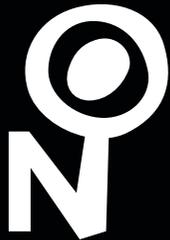




15

ANNUAL REPORT AND ACCOUNTS



NOVABASE

simpler & happier

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Luís Paulo Salvado

Chairman of the Board
of Directors



2015 IN THE SPOTLIGHT

Dear Shareholders,

The 2015 results reflect the success of Novabase's focus on internationalization, and are in line with our strategic goals.

Our international business increased 22%, surpassing for the first time, in the current consolidation perimeter, €100 million. Operations in Europe expanded 44%, and now accounts for more than half of non-domestic business, now with a new subsidiary in the United Kingdom. International business now represents 46%

of the total, above the annual goal of 40-45%. This was only possible through the winning of major new contracts in several regions, which bears out the global competitiveness of our offerings. Services also held their upward trend, driven by the noteworthy international performance of Business Solutions, which increased 51%.

EBITDA fell within the tolerances of guidance, and includes repositioning costs from the adverse setting of the emerging markets where we do business, with relevant impacts on Infrastructures & Managed Services. Net Profits were very strong in their performance, benefiting from the favourable financial results. Over the course of the year, €4 million in cash was generated. Based on these results, we will propose a dividend of €0.12 per share at the next General Meeting of Shareholders.

We improved our already high levels of customer satisfaction, achieving a Net Promoter Score of 45, the highest of all time. We strengthened our investments in human capital by hiring 105 more young

university graduates, along with multiple training initiatives. We also continued our talent development program through Leadership and Coaching Enhancement initiatives.

In the field of innovation, as just one example, we saw the launch of the MyWizzio solution at Finovate Fall 2015 in New York. The Finovate conferences showcase the biggest and latest fintech innovations, with high-quality networking, attracting more than 1,000 technology and finance companies from across the globe at each event. In the area of Venture Capital, FCR Novabase Capital Inovação e Internacionalização sold part of its investment in the company Feedzai in a venture capital investment round led by Oak HC/FT,

one of the world's leading venture capital companies in the area of fintech. Feedzai is involved in data science, and is a benchmark in innovation in Novabase Capital's portfolio. Novabase was also invited to join the recently-created Euronext Tech 40 index of leading European companies in innovation.

We continued our social responsibility initiatives in the area of education, including sponsorship of the FST/Novabase project with students from IST, together with summer courses in partnership with the Carlucci American International School of Lisbon and the Sintra City Council.

We will keep internationalization a priority in 2016, tailoring our focus to the risks of the world's current macroeconomic backdrop. We will limit our exposure to emerging markets, in view of the volatility of some economies where we do business.

Finally we would like to thank all of Novabase's employees for their talent and tremendous dedication, and all of our customers, partners and shareholders for the confidence they have placed in us.

Luís Paulo Salvado
Chairman of the Board of Directors



FINANCIAL HIGHLIGHTS

TURNOVER



EBITDA



NET PROFIT



NET CASH



EARNINGS PER SHARE



TURNOVER PER AREA



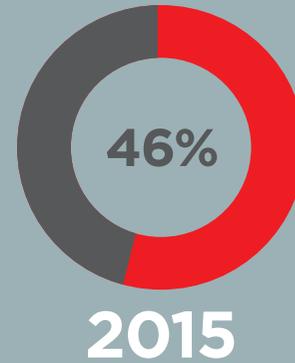
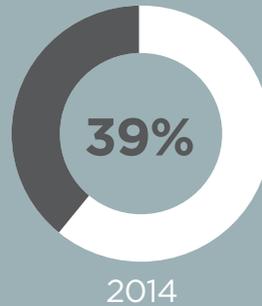
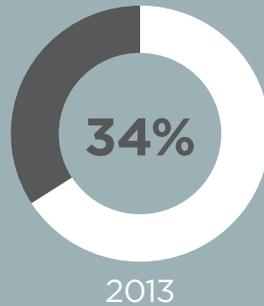
EXPENDITURE



EMPLOYEES



INTERNATIONAL BUSINESS



INTERNATIONAL BUSINESS PER BUSINESS AREA



(Amounts expressed in millions of euros, unless otherwise stated)



CORPORATE GOVERNANCE

Novabase has been a publicly traded company since July 2000. It operates according to a corporate governance model which is regularly assessed by the Board of Directors with regard to its adequacy and performance, with a view to optimizing the latter in close alignment with the interests of all stakeholders – those interested in its corporate activities – namely shareholders, investors, customers, suppliers, other business partners and employees.

In view of the mounting challenges of internationalization and competitiveness which have characterized Novabase's business, the company's corporate governance system needed to be updated, namely by simplifying and streamlining structures and procedures, to better adapt existing solutions to the company's specific size and circumstances.

In its General Meeting of Shareholders dated 29 April 2015, Novabase amended its articles of association and implemented a reinforced Latin corporate governance model including a Board of Directors, Supervisory Board and Statutory Auditor (ROC). Under this model, a substantially more agile day-to-day management structure has been implemented, including two managing directors (Luís Paulo Cardoso Salvado (CEO) and Francisco Paulo Figueiredo Morais Antunes (CFO). Moreover, Novabase has a general meeting board elected for three-year terms of office, along with a Remuneration Committee appointed by the General

Meeting of Shareholders to establish the remuneration of each corporate board member based on the duties performed and the company's financial status. The company also designates a secretary and respective substitute, under the terms of article 446-A of the Commercial Companies Code, to perform the duties established by law.

In order to improve its governance practices whenever possible and tailor the model to the company's demands and challenges, Novabase constantly analyzes its implementation.



SUSTAINABILITY

MORE
THAN

2400

EMPLOYEES

+105

NEW TALENT

CREATION OF VALUE FOR THE SHAREHOLDERS

Turnover	231.6 M€
EBITDA	14.9 M€
Atributable Net Profit	7.4 M€
Turnover growth rate	4.9%
International turnover growth rate	21.9%
EBITDA growth rate	1.8%
Atributable Net Profit growth rate	138.6%
Net Cash growth	4.4 M€
Return on Equity	9.1%
Return on Assets*	4.3%

*Return on Assets = Operating Profit (EBIT) / Total Assets



FINANCIAL AND STOCK PERFORMANCE

CHANGES IN KEY INDICATORS

TURNOVER

Novabase's Turnover in 2015 was 231.6 M€ (million euros), an increase of 5% compared to 220.9 M€ in 2014, above the annual Guidance of 225.0 M€ (+3%), highlighting the significant international growth (22%), in line with the strategic focus.

