COMISIÓN NACIONAL DEL MERCADO DE VALORES
Departamento de Mercados Primarios
Dirección General de Mercados
Edison, 4
28010 Madrid

En Bilbao, a 14 de abril de 2016

Estimados señores:

Adjunto les remitimos el soporte digital que contiene el *Prospectus* elaborado por Global Dominion Access, S.A. (en adelante "**Dominion**") concerniente a la oferta de suscripción de acciones de Dominion dirigida exclusivamente a inversores cualificados en España y fuera de España y a su posterior admisión a negociación en las Bolsas de Valores de Barcelona, Bilbao, Madrid y Valencia.

El contenido del *Prospectus* que figura en este soporte digital es idéntico a su última versión en papel presentada ante la Comisión Nacional del Mercado de Valores.

Asimismo, se autoriza a la Comisión Nacional del Mercado de Valores a difundir el citado *Prospectus* por vía telemática.

Atentamente,

____

Mikel Félix Barandiaran Landín,
Consejero Delegado de
Global Dominion Access, S.A.

IMPORTANT NOTICE

IMPORTANT: You must read the following before continuing. The following applies to the document following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the document. In accessing the document, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from the Company or the Underwriters (both as defined in the document) as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE FOLLOWING PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

Confirmation of your Representation: By accepting the e-mail or accessing this Prospectus, you shall be deemed to have represented to the Company and the Underwriters that (1) you and any customers you represent are either (a) qualified institutional buyers (as defined in Rule 144A under the Securities Act) or (b) a person outside the United States, (2) if you have received this by e-mail, the electronic mail address that you gave to the Company or the Underwriters and to which this e-mail has been delivered is not located in the United States and (3) you consent to delivery of such document by electronic transmission.

You are reminded that this Prospectus has been delivered to you or accessed by you on the basis that you are a person into whose possession this Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver or disclose the contents of this Prospectus to any other person. The materials relating to the Offering (as defined in the document) do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the Offering be made by a licensed broker or dealer and any of the Underwriters or any affiliate thereof is a licensed broker or dealer in that jurisdiction, the Offering shall be deemed to be made by the Underwriters or such affiliate on behalf of the Company in such jurisdiction.

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PROSPECTUS

Between 46,875,000 and 57,692,308 ordinary shares of

Global Dominion Access, S.A.

(*incorporated in the Kingdom of Spain*)

at an offering price range of between €2.6 and €3.2 per share

The *Comisión Nacional del Mercado de Valores* (the "**CNMV**"), which is the Spanish competent authority for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in Spain, has approved this document as a prospectus (the "**Prospectus**").

This is the global initial offering (the "**Offering**") of the ordinary shares of Global Dominion Access, S.A. ("**Dominion**", the "**Company**" or the "**Issuer**") with a nominal value of €0.125 each (the "**Shares**") to qualified investors.

The Company is offering between 46,875,000 and 57,692,308 new Shares (the "**Initial Offer Shares**") in the Offering, being such number of Shares as is required, at the offering price range set forth above (the "**Offering Price Range**"), for the Company to raise gross proceeds of €150 million. See "*Use of Proceeds*". Accordingly, at the high-point of the Offering Price Range set out above, the Offering comprises 46,875,000 Initial Offer Shares (representing 29.95% of the total number of Shares outstanding following completion of the Offering) and, at the low-point of such range, the Offering comprises 57,692,308 Initial Offer Shares (or 34.48% of the total number of Shares outstanding following completion of the Offering).

This document comprises a prospectus relating to the Company and its subsidiaries (together, the "**Group**") prepared in accordance with Annexes I, III and XXII of Commission Regulation (EC) No 809/2004, dated April 29, 2004, as amended implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended (the "**Prospectus Rules**"), and the consolidated text of the Spanish Securities Markets Act, approved by Royal Legislative Decree 4/2015, of October 23 (*texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre* –the "**Spanish Securities Markets Act**"–). This Prospectus has been prepared in connection with the Offering and application for the admission of the Shares to listing on the Barcelona, Bilbao, Madrid and Valencia stock exchanges (the "**Spanish Stock Exchanges**") for trading through the Automated Quotation System (the "**AQS**") or *Mercado Continuo* of the Spanish Stock Exchanges ("**Admission**"), which are regulated markets for the purposes of Directive 2004/39/EC (the Markets in Financial Instruments Directive). This document is not a "prospectus" within the meaning of the U.S. securities laws.

In addition, the Company will grant an option to the Joint Global Coordinators (as defined herein), acting on behalf of the Underwriters (as defined herein) (the "**Over-allotment Option**"), exercisable within 30 calendar days from the date on which the Shares commence trading on the Spanish Stock Exchanges, to subscribe for a number of additional Shares (the "**Over-allotment Shares**") representing up to 15 per cent. of the number of Initial Offer Shares issued by the Company in the Offering solely to cover over-allotments of Shares in the Offering, if any, and short positions resulting from stabilization transactions. The Initial Offer Shares and the Over-allotment Shares (if any) are referred to herein as the "**Offer Shares**".

The indicative Offering Price Range at which the Offer Shares are being offered in the Offering is between €2.6 to €3.2 per offer Share. This Offering Price Range has been determined based on negotiations between the Company and the Joint Global Coordinators and no independent experts have been consulted in determining this Offering Price Range. The price of the Offer Shares (the "**Offering Price**") will be determined based on negotiations between the Company and the Joint Global Coordinators, upon the finalization of the book-building period (expected to occur on or about 25 April 2016) and, together with the definitive number of Initial Offer Shares and Over-allotment Shares and certain other information, will be announced through the publication by the Company of a relevant fact notice (*hecho relevante*) through the facilities of the CNMV. The Offering Price may be outside of the Offering Price Range.

Prior to this Offering, there has been no public market for the Shares. The Company will apply to have the Shares admitted to listing on the Spanish Stock Exchanges for trading through the AQS. The Shares are expected to be admitted to listing on the

Spanish Stock Exchanges for trading through the AQS on or about 27 April 2016 under the symbol "DOM". The Initial Offer Shares are expected to be delivered through the book-entry facilities of Iberclear and its participating entities against payment of the Offering Price on or about 29 April 2016.

Investing in the Shares involves certain risks. See "*Risk Factors*" beginning on page 19 for a discussion of certain matters that investors should consider prior to making an investment in the Shares.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and are being sold within the United States only to qualified institutional buyers ("**QIBs**"), as defined in and in reliance on Rule 144A under the Securities Act ("**Rule 144A**"), and outside the United States in compliance with Regulation S under the Securities Act. See "*Plan of Distribution—Selling Restrictions*" for a description of certain restrictions on the ability to offer the Offer Shares and to distribute this Prospectus, and "*Transfer Restrictions*" for a description of certain restrictions on transfers of Shares.

Joint Global Coordinators

JB Capital Markets

Société Générale
Corporate & Investment Banking

Joint Bookrunner

Banco Santander, S.A.

The date of this document is 14 April 2016

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IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

This Prospectus, including the financial information incorporated by reference herein, is in compliance with the Prospectus Rules, which comply with the provisions of the Prospectus Directive for the purpose of giving information with regard to the Company, the Group and the Shares. The Company and the undersigned, Mr. Mikel Félix Barandiaran Landin, in his capacity as Chief Executive Officer of the Company and acting under a special power of attorney granted by the Board of Director and the general shareholders' meeting of the Company, accept responsibility for the information contained in this Prospectus. Having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect its import.

None of JB Capital Markets, S.V., S.A.U. ("**JB Capital Markets**") or Société Générale ("**Société Générale**" and, together with JB Capital Markets, the "**Joint Global Coordinators**") or Banco Santander, S.A. (together with the Joint Global Coordinators, the "**Underwriters**") or their respective affiliates make any representation or warranty, express or implied, nor accept any responsibility whatsoever, with respect to the content of this Prospectus, including the accuracy or completeness or verification of any of the information in this Prospectus. This Prospectus should not be considered as a recommendation by any of the Company or the Underwriters that any recipient of this Prospectus should subscribe for or purchase the Offer Shares. Each subscriber for or purchaser of Offer Shares should determine for itself the relevance of the information contained in this Prospectus, and its subscription for or purchase of Offer Shares should be based upon such investigation, as it deems necessary, including the assessment of risks involved and its own determination of the suitability of any such investment, with particular reference to their own investment objectives and experience and any other factors that may be relevant to such investor in connection with the subscription for or purchase of the Offer Shares.

The Underwriters do not accept any responsibility whatsoever for the contents of this Prospectus for any other statement made or purported to be made by any of them or on their behalf in connection with the Company or the Offer Shares, apart from the responsibility and liabilities, if any, that may be mandatorily imposed on them by the Spanish law. The Underwriters disclaim all and any liability whether arising in tort or that they might otherwise have in respect of this Prospectus or any such statement.

This Prospectus has been approved by the CNMV. However, according to Article 24 of Spanish Royal Decree 1310/2005, of 4 November ("*Real Decreto 1310/2005, de 4 de noviembre, por el que se desarrolla parcialmente la Ley 24/1988, de 28 de julio, del Mercado de Valores, en materia de admisión a negociación de valores en mercados secundarios oficiales, de ofertas públicas de venta o suscripción y del folleto exigible a tales efectos*" –"**Royal Decree 1310/2005**"–), the approval of the Prospectus by the CNMV does not imply a judgment on the quality of the Issuer or the Shares.

This Prospectus does not constitute an offer to the public generally to subscribe for or purchase or otherwise acquire the Offer Shares. In making an investment decision regarding the Offer Shares, an investor must consider all the terms of the Offering contained in this Prospectus, including the merits and risks involved. Investors should rely only on the information contained in this Prospectus. None of the Company or the Underwriters has authorised any other person to provide investors with different information. If anyone provides any investor with different or inconsistent information, such investor should not rely on it. Investors should assume that the information appearing in this Prospectus is accurate only as of its date. The Group's business, financial condition, results of operations, prospects and the information set forth in this Prospectus may have changed since the date of this Prospectus.

Notwithstanding the foregoing, the Company is required to issue a supplementary prospectus in respect of any significant new factor, material mistake or inaccuracy relating to the information included in this Prospectus which is capable of affecting the assessment of the Offer Shares and which arises or is noted between the date hereof and the Admission, in accordance with Prospectus Directive and Article 22 of Royal Decree 1310/2005.

The contents of the website of the Company, or the website of any other member of the Group, do not form any part of this Prospectus.

Investors should not consider any information in this Prospectus to be investment, legal or tax advice. An investor should consult its own legal counsel, financial adviser, accountant and other advisers for legal, tax, business, financial and related advice regarding subscribing for or purchasing the Offer Shares. None of the Company or the Underwriters or their respective affiliates makes any representation or warranty to any offeree or purchaser of or subscriber for the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser or subscriber under appropriate investment or similar laws.

Each Underwriter that is regulated in the United Kingdom by the Financial Conduct Authority is acting exclusively for the Company and no one else in connection with the Offering and will not be responsible to any other person for providing the protections afforded to their respective clients or for providing advice in relation to the Offering. Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Underwriters under the Spanish Securities Markets Act or the regulatory regime established thereunder, none of the Underwriters accepts any responsibility whatsoever for the contents of this Prospectus or for any other statement made or purported to be made by it or any of them or on its or their behalf in connection with the Company or the Offer Shares. Each of the Underwriters accordingly disclaims, to the fullest extent permitted by applicable law, all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Prospectus or any such statement.

In connection with the Offering, the Underwriters and any of their respective affiliates acting as an investor for its or their own account(s) may subscribe for or purchase Offer Shares and, in that capacity, may retain, subscribe for, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in such securities, any other securities of the Company or other related investments in connection with the Offering or otherwise. Accordingly, references in this Prospectus to the Offer Shares being issued, offered, subscribed or otherwise dealt with should be read as including any issue or offer to, or subscription or dealing by, the Underwriters or any of their respective affiliates acting as an investor for its or their own account(s). The Underwriters do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Company may withdraw the Offering at any time prior to Admission, and the Company and the Underwriters reserve the right to reject any offer to subscribe for or purchase the Offer Shares, in whole or in part, and to sell to any investor less than the full amount of the Offer Shares sought by such investor. For more information on the withdrawal and revocation of the Offering, see "*Plan of Distribution—Withdrawal and Revocation of the Offering*".

This document does not constitute or form part of an offer to sell, or a solicitation of an offer to subscribe for or purchase, any security other than the Offer Shares. The distribution of this Prospectus and the offer and sale of the Shares may be restricted by law in certain jurisdictions. Any investor must inform themselves about, and observe any such restrictions. See "*Plan of Distribution—Selling Restrictions*" elsewhere in this Prospectus. Any investor must comply with all applicable laws and regulations in force in any jurisdiction in which it subscribes for, purchases, offers or sells the Shares or possesses or distributes this Prospectus and must obtain any consent, approval or permission required for its subscription for, purchase, offer or sale of the Offer Shares under the laws and regulations in force in any jurisdiction to which such investor is subject or in which such investor makes such subscriptions, purchases, offers or sales. None of the Company or the Underwriters is making an offer to sell the Offer Shares or a solicitation of an offer to buy any of the Offer Shares to any person in any jurisdiction except where such an offer or solicitation is permitted or accepts any legal responsibility for any violation by any person, whether or not an investor, or applicable restrictions.

The Offering does not constitute an offer to sell, or solicitation of an offer to buy, securities in any jurisdiction in which such offer or solicitation would be unlawful. The Offer Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be sold within the United States, except to persons reasonably believed to be QIBs or outside the United States in offshore transactions in compliance with Regulation S. Investors are hereby notified that sellers of the Offer Shares may be relying on the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A. For a discussion of certain restrictions on transfers of the Shares in other jurisdictions, see "*Transfer Restrictions*".

In connection with the Offering, JB Capital Markets, or any of its agents, as stabilising manager (the "**Stabilising Manager**"), acting on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable law, engage in transactions that stabilise, support, maintain or otherwise affect the price, as well as over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in an open market. Any stabilisation transactions shall be undertaken in accordance with applicable laws and regulations, in particular, Commission Regulation (EC) No 2273/2003 of 22 December 2003 as regards exemptions for buy-back programmes and stabilisation of financial instruments.

The stabilisation transactions shall be carried out for a maximum period of 30 calendar days from the date of the commencement of trading of the Shares on the Spanish Stock Exchanges, provided that such trading is carried out in compliance with the applicable rules, including any rules concerning public disclosure and trade reporting. The stabilisation period is expected to commence on 27 April 2016 and end on 26 May 2016 (the "**Stabilisation Period**").

For this purpose, the Stabilising Manager may carry out an over-allotment of Offer Shares in the Offering, which may be covered by the Underwriters pursuant to one or several securities loans granted by Company or one or more of the Company's current shareholders. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on a regulated market and may be taken at any time during the Stabilisation Period.

However, there is no obligation that the Stabilising Manager or any of its agents effect stabilising transactions and there is no assurance that the stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice, without prejudice to the duty to give notice to the CNMV of the details of the transactions carried out under Commission Regulation (EC) No 2273/2003 of 22 December 2013. In no event will measures be taken to stabilise the market price of the Shares above the Offering Price. In accordance with Article 9.2 of Commission Regulation (EC) No 2273/2003 of 22 December 2013, the details of all stabilisation transactions will be notified by the Stabilising Manager to the CNMV no later than closing of the seventh daily market session following the date of execution of such stabilisation transactions.

Additionally, in accordance with Article 9.3 of Commission Regulation (EC) No 2273/2003 of 22 December 2013, the following information will be disclosed to the CNMV by the Stabilising Manager within one week of the end of the Stabilisation Period: (i) whether or not stabilisation transactions were undertaken; (ii) the date at which stabilisation transactions started; (iii) the date at which stabilisation transactions last occurred; and (iv) the price range within which the stabilisation transaction was carried out, for each of the dates during which stabilisation transactions were carried out.

For the purposes of this Prospectus, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in each relevant member state of the European Economic Area –the "**EEA**"–), and includes any relevant implementing measure in each relevant member state of the EEA.

NOTICE TO UNITED STATES INVESTORS

THE SHARES HAVE NOT BEEN REGISTERED WITH, OR APPROVED OR DISAPPROVED BY, THE US SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT PASSED ON OR ENDORSED THE MERITS OF THE OFFERING OR THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

NOTICE TO UNITED KINGDOM AND OTHER EUROPEAN ECONOMIC AREA INVESTORS

This document and the Offering are only addressed to and directed at persons in member states of the EEA, who are "qualified investors" ("**Qualified Investors**") within the meaning of Article 2(1)(e) of the Prospectus Directive (including any relevant implementing measure in each relevant member state of the EEA). In addition, in the United Kingdom, this Prospectus is only being distributed to and is only directed at (1) Qualified Investors who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or high net worth entities falling within Article 49(2)(a)-(d) of the Order or (2) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**relevant persons**"). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, (1) in the United Kingdom, relevant persons and (2) in any member state of the EEA other than the United Kingdom, Qualified Investors. This document and its contents should not be acted upon or relied upon (1) in the United Kingdom, by persons who are not relevant persons or (2) in any member state of the EEA other than the United Kingdom, by persons who are not Qualified Investors.

Accordingly, any person making or intending to make any offer within the EEA of the Offer Shares should only do so in circumstances in which no obligation arises for the Company or any of the Underwriters to produce a prospectus for such offer. None of the Company or the Underwriters has authorised or authorises the making of any offer of the Offer Shares through any financial intermediary, other than offers made by the Underwriters which constitute the final placement of the Offer Shares contemplated in this Prospectus.

NOTICE TO INVESTORS IN CERTAIN OTHER COUNTRIES

For information to investors in certain other countries, see "*Plan of Distribution—Selling Restrictions*".

PRESENTATION OF FINANCIAL INFORMATION

General

The Company prepares its financial statements in euro. The euro is the currency of the member states of the European Union, including Spain, which participated or participate at the relevant time in the Economic and Monetary Union.

Certain monetary amounts and other figures included in this Prospectus have been subject to rounding adjustments. Any discrepancies in any tables between the totals and the sums of the amounts listed are due to rounding.

Audited Consolidated Financial Statements

Dominion's audited consolidated annual accounts as of and for each of the years ended 31 December 2013, 2014 and 2015 (together, the "**Audited Consolidated Financial Statements**") have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**"). The Audited Consolidated Financial Statements have been audited by PricewaterhouseCoopers Auditores, S.L., as stated in its unqualified reports, which, together with the Audited Consolidated Financial Statements, are included elsewhere in this Prospectus and attached as annexes to this Prospectus.

Audited Stand-Alone Financial Statements

Dominion's audited stand-alone annual accounts as of and for each of the years ended 31 December 2013, 2014 and 2015 (together, the "**Audited Stand-Alone Financial Statements**") have been prepared in accordance with generally accepted accounting principles in Spain ("**Spanish GAAP**"). The Audited Stand-Alone Financial Statements have been audited by PricewaterhouseCoopers Auditores, S.L., as stated in its unqualified reports, which together with the Audited Stand-Alone Financial Statements are incorporated by reference herein and are available on the Company's website and on the CNMV's website.

Non-IFRS Financial Measures / Alternative Performance Measures

In addition to the financial information presented herein and prepared under IFRS, Dominion has included herein certain Alternative Performance Measures ("**APMs**") as defined in the guidelines issued by the European Securities and Markets Authority ("**ESMA**") on October 5, 2015 on alternative performance measures (the "**ESMA Guidelines**"), which have been extracted from the accounting records of Dominion, including "EBITA", "EBITA Margin", "Adjusted EBITA", "EBITDA", "EBITDA Margin", "Adjusted EBITDA", "Operating Cashflow Conversion Ratio", "Return on Net Assets" ("**RONA**") and "contribution margin". Dominion has presented these APMs, which have not been reviewed or audited, because Dominion believes they may contribute to a fuller understanding of Dominion's results of operations by providing additional information on what Dominion considers to be some of the drivers of Dominion's financial performance.

We believe that the presentation of the APMs included herein substantially comply with the ESMA Guidelines.
These measures are not defined under IFRS not be considered as an alternative to net income as an indicator of the Dominion's performance or as an alternative to operating cash flows as a measure of the Dominion's liquidity and may be presented on a different basis than the financial information included in the Audited Consolidated Financial Statements. Accordingly, they may differ significantly from similarly titled information reported by other companies, and may not be comparable. Investors are cautioned not to place undue reliance on these non-IFRS financial accounting measures, which should be considered supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS included elsewhere in this Prospectus.

For information regarding the calculation of these measures and a reconciliation of such measures to IFRS data, see "*Operating Financial Review—Key Performance Indicators*".

Backlog

Dominion has included in this Prospectus certain backlog information in the "*Business*" section relating to contracts in the Solutions segment and certain long-term maintenance and operation agreements as of 31 December 2015. The backlog consists of projects for which contracts have been signed, as well as additional approved commitments received in respect of such projects. The backlog comprises the amounts closed and agreed with our customers under signed contracts which the Company estimates will be undoubtedly invoiced according to the agreed scope under those contracts. Therefore, the backlog consists of future billing and profit and loss revenue arising out of projects offered to and accepted by the customer, irrespective of, and additional to, any actual work performed.

Dominion's backlog figures are based on a number of assumptions and estimates which may be impacted by contingencies that could affect the conversion of Dominion's backlog into revenue and cash flows in the future.

Consequently, backlog figures as of any particular date may not be indicative of actual results of operations for any succeeding period. See "*Risk Factors—Dominion's backlog is not necessarily linked to future revenue and does not necessarily give a reliable indication of future profits*".

FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" which are based on estimates and assumptions and subject to risks and uncertainties. Forward-looking statements are all statements other than statements of historical fact or statements in the present tense, and can be identified by words such as "targets", "aims", "aspires", "assumes", "believes", "estimates", "anticipates", "expects", "intends", "hopes", "may", "outlook", "would", "should", "could", "will", "plans", "potential", "predicts" and "projects", as well as the negatives of these terms and other words of similar meaning. Since these statements speak as to the future, and are based on estimates and assumptions and subject to risks and uncertainties, actual results could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements appear in a number of places in this Prospectus, including in "*Use of Proceeds*", "*Dividends and Dividend Policy*", "*Operating and Financial Review*" and "*Business*". These may include, among other things, statements relating to:

- acquisition and disposal strategies;
- capital expenditure priorities;
- prospects;
- anticipated uses of cash;
- regulatory or technological developments in the markets in which Dominion operates;
- Dominion's ability to introduce and expand services;
- competitive and economic factors;
- the growth potential of certain markets; and
- the expected outcome of contingencies, including litigation.

This document does not contain any financial projections regarding future revenue or profit.

The factors listed above and risks specified elsewhere in this Prospectus should not be construed as exhaustive. Actual results may differ materially from those described in the forward-looking statements and, therefore, undue reliance should not be placed on any forward-looking statements.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this Prospectus include those described in "*Risk Factors*". The following are certain of the factors described in "*Risk Factors*" that could cause actual results or events to differ materially from anticipated results or events:

- Dominion's business is exposed to exchange rate fluctuations. Such fluctuations, to the extent they are unhedged, may have a material adverse effect on Dominion's business, financial condition, results of operations and prospects;
- Dominion's businesses may be adversely affected by virtue of having major clients in certain markets;
- a number of Dominion's key customer agreements are limited in duration and Dominion may not be able to renew such agreements;
- changes to regulatory regimes could have a material adverse effect on Dominion's business;
- there are many risks associated with conducting operations in international markets;

- Dominion seeks to expand its business partly through acquisitions, which, by their nature, involve numerous risks;
- the loss of any of Dominion's key personnel could have a material adverse effect on Dominion's business;
- Dominion is dependent on its ability to develop new proprietary technology;
- current, future or pre-litigation proceedings may adversely affect Dominion;
- the possibility that all claims against Dominion or all losses suffered may not be effectively covered by insurance;
- Dominion may be unable to secure or protect its right to intellectual property;
- disruptions to Dominion's IT systems may have a material adverse effect on Dominion's business;
- Dominion operates in certain jurisdictions with labour laws that may restrict Dominion's flexibility with respect to its employment policy and ability to respond to market changes;
- the performance of Dominion's business may be affected by global economic conditions;
- Dominion operates in competitive markets and its failure to compete effectively could result in reduced profitability and loss of market share; and
- Dominion is dependent on its ability to attract and retain sufficient skilled technical personnel to achieve its strategic objectives.

Readers should not place undue reliance on any forward-looking statements, which speak only as of the date of this Prospectus. Except as otherwise required by Spanish, US federal and other applicable securities law and regulations and by any applicable stock exchange regulations, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, to reflect any change in the Company's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based.

AVAILABLE INFORMATION

The Company is currently neither subject to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), nor exempt from reporting pursuant to Rule 12g3-2(b) under the Exchange Act. For as long as this remains the case, the Company will furnish, upon written request, to any shareholder, any owner of any beneficial interest in any of the Shares or any prospective purchaser designated by such a shareholder or such an owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act, if at the time of such request any of the Shares remain outstanding as "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act.

EXCHANGE RATES

Dominion reports its financial results in its functional currency, the euro. However, Dominion operates in 28 countries worldwide and many of Dominion's subsidiaries transact business in currencies other than the euro. See "*Risk Factors– Dominion's business is exposed to exchange rate fluctuations*".

The following table sets forth, for the periods indicated, the period end, period average, high and low Bloomberg Composite Rates expressed in U.S. dollars per €1.00. The Bloomberg Composite Rate ("BGN") is a "best market" calculation, in which, at any point in time, the bid rate is equal to the highest bid rate of all contributing bank indications and the ask rate is set to the lowest ask rate offered by these banks. The Bloomberg Composite Rate is a mid-value rate between the applied highest bid rate and the lowest ask rate.

The rates set forth below may differ from the actual rates used in the preparation of Dominion's Audited Consolidated Financial Statements and other financial information appearing in or incorporated by reference to this Prospectus. The average rate for a year means the average of the Bloomberg Composite Rates on the last day of each month during a year. The average rate for a month, or for a partial month, means the average of the daily Bloomberg Composite Rate during that month, or partial month, as the case may be.

Exchange rates	High	Noon Buying Rate Low	Average	Period End
		(U.S. dollars per €1.00)		
***Year*:**				
2011	1.4830	1.2907	1.3926	1.2961
2012	1.3458	1.2061	1.2860	1.3193
2013	1.3802	1.2780	1.3285	1.3743
2014	1.3934	1.2098	1.3285	1.2098
2015	1.2104	1.0496	1.1102	1.0862
2016 (through 12 April 2016)	1.1408	1.0748	1.1079	1.1386
***Month*:**				
October 2015	1.1474	1.0923	1.1220	1.1006
November 2015	1.1016	1.0565	1.0729	1.0565
December 2015	1.1025	1.0615	1.0899	1.0862
January 2016	1.0940	1.0748	1.0866	1.0831
February 2016	1.1323	1.0888	1.1116	1.0873
March 2016	1.1381	1.0868	1.1142	1.1381
April 2016 (through 12 April 2016)	1.1408	1.1378	1.1392	1.1386

These exchange rates are provided solely for the convenience of potential investors. The rates should not be construed as a representation that euro amounts could have been, or could be, converted into U.S. dollars at the rates set forth herein or at any other rate.

INDUSTRY AND MARKET DATA

Market and competitive position data in this Prospectus have been generally obtained from industry publications and from surveys, reports or studies conducted by third-party sources that the Company believes to be reliable. No assurance can be given on the accuracy and completeness of, and no independent verification has been made on, such information. However, responsibility is accepted for the correct reproduction of such information herein.

In many cases, estimates are given and statements are made in this Prospectus regarding the Company's industry and position in the industry based on the Company's experience and the Company's own investigation of market conditions, which are based on a number of assumptions. The Company cannot assure that any of these assumptions are accurate or correctly reflect the Company's position in the industry, and none of the Company's internal surveys, information or estimates has been verified by any independent sources. Unless otherwise specified in this Prospectus, the statements made in this Prospectus regarding the Company's industry and position in the industry must be deemed to be based on the Company's experience and own investigation of market conditions.

SUMMARY

Summaries are made up of disclosure requirements known as "**Elements**". These Elements are numbered in Sections A–E (A.1– E.7).

This summary contains all the Elements required to be included in a summary for this type of security and company. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of security and company, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element is included in the summary with the mention of "not applicable".

Section A — Introduction and warnings

A.1 Warning to investors

This summary should be read as an introduction to the Prospectus. Any decision to invest in the shares of Global Dominion Access, S.A. (the "**Shares**" and the "**Company**", respectively) should be based on a consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the European Economic Area ("**EEA**") member states, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Shares.

A.2 Information on financial intermediaries

Not applicable.

Section B — Company

B.1 Legal and commercial name.

The legal name of the Company is "Global Dominion Access, S.A." and the global brand name of the Company and its subsidiaries (together, the "**Group**") is "Dominion".

B.2 Domicile/legal form/legislation/country of incorporation.

The Company is a public limited liability company (*sociedad anónima*) under the laws of the Kingdom of Spain. The Company's registered office is located at 28 Ibáñez de Bilbao, 8th floor, 48009 Bilbao (Bizkaia), Spain.

B.3 Current operations/principal activities and markets.

Dominion was founded in 1999 and has grown to become a global provider of multi-technical services and specialized engineering solutions. Dominion's core competence is helping its customers to make their business processes more efficient, whether on a full outsourcing basis or through the application of specialized technology-based solutions. Dominion is currently majority-owned by CIE Automotive, S.A., the Spanish controlling entity, within the meaning established by law, of an industrial group of companies with Euro 2.6 billion in revenue in 2015 and nearly 23,000 employees that is listed on the Spanish Stock Exchanges and with a presence on the Mumbai Stock Exchange, through its indirect controlling stake in Mahindra CIE Automotive Ltd.

Dominion conducts business through **two operating segments**:

- ***Multi-technical services*** ("**Services Segment**"): The Services Segment provides value-added services through the management of entire business processes on behalf of its customers on an outsourcing and recurring basis. The Services Segment accounted for 62% of Dominion's revenue in 2015.

- ***Solutions & Specialized engineering*** ("**Solutions Segment**"): The Solutions Segment executes one-off projects designed to deliver comprehensive solutions or to improve specific business processes for customers, but does not manage such projects or procedures on an on-going basis. The Solutions Segment accounted for 38% of Dominion's revenue in 2015.

Through its operating segments, Dominion focuses on serving customers in **three principal activity fields**:

- ***Telecommunications and technology*** ("**T&T**"): Dominion's activities in the T&T area support the entire life cycle of its customers' operations, covering the design, deployment, maintenance and upgrading of key infrastructure and business processes. In particular:

  – The Services Segment focuses on designing, installing and maintaining fixed and mobile telecom networks notably in Spain and Latin America. It also manages and operates wholesale and retail distribution processes on behalf of telecom

carriers and hanset manufacturers on an outsourcing basis.

- The Solutions Segment focuses on providing complex technological, commercial and financial solutions and technology-based turnkey projects mainly in the healthcare and civil protection sectors, with a particular focus on projects managed by public authorities in Spain and Latin America as well as emerging markets in Africa and Asia. It also provides process improvement, monitoring and other solutions to customers in niche markets.

The T&T activity field accounted for 48% of Dominion's revenue in 2015.

- ***Industry***: Dominion's activities in the industry activity field focus on helping customers to manage the use of heat in industrial processes. In particular:

  - The Services Segment focuses on providing maintenance and highly specialized "hot repair" services mainly in relation to (i) refractory and acid-proof linings of industrial furnaces and vessels used *inter alia* in the steel, chemical and glassmaking industries, and (ii) tall structures such as smokestacks, chimneys, cooling towers and solar towers.

  - The Solutions Segment focuses on executing turnkey projects to design, build, revamp and operate such industrial linings and tall structures both directly for customers or on behalf of leading general contractors, as well as on providing solutions to improve the efficiency and availability of such structures.

  The industry activity field accounted for 50% of Dominion's revenue in 2015.

- ***Renewable energy***: Dominion's Solutions Segment recently entered the renewable energy activity, where the objective is to develop turn-key projects with a strategy of diversification, in terms of technology (including wind, solar photovoltaic, hydroelectric, and biomass/waste-to-energy) and geography. In addition, Dominion's Services Segment intends to begin providing ongoing operation and maintenance services to renewable energy plants in the near future.

  The renewable energy activity field accounted for 2% of Dominion's revenue in 2015.

Dominion's **business model** is based on the following key principles, shared with CIE Automotive:

- ***Strong technology focus***: Dominion leverages its technological know-how and innovation skills to help customers re-engineer and optimize a wide range of business processes. Through a "one-stop-shop" approach, Dominion continuously seeks to integrate both internally-developed and externally-sourced technologies in order to develop new services and solutions that can add value for its customers.

- ***Operational leverage and scalability***: Dominion seeks to create operational leverage and scalability by concentrating its technological and sectorial expertise and process intelligence "upstream" within its lean and agile headquarters structure while empowering its decentralized middle management teams to emphasize cross-selling and cost base flexibility, through the effective use of third-party subcontractors and temporary workers.

- ***Diversification***: By maintaining its technological expertise and process intelligence at a central level, Dominion can apply its know-how across diverse activity fields and geographies on a "plug and play" basis. Dominion believes that this enhances cross selling and promotes resiliency by reducing its dependency on any single customer and business line.

- ***Financial discipline***: Dominion's management sets and enforces demanding performance targets that focus on strong cash flow generation, efficient working capital management and strict capex, research and development and merger and acquisition discipline.

B.4 Significant recent trends affecting Dominion and the industries in which it operates.

The Company is not aware of any exceptional recent trend influencing the industries in which the Group operates, without prejudice to the risk factors listed in Element D.1 of this summary.

The different sectors in which the Group operates benefit from robust demand which allow the Group to expect long-term growth across the sectors and geographic markets in which it operates.

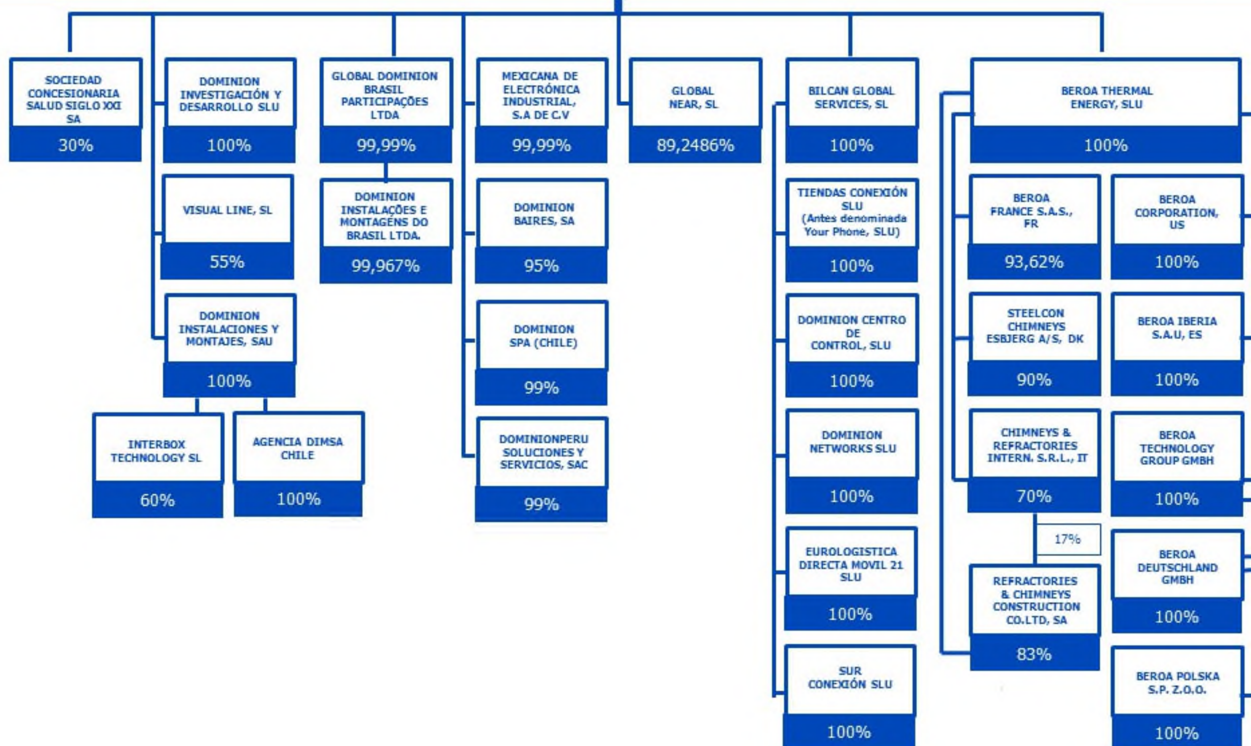
There has been no significant change in the financial or trading position of the Group since 31 December 2015, the date at which the last audited consolidated financial information of the Group contained herein was prepared.

B.5 Group structure.

The Company is the parent company of the Group formed by 70 directly and indirectly controlled subsidiaries, with a current presence in 28 countries, whose operations and activities have been described in Element B.3 above. The Company will upon Admission continue to be controlled by its majority shareholder, CIE Automotive, S.A., who will hold at least 50.01% of the share capital of the Company.

The diagram below provides a simplified overview of the corporate structure of the Group. It does not show all entities in the Group.

Section B — Company



B.6 In so far as is known to the issuer, the name of any person who, directly or indirectly, has an interest in the issuer's capital or voting rights which is notifiable under the issuer's national law, together with the amount of each such person's interest. Whether the issuer's major shareholders have different voting rights if any. To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.

As of the date hereof, the authorized and issued share capital of the Company is €13,702,687.50, consisting of 109,621,500 Shares, each with a par value of €0.125.

The following tables set forth certain information with respect to the ownership of the Company's Shares prior to the Offering and after the Offering assuming that the Offering Price is €2.9, being the mid-point of the Offering Price Range.

	Shares owned prior to the Offering	
Name	**Shares**	**% of voting rights**
CIE Automotive, S.A. [1]	69,007,700	62.950%
ACEK Desarrollo y Gestión Industrial, S.L. [2]	18,604,700	16.971%
Mr. Mikel Félix Barandiaran Landín [3]	8,107,100	7.395%
Servit Servicios Industriales Técnicos, S.L. [4]	6,394,400	5.833%
Tower Valley, S.L. [5] [6]	5,499,200	5.016%
Mr. Francisco Rionegro Lorenzo [7]	457,800	0.417%
Treasury stock[8]	1,550,600	1.414%
Total	109,621,500	**100.00%**

The Company's shareholders listed above are its principal shareholders (the "**Principal Shareholders**").

	Shares owned after the Offering					
	No exercise of the Over-allotment Option[9]			Full exercise of the Over-allotment Option[10]		
Name	**Shares**	**% of Shares outstanding**	**% of voting rights**	**Shares**	**% of Shares outstanding**	**% of voting rights**
CIE Automotive, S.A.	69,007,700	42.77%	42.77%	69,007,700	40.81%	40.81%
ACEK Desarrollo y Gestión Industrial, S.L.	18,604,700	11.53%	11.53%	18,604,700	11.00%	11.00%
Mr. Mikel Félix Barandiaran Landín	8,107,100	5.02%	5.02%	8,107,100	4.79%	4.79%

Servit Servicios Industriales Técnicos, S.L......	6,394,400	3.96%	3.96%	6,394,400	3.78%	3.78%
Tower Valley, S.L.	5,499,200	3.41%	3.41%	5,499,200	3.25%	3.25%
Mr. Francisco José Rionegro Lorenzo	457,800	0.28%	0.28%	457,800	0.27%	0.27%
Treasury stock	1,550,600	0.96%	0.96%	1,550,600	0.92%	0.92%
Public (free float)..	51,724,138	32.06%	32.06%	59,482,759	35.18%	35.18%
Total...	161,345,638	**100.00%**	**100.00%**	169,104,259	**100.00%**	**100.00%**

(1) CIE Automotive, S.A. is the controlling entity of an industrial group of companies focused on the supply of components and sub-assemblies for the automotive market. CIE Automotive, S.A. is listed on the Madrid and Bilbao stock exchanges. CIE Automotive, S.A. intends to maintain a significant shareholding in the Company after the Offering, remaining as a reference shareholder of the Company in the medium term.

(2) Indirectly, as controlling shareholder (78.80%) of Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A. ("**INSSEC DOS**") who directly owns the stake attributed to ACEK Desarrollo y Gestión Industrial, S.L. ("**ACEK**"). ACEK, which is a member of the Board of Directors of CIE Automotive, S.A., is directly owned by Mr. Francisco José Riberas Mera and Mr. Juan María Riberas Mera, each of them holding a 50% of its share capital. The remaining 21.2% of INSSEC DOS share capital is owned by Risteel Corporation, B.V. ("**Risteel**"), which holds a 1.20% of INSSEC DOS share capital (Risteel is directly owned by Francisco José Riberas Mera and Juan María Riberas Mera, each of them holding a 50% of its share capital) and Mr. Antonio María Pradera Jáuregui who holds 20% of INSSEC DOS share capital (19.1% directly and 0.9% through Inversiones Estrategia y Conocimiento Global CYP, S.L.). INSSEC DOS was incorporated through the spin-off of Instituto Sectorial de Promoción y Gestión de Empresas, S.A. ("**INSSEC**") and the contribution of some assets thereto (including, among others, the shareholding of other current Dominion business units –i.e. Near-), at the time when INSSEC merged into CIE Automotive, S.A.

(3) Indirectly, as sole shareholder of Cartera e Inversiones Blaster, S.L. Mr. Barandiaran currently holds the position of Chief Executive Officer of Dominion and Chief Techonology Officer of CIE Automotive Group.

