

19.2.2015 klo 8.00

FINANCIAL STATEMENTS BULLETIN 1.1.–31.12.2015 (IFRS)

Foundations of the new Solteq ready - full speed ahead

- During the reporting period, Solteq Plc realised the biggest acquisition in its history by buying Descom Group Ltd.
- The acquisition has a significant impact on the scope of the company's business, its balance sheet structure as well as strategic direction.
- Revenue totalled 54,2 million euros (40,9 million euros)
- Operating profit before non-recurring items was 2.990 thousand euros (2.490 thousand euros). Non-recurring costs related to the acquisition 1.702 thousand euros and the operating profit including the non-recurring costs was 1.288 thousand euros (2.490 thousand euros).
- Solteq Group's equity ratio was 24,4 % (48,0 %). Decrease was due to the company acquisition and the financing arrangements related to the acquisition.
- Earnings per share was 0,01 euros (0,13 euros).
- The Solteq Plc Board proposes to the Annual General Meeting that no dividend will be paid from the financial period 2015.

Key figures

	9-12/15	9-12/14	Change-%	1-12/15	1-12/14	Change-%
Revenue, TEUR	20 357	12 218	66,6 %	54 215	40 933	32,5 %
Operating profit before non recurring items TEUR	1 143	909	+25,7 %	2 990	2 490	+20,1 %
Operating profit, TEUR	230	909	-74,7 %	1 288	2 490	-48,3 %
Profit for the financial period, TEUR	-337	738	-145,7 %	102	1 893	-94,6 %
Earnings/share, e	-0,02	0,05		0,01	0,13	
Operating profit-%	1,1 %	7,4 %		2,4 %	6,1 %	
Equity ratio, %				24,4 %	48,0 %	

Profit guidance 2016

Solteq Group's turnover is expected to grow significantly compared to financial year 2015. The operating result before non-recurring is expected to grow compared to financial year 2015.

The expected growth of revenue and operating profit is mainly related to the company acquisition completed in the middle of the review period. In addition the cost synergies arising from the integration work are expected to be realized during the first half year in 2016.

19.2.2015 klo 8.00

CEO Repe Harmanen:

SIGNIFICANT YEAR IN THE COMPANY'S HISTORY

For Solteq, the past year was highly successful and positive, marked with the achievement of significant strategic objectives. At the beginning of 2015, Solteq was a completely different company from what it is today. During 2015, our client base, operations in Finland and abroad, solution offering and many other things developed favourably. We succeed in implementing our plans in line with our strategy, and we are extremely pleased with the outcome.

Some changes took place in the company's ownership structure. A publicly listed company is open to new owners every day. However, the changes, which included the surrender of significant ownership in the company by two of its founding members, represented milestones that could be compared to being listed on the stock exchange.

The strategic development of Solteq into an international company that we started in 2010 has been systematic, and this work will continue in the future.

In terms of business operations, the merger with Descom Group Oy strengthened our development: we are a completely New Solteq and proud of it.

COMPETENT PEOPLE ARE OUR MOST IMPORTANT ASSET

We operate with our clients in areas that are practically always new and significant, often of critical importance to our clients. Almost without exception, the direct or indirect users of our services and solutions are the customers of our clients. Meeting their varied needs and expectations requires top expertise, innovation, new ways of thinking - and what the Finnish "sisu" is made of, i.e. determination, perseverance and resilience. We have brought together top class technical deep experts and talented customer relationship analysts. We have orchestrators who know how to run the show and introduce exceptional and unexpected innovations.

For Solteq, competent people are the company's most important asset. It is the highly competent, dialogue-oriented professionals with constructive ideas in Finland, Sweden and Poland that take us forward and work for the good of our clients and their customers.

Towards the end of 2015, we started building an academy of our own to give our existing and new employees opportunities to develop into deep experts in their competency areas or find completely new career paths. At Solteq, the employees are given opportunities to continue their professional development in terms of both tasks and competencies in Finland and abroad.

The construction of a New Solteq started in autumn 2015. In this process, the focus has been on strengthening a new modern corporate culture and providing solutions that meet the needs of our clients and the end customers. The New Solteq is the result of a shared effort.

RECIPROCITY BETWEEN US AND OUR CLIENTS PROMOTES DEVELOPMENT

Our success is based on long-term, trusted client relationships. During the merger process, we realised that the outcome would be a new entity that has shared basic values. We believe that the understanding and appreciation of the client needs, honesty and long-term collaboration in various areas will bring the best benefits and profits. In the end, the pursuit for instant win is in nobody's interest.

Our clients help us and we help our clients. That is what partnership is made of. We look for and implement ideas that may never have been realised or that may have been tried many times without success before. The feedback that we receive from our clients daily, monthly and yearly helps us develop our everyday work and the solutions we provide. It also gives us ideas of what our shared future will be like: where to go and how.

19.2.2015 klo 8.00

The Annual Report is like a milestone at which we stop on the New Year's Eve and look back at what we have achieved in the past year. It is also the time to thank our clients for a year that has seen mutual collaboration, joy and sorrow and shared solutions. We are much more knowledgeable and better informed than the year before.

STRATEGY BECOMES REALITY BY DOING

People say that the implementation of a strategy is difficult. It may be so, but thanks to our personnel and clients, we have progressed well and at a suitable pace before and during 2015. Making right decisions at the right time has also played an important role for us.

