

# INVL TECHNOLOGY AB

INTERIM CONDENSED NOT-AUDITED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED 31 MARCH 2015 PREPARED ACCORDING TO  
INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN  
UNION

## GENERAL INFORMATION

### Board of Directors

Mr. Kazimieras Tonkūnas (chairman of the Board)  
Mr. Gytis Umantas  
Mr. Alvydas Banyš  
Mr. Vytautas Plunksnis  
Mr. Nerijus Drobavičius

### Management

Mr. Kazimieras Tonkūnas (director)

### Address and company code

Registration address  
Gynėjų str. 16,  
Vilnius,  
Lithuania

Company code 300893533

### Banks

DNB Bankas, AB  
Bankas Finasta, AB  
SEB bankas, AB

The financial statements were approved and signed by the Management and the Board of Directors on 29<sup>th</sup> May 2015.



Mr. Kazimieras Tonkūnas  
Director



Mrs. Ramutė Ribinskienė  
Finance director

## INVL TECHNOLOGY AB

### INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015

(all amounts are in EUR thousand unless otherwise stated)

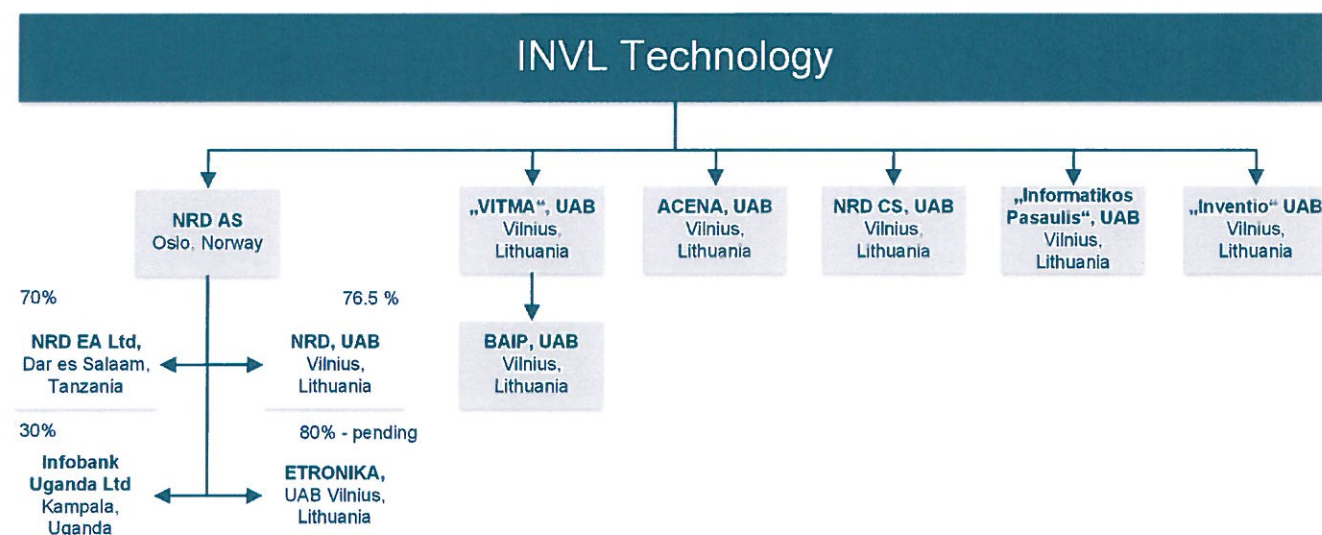
## Management report

INVL Technology, AB – company, investing in IT businesses, listed on NASDAQ Baltic stock exchange.

In the first quarter of 2015 INVL Technology investments have not been revaluated, revenue of INVL Technology amounted to EUR 41 thousand, net loss – EUR 82 thousand.

The Company is as an investment subject, which was created after the merger of two companies – BAIP group AB and INVL Technology AB. On 9 February 2015 reorganization of INVL Technology AB and BAIP group AB was completed. INVL Technology AB was merged to BAIP group AB. BAIP group AB took over all the rights and duties including the name of INVL Technology, and continues operations under the new name of the INVL Technology AB. As the Company continues activities, which allow the Company to comply with requirements of IFRS 10, applicable to investment subject, the comparative figures are provided of the former INVL Technology AB.

INVL Technology operates as a cluster of B2B- and B2G-oriented IT businesses with a focus in four key areas: business climate improvement and e-governance, IT infrastructure, cyber security and IT intensive industries' solutions. The largest INVL Technology investments currently are companies in Lithuania, Norway, Tanzania and Uganda. Current structure of INVL Technology managed companies:



In order to generate significant investment return for investors, INVL Technology invests in mature IT companies working in B2B and B2G with sustainable business models, production capacity in the Baltics or Eastern/Central Europe and the potential for synergetic cooperation with other INVL Technology companies. INVL Technology seeks to increase the value of the companies in its portfolio by bringing financial and intellectual capital for growth and add-on acquisitions, management support, and globalization via sales channels in East Africa and Southeast Asia.

INVL Technology also intends to apply for closed end investment company license, issued by the Bank of Lithuania, in its essence becoming similar to a fund, and is preparing for EUR 21.66 million new share issue.