TURNOVER

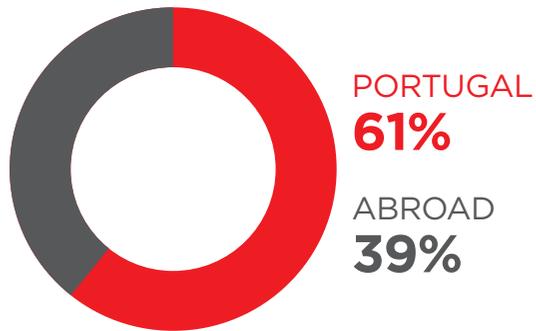


Annual Guidance: 225.0M€

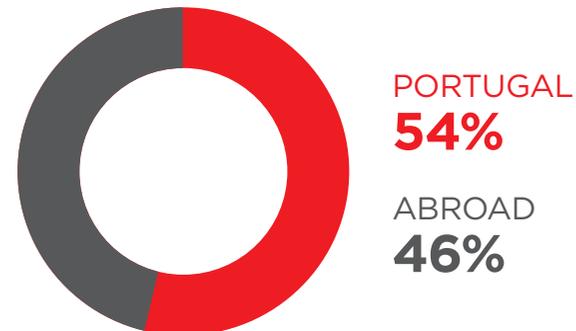
Thus, international business exceeded for the 1st time the 100 M€, in the current perimeter. From the total Turnover, 105.5 M€ were generated outside Portugal, which compares to 86.5 M€ registered in 2014. Business outside Portugal generated in the Business Solutions area increased to 53% of the respective

Turnover (41% in 2014). In the IMS business area, the international business decreased to 35% (36% in 2014) and in the Venture Capital area increased to 64% (63% in 2014). Europe was the continent with greater expression in 2015 accounting for half of international business.

TURNOVER BY GEOGRAPHY



2014

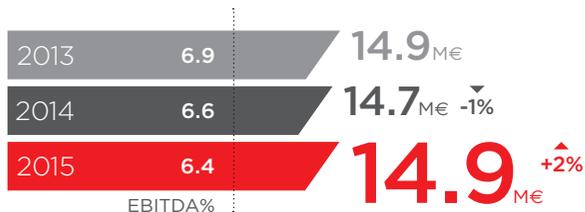


2015

EBITDA

EBITDA reached 14.9 M€ in 2015, a 2% growth compared to the 14.7 M€ obtained in 2014, being within the range of the annual Guidance of 14-17 M€.

EBITDA



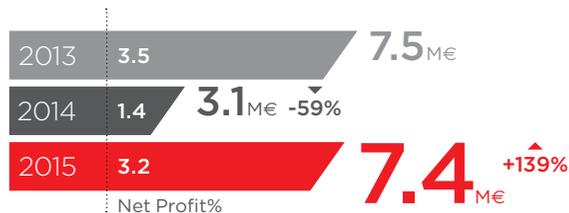
Middle of the range of the Annual Guidance: 15.5M€

The EBITDA margin was 6.4%, below the 6.6% margin obtained in 2014.

RESULTS

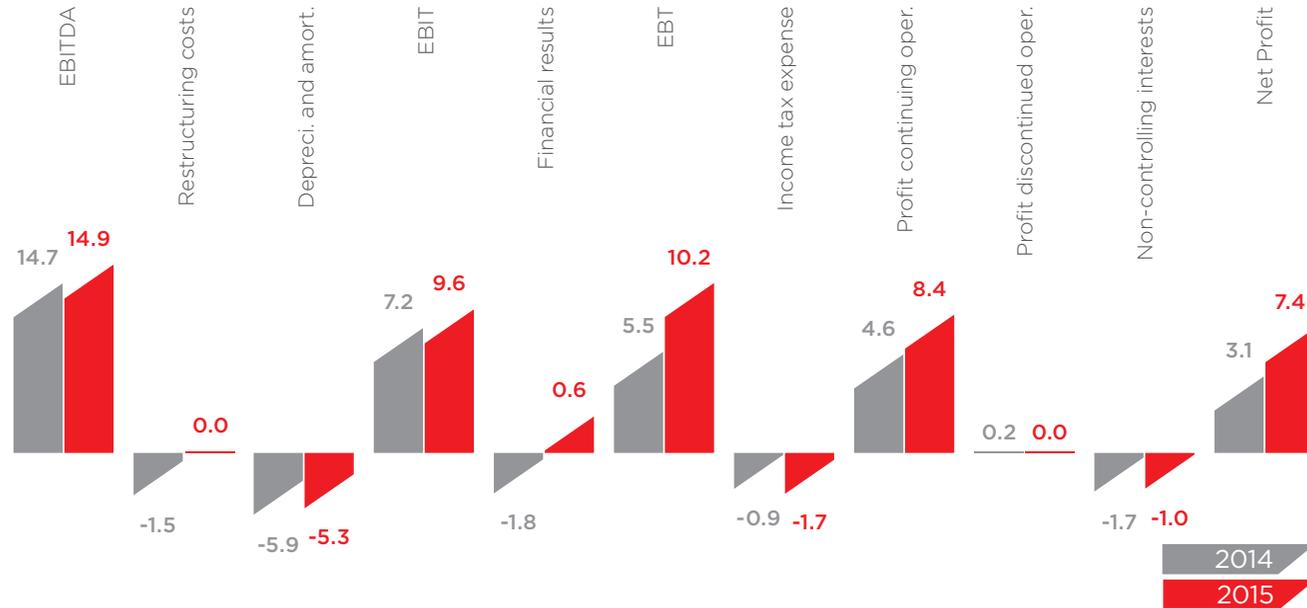
Consolidated Net Profit, after Non-Controlling interests, reached 7.4 M€, showing an increase of 139% compared to 3.1 M€ in 2014, as a result of the measures adopted in the end of 2014 and due to the evolution in the financial results.

CONSOLIDATED NET PROFIT



Earnings per Share were 0.24 euros in 2015, registering an increase of 137% compared to the 0.10 euros in 2014.

Trends in EBITDA to Net Profit were as follows:



The restructuring process implemented in late 2014, with the aim of improving competitiveness, has been carried out within the limits of the provision recorded that year, of 1.5 M€.

Depreciation and amortization reached -5.3 M€, below the amount registered in 2014 (-5.9 M€). Operating Profit (EBIT) was 9.6 M€, reflecting an increase of 33% compared to 2014 (7.2 M€). The Financial Results were positive in 0.6 M€, an increase of 2.4 M€, fundamentally based on the evolution of the financial instruments used to reduce the exposure to exchange rate risk.

Earnings Before Taxes (EBT) in 2015 were 10.2 M€, registering an increase of 86% compared to 5.5 M€ in 2014.

Income tax expense in the 2015 reached -1.7 M€, above the -0.9 M€ in 2014.

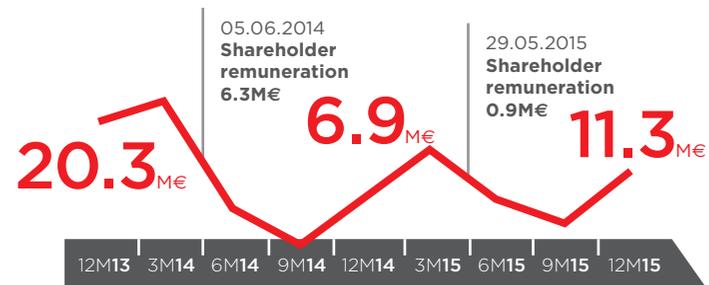
Results from discontinued operations are null in 2015, compared to 0.2 M€ in 2014. That gain reflected the completion of the closure process of the 'Mobility Solutions' area with a value lower than the one provisioned.

