

## Due Diligence and Valuation Report

Arrowhead Code: 76-01-05  
 Coverage initiated: 01 December 2015  
 This document: 28 October 2016  
 Fair share value bracket-DCF: € 2.69 and € 3.26  
 Share price (28 October 16): € 1.93<sup>i</sup>

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### Market Data

52-Week Range: € 0.86 - € 2.10<sup>ii</sup>  
 Average Daily Volume: 14,160<sup>iii</sup>  
 Market Cap. (28-Oct-16): € 40.94 MM

### Financial Forecast (in €) (FY ending - Dec)

€	'16E	'17E	'18E	'19E	'20E	'21E	'22E
High PBT '000	4,851	5,704	6,416	6,683	7,165	7,513	7,803
High NI '000	3,871	4,552	5,139	5,371	5,786	6,087	6,343
High EPS	0.18	0.22	0.25	0.26	0.28	0.29	0.31
Low PBT '000	4,521	5,317	5,954	6,171	6,492	6,766	6,988
Low NI '000	3,595	4,230	4,755	4,942	5,220	5,457	5,652
Low EPS	0.17	0.20	0.23	0.24	0.25	0.26	0.27

**Company Overview:** Keyware Technologies (herein referred to as "Keyware", "KEYW", "the Company", or "the Group") is a Belgium-based independent network service provider in the electronic payments industry. Keyware primarily operates in Belgium, with a small presence in Netherlands. The Company was formed in 1996 and got listed on Euronext Brussels in September 2003 with the stock symbol of "KEYW". Prior to 2003, Keyware was listed on NASDAQ Europe (also known as EASDAQ) since June 2000.

The Company's operations include renting/selling of payment terminals including programming, personalization, installation, maintenance and repair services. KEYW has collaborated with world leaders in payment terminal manufacturing, like Worldline, Ingenico, Verifone, to offer its customers a wide range of solutions for payment terminals. It also provides transaction services and has partnered with Worldline, Six Pay, PaySquare, EMS and Bancontact to enhance the quality of its services. With a view to offer end-to-end payment solutions to its customers, the Company also offers payment services for m-commerce and e-commerce through its payment service platform - PayService. Keyware currently has more than 17,000 customers using their services in various fields-hotels, fashion stores, grocery chains, government agencies etc.



Company: Keyware Technologies NV  
 Ticker: EBR: KEYW  
 Headquarters: Zaventem, Belgium  
 CEO: Mr. Stéphane Vandervelde  
 CFO: Mr. Alain Hubert  
 COO: Mr. Wim Verfaillie  
 CCO: Mr. Joris Maes  
 Website: [www.keyware.com](http://www.keyware.com)

Arrowhead is updating coverage on Keyware Technologies NV with a fair value bracket of € 2.69 (Low-Bracket estimate) and € 3.26 (High-Bracket estimate).

**Key Highlights:** **(1)** We expect a CAGR of 13.9% (low bracket) to 16.8% (high bracket) in profit before tax (PBT) during 2015-18 period; **(2)** The Company's PBT increased to € 2,303k in 1H2016 from € 1,942k in 1H2015. In 2015, PBT more than doubled to € 4,028k on YoY basis. KEYW's revenues grew by 4.0% YoY to € 9,251k in 1H2016, while revenues increased by 28.5% in 2015 to € 12,491k from € 9,718k; **(3)** We expect the terminals to increase to 18.6k-18.9k by the end of 2016 compared to 16,947 in 2015 which also includes IB through Germany operations; **(4)** In 1H2016, Keyware's debt decreased by € 658k to € 3,600k from € 4,258k at the end of 2015.; **(5)** Net profit in 1H2016 decreased to € 1,865K from € 2,364K YoY due to deferred tax charge; **(6)** In 2015, Keyware revised its commission model from Spread Income Model to Brokerage Model, which is expected to be over by end of 2018; **(7)** Keyware to buy-back shares worth EUR 1 million over a period of 1 year; **(8)** Distribute dividend of EUR 0.02 per share; **(9)** Keyware becomes the certificate holder in the "Terminal Provider" and "POS Gateway" categories after signing an agreement with Bancontact; **(10)** Keyware to open office in Germany; **(11)** Keyware signed for 40% participation in French Fintech Company Magellan SAS; **(12)** Bringing Worldline on board has given a major boost to the Company's expansion in Tier II markets.

**Key Risks:** Key risks include lower than expected increase in the terminal base, excessive contract terminations and slow adaptability to the ever changing technology. Also, there are a few pending legal disputes against the Company and its subsidiaries which lie outside the scope of normal business operations as per the Group.

**Valuation and Assumptions:** On the basis of due diligence and valuation estimates, Arrowhead believes that KEYW's fair share value lies in the € 2.69 - € 3.26 bracket using Discounted Cash Flow (DCF), which is our primary valuation methodology.<sup>iv</sup> Our fair value bracket implies PE multiple of 15.7x and 19.0x based on our 2016 earnings estimates, compared to the industry average of 21.1x.

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## 1. Summary and Outlook

We update coverage on Keyware Technologies NV, headquartered in Zaventem, Belgium, an independent network service provider in the electronic payment industry. It has its own transaction platform and a number of strategic partners for payment terminals, acquiring services, e-commerce, m-commerce and air time.

### Key Highlights:

- (1) Keyware's 1H2016 revenues increased by 4.0% to € 9,251k from € 8,892k in 1H2015. However, the net profit declined by 21.1% YoY to € 1,865K in 1H2016 from € 2,364K YoY. The result was impacted due to deferred tax charges amounting to € 436k been recorded in 1H2016 vs. deferred tax income of € 436k on YoY basis. On a PBT level, the Company reported a strong increase of 19% YoY to € 2,303k in 1H2016 compared to € 1,942k in 1H2015. In 2015, the Company's revenue increased 28.5% to € 12,491k from € 9,718k in 2014 on the back of acquisition of GlobalPay and strong performance by both payment terminal and authorization services divisions. Net profit for full year 2015 increased to € 5,291K in 2015 from € 1,933K in 2014.
- (2) The Company's balance sheet continues to strengthen further in 1H 2016 as its financial liabilities decreased by € 658k to € 3,600k in 1H2016 from € 4,258k at the end of 2015. It reflects the strong operating cash flow generation which is sufficient to fund the growth. The Company's leverage (financial liabilities to equity) declined to 14% in 1H2016 compared with 18% at the end of 2015.
- (3) KEYW is trading at a forward P/E multiple of 10.9x on 2016 earnings, which is at a significant discount to its industry average of 22.4x.
- (4) The Company had installed base of terminals of 16,947 at the end 2015, which has increased from 10,195 terminals at the end of 2010. Going forward, the Company aims to increase the same to c. 19,000 by the end of 2016. However, our forecasts are on the conservative side and expect the installed base to be in the range of 18.6k-18.9k.
- (5) In December, Keyware added contactless technology based payment terminal- Ingenico iCT 250- to its existing range of terminals. The device is certified for both MasterCard PayPass and Visa payWave contactless technologies along with the option of conventional payment.
- (6) Keyware to initiate share buy-back programme for a maximum amount of EUR 1 million. This programme will start on 24 August 2016 over a maximum period of one year, which will end on 23 August 2017.
- (7) Keyware to distribute interim dividend of EUR 0.02 per share which will be distributed to the 21,188,793 shareholders which represents an aggregate amount of EUR 424k.
- (8) Keyware Transactions & Processing GmbH, is a Germany based subsidiary which is 50% held by Keyware Technologies nv and remaining 50% by Keyware Smart Card Division, will offer payment terminals and transaction services in the German market beginning from the fourth quarter of 2016.
- (9) Keyware signed an agreement with Bancontact Company, making the company a Certificate Holder in the "Terminal Provider" and "POS Gateway" categories.
- (10) Keyware signed for 40% participation in technology company Magellan SAS. The company will pay 75% of the price in cash, which is € 3,000k and 25% in Keyware Technologies nv stock equivalent to € 1,000k. The deal would accelerate the synergy between the two companies.
- (11) Keyware acquired the assets of GlobalPay NV on January 01, 2015. Initially, the acquisition added a total of 840 contracts with 74.6% still active as on December 31, 2015. The final price of the acquisition was determined to be € 445k on December 31, 2015, with balance € 170k outstanding at the end of the year. GlobalPay delivered a contribution to revenues of € 850k or 30.65% of the total increase during 2015.
- (12) The company has modified presentation of its authorization segment. Till 2015 commissions from authorization agreements were recorded as net sales amongst revenues but under IFRS principles these revenues would no longer be presented the same way from 2016 onwards and would be separated among gross revenues and related costs components. As a result, the gross profit for the Company will remain same while revenue will be higher. As per new methodology we have changed the revenue estimates to € 5,503k (low bracket) and € 6,322k (high bracket) with cost of sales at € 4,214k (low bracket) and € 4,842k (high bracket) for 2016.
- (13) As on December 31, 2015, Keyware had € 3.058 MM of deferred tax asset, which is related to Keyware Smart Card Division. We expect that these deferred tax assets will be sufficient to cover the tax liability in profit from the Keyware Smart Card Division till 2017 and will also cover a part of profit from 2018. Therefore, we expect Keyware Smart Card Division to have full impact from tax outflow from 2019 onwards only. For Keyware Technologies, the tax losses amount to € 60.527 MM at December 31, 2015.

(14) For Keyware Technologies, the accumulated tax losses amount to € 60,541k as on December 31, 2014 and we estimate these losses to restrict any tax outflow from the authorization segment for the next 10 years. We estimate Keyware Technologies to utilize 50% of € 60,541k by 2025, and the tax benefit from the remaining € 30,270k has been added to the terminal value at the end of 2025.

