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# **Alcantarilla Fotovoltaica S.L.U**

Abridged Financial Statements for  
year ending  
31 December 2016  
along with the  
Independent Auditor's Report

## **INDEPENDENT AUDIT REPORT OF FINANCIAL STATEMENTS**

To the Sole Shareholder of ALCANTARILLA FOTOVOLTAICA, S.L. (Sole Shareholder Company)

### **REPORT OF FINANCIAL STATEMENTS**

We have audited the Financial Statements of the Company ALCANTARILLA FOTOVOLTAICA, S.L. (Sole Shareholder Company) which comprises the balance sheet as of December, 31 2016, the profit and loss account, the statement of changes in the equity and the notes of the financial year then ended.

#### ***Responsibility of the Directors with regards to the financial statements***

The Directors of the Company are responsible for the preparation of the attached Financial Statements to faithfully express the assets, the financial status and the profit and loss account of ALCANTARILLA FOTOVOLTAICA, S.L. (Sole Shareholder Company) in compliance with the Regulatory Framework for financial reporting applicable to the Company in Spain, as indicated in Note 2.1 of the attached notes. They are also responsible for the internal control considered necessary to enable the preparation of the Financial Statements free of material inaccuracy due to fraud or mistake.

#### ***Responsibility of the auditor***

Our responsibility is to express an opinion regarding the attached Financial Statements based on our audit report. We have audited in compliance with the Spanish accounts auditing regulations in force. Said regulations require ethics compliance, as well as planning and performance of the audit so as to reasonably ensure that the Financial Statements are free of material inaccuracy.

An audit report requires implementing the procedures to obtain audit evidence regarding the amounts and the information in the financial statements. The chosen procedures depend on the Auditor's decision, including the material inaccuracy risk assessment for the financial statements, due to fraud or mistake. When performing said risk assessments, the Auditor takes into consideration the internal control for the preparation of the Financial Statements by the Directors of the Company, with the goal of designing adequate auditing procedures depending on the circumstances, and not with the goal of expressing an opinion regarding the efficiency of the internal control of the Company. An audit report also includes the assessment of the suitability of the accounting policies applied and the reasonableness of the accounting estimations made by the management, as well as the assessment of the overall presentation of the financial statements.

We consider that they have reached plenty audit evidence to express an opinion.

#### ***Opinion***

In our opinion, the attached Financial Statements faithfully express, in all significant aspects, the assets, the financial status of the Company ALCANTARILLA FOTOVOLTAICA, S.L. (Sole Shareholder Company) as of December 31, 2016, as well as its profit and loss account corresponding to the financial year then ended, in compliance with the applicable Regulatory Framework for financial reporting and, in particular, with the accounting principles and criteria therein.



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***Highlighted paragraphs***

Without modifying our audit opinion, we draw attention to what is mentioned in Note 2.4 of the attached Notes, which mentions that the Board of Directors has prepared the accompanying financial statements for the year ended December 31, 2016 following the principle of going concern they consider that the measures and actions detailed in the Business Plan approved by the Directors enable the Company to continue its normal development and to meet its obligations, also reaching results and positive cash flows in the next years to recover the assets, in particular the deferred tax assets activated.

The Company ALCANTARILLA FOTOVOLTAICA, S.L. (Sole Shareholder Company) belongs to "Elsamex" Group and, depending on the policy of the Group cash-pooling, the Company receives financial support from the parent company of the group from the extent and period necessary. At December 31, 2016 the balance presented in respect of credit lines received is presented in the caption denominated "*Current liabilities with Group Companies*".

May 15, 2017

CABALLERO AUDITORES, S.L.  
R.O.A.C. n° S-2265

  
  
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# ALCANTARILLA FOTOVOLTAICA S.L.U

## ABRIDGED BALANCE SHEET AS AT DECEMBER, 31ST 2016

(Euros)

| ASSETS                      | Notes   | Year             |                  | EQUITY & LIABILITIES                        | Year           |                  |
|-----------------------------|---------|------------------|------------------|---|----------------|------------------|
|                             |         | 2016             | 2015             |   | 2016           | 2015             |
| <b>NON-CURRENT ASSETS</b>   |         |                  |                  | <b>NET EQUITY</b>                           |                |                  |
| Intangible assets           | Note 5  | 4.521.003        | 4.631.441        | <b>STOCKHOLDERS' EQUITY</b>                 | Note 8         | 446.292          |
| Concessions                 |         | 4.484.151        | 4.580.807        | Capital                                     |                | 446.292          |
| Deferred tax assets         | Note 10 | 36.852           | 50.634           | Registered capital                          |                | 42.700           |
|                             |         |                  |                  | Share premium                               |                | 42.700           |
|                             |         |                  |                  | Reserves                                    |                | 158.820          |
|                             |         |                  |                  | Other reserves                              |                | 8.173            |
|                             |         |                  |                  | Prior periods losses                        |                | 8.173            |
|                             |         |                  |                  | Prior periods losses                        |                | (275.588)        |
|                             |         |                  |                  | Contributions from equity holders or owners |                | (275.588)        |
|                             |         |                  |                  | Profit/(loss) for the year                  |                | 500.000          |
|                             |         |                  |                  |   |                | 12.188           |
|                             |         |                  |                  | <b>NON-CURRENT LIABILITIES</b>              |                | 1.780.711        |
|                             |         |                  |                  | Non current provisions                      |                | 33.000           |
|                             |         |                  |                  | Non-current payables                        | Note 9         | 1.624.039        |
|                             |         |                  |                  | Debt with financial institutions            |                | 1.624.039        |
|                             |         |                  |                  | Long-term accruals                          |                | 123.672          |
| <b>CURRENT ASSETS</b>       |         |                  |                  | <b>CURRENT LIABILITIES</b>                  |                | 2.364.961        |
| Trade and other receivables | Note 6  | 70.961           | 29.301           | Current payables                            | Note 9         | 211.938          |
| Trade receivables           |         | 68.032           | 27.524           | Debt with financial institutions            |                | 211.938          |
| Current tax assets          | Note 10 | 32               | 32               | Group companies and associates, current     | Notes 9 y 13.1 | 2.068.187        |
| Current investments         | Note 6  | 100              | 140              | Trade and other payables                    | Note 9         | 84.835           |
| Other financial assets      |         | 100              | 140              | Suppliers                                   |                | 84.824           |
| Prepayment                  |         | 2.027            | -                | Debits with the Public Authorities          |                | 10               |
| Cash and cash equivalents   |         | 802              | 1.636            | Current accruals                            |                | -                |
| Cash                        |         | 802              | 1.636            | <b>TOTAL PATRIMONIO NETO Y PASIVO</b>       |                | 4.591.964        |
| <b>TOTAL ASSETS</b>         |         | <b>4.591.964</b> | <b>4.660.742</b> |   |                | <b>4.660.742</b> |