The company's shares are quoted on the NASDAQ Vilnius Stock Exchange from April 2015. Share capital of INVL technology is divided into 6,114,714 ordinary shares with par value of EUR 0.29 each (LTL 1). Main INVL Technology shareholders - Alvydas Banys (5 percent) and a company controlled by him LJB Investments (20 percent), Irena Ona Miseikiene (19 percent), Kazimieras Tonkunas (13.7 percent), Invalda INVL (8.3 percent) and Lucrum investicija (5 percent). In total, company has more than 3.5 thousand shareholders.

After reorganisation, INVL Technology Management Board has not changed: Kazimieras Tonkūnas (Chairman), Gytis Umantas, Alvydas Banys, Vytautas Plunksnis and Nerijus Drobavičius remained in the Management Board. Kazimieras Tonkūnas remained the Director of INVL Technology.

## INVL TECHNOLOGY AB

### INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015

(all amounts are in EUR thousand unless otherwise stated)

Value of companies, controlled by INVL Technology (as of 31 December companies were controlled by BAIP grupė AB), at the end of 2014 was estimated by an independent appraiser - Deloitte verslo konsultacijos, UAB. Value of Vitma, which controls 100 per cent of critical IT infrastructure company BAIP, UAB, was estimated at EUR 12.8 million, cybersecurity company NRD CS, UAB – at EUR 1 million, Norway Registers Development group – EUR 0.7 million, and software licensing company Acena, UAB – EUR 0.4 million. Equity value of INVL Technology was determined by subtracting EUR 3 million liabilities of INVL Technology.

Based on the assessment of the Company, there were no significant changes in fair value of financial assets at fair value from the date valuation up to 31 March 2015 as the results of subsidiaries controlled by the Company were as budgeted and there were no significant changes in activities of subsidiaries.

In the first quarter of 2015 INVL Technology managed company BAIP UAB increased its revenue by 6.5 per cent and reached EUR 2,325 thousand (in 2014 – revenue amounted to EUR 2,183 thousand). EBITDA decreased to EUR 143 thousand (in same period of 2014 – EUR 332 thousand). Acena UAB revenue increased by 56 per cent and reached EUR 103 thousand but EBITDA was negative (EUR 24 thousand). NRD group revenue reached EUR 686 thousand – 1.6 per cent increase from the previous year. Meanwhile EBITDA of NRD group amounted to EUR 73 thousand (in the first quarter of 2014 NRD group EBITDA was negative EUR 34 thousand). NRD CS revenue in the first quarter of 2015 reached EUR 89 thousand – 66.8 per cent decrease when compared to 2014 when it reached EUR 268 thousand. NRD CS EBITDA was negative – EUR 86 thousand. In the same period last year, NRD CS EBITDA was EUR 22 thousand.

The results of the first quarter were affected by seasonal fluctuations. Therefore, they will not have a significant influence over the annual results of the companies.

Norway Registers Development (NRD) in April 2015 signed an agreement regarding an investment into Etronika, UAB, which develops electronic banking, mobile signature, electronic transport tickets, and retail software solutions. NRD AS plans to invest into new share issue of Etronika, UAB and acquire 80 per cent of Etronika, UAB shares. Total investments, including debt, will amount up to EUR 400 thousand.

NRD has also started activities in Uganda. On the 23rd March Norway Registers Development which owns 30 per cent of Infobank Uganda Limited shares signed Infobank Uganda Limited shareholders agreement. Infobank Uganda intends to work with different registries which are currently largely paper based, and provide registries information to financial sector clients via electronic system. Innovative solutions will allow businesses to obtain the required information, use remote services to order and receive information, order official documents and use a spectrum of electronic services despite paper based registries being in operation. Infobank Uganda activities will contribute to the improvement of business climate in Uganda, decrease costs of doing business, simplify and accelerate activities of financial institutions and therefore increase credit availability for businesses.

Key operating ratios of the main subsidiaries of the Company are as follows

Key PL items	BAIP UAB		Acena UAB		NRD group		NRD CS	
	2015 Q1	2014 Q1	2015 Q1	2014 Q1	2015 Q1	2014 Q1	2015 Q1	2014 Q1
Revenue	2,325	2,183	103	66	686	675	89	268
EBITDA	143	332	(24)	(1)	73	(34)	(86)	22
EBIT	94	266	(24)	(1)	63	(51)	(90)	21
Net Profit (Loss)	152	311	(24)	(1)	55	(32)	(91)	21
<b>Key BS items</b>	<b>2015 Q1</b>	<b>2014 Q1</b>	<b>2015 Q1</b>	<b>2014 Q1</b>	<b>2015 Q1</b>	<b>2014 Q1</b>	<b>2015 Q1</b>	<b>2014 Q1</b>
Non-current assets	315	345	14	1	395	585	49	25
Current assets	5,939	5,751	177	182	2,256	1,937	164	227
<i>of which cash</i>	457	62	11	22	125	97	103	0
<b>Total assets</b>	<b>6,254</b>	<b>6,096</b>	<b>191</b>	<b>183</b>	<b>2,651</b>	<b>2,522</b>	<b>213</b>	<b>253</b>
Equity	3,080	2,617	71	124	1,299	1,095	18	24
Non-current liabilities	215	197	0	0	58	110	0	0
<i>of which financial debt</i>	215	193	0	0	58	95	0	0
Current liabilities	2,959	3,282	120	59	1,294	1,317	195	228
<i>of which financial debt</i>	454	655	0	0	286	169	0	0