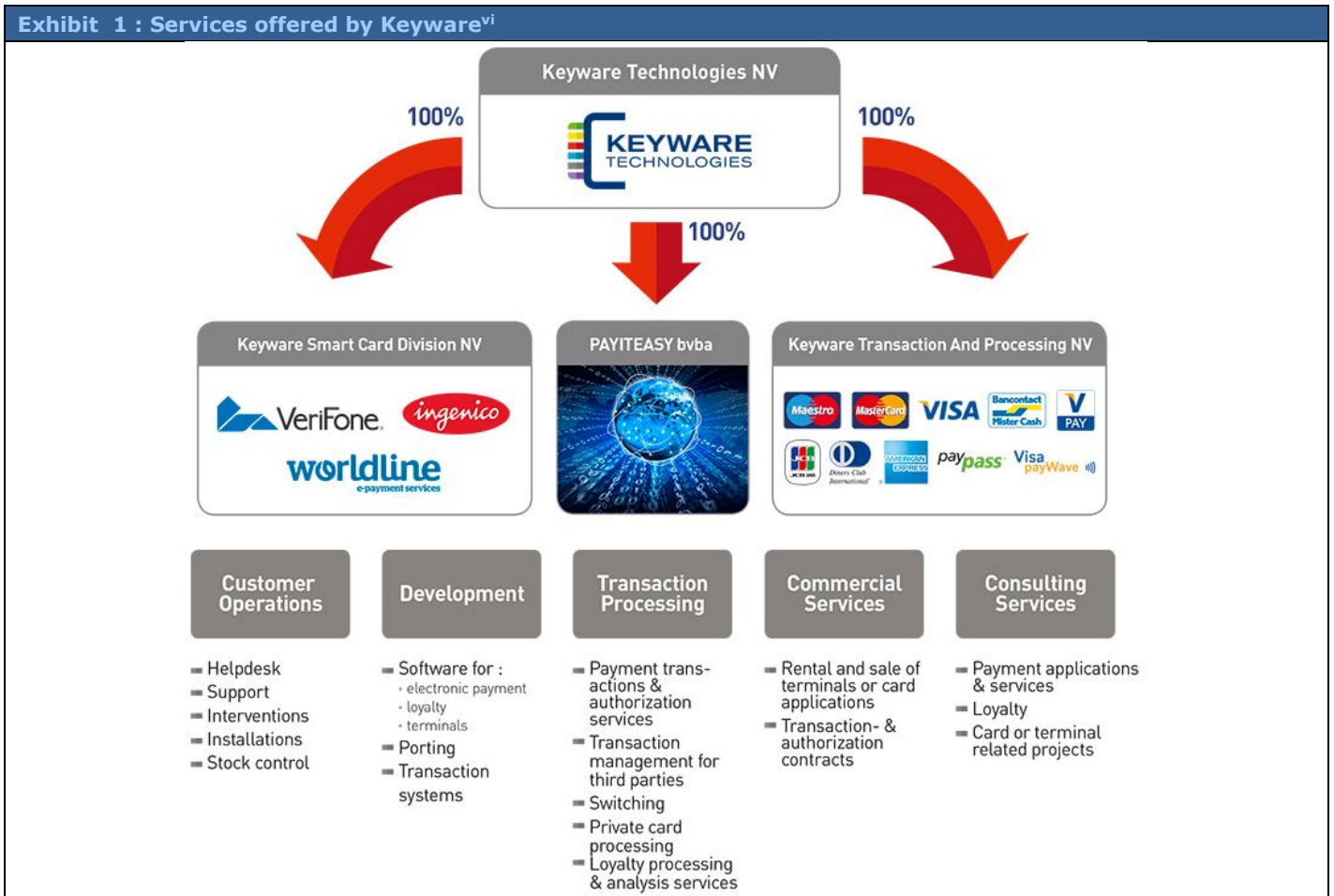
**Key Risks:** Key risks include lower than expected increase in the terminal base, weak business environment in Belgium, excessive contract terminations and slow adaptability to the ever changing technology.

**Industry Overview:** The electronic payment industry's value chain comprises of a number of services - providing terminals, transaction services, telecommunication services etc. Keyware is an active player in providing terminal installation, maintenance and repair services as well as transaction services to its clients. In terms of the number of terminals in the market, the Belgian industry posted an increase of c. 7% CAGR over a period of 4 years from 2010-2014. With the government eliminating the use of paper food coupons like Sodexo and introducing electronic coupons, the industry is poised to witness a significant increase in the number of terminals as a large number of retailers accepting the food coupons do not currently own a payment terminal. In another significant development, the government has reduced the cash transactions from earlier € 5,000 to € 3,000, which favorably impacts the volume of payment transactions on terminals. Therefore, the industry is well poised to grow through both the volume of transactions as well as the number of terminals over the coming years.

## 2. Business Overview:

Keyware Technologies NV was established in June 1996 as a public limited company and was headquartered in Zaventem, Belgium. The Company's shares have been trading on Euronext Brussels under the symbol "KEYW" since June 2000. Keyware is an independent network service provider offering electronic payment solutions in the regions of Belgium and Netherlands. It has more than 15 years of experience in programming, installation, personalization, maintenance, rental and sale of payment terminals. It offers payment services for e-commerce and m-commerce and solutions for loyalty cards. It has partnered with leading global terminal builders like Ingenico, Verifone and Worldline and transaction partners - Worldline, Six Pay, PaySquare, Bancontact and EMS - to offer its customers the most suitable and updated payment solutions. This allows its customers to choose from multiple options depending on their need, market segment and type of organization, ensuring that the customers are not bound to any one particular terminal. Keyware catered to over 20,000 customers in 2014 covering retail chains, restaurants and cafes, government services, transport companies, installers, house-to-house suppliers, etc.

**Exhibit 1 : Services offered by Keyware<sup>vi</sup>**



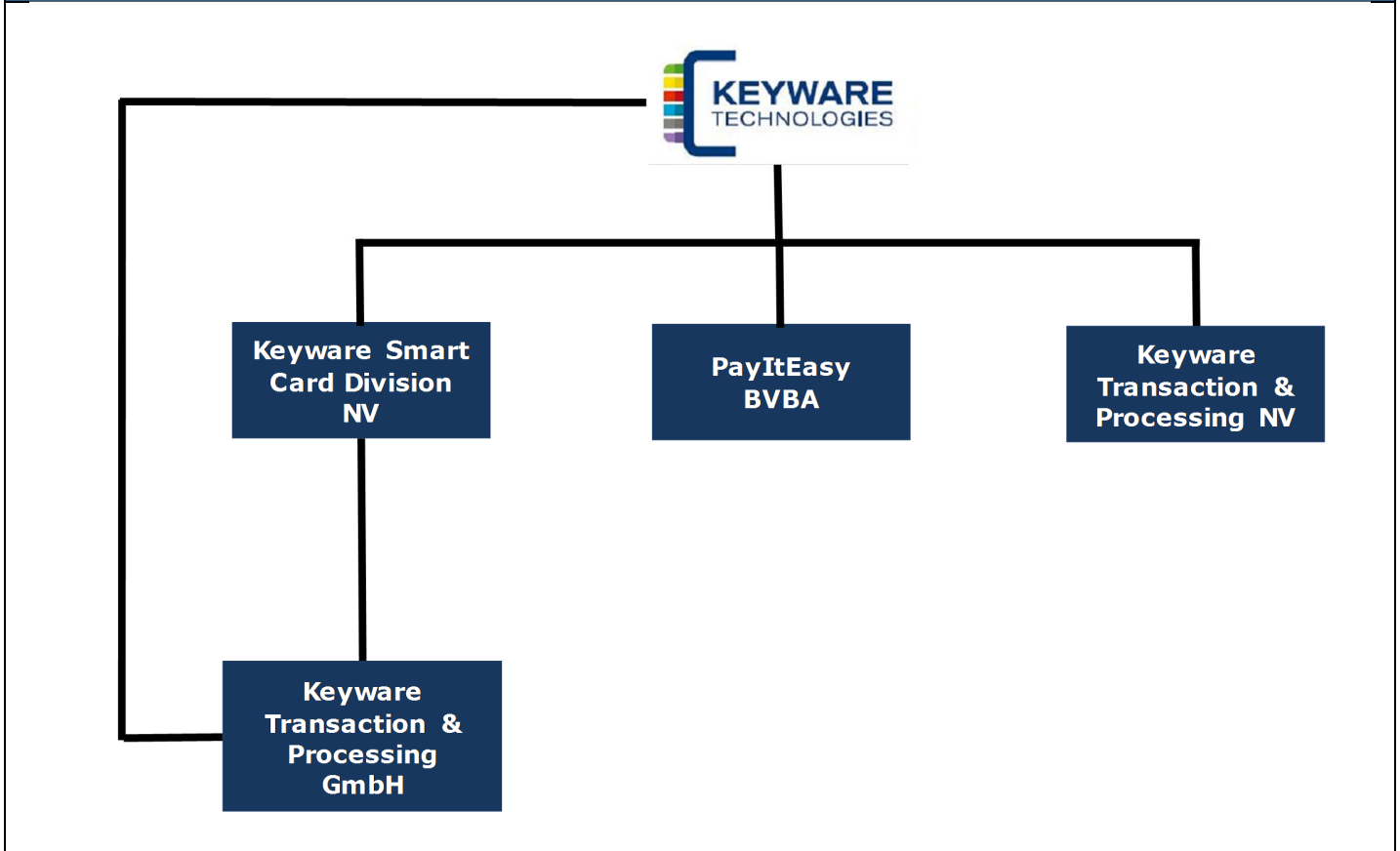
Keyware entered into an agreement with Worldline to sell its terminals in July 2013, successfully adding the popular terminals, Yomani, Yoximo and Xengo to its wide range of products. During 2015, the Company entered into record annual net growth of 2,000 contracts and also revised contracts with significant number of GlobalPay’s clients to its own 5-year contracts which helped it achieve a high revenue growth of over 28% YoY in 2015.

In January 2015, the Group acquired the purchase and lease contracts of GlobalPay NV by making an upfront payment of € 275k. The payment was financed via owned funds and loans with € 250k being the amount of loan contracted to finance the asset deal. The final takeover price of this asset deal, € 445k, was determined on December 31, 2015 on the basis of a number of parameters. The acquisition increased Keyware’s active number of contracts by 840 with 74.6% still active at the end of 2015.

**2.1 Ownership Structure**

Keyware Technologies NV operates through its fully owned subsidiaries - Keyware Smart Card Division, PayItEasy BVBA and Keyware Transaction & Processing NV. PayItEasy BVBA was established as a 50% joint venture between Keyware Technologies NV and J4S BVBA in mid-2013. Following the acquisition of the remaining 50% of shares in 2014, PayItEasy BVBA is now fully consolidated from October 01, 2014.