Notes 1 to 15 of the attached Report form an integral part of the balance sheet as at 31 December 2016



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# ALCANTARILLA FOTOVOLTACIA S.L.U.

## ABRIDGED INCOME STATEMENT FOR THE PERIOD ENDED DECEMBER 31<sup>ST</sup> 2016

(Euros)

|  | Notes             | Year<br>2016     | Year<br>2015     |
|--|-------------------|------------------|------------------|
| <b>CONTINUING OPERATIONS</b>                               |                   |                  |                  |
| <b>Revenue</b>   | <b>Note 11 a)</b> | <b>485.763</b>   | <b>477.058</b>   |
| Services rendered  |                   | 485.763          | 477.058          |
| <b>Supplies</b>  | <b>Note 11 b)</b> | <b>(75.456)</b>  | <b>(72.514)</b>  |
| Subcontracted works  |                   | (75.456)         | (72.514)         |
| <b>Other operating expenses</b>                            | <b>Note 11 c)</b> | <b>(59.920)</b>  | <b>(178.487)</b> |
| External services  |                   | (28.507)         | (142.587)        |
| Taxes  |                   | (31.413)         | (35.900)         |
| <b>Amortisation and depreciation</b>                       | <b>Note 5</b>     | <b>(193.902)</b> | <b>(134.490)</b> |
| <b>RESULTS FROM OPERATING ACTIVITIES</b>                   |                   | <b>156.484</b>   | <b>91.567</b>    |
| <b>Finance expenses</b>                                    |                   | <b>(131.007)</b> | <b>(149.474)</b> |
| Group companies and associates                             | <b>Note 13</b>    | (95.724)         | (112.517)        |
| Other  | <b>Note 9</b>     | (35.283)         | (36.957)         |
| <b>Finance expenses arising from provision adjustments</b> |                   | <b>-</b>         | <b>(6.600)</b>   |
| <b>NET FINANCE INCOME/(EXPENSE)</b>                        |                   | <b>(131.007)</b> | <b>(156.074)</b> |
| <b>PROFIT/(LOSS) BEFORE INCOME TAX</b>                     |                   | <b>25.477</b>    | <b>(64.507)</b>  |
| Income tax expenses  | <b>Note 10</b>    | (13.289)         | 32.244           |
| <b>PROFIT/(LOSS) FROM CONTINUING OPERATIONS</b>            |                   | <b>12.188</b>    | <b>(32.263)</b>  |
| <b>PROFIT/(LOSS) FOR THE PERIOD</b>                        |                   | <b>12.188</b>    | <b>(32.263)</b>  |

Notes 1 to 15 of the attached Report form an integral part of the profit and loss account as at 31 December 2016



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## ALCANTARILLA FOTOVOLTAICA S.L.U

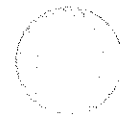
### STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED DECEMBER 31<sup>ST</sup>, 2016

#### A) STATEMENT OF RECOGNISED INCOME AND EXPENSE FOR THE PERIOD ENDED DECEMBER 31<sup>ST</sup>, 2016

(Euros)

|   | Notes | Year<br>2015  | Year<br>2015    |
|---|-------|---------------|-----------------|
| PROFIT AND LOSS FOR THE PERIOD (I)                    |       | 12.188        | (32.263)        |
| <b>TOTAL RECOGNISED INCOME AND EXPENSE (I+II+III)</b> |       | <b>12.188</b> | <b>(32.263)</b> |

Notes 1 to 15 of the attached Report form an integral part of the assigned income and expenditure in relation to accounting period 2016



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## ALCANTARILLA FOTOVOLTAICA S.L.U

### STATEMENT OF CHANGE IN THE NET WORTH OF THE YEAR ENDED DECEMBER 31ST .2016

#### B) STATEMENT OF CHANGES IN TOTAL NET WORTH

(Euros)

|   | Notes    | Capital | Issue premium | Reserves | Prios periods losses | Contributions from equity holders or owners | Profit/(loss) for the period | TOTAL    |
|---|----------|---------|---------------|----------|----------------------|---|------------------------------|----------|
| <b>CLOSING BALANCE FOR PERIOD 2014</b>                  |          | 42.700  | 158.820       | (6.577)  | (104.504)            | -   | (138.821)                    | (48.382) |
| Adjustments for errors and prior periods                |          | -       | -             | 14.750   | -                    | -   | -                            | 14.750   |
| <b>ADJUSTED BALANCE AT THE BEGINNING OF PERIOD 2015</b> | Nota 2.7 | 42.700  | 158.820       | 8.173    | (104.504)            | -   | (138.821)                    | (33.632) |
| Implementation of the result 2014                       |          | -       | -             | -        | (138.821)            | -   | 138.821                      | -        |
| Total recognise income and expense                      |          | -       | -             | -        | -                    | -   | (32.263)                     | (32.263) |
| Contributions from equity holders or owners             |          | -       | -             | -        | -                    | 500.000                                     | -                            | 500.000  |
| <b>CLOSING BALANCE FOR PERIOD 2015</b>                  |          | 42.700  | 158.820       | 8.173    | (243.325)            | 500.000                                     | (32.263)                     | 434.105  |
| Implementation of the result 2015                       |          | -       | -             | -        | (32.263)             | -   | 32.263                       | -        |
| Total recognise income and expense                      |          | -       | -             | -        | -                    | -   | 12.188                       | 12.188   |
| <b>CLOSING BALANCE FOR PERIOD 2016</b>                  |          | 42.700  | 158.820       | 8.173    | (275.588)            | 500.000                                     | 12.188                       | 446.293  |