The process of defining a new strategy that we announced in autumn 2015 started towards the end of the year. The new strategy is based on much the same principles as the previous strategies. The core of our strategy is our commitment to all forms of digital commerce and the support of its growth. Our passion is to enable tasks, procedures and implementations related to digital commerce and improve customer experiences throughout the supply chain and in the various areas of commerce digitally or traditionally.

During the past few years, the role of international operations has strengthened in our business sector. Our aim is to increase the share of international operations significantly with both our current and future clients. Global digital commerce has no borders. It creates new forms of doing business, decentralises supply chains and makes them transparent.

During this spring, we will provide further information on the New Solteq's strategy, goals and next steps.

I would like to take this opportunity to thank all our stakeholders and interest groups for the past year and for helping us make success happen. My special thanks are due to the founding members of our company. Their work has made the existence of Solteq and its development to the next level possible.

BUSINESS ENVIRONMENT AND BUSINESS DEVELOPMENT

Solteq is a visionary expert in omnichannel and digital commerce. We offer partnership in supply management, store solutions and e-commerce. Solteq offers its clients superior know-how in commerce, services and industry.

Solteq Plc's reported segments until 31.12.2015 are:

- Grocery and special retail, HoReCa;
- Wholesale, Logistics and Services
- Enterprise resource planning of services
- Descom.

As from January 1 2016 Solteq Group's business is divided into two segments: Customer Solutions and Digital Solutions. organisational restructuring and reflects company's growth to a service provider of the digital commerce. The new business segment structure was adopted as part of the company's

Solteq's Digital Solutions Segment offers its clients the following:

- Services and consultation related to digital commerce and supply chain management
- Digital marketing and analytics services
- Customer experience planning and implementation services

19.2.2015 klo 8.00

- Master data and master data integration services
- Customised continuous service packages

Solteq's Customer Solutions Segment offers its clients the following:

- Integrated total solutions related to logistics, store operations, restaurant operations, customer service, payments and management of loyal customer relationships to enhance business operations
- ERP and financial management systems and related optimisation, integration and application management services and reporting solutions
- Due to the nature of its business, Enterprise Asset & Service Business Management Segment, previously reported as its own segment, is now part of the Customer Solutions segment

Solteq's Grocery and Special Retail, HoReCa

Solteq's Grocery and Special Retail Segment provides its clients with total solutions that they can utilise to improve efficiency in terms of logistics, store operations, customer service, point of sale operations, as well as loyal customer management.

The grocery and special retail solutions help optimise the management of the product selection, space, deliveries, logistics and customer satisfaction while increasing sales and improving the result. The solutions speed up the basic operations, improve delivery reliability, reduce storage value, increase stock turnover and enhance predictability. The store always has the right products in the right place, at the right time, and at the right price.

During the review period the revenue of the Grocery and Special Retail segment totalled 19,3 million euros (20,5 million euros) and the operating result was 0,9 million euros (1,2 million euros).

The decrease in the net sales was mainly due to postponements in decision-making schedules in the early part of the review period. Towards the end of the review period, a large number of the projects were already underway. The result for the review period is affected by delays in schedules of customer projects.

Wholesale, Logistics and Services

Solteq's Wholesale, Logistics and Services Segment provides its clients with ERP and financial management systems, as well as optimisation, integration and reporting solutions that support these systems. Solteq's solutions help clients manage their operations and enhance purchases, sales, stock management and reporting. The systems can be utilised to improve delivery reliability, reduce storage value, increase stock turnover and enhance predictability. Materials flow management ensures that the right goods reach the right customers at the right time, packed in an optimal manner.

Solteq's wholesale, logistics and services systems improve the effectiveness of operations and enable more flexible and versatile customer service. At the same time, automated data management enhances the company's internal operations. Solteq's solutions are used daily by a large number of clients representing various industries and sectors, such as wholesale, retail and public administration.

During the review period the revenue of the Wholesale, Logistics and Services segment totalled 12,0 million euros (15,4 million euros) and the operating result was 0,8 million euros (0,6 million euros).

19.2.2015 klo 8.00

The development of the revenue was due to the slowness in decision making related to trading of the significant customer projects. In addition the human resources of the segment were focused on the completion of the projects underway. The improvement in the operating result was mainly due to the development of the cost structure and improved resource utilisation.

Enterprise Asset & Service Business Management Segment

Solteq's Enterprise Asset & Service Business Management Segment provides its clients with ERP and master data management solutions.

The enterprise resource planning solutions developed for the optimisation of service processes help clients manage their operations in many ways, for instance enhance production plant reliability, task and resources management, field work, sales and customer service, partner network management and materials management. The solutions are utilised by a large number of clients representing various industries and sectors, such as energy production, maintenance services, life cycle services, engineering and technical services of cities and municipalities, property management services, and home and care services.

The Enterprise Asset & Service Business Management Segment also provides client companies with services and products related to business critical data (master data) in the form of master data improvement projects, data maintenance services outsourced to master data service centers, software technologies for master data management, and consultation services. The aim of these services is to ensure that the data in the systems that support the clients' enterprise resource planning and decision making processes are of high quality, compatible and up-to-date. Solteq's master data management solutions are used by clients across industries and sectors.

During the review period the revenue of the Enterprise Asset & Service Business Management segment totalled 4,9 million euros (5,0 million euros) and the operating result was 0,3 million euros (0,7 million euros).

Unlike other segments, the main business of the segment is based on the development, supply and marketing of the segment's own software products. Owing to the nature of its business, the segment is, however, more dependable on the new investments of the client industries than the other segments.