**Exhibit 2: Organization Structure<sup>vii</sup>**





## 2.2 Company Milestones

Exhibit 3: Keyware Milestones	
Year	Events
2003	<ul style="list-style-type: none"> <li>Keyware shares got listed on Euronext for the first time in September 2003</li> <li>Payment Software got certified by Electronic Payment Certificate Institute</li> </ul>
2005	<ul style="list-style-type: none"> <li>The number of customers exceeded 5,000 in the payment terminal segment</li> </ul>
2007	<ul style="list-style-type: none"> <li>Acquired BRV Transactions NV. KEYW benefitted as BRV held license from Royal Bank of Scotland (RBS) for direct offering of credit/debit card authorization for Visa and Master Card in Belgium</li> </ul>
2009	<ul style="list-style-type: none"> <li>Successfully added fixed IP terminals and portable GPRS terminals to its existing offerings</li> <li>Entered co-operative venture with PaySquare, which enabled KEYW to offer payment authorization services on its own and on third party terminals</li> </ul>
2011	<ul style="list-style-type: none"> <li>Successfully penetrated higher market segment customers - government schools, municipalities, etc.</li> </ul>
2013	<ul style="list-style-type: none"> <li>Partnership with Worldline allowed Keyware to rent/sell Worldline terminals in the Benelux region</li> </ul>
2014	<ul style="list-style-type: none"> <li>The reduction in the amount of cash permissible for transactions from € 5,000 to € 3,000 by Belgian government added to the already growing volume of transactions for Keyware</li> <li>Added a record number of terminals crossing 14,000 mark</li> </ul>
2015	<ul style="list-style-type: none"> <li>Acquired the assets of GlobalPay in January, taking over a number of purchase and lease contracts</li> <li>Replacement of paper meal vouchers with electronic version from the last quarter of 2015 is set to bring in new growth opportunities for Keyware in 2016</li> <li>Transition from spread income model to brokering model for authorization services</li> </ul>
2016	<ul style="list-style-type: none"> <li>Partnership with Bancontact, making the company a Certificate Holder in the "Terminal Provider" and "POS Gateway" categories</li> <li>Keyware opens office in Germany and will offer payment terminals and transaction services beginning from fourth quarter of 2016</li> <li>Dividend distribution of EUR 0.02 per share to the 21,188,793 shareholders</li> <li>Buy-back share for a maximum amount of EUR 1 million over a period of one year</li> <li>Keyware signed for 40% participation in French Fintech Company Magellan SAS</li> </ul>

## 2.3 Business Model

Keyware provides value add to its customers by offering personalized payment services - terminals, applications, telecom and transactions, installation, maintenance and repair services. Its tie-ups with the various global players for each part of the payment solution enable it to offer its customers the best solutions available in the industry. Keyware provides personalized and flexible payment solutions through two main business segments - Payment Terminals and Transaction Services.

### 2.3.1 Payment Terminals

It involves renting and selling of fixed, portable and mobile payment terminals from various terminal builders through its Smart Card Division. Approximately 98% of the terminals sold/rented are supplied by Ingenico and Worldline, and the remaining by Verifone. Worldline and Ingenico provide the merchants with secure, extensive and innovative technology; thereby, becoming the first choice for most users.

Keyware has a large presence in Tier-III market segment, providing terminals to smaller local shops, grocery stores, fashion departments, pharmacies, café and restaurants. With the introduction of Worldline terminals to its product portfolio, the Company is now looking to penetrate Tier-II segment, incorporating big corporate houses, government agencies, automotive companies and others.

### 2.3.2 Transaction/Authorization Services

Keyware commenced providing transaction authorization services from 2007. Under this segment, Keyware offers transaction services to acquirers such as banks and payment institutions. It sends the transaction data it receives

from the retailer's terminal to the acquirers' for payment authorization via the involved debit/credit card schemes and then provides for clearing and settlement of the transactions.

Earlier KEYW used to charge a fixed percentage as a commission per transaction (called the Spread Income Model), but starting 2015 the Company has shifted to Brokerage Model where it will buy the transactions on a floor fee and the upper part will be charged as a commission based on negotiation with the acquirer. The migration to Brokerage Model is expected to be over by the end of 2018. This strategic step will translate into approximately three times higher revenues than Spread Income Model.

## 2.4 Products and Services<sup>viii</sup>

- 1. PayFix:** These terminals use a fixed cable connection to communicate from the terminal to the telephone network or internet modem. They are generally found in shops with fixed payment/ check-out counters.
- 2. PayAway:** These are portable terminals consisting of a base station and a portable device. The base station operates via a fixed connection just like a fixed terminal. However, the portable device has a range of approximately 150 meters, which can be used to receive payments from customers in restaurants and cafes without them going to the billing counter.
- 3. PayMobile:** These pocket sized terminals use the GSM or GPRS communication technology and can be taken anywhere within Belgium to receive the payments. They are mostly used by door-to-door suppliers and taxi drivers to receive the payments.
- 4. Pay-E:** This channel is used to assist e-retailers who wish to add the option for electronic payment on their website. It provides transaction services, along with standard templates, that can be integrated into the web-shop of a retailer without any hassle. Keyware can also adapt to the customer's needs and offer customized solutions to an e-retailer depending upon purchases with debit cards or credit cards, average purchase value, purchase frequency, etc. As a back-end support, Keyware also provides the retailer secure access to the payment module on its site enabling the retailer to view reports, activate options and monitor its payments.
- 5. Pay-M:** The service provided on this channel is similar to "Pay-E," except that it is provided for the mobile applications.

## 2.5 Company Premiums<sup>ix</sup>

- 1. Strong growth in customer base and revenues:** Keyware's revenues increased by 28% in 2015 from € 9.7 MM to € 12.5 MM. Both lease/ sale of the payment terminals and authorization services contributed positively to this increase. While the payment terminal segment witnessed an increase of 28.1%, the authorization services also increased by 27.8%. The management's decision to shift from Spread Income model of revenue to Brokerage model for authorization services contributed to the increase in the authorization revenues. The transition to new commission model will be done by the end of 2018 and will impact the segment earnings favorably going forward. In the payment terminals segment, Keyware acquired the assets of GlobalPay NV adding 840 new contracts at the beginning of 2015. It was able to retain 75% of these clients at the end of 2015 and was also able to convert them to Keyware clients by entering into revised contracts for a 5-year period. Overall, the Company has seen expansion through both the organic and inorganic routes. Going forward, we expect the growth from inorganic to continue due to strong cash flow generation while continually improving its in-house capabilities. The Company is also actively looking to expand abroad by acquiring another company in the range of € 8 MM to € 10 MM.
- 2. No tax outflow for next 2 years:** As on December 31, 2015, Keyware had € 3.058 MM of deferred tax asset, which is related to Keyware Smart Card Division. We expect that these deferred tax assets will be sufficient to cover the tax liability in profit from Keyware Smart Card Division fully till 2017 and partially in 2018. For Keyware Technologies, the accumulated tax losses amount to € 60.5MM as on December 31, 2014 and we estimate these losses to restrict any tax outflow from the authorization segment for the next 10 years. However, the accumulated losses worth € 30,270k would still remain at the end of 2025 for Keyware Technologies with tax benefit of € 10,292k. We have added the tax benefit to the terminal value at the end of 2025 to account for the unrealized tax benefits.
- 3. Partnership with world leaders in terminal manufacturing and transaction services:** Keyware has collaborated with leaders in the terminal builders segment - Verifone, Ingenico and Worldline - to offer its customers a wide range of world class terminals to choose from. It has transaction partners like Worldline, Six Pay, PaySquare, Bancontact and EMS. This allows Keyware to offer its customers the latest up-to-date services and maintain Keyware's competitiveness in the fast-changing technological market.
- 4. New market of electronic meal vouchers:** The social partners united in the Nationale Arbeidsraad (NAR) (National Labour Council) agreed to abolish paper meal vouchers and introduce electronic meal vouchers from



October 01, 2015. With more than 1.3 MM employees receiving meal vouchers in Belgium, this opens up a new market for the payment terminal providers. According to 2014 annual report of Keyware, only 39% of retailers are equipped to process electronic meal vouchers and the remaining 61% do not have the necessary infrastructure to handle such payments. Keyware plans to introduce low cost card readers to tap this new market as well as integrate the existing terminals to accept the e-vouchers. Because it will increase the target market of Keyware, we expect it will be positive for the Company.

- 5. Increasing profitability and lower debt going forward:** Based on our estimates, we expect the Company to register strong top line growth of 6.0%-11% during 2015-20 period and have an operating profit margin in the range of 19%-20%. Supported by strong operating performance and no tax payments in the near term, we expect the Company to generate strong free cash flows. As a result, Keyware's financial leverage will continue to decline and balance sheet will be totally debt free.
- 6. Diverse portfolio of customers:** KEYW is a company with over 17,000 customers contributing to its top line. According to the Company, it's most important customers contribute less than 1% to the Group's turnover. This isolates the Company from any significant risk arising from concentrated group of customers.

## 2.6 Company Risks<sup>x</sup>

- 1. Slow adoption of new technology:** Keyware's market of operations is characterized by frequent new developments in the field of technology, changing customer needs, upcoming new mode of payments through internet and mobile, etc. To stay ahead of its peers, Keyware needs to respond to these changing circumstances in a swift and timely manner without compromising on the quality of services offered to its customers. Not being able to adapt to the fast pace of this industry can result in negative consequences for the Company.
- 2. Poor business environment:** KEYW's success is also dependent on the success of its customers. A downfall in the country's economy increases the probability of businesses going bankrupt, and can shoot up the net impairments of the Company. In 2013, Keyware's net impairments increased by 58% from € 1.1 MM to € 1.8 MM YoY due to a record number of bankruptcies and terminations of the general businesses.
- 3. Less than expected swaps or renewals:** Keyware enters in to a 5-year long lease contract with its customers and it remains crucial for the Company to have higher renewals. An increase in attrition rate will not only decrease the revenues but also serve as a negative performance indicator for the other prospective customers.
- 4. Change in RMA policy to have a mixed impact:** The Company's impairments reached a level of € 1.9 MM in 2013 due to heightened bankruptcies and business terminations in that year. However, the impairments decreased to € 1.0 MM in 2014 before reaching € 1.7 MM in 2015. The higher impairments in 2015 were on account of inventory write-offs mainly with respect to Verifone terminals, which were considered obsolete by the Company and change in its RMA policy. We believe that the impact of inventory write-offs to be a non-recurring item, however the change in RMA policy will still contribute to increasing impairment charges. Going forward we expect the Company's impairment charge to decrease but not to a pre-2015 level. Also, the change in RMA policy is expected to lower down the repair and maintenance charges for the Company.
- 5. Obsolescence of payment terminals:** Based on technological evolution and strategy, the Company has qualified some part of its inventories as obsolescent. This led to a write-off amounting to € 561k which impacted FY2015. As a result of this write-off the related payment terminals have been reduced to nil. Hence, this should not be seen as a recurring level of write-offs on inventories.
- 6. Legal Risks:** In 2002, Keyware Smart Card Division NV initiated a "descriptive attachment with respect to counterfeiting" action against Kinopolis Group NV claiming a compensation of € 930k plus interest from January 01, 2002. Keyware has charged Kinopolis with alleged infringement of copyright with regard to a number of computer programs developed by Keyware. Kinopolis rejects this claim and demands a compensation of € 10k. According to the latest verdict on June 06, 2013, KEYW's claim was unfounded and was sentenced to the payment of compensation of legal expenses to Kinopolis. Keyware has lodged an appeal and the case is pending for the Court of Appeal in Brussels. In addition to this, there are a number of claims and legal proceedings pending against the Company and its subsidiaries, however the Board of Directors do not believe such claims or proceedings to have any significant impact on the financial position of the Company or its subsidiaries.

