.U. region in Q1 2016 was 8.17% lower than in Q1 2015. Sales in the Central and Eastern Europe region in Q1 2016 have decreased by 23.25% compared to Q1 2015.

Sales in Western Europe in Q1 2016 increased by 50.72% compared to Q1 2015, based on strong components sales in this region. Sales in MEA region have increased by 4.73%, as compared to Q1 2015.

Country-by-country analysis shows an improvement in our Ukraine operations, where our sales have increased by 154.05% in Q1 2016 compared to Q1 2015. Sales in Russia decreased by 5.07%. In CEE region, our sales in Slovakia decreased by 13.30%, however in the same time our sales in Czech Republic grew by 9.51%. In definitive numbers, Slovakia continued to be the leader in our country portfolio, but F.S.U. countries –after the recent improvement- are coming back stronger. We expect an improvement in the F.S.U. and CEE regions in the next quarters of 2016.

The table below provides a geographical breakdown of sales in the three month periods ended March 31<sup>st</sup>, 2016 and 2015.

|                                   | Q1 2016          |                     | Q1 2015          |                     |
|-----------------------------------|------------------|---------------------|------------------|---------------------|
|                                   | U.S. \$ thousand | % of total revenues | U.S. \$ thousand | % of total revenues |
| <b>Central and Eastern Europe</b> | 99,413           | 39.91%              | 129,524          | 45.96%              |
| <b>Former Soviet Union</b>        | 73,926           | 29.68%              | 80,505           | 28.57%              |
| <b>Middle East and Africa</b>     | 43,871           | 17.61%              | 41,888           | 14.86%              |
| <b>Western Europe</b>             | 22,768           | 9.14%               | 15,106           | 5.36%               |
| <b>Other</b>                      | 9,118            | 3.66%               | 14,785           | 5.25%               |
| <b>Total</b>                      | <b>249,095</b>   | <b>100%</b>         | <b>281,809</b>   | <b>100%</b>         |

**Revenue breakdown – Top 10 countries in Q1 2016 and Q1 2015 (in U.S. Dollar thousand)**

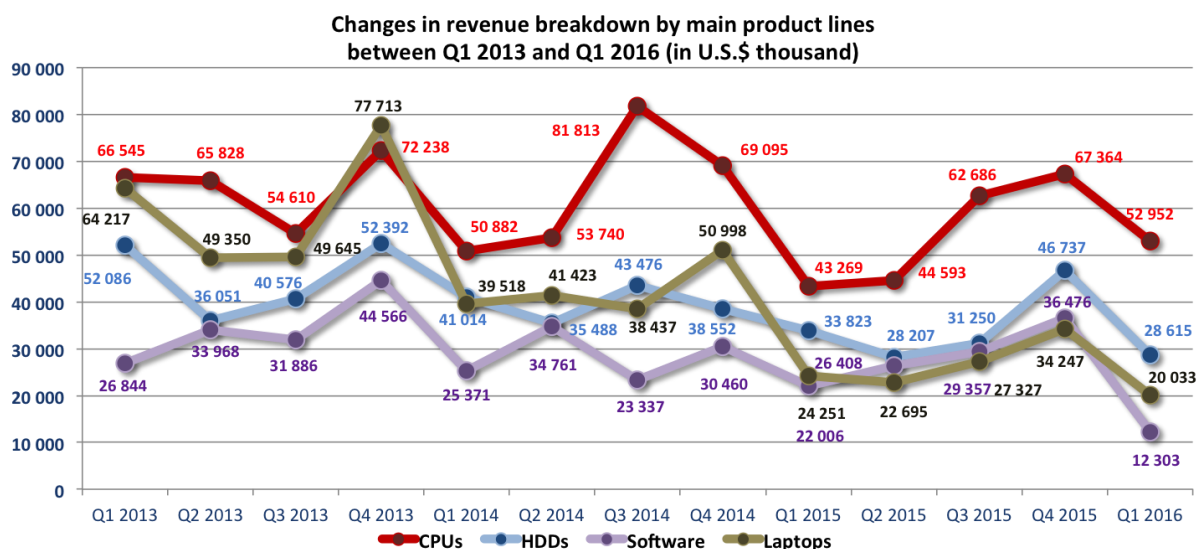
|     | Q1 2016                     |                | Q1 2015                     |                |
|-----|-----------------------------|----------------|-----------------------------|----------------|
|     | Country                     | Sales          | Country                     | Sales          |
| 1.  | <b>Slovakia</b>             | 43,316         | <b>Slovakia</b>             | 49,962         |
| 2.  | <b>Russia</b>               | 31,868         | <b>Russia</b>               | 33,569         |
| 3.  | <b>United Arab Emirates</b> | 30,030         | <b>United Arab Emirates</b> | 33,257         |
| 4.  | <b>Ukraine</b>              | 17,274         | <b>Kazakhstan</b>           | 32,852         |
| 5.  | <b>Czech Republic</b>       | 12,906         | <b>Poland</b>               | 29,400         |
| 6.  | <b>Romania</b>              | 11,464         | <b>Czech Republic</b>       | 11,786         |
| 7.  | <b>United Kingdom</b>       | 11,402         | <b>Romania</b>              | 11,058         |
| 8.  | <b>Kazakhstan</b>           | 10,442         | <b>Taiwan</b>               | 8,821          |
| 9.  | <b>Belarus</b>              | 10,356         | <b>Ukraine</b>              | 6,799          |
| 10. | <b>Hungary</b>              | 6,511          | <b>Bulgaria</b>             | 6,617          |
| 11. | <b>Other</b>                | 63,528         | <b>Other</b>                | 57,688         |
|     | <b>TOTAL</b>                | <b>249,095</b> | <b>TOTAL</b>                | <b>281,809</b> |

**Sales by product lines**

Starting from February 2014 revenues have been under a serious pressure resulting from the turbulence in our major markets which also affected a number of countries across our operations. This has not changed in 2016 to date and thus the lower revenues in all product lines the Group carries.

We continue our efforts to increase revenues as fast as possible, mainly through addressing our products more aggressively and by focusing on specific product groups. This is possible because ASBIS remains the distributor of first choice for many worldwide suppliers. A major and good example is APPLE that has entrusted an i-phone distribution to ASBIS for Ukraine, Belarus and Kazakhstan. However, our main focus is on margins. Thus, we have not focused on increasing sales revenues in Q1 2016, but rather increase profitability. As a result, our margins grew significantly year on year.

The chart below indicates the trends in sales per product lines:



In Q1 2016, CPUs lead in our revenue by product lines split after a significant 22.38% increase year on year. They are followed by the smartphones segment which remains big, but smaller than a year ago due to our focus on margins. From the other major product lines, we have observed decreased revenues in software business caused by lower than expected demand on Windows 10, and a continued decrease of the tablet business.

From other product lines, in Q1 2016 the Company noticed a positive trend in mainboards and VGA (+78.54%), display products (+27.86%), memory modules (+63,29%), server and server blocks (+18.82%), optical and floppy drives (+99.12%) and networking products (+16.44%). The share of the four traditional product lines (CPUs, HDDs, laptops and software) in total revenues increased to 45.73% from 43.77% in Q1 2015.