Non-controlling interests amounted to -1.0 M€, which compares to -1.7 M€ in 2014. This variation is mainly due to evolution of the results of international subsidiaries.

CASH

In 2015, Novabase shows a positive evolution in cash generation. Novabase ended 2015 with 11.3 M€ in net cash, which compares to 6.9 M€ in 2014, a cash generation of 4.4 M€.

NET CASH



On May 29, 2015, Novabase paid its shareholders a total amount of 0.9 M€ (0.03€/share). Additionally, on May 21, 2015, occurred the payment of 0.4 M€ to Non-controlling interests.

With reference to the Notes to the Consolidated Financial Statements, the detail and description of Net Cash is analysed as follows:

(Amounts expressed in thousand of euros)

	31.12.15	31.12.14
Cash and cash equivalents	24.293	20.714
Non-current held-to-maturity investments	4.554	-
Current held-to-maturity investments	845	-
Treasury shares held by the Company*	25	126
Non-current bank borrowings	(14.387)	(8.376)
Current bank borrowings	(3.992)	(5.561)
	11.338	6.903

*The share price in the Stock Exchange in the last tradable day of 2015 was 2.114 Euros (2014: 2.214 Euros).

CAPITAL EXPENDITURE

Consolidated recurring investment reached 2.9 M€ in 2015. This amount, which corresponds to a cash write-off, is divided into three parts: one pertaining to work in progress in the amount of 0.4 M€ related to the development of projects that are still under construction, a second part in the amount of 1.1 M€ related to licenses and software, and a third part, in the amount of 1.4 M€, related to other tangible assets, such as furnishings.

Non-recurring investment was positive, in the total amount of 1.9 M€, comprised of extraordinary movements, transfers, write-offs and currency translation differences (non-cash items).

CAPITAL EXPENDITURE	NON-RECURRING	RECURRING	TOTAL
WORK IN PROGRESS			
Work in Progress		0.4	0.4
Transfer to Intangible Assets	-3.0		-3.0
Sub-total (1)	-3.0	0.4	-2.6
INTANGIBLE ASSETS			
R&D	3.0	1.1	4.1
Industrial Property and Other Rights			0
Goodwill			0
Sub-total (2)	3.0	1.1	4.1
TANGIBLE ASSETS			
Transport Equipment / Leasing / OR	4.3		4.3
Other Tangible Assets	-2.4	1.4	-1.0
Sub-total (3)	1.9	1.4	3.3
Total	1.9	2.9	4.8

HUMAN RESOURCES

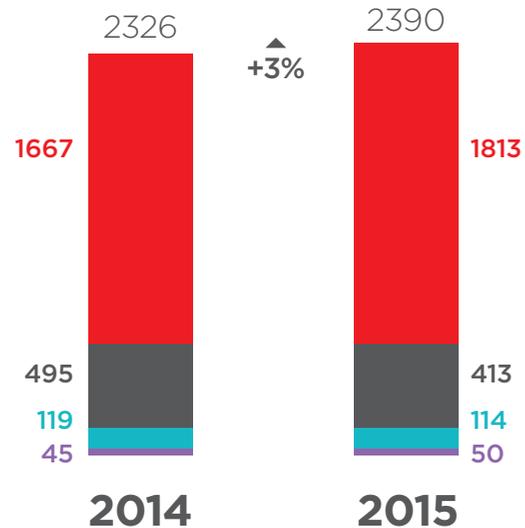
In terms of human resources, Novabase had an average of 2390 employees in 2015, an increase of 3% compared to 2326 in 2014.

The following table shows the breakdown of employees among Novabase’s various business areas:

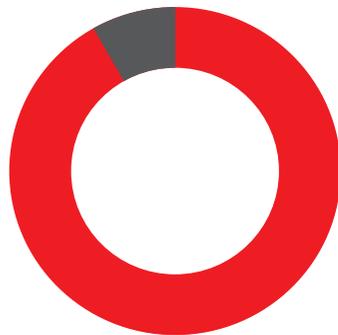
AVERAGE NUMBER OF EMPLOYEES



Average number of employees increased due to international expansion and services growth, and includes the recruitment of 105 new university graduates through Novabase Academy program.



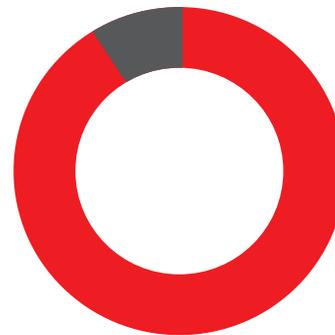
AVERAGE NUMBER OF EMPLOYEES BY GEOGRAPHY



2014

PORTUGAL
2133

ABROAD
193



2015

PORTUGAL
2176

ABROAD
214

BUSINESS SUMMARY

The 2015 results reflect the success of the defined strategy, confirming the trends that have been anticipated over the year.

Indeed, there has been clear progress in terms of internationalization and differentiation of the offerings, with a significant increase in international activity that represents now 46% of the total, above the annual goal of 40-45%, and with the growth in services, which accounts for approximately 3/4 of the total business.

Compared to the same period of last year, Turnover increased by 5%, due to the significant 22% growth in the international business, and EBITDA rose 2%, an operating improvement that reflects the measures implemented in late 2014 (restructuring aiming to improve competitiveness in the domestic operations and freeing resources to the effort of internationalization). Towards the Guidance, the results of 2015 were above on Turnover, and within the EBITDA range.

To highlight that Novabase won several managed services contracts for the European Commission. These contracts, led by Novabase, are included in the framework agreement signed in consortium with another European company.

In the last quarter, and following the strategic priority of enhancement of internationalization, the company Celfocus Ltd, in UK, was incorporated, which will allow Novabase to expand its operations in Europe.

With regard to new partnerships, Novabase IMS is since the beginning of 2015, Gold partner of EMC, the Storage and Backup market leader in Portugal. In the second quarter, Novabase and OutSystems signed a strategic partnership to offer new joint products and services in the markets where they do business. Likewise, Novabase and SAP strengthened their partnership, to resell SAP products and solutions in Africa. Note that Novabase has been a recognized SAP partner for more than 15 years, and received certification as a SAP Channel Partner in 2013.

In terms of innovation, Novabase launched MyWizzio in New York, at Finovate Fall 2015. Finovate conferences showcase the latest and the greatest in global fintech and perform high quality networking, gathering over 1000 fintech innovators and financial institutions from all over the world. The presence in world reference events reflects Novabase's focus on innovation.

In the Venture Capital area, the Venture Capital Fund Novabase Capital Inovação e Internacionalização sold part of its investment in the company Feedzai, in a round of a venture capital investment, led by Oak HC/FT, a leading world venture capital firm in the area of fintech. Feedzai works in the area of data science and is one of the references of innovation in Novabase Capital' portfolio.