## 2.7 Keyware's Shareholding Pattern

As on December 31, 2015, the number of shares outstanding was 21,063,793. The number of shares could be increased to 23,543,793 after exercising the outstanding warrants of 2,480,000 shares.

Exhibit 4: Shareholding pattern <sup>xi</sup>	Exhibit 5: Shareholding Pattern <sup>xii</sup>		
 <p>■ Parana Management BVBA/Powergraph BVBA/Guido Van der Schueren</p> <p>■ Big Friend NV/Stéphane Vandervelde</p> <p>■ Others</p>	Shareholders	No. of Shares	% of total
	Parana Management BVBA/Powergraph BVBA/Guido Van der Schueren	9,894,420	46.70%
	Big Friend NV/Stéphane Vandervelde	1,197,713	5.65%
	Others	8,657,769	47.65%
	<b>Total</b>	<b>21,188,793</b>	<b>100%</b>

## 2.8 Listing and Contact Details

The ordinary shares of Keyware Technologies are listed on Euronext Brussels (EBR) (Ticker: EBR: KEYW, Date of Listing – 3<sup>rd</sup> September, 2003)

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**E-mail ID:** info@keyware.com

**Phone:** +32 2 346 25 23

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### 3. Key Variable Analysis<sup>xiii</sup>

#### 3.1 Variable 1 – Revenue from payment terminals

Keyware's major source of revenue is the number of terminals it sells/ leases. Considering developments like partnership with Worldline, requirement of new terminals in the market for electronic meal vouchers, limit on the amount of cash for transactions, we forecast the number of terminals to increase for Keyware. From 2010-15, the Keyware's installed terminal base increased at a CAGR of 10.7% from 10,195 terminals in 2010 to 16,947 terminals in 2015. KEYW registered a growth rate (8.7%) higher than the overall industry growth rate of 7.3% for 2010-14 period, signifying the strong performance of the Company in the industry. Following are our estimates for components of revenue from payment terminals for the forecast period under two scenarios, Low bracket and High bracket:

<b>Exhibit 6: Payment terminal revenue breakdown</b>											
<b>In €MM</b>		<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
<b>Low Bracket</b>	Rental revenues	7.4	8.4	8.8	8.9	8.8	8.9	9.0	9.1	9.1	9.2
	Terminal sales	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.5	0.5	0.5
	Rendered services	4.0	4.6	5.2	5.7	6.2	6.5	6.7	6.9	7.0	7.2
	Cancellation pay	0.9	0.9	1.0	1.1	1.3	1.4	1.4	1.5	1.5	1.6
	<b>Total</b>	<b>12.7</b>	<b>14.3</b>	<b>15.4</b>	<b>16.1</b>	<b>16.7</b>	<b>17.2</b>	<b>17.6</b>	<b>17.9</b>	<b>18.1</b>	<b>18.4</b>
<b>High Bracket</b>	Rental revenues	7.9	8.9	9.3	9.4	9.6	9.7	9.8	9.9	10.0	10.0
	Terminal sales	0.4	0.4	0.4	0.4	0.4	0.5	0.5	0.5	0.5	0.5
	Rendered services	4.2	4.8	5.5	6.1	6.6	7.0	7.3	7.5	7.7	7.8
	Cancellation pay	0.8	0.9	1.0	1.1	1.3	1.4	1.5	1.5	1.6	1.6
	<b>Total</b>	<b>13.3</b>	<b>15.0</b>	<b>16.3</b>	<b>17.1</b>	<b>17.9</b>	<b>18.5</b>	<b>19.0</b>	<b>19.4</b>	<b>19.7</b>	<b>20.0</b>

#### 3.2 Variable 2 – Revenue from authorization services

As per new reporting methodology from 2016 onwards, the segment revenue is disaggregated into gross revenues and related costs components. Such a disaggregated presentation would only affect the presentation of the income statement, i.e. higher revenues and costs of goods sold and a lower overall gross profit margin. However, the other KPI's (EBIT, EBITDA, PBT and NI) would remain largely same.

As on December 31, 2015 Keyware offered transaction/ authorization services on c. 85% of the total installed base of terminals compared to c. 83% terminals as at September 30, 2015. These terminals form a source of revenue for the authorization services' segment. Given that the Company holds solid partnerships with transaction service providers like Six Pay, PaySquare, EMS and Worldline, we estimate the number of terminals offering transaction services to increase going forward. Also, the agreement with Charleroi Airport will also contribute to the revenue from authorization services. Following is the estimate revenue from authorization services during the forecast period for the low bracket and high bracket:

<b>Exhibit 7: Authorization services revenue</b>										
<b>In €MM</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
<b>Low Bracket</b>	5.5	6.0	6.6	7.4	8.2	9.1	10.0	10.9	11.9	13.0
<b>High Bracket</b>	6.3	6.9	7.7	8.6	9.6	10.7	11.9	13.0	14.3	15.7

#### 4. News<sup>xiv</sup>

- 1. Announced its 1H2016 results:** On August 18, 2016, Keyware announced its financial results for the first half of 2016, which ended on 30 June 2016. The Group has generated revenues of € 9,251k compared to € 8,892k over the same period in 2015. EBITDA for the 1H2016 amounts to € 2,740k against € 2,225k in 1H2015. The net profit amounts to € 1,865k vs. € 2,364k for same period of 2015. The difference results from the fact that 1H2015 recorded deferred tax revenues of € 424k whereas deferred tax charges of € 436k have been recorded in 1H2016.
- 2. Keyware acquires participation in French Fintech Company Magellan SAS:** Keyware signed for 40% participation in technology company Magellan SAS. The company will pay 75% of the price in cash, which is € 3,000k and 25% in Keyware Technologies nv stock equivalent to € 1,000k. The deal would accelerate the synergy between the two companies.
- 3. Keyware to buy-back shares worth EUR 1 Million:** Keyware to initiate share buy-back programme for a maximum amount of EUR 1 million. Share buy-back will maximize the shareholder's value and will reflect Keyware's confidence in its strategy, which has not yet been reflected in the Group's valuation. This programme will start on 24 August 2016 over a maximum period of one year, which will end on 23 August 2017.
- 4. Dividend Distribution:** Keyware to distribute interim dividends as the company has witnessed increased profitability since recent years. A gross dividend of EUR 0.02 per share will be distributed to the 21,188,793 shareholders which represents an aggregate amount of EUR 424k. The total dividend payout represents only 8% of the last year (FY 2015) profit after tax amounting to kEUR 5,291k.
- 5. Keyware to enter German Market:** Keyware Transactions & Processing GmbH, is a Germany based subsidiary which is 50% held by Keyware Technologies nv and remaining 50% by Keyware Smart Card Division, will offer payment terminals and transaction services in the German market beginning from the fourth quarter of 2016. Keyware GmbH will be responsible for the activities with regard to sales, marketing, administration and tech support and a technical partner will manage the installations. The primary attraction to enter German markets are the growth potential for electronic payments and strong economic performance.
- 6. Keyware now a Bancontact Certificate Holder:** Keyware signed an agreement with Bancontact Company, making the company a Certificate Holder in the "Terminal Provider" and "POS Gateway" categories. With this partnership, the company is enabled to directly offer the Bancontact payment scheme to its customers as an alternative to or in combination with Maestro and process it through its PayService payment platform. Further, new certificate will also contribute substantially towards enhancing Keyware's image and offerings in the multi-POS top segments.
- 7. Announced its 2015 full year preliminary results:** On March 10, 2015, Keyware announced its results for the financial year ending December 31, 2015. The Company's revenues grew by 28.5% from € 9,718k in 2014 to € 12,491k in 2015. The management attributed the increase in revenues to two factors. Firstly, a larger number of contracts were signed in 2015 in comparison with 2014. Secondly, the asset deal with GlobalPay delivered a contribution to revenues of € 850k or 30.7% of the total increase. Its pre-tax profit increased by 108.4% from € 1,933k to € 4,028k during the same period. Moreover, its net profit increased at a higher rate of 173.7% from € 1,933k to € 5,291k. This was mainly driven by one-off deferred tax revenue of € 1,373k in 2015 in connection with the additional recognition of tax losses. Higher internal cash through improved profitability also helped it decrease financial debts by € 626k to € 4,258k in 2015 (17.98% of the net equity in 2015 compared to 27.16% in 2014).
- 8. Final GlobalPay acquisition price determined at € 445k:** Keyware acquired the assets of GlobalPay NV, a reputed player in the market for payment terminals and payment transactions, on January 01, 2015. Keyware paid a sum of € 275k upfront and the balance to be paid was decided on December 31, 2015 after the determination of final price on the basis of various parameters including the number of active contracts. At December 31, 2015, 74.6% of the total 840 contracts acquired on January 01, 2015 were still active and the balance amount of € 170k still remained as a liability for the Company.
- 9. Exercised warrants increase Keyware's capital:** In respect to the Warrant Scheme 2012 and Warrant Scheme 2014, some warrant holders exercised their warrants on December 23, 2015 which led to the issuance of 625,000 new shares into the market. 430,000 warrants were issued at a strike price of € 0.70 per warrant and 195,000 warrants were exercised at a strike price of € 0.569 per warrant. As a result, capital and share premium increased by € 281,250 and € 130,705 respectively. Following the exercise of warrants, the total number of shares amounted to 21,063,793 and the capital to € 9,447,547.84.