(4) Indirectly, as sole shareholder of Ratingen Investments, S.L.U. Ratingen Investments, S.L.U. is a company incorporated in 2015 by Servit Servicios Industriales Técnicos, S.L. ("**Servit**"), which was incorporated in 1994 by professionals coming from different industrial sectors, led by Mr. Fernando Álvarez Lamelas. Previously to the integration of Beroa Thermal Energy, S.L. with the Company, Servit was one of the two reference shareholders of Beroa Thermal Energy, S.L. (50%) jointly with INSSEC DOS (50%). Certain of the shareholders of Servit served as well as managers of Beroa Thermal Energy, S.L. As of the date of this Prospectus, Servit remains as sole shareholder of Ratingen Investments, S.L.U. Servit is currently owned by 13 shareholders, none of which holds a controlling stake in Servit. The major shareholder of Servit currently holds a stake of 26.34% in Servit's share capital. Mr. Jorge Álvarez Aguirre, Director and senior manager of Dominion, holds a 60% direct stake in the company Albatros Management & Investment, S.L., which holds a direct 10% stake in the share capital of the company Servit.

(5) Tower Valley, S.L. is directly and fully owned by Mr. Alfredo Pérez Fernández (50%), senior manager of Dominion and representative of Tower Valley, S.L. in Dominion's Board of Directors, and a third party natural person unrelated to Dominion (50%). Apart from the relation as members of the company Tower Valley, S.L., there is no other relationship between Mr. Alfredo Pérez Fernández and this third party natural person. Previously to the integration of Bilcan Global Services, S.L. with the Company, Tower Valley, S.L. held 21.353% of the share capital of Bilcan Global Services, S.L. The remaining holdings of the share capital of Bilcan Global Services, S.L. were as follows: (i) 69.691% was held by INSSEC DOS, (ii) 8.321% was held by Cartera e Inversiones Blaster, S.L., (iii) 0.634% was held by Mr. Francisco José Rionegro.

(6) Pursuant to the share purchase agreement dated 6 April 2016, Tower Valley, S.L. has sold all of its shares in Dominion to INSSEC DOS. Thus, as of the date of this Prospectus, Tower Valley, S.L. has no interest in Dominion's share capital. However, if the Shares are not admitted to listing on the Spanish Stock Exchanges before 31 May 2016, the shares will be returned to Tower Valley, S.L. and the situation will be reverted to 6 April 2016. See "Control of the Company" below for a description of the share purchase agreement.

(7) Mr. Francisco José Rionegro Lorenzo serves as General Manager of the Company.

(8) Treasury stock does not bear voting rights.

(9) Assuming the Offering Price is at the mid-point of the indicative Offering Price Range and there is no exercise of the Over-allotment Option.

(10) Assuming the Offering Price is at the mid-point of the indicative Offering Price Range and the Over-allotment Option is exercised in full.

Control of the Company

On the date hereof, the Principal Shareholders hold 100% of the Company's share capital and voting rights and, therefore, control the Company.

Pursuant to the Offering, the Company is offering between 46,875,000 and 57,692,308 Initial Offer Shares, being such number of Shares as is required, at the Offering Price Range, for the Company to raise gross proceeds of €150 million, representing between 29.95% and 34.48% of the total number of Shares outstanding following completion of the Offering. In addition, a number of additional Shares representing up to 15% of the number of Initial Offer Shares issued by the Company in the Offering may be subscribed for by the Underwriters pursuant to the Over-allotment Option.

Upon Admission and for such period as CIE Automotive, S.A. continues to own and control a material portion of the Shares, even if such portion represents less than half of the issued total number of Shares, it will continue to be able to exert significant influence over decisions adopted both by the General Shareholders' Meetings and the Board of Directors of the Company.

On 6 April 2016, CIE Automotive, S.A. entered into an agreement with INSSEC DOS, one of the Principal Shareholders of the Company, under which, prior to Admission, CIE Automotive, S.A. will acquire from INSSEC DOS at the Offering Price as many outstanding already issued shares of the Company as may be necessary, regardless of the number of Offer Shares (therefore, including the Over-allotment Shares) which are finally issued under the Offering, to CIE Automotive, S.A. so that it ends up holding a number of shares of the Company representing at least 50.01% of the share capital of the Company following Admission. Therefore, upon Admission CIE Automotive, S.A. will hold, in aggregate, not less than 50.01% of the voting rights attaching to the Shares.

Upon Admission, CIE Automotive, S.A. will hold a direct interest in the share capital of the Company that will exceed the 30% control threshold set forth in Article 4.1.(a) of Royal Decree 1066/2007, of 27 July, on the rules applicable to takeover bids for securities (*Real Decreto 1066/2007, de 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores*). Thereafter, the exact level of influence that CIE Automotive, S.A. will be able to exercise will be dependent on the percentage that the number of Shares then held by CIE Automotive, S.A. represents over the total number of Shares outstanding following completion of the Offering.

In addition, on 6 April 2016, Tower Valley, S.L. and INSSEC DOS entered into a share purchase agreement by virtue of which INSSEC DOS acquired all the shares then held by Tower Valley, S.L. in Dominion's share capital. The price per share to be paid by

Section B — Company

INSSEC DOS following the date of pricing of the Offered Shares will be equal to the Offering Price. As a result of the foregoing, as of the date of this Prospectus, Tower Valley, S.L. has no interest in Dominion's share capital. However, according to the share purchase agreement, if the Shares are not admitted to listing on the Spanish Stock Exchanges before 31 May 2016, the situation will be reverted to 6 April 2016.

Save as described above, the Company is not aware of any of the Principal Shareholders listed above being under common control or otherwise acting in concert in connection with their stake in the Company.

Arrangements for change in control of the Company

Dominion is not aware of any arrangements, the operation of which may at a later time result in a change of control.

B.7 Summary historical financial information.

Selected audited consolidated income statement data

The following table sets out the Group's selected audited consolidated income statement for the years ended 31 December 2013, 2014 and 2015.

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Revenue	156,289	292,759	525,021
Other operating income	357	596	682
Operating income	**156,646**	**293,355**	**525,703**
Consumption of raw materials and secondary expenses	(58,314)	(127,938)	(248,209)
Employee benefit expenses	(55,784)	(108,343)	(161,547)
Depreciation and amortisation	(4,997)	(10,697)	(12,373)
Other operating expenses	(31,129)	(42,940)	(74,349)
Profit/(loss) on sale/(impairment) of assets	(12)	229	78
Other income and expenses	(28)	7,895	(123)
Operating expenses	**(150,264)**	**(281,794)**	**(496,523)**
Operating profit	**6,382**	**11,561**	**29,180**
Financial income	1	4,836	1,393
Financial expense	(6,357)	(8,192)	(8,258)
Net exchange differences	(396)	3,071	261
Share in results obtained by associates	-	(1,977)	839
Profit before taxes	**(370)**	**9,299**	**23,415**
Income tax	5,640	(3,857)	(4,425)
Profit on continuing operations after taxes	**5,270**	**5,442**	**18,990**
Profit on discontinued operations after taxes	**-**	**146**	**(567)**
Profit for the year	**5,270**	**5,588**	**18,423**
Profit attributable to non-controlling shareholders	**-**	**1,875**	**1,398**
Profit attributable to parent company shareholders	**5,270**	**3,713**	**17,025**

Selected audited consolidated balance sheet data

The following table sets out the Group's selected audited consolidated balance sheet for the years ended 31 December 2013, 2014 and 2015.

	At 31 December		
	2013	2014	2015
	(in thousands of Euro)		
ASSETS			
Non-current assets			
Property, plant and equipment	5,563	39,902	37,450
Intangible assets	13,635	22,831	21,212
Goodwill	20,868	194,604	199,341
Investments in associates	10,000	-	7,269
Non-current financial assets	7,381	6,324	4,626
Deferred tax assets	25,475	33,648	35,914
Other non-current assets	30	-	1,955

	82,952	**297,309**	**307,767**
Current assets			
Inventories	5,772	18,071	25,772
Trade and other receivables	32,213	108,075	143,131
Other current financial assets	12,624	26,904	18,877
Current tax assets	5,275	7,792	7,861
Other current assets	275	2,463	1,333
Cash and cash equivalents	15,264	73,550	90,942
	71,423	**236,855**	**287,916**
Total assets	**154,375**	**534,164**	**595,683**

	At 31 December		
	2013	**2014**	**2015**
		(in thousands of Euro)	
EQUITY & LIABILITIES			
Share capital	8,971	13,177	13,177
Share premium	92,763	132,491	132,491
Treasury shares	(1,807)	(1,807)	(1,807)
Retained earnings	(61,701)	(44,353)	(33,839)
Cumulative exchange differences	(4,777)	(3,812)	(13,068)
	33,449	**95,696**	**96,954**
Non-controlling shareholdings	-	3,434	4,823
	33,449	**99,130**	**101,777**
Non-current liabilities			
Deferred Income			175
Non-current provisions	610	25,086	23,029
Non-current borrowings	7,300	40,762	115,469
Deferred tax liabilities	43	5,958	7,144
Borrowing from parent company	32,069	48,057	-
Other non-current liabilities	2,934	59,226	31,634
	42,956	**179,089**	**177,451**
Current liabilities			
Current provisions	-	2,294	2,487
Current borrowings	15,010	30,885	17,110
Trade and trade payables	38,465	148,959	243,060
Current tax liabilities	7,190	16,896	17,896
Current financial liabilities	-	883	468
Borrowings from parent company	-	11,900	-
Other current liabilities	17,305	44,128	35,434
	77,970	**255,945**	**316,455**
Total equity and liabilities	**154,375**	**534,164**	**595,683**

In 2015 the provisional accounting for the assignment of the price of the business combinations that were carried out during 2014 was completed. As a result of the definitive closing of those accounts the comparative figures for 2015 have been modified to reflect the definitive assignment since the acquisition date. The amendments made to the figures for 2014 with respect to the figures included in the approved consolidated annual accounts for 2014 were as follows:

	Debit/(Credit)
Goodwill	5,127
Customer portfolio	(2,500)
Deferred tax liability	(2,240)
Accrued wages and salaries pending payment	(387)

Capitalisation and Indebtness

	31 December 2015	**31 January 2016**
	(audited)	**(unaudited)**
	(€ in thousand)	**(€ in thousand)**
Non - Current financial debt		
Non-current borrowings	115,469	114,782
Borrowing from parent company	-	-
(A) Total Non - Current financial debt[(1)]	**115,469**	**114,782**
Current financial debt		
Current borrowings	17,110	15,939
Borrowings from parent company	-	-
Other current financial liabilities (derivatives)	468	512

Section B — Company

(B) Total Current financial debt[1]	**17,578**	**16,451**
Net Equity		
Share capital	13,177	13,177
Share premium	132,491	132,491
Treasury shares	(1,807)	(1,807)
Retained earnings	(33,839)	(34,150)
Cumulative exchange differences	(13,068)	(12,964)
Non-controlling shareholdings	4,823	4,766
(C) Total Net Equity	**101,777**	**101,513**
(D) Capitalization (A+B+C)	**234,824**	**232,746**

	31 December 2015	31 January 2016
	(audited) (€ in thousand)	(unaudited) (€ in thousand)
Non-current borrowings	115,469	114,782
Non-current borrowings from parent	-	-
Current borrowings	17,110	15,939
Current borrowings from parent	-	-
Other (derivatives)	468	512
Financial debt [1]	**133,047**	**131,233**
Other current financial assets	18,877	20,312
Cash and cash equivalents	90,942	53,486 [2]
Net financial debt	**23,228**	**57,435**

(1) Calculation of Financial debt does not include amounts recorded under "Other non-current liabilities" and "Other current liabilities" that include "soft loans (non-current / current)" of €3,773 thousand and "financial leases" of €1,213 thousand, as of 31 December 2015.

(2) The decrease in cash and cash equivalents from 31 December 2015 to 31 January 2016 reflects seasonal variations in the Group's business which result in the Group typically recording relatively higher payments from customers in the fourth financial quarter as compared to the first financial quarter of a calendar year.

Selected audited consolidated statement of cash flow data

The following table sets out the Group's selected audited consolidated statements of cash flows for the years ended 31 December 2013, 2014 and 2015.

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Cash flows from continuing and discontinued operations	7,258	59,131	64,621
Interest paid	(6,357)	(8,192)	(8,258)
Interest collected	1	4,836	1,393
Taxes paid	(1,744)	(1,608)	(5,020)
Cash flows from operating activities	**(842)**	**54,167**	**52,736**
Acquisition/disposal of subsidiaries, net of cash acquired	-	13,939	(7,911)
Acquisition of property, plant, equipment and intangible assets	(2,648)	(18,722)	(12,519)
Income from sale of property, plant, equipment and intangible assets	39	998	1,205
Acquisition of financial assets	(18,395)	(6,820)	(7,477)
Disposals of financial assets	99	18,238	8,223
Acquisition / Disposals of other assets	-	-	(455)
Payments received/(made) as a result of interests in associates	(10,000)	-	
Cash flows from investing activities	**(30,905)**	**7,633**	**(18,934)**
Acquisition of treasury shares	(1,179)	-	-
Share capital increase	60,000	-	-
Income from loans granted	4,839	31,352	98,130
Repayment of loans	(10,723)	(62,754)	(37,198)
Issue/repayment of borrowings to/from group companies	(23,781)	27,888	(59,957)
Amortization other debts	-	-	(16,597)
Variation of long term debt	-	-	(68)
Other income of non-controlling shareholdings			(720)
Cash flows from financing activities	**29,156**	**(3,514)**	**(16,410)**
Cash, cash equivalents and bank overdrafts at beginning of year	17,855	15,264	73,550
Cash, cash equivalents and bank overdrafts at end of year	15,264	73,550	90,942
Net increase/(decrease) in cash, cash equivalents and bank overdrafts	**(2,591)**	**58,286**	**17,392**

Section B — Company

Other selected data

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Working Capital [(1)]	(6,547)	(19,090)	(28,539)
Net Working Capital [(2)]	(18,701)	(61,870)	(104,139)

(1) Working Capital is defined as current assets less current liabilities

(2) Net Working Capital consists of the sum of inventories, trade and other receivables, other current assets and current tax assets,less trade and other payables, current tax liabilities, accrued wages and salaries pending payment,accrual accounts, current provisions, non-current asset suppliers and current asset suppliers.

B.8 Selected key pro forma financial information.

Not applicable.

B.9 Profit forecast or estimate.

The Company has chosen not to include a profit forecast or estimate in this Prospectus.

B.10 Qualifications in the audit report on historical information.

The Audited Consolidated Financial Statements of the Company as of and for each of the years ended December 31, 2013, 2014 and 2015 included in this Prospectus and the Audited Stand-Alone Financial Statements of the Company as of and for the years ended December 31, 2013, 2014 and 2015 incorporated by reference to this Prospectus have been audited by PricewaterhouseCoopers Auditores, S.L. The auditor's reports on the Audited Consolidated Financial Statements of the Company and the Audited Stand-Alone Financial Statements of the Company for each of the years mentioned above do not include any qualifications.

B.11 If the issuer's working capital is not sufficient for the issuer's present requirements an explanation should be included.

The Company believes that, taking into account the bank facilities available, its existing cash resources and the net proceeds of the Offering, it can meet its working capital requirements for the next twelve months from the date of this Prospectus. However, if Dominion's capital expenditure requirements exceed its projections, Dominion may be required to seek additional financing, which may not be available on commercially reasonable terms, if at all.

Section C — Securities

C.1 Description of class of the securities.

The Company is offering to qualified investors between 46,875,000 and 57,692,308 new Shares with a par value of €0.125, being such number of Shares as is required, within the Offering Price Range, for the Company to raise gross proceeds of €150 million. As of the date hereof, the Shares are in book entry form, with a par value of €0.125, bearing the ISIN code ES0105130001, allocated by the Spanish National Agency for the Codification of Securities (*Agencia Nacional de Codificación de Valores*). In addition, the Company will grant an option to the Joint Global Coordinators, acting on behalf of the Underwriters, to subscribe for a number of additional Shares representing up to 15% of the Initial Offer Shares.

C.2 Currency of the securities issued.

The Offer Shares are denominated in euro.

C.3 Number of issued and fully paid Shares.

There is only one class of Shares in the Company and each Share entitles the holder to one vote.

On Admission, there will be between 156,496,500 and 167,313,808 Shares of €0.125 nominal value each in issue. All Shares will be fully paid. The new Shares (the "**Initial Offer Shares**") will represent between 42.76% and 52.63% per cent. of the pre-Offering share capital of the Company and between 29.95% and 34.48% of the post-Offering share capital of the Company.

C.4 Rights attaching to the Shares.

The Shares grant their owners the rights set forth in the Company's by-laws (*estatutos sociales*) and in the consolidated text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of July 2 (*texto refundido de la Ley de Sociedades de Capital,*

Section C — Securities

aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio) (the "**Spanish Companies Act**"), such as, among others: (i) the right to attend general shareholders' meetings of the Company with the right to speak and vote; (ii) the right to dividends proportional to their paid-up shareholding in the Company; (iii) the pre-emptive right to subscribe for newly issued Shares in capital increases with cash contributions; and (iv) the right to any remaining assets in proportion to their respective shareholdings upon liquidation of the Company.

C.5 Description of restrictions on free transferability of the Shares.

There are no restrictions on the free transferability of the Shares in the Company's by-laws (*estatutos sociales*), irrespective of the lock-up arrangements entered into by the Issuer and its shareholders in the context of the Offering.

C.6 Applications for admission to trading on regulated markets.

Application will be made for the entire issued and to be issued Shares of the Company to be admitted to trading on the Spanish Stock Exchanges and quoted on the AQS. No application has been made or is currently intended to be made for the Shares to be admitted to listing or trading on any other exchange.

C.7 Dividend policy.

The amount of dividends that the Company decides to pay in the future, if any, will depend upon a number of factors, including, but not limited to, the Company’s earnings, financial condition, debt service obligations, cash requirements (including capital expenditure and investment plans), prospects, market conditions and such other factors as may be deemed relevant at the time.

Section D — Risks

D.1 Key information on the key risks that are specific to the Issuer or its industry.

– Dominion operates in markets that are characterized by low barriers to entry and, accordingly, it faces strong competition in all areas of its business. If it does not compete effectively its business will be harmed.

– The business of Dominion would be adversely affected by a reversal of recent outsourcing trends.

– Dominion's goodwill and other intangible assets may be subject to impairments in the future.

– Adverse resolution of litigation and other proceedings could adversely affect Dominion.

– Dominion's operations are exposed to conditions in the telecom market sector.

– Dominion significantly depends on its relationships with certain major customers.

– Certain of Dominion's key customer agreements are limited in duration and Dominion may not be able to renew such agreements on satisfactory terms or at all.

– Several of Dominion’s key customer agreements are non-exclusive and do not provide for fixed volumes of work, which could lead to unexpected reductions in revenue and backlog.

– Dominion is dependent on projects performed on behalf of public sector customers.

– Dominion's ability to secure new contracts may be limited as a result of competitive bid processes and market conditions.

– Inefficient or unsuccessful project management may result in significant losses if costs are greater than anticipated.

– A significant portion of Dominion's revenues arise from fixed price contracts in which Dominion bears the risk of cost overruns on incorrect estimation of costs.

– Dominion's backlog is not necessarily linked to future revenue and does not necessarily give a reliable indication of future profits.

– Dominion may incur significant costs in providing services in excess of original project scope without having an approved change order or it may incur cost overruns for other reasons.

– Any failure of Dominion's subcontractors to satisfactorily perform their obligations may materially adversely affect its reputation, business, results of operations and financial condition.

– Dominion’s profitability may suffer if it is not able to maintain adequate utilisation of its workforce.

– Dominion has in the past acquired, and intends to continue to acquire, other businesses, which could require significant management attention, cause disruptions to its business, dilute shareholder value, and adversely affect its business.

Section D — Risks

- Dominion's continued success will depend, in part, on its ability to develop new product offerings, increase the functionality of its current offerings and maintain its reputation in the field of technology.
- Dominion derives a significant portion of its revenue from emerging markets.
- Dominion's business is exposed to exchange rate fluctuations.
- Dominion's business is exposed to interest rate fluctuations.
- Dominion may be subject to costs and liabilities in connection with current or future legal proceedings.
- Adverse claims or publicity may adversely affect Dominion's corporate reputation and brand perception.
- Dominion may require additional financing in the future and may not be able to obtain such financing on favourable terms, or at all.
- Dominion is subject to significant restrictive covenants, which limit its operating, strategic and financial flexibility.
- Although Dominion seeks to adequately insure itself, there can be no assurance that all claims made against Dominion or all losses suffered may be effectively covered by its insurance.
- Dominion may be unable to secure or protect its rights to intellectual property.
- An increase in the prices of certain materials used in Dominion's operations as well as capacity constraints or production disruptions by Dominion's suppliers could adversely affect its business.
- Any significant failure or interruption to Dominion's IT systems could adversely affect its business.
- Labour laws in certain jurisdictions in which Dominion conducts its operations could limit Dominion's flexibility with respect to employment policy and its ability to respond to market changes.
- Dominion may have exposure to greater than anticipated tax liabilities.
- Dominion relies on the experience and expertise of its senior management team.
- Dominion's business, strategy implementation and internal control functions could be adversely affected if it fails to effectively maintain its decentralized business model or to attract and retain sufficient numbers of appropriately skilled employees.
- Dominion may incur liabilities or suffer negative financial impacts relating to occupational, health and safety matters.

D.3 Key information on the key risks that are specific to the Shares.

Risks Relating to our Shareholding Structure

CIE Automotive intends to maintain a significant shareholding in the Company after the Offering, initially, not less than 50.01% upon Admission, and remain as a reference shareholder of the Company in the medium term. Therefore, CIE Automotive and certain other principal shareholders of Dominion will continue to be able to exercise significant influence over Dominion, its management and its operations after the Offering. Upon Admission (and after the exercise of the Over-allotment Option, should it be the case) CIE Automotive will hold, in aggregate, not less than 50.01% of the voting rights attaching to the Shares.

Moreover, the interests of CIE Automotive and certain other principal shareholders could, in certain circumstances, conflict with the interests of minority shareholders. For example, CIE Automotive may be able to effectively approve or prevent a merger, consolidation or other business combination, elect or not elect directors, approve or prevent the removal of a director and approve or prevent amendments to Dominion's by-laws (*Estatutos Sociales*). The interests of Dominion's principal shareholders in any of these matters may be different than those of minority shareholders. See "*Element B.6"* of this Summary.

Risks Related to the Offering and to the Shares

- Substantial subsequent sales of Shares by significant shareholders could depress the price of the Shares including following the expiry of the lock-up period, or the perception that these sales could occur.
- There is no established trading market for the Shares.
- The market price of the Shares may be highly volatile.
- Dominion may at some point in the future issue Shares or convertible securities, which may dilute shareholders' interest in the Company.
- Dominion's ability to pay dividends is dependent upon future earnings, financial condition, cash flows, net working capital

Section D — Risks

requirements, capital expenditures and other factors.

– Shareholders in certain jurisdictions other than Spain may not be able to exercise their pre-emptive rights to subscribe for or acquire further Shares.

– Dominion may be classified as a passive foreign investment company ("**PFIC**"), which could result in adverse US federal income tax consequences to US Holders of Shares.

Section E — Offer

E.1 Total net proceeds of the Offering and estimated expenses.

The Company expects to raise gross proceeds of €150 million from the Offering (assuming no exercise of the Over-allotment Option) and net proceeds of €144 million from the Offering (assuming no exercise of the Over-allotment Option). The underwriting commissions, fees and expenses which will be payable by the Company in connection with the Offering are expected to be approximately €6 million. The Company intends to pay these out of the gross proceeds of the Offering.

E.2 Reasons for the Offering and use of proceeds.

The Company intends to use the proceeds of the Offering to fund growth, including the investments and expenses related to pursuing new business opportunities in accordance with its business strategy, as well as for other general corporate purposes, including, among other things, the enhancement of the solidity of its balance sheet to contribute to position the Company in a clear market advantage when bidding for new relevant projects.

E.3 Terms and Conditions of the Offering.

The Company is offering between 46,875,000 and 57,692,308 Initial Offer Shares (representing between 29.95% and 34.48% of the total number of Shares outstanding following completion of the Offering).

In connection with the Offering, the Company will grant to the Joint Global Coordinators, acting on behalf of the Underwriters, acting severally but not jointly, an option to purchase the Over-allotment Shares at the Offering Price.

On 4 April 2016, the general shareholders' meeting of the Company determined to apply for the Admission and granted the Board of Directors the necessary authority to execute the issuance of the Initial Offer Shares and the Over-allotment Shares pursuant to a share capital increase for a maximum amount of €8,221,612.5, and the implementation by the Company of the offer for the Initial Offer Shares as contemplated in the Offering. Pursuant to the authority granted by the general shareholders' meeting, on 4 April 2016, the Board of Directors established the Offering Price Range and the number of Shares to be offered in the context of the Offering. For the avoidance of doubt, no application has been made or is currently intended to be made for the Shares to be admitted to listing or trading on any exchange other than the Spanish Stock Exchanges through the AQS.

No preemptive subscription and/or acquisition rights are applicable in relation to the Offering, taking into account that all of the Company's current shareholders have irrevocably waived their preemptive subscription rights over the Offer Shares.

The Offering is not subject to any administrative approval or authorization besides the approval by the CNMV of this Prospectus for the purposes of the Offering and the subsequent Admission in accordance with the Spanish Securities Market Act and related regulation.

Prior to this Offering, there has been no public market for the Shares.

The Company and the Underwriters are expected to enter into an underwriting agreement with respect to the Offer Shares to be issued by the Company upon the finalization of the book-building period (expected to be on or about 25 April 2016). Subject to the satisfaction of certain conditions set out in the underwriting agreement, not having terminated in accordance with its terms, each Underwriter is expected to agree, severally but not jointly, to provide subscribers for, or failing that, to subscribe for a percentage of the total number of Offer Shares. It is expected that the underwriting agreement will include termination clauses commonly used in this kind of agreements.

The closing date of the Offering or "*fecha de operación*" (the "**Closing Date**") is expected to be on or about 26 April 2016. The Company will make public the result of the Offering through a relevant fact notice (*hecho relevante*) reported to the CNMV.

In order to expedite the listing of the Offer Shares, it is expected that the Joint Global Coordinators, in their capacity as prefunding banks, will subscribe and pay for the Initial Offer Shares on the Closing Date of the Offering, acting severally but not jointly in the name and on behalf of the Underwriters.

The Shares have not been registered under the Securities Act, and may not be offered or sold within the United States, except in certain transactions exempt from the registration requirements of the U.S. Securities Act.

The Offering may be withdrawn, postponed, deferred or suspended temporarily or indefinitely for any reason at any time before the setting of the Offering Price. It may also be revoked subject to certain conditions.

Section E — Offer

E.4 Material interests in the Offering.

Each of the Underwriters is a financial institution engaged in the provision of investment banking, commercial banking and financial advisory services and in the ordinary course of business has engaged in investment banking and/or commercial banking transactions with CIE Automotive, S.A. and its affiliates. In addition, the Underwriters may hold investments and trade debt and equity securities in CIE Automotive, S.A. and its affiliates for their own account and for the accounts of their customers. The Underwriters do not consider these arrangements to be material in the context of the Offering.

As of the date of this Prospectus, Banco Santander, S.A. holds a global position with Dominion and its affiliates of €36.41 million, considering mainly guarantees (€20.24 million), loans (€10.67 million) and discounts (€5.50 million).

E.5 Entities offering the Shares and lock-up arrangements.

The Company is the entity offering the Offer Shares.

The Company and its shareholders have agreed to a lock-up for the period commencing on the date the Underwriting Agreement is signed and ending 180 days from Admission. The lock-up agreements are subject to customary exceptions.

E.6 Dilution.

The Principal Shareholders will not be entitled to subscribe for Initial Offer Shares in the context of the Offering.

Between 46,875,000 and 57,692,308 Initial Offer Shares will be issued pursuant to the Offering and the existing Shares (upon the completion of the Offering and before exercise of the Over-Allotment Option) will represent between 29.95% and 34.48% per cent. of the total issued Shares depending on the Offering Price.

If the Over-allotment Option is exercised in full, following the Offering, the Principal Shareholders will hold between 62% and 67% of the Company's share capital and voting rights.

If the Over-allotment Option is not exercised, following the Offering, the Principal Shareholders will hold between 66% and 70% of the Company's share capital and voting rights.

E.7 Expenses charged to investors.

Purchasers of Offer Shares may be required to pay stamp taxes and other charges in compliance with the laws and practices of their country of purchase in addition to the Offering Price, which may be higher or lower than Offering Price Range. In addition, purchasers will have to bear the commissions payable to the financial intermediaries through which they will hold the Offer Shares.

THE OFFERING

The following summary contains basic information about the Offering and the Shares and it is not intended to be complete. For a more complete understanding of the terms and conditions of the Offering, please refer to the "*Description of the Capital Stock*" and "*Plan of Distribution*" sections in this Prospectus.

The Issuer	Global Dominion Access, S.A.
The Offering	The Offer Shares will be (i) offered in the United States only to QIBs (as defined in Rule 144A under the Securities Act) in reliance on Rule 144A under the Securities Act and (ii) offered and sold outside the United States in compliance with Regulation S under the Securities Act.
Offering Price Range	The indicative Offering Price Range at which the Offer Shares will be offered in the Offering is between €2.6 and €3.2 per Offer Share. This price range has been determined based on discussions between the Company and the Joint Global Coordinators and no independent experts have been consulted in determining this price range. The Offering Price of the Shares offered in the Offering will be determined based on discussions between the Company and the Joint Global Coordinators, upon the finalization of the bookbuilding period (expected to occur on or about 25 April 2016) and, together with the definitive number of Initial Offer Shares and Over-allotment Shares and certain other information, will be announced through the publication by the Company of a relevant fact notice (*hecho relevante*) through the facilities of the CNMV. No independent experts will be consulted in determining the Offering Price which may be outside of the Offering Price Range.
Total number of Shares offered in the Offering.....................................	Between 46,875,000 and 57,692,308 Offer Shares (excluding the Over-allotment Shares).
Over-Allotment Option.......................	The Company will grant the Joint Global Coordinators, acting on behalf of the Underwriters, an option to subscribe for additional Shares (referred to throughout this Prospectus as the Over-allotment Shares) representing up to 15% of the Initial Offer Shares issued by the Company in the Offering solely to cover over-allotments of Shares in the Offering, if any, and short positions resulting from stabilization transactions.
Capital stock	Immediately after the issue of the Initial Offer Shares, the Company's issued share capital will consist of: 156,496,500 Shares, if the Offering Price is €3.2, being the high point of the Offering Price Range; or 161,345,638 Shares, if the Offering Price is €2.9, being the mid-point of the Offering Price Range; or 167,313,808 Shares, if the Offering Price is €2.6, being the low point of the Offering Price Range.
Listing and quotation	The Issuer will apply to have the Shares admitted to listing on the Spanish Stock Exchanges for trading through the AQS of the Spanish Stock Exchanges. The Issuer expects the Shares to be admitted to listing on the Spanish Stock Exchanges for trading through the AQS on or about 27 April 2016 under the symbol "DOM". If the Shares are not admitted to listing on the Spanish Stock Exchanges for trading through the AQS before 31 May 2016, the Offering will terminate, the Offer Shares will be returned to the Issuer and the Offering Price will be returned to the purchasers, together with accrued interest. See

"*Plan of Distribution*".

Dividends and dividend policy	The Offer Shares offered hereby will be eligible for any dividends paid or declared after the settlement of the Offering. See "*Dividends and Dividend Policy*" for a summary of the Company's dividend policy.
Voting rights	Each Share entitles the holder to one vote. See "*Description of Capital Stock—Shareholders' Meetings and Voting Rights*".
Use of proceeds..................................	The Company intends to use the proceeds of the Offering to fund growth, including the investments and expenses related to pursuing new business opportunities in accordance with its business strategy (see "*Business—Strategy*"), as well as for other general corporate purposes, including, among other things, the enhancement of the solidity of its balance sheet to contribute to position the Company in a clear market advantage when bidding for new relevant projects. See "*Use of Proceeds*".
Payment, delivery and settlement...	The Company expects the Offer Shares to be delivered against payment of the Offering Price on the date of settlement, which is anticipated to be on or about 29 April 2016, to the accounts of purchasers through the book-entry facilities of Iberclear.
Stabilization	In connection with the Offering, JB Capital Markets, S.V., S.A.U., or any of its agents, acting as stabilization manager on behalf of the Underwriters, may, to the extent permitted by applicable law, at its discretion engage in transactions that stabilize, support, maintain or otherwise affect the price of the Shares for a period of 30 calendar days from the date of Admission. The stabilization period is expected to commence on 27 April 2016 and end on 26 May 2016.
Risk factors	Investing in the Offer Shares involves substantial risks. You should consider carefully all the information in this Prospectus and, in particular, you should evaluate the specific risk factors set forth in the "*Risk Factors*" section in this Prospectus before making a decision whether to invest in the Offer Shares.
Lock-up agreements...........................	The Issuer and the Issuer's shareholders have entered into certain lock-up arrangements. See "*Plan of Distribution*".

RISK FACTORS

You should carefully consider the following risk factors and the other information contained in this Prospectus before making an investment decision. The risks described below are not the only ones that Dominion faces. Additional risks not presently known to Dominion or that Dominion currently believes to be immaterial may also materially adversely affect Dominion's business, financial condition, results of operations and prospects. The trading price of the Shares could decline due to any of these risks and, as a result, you may lose part or all of your investment. This document also contains forward-looking statements that are based on estimates and assumptions about future events and, as such, are subject to risks and uncertainties. Actual results could differ materially from those anticipated in such forward-looking statements, whether as a result of the risks described below and elsewhere in this Prospectus or otherwise.

Risks Related to Dominion's Business

Dominion operates in markets that are characterized by low barriers to entry and, accordingly, it faces strong competition in all areas of its business. If it does not compete effectively its business will be harmed

Dominion operates in highly competitive markets, most notably, the multi-technical services market, which is highly fragmented and with low barriers to entry at the local level. Accordingly, Dominion competes with a large number of relatively small local and regional installers and service providers, some of whom may benefit from operating efficiencies or lower costs, which may enable them to offer lower prices than Dominion can. In other cases, usually involving larger-scale projects in the services market, Dominion competes with companies that are significantly larger than it is or that have access to greater financial resources than it does.

Even though perceptions about service quality, project management skills and competence often influence customer decisions, price continues to be an important factor for many customers. As a result, Dominion is exposed to strong price competition, which could have a material adverse effect on its business, results of operations and financial condition.

Dominion believes that it may face increased competition in the future, as new players enter the market and new technologies become available. For example, competition could intensify if local single service providers begin to offer integrated installation and facility services across multiple fields of technology or if smaller businesses are acquired by or consolidated into key competitors. In addition, competition may increase if construction companies decide to expand their operations into the fragmented installation market or if teams of skilled individuals leave existing companies, including Dominion, in order to launch new companies providing competing service offerings in certain markets. An increase in competition resulting from any of the above scenarios could have a material adverse effect on Dominion's business, results of operations and financial condition.

Additional information about Dominion's most significant competitors by activities is set forth in "*Market Overview and Competitive Position—Competition*".

The business of Dominion would be adversely affected by a reversal of recent outsourcing trends

In recent years, customers have outsourced an increasing portion of their technical services to specialized external providers such as Dominion, which has been an important driver of the overall growth in demand for technical services during this period. However, there can be no certainty that this outsourcing trend will continue, as outsourcing developments are affected by political decisions, public opinion, positive and negative experiences with outsourcing and demand by customers. Certain customers may decide to become more selective in what activities they outsource. The degree of impact such decisions might have on Dominion depends on whether the services selected to no longer be outsourced are among the more profitable services that Dominion provides for such customers, such as consultancy.

Any such reversal or slowdown of outsourcing trends could materially adversely affect Dominion's business, results of operations, and financial condition.

Dominion's goodwill and other intangible assets may be subject to impairments in the future

Dominion has recorded significant goodwill and other intangible assets arising mainly from different acquisitions executed in line with its organic growth expansion. As of 31 December 2015, Dominion has recorded Euro 199,341 thousand in goodwill and Euro 21,212 thousand in other intangible assets in its consolidated balance

sheet, which together represent 37% of its consolidated total assets.

Intangible assets includes research and development expenses, customer portfolio and computer software all of them assets with a finite useful life that are being amortized accordingly. The impairment of assets that are subject to amortization is undertaken whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. During 2013, 2014 and 2015 no event of change in circumstances has arisen that could be an indication of impairment.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value of use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating-units - CGUs). Goodwill has been assigned to the Group’s CGUs on the basis of the criterion of grouping together under each CGU all the group’s assets and liabilities that jointly and indivisibly generate cash flows in the area of the business from a technology and/or geographical and/or customer viewpoint, on the basis if the synergies and risks shared. The recoverable amount of a CGU is determined based on value-in-use calculations using cash flow projections and other prudent assumptions regarding discount rate, growth, etc.

Dominion has verified that in 2013, 2014 and 2015 goodwill did not suffer any impairment. If the estimated rate used to discount the cash flows had been one percentage point higher than management’s estimates, Dominion would still not have needed to reduce the carrying amount of goodwill. On the other hand, simulations with nulls growth rates and 10% variations in EBITDA or reductions of a 10% of expected revenues do not indicate the need for impairment provisions in either 2013, 2014 and 2015.

If negative changes take place in Dominion's result and growth development, this may lead to an impairment in goodwill, which may have an unfavourable effect on Dominion's results of operations and shareholder's equity.

Adverse resolution of litigation and other proceedings could adversely affect Dominion

In the ordinary course of business, Dominion is involved in a number of legal, administrative or arbitration proceedings relating in particular to civil, administrative and criminal liability, competition, intellectual and industrial property, taxation, employment and environmental matters. In connection with some of these proceedings, monetary claims of a significant amount have been or could be made against Dominion or one or more of Dominion’s subsidiaries and the legal and other expenses, as well as management attention, associated with administering these proceedings can be significant.

The corresponding provisions that the Dominion has or could be required to record in its accounts could prove insufficient. The total provisions due to legal proceedings amount to Euro 8,397 thousand (Euro 5,124 thousand under the line of the Balance Sheet called Provisions and Euro 3,273 thousand under “Accrued wages and salaries pending payment” of Other current liabilities line).

In the event Dominion were required to pay penalties, fines or damages to a third-party as a result of these third-party claim or administrative proceeding, and such penalties, fines or damages were not be covered by the provisions in the accounts, they could, individually or in the aggregate, have a material adverse effect on Dominion’s business, financial condition and results of operations. For a detailed description of Dominion's current legal proceedings, see "*Business—Legal Proceedings*".

Dominion's operations are exposed to conditions in the markets in which it operates

A significant portion of Dominion's business involves the provisions of services to companies in the telecom market sector. Dominion's services to the T&T activity field represented 48% of its consolidated revenue in 2015. Within its Industry activity field, Dominion derives most of its revenue from the customers in the steel, chemical and energy industry. Therefore, any adverse events affecting the telecom, steel, chemical or energy markets could materially and adversely impact Dominion's business, results of operations and financial condition.

Dominion significantly depends on its relationships with certain major customers

Dominion's business depends to a significant degree on long-standing relationships with certain key customers, including, among others, the Telefónica Group and Orange. In particular, during 2015, the Telefónica Group, which was Dominion's largest single customer, accounted for 16% of Dominion's total revenue in that year and its ten, five and three largest customers collectively accounted for 39%, 31% and 25%, respectively, of its total

revenue in that year. It should be noted that Dominion believes that its exposure to the Telefónica Group should be considered on a company-by-company basis due to the decentralized nature of decision making in the Telefónica Group and the fact that Dominion enters into separate agreements with each of its customers that are part of the Telefónica Group. In 2015, Dominion's largest exposure to any single member of the Telefónica Group accounted for 5% of its total revenue in that year.

If one or more of Dominion's key customers were to breach or terminate their contracts with Dominion, enter into agreements with Dominion's competitors and/or otherwise become unable or unwilling to perform their obligations under existing contracts with Dominion, such an event would be likely to have a material adverse effect on Dominion's business, results of operations and financial condition.

Certain of Dominion's key customer agreements are limited in duration and Dominion may not be able to renew such agreements on satisfactory terms or at all

A number of Dominion's key customer agreements are limited in duration, mainly in the services segment. Although Dominion has a good track record of renewing service contracts with key customers, there can be no assurance that Dominion will be able to renew such agreements in the future. If Dominion is unsuccessful in renewing or replacing service contracts as they expire, Dominion's business, results of operations and financial condition could be materially adversely affected.

Several of Dominion’s key customer agreements are non-exclusive and do not provide for fixed volumes of work, which could lead to unexpected reductions in revenue and backlog

Several of Dominion’s service contracts are non-exclusive, meaning that customers may effectively terminate their relationship with Dominion at will or engage service providers other than Dominion. In addition, even where Dominion is an exclusive service provider to a customer, the customer agreement may not provide any fixed minimum volume commitment, which means that the customer can reduce Dominion’s volume of work under that agreement without Dominion’s consent. In addition, Dominion’s customers may reduce the value of existing contracts through partial terminations, delays in the payment of invoices, or audits of Dominion’s contract-related costs and fees. Any exercise of these contractual rights by a significant customer could have a material adverse effect on Dominion’s business, financial condition and results of operation.

Dominion is dependent on projects performed on behalf of public sector customers

A significant percentage of Dominion's total revenue and profitability are attributable to projects performed on behalf of public sector customers. Dominion's revenue from these types of services amounted to approximately 2% of its total revenue in 2015. The demand for Dominion's services is, therefore, sensitive to political decisions regarding public spending and public procurement procedures that may indirectly have a significant impact on public sector investment. Accordingly, any decrease in public spending, such as public sector investment in hospitals, schools, care facilities and infrastructure, could impact the activities of Dominion's public sector customers and, therefore, could have a material adverse effect on Dominion's business, results of operations and financial condition.