2015 was also marked by the consolidation of the acknowledgement of Novabase's activity in several technologies and services. Worthy of note, is the distinction of Novabase with the 2014 Innovation Partner award, from IBM, at the National Business Partners' Conference, for the work done by our Financial Services area. Additionally, Novabase IMS has been recognized by Microsoft as Gold Partner, with the Cloud Productivity competency. The subsidiary Collab won the award for "Best Global Customer Satisfaction"

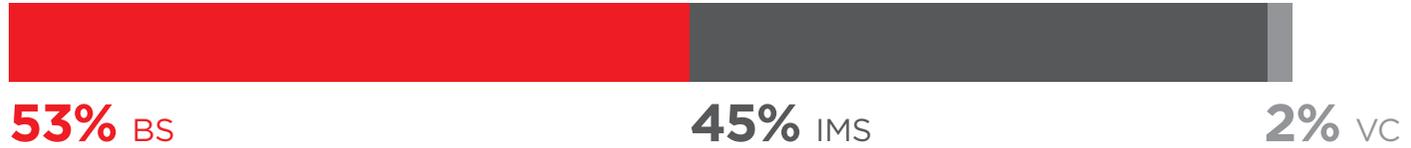
Technology company in 2015, at the Portuguese Association of Contact Centers event. On the other hand, Novabase Mozambique was named Microsoft's "Communications Partner of the Year" for the WECA (West, East and Central Africa) region. More recently, Novabase was honoured a SAP Gold partner, due to the expansion of its VAR (Value Added Reseller) partnership.

Finally, highlight that Novabase was recognized with an "Excellence at Work" award, in the category "large companies" with more than 1000 employees, which distinguish best practices in managing people at companies, by surveying employees.



The percent breakdown of Turnover and EBITDA, by business area, was as follows in 2015:

TURNOVER 2015



EBITDA 2015



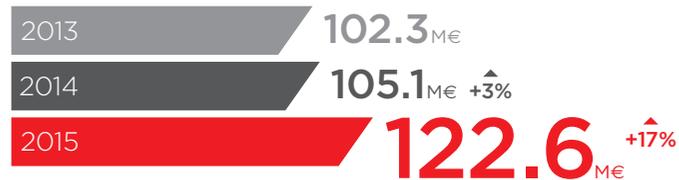
BUSINESS SOLUTIONS

In 2015, Business Solutions had in average a team of 1813 consultants, and generated 53% of Novabase's total Turnover and 77% of the total EBITDA.

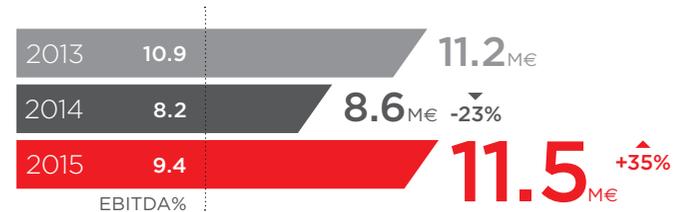
This business area's total Turnover was 122.6 M€, a 17% increase compared to 2014.

Business Solutions EBITDA raised 35% in 2015 in equivalent terms (from 8.6 M€ to 11.5 M€), with an EBITDA margin of 9.4% (compared to 8.2% in 2014). This evolution is due to the significant international growth (+51%).

TURNOVER BS



EBITDA BS



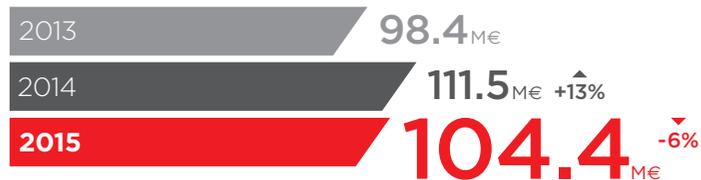
INFRASTRUCTURES AND MANAGED SERVICES

IMS had in average a workforce of 413 employees in 2015, and generated 45% of Novabase's Turnover and 20% of the total EBITDA.

This business area's total Turnover reached 104.4 M€, a 6% decrease compared to 2014.

In 2015, EBITDA of IMS decreased by 36% in equivalent terms (from 4.6 M€ to 2.9 M€), with an EBITDA margin of 2.8% (compared to 4.1% in 2014). IMS evolution reflects the adverse conditions in the emerging markets where it operates.

TURNOVER IMS



EBITDA IMS



VENTURE CAPITAL

Venture Capital had in average a critical mass of 50 employees in 2015, and generated 2% of Novabase's Turnover and 3% of the total EBITDA.

This business area's total Turnover reached 4.6 M€, an increase of 6% compared to 2014.

Venture Capital's EBITDA decreased in 2015, in equivalent terms, from 1.5 M€ to 0.5 M€, with an EBITDA margin of 10.5%. This is a typical evolution of the development stage of the investments of the Funds.

TURNOVER VC



EBITDA VC



STOCK PERFORMANCE

NOVABASE AND THE MARKET



Novabase share price in 2015 lost 5%, comparing to an 11% gain in the PSI20 Index and a 14% gain in the EuroStoxx Technology Index. Excluding the shareholder remuneration, Novabase share price would have registered a depreciation of 3%.

In this period, a dividend of 0.03€/share was distributed.

The Board of Directors will propose to the General Meeting of Shareholders to be held on May 3, the distribution of dividends in the amount of 3.8 M€, corresponding to 0.12€ per share.

Also to be noted that, on May 2015, Novabase was chosen to be part of Tech 40, Euronext's international technology index whose purpose is to distinguish innovative listed European companies.

SUMMARY	2015	2014	2013	2012	2011
Minimum price	2.070	2.090	2.290	1.660	1.700
Maximum price	2.619	4.100	3.110	2.320	3.210
Volume weighted average price	2.350	3.183	2.790	2.050	2.673
Last tradable day price	2.114	2.214	2.610	2.300	2.090
Nr. of shares traded (millions)	5.7	5.9	8.3	4.9	5.5
Market cap. in the last day (M€)	66.4	69.5	82.0	72.2	66.6

The average target price from analysts covering Novabase is 2.88 euros (average upside of 36%).

The average Novabase share price weighted by quantity in 2015 was 2.350 euros per share. 5.7 million shares were traded in all 257 stock exchange sessions in 2015, corresponding to a trading value of 13.5 M€.

The daily average number of shares traded was 22.3 thousand shares, corresponding to a daily average value of about 0.05 M€.

The share price on the last day of trading of 2015, 31 December 2015, was 2.114 euros, which represents a 5% loss compared to the 2.214 euros that Novabase shares registered at the end of 2014.

The maximum closing price achieved in 2015 was 2.619 euros, while the minimum closing price recorded was 2.070 euros. Market capitalization at the end of 2015 was 66.4 M€.

Share turnover accounted for 18% of Novabase's capital, with 5.7 million shares traded, similar to the values in 2014 (turnover of 19% of capital, with 5.9 million shares traded).

RISKS

The Group's activities expose it to a variety of financial risks, namely, Foreign exchange risk, Cash flow and fair value interest rate risk, Credit risk, Liquidity risk and Capital management risk.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

A) FOREIGN EXCHANGE RISK

The Group operates internationally and is exposed to foreign exchange risk, mainly arising from U.S. Dollar, Kwanza and Metical exposure, since some subsidiaries perform transactions in these currencies.