INV L TECHNOLOGY AB

INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015

(all amounts are in EUR thousand unless otherwise stated)

Total liabilities and equity	6.254	6.096	191	183	2.651	2.522	213	253
------------------------------	-------	-------	-----	-----	-------	-------	-----	-----

Interim statement of comprehensive income

	Notes	2015 Q1 Unaudited
Revenue		41
Change in value of investments at stated at fair value	4	-
Interest income		4
Other income		4
<b>Total income</b>		<b>49</b>
Employee benefits expenses		(37)
Other expenses		(57)
<b>Total operating expenses</b>		<b>(94)</b>
<b>Operating loss</b>		<b>(45)</b>
Costs from financial activities	5	(62)
<b>Loss for the reporting period before tax</b>		<b>(107)</b>
Income tax benefit	6	25
<b>Net loss for the reporting period</b>		<b>(82)</b>
Other comprehensive income for the reporting period less the income tax		-
<b>TOTAL COMPREHENSIVE INCOME FOR THE REPORTING PERIOD LESS THE INCOME TAX</b>		<b>(82)</b>
Attributable to:		
- Shareholders of the parent company		(82)
Basic and diluted earnings (deficit) per share (in EUR)	7	(0.02)

## Interim statement of financial position

	Notes	31 March 2015	31 December 2014
		Unaudited	Unaudited
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		6	-
Trade and other amounts receivable		199	-
Financial assets measured at fair value through profit or loss	4	14,902	7,828
Deferred income tax asset		28	-
<b>Total non-current assets</b>		<b>15,135</b>	<b>7,828</b>
<b>Current assets</b>			
Trade and other amounts receivable		305	-
Prepayments and deferred charges		2	-
Other current assets		45	-
Cash and cash equivalents		2	25
<b>Total current assets</b>		<b>354</b>	<b>25</b>
<b>Total assets</b>		<b>15,489</b>	<b>7,853</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital		1,774	172
Share premium		179	250
Reserves		-	579
Retained earnings (loss)		9,848	6,846
<b>Total equity</b>		<b>11,801</b>	<b>7,847</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Non-current loans		1,174	-
<b>Total non-current liabilities</b>		<b>1,174</b>	<b>-</b>
<b>Current liabilities</b>			
Current portion of non-current loans		2,411	-
Trade payables		69	3
Liabilities related to employment relationships		33	-
Other non-current liabilities		1	3
<b>Total non-current liabilities</b>		<b>2,514</b>	<b>6</b>
<b>Total liabilities</b>		<b>3,688</b>	<b>6</b>
<b>Total equity and liabilities</b>		<b>15,489</b>	<b>7,853</b>

**Interim statement of changes in equity**

	Notes	Share capital	Share premiums	Legal reserve	Reserve of purchase of own shares	Retained earnings	Total
<b>Balance as at 31 December 2014</b>		172	250	23	556	6,846	7,847
The effect of the reorganisation	3	1,602	(71)	(23)	(556)	3,084	4,036
<b>Total transactions with owners of the Company, recognized directly in equity</b>		<b>1,602</b>	<b>(71)</b>	<b>(23)</b>	<b>(556)</b>	<b>3,084</b>	<b>4,036</b>
Net loss for the period		-	-	-	-	(82)	(82)
<b>Total comprehensive income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(82)</b>	<b>(82)</b>
<b>Balance as at 31 March 2015</b>		<b>1,774</b>	<b>179</b>	<b>-</b>	<b>-</b>	<b>9,848</b>	<b>11,801</b>

## Interim statement of cash flows

	<u>2015 Q1</u>
	Unaudited
<b>Cash flows from operating activities</b>	
Profit (loss) for the reporting period	(82)
<b>Non-cash flows:</b>	
Interest income	(4)
Interest expenses	62
Loss (profit) from currency exchange differences	16
Income tax expenses (benefit)	(25)
Other	(16)
	<u>(49)</u>
Working capital adjustments:	
Decrease (increase) in trade and other receivables	6
Decrease (increase) in other current assets	(43)
Increase (decrease) in trade payables	17
Increase (decrease) in other current liabilities	6
	<u>6</u>
<b>Cash flows from operating activities</b>	<b>(63)</b>
Income tax (paid)	-
<b>Net cash flows from operating activities</b>	<b><u>(63)</u></b>
<b>Cash flows from investing activities</b>	
Acquisition of non-current assets (except investment properties)	(1)
<b>Net cash flows from investing activities</b>	<b><u>(1)</u></b>
<b>Cash flows from financing activities</b>	
Cash in the company merged during reorganisation	41
<b>Net cash flows from financing activities</b>	<b><u>41</u></b>
<b>Impact of currency exchange on cash and cash equivalents</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b><u>(23)</u></b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b><u>25</u></b>
<b>Cash and cash equivalents at the end of the period</b>	<b><u>2</u></b>



## Notes to the interim condensed financial statements

### 1 General information

INVL Technology AB (hereinafter the Company) is a joint stock company registered in the Republic of Lithuania. It was created during the merger of BAIP grupė AB and INVL Technology AB (Note 3).