Dominion's ability to secure new contracts may be limited as a result of competitive bid processes and market conditions

In order to compete for new contract awards, Dominion is often required to participate in public procurement processes, calls for tenders and other forms of competitive bid processes, which often requires the commitment of significant time and financial resources.

Contract awards under such competitive processes depend in part on customer perceptions about the relative quality of the services offered by bidders and their relevant skills and experience. However, price is often a decisive or important factor in any tender process, especially with regard to public sector projects, and in any given tender one or more of Dominion's competitors may be willing to offer a lower price than Dominion, due to lower cost structures and/or greater willingness to accept lower profit margins.

Therefore, regardless of the amount of time and resources devoted to any single tender process, it is possible that Dominion will not be awarded the relevant contract if it does not bid a competitive price or fails to meet applicable requirements with regard to service quality, required experience or otherwise. Moreover, awards under public procurement processes are often subject to challenge or rescission based on alleged procedural deficiencies in the tender process.

To the extent that Dominion is not successful in winning sufficient numbers of new contract awards on commercially attractive terms or is exposed to actions seeking to challenge prior contract awards and does not confirm such awards in any re-tendering process, Dominion could experience a sustained reduction in revenue or margins, which could in turn have a material adverse effect on its business, results of operations and financial condition.

Inefficient or unsuccessful project management may result in significant losses if costs are greater than anticipated

In order to ensure that its projects are executed efficiently, Dominion relies on significant project management and site-management expertise, particularly with respect to pricing its services and optimising its performance during the term of the contract. Management of costs and implementation is particularly important for large individual installation projects. Essential skills for performance and profitability of a project include Dominion's ability to accurately forecast the costs relating to a project, to correctly assess the various resources (in particular, human resources) necessary to carry out the project, to effectively manage any services provided by subcontractors, and to control technical events that could delay progress on the project. In practice, poor project management, failure to assess the resources needed to execute the project and errors in forecasting the costs involved in a particular project may reduce margins and cause significant additional costs and delays, in turn leading to delays in payment for Dominion's services. Consequently, inefficient or unsuccessful project management or forecasting may adversely affect Dominion's ability to offer high-quality and profitable services, which may have a material adverse effect on its business, results of operation and financial condition.

A significant portion of Dominion's revenues arise from fixed price contracts in which Dominion bears the risk of cost overruns on incorrect estimation of costs

A significant portion of Dominion's revenues arise from the contracts relating to the turnkey engineering, procurement and construction ("**EPC**") projects that are performed by Dominion within the Solutions segment (see "*Business—Overview*"), which are typically based on a fixed price. The relevant fixed price is based on estimates of the ultimate cost of the contract and Dominion assumes substantially all of the risks associated with completing the project, as well as the post-completion warranty obligations. Warranty obligations can range from re-performance of services to modification or replacement of equipment. Factors that can affect the accuracy of the original projections include changes in the cost of components, material or labour; difficulties in obtaining required governmental permits or approvals; changes in local labour laws; laws and regulations; cost overruns by business partners; project modifications creating unanticipated costs and project suppliers' unexpected delays or subcontractors' failure to perform. Insufficient management supervision particularly on large projects thus may also lead to cost overruns. When Dominion has entered into fixed price contracts cost overruns could have a material adverse effect on Dominion's business, results of operations and financial condition.

Dominion's backlog is not necessarily linked to future revenue and does not necessarily give a reliable indication of future profits

Dominion has included in this Prospectus certain backlog information in the "*Business"* section relating to contracts in the Solutions business and certain long-term maintenance and operation agreements as of 31 December 2015. Dominion's order backlog is comprised of the value of existing contracts not yet invoiced to customer, irrespective of any actual work.

Dominion's backlog figures are based on a number of assumptions and estimates, including assumptions as to exchange rates between the euro and other currencies, estimates of the amount of potential cost overruns that Dominion will be able to recover from customers under the corresponding contracts and estimates of the percentage of completion of contracts. Contingencies that could affect the conversion of Dominion's backlog into revenue and cash flows in the future include cancellations, renegotiations, scope of work adjustments, *force majeure*, legal impediments and defaults by Dominion. Consequently, backlog figures as of any particular date may not be indicative of actual results of operations for any succeeding period.

Furthermore, Dominion's definition of backlog may not necessarily be the same as that used by other companies engaged in similar activities. As a result, the amount of Dominion's backlog may not be comparable to the backlog reported by such other companies. Moreover, there can be no assurance that the revenue projected in Dominion's backlog will be realized or, if realized, will result in profit. As a result of project terminations or suspensions and changes in project scope and schedule, Dominion cannot predict with certainty when, or if, its backlog will be realized. Dominion may suffer from unexpected or unanticipated cancellations, and, even where a project proceeds as scheduled, it is possible that the customer may default and fail to pay amounts owed to Dominion.

Dominion may incur significant costs in providing services in excess of original project scope without having an approved change order or it may incur cost overruns for other reasons

In general, when commencing a project, Dominion first agrees a scope of work and an initial contract price. After commencement, Dominion may perform additional services requested by the customer that were not contemplated in Dominion's contract price for various reasons, including changes required by the customer, incomplete or inaccurate engineering, project specifications and other similar information provided by the customer to Dominion. Generally, before performing such additional services or cost overruns, Dominion will seek to agree an approved change order and a revised contract price. From time to time, however, Dominion may perform such additional services without the benefit of an approved change order from the customer. Even though Dominion's contracts generally require the customer to compensate Dominion for additional work or expenses incurred under these circumstances, it may fail to obtain adequate compensation for these additional services.

Any failure of Dominion's subcontractors to satisfactorily perform their obligations may materially adversely affect its reputation, business, results of operations and financial condition

Dominion utilizes subcontractors to perform certain services on its behalf for customers and a substantial portion of Dominion's revenues is derived from operations performed by subcontractors.

Although the agreements entered into by Dominion with its subcontractors generally contain standard protections, poor performance or defaults by a subcontractor may lead to project delays, unanticipated additional costs and, possibly, penalties incurred by Dominion and claims against Dominion, because Dominion typically retains responsibility for the work performed by its subcontractors.

In addition, Dominion is exposed to risks associated with poor compliance by its subcontractors with applicable labour, health, safety, environmental and immigration laws and regulations, as well as inadequate personnel qualifications. Further, Dominion's subcontractors may not possess adequate insurance coverage or financial resources to honour claims resulting from damages or losses inflicted by such subcontractors on Dominion's customers.

If any of these risks were to materialize, Dominion's business, results of operations and financial condition could be materially adversely affected.

Dominion's profitability may suffer if it is not able to maintain adequate utilisation of its workforce

The cost of providing services, including the extent to which Dominion utilises its workforce, affects its profitability. The rate at which Dominion utilises its workforce is affected by a number of factors, including its ability to:

- adjust the size of its temporary workforce;
- transfer employees from completed projects to new assignments;
- forecast demand for its services and thereby maintain an appropriate headcount;
- match the skill sets of its employees to the needs of the marketplace; and
- manage attrition.

If Dominion is unable to maintain high of utilization of its workforce, its business, its results of operations and financial condition may be materially adversely affected.

Dominion has in the past acquired, and intends to continue to acquire, other businesses, which could require significant management attention, cause disruptions to its business, dilute shareholder value, and adversely affect its business

As part of Dominion's business strategy and in order to remain competitive, it has in the past acquired or made investments in complementary companies, products or technologies. Although going forward Dominion intends, to continue to pursue this the business strategy, it may not be able to identify suitable acquisition targets or complete such acquisitions on favourable terms, if at all. If Dominion does complete acquisitions, it may not ultimately strengthen its competitive position or achieve its goals to the extent anticipated, and any acquisitions that it completes could be viewed negatively by its customers, analysts and investors. In addition, if Dominion is

unsuccessful at integrating such acquisitions or the technologies associated with such acquisitions, its business results of operations and financial condition could be adversely affected. Any integration process may require significant time and resources, and Dominion may not be able to manage this process successfully. In particular, any such process could divert management attention from other parts of Dominion's business. Dominion may not successfully evaluate or utilize acquired technologies or personnel, or accurately forecast the financial impact of an acquisition transaction, including accounting charges. Dominion may have to pay cash, incur debt or issue equity or equity-linked securities to pay for any such acquisition, each of which could adversely affect its financial condition and/or the value of its shares. For example, the issuance of equity or equity-linked instruments to finance such acquisitions could result in shareholder dilution, while the incurrence of indebtedness to finance such acquisitions could result in increased fixed charges and the application of financial covenants or other restrictions that could impede Dominion's ability to manage its operations. Further, unsuccessful acquisitions may lead to substantial write-downs of goodwill recorded in connection with such transactions, as well as other unfavourable accounting effects. Any of the foregoing could materially adversely impact Dominion's business, results of operations and financial condition.

Dominion's continued success will depend, in part, on its ability to develop new product offerings, increase the functionality of its current offerings and maintain its reputation in the field of technology

Dominion's future success significantly depends upon its ability to identify, develop and commercialize new technical solutions and increase the functionality of its current offerings. Not all solutions under development will reach the commercialization stage, if any, and there can be no assurance that such solutions will achieve market acceptance. If Dominion's efforts to identify and develop suitable new service offerings are not successful and its up-front investment in these activities does not lead to new services that can generate substantial revenue and profits, its business, results of operations and financial condition.

In addition, Dominion must keep pace with evolving customer requirements related to matters such as technology, quality, timeliness of deliveries and level of costs. Achieving this may require Dominion to make substantial investments in new technologies and in hiring or training personnel, which may be difficult to finance and sustain, especially in a tightening market environment. Inability to meet such changing requirements may lead to loss of customer accounts to competitors, which may in turn adversely affect Dominion's business, result of operations and financial position and prospects.

Dominion derives a significant portion of its revenue from emerging markets

Dominion's headquarters are in Spain and it operates in 28 countries around the world. In 2015, sales revenues outside of the European Union comprised 43% of Dominion's total revenue, with the vast majority of such revenues arising from customers in emerging market countries, such as: Brazil, Mexico, Saudi Arabia, Vietnam, Indonesia, Chile and Peru among others.

Operating in emerging market countries involves a number of risks that are more prevalent than in developed markets, such as economic downturns, civil disobediences or political instability or abrupt changes to regulatory policies, licensing requierements or taxation, imposition of restrictions on trade as a result of import or export control laws, tariffs, non-tariff barriers, economic sanctions and/or price controls, the nationalization and expropriation of private property, payment collection difficulties, social problems or unrest, substantial fluctuations in interest and exchange rates, the unpredictability of enforcement of contractual provisions, heightened risks of unfair or corrupt business practices, limitations on the right to convert and repatriate currency and other unfavorable interventions or restrictions imposed by public authorities.

Any such adverse developments in an emerging markets country in which Domion operates could have a material adverse impact on Dominion's business, results of operation or financial condition.

Dominion's business is exposed to exchange rate fluctuations

Dominion records its transactions and prepares its financial statements in euro but a significant portion of its revenues and costs are in other currencies. Dominion's non-euro-denominated revenue accounted for 59%, 55.8% and 48.6% of its total revenue in 2013, 2014 and 2015, respectively. Dominion's principal non-euro sources of revenue are U.S. dollars (or currencies pegged to the U.S. dollar), Brazilian real, the Mexican peso, the Argentine peso, the Saudi riyal and the Polish zloty. Dominion's non-euro-denominated expenses accounted for 58.1%, 53.9% and 42.5% of its total operating expenses in 2013, 2014 and 2015, respectively. Dominion's principal non-euro sources of expenses are U.S. dollars (or currencies pegged to the U.S. dollar), Brazilian real, the Mexican peso, the Argentine peso and the Saudi riyal. Although Dominion intends to engage in natural hedges in the future, whenever possible according to the circumstances of the markets in which it operates (e.g., by denominating, to the extent possible, its borrowings in the currency of those countries where the market is sufficiently deep or in a strong currency

such as the U.S. dollar), a significant shift in the value of the euro against any of these currencies could materially impact Dominion's business, results of operations and financial condition. See Note 3.1 to the 2015 Audited Consolidated Financial Statements for disclosures in relation to Dominion's sensitivity to exchange rate fluctuations.

The strengthening of the US dollar during 2015 as compared to the Euro had a generally positive impact on Dominion's financial condition and results of operations in that year. In particular, this foreign exchange trend had a positive impact on Dominion's revenues during 2015 of approximately Euro 14 million. On the other hand, the depreciation of the Brazilian real compared to the Euro during 2015 had a negative impact on Dominion’s revenue during 2015 of approximately Euro 5 million. Additionally, please note that 2015 figures at constant foreign exchange rates of 2014 would have resulted in Euro 6.3 million less in revenues and Euro 1.6 million EBITDA.

If the value of the Euro at 31 December 2015 had decreased/increased by 10% as compared to all other functional currencies (all other variables remaining constant), Dominion's shareholders' equity would have decreased by Euro 767 thousand and Euro 166 thousand, respectively, due to the effect of the net assets contributed by the subsidiaries operating in a functional currency different from the Euro. If the average exchange rate of the Euro had decreased/increased by 10% as compared to all functional currencies other than the Euro during 2015 (all other variables being equal), Dominion's profits after tax for the year would have increased by Euro 6,010 thousand and decreased by Euro 4,918 thousand, respectively, mainly reflecting translation gains/losses on accounts receivable denominated in currencies other than the Euro.

Dominion's business is exposed to interest rate fluctuations

Dominion's interest rate risk derives from non-current and current borrowings, which accrue an interest rate indexed to the Euribor, plus a spread. Dominion analyses its exposure to interest rate risk on a dynamic basis and manages the interest rate risk on cash flows, when management considers it necessary, using interest-rate swaps. See Note 3.1.a).iii) to the 2015 Audited Consolidated Financial Statements.

In order to manage this risk factor, Dominion uses financial derivatives that may qualify as hedging instruments and therefore hedge accounting. The corresponding accounting standard (IAS 39) does not specify the type of derivatives that may be considered hedging instruments except for options issued or sold. It does, however, specify the prerequisites for consideration as hedging instruments. In line with the management of foreign exchange risk, the arrangement of any financial derivative which is suspected not to comply with the prerequisites to be considered as a hedging instrument requires the express approval of the relevant management body. By way of example, the basic hedging instruments are interest rate swaps: Through these derivatives, these Group segments convert the variable interest rate reference of a loan to a fixed reference with respect to either all or part of the amount of the loan, affecting all or part of the life of the loan.

Dominion's sensitivity to interest rate risk is limited to the direct effect of changes in interest rates applied to financial instruments subject to recognised interest in the balance sheet. A 1% change in interest rates would have an effect of approximately Euro 3,269 thousand on profits before tax recorded in 2015.

Dominion may be subject to costs and liabilities in connection with current or future legal proceedings

Certain of the services performed by Dominion are usually subject to warranty periods for the benefit of the Company. In the ordinary course of Dominion's business it may be, from time to time, involved in claims and proceedings relating to services it has performed. In addition, Dominion may be subject to claims under warranties provided to customers in connection with certain of its contracts. In certain situations, where Dominion acts as a subcontractor, a claim may only be notified to Dominion after resolution of the underlying commercial dispute and, in such cases, a considerable period of time may elapse between the performance of services by Dominion and the assertion of a claim in respect of such services. In either case, because the underlying commercial transaction could be of significant value, the claims notified to Dominion could allege damages in significant amounts. Additionaly, in the ordinary course of business, Dominion may be involved in the future in a number of other legal, administrative or arbitration proceedings not related to the services that Dominion provides (relating in particular to civil, administrative and criminal liability, competition, intellectual and industrial property, taxation, employment and environmental matters). In connection with some of these proceedings, monetary claims of a significant amount could be made against Dominion. Any such claims may lead to Dominion incurring significant financial costs, including legal expenses and other costs involved in investigating or defending such claims, in addition to the risk that Dominion would be required to pay damages in respect of a claim, any of which could adversely affect Dominion's business, results of operations and financial condition. For a detailed description of Dominion's current legal proceedings, see "*Business—Legal Proceedings*".

Adverse claims or publicity may adversely affect Dominion's corporate reputation and brand perception

Management believes that Dominion's corporate reputation and its brand perception among customers are its key competitive strengths. Any adverse publicity arising from failures to meet contract deadlines or performance requirements, disputes with customers, competitors or regulatory authorities, or for any other reason could adversely affect Dominion's brand and reputation and therefore could adversely affect its business, results of operations and financial condition.

Dominion may require additional financing in the future and may not be able to obtain such financing on favourable terms, or at all

Dominion expects that its current financial resources and expected cash flows and the proceeds from this Offering will be sufficient to fund its operations for the foreseeable future. However, it may need additional financing in the event of unexpected developments or opportunities. Dominion may seek such additional funds from public and private securities offerings, corporate collaborations, borrowings under lines of credit or other sources. Additional capital may not be available on favourable terms, or at all. Any additional equity financing may be dilutive to shareholders, and any debt financing, if available, may include restrictive covenants limiting Dominion's business flexibility. If Dominion cannot raise more money if and when needed, it may have to alter its business strategy, including its acquisition strategy, reduce its capital expenditures, scale back its development plans or reduce its workforce, all of which could have a material adverse effect on its business, results of operations and financial condition.

Although in December 2015 Dominion refinanced its outstanding borrowings from CIE Automotive by entering into four separate loan facility agreements with four different financial institutions for a maximum aggregate principal amount of Euro 60 million, each of those facilities has a term of eighteen months, with stated maturity dates in June 2017. Dominion will need to refinance such outstanding borrowings before the expiration of their current term. Although Dominion intends to refinance these credit lines with a syndicated long term facility during 2016, Dominion may not be able to obtain such financing on favourable terms, or at all. If materialized, such circumstance could have a material adverse effect on Dominion's business, results of operations and financial condition. See "*Operating and Financial Review—Liquidity and Capital Resources—Sources of liquidity*".

Financial backing of CIE Automotive to Dominion and its subsidiaries

Dominion's current external financial obligations are in certain cases guaranteed by CIE Automotive, as its major shareholder. If CIE Automotive ceases to be Dominion's major shareholder, or for any other reason whatsoever, CIE Automotive ceases to financially support Dominion, the Company may encounter difficulties to access to additional financing, such as borrowings under lines of credits, credit loans and other sources of financing, or have to pay higher interests or finance costs and become subject to more restrictive covenants limiting Dominion's business flexibility, which could have a material adverse effect on its business, results of operations and financial condition.

Dominion may be subject to significant restrictive covenants, which could limit its operating, strategic and financial flexibility

Although as of the date of this Prospectus Dominion’s financing agreements do not contain financial covenants, its future financing agreements (including agreements which refinance its existing agreements) may contain covenants which could impose significant restrictions on Dominion's operations, including restrictions on Dominion’s ability to, among other things, incur or guarantee additional debt, grant security, dispose of assets, cash collateralise guarantee facilities, repurchase share capital, make certain payments, including dividends or other distributions and make certain investments or acquisitions, including participating in joint ventures and restrictions on Dominion’s capital expenditure.

Those restrictive covenants could limit Dominion’s operating, strategic and financial flexibility, and therefore could materially adversely affect Dominion’s business, results of operations and financial condition.

Although Dominion seeks to adequately insure itself, there can be no assurance that all claims made against Dominion or all losses suffered may be effectively covered by its insurance

Dominion seeks to obtain adequate insurance protection for its business. In particular, Dominion seeks to insure itself against the financial consequences of claims asserting professional liability. However, there can be no assurance that all claims made against Dominion or all losses suffered are or will be effectively covered by insurance, nor that the policies in place will always be sufficient to cover all costs and financial awards it may be required to pay as a result. It is possible that there may be claims in the future that may not be covered in full by

Dominion's insurance, and that insurance premiums may increase over time, which could prevent Dominion from obtaining adequate insurance, potentially resulting in Dominion from incurred risks or withdrawing from certain markets in which it currently operates. If Dominion is subject to material costs or liabities on which are not covered by its insurance policy, its business, results of operations and financial condition could be materially adversely impacted.

Dominion may be unable to secure or protect its rights to intellectual property

Dominion's ability to compete effectively depends in part upon the maintenance and protection of the intellectual property, including any know-how required for its day-to-day operations, related to its services. Whilst Dominion makes significant effort to protect its technological and operational process, where possible, through patent protection and contractual arrangements, there can be no assurance that such patents will not be challenged, invalidated or circumvented, or that these efforts are sufficient in preventing misappropriation of the intellectual property on which Dominion relies. The loss of Dominion's intellectual property could have a material adverse effect on its business, results of operations or financial condition.

An increase in the prices of certain materials used in Dominion's operations as well as capacity constraints or production disruptions by Dominion's suppliers could adversely affect its business

Despite its low supplier concentration, Dominion's reliance on suppliers to secure industrial materials, parts, components and subsystems used in its products may expose Dominion to volatility in the prices and availability of these materials. A disruption in deliveries from Dominion's suppliers, supplier capacity constraints, supplier production disruptions, closing or bankruptcy of Dominion's suppliers, price increases or decreased availability of raw materials or commodities could have a material adverse effect on Dominion's ability to meet its customer commitments or result in an increase in Dominion's operating costs if Dominion is not able to transfer the increased costs on to the customer.

Any such price increases, could therefore have a material adverse effect on Dominion's cash flow, business, results of operations and financial condition.

Any significant failure or interruption to Dominion's IT systems could adversely affect its business

Dominion uses information systems and other technology to conduct and manage its business, including a significant amount of systems and other technology provided by third party providers through outsourcing. The Company's ability to efficiently run and monitor its decentralised organisation is dependent on a well-functioning IT system integrated throughout the organisation. Factors that may affect Dominion's ability to maintain and upgrade its information systems and technologies include the continued support capabilities of its third-party providers, third-party providers' stable operating environment, and appropriate upgrade and enhancement strategies, which may require substantial capital expenditures from time to time. To the extent that Dominion experiences a significant failure or interruption in any of these systems or other technology due to business decisions or actions by its third-party providers or cyber-attacks that is not sufficiently covered by its disaster recovery plans, Dominion may be unable to effectively conduct and manage its business. There is a risk that Dominion will not be able to prevent, or timely and adequately address or mitigate, the negative effects of any failure or interruption in its information systems and other technology. Any significant failure or interruption (particularly if it results in the loss or disclosure of any of our customers' personal data) could adversely affect Dominion's business, results of operations and financial condition.

Labour laws in certain jurisdictions in which Dominion conducts its operations could limit Dominion's flexibility with respect to employment policy and its ability to respond to market changes

Labour laws applicable to Dominion's business in certain jurisdictions are onerous, and can be highly restrictive. In certain jurisdictions, such as Spain, Dominion's employees are partially or fully unionised, and in others, Dominion may be subject to mandatory consultation processes with its employees in managing its business. These labour laws and formal consultative procedures could, among other things, limit Dominion's flexibility to rationalise its workforce in response to poor market conditions, or require Dominion to change working condition procedures. As a result, these limitations on Dominion's flexibility with its workforce could have a material adverse effect on its business, results of operations or financial condition.

Dominion may have exposure to greater than anticipated tax liabilities

Currently, Dominion has operations in a large number of taxing jurisdictions, and it is subject to, among others, income tax, withholding tax, and value added tax ("**VAT**"), as well as other sales-based taxes in such jurisdictions. In addition, Dominion pays social security costs relating to its employees. There is a risk that its tax

liabilities in one or more jurisdictions could be more than reported in respect of prior taxable periods and more than anticipated in respect of future taxable periods. As a result, the aggregate amount of income tax that Dominion pays in future taxable periods could be higher if earnings are lower than anticipated in jurisdictions with lower statutory rates and higher than anticipated in jurisdictions with higher statutory rates.

The jurisdictions in which Dominion operates have transfer pricing regulations that require transactions involving associated companies to be effected on arm's length terms. Dominion seeks to ensure that all arrangements between members of Dominion, such as intra-group transactions involving management services, royalties, IT service fees, cash-pool arrangements, intra-group loans and consultancy fees, are carried out on an arm's length basis. However, if the tax authorities in any relevant jurisdiction do not regard such arrangements as being made on an arm's length basis and successfully challenge those arrangements, the amount of tax payable by the relevant member or members of Dominion, in respect of both current and previous years, may increase materially and penalties or interest may be payable. In particular, the tax authorities in Spain, the Company's home country, have increased their focus on transfer pricing procedures generally, which could result in a greater likelihood of a challenge to Dominion's transfer prices and the risk that it will be required to adjust them and reallocate its income, which could result in a higher effective tax rate than that to which it is currently subject. Any change to the allocation of Dominion's income as a result of review by taxing authorities could have a negative effect on its profitability.

In general, the determination of Dominion's worldwide liability for income and other taxes involves a significant degree of judgment and there are many transactions and calculations where the ultimate tax determination is uncertain. Although Dominion believes its estimates are reasonable, its ultimate tax liability may differ from the amounts recorded in its financial statements and may adversely affect its financial results in the period or periods for which such determination is made. From time to time, Dominion establishes reserves with respect to such tax liabilities when it believes this to be appropriate. However, there can be no assurance that its ultimate tax liability will not exceed any reserves that may have been created.

Dominion is engaged from time to time in certain tax legal proceedings. For a description of Dominion's current Spanish tax legal proceedings, please see "*Business—Legal Proceedings*".

Dominion relies on the experience and expertise of its senior management team

Dominion's success is highly dependent upon the efforts and abilities of its senior executive officers, particularly, Mikel Félix Barandiaran Landin, Jorge Álvarez Aguirre, Roberto Tobillas Angulo, Mikel Uriarte Albaina, Francisco José Rionegro Lorenzo, Lydia Mateo Castañeyra, José Nicéforo Domingo Sánchez, María del Carmen Gómez Mayor, Juan Antonio Goñi Rodríguez and Alfredo Pérez Fernández. The loss of any of their services would significantly delay or prevent the achievement of Dominion's business objectives, which in turn could have a material adverse effect upon its business, results of operations or financial condition.

Dominion's business, strategy implementation and internal control functions could be adversely affected if it fails to effectively maintain its decentralized business model or to attract and retain sufficient numbers of appropriately skilled employees

Dominion believes that its decentralised business model, in which branch managers retain substantial autonomy over the management of the operations and customer accounts and project managers are primarily responsible for carrying out individual projects, is a key element of its business strategy and an important element of its competitive advantage. However, this business model requires Dominion to attract and retain an adequate number of qualified branch managers, project managers, key executive officers or other experienced and qualified technical employees with appropriate skills, expertise and customer relationships in each of its key local markets. Most of the key executive officers of Dominion have been working for Dominion since, at least, 2002, and none of them has left Dominion since then. However, Dominion may not be able to retain sufficient numbers of such employees in the future, and key current employees could leave Dominion for competitors or form competing businesses themselves. Any such events could have a material adverse effect on Dominion's business, results of operations, financial condition or prospects.

Further, Dominion's decentralisation necessarily places significant control and decision-making powers in the hands of local project and branch managers. There is a risk that those local managers will not comply with Dominion's internal policies or processes, or that Dominion will not successfully implement future compliance policies, update existing control procedures and compliance policies and maintain efficient and reliable IT systems required to effectively monitor Dominion's operations. The occurrence of any of these events on a particular project or at the local branch level could affect Dominion as a whole, and could have a material adverse effect on its business, results of operations or financial condition.

Dominion may incur liabilities or suffer negative financial impacts relating to occupational, health and safety matters

Dominion's operations are subject to extensive laws and regulations relating to the maintenance of safe conditions in the workplace. The industry in which Group operates involves a certain degree of operational risk, such as working with high voltages, heat and working at heights, that may occur notwithstanding procedures implemented to address these risks. These hazards can cause personal injury or death, severe damage to or destruction of real property and equipment and other consequential damages and could lead to suspension of operations and large damage claims. Regardless of Group's policies and monitoring actions, employees may deviate from Group's standards and safety policies and there is a risk that Group will not manage to avoid significant liability exposure relating to these and other occupational, health and safety hazards, which could have a material adverse effect on Group's business, results of operation and financial condition.

Risks Related to the Offering and to the Shares

After the Offering, CIE Automotive will continue to be able to exercise significant influence over Dominion, its management and its operations

CIE Automotive intends to maintain a significant shareholding in the Company after the Offering, initially, not less than 50.01% upon Admission, and remain as a reference shareholder of the Company in the medium term. Therefore, CIE Automotive and certain other principal shareholders of Dominion will continue to be able to exercise significant influence over Dominion, its management and its operations after the Offering. Upon Admission (as well as after the excersise of the Over-allotment Option) CIE Automotive will hold, in aggregate, not less than 50.01% of the voting rights attaching to the Shares.

Moreover, the interests of CIE Automotive and certain other principal shareholders could, in certain circumstances, conflict with the interests of minority shareholders. For example, CIE Automotive may be able to effectively approve or prevent a merger, consolidation or other business combination, elect or not elect directors, approve or prevent the removal of a director and approve or prevent amendments to Dominion's by-laws (*Estatutos Sociales*). The interests of Dominion's principal shareholders in any of these matters may be different than those of minority shareholders. For more information regarding the rights of minority shareholders under Spanish corporate law, see "*Description of Capital Stock*".

Substantial subsequent sales of Shares by significant shareholders could depress the price of the Shares including following the expiry of the lock-up period, or the perception that these sales could occur

Following Admission, existing Shareholders will own or control beneficially, in aggregate, between 66% and 70% of Dominion's issued ordinary share capital (depending on the determination of the Offer Price and assuming no exercise of the Over-allotment Option) and between 62% and 67% if the Over-allotment Option is exercised in full. Pursuant to the Underwriting Agreement to be entered into between Dominion and the Underwriters, certain of our Principal Shareholders, as this term is defined in section "*Principal Shareholders*" below, will be subject to a lock-up period of 180 days. Dominion and the Directors are subject to restrictions on the issue, sale and/or transfer, as applicable, of their respective holdings in Dominion's issued share capital. Substantial subsequent sales of Shares by significant shareholders in the public market, or the perception that such sales might occur, could depress the price of the Shares.

There is no established trading market for the Shares

There is no established trading market for the Shares, and there can be no assurance that an active trading market will develop in the future. The Offering Price has been agreed between Dominion and the Underwriters, and may not be indicative of the market price for the Shares following Admission. There can be no assurance that an active trading market will develop or be sustained following the completion of the Offering, or that the market price of the Shares will not decline thereafter below the Offering Price. Dominion has applied to list the Shares on the Spanish Stock Exchanges and expects that the Shares will be quoted on the AQS on or about 27 April 2016, subject to completion of customary procedures in Spain. Any delay in the commencement of trading of the Shares would impair the liquidity of the market for the Shares and make it more difficult for holders to sell Shares.

Moreover, the Shares to be sold in the United States have not been listed on a US exchange or registered under the Securities Act. Accordingly, although the Shares will be listed and tradable on the Spanish Stock Exchanges, there will not be a trading market for the Shares in the United States and resale of such Shares in the United States will be restricted.

The market price of the Shares may be highly volatile

The liquidity of any market for the Shares depends on the number of holders of the Shares, the market for similar securities and other factors, including general economic conditions and Dominion's financial condition, performance and prospects, as well as the recommendations of securities analysts. As a result, Dominion cannot be certain that an active trading market for the Shares will develop or that it will be maintained. If an active trading market for the Shares does not develop, investors may not be able to sell the Shares they purchased at or above the price at which they acquired them or at all. As a result, investors could lose all or part of their investment in the Shares.

Dominion may at some point in the future issue Shares or convertible securities, which may dilute shareholders' interest in the Company

Dominion may carry out additional issuances of shares or issue convertible securities in the future. If a share capital increase is effected, shareholders could be diluted if they do not exercise their preferential subscription rights or if such share capital increase excludes preferential subscription rights for existing shareholders in accordance with Spanish law. The Company's General Shareholders' Meeting may authorize the Board of Directors to issue up to a value of half of the share capital that is in the existence on the date of the authorization, with the ability to exclude preferential subscription rights. In addition, the General Shareholders' Meeting may delegate the appropriate powers to Dominion's Board of Directors to issue any fixed or variable income securities, or similar debt instruments, that are convertible or exchangeable into Shares of the Company and with the ability to exclude preferential subscription rights. This delegated authority to issue new Shares or convertible securities may be exercised in one or multiple transactions during a maximum period of five years from the date on which the resolution is approved by the General Shareholders' Meeting.

The Underwriting Agreement imposes certain lock-up restrictions on the Company's ability to issue securities during the period from the date of the Underwriting Agreement up to 180 days following the admission to listing and trading of the Initial Offer Shares on the Spanish Stock Exchanges and their quoting on the AQS (which is expected to be 27 April 2016), subject to customary exceptions, on the terms set forth under "*Plan of Distribution—Lock-Up Agreements*".

As a result, the shareholding of Dominion's shareholders may be diluted in the event that Shares or securities convertible into Shares are issued in the future. Moreover, in the case of the Company's convertible securities, pre-emptive rights of the existing shareholders may not exist.

Dominion's ability to pay dividends is dependent upon future earnings, financial condition, cash flows, net working capital requirements, capital expenditures and other factors

The size of any future dividends declared by Dominion will depend on a number of factors, such as future earnings, financial condition, cash flow, net working capital requirements, capital expenditures and other factors.

There is a risk that Dominion's shareholders may not resolve to pay dividends in the future or that it may not have sufficient distributable funds available.

Shareholders in certain jurisdictions other than Spain may not be able to exercise their pre-emptive rights to subscribe for or acquire further Shares

Under Spanish corporate law, holders of the Shares generally have the right to subscribe and pay for a sufficient number of Shares to maintain their relative ownership percentages prior to the issuance of any new Shares against monetary contributions, unless such right is excluded under special circumstances by a resolution passed by the general shareholders' meeting or Board of Directors, in accordance with the Spanish Companies Act. Even if the right is not excluded and therefore is exercisable, holders of the Shares in certain jurisdictions other than Spain may not be able to exercise pre-emptive rights unless applicable securities law requirements are complied with or exemptions are available, although the option provided under the Prospectus Rules to passport a prospectus into other member states of the EEA may facilitate the exercise of such rights for residents in the EEA. The Company may determine it is not in its best interest to comply with such formalities, and there can be no assurance that such exemptions will be available. Accordingly, the pre-emptive rights of any such affected shareholders may lapse and their proportionate interests may be reduced. In particular, holders of Shares resident in the United States may not be able to exercise any future preferential subscription rights in respect of the Shares they hold unless a registration statement under the Securities Act is effective or an exemption from the registration requirements under the Securities Act is available. No assurance can be given that the Company would file or have declared effective any such registration statement or that any exemption from such

registration requirements would be available to allow for the exercise of the preferential rights of US holders, or that the Company would utilise an exemption if one were available.

Dominion may be classified as a passive foreign investment company ("PFIC"), which could result in adverse US federal income tax consequences to US Holders of Shares

If the Company is a PFIC for any taxable year during which a U.S. Holder (see "*Taxation—Certain U.S. Federal Income Tax considerations*" for a definition) holds Shares, certain adverse US federal income tax consequences could apply to such U.S. Holder. See "*Taxation—Certain U.S. Federal Income Tax considerations—Passive Foreign Investment Company Rules*".

Based on the Company's historic and expected operations, composition of assets and market capitalisation (which will fluctuate from time to time), the Company does not expect that it will be classified as a PFIC for the current taxable year or for the foreseeable future. However, the determination of whether the Company is a PFIC is made annually, after the close of the relevant taxable year. Therefore, it is possible that the Company could be classified as a PFIC for the current taxable year or in future years due to changes in the composition of the Company's assets or income, as well as changes in the Company's market capitalisation.

USE OF PROCEEDS

The Company expects to raise gross proceeds of €150 million from the Offering (assuming no exercise of the Over-allotment Option). The underwriting commissions, fees and expenses which will be payable by the Company in connection with the Offering are expected to be approximately €6 million. The Company intends to pay this out of the gross proceeds of the Offering. Accordingly, the Company expects to raise net proceeds of €144 million from the Offering.

The Company intends to use the proceeds of the Offering to fund growth, including the investments and expenses related to pursuing new business opportunities in accordance with its business strategy (see "*Business—Strategy*"), as well as for other general corporate purposes, including, among other things, the enhancement of the solidity of its balance sheet to contribute to position the Company in a clear market advantage when bidding for new relevant projects.

The Company believes that the Offering will enable Dominion to expand the number of shareholders of the Company so as to reach a free float of at least 30% of the total Shares issued and outstanding upon Admission (assuming the Offering Price is set at the high-point of the Offering Price Range and that the Over-allotment Option is not exercised), above the minimum threshold of distribution of an issuer's shares required for their admission to listing on the Spanish Stock Exchanges for trading through the AQS (which, in accordance with Royal Decree 1310/2005, and subject to certain exceptions, involves reaching a free float of at least 25% of the shares admitted to trading), and access the equity capital markets, which could allow the Company to improve its financing arrangements for the future development of Dominion's business. In addition, it is expected that the Offering will enhance Dominion's brand name as a result of being a listed company and provide liquidity on the Spanish Stock Exchanges for the Shares held by its shareholders.

DIVIDENDS AND DIVIDEND POLICY

In the short term, the Company intends to reinvest its cash flow in organic and inorganic growth and, in the medium term, Dominion intends to target a dividend pay-out ratio of at least one third of the Company's consolidated net profit.

However, the amount of dividends that the Company decides to pay in the future, if any, will depend upon a number of factors, including, but not limited to, the Company's earnings, financial condition, debt service obligations, cash requirements (including capital expenditure and investment plans), prospects, market conditions and such other factors as may be deemed relevant at the time.

The conditions under which the Company may declare dividends based on Spanish law and our by-laws are described under "*Description of Capital Stock*".

Any dividends to be paid in the future will be subject to tax under Spanish law. See "*Taxation—Spanish Tax Considerations*".

CAPITALISATION AND INDEBTEDNESS

The Company believes that, taking into account the bank facilities available, its existing cash resources and the net proceeds of the Offering, Dominion can meet its working capital requirements for the next twelve months from the date of this Prospectus. However, if Dominion's capital expenditure requirements exceed its projections, Dominion may be required to seek additional financing, which may not be available on commercially reasonable terms, if at all.

The tables below show Dominion's capitalization and net financial indebtedness as of 31 December 2015 on a historical basis.

You should read the following tables in conjunction with "*Use of Proceeds*", "*Selected Financial Information*", "*Operating and Financial Review*", and the Audited Consolidated Financial Statements incorporated to this Prospectus. There have been no significant changes in Dominion's capitalization and indebtedness since 31 December 2015.

	31 December 2015 (audited) (€ in thousand)	31 January 2016 (unaudited) (€ in thousand)
Non - Current financial debt		
Non-current borrowings	115,469	114,782
Borrowing from parent company	-	-
(A) Total Non - Current financial debt	**115,469**	**114,782**
Current financial debt		
Current borrowings	17,110	15,939
Borrowings from parent company	-	-
Other current financial liabilities (Derivatives)	468	512
(B) Total Current financial debt	**17,578**	**16,451**
Net Equity		
Share capital	13,177	13,177
Share premium	132,491	132,491
Treasury shares	(1,807)	(1,807)
Retained earnings	(33,839)	(34,150)
Cumulative exchange differences	(13,068)	(12,964)
Non-controlling shareholdings	4,823	4,766
(C) Total Net Equity	**101,777**	**101,513**
(D) Capitalization (A+B+C)	**234,824**	**232,746**

	31 December 2015 (audited) (€ in thousand)	31 January 2016 (unaudited) (€ in thousand)
Non-current borrowings	115,469	114,782
Non-current borrowings from parent	-	-
Current borrowings	17,110	15,939
Current borrowings from parent	-	-
Other (derivatives)	468	512
Financial debt (1)	**133,047**	**131,233**
Other current financial assets	18,877	20,312
Cash and cash equivalents	90,942	53,486
Net financial debt	**23,228**	**57,435**

(1) Calculation of financial debt does not include the amounts recorded under "Other non-current liabilities" and "Other current liabilities" that are including “soft loans (non-current / current)” of €3,773 thousand and “financial leases” of €1,213 thousand, as of 31 December 2015.

(2) The decrease in cash and cash equivalents from 31 December 2015 to 31 January 2016 reflects seasonal variations in the Group's business which result in the Group typically recording relatively higher payments from customers in the fourth financial quarter as compared to the first financial quarter of a calendar year.

Working Capital calculations

Below is a table setting out a breakdown of the working capital presented in the Group's consolidated balance sheet as at 31 December 2013, 31 December 2014 and 31 December 2015:

	2013	**2014**	**2015**
Inventories	5,772	18,071	25,772
Trade and other receivables	32,213	108,075	143,131
Other current assets	275	2,463	1,333
Current tax assets	5,275	7,792	7,861
Current operating assets	43,535	136,401	178,097
Other current financial assets	12,624	26,904	18,877
Cash and cash equivalents	15,264	73,550	90,942
CURRENT ASSETS	**71,423**	**236,855**	**287,916**
Trade and other payables	38,465	148,959	243,060
Current tax liabilities	7,190	16,896	17,896
Current provisions	-	2,294	2,487
Other current liabilities	17,305	56,028	35,434
Current operating liabilities	62,960	224,177	298,877
Current bank borrowings	15,010	30,885	17,110
Other financial liabilities	-	883	468
CURRENT LIABILITIES	**77,970**	**255,945**	**316,455**
TOTAL WORKING CAPITAL	**(6,547)**	**(19,090)**	**(28,539)**

Although the magnitude of working capital taken into consideration in an isolated manner is not a key parameter for understanding the Group's financial statements, Dominion actively manages its working capital through net operating capital and net current and non-current financial debt, based on the solidity, quality and stability of relationships with its customers and suppliers, as well as the exhaustive monitoring of its situation with financial institutions, which in many cases automatically renew Dominion's loans. It should also be noted that the business covered by the activity Commercial Services in the Multi-Services segment normally operates with negative working capital and sales that are recovered in cash, and expenses for purchases or services that have normal payment maturity dates.

