### **FINANCIAL RESULTS 2015**



#### DISCLAIMER



This Presentation has been prepared by Wirtualna Polska Holding S.A. with its registered office in Warsaw (the "Company") in connection with the publication of financial results.

Matters discussed in this Presentation may constitute forward-looking statements. Forward-looking statements are those other than statements of historical facts. Statements which include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "will", "targets", "aims", "may", "would", "could", "continue" and similar statements of a future or forward-looking nature indicate such forward-looking statements. Forward-looking statements include statements regarding financial performance, business strategy, plans and objectives of the Company for future operations (including development plans relating to the Company). All forward-looking statements included in this Presentation address matters that involve known and unknown risks, uncertainties and other factors which could cause the Company's actual results, performance or achievements to differ materially from those indicated in these forward-looking statements and from past results, performance or achievements of the Company. Such forward-looking statements are based upon various assumptions of future events, including numerous assumptions regarding the Company's present and future business strategies and future operating environment. Although the Company believes that these estimates and assumptions are reasonable, they may prove to be incorrect. The Company and its respective agents, employees or advisors do not intend to, and expressly disclaim any duty, undertaking or obligation to make or disseminate any supplement, amendment, update or revision to any of the information, opinions or forward-looking statements contained in this Presentation to reflect any change in events, conditions or circumstances.

This Presentation contains certain statistical and market information. Such market information has been sourced from and/or calculated based on data provided by third-party sources identified in this Presentation or by the Company, if not attributed exclusively to third-party sources. Because such market information has been prepared in part based upon estimates, assessments, adjustments and judgments which are based on the Company's or third-party sources' experience and familiarity with the sector in which the Company operates and has not been verified by an independent third party, such market information is to a certain degree subjective. While it is believed that such estimates, assessments, adjustments and judgments are reasonable and that the market information prepared appropriately reflects the sector and the market in which the Company operates, there is no assurance that such estimates, assessments, adjustments are the most appropriate for making determinations relating to market information or that market information prepared by other sources will not differ materially from the market information included herein.

The information, opinions and forward-looking statements contained in this Presentation speak only as at the date of this Presentation, and are subject to change without notice. Company is under no obligation to update or keep current the information contained in this Presentation and makes no representation, express or implied, as to the accuracy or completeness of the information contained in this Presentation. To the extent permitted under the applicable provisions of law, neither the Company, nor any of its respective affiliates, advisors or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss however arising from any use of this Presentation or its contents or otherwise arising in connection with this Presentation.

To the extent permitted under the applicable provisions of law, no representation, warranty or undertaking, expressed or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or the opinions contained herein.

This Presentation does not constitute or form part of, and should not be construed as, an offer, solicitation or invitation to subscribe for, underwrite or otherwise acquire, any securities of the Company or any member of its group (the "Group"), nor should it or any part of it form the basis of, or be relied on in connection with, any contract to purchase or subscribe for any securities of the Company or any member of its Group, nor shall it or any part of it form the basis of or be relied on in connection with any contract or commitment whatsoever. This Presentation does not constitute a recommendation regarding any securities of the Company or its Group.

### **Key Numbers**



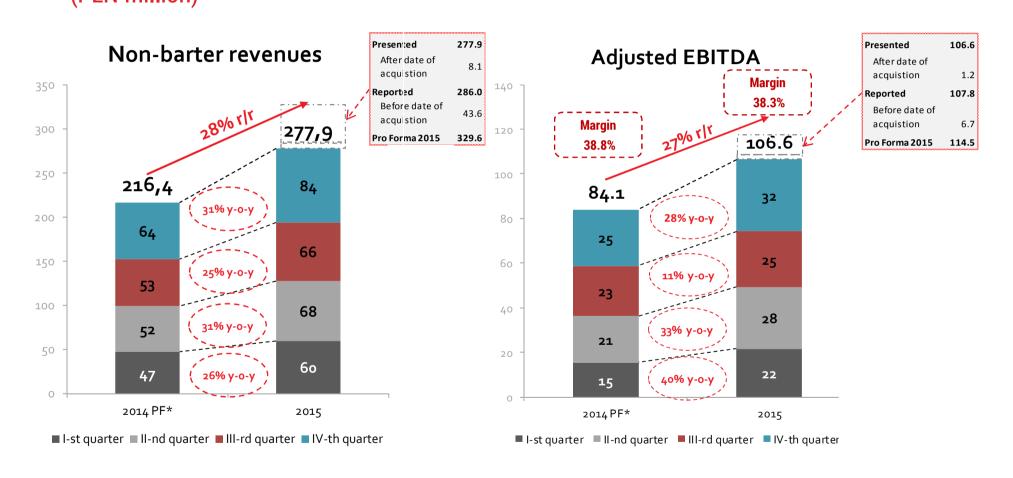
PLN 000s	For the year ended 31 December 2015	For the year ended 31 December 2014	Change %	For the year ended 31 December 2014 Pro forma*	Change %
Sales revenues	325,7	200,6	62,4%	248,3	31,2%
Non-barter sales revenues	286,1	172,9	65,4%	216,4	32,2%
Adjusted EBITDA	107,9	77,6	39,1%	84,1	28,3%