The registration address is as follows:

Gynėjų str. 16,  
Vilnius,  
Lithuania.

On 29 April 2014 the Company had a stake of 80% in BAIP grupė UAB, which invests into IT companies, and a stake of 100% in dormant Inventio UAB. After the increase in share capital of BAIP grupė UAB in December, 2014 in which participated only minority shareholders, the company owned 65.65 percent of shares. In December 2014 BAIP grupė UAB was reorganized to BAIP grupė AB as a group of specialized entities, working in the field of IT and legal informatics, and specialises in the field of business climate improvement reforms, integrated national information system design, critical IT infrastructure resilience, national cyber security and cyber defence. Currently BAIP grupė AB (current name – INVL Technology) has companies in Lithuania, Norway, Tanzania and Uganda and has implemented projects in more than 50 countries around the world.

The Company intends to be strategic-financial investor and, together with the managers of IT companies, to seek the growth of investments value through mergers, development and sale of businesses.

The Company's share capital is divided into 6,114,714 ordinary registered shares with the nominal value of EUR 0.29 each. All the shares of the Company were fully paid. Subsidiaries did not hold any shares of the Company. As at 31 March 2015 the shareholders of the Company were (by votes)\*:

	Number of votes held	Percentage
UAB LJB Investments	1,224,152	20.02
Mrs. Irena Ona Mišeikiene	1,162,421	19.01
Mr. Kazimieras Tonkūnas**	840,452	13.75
AB Invalda INVL	504,462	8.25
UAB Lucrum Investicija	327,928	5.36
Mr. Alvydas Banys***	308,745	5.05
Other minor shareholders	1,746,554	33.61
Total	6,114,714	100.00%

\*Nerijus Drobavičius and Vytautas Plunksnis, being members of the Board, have votes of Alvydas Banys, Kazimieras Tonkūnas and Gytis Umantas (minor shareholder).

\*\*Mr. Kazimieras Tonkūnas has votes of his spouse and also votes of Alvydas Banys and Gytis Umantas (minor shareholder).

\*\*\*Mr. Alvydas Banys has votes of LJB Investments and also votes of Kazimieras Tonkūnas and Gytis Umantas (minor shareholder).

The Company's shares are traded on the Baltic Secondary List of NASDAQ OMX Vilnius from 4 June 2014.

## **2 Basis of preparation and accounting policies**

### **Basis of preparation**

The interim condensed financial statements for the three months ended 31 March 2015 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the annual financial statements as at 31 December 2014.

From 1 January 2015 euro is the Company's functional and presentation currency. The financial statements are presented in thousands of euro (EUR) and all values are rounded to the nearest thousand except when otherwise indicated. The previous year comparison information is recalculated using the official litas to euro conversion ratio: 1 euro = 3.4528 litas.

### **Comparative figures**

The Company was created after the merger of two companies – BAIP grupė AB and INVL Technology AB (Note 3). As the Company continues activities, which allow the Company to comply with requirements of IFRS 10, applicable to investment subject, the comparative figures are provided of the former INVL Technology AB, which was merged into BAIP grupė AB.

### **Significant accounting policies**

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the annual financial statements for the year ended 31 December 2014, except adoption of new Standards and Interpretations as of 1 January 2015, noted below.

#### *IFRIC 21 Levies*

The interpretation clarifies the accounting for an obligation to pay a levy that is not income tax. The obligating event that gives rise to a liability is the event identified by the legislation that triggers the obligation to pay the levy. The fact that an entity is economically compelled to continue operating in a future period, or prepares its financial statements under the operations continuity assumption, does not create an obligation. The same recognition principles apply in interim and annual financial statements. The application of the interpretation to liabilities arising from emissions trading schemes is optional. The Company is not currently subjected to significant levies so the impact on the Company is not material.

#### *Annual Improvements to IFRSs 2013*

The improvements consist of changes to four standards.

- The basis for conclusions on IFRS 1 is amended to clarify that, where a new version of a standard is not yet mandatory but is available for early adoption; a first-time adopter can use either the old or the new version, provided the same standard is applied in all periods presented.
- IFRS 3 was amended to clarify that it does not apply to the accounting for the formation of any joint venture arrangement under IFRS 11. The amendment also clarifies that the scope exemption only applies in the financial statements of the joint venture arrangement itself.
- The amendment of IFRS 13 clarifies that the portfolio exception in IFRS 13, which allows an entity to measure the fair value of a group of financial assets and financial liabilities on a net basis, applies to all contracts (including contracts to buy or sell non-financial items) that are within the scope of IAS 39 or IFRS 9.
- IAS 40 was amended to clarify that IAS 40 and IFRS 3 are not mutually exclusive. The guidance in IAS 40 assists preparers to distinguish between investment property and owner-occupied property. Preparers also need to refer to the guidance in IFRS 3 to determine whether the acquisition of an investment property is a business combination.

The amendments had no impact on the Company's financial statements for the 3 months ended 31 March 2015.