The finance department is responsible for the tracking of the exchange rate of the currencies mentioned above, in order to reduce the impact of the fluctuation in consolidated results. The Group uses derivative financial instruments to hedge certain risk exposures.

B) CASH FLOW AND FAIR VALUE INTEREST RATE RISK

The Group's interest-rate risk arises from finance investments in banks and bonds, and borrowings. Borrowings issued at variable rates expose the Group to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk.

C) CREDIT RISK

Credit risk is managed, simultaneously, on business unit levels, for the amounts of outstanding trade and other receivables, and on Group basis, for financial instruments. Credit risk arises from cash and cash equivalents, derivative financial instruments, as well as credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independently well rated parties are accepted. Credit risk management of trade and other receivables is based in credit limits, taking into account the financial position of the customer and past experience.

D) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Management monitors rolling forecasts of the Group's liquidity reserve (which comprises undrawn committed borrowing facilities and cash and cash equivalents) on the basis of expected cash flows, taking into account the analysis of the remaining contractual maturity of the financial liabilities and the expected date of financial assets inflows, and taking into account the cash transfer restrictions from Angola and Mozambique. Additionally, a regular monitoring is made to the maturity concentration of borrowings of the Group.

E) CAPITAL MANAGEMENT RISK

The Group's objectives when managing capital, which is a broader concept than 'equity' in the consolidated statement of financial position, are:

- (I) To safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders;
- (II) To maintain a solid capital structure to support the development of its business;
- (III) To maintain an optimal capital structure to reduce the cost of capital.

OUTLOOK FOR 2016

The results of 2015 reflect the successful implementation of Novabase' strategic options in internationalization and differentiation of its offerings. Turnover increased, strongly driven by the international business, which now accounts for 46% of total business. Likewise, the weight of services increased to 73%.

Novabase has defined as a priority for 2016 the continuity of the strategic focus on internationalization, adjusting the focus on the risks of the current global macroeconomic situation. Therefore, Novabase will limit its exposure to emerging markets, given the volatility in some of the economies where it operates.

In terms of Guidance, it is expected a Turnover of 215 M€, more than 45% of which outside Portugal, and an EBITDA between 14 M€ and 17 M€.

SUBSEQUENT EVENTS

The following relevant facts occurred in 2016 by the date of issue of this report, details of which have been adequately disclosed as privileged information via the Novabase S.G.P.S. and CMVM sites:

NOVABASE INFORMS ABOUT DIVIDEND PROPOSAL TO SHAREHOLDERS

Novabase informed the intention of the Board of Directors to propose, at the 2016 Annual General Meeting of Shareholders, the distribution of 3.768 M€ to shareholders. This payment, equal to 50.7% of the consolidated net profit, represents a dividend of 12 euro cents per share.



CORPORATE BOARDS

BOARD OF DIRECTORS

Chairman

Luís Paulo Cardoso Salvado

Members

José Afonso Oom Ferreira de Sousa

Pedro Miguel Quinteiro Marques de Carvalho

Francisco Paulo Figueiredo Morais Antunes

OFFICERS OF THE GENERAL MEETING OF SHAREHOLDERS

Chairman

António Manuel da Rocha e Menezes Cordeiro

Secretary

Madalena Paz Ferreira Perestrelo de Oliveira

MANAGING DIRECTORS

Luís Paulo Cardoso Salvado

Francisco Paulo Figueiredo Morais Antunes

AUDIT BOARD

Chairman

Paulo Soares de Pinho

Members

Fátima do Rosário Piteira Patinha Farinha**Nuno Miguel Dias Pires****Manuel Tavares Festas** Surrogate

STATUTORY AUDITOR

KPMG & Associados - SROC, S.A.

represented by:

Paulo Alexandre Martins Quintas Paixão Effective**Maria Cristina Santos Ferreira** Surrogate

REMUNERATION COMMITTEE

Chairman

Francisco Luís Murteira Nabo

Members

Pedro Rebelo de Sousa**João Francisco Ferreira de Almada e Quadros Saldanha**

COMPANY'S SECRETARY

Diogo Leónidas Ferreira da Rocha**Marta Isabel dos Reis G. Rodrigues do Nascimento** Surrogate



PROPOSAL FOR THE ALLOCATION OF PROFITS

In 2015, Novabase SGPS, SA had a consolidated net profit of €7,425,054.30 (seven million, four hundred and twenty five thousand, fifty four euros and thirty cents) and a net profit of €17,160,948.24 (seventeen million, one hundred and sixty thousand, nine hundred and forty eight euros and twenty four cents) in the individual accounts.

In compliance with the provisions of law and the articles of association, 5% of the net profit for the year should be added to the statutory reserves until this balance reaches 20% of the share capital.

The individual statement of financial position of the Company, reported as at December 31, 2015, presents statutory reserves in the amount of €3,140,139.40 (three million, one hundred and forty thousand, one hundred and thirty nine euros and forty cents). This amount is equal to the minimum legally required, not becoming, on the other hand, as a result of the intended allocation of profits, the total equity inferior to the sum of the capital and reserves which may not be distributed to shareholders by the law or the contract.

On 11 February 2016, the company's Board of Directors informed on its intention to propose, at the 2016 Annual General Meeting of Shareholders, the distribution of €3.768 million, corresponding to annual profits to be distributed by means of a resolution to allocate profits. This distribution, equal to 50.7% of the consolidated net profit, will represent a dividend of €0.12 per share.

Pursuant to legal and statutory provisions, the Board of Directors proposes that the financial year individual net profit be allocated as follows:

1. From the net profit for the year above mentioned, an amount totalling €3,768,167.28 (three million, seven hundred and sixty eight thousand, one hundred and sixty seven euros and twenty eight cents) is paid to shareholders, corresponding to €0.12 (twelve euro cents) per share, as related to the total number of shares issued;
2. That, as it is not possible to accurately determine the number of own shares held in treasury on the date of the abovementioned payment without limiting the Company's intervention capacity, notably in the increase of liquidity in its securities, the overall sum of €3,768,167.28 (three million, seven hundred and sixty eight thousand, one hundred and sixty seven euros and twenty eight cents) as provided for

in the foregoing paragraph, based on an unit amount per issued share (in this case, €0.12), be distributed as follows:

- a) That the unit amount of €0.12 be paid to each issued share;
- b) That the unit amount corresponding to the own shares held in treasury on the date of payment as referred to above not be paid, but transferred to retained earnings.
3. The remainder of net profit for the financial year in the amount of €13,392,780.96 (thirteen million, three hundred and ninety two thousand, seven hundred and eighty euros and ninety six cents) is transferred to retained earnings.