Notes 1 to 15 of the attached Report form an integral part of the statement changes in total net worth relating to period 2016



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# Alcantarilla Fotovoltaica S.L.U

Abridged Report for  
year ending  
31 December 2016

## 1. Incorporation and activity

### **Incorporation**

Alcantarilla Fotovoltaica S.L.U. (hereinafter the Company) was incorporated on December 17, 2010, as a single-member limited liability company for an indefinite period of time. Its corporate address is in calle San Severo 18, 28042 - Madrid.

### **Corporate Purpose**

The purpose of the company is the management and development of the Concession Agreement for exclusive use in the public domain for the installation, maintenance and operation of systems of power production of photovoltaic technology on municipal covers of the Municipality of Alcantarilla.

All activities for which special requirements are required by Law and not fulfilled by the Company shall be excluded. If required by Law, any activity subject to the holding of some sort of professional title shall be carried out by a person holding said required title.

The activities included in the expressed corporate purpose may be totally or partially developed indirectly through the holding of shares or stakes in other companies engaging in identical or analogous activities.

The Company is part of Elsamex Group, whose parent company is Elsamex, S.A., with corporate address in San Severo, 18, Madrid; this is the company that prepares the consolidated financial statements. The consolidated financial statements of Elsamex Group for period 2016 have been prepared by the Directors in the meeting of the Board of Directors held on 16 March 2016. The consolidated financial statements for period 2015 were approved at the General Shareholders' Meeting of Elsamex, S.A., held on 16 June 2016, and they were deposited in the Business Registry of Madrid. In turn, Elsamex Group is controlled by an international group whose controlling company is "Infrastructure Leasing & Financial Services Limited (IL&FS)", with business address in Bombay [Mumbai] (India) Bandra – Kurla Complex.

## 2. Presentation principles for the abridged financial statements

### **2.1 Financial Information Framework applicable to the Company**

The abridged financial statements have been prepared by the Directors in accordance with the financial information framework applicable to the Company, established in:

- a) Code of Commerce and other additional mercantile legislation.
- b) General Accounting Plan, approved by Royal Decree 1514/2007 and sector adaptations, and in particular, Sector Adaptation of the General Accounting Plan for public infrastructure concessionaire companies, approved by Order EHA/3362/2010 of 23 December.
- c) Mandatory regulations approved by the Institute of Accounting and Accounts Auditing in the development of the General Accounting Plan and complementary rules.
- d) Other applicable Spanish accounting regulations.



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## **2.2 True and fair view**

The attached abridged annual accounts have been obtained from the Company's accounts registers and are presented in accordance with the applicable financial information framework, and in particular the principles and criteria therein contained, so as to show a true view of the assets, the financial situation, the Company Balance Sheet and the cash flows during the corresponding period. These abridged financial statements, which have been prepared by the Company Directors, will be submitted for the approval of the Sole Shareholder, and are expected to be approved without any amendment.

In compliance with article 257 of the Corporations Law, approved by Royal Legislative Decree 1/2010, of 2nd July, in effect since 1st September 2010, the Company prepares abridged financial statements.

According to corporate legislation in force, the Company has no obligation to submit their abridged financial statements for auditing; however, and for the sole purposes of improving transparency in financial reporting, the Administrative Body has deemed appropriate to bring these abridged financial statements for year 2016 for verification of an external auditor. They will be subsequently submitted for approval of the Sole Shareholder, and expected to be approved without modification.

## **2.3 Non-obligatory accounting principles applied**

Non-obligatory accounting principles have not been applied. In addition, the Directors have prepared these financial statements taking into consideration the totality of obligatory applicable accounting principles and standards which have a significant effect on said abridged financial statements. There is not any obligatory accounting principle that has not been applied.

## **2.4 Critical aspects of valuation and estimation of uncertainty**

In preparing the accompanying abridged financial statements estimates were made by the Company's Directors in order to measure certain of the assets, liabilities, income, expenses and obligations reported herein. These estimates basically refer to the impairment of clients' invoices and the calculation of the provisions for creditors' invoices pending, as well as the estimate of the lifespan of the Fixed Assets, the dismantling provision and the services provided but pending invoice.

Although these estimates were made on the basis of the best information available at 2016 year-end, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively.

The Company has incurred losses which meant a reduction in shareholders' equity, and there is a negative working capital. These reasons question the capacity of the Company to settle its assets and liabilities for the amounts and according to the classification found on the attached abridged balance sheet, which was prepared assuming that such activity will continue. There are several reasons which contribute to reduce or eliminate any doubts about the capacity of the Company to continue as going concern. These reasons are the financial support of the Sole Shareholder, formalising during financial year 2015 the contributions made to rebalance the asset position (see Note 13), as well as the possibility of reducing expenses without decreasing the operating capacity of the Company, as it can be inferred from the budget for year 2017 and the business plan approved by the Company's Directors. Said business plan is based on certain hypothesis and market trends and it includes reducing financial costs after the contribution of the credits of the Sole Shareholder of the Company as a participating loan, which amortisation interest shall be subject to obtaining future profits. In this sense, the business plan includes enough revenues to reach a positive result in future financial years, as well as generating positive cash flows allowing to recover the value of the investment made in the photovoltaic plant.