The table below sets a breakdown of revenues, by product lines, for Q1 2016 and Q1 2015:

|                                 | Q1 2016          |                     | Q1 2015          |                     |
|---------------------------------|------------------|---------------------|------------------|---------------------|
|                                 | U.S. \$ thousand | % of total revenues | U.S. \$ thousand | % of total revenues |
| Central processing units (CPUs) | 52,952           | 21.26%              | 43,269           | 15.35%              |
| Smartphones                     | 47,060           | 18.89%              | 69,621           | 24.70%              |
| Hard disk drives (HDDs)         | 28,615           | 11.49%              | 33,823           | 12.00%              |
| PC-mobile (laptops)             | 20,033           | 8.04%               | 24,251           | 8.61%               |
| Software                        | 12,303           | 4.94%               | 22,006           | 7.81%               |
| Tablets                         | 7,598            | 3.05%               | 21,011           | 7.46%               |
| Other                           | 80,534           | 32.33%              | 67,827           | 24.07%              |
| <b>Total revenue</b>            | <b>249,095</b>   | <b>100%</b>         | <b>281,809</b>   | <b>100%</b>         |

### Liquidity and Capital Resources

The Company has in the past funded its liquidity requirements, including ongoing operating expenses and capital expenditures and investments, for the most part, through operating cash flows, debt financing and equity financing. While our cash flow was stretched in H1 2015, it has significantly improved in H2 2015 as we generated a positive number on cash from operations in both of its quarters. In Q1 2016, cash from operations was negative - which is typical for this period of year. We do expect our cash from operations to be positive for the full year.

The following table presents a summary of cash flows for the three months ended March 31<sup>st</sup>, 2016 and 2015:



|   | <b>Three months ended March 31<sup>st</sup></b> |             |
|---|---|-------------|
|   | <b>2016</b>                                     | <b>2015</b> |
|   | <b>U.S. \$</b>                                  |             |
| Net cash outflows from operating activities | (18,854)  | (54,821)    |
| Net cash outflows from investing activities | (401)   | (1,340)     |
| Net cash outflows from financing activities | (595)   | (2,754)     |
| Net decrease in cash and cash equivalents   | (19,850)  | (58,916)    |

### ***Net cash outflows from operations***

Net cash outflows from operations amounted to U.S. \$ 18,854 for the three months ended March 31<sup>st</sup>, 2016, compared to outflows of U.S. \$ 54,821 in the corresponding period of 2015. This is attributed mainly to improved working capital utilization and better operational efficiencies. The Company expects cash from operations to turn positive for 2016.

### ***Net cash outflows from investing activities***

Net cash outflows from investing activities was U.S. \$ 401 for the three months ended March 31<sup>st</sup>, 2016, compared to U.S. \$ 1,340 in the corresponding period of 2015. These outflows mainly relate to on-going investments for fixed assets (such as computers, furniture etc.).

### ***Net cash outflows from financing activities***

Net cash outflows from financing activities was U.S. \$ 595 for the three months ended March 31<sup>st</sup>, 2016, compared to inflows of U.S.\$ 2,754 for the corresponding period of 2015. This primarily relates to lower utilization of certain financing lines.

### ***Net decrease in cash and cash equivalents***

As a result of decreased working capital utilization and decreased financing, cash and cash equivalents have decreased by U.S. \$ 19,850, compared to a decrease of U.S. \$ 58,916 in the corresponding period of 2015.

## **16. Factors which may affect our results in the future**

### **Political and economic stability in Europe and our regions**

The turbulence that started in Ukraine and also affected Russia has caused a significant demand reduction. This has affected revenues and gross profit margins, but also negatively impacted some of our customers, whose financial situation has worsened.

Furthermore, recent negative developments in CEE economies have not allowed the Company to offset the negative results of the F.S.U. region.

The weak economics in the F.S.U. region are considered by the management as a crucial external factor, which might adversely affect our results, in the short term; however, we remain confident - given also a recent appreciation in demand in most of our regions (as proven by H2 2015 sales) that we are in a position to properly manage this crisis and get stronger out of it. This now has been proven again, as in Q1 2016 we have delivered a net profit after tax and our business in Ukraine has significantly grown. We will continue this strategy and focus more on our core regions and strengths, to maximize profits and take advantage of any possible market revival.

### **The Group's ability to increase revenues and market share while focusing on profits**

The diversified geographic coverage of the Group's revenues ensures that we do mitigate the risk of lower sales in a particular country with the possibility of higher sales in a number of other countries. Russia is no longer our number one country in terms of revenues. Slovakia, that took over the first spot (as a country) and CEE (as a region) is the most important to the Company's revenues, and we need to adapt to any changes that might arise in these geographies.

Since the CEE contribution to our total revenues is bigger than those of the F.S.U. region, our reliance on a single region has decreased. Therefore, we now pay more attention to any possible market developments in all other growing regions, focusing on our core competences.

Despite all measures taken by the Company, the possibility of a decrease in demand and sales in a particular country cannot be excluded in the future. Such a situation may limit overall growth. It is of extreme importance for the Company to prepare its structure to offset such a situation with higher sales in other markets. This means both a constant upgrade of the product portfolio and close relations with customers to win more market share from weaker competitors.

### **The Group's ability to increase gross profit margins**

The Group's gross profit margin has increased significantly in Q1 2016 as compared to Q1 2015. This is a continuation of an improvement that started in Q3 2015 and is a result of changes in product portfolio and focus on margins rather than just on sales. Additionally, our business was safeguarded and we did not have any negative one off events like in Q1 2015. Therefore, margins are expected to further improve later in 2016. However, the pace of this growth is hard to estimate, as the margins may remain under pressure due to enhanced competition together with lower demand in a number of markets. It is of extreme importance for the Group to manage its stock level and refine its product portfolio in order to achieve optimum gross profit margins.

### **Currency volatilities**

The multi-currency environment that the Group operates in exposes its financial results to steep currency fluctuations. Although volatility of a number of currencies in Q1 2016 was strong, we have been successfully shielded by our hedging policy. Therefore, the hedging strategy should be followed and further improved without any exception later in 2016.

### **Ability of the Group to control expenses**

Selling and administrative expenses in Q1 2016 decreased significantly as compared to Q1 2015. The decrease in expenses is a result of restructuring actions undertaken by the Company in H2 2015. This included less employees, revised compensation schemes and stricter expense control.

We consider cost control to be a significant factor towards delivering improved results going forward and the Group is undertaking significant steps towards further reducing its expenses.

### **Ability to further develop the Group's product portfolio, both third party and own brands**

Because of its size, geographical coverage and good relationship with vendors, the Company has managed to build an extensive product portfolio. It is crucial for the Company to continue refining its product mix constantly by adding new product lines with higher gross (and net) profit margins to boost its profitability.

### **Ability to decrease the average cost of debt**

The own brand business –by its nature– consumes more cash and has contributed towards an increase in debt and in the average cost of debt in the past. We have already addressed this issue to

decrease debt and the average cost of debt by optimizing the utilization of financial facilities on one side and improving working capital utilization on the other.