- 10. KEYW launched Ingenico iCT 250 with contactless technologies:** Keyware continued to expand its horizon of offering personalized, high performance payment solutions by introducing Ingenico iCT 250 payment terminals offering the option of both contactless and conventional payment. The terminal is equipped to process all forms of payments such as w/MisterCash and is certified with two most important contactless technologies- MasterCard PayPass and Visa payWave. The terminal has a compact design with large color screen making it convenient to use. Its large memory capacity and powerful processors make it compatible to process other applications like loyalty programs, gift vouchers, phone cards, ticketing or different electronic purses, as well as for publicity and promotion or even personalized mobile content.
- 11. Keyware signs an agreement to offer payment services at Brussels South Charleroi Airport:** On December 17, 2015, KEYW announced the signing of an agreement to provide comprehensive electronic payment solutions for various services at the Charleroi airport including the services of operator Ryanair. The agreement will help KEYW to process a greater number of payment transactions- ticket payments, excess baggage claims, purchases at various outlets, etc. and benefit from millions of travelers that go through the Charleroi airport every year. The airport, in an effort to reduce its costs, was in search of a payment infrastructure provider who could reduce the costs substantially while maintaining or improving the quality of services. Keyware's multi-brand range of payment terminals enabled it to offer optimized solutions at reduced cost without compromising on the quality of services. The services with high frequency of payment transactions are equipped with high-performance terminals, while other services are provided with standard solutions.
- 12. Keyware acquires a stake in Congra Software S.A.R.L:** In September 2015, Keyware acquired a 2.09% stake in Congra Software, the holding Company of Hybrid Software Group, for € 250k. Keyware Group financed this transaction via a loan from its subsidiary, Keyware Smart Card Division SA. Hybrid Software's main activity is to provide a link between MIS systems, web-to-print portals and prepress workflow. The group has operations in Belgium, Germany, Italy and the United States.

## 5. Management and Governance<sup>xv</sup>

The Company has a team of experienced professionals with expertise in the field of technology, operations, sales and marketing and finance. These highly qualified professionals have been with the firm for a long time, signifying the stability of the firm's management. The management's focus is on improving profitability and creating shareholder value.

Exhibit 8: Management Team		
Name	Designation	Background
Stéphane Vandervelde	President & CEO	<ul style="list-style-type: none"> <li>Stéphane is the co-founder of Keyware, with over 25 years of experience in technology organizations.</li> <li>He has been a Board Member in firms across multiple industries, such as Hybrid NV and US, Pinnacle Investments NV, Immo David NV, Big Friend NV, amongst others.</li> <li>He is an electronics engineer. He completed specialization in micro-electronics and chip design from Catholic University of Leuven (KUL).</li> <li>He has been the President and CEO of Keyware since 2001.</li> </ul>
Wim Verfaillie	COO	<ul style="list-style-type: none"> <li>Wim has over 20 years of work experience in streamlining operations. He worked as Operations Manager at Modular Lighting Industries from 1994 to 2003.</li> <li>Since 2003, he has worked as an Operational Business Consultant and Interim Manager. He was involved in long-term projects at Tenovis (Telecom) and Maxeda (Retail).</li> <li>He is an industrial electricity engineer and joined the firm in 2007.</li> </ul>
Joris Maes	CCO	<ul style="list-style-type: none"> <li>Joris has over 20 years of experience in international sales and marketing positions at Alcatel-Lucent, KPN, AT&amp;T and Balta.</li> <li>He completed his Masters in industrial engineering (electronics) and is an MBA in General International Management from the Vlerick Leuven Gent Management School.</li> <li>He has been associated with Keyware since 2010.</li> </ul>
Alain Hubert	CFO	<ul style="list-style-type: none"> <li>Alain joined Keyware in 2013 and has over 20 years of experience in financial management, taxation and accounting.</li> <li>Previously, he worked with Ernst &amp; Young as an Executive Director of Transaction Advisory Services (TAS).</li> <li>He has been a certified auditor since 1998; until 2008 he was an audit partner at Constantin Bedrijfsrevisoren.</li> <li>He has proficiency in due diligence, quality and risk management.</li> <li>He completed Licentiate Applied Economic Sciences (UG) and Special Licentiate in Accountancy work from Vlerick School of Management.</li> </ul>



## 6. Industry Characteristics

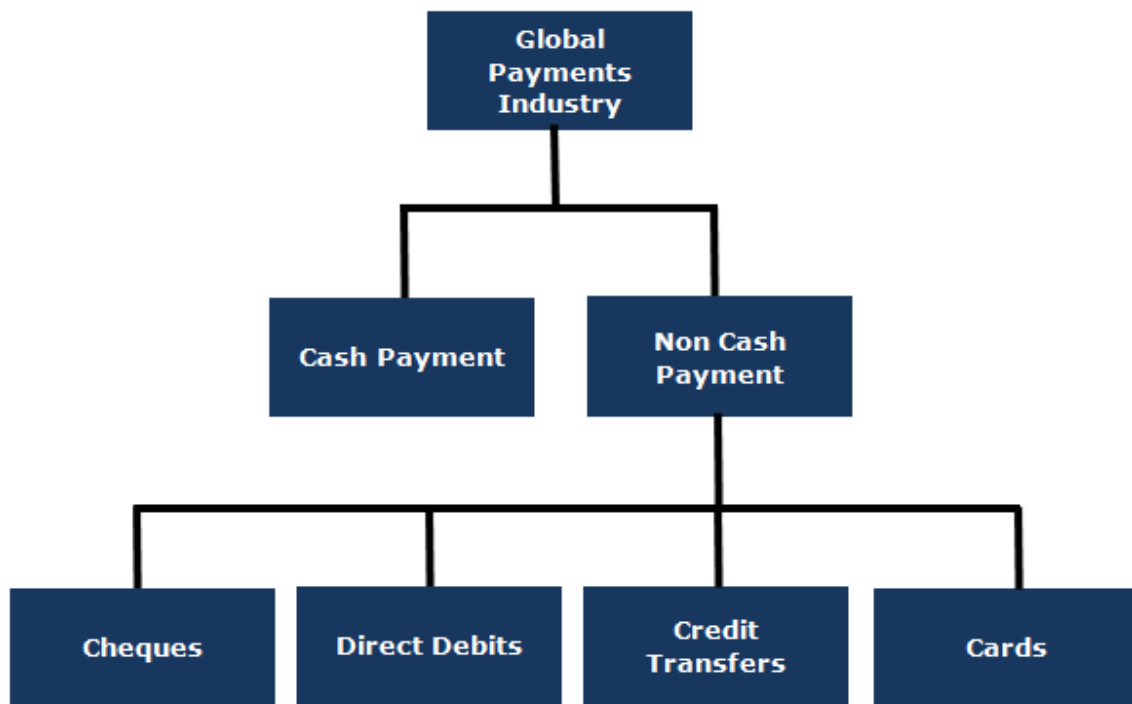
### 6.1 Industry Overview<sup>xvi</sup>

Electronic payment industry involves multiple stakeholders including terminal providers, banks and payment institutions, transaction service providers, infrastructure telecommunication companies, government agencies to create a strong payment services ecosystem. The industry is fast eliminating the use of cash and cheques as a mode of payment and moving towards technologically enhanced methods like Debit/Credit Cards, Credit Transfers and Direct Debits. Various European countries have also formulated laws limiting the use of cash for any transaction. Since January 2014, the Belgian authorities have revised the limit on cash transactions for the purchase of goods and services from € 5,000 to € 3,000. This bodes well for the players involved in the electronic payment industry as this will bolster the volume of transactions occurring through the non-cash mode of payments.

#### 6.1.1 Industry Segments

The payment industry broadly comprises of two segments - Cash payments and Non-cash payments. Non-Cash Payments are further divided depending upon the modes of payment method.

**Exhibit 9: Industry Classification**



1. **Cash Payments:** Transactions happening through the use of paper money form a part of this segment.
2. **Non-Cash Payments:**
  - a. **Cheques:** A written consent where the person signing the cheque obliges to pay the drawer the amount of money stated on the cheque.
  - b. **Direct Debits:** An arrangement that allows the banks to transfer the funds from a customer's account to a third party on previously agreed fixed dates. This mode of payment is especially used to pay bills.
  - c. **Credit Transfers:** It is a direct mode of transfer of money from one account to another.
  - d. **Cards:** Use of credit/debit/loyalty cards for making payments for the goods and services purchased.

Keyware Technologies forms a part of the non-cash payment system by providing payment services to facilitate the card payments. For this, it provides infrastructure support in the form of renting/selling of payment terminals along

with the maintenance support. It also provides transaction services required to transmit, authorize and verify the card data used during the transaction. Since the Company's major revenues come from renting the terminals, which are used to complete the card transactions offline, the more the number of transactions the better the Company's performance in terms of revenue.

**6.1.2 Market performance<sup>xvii</sup>**

**Card Transaction Trends:** According to the Payment Statistics Report 2015 issued by European Central Bank, the total number of non-cash payments in Belgium increased 27.2% YoY to reach 3.44 billion in 2014. Of this, card payments accounted for 43.9%, credit transfers 39.8%, direct debits 15.4% while the remaining 0.9% is accounted by e-payment transactions, cheques and other payment services. Within the non-cash segment, credit transfer volume increased to 1.36 billion, direct debits increased by 69% to 0.53 billion whereas the number of card payments climbed by 13% in 2014 to reach 1.51 billion. (However, the 2014 card data is not fully comparable to previous years; please refer to the note in Exhibit 10). The volume of transactions through cards increased at a CAGR of 7.7%, that is, from 1.07 billion in 2010 to 1.33 billion in 2013.

Corresponding with the increase in the number of transactions through cards, the total value of the transactions also witnessed a positive trend, growing from € 59 billion in 2010 to € 72 billion in 2013, at a CAGR of 6.8%.

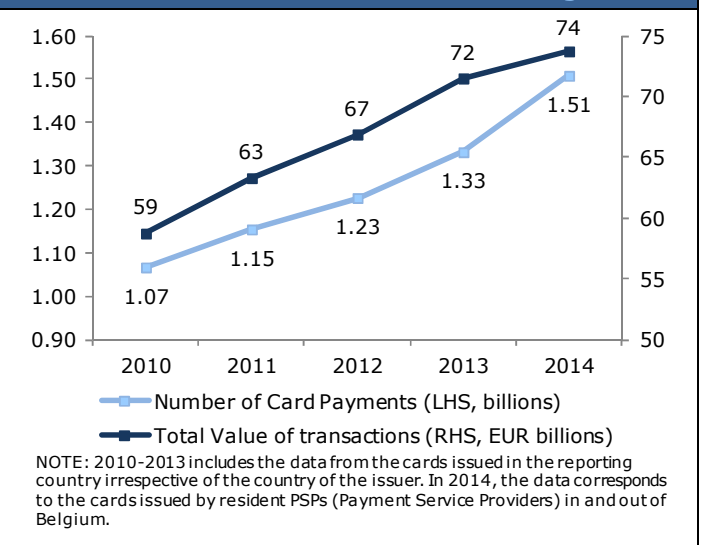
This increase over the years in the volume and value of transactions is expected to persist going forward with the introduction of measures like elimination of paper meal vouchers, w.e.f. from October 01, 2015; introduction of electronic meal vouchers; and limiting cash transactions to up to € 3,000 (effective from January 2014).