PLN 000s	Three months ended 31 December 2015	Three months ended 31 December 2014	Thre Change %	e months ended 31 December 2014 Pro forma*	Change %
Sales revenues	102,1	68,96	48,0%	75,5	35,1%
Non-barter sales revenues	89,4	58,3	53,3%	64,1	39.5%
Adjusted EBITDA	33,4	24,7	35,2%	25,2	32,3%

#### 28% y-o-y growth in L4L Revenues



Non-barter revenues and Adjusted EBITDA excluding 2015 Acquisitions\*\*, (PLN million)



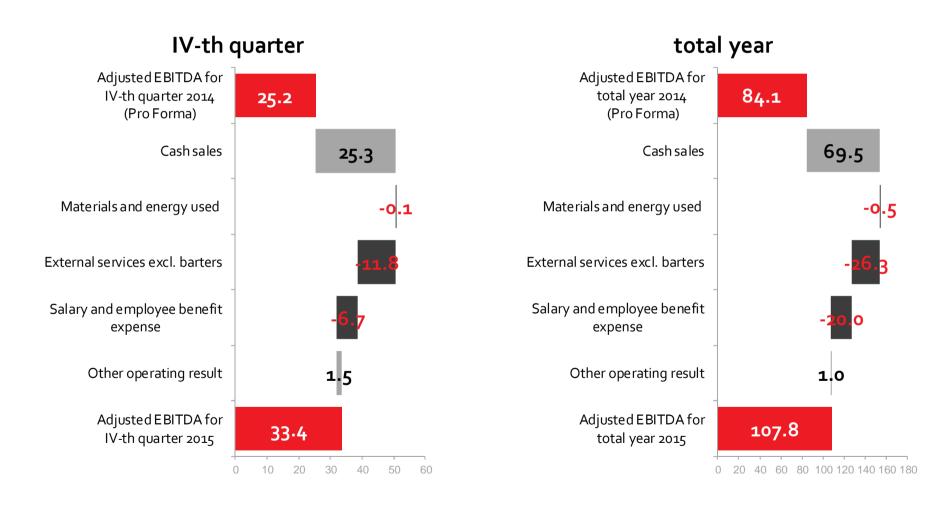
<sup>\* 2014</sup> Pro Forma as presented in annual FS 2014 (IPO prospectus)

<sup>\*\*</sup> Financial results of NextWeb Media, Blomedia.pl, Finansowysupermarket, Web Broker, Allani and Enovatis ["Acquisitions 2015"] are presented as a separate line (for comparative purposes)