The growth and profitability of the operations will be improved by developing products that meet the needs of the client segments better and by looking for new markets and channels. The incorporation of the business of the segment at the turn of the year allowed the development of a product area specific, specialised strategy during 2015.

Descom

The segment includes the business of the Descom Group, acquired July 2, 2015. Solteq Plc has issued three stock exchange releases regarding the acquisition (17.6.2015, 22.6.2015 and 2.7.2015). The figures of the Descom Group have been included in Solteq Plc's figures as of 2.7.2015.

The main operations of the Descom segment focus on solutions for omnichannel commerce and the improvement of clients' digital marketing. Descom Group consists of the parent group Descom Group Oy and the subsidiary, Descom Oy, which includes the group's business in Finland as well as foreign subsidiaries in Sweden, Poland and Denmark.

In the omnichannel commerce area we provide omnichannel online and physical store sales systems as well as order and product information management solutions. The aim of omnichannel commerce is not only to combine brick-and-mortar with digital channels, but to create a totally new business and different ways to attend to the customer.

19.2.2015 klo 8.00

In the core Descom's digital marketing services are search engine optimization and marketing, conversion optimization as well as analytics and customer experience. Our digital marketing services help clients improve the findability of their website and gather and use customer data and analytics to make their online shopping basket bigger, among other things.

In addition, Descom offers its clients applications development, integration and maintenance services

The revenue of the Descom segment on the period of 2.7.-31.12.2015 was 18,1 million euros, of which 2,8 million was made in the Swedish subsidiary. The operating profit of the segment was 1,1 million euros.

Integration

The integration work related to the acquisition of Descom was finished according to the original plans. The operational merger was finished by the end of the year and the implementation of the legal mergers were entered into Finnish Trade register on 1 January 2016.

The integration work was targeting to annual cost savings of 2 million euros. Savings were carried out by rationalizing the structures in administration, manager and support organizations, by centralizing and accelerating the basic purchases and by merging our office premises in Helsinki and Tampere during the first half year in 2016. The co-operation negotiations related to personnel changes were concluded on 20 November 2015 and all arrangements concerning the personnel changes are concluded as well.

Strategic outlines of the new merged company

Solteq has announced the strategic outlines of the new merged company in the interim report 1.1.-30.9.2015.

Preparing of strategy and strategy work has continued and will continue during the ongoing winter. The company will publish a separate stock exchange bulletin concerning the results of the strategy work in the spring 2016.

REVENUE AND RESULT

Turnover by operation:

%	1-12/15	1-12/14
Software services	72	62
Licences	25	26
Hardware	3	12

Revenue increased by 32,5 % compared to the previous year and totalled 54.215 thousand euros (previous review period 40.933 thousand euros).

Revenue consists of several individual customerships. At the most, one client corresponds to less than ten percentages of the revenue.

The operating result for the review period decreased 48,3 % and was 1.288 thousand euros (2.490 thousand euros). Result before taxes was 305 thousand euros (2.313 thousand euros) and result for the financial year was 102 thousand euros (1.893 thousand euros).

19.2.2015 klo 8.00

The figures of the financial year include 820 thousand euros non-recurring consulting and arrangement costs related to the acquisition of Descom Group Oy and 882 thousand euros non-recurring costs related to the employments that ended as a part of the integration process. Non-recurring costs are presented in personnel expenses and in other expenses for the financial period.

BALANCE SHEET AND FINANCE

The total assets amounted to 64.251 thousand euros (25.038 thousand euros). Liquid assets totalled 2.619 thousand euros (2.530 thousand euros). In addition to liquid assets, the company has unused bank account limits amounting to a total of 1.810 thousand euros in the end of the financial year and in addition the company has an unused standby credit limit amounting to a total of 4.000 thousand euros.

The Group's interest-bearing liabilities were 28.410 thousand euros (4.437 thousand euros).

Solteq Group's equity ratio was 24,4 per cent (48,0 per cent).

The financing methods used in the acquisition of the subgroup Descom Group (Descom) on 2 July 2015 changed significantly Solteq Group's balance sheet and financing structure. Information on the acquisition is presented in note Business combinations.

On 1 July 2015 Solteq Plc (Solteq) issued an unsecured bond of 27 million euros which was used as the cash contribution payable as part of the purchase price for the entire share capital of Descom Group Oy (Descom) and the purchase of the capital loans of Descom and to refinance of the existing bank loans and other financial indebtedness of the groups of Solteq and Descom.

The bond carries a fixed annual interest of 6 per cent and its maturity is five years. The financial covenants concerning the distribution of funds and incurring financial indebtedness other than permitted in the terms of the Bond (Incurrence Covenant) require that at any agreed review date, the Equity Ratio exceeds 27.5 per cent, the Interest Coverage Ratio (EBITDA / net interest cost) exceeds 3.00:1 and that the Group's Net Interest Bearing Debt to EBITDA ratio does not exceed 3.50:1.

Upon completion of purchase of share capital approx. 4.6 million euro of purchase price of Descom Group was paid with Solteq's new shares based on a directed share issue to be paid by contribution in kind which was directed to the shareholders of Descom Group. A total of 2,799,998 new shares of Solteq Plc were issued at a subscription price of EUR 1,65 per share which was determined based on volume-weighted average price of the shares during the period of 4 May 2015 – 3 June 2015.

More information on the acquisition of Descom and the financing arrangements (e.g. prospectus, terms of the bond and the stock exchange bulletins concerning the acquisition) are available on company's website.