**INVL TECHNOLOGY AB****INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015**

(all amounts are in EUR thousand unless otherwise stated)

**3 Merger of BAIP group AB and INVL Technology AB**

On 9 February 2015 reorganization of joint-stock company INVL Technology and BAIP group AB was completed. INVL Technology AB was merged to BAIP group AB. BAIP group AB took over all the rights and duties including the name of INVL Technology, and continues operations under the new name of the public joint-stock company INVL Technology. The company's shares are quoted on the NASDAQ Vilnius Stock Exchange after completion of the actions foreseen in the legal acts. The trading in company' shares are available from April 2015. The share capital of INVL Technology AB (previously BAIP group AB) is divided into 6,114,714 ordinary registered shares. The nominal value per share is EUR 0.29. The Board and manager of AB INVL Technology (previously BAIP group AB) have not changed. Kazimieras Tonkūnas, a manager of a company, Gytis Umantas, Alvydas Banys, Vytautas Plunksnis and Nerijus Drobavičius continue operating as Members of the Board of the company.

The table below presents the merger effect on the balance sheet:

	BAIP group AB	INVL Technology AB	Eliminations and reorganisation adjustment	Merged entity (INVL technology)
Property, plant and equipment	5	-	-	5
Investments into subsidiaries	14,900	7,828	(7,826) *	14,902
Deferred tax assets	3	-	-	3
Not current trade receivables	196	-	-	196
Loans	44	-	-	44
Prepayments and deferred charges	4	-	-	4
Trade and other amounts receivable	266	-	-	266
Cash and cash equivalents	41	22	-	63
<b>Total assets</b>	<b>15,459</b>	<b>7,850</b>	<b>(7,826)</b>	<b>15,483</b>
Share capital	1,767	172	(165)	1,774
Share premium	179	250	(250)	179
Reserves	-	579	(579)	-
Retained earnings	9,916	6,844	(6,832)	9,928
Liabilities	3,597	5	-	3,602
<b>Total equity and liabilities</b>	<b>15,459</b>	<b>7,850</b>	<b>(7,826)</b>	<b>15,483</b>

\* elimination of BAIP group AB shares, held by INVL Technology AB.

**4 Financial assets at fair value through profit or loss**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly;
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Non-current assets of the Company at fair value through profit or loss comprise of assets which are Level 3 instruments by valuation technique. The Company has no Level 1 or Level 2 instruments.

**INVL TECHNOLOGY AB**  
**INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015**  
(all amounts are in EUR thousand unless otherwise stated)

---

The list of unconsolidated subsidiaries and associates, which are owned by the Company as at 31 March 2015 directly or indirectly, is presented below:

Entity	Country of incorporation	Proportion of shares (voting rights) directly/indirectly held by the Company (%)	Nature of business
Informatikos pasaulis UAB	Lithuania	100	Information technology solutions
Vitma UAB	Lithuania	100	Information technology solutions
BAIP UAB *	Lithuania	100	Information technology solutions
Acena UAB	Lithuania	100	Information technology solutions
Norway Registers Development AS	Norway	100	Information technology solutions
NRD UAB *	Lithuania	76.50	Information technology solutions
Norway Registers Development East Africa Ltd *	Tanzania	70	Information technology solutions
Infobank Uganda Ltd *	Uganda	30	Information technology solutions
NRD CS UAB	Lithuania	100	Information technology solutions
Inventio UAB	Lithuania	100	Dormant

\*These entities are owned indirectly by the Company as at 31 March 2015.

The country of incorporation and principal place of business for all entities mentioned above is the same, except Norway Registers Development AS, which principal place of business is Mauritius.

The fair value of the investments to the entities listed above (except for investment to Inventio UAB) was determined on 31<sup>st</sup> December 2014. They are valued using income and market approaches by accredited valuer UAB Deloitte Verslo Konsultacijos. Management concluded that the fair value of investments was measured properly, using reasonable and appropriate for the investments assumptions and ratios. Fair value of investments was estimated in compliance with the International Valuation Standards set out by the International Valuation Standards Council. For income approach discounted cash flow method was used. It was based on free cash flow projections provided by the management of BAIP Group covering a 5-year period. Free cash flows were calculated as net operating profit after tax, add-back depreciation less change in working capital and capital expenditure. For market approach guidelines public company method and transaction method were used. Guidelines public company method quantifies the value by reference to the capital market activities of the stock of comparable firms. It requires the appraisers to select a sample comparable to the subject firm from companies whose shares are publicly traded on international markets and who are engaged in similar lines of business. Using transaction method the value is determined by comparing the entity to comparable company that have been purchased, sold or merged during a recent period of time. EBITDA multiple of comparable companies was used in the market approach.

Based on the assessment of the Company, there were no significant changes in fair value of financial assets at fair value from the date valuation up to 31 March 2015 as the results of subsidiaries controlled by the Company were as budgeted and there were no significant changes in activities of subsidiaries.