At 2016 and 2015 year-end, the Company has a negative working capital. This negative working capital is structural, as it arises due to the financing of the construction of concession by the parent company, Elsamex, S.A. (see Note 13.1). According to the directors, it does not involve a lesser capacity of the Company to settle its assets and liabilities for the amounts and according to the classification found on the attached abridged balance sheet, nor should this question the capacity of the Company to continue as an operative company. Likewise, the Company has a business plan which proves that it expects to generate enough cash flows to recover the total value of the investment made in the photovoltaic facilities.

## 2.5 Comparative information

The information contained in this abridged report referring to financial year 2015 is presented alongside the information for financial year 2016 only for comparative purposes.

## 2.6 Grouping of entries

Certain items in the balance sheet, income statement, statement of changes in equity and statement of cash flows are grouped together to facilitate their understanding; however, whenever the amounts involved are significant, the information is broken down in the related notes to the financial statements. There are not any equity items entered in two or more entries.

## 2.7 Change in accounting policies

During the accounting period 2016 no changes in accounting principles have arisen with regards to the principles applied in the accounting period 2015.

## 2.8 Correction of errors

In the preparation of the attached financial statements no significant error has been detected that might involve the recalculation of the amounts included in the financial statements of the accounting period 2015.

## 3. Distribution of profits

The Company's directors will propose to the Sole Shareholder to apply the profits of 12,188 Euros of the financial year to negative results in previous years.

|   | Euros         |
|---|---------------|
| <b>Distribution basis:</b>                |               |
| Profit and loss (Loss)                    | 12,188        |
|   | <b>12,188</b> |
| <b>Distribution:</b>                      |               |
| Legal Reserve                             | 367           |
| To negative results from previous periods | 11,821        |
|   | <b>12,188</b> |

## 4. Accounting standards and measurement bases

The main accounting standards and measurement bases used by the Company in the preparation of their abridged financial statements, in accordance with those set out by the General Accounting Plan, were the following:

### 4.1 Intangible assets

The assets grouped under this heading are valued by their acquisition price or cost of production and subsequently reduced by the corresponding accrued amortization and losses through impairment, should there be any.

If there are indications of loss of value, the Company estimates by means of the "impairment test" the possible losses of value that reduce the redeemable value of said assets to an amount below their book value.



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## Concessions:

### Regulated assets

Sector Plan for public infrastructure concessionaire companies (in force since 1 January 2011) regulates agreements concerning service concession contracts; it establishes that by these contracts the grantor commissions to a concessionaire company the construction, including improvement and operation, or only operation of infrastructures for provision of public services of economic nature during the period of time established in the agreement, obtaining in exchange the right to a compensation.

Every concession agreement should comply with the following requirements:

The grantor controls or regulates the public services to be provided by the concessionaire company with the infrastructure, to whom these services will be provided and at which price; the grantor company controls any significant residual sharing in the infrastructure at the end of the term of the agreement.

In these concession agreements, the concessionaire acts as service supplier, specifically for construction services or infrastructure improvement services, and for operation and maintenance services during the term of the agreement. In exchange for the construction services or infrastructure improvement services, the concessionaire company receives a consideration equivalent to the fair value of said service, as intangible assets in those cases in which the right to charge a price to users for using the public service is received, and this right is not unconditional but conditional to the actual use of the service by the users.

The consideration for the construction or improvement works is entered as intangible asset in the section "Concession", in the heading "Intangible fixed assets" applying the model of the intangible, in which the demand risk is assumed by the concessionaire.

The company calculates the amortisation of the concession-based assets based on their best estimates, considering the useful life of the solar panels and the concession period. In this regard, during financial year 2015 the concession period has been extended to a total of 35 years.

#### a) Concession agreement, financial capitalization

When the compensation for construction or improvement services consists of an intangible asset, the financial expenses financing the infrastructure which are generated from the moment the infrastructure is ready to be operated are capitalized provided there is reasonable evidence of their recovery with future revenues. As for the future income, the percentage that operation income represents in each period compared to the total will be determined. That percentage will be applied to the total expected financial expenses during the concession period in order to determine the amount to be attributed to each economic period as financial expense of the period. If the amount of income in a period is higher than expected, the percentage mentioned will be determined in that period by the relation between real income and total expected income, which generally will produce an adjustment in the attribution of the last period. For each accounting year, the positive difference between the expected financial expense and the amount resulting from the previous number will be reflected in an entry of the asset whose amount will be attributed to the profit and loss account as financial expense of the period, starting from the period in which said difference is negative, and for the amount that results.

The amount activated as "Financial Assets" in Section "Concessions" of the Intangible Fixed Assets of the abridged balance sheet attached has amounted to EUR 608,447. During financial year 2016 EUR 97,247 have been activated (See Note 9); EUR 108,669 in 2015.

## 4.2 Financial Instruments

### 4.2.1 Financial assets

Classification –

Financial assets of the Company are classified into loans and items receivable; they correspond to financial assets generated in the sale of goods or in the provision of services through the Company's trading operations, or those which do not have a commercial origin, are not equity instruments or derivatives and whose collections are a fixed or specific amount, not negotiated in an active market.

Initial recognition-

Financial assets are initially recognised at the fair value of the consideration given, plus any directly attributable transaction costs.

Subsequent measurement –

Loans, items receivable and investments maintained until maturity are valued by their amortized cost.

At least at the close of each period the Company tests financial assets not measured at fair value through profit or loss for impairment. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount. When it occurs, this impairment is entered in the profit and loss account.

The Company derecognises a financial asset when it expires or when the rights to the cash flows from the financial asset have been transferred and substantially all the risks and rewards of ownership of the financial asset have been transferred.

However, the Company does not derecognise financial assets, and recognises a financial liability for an amount equal to the consideration received, in transfers of financial assets in which substantially all the risks and rewards of ownership are retained.

### 4.2.2 Financial liabilities

Financial liabilities are those debits and items payable that the Company has and which originate in the purchase of goods and services through the Company's trading operations, and also those which do not have a commercial origin and cannot be considered as derivative financial instruments.

Accounts payable are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost.

The Company derecognises financial liabilities when the obligations giving rise to them cease to exist.