#### **Adjusted EBITDA increased by PLN 23.7 million**



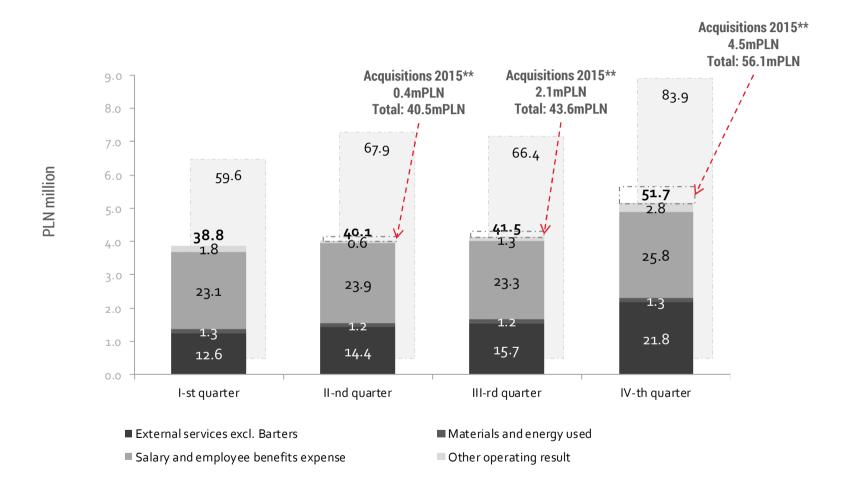
**EBITDA Bridge, (PLN million)** 



#### **Controlled EBITDA margin**



#### Operating costs\* excluding Acquisitions 2015\*\*, (PLN million), quarterly



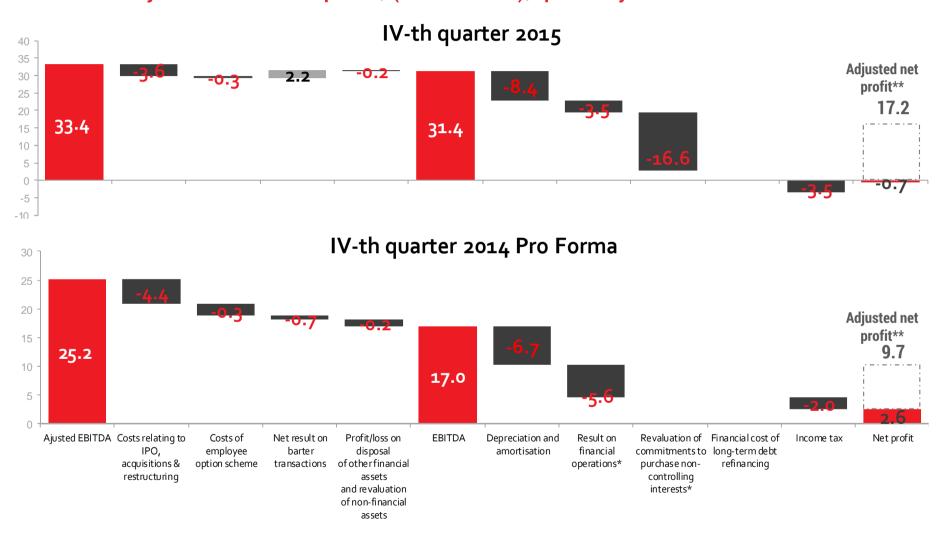
<sup>\*</sup> Operating costs included in the normalised EBITDA

<sup>\*\*</sup> Operating costs of NextWeb Media, Blomedia.pl, Finansowysupermarket, Web Broker and Allani ["Acquisitions 2015"] are presented as a separate line (for comparative purposes)

### 2015 Net Profit impacted by revaluation of option on non-controlling interest of DOMODI



EBITDA adjusted to the net profit, (PLN million), quarterly



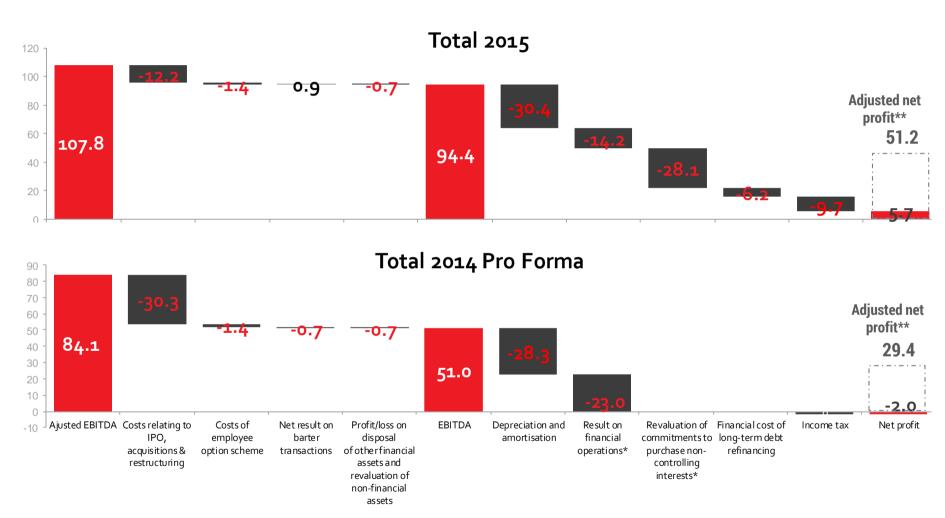
<sup>\*</sup> Revaluation of commitments to purchase non-controlling interests of DOMODI is presented as separate line