Luís Paulo Cardoso Salvado

Luís Paulo Cardoso Salvado
Chairman



Pedro Miguel Quinteiro Marques de Carvalho

Pedro Miguel Quinteiro Marques de Carvalho



José Afonso Oom Ferreira de Sousa



Francisco Paulo Figueiredo Morais Antunes
CFO

Lisbon, 5 April 2016

Board of Directors



ANNEXES TO THE CONSOLIDATED BOARD OF DIRECTORS' REPORT

LIST OF SHAREHOLDERS WITH QUALIFYING STAKES AS AT 31 DECEMBER, 2015

(Under the terms of paragraph 4 of Article 448^o of the Portuguese Commercial Companies Code and Article 16^o of the Portuguese Securities Code 'PSC')

HOLDING UNDER THE SHAREHOLDERS AGREEMENT CONCERNING NOVABASE	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
HNB - SGPS, S.A. ¹	8.321.019	26.50%
Pedro Miguel Quinteiro Marques de Carvalho	2.289.068	7.29%
Rogério dos Santos Carapuça	1.079.122	3.44%
R.S.C. Invest, SGPS, S.A. ²	235.000	0.75%
João Nuno da Silva Bento ¹	485.637	1.55%
Álvaro José da Silva Ferreira ¹	50.282	0.16%
Luís Paulo Cardoso Salvado ¹	50.282	0.16%
José Afonso Oom Ferreira de Sousa ¹	10.057	0.03%
TOTAL³	12.520.467	39.87%

¹ José Afonso Oom Ferreira de Sousa, Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira and João Nuno da Silva Bento are the only shareholders of HNB - SGPS, S.A., and have entered into a shareholders agreement concerning the whole of HNB - SGPS, S.A.'s share capital.

² The company R.S.C. Invest, SGPS, S.A. ("RSC") is controlled by Rogério dos Santos Carapuça.

³ The total holding is attributed to José Afonso Oom Ferreira de Sousa, Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira, João Nuno da Silva Bento, Rogério dos Santos Carapuça and Pedro Miguel Quinteiro Marques de Carvalho, under the terms of the Shareholders Agreement concerning Novabase. This agreement is described in item 6 of the Corporate Governance Report attached to this Management Report.

	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
Partbleu, Sociedade Gestora de Participações Sociais, S.A. 1 ¹	3.180.444	10.13%

¹When Novabase was notified of this holding, it was informed that Partbleu, Sociedade Gestora de Participações Sociais, S.A. was indirectly held in 72% by Mr. Miguel Pais do Amaral, and therefore the corresponding voting rights were attributed to him.

	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
IBIM2 Limited	1.610.145	5.13%

SANTANDER ASSET MANAGEMENT - SOCIEDADE GESTORA DE FUNDOS DE INVESTIMENTO MOBILIÁRIO, SA	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
Fundo de Investimento Mobiliário Aberto Poupança Ações Santander PPA	71.135	0.23%
Fundo de Investimento Mobiliário Aberto Santander Ações Portugal	1.535.399	4.89%
TOTAL¹	1.606.534	5.12%

¹When Novabase was notified of this holding, it was informed that the funds identified above were managed by Santander Asset Management - Sociedade Gestora de Fundos de Investimento Mobiliário, S.A.

	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
Fernando Fonseca Santos	1.575.020	5.02%
	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
Maria Manuela de Oliveira Marques	1.043.924	3.32%
CAIXAGEST TÉCNICAS DE GESTÃO DE FUNDOS, S.A.	NO. OF SHARES	% OF SHARE CAPITAL AND VOTING RIGHTS
Caixagest PPA	1	0.14%
Caixagest Ações Portugal	1	1,91%
TOTAL¹	646.288	2.06%

¹When Novabase was notified of this holding, it was informed that the funds identified above were managed by Caixagest - Técnicas de Gestão de Fundos, S.A., however it was not disclosed the actual number of shares held by each fund.

The holdings identified above correspond to the last positions notified to the Company with reference to 31 December 2015 or a previous date.

INFORMATION CONCERNING STAKES HELD IN THE COMPANY BY MEMBERS OF THE BOARD OF DIRECTORS AND SUPERVISORY BODIES AS AT 31 DECEMBER, 2015

(Under the terms of paragraph 5 of Article 447 of the Portuguese Commercial Companies Code)

HOLDERS ¹	NO. SHARES ¹	% CAPITAL AND VOTING RIGHTS
Luís Paulo Cardoso Salvado ²	50.282	0.16%
José Afonso Oom Ferreira de Sousa ²	10.057	0.03%
Pedro Miguel Quinteiro Marques de Carvalho	2.289.068	7.29%
Francisco Paulo de Figueiredo Morais Antunes	30.335	0.10%
Paulo Soares de Pinho (member of the Supervisory Board)	0	0.00%
Maria de Fátima Piteira Patinha Farinha (member of the Supervisory Board)	0	0.00%
Nuno Miguel Dias Pires (member of the Supervisory Board)	0	0.00%
KPMG & Associados – SROC, represented by Paulo Alexandre Martins Quintas Paixão (effective Statutory Auditor)	0	0.00%
Maria Cristina Santos Ferreira (surrogate Statutory Auditor)	0	0.00%
TOTAL¹	2.379.742	7.58%

¹The shareholding of each of these members of the corporate and supervisory boards corresponds to the last position notified to the Company in reference to 31 December 2015 or a previous date. Information on the number of options granted to each Member of the Management and Supervisory Bodies during the 2015 financial year is described in items 77 of the Corporate Governance Report attached to this Management Report.

²José Afonso Oom Ferreira de Sousa and Luís Paulo Cardoso Salvado are shareholders of HNB - SGPS, S.A., where they hold management positions. HNB - SGPS, S.A. holds 8,321,019 shares representing 26.50% of Novabase's share capital and respective voting rights.

Information on management transactions, in accordance with article 248-B of the Portuguese Securities Code, is described in the next section.

Information on the conditions under which the options granted to each Member of the Management and Supervisory Bodies were exercised during the 2015 financial year is described in items 74 and 77 of the Corporate Governance Report attached to this Management Report.

In addition to those mentioned above, no encumbrances or other acquisitions or changes in the ownership of shares representing the Company's share capital (or of a company in a control or group

relationship with the Company) were undertaken by the Members of the Management and Supervisory Bodies, nor any promissory, option or repurchase agreements, nor other agreements with similar effects on such shares.

The type of transactions described above were also not carried out by any person falling under the scope of paragraphs 2, a) to d) of article 447 of the Portuguese Companies Code.

Finally, it should be clarified that neither the Company nor any company in a control or group relationship with it is an issuer of bonds.

LIST OF MANAGEMENT TRANSACTIONS

(Under the terms of paragraphs 6 and 7 of Article 14 of the Portuguese Securities Market Commission - CMVM - Regulation nº. 5/2010)

DIRECTOR ¹	TRANSACTION	DATE
Francisco Antunes	Disposal	31.12.2015
Francisco Antunes	Disposal	29.12.2015
Francisco Antunes	Acquisition	29.12.2015
Francisco Antunes	Disposal	02.06.2015
Luís Paulo Salvado	Acquisition	27.05.2015
Francisco Antunes	Acquisition	27.05.2015
José Afonso de Sousa	Acquisition	27.05.2015
Pedro Marques de Carvalho	Acquisition	27.05.2015

¹Transactions on Novabase' shares by the persons referred to in Article 447 of the Commercial Companies Code ("CSC").