Additionally, as we decided to continue the own brand business with less product lines and focus on less models, it will be easier to plan operations and arrange financing for the Group. We have a major work to do and success on this field will be an important factor positively affecting our results in the future. It is also very important for the Group to continue enjoying the financial facilities required, but at a more competitive pricing.

#### **Ability to cover warranty claims from customers**

Increased own brand business require us to be very careful with customer satisfaction when it comes to after sales services relating mostly to the quality of our products. Since we do not manufacture the devices ourselves, we have built increased warranty provisions and signed separate agreements with our suppliers to cover us against warranty losses of such products. As described in our risk factors, certain suppliers might refuse to cover our increased warranty cost and, in such a case, we will be forced to cover it from our own funds, thereby negatively impacting our results.

We have reviewed all our contracts with factories, and we signed new ones after ensuring the contractor will be able to pay any contractual penalties that may arise. This is an important part of our cooperation with third party factories, to make sure the warranty risk is mitigated.

#### **17. Information about important events that occurred after the period ended on March 31<sup>st</sup>, 2016 and before this report release**

According to our best knowledge, in the period between March 31<sup>st</sup>, 2016 and May 12<sup>th</sup>, 2016 no events have occurred that could affect the Company's operations or its financial stability.

## Part II Financial Information

The financial information of ASBISc Enterprises Plc presented as a part of this report is as follows:

### **Report and Condensed Consolidated Interim Financial Statements for the period ended March 31<sup>st</sup>, 2016**

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**ASBISC ENTERPRISES PLC**

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2016

# **ASBISC ENTERPRISES PLC**

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## **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016**

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# ASBISC ENTERPRISES PLC

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS FOR THE PERIOD ENDED 31 MARCH 2016

|  | Note | For the<br>three months<br>ended<br>31 March<br>2016<br>US\$ | For the<br>three months<br>ended<br>31 March<br>2015<br>US\$ |
|--|------|--|--|
| <b>Revenue</b>                               | 4,23 | 249,094,614  | 281,808,754  |
| Cost of sales                                |      | <u>(235,792,462)</u>   | <u>(274,922,611)</u>   |
| <b>Gross profit</b>                          |      | 13,302,152   | 6,886,143  |
| Selling expenses                             |      | (6,144,488)  | (9,939,628)  |
| Administrative expenses                      |      | <u>(3,888,726)</u>   | <u>(5,554,844)</u>   |
| <b>Profit/(loss) from operations</b>         |      | 3,268,938  | (8,608,329)  |
| Financial income                             | 7    | 97,176   | 106,200  |
| Financial expenses                           | 7    | (2,966,655)  | (4,037,484)  |
| Other gains and losses                       | 5    | <u>60,690</u>  | <u>41,193</u>  |
| <b>Profit/(loss) before tax</b>              | 6    | 460,149  | (12,498,420)   |
| Taxation                                     | 8    | <u>(59,362)</u>  | <u>94,919</u>  |
| <b>Profit/(loss) for the period</b>          |      | <u>400,787</u>   | <u>(12,403,501)</u>  |
| <b>Attributable to:</b>                      |      |  |  |
| Owners of the company                        |      | 398,002  | (12,402,541)   |
| Non-controlling interests                    |      | <u>2,785</u>   | <u>(960)</u>   |
|  |      | <u>400,787</u>   | <u>(12,403,501)</u>  |
|  |      | US\$ cents   | US\$ cents   |
| <b>Earnings per share</b>                    |      |  |  |
| Basic and diluted from continuing operations |      | <u>0,72</u>  | <u>(22.35)</u>   |

# ASBISC ENTERPRISES PLC

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## CONDENSED CONSOLIDATED INTERIM STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 MARCH 2016

|   | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2016<br/>US\$</b> | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2015<br/>US\$</b> |
|---|--|--|
| <b>Profit/(loss) for the period</b>                       | <u>400,787</u>   | <u>(12,403,501)</u>  |
| <b>Other comprehensive income/(loss)</b>                  |  |  |
| Exchange difference on translating foreign operations     | <u>969,199</u>   | <u>(3,113,683)</u>   |
| <b>Other comprehensive income/(loss) for the period</b>   | <u>969,199</u>   | <u>(3,113,683)</u>   |
| <b>Total comprehensive income/(loss) for the period</b>   | <u>1,369,986</u>   | <u>(15,517,184)</u>  |
| <b>Total comprehensive income/(loss) attributable to:</b> |  |  |
| Owners of the company                                     | 1,364,259  | (15,499,206)   |
| Non-controlling interests                                 | <u>5,727</u>   | <u>(17,978)</u>  |
|   | <u>1,369,986</u>   | <u>(15,517,184)</u>  |



# ASBISC ENTERPRISES PLC

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2016

|  | Notes | As at<br>31 March<br>2016<br>US\$ | As at<br>31 December<br>2015<br>US\$ |
|--|-------|-----------------------------------|--------------------------------------|
| <b>ASSETS</b>                                    |       |                                   |                                      |
| <b>Non-current assets</b>                        |       |                                   |                                      |
| Property, plant and equipment                    | 9     | 23,769,623                        | 23,504,905                           |
| Intangible assets                                | 10    | 2,787,332                         | 2,752,302                            |
| Available-for-sale financial assets              | 11    | 11,794                            | 11,794                               |
| Goodwill   | 27    | 1,617,013                         | 1,555,972                            |
| Deferred tax assets                              | 20    | <u>1,601,195</u>                  | <u>1,490,607</u>                     |
| <b>Total non-current assets</b>                  |       | <u>29,786,957</u>                 | <u>29,315,580</u>                    |
| <b>Current assets</b>                            |       |                                   |                                      |
| Inventories                                      | 12    | 110,739,891                       | 96,921,653                           |
| Trade receivables                                | 13    | 183,135,924                       | 217,466,159                          |
| Other current assets                             | 14    | 15,381,724                        | 13,695,820                           |
| Derivative financial asset                       | 25    | 307,137                           | 1,069,705                            |
| Current taxation                                 | 8     | 506,224                           | 722,723                              |
| Cash at bank and in hand                         | 26    | <u>22,852,124</u>                 | <u>22,383,203</u>                    |
| <b>Total current assets</b>                      |       | <u>332,923,024</u>                | <u>352,259,263</u>                   |
| <b>Total assets</b>                              |       | <u>362,709,981</u>                | <u>381,574,843</u>                   |
| <b>EQUITY AND LIABILITIES</b>                    |       |                                   |                                      |
| <b>Equity</b>                                    |       |                                   |                                      |
| Share capital                                    | 15    | 11,100,000                        | 11,100,000                           |
| Share premium                                    |       | 23,518,243                        | 23,518,243                           |
| Retained earnings and other components of equity |       | <u>48,073,332</u>                 | <u>46,706,131</u>                    |
| Equity attributable to owners of the parent      |       | 82,691,575                        | 81,324,374                           |
| Non-controlling interests                        |       | <u>163,773</u>                    | <u>155,261</u>                       |
| <b>Total equity</b>                              |       | <u>82,855,348</u>                 | <u>81,479,635</u>                    |
| <b>Non-current liabilities</b>                   |       |                                   |                                      |
| Long term borrowings                             | 17    | 1,741,467                         | 1,840,933                            |
| Other long term liabilities                      | 18    | 369,783                           | 366,588                              |
| Deferred tax liabilities                         | 20    | <u>56,677</u>                     | <u>54,591</u>                        |
| <b>Total non-current liabilities</b>             |       | <u>2,167,927</u>                  | <u>2,262,112</u>                     |
| <b>Current liabilities</b>                       |       |                                   |                                      |
| Trade payables                                   |       | 149,720,049                       | 190,693,046                          |
| Other current liabilities                        | 21    | 24,773,307                        | 19,857,706                           |
| Short term borrowings                            | 16    | 101,899,022                       | 86,670,131                           |
| Derivative financial liability                   | 24    | 1,062,736                         | 124,563                              |
| Current taxation                                 | 8     | <u>231,592</u>                    | <u>487,650</u>                       |
| <b>Total current liabilities</b>                 |       | <u>277,686,706</u>                | <u>297,833,096</u>                   |
| <b>Total liabilities</b>                         |       | <u>279,854,633</u>                | <u>300,095,208</u>                   |
| <b>Total equity and liabilities</b>              |       | <u>362,709,981</u>                | <u>381,574,843</u>                   |