One of the Group’s strategic lines is to ensure the optimization and maximum saturation of the resources devoted to the business. The Group therefore pays special attention to the net working capital invested in the business. In keeping with this and as in previous years, significant efforts have been made to control and reduce the collection periods for trade and other receivables and to minimise services rendered pending invoicing. Similarly, the Company constantly optimises supplier payment terms, standardising policies and conditions throughout the Group. As a result of the above management believes that the Group is not currently exposed to any significant liquidity risks.

The Treasury Department and the Group's Finance Department estimate that the work in progress will allow liquidity shortfall situations to be avoided. It is estimated that the cash-flow generated in 2016 will be enough to cover the needs to meet its commitments in the short term.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The selected consolidated financial information set out below shows certain of Dominion's consolidated financial information for the years ended 31 December 2013, 2014 and 2015. Such selected consolidated financial information has been extracted from the Audited Consolidated Financial Statements.

The historical selected financial information presented in this Prospectus is not necessarily indicative of Dominion's future operating results. The following tables should be read in conjunction with, and are qualified in their entirety by reference to, the Audited Consolidated Financial Statements. The tables should also be read together with "*Operating and Financial Review*".

Selected audited consolidated income statement data

The following table sets out the Group's selected audited consolidated income statement for the years ended 31 December 2013, 2014 and 2015.

	Year Ended 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
Revenue	156,289	292,759	525,021
Other operating income	357	596	682
Operating income	**156,646**	**293,355**	**525,703**
Consumption of raw materials and secondary expenses	(58,314)	(127,938)	(248,209)
Employee benefit expenses	(55,784)	(108,343)	(161,547)
Depreciation and amortisation	(4,997)	(10,697)	(12,373)
Other operating expenses	(31,129)	(42,940)	(74,349)
Profit/(loss) on sale/(impairment) of assets	(12)	229	78
Other income and expenses	(28)	7,895	(123)
Operating expenses	**(150,264)**	**(281,794)**	**(496,523)**
Operating profit	**6,382**	**11,561**	**29,180**
Financial income	1	4,836	1,393
Financial expense	(6,357)	(8,192)	(8,258)
Net exchange differences	(396)	3,071	261
Share in results obtained by associates	-	(1,977)	839
Profit before taxes	**(370)**	**9,299**	**23,415**
Income tax	5,640	(3,857)	(4,425)
Profit on continuing operations after taxes	**5,270**	**5,442**	**18,990**
Profit on discontinued operations after taxes	**-**	**146**	**(567)**
Profit for the year	**5,270**	**5,588**	**18,423**
Profit attributable to non-controlling shareholders	**-**	**1,875**	**1,398**
Profit attributable to parent company shareholders	**5,270**	**3,713**	**17,025**

Selected audited consolidated balance sheet data

The following table sets out the Group's selected audited consolidated balance sheet for the years ended 31 December 2013, 2014 and 2015.

	At 31 December		
	2013	2014	2015
	(in thousands of Euro)		
ASSETS			
Non-current assets			
Property, plant and equipment	5,563	39,902	37,450
Intangible assets	13,635	22,831	21,212
Goodwill	20,868	194,604	199,341
Investments in associates	10,000	-	7,269
Non-current financial assets	7,381	6,324	4,626
Deferred tax assets	25,475	33,648	35,914
Other non-current assets	30	-	1,955
	82,952	**297,309**	**307,767**
Current assets			
Inventories	5,772	18,071	25,772
Trade and other receivables	32,213	108,075	143,131
Other current financial assets	12,624	26,904	18,877
Current tax assets	5,275	7,792	7,861
Other current assets	275	2,463	1,333
Cash and cash equivalents	15,264	73,550	90,942
	71,423	**236,855**	**287,916**
Total assets	**154,375**	**534,164**	**595,683**

	At 31 December		
	2013	2014	2015
	(in thousands of Euro)		
EQUITY & LIABILITIES			
Share capital	8,971	13,177	13,177
Share premium	92,763	132,491	132,491
Treasury shares	(1,807)	(1,807)	(1,807)
Retained earnings	(61,701)	(44,353)	(33,839)
Cumulative exchange differences	(4,777)	(3,812)	(13,068)
	33,449	**95,696**	**96,954**
Non-controlling shareholdings	-	3,434	4,823
	33,449	**99,130**	**101,777**
Non-current liabilities			
Deferred Income			175
Non-current provisions	610	25,086	23,029
Non-current borrowings	7,300	40,762	115,469
Deferred tax liabilities	43	5,958	7,144
Borrowing from parent company	32,069	48,057	-
Other non-current liabilities	2,934	59,226	31,634
	42,956	**179,089**	**177,451**
Current liabilities			
Current provisions	-	2,294	2,487
Current borrowings	15,010	30,885	17,110
Trade and trade payables	38,465	148,959	243,060
Current tax liabilities	7,190	16,896	17,896
Current financial liabilities	-	883	468
Borrowings from parent company	-	11,900	-
Other current liabilities	17,305	44,128	35,434
	77,970	**255,945**	**316,455**
Total equity and liabilities	**154,375**	**534,164**	**595,683**

In 2015 the provisional accounting for the assignment of the price of the business combinations that were carried out during 2014 was completed. As a result of the definitive closing of those accounts the comparative figures for 2015 have been modified to reflect the definitive assignment since the acquisition date. The amendments made to the figures for 2014 with respect to the figures included in the approved consolidated annual accounts for 2014 were as follows:

	Debit/(Credit)
Goodwill	5,127
Customer portfolio	(2,500)
Deferred tax liability	(2,240)
Accrued wages and salaries pending payment	(387)

Selected audited consolidated statement of cash flow data

The following table sets out the Group's selected audited consolidated statements of cash flows for the years ended 31 December 2013, 2014 and 2015.

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Cash flows from continuing and discontinued operations	7,258	59,131	64,621
Interest paid	(6,357)	(8,192)	(8,258)
Interest collected	1	4,836	1,393
Taxes paid	(1,744)	(1,608)	(5,020)
Cash flows from operating activities	**(842)**	**54,167**	**52,736**
Acquisition/disposal of subsidiaries, net of cash acquired	-	13,939	(7,911)
Acquisition of property, plant, equipment and intangible assets	(2,648)	(18,722)	(12,519)
Income from sale of property, plant, equipment and intangible assets	39	998	1,205
Acquisition of financial assets	(18,395)	(6,820)	(7,477)
Disposals of financial assets	99	18,238	8,223
Acquisition / Disposals of other assets	-	-	(455)
Payments received/(made) as a result of interests in associates	(10,000)	-	
Cash flows from investing activities	**(30,905)**	**7,633**	**(18,934)**
Acquisition of treasury shares	(1,179)	-	-
Share capital increase	60,000	-	-
Income from loans granted	4,839	31,352	98,130
Repayment of loans	(10,723)	(62,754)	(37,198)
Issue/repayment of borrowings to/from group companies	(23,781)	27,888	(59,957)
Amortization other debts	-	-	(16,597)
Variation of long term debt	-	-	(68)
Other income of non-controlling shareholdings			(720)
Cash flows from financing activities	**29,156**	**(3,514)**	**(16,410)**
Cash, cash equivalents and bank overdrafts at beginning of year	17,855	15,264	73,550
Cash, cash equivalents and bank overdrafts at end of year	15,264	73,550	90,942
Net increase/(decrease) in cash, cash equivalents and bank overdrafts	**(2,591)**	**58,286**	**17,392**

Other selected data

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Working capital[(1)]	(6,547)	(19,090)	(28,539)
Net Working capital[(2)]	(18,701)	(61,870)	(104,139)

(1) Working capital is defined as current assets less current liabilities.
(2) Net Working Capital consists on the sum of inventories, trade and other receivables, other current assets and current tax assets, less trade and other payables, current tax liabilities, accrued wages and salaries pending payment, accrual accounts, current provisions, non-current asset suppliers and current asset suppliers.

BUSINESS

Overview

Dominion was founded in 1999 and has grown to become a global provider of multi-technical services and specialized engineering solutions with a leading position in certain market segments. Dominion's core competence is helping its customers to make their business processes more efficient, whether on a full outsourcing basis or through the application of specialized technology-based solutions and software platforms.

In 2015, Dominion recorded revenue of Euro 525 million, EBITDA of Euro 41.6 million, Adjusted EBITDA of Euro 43.7 million, EBITA of Euro 30.7 million and Adjusted EBITA of Euro 32.8 million and, as of December 31, 2015, it had 5,401 employees and operated in 28 countries serving more than 1,000 customers across Europe, Latin America, the Middle East, Africa and Australia. Dominion is currently majority-owned by CIE Automotive Group, the Spanish controlling entity, within the meaning established by law, of an industrial group of companies with Euro 2.6 billion in revenue in 2015 and nearly 23,000 employees that is listed on the Spanish Stock Exchanges and with a presence on the Mumbai Stock Exchange, through its indirect controlling stake in Mahindra CIE Automotive Ltd.

Dominion conducts business through two operating segments:

- ***Multi-technical services ("Services Segment")***: The Services Segment provides value-added services such as the design, deployment, upgrading and maintenance of fixed and mobile telecommunications networks, the management of end-to-end sales and distribution processes for telecommunications companies and the provision of inspection, maintenance, repair and revamping services for industrial and power generation facilities. In general, Dominion's Services Segment manages entire business processes on behalf of its customers on an outsourcing basis and the contracts entered into by this segment tend to have multi-year durations and to feature recurring revenues. The Services Segment accounted for 62% of Dominion's revenue in 2015.

- ***Solutions & Specialized Engineering ("Solutions Segment")***: The Solutions Segment executes one-off projects designed to deliver comprehensive solutions or to improve specific business processes for customers but does not manage such projects or processes on an ongoing basis. This segment is engaged in the following principal areas of business:

    - The execution of turnkey engineering, procurement and construction, EPC projects, to design, build and operate specialized infrastructure such as hospitals, civil protection works and industrial plants (which Dominion calls its "Dominion 360°" business).

    - The construction, repair and revamping of facilities associated with the management of heat in industrial processes (such as refractory linings for industrial furnaces, smokestacks and cooling towers).

    - The provision of process improvement and other technological and business solutions to customers in selected markets.

    - The management and operation of specialized sales and distribution processes on an outsourcing basis on behalf of industrial customers in Mexico.

  The Solutions Segment accounted for 38% of Dominion's revenue in 2015.

Dominion's business model is based on the following key principles:

- ***Strong technology focus -*** Dominion leverages its technological knowhow and innovation skills to help customers re-engineer and optimize a wide range of business processes. Through a "one-stop-shop" approach, Dominion continuously seeks to integrate both internally-developed and externally-sourced technologies in order to develop new services and solutions that can add value for its customers.

- ***Operational leverage and scalability*** - Dominion seeks to create operational leverage and scalability by concentrating its technological and sectorial expertise and process intelligence "upstream" within its lean and agile headquarters structure while empowering its decentralized middle management teams to emphasize cross-selling and cost base flexibility through the effective use of third-party subcontractors and temporary workers.

- ***Diversification*** - By maintaining its technological expertise and process intelligence at a central level, Dominion can apply its know how across diverse activity fields and geographies on a "plug and play" basis. Dominion believes that this enhances cross-selling and promotes resiliency by reducing its dependence on any single customer or business line.

- ***Financial discipline*** - Dominion's management sets and enforces demanding performance targets that focus on strong cash flow generation, efficient working capital management and strict capex, research and development ("**R&D**") and merger and acquisition ("**M&A**") discipline.

Through the application of this business model, Dominion seeks to promote what it calls "transversality": i.e., the ability to replicate its business activity best practices across multiple customers, activity fields and geographies.

Through its operating segments, Dominion focuses on serving customers in three principal activity fields:

- ***Telecommunications and Technology ("T&T")***: Dominion's activities in the T&T area support the entire life cycle of its customers' operations, covering the design, deployment, maintenance and upgrading of key infrastructure and business processes. In particular:

  - The Services Segment focuses on designing, installing and maintaining fixed and mobile telecom networks mainly in Spain and Latin America. It also manages and operates wholesale and retail distribution processes on behalf of telecom carriers and handset manufacturers on an outsourcing basis.

  - The Solutions Segment focuses on providing complex technological, commercial and financial solutions and technology-based EPC projects mainly in the healthcare and civil protection sectors, with a particular focus on projects managed by public authorities in Spain and Latin America as well as emerging markets in Africa and Asia. It also provides process improvement, monitoring and other solutions to customers in niche markets.

  T&T activity field accounted for 48% of Dominion's revenue in 2015.

- ***Industry***: Dominion is recognized as a global leader in helping customers to manage the use of heat in industrial processes. In particular:

  - The Services Segment focuses on providing maintenance and highly specialized "hot repair" services mainly in relation to (i) refractory and acid-proof linings of industrial furnaces and vessels used *inter alia* in the steel, chemical and glassmaking industries, and (ii) tall structures such as smokestacks, chimneys, cooling towers and solar towers.

  - The Solutions Segment focuses on executing turnkey EPC projects to design, build, revamp and operate such industrial linings and tall structures both directly for customers or on behalf of leading general contractors as well as on providing solutions to improve the efficiency and availability of such structures.

  Industry activity field accounted for 50% of Dominion's revenue in 2015.

- ***Renewable Energy***: Dominion's Solutions Segment recently entered the Renewable Energy activity field by securing two turnkey EPC projects to design, build and operate 30 Megawatt solar photovoltaic ("**PV**") plants in Mexico. The objective is to develop turnkey projects with a strategy of diversification, in terms of technology (including wind, solar photovoltaic, hydroelectric, and biomass/waste-to-energy) and geography. In addition, Dominion's Services Segment intends to begin providing ongoing operation and maintenance services to renewable energy plants in the near future. Although Renewable Energy activity field only accounted for 2% of Dominion's revenue in 2015, management believes that this activity field will exhibit significant growth in future periods.

History

Dominion was founded in 1999 as a technology-based provider of services to telecommunications companies. It was able to thrive within a challenging and rapidly changing technological and business environment by developing a culture of continuous process improvement and has been expanding internationally since 2001, when it opened a branch in Mexico.

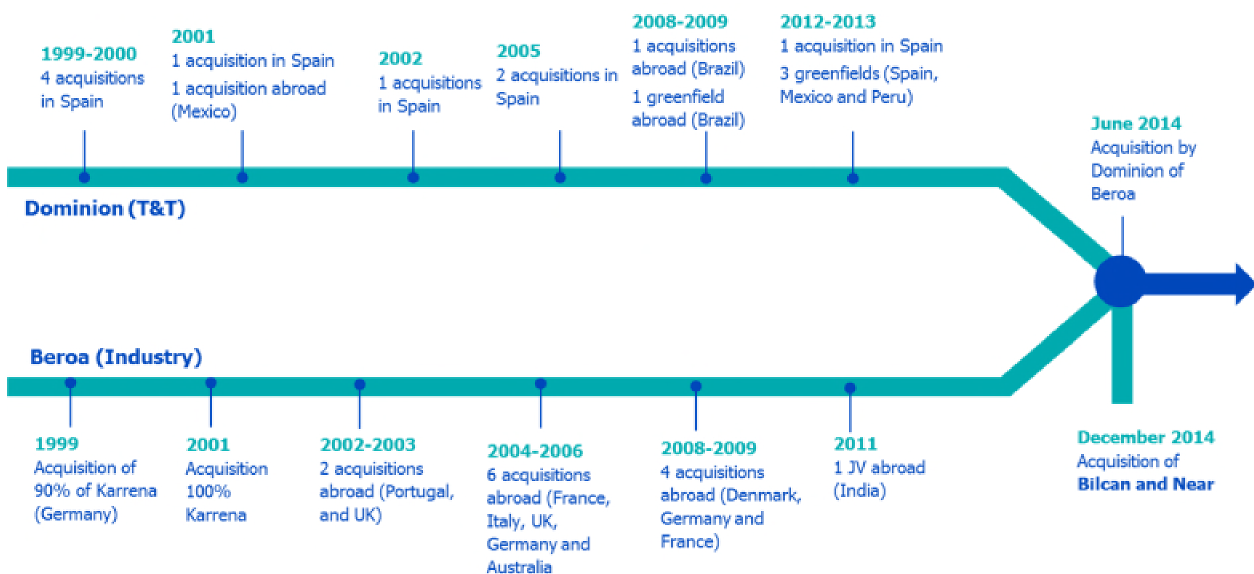
In July 2014, Dominion completed its acquisition of Beroa. Beroa was founded in 1997 when it was formed as a holding company for the acquisition of Karrena, a leading German company in the area of refractory linings and chimney construction that was founded in 1914. In the succeeding years, Beroa continued making acquisitions and entering new geographic regions (Middle East, Asia and LatAm) through participation in new turnkey projects.

Since joining the CIE Automotive Group in 2011, Dominion has carried out significant M&A activity and has launched significant new business lines. In particular:

- In 2013, Dominion acquired a minority stake in Beroa in order to diversify its business by expanding into the Industry activity field. Dominion took full control of Beroa as of 1 July 2014.
- In December 2014, Dominion acquired Bilcan (commercial services) and Near (software and IT solutions), in order to reinforce its profile in the T&T activity field.
- In 2015, Dominion expanded into the Renewable Energy activity field through its Solutions Segment.

Since 1999, Dominion and Beroa have collectively completed more than 30 M&A and joint venture ("**JV**") transactions and greenfield projects and the geographic footprint of the current group has expanded to cover 28 countries.

The following diagram summarizes the historical expansion process of the companies that now comprise the Dominion Group:



Key Strengths

Dominion believes that its business benefits from the following key strengths:

Strong technology and sector knowhow with an entrepreneurial culture that is able quickly to adapt to changing customer needs

Dominion was founded as a technology company focused on providing value-added services and solutions to sophisticated customers in the highly-competitive and rapidly-evolving telecommunications industry. As a result of this initial focus, Dominion was forced to adapt to rapid innovation, technology commoditization and constant margin compression by developing an agile approach to satisfying customer needs while maintaining positive financial results through strict financial discipline. Dominion believes that the skills and methodologies that it developed in the demanding telecom arena are transferable to other activity fields and form an important part of its value proposition.

Dominion's integrated and scalable business model enables it to offer a wide range of services and solutions to customers in diverse geographic markets and industry sectors. In particular, Dominion is intensively focused on cross-selling new products to existing customers and existing products into new geographies. It also continuously seeks to expand its product portfolio, geographic coverage and customer base through both internal growth (such as the development and addition of new services and solutions to its product portfolio) and external growth (such as

acquisitions and JVs). These efforts are often initiated on a decentralized "bottom up" basis but are always subject to strong central control and oversight.

In essence, Dominion believes that its systematic approach to process optimization can be applied to an ever-increasing range of business processes and geographic markets through its focus on transversality. See *"--Strategy--Focus on organic growth and cross-selling*."

Exposure to high-margin markets

Dominion benefits from its exposure to faster-growing, higher-margin markets, which is a key differentiator compared to its peers. For example, in 2015 Dominion's activities in Latin America (principally Brazil, Peru and Chile) and in Asia (principally Middle East and Far East) accounted for Euro 127,393 thousand, or 24.3% of its revenue, compared to Euro 109,269 thousand, or 37.3% of revenue, in 2014. Dominion's activities in Latin America and in Asia have historically achieved higher contract margins than its European business.

Dominion believes that it has considerable scope to continue expanding its business in Latin America in the near term (with a focus on Chile, Colombia and Honduras during 2016) as well as in the Middle East, the Far East and selected geographies in Africa in the medium term.

Geographic, customer and market diversification

Dominion's operations are diversified across geography, customer base and activity field:

- *Geography:* In 2015, Dominion conducted operations in 28 countries across five continents and its geographical split of revenue was: Europe & Africa 57%; Americas 25%; and Asia & Oceania 18%.

- *Customer base:* In 2015, Dominion served a portfolio of more than 1,000 customers and its largest customer - the Telefónica Group - accounted for no more than 16% of its revenue in that year. See "*Risk Factors--Dominion significantly depends on its relationships with certain major customers*."

- *Activity field*: In 2015, Dominion's split of revenue by activity field was as follows: Telecommunications & Technology 48%; Industry 50%; and Renewable Energy 2%.

Management believes that this degree of diversification tends to reduce Dominion's concentration risk.

High-quality and loyal customer base

Many of Dominion's customers are market leaders in their respective market sectors and geographies. For example, Dominion has long-standing commercial relationships with many large multinational players in the telecoms industry (including carriers, such as the Telefónica Group, Orange and Vodafone; Mobile Virtual Network Operators ("**MVNOs**"), such as Yoigo; and equipment suppliers, such as Alcatel, Ericsson and Siemens), the industrial and manufacturing sectors (including Arcelor Mittal, Cemex, Danaher and Tata), the energy sector (including Enel, E.ON and Repsol), the financial sector (including Banamex, BBVA/Bancomer, Citi and Santander) and the transportation sector (including Alstom and Metro de Madrid). Dominion believes that its relationships with many of these customers are strong, as evidenced by the increasing revenue that it has generated from, *inter alia*, the Telefónica Group, Orange and Danaher over many years.

Moreover, Dominion believes that it is well-positioned to benefit from additional cross-selling opportunities to the extent that its existing customers decide to expand their operations into new geographic markets or activity fields.

Lean and flexible structure, strict financial discipline and solid track record of cash flow generation

Dominion has structured its business to have diversified revenue streams, limited capital expenditure and working capital needs and a relatively flexible cost base (thanks to the use of third-party subcontractors). Dominion believes that these factors improve its ability to maintain cash flows and margins even in challenging market environments.

Dominion closely monitors levels of work-in-progress ("**WIP**") and inventory while maintaining strict R&D and M&A discipline. In particular, Dominion's management monitors the level of EBIT that is converted to cash, targeting an Operating Cash Flow Conversion Ratio of at least 100% on average. Dominion achieved an Operating Cash Flow Conversion Ratio of 136.1% in 2013, 142.3% in 2014 and 123.3% in 2015. See "*Operating and Financial Review--Key Performance Indicators*."

Experienced senior management team leading a loyal and skilled workforce

Dominion benefits from a highly experienced senior management team, comprising Mikel Félix Barandiaran Landin, Jorge Álvarez Aguirre, Roberto Tobillas Angulo, Mikel Uriarte Albaina, Francisco José Rionegro Lorenzo, Lydia Mateo Castañeyra, José Nicéforo Domingo Sánchez, María del Carmen Gómez Mayor, Juan Antonio Goñi Rodríguez and Alfredo Pérez Fernández. Under the leadership of these 10 senior executives, many of whom have worked for Dominion since it was founded and who have approximately 20 years of industry experience on average, Dominion has grown its Adjusted EBITA from Euro 0.5 million in 2010 to Euro 32.8 million in 2015.

In addition, Dominion has developed a deep pool of divisional and country managers who manage a highly skilled workforce that includes close to 2,000 technical professionals. Dominion is committed to maintaining a positive work environment and seeks to offer best-in-class training and development programs in order to help it to continue to achieve its historically high levels of employee retention in the future.

Acquisition track record in a fragmented and consolidating industry

The top management of Dominion has established a strong track record over many years of executing financially-disciplined, value-accretive acquisitions, as evidenced by the successful completion and integration of more than 30 M&A and JV transactions since 1999 by the companies that now comprise the Dominion Group. Dominion's focus to date has been on acquiring niche companies and technologies with a view to upgrading and industrializing their processes, improving their operational effectiveness and financial performance (particularly in regard to cash flow generation) and then cross-selling their services and solutions to Dominion’s existing customer base across new geographies and industry sectors.

For example, Dominion's recent acquisitions of Beroa, Bilcan and Near have enabled it to grow its revenue by 236% and its EBITA by 380% during the 2013-2015 period. In particular:

- Beroa, which constructs, repairs and maintains highly specialized refractory assemblies for industrial furnaces and executes EPC projects involving tall industrial structures (such as smokestacks and cooling towers), is Dominion's largest acquisition to date. Beroa has a strong presence in the Middle East and East Europe and is expected to accelerate Dominion's geographic diversification in the coming years by helping Dominion to introduce its pre-existing product range to Beroa's customers and geographic markets (and vice versa).

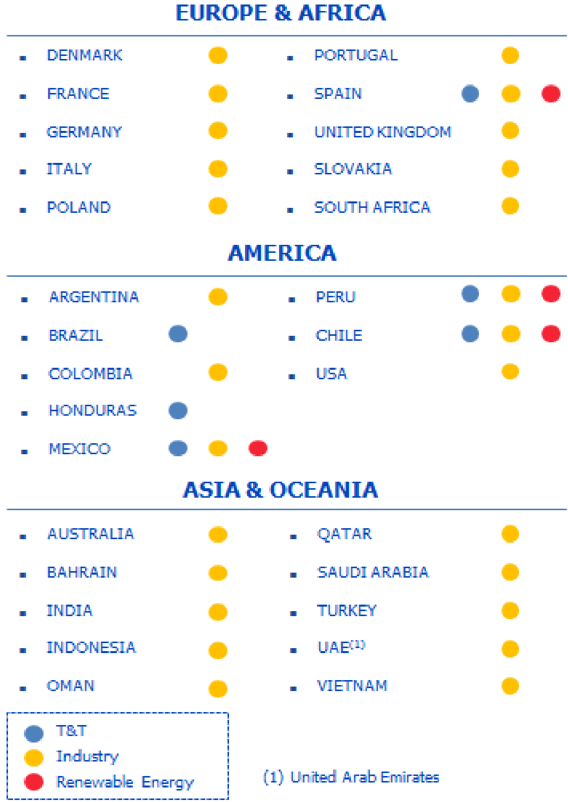
- Bilcan, which provides sales and distribution process outsourcing services to mobile telephony operators, and Near, which develops specialized software platforms and other digital solutions, have further expanded the range of services that Dominion can provide to its T&T customers.

Strategy

Dominion intends to pursue the following key initiatives to strengthen its business in the coming years:

Focus on organic growth and cross-selling

The following diagram summarizes Dominion's existing business operations by activity field and geography:



As the diagram illustrates, Dominion's presence in many geographic markets is limited to a single activity field. To the extent feasible, Dominion intends to introduce the full product portfolio of its Services and Solutions operating segments within and across all of its activity fields and geographic markets over time. In particular, Dominion intends to:

- Prioritize the acquisition of new EPC contracts in the healthcare sector in Latin America, on the model of its current hospital project in Antofagasta, Chile;

- Significantly expand its operations in the Renewable Energy activity field, initially through the execution of EPC projects to construct solar PV, wind power and biomass energy generation plants and in a later phase by acquiring contracts to operate and maintain such plants;

- Expand the sales of its internally-developed services and solutions designed to increase the efficiency of its customers' on-line and call center sales and distribution processes (which Dominion has branded *Wise Conversion*), as well as to continue to develop new ones; and

- Enter select new markets in Latin America (including Colombia and Ecuador), Asia and Africa as appropriate opportunities emerge.

- Explore opportunities in new markets (such as utilities) by leveraging on existing platforms. For example, Dominion belives that its current platform and resources devoted to provide operation, maintenance and deployment of fixed and mobile networks for the T&T activity field could be also used to provide similar services to the power distribution grids, extending Dominion's presence from the "last-mile" telecommunication network to the electricity network.

Dominion's ability to replicate its product portfolio in new geographic markets and to increase its penetration of existing ones by cross-selling new products to existing customers has been a key growth driver in recent years. Dominion intends to rely on this same growth lever in the future, particularly as many customers are expected to outsource increasing proportions of their non-core business processes to third parties in order to concentrate on their core competencies, which management believes will create additional growth opportunities for Dominion.

Pursue selected M&A initiatives

The multi-technical services and specialized engineering solutions markets are highly fragmented and feature a significant number of smaller regional and local players. Accordingly, Dominion believes that the trend toward industry consolidation will continue and it intends to continuously evaluate potential acquisition targets going forward.

Dominion intends to execute both opportunistic acquisitions of smaller, niche-focused companies with sizes of up to approximately Euro 5 million, as well as larger strategic transactions. In either case, Dominion will seek targets that:

- have strong know how, proprietary solutions or other attributes that can help it to broaden or deepen its service offering in existing geographic or product markets, speed its entry into new ones or otherwise accelerate Dominion's ability to achieve its strategic objectives or improve its competitive position;

- would be immediately accretive to consolidated contribution margin; and

- could reasonably be expected to generate EBITDA of at least one-third of acquisition enterprise value within three years after acquisition (i.e., EBITDA of the third year multiplied by 3 is not lower than the enterprise value minus the cash flow generated by a target during those three years).

In the context of an active M&A policy, the Company will in the medium term target a leverage ratio of less than 2.0x Net Financial Debt / EBITDA.

Dominion's management team has historically sought to maintain net indebtedness below twice EBITDA even after the completion of significant acquisitions.

Strive for higher-margin business mix and additional operating efficiencies

Dominion intends to improve its profitability and cash generation through the implementation of three inter-related initiatives:

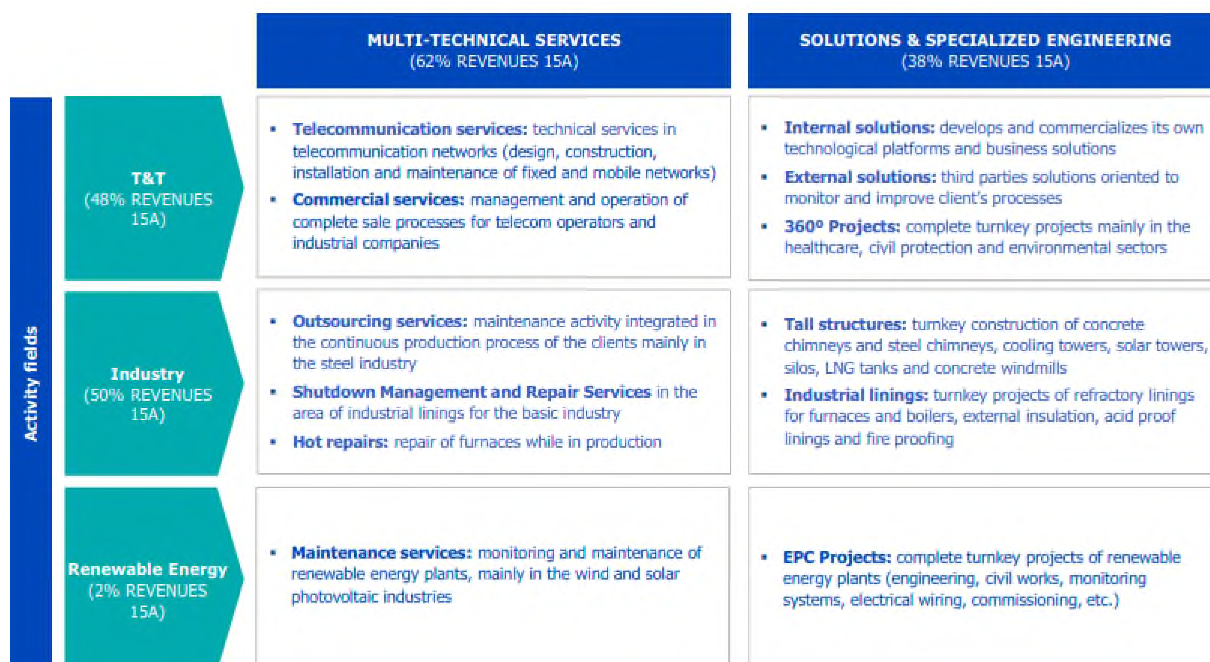
- Moderately increase the relative weight of its Solutions Segment in its overall business mix in order to benefit from the generally higher margins that are available in this area as well as to capitalize on projected growth in the volume of EPC and Public-Private Partnership ("**PPP**") projects in developing countries in Latin America, Africa and Asia in the coming years. See "*Market Overview and Competitive Position*." In particular, Dominion intends to rebalance its overall Services/Solutions business mix from 60/40 currently to approximately 50/50.

- Increase its focus on higher-value-added customers and projects while continuing to prioritize margins over volumes. For example, Dominion only takes on EPC projects with favorable pricing and quantifiable risks and intends to prioritize activities (such as hot repairs, auditing services and ERP solutions) that are characterized by relatively higher margins. Dominion is aiming to achieve in the medium term contribution margins of approximately 10% in multi-technical services and of approximately 15% in specialized engineering solutions (i.e., a global contribution margin of approximately 12.5%) and to improve EBIT profitability by approximately 2% due to operational leverage.

- Continue to focus on cost-cutting (i.e., by aiming to maintain the central administration expenditure growth below 50% of the revenue annual growth), internal benchmarking and integration initiatives at Beroa, Bilcan and Near, with a view to improving their ability to rapidly align production capacity to changing activity levels, achieving additional operational leverage by transferring Dominion's know how across all of its business lines and geographies in order to facilitate cross-selling.

Operating Segments and Activity Fields

The diagram below summarizes Dominion's principal business activities by operating segment and activity field:



Each of these business lines is discussed in turn below.

Services Operating Segment

Services - T&T activity field

The principal activities of Dominion's Services Segment in the T&T activity field are summarized below:

Telecom services

Dominion offers a range of services that apply to the entire life cycle of fixed and mobile telecommunication systems ("telecom services"), ranging from network design, deployment, commissioning and upgrading to ongoing monitoring and maintenance services.

Dominion serves as a global partner for the Telefónica Group, currently providing telecom services to its affiliates in Spain, Mexico, Brazil and Peru, as well as, from December 2015, in Chile (Movistar), though currently in a start-up phase. All of Dominion's contracts with the Telefónica Group are negotiated on a decentralized, country-by-country basis in order to better reflect local market conditions and business drivers. Dominion intends to extend its telecom services business into new geographies (such as Chile, Colombia and Ecuador) by leveraging its relationship with the Telefónica Group. However, no assurance can be provided that such efforts will be successful. Other key customers of Dominion's telecom services business unit include: Jazztel, Orange, Vodafone and Yoigo in Spain; GVT, TIM and Vivo in Brazil and Telmex in Mexico.

The principal activities of Dominion's telecom services business line are summarized below:

- *Network deployment and optimization*: Dominion designs, deploys, operates and maintains copper and/or fiber-to-end-user ("**FTTx**") fixed-line networks as well as wireless telecom networks both directly for leading telecom carriers and on a subcontractor basis for leading equipment suppliers such as Alcatel, Ericsson and Siemens. As of the date hereof, Dominion's most important customer relationships in this area comprised:
    - Telefónica de México, in relation to the deployment of 1,500 kilometers of fiber network in Mexico;
    - Telefónica del Perú, in relation to the design and deployment of a fiber network in the Cajamarca region of Peru;
    - Orange, in relation to the optimization of its 4G mobile telecom network in Madrid, Castilla La Mancha, Castilla León, Galicia and the Basque Region in Spain; and

    - Vodafone, Yoigo and Telefónica Móviles, in relation to constructing and upgrading their fiber and wireless network infrastructure in Spain.

- *Network installation and maintenance*: Dominion installs and maintains fixed-line telecom infrastructure (including home line maintenance and end-user interface with small and medium enterprises) both directly on behalf of leading telecom carriers and on a subcontractor basis on behalf of leading equipment suppliers such as Alcatel, Ericsson and Siemens. As of the date hereof, Dominion's most important customer relationships in this area comprised:

    - Telefónica de España, covering the Madrid, Malaga and Gerona in Spain;

    - Telefónica del Perú, covering Lima, Cuzco and Arequipa in Peru;

    - Vivo, GVT and TIM Brasil, principally covering Sao Paulo state in Brazil; and

    - Movistar, principally covering Santiago in Chile (currently in a start-up phase).

- *NOCs/CMCs*: Dominion operates network operation centers ("**NOCs**") and customized management centers ("**CMCs**") on behalf of Telefónica de España and Telefónica de México on an outsourcing basis in order to help these carriers provide network monitoring and maintenance services to certain large customers of theirs. As of 31 December 2015, Dominion operated NOCs and CMCs servicing the needs of 27 large customers in Spain and Mexico including *inter alia* FREMAP (the Spanish Social Security Administration), the Government of the Basque Region and Caixa Catalunya in Spain.

- *Contract monitoring services*: Dominion recently began providing contract monitoring services to Vivo in Brazil in relation to approximately 24,000 kilometers of fiber optic networks. Management intends to begin cross-selling such contract monitoring services to additional customers and geographies in the near future.

In addition, Dominion provides: (i) security services (such as the installation and monitoring of access control and video surveillance systems); (ii) building automation and heating, ventilation and air conditioning services; and (iii) services to the educational sector (such as the installation and maintenance of e-learning technology), to customers located in Spain and Mexico.

In this market sector, Dominion typically enters into contracts having terms of between one and three years. It has historically experienced satisfactory renewal rates in respect of such contracts.

As of 31 December 2015, the telecom services business line of Dominion's Services Segment had 1,952 employees based in operations centers located in Madrid, Malaga and Gerona in Spain, as well as additional centers located throughout Mexico, Peru, Brazil and Chile.

Commercial services

Dominion provides outsourcing support for the wholesale and retail distribution of mobile phone devices and associated commercial services ("commercial services") in Spain. In particular, Dominion:

- Operates approximately 130 retail points of sale for the distribution of mobile telephony products and services on behalf of Orange in Spain both directly and through franchisees. Dominion uses the customer information captured through this distribution network in order to provide Orange with real-time value-added statistical analysis of end-user behavior in order to help Orange gauge the effectiveness of its specific commercial strategies and actions.

- Provides wholesale distribution services for mobile telephony products to Orange and various MVNOs, including Yoigo.

- Provides wholesale distribution services to various mobile handset manufacturers including Alcatel, Huawei, LG and ZTE.

The commercial services business line was added to Dominion's product portfolio as a result of its acquisition of the Bilcan Group in 2014. In the future, Dominion intends to internationalize this activity by introducing it to other countries in Latin America where Dominion already has a presence (potentially through partnerships with large retail operators). It will also seek to position itself as a distribution gateway for Europe and Latin America for additional emerging handset manufacturers such as Injoo, Wiko and Yezz.

As of 31 December 2015, the commercial services business line of Dominion's Services Segment had 542 employees based in Spain.

Services - Industry activity field

In the Industry activity field, Dominion's Services Segment leverages its state-of-the-art heat management know how and highly experienced workforce in order to improve the efficiency of its customers' heat-related industrial processes by lowering maintenance costs, increasing equipment availability and reducing thermal dispersion. In particular, Dominion believes that it is a global leader in providing maintenance, inspection, repair and revamping services in relation to refractory linings for industrial furnaces, such as coke ovens, blast furnaces and aluminum smelters. It also provides such services in relation to tall heat-related structures such as smokestacks, chimneys, cooling towers and solar towers.

Specific services provided by Dominion in this area include, *inter alia*: hot repairs of refractory linings (including ceramic welding and robotic shotcreting); the installation and maintenance of acid-resistant linings for industrial vessels and industrial flooring and insulation systems; the fire proofing of industrial facilities; the repair and maintenance of steel and concrete chimneys and cooling towers; and industrial painting services.

Dominion differentiates itself from competitors by virtue of: (i) its multi-sectorial (covering end-users from various industries) and multi-service (covering various kinds of technical services) capabilities; (ii) its ability to take on assignments ranging from small time-sensitive repairs to significant revamping projects in a large number of geographical markets; and (iii) its focus on process innovation supported by proprietary IT tools.

Dominion believes that local presence is a key competitive factor in the heat management market due to required short response times for repair and maintenance engagements. Accordingly, Dominion maintains teams based in France, Germany, Poland, Portugal, Spain, Latin America, the Middle East, India, Indonesia and Australia, with certain of these teams being specialized in specific services or activities. For example, the Germany-based team is specialized in hot repairs, ceramic welding and robotic applications for blast furnaces, the Middle Eastern team has specific expertise in renovating anode baking furnaces used in the aluminum industry and the Australia-based team has specific expertise in anti-corrosion technology.

Dominion's customer base covers a broad range of end-user markets including the iron and steel and non-ferrous metals industries, the glass, cement, ceramics and chemical/petrochemical manufacturing industries and the refining and power generation industries. Dominion typically enters into contracts at the level of an individual country or plant (although hot repairs for glass furnaces are executed on a worldwide basis for key customers such as Saint Gobain and Verallia). The key geographic markets for this business line are summarized below:

- *Germany* - covers customers in the energy/environmental, iron and steel, non-ferrous metal and cement sectors.
- *Poland* - covers customers in the packaging and paper and waste incineration sectors.
- *France* - covers customers in the energy/environmental, petrochemical and iron and steel sectors.
- *Spain* - covers customers in the iron and steel, environmental, cement, refining and non-ferrous metal sectors.
- *Middle East* - covers customers in a range of industry sectors.
- *Australia* - covers customers in a range of industry sectors, including chemicals, cement, iron and steel and glass, with specific expertise in anti-corrosion technology.
- *Latin America* - mainly covers hot and cold repairs of refractory assemblies and the maintenance/revamping of steel mills.
- *India* - covers customers in the non-ferrous metals, iron and steel and process engineering sectors.

Dominion's contractual arrangements in this market sector include both (i) fixed-term maintenance contracts, which are typically at least three years in duration with pricing determined in accordance with fixed monthly rates or unit rates for individual tasks, and (ii) spot maintenance/repair contracts, which are typically entered into on a project-by-project basis with pricing determined in accordance with fixed rates or task-based rates.

Going forward, Dominion intends to maintain its leading position in heat management services while extending its service offering into new geographies through cross selling. In particular, Dominion intends to increase its level of recurring revenues by focusing on the provision of ongoing maintenance services, which offer revenue visibility and can mitigate against economic cycles. Dominion believes that it is well-placed to benefit from any future increases in the outsourcing of heat management services by industrial companies thanks to its ability to provide comprehensive solutions in multiple geographies.

As of 31 December 2015, Dominion's Services Segment had 2,085 employees dedicated to the Industrial activity field, based across 21 countries.