**Point of Sale (POS) Terminal Trends:** According to the data provided by ECB, the total number of POS terminals in Belgium increased to 183,210 in 2014, an increase of 25% YoY. Since ECB did not report the figure for 2013, the 25% increase is calculated by using the extrapolated figure of 2013. The extrapolation was done by increasing the 2012 figure by the CAGR during 2010-2014. (However, the 2014 data is not fully comparable to previous years; please refer to the note in Exhibit 11)

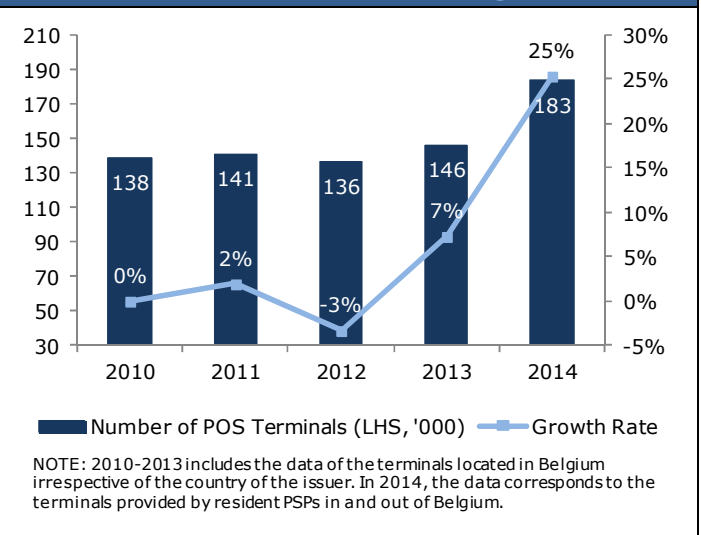
Technological advancements such as introduction of chip embedded payment cards and stringent government measures regarding data security are the likely factors to augment the growth of POS terminals market in the coming years. In 2014, the Belgium government reduced the cash transactions limit from € 5,000 to € 3000, which is also expected to contribute to the future increase in the number of terminals.

Going forward, the demand for POS terminals is expected to grow on back of the introduction of electronic meal vouchers from the last quarter of 2015. This will do away with paper meal coupons like Sodexo and Edenred. With more than 1.3 million employees receiving meal vouchers in Belgium and only 31% of retailers equipped to accept electronic meal vouchers, the scope of expansion is huge for the terminal providers. According to Keyware's management, this new opportunity will require the introduction of 80,000 new terminals in the market.

**Exhibit 10: Volume vs. Value trends in Belgium<sup>xviii</sup>**



**Exhibit 11: POS Terminal Market in Belgium<sup>xix</sup>**



### 6.1.3 Payment Process Participants<sup>xx</sup>

Various stakeholders play an important role in ensuring successful electronic transactions. High level of collaboration is required to ensure the safe and seamless transfer of funds from one bank account to another. Following are the various participants in an electronic payment process:

- 1. Cardholders:** They are the consumers who use the electronic mode of payment for purchasing goods and services. The transactions are carried out via plastic/physical cards - debit cards, credit cards, loyalty cards, gift cards or virtual cards – and Smartphone.
- 2. Retailers:** They sell goods or services and accept the non-cash payment method. Retailers use fixed, portable or mobile payment terminals to carry out the transactions and receive the payment via a card.
- 3. Payment acceptance processing providers:** These provide the retailers with means to operate and execute the card payment. They arrange for necessary infrastructure like installation of POS terminals, online payment gateways to collect and transmit the card data and receive payment authorization.
- 4. Acceptance-related service providers:** They provide additional features to retailers such as coupon, loyalty or ticket functionalities on the payment terminal, electronic meal vouchers, etc.
- 5. Acquirers:** These are the banks and payment institutions that facilitate the transfer of funds from the consumer's bank (issuing bank) to the retailer's bank account after charging the service fee. The acquirers give the retailer access to various card schemes like Visa, MasterCard, Maestro, Bancontact/Mister Cash, JCB, Diners, etc. and a "merchant account". The payment received from the customer is then transferred into this merchant account.
- 6. Acquiring Processors:** They provide transaction processing services to the acquirers, which include transmitting the card data from the retailer's terminal to acquirers' for receiving payment authorization via the credit/debit card schemes and clearance and settlement of all the transactions.
- 7. Card Schemes:** Various schemes - MasterCard, Maestro, Visa, V-Pay, Diners, JCB - are available for the retailer to choose from. Each card scheme has different processing costs, which the retailer has to pay depending upon the service he adopts.
- 8. Clearing and Settlement Institutes:** Generally, the national banks who provide clearing and settlement services between the acquiring bank and issuing bank.

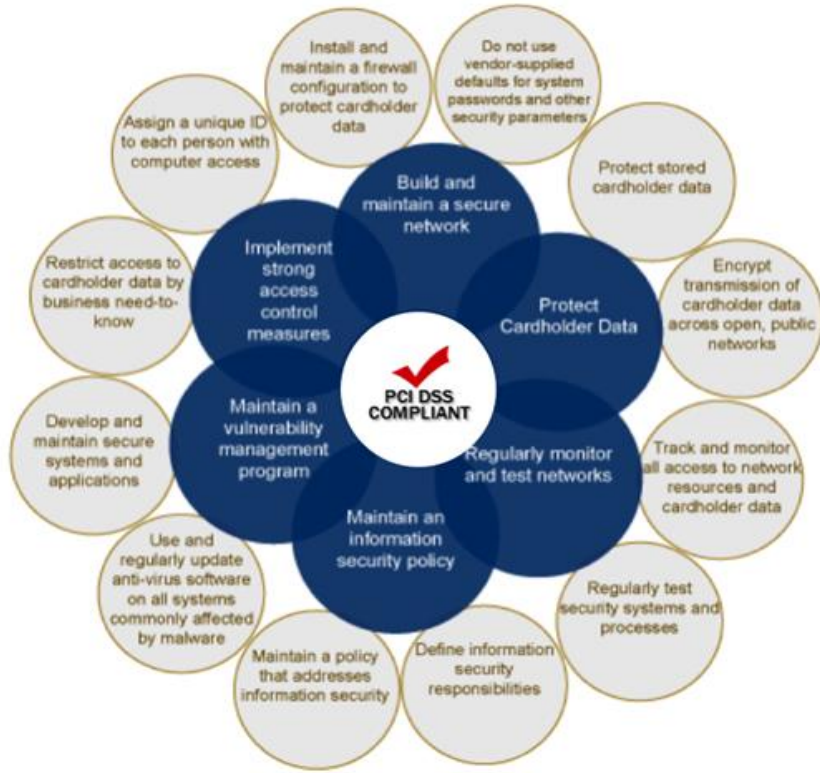
KEYW as a participant is active in the area of payment acceptance processing providers, acceptance-related service providers and transaction services providers as described in points 3, 4 and 6 above.

### 6.1.4 Payment Card Industry Security Standards<sup>xxi</sup>

Payment Card Industry Security Standards Council (also referred to as PCI SSC), formed in 2006, is responsible for the development, management, education and awareness of PCI Security Standards. It includes Payment Application Data Security Standard (PA-DSS), PIN Transaction Security (PTS) and Data Security Standard (DSS).












- 1. PA-DSS:** It applies to software vendors and others who develop payment applications that store, process or transmit cardholder data and/or sensitive authentication data.
- 2. PTS:** These standards contain the set of requirements for the secure management, processing and transmission of personal identification number (PIN) data during online and offline payment card transaction processing at ATMs and POS terminals. The requirements are applicable to all the acquiring institutions and agents responsible for PIN transaction processing on payment card industry participants' denominated accounts.
- 3. DSS:** These standards apply to all the participants in payment card processing including merchants, acquirers, service providers and all the entities that store, process or transmit the cardholder's data and sensitive authentication data. Cardholder data includes cardholder name, expiration date, service code, Primary Account Number (PAN), amongst others. The cardholder data, except PAN, must be protected in compliance with the PCI DSS requirements. Sensitive authentication data includes CVV, CVC or PIN codes and must not be stored in any form after authorization.

**Exhibit 12: PCI-DSS Compliance Requirements**



## 6.1.5 Competition

There are various services offered by the players in the payment terminal market. Different players provide different services along the extended payments value chain. The following table gives an overview of the presence of various players along the wide range of segments in the Payment services industry across Europe.

Exhibit 13: Services offered by various players in the market <sup>xxii</sup>								
Card Payment Services in Europe	Issuing transaction processing	Services to cardholders and issuers	Automated Clearing House	Credit/ Debit transfers	Services to merchants	Acquiring transaction processing	Commercial Acquiring	Acceptance POS/ eCommerce
					✓	✓	✓	✓
	✓	✓	✓	✓	✓	✓	✓	✓
	✓	✓	✓	✓	✓	✓	✓	✓
	✓	✓			✓	✓	✓	✓
					✓	✓	✓	✓
					✓	✓	✓	✓
	✓				✓	✓	✓	✓
	✓	✓				✓		
	✓	✓	✓	✓	✓	✓	✓	✓
	✓	✓		✓	✓	✓	✓	✓
					✓	✓	✓	✓

Note: The list of services may not be exhaustive. Additional services may be offered by the individual firms.

**Comparison with listed peers**

**Exhibit 14: Peer Comparison<sup>xxiii</sup>**

	<b>Current</b>	<b>TTM</b>	<b>2014</b>		<b>2015</b>	
	<b>Market Cap (US\$ MM)</b>	<b>Revenue (US\$ MM)</b>	<b>EBITDA Margin</b>	<b>Net Profit Margin</b>	<b>EBITDA Margin</b>	<b>Net Profit Margin</b>
Keyware	45	13	22%	19%	39%	20%
Worldline	3,568	1,362	17%	8%	17%	9%
Ingenico	4,902	2,523	22%	10%	22%	11%
Global Payments	11,261	3,089	21%	10%	21%	10%
Tsys	9,240	3,755	29%	13%	28%	13%
Fiserv	21,391	5,442	33%	14%	32%	15%
Wirecard	5,827	980	29%	18%	29%	18%
<b>Total/Weighted Average</b>	<b>56,233</b>	<b>16,874</b>	<b>28%</b>	<b>13%</b>	<b>27%</b>	<b>13%</b>



## 7. Valuation

The Fair Market Value for all of the Company shares stands between € 56.3 MM and € 68.1 MM as of October 28, 2016. The Fair Market Value for one Company publicly traded share stands between € 2.69 and € 3.26 as of October 28, 2016. The valuation approach followed is the Discounted Cash Flow method. The terminal value includes the tax benefit worth € 10,292 arising from the accumulated losses of Keyware Technologies which will be realized post 2025.