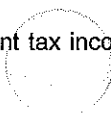
### 4.2.3 Equity instruments

An equity instrument represents a residual sharing in the Company Equity once all liabilities have been deducted.

Capital instruments issued by the Company are entered in the net equity for the amount received, net of issuing costs.

## 4.3 Corporate tax

Tax expense (tax on profits) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).



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The current tax expense is the amount payable by the Company as a result of tax on profits settlements for a given year. Tax credits and other tax benefits, excluding tax withholdings and pre-payments, as well as tax loss carryforwards from prior years effectively offset in the current year, reduce the current income tax expense.

The deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include temporary differences measured at the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax bases, as well as the negative tax bases pending compensation and the credits for tax credit not fiscally applied. These amounts are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, except for those arising from the initial recognition of goodwill or of other assets and liabilities in a transaction that is not a business combination and affects neither accounting profit nor taxable profit, and except for those associated with investments in subsidiaries, associates and joint ventures in which the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets, on the other hand, are only recognised to the extent that it is considered probable that the Company will have sufficient taxable profits in the future against which it will be possible to recover them.

Deferred tax assets and liabilities arising from transactions charged or credited directly to equity are also recognised directly in net equity.

#### **4.4 Environment**

Assets of environmental nature are those used long-term in the Company's activity. Their main purpose is the minimization of environmental impact and the protection and improvement of the environment, including the reduction or elimination of future pollution.

Due to its nature, the Company's activity does not have a significant environmental impact.

#### **4.5 Revenue and expense**

Revenue and expenses are recognised on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Revenue is measured at the fair value of the consideration received, net of discounts and taxes, incorporated interests or similar items.

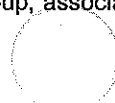
In order to adjust revenues in the period in which they are accrued, the Company adopts the principle of provisioning those projects in progress at the close of the period, in accordance with their level of advancement, notwithstanding the date of issue of the invoice.

#### **4.6 Principles used in transactions between related parties**

One party is considered linked to another when one of them or a group acting together exercises or has the power to exercise, directly or indirectly or in accordance with agreements between shareholders or participants, control over another or has significant influence over the other in the making of financial or operational decisions.

In any case, related parties are:

a) Companies which are considered to be a company of the group, associate or multi-group, in accordance with article 42 of the Commercial Code.



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b) Natural persons who, directly or indirectly, hold participation in the voting rights of the Company, or in its dominant entity, to enable them to exercise a significant influence over one or another. Close relatives of these natural persons are also included.

c) The key staff of the Company or of its dominant entity, understood as the natural persons with authority and responsibility over the planning, management and control of the Company's activities, either directly or indirectly, including the directors and executive managers. Close relatives of these natural persons are also included.

d) Companies over which any of the persons mentioned in b) and c) above can exercise a significant influence.

e) Companies that share any director or manager with the Company; except in case this person does not have any significant influence in the financial and management policies of the Company.

f) Persons who are considered as close relatives of the Company administration's agent, if this person is a legal person.

g) The pension plans for the employees of the Company or of any other which is a party linked to this.

For the purposes of this rule, close relatives are understood to be those who could exercise influence in, or be influenced by, this person in his/her decisions relating to the Company. These include:

a) The spouse or person with an analogous relationship;

b) The ascendants, descendants and siblings and the respective spouses or persons with an analogous relationship;

c) The ascendants, descendants and siblings of the spouse or persons with an analogous relationship;

d) Persons for whom the spouse or person with an analogous relationship is responsible for or persons with an analogous relationship;

The Company carries out all its operations with entities linked to market values. In addition, transfer prices are adequately supported so that the Company Directors consider that there are not any significant risks related to this aspect from which liabilities for future consideration could be derived.

#### **4.7 Provisions and contingencies**

In preparing the abridged financial statements, the Company Directors differentiate between:

a) Provisions: credit balances covering present obligations arising from past events, whose cancellation will probably cause an outflow of resources, although they are uncertain in their amount and/or timing of cancellation.

b) Contingent liabilities: possible obligations arising as a consequence of past events, whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events, not wholly within the Company's control and which are not reasonably calculable.

The abridged financial statements include all the provisions with respect to which it is considered that it is more likely than not that the obligation will have to be settled. Contingent liabilities are not included in the abridged financial statements, but the information about them can be found in the abridged report notes, provided they are not considered as remote.

Provisions are measured at the present value of the best possible estimate of the amount required to settle or transfer the obligation, taking into account the information available on the event and its consequences; adjustments made to provisions are recognised as a financial cost on an accrual basis.

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The compensation to be received from a third party on settlement of the obligation is recognised as an asset, provided that there are no doubts that the reimbursement will take place, unless there is a legal relationship whereby a portion of the risk has been externalised as a result of which the Company is not liable. In this situation, the compensation will be taken into account for the purpose of estimating the amount of the related provision that should be recognised.

## 5. Intangible assets

Movements occurring under this heading of the abridged balance sheet during accounting periods 2016 and 2015 are as follows:

Year 2016

|                                  | Euros            |                             |                                   |                  |
|----------------------------------|------------------|-----------------------------|-----------------------------------|------------------|
|                                  | 31/12/2015       | Additions/<br>(Allocations) | Additions<br>(see Note<br>4.1 b)) | 31/12/2016       |
| Cost:                            |                  |                             |                                   |                  |
| Concessions-<br>Regulated assets | 4,803,212        | -                           | -                                 | 4,803,212        |
| Financial capitalization         | 511,200          | -                           | 97,246                            | 608,447          |
|                                  | <b>5,314,412</b> | <b>-</b>                    | <b>97,246</b>                     | <b>5,411,659</b> |
| Accumulated Amortization:        |                  |                             |                                   |                  |
| Concessions, Regulated assets    | (733,605)        | (193,902)                   | -                                 | (927,508)        |
|                                  | <b>(733,605)</b> | <b>(193,902)</b>            | <b>-</b>                          | <b>(927,508)</b> |
| <b>Net value</b>                 | <b>4,580,807</b> | <b>(193,902)</b>            | <b>97,246</b>                     | <b>4,484,151</b> |