The financial statements were approved by the Board of Directors on 11 May 2016.

.....  
**Constantinos Tziamalis**  
Director

.....  
**Marios Christou**  
Director

# ASBISC ENTERPRISES PLC

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2016

### Attributable to the owners of the parent

|   | Share capital<br>US\$ | Share<br>premium<br>US\$ | Treasury<br>stock<br>US\$ | Translation<br>of foreign<br>operations<br>US\$ | Retained<br>earnings<br>US\$ | Total<br>US\$     | Non-controlli<br>ng interests<br>US\$ | Total<br>US\$     |
|---|-----------------------|--------------------------|---------------------------|---|------------------------------|-------------------|---------------------------------------|-------------------|
| <b>Balance at 1 January 2015</b>  | 11,100,000            | 23,518,243               | (14,211)                  | (8,137,253)                                     | 77,005,135                   | 103,471,914       | 166,651                               | 103,638,565       |
| Loss for the period 1 January 2015 to 31 March 2015                               | -                     | -                        | -                         | -   | (12,402,541)                 | (12,402,541)      | (960)                                 | (12,403,501)      |
| Other comprehensive loss for the period 1 January 2015 to 31 March 2015           | -                     | -                        | -                         | (3,113,683)                                     | -                            | (3,113,683)       | (17,978)                              | (3,131,661)       |
| <b>Balance at 31 March 2015</b>   | 11,100,000            | 23,518,243               | (14,211)                  | (11,250,936)                                    | 64,602,594                   | 87,955,690        | 147,713                               | 88,103,403        |
| (Loss)/profit for the period 1 April 2015 to 31 December 2015                     | -                     | -                        | -                         | -   | (4,755,495)                  | (4,755,495)       | 6,576                                 | (4,748,919)       |
| Other comprehensive (loss)/profit for the period 1 April 2015 to 31 December 2015 | -                     | -                        | -                         | (1,875,798)                                     | -                            | (1,875,798)       | 972                                   | (1,874,826)       |
| Share-based payments  | -                     | -                        | (23)                      | -   | -                            | (23)              | -                                     | (23)              |
| <b>Balance at 31 December 2015</b>  | 11,100,000            | 23,518,243               | (14,234)                  | (13,126,734)                                    | 59,847,099                   | 81,324,374        | 155,261                               | 81,479,635        |
| Profit for the period 1 January 2016 to 31 March 2016                             | -                     | -                        | -                         | -   | 398,002                      | 398,002           | 2,785                                 | 400,787           |
| Other comprehensive profit for the period 1 January 2016 to 31 March 2016         | -                     | -                        | -                         | 969,199   | -                            | 969,199           | 5,727                                 | 974,926           |
| <b>Balance at 31 March 2016</b>   | <u>11,100,000</u>     | <u>23,518,243</u>        | <u>(14,234)</u>           | <u>(12,157,535)</u>                             | <u>60,245,101</u>            | <u>82,691,575</u> | <u>163,773</u>                        | <u>82,855,348</u> |

# ASBISC ENTERPRISES PLC

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 MARCH 2016

|  | Note | For the<br>three months<br>ended<br>31 March<br>2016<br>US\$ | For the<br>three months<br>ended<br>31 March<br>2015<br>US\$ |
|--|------|--|--|
| <b>Profit/(loss) for the period before tax and minority interest</b>               |      | 460,149  | (12,498,420)   |
| Adjustments for:   |      |  |  |
| Exchange difference arising on consolidation                                       |      | 512,761  | (1,588,566)  |
| Depreciation of property, plant and equipment                                      | 9    | 387,851  | 520,766  |
| Amortisation of intangible assets  | 10   | 145,081  | 107,790  |
| Profit/(loss) from the sale of property, plant and equipment and intangible assets | 5    | (24,115)   | 2,582  |
| Provision for bad debts and receivables written off                                |      | 209,412  | 1,799,342  |
| Bad debts recovered  | 5    | (242)  | -  |
| Interest received  | 7    | (14,191)   | (18,435)   |
| Interest paid  | 7    | 1,157,405  | 1,563,129  |
| <b>Operating profit/(loss) before working capital changes</b>                      |      | 2,834,111  | (10,111,812)   |
| (Increase)/decrease in inventories   |      | (13,818,237)   | 1,780,194  |
| Decrease in trade receivables  |      | 34,121,064   | 70,679,027   |
| Increase in other current assets   |      | (923,337)  | (913,145)  |
| Decrease in trade payables   |      | (40,972,997)   | (112,718,781)  |
| Increase/(decrease) in other current liabilities                                   |      | 5,853,774  | (7,712,834)  |
| Increase in other non-current liabilities  |      | 3,195  | 23,748   |
| (Decrease)/increase in factoring creditors   |      | (4,594,429)  | 6,020,517  |
| <b>Cash outflows from operations</b>   |      | (17,496,856)   | (52,953,086)   |
| Interest paid  | 7    | (1,157,405)  | (1,563,129)  |
| Taxation paid, net   | 8    | (199,906)  | (305,091)  |
| <b>Net cash outflows from operating activities</b>                                 |      | (18,854,167)   | (54,821,306)   |
| <b>Cash flows from investing activities</b>  |      |  |  |
| Purchase of intangible assets  | 10   | (180,293)  | (1,317,456)  |
| Purchase of property, plant and equipment  | 9    | (256,279)  | (117,253)  |
| Proceeds from sale of property, plant and equipment and intangible assets          |      | 21,621   | 75,864   |
| Interest received  | 7    | 14,191   | 18,435   |
| <b>Net cash outflows from investing activities</b>                                 |      | (400,760)  | (1,340,410)  |
| <b>Cash flows from financing activities</b>  |      |  |  |
| Repayments of long term loans and long term obligations under finance lease        |      | (99,466)   | (331,378)  |
| Repayments of short term borrowings and short term obligations under finance lease |      | (495,804)  | (2,422,454)  |
| <b>Net cash outflows from financing activities</b>                                 |      | (595,270)  | (2,753,832)  |
| <b>Net decrease in cash and cash equivalents</b>                                   |      | (19,850,197)   | (58,915,548)   |
| <b>Cash and cash equivalents at beginning of the period</b>                        |      | 4,289,856  | 29,416,259   |
| <b>Cash and cash equivalents at end of the period</b>                              | 26   | (15,560,341)   | (29,499,289)   |