Services - Renewable Energy activity field

In the near future Dominion intends to extend the activities of its Services Segment to the provision of operating and maintenance services for solar PV, wind power and biomass energy generation plants in Spain and Latin America. Dominion's strategic objective is to become an significant player in this sector, leveraging on its global presence, technical know-how and financial strength. In this regard, Dominion is currently evaluating several possible acquisition opportunities with a view to accelerate the development of this business.

Solutions Operating Segment

Solutions - T&T activity field

The principal activities of Dominion's Solutions Segment in the T&T activity field are summarized below:

Dominion 360°

Through what it refers to as its "**Dominion 360°**" business line, Dominion carries out complex turnkey EPC projects (generally involving amounts greater than Euro 10 million in size) providing customers with comprehensive design, development, construction and operational support. In certain cases, Dominion also takes responsibility for supplying equipment, technology, solutions or services sourced from third party suppliers, leveraging its relationships with leading construction companies (such as Sacyr and Acciona), engineering companies (such as Idom and Nestea Jacobs) and equipment manufacturers (such as General Electric and Siemens).

From time to time, Dominion may participate as an equity investor in selected EPC or PPP projects where it believes it can earn attractive financial returns in order to improve its chances of being selected to carry out such projects. For example, in 2015 it invested Euro 7,477 thousand to acquire a 30% equity stake (with the remaining 70% owned by Sacyr) in a currently ongoing project to design, build, operate (for a 15 year term) and transfer (DBOT) the New Regional Hospital in Antofagasta, Chile (the "**Antofagasta Project**"). The aggregate equity contribution expected is of no more than Euro 20 million. Once the Antofagasta Project is completed, Dominion would expect to sell its equity stake and reinvest the proceeds into another EPC project in due course.

To date, Dominion has carried out EPC projects in Argentina, Chile, China, Ecuador, Honduras, Peru and Venezuela. The key market sectors in which Dominion competes for EPC projects include:

- *Healthcare*: Dominion 360° has developed a favorable track record in the execution of hospital EPC projects that integrate medical equipment with sophisticated IT and technology solutions. For example, in recent years it has executed projects in relation to the commissioning of the La Reina Military Hospital in Santiago, Chile; the Hector Quintana Childrens' Hospital in Jujuy, Argentina and the modernization of five hospitals located in Tegucigalpa and San Pedro Sula, Honduras. As noted, Dominion 360° is currently involved in a major DBOT contract in relation to the Antofagasta Project.

- *Civil protection*: Dominion 360° has executed various EPC projects on behalf of the public civil protection authorities of Honduras in relation to the implementation of disaster prevention and early warning systems, the construction of emergency command and control centers and post-disaster infrastructure reconstruction initiatives.

- *Education*: Dominion 360° has executed various EPC projects to develop laboratories and workshops at educational institutions in China and Ecuador.

- *Environmental sustainability*: Dominion 360° has implemented a nationwide hydrometeorological network for the national meteorological institute of Venezuela.

- *Other*: Dominion 360°also provides EPC solutions in the areas of urban transportation, public safety and irrigation systems.

When Dominion is the lead contractor or consortium member in an EPC project its customers are primarily public institutions (such as regional or local governments or government agencies); it also often acts as an EPC subcontractor to construction and infrastructure companies, utilities and telecom companies. Dominion generally only accepts EPC projects with projected returns in excess of 15% (and in any case commensurate to risks assumed) and that are expected to generate positive cash flow throughout project life (as supported by bonding policies and/or back to back agreements with subcontractors). However, as the Dominion 360° business line typically enters into EPC contracts that are fixed-price in nature, Dominion is exposed to certain risks as a result. See *"Risk Factors--A significant portion of Dominion's revenues arise from fixed price contracts in which Dominion bears the risk of cost overruns or incorrect estimation of cost."*

Dominion believes that forecasted growth in public investment in developing countries together with expected increases in the use of PPP transaction structures will contribute to the growth of its EPC business. See *"Market Overview and Competitive Position."* In pursuing these opportunities, Dominion intends to leverage its independence from equipment manufacturers, its financial strength, its versatility and its positive track record in integrating equipment, technology and financial solutions to execute large-scale international contracts (such as the Antofagasta hospital project). In addition to pursuing EPC projects in its core sectors of healthcare and civil protection in Latin America, Dominion intends to expand this business into new market sectors (such as irrigation projects) and geographies (including various countries in Latin America and the Middle East, as well as Angola, India, Sri Lanka and Vietnam).

As of 31 December 2015, the Dominion 360° business had Euro 152,072 thousand in backlog associated with EPC contracts (representing the value of contracted but not yet invoiced revenue from contracts in place, irrespective of any actual work) including Euro 147,625 thousand attributable to the Antofagasta Project.

As of 31 December 2015, 20 employees were dedicated to the Dominion 360° business line, based primarily in Spain and Chile.

Dominion Solutions

Through what it refers to as its "**Dominion Solutions**" business line, Dominion integrates IT platforms and software tools (including tools developed by and proprietary to Dominion) in order to provide technology and IT-based solutions to customers such as real time data analysis, cloud computing, enterprise content management and data center management. Dominion Solutions is currently focusing on three main market sectors:

- *Healthcare*: Dominion develops and installs integrated IT platforms that are designed to support hospitals and clinics in managing patient drug dosage and nutrition control, processing electronic medical records and operating secure instant messaging systems, among other applications. Dominion installed such a platform in the Honduras public hospital system in 2013 and it is currently working on providing similar solutions to the Spanish public hospital system and to the Antofagasta project in Chile. Going forward, Dominion Solutions intends to leverage its expertise and track record in order to significantly expand its activities in the healthcare sector in Latin America and Asia (including by competing for new projects in collaboration with selected local partners).

- *Financial services*: Dominion develops customized software and IT platforms for financial institutions based on SAP architecture. For example, its *Bank in a Box* product is designed to assist small and mid-size financial institutions to manage cloud-based IT solutions that can improve the quality of services they provide to their own clients. Dominion is currently providing its *Bank in a Box* platform to medium sized financial institutions in Mexico and intends to introduce this product to other geographies in the near future as evolving regulatory requirements may boost demand for these types of products in the near future. Going forward, Dominion Solutions intends to expand into additional geographies (potentially through partnerships with leading consulting companies) and/or by providing its technology as a component of larger platforms being developed by leading system integrators.

- *Manufacturing*: Dominion has developed a proprietary enterprise resource planning (ERP) platform known as *Industry in a Box* that is tailored to the automotive components manufacturing industry. This platform enables customers to manage their sales and distribution, purchasing and logistics, production and maintenance planning, inventory management, quality control and finance and accounting processes in an integrated manner. Dominion is currently providing its *Industry in a Box* ERP platform to the Mexican subsidiary of its controlling shareholder, CIE Automotive Group, and Dominion intends to introduce this

product to other potential automotive industry customers in collaboration with CIE Automotive in the near future.

These solutions may be provided directly to end users or as part of a wider project on a subcontract basis (e.g. software integrated with a hospital EPC solution). In addition, Dominion Solutions often combines its proprietary solutions with platforms and technologies sourced from third parties in order to provide integrated solutions to its customers. Examples of integrated projects carried out by Dominion include, *inter alia*, implementing wireless communication and surveillance systems for urban transport authorities; developing and installing early warning systems for water and air quality; implementing energy efficiency and energy optimization projects for industrial processes; and providing complex network design, optimization and installation solutions to telecom carriers, government authorities and power generation companies. Dominion Solutions currently provides such integrated solutions to customers in Spain and Latin America.

Dominion Solutions' key customers have included financial institutions, healthcare providers, industrial companies and public institutions. During 2015, the most important customers of this business line in the main locations, Mexico, Spain and Chile were the Risoul, Reto Industrial, Eléctrica A-B, I.Z.F.E Sociedad Foral de Servicios de Información, CNP Insurance Services, DTS Distribuidora de Televisión Digital (Canal +) and Grupo EFE (Chile).

Dominion Solutions serves as the regional master distributor in Mexico for testing and measurement equipment manufactured by Danaher Corporation used in electronic equipment design, manufacturing and calibration applications. Through the use of approximately 50 associated agents, Dominion Solutions distributes this equipment to end users in the manufacturing, food and beverage, automotive, petrochemical and electric energy industries.

As of 31 December 2015, 144 employees were dedicated to the Dominion Solutions business line, including 80 software engineers and researchers dedicated to managing and improving existing products and technological solutions and developing new ones. For example, part of this internal R&D team is currently working on emerging virtual network technologies that combine artificial vision with artificial intelligence (known as video content analysis, or "**VCA**") and which are expected to have applications in security, biomedicine, industrial process management, infrastructure management, traffic management and intelligent vehicles. Dominion believes that VCA technologies may create significant opportunities for it in the future by causing hardware to lose value relative to software and has recently launched a feasibility study in collaboration with Thyssen to assess the commercial value of VCA.

Going forward, Dominion Solutions intends to expand its presence in Latin America, especially in the civil protection and urban transport areas, where large investments are expected in the coming years. For example, it is currently competing for a contract relating to the design and installation of an anti-tsunami early warning system in Chile. Dominion Solutions also intends to expand its customer base and geographic footprint by fostering synergies with other business units in existing markets such as Spain (healthcare) and Mexico (financial services) as well as by entering selected new markets such as Turkey (where Dominion currently has one employee analyzing potential projects for the Industry activity field with a view to tentatively starting operations in this country), Angola, Malaysia and Sri Lanka.

As of 31 December 2015, Dominion Solutions had Euro 13,712 thousand in backlog associated with contracts in place.

Solutions - Industry activity field

In the Industry activity field Dominion's Solutions operating segment engages in the construction of:

- Tall structures such as smokestacks, chimneys, cooling towers, solar towers, silos, and windmills; and
- Refractory assemblies and linings for furnaces, boilers, metallurgical ladles and similar applications.

Dominion believes that it is a global leader in the construction of tall structures related to heat management, as evidenced by the significant projects that it has recently executed or is currently executing on behalf of customers in Argentina, Australia, China, France, Germany, Libya, Mexico, Oman, Poland, Saudi Arabia, the United States and Vietnam, among other countries. These projects typically require Dominion to deliver end-to-end solutions comprising design, engineering, equipment provisioning, construction, installation and commissioning in relation to greenfield facilities as well as the revamping or demolition of brownfield facilities.

In the tall structures market, Dominion focuses mainly on customers in the energy industry while in the refractory assemblies market it focuses mainly on customers in the iron and steel, chemical and petrochemical industries. However, Dominion also caters to customers in a wide range of other industry sectors including aluminum, cement,

construction, environmental, glass, and pulp and paper. Dominion's customers also include leading EPC contractors (such as Hyundai and Samsung). Due to the one-off nature of many of these projects and their relatively large size, the specific composition of Dominion's customer base changes significantly from year to year. In recent years, Dominion's key customers have included Alstom, Cepsa, Endesa, Enel, E.ON, and GDF Suez for concrete smokestacks; Alstom, Enel, Lafarge, Malogoszcz and SSE for cooling towers; Arcelor Mittal, BP, Cemex, Italcementi, RWE, Saint Gobain and Thyssen Krupp for refractory assemblies; and Abengoa Solar, Cobra Energía (ACS Group), Sener and Solar Reserve for solar towers.

Contracts with customers are normally negotiated based on a fixed price and are invoiced either on a percentage of completion basis or based on monthly advances. In general, Dominion seeks to structure these contracts to enable it achieve a neutral cash flow position through advance payments and appropriate back-to-back arrangements with its suppliers and subcontractors.

In Europe, Australia and Mexico, Dominion carries out these activities mostly through the use of directly-employed personnel due to legal requirements. In the Middle East and Asia, Dominion typically makes significant use of subcontracted resources in order to maximize its operating flexibility.

Dominion operates two steel chimney fabrication plants located in Esbjerg, Denmark and Kosice, Slovakia to support its tall structures business. The Esbjerg plant, which is owned by Dominion, had 86 employees as of 31 December 2015 and was specialized in the production of chimneys up to 6 meters in diameter. The Kosice plant, which is located on leased premises, had 51 employees as of that same date and was specialized in the production of chimneys up to 8 meters in diameter. The Kosice facility also operated an integrated painting shop. Dominion also utilizes proprietary slip-forming casting rigs that enable the continuous 24-hour casting of concrete towers.

As of 31 December 2015, Dominion had Euro 86,445 thousand in backlog associated with contracts in place for the Industry activity field in its Solutions Segment.

Going forward, Dominion aims to retain and if possible expand its leading position in the tall structures market and expand its position in the refractory assemblies market by implementing the following initiatives:

- Expand its presence in Latin America and the Middle East and enter new markets in Africa and Asia by leveraging its relationships with leading EPC contractors.

- Increase its cross-selling efforts in core markets (Spain, Mexico, Germany, Saudi Arabia), as well as other markets where Dominion is already present with other business units (Colombia and Peru) or where it is actively looking for projects (India, Indonesia and Malaysia).

- Explore entry into the market for the construction and maintenance of liquid natural gas ("**LNG**") facilities.

Solutions - Renewable Energy activity field

In 2015, Dominion's Solutions Segment entered the Renewable Energy activity field by securing two EPC contracts to construct 30 MW solar PV generation plants in northern Mexico. The backlog attributable to these contracts as of 31 December 2015 was Euro 90,200 thousand.

Going forward, Dominion intends to provide design, engineering, construction and commissioning services to customers in the solar PV, wind and biomass/waste-to-energy industries. Additionally, in certain PV projects Dominion may also take responsibility for the supply and installation of equipment, such as structures and solar panels.

In the initial phase, Dominion intends to offer these Renewable Energy solutions mainly to customers in Latin America, having recently participated in tenders in Brazil, Chile, El Salvador, Honduras, Mexico, Panama, Peru and Uruguay. In later phases, Dominion will consider expanding its activities into new geographies such as Angola.

Dominion plans to enter into contracts that will permit partial invoicing upon the attainment of agreed milestones (subject to appropriate financial guarantees) in an effort to ensure positive cash flow throughout project lifespan. In general, contract pricing can vary significantly depending on location, terrain and ease of access (among other factors).

Dominion's strategic objective is to become a significant player in this sector, leveraging on its local presence, technical know-how and financial strength. In this regard, Dominion is currently evaluating several possible acquisition opportunities with a view to accelerating the development and geographic diversification of this business.

Suppliers and Procurement

Dominion is not dependent on any single supplier. In 2015, Dominion did business with more than 4,000 direct and indirect suppliers who furnished a range of products and services. No single supplier accounts for more than 10% of the total costs.

The terms of Dominion's supply contracts vary by jurisdiction due to differing local standards and regulatory requirements. However, where possible, Dominion's central purchasing function aims to standardize materials purchased and reduce the number of suppliers used in order to strengthen its negotiating position and achieve economies of scale and volume discounts.

Property and Leases

Apart from the real estate properties owned by certain of Dominion's subsidiaries, which are not deemed to be material for Dominion's business, Dominion's facilities consist of its headquarters facility in Bilbao, Spain, and offices used as tenant to support its local operations in its principal markets. At 31 December 2015, Dominion leased premises in 21 countries and incurred leasing costs, as tenant, in relation to these locations of Euro 6,954 thousand, including the leasing costs associated to the 130 retail points of sale for mobile telephony products operated by Dominion's commercial services business unit on behalf of Orange in Spain.

The following table sets out the facilities that the management of Dominion considers to be relevant from an operating point of view:

Company	Country	Surface area (M^2)	Facility	% of use	Owned / Leased	Liens ('000)
Global Dominion Access, S.A. **Near Technologies, S.L.U.** **Dominion Networks, S.L.U.**	Bilbao / Madrid (Spain)	3,331.41	Office	100%	Leased	–
Beroa Technology Group Gmbh	Germany	25,520	Office, yard plus warehouses	100%	Owned	Mortgage €1,500 in favour of MAN Truck & Bus Deutschland GmbH
Mexicana Electrónica Industrial, S.A. de C.V.	Mexico D.F	1,440	Office, engineering and commercial.	100%	Leased	–
Beroa France S.A.S.	France	2,566 9,600	Office Workshop	100%	Leased	–
Dominion Instalações e Montagens do Brasil Ltda.	Brazil	2,600	Office and laboratory	100%	Leased	–
Dominion Instalaciones y Montajes, S.A.U., Agencia en Chile **Dominion Spa**	Santiago de Chile	800 250	Office Workshop	100%	Leased	–
Dominion Perú Soluciones y Servicios, SAC	Peru	10,714.85	Office & Industrial Premise	100%	Leased	–
Steelcon Chimney Esbjerg A/S	Denmark	750 3700	Office Production-building	100%	Owned	Mortgage with Nordea (Jyske Bank) Debt: €1,762 Guaranteed amount: €3,744
Steelcon Slovakia S.R.O.	Slovakia	240 4,200	Office Production-building	100%	Leased	–
Dominion Global Pty. Ltd.	Australia	4,393	Office and warehouse	100%	Owned	Mortgage with WestPac Bank Debt: €219 Guaranteed amount: €219

Company	Country	Surface area (M^2)	Facility	% of use	Owned / Leased	Liens ('000)
Chimneys and Refractories International, S.R.L.	Italy	474	Office	100%	Leased	–
		3,000	Warehouse with office			
Karrena Arabia Co. Ltd.	Dammam (Saudi Arabia)	10,000	Head office Accommodation Store Workshop	100%	Leased	–
Karrena Arabia Co. Ltd.	Jubail camp (Saudi Arabia)	1,500	Head office Accommodation	100%	Leased	–
Karrena Arabia Co.Ltd.	Yanbu (Saudi Arabia)	1,300	Office	100%	Leased	–

Dominion believes that its properties are generally adequate for its present needs and that suitable additional or replacement locations would be readily available to the extent required. Further, it is not aware of any material environmental issues that may affect the utilisation of these properties.

Employment

Employees

At 31 December 2015, Dominion had 5,401 employees (including both full-time employees and the yearly average of temporary employees). The following table provides a breakdown of these employees by category and geography for the periods indicated:

Number of Employees	31 December 2013	31 December 2014	31 December 2015
Category			
Top management	7	9	10
Management	32	80	89
Technical professionals	927	1,829	1,891
Blue collar workers	2,015	3,704	3,411
Total employees	**2,981**	**5,622**	**5,401**
Geographic Location			
Europe & Africa	682	2,604	2,474
Asia & Oceania	–	575	881
Americas	2,299	2,443	2,046
Total employees	**2,981**	**5,622**	**5,401**

Of Dominion's total number of employees at 31 December 2015, 1,767 were temporary employees.

Except for the legal proceedings described in "*Legal Proceedings*" below, Dominion believes that relations with its employees are good and have not experienced any significant labor disputes or work stoppages.

As of the date of this Prospectus there are no share-based remuneration schemes for employees. See "*Management and Board of Directors*."

Recruitment and development initiatives

Dominion believes that recruiting, selecting, and retaining the best talent in compliance with both applicable law and best professional practices is an important driver of its business success.

Dominion devotes significant resources to the recruitment and development of talented engineers, technicians and managers both externally and by offering internal opportunities for career advancement.

Dominion believes that its brand, reputation and incentive structure, coupled with its decentralized structure with a focus on local empowerment are important factors in increasing its attractiveness when recruiting new employees.

Subcontractor arrangements

Dominion utilizes subcontractors to perform certain services on its behalf for customers and a substantial portion of Dominion's revenue is derived from operations performed by subcontractors. In particular, Dominion makes significant use of subcontracted resources in the Middle East and Asia in order to maximize its operating flexibility.

Since Dominion typically retains responsibility for the work performed by its subcontractors, the agreements entered into by Dominion with its subcontractors generally contain standard protections to prevent poor performance, defaults by a subcontractor, project delays, unanticipated additional costs and penalties incurred by Dominion or claims against Dominion.

In 2015, 21% of Dominion's direct operating expenses was attributable to its use of subcontractors.

Research and Development

Dominion is engaged in significant R&D activities. Dominion is particularly committed to dedicating the necessary resources to be up-to-date with the latest technological developments in its sector and developing new ideas to enable the development of new products and services.

R&D is a strategic area for Dominion's activities and important to the strengthening and consolidation of its position in the market. Different teams focus on developing or enhancing software platforms and products on behalf of both internal and external customers of Dominion's Services and Solutions operating segments. The largest team is employed by Dominion's recently acquired subsidiary Near Technologies S.L.U. A second development team, specialized in niche internal platforms for the T&T activity field, is employed by Dominion Instalaciones y Montajes, S.A. ("**Dominion Instalaciones y Montajes**").

Dominion's R&D activities are supported through grants received from different national and international institutions and in collaboration with different partners such as Universities (Technical University of Madrid, University of the Basque Country, University of Leon, University of Burgos) and research centers (Vicomtech-IK4 Research Center, Tecnalia Research Center, ITCL Research Center).

Dominion recorded R&D expenses in 2013, 2014 and 2015 of Euro 1,825 thousand, Euro 3,481 thousand and Euro 5,302 thousand, respectively. In those same years, Dominion received government grants and subsidies relating to R&D projects of Euro 294 thousand, Euro 177 thousand and Euro 461 thousand, respectively (which are recorded as other operating income in Dominion's income statement).

Dominion seeks to protect the results of its R&D activities, where possible, through patent protection and other contractual arrangements.

Information Technology

Information technology is important to Dominion's ability to operate efficiently, and its information technology systems infrastructure supports its various business operations with advanced operational and security levels. Dominion has a centralized information technology model with full coverage for its business processes, from purchase to pay, order to cash, employee records, planning, accounting and consolidation.

Dominion's information technology systems infrastructure is based on private cloud housing, which Dominion can readily access as it is based in two datacenters with tested disaster recovery plans.

Dominion has security measures in place regarding the personal data of its employees and customers, which take into account relevant employment and data protection laws.

Legal Proceedings

Dominion and its subsidiaries, employees, directors, partners or other persons that act on its behalf are, from time to time, subject to legal proceedings arising from the ordinary course of its business. While the results of such proceedings cannot be predicted with certainty, Dominion does not believe any of these matters will be material to its business, financial condition or results of operations, except certain of the matters described below. As of 31 December 2015, the recorded provisions for litigation matters were Euro 8,397 thousand (Euro 5,124 thousand under

the line of the Balance Sheet called Provisions and Euro 3,273 thousand under “Accrued wages and salaries pending payment” of Other current liabilities line).

The information provided below does not comprise all the legal proceedings to which Dominion is subject but only those which Dominion considers to be potentially material to its business, financial condition or results of operations or those referred to or affecting its Directors or Senior Managers. The potential amounts that may arise out of the legal proceedings set out below in case that any of the contingencies thereof materializes have been provisioned by the Company.

Proceedings brought by the Spanish Tax Authorities against Dominion and certain of its subsidiaries and directors

The Spanish Tax Authorities have brought the following two proceedings against Dominion, (i) proceedings commenced in 2006 (the "**2006 Proceedings**") and (ii) proceedings commenced in 2013 (the "**2013 proceedings**").

2006 Proceedings

In 2006, the Spanish Tax Authorities alleged the commission of criminal offences with regard to VAT fraud and forgery of certain documents. In this regard, the Spanish Public Prosecutor lodged a criminal claim against Dominion and one of its subsidiaries, against Mr. Mikel Uriarte, Dominion's Chief Financial Officer, and against several individuals and companies that from 2010 onwards were no longer in the perimeter of the group. The investigation is being carried out by the Criminal Court nº 25 of Madrid, proceeding number 1703/2006. In connection with said criminal offences, there is a potential for subsidiary civil liability of Dominion and Mr. Mikel Uriarte, Dominion's Chief Financial Officer, to arise.

In the context of this proceeding, certain of Dominion's subsidiaries and Mr. Mikel Uriarte were alleged to have participated in a VAT fraud in intra-EU trade, also known as a "VAT carrousel fraud". In such cases, a provider (or the provider of the provider) had not paid VAT derived from intra-EU transactions. Later, input VAT is required to be refunded by another company which is, at the same time, another provider of products or services (in Dominion's case, its subsidiaries or its subsidiaries' customers).

The proceeding is currently under investigation (*fase de instrucción*), where it shall be decided which (if any) of Dominion's subsidiaries were intentionally involved in the alleged "VAT carrousel fraud" (in such case they may be participants or authors of a tax crime), or which of them were part of the fraud unknowingly (in such case the companies and individuals will not be criminally liable) and if, at any time, Dominion was aware of being part of this tax fraud. On 29 March 2016, proceedings were also brought against Antoliano Rivas, from the company Rivas y Valero.

Dominion has deposited a bond in the amount of Euro 13,300 thousand in connection with said alleged criminal offences.

Several criminal proceedings have been accumulated to the above mentioned: (i) preliminary proceedings no. 6922/2006 which were brought against Dominion (as director of the company De 4000 Directa Euromóviles, S.A. and Global Dominion Distribución, S.L.), Mr. Mikel Uriarte Albaina, Mr. Javier Alejandro Aranzamendi, Mr. Francisco Javier Rodríguez Blanco, Mr. Benito Cañamero Santiago and Mr. Gabriel Clavell Larrinaga, before the Investigative Court (*Juzgado de Instrucción*) no. 9 of Madrid; (ii) preliminary proceedings no. 1669/2006, which were brought against Dominion (as director of the company De 4000 Directa Euromóviles, S.A. and Global Dominion Distribución, S.L., which are also defendants), Mr. Mikel Uriarte Albaina, Mr. Javier Alejandro Aranzamendi, Mr. Francisco Javier Rodríguez Blanco, Mr. Benito Cañamero Santiago and Mr. Gabriel Clavell Larrinaga, before the Investigative Court (*Juzgado de Instrucción*) no. 3 of Colmenar Viejo; and (iii) preliminary proceedings no. 3679/2006, which were brought against Dominion and Uritel 2000, S.A., among other companies, and Mr. Emilio Álvarez Roldán (as director of Uritel 2000, S.A.), before the Investigative Court (*Juzgado de Instrucción*) no. 8 of Madrid.

The above proceedings are in the investigative phase (*fase de instrucción*) and could lead to the potential judgment against the defendants for the above mentioned criminal offences. The aggregate amount of the subsidiary civil liability which may arise for Dominion from those alleged criminal offences is estimated at Euro 17,400,000.00.

Although the Directors believe that there are no grounds for the prosecutions, Dominion cannot assess the potential outcome of these proceedings, or any effect it may have on its business, financial condition or results of operations.

2013 Proceedings

Separately, on 23 October 2013, the Spanish Public Prosecutor (*Ministerio Fiscal*) commenced criminal proceedings against Dominion Instalaciones y Montajes, S.A., Telisay, S.L., Mr. Mikel Barandiaran Landin, Mr. Mikel Uriarte and certain other directors of the other company involved, Telisay, S.L., alleging the issuance of false invoices for an aggregate amount of Euro 257,136.55. These proceedings are currently in the investigative phase (*fase de instrucción*), which is being carried out by the Investigative Court nº 51, proceeding number 6211/2013. In relation to the civil liability that could arise from this proceeding related to Dominion Instalaciones y Montajes, S.A., the Spanish Tax Authority has preemptively imposed liens over the following subsidiaries of Dominion: (i) Dominion Centro de Control, S.L.; (ii) Dominion Networks, S.L., (iii) Sacyr S.A.U. Dominion Instalaciones y Montajes S.A., UTE; (iv) Interbox Technology, S.L.; (v) UTE Near CIC Semicrol TDS Proconsi DIMSA; and (vi) Bilcan Global Services, S.L. On 16 February 2016 the Investigative Court dismissed the case, but this decision may be challenged by any party of the proceeding. The State Attorney has appealed this decision and it will be the Provincial Court of Madrid (*Audiencia Provincial*) to decide whether the decision must be upheld or revoked. This appeal brought by the State Attorney was opposed by Mr. Barandiarán and Mr. Uriarte on 15 March 2016. Also, said appeal must be answered by the Public Prosecutor. In previous reports the Public Prosecutor supported the dismissal of the proceedings, therefore, the opposition to the State Attorney's appeal is expected. Afterwards, the appeal is expected to be escalated to the Provincial Court and, in the event this Court upholds the decision, the proceedings will be terminated. On the other hand, the Provincial Court can revoke the decision and order the Investigative Court to continue the investigation. The average time for the Provincial Court to rule on the decision ranges from four to eight months.

Arbitration proceedings brought by Beroa Iberia, S.A.

On 30 March 2015, one of Dominion’s subsidiaries, Beroa Iberia, S.A. and Altac South Africa (Pty) jointly brought a claim for damages before the International Chamber of Commerce against Abener Energía, S.A., Teyma Gestión de Contratos de Construcción e Ingeniería, S.A. and Abeinsa EPC KHI (Pty) Ltd. (jointly, "**Abengoa**"), for an amount of Euro 2,895,738.93, on the basis of (i) the alleged recurring breach of its contractual obligations by Abengoa under the agreement entered into with Abengoa on 8 May 2012, its subsequent agreements, and the agreement dated 31 October 2013, and (ii) the allegedly abusive enforcement of a bank guarantee granted by Beroa in connection with said agreements.

In response to such claim, Abengoa filed, on 13 May 2015, a counterclaim against the plaintiffs in an amount of Euro 4,054,086.00; the plaintiffs filed their opposition to the counterclaim on 29 June 2015.

An arbitral award was issued on 4 January 2016 in favour of the plaintiffs. As a result of the arbitral award, Abengoa (as respondent) is required to pay to Beroa Iberia, S.A. and Altac South Africa (Pty) (as plaintiffs) a net amount of Euro 2,143,051.22 for damages and costs of proceedings.

All the costs deriving from this proceeding have been recognized in Dominion's 2015 income statement, but not the amount resulting from the arbitral award.

Beroa Deutschland GmbH

In 2007, investigations were initiated in France, as requested by Vale Manganese France SAS ("**Vale Manganese**"), against Dominion's subsidiaries Karrena GmbH (currently, Beroa Deutschland GmbH) and Karrena Construction Thermique (jointly, the "**Beroa Parties**"), as well as the German company SMS Demag AG ("**SMS Demag**"), among others, in connection with certain damages to a furnace for the production of ferromanganese operated by Vale Manganese in Dunkerque, France. An expert's report on the cause of the damages was appointed by the court.

In 2008, Vale Manganese brought a claim for damages (including loss of profits, loss of production, etc.) before the Commercial Court of Dunkerque, France, for an amount of Euro 51,598,000.00 against the Beroa Parties and SMS Demag among others relating to the damage to the furnace. SMS Demag was responsible for the engineering and the construction of the furnace and the Beroa Parties supplied and installed the refractory material. In addition, there are a number of other defendants, such as the respective insurance companies of the Beroa Parties and SMS Demag, and certain subcontractors of either the Beroa Parties or SMS Demag.

These court proceedings are currently suspended until the expert's report is submitted which aims to identify the technical cause of the damages and its amount. The expert has asked for the assistance of a financial expert to determine the amount of the financial losses as a result of the damages, which has not yet been appointed. In addition, each of the active parties have appointed their own experts in order to challenge the expert's report. Therefore, these court proceedings are not expected to come to an end soon. Dominion believes that damages, if any, awarded in the case will be recovered by its insurance policies.

In 2013, a proceeding against Beroa Deutschland GmbH was also brought by the Italian company Fisia Italimpianti S.p.A. for the payment of repair and replacement costs, due to the alleged poor performance of the incinerator lining contract, in the amount of Euro 3,342,270.54. The proceeding is in the early stages.

Beroa France S.A.S.

In 1996, a claim was brought in France by S.A. Total Petrochemicals France (formerly, S.A. ELF Atochem) against Beroa France S.A.S. alleging a breach of contract for disorders in a reactor that Atochem bought from a main contractor (S.A. Sotralentz Métal (formerly, Obringer)), who subcontracted some parts of the works to Beroa France S.A.S. The Metz Court of Appeal (*Cour d'Appel*) appointed an expert to determine damages and ordered the main contractor to pay Atochem Euro 2.4 million as a provision together with a guarantee for half of this sum by Beroa France S.A.S.

The proceedings are still ongoing in two respects. Firstly, the expert appointed by the Court of Appeal must determine Atochem's actual damages, which may result in an increase of the sums owed by the main contractor and, consequently, by Beroa France S.A.S. Secondly, S.A. Sotralentz Métal introduced a further appeal to the French Supreme Court (*Cour de Cassation*) requesting the nullity of the judgement issued by the Metz Court of Appeal (*Cour d'Appel*), on 5 February 2015, by means of which (i) S.A. Sotralentz Métal was condemned to pay Euro 1,500,000 to Atochem and Euro 900,000 to S.A. Allianz, and (ii) Beroa France was condemned to provide guarantees for an amount equal to half of the amount that Atochem was condemned to pay (Euro 1,200,000).

Dominion estimates that its worst case exposure in this case is Euro 1.2 million. This amount is fully covered by its insurance.

Mexicana de Electrónica Industrial, S.A. de C.V.

On 15 March 2013, Mexicana de Electrónica Industrial, S.A. de C.V., Dominion's Mexican subsidiary, entered into a master channel outsourcing license contract (*contrato de licencia marco de canal outsourcing*) with the German company SAP AG. The price for the licenses amounted to US dollars 10,001,096.

On 8 July 2015, this contract was challenged by Dominion before Mexican courts on the basis that the contract was signed relying on market reports and other information and assertions provided by SAP which Dominion considers to be false, particularly in relation to the existence and characteristics of a potential target market were the licenses were to be commercialized. That market turned out to be non-existent, or at least not of a sufficient size to justify the price allocated to the licenses, and when the contract was negotiated and signed Dominion had no knowledge of the erroneousness of the information or SAP's misrepresentations.

This proceeding is still at an early stage.

Labour disputes involving Brazilian subsidiaries

As at 31 December 2015, Dominion's Brazilian subsidiaries were party to 725 labour proceedings, 99% of which relate to "Dominion Instalações e Montagens do Brasil Ltda." and the remaining 1% to "Halógica Tecnologia, S.A.".

The total amount claimed in these proceedings accounts for approximately Euro 8.7 million (BRL 39,434,256) and 79% of these proceedings are due to overtime claims. These proceedings are in various procedural stages with the competent labour courts.

The high number of labour proceedings indicated above is due to Brazilian labour legislation, which establishes the employer obligation to monitor the number of hours actually worked by its employees. Such circumstance, coupled with the fact that a significant part of Dominion's Brazilian employees perform their work at street level, has been hindering the Dominion's Brazilian subsidiaries ability to control the effective time worked by their employees and encouraging some of the Brazilian employees to file labour claims for non-existent overtime at the time when their employment relationship with the company comes to an end. Due to the fact that the Dominion's Brazilian subsidiaries regularly enter into agreements to settle labour claims (the outcome of which is generally less onerous than that arising from court rulings) and considering the improvement of the monitoring system that is currently being analysed by Dominion's Brazilian subsidiaries, Dominion estimates that its actual exposure for all of the current Brazilian labour proceedings is approximately Euro 2.3 million (BRL 10,683,217).

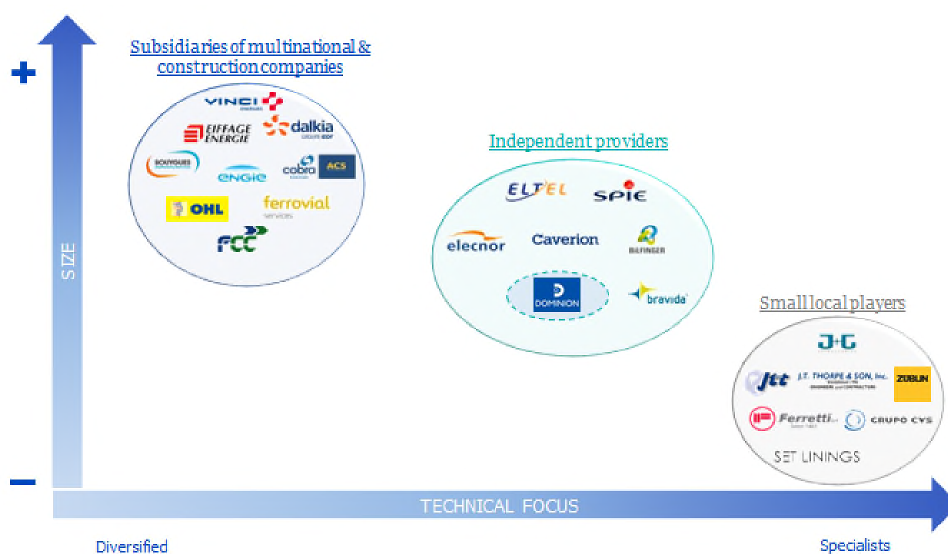
MARKET OVERVIEW AND COMPETITIVE POSITION

To Dominion's knowledge, there is no third-party report that comprehensively analyzes the specific geographical and sectorial markets for multi-technical services and specialized engineering solutions in which Dominion operates. Accordingly, unless otherwise indicated, the information presented in this section has been drawn from Dominion's experience in its industry.

Dominion participates in the markets for multi-technical services and specialized engineering solutions. These markets are characterized by a high degree of fragmentation and comprise players ranging from large multinational companies with exposure to multiple end-markets to small niche players. In general, market participants can be broadly classified in three main categories:

- Subsidiaries of large construction companies with a global or pan-European presence that offer broadly diversified technical and engineering services.
- Independent multi-technical services and specialized engineering solutions providers with a European or regional footprint and a more focused range of services.
- Small local or niche players with limited geographic presence and a specialized project or service focus.

The following graphic depicts this market structure.



Dominion believes the fragmented competitive landscape in the multi-technical services and specialized engineering solutions markets provides significant opportunities for consolidation, as companies participating in these markets may choose to engage in M&A activity in order to increase the depth of their coverage of existing markets and to extend their operations into new business lines or geographies.

Structural growth drivers

Dominion believes that the multi-technical services and specialized engineering solutions markets have exhibited significant growth in recent years. Aside from general macroeconomic expansion, some of the key factors driving this market growth are summarized below.

Increased demand for outsourcing

The level of demand for business process outsourcing is a key determinant of growth in the multi-technical services and specialized engineering solutions markets. In recent years, business process outsourcing has increased broadly across geographies and types of services and industry observers anticipate continued strong growth. For example, according to *Business Process Outsourcing: A Global Strategic Business Report* by Global Industry Analysts, Inc., the global market for business process outsourcing is projected to reach US$220 billion by

2020, driven by the mounting pressure on companies to focus on core competencies, rationalize costs, improve operating performance and increase customer satisfaction.

Thus, Dominion believes that its addressable markets are likely to keep expanding in the coming years as companies will require increasing levels of support from specialized outsourcing providers to help them manage the increasing complexity and digitalization of industrial processes and systems. In particular, Dominion believes that the prospects for such future growth are likely to be higher in markets (such as Asia and Latin America) where the use of outsourcing is currently less prevalent than in the United States and Western Europe.

Changing regulatory requirements

Changing regulatory requirements also have a significant impact on conditions in the multi-technical services and specialized engineering solutions markets. For example, companies in many jurisdictions are subject to increasingly stringent regulatory requirements in relation to, *inter alia*, waste management (e.g., the EU Waste Framework Directive (2008/98/EC)), emissions reduction (e.g., the EU Industrial Emissions Directive (2010/75/EU)) and energy efficiency (e.g., the EU Energy Efficiency Directive (2012/27/EU)). Dominion believes that efforts to comply with the targets set by the so-called “Paris Agreement” that was entered into at the 2015 United Nations Climate Change Conference in Paris are likely to increase this regulatory burden significantly in the coming years.

In light of these regulatory requirements, Dominion believes that companies will need to devote increasing effort to improving their energy and industrial process efficiency, especially as industrial infrastructures age. Dominion believes that it is well-positioned to benefit from these "green" trends, particularly in its Industry activity field.

Supply chain rationalization

Dominion believes that it is well positioned to benefit from any trend toward the use of "one stop shops" whereby multinational customers may seek to work with a smaller number of financially stronger service providers who are able to cover multiple geographies and end markets, in preference to working with a larger number of small local providers, with a view to achieving potential cost savings and more consistent service quality.

Key market factors

The key market factors in each of Dominion's activity fields are briefly discussed in turn below.

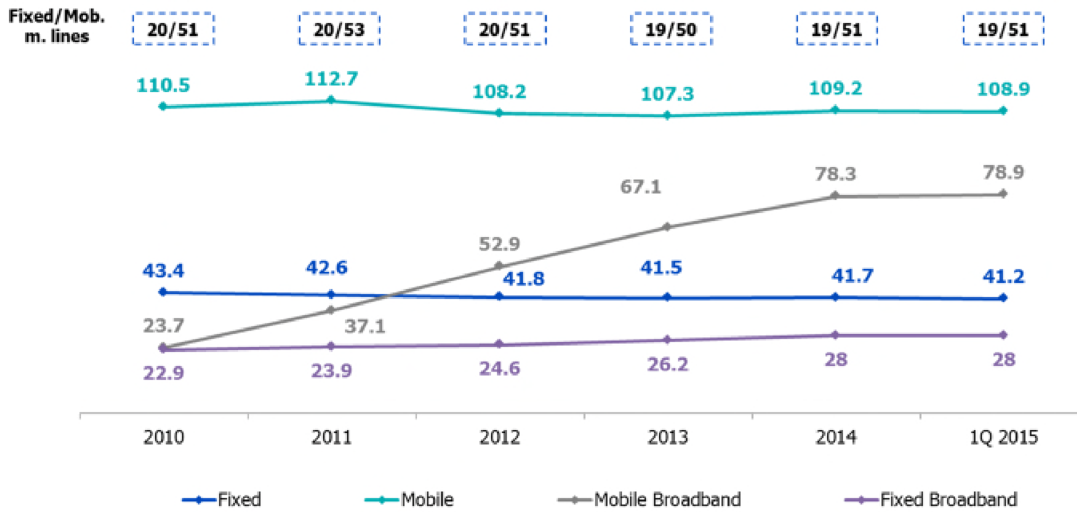
T&T Services – Telecom services

The Spanish telecom market

According to the *Comisión Nacional de los Mercados y la Competencia* (CNMC), the Spanish telecom market has reached saturation, with no significant increases in penetration rates for fixed or mobile telephony envisaged in future years. In particular, fixed line penetration has been decreasing since 2010, with 83.7% of Spanish homes having a fixed line at the end of 2014. Mobile penetration was higher than this, reaching 109 lines per 100 people as of March 2015, however mobile telephony revenues began declining during 2014 due to falling prices and reduced usage of Short Messaging Service (SMS) services.