<sup>\*\*</sup> Adjustments included: Costs relating to IPO, acquisitions & restructuring; Costs of employee option scheme; Net result on barter transactions; Revaluation of commitments to purchase non-controlling interests of DOMODI and Financial cost of long-term debt refinancing

#### **Net profit increased by PLN 7.7 million**



EBITDA adjusted to the net profit, (PLN million), yearly



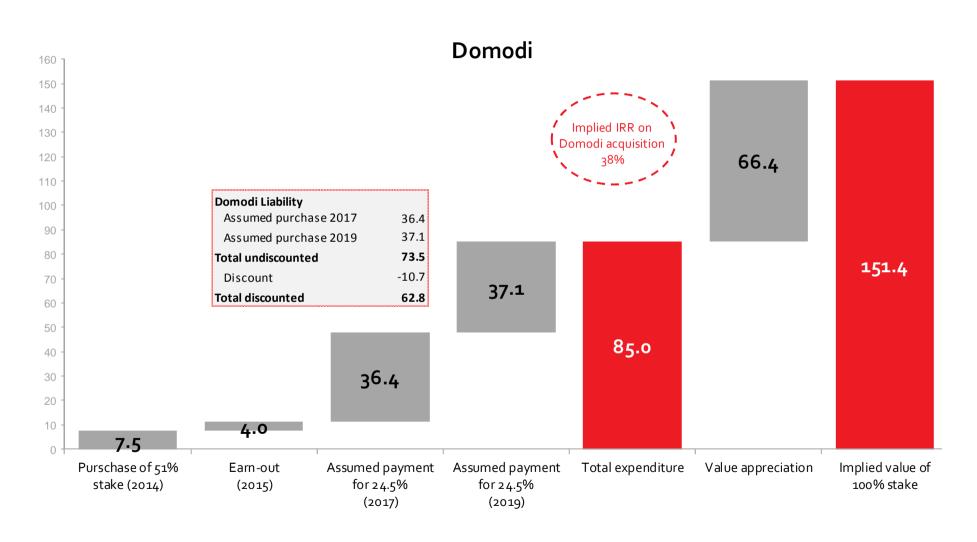
<sup>\*</sup> Revaluation of commitments to purchase non-controlling interests of DOMODI is presented as separate line

<sup>\*\*</sup> Adjustments included: Costs relating to IPO, acquisitions & restructuring; Costs of employee option scheme; Net result on barter transactions; Revaluation of commitments to purchase non-controlling interests of DOMODI and Financial cost of long-term debt refinancing

#### Implied 2019 IRR on Domodi Acquisition - 38%

# W

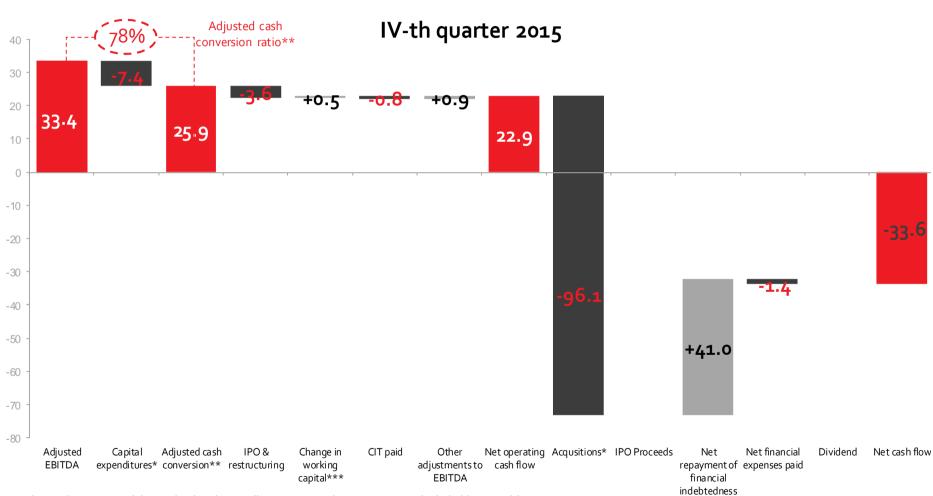
#### Domodi acquistion and recognized liability, PLN m