INVESTMENTS, RESEARCH AND DEVELOPEMENT

Gross investment during the review period was 23.259 thousand euros (958 thousand euros). 222 thousand euros of the gross investments of the financial period are mainly replacement investments and 23.037 thousand euros were related to the company acquisition. Investments in the reference year are mainly replacement investments.

Research and development

Solteq's research and development costs consist mainly of personnel costs. When developing basic products, it is Solteq's strategy to cooperate with global actors such as IBM, SAP, Symphony EYC and Microsoft and utilize their resources and distribution channels.

19.2.2015 klo 8.00

Own development efforts are focused on added value products and developing tailored service concepts.

During the review period product development costs were not amortized (none in the reference period, either).

PERSONNEL

The number of permanent employees at the end of the review period was 500 (279). In the end of the review period the number of personnel could be divided as follows: Grocery and special retail, HoReCa segment: 97 people; Wholesale, Logistics and Services: 76 people; Enterprise Asset & Service Business Management: 41 people; Descom: 211 people and 75 people in shared functions.

The key figures for Group's personnel:

	2015	2014	2013
Average number of the personnel during the review period	391	281	287
Employee benefit expenses (1 000 €)	21 484	15 234	15 850

RELATED PARTY TRANSACTIONS

Solteq's related parties include the board of directors, managing director, the management team.

Information on related party transactions and the amounts are presented in tables presented in the end of this financial statement bulletin.

SHARES, SHAREHOLDERS AND TREASURY SHARES

Solteq Plc's equity on 31.12.2015 was 1.009.154,17 euros which was represented by 17.798.059 shares. The shares have no nominal value. All shares have an equal entitlement to dividends and company assets. Shares are governed by a redemption clause.

At the end of the review period, the amount of treasury shares in Solteq was 825.881 shares. The amount of treasury shares represented 4,6 % of the total amount of shares and votes at the end of the review period. The equivalent value of acquired shares was 46.828 euros.

During the review period, thirteen flagging announcements were made.

On March 19, 2015 Solteq Plc announced that the company would dissolve the share-based incentive scheme by purchasing the capital stocks of the Management Team's holding companies. The arrangement was implemented on 13 April 2015 and it led to a change in ownership, in which Solteq Plc and its subsidiaries hold more than 5% of Solteq Plc shares and votes.

On June 18, 2015 Solteq Plc received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Sentica Buyout III GP Oy ja Sentica Buyout III Ky. According to the notification Sentica Buyout III Ky and Sentica Buyout III Co-Investment Ky are parties to an agreement or other arrangement which, if completed, would cause the direct holdings of Sentica Buyout III Ky of the shares and voting rights in Solteq Plc to exceed the 5 per cent threshold. According to the notification, Sentica Buyout III GP Oy's indirect holding through the above mentioned companies of the shares and voting rights in Solteq Plc would at the same time exceed the 5 per cent threshold. The only general partner of Sentica Buyout III Ky and Sentica Buyout III Co-Investment Ky is Sentica Buyout III GP Oy. Sentica

19.2.2015 klo 8.00

Buyout III GP Oy exercises the power of decision in the companies. The investment management functions of both the funds have been transferred to Sentica Partners Oy based on a separate investment management agreement. The change in the holdings results from an issue of new shares in Solteq Plc directed to Sentica Buyout III Ky and Sentica Buyout III Co-Investment Ky where Descom Group's shares will be transferred against the new shares of Solteq Plc based on the share purchase agreement signed on June 17, 2015 by and between Solteq Plc and the shareholders of Descom Group Oy regarding all the shares in Descom Group Oy. The arrangement was executed on July 2 2015 and Solteq Plc received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act concerning the changes in ownership caused by the arrangement on July 3 2015. According to the notification the direct holdings of Sentica Buyout III Ky of the shares and voting rights in Solteq Plc to exceed the 5 per cent threshold. According to the notification, Sentica Buyout III GP Oy's indirect holding through Sentica Buyout III Ky and Sentica Buyout III Co-Investment Ky of the shares and voting rights in Solteq Plc exceeds the 5% threshold.

On July 3, 2015 Solteq Plc received four notifications pursuant to Chapter 9, Section 5 of the Securities Markets Act related to the registration of the Solteq's new shares to trade register on July 3 2015. Due to the arrangement Ali U. Saadetdin's holdings and proportion of voting rights of Solteq Plc has fallen under the 20% threshold, Seppo Aalto's holdings and proportion of voting rights of Solteq Plc has fallen under the 10% threshold, Profiz Business Solution Corp.'s (Company ID number 0830732- 2) holdings and proportion of voting rights of Solteq Plc has fallen under the 10% threshold and the share of ownership of holdings and proportion of voting rights of Solteq Plc controlled by the company has fallen under the 5% threshold.

On July 6 Solteq Plc received three notifications pursuant to Chapter 9, Section 5 of the Securities Markets Act. Due to disposal of shares on July 3 2015 Ali U. Saadetdin's holdings and proportion of voting rights of Solteq Plc has fallen under the 10% threshold. In addition due to disposal of shares on July 3 2015 Seppo Aalto's holdings and proportion of voting rights of Solteq Plc has fallen under the 5% threshold. Due to the acquisition of shares on July 3 2015 Sentica Buyout III Ky's share of ownership of shares and voting rights of Solteq Plc exceeded the 25% threshold on 3 July 2015 due to acquisition of shares and Sentica Buyout III GP Oy's indirect holding through Sentica Buyout III Ky and Sentica Buyout III Co-Investment Ky of the shares and voting rights in Solteq Plc exceeded the 25% threshold due to the acquisition.