Year 2015

|                                  | Euros            |                             |                                   |                  |
|----------------------------------|------------------|-----------------------------|-----------------------------------|------------------|
|                                  | 31/12/2014       | Additions/<br>(Allocations) | Additions<br>(see Note<br>4.1 b)) | 31/12/2015       |
| Cost:                            |                  |                             |                                   |                  |
| Concessions-<br>Regulated assets | 4,803,212        | -                           | -                                 | 4,803,212        |
| Financial capitalization         | 402,532          | -                           | 108,669                           | 511,200          |
|                                  | <b>5,205,744</b> | <b>-</b>                    | <b>108,669</b>                    | <b>5,314,412</b> |
| Accumulated Amortization:        |                  |                             |                                   |                  |
| Concessions, Regulated assets    | (599,116)        | (134,490)                   | -                                 | (733,605)        |
|                                  | <b>(599,116)</b> | <b>(134,490)</b>            | <b>-</b>                          | <b>(733,605)</b> |
| <b>Net value</b>                 | <b>4,606,628</b> | <b>(134,490)</b>            | <b>108,669</b>                    | <b>4,580,807</b> |

### Regulated assets:

On 11th November 2010 a concession contract was signed between Elsamex S.A and the Municipality of Alcantarilla, which was afterwards assigned to concessionaire company Área de servicio Alcantarilla Fotovoltaica S.L.U.



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The purpose of the company is the administrative concession for exclusive use in the public domain for the installation, maintenance and operation of systems of power production of photovoltaic technology on municipal covers of the Municipality of Alcantarilla.

The concession of this contract is granted for a period of twenty-five years, starting from the date of starting-up of the first of the facilities of the concession. However, during financial year 2015 an extension of the concession period has been requested to reach a total of 35 years.

Upon termination of the contract, the concessionaire company shall transfer to the Municipality the ownership of the photovoltaic technology electric power production facility, for its subsequent use and operation. In case the Municipality is not interested in acquiring the facilities, the concessionaire shall leave, at their own expense, the location of the concession in the same conditions as before the systems were installed, within three weeks after the termination of the contract.

#### Financial capitalization:

Additions in the periods 2016 and 2015 in heading "Concessions-Financial capitalization" correspond to the capitalization of the excess in financial expenses incurred in the period, compared with the expense accrued according to section 3 of second rule of the Sector Adaptation of the General Accounting Plan to public infrastructure concessionaire companies, approved by Order EHA/3362/2010 of 23 December (see Note 4.1.b).

#### 6. Financial assets (long and short-term)

The breakdown of the Company's financial assets is the following as of 31 December 2016 and 2015:

|   | Euros         |               |
|---|---------------|---------------|
|   | 2016          | 2015          |
| Customers for sales and provisions of services: | 68,000        | 27,492        |
| Other financial assets                          | 100           | 140           |
| <b>Total Short-term financial assets</b>        | <b>68,100</b> | <b>27,632</b> |

#### 7. Information on the nature and level of risk of financial instruments

The management of the financial risks of the Company is centralized in Financial Management, which has established the necessary mechanisms to control exposure to variations in the interest rates, as well as to the credit and liquidity risks. The main financial risks that impact on the Company are mentioned below:

##### a) Credit risk:

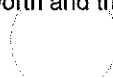
In general, the Company holds its treasury and equivalent liquid assets in financial bodies with a high credit level.

Additionally, it should be noted that, although the company maintains a single customer, its solvency is guaranteed, so there is no high risk of credit with third parties.

##### b) Liquidity risk:

In order to guarantee the liquidity and to meet all payment commitments resulting from its activity, the Company relies on the Treasury shown in the balance, as well as on short-term and long-term financial investments which are detailed in Note 6.c) Market risk:

Both the Treasury and the financial debt of the Company are exposed to the interest rate risk, which could have an adverse effect on the financial results and on the cash flow. Therefore, the Company has a policy of investing in financial assets which are almost not exposed to interest rate risks. On the other hand, the financial instruments used have been chosen for the solidity of their financial worth and the issuing institutions.



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## 8. Own funds

### 8.1 Share capital

At the close of period 2016 the Company's share capital amounted to 42,700 Euros, represented by 4,270 not listed shares of 10 Euros nominal value each, all of the same class, fully subscribed and paid in accordance with the following detail:

|               | %<br>Participation |
|---------------|--------------------|
| Elsamex, S.A. | 100%               |
|               | 100%               |

### 8.2 Legal reserve

In accordance with the Corporations Act, an amount equal to 10% of the period's profit must be allocated to the legal reserve until this reaches, at least, 20% of the share capital. Such reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount. Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for that purpose.

## 9. Financial liabilities

### Debit and items payable

The breakdown of the Company's financial liabilities is the following as of 31 December 2016 and 2015:

|   | Euros            |                  |
|---|------------------|------------------|
|   | 2016             | 2015             |
| Long-term debts with credit institutions              | 1,624,039        | 1,835,977        |
| <b>Total long-term financial liabilities</b>          | <b>1,624,039</b> | <b>1,835,977</b> |
| Short-term debts with credit institutions             | 211,938          | 198,012          |
| Debts with group companies and partners (See Note 13) | 2,068,187        | 1,764,661        |
| Trade creditors and other accounts payable            | 84,824           | 265,105          |
| <b>Total Short-term financial liabilities</b>         | <b>2,364,949</b> | <b>2,227,778</b> |

### Long and short-term debts with credit institutions

These sections only include the loan signed in 2011 with bank entity Banco Popular to finance the construction works of the concession. This loan expires in December 2023, and it is repaid by means of monthly repayments. Interests accrued by this loan amount to EUR 132,529 in financial year 2016, of which EUR 97,247 have been capitalised (see Note 4.1.b). The difference has been registered as a financial expense for the financial year in the abridged profit and loss account attached. The detail for the due dates of the long-term debt is the following:

|               | Euros   |         |         |         |         |                 | Total     |
|---------------|---------|---------|---------|---------|---------|-----------------|-----------|
|               | 2017    | 2018    | 2019    | 2020    | 2021    | 2022 and beyond |           |
| Banco Popular | 213,287 | 228,065 | 243,867 | 260,765 | 278,835 | 616,975         | 1,841,795 |

The difference with the balance is due to the accounting differences in the loan at amortised cost which result in a difference amounting to a lower balance debt difference of EUR 4,469 in the long-term, and EUR 1,349 in the short-term.