The following diagram illustrates the trend in telecom penetration rates in Spain during the periods indicated.

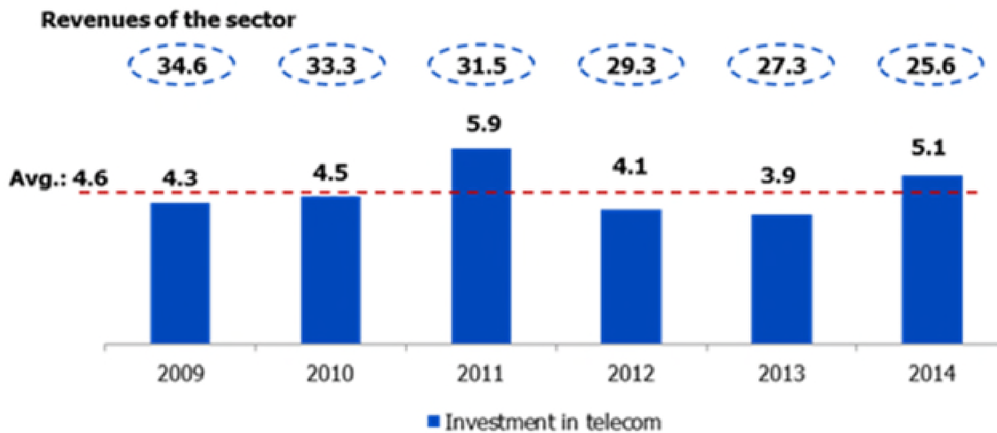
Penetration rates by segment of telecom service (subscribers per 100 people)



Note: Mobile broadband refers to data connections through mobile devices. Fixed broadband refers to data connections through routers
Source: "Informe Económico de las Telecomunicaciones y del Sector Audiovisual 2014", Comisión Nacional de los Mercados y la Competencia

Dominion believes that the key determinant of the demand for its telecom services is the level of capital expenditure by telecom operators. Such investments by telecom operators have been growing significantly in recent years (despite market saturation and declining revenues) as a result of the ongoing roll-out of 4G broadband infrastructure in Spain, both fixed (through the deployment of fiber networks) and mobile (through the deployment of Long Term Evolution (LTE) networks). In particular, as detailed in the following graph, total investment in the Spanish telecom sector reached Euro 5.1 billion in 2014, representing an increase of approximately 30% compared to Euro 3.9 billion in investment recorded in 2013 and an increase of approximately 10% compared to the average investment levels recorded during the 2009-14 period.

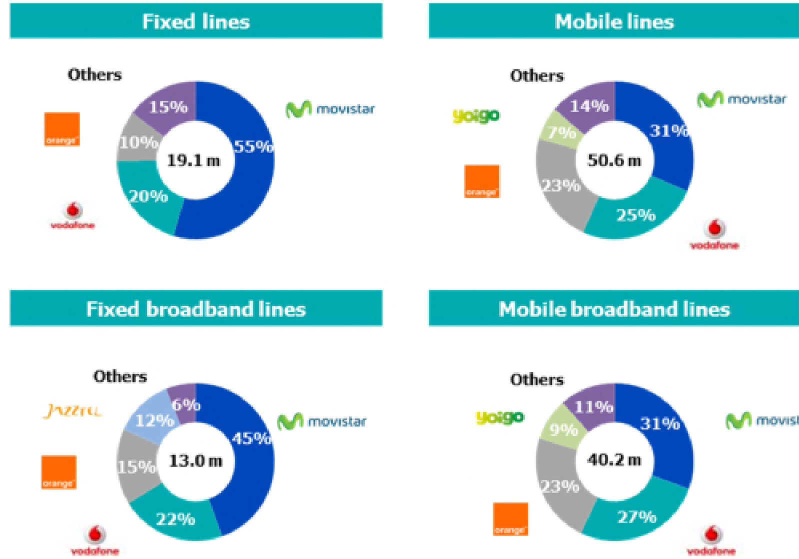
Spanish telecom investment (billions of Euro)



Source: "Informe Económico de las Telecomunicaciones y del Sector Audiovisual 2014", Comisión Nacional de los Mercados y la Competencia

Partly due to the need to make substantial ongoing investments in a mature market, there has been significant consolidation among Spanish telecom operators in recent years, with three operators (Movistar-Telefónica, Vodafone and Orange) currently accounting for more than 75% of the total market in each of the fixed line, mobile, fixed broadband and mobile broadband segments in 2014, as illustrated by the charts below. As a result of this high level of industry consolidation, the level of technology convergence and service bundling among operators has likewise increased. Dominion believes this consolidation trend will have a favorable impact on its business because it should promote corresponding consolidation among service providers to telecom operators.

Main telecom operators in Spain

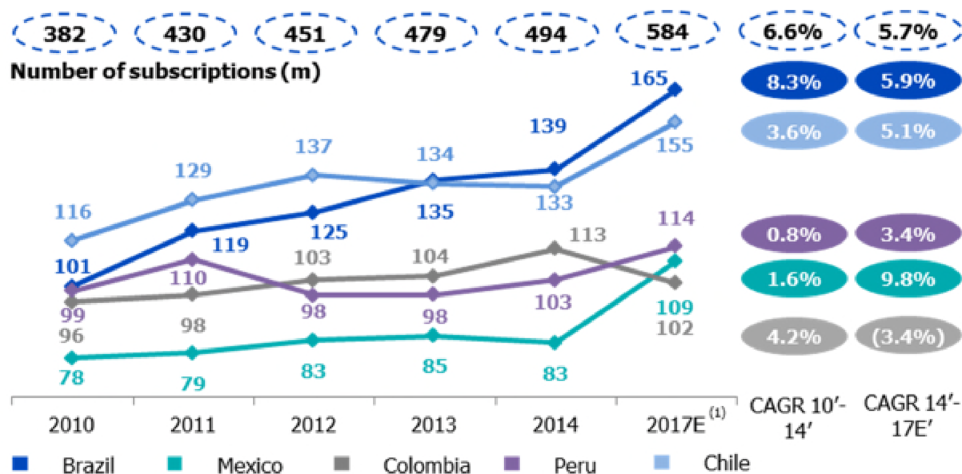


Source: "Informe Económico de las Telecomunicaciones y del Sector Audiovisual 2014", Comisión Nacional de los Mercados y la Competencia

Latin American telecom markets

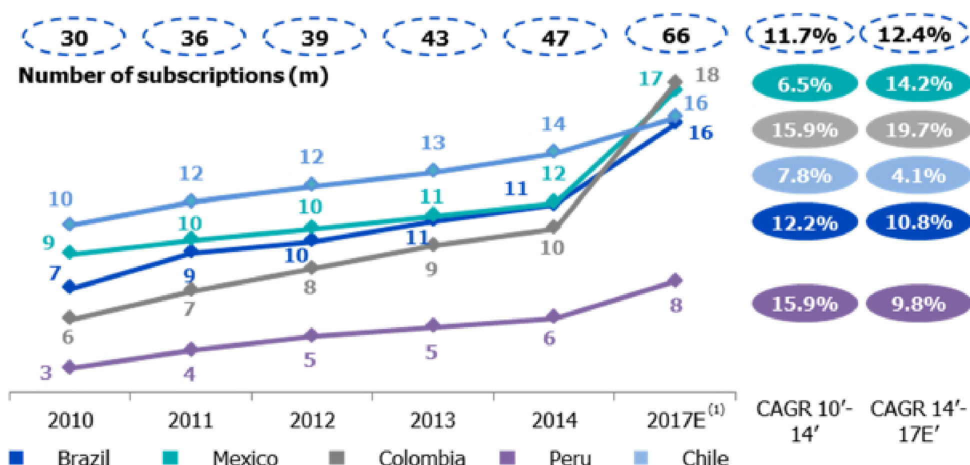
According to International Telecom Union data, the largest Latin American telecom markets are also becoming saturated. For example, at the end of 2014, mobile penetration rates reached 139 lines per 100 people in Brazil, 133 lines per 100 people in Chile and 113 lines per 100 people in Colombia. However, despite these high penetration rates, the absolute number of mobile lines is expected to continue to increase in the coming years due to high expected population growth. Growth in broadband is also expected to continue until penetration rates converge with those in Europe thanks to additional infrastructure investment and relatively higher economic growth. The following diagrams illustrate historic and expected trends in penetration rates for mobile and broadband in Brazil, Mexico, Colombia, Peru and Chile (the so-called "Big 5" countries) for the periods indicated.

Big 5 mobile penetration (per 100 people)



(1) Estimation from The Economist Intelligence Unit for mobile telephony and broadband
Source: International Telecom Union (ITU)

Big 5 broadband penetration (per 100 people)



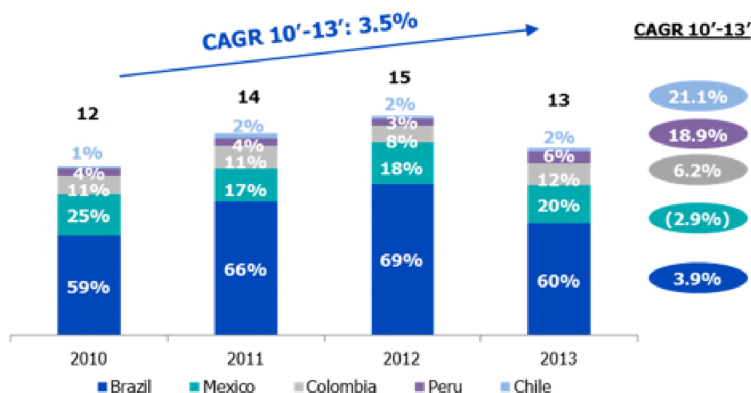
(1) Estimation from The Economist Intelligence Unit for mobile telephony and broadband
Source: International Telecom Union (ITU)

i. The figures contained in the discontinuous circles express the number of subscriptions in Brazil, Mexico, Colombia, Peru and Chile, both from mobile and broad band, in millions.
ii. The graphics refers to penetration, this is, the relation between the number of subscriptions (figures explained above) and the population in each country. Thus, assuming a constant population, an increase in number of subscriptions will increase the penetration.

Both charts above explain the attractiveness of the mobile and broad band sectors in Latin America, given the increase of penetration estimates in most of the countries until 2017.

As shown in the following diagram, investment in the telecom sector in the Big 5 countries grew at a CAGR of 3.5% between 2010 and 2013, notwithstanding a significant decline in investment in Brazil during 2013.

Latin American telecom investment (Euro billions)



Source: World Bank

Based on the information above and the expected increase in the penetration of broadband services, the Company believes that the telecom investment in Latin America will increase and, therefore, that the demand for maintenance services of the new infrastructure will consequently increase too.

T&T Services – Commercial services

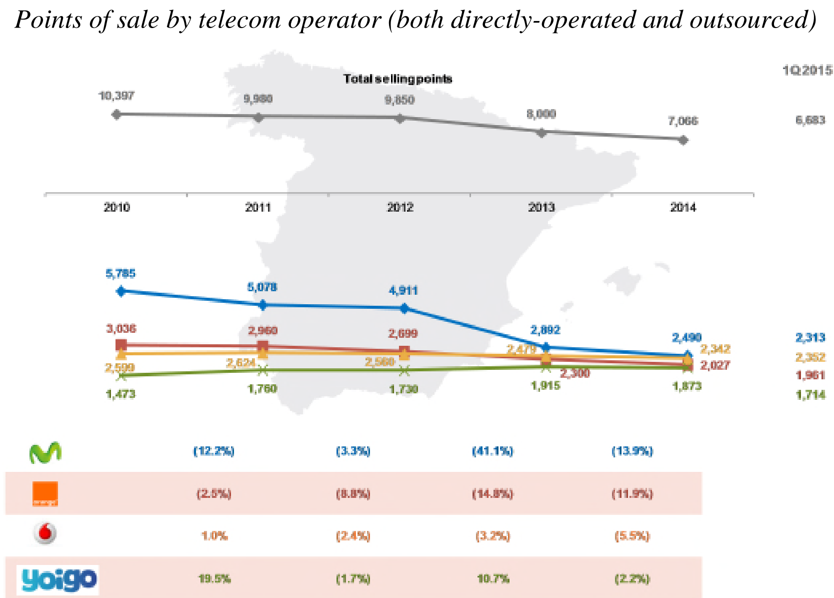
The saturation of the Spanish telecom market in recent years has driven operators to shift their focus from adding new subscribers toward building increased customer loyalty. In particular, operators are now promoting bundled packages of fixed and mobile telecom services and cross-selling other products (such as financial and energy services) in an effort to increase average revenue per customer and reduce customer churn. The increased convergence of fixed/mobile telephony (as evidenced by the Vodafone/ONO and Orange/Jazztel business

combinations in 2015), the broader availability of high speed internet access resulting from the roll-out of 4G and FTTH networks have contributed to this market shift.

As a result of these factors, Spanish telecom operators have redesigned their sales channels by expanding their online selling channels while significantly reducing their physical points of sale by seeking to eliminate smaller shops in marginal locations while focusing on larger full-service "flagship" shops in more attractive locations.

The following diagram illustrates the reduction in telecom physical points of sale in Spain during the period indicated:

Points of sale by telecom operator (both directly-operated and outsourced)



Source: I.O investigation report

Some operators are relying on outsourcing providers (such as Dominion) to manage this transition toward a new point of sale model. Dominion believes that this ongoing trend has strengthened its competitive position in the commercial services market, because telecom operators are more likely to look to a smaller number of larger and financially stronger providers when selecting partners to launch, staff and operate such flagship shops on their behalf given the higher cost and complexity associated with these types of points of sale.

Industry

Within the Industry Sector, Dominion provides multi-technical services and specialized engineering solutions principally to the steel, energy and chemicals industries, with steel manufacturers being the most important consumers of Dominion's refractory services, energy companies being the most important users of Dominion's tall structures and smokestacks solutions and chemical manufacturers being important users of both types of services and solutions.

Although the steel, energy and chemicals industries have all experienced significant growth in recent years, mainly driven by increased demand in Asia, market conditions in each of these industries have worsened considerably over the last 18 months due to deteriorating macroeconomic conditions in certain key international markets, which in turn have led to declining levels of capacity utilization. However, Dominion believes that, despite the worsening outlook for these industries over the medium term, the demand for its services in the Industry activity field will not be affected as severely, and may even increase, thanks to the following key factors:

- Increasing need for efficiency: Aging infrastructure increases the demand for maintenance services as well as the level and frequency of investments required to comply with regulatory and efficiency standards and to maintain market share in increasingly competitive markets.

- Increasing complexity: As industrial process technology continues to advance, technical services become more complex and customers correspondingly become less able to carry out such services internally, which leads to increased demand for outsourcing, monitoring and analysis services.

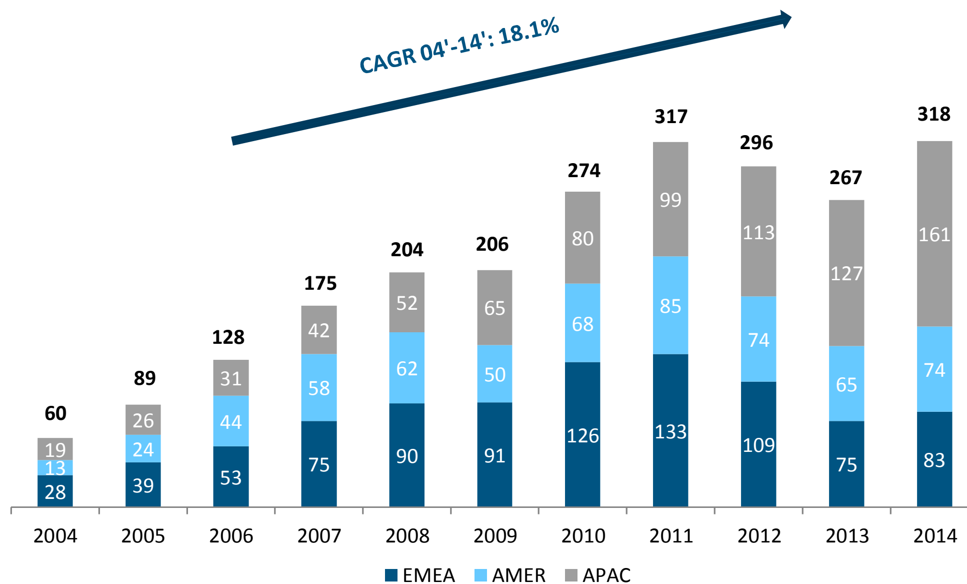
- Trend toward "one-stop-shopping": Given the wide range of services now being outsourced as a result of greater technical complexity, cost pressures and sharpening focus on core competencies, many companies in the steel, energy and chemical industries will prefer providers who can offer a complete package of required solutions, services and maintenance support from under one roof.

- "Flight to quality" in higher value processes: Dominion believes that while price, know-how and access to specialized technology and equipment are the key selection criteria adopted by customers, in certain markets companies in the steel, energy and chemical industries may give greater weight to factors such as responsiveness and quality in order to minimize down times.

Renewable energy

The renewable energy industry has experienced transformational change over the last decade due to the sharp increase in public subsidies to promote green energy. According to Bloomberg New Energy Finance, investment in renewable energy increased from approximately US$60 billion in 2004 to approximately US$318 billion in 2014, leading to significant growth in both wind power and solar PV power generation capacity. For example, by the end of 2014, according to the Global Wind Energy Council there was approximately 370 GW of aggregate global installed wind power capacity and according to the Renewable Energy Policy Network for the 21st century, there was approximately 177 GW of aggregate global installed solar PV capacity.

Renewable energy investment by region (Euro billions)



Source: Bloomberg New Energy Finance

According to Bloomberg New Energy Finance, the global energy mix will continue experiencing a significant shift away from fossil fuels toward renewable energies, which are expected to account for more than 70% of new installed capacity until 2040, and to account for approximately 54% of aggregate global installed capacity in 2040 (up from approximately 28% in 2012).

This strong anticipated growth in renewable energy installed capacity will be supported by both increasing environmental awareness and concern over climate change (which will tend to limit the use of fossil fuels) and falling all-in installation costs, with full grid parity forecasted to be achieved by approximately 2025 for wind power and by approximately 2030 for utility-scale solar PV. Specifically:

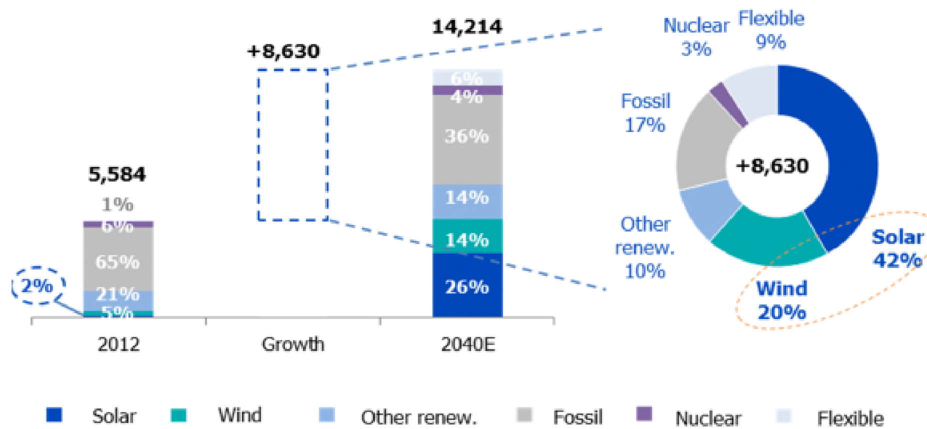
- Solar PV energy is expected to become the main source of renewable energy worldwide by 2040, increasing its share of total global installed capacity from approximately 2% in 2012 to approximately 26% by 2040 (amounting to a CAGR of 13.3% during the 2012-2040 period).

- Wind energy is expected to increase its share of total global installed capacity from approximately 5% in 2012 to approximately 14% by 2040 (amounting to a CAGR of 7.3% during the 2012-2040 period).

Importantly, approximately 62% of the total expected growth in installed power generation capacity between 2012 and 2040 is expected to come from wind and solar PV installations. In terms of geographies, according to the International Energy Agency ("World Energy Outlook 2014"), the growth in renewable energy generation will be fastest in Dominion's main geographic markets, i.e., the European Union, Latin America and Asia.

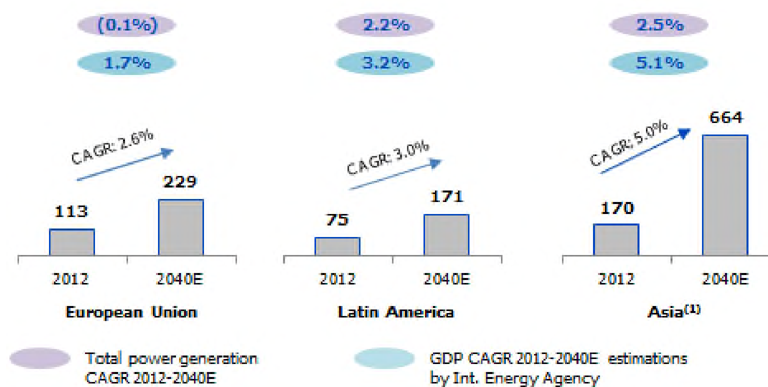
The following diagrams illustrate these expected future trends:

Global installed capacity by technology (GW)



Source: Bloomberg New Energy Finance

Power generation from renewables (Mtoe)



Note: referring to Non OECD Asia, excluding Japan and South Korea

In view of these expectations, Dominion believes that its addressable markets in the Renewable Energy activity field are likely to exhibit significant growth in the coming years.

Competition

Dominion operates in a highly fragmented market with multiple players offering a varying range of services on a local or regional basis. The table below sets out the key competitors of Dominion in each of its markets:

Activity Field	Key competitors
T&T	
Services	

Telecom Services	Ability, Cobra, Syce (ACS Group), Comfica, Elecnor, Liteyca
Commercial Services	Independent outsourcing players (Promovil, Comunicalia, Proxima, Digital Wap); telecom operators (Movistar, Orange and Vodafone)
Solutions	
Dominion 360º	Equipment aggregators and IT companies
Dominion Solutions	Wholesalers (Westcon, Dice Group), system integrators and technology developers
Industry	
Services	Highly fragmented market: • Companies focused on local markets (J&G Refractories, J.T. Thorpe, Züblin, Set Linings) • Refractory materials suppliers that have vertically integrated into installation and maintenance activities (RHI, Vesivius) • Specialized players of hot repair services with global presence (Fosbel and FIBS)
Solutions	More concentrated sector with a smaller number of larger players due to the significant operational and financial capabilities required to execute complex projects: • Europe: Hamon (Belgium) and Uniserve (Poland), each specializing in cooling towers; Ferbeck (France), specializing in smokestacks • USA: Pullman (smokestacks), Hamon (smokestacks and cooling towers), Commonwealth (smokestacks) • Asia: Balanced Engineering and Construction (Singapore), specializing in smokestacks, tanks & silos; Ting Thai (Thailand), specialized in slip forming construction; and Wizan (Korea)
Renewable Energy	
Services and Solutions	Engineering and EPC companies including Ortiz, Maetel, FCC, Elecnor, TSK, Seridom, Cobra (ACS Group), OHL, Solar Century and Himin

Competitive Position

Based on the Company's experience and own research of market conditions, Dominion believes that its competitive position is as follows:

- It is a leading player in the Spanish and Latin American telecom services markets;
- It is a leading player in the Spanish telecom commercial services market;
- It is a leading global player in concrete smokestacks, with a strong position across Europe, the Middle East, the Far East, Australia, South Africa and Chile;
- It is the leading global player in the design and construction of solar towers (through its *Altac* brand). Out of the eight existing solar towers in the world, Dominion has built three, and collaborated with the engineering and supervision of a fourth;

- It is a leading European player in factory-made steel chimneys (through its *Steelcon* brand);

- It is a major European player in refractory services and solutions (mainly in Germany, France and Spain) with significant market shares also in Australia, the Persian Gulf, Argentina and Mexico;

- It is a major player in ceramic welding and shotcreting for the refractory industry, with a strong position in Europe and an expanding presence in Latin America and India; and

- It is a competitive European player in cooling towers, having built or revamped more than 50 cooling towers since its inception.

OPERATING AND FINANCIAL REVIEW

The following discussion of Dominion's financial condition and results of operations at and for the three years ending 31 December 2013, 2014 and 2015 should be read in conjunction with the Audited Consolidated Financial Statements, including the accompanying notes thereto, included elsewhere in this document.

This section contains forward-looking statements that are based on assumptions and estimates. As such, they are subject to various risks, uncertainties and other factors that could cause Dominion's actual results to differ materially from those expressed or implied by such forward-looking statements. See "Forward-Looking Statements" and "Risk Factors" for a discussion of some of these factors.

Overview

Dominion conducts business through two operating segments:

- ***Multi-technical Services*** ("**Services Segment**"): The Services Segment provides value-added services such as the design, deployment, upgrading and maintenance of fixed and mobile telecommunications networks, the management of end-to-end sales and distribution processes for telecommunications companies and the provision of inspection, maintenance, repair and revamping services for industrial and power generation facilities. In general, Dominion's Services Segment manages entire business processes on behalf of its customers on an outsourcing basis and the contracts entered into by this segment tend to have multi-year durations and to feature recurring revenues. The Services Segment accounted for 62% of Dominion's revenue in 2015.

- ***Solutions & Specialized Engineering*** ("**Solutions Segment**"): The Solutions Segment executes one-off projects designed to deliver comprehensive solutions or to improve specific business processes for customers but does not manage such projects or processes on an ongoing basis. Nevertheless, part of the projects executed within the Solutions Segment is aimed to become a service after the termination of the project (i.e. maintenance of the specific solution). This segment is engaged in the following principal areas of business:

    - The execution of turnkey engineering, procurement and construction ("**EPC**") projects to design, build and operate specialized infrastructure such as hospitals, civil protection works and industrial plants (which Dominion calls its "Dominion 360°" business).

    - The construction, repair and revamping of facilities associated with the management of heat in industrial processes (such as refractory linings for industrial furnaces, smokestacks and cooling towers).

    - The provision of process improvement and other technological and business solutions to customers in selected markets.

    - The management and operation of specialized sales and distribution processes on an outsourcing basis on behalf of industrial customers in Mexico.

  The Solutions Segment accounted for 38% of Dominion's revenue in 2015.

Factors Affecting Results of Operations

Impact of recent acquisitions

During the period under review, Dominion completed the acquisitions of Beroa, Bilcan and Near. These transactions materially reshaped Dominion's business and significantly impacted its financial results. Accordingly, investors are cautioned that these transactions have reduced the direct period-to-period comparability of Dominion's financial information during the period under review.

These transactions are summarized below.

Acquisition of Beroa Thermal Energy, S.L.

On 20 December 2013, Dominion (i) acquired a 22.73% stake in Beroa Thermal Energy, S.L. ("**Beroa**") for Euro 10.0 million in cash by participating in a capital increase transaction at the Beroa level and (ii) entered into a purchase option agreement with Beroa's shareholders giving Dominion the right to acquire an additional 50%

stake in Beroa during 2014. On 1 July 2014, Dominion exercised this purchase option and also on the same date acquired the residual 27.27% stake in Beroa, thereby becoming the owner of 100% of Beroa's share capital.

Both transactions were carried out at the same date based on the company's value estimated by an independent expertvaluer. The purchase price for the 77.27% acquired was €62 million (value of the prior stake, price paid and share capital increase carried out by Global Dominion Access, S.A.). This transaction has also meant that the fair value of the initial 22.73% interest held increased to €16 million and a gain totalling €8,050 thousand was recorded in the consolidated income statement of 2014 in the heading "Other income and expense".

Dominion agreed to pay Euro 42,000 thousand for the 50% of Beroa's share capital that it acquired pursuant to this purchase option amounting Euro 42,000 thousand in three installments payable in July 2015, July 2016 and July 2017. The amount of this deferred consideration is calculated as follows: one third of the EBITDA (as defined in the acquisition agreement) recorded by Beroa in each of 2014, 2015 and 2016 multiplied by 7.5 times, less Beroa's net financial debt and minority interest in the relevant accounting period. Beroa earned EBITDA of Euro 14 million in 2014 and Dominion made a first installment payment of Euro 7,911 thousand on 31 July 2015. Beroa earned EBITDA of Euro 19 million in 2015 and Dominion is obliged to make a second installment payment of Euro 14,430 thousand on 31 July 2016. The remaining deferred consideration payable in relation to the Beroa transaction (estimated by Dominion for accounting purposes to be Euro 19,659 thousand) is treated as a purchase liability in Dominion's balance sheet.

The acquisition of the 27.27% stake was executed on the same date and in return, these non-controlling shareholders subscribed a capital increase totaling 7.69% of Dominion, for Euro 769 thousand with a share premium of Euro 231 thousand. Dominion waived a liability to the Group of Euro 2,600 thousand.

As a result of Dominion's acquisition of control over Beroa, the fair value of its initial 22.73% interest increased to Euro 16 million which resulted in Dominion recording Euro 8,050 thousand of other income in 2014.

In summary the total acquisition price of Beroa acquisition amounted to Euro 77,960 thousand and the fair value of the net negative assets acquired amounted to Euro 38,536 thousand generating a goodwill amounting to Euro 116,496 thousand.

The acquisition of Beroa established Dominion's presence in the Industry activity field and significantly expanded the size of both of its operating segments. It also significantly increased the geographic diversity of Dominion's business by adding operations in 17 new countries.

In terms of economic impact, the full consolidation of Beroa as from 1 July 2014 added Euro 140,895 thousand to Dominion's revenue and Euro 15,909 thousand to Dominion's consolidated contribution margin in 2014. If Beroa had been fully consolidated as of 1 January 2014, these amounts would have been Euro 249,093 thousand and Euro 27,845 thousand, respectively.

Investments in Bilcan Global Services and Global Near

After receiving approval for the transaction from the Board of Directors of CIE Automotive on 17 December 2014, a General Meeting of the Shareholders of Dominion adopted a resolution to include in the group two new business areas through a non-monetary contribution that resulted in a capital increase by Dominion in the amount of Euro 3,184 thousand, consisting of the issue of 264,947 shares with a par value of Euro 12.020242 and a share premium of Euro 144.367306 for each new share issued (total share premium of Euro 38,250 thousand). As a result of that increase, Dominion Group received full ownership of 100% of the share capital of the companies Bilcan Global Services, S.L. ("**Bilcan**") and 89.2486% of Global Near, S.L. ("**Near**"). The Directors received several independent appraisals of the businesses contributed that support the amount of the transaction, as well as the required report from the independent expert designated by the Mercantile Registry for the purposes of measuring the non-monetary contribution. See "*Material Contracts*."

The total purchase price of this acquisition, equivalent to the relevant capital increase, amounted to Euro 41,434 thousand and the fair value of the negative assets acquired amounted to Euro 20,861 thousand, generating a goodwill of Euro 62,295 thousand.

The inclusion of these companies and their subsidiaries did not give rise to any effect on Dominion's income statement in 2014. If these companies had been fully consolidated as of 1 January 2014, they would have added Euro 101,151 thousand to Dominion's revenue in 2014 and Euro 1,492 thousand to Dominion's consolidated contribution margin.

The acquisition of Bilcan established the commercial services business line of Dominion's Services operating segment while the acquisition of Near expanded its Solutions operating segment.

Goodwill of both acquisitions was attributed to the future profitability and synergies arising from the Group business acquired.

Please refer to Notes 1 and 31 to the 2015 Audited Consolidated Financial Statements and Notes 1 and 32 to the 2014 Audited Consolidated Financial Statements for additional information about these transactions.

Both acquisitions were carried out with the company INSSEC DOS, one shareholder of which has a significant influence over that company and over CIE Automotive, S.A., the majority shareholder of the Company, and Cartera e Inversiones Blaster, S.L. (controlled by the Chief Executive Officer of the Company). See "*Related Party Transactions*" and *"Principal Shareholders"*.

Fluctuations in the operating results of Dominion's Solutions segment

In any given period, a substantial portion of the revenue of Dominion's Solutions Segment (particularly the Dominion 360° business line) is derived from a limited number of major contracts, which can result in significant variations in Dominion's results from time to time. Therefore, if Dominion is unable to replace major projects once they are completed, Solutions Segment overall revenue and contribution margin may be negatively impacted. For example, in 2014, the revenue of Dominion's Solutions Segment declined by 26.1% compared to 2013, considering the effect of the Beroa acquisition and a reallocation between segments in 2014 with respect to 2013, largely due the completion of the COPECO contract, which led to a significant decline in its activity levels in that year. In 2015, approximately 29% of the revenue of Dominion's Solutions Segment was attributable to its five largest contracts.

Although the backlog of the Dominion 360° business line enables a certain amount of revenue visibility, the results of operations of Dominion's Solutions Segment may also fluctuate from period to period depending upon, *inter alia*, the timing of recognition of revenue and costs in relation to projects being executed in a given period and the profitability of such projects. In particular, EPC projects generally comprise distinct phases (such as engineering, design, procurement, installation and commissioning activity) and a given contract may cover a single phase or a combination of phases. The engineering and design phases are generally the most profitable ones. By contrast, the procurement and installation phases are generally the least profitable ones. Therefore, to the extent that less profitable phases account for a larger portion of activity in a given period, the contribution margin of Dominion's Solutions Segment may be adversely affected even if its revenues are not.

In accordance with IFRS, the recognition of revenue from Dominion 360°'s EPC project agreements is based on the "percentage of completion" method. Under this accounting methodology the financial results generated by a single agreement in any given financial period may not correspond to such results over the entire contract term. This is because calculating the projected overall results of an agreement requires estimation of the total lifetime costs required to complete the work required under the agreement. If such estimates change or prove to be inaccurate, the impact thereof is reported in the period in which the change becomes known and can be estimated for the first time. When it is probable that the total costs required to complete the agreement will exceed the total income expected to be received under the agreement, the expected loss is immediately recognized as an expense. Accordingly, there is a risk that Dominion may be required to recognize adverse changes in relation to existing agreements in future periods, which could materially and adversely affect its business, results of operation and financial condition at that time.

Business and political conditions in key markets

General business and political conditions affecting Dominion's key industry and geographic markets impact the demand for its services. During periods of GDP growth, Dominion's activity levels are typically boosted by industrial investments and new construction while, during recessionary periods, reduced levels of capital investment by customers can lead to declines in Dominion's activity levels. Importantly, Dominion's key activity fields comprise both "late cycle" sectors (telecom networks, refractory assemblies, tall industrial structures) and "early-cycle" sectors (telecom commercial services), which tend to experience peak activity levels at different points in the business cycle, helping to mitigate the cyclicality of Dominion's results of operations. Regardless of macroeconomic conditions, the demand for Dominion's services may decrease as a result of political decisions and political uncertainty. Although Dominion's business was not materially adversely affected by business or political conditions during the period under review, there is a risk that such conditions may materially adversely impact its business in the future.

Customer markets

Dominion's most important activity field is Telecommunications & Technology. Accordingly, adverse changes to business conditions in the telecom industry could in turn have a material adverse effect on the demand for Dominion's services and solutions and on its results of operations. See *"Risk Factors-Dominion's operations are exposed to conditions in the telecom market sector."* Within the Industry activity field, Dominion derives most of its revenue from customers in the steel, chemicals and energy industry. Accordingly, adverse conditions in these industries could likewise have a material adverse effect on the demand for Dominion’s services and solutions and on its results of operations.

In addition, Dominion derives a significant portion of its revenue from projects involving hospitals, civil protection works and transportation infrastructure, which are carried out on behalf of public sector entities. Therefore, any changes in economic or political conditions negatively affecting public sector budgets or investment decisions could affect the demand for Dominion's services in various ways. For example, during recessionary periods, certain public sector entities may reduce expenditures in response to lower tax revenues. See *"Risk Factors--Dominion is dependent on projects performed on behalf of public sector entities."*

Geographic markets

During 2015, Dominion conducted operations in 28 countries. The following table provides a geographical breakdown of Dominion's revenues for the periods indicated:

	Year Ended 31 December		
	2013	**2014**	**2015**
		(unaudited) *(in thousands of Euro)*	
Spain	47,697	61,156	174,058
Brazil	45,535	46,740	26,386
Mexico	38,417	36,814	51,194
Germany	-	34,822	55,130
Far East[1]	-	25,850	28,460
Middle East[2]	-	21,455	47,677
Honduras	19,381	-	-
Poland	-	6,797	23,173
Peru	4,755	11,998	18,360
France	-	11,579	25,545
Argentina	-	9,969	18,483
Other countries	504	25,579	56,555
Revenue	**156,289**	**292,759**	**525,021**

(1) Far East includes China, Korea, Vietnam and Indonesia.

(2) Middle East includes Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the UAE.

During 2015, Dominion's principal geographic markets were Spain, Germany, Mexico, the Middle East, the Far East and Brazil, which accounted for 33.2%, 10.5%, 9.8%, 9.1%, 5.4% and 5.0%, respectively, of its revenue in that year (73.0% in aggregate). In particular, Dominion's significant and expanding presence in Latin America and Asia has been a key factor enhancing its results of operations during the periods under review, given that the margins that it has been able to achieve in these markets have generally been higher than in Europe. As Latin America and other emerging markets are expected to continue to be important markets for Dominion going forward, the emergence of adverse economic or political conditions in any of these geographies in the future could have a material adverse effect on the demand for Dominion's services and solutions.

Foreign exchange rate fluctuations

Dominion presents its consolidated financial statements in Euro but earns substantial amounts of revenue and incurs substantial amounts of costs in currencies other than Euro. For example, during 2015, Dominion generated 51.4% of its revenue in Euro, 16.4% of its revenue in US dollars (or currencies linked to the US dollar), 6.2% of its revenue in Saudi riyals, 5.0% of its revenue in Brazilian reals, 4.6% of its revenue in Polish zlotys, 3.2% of its revenue in Argentine pesos, 3.3% of its revenue in Peruvian soles and 2.8% of its revenue in Mexican pesos. The costs are likewise denominated in the local currency of the country which supports the cost. Accordingly, Dominion is exposed to currency translation risk when it converts assets, liabilities, income and expenses of its non-Euro Zone operations into Euro at applicable exchange rates when preparing its consolidated financial statements. For income statement items, this translation is made using average exchange rates over the relevant

period. For balance sheet items, this translation is made using exchange rates as of the balance sheet date. See *"--Qualitative and Quantitative Disclosure about Market Risk--Exchange rate risk."*

The strengthening of the US dollar during 2015 as compared to the Euro had a generally positive impact on Dominion's financial condition and results of operations in that year. In particular, this foreign exchange trend had a positive impact on Dominion's revenues during 2015 of approximately Euro 14 million. On the other hand, the depreciation of the Brazilian real compared to the Euro during 2015 had a negative impact on Dominion's revenue during 2015 of approximately Euro 5 million. Additionally, please note that 2015 figures at constant foreign exchange rates of 2014 would have resulted in Euro 6.3 million less in revenues and Euro 1.6 million EBITDA.

Competitive landscape and flexible cost structure

Dominion's commercial strategy is to focus on margins over volumes. However, given that price is an important factor for many of Dominion's customers, and that many of Dominion's contracts are awarded pursuant to competitive bidding procedures, Dominion is often exposed to strong price competition. In addition, Dominion must devote significant time and resources to prepare bids and participate in bidding processes for potential new contracts. As a result, Dominion takes a selective approach to the pursuit of business opportunities and seeks to avoid types of projects that have historically exhibited higher risk and/or lower profitability levels. For example, in 2015 Dominion decided not to renew a significant contract with Brazilian telecom operator Vivo because the margins earned on this contract did not meet its internal targets.

If Dominion is unable to win sufficient high-margin contracts, its workforce may be underutilized, which in turn would negatively affect its operating margins. Therefore, Dominion must maintain strict control over costs in order to maintain its market position and profitability. Dominion believes that it is generally able to achieve this thanks to its flexible cost structure. For example, the majority of its operating expenses are variable or semi-variable (such as subcontracting costs, temporary and fixed-term employees and consumables) and Dominion seeks to maintain low levels of inventory - all of which enables more rapid adjustments of its cost structure during times of lower activity levels and reduced utilization of its workforce. Moreover, Dominion's diversified operations and revenue visibility also contribute to reduce its earnings volatility.

These factors have helped Dominion to record resilient EBITDA margins (7.3% in 2013, 7.6% in 2014 and 7.9% in 2015) and EBITA margins (4.1% in 2013, 4.2% in 2014 and 5.8% in 2015) despite challenging macroeconomic conditions in many of Dominion's key markets during that time span.

Seasonality

Dominion's results of operations are subject to seasonal variations, which have differing impacts on each of its operating segments. For example, the Solutions Segment typically records relatively higher activity levels in the fourth quarter of each year, due to the calendar year budgeting and expensing dynamic. Similarly, the commercial services business unit of Dominion's Services Segment also records higher activity levels in the fourth quarter due to the impact of higher retail spending around the year-end holidays. On the other hand, the business units focusing on the Industry activity field are relatively less affected by seasonality due both to the impact of recurring maintenance revenue, which is recorded on a relatively stable basis throughout the calendar year, as well as to the fact that industrial overhauls and revamping projects are typically scheduled during the summer holiday slowdown. As a result of the foregoing factors, in any given calendar year Dominion typically records relatively higher revenue in the second and fourth financial quarters compared to the first and third financial quarters. In addition, seasonal factors can have a significant impact on the quarter-by-quarter evolution of Dominion's financial debt.