On November 12 2015 Solteq Plc received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Keskinäinen Työeläkevakuutusyhtiö Varma (Varma). According to the notification of major shareholding, Varma's holdings and proportion of voting rights of Solteq Plc has exceeded the 5% threshold on 13 November 2015 due to acquisition of shares. Before the acquisition Varma held 644.917 Solteq shares. After the acquisition Varma holds 1.050.697 Solteq shares which represent 5.90 per cent of all of the company's shares and votes.

On November 26 2015 Solteq Plc received a notification based on chapter 9 section 5 of the Securities Market Act from Profiz Business Solution Plc (Profiz). According to the notification of major shareholding, Profiz's holdings and proportion of voting rights of Solteq Plc has exceeded the 10% threshold on 26 November 2015 due to acquisition of shares. Before the acquisition Profiz held 1.756.180 Solteq shares. After the acquisition Profiz holds 1.781.790 Solteq shares which represent 10,01 per cent

Exchange and rate

During the financial year, the exchange of Solteq's shares in the Helsinki Stock Exchange was 5,0 million shares (0,8 million shares) and 11,5 million euros (1,2 million euros). Highest rate during the financial year was 1,97 euros and lowest rate 1,32 euros. Weighted average rate of the share was 1,71 euros and end rate 1,78 euros. The market value of the company's shares in the end of the financial year totalled 31,7 million euros (19,9 million euros).

19.2.2015 klo 8.00

Ownership

In the end of the financial year, Solteq had a total of 1.911 shareholders (1.689 shareholders). Solteq's 10 largest shareholders owned 13.377 thousand shares i.e. they owned 75,2 per cent of the company's shares and votes. Solteq Plc's members of the board own 15 thousand shares on 31 December 2015.

ANNUAL GENERAL MEETING

At Solteq Plc's Annual General Meeting on 16 March 2015 the 2014 financial statements were adopted and the members of the board and the managing director were discharged from liability for the 2014 financial period.

In the meeting was accepted the proposal by the board that for the financial year 2014, there will be paid a dividend of 0.03 euros per each share on the market. In addition to this, the annual general meeting authorized the board to decide, in accordance with the Finnish Companies Act 13 chapter 6§ 2 paragraph, on a distribution of dividend, or other distribution of funds from the equity trust, for an amount of maximum 0.05 euros. The board is also allowed to decide on the timing and other details of this. The authorization is valid until the beginning of the next Annual General Meeting.

The Annual General Meeting authorized the Board of Directors to decide on the purchase of the Company's own shares to improve the capital structure, to be used as a part of remuneration of personnel, to finance and execute business acquisitions and other business arrangements or to be further transferred or cancelled. The proposal includes authorization to take company's own shares as a pledge. According to the proposal, the total number of the shares purchased shall not exceed 10 percent of all shares of the Company and they can be purchased otherwise than in proportion to the shareholdings of the shareholders. The shares shall be purchased at a price formed in public trading. The authorization includes that the Board of Directors may decide the terms and other matters concerning the purchase of own shares. The authorization is effective until the next Annual General Meeting.

The Annual General Meeting authorized the Board of Directors to give new shares or convey company's own shares. The authorization would be executed by one or more share issues, maximum total amount being 5.000.000 shares. The authorization includes a right to deviate from the shareholders' pre-emptive right of subscription. The authorization includes that the Board of Directors may decide the terms and other matters concerning the share issue. The authorization is effective until the next Annual General Meeting.

BOARD OF DIRECTORS AND AUDITORS

At Solteq Plc's Annual General Meeting on 16 March 2015, seven members were elected to the Board of Directors. Ali Saadetdin, Seppo Aalto, Markku Pietilä, Sirpa Sara-aho, Jukka Sonninen, Matti Roininen and Olli Välimäki. The Board elected Ali Saadetdin to act as the Chairman of the Board.

The General Meeting held on 19 October 2015 decided that The Board of Directors includes six (6) members for the term of office that expires at the end of the first Annual General Meeting of Shareholders. The General Meeting decided that Aarne Aktan, Eeva Grannenfelt, Kirsi Harra-Vauhkonen, Markku Pietilä, Mika Uotila and Olli Väätäinen are elected as Board members.

In the Board meeting, held after the Annual General Meeting, Mika Uotila was elected as the Chairman of the Board.

KPMG Oy Ab, Authorized Public Accountants, was re-elected as Solteq's auditors. Lotta Nurminen, APA, acted as the chief auditor.

19.2.2015 klo 8.00

EVENTS AFTER THE REVIEW PERIOD

After the review period the implementation of the subsidiary mergers were entered into Finnish Trade register on 1 January 2016. The mergers were executed according to the merger plans announced on 8 September 2015. Descom Ltd, totally owned by Descom Group Ltd merged with Descom Group Ltd and Descom Group Ltd, totally owned by Solteq Plc, merged with Solteq Plc.

RISKS AND UNCERTAINTIES

The key uncertainties and risks in short term are related to the management of changes in financing and balance sheet structures, the timing and pricing of business deals that are the basis for revenue, changes in the level of costs and the company's ability to manage extensive contract agreements and deliveries.

The key business risks and uncertainties of the company are monitored constantly as a part of the board of directors' and management team's duties. The company has not organized a separate internal audit organization or committee.