### 7.1 Discounted Cash Flow Method

#### Valuation

##### WACC

Risk-free rate	2.20% <sup>xxiv</sup>
Beta	0.44 <sup>xxv</sup>
Equity Market premium	6.65% <sup>xxvi</sup>
Country Risk Premium	0.9% <sup>xxvii</sup>
Cost of Equity	5.55%
Cost of Debt	2.11%
Terminal Growth Rate	3.0%
WACC (Discount Rate)	4.96%

Year Ending- Dec	2016E	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E	2025E
<b>FCFF (High)</b>										
Net cash from operating activities	49	640	1,321	839	1,098	1,544	1,897	2,188	2,942	2,862
Capital Expenditure	639	659	721	220	229	256	243	249	254	259
Free Cash Flow to Firm	-590	-19	600	619	869	1,288	1,653	1,939	2,688	2,602
Discount factor	0.99	0.94	0.90	0.86	0.82	0.78	0.74	0.71	0.67	0.64
Present Value of FCF	-585	-18	540	531	710	1,003	1,227	1,370	1,810	1,670
<b>FCFF (Low)</b>										
Net cash from operating activities	8	495	1,184	590	929	1,311	1,588	1,816	2,457	2,362
Capital Expenditure	590	608	662	201	207	230	217	221	224	228
Free Cash Flow to Firm	-583	-113	522	389	722	1,081	1,370	1,595	2,232	2,134
Discount factor	0.99	0.94	0.90	0.86	0.82	0.78	0.74	0.71	0.67	0.64
Present Value of FCF	-578	-107	470	333	590	842	1,017	1,127	1,503	1,369

Arrowhead Fair Value Bracket	High	Low
Terminal Value (TV)	98,214	81,871
Present Value of TV	63,013	52,161
Present Value of FCF	8,258	6,522
Present Value of TV+FCF	71,272	58,683
Net Debt	3,126	3,126
<b>Equity Value Bracket</b>		
Shares O/s (000's)	20,931	20,931
<b>Fair Share Value Bracket (€)</b>		
	3.26	2.69
Current Market Price (€)	1.93	1.93
Upside/(Downside)	69%	39%
Current Market Cap. (€ '000)	40,394	40,394
<b>Target Market Cap. Bracket (€ '000)</b>	68,146	56,292

## Sensitivity Analysis

Sensitivity Table - High		Growth Rate (%)				
		2.5%	2.8%	3.0%	3.3%	3.5%
WACC (%)	4.0%	4.91	5.82	7.19	9.54	14.47
	4.5%	3.52	3.95	4.54	5.37	6.64
	5.0%	2.70	2.94	3.26	3.66	4.20
	5.5%	2.16	2.32	2.50	2.73	3.02
	6.0%	1.78	1.89	2.01	2.15	2.32

Sensitivity Table - Low		Growth Rate (%)				
		2.5%	2.8%	3.0%	3.3%	3.5%
WACC (%)	4.0%	4.05	4.79	5.92	7.85	11.88
	4.5%	2.91	3.26	3.75	4.43	5.46
	5.0%	2.23	2.43	2.69	3.02	3.46
	5.5%	1.79	1.92	2.07	2.26	2.49
	6.0%	1.48	1.56	1.66	1.78	1.92

## Valuation multiples - comparison with the peer group

Keyware Technologies is trading currently at 10.9x and 9.1x P/E multiples based on 2016 and 2017 average earnings forecasts. It is trading at significantly discount to the industry average of 21.1x and 18.6x respectively. In addition, our fair value bracket implies P/E multiple of 15.7x and 19.0x based on our 2016 earnings estimates, compared to the industry average of 21.1x.

Exhibit 15: Valuation Multiples <sup>xxviii</sup>							
	Market Cap (US\$ MM)	Price to Earnings		EV/EBITDA		Price to Book Value	
		2016	2017	2016	2017	2016	2017
Keyware*	45	10.8	9.1	7.7	7.6	1.5	1.4
Worldline	3,568	24.5	21.9	11.4	9.2	3.6	3.2
Ingenico	4,902	17.8	15.8	10.3	9.3	2.6	2.4
Global Payments**	11,261	20.9	17.6	14.4	12.9	3.7	3.1
Tsys	9,240	17.9	15.9	12.0	11.0	4.3	3.8
Fiserv	21,391	22.2	19.9	13.3	12.4	4.4	3.1
Wirecard	5,827	22.8	20.0	14.8	11.6	3.7	3.2
<b>Total/Weighted Average</b>	<b>56,233</b>	<b>21.1</b>	<b>18.6</b>	<b>13.1</b>	<b>11.7</b>	<b>3.9</b>	<b>3.2</b>

Note: \*- Keyware's multiples are calculated based on average of High and Low bracket forecasts.

\*\* - Global Payments' FY16 has already ended, therefore reported the actual figures for FY16.

### Approach for DCF Valuation

**Time Horizon:** The Arrowhead fair valuation for Keyware is based on a DCF method. The time period chosen for the valuation is 120 months (2016E-2025E).

**Terminal Value:** Terminal value is estimated using terminal growth rate of 3.0%.

**Prudential nature of valuation:** It should be noted that this Arrowhead Fair Value Bracket estimate is a relatively prudential estimate, as it discounts the eventuality of any new products being launched in the market or any significant change in the strategy.

**Key variables:** The upper and lower bounds in the estimation correspond to the extreme positions taken by the following key variables:

#### Variable 1 – Installed Base (Terminals)

Exhibit 16: Number of terminals at the end of year										
In `000s	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Low estimate	18.6	20.5	22.2	23.7	24.9	25.9	26.8	27.5	28.0	28.5
High estimate	18.9	21.1	23.1	24.9	26.4	27.7	28.8	29.8	30.6	31.2

#### Variable 2 – Terminals offering Authorized services

Exhibit 17: Number of terminals offering authorization services, at the end of year										
In `000s	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Low estimate	15.3	16.5	17.9	19.1	20.1	20.9	21.5	22.1	22.6	22.9
High estimate	15.6	17.0	18.6	20.0	21.2	22.3	23.2	24.0	24.6	25.1

#### Variable 3 – Volume of Transactions

Exhibit 18: Volume of transactions										
In MM	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Estimate	14.2	15.7	17.2	19.0	20.9	22.9	25.0	27.0	29.2	31.5

### **Important information on Arrowhead methodology**

The principles of the valuation methodology employed by Arrowhead BID are variable to a certain extent depending on the subsectors in which the research is conducted, but all Arrowhead valuation research possesses an underlying set of common principles and a generally common quantitative process.

With Arrowhead Commercial and Technical Due Diligence, Arrowhead extensively researches the fundamentals, assets and liabilities of a Company, and builds solid estimates for revenue and expenditure over a coherently determined forecast period.

Elements of past performance, such as price/earnings ratios, indicated as applicable, are present mainly for reference purposes. Still, elements of real-world past performance enter the valuation through their impact on the commercial and technical due diligence.

Elements of comparison, such as multiple analyses may be to some limited extent integrated in the valuation on a project-by-project or asset-by-asset basis. In the case of this Keyware report, there are no multiple analyses integrated in the valuation.

### **Arrowhead BID Fair Market Value Bracket**

The Arrowhead Fair Market Value is given as a bracket. This is based on quantitative key variable analysis, such as key price analysis for revenue and cost drivers or analysis and discounts on revenue estimates for projects, especially relevant to those projects estimated to provide revenue near the end of the chosen forecast period. Low and high estimates for key variables are produced as a tool for valuation. The high-bracket DCF valuation is derived from the high-bracket key variables, while the low-bracket DCF valuation is based on the low-bracket key variables.

In principle, an investor who is comfortable with the high-brackets of our key variable analysis will align with the high-bracket in the Arrowhead Fair Value Bracket, and likewise in terms of low estimates. The investor will also take into account the Company intangibles – as presented in the first few pages of this document in the analysis on strengths and weaknesses and other essential Company information. These intangibles serve as supplementary decision factors for adding or subtracting a premium in the investor's own analysis.

The bracket should be understood as a tool provided by Arrowhead BID for the reader of this report and the reader should not solely rely on this information to make his decision on any particular security. The reader must also understand that on one hand, global capital markets contain inefficiencies, especially in terms of information, and that on the other hand, corporations and their commercial and technical positions evolve rapidly: this present edition of the Arrowhead valuation is for a short to medium-term alignment analysis (one to twelve months). The reader should refer to important disclosures on page 27 of this report.

## 8. Appendix

### 8.1 Keyware's Financial Summary

<b>Exhibit 19: Financial Summary</b>		<i>Low Bracket Estimates</i>								
<i>Year Ending Dec</i>	<b>2016E</b>	<b>2017E</b>	<b>2018E</b>	<b>2019E</b>	<b>2020E</b>	<b>2021E</b>	<b>2022E</b>	<b>2023E</b>	<b>2024E</b>	<b>2025E</b>
Revenue (€ '000)	18,510	20,651	22,496	23,970	25,359	26,755	28,100	29,330	30,593	31,895
Operating Profit (€ '000)	3,688	4,229	4,686	4,789	5,001	5,199	5,353	5,465	5,573	5,667
Net Income (€ '000)	3,595	4,230	4,755	4,942	5,220	5,457	5,652	5,803	5,947	6,073
EPS	0.17	0.20	0.23	0.24	0.25	0.26	0.27	0.28	0.29	0.29
<b>Growth rates (%)</b>										
Revenue	44.6%	11.6%	8.9%	6.6%	5.8%	5.5%	5.0%	4.4%	4.3%	4.3%
Operating Profit	14.0%	14.6%	10.8%	2.2%	4.4%	4.0%	3.0%	2.1%	2.0%	1.7%
Net Income	(32.1%)	17.7%	12.4%	3.9%	5.6%	4.5%	3.6%	2.7%	2.5%	2.1%
EPS	(33.6%)	19.1%	12.4%	3.9%	5.6%	4.5%	3.6%	2.7%	2.5%	2.1%
<b>Margins (%)</b>										
Gross Margins	63.5%	62.8%	62.5%	62.2%	61.4%	60.4%	59.6%	58.7%	57.9%	57.0%
Operating Profit	19.9%	20.5%	20.8%	20.0%	19.7%	19.4%	19.0%	18.6%	18.2%	17.8%
Net Profit Margin	19.4%	20.5%	21.1%	20.6%	20.6%	20.4%	20.1%	19.8%	19.4%	19.0%
<b>Ratios</b>										
ROA	10.9%	11.7%	11.8%	11.2%	10.8%	10.3%	9.8%	9.2%	8.7%	8.2%
ROE	13.9%	14.7%	14.5%	13.4%	12.6%	11.9%	11.1%	10.4%	9.8%	9.2%
Debt/Equity	0.1x	0.1x	0.1x	0.0x	0.0x	0.0x	0.0x	0.0x	0.0x	0.0x
Interest Coverage	8.6x	10.7x	12.5x	13.6x	15.4x	16.4x	17.7x	18.9x	20.2x	21.6x
Price /Earnings	11.2x	9.4x	8.4x	8.1x	7.6x	7.3x	7.1x	6.9x	6.7x	6.6x