# ASBISC ENTERPRISES PLC

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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 1. Incorporation and principal activities

Asbisc Enterprises Plc was incorporated in Cyprus on 9 November 1995 with limited liability. These condensed consolidated interim financial statements ("interim financial statements") as at and for the six months ended 31 December 2015 comprise the interim financial statements of the company and its subsidiaries (together referred to as the "group"). The group's and the company's principal activity is the trading and distribution of computer hardware and software. The main shareholder of the company is K.S. Holdings Limited, a company incorporated in Cyprus.

The Company is listed on the Warsaw Stock Exchange since 30th October 2007.

### 2. Basis of preparation

#### (a) Statement of compliance

These interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. They do not include all the information required for a complete set of IFRS financial statements and they should be read in conjunction with the audited financial statements for the year ended 31 December 2015. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the group since the last annual consolidated financial statements as at and for the year ended 31 December 2015.

These interim financial statements were authorised for issue by the company's Board of Directors on 11 May 2016.

#### (b) Use of judgments and estimates

Preparing the interim financial statements requires Management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The significant judgments made by Management in applying the group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2015.

Financial instruments comprise financial assets and financial liabilities. Financial assets mainly consist of bank balances, receivables and investments. Financial liabilities mainly consist of trade payables, factoring balances, bank overdrafts and loans. The Directors consider that the carrying amount of the company's/group's financial instruments approximate their fair value at the reporting date. Financial assets and financial liabilities carried at fair value through profit or loss represent foreign currency derivative contracts categorized as a Level 2 (inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)).

### 3. Significant accounting policies

The accounting policies adopted for the preparation of the condensed consolidated interim financial statements for the three months ended 31 March 2016 are consistent with those followed for the preparation of the annual financial statements for the year 2015 except for the adoption by the group of all the new and revised standards and interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for annual periods beginning on 1 January 2016. The adoption of new and revised standards and interpretations did not have any material effect on the group's condensed consolidated financial statements.

### 4. Effects of seasonality

The group's revenue and consequently its profitability are significantly lower during the first half of the year. The seasonality is driven by increased household expenditure during the Christmas period as well as the commencement of the academic period during the second half of the year resulting in a positive effect on demand for the group's products.

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 5. Other gains and losses

|  | For the<br>three months<br>ended<br>31 March<br>2016<br>US\$ | For the<br>three months<br>ended<br>31 March<br>2015<br>US\$ |
|--|--|--|
| Profit/(loss) on disposal of property, plant and equipment | 24,115   | (2,582)  |
| Other income   | 18,570   | 32,736   |
| Bad debts recovered  | 242  | -  |
| Rental income  | 17,763   | 11,039   |
|  | <u>60,690</u>  | <u>41,193</u>  |

### 6. Profit/(loss) before tax

|   | For the three<br>months<br>ended<br>31 March<br>2016<br>US\$ | For the<br>three months<br>ended<br>31 March<br>2015<br>US\$ |
|---|--|--|
| Profit/(loss) before tax is stated after charging :   |  |  |
| (a) Amortisation of intangible assets (Note 10)       | 145,081  | 107,163  |
| (b) Depreciation (Note 9)                             | 387,851  | 520,766  |
| (c) Auditors' remuneration                            | 104,787  | 70,883   |
| (e) Directors' remuneration – executive (Note 28)     | 120,125  | 72,452   |
| (e) Directors' remuneration – non-executive (Note 28) | 556  | 7,780  |
|   | <u>556</u>   | <u>7,780</u>   |

### 7. Financial expense, net

|                          | For the three<br>months<br>ended<br>31 March<br>2016<br>US\$ | For the<br>three months<br>ended<br>31 March<br>2015<br>US\$ |
|--------------------------|--|--|
| <b>Financial income</b>  |  |  |
| Interest income          | 14,191   | 18,435   |
| Other financial income   | 82,985   | 87,765   |
|                          | <u>97,176</u>  | <u>106,200</u>   |
| <b>Financial expense</b> |  |  |
| Bank interest            | 1,157,405  | 1,563,129  |
| Bank charges             | 313,377  | 464,721  |
| Derivative charges       | 194,133  | 183,412  |
| Factoring interest       | 875,715  | 1,045,443  |
| Factoring charges        | 76,687   | 159,885  |
| Other financial expenses | 13,240   | 27,675   |
| Other interest           | 299,102  | 387,548  |
| Net exchange loss        | 36,996   | 205,671  |
|                          | <u>2,966,655</u>   | <u>4,037,484</u>   |
| Net                      | <u>(2,869,479)</u>   | <u>(3,931,284)</u>   |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 8. Tax

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| Receivable balance 1 January                 | (235,073)                                   | (315,920)                                      |
| Provision for the period/year                | 161,921                                     | 677,305  |
| (Over)/under provision of prior year periods | (2,019)                                     | 13,000   |
| Exchange difference on retranslation         | 445   | 67,654   |
| Amounts paid, net                            | <u>(199,906)</u>                            | <u>(677,112)</u>                               |
| Net receivable balance 31 March/31 December  | <u>(274,632)</u>                            | <u>(235,073)</u>                               |

|                | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|----------------|---|--|
| Tax receivable | (506,224)                                   | (722,723)                                      |
| Tax payable    | <u>231,592</u>                              | <u>487,650</u>                                 |
| Net            | <u>(274,632)</u>                            | <u>(235,073)</u>                               |

The consolidated taxation charge for the period consists of the following:

|                                       | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2016<br/>US\$</b> | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2015<br/>US\$</b> |
|---------------------------------------|--|--|
| Provision for the period              | 161,921  | (225,579)  |
| (Over)/under provision of prior years | (2,019)  | 12,819   |
| Deferred tax charge (Note 20)         | <u>(100,540)</u>   | <u>117,841</u>   |
| Charge/(credit) for the period        | <u>59,362</u>  | <u>(94,919)</u>  |

The taxation charge of the group comprises corporation tax charge in Cyprus on the taxable profits of the company and those of its subsidiaries which are subject to tax in Cyprus and corporation tax in other jurisdictions on the results of the foreign subsidiary companies.