LOCATION	NO. SHARES	PRICE PER SHARE (€)
Euronext Lisbon	9.360	2.112
Euronext Lisbon	5.640	2.170
Euronext Lisbon	15.000	2.168
Euronext Lisbon	30.000	2.600
Over-the-Counter	50.281	2.401
Over-the-Counter	60.335	2.401
Over-the-Counter	10.056	2.401
Over-the-Counter	10.056	2.401

NO. SHARES	PRICE PER SHARE (€)
11.999	2.350
3.984	2.350
2.463	2.350
23.598	2.350
4.924	2.350
300.000	2.352
30.000	2.392
35.197	2.401
50.281	2.401
50.281	2.401
50.281	2.401
32.682	2.401
28.912	2.401
60.335	2.401
10.056	2.401
10.056	2.401

At 31 December 2014, Novabase S.G.P.S. held 57,006 own shares, representing 0.18% of its share capital.

During 2015, the company acquired on the market 330,000 own shares (1.05% of the subscribed capital) at the average net price of 2.356 euros and disposed of 375,049 own shares (1.19% of the subscribed capital) at the average net price of 2.395 euros, of which 46,968 own shares at the average net price of 2.350 euros and 328,081 own shares at the average net price of 2.401 euros.

Own shares acquisitions were performed because they were considered to be in the company's best interest.

46,968 own shares disposed of were used for the settlement of bonuses to employees.

The disposals of 328,081 own shares resulted of the exercise of stock allotment options by directors Rogério Carapuça, Luís Paulo Salvado, José Afonso Sousa, Pedro Marques Carvalho, João Nuno Bento, Álvaro Ferreira, Nuno Fórneas, Paulo Trigo and Francisco Antunes, pursuant to the terms and conditions set out in the regulation of the respective options plan, which was previously disclosed to the market.

At 31 December 2015, Novabase S.G.P.S. held 11,957 own shares, representing 0.04% of its share capital.

During the 2015 financial year, Novabase S.G.P.S. shares always had a nominal value of €0.5.



FINANCIAL STATEMENTS

231.6 M€

TURNOVER

7.4 M€

NET PROFIT

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

THOUSAND OF EUROS	31.12.15	31.12.14 restated*	01.01.14 restated*
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	9.704	5.570	6.120
Intangible assets	29.304	30.663	32.095
Investments in associates	621	871	961
Financial assets at fair value through profit or loss	3.165	1.544	1.256
Held-to-maturity investments	4.554	-	-
Deferred income tax assets	16.352	17.228	14.901
Other non-current assets	7.478	7.770	4.868
Total Non-Current Assets	71.178	63.646	60.201
CURRENT ASSETS			
Inventories	2.824	4.943	8.925
Trade and other receivables	94.519	91.645	87.975
Accrued income	21.592	22.047	12.421
Income tax receivable	2.479	2.223	2.236
Derivative financial instruments	168	88	514
Other current assets	4.743	5.148	4.470
Financial assets held for trading	-	-	5.015
Held-to-maturity investments	845	-	-
Cash and cash equivalents	24.293	20.714	32.942
Total Current Assets	151.463	146.808	154.498
Total Assets	222.641	210.454	214.699

THOUSAND OF EUROS	31.12.15	31.12.14 restated*	01.01.14 restated*
EQUITY			
Share capital	15.701	15.701	15.701
Treasury shares	(6)	(29)	(295)
Share premium	43.560	43.560	43.560
Reserves and retained earnings	14.792	18.813	18.076
Profit for the year	7.425	3.112	7.510
Total Equity attributable to owners of the parent	81.472	81.157	84.552
Non-controlling Interests	8.194	11.855	10.946
Total Equity	89.666	93.012	95.498
LIABILITIES			
NON-CURRENT LIABILITIES			
Borrowings	19.634	9.989	14.031
Provisions	11.497	9.894	10.642
Deferred income tax liabilities	-	-	100
Other-non current liabilities	271	70	70
Total Non-Current Liabilities	31.402	19.953	24.843
CURRENT LIABILITIES			
Borrowings	5.568	6.418	7.353
Trade and other payables	58.200	59.117	61.764
Income tax payable	24	967	89
Derivative financial instruments	160	1.323	77
Deferred income and other current liabilities	37.621	29.664	24.755
Total Current Liabilities	101.573	97.489	94.038
Liabilities for discontinued operations	-	-	320
Total Liabilities	132.975	117.442	119.201
Total Equity and Liabilities	222.641	210.454	214.699

* Restated accordingly IAS 8

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

	THOUSAND OF EUROS	31.12.15 (12M*)	31.12.14 (12M*)
CONTINUING OPERATIONS			
Sales		63.445	67.811
Services rendered		168.147	153.044
Cost of sales		(55.525)	(61.854)
External supplies and services		(67.959)	(59.898)
Employee benefit expense		(89.695)	(86.305)
Restructuring costs		-	(1.522)
Other gains/(losses) - net		(3.497)	1.861
Depreciation and amortisation		(5.348)	(5.917)
Operating Profit		9.568	7.220
Finance income		9.140	1.830
Finance costs		(8.357)	(3.505)
Share of loss of associates		(200)	(90)
Profit Before Income Tax		10.151	5.455
Income tax expense		(1.745)	(857)
Profit from continuing operations		8.406	4.598
DISCONTINUED OPERATIONS			
Profit from discontinued operations		-	211
Profit for the Year		8.406	4.809

	THOUSAND OF EUROS	31.12.15 (12M*)	31.12.14 (12M*)
Profit attributable to:			
Owners of the parent		7.425	3.112
Non-controlling interests		981	1.697
		8.406	4.809
Earnings per share attributable to owners of the parent (€ per share)			
Basic earnings per share			
From continuing operations		0.24 Euros	0.09 Euros
From discontinued operations		Zero Euros	0.01 Euros
From profit for the year		0,24 Euros	0,10 Euros
Diluted earnings per share			
From continuing operations		0.24 Euros	0.09 Euros
From discontinued operations		Zero Euros	0.01 Euros
From profit for the year		0.24 Euros	0.10 Euros

12M* - period of 12 months ended

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	THOUSAND OF EUROS	31.12.15 (12M*)	31.12.14 (12M*)
Profit for the Year		8.406	4.809
Other comprehensive income			
Exchange differences on foreign operations		(9.139)	398
Other comprehensive income		(9.139)	398
Total comprehensive income for the year		(733)	5.207
Total comprehensive income attributable to:			
Owners of the parent		1.901	2.920
Non-controlling interests		(2.634)	2.287
		(733)	5.207

12M* - period of 12 months ended



REPORT AND OPINION OF THE AUDIT BOARD AND AUDITOR'S REPORT

REPORT AND OPINION OF THE AUDIT BOARD ON THE CONSOLIDATED ACCOUNTS

To the Shareholders of
Novabase, S.G.P.S., S.A.