<b>Exhibit 20: Financial Summary</b>		<i>High Bracket Estimates</i>								
<i>Year Ending Dec</i>	<b>2016E</b>	<b>2017E</b>	<b>2018E</b>	<b>2019E</b>	<b>2020E</b>	<b>2021E</b>	<b>2022E</b>	<b>2023E</b>	<b>2024E</b>	<b>2025E</b>
Revenue (€ '000)	20,020	22,382	24,481	26,202	28,067	29,768	31,427	32,964	34,552	36,201
Operating Profit (€ '000)	4,004	4,589	5,114	5,264	5,622	5,882	6,097	6,265	6,430	6,579
Net Income (€ '000)	3,871	4,552	5,139	5,371	5,786	6,087	6,343	6,550	6,750	6,930
EPS	0.18	0.22	0.25	0.26	0.28	0.29	0.31	0.32	0.33	0.34
<b>Growth rates (%)</b>										
Revenue	56.3%	11.8%	9.4%	7.0%	7.1%	6.1%	5.6%	4.9%	4.8%	4.8%
Operating Profit	23.7%	14.6%	11.4%	2.9%	6.8%	4.6%	3.7%	2.7%	2.6%	2.3%
Net Income	(26.8%)	17.6%	12.9%	4.5%	7.7%	5.2%	4.2%	3.3%	3.1%	2.7%
EPS	(28.5%)	19.1%	12.9%	4.5%	7.7%	5.2%	4.2%	3.3%	3.1%	2.7%
<b>Margins (%)</b>										
Gross Margins	62.4%	61.7%	61.4%	61.0%	60.3%	59.3%	58.4%	57.5%	56.6%	55.7%
Operating Profit	20.0%	20.5%	20.9%	20.1%	20.0%	19.8%	19.4%	19.0%	18.6%	18.2%
Net Profit Margin	19.3%	20.3%	21.0%	20.5%	20.6%	20.4%	20.2%	19.9%	19.5%	19.1%
<b>Ratios</b>										
ROA	11.5%	12.3%	12.3%	11.7%	11.3%	10.8%	10.2%	9.7%	9.1%	8.6%
ROE	14.8%	15.5%	15.2%	14.0%	13.4%	12.5%	11.7%	11.0%	10.3%	9.7%
Debt/Equity	0.1x	0.1x	0.0x	0.0x	0.0x	0.0x	0.0x	0.0x	0.0x	0.0x
Interest Coverage	9.3x	11.6x	13.7x	15.0x	17.3x	18.6x	20.1x	21.7x	23.3x	25.1x
Price /Earnings	10.4x	8.8x	7.8x	7.4x	6.9x	6.6x	6.3x	6.1x	5.9x	5.8x

## 8.2 Keyware's Balance Sheet Forecast

<b>Exhibit 21: Consolidated Balance Sheet</b>		All figures in € '000, unless stated differently					<i>Low Bracket estimates</i>				
<i>Year Ending-Dec</i>	<b>2016E</b>	<b>2017E</b>	<b>2018E</b>	<b>2019E</b>	<b>2020E</b>	<b>2021E</b>	<b>2022E</b>	<b>2023E</b>	<b>2024E</b>	<b>2025E</b>	
Total current assets	6,995	8,463	11,198	13,505	16,868	20,659	24,812	29,239	34,366	39,694	
Total non-current assets	26,116	27,701	29,014	30,532	31,576	32,415	33,062	33,547	33,882	34,085	
<b>TOTAL ASSETS</b>	<b>33,111</b>	<b>36,164</b>	<b>40,213</b>	<b>44,036</b>	<b>48,444</b>	<b>53,074</b>	<b>57,873</b>	<b>62,786</b>	<b>68,248</b>	<b>73,778</b>	
Total current liabilities	5,118	5,898	6,298	6,175	6,359	6,529	6,673	6,779	7,290	7,404	
Total non-current liabilities	2,052	1,422	1,143	975	805	635	465	295	125	125	
<b>TOTAL LIABILITIES</b>	<b>7,170</b>	<b>7,320</b>	<b>7,441</b>	<b>7,150</b>	<b>7,164</b>	<b>7,164</b>	<b>7,138</b>	<b>7,074</b>	<b>7,415</b>	<b>7,529</b>	
Total shareholder's equity	25,941	28,844	32,772	36,887	41,280	45,911	50,736	55,712	60,833	66,079	
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>33,111</b>	<b>36,164</b>	<b>40,213</b>	<b>44,036</b>	<b>48,444</b>	<b>53,074</b>	<b>57,873</b>	<b>62,786</b>	<b>68,248</b>	<b>73,608</b>	

<b>Exhibit 22: Consolidated Balance Sheet</b>		All figures in € '000, unless stated differently					<i>High Bracket estimates</i>				
<i>Year Ending-Dec</i>	<b>2016E</b>	<b>2017E</b>	<b>2018E</b>	<b>2019E</b>	<b>2020E</b>	<b>2021E</b>	<b>2022E</b>	<b>2023E</b>	<b>2024E</b>	<b>2025E</b>	
Total current assets	7,361	9,116	12,058	14,781	18,602	22,912	27,676	32,790	38,732	44,917	
Total non-current assets	26,311	28,019	29,592	31,180	32,428	33,430	34,206	34,798	35,221	35,498	
<b>TOTAL ASSETS</b>	<b>33,672</b>	<b>37,135</b>	<b>41,650</b>	<b>45,961</b>	<b>51,030</b>	<b>56,341</b>	<b>61,882</b>	<b>67,588</b>	<b>73,953</b>	<b>80,415</b>	
Total current liabilities	5,404	6,272	6,754	6,688	6,968	7,189	7,384	7,537	8,149	8,339	
Total non-current liabilities	2,052	1,422	1,143	975	805	635	465	295	125	125	
<b>TOTAL LIABILITIES</b>	<b>7,456</b>	<b>7,694</b>	<b>7,897</b>	<b>7,663</b>	<b>7,773</b>	<b>7,824</b>	<b>7,849</b>	<b>7,832</b>	<b>8,274</b>	<b>8,464</b>	
Total shareholder's equity	26,217	29,441	33,754	38,298	43,257	48,517	54,033	59,756	65,679	71,782	
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>33,672</b>	<b>37,135</b>	<b>41,650</b>	<b>45,961</b>	<b>51,030</b>	<b>56,341</b>	<b>61,882</b>	<b>67,588</b>	<b>73,953</b>	<b>80,245</b>	



## 9. Analyst Certifications

I, Parvati Rai, certify that all of the views expressed in this research report accurately reflect my personal views about the subject security and the subject Company, based on the collection and analysis of public information and public Company disclosures.

I, Himanshu Broota, certify that all of the views expressed in this research report accurately reflect my personal views about the subject security and the subject Company, based on the collection and analysis of public information and public Company disclosures.

### Important disclosures

Arrowhead Business and Investment Decisions, LLC received fees in 2015 and 2016 and will receive fees in 2016 from Keyware Technologies for researching and drafting this report and for a series of other services to Keyware Technologies, including distribution of this report and investor relations services. Neither Arrowhead BID nor any of its principals or employees owns any long or short positions in Keyware. Arrowhead BID's principals have a mandate for investment banking services from Keyware and expect to receive compensation for investment banking activities for Keyware in 2016.

Aside from certain reports published on a periodic basis, the large majority of reports are published by Arrowhead BID at irregular intervals as appropriate in the analyst's judgment.

Any opinions expressed in this report are statements of Arrowhead BID's judgment to this date and are subject to change without notice.

This report was prepared for general circulation and does not provide investment recommendations specific to individual investors. As such, any of the financial or other money-management instruments linked to the Company and Company valuation described in this report, hereafter referred to as "the securities", may not be suitable for all investors.

Investors must make their own investment decisions based upon their specific investment objectives and financial situation utilizing their own financial advisors as they deem necessary.

Investors are advised to gather and consult multiple sources of information while preparing their investment decisions. Recipients of this report are strongly advised to read the Information on Arrowhead Methodology section of this report to understand if and how the Arrowhead Due Diligence and Arrowhead Fair Value Bracket integrate alongside the rest of their stream of information and within their decision making process.

Past performance of securities described directly or indirectly in this report should not be taken as an indication or guarantee of future results. The price, value of, and income from any of the financial securities described in this report may rise as well as fall and may be affected by simple and complex changes in economic, financial and political factors.

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Arrowhead Business and Investment Decisions, LLC is not responsible for any loss, financial or other, directly or indirectly linked to any price movement or absence of price movement of the securities described in this report.

## 10. Notes and References

- i Source: Bloomberg, retrieved on October 28, 2016
- ii 52 weeks to October 28, 2016. Source: Bloomberg, October 28, 2016
- iii 3 months to October 28, 2016. Source: Bloomberg, October 28, 2016
- iv Arrowhead Business and Investment Decisions Fair Value Bracket – AFVBTM. See information on valuation on pages 20-22 of this report and important disclosures on page 27 of this report.
- v Source: Annual Report 2014, Company Website and Press Releases
- vi Source: Annual Report 2014
- vii Source: Annual Report 2014
- viii Source: Annual Report 2014, Company Presentation
- ix Source: Arrowhead BID analysis
- x Source: Arrowhead BID analysis
- xi Source: Company’s Investor Guide, March 2016
- xii Source: Company’s Investor Guide, March 2016
- xiii Source: Arrowhead BID estimate
- xiv Source: Press Releases, 1H15 Report
- xv Source: Company Reports, Company website and Bloomberg
- xvi Source: Europe Consumer Center (ECC)
- xvii Source: Payment Statistics for 2015 by ECB, Keyware Annual Report 2014
- xviii Source: Payment Statistics for 2015, ECB
- xix Source: Payment Statistics for 2015, ECB
- xx Source: Annual Report 2014
- xxi Source: <https://www.pcisecuritystandards.org/> and Keyware Annual Report 2014
- xxii Source: Worldline Presentation December 2014 and Arrowhead Estimates
- xxiii Source: Bloomberg, Respective Company Results
- xxiv Source: Bloomberg
- xxv Source: Bloomberg, 5 year Adjusted Beta
- xxvi Source: Damodaran Estimate
- xxvii Source: Damodaran Estimate
- xxviii Source: Bloomberg Estimates