PROPOSAL OF THE BOARD OF DIRECTORS ON THE DISPOSAL OF PROFIT FOR THE FINANCIAL YEAR

At the end of the financial period 2015, the distributable equity of the Group's parent company is 12 824 317,24 euros.

The Solteq Plc Board proposes to the Annual General Meeting that no dividend will be paid from the financial period 2015.

The Board considers that there are no proper economic conditions for dividend distribution or other distribution of funds. According to the terms and conditions of the bond and with current equity ratio, the distribution of funds would lead to the realization of maturity conditions of the bond.

No essential changes have taken place in the company's financial situation after the end of the financial period.

Financial reporting

This Financial Statements Bulletin 1.1.-31.12.2015 has been prepared in accordance with IAS 34 Interim Financial Reporting –standard. The financial statement figures presented in the bulletin are based on the company's audited financial statements using the same accounting policies. The Auditor's Report was provided on 18/2/2016.

The financial result is reported through four business areas. Solteq Plc's reported segments are Grocery and special retail, HoReCa; Wholesale, Logistics and Services and Enterprise resource planning of services. The totally owned subsidiary Descom Group Ltd, acquired on 2 July 2015, is presented as one segment. The most essential product and service types of the Solteq group of companies are software services, licenses and hardware sales.

All forecasts and estimates presented in the bulletin are based on the current views of management on the economic environment and outlook. Because of this, the results can differ as a result of, among other factors, changes in economy, markets and competitive conditions, changes in the regulatory environment and other government actions.

19.2.2015 klo 8.00

FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME ON SERNIN
(TEUR)

	1.10.- 31.12.2015	1.10.- 31.12.2014	1.1.- 31.12.2015	1.1.- 31.12.2014
REVENUE	20 357	12 218	54 215	40 933
Other income	109	0	125	0
Materials and services	-6 130	-4 668	-15 153	-12 508
Employee benefit expenses	-10 037	-5 026	-26 374	-18 897
Depreciation and impairments	-560	-344	-1 782	-1 320
Other expenses	-3 510	-1 271	-9 744	-5 718
OPERATING RESULT	230	909	1 288	2 490
Financial income and expenses	-453	-49	-984	-177
RESULT BEFORE TAXES	-223	860	305	2 313
Income tax expenses	-115	-122	-203	-420
RESULT FOR THE FINANCIAL PERIOD	-337	738	102	1 893
OTHER COMPREHENSIVE INCOME TO BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS				
Cash flow hedges	0	0	29	6
Other comprehensive income, net of tax	0	0	23	5
TOTAL COMPREHENSIVE INCOME	-337	738	125	1 898
Total profit for the period attributable to Owners of the parent	-337	738	102	1 893
Total comprehensive income attributable to				

19.2.2015 klo 8.00

Owners of the parent	-337	738	125	1 898
Earnings / share, e(undiluted)	-0,02	0,05	0,01	0,13
Earnings / share, e(diluted)	-0,02	0,05	0,01	0,13

Taxes corresponding to the result have been presented as taxes for the period.

CONSOLIDATED BALANCE
SHEET (TEUR)

31.12.2015 31.12.2014

ASSETS

NON-CURRENT ASSETS

Tangible assets	2 032	1 652
Intangible assets		
Goodwill	35 235	12 730
Other intangible rights	4 958	2 231
Available-for-sale financial assets	987	555
Trade and other receivables	207	15
Total non-current assets	43 419	17 183

CURRENT ASSETS

Inventories	23	35
Trade and other receivables	18 190	5 290
Cash and cash equivalents	2 619	2 530
Total current assets	20 832	7 855
TOTAL ASSETS	64 251	25 038

19.2.2015 klo 8.00

EQUITY AND LIABILITIES

EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

Share capital	1 009	1 009
Share premium reserve	75	75
Hedging reserve	0	-23
Reserve for own shares	-1 109	-1 069
Distributable equity		
reserve	10 449	6 392
Retained earnings	4 983	5 328
Total equity	15 407	11 712
Non-current liabilities		
Deferred liabilities	1 019	512
Financial liabilities	27 385	2 591
Current liabilities	20 440	10 223
Total liabilities	48 844	13 326
TOTAL EQUITY AND LIABILITIES	64 251	25 038

CASH FLOW STATEMENT (MEUR)

	1-12/2015	1-12/2014
Cash flow from business operations	0,40	3,27
Cash flow from capital expenditure	-16,50	-0,24
Cash flow from financing activities		
Own shares	-0,43	-0,14
Dividend distribution	-0,45	-0,90
Loan agreements	17,07	-1,82
Cash flow from financing activities	16,19	-2,86
Change in cash and cash equivalents	0,09	0,16

19.2.2015 klo 8.00

STATEMENT OF CHANGES IN GROUP EQUITY (TEUR)

A=Share capital

B=Reserve for own shares

C=Share premium account

D=Hedging reserve

E=Distributable equity reserve

F=Retained earnings

G=Total

	A	B	C	D	E	F	G
EQUITY 1.1.2014	1 009	-933	75	-28	6 392	4 331	10 846
Total comprehensive income				5		1 893	1 898
Transactions with owners							
Own shares acquired		-135					-135
Dividend distribution						-896	-896
Transactions with owners		-135				-896	-1 031
EQUITY 31.12.2014	1 009	-1 069	75	-23	6 392	5 328	11 712
EQUITY 1.1.2015	1 009	-1 069	75	-23	6 392	5 328	11 712
Total comprehensive income				23		102	125
Transactions with owners							
Own shares acquired		-40					-40
Directed issue					4 242		4 242
Fees for the board members in the form of treasury shares					127		127
Dividend distribution						-447	-447
Management incentives					-312		-312
Transactions with owners		-40			4 057	-447	3 570
EQUITY 31.12.2015	1 009	-1 109	75	0	10 449	4 983	15 407