**INVL TECHNOLOGY AB**
**INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015**

(all amounts are in EUR thousand unless otherwise stated)

The following table presents the fair value valuation methods for the investments to entities (Level 3), used input data and sensitivity analysis due to changes to input data:

Subsidiary	Fair value	Valuation method	Used input data	Input value	Expected change in input	Value change +/-
Vitma UAB	12,800	Discounted cash flows	Weighted average cost of capital	11.7 %	+/- 0.5 %	(255)/ 283
			Residual growth rate	2%	+/- 0.5 %	205/(184)
			Free cash flows		+/- 10 %	506/(506)
		Guideline public companies	EV/ EBITDA multiple	6.0x	+/- 1.0x	449/(449)
			EV / EBIT multiple	9.2x	+/- 1.0x	385/(386)
			Control premium	20%	-	-
		Both valuation methods	Discount for lack of liquidity	9.3%	+3.2%/ -1.8%	(465)/265
Acena UAB	400	Discounted cash flows	Weighted average cost of capital	14.9%	+/- 0.5 %	(8)/8
			Residual growth rate	2%	+/- 0.5 %	4/(5)
			Free cash flows		+/- 10 %	20/(20)
		Guideline public companies	EV/ EBITDA multiple	4.7x	+/- 1.0x	16/(17)
			EV / EBIT multiple	7.1x	+/- 1.0x	16/(17)
			Control premium	20%	-	-
		Both valuation methods	Discount for lack of liquidity	9.3%	+3.2%/ -1.8%	(14)/8
NRD CS UAB	1,000	Discounted cash flows	Weighted average cost of capital	15.7%	+/- 0.5 %	(38)/40
			Residual growth rate	2%	+/- 0.5 %	23/(22)
			Free cash flows		+/- 10 %	98/(98)
		Both valuation methods	Discount for lack of liquidity	9.3%	+3.2%/ -1.8%	(35)/20
NRD group	700	Discounted cash flows	Weighted average cost of capital	13.6%	+/- 0.5 %	(59)/65
			Residual growth rate	2%	+/- 0.5 %	28/(26)
			Free cash flows		+/- 10 %	132/(132)
		Both valuation methods	Discount for lack of liquidity	9.3%	+3.2%/ -1.8%	(26)/15
Inventio UAB	2	Value of net assets	-	-	-	-
<b>Total:</b>	<b>14,902</b>					

The main assets of Inventio UAB is cash and cash equivalents, therefore the entity is measured based on its net assets value. As of 31 March 2015 fair value of this company is EUR 2 thousand.

According to the valid agreement with DNB bank the Company's indirectly owned subsidiary BAIP UAB has restrictions in returning to the Company its' granted loan, which as at 31 March 2015 amounted to EUR 159 thousand (EUR 159 thousand as at 31 December 2014), and it also cannot announce the dividends without prior consent of the bank. Other not consolidated subsidiaries of the Company as at 31 March 2015 and 31 December 2014 did not have significant restrictions for the disbursement of the dividends to the Company or the restrictions related to the repayment of the loans granted by the Company. The Company does not intend to grant any financial or other support to subsidiaries, including the commitments or intentions to assist the subsidiary in obtaining such financial support.

**INVL TECHNOLOGY AB**  
**INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015**  
(all amounts are in EUR thousand unless otherwise stated)

---

The following table presents the changes in Level 3 financial instruments during reporting period 2015:

Opening balance	7,828
Transferred financial instruments during the merger (Note 2)	7,074
Profit (loss) recognized in profit (loss) statement during the period	-
<b>Closing balance</b>	<b><u>14,902</u></b>

**5 Finance costs**

2015 Q1

Interest expenses of borrowings from related parties	(62)
	<u>(62)</u>

**6 Income tax**

2015 Q1

**Components of the income tax credit (expenses)**

Deferred income tax expenses (revenue)	(25)
Income tax expenses (credit) stated in the income statement	<u>(25)</u>

**7 Earnings per share**

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The weighted average number of shares for the period ended 31 March 2015 was as follows:

<b>Calculation of weighted average for the period ended 31 March 2015</b>	<b>Number of shares (thousand)</b>	<b>Par value (LTL)</b>	<b>Issued/90 (days)</b>	<b>Weighted average (thousand)</b>
Shares issued as at 29 April 2014	4,022	0.29	90/90	4,022
Merged/Acquired INVL Technology shares as at 9 February 2015	2,093	0.29	50/90	1,163
Shares issued as at 31 March 2015	<b><u>6,115</u></b>	<b><u>0.29</u></b>		<b><u>5,185</u></b>

The following table reflects the income and share data used in the basic earnings per share computations:

2015 Q1

Net loss, attributable to the equity holders of the parent	(82)
Weighted average number of ordinary shares (thousand)	5,185
Basic and diluted earnings (deficit) per share (EUR)	<u>(0.02)</u>

For 2015 diluted earnings per share of the Company are the same as basic earnings per share.

**INVL TECHNOLOGY AB**  
**INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015**  
(all amounts are in EUR thousand unless otherwise stated)

---

**8 Related party transactions**

Transactions of the Company with related parties for 1<sup>st</sup> Quarter 2015 and balances as at 31 March 2015 were as follows:

<b>The Company</b>	<b>Revenue from related parties</b>	<b>Purchases from related parties</b>	<b>Receivables from related parties</b>	<b>Payables to related parties</b>
<i>Company's management</i>				
Property rent	-	6	-	-
	-	6	-	-
<i>INVL Technology AB subsidiaries</i>				
Borrowings	4	29	244	1,697
Dividends	-	-	119	-
Management and accounting service	35	-	-	-
Other activities	4	6	185	34
	43	35	548	1,731
<i>Invalda INVL AB Group companies</i>				
Borrowings	-	33	-	1,888
Operating activities	-	-	2	-
	-	33	2	1,888

**9 Segment information**

Management of the Company has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. All financial information, including the measure of profit, total assets and total liabilities, is analysed as a single reporting segment – investments into information technology entities segment, therefore is not further disclosed in these financial statements.