#### **10. Public Administrations and fiscal situation**

The breakdown of these balances at 31st December 2016 and 2015 is as follows:

|  | Euros          |               |
|--|----------------|---------------|
|  | Debit balances |               |
|  | 2016           | 2015          |
| Deferred tax assets                                    | 36,852         | 50,634        |
| <b>Long-term balances with Public Administrations</b>  | <b>36,852</b>  | <b>50,634</b> |
| Public Treasury, debtor for retentions                 | 32             | 32            |
| <b>Short-term balances with Public Administrations</b> | <b>32</b>      | <b>32</b>     |

Under current legislation, taxes cannot be deemed to have been definitively settled until the tax returns filed have been reviewed by the tax authorities or until the four-year statute-of-limitations period has expired. At close of period 2016 the Company has not any ongoing inspection. The Directors consider that the above-mentioned tax obligations have been adequately settled. Therefore, in the event of a fiscal inspection and considering there were any disagreements in the usual prevailing interpretation because of the fiscal treatment granted to operations, future resulting liabilities, if any, would not significantly affect these abridged financial statements.

#### **Value Added Taxes**

By decision of the Sole Shareholder on 26th December 2011, it was chosen to tax in the Value Added Tax through the tax consolidation regime in accordance with Chapter IX of Title IX of the Value Added Tax Act since 1st January 2008; the parent Company, Elsamex S.A., is responsible for filing and paying the Value Added Tax of the tax group. For this reason, at the end of the period the payable or receivable balances for the Value Added Tax are included classified in current accounts with group companies.

#### **Tax on Profits**

By decision of the Sole Shareholder on 26th December 2011, it was chosen to tax in the Corporate Tax through the tax consolidation regime in accordance with Chapter VII of Title VII of the Corporate Tax Act since 1st October 2007; the parent Company, Elsamex, S.A., is responsible for filing and paying the Corporate Tax of the tax group. For this reason, at the end of the financial year the payable or receivable balances for the Corporate Tax are included classified in current accounts with group companies.

#### **Accounting reconciliation and taxable base result**

The reconciliation between accounting result and taxable base of the Corporations Tax for periods 2016 and 2015 is as follows:

Financial Year 2016:

|  | Euros          |                    |
|--|----------------|--------------------|
|  | Taxable base   | Accounting expense |
| Accounting result before Taxes (Losses)        | 25,477         | (6,367)            |
| Permanent differences                          |                | (6,922)            |
| Taxable base / Adjusted result                 | 25,477         | -                  |
| <b>Total tax/ Expense for the period (28%)</b> | <b>(6,367)</b> | <b>(13,289)</b>    |
| <b>Amount to be returned by the Group</b>      |                | <b>(13,289)</b>    |

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Financial Year 2015:

|  | Euros        |                    |
|--|--------------|--------------------|
|  | Taxable base | Accounting expense |
| Accounting result before Taxes (Losses)            | (64,507)     | 32,244             |
| Results entered in Equity                          |              |                    |
| Temporary differences                              |              |                    |
| - Amortization limit                               | 57,547       | -                  |
| Permanent differences: Non-tax deductible expenses | (108,198)    |                    |
| Taxable base / Adjusted result                     | (115,158)    | -                  |
| Total tax/ Expense for the period (28%)            | 32,244       | 32,244             |
| Withholdings                                       | -            | -                  |
| <b>Amount to be returned by the Group</b>          |              | <b>32,244</b>      |

As of 31 December 2016 there are no negative taxable bases pending compensation or share deductions pending application.

#### **11. Revenue and expenditure**

##### **a) Net turnover amount**

The net amount of the turnover entered by the Company corresponds to the revenues obtained through the activity considered in their Corporate purpose.

The breakdown of this section of the abridged profit and loss account for the accounting periods 2016 and 2015 is as follows:

| Division              | Euros          |                |
|-----------------------|----------------|----------------|
|                       | 2016           | 2015           |
| Electrical production | 485,763        | 477,058        |
|                       | <b>485,763</b> | <b>477,058</b> |

All services rendered have been in national territory.

##### **b) Supplies**

The breakdown of this section of the abridged profit and loss account for the accounting periods 2016 and 2015 is as follows:

|                                      | Euros         |               |
|--------------------------------------|---------------|---------------|
|                                      | 2016          | 2015          |
| Works carried out by other companies | 75,456        | 72,514        |
|                                      | <b>75,456</b> | <b>72,514</b> |

All the purchases to suppliers have been in national territory.



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**c) Other operating expenses**

The detail for this section of the attached abridged profit and loss account for accounting periods 2016 and 2015 is as follows:

|                                   | Euros         |                |
|-----------------------------------|---------------|----------------|
|                                   | 2016          | 2015           |
| Leasing                           | 18,671        | 130,808        |
| Independent professional services | 1,916         | 1,664          |
| Insurance premiums                | 4,053         | 5,936          |
| Bank services and other similar   | 726           | 588            |
| Supplies                          | 3,141         | 3,591          |
| Taxes                             | 31,413        | 35,900         |
|                                   | <b>59,920</b> | <b>178,487</b> |

**d) Auditing Fees**

During 2016 and 2015, the fees for account auditing services provided by the auditor of the Company have been as follows (in Euro):

| Description                                | 2016         | 2015         |
|--|--------------|--------------|
| Auditing Services                          | 1,200        | 1,200        |
| Other verification services                | 150          | 150          |
| <b>Total auditing and related services</b> | <b>1,350</b> | <b>1,350</b> |

**12. Environmental aspects**

In view of the main business activities carried out by the Company, it does not have any significant responsibilities, expenses, assets or provisions or contingencies of an environmental nature in relation to the equity, financial situation and results. For this reason, they are not included in the specific breakdowns in this report.