SEGMENT INFORMATION

Turnover by segment:

Me	1-12/15	1-12/14	Change
Grocery and special retail, HoReCa	19,3	20,5	-1,2

19.2.2015 klo 8.00

Wholesale, Logistics and Services Enterprise Asset & Service Business Management	12,0	15,4	-3,4
Descom*	4,9	5,0	-0,1
Descom*	18,1	0,0	+18,1
Total	54,2	40,9	+13,3

Operating result by segment:

Me	1-12/15	1-12/14	Change
Grocery and special retail, HoReCa	0,9	1,2	-0,3
Wholesale, Logistics and Services Enterprise Asset & Service Business Management	0,8	0,6	+0,2
Descom*	0,3	0,7	-0,4
Descom*	1,1	0,0	+1,1
Items unallocated to segments	-1,8	0,0	-1,8
Total	1,3	2,5	-1,2

*Descom Group is consolidated to Solteq Group from July 2 2015.

QUARTERLY KEY INDICATORS (MEUR)

	1Q/14	2Q/14	3Q/14	4Q/14
Net turnover	9,87	10,52	8,33	12,22
Operating result	0,59	0,55	0,44	0,91
Result before taxes	0,51	0,54	0,41	0,86
	1Q/15	2Q/15	3Q/15	4Q/15
Net turnover	9,13	9,82	14,90	20,36
Operating result	0,46	0,66	-0,06	0,23
Result before taxes	0,44	0,64	-0,55	-0,22

TOTAL INVESTMENTS (TEUR)

	1-12/2015	1-12/2014
Continuing operations, group total	23 259	958

LIABILITIES (MEUR)

	31.12.2015	31.12.2014
Business mortgages	10,00	10,00
Other lease liabilities	0,25	0,15
Lease liabilities for premises	6,20	4,90

19.2.2015 klo 8.00

RELATED PARTY TRANSACTIONS (TEUR)	31.12.2015	31.12.2014
Renting arrangements	80	85
Sales to group company	70	0
Outsourcing expenses	3	0
Purchasing the capital stocks of the Management companies	383	0

Transactions with the insiders have been done at market price and are part of the company's normal software service business.

FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The fair values of the financial assets and liabilities are mainly the same as the book values on both 31.12.2015 and 31.12.2014. Hence they are not presented in table form in the bulletin.

DISTRIBUTION OF HOLDINGS BY SECTOR DECEMBER 31, 2015

	Number of holdings	Shares and votes	
		%	number
Private companies	68	45,9 %	8 162 102
Financial and insurance institutions	7	1,7 %	300 237
Public-sector organizations	2	17,7 %	3 155 597
Households	1 826	34,7 %	6 173 447
Non-profit organizations	2	0,0 %	231
Foreigners	6	0,0 %	6 445
Total	1 911	100,0 %	17 798 059
Total of Nominee-registered	5	1,4 %	247 612

DISTRIBUTION BY NUMBER OF SHARES DECEMBER 31,2015

Number of shares	Number of holdings	Shares and votes	
		%	number
1 - 100	383	0,2 %	27 348
101 - 1 000	1 066	2,8 %	499 549
1 001 - 10 000	373	6,5 %	1 154 526
10 001 - 100 000	73	11,7 %	2 083 564
100 001 - 1 000 000	11	17,3 %	3 074 888
1 000 000 -	5	61,6 %	10 958 184
Total	1 911	100,0 %	17 798 059
Total of Nominee-registered	5	1,4 %	247 612

19.2.2015 klo 8.00

MAJOR SHAREHOLDERS DECEMBER 31, 2015

	Shares and votes number	%
1. Sentica Buyout III Ky	4 621 244	26,0
2. Keskinäinen Työeläkevakuutusyhtiö Elo	2 000 000	11,2
3. Profiz Business Solution Oyj	1 781 790	10,0
4. Saadetdin Ali	1 399 553	7,9
5. Keskinäinen Työeläkevakuutusyhtiö Varma	1 155 597	6,5
6. Solteq Plc	825 881	4,6
7. Aalto Seppo	671 882	3,8
8. Roininen Matti	420 000	2,4
9. Corpinghouse Oy	321 356	1,8
10. Sentica Buyout III Co-Investment	180 049	1,0
10 largest shareholders total	13 377 352	75,2
Total of nominee-registered	247 612	1,4
Others	4 173 095	23,4
Total	17 798 059	100,0

FINANCIAL
PERFORMANCE

INDICATORS (IFRS)	2015	2014	2013	2012	2011
Net turnover MEUR	54,2	40,9	38,1	39,0	27,1
Change in net turnover	32,5 %	7,4 %	-2,3 %	43,7 %	0,5 %
Operating result MEUR	1,3	2,5	2,1	2,7	1,5
% of turnover	2,4 %	6,1 %	5,6 %	7,0 %	5,4 %
Result before taxes MEUR	0,3	2,3	1,9	2,4	1,3
% of turnover	0,6 %	5,7 %	5,1 %	6,2 %	4,7 %
Equity ratio, %	24,4	48,0	43,5	37,2	34,2
Gearing, %	167,4 %	16,3 %	29,4 %	51,5 %	65,4 %
Gross investments in non-current assets MEUR	23,3	1,0	1,0	7,4	0,5
Return on equity, %	0,8 %	16,8 %	15,5 %	21,2 %	16,0 %
Return on investment, %	4,5 %	15,5 %	13,2 %	20,8 %	13,1 %
Personnel at end of period	500	279	277	288	212
Personnel average for period	391	281	287	270	211