Accordingly, investors are cautioned that measuring Dominion's performance on a quarterly or interim basis is not as meaningful an indicator as full-year comparisons.

Current Trading

Other than as described in this Prospectus, there has been no significant change in Dominion's financial or trading position since 31 December 2015, the end of the last financial period for which financial information has been published, and there is no significant new business operation and/or service that has been recently introduced or under development by Dominion or by any member of its Group other than in the ordinary course of business and other than as set out below.

Acquisition of business units from Abantia Empresarial, S.L. and subsidiaries

The Mercantile Court no. 1 of Barcelona awarded on 17 March 2016 to Dominion, with a favourable report from the insolvency administrator, certain business units and assets (the "**Abantia Assets**") of Abantia Empresarial, S.L. and its subsidiaries ("**Grupo Abantia**") in the context of the insolvency process of Grupo Abantia. Further to that award, the Company, Dominion Industry & Infrastructures, S.L. and Ernst & Young Abogados S.L.P. (as insolvency administrator) signed a sale and purchase agreement on 11 April 2016 in respect of the Abantia Assets (the "**Purchase Agreement**").

The Abantia Assets are to be primarily integrated into the Industry segment of Dominion's operations but also in the Renewable/Energy segment, and comprise the (i) deployment (*instalaciones*), (ii) maintenance (*mantenimiento*), (iii) industry (*industrial*) and (iv) promotion of renewable energies (*promoción de energías renovables*) business units of Grupo Abantia.

The total consideration to be paid by Dominion for the Abantia Assets is Euro 2 million. In addition, Dominion will assume approximately Euro 9 million in respect of certain liabilities for pending salaries and unpaid social security installments for transferred employees (although the final amount will be determined on the date of effective transfer of the Abantia Assets) and will also assume the difference between profits and losses incurred by the Abantia Assets between 17 March 2016 and the date of effective transfer of the Abantia Assets. Additionally, Dominion will benefit from Euro 6.5 million of accounts receivable of Grupo Abantia.

Additionally on 25 February 2016, Dominion provided Euro 5 million of transitional financing to Grupo Abantia while the award process was still ongoing. This transitional financing was secured by certain accounts receivable assigned by Grupo Abantia and will be cancelled on the date of the effective transfer of the Abantia Assets.

In addition, Management estimates that Dominion will need to inject approximately Euro 26.0 million into the Abantia Assets to cover its working capital needs and current capital expenditure requirements, and for the development of these business units and assets.

The Purchase Agreement is subject to three conditions precedent that need to be satisfied by not later than 31 May 2016. These are: (i) that the Mercantile Court no. 1 of Barcelona decides to approve the termination of certain labor contracts; (ii) that no party appeals against the decision in relation to the aforementioned labor contracts; and (iii) that the collective dismissal of the relevant workers is finally executed. Once the three conditions precedent are fulfilled, the parties will have 15 business days to complete the acquisition.

The Abantia Assets represent less than 10% of Dominion's total assets at 31 December 2015. The Company cannot foresee with accuracy the contribution of Grupo Abantia to the 2016 revenues of the Company due to a lack of reliability of historical financial information. Dominion expects that the integration of Grupo Abantia's business units will initially add approximately 960 employees, which represent approximately 15% of Dominion's total employees at 31 December 2015 (see "*Business—Employment—Employees*).

Looking forward, Dominion expects to continue actively searching for additional acquisition opportunities in line with its growth strategy.

Key Performance Indicators

In evaluating Dominion's results of operations, management refers to certain Key Performance Indicators ("**KPIs**") relating to the performance and liquidity of its business. These KPIs, which have not been reviewed or audited, are based upon information in Dominion's consolidated income statement but are not financial measures prepared in accordance with IFRS. For more information see "Presentation of Financial Information—Non-IFRS Financial Measures / Alternative Performance Measures". We believe that the presentation of the KPIs included herein substantially comply with the ESMA Guidelines.

EBITDA, Adjusted EBITDA, EBITA and Adjusted EBITA

EBITDA is calculated as profit for the year, after adding back profit on discontinued operations after taxes, income tax, financial income and expenses, net exchange differences, share in results obtained by associates and depreciation and amortisation. EBITDA amounted to Euro 11,379 thousand, Euro 22,258 thousand and Euro 41,553 thousand in 2013, 2014 and 2015, respectively.

EBITA is calculated as profit for the year, after adding back profit on discontinued operations after taxes, income tax, financial income and expenses, net exchange differences, share in results obtained by associates and

amortisation of intangible assets resulting from acquisitions. EBITA amounted to Euro 6,382 thousand, Euro 12,296 thousand and Euro 30,652 thousand in 2013, 2014 and 2015, respectively.

Adjusted EBITDA amounted to Euro 43,680 thousand and Adjusted EBITA amounted to Euro 32,779 thousand in 2015. Adjusted EBITDA and Adjusted EBITA have been derived by adding to EBITDA and EBITA, respectively, the following non-recurring items: (i) costs of Euro 1,043 thousand (including redundancy costs) incurred in connection with the restructuring of the commercial services business line within the Services Segment following Dominion's acquisition of Bilcan and Near in December 2014; and (ii) costs of Euro 1,084 thousand related to Dominion's exposure to labor claims in Brazil (equivalent to 4,011 thousand Brazilian reals at a Euro/Real exchange rate of 3.70). Dominion believes that Adjusted EBITDA and Adjusted EBITA allow for a comparison of its performance on a consistent basis without regard to factors that it believes do not reflect the regular operating performance of its business.

The following table provides a reconciliation of Dominion's profit for the year to Adjusted EBITDA and Adjusted EBITA for the periods indicated:

	For the year ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Profit for the year	**5,270**	**5,588**	**18,423**
Profit on discontinued operations after taxes	-	(146)	567
Income tax	(5,640)	3,857	4,425
Profit before taxes	**(370)**	**9,299**	**23,415**
Share in results obtained by associates	-	1,977	(839)
Net exchange differences	396	(3,071)	(261)
Financial income	(1)	(4,836)	(1,393)
Financial expense	6,357	8,192	8,258
Operating profit (EBIT)	**6,382**	**11,561**	**29,180**
Amortisation of intangible assets resulting from acquisitions	-	735	1,472
EBITA[(1)]	**6,382**	**12,296**	**30,652**
Amortisation (excluding intangible assets resulting from acquisitions)	1,632	5,545	4,144
Depreciation	3,365	4,417	6,757
EBITDA[(1)]	**11,379**	**22,258**	**41,553**
Adjustments[(2)]	**-**	**-**	**2,127**
Adjusted EBITDA[(1)]	**-**	**-**	**43,680**
Adjusted EBITA[(1)]			**32,779**

(1) Unaudited.

(2) Non-recurring adjustments comprise (i) costs of Euro 1,043 thousand (including redundancy costs) related to the restructuring of the commercial services business line within the Services Segment following Dominion's acquisition of Bilcan and Near in December 2014; and (ii) costs of Euro 1,084 thousand related to Dominion's exposure to labor claims in Brazil (equivalent to 4,011 thousand Brazilian reals calculated at a Euro/Real exchange rate of 3.70).

Operating Cash Flow Conversion Ratio and RONA

Operating Cash Flow Conversion Ratio is calculated by dividing Operating Cash Flow by EBIT and expressing the result as a percentage. RONA is calculated by dividing EBIT by Net Assets and expressing the result as a percentage.

The table below sets out the components of Operating Cash Flow Conversion Ratio and RONA for the periods indicated.

	For the year ended 31 December		
	2013	2014	2015
	(unaudited) (in thousands of Euro, except %)		
EBITDA	11,379	22,258	41,553
Maintenance Capital Expenditures[(1)]	(2,696)	(5,807)	(5,581)
Operating Cash Flow[(2)]	**8,683**	**16,451**	**35,972**
EBIT	6,382	11,561	29,180
Operating Cash Flow Conversion Ratio[(3)]	**136.1%**	**142.3%**	**123.3%**
Non-current assets	82,952	297,309	307,767
Deferred Tax assets	(25,475)	(33,648)	(35,914)
Goodwill not associated to Cash Flow	-	(23,384)	(23,384)
Net Working Capital [(4)] (see below)	(18,701)	(61,870)	(104,139)
Net Assets[(5)]	**38,776**	**178,407**	**144,330**
EBIT	6,382	11,561	29,180
Return on Net Assets[(6)]	**16.5%**	**6.5%**	**20.2%**
Inventories	5,772	18,071	25,772
Trade and othe receivables	32,213	108,075	143,131
Other current assets	275	2,463	1,333
Current tax assets	5,275	7,792	7,861
Trade and other payables	(38,465)	(148,959)	(243,060)
Current tax liabilities	(7,190)	(16,896)	(17,896)
Accrued wages and salaries pending payment	(5,396)	(20,239) [(7)]	(16,404)
Accrued Accounts	(50)	(8,114)	(597)
Current provisions	-	(2,294)	(2,487)
Non-current asset suppliers	(182)	(1,766)	(1,610)
Current asset suppliers	(10,953)	(3)	(182)
Net Working Capital [(4)]	**(18,701)**	**(61,870)**	**(104,139)**

(1) Consists of investment in maintaining Dominion's stock of tangible assets.

(2) Operating Cash Flow is EBITDA less Maintenance Capital Expenditures.

(3) Operating Cash Flow Conversion Ratio is Operating Cash Flow divided by EBIT.

(4) Net Working Capital consists of the sum of inventories, trade and other receivables, other current assets and current tax assets, trade and other payables, current tax liabilities, accrued wages and salaries pending payment,accrual accounts, current provisions, non-current asset suppliers and current asset suppliers.

(5) Net Assets consists of non-current assets less deferred tax assets and goodwill not associated to cash flow plus Net Working Capital.

(6) Return on Net Assets is EBIT divided by Net Assets.

(7) Figure as per 2014 audited consolidated annual accounts. As of 2015 audited consolidated annual accounts the figure was to Euro (20,626) thousand, increasing the Net Working Capital to Euro (62,257) thousand.

Contribution margin

Contribution margin represents revenue less direct operating expenses (comprising consumption of raw materials, subcontractor costs, direct personnel expenses and other direct operating expenses). Dominion uses contribution margin to monitor the relative profitability of its operating segments and business lines.
The following tables set out the components of Dominion's contribution margin on a consolidated basis and by operating segment:

	For the year ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Consolidated revenue	**156,289**	**292,759**	**525,021**
Consumption of raw materials	(35,206)	(74,739)	(152,769)
Subcontractors costs	(23,108)	(53,199)	(95,440)
Other direct operating income and expenses	(78,693)	(133,821)	(212,282)
Total direct operating income and expenses	**(137,007)**	**(261,759)**	**(460,491)**
Consolidated contribution margin	**19,282**	**31,000**	**64,530**

	For the year ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Services segment revenue	92,063	190,992	324,680
Total Services segment direct operating expenses	(85,550)	(175,974)	(296,699)
Services segment contribution margin	**6,513**	**15,018**	**27,981**

	For the year ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Solutions segment revenue	64,226	101,767	200,341
Total Solutions segment direct operating expenses and other segment operating income	(51,457)	(85,785)	(163,792)
Solutions segment contribution margin	**12,769**	**15,982**	**36,549**

The following table provides a reconciliation of Dominion's consolidated contribution margin to operating profit for each of the periods indicated:

	For the year ended 31 December		
	2013	2014	2015
	(in thousands of Euro))		
Consolidated contribution margin	**19,282**	**31,000**	**64.530**
Central overhead expenses not attributable to segments	(7,903)	(8,742)	(22,977)
EBITDA	**11,379**	**22,258**	**41,553**
Amortisation (excluding intangible assets resulting from acquisitions)	(1,632)	(5,545)	(4,144)
Depreciation	(3,365)	(4,417)	(6,757)
EBITA	**6,382**	**12,296**	**30,652**
Amortisation of intangible assets resulting from acquisitions	-	(735)	(1,472)
Operating profit (EBIT)	**6,382**	**11,561**	**29,180**

Results of Operations for the Three Years Ended 31 December 2013, 2014 and 2015

Consolidated income statement data

The table below sets out Dominion's consolidated income statement as extracted from its Audited Consolidated Financial Statements for the periods indicated:

	Year Ended 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
Revenue	156,289	292,759	525,021
Other operating income	357	596	682
Operating income	**156,646**	**293,355**	**525,703**
Consumption of raw materials and secondary expenses	(58,314)	(127,938)	(248,209)
Employee benefit expenses	(55,784)	(108,343)	(161,547)
Depreciation and amortisation	(4,997)	(10,697)	(12,373)
Other operating expenses	(31,129)	(42,940)	(74,349)
Profit/(loss) on sale/(impairment) of assets	(12)	229	78
Other income and expenses	(28)	7,895	(123)
Operating expenses	**(150,264)**	**(281,794)**	**(496,523)**
Operating profit	**6,382**	**11,561**	**29,180**
Financial income	1	4,836	1,393
Financial expense	(6,357)	(8,192)	(8,258)
Net exchange differences	(396)	3,071	261
Share in results obtained by associates	-	(1,977)	839
Profit before taxes	**(370)**	**9,299**	**23,415**
Income tax	5,640	(3,857)	(4,425)
Profit on continuing operations after taxes	**5,270**	**5,442**	**18,990**
Profit on discontinued operations after taxes	**-**	**146**	**(567)**
Profit for the year	**5,270**	**5,588**	**18,423**
Profit attributable to non-controlling shareholders	**-**	**1,875**	**1,398**
Profit attributable to parent company shareholders	**5,270**	**3,713**	**17,025**

For purposes of the discussion of Dominion's results of operations set out below, the following table provides an alternative presentation of Dominion's consolidated income statement and segment data which is based on data from the Audited Consolidated Financial Statements but which has been reconfigured to show segment information and contribution margin for the periods indicated:

	Year Ended 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
Consolidated revenue	**156,289**	**292,759**	**525,021**
Other operating income	357	596	682
Operating income	**156,646**	**293,355**	**525,703**
Direct operating expenses	(137,364)	(262,355)	(461,173)
Contribution margin	**19,282**	**31,000**	**64,530**
Central overhead expenses	(7,903)	(8,742)	(22,977)
Depreciation and amortisation	(4,997)	(10,697)	(12,373)
Operating profit (EBIT)	**6,382**	**11,561**	**29,180**
Financial income	1	4,836	1,393
Financial expense	(6,357)	(8,192)	(8,258)
Net exchange differences	(396)	3,071	261
Share in results obtained by associates	-	(1,977)	839
Profit before taxes	**(370)**	**9,299**	**23,415**
Income tax	5,640	(3,857)	(4,425)
Profit on continuing operations after taxes	**5,270**	**5,442**	**18,990**
Profit on discontinued operations after taxes	**-**	**146**	**(567)**
Profit for the year	**5,270**	**5,588**	**18,423**

Operating segment income statement data

The following table sets out the revenue by activity field and contribution margin of each of Dominion's operating segments for the periods indicated:

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Services operating segment:			
Segment revenue from T&T activity field	92,063	117,048	178,947
Segment revenue from Industry activity field	-	73,944	145,733
Segment revenue from Renewable Energy activity field	-	-	-
Total Services segment revenue	***92,063***	***190,992***	***324,680***
Segment direct operating expenses	(85,550)	(175,974)	(296,699)
Services segment contribution margin	***6,513***	***15,018***	***27,981***
Solutions operating segment:			
Segment revenue from T&T activity field	64,226	34,816	71,647
Segment revenue from Industry activity field	-	66,951	118,090
Segment revenue from Renewable Energy activity field	-	-	10,604
Total Solutions segment revenue	***64,226***	***101,767***	***200,341***
Other segment operating income	357	596	682
Segment direct operating expenses	(51,814)	(86,381)	(164,474)
Solutions segment contribution margin	***12,769***	***15,982***	***36,549***
Consolidated revenue	**156,289**	**292,759**	**525,021**
Consolidated contribution margin	**19,282**	**31,000**	**64,530**

Operating income

Operating income comprises revenue and other operating income.

Dominion recognises revenue in respect of consideration received or receivable for goods and services provided in the normal course, less VAT (or equivalent tax) and duties (and after intra-group consolidation adjustments). Revenue associated with the rendering of services is recognised by reference to the relevant stage of completion at the balance sheet date (provided that such amount is able to be reliably estimated). In particular, revenue from projects in progress related to the Solutions operating segment is recognised by Dominion on the basis of the stage of completion on an accrual basis, which depends on the type of contract, giving rise to a balancing entry consisting of an asset for the difference between the amount billed and the amount yet to be billed for each project.

Other operating income relates to grants and government subsidies received in relation to Dominion's research and development activities.

2015 v. 2014

Dominion's revenue increased from Euro 292,759 thousand in 2014 to Euro 525,021 thousand in 2015, an increase of Euro 232,262 thousand, or 79.3%. This increase mainly reflected the impact of the inclusion of the revenue attributable to Beroa and Bilcan/Near, which were acquired in July and December 2014, respectively, in Dominion's consolidated financial results for the entire year in 2015 (instead of only part of the year, as in 2014). Excluding the impact of this factor, Dominion recorded a Euro 39,640 thousand increase in revenue from the Solutions Segment and a Euro 16,727 thousand decline in revenue from the Services Segment during 2015.

The key drivers for the trends in revenue recorded by Dominion's operating segments during the period under review are described in turn below.

- *Services Segment*: The revenue recorded by the Services Segment increased from Euro 190,992 thousand in 2014 to Euro 324,680 thousand in 2015. This increase was entirely attributable to the inclusion of the revenues recorded by Beroa (Euro 67,064 thousand) and Bilcan/Near (Euro 83,351 thousand) during the full year of 2015. Excluding the impact of these transactions, Services Segment revenue from the T&T

activity field declined by Euro 21,452 thousand in 2015, which mainly reflected (i) Dominion's decision to exit an unprofitable contract with Vivo in Brazil, (ii) the general deterioration in Brazilian macroeconomic and exchange rate conditions and (iii) a slowdown in the deployment of new fiber under Dominion's contract with Telefónica in Mexico. These factors were partially offset by an increase in revenue recorded in Peru and the addition of a new contract with Yoigo by the commercial services business unit. Services Segment revenue from the Industry activity field increased by Euro 4,725 thousand in 2015, thanks mainly to additional business won in Latin America, Saudi Arabia and Australia.

- *Solutions Segment*: The revenue recorded by the Solutions Segment increased from Euro 101,767 thousand in 2014 to Euro 200,341 thousand in 2015. This increase was principally attributable to the inclusion of the revenues recorded by Beroa (Euro 41,134 thousand) and Bilcan/Near (Euro 17,800 thousand) during the full year of 2015. Excluding the impact of these transactions, Solutions segment revenue increased by Euro 39,640 thousand in 2015, comprising (i) a Euro 19,031 thousand increase in revenue reflecting higher activity levels in the T&T activity field, (ii) a Euro 10,005 thousand increase in revenue from the Industry activity field attributable mainly to new contracts obtained in Poland (Opole, Rybnik) and the Far East (Samsung, Hyundai), and (iii) the first-time inclusion of Euro 10,604 thousand in revenue from the Renewable Energy activity field as a result of the launch of Dominion's inaugural solar PV project in Northern Mexico.

2014 v. 2013

Dominion's revenue increased from Euro 156,289 thousand in 2013 to Euro 292,759 thousand in 2014, an increase of Euro 136,470 thousand, or 87.3%. This increase was entirely driven by Dominion's acquisition of Beroa in July 2014, which added Euro 140,895 thousand of revenue on a consolidated basis in 2014. Excluding the impact of the Beroa transaction, Dominion's revenue decreased from Euro 156,289 thousand in 2013 to Euro 151,864 thousand in 2014, a decrease of Euro 4,425 thousand, or 2.8%.

The key drivers for the changes in revenue experienced by Dominion's operating segments during the period under review are described in turn below:

- *Services Segment:* The revenue recorded by the Services Segment increased from Euro 92,063 thousand in 2013 to Euro 190,992 thousand in 2014. This increase was principally driven by the impact of the acquisition of Beroa in July 2014, which caused Services Segment revenue to increase by Euro 73,944 thousand during 2014. It also reflected the impact of a one-time reallocation of Euro 17,144 thousand in revenue recorded in the T&T activity field in Mexico from the Solutions Segment in 2013 to the Services segment in 2014. Excluding the impact of the Beroa transaction and this reallocation, Services Segment revenue increased by Euro 7,841 thousand, or 7.2%, during 2014 mainly due to increased telecom services business volumes generated in Peru and Brazil.

- *Solutions Segment:* The revenue recorded by the Solutions Segment increased from Euro 64,226 thousand in 2013 to Euro 101,767 thousand in 2014. This increase was mainly driven by the acquisition of Beroa in July 2014, which caused segment revenue to increase by Euro 66,951 thousand in 2014, and also reflected a partially offsetting one-time reallocation of Euro 17,144 thousand in revenue recorded in the T&T activity field in Mexico from the Solutions Segment in 2013 to the Services Segment in 2014. Excluding the impact of the Beroa transaction and this reallocation, Solutions Segment revenue declined by Euro 12,266 thousand, or 26.1%, during 2014. This decline principally resulted from a Euro 13,318 thousand reduction in revenue recorded by the Dominion 360° business in 2014 compared to 2013, which reflected the impact of the significant projects completed during 2013, leading to a peak in revenue in that year. This factor was slightly offset by a Euro 1,052 thousand increase in like-for-like revenue recorded by the Dominion Solutions business line in that year.

Contribution margin

2015 v. 2014

Dominion's consolidated contribution margin more than doubled during 2015, increasing from Euro 31,000 thousand in 2014 to Euro 64,530 thousand in 2015. Inclusion of the margins generated by the businesses acquired during 2014 in Dominion's consolidated financial results for the entire year in 2015 (instead of only part of the year, as in 2014) accounted for Euro 14,507 thousand of this increase. Excluding the impact of this factor, Dominion's consolidated contribution margin increased by Euro 19,023 thousand during 2015. Contribution margin expressed as a percentage of consolidated revenue increased from 10.6% in 2014 to 12.3% in 2015.

The key drivers for the changes in contribution margin experienced by Dominion's operating segments during the period under review are described in turn below.

- *Services Segment*: The contribution margin recorded by the Services Segment increased from Euro 15,018 thousand in 2014 to Euro 27,981 thousand in 2015. This increase was mainly attributable to the inclusion of the contribution margins earned by Beroa (Euro 6,382 thousand) and Bilcan/Near (Euro 1,809 thousand) during the entire year of 2015 (instead of only part of the year as in 2014). Excluding the impact of this factor, Services Segment contribution margin increased by Euro 4,772 thousand in 2015, reflecting higher margins in both the T&T (Euro 4,158 thousand) and Industry (Euro 614 thousand) activity fields. In particular, the T&T activity field benefited from the launch of a new high-margin commercial services contract with Yoigo in Spain and the strong performance of Dominion's Spanish and Peruvian telecom businesses, while the Industry activity field benefited from increased exposure to maintenance services in the Latin American region. Contribution margin expressed as a percentage of segment revenue increased from 7.9% in 2014 to 8.6% in 2015.

- *Solutions Segment*: The contribution margin recorded by the Solutions Segment increased from Euro 15,982 thousand in 2014 to Euro 36,549 thousand in 2015. This increase was partially attributable to the inclusion of the contribution margin earned by Beroa (Euro 5,412 thousand) and Bilcan/Near (Euro 904 thousand) for the entire year in 2015 compared to only part of the year, as in 2014. Excluding the impact of this factor, Solutions Segment contribution margin increased by Euro 14,251 thousand in 2015, comprising: (i) a Euro 5,683 thousand increase in the contribution margin of the T&T activity field, reflecting improving conditions in Latin America and continued strong performance by the Dominion 360° business; (ii) the first-time inclusion of Euro 4,517 thousand in contribution margin from the Renewable Energy activity field thanks to the launch of Dominion's inaugural solar PV project in Northern Mexico during 2015; and (iii) a Euro 4,051 thousand increase in the contribution margin of the Industry activity field, attributable to the positive outcome of current projects and improved margins thanks to various process optimization initiatives. Contribution margin expressed as a percentage of segment revenue increased from 15.7% in 2014 to 18.2% in 2015.

2014 v. 2013

Dominion's consolidated contribution margin increased from Euro 19,282 thousand in 2013 to Euro 31,000 thousand in 2014, an increase of Euro 11,718 thousand, or 60.8%. This increase was entirely driven by Dominion's acquisition of Beroa in July 2014, which added Euro 15,909 thousand in contribution margin on a consolidated basis in 2014. Excluding the impact of the Beroa transaction, Dominion's consolidated contribution margin decreased from Euro 19,282 thousand in 2013 to Euro 15,091 thousand in 2014, a decrease of Euro 4,191 thousand, or 21.7%. Contribution margin expressed as a percentage of consolidated revenue was 12.3% in 2013 and 10.6% in 2014.

The key drivers for the changes in contribution margin experienced by each of Dominion's operating segments during the period under review are described in turn below:

- *Services Segment:* The contribution margin recorded by the Services Segment increased from Euro 6,513 thousand in 2013 to Euro 15,018 thousand in 2014. This Euro 8,505 thousand increase was driven by (i) the impact of the acquisition of Beroa in July 2014, which added Euro 7,036 thousand to Services Segment contribution margin in 2014 and (ii) the Euro 2,431 thousand in contribution margin associated with the one-time reallocation of revenue recorded in the T&T activity field in Mexico from the Solutions Segment in 2013 to the Services Segment in 2014. Excluding the impact of the Beroa

transaction and this reallocation, the contribution margin of the Services Segment decreased by Euro 963 thousand, or 10.8%, in 2014, principally reflecting the costs associated with the startup of Dominion's operations in Peru and with the implementation of new services in the T&T activity field in Spain (Gerona). Contribution margin expressed as a percentage of Services Segment revenue increased from 7.1% in 2013 to 7.9% in 2014.

- *Solutions Segment:* The contribution margin recorded by the Solutions Segment increased from Euro 12,769 thousand in 2013 to Euro 15,982 thousand in 2014. This Euro 3,213 thousand increase was driven by the impact of the acquisition of Beroa in July 2014, which added Euro 8,873 thousand to Solutions Segment contribution margin in 2014. This factor was partially offset by the one-time reallocation of Euro 2,431 thousand in contribution margin generated in the T&T activity field in Mexico from the Solutions Segment in 2013 to the Services Segment in 2014. Excluding the impact of the Beroa transaction and this reallocation, the contribution margin of the Solutions Segment decreased by Euro 3,229 thousand, or 31.2%, in 2014. This decrease reflected a Euro 3,338 thousand decline in contribution margin earned by the Dominion 360° business in the T&T activity field in that year as a result of lower business volumes following the completion of significant projects during 2013, slightly offset by a Euro 109 thousand increase in the contribution margin recorded by the Dominion Solutions business in 2014. Contribution margin expressed as a percentage of Solutions Segment revenue was 19.9% in 2013 and 15.7% in 2014.

Central overhead costs

Dominion's central overhead costs amounted to Euro 7,903 thousand, Euro 8,742 thousand and Euro 22,977 thousand in 2013, 2014 and 2015, respectively.

The following table sets out the components of Dominion's central overhead costs for the periods indicated.

	Year Ended 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
Indirect operating expenses	(7,903)	(16,637)	(22,854)
Other income and expenses	-	7,895	(123)
Central overhead costs	**(7,903)**	**(8,742)**	**(22,977)**

2015 v. 2014

The Euro 14,235 thousand increase in central overhead costs experienced during 2015 was principally driven by the inclusion of the central overhead costs associated with the Beroa, Bilcan and Near businesses in Dominion's consolidated financial results for the entire year in 2015 (instead of only part of the year, as in 2014). This increase also reflected the impact of the non-recurring accounting revaluation that had reduced central overhead costs in 2014.

2014 v. 2013

The Euro 839 thousand, or 10.6%, increase in central overhead costs recorded during 2014 reflected the combined impact of a Euro 8,734 thousand, or 110.5%, increase in indirect personnel expenses and other indirect operating expenses following the inclusion of central overhead costs associated with the Beroa business for the first time. This factor was partly offset by Euro 7,895 thousand in other income recorded in that year as a result of the accounting revaluation of Dominion's pre-existing stake in Beroa following its acquisition of a controlling stake as of 1 July 2014.

Depreciation and amortisation

2015 v. 2014

In 2015, Dominion recorded: (i) depreciation of Euro 6,757 thousand (representing a Euro 2,340 thousand increase compared to Euro 4,417 thousand of depreciation recorded in 2014); (ii) amortisation (excluding intangible assets resulting from the Beroa acquisition) of Euro 4,144 thousand (representing a Euro 1,401 thousand decrease compared to Euro 5,545 thousand of amortisation recorded in 2014); and (iii) amortisation of intangible assets resulting from the Beroa acquisition of Euro 1,472 thousand (which will recur annually until 2019). The increase in depreciation reflected the inclusion of Beroa in Dominion's consolidated financial results for the entire year in 2015 (instead of only part of the year, as in 2014). The decrease in amortisation reflected a change in the mix of Dominion's stock of intangible assets following the capitalization of R&D associated with the development of Dominion's *Bank in Box* and *Industry in Box* products. As these assets have relatively long useful lives, the amortization recognized in any given year for these products is relatively lower compared to Dominion's other intangible assets.

2014 v. 2013

In 2014 Dominion recorded: (i) depreciation of Euro 4,417 thousand (representing a Euro 1,052 thousand increase compared to Euro 3,365 thousand of depreciation recorded in 2013); (ii) amortisation (excluding intangible assets resulting from the Beroa acquisition) of Euro 5,545 thousand (representing a Euro 3,913 thousand increase compared to Euro 1,632 thousand of amortisation recorded in 2013); and (iii) amortisation of intangible assets resulting from the Beroa acquisition of Euro 735 thousand. These increases were driven both by the acquisition of Beroa and increased amortisation as a result of the capitalization of R&D expenses.

Operating profit

2015 v. 2014

The Euro 17,619 thousand, or 152.4%, increase in Dominion's operating profit during 2015 was mainly driven by (i) the inclusion of the margins generated by the businesses acquired during 2014 in Dominion's consolidated financial results for the entire year in 2015 (instead of only part of the year, as in 2014) and (ii) the improved performance of the business as described above.

2014 v. 2013

The Euro 5,179 thousand, or 81.2%, increase in Dominion's operating profit during 2014 was mainly driven by the acquisition of Beroa, and specifically reflected the combined impact of the increase in operating income and the relatively lower increase in operating expenses as described above.

Net finance expense

Net finance expense represents the net result of finance expense less finance income adjusted for net exchange differences.

2015 v. 2014

In 2015 Dominion recorded:

- financial expense of Euro 8,258 thousand, which was roughly in line with the Euro 8,192 thousand of financial expense that it recorded in 2014. The increase in the Group's financial expense in 2015 as compared to 2014 was primarily attributable to the increase in the Group's total indebtedness (including as a result of Beroa and Belcan/Near being included in Dominion's consolidated financial results for the entire year in 2015 instead of only part of the year, as in 2014), although this increase was to a large extent offset by lower interest rates that the Group was able to achieve.

- financial income of Euro 1,393 thousand, which represented a Euro 3,443 thousand decrease from the Euro 4,836 thousand of financial income that it recorded in 2014 (reflecting lower market returns earned on financial assets during 2015 and the income arising in connection with the cancellation of Euro 3,216 thousand of Beroa indebtedness assumed by Dominion following its acquisition in 2014); and

- net exchange gains of Euro 261 thousand, which represented a Euro 2,810 thousand decrease from the Euro 3,071 thousand in net exchange gains recorded in 2014 (reflecting the combined impact during 2015 of the significant depreciation of the Brazilian real, the Mexican peso and the Argentine peso and the significant appreciation of the US dollar and the Saudi riyal against the Euro during the period under review. It should be considered that Beroa impact of exchange rates in 2014 are covering only the second half of the year. The effect of the first half is included as a total result in the line "Share in results obtained by associates".

2014 v. 2013

In 2014 Dominion recorded:

- financial expense of Euro 8,192 thousand (representing a Euro 1,835 thousand increase compared to Euro 6,357 thousand of financial expense recorded in 2013), mainly reflecting the more frequent use of financial guarantees following the acquisition of Beroa;

- financial income of Euro 4,836 thousand, which reflected both (i) income arising in connection with the cancellation of Euro 3,216 thousand of Beroa indebtedness assumed by Dominion following its acquisition of that company and (ii) income earned on investments; and

- net exchange gains of Euro 3,071 thousand, which represented a difference of Euro 3,467 thousand compared to the Euro 396 thousand in net exchange losses recorded in 2013. This trend reflected the movement in foreign exchange rates (principally the US dollar-Euro rate) during the period under review.

Share in results obtained by associates

During 2015, Dominion's share in results obtained by associates amounted to Euro 839 thousand and principally related to Sociedad Concesionaria Salud Siglo XXI, S.A. ("Siglo XXI"), which is the project company through which Dominion holds its equity stake in the Antofagasta hospital project in Chile. During 2014, Dominion's share in results obtained by associates amounted to negative Euro 1,977 thousand, and principally related to minority interest in Beroa, which was in financial difficulty and recorded net losses prior to Dominion's acquisition of control over Beroa.

Income tax

Dominion's income tax expense represents the sum of the current tax expense and the effect of the changes in deferred tax assets and liabilities and reported tax loss and tax credit carry-forwards. Current income tax expense is calculated by aggregating the current tax arising from the application of the tax rate to the taxable profit (tax loss) for the year, after deducting the tax credits allowable for tax purposes, plus the change in deferred tax assets and liabilities, and any tax loss and tax credit carry-forwards.

Dominion recognized income tax expense of Euro 4,425 thousand in 2015, equivalent to an effective tax rate of 18.9% in that year. This relatively low effective tax rate reflected both the usage by Dominion of tax loss carry-forwards generated in prior periods in order to reduce its taxable income in Spain and the recognition of certain tax credits in the United States that will be used in the coming years.

Dominion recognized income tax expense of Euro 3,857 thousand in 2014, equivalent to an effective tax rate of 41.5% in that year.

Dominion recorded a gain of Euro 5,640 thousand on account of income taxes in 2013 as a result of the recognition in that year of a significant amount of tax loss carry-forwards generated in prior periods in order to reduce its taxable income in Spain.

The significant variability in Dominion's effective tax rate during the period under review was largely driven by the Beroa acquisition, which significantly added to Dominion's stock of tax loss carry-forwards, as well as by the complex rules applicable to the appropriate utilization of such tax loss carry-forwards in a multinational setting. Going forward, Dominion believes that its effective tax rate should generally be approximately 30%.

Profit for the year

As a result of the factors described above, Dominion's profit for the year increased from Euro 5,270 thousand in 2013 to Euro 5,588 thousand in 2014 and further increased to Euro 18,423 thousand in 2015.

Consolidated balance sheet data

The following table sets out Dominion's total assets (net magnitudes) of consolidated balance sheet data as at the dates indicated:

	At 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
ASSETS			
Non-current assets			
Property, plant and equipment	5,563	39,902	37,450
Intangible assets	13,635	22,831	21,212
Goodwill	20,868	194,604	199,341
Investments in associates	10,000	-	7,269
Non-current financial assets	7,381	6,324	4,626
Deferred tax assets	25,475	33,648	35,914
Other non-current assets	30	-	1,955
	82,952	**297,309**	**307,767**
Current assets			
Inventories	5,772	18,071	25,772
Trade and other receivables	32,213	108,075	143,131
Other current financial assets	12,624	26,904	18,877
Current tax assets	5,275	7,792	7,861
Other current assets	275	2,463	1,333
Cash and cash equivalents	15,264	73,550	90,942
	71,423	**236,855**	**287,916**
Total assets	**154,375**	**534,164**	**595,683**

In 2015 the provisional accounting for the assignment of the price of the business combinations that were carried out during 2014 was completed. As a result of the definitive closing of those accounts the comparative figures for 2015 have been modified to reflect the definitive assignment since the acquisition date. The amendments made to the figures for 2014 with respect to the figures included in the approved consolidated annual accounts for 2014 were as follows:

	Debit/(Credit)
Goodwill	5,127
Customer portfolio	(2,500)
Deferred tax liability	(2,240)
Accrued wages and salaries pending payment	(387)

Property, plant and equipment

Property, plant and equipment amounted to Euro 5,563 thousand, Euro 39,902 thousand and Euro 37,450 thousand at 31 December 2013, 2014 and 2015, respectively.

The decrease from year-end 2014 to year-end 2015 reflected both higher depreciation (Euro 6,757 thousand recorded in 2015 compared to Euro 4,417 thousand in 2014) and the disposals of machinery and equipment no longer used (Euro 954 thousand recorded in 2015 compared to Euro 739 thousand in 2014).

The increase from year-end 2013 to year-end 2014 principally reflected the inclusion of Euro 31.7 million in tangible fixed assets of Beroa (principally equipment and machinery) following its acquisition in that year.

Intangible assets

Intangible assets amounted to Euro 13,635 thousand, Euro 22,831 thousand and Euro 21,212 thousand at 31 December 2013, 2014 and 2015, respectively.

The decrease from year-end 2014 to year-end 2015 reflected a write down of intangible assets in the amount of Euro 2,500 thousand taken as a result of the finalization of the Purchase Price Allocation ("PPA") process carried out with respect to the business combinations completed by Dominion during 2014, which reduced the value of certain assets initially booked at higher values at year-end 2014.

The increase from year-end 2013 to year-end 2014 principally reflected the inclusion of the intangible assets of Beroa following its full consolidation, including Euro 10,500 thousand in intangible assets (mainly corresponding to backlog and customer portfolio) that arose in the initial phase of the post-acquisition PPA process.

Goodwill

Goodwill amounted to Euro 20,868 thousand, Euro 194,604 thousand and Euro 199,341 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase from year-end 2014 to year-end 2015 reflected the combined impact of (i) Euro 5,127 thousand of additional goodwill booked as a result of the PPA process undertaken in connection with the business combinations completed by Dominion during 2015 and (ii) a Euro 390 thousand reduction of the value expressed in Euro of goodwill denominated in currencies other than the Euro as a result of exchange rate variations. This trend also reflected a change in the mix of Dominion's stock of intangible assets following the capitalization of R&D associated with the development of Dominion's *Bank in Box* and *Industry in Box* products.

The increase from year-end 2013 to year-end 2014 reflected the impact of the acquisitions of Beroa, which generated additional goodwill of Euro 111,756 thousand, and Bilcan and Near, which generated additional goodwill of Euro 61,908 thousand in the aggregate.

With respect to the Beroa transaction, the fair value of the net negative assets acquired was Euro 38.5 million, with goodwill amounting to Euro 116.5 million. With respect to the Bilcan and Near transactions, the fair value of the net negative assets acquired was Euro 20.9 million in the aggregate, with goodwill amounting to Euro 62.3 million.

Dominion tests annually whether goodwill has suffered any impairment, in accordance with IFRS accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. Dominion has verified that in 2015, 2014 and 2013 goodwill did not suffer any impairment and there is sufficient estimated value-in-use in accordance with the assumptions indicated in Notes 4.1 and 7 to the 2015 and 2014 Audited Consolidated Financial Statements, and the estimate is higher than 50% at all "Cash Generating Units" (single part of activity to which the goodwill is associated) in each of the three years.

Investments in associates

Investments in associates amounted to Euro 10,000 thousand and Euro 7,269 thousand at 31 December 2013 and 2015, respectively.

The figure at 31 December 2013 reflected Dominion's investment in Beroa, which at that time was equivalent to a 22.73% equity stake, which was reversed in 2014 as a result of Beroa's full consolidation in that year.

The figure at 31 December 2015 mainly reflected Dominion's investment in Siglo XXI.

Deferred tax assets

Deferred tax assets amounted to Euro 25,475 thousand, Euro 33,648 thousand and Euro 35,914 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase from year-end 2014 to year-end 2015 reflected the inclusion of Euro 2,200 thousand of deferred tax assets in the United States as a result of the return to profitability of certain subsidiaries in these countries.

The increase from year-end 2013 to year-end 2014 reflected the acquisition of Beroa, Bilcan and Near during 2014, which caused an Euro 8,037 thousand increase in Dominion's deferred tax assets.

Inventories

Inventories amounted to Euro 5,772 thousand, Euro 18,071 thousand and Euro 25,772 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase from year-end 2014 to year-end 2015 reflected the inclusion of inventories recorded by Interbox, S.A. (part of the commercial services business line of the Services Segment) which commenced operations in June 2015.

The increase from year-end 2013 to year-end 2014 reflected the inclusion of inventories recorded by Beroa and Bilcan (amounting to Euro 7,695 thousand and Euro 4,512 thousand, respectively) as a result of their acquisition by Dominion during 2014.

Trade and other receivables

Trade and other receivables amounted to Euro 32,213 thousand, Euro 108,075 thousand and Euro 143,131 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase from year-end 2014 to year-end 2015 mainly reflected the inclusion of trade receivables generated by Interbox Technology, S.L. ("**Interbox**") from June 2015, a company which provides Telecom Commercial Services in Spain, as well as the increase in activity levels in Peru and in the Industry activity field generally during that period.

The increase from year-end 2013 to year-end 2014 reflected the inclusion of trade and other receivables recorded by Beroa, Bilcan and Near (amounting to Euro 63,538 thousand, Euro 12,070 thousand and Euro 8,052 thousand, respectively) following their acquisition in that year.

Cash and cash equivalents

Cash and cash equivalents amounted to Euro 15,264 thousand, Euro 73,550 thousand and Euro 90,942 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase throughout the period under review was attributable to the need to accumulate cash in order to meet Dominion's increasing need for working capital, in line with the expansion of its business, as well as to pay the deferred consideration in relation to the acquisition of Beroa.