The Company's Directors consider that there are not any contingencies related to the protection and improvement of the environment, and do not deem it necessary to enter any allocation to the provision for risks and expenses of an environmental nature as of 31 December 2016.

**13. Operations with related parties**

**13.1 Balances and transactions with group companies**

The detail of the balances and transactions made during accounting periods 2016 and 2015 between the Company and Elsamex Group companies is as follows:

Financial Year 2016:

|   | Euros                                 |                   |               |
|---|---------------------------------------|-------------------|---------------|
|   | Accounts payable                      | Expenditure       |               |
|   | Short-term debts with Group companies | Services received | Interests     |
| Atenea Seguridad y Medio Ambiente, S.A.U. | 10,251                                | -                 | 468           |
| Elsamex, S.A.U.                           | 2,039,461                             | 48,582            | 94,551        |
| Grusamar, S.L.U.                          | 18,372                                | 6,122             | 672           |
| Elsamex Internacional, S.L.U.             | 104                                   | -                 | 33            |
| <b>TOTAL</b>                              | <b>2,068,187</b>                      | <b>54,704</b>     | <b>95,724</b> |

As of 16 December 2015 the Sole Shareholder decided by means of a Sole Shareholder Decision Certificate to make a non-monetary contribution of EUR 500,000 of the credit held by the Company with its Sole Shareholder, including part of the short-term debt plus the interest accrued during the last financial years up to date.

Financial Year 2015:

|   | Euros                                 |                   |                |
|---|---------------------------------------|-------------------|----------------|
|   | Accounts payable                      | Expenditure       |                |
|   | Short-term debts with Group companies | Services received | Interests      |
| Atenea Seguridad y Medio Ambiente, S.A.U. | 9,666                                 | -                 | 477            |
| Elsamex, S.A.U.                           | 1,744,632                             | 48,501            | 111,691        |
| Grusamar, S.L.U.                          | 10,292                                | 5,494             | 279            |
| Elsamex Internacional, S.L.U.             | 71                                    | -                 | 70             |
| <b>TOTAL</b>                              | <b>1,764,661</b>                      | <b>53,995</b>     | <b>112,517</b> |

Elsamex's services are solar panel maintenance and structure cost pass-through.

The Company does not have its own personnel; the administrative, management and direction tasks are carried out by the parent company and by other group companies. The Company has included in its accounts throughout period 2016 the amount of 13,904 EUR and in 2015 the amount of 8,327 EUR for structure expenses allocated by the parent company.

The Company has a credit facility with the parent company which accrues an annual interest rate of 5% of the amount drawn.

Grusamar's costs are due to the pass-through of the staff cost by Murcia's Delegation due to administration services.

### 13.2 Remuneration to the Board of Directors and Senior Management

During periods 2016 and 2015, no amount has been incurred for allowances or remunerations of any kind in favour of the Company's Directors. Also, there is not any kind of loan advance, life insurance, pension plan or benefit for any other concept.

There is no senior management in the Company. The managers of the Group, Elsamex, carry out the management of this Company. Elsamex, S.A. invoiced to the Company in period 2016 a total amount of 9,612 Euro for direction and administration services (5,373 Euro in period 2015).



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### 13.3 Detail of shares in companies with similar activities and performance of the Administrative Body of similar activities on their own or another's behalf

Pursuant to Article 229.2 and 3 of the Spanish Corporate Law, in order to reinforce corporate transparency, it is informed that at the close of accounting periods 2016 and 2015 the members of the Board of Directors of Alcantarilla Fotovoltaica, S.L.U. have not held shares in companies with the same, analogous or complementary type of activity of the corporate purpose of the company. Similarly, no activities have been carried out or are being carried out, on their own or another's behalf, with the same, analogous or complementary type of activity of the Company's corporate purpose, except for those activities which the company may carry out in other Elsamex Group companies.

### 14. Payments to suppliers

Below, the information required by the Additional Third Disposition of Law 15/2010 of 5 July is detailed.

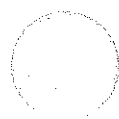
|                        | Payments made and pending payment at the closing date of the period. |      |
|------------------------|--|------|
|                        | 2016   | 2015 |
| PMP (days) of payments | 83   | 75   |

Data contained in the chart above on payments to suppliers refer to those which, by nature, are commercial creditors by debts with suppliers of goods and services, so they include data related to the item "Suppliers" of the current liabilities of the balance sheet.

The maximum legal term of payment applicable to the Company for period 2016 according to Law 3/2004 of 29 December, which establishes measures against delinquency in commercial operations, is 60 days.

### 15. Subsequent Events

After the close of the period, and until the date of preparation of these financial statements, no significant subsequent events have occurred that should be mentioned.



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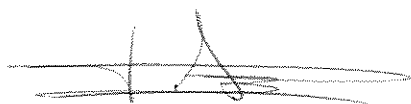
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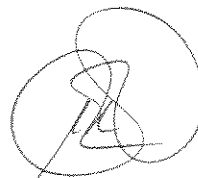
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**Procedure for Preparation of Abridged Financial Statements**

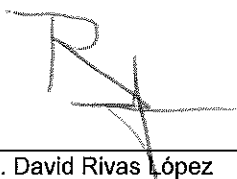
In compliance with the provisions established in the Corporations Act, the Board of Directors of Alcantarilla fotovoltaica S.L.U. prepared on 16 March 2017 the abridged annual accounts for accounting period 2016, which shall be submitted for the approval of the Sole Shareholder.



Mr. Fernando Jaime Bardisa Jordá



Mr. Juan Manuel González Alonso



Mr. David Rivas López

Mr. José Javier Carrión Romero