## 10 Events after the reporting period

**On 7 April 2015** it was announced that Norway Registers Development AS (NRD AS), owned by INVL Technology, AB signed an agreement regarding investments into Etronika, UAB, a company which develops IT solutions for electronic banking, mobile signature and retail. NRD AS plans to participate in the new share issue of Etronika, UAB and acquire 80 per cent in Etronika, UAB shares. Total amount of investments, including loans to Etronika, UAB, will amount up to EUR 400 thousand. Deal closing is subject to permissions of Lithuanian Competition council and Commission on assessment of potential participants compliance with national security interests. In 2014 Etronika, UAB revenues amounted to EUR 1.9 million, company employs more than 40 people.

- **On 10 April 2015** the resolutions of the Shareholders Meeting of INVL Technology, AB that was held on that day were announced. It was agreed to increase the authorized capital of the public joint-stock company INVL Technology with additional contributions from EUR 1 773 267,06 to EUR 5 800 000 (the authorized capital will be increased by no more than EUR 4 026 732,94). The authorized capital of the public joint-stock company INVL Technology will be increased by additionally issuing no more than 13 885 286 ordinary registered shares of EUR 0.29 par value each. The minimal issue price of each newly issued share is EUR 1.56, payment for the shares – by cash contributions. The total minimal issue price of the newly issued Company's shares is no more than EUR 21 661 046,16, which depends on the final amount of newly issued shares. In addition, it was agreed to withdraw the pre-emptive right to acquire newly issued ordinary registered shares of the public joint-stock company INVL Technology, approve the new edition of the Articles of Association of the public joint-stock company INVL Technology, to apply to the Bank of Lithuania for obtaining the license of the closed-end investment company INVL Technology and to prepare the draft of the Management Agreement with INVL Asset Management, UAB for transfer of management of the closed-end investment company INVL Technology. Seeking to ensure the rights of INVL Technology shareholders, who did not vote or voted "against" the 4th item on the agenda to sell their shares, it was decided that the shareholders, who voted "for" the resolutions of 4th item of the agenda within one month from the General Shareholders Meeting will have to announce a voluntary tender offer to purchase the rest of the ordinary registered shares of the public joint-stock company INVL Technology.

- **On 10 April 2015** the company also announced that INVL Technology, AB, received notice from a shareholder Invalda INVL, AB that this obligation of shareholders who voted „for“ will be fulfilled by Invalda INVL, AB. Preliminary voluntary tender offer price amounts to EUR 1.61 per share. Only the shareholders who did not vote or voted "against" will have the right to sell their shares during the tender offer. Voluntary tender offer will apply for 414 034 ordinary registered shares of INVL Technology, AB, constituting 6.77 per cent of companies capital.

**On 30 April 2015** it was announced that public joint-stock company INVL Technology received the announcement from public joint-stock company Invalda INVL about the intention to submit a voluntary tender offer for INVL Technology, AB shares. INVL Technology, AB shareholders, who voted "for" the decision to reorganize the activity of the INVL Technology, AB so it would operate as the closed-end investment company under the Law of the Republic of Lithuania on Collective Investment Undertakings (there shareholders hold 5 700 680 ordinary registered shares of the INVL Technology, AB, that consist 93,229 % of all issued shares and voting rights), announced about the intention to submit a voluntary tender offer to purchase 414 034 ordinary registered shares with EUR 0.29 (equivalent to 1 LTL) value each of the INVL Technology, AB (code 300893533, address Gynėjų str. 16, Vilnius), which ISIN code is LT0000128860, and that consist 6,771 % of all INVL Technology, AB issued shares and grants 6,771 % of all voting rights. For the shares it will be paid in cash paying 1,61 EUR (equivalent to 5,559 LTL) per each share. According to the Agreement of 28 of April, 2015, Invalda LT, AB represents the shareholders, who submit a voluntary tender offer, during submission and implementation of the voluntary tender offer.

- **On 30 April 2015** the resolutions of the Shareholders Meeting of INVL Technology, AB that was held the same day were also announced. The Shareholders approved the consolidated and stand-alone financial statements for 2014 of the public joint-stock company INVL Technology. INVL Technology's equity at the end of 2014 amounted to EUR 11.921 million, or EUR 1.96 per share, according to audited data. The shareholders of INVL Technology decided to allocate the net profit to a reserve for shares buy-back. This possibility would be used if INVL Technology share price on the stock exchange was significantly lower than its fair value.