In compliance with the applicable legal and statutory provisions and the mandate given to the Audit Board presents this report for the year ended December 31, 2015.

Supervision

During the financial year, the Audit Board monitored the company's management, the evolution of its business and the business of its most significant subsidiaries, having held meetings with the frequency and extension considered appropriate. Given the matters discussed, these meetings had the presence of the head of finance of the company. The Audit Board also maintained close contact with the chartered accountant and the external auditor, having been kept informed on the audit proceedings and findings. In fulfillment of these functions, the Audit Board has always obtained from the management, the several company departments and the chartered accountant all information and explanations that were requested, in particular in what was necessary for the proper understanding and evaluation of the business development, performance and financial position, as well as of the risk management and internal control systems.

The Audit Board also followed the preparation and disclosure of financial information, as well as the review of the company's consolidated financial statements, and received from the chartered accountant all the information and explanations that were requested. The supervision of the policies, criteria and accounting practices of the company and of its subsidiaries and the reliability of the consolidated financial information was conducted by the Audit Board through the analysis and discussion of the reports made by the chartered accountant and the external auditor.

Whistleblowing procedures

During 2015, the Audit Board did not receive any communications on irregularities through the means established for this purpose.

Related Party Transactions

The company usually reports in its annual report, information on transactions with related parties.

During 2015 no transactions of this nature were submitted to assessment by the Audit Board.

Independence of the External Auditor

Within the procedure of verification of compliance with the independence rules applicable to the External Auditor, the Audit Board has in place a policy of hiring of services not related to the audit activity, in line with the recommendation IV.2 of the Corporate Governance Code of the CMVM, approved in 2013. In addition, the Audit Board verified the effective enforcement of the rules in question during the 2015 financial year.

Internal risk management system

The Audit Board assessed the policies of identification and management of risk adopted by the Company, and monitored its implementation.

Acknowledgement

The Audit Board expresses its appreciation for the cooperation received from the Board of Directors and the company departments.

Opinion on the Consolidated Accounts

In light of the above, the Audit Board is of the opinion that the information contained in the analyzed consolidated financial statements has been drafted in accordance with the applicable legal, statutory and accounting rules and standards, and gives a true and fair view of the assets, liabilities, consolidated financial position and the consolidated results of Novabase SGPS, SA and of the companies included in the consolidation perimeter, and the management report accurately shows the evolution of the business, the performance and the position of the issuer and of the companies included in the consolidation perimeter, containing a description of the principal risks and uncertainties they face. The report on Corporate Governance complies with the provisions of Article 245-A of the Portuguese Securities Code.

As a result of the above, and of the information received from the Board of Directors and the Company's departments, as well as of the conclusions contained in the Chartered Accountant Legal Certification, the Audit Board is of the opinion that the General Meeting is able to approve:

a) The management report, the consolidated financial statements and the accompanying notes;

Lisbon, April 5, 2016

Paulo Soares de Pinho
(Chairman)

Fátima Farinha

Nuno Pires



**KPMG & Associados - Sociedade de Revisores
Oficiais de Contas, S.A.**
Edifício Monumental
Av. Praia da Vitória, 71 - A, 11º
1069-006 Lisboa
Portugal

Telephone: +351 210 110 000
Fax: +351 210 110 121
Internet: www.kpmg.pt

AUDITORS' REPORT CONSOLIDATED FINANCIAL STATEMENTS

(ISSUED BY THE STATUTORY AUDITOR, A CMVM REGISTERED AUDITOR)

**(This report is a free translation to English from the original Portuguese version
In case of doubt or misinterpretation the Portuguese version will prevail)**

Introduction

- In accordance with the applicable legislation, we present our Auditors' Report on the consolidated financial information included in the Board of Directors report and in the accompanying consolidated financial statements as at and for the year ended 31 December 2015 of **Novabase, SGPS, S.A.**, which comprise the consolidated statement of financial position as at 31 December 2015 (showing total assets of 222,641 thousand euros and shareholder's equity attributable to the shareholders of 81,472 thousand euros, including a net profit attributable to the shareholders of 7,425 thousand euros), the consolidated statements of income, the comprehensive income, changes in equity and cash flows for the year then ended, and the corresponding notes.

Responsibilities

- 2 The Board of Directors is responsible for:
 - a) the preparation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (“IFRS”) that present fairly the consolidated financial position of the group of companies included in the consolidation, the consolidated results of its operations, the consolidated comprehensive income, the consolidated changes in equity and the consolidated cash flows;
 - b) the historical financial information prepared in accordance with IFRS that is complete, true, current, clear, objective and lawful as required by the Portuguese Securities Market Code (‘CVM’);
 - c) the adoption of adequate accounting policies and criteria;
 - d) the maintenance of an appropriate internal control system; and,
 - e) the communication of any relevant fact that may have influenced the activity of the companies included in the consolidation, their financial position or results.
- 3 Our responsibility is to verify the consolidated financial information included in the documents referred to above, namely as to whether it is complete, true, current, clear, objective and lawful as required by the CVM in order to issue a professional and independent report based on our audit.

Scope

- 4 We conducted our audit in accordance with the Technical Standards and Guidelines issued by the Portuguese Institute of Statutory Auditors (‘Ordem dos Revisores Oficiais de Contas’), which require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatements. Accordingly our audit included:
- verification that the financial statements of the companies included in the consolidation have been properly audited and in those significant cases in which they were not, verification, on a sample basis, of the documents underlying the figures and disclosures contained therein, and an assessment of the estimates, based on judgments and criteria defined by the Board of Directors, used in the preparation of the referred financial statements;
 - verification of the consolidation procedures and of the application of the equity method;
 - evaluation of the appropriateness of the accounting policies used and of their disclosure, taking into account the applicable circumstances;
 - assessment of the applicability of the going concern principle;
 - assessment of the appropriateness of the overall presentation of the consolidated financial statements; and,
 - assessment of whether the consolidated financial information is complete, true, current, clear, objective and lawful.

- 5 Our audit also included the verification that the consolidated financial information included in the Board of Directors report is consistent with the financial statements, as well as the verification of the disclosures required by numbers 4 and 5 of article 451, of the Portuguese Companies Code (“Código das Sociedades Comerciais”).
- 6 We believe that our audit provides a reasonable basis for our opinion.

Opinion

- 7 In our opinion, the referred consolidated financial statements present fairly, in all material respects, the consolidated financial position of **Novabase, SGPS, S.A.**, as at 31 December 2015, the consolidated results of its operations, the consolidated comprehensive income, the consolidated cash flows and the consolidated changes in equity for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union, and the information contained therein is complete, true, current, clear, objective and lawful.

Report on other legal requirements

- 8** It is also our opinion that the consolidated financial information included in the Board of Directors report is consistent with the consolidated financial statements and that Corporate Governance report includes the information required by article 245.º-A of CVM.

Lisbon, 5 April 2016

**KPMG & Associados -
Sociedade de Revisores Oficiais de Contas, S.A. (n.º 189)**
represented by
Paulo Alexandre Martins Quintas Paixão (ROC n.º 1427)



NOVABASE

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