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 9. Property, plant and equipment

|  | Land and<br>buildings<br>US\$ | Computer<br>hardware<br>US\$ | Warehouse<br>machinery<br>US\$ | Motor<br>vehicles<br>US\$ | Furniture and<br>fittings<br>US\$ | Office<br>equipment<br>US\$ | Total<br>US\$ |
|--|-------------------------------|------------------------------|--------------------------------|---------------------------|-----------------------------------|-----------------------------|---------------|
| <b>Cost</b>                                  |                               |                              |                                |                           |                                   |                             |               |
| <b>At 1 January 2015</b>                     | 22,510,892                    | 6,827,184                    | 169,457                        | 3,120,517                 | 2,673,615                         | 3,253,253                   | 38,554,918    |
| Additions                                    | 1,935,613                     | 328,696                      | 198,990                        | -                         | 50,811                            | 90,412                      | 2,604,522     |
| Disposals                                    | -                             | (269,355)                    | -                              | (552,196)                 | (87,578)                          | (114,393)                   | (1,023,522)   |
| Foreign exchange difference on retranslation | (1,091,328)                   | (449,694)                    | 520                            | (314,559)                 | (252,719)                         | (361,533)                   | (2,469,313)   |
| <b>At 31 December 2015</b>                   | 23,355,177                    | 6,436,831                    | 368,967                        | 2,253,762                 | 2,384,129                         | 2,867,739                   | 37,666,605    |
| Additions                                    | 43,549                        | 143,155                      | 6,005                          | 54,281                    | -                                 | 9,289                       | 256,279       |
| Disposals                                    | -                             | (13,385)                     | -                              | (116,532)                 | (654)                             | (6,535)                     | (137,106)     |
| Foreign exchange difference on retranslation | 387,236                       | 127,288                      | 115                            | 29,751                    | 48,904                            | 40,071                      | 633,365       |
| <b>At 31 March 2016</b>                      | 23,785,962                    | 6,693,889                    | 375,087                        | 2,221,262                 | 2,432,379                         | 2,910,564                   | 38,419,143    |
| <b>Accumulated depreciation</b>              |                               |                              |                                |                           |                                   |                             |               |
| <b>At 1 January 2015</b>                     | 3,157,883                     | 5,087,177                    | 89,933                         | 1,926,623                 | 1,809,913                         | 2,124,715                   | 14,196,244    |
| Charge for the year                          | 566,795                       | 709,590                      | 25,909                         | 312,223                   | 189,056                           | 238,568                     | 2,042,141     |
| Disposals                                    | -                             | (258,328)                    | -                              | (387,553)                 | (29,578)                          | (114,393)                   | (789,852)     |
| Foreign exchange difference on retranslation | (213,967)                     | (446,470)                    | 670                            | (190,711)                 | (184,517)                         | (251,838)                   | (1,286,833)   |
| <b>At 31 December 2015</b>                   | 3,510,711                     | 5,091,969                    | 116,512                        | 1,660,582                 | 1,784,874                         | 1,997,052                   | 14,161,700    |
| Charge for the period                        | 74,856                        | 147,201                      | 9,695                          | 58,052                    | 43,353                            | 54,694                      | 387,851       |
| Disposals                                    | (2,495)                       | (13,385)                     | -                              | (116,532)                 | (654)                             | (6,535)                     | (139,601)     |
| Foreign exchange difference on retranslation | 52,156                        | 94,573                       | 90                             | 24,407                    | 39,746                            | 28,598                      | 239,570       |
| <b>At 31 March 2016</b>                      | 3,635,228                     | 5,320,358                    | 126,297                        | 1,626,509                 | 1,867,319                         | 2,073,809                   | 14,649,520    |
| <b>Net book value</b>                        |                               |                              |                                |                           |                                   |                             |               |
| At 31 March 2016                             | 20,150,734                    | 1,373,531                    | 248,790                        | 594,753                   | 565,060                           | 836,755                     | 23,769,623    |
| At 31 December 2015                          | 19,844,466                    | 1,344,862                    | 252,455                        | 593,180                   | 599,255                           | 870,687                     | 23,504,905    |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 10. Intangible assets

|  | Computer<br>software<br>US\$ | Patents and<br>licenses<br>US\$ | Total<br>US\$ |
|--|------------------------------|---------------------------------|---------------|
| <b>Cost</b>                                  |                              |                                 |               |
| <b>At 1 January 2015</b>                     | 7,315,063                    | 1,095,656                       | 8,410,719     |
| Additions                                    | 687,396                      | 1,164,805                       | 1,852,201     |
| Disposals/ write-offs                        | (18,204)                     | (23,733)                        | (41,937)      |
| Foreign exchange difference on retranslation | (133,040)                    | (4,634)                         | (137,674)     |
| <b>At 31 December 2015</b>                   | 7,851,215                    | 2,232,094                       | 10,083,309    |
| Additions                                    | 155,530                      | 24,763                          | 180,293       |
| Foreign exchange difference on retranslation | 21,792                       | 9,974                           | 31,766        |
| <b>At 31 March 2016</b>                      | 8,028,537                    | 2,266,831                       | 10,295,368    |
| <b>Accumulated amortisation</b>              |                              |                                 |               |
| <b>At 1 January 2015</b>                     | 5,926,972                    | 1,045,280                       | 6,972,252     |
| Additions from acquisitions of subsidiaries  | 297,030                      | 235,292                         | 532,322       |
| Disposals/ write-offs                        | (7,282)                      | (14,223)                        | (21,505)      |
| Foreign exchange difference on retranslation | (124,600)                    | (27,462)                        | (152,062)     |
| <b>At 31 December 2015</b>                   | 6,092,120                    | 1,238,887                       | 7,331,007     |
| Charge for the period                        | 80,459                       | 64,622                          | 145,081       |
| Foreign exchange difference on retranslation | 23,302                       | 8,646                           | 31,948        |
| <b>At 31 March 2016</b>                      | 6,195,881                    | 1,312,155                       | 7,508,036     |
| <b>Net book value</b>                        |                              |                                 |               |
| At 31 March 2016                             | 1,832,656                    | 954,676                         | 2,787,332     |
| At 31 December 2015                          | 1,759,095                    | 993,207                         | 2,752,302     |

### 11. Available-for-sale financial assets

The details of the investments are as follows:

| Name   | Country of<br>incorporation | Participation<br>% | Cost<br>US\$ | Impairment<br>US\$ | As at<br>31 March<br>2016<br>US\$ | As at<br>31 December<br>2015<br>US\$ |
|--|-----------------------------|--------------------|--------------|--------------------|-----------------------------------|--------------------------------------|
| <i>Investments held in related companies</i> |                             |                    |              |                    |                                   |                                      |
| E-Vision Ltd                                 | Cyprus                      | 18%                | 90,000       | (90,000)           | -                                 | -                                    |
| <i>Other investments</i>                     |                             |                    |              |                    |                                   |                                      |
| Asekol s.r.o.                                | Czech Republic              | 9.09%              | 9,580        | -                  | 9,580                             | 9,580                                |
| Regnon S.A.                                  | Poland                      | 0.01%              | 2,214        | -                  | 2,214                             | 2,214                                |
|  |                             |                    | 101,794      | (90,000)           | 11,794                            | 11,794                               |



# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 12. Inventories

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| Goods in transit                             | 6,653,764                                   | 9,746,106                                      |
| Goods held for resale                        | 108,540,343                                 | 91,463,696                                     |
| Provision for slow moving and obsolete stock | <u>(4,454,216)</u>                          | <u>(4,288,149)</u>                             |
|  | <u>110,739,891</u>                          | <u>96,921,653</u>                              |

#### Movement in provision for slow moving and obsolete stock

|                           | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|---------------------------|---|--|
| On 1 January              | 4,288,149                                   | 1,898,689                                      |
| Net movement for the year | 142,209                                     | 2,497,744                                      |
| Exchange difference       | <u>23,858</u>                               | <u>(108,284)</u>                               |
| On 31 March/31 December   | <u>4,454,216</u>                            | <u>4,288,149</u>                               |

### 13. Trade receivables

|                              | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|------------------------------|---|--|
| Trade receivables            | 189,722,567                                 | 223,539,664                                    |
| Allowance for doubtful debts | <u>(6,586,643)</u>                          | <u>(6,073,505)</u>                             |
|                              | <u>183,135,924</u>                          | <u>217,466,159</u>                             |

### 14. Other current assets

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| Deposits and advances to service providers | 601,878                                     | 599,117  |
| Employee floats                            | 48,464                                      | 40,330   |
| VAT and other taxes refundable             | 7,453,337                                   | 6,568,663                                      |
| Other debtors and prepayments              | <u>7,278,045</u>                            | <u>6,487,710</u>                               |
|  | <u>15,381,724</u>                           | <u>13,695,820</u>                              |

### 15. Share capital

|   | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|---|---|--|
| <b>Authorised</b><br>63,000,000 (2015: 63,000,000) shares of US\$ 0.20 each                     | <u>12,600,000</u>                           | <u>12,600,000</u>                              |
| <b>Issued and fully paid</b><br>55,500,000 (2015: 55,500,000) ordinary shares of US\$ 0.20 each | <u>11,100,000</u>                           | <u>11,100,000</u>                              |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 16. Short term borrowings

|   | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|---|---|--|
| Bank overdrafts (Note 26)                             | 38,412,465                                  | 18,093,347                                     |
| Current portion of long term loans                    | 962,335                                     | 934,818  |
| Bank short term loans                                 | 23,773,944                                  | 24,308,125                                     |
| Short term obligations under finance leases (Note 19) | <u>45,380</u>                               | <u>34,520</u>                                  |
| Total short term debt                                 | <u>63,194,124</u>                           | <u>43,370,810</u>                              |
| Factoring creditors                                   | <u>38,704,898</u>                           | <u>43,299,321</u>                              |
|   | <u>101,899,022</u>                          | <u>86,670,131</u>                              |

### Summary of borrowings and overdraft arrangements

As at 31 March 2016 the group enjoyed factoring facilities of US\$ 79,939,430 (31 December 2015: US\$ 66,864,392). In addition, the group as at 31 March 2016 had the following financing facilities with banks in the countries that the company and its subsidiaries are operating:

- overdraft lines of US\$ 45,619,102 (31 December 2015: US\$ 44,425,253)
- short term loans/revolving facilities of US\$ 45,018,346 (31 December 2015: US\$ 48,447,298)
- bank guarantee and letters of credit lines of US\$ 6,919,821 (31 December 2015: US\$ 8,725,281)

The Weighted Average Cost of Debt (cash lines and factoring lines) for the period was 8.5% (for 2015: 9.5%).

The factoring, overdraft and revolving facilities as well as the loans granted to the company and its subsidiaries by their bankers are secured by:

- Floating charges over all assets of the company
- Mortgage on land and buildings that the group owns in Cyprus, Czech Republic, Belarus, Middle East, Bulgaria, Slovakia and Ukraine
- Charge over receivables and inventories
- Corporate guarantees to the extent of facilities granted to subsidiary companies
- Assignment of insurance policies
- Pledged deposits of US\$ 6,740,520 (31 December 2015: US\$ 5,626,714)

### 17. Long term borrowings

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| Bank loans   | 1,691,697                                   | 1,812,755                                      |
| Long term obligations under finance leases (Note 19) | <u>49,770</u>                               | <u>28,178</u>                                  |
|  | <u>1,741,467</u>                            | <u>1,840,933</u>                               |

### 18. Other long term liabilities

|                   | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|-------------------|---|--|
| Pension provision | <u>369,783</u>                              | <u>366,588</u>                                 |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 19. Finance leases

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| Obligation under finance lease             | 95,150                                      | 62,698   |
| Less: Amount payable within one year       | <u>(45,380)</u>                             | <u>(34,520)</u>                                |
| Amounts payable within 2-5 years inclusive | <u>49,770</u>                               | <u>28,178</u>                                  |

### 20. Deferred tax

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>For the year<br/>ended<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|---|
| Debit balance on 1 January 2015                  | (1,436,016)                                 | (863,287)   |
| Deferred tax credit for the period/year (Note 8) | (100,540)                                   | (599,558)   |
| Exchange difference on retranslation             | <u>(7,962)</u>                              | <u>26,829</u>   |
| Debit balance on 31 March/31 December            | <u>(1,544,518)</u>                          | <u>(1,436,016)</u>  |

|                          | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>For the year<br/>ended<br/>31 December<br/>2015<br/>US\$</b> |
|--------------------------|---|---|
| Deferred tax assets      | (1,601,195)                                 | (1,490,607)   |
| Deferred tax liabilities | <u>56,677</u>                               | <u>54,591</u>   |
| Net deferred tax assets  | <u>(1,544,518)</u>                          | <u>(1,436,016)</u>  |

### 21. Other current liabilities

|                                    | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|------------------------------------|---|--|
| Salaries payable and related costs | 1,238,440                                   | 1,173,825                                      |
| VAT payable                        | 5,798,829                                   | 6,624,220                                      |
| Accruals and deferred income       | 15,408,049                                  | 10,979,387                                     |
| Non-trade accounts payable         | <u>2,327,989</u>                            | <u>1,080,274</u>                               |
|                                    | <u>24,773,307</u>                           | <u>19,857,706</u>                              |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 22. Commitments and contingencies

As at 31 March 2016 the group was committed in respect of purchases of inventories of a total cost value of US\$ 229,349 (31 December 2015: US\$ 2,010,060) which were in transit at 31 March 2016 and delivered in April 2016. Such inventories and the corresponding liability towards the suppliers have not been included in these financial statements since, according to the terms of purchase, title of the goods has not passed to the group at period end.

As at 31 March 2016 the group was contingently liable in respect of bank guarantees and letters of credit lines of US\$ 6,919,821 (31 December 2015: US\$ 8,725,281) which the group has extended mainly to its suppliers.

As at 31 March 2016 the group had no other capital or legal commitments and contingencies.

### 23. Operating segments

#### 1.1 Reportable segments

The group mainly operates in a single industry segment as a distributor of IT products. The group's operating segments are based on geographic location, and the measure of segment profit is profit from operations. The group operates in four principal geographical areas – Former Soviet Union, Central Eastern Europe, Western Europe and Middle East & Africa.