#### Adjusted cash conversion ratio - 78%

## W

#### Adjusted EBITDA and cash flows, (PLN million), quarterly



<sup>\*</sup> Purchase of OpenFM, PolskaStacja.pl and Domodi & SportoweFakty earn-outs are included in Acqusitions

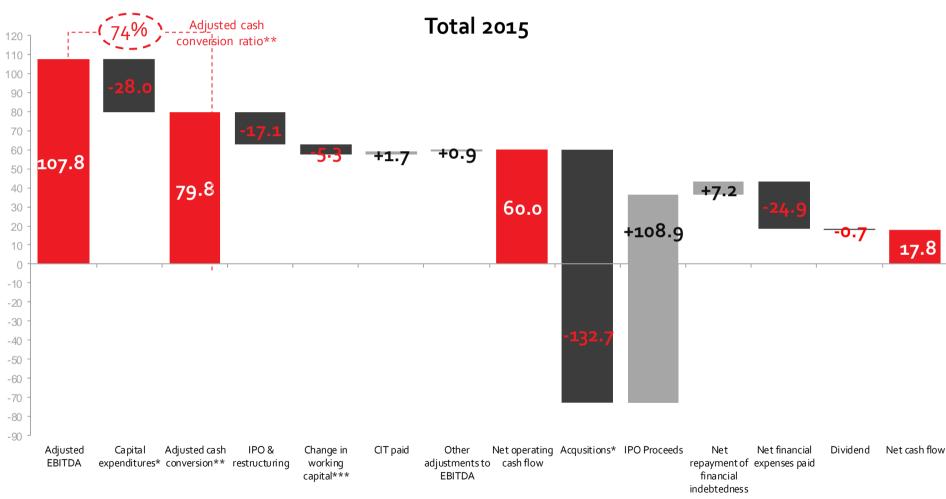
<sup>\*\*</sup> Adjusted cash conversion: Adjusted EBITDA minus capital expenditures, excluding purchase of OpenFM, PolskaStacja.pl and Domodi & SportoweFakty earn-outs

<sup>\*\*\*</sup> Change of working capital resulting from other payments related to IPO is recognised in IPO & restructuring line

#### Adjusted cash conversion ratio - 74%

#### Adjusted EBITDA and cash flows, (PLN million), yearly





<sup>\*</sup> Purchase of OpenFM, PolskaStacja.pl and Domodi & SportoweFakty earn-outs are included in Acqusitions

<sup>\*\*</sup> Adjusted cash conversion: Adjusted EBITDA minus capital expenditures, excluding purchase of OpenFM, PolskaStacja.pl and Domodi & SportoweFakty earn-outs

<sup>\*\*\*</sup> Change of working capital resulting from other payments related to IPO is recognised in IPO & restructuring line

#### Improved leverage ratio after 2 years of acquisitions



#### Balance sheet and financial leverage ratios, (PLN million)

Balance sheet PLN Million	31 December 2014	30 September 2015	31 December 2015
Non-current assets	485,0	·	638,2
Working Capital	-1,3	-	_
Receivables	49,6		
Capitalized costs of public offering	1,0		
Other current assets	3,1	3,1	3,8
Liabilities and operational reserves	-55,0		
Net debt	-189,3	-102,3	-182,1
Cash and cash equivalents	31,1	82,6	49,0
Bank loans, borrowings and leases	-220,4	-184,8	-231,1
Other provisions and liabilities	-48,8	-75,5	-106,8
Contingent and other M&A liabilities	-3,0	-12,4	-17,9
IRS - cash flow hedges	-6,0	-2,2	-2,3
Liabilities with respect to put options for non-controlling interests	-32,4	-45,4	-62,8
Deferred tax liabilities	-7,4	-15,4	-23,9
Equity	245,6	354,1	357,6
Financial leverage ratios			
X	31 December 2014	30 September 2015	31 December 2015
Adjusted EBITDA LTM (Pro Forma)	84,1	99,7	107,8
Financial leverage ratio (Net debt / Adjusted Ebitda LTM)	2,3	1,0	1,7

#### **IPO funds utilisation**

#### **PLN million**