- **On 19 May 2015** the company announced that on 18 May, 2015 the Supervision Service of the Bank of Lithuania approved the circular of the voluntary tender offer by the group of shareholders, represented by Invalda INVL, AB by the agreement signed on 28 April 2015, to buy up remaining ordinary registered shares of INVL Technology, AB, which are not owned by the Offerors. Invalda INVL, AB offers to buy up 414 034 ordinary registered shares of the INVL Technology, AB (code 300893533), EUR 0.29 par value each, ISIN code LT0000128860, amounting to 6.771 per cent of INVL Technology, AB issued shares and granting the same amount of shares giving the voting rights. Price of the non-competitive voluntary tender offer amounts to EUR 1.61 per ordinary registered share, settlement for shares – in cash. The tender offer implementation period - 14 days (from 22 May 2015 till 4 June, 2015 (inclusive)). The tender offer will be implemented on Tender offer market of NASDAQ OMX Vilnius, AB through the intermediary bank Finasta, AB.

- **On 20 May 2015** it was announced that the Board of INVL Technology, AB, having familiarized itself with the voluntary non-competitive tender offer material presented to it by the offerors in its meeting held on 19 May, 2015 made a following



## INVL TECHNOLOGY AB

### INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015

(all amounts are in EUR thousand unless otherwise stated)

---

statement: the board of INVL Technology, AB does not give any recommendations to shareholders to accept or decline tender offer.

#### 11 Significant events, which have been announced during the three month period ended 31 March 2015

- **On 14 January 2015** the company informed that trading in shares of INVL Technology, AB in NASDAQ OMX Vilnius Stock Exchange will be suspended from 29 January 2015 (inclusively) until the completion of the reorganization.
- **On 2 February 2015** the resolutions of the Shareholders Meeting of INVL Technology, AB that was held the same day were announced. INVL Technology shareholders approved reorganization of the public joint-stock company INVL Technology by a way of merger, merging the company to the public joint-stock company BAIP grupe. The shareholders also approved the Articles of Association of the public joint-stock company BAIP grupe, which continues to operate after the reorganization under the new name INVL Technology, the regulations of the formation and activity of the Audit Committee and elected the members of the Audit Committee.
- **On 10 February 2015** the company announced that reorganization of INVL Technology and BAIP Group was completed on 9th of February 2015. INVL Technology was merged into BAIP Group, AB. BAIP Group, AB will take over all the rights and duties including the name of INVL Technology, and will continue operations under the new name of the public joint-stock company INVL Technology. The initial capitalisation of the company operating after the merger reaches EUR 8.146 million. Recalculated price per share should reach EUR 1.33. The authorized capital of INVL Technology is divided into 6 114 714 ordinary registered shares. The nominal value per share is EUR 0.29. ISIN code - LT0000128860. The Board and manager of INVL Technology, AB has not changed. Kazimieras Tonkunas, a manager of a company, Gytis Umantas, Alvydas Banys, Vytautas Plunksnis and Nerijus Drobavicius continue operating as Members of the Board of the company. Main shareholders of INVL Technology, AB are: A. Banys (5 percent) and LJB Investments, a company related to A. Banys, (20 percent), Irena Ona Mišeikienė (19 percent), Kazimieras Tonkunas (13.7 percent), Invalda LT (8.2 percent) and Lucrum Investicija (5 percent).  
**On 27 February 2015** the company announced the unaudited results of INVL Technology for 12 months of 2014. Unaudited net profit of INVL Technology amounted to LTL 5.1 million (EUR 1.47 million). The financial statements cover the interim financial period of the company, starting from the company's establishment date 29 April 2014 and ending on 31 December 2014, therefore there are no comparative data. Additionally, it was announced that INVL Technology in the end of 2014 controlled 65.65 percent of shares of joint-stock company BAIP group investing in IT companies. In the end of 2014 100 percent of BAIP group shares were valued LTL 33.5 million (EUR 9.70 million) while controlled 65.65 percent of shares – LTL 24.5 million (EUR 7.10 million). Valuation was performed using comparable multiples method using average enterprise value and earnings before interest tax depreciation and amortization (EBITDA) multiple 7.6 and applying 10 percent downward adjustment on the result due to the size of BAIP Group. BAIP group consolidated income in 2014 grew by 14 percent to 57.8 million litas (16.74 million EUR), EBITDA – 34 percent to 5.98 million litas (1.73 million EUR) and net profit – 152 percent to 3.3 million litas (0.96 million EUR).
- **On 10 March 2015** the company informed that the Director of the Supervisory Authority of the Bank of Lithuania on 9 March 2015 decided to treat the information submitted in the publicly announced reorganization terms (together with annexes) of INVL Technology and BAIP group, also, in the annual information of Invalda in 2011-2012 and Invalda LT in 2013, and in interim financial statements of INVL Technology for 12 months of 2014, and in the list of references related to INVL Technology, also, in the description of the securities (shares) and risk factors as well as in information displayed in the Articles of Association of the company as information equivalent to the information that is required to be disclosed in the prospectus of INVL Technology, AB. INVL Technology decided to apply to NASDAQ Vilnius stock exchange on 10 March 2015 to renew trading in companies shares since 12 March 2015.
- **On 24 March 2015** the company announced that Norway Registers Development AS, a company managed by INVL Technology, AB, is starting activities in Uganda. Norway Registers Development which owns 30 per cent of Infobank Uganda Limited shares signed Infobank Uganda Limited shareholders agreement on 23 March 2015.