#### 1.2 Segment revenues

|                        | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|------------------------|---|--|
| Central Eastern Europe | 99,413,009                                  | 129,523,750                                    |
| Former Soviet Union    | 73,925,514                                  | 80,505,288                                     |
| Middle East & Africa   | 43,870,796                                  | 41,888,230                                     |
| Western Europe         | 22,767,704                                  | 15,106,342                                     |
| Other                  | 9,117,591                                   | 14,785,144                                     |
|                        | <u>249,094,614</u>                          | <u>281,808,754</u>                             |

#### 1.3 Segment results

|                                      | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2016<br/>US\$</b> | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2015<br/>US\$</b> |
|--------------------------------------|--|--|
| Former Soviet Union                  | 1,702,899  | (6,571,835)  |
| Central Eastern Europe               | 1,258,597  | 259,597  |
| Western Europe                       | 54,256   | (938,547)  |
| Middle East & Africa                 | 231,013  | (613,564)  |
| Other                                | 22,173   | (743,980)  |
| <b>Profit/(loss) from operations</b> | <u>3,268,938</u>   | <u>(8,608,329)</u>   |
| Net financial expenses               | (2,869,479)  | (3,931,284)  |
| Other gains and losses               | 60,690   | 41,193   |
| <b>Profit/(loss) before taxation</b> | <u>460,149</u>   | <u>(12,498,420)</u>  |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 23. Operating segments (continued)

#### 1.4 Segment capital expenditure (CAPEX)

|                        | As at<br>31 March<br>2016<br>US\$ | As at<br>31 December<br>2015<br>US\$ |
|------------------------|-----------------------------------|--------------------------------------|
| Central Eastern Europe | 12,710,278                        | 12,158,485                           |
| Former Soviet Union    | 4,027,510                         | 4,105,812                            |
| Middle East & Africa   | 3,360,051                         | 3,406,971                            |
| Western Europe         | 78,607                            | 85,910                               |
| Unallocated            | 7,997,522                         | 8,056,001                            |
|                        | <u>28,173,968</u>                 | <u>27,813,179</u>                    |

#### 1.5 Segment depreciation and amortisation

|                        | For the<br>three months<br>ended<br>31 March<br>2016<br>US\$ | For the<br>three months<br>ended<br>31 March<br>2015<br>US\$ |
|------------------------|--|--|
| Central Eastern Europe | 187,585  | 204,537  |
| Former Soviet Union    | 64,149   | 131,055  |
| Middle East & Africa   | 55,878   | 63,657   |
| Western Europe         | 10,381   | 7,554  |
| Unallocated            | 214,939  | 221,753  |
|                        | <u>532,932</u>   | <u>628,556</u>   |

#### 1.6 Segment assets

|   | As at<br>31 March<br>2016<br>US\$ | As at<br>31 December<br>2015<br>US\$ |
|---|-----------------------------------|--------------------------------------|
| Central Eastern Europe                        | 134,086,679                       | 159,681,004                          |
| Former Soviet Union                           | 92,605,530                        | 101,836,477                          |
| Middle East & Africa                          | 58,621,144                        | 50,096,896                           |
| Western Europe                                | 35,169,349                        | 24,880,728                           |
| Total   | 320,482,702                       | 336,495,105                          |
| Assets allocated in capital expenditure (1.4) | 28,173,968                        | 27,813,179                           |
| Other unallocated assets                      | 14,053,311                        | 17,266,559                           |
| Consolidated assets                           | <u>362,709,981</u>                | <u>381,574,843</u>                   |

### 24. Derivative financial liability

|  | As at<br>31 March<br>2016<br>US\$ | As at<br>31 December<br>2015<br>US\$ |
|--|-----------------------------------|--------------------------------------|
| <u>Derivative financial liabilities carried at fair value through profit or loss</u> |                                   |                                      |
| Foreign currency derivative contracts  | <u>1,062,736</u>                  | <u>124,563</u>                       |

# ASBISC ENTERPRISES PLC

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 25. Derivative financial asset

|   | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|---|---|--|
| <u>Derivative financial assets carried at fair value through profit or loss</u> |   |  |
| Foreign currency derivative contracts   | <u>307,137</u>                              | <u>1,069,705</u>                               |

### 26. Cash and cash equivalents

|                           | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|---------------------------|---|--|
| Cash at bank and in hand  | 22,852,124                                  | 22,383,203                                     |
| Bank overdrafts (Note 16) | <u>(38,412,465)</u>                         | <u>(18,093,347)</u>                            |
|                           | <u>(15,560,341)</u>                         | <u>4,289,856</u>                               |

The cash at bank and in hand balance includes an amount of US\$ 6,740,520 (31 December 2015: US\$ 5,626,714) which represents pledged deposits.

### 27. Goodwill

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| At 1 January                                 | 1,555,972                                   | 1,734,340                                      |
| Foreign exchange difference on retranslation | <u>61,041</u>                               | <u>(178,368)</u>                               |
| At 31 March/31 December (note i)             | <u>1,617,013</u>                            | <u>1,555,972</u>                               |

(i) The capitalized goodwill arose from the business combinations of the following subsidiaries:

|  | <b>As at<br/>31 March<br/>2016<br/>US\$</b> | <b>As at<br/>31 December<br/>2015<br/>US\$</b> |
|--|---|--|
| ASBIS d.o.o. (BA) (formerly Megatrend D.O.O. Sarajevo) | 395,240                                     | 381,349  |
| SHARK Computers a.s.                                   | <u>1,221,773</u>                            | <u>1,174,623</u>                               |
|  | <u>1,617,013</u>                            | <u>1,555,972</u>                               |

# ASBISC ENTERPRISES PLC

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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

### 28. Transactions and balances of key management

|  | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2016<br/>US\$</b> | <b>For the<br/>three months<br/>ended<br/>31 March<br/>2015<br/>US\$</b> |
|--|--|--|
| Directors' remuneration – executive (Note 6)     | 120,125  | 72,452   |
| Directors' remuneration - non executive (Note 6) | 556  | 7,780  |
|  | <u>120,681</u>   | <u>80,232</u>  |

### 29. Business combinations

#### Disposals of subsidiaries to 31 December 2015

During the period the following group's subsidiary went into liquidation. No gain or loss arose on the event.

| <u>Name of disposed entity</u> | <u>Type of operations</u> | <u>Date liquidated</u> | <u>% liquidated</u> |
|--------------------------------|---------------------------|------------------------|---------------------|
| - Asbis Taiwan Co. Ltd         | Information Technology    | 13 April 2015          | 100%                |

### 30. Fair values

Financial instruments comprise financial assets and financial liabilities. Financial assets mainly consist of bank balances, receivables and investments. Financial liabilities mainly consist of trade payables, factoring balances, bank overdrafts and loans. The Directors consider that the carrying amount of the company's/group's financial instruments approximate their fair value at the reporting date. Financial assets and financial liabilities carried at fair value through profit or loss represent foreign currency derivative contracts categorized as a Level 2 (inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)).