KEY INDICATORS PER SHARE

Earnings / share, e	0,01	0,13	0,11	0,12	0,08
Earnings / share,					

19.2.2015 klo 8.00

e(diluted)	0,01	0,13	0,11	0,12	0,08
Equity / share, e	0,91	0,79	0,72	0,67	0,52

CALCULATION OF FINANCIAL RATIOS

Solvency ratio, in percentage:

$$\frac{\text{equity}}{\text{balance sheet total} - \text{advances received}} \times 100$$

Gearing:

$$\frac{\text{interest bearing liabilities} - \text{cash, bank balances and securities}}{\text{equity}} \times 100$$

Return on Equity (ROE) in percentage:

$$\frac{\text{profit or loss before taxation} - \text{taxes}}{\text{equity}} \times 100$$

Profit from invested equity in percentage:

$$\frac{\text{profit or loss before taxation} + \text{interest expenses and other financing expenses}}{\text{balance sheet total} - \text{non-interest bearing liabilities}} \times 100$$

Earnings per share:

$$\frac{\text{pre-tax result} - \text{taxes} \pm \text{minority interest}}{\text{diluted average share issue corrected number of shares}}$$

Diluted earnings per share:

$$\frac{\text{diluted profit before taxation} - \text{taxes} \pm \text{minority interest}}{\text{diluted average share issue corrected number of shares}}$$

Equity per share:

$$\frac{\text{equity}}{\text{number of shares}}$$

19.2.2015 klo 8.00

ACQUISITIONS**Descom Group Oy**

Description of the acquired company:

On July 2 2015, Solteq acquired the entire capital stock of Descom Group Oy at a purchase price of approx 11.1 million euros and the capital loans at a purchase price of approx. 11.9 million euros. As a result of the corporate acquisition, Descom Group Oy became a subsidiary entirely owned by Solteq Plc.

Descom offers sales, marketing and customer service solutions for companies in trade, industry and the service sector. Descom Group has about 240 employees in Finland, Sweden and Poland. Descom Group is consolidated to Solteq Group from July 2 2015. Descom Group Oy was merged to Solteq Plc on 1 January 2016.

Impact of the acquired company to Solteq Group

Aggregate figures for the acquisition

2.7.2015

Thousand EUR

Consideration

Paid in cash	6 601
Directed issue	4 536
Total	11 137

Provisional values of the assets and liabilities arising from the acquisition

Tangible fixed assets	992
Intangible assests, customerships*	3 520
Other intangible assets	164
Deferred tax assets	181
Available-for-sale financial assets	8
Trade and other receivables	7 850
Cash and cash equivalents	1 139
Total assets	13 854
Capital loans	-11 950
Trade payables and other liabilities	-5 399
Loans	-6 949

19.2.2015 klo 8.00

Provisions	-187
Deferred tax liabilities	-738
Total liabilities	-25 223

The goodwill value from the acquisition **22 506**

Cash flow from the acquisition

Consideration paid in cash and the purchase of capital loans	18 501
Cash and cash equivalents of the acquired company 2.7.2015	1 139
Total cash flow from the acquisition	17 362

* Depreciations of the intangible rights during the reporting period are 220 thousand euros (customerships).

Goodwill consists of assets that cannot be separated like synergy benefits, competent personnel, market share and entrance new markets. Adjustments of the fair value to the other intangible assets reflect the value of Descom Group's customerships.

Expenses related to the acquisition

Other expenses	820
Transaction costs of the Bond (allocated to financial expenses during the loan period)	360
Distributable equity reserve	294
Total expenses related to the acquisition	1 474

Impact on the Solteq Group's number of personnel **240**

Impact on the Solteq Group's comprehensive income statement **7-12/2015**

Revenue**	18 090
Operating profit**	1 104

19.2.2015 klo 8.00

*The amount of the revenue and the operating profit from acquisition date to the end of the reporting period. The acquired company is consolidated into the Solteq Group as of 2.7.2015. The revenue and the operating profit of the acquired company as the acquisition had taken place at the first day of the reporting period are not presented, because many significant pre-acquisition arrangements were performed in June 2015.

The Group did not have any acquisitions of business during the financial year 2014.

Financial reporting

Solteq's audited financial statements for the year 2015 is published in the company's web site on February 19, 2016. Additional information on 2015 is also available on our website from February 19, 2016. We will not publish printed Annual Report.

Solteq Plc's financial information bulletins in 2016 have been scheduled as follows:

- Interim Report 1-3/2016 on Thursday April 21, 2016 at 8 am
- Interim Report 1-6/2016 on Friday July 15, 2016 at 8 am
- Interim Report 1-9/2016 on Tuesday October 25, 2016 at 8 am

More investor information is available from Solteq's website at www.solteq.com

Additional information:

CEO, Repe Harmanen

Tel +358 400 467 717

E-mail repe.harmanen@solteq.com

CFO, Antti Kärkkäinen

Tel +358 40 8444 393

E-mail antti.karkkainen@solteq.com

Distribution:

NASDAQ OMX Helsinki

Key media

www.solteq.com