	At 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
LIABILITIES & EQUITY			
Non-current liabilities			
Deferred Income	-	-	175
Non-current provisions	610	25,086	23,029
Non-current borrowings	7,300	40,762	115,469
Deferred tax liabilities	43	5,958	7,144
Borrowing from parent company	32,069	48,057	-
Other non-current liabilities	2,934	59,226	31,634
	42,956	**179,089**	**177,451**
Current liabilities			
Current provisions	-	2,294	2,487
Current borrowings	15,010	30,885	17,110
Trade and trade payables	38,465	148,959	243,060
Current tax liabilities	7,190	16,896	17,896
Current financial liabilities	-	883	468
Borrowings from parent company	-	11,900	-
Other current liabilities	17,305	44,128	35,434
	77,970	**255,945**	**316,455**
Equity			
Share capital	8,971	13,177	13,177
Share premium	92,763	132,491	132,491
Treasury shares	(1,807)	(1,807)	(1,807)
Retained earnings	(61,701)	(44,353)	(33,839)
Cumulative exchange differences	(4,777)	(3,812)	(13,068)
	33,449	**95,696**	**96,954**
Non-controlling shareholdings	-	3,434	4,823
	33,449	**99,130**	**101,777**
Total liabilities and equity	**154,375**	**534,164**	**595,683**

Provisions

Non-current provisions amounted to Euro 610 thousand, Euro 25,086 thousand and Euro 23,029 thousand at 31 December 2013, 2014 and 2015, respectively. Current provisions amounted to Euro 0 thousand, Euro 2,294 thousand and Euro 2,487 thousand at 31 December 2013, 2014 and 2015, respectively.

The decrease from year-end 2014 to year-end 2015 mainly reflected the application of previously taken provisions in an amount greater than additions (Euro 2,851 thousand and Euro 1,873 thousand, respectively).

The increase from year-end 2013 to year-end 2014 mainly reflected the inclusion, following the acquisition of the Beroa Group by Dominion in that year, of (i) Euro 23,590 thousand in provisions for pension liabilities and risk provisions recorded by Beroa's German and French subsidiaries and (ii) Euro 2,294 thousand in provisions recorded by Beroa in relation to project guarantees.

Borrowings

Dominion's non-current and current borrowings amounted to Euro 22,310 thousand, Euro 71,647 thousand and Euro 132,579 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase from year-end 2014 to year-end 2015 reflected the borrowings under the new credit facilities that were used to repay Dominion’s borrowings from its parent, CIE Automotive, in December 2015.

The increase from year-end 2013 to year-end 2014, Euro 49,337 thousand, reflected the acquisition of Beroa, Bilcan and Near in that year, which led to the inclusion of Euro 16,142 thousand of debts recorded by these target companies, as well as Euro 20,513 thousand of new loans disposed and Euro 12,682 thousand of credits and commercial invoices disposed.

Borrowings from parent

Dominion's non-current and current borrowings from its parent company CIE Automotive amounted to Euro 32,069 thousand and Euro 59,957 thousand at 31 December 2013 and 2014, respectively. This increase was mainly used to finance the assumption of Beroa's indebtedness in connection with its acquisition by Dominion as well as Dominion's acquisition of Bilcan and Near. These amounts were entirely refinanced by the borrowings under the new credit facilities entered into by Dominion in December 2015 and Dominion does not currently have any outstanding borrowings from CIE Automotive.

Deferred tax liabilities

Deferred tax liabilities amounted to Euro 43 thousand, Euro 5,958 thousand and Euro 7,144 thousand at 31 December 2013, 2014 and 2015, respectively. The increase from year-end 2014 to year-end 2015 reflected the result of the Purchase Price Allocation (PPA) process undertaken in connection with the business combinations completed by Dominion during 2015, which caused the inclusion of a deferred tax liability in the amount of Euro 2,240 thousand. The increase from year-end 2013 to year-end 2014 reflected the inclusion of Euro 5,791 thousand in deferred tax liabilities recorded by Beroa following its acquisition by Dominion during 2014.

Trade and other payables

Trade and other payables amounted to Euro 38,465 thousand, Euro 148,959 thousand and Euro 243,060 thousand at 31 December 2013, 2014 and 2015, respectively.

The increase from year-end 2014 to year-end 2015 reflected mainly the inclusion of trade payables generated by Interbox from June 2015. It also reflected the impact of the Bilcan and Near acquisitions, which helped Dominion to generate negative working capital during that period.

The increase from year-end 2013 to year-end 2014 reflected the inclusion of trade and other payables recorded by Beroa, Bilcan and Near (amounting to Euro 60,880 thousand, Euro 33,372 thousand and Euro 4,472 thousand, respectively) following their acquisition during 2014. In particular, suppliers increased from Euro 36,952 thousand in 2013 to Euro 118,762 thousand in 2014 and customer prepayments increased from Euro 163 thousand in 2013 to Euro 24,050 thousand in 2014.

Other non-current and current liabilities

Other non-current and current liabilities amounted to Euro 20,239 thousand, Euro 103,354 thousand and Euro 67,068 thousand at 31 December 2013, 2014 and 2015, respectively. A breakdown of the components of this item for the periods indicated is set out in the following table:

	At 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
Asset suppliers	11,135	1,769	1,792
Accrued wages and salaries pending payment	5,396	20,239	16,404
Deferred acquisition payables	-	42,000	34,089
Accrual accounts	50	8,114	597
Minority shareholder put options	-	3,880	9,055
Deferred taxes and social security	-	944	385
Other current payables to related parties	906	-	-
Other liabilities	2,752	26,408	4,746
Other current and non-current liabilities	**20,239**	**103,354**	**67,068**

The decrease from year-end 2014 to year-end 2015 reflected (i) Dominion's payment of the first installment of the acquisition price for Beroa in July 2015 (Euro 7,911 thousand), (ii) deferred consideration owed to the former shareholders of Bilcan and Near (Euro 16.6 million) and (iii) a sharp reduction in accrual accounts (Euro 7,517 thousand). Partially offsetting these factors was a new liability that was recorded in relation to a put/call option granted to the owners of the 20% minority stake in Dominion's Italian subsidiary (Euro 5,175 thousand).

The consolidation of Beroa, Bilcan and Near during 2014 added Euro 43,268 thousand to Dominion's other current and non-current liabilities as of 31 December 2014, and also added Euro 42,000 thousand to its indebtedness at that same date (on account of the deferred purchase price consideration payable to the shareholders of Beroa in three annual installments in 2015, 2016 and 2017. On the other hand, Dominion paid down Euro 10,950 thousand of payables to fixed assets suppliers during 2014 that were pending at December 31, 2013.

Shareholder equity

It should be noted that Dominion's shareholders executed a Euro 43,934 thousand capital increase that was called during 2014 in order to accommodate the needs of the Beroa and Bilcan businesses acquired in that year. There was no change to shareholder equity during 2015.

Non-controlling interests

There was a reduction of non-controlling interests during 2015 following an agreement to acquire a portion of the non-controlling interests in Dominion's Italian subsidiary. This factor was offset in part by the additional non-controlling interest that was added as a result of Dominion's acquisition of Interbox.

Non-controlling interests arising in 2014 arose almost entirely from the minority investments in the Beroa Group subsidiaries located in Italy, Argentina and Saudi Arabia (which were acquired in that year).

Liquidity and Capital Resources

Sources of liquidity

Historically, Dominion has funded its operations primarily through cash flows from operations, loans and equity financing received from shareholders and bank borrowings. Its primary uses of liquidity are to fund acquisitions, meet debt service obligations and fund capital investments.

Dominion estimates that it will receive net proceeds of Euro 144 million from this Offering, based on the initial public offering price of Euro between Euro 2.6 and Euro 3.2 per share, after deducting the underwriting discounts and commissions and estimated offering expenses of Euro 6 million payable by Dominion. These funds will be used to fund growth, including the investments and expenses related to pursuing new business opportunities in accordance with its business strategy (see "*Business—Strategy*"), as well as for other general corporate purposes,

including, among other things, the enhancement of the solidity of its balance sheet to contribute to position the Company in a clear market advantage when bidding for new relevant projects. See "*Use of Proceeds*".

In December 2015, Dominion refinanced its outstanding borrowings from CIE Automotive by entering into four separate loan facility agreements with Banco de Sabadell, S.A., Banco Santander, S.A., Caixabank, S.A. and Kutxabank, S.A., respectively, for a maximum aggregate principal amount of Euro 60 million. Interest on borrowings under these credit lines is based on slightly different spreads to the Euro Interbank Offer Rate ("**Euribor**"), which is a daily reference rate published by the European Banking Federation. These facilities each have a term of 18 months, with stated maturity dates in June 2017, and contain customary events of default. See "*Material Contracts*". Dominion intends to refinance these credit lines with a syndicated long term facility during 2016.

In addition, as of 31 December 2015, other bank borrowings amounted to Euro 35,461 thousand. These borrowings mature from 2016 to 2017 and bear interest based on slightly different spreads to Euribor. These borrowings contain customary events of default. See "*Material Contracts*".

Finally, Dominion is a party to a number of credit lines. Amounts borrowed under these credit lines bear interest based on a spread to Euribor. As of 31 December 2015, Euro 37,118 thousand had been drawn down under these credit lines, representing 86% of the maximum aggregate principal amounts available thereunder. All of these credit lines contain customary events of default. See "*Material Contracts*".

As of 31 December 2015, Dominion's consolidated cash and cash equivalents amounted to Euro 90,942 thousand and its other current financial assets amounted to Euro 18,877 thousand. These amounts were held strictly for working capital purposes, as Dominion does not enter into investments for trading or speculative purposes.

Dominion's future cash requirements will depend upon many factors, including its rate of revenue growth and the amount and timing of any future capital expenditures. If its cash flows from operations, undrawn amounts available under credit facilities and cash balances should prove to be insufficient to satisfy its liquidity requirements, it may need to raise additional funds through equity, equity-linked or debt financings to support its operations, and such financing may not be available on favorable terms, or at all. Dominion may also need to raise additional funds in the event it determines to effect one or more acquisitions of businesses, technologies or assets. If Dominion is unable to raise additional funds when needed, its operations and results of operations may be adversely affected. If Dominion raises additional funds through the incurrence of indebtedness, such indebtedness would have rights that are senior to holders of equity securities and could contain covenants that restrict its operations. Any additional equity financing would be dilutive to shareholders.

Cash Flows

The following table sets forth Dominion's cash flows for the periods indicated:

	Year Ended 31 December		
	2013	2014	2015
	(in thousands of Euro)		
Cash flows from continuing and discontinued operations	7,258	59,131	64,621
Interest paid	(6,357)	(8,192)	(8,258)
Interest collected	1	4,836	1,393
Taxes paid	(1,744)	(1,608)	(5,020)
Cash flows from (used in) operating activities	**(842)**	**54,167**	**52,736**
Acquisition/disposal of subsidiaries, net of cash acquired	-	13,939	(7,911)
Acquisition of property, plant, equipment and intangible assets	(2,648)	(18,722)	(12,519)
Income from sale of property, plant, equipment and intangible assets	39	998	1,205
Acquisition of financial assets	(18,395)	(6,820)	(7,477)
Disposals of financial assets	99	18,238	8,223
Acquisition / Disposals of other assets	-	-	(455)
Payments received/(made) as a result of interests in associates	(10,000)	-	-
Cash flows from (used in) investing activities	**(30,905)**	**7,633**	**(18,934)**
Acquisition of treasury shares	(1,179)	-	-
Share capital increase	60,000	-	-
Income from loans granted	4,839	31,352	98,130
Repayment of bank loans	(10,723)	(62,754)	(37,198)
Repayment of other debts	-	-	(16,597)
Variation of long term debts	-	-	(68)
Dividends to non-controlling interests	-	-	(720)
Issue/repayment of borrowings to/from group companies	(23,781)	27,888	(59,957)
Cash flows from (used in) financing activities	**29,156**	**(3,514)**	**(16,410)**
Cash, cash equivalents and bank overdrafts at beginning of year	17,855	15,264	73,550
Cash, cash equivalents and bank overdrafts at end of year	15,264	73,550	90,942
Net increase/(decrease) in cash, cash equivalents and bank overdrafts	**(2,591)**	**58,286**	**17,392**

Cash flows from (used in) operating activities

Dominion's operating activities used Euro 842 thousand of cash in 2013 and generated Euro 54,167 thousand and Euro 52,736 thousand of cash in 2014 and 2015, respectively.

Net cash flows from operating activities decreased by Euro 1,431 thousand from 2014 to 2015 despite an increase of Euro 5,490 thousand in Dominion's cash flow from continuing and discontinued operations. This was mainly due to lower interest collected and higher taxes paid compared to 2014.

Net cash flows from operating activities increased significantly from 2013 to 2014, mainly due to the improvement in cash flows from continuing and discontinued operations from Euro 7,258 thousand in 2013 to Euro 59,131 thousand in 2014. This trend was driven by the consolidation of Beroa as from 1 July 2014 as well as by the improvements in Dominion's working capital position achieved during that year, mainly reflecting the effective management of working capital achieved by Beroa as well as Dominion's improved financial performance in that year.

Cash flows from (used in) investing activities

Dominion's investing activities used Euro 30,905 thousand of cash in 2013, generated Euro 7,633 thousand of cash in 2014 and used Euro 18,934 thousand of cash in 2015.

Dominion's investing activities consumed Euro 18,934 thousand of cash in 2015, which was mainly attributable to the payment of the first tranche of deferred consideration in relation to the Beroa acquisition, offset in part by the cash that was held by the companies it acquired.

Dominion's investing activities generated Euro 7,633 thousand of cash in 2014 as a result of the acquisitions of Beroa, Bilcan and Near in that year. These transactions generated positive cash flow for Dominion as a result of the cash it

acquired in connection with these transactions. In addition, disposals of financial assets generated Euro 18,238 thousand of cash in 2014 following the elimination of credits to Beroa upon its full consolidation as from July 2014.

Dominion's investing activities consumed Euro 30,905 thousand of cash in 2013. These amounts were used mainly for the acquisition of Dominion's initial 22.73% stake in Beroa (Euro 10,000 thousand) and to fund an intercompany loan extended by Dominion to Beroa (Euro 11,156 thousand), in addition to Dominion's normal capital expenditure needs and the creation of new financial deposits (Euro 6,387 thousand).

Cash flows from (used in) financing activities

Dominion’s financing activities generated Euro 29,156 thousand in cash in 2013 and used Euro 3,514 thousand and Euro 16,410 thousand in cash during 2014 and 2015, respectively.

Dominion’s financing activities consumed Euro 16,410 thousand of cash in 2015 mainly due to the utilization of new amounts borrowed from banks to extinguish its former shareholder loans and other non-financial liabilities.

Dominion's financing activities consumed Euro 3,514 thousand of cash in 2014 which mainly reflected the repayment of bank loans higher than the income from other bank loans and Group loans.

Dominion's financing activities generated Euro 29,156 thousand of cash in 2013, mainly due to the Euro 60,000 thousand share capital increase transaction that was completed in 2013. The cash generated by this transaction was used in part to fund the repayment of an intercompany loan from Dominion's parent as well as certain bank loans.

Net Financial Debt

The following table sets out Dominion's net financial debt as of the dates indicated:

	At 31 December		
	2013	**2014**	**2015**
	(in thousands of Euro)		
Non-current borrowings	7,300	40,762	115,469
Non-current borrowings from parent	32,069	48,057	-
Current borrowings	15,010	30,885	17,110
Current borrowings from parent	-	11,900	-
Other (derivatives)	-	883	468
Financial debt [(1)]	**54,379**	**132,487**	**133,047**
Other current financial assets	(12,624)	(26,904)	(18,877)
Cash and cash equivalents	(15,264)	(73,550)	(90,942)
Net financial debt	**26,491**	**32,033**	**23,228**

[(1)] Calculation of financial debt does not include the amounts recorded under "Other non-current liabilities" and "Other current liabilities" that are including “soft loans (non-current / current)” of €3,773 thousand and “financial leases” of €1,213 thousand, as of 31 December 2015.

Contractual Obligations and Other Long-Term Liabilities

The following table discloses aggregate information about material contractual obligations and other long-term obligations and periods in which payments were due as of 31 December 2015. Future events could cause the amounts and timing of actual payments to differ from these estimates.

	Less than 1 year	1 to 5 years	More than 5 years	Total
		(Unaudited)		
		(in thousands of Euro)		
Short-term borrowings	17,110	-	-	17,110
Long-term borrowings (excluding current portion)	-	112,560	2,909	115,469
Finance leases	283	930	-	1,213
Deferred purchase obligations in relation to Beroa transaction[1]	14,430	19,659	-	34,089
Soft financing	390	2,228	1,155	3,773
Interest expense	2,601	2,336	240	5,177
Total	**34,814**	**137,713**	**4,304**	**176,831**

[1] Estimated deferred purchase price to be paid. Actual payments will depend upon the EBITDA of Beroa in 2015 and 2016. See *"--Factors Affecting Results of Operations--Impact of recent acquisitions"* and "*Material Contracts.*"

The commitment amounts in the table above are associated with contracts that are enforceable and legally binding and that specify all material terms, including interest on long-term debt, fixed or minimum services to be used, fixed, minimum or variable price provisions, and the approximate timing of the actions under the contracts. The table does not include (i) obligations under agreements that Dominion may cancel without a significant penalty and (ii) obligations under long-term defined benefit obligations and pension plans amounting to Euro 14,798 thousand in the aggregate.

The nominal amounts payable under Dominion's outstanding borrowings as of 31 December 2015 in each of the next three years are set out in the following table.

Maturity of outstanding loans	**Nominal amounts payable as of 31 December 2015**
	(in thousands of Euro)
2016	17,110
2017	104,640
2018	2,639
2019	2,640
2020 and following	5,550
Total	132,579

Capital Expenditures

The following table sets out Dominion's capital expenditures for the periods indicated:

	For the year ended 31 December		
	2013	**2014**	**2015**
		(Unaudited)	
		(in thousands of Euro)	
Capital expenditures			
Maintenance capital expenditures[1]	2,696	5,807	5,581
Expansion capital expenditures[2]	11,505	-	7,932
M&A capital expenditures[3]	10,000	3,600	-
R&D and other intangible capital expenditures[4]	1,956	3,549	6,960
Total capital expenditures	**26,157**	**12,956**	**20,473**

[1] Consists of investment in maintaining Dominion's stock of tangible assets.
[2] Consists of payments to obtain certain software licenses (2013) and Dominion's equity investment in the Antofagasta hospital project (2015).
[3] Consists of consideration paid in relation to the acquisitions of Beroa, Bilcan and Near.
[4] Consists of investment in the development of internal solutions such as *Bank in a Box* and other intangible assets.

Off-Balance Sheet Arrangements

At 31 December 2015, Dominion had Euro 111,450 thousand in commercial guarantees in place, primarily performance bonds and similar financial instruments to support the activities of its Dominion 360° business.

These guarantees issued by financial institutions are presented to customers as a compromise of the good performance of contracts, advanced payments received from customers, the coverage of warranty periods and the support for proposal or tenders. The breach of these commitments entail the enforcement of these guarantees with cash out flow, whose probability of occurrence is considered remote.

In addition, Dominion makes use of factoring lines to discount receivables from certain of its large creditworthy customers on a non-recourse basis in order to improve its liquidity position.

In recent years Dominion has frequently benefited from parent guarantees obtained from CIE Automotive in support of its various projects and initiatives. Although following this offering there will not be any formal agreement in place between Dominion and its parent to govern the issuance of such guarantees, Dominion believes that CIE Automotive will continue to support its business through the issuance of such guarantees when appropriate.

Dominion does not have any relationships with unconsolidated entities or financial partnerships, including entities sometimes referred to as structured finance or special purpose entities, for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. It does not engage in off-balance sheet financing arrangements nor in any trading activities involving non-exchange traded contracts. Therefore, Dominion believes that it is not exposed to any of the financing, liquidity, market or credit risks that could arise if it had engaged in these relationships.

Qualitative and Quantitative Disclosure about Market Risks

Dominion's activities expose it to a variety of financial risks, including liquidity risk, market risk (including interest rate risk and foreign exchange rate risk) and credit risk, which are briefly described below.

Liquidity risk

Dominion seeks to manage its liquidity risk by maintaining sufficient levels of cash and marketable securities, as well as appropriate access to funding through committed credit facilities. In this respect, in preparation for this offering, Dominion has refinanced the pre-existing inter-company credit lines from its parent CIE Automotive Group, replacing them with standard bank credit facilities. Additionally, and on the basis of its liquidity needs, Dominion uses liquidity financial instruments (factoring without recourse and the sale of financial assets representing receivables, through which the risks and rewards on accounts receivable are transferred) that, in accordance with its policy, do not exceed approximately one third of overdue trade and other receivable balances in order to maintain liquidity levels and the structure of working capital required under its business plans.

Interest rate risk

Dominion's interest rate risk derives from non-current and current borrowings, which accrue an interest rate indexed to the Euribor, plus a spread. Dominion analyses its exposure to interest rate risk on a dynamic basis and manages the interest rate risk on cash flows, when management considers it necessary, using interest-rate swaps. See Note 3.1.a).iii) to the 2015 Audited Consolidated Financial Statements.

In order to manage this risk factor, Dominion uses financial derivatives that may qualify as hedging instruments and therefore hedge accounting. The corresponding accounting standard (IAS 39) does not specify the type of derivatives that may be considered hedging instruments except for options issued or sold. It does, however, specify the prerequisites for consideration as hedging instruments. In line with the management of foreign exchange risk, the arrangement of any financial derivative which is suspected not to comply with the prerequisites for consideration as a hedging instrument requires the express approval of the relevant management body. By way of example, the basic hedging instruments are interest rate swaps: Through these derivatives, these Group segments convert the variable interest rate reference of a loan to a fixed reference with respect to either all or part of the amount of the loan, affecting all or part of the life of the loan.

Dominion's sensitivity to interest rate risk is limited to the direct effect of changes in interest rates applied to financial instruments subject to recognised interest in the balance sheet. The sensitivity of the income statement to a 1% change in interest rates would have an effect of approximately Euro 3,269 thousand on profits before tax recorded in 2015.

Exchange rate risk

The presence of Dominion in the international market requires it to arrange an exchange rate risk management policy. The basic objective is to reduce the negative impact on operations in general and on the income statement in particular of the variation in exchange rates such that it is possible to protect against adverse movements and, if appropriate, leverage a favorable development.

In particular, Dominion reviews all expected cash flows in currencies other than the Euro over a specific time period, including assets and liabilities denominated in foreign currencies and firm or highly probable commitments for purchases or sales in currencies other than the Euro. Assets and liabilities denominated in foreign currency are subject to management, irrespective of timing, while firm commitments for purchases or sales are also subject to management if they are expected to be recognised on the balance sheet within a period of no more than 18 months. In order to manage these risks Dominion makes use of:

- Forward currency purchases/sales: An exchange rate known at a specific date is fixed which may, moreover, be subject to timing adjustments in order to adapt and apply it to cash flow.

- Other instruments: Other hedging derivatives may also be used, the arrangement of which will require specific approval by the relevant management team. This body will have to be informed beforehand as to whether or not it complies with the necessary requirements to be regarded as a hedge instrument, therefore qualifying for the application of the rule on hedge accounting.

See Note 17.(a) to the 2015 Audited Consolidated Financial Statements.

Dominion protects against loss of value as a result of movements in the exchange rates other than the euro in which its investments in foreign operations are denominated by similarly denominating, to the extent possible, its borrowings in the currency of the countries of these operations if the market is sufficiently deep or in a strong currency such as the dollar, insofar as dollar correlation to the local currency is significantly higher than that of the euro. Correlation, estimated cost and depth of the debt and derivative markets determine policy in each country.

Dominion has several investments denominated in currencies other than the Euro and which therefore are exposed to foreign currency risk.

If the value of the Euro at 31 December 2015 had decreased/increased by 10% with respect to all other functional currencies (all other variables remaining constant), Dominion's shareholders' equity would have decreased by Euro 767 thousand and Euro 166 thousand, respectively, due to the effect of the net assets contributed by the subsidiaries operating in a functional currency different from the Euro.

If the average exchange rate of the Euro had fallen/increased by 10% with respect to all functional currencies other than the Euro during 2015 (all other variables being equal), Dominion's profits after tax for the year would have increased by Euro 6,010 thousand and decreased by Euro 4,918 thousand, respectively, mainly reflecting translation gains/losses on accounts receivable denominated in currencies other than the Euro.

Credit risk

Dominion's credit risk resides mainly in receivables from customers, which are shown in the Audited Consolidated Financial Statements net of provisions for bad debts, estimated by management on the basis of prior years' experience and of their assessment of the prevailing economic situation. Dominion maintains specific policies for the management of this customer credit risk, taking into account their financial position, past experience and other factors. It should be noted that a significant part of its customers consist of companies with high credit ratings or official entities whose operations are financed through loans from international financial institutions. Moreover, Dominion's credit risk is not significantly concentrated, and exposure is spread over a large number of customers, markets and countries.

The average collection period ranges between 15 and 180 days (depending on the country and customer). Given the characteristics of Dominion’s customer’s balances, receivables due in between 120 and 180 days are deemed not to entail any credit risk, while receivables which are more than 365 days past due are provisioned in full.

In order to minimise this risk in trade receivable balances, Dominion's management has established a customer acceptance policy which includes an assessment of liquidity and solvency risks and the establishment of credit

limits for customers. Dominion also arranges customer credit insurance policies where appropriate and performs analyses of the age of the debt with commercial customers to cover possible insolvency risks.

The credit risk deriving from cash and cash equivalents, derivative financial instruments and bank deposits is considered immaterial in view of the credit standing of the banks with which Dominion works. In certain circumstances that give rise to specific liquidity risks at these financial institutions, the appropriate provisions to cover them are allocated if necessary.

Critical Accounting Policies

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Dominion makes estimates and judgments concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set forth in Note 4 to the Audited Consolidated Financial Statements for the year ended December 31, 2015.

Profit Forecasts or Estimates

No profit forecasts or profit estimates are included in this Prospectus. However, please note that in the management report of the Audited Consolidated Financial Statements of 2015, Dominion states that the Company aims to attain revenues totaling €1,000 million in the medium term, improving the main profitability ratios at the company by two points.

MANAGEMENT AND BOARD OF DIRECTORS

Board of Directors

Spanish corporate law provides that a company's board of directors is responsible for its representation, administration and management in all matters concerning the business of a company, subject to the provisions envisaged in the bylaws (*estatutos sociales*) of that company and resolutions adopted at general shareholders' meetings by a majority vote of the shareholders. The board of directors (the "**Board**" or "**Board of Directors**") is responsible for the Group's management and establishes the Group's strategic, accounting, organizational and financing policies. Under Spanish law, the Board may delegate permanently certain of its powers (with certain exceptions) to an executive committee or other delegated committee or to one or more executive officers, unless the shareholders, through a meeting, have specifically delegated certain powers to the Board and have not approved the Board's delegation to others.

The bylaws provide that the Board will be composed of a minimum of 5 and a maximum of 15 members. As of the date of this Prospectus, the Board is composed of 12 members (also referred to as "**directors**" or "**Directors**"): 3 executive directors, 4 independent directors and 5 proprietary directors representing the Group's shareholders.

The general shareholders' meeting or, where appropriate, the Board of Directors exercising the power legally conferred on it to fill vacancies arising from time to time caused by the resignation or removal of a director during his or her term, shall appoint the members of the Board of Directors in accordance with the applicable laws. The Company's directors are elected for terms of four years. They may be subsequently re-elected for further four-year terms.

Vacancies occurring prior to the termination of the term to which the relevant director was appointed may be filled by a person appointed by the Board of Directors until the following general shareholders' meeting is held (*cooptación*). In the event that the vacancy occurs once the general shareholders' meeting has been convened and before it has been held, the Board may appoint a director until the next general shareholders' meeting.

A Director may be removed from office by the shareholders at a general shareholders' meeting.

Directors shall vacate their office on expiration of their appointment, death or resignation and by resolution of the general shareholders' meeting in the case of incapacity, disqualification or removal.

In addition to compliance with all legal and statutory requirements as to eligibility, directors appointed to the Board shall also be solvent and possess the knowledge, standing, expertise and professional experience required to fulfill the duties of a director.

Under Spanish corporate law, shareholders who voluntarily pool their shares so that the capital stock so pooled is equal to or greater than the result of dividing the total capital stock by the number of directors have the right (*derecho de representación proporcional*) to appoint a corresponding proportion of the members of the Board of Directors (disregarding fractions). Shareholders who exercise this right may not vote on the appointment of other directors.

The Board and its Committees are governed by the bylaws and the regulations adopted by the Board of Directors on 4 April 2016 (*Reglamento del Consejo de Administración*) ("**Board of Directors Regulations**"). The Board of Directors Regulations develop the Company's bylaws and establish the principles for the functioning of the Board, including the basic rules for its organization and functions and the standards of conduct for and rights and duties of the Board members. The Board of Directors Regulations provide that the Chairman of the Board and the Vice Chairman, who acts as Chairman in the event of the Chairman's absence or incapacity, shall be elected from among the members of the Board. The Secretary and, where appropriate, the Vice Secretary of the Board of Directors need not be directors. The Vice Secretary will act as Secretary upon the Secretary's absence.

The Board of Directors Regulations provide that the Board shall meet at least once every quarter and when it is in the best interest of the Company to do so at the registered office of the Company or elsewhere. The Chairman of the Board may call a meeting whenever he or she considers such a meeting necessary or suitable, and the Chairman of the Board is also required to call a meeting at the request of the Independent Coordinator Director or at the request of the Directors that represent one third of the members of the Board. Those Directors that represent one third of the members of the Board and/or the independent coordinator director (*consejero independiente coordinador*) shall be entitled to call the meeting by himself or herself if the Chairman does not honor such request within the following one month.

Meetings shall be summoned by the Secretary following the instructions of the Chairman or, in his or her absence or incapacity, following the instructions of the director taking his or her place. The notice, which shall state the agenda, place, day and hour of the meeting, shall be delivered to the members of the Board in writing no less than five days prior to the meeting, provided that such notice period may be reduced exceptionally in the event of urgency if the Company's best interest so requires. Notice requirements may be dispensed with if all the members of the Board are present or give their written consent to such a meeting. Decisions can be taken by voting in writing provided that all Board members so agree.

Directors may appoint another director as their proxy. Non-executive directors can only appoint another non-executive director as their proxy. There is no restriction on the number of instruments of proxy that any one director may hold for a specific meeting. Proxies may be granted in any written form, including telegram, telex or telefax, and shall be addressed to the Chairman of the Board.

The Company´s bylaws provide that half plus one of the members of the Board (represented in person or by proxy by another member of the Board) constitutes a quorum. No business may be transacted at a meeting of the Board of Directors unless such quorum is present, except in the event that a meeting is held without notice, in which case all the members of the Board of Directors must be present.

Except as otherwise provided by Spanish corporate law or specified in the Company's bylaws or the Board of Directors Regulations, all of the decisions of the Board must be adopted by an absolute majority of the directors present or represented at a Board meeting. In the event of an equality of votes, the Chairman of the Board of Directors shall not have the casting vote.

Directors

The following table sets forth, as of the date of this Prospectus, the name, age, position, date of first appointment, date of last appointment and date of expiry of the appointment of each member of the Board. The business address of all of Dominion's directors is the registered office: 28 Ibáñez de Bilbao, 8th floor, 48009 Bilbao (Bizkaia), Spain.

Name	Age	Position	Date of first appointment	Date of last appointment	Date of expiry
Mr. Antonio María Pradera Jáuregui[(1)]	60	*Chairman* (Proprietary)	01/06/1999	04/04/2016	04/04/2020
Mr. Mikel Félix Barandiaran Landin[(1) (2)]...	53	*Chief Executive Officer* (Executive)	13/07/2001	04/04/2016	04/04/2020
Mr. Francisco José Riberas Mera[(1)]............	51	Proprietary	01/06/1999	04/04/2016	04/04/2020
Mr. Jesús María Herrera Barandiaran[(1)].....	48	Proprietary	04/04/2016	04/04/2016	04/04/2020
Mr. Fermín del Río Sanz de Acedo[(1)].........	61	Proprietary	04/04/2016	04/04/2016	04/04/2020
Ms. Goizalde Egaña Garitagoitia[(1)]............	51	Proprietary	04/04/2016	04/04/2016	04/04/2020
Mr. Jorge Álvarez Aguirre[(3)]......................	49	Executive	04/04/2016	04/04/2016	04/04/2020
Mr. Alfredo Pérez Fernández[(4)]..................	46	Executive	04/04/2016	04/04/2016	04/04/2020
Mr. Juan Tomás Hernani Burzaco	55	Independent	04/04/2016	04/04/2016	04/04/2020
Mr. José María Bergareche Busquet	67	Independent	04/04/2016	04/04/2016	04/04/2020
Mr. Juan María Román Gonçalves	59	Independent	04/04/2016	04/04/2016	04/04/2020
Ms. Amaya Gorostiza Telleria	54	Independent	04/04/2016	04/04/2016	04/04/2020

(1) *Directors nominated by CIE Automotive, S.A.*

(2) *Although Mr. Mikel Félix Barandiaran Landin is nominated by CIE Automotive, S.A., he also performs executive duties as Chief Executive Officer of the Company and is, therefore, considered an executive director in accordance with article 529 duodecies 1 of the Spanish Companies Act.*

(3) *Although Mr. Jorge Álvarez Aguirre is nominated by Ratingen Investments, S.L.U., he also performs executive duties as senior manager of the Company and is, therefore, considered an executive director in accordance with article 529 duodecies 1 of the Spanish Companies Act.*

(4) *Although Mr. Alfredo Pérez Fernández is nominated by Tower Valley, S.L., he also performs executive duties as senior manager of the Company and is, therefore, considered an executive director in accordance with article 529 duodecies 1 of the Spanish Companies Act.*

The Secretary non-director of the Board is Mr. José Ramón Berecíbar Mutiozábal.

According to article 529 *septies* 2 of the Spanish Companies Act and article 35.7 of the Company's by-laws and in article 11 of the Board of Directors Regulations, where the Chairman of the Board is an executive director, the Board of Directors shall appoint an independent director as an independent coordinator director (*consejero independiente coordinador*) with the following powers: (i) request the Chairman to call a meeting whenever he or she considers such a meeting necessary or suitable; (ii) request the inclusion of new points on the agenda of a Board of Directors meeting; (iii) coordinate and express the opinions of non-executive directors; and (iv) lead the periodic evaluation of the Chairman of the Board of Directors.

Notwithstanding the fact that the Chairman is not an executive director, on 4 April 2016 the Board of Directors appointed Mr. Juan Tomás Hernani Burzaco, independent director, as the Independent Coordinator Director.

Below is biographical information for the current members of the Company's Board.

Mr. Antonio María Pradera Jáuregui

Mr. Pradera was born in Gernika (Bizkaia). He holds a Degree in Civil Engineering. He began his professional career as Branch Manager at Banco Bilbao, from 1979 to 1985. After a short spell as freelance engineer, in 1988 he was appointed General Director of Nerisa, where he remained until 1993, when he joined SEAT as Strategy Director. In 1995 he played a relevant role in the creation of INSSEC, of which he became Chief Executive Officer, a role he fulfilled until 2010. As Executive Chairman of CIE AUTOMOTIVE he has been very active in both strategic management and financial issues. He is a director in Tubacex S.A. (since May 2015) and Corporación Financiera Alba S.A. (since June 2015).

Mr. Pradera was appointed as Chairman in Dominion in 2001. He is a proprietary director appointed by CIE Automotive.

Mr. Mikel Félix Barandiaran Landin

Mr. Barandiaran currently holds the position (since 2004) of Chief Executive Officer of Dominion and (since October 2010) Chief Techonology Officer of CIE Automotive Group (CIE Automotive is the majority shareholder and parent of the group of companies of Dominion), in which capacity he regularly attends the meetings of the Board of Directors, Executive Committee and Management Committee of CIE Automotive (role to which he will dedicate not more than 10% of his time after the Admission). Born in Boston (Massachusetts, USA) in 1962, he holds a degree in Industrial Engineering. He began his professional career in Robotiker and followed to Landata thereafter. In 1999 he joined the Dominion Group through ECI Iberica, before joining the Board of Directors in 2001.

In addition, Mr. Barandiaran serves as Chairman of the boards of directors of Beroa Thermal Energy, S.L.U. and Bilcan Global Services, S.L., and is a member of the boards of directors of certain Group companies, such as, among others: Mexicana de Electrónica Industrial S.A. de C.V., Dominion Tecnologías de la Información, S.A. de C.V., DM Informática S.A. de C.V., Near Technologies México, S.A. de C.V., Ampliffica México, S.A. de C.V., Chimneys and Refractories International, S.R.L., Refractories & Chimneys Construction Co. Ltd., and Steelcon Chimneys Esbjerg A/S.

Likewise, Mr. Barandiaran serves as representative of the Company in certain Group companies where the Company holds the position of sole director, such as, among others, Dominion Investigación y Desarrollo, S.L.U., Dominion Instalaciones y Montajes, S.A.U., Dominion Centro de Control, S.L.U., Dominion Networks, S.L.U., or Dominion Ampliffica, S.L.U.

Mr. Barandiaran was appointed as member of the Board of Directors of the Company in 2001 and as Chief Executive Officer of Dominion in 2004. He is an executive director.

Mr. Francisco José Riberas Mera

Mr. Riberas holds a "*Licenciado en Derecho*" (University Degree in Law) and "*Licenciado en Ciencias Empresariales*" (University Degree in Business), both from Comillas University—ICADE (Madrid). He promoted the setting up of Gestamp Automoción in 1997 and assumed the role of Chief Executive Officer. Mr. Riberas was a member of the Board of Aceralia from 1998 to 2001. Prior to the establishment of Gestamp Automoción, he held various management positions in Gonvarri Group from 1989. He is a shareholder and director in other companies belonging to the Corporación Gestamp, S.L. group, through the Gonvarri, Gestamp Renewables and Immobiliaria Acek groups. He also holds a directorship position in CIE Automotive, S.A. He is member of the board of the Instituto de la Empresa Familiar and the NGO Endeavor.

Mr. Riberas was appointed as Director in Dominion in 2009. He is a proprietary director appointed by CIE Automotive.

Mr. Jesús María Herrera Barandiaran

Mr. Herrera holds a Business Administration Degree (Universidad del País Vasco) and post-graduate in internationalisation (by Euroforum). Born in Beasain (Gipuzkoa), he joined CIE Automotive in 1991. After holding different positions (including being CEO of the Brazilian listed company Autometal S/A), he was appointed as Chief Executive Officer of CIE Automotive in 2013.

Mr. Herrera was appointed as Director in Dominion on 4 April 2016. He is a proprietary director appointed by CIE Automotive.

Mr. Fermín del Río Sanz de Acedo

Mr. del Río holds a Business Administration Degree (San Sebastián). He started his professional career in 1975 as tax and strategic advisor and founded Norgestion (a M&A, financial and tax advisory boutique), where he rendered his services until 2008. Mr. del Río was in charge of the taxation section of ADEGI (Asociación de Empresarios de Gipuzkoa) as well as member of the Tax Advisory Committee of Confederación de Asociaciones Patronales de Empresarios del País Vasco (CONFEBASK). Mr. del Río acted as Chairman of the Brazilian listed company Autometal S/A and currently holds an executive directorship in CIE Automotive. He is also on the Board of Directors of Fegemu S.A. and LM Machinery S.L.

Mr. del Río was appointed as Director in Dominion on 4 April 2016. He is a proprietary director appointed by CIE Automotive.

Ms. Goizalde Egaña Garitagoitia

Ms. Egaña holds a degree in Business Administration (Universidad de Deusto - San Sebastián) and post-graduate studies in "Competitive Companies and Regional Development", as well as an Executive Financial Direction Program. She started her professional career in 1989, within the Financial Department of CIBENSA (Compañía Ibérica de Encuadernaciones S.A.) and joined Attest Consulting (1990 – 1992) as an auditor. She was a member of the Board of Directors in INSSEC and currently holds a position as ViceChairman of the Board of Directors of CIE Automotive.

Ms. Egaña was appointed as Director in Dominion on 4 April 2016. She is a proprietary director appointed by CIE Automotive.

Mr. Jorge Álvarez Aguirre

Mr. Álvarez worked as Chief Executive Officer and as a Member of the Board of Directors of Beroa since 1997. Mr. Álvarez joined Dominion in 2013 as Chief Executive Officer of the Industrial division. He is also a Member of the Boards of Directors of Beroa Thermal Energy, S.L.U. Beroa Iberia, S.A.U., Beroa Technology Group GmbH, Beroa France, S.A.S., Chimneys and Refractories International S.R.L., Dominion Global Pty Limited, Beroa Nexus Company LLC, Beroa Abu Obaid Industrial Insulation Company co.w.l.l, Karrena Arabia Co Ltd, Dominion Uniseven Industrial Services Private Limited, Bierrum International LTD, Steelcon Slovakia S.R.O., and Karrena International. Mr. Álvarez graduated with an Economy degree from the Universidad San Pablo CEU (Madrid).

Mr. Álvarez was appointed as Director in Dominion on 4 April 2016. He is an executive director.

Mr. Alfredo Pérez Fernández

Mr. Pérez worked as electronic and security commercial since 1989 and has founded a large number of companies relating to the electronic business, serving some of them as Managing Director. He joined Dominion in March, 2015 as Chief Executive Officer of Commercial Services. He is also member of the Board of Directors of Tower Valley S.L. and Chief Executive Officer of Bilcan Global Services, S.L. He is also a member of the Executive Committee of CEOE Cantabria, the Consultive Committee of Liberbank and protective partner of ADP Cantabria. Mr. Pérez graduated as electronic technical specialist in Centro FR2, Torrelavega, Spain.

Mr. Pérez was appointed as Director in Dominion on 4 April 2016. He is an executive director.

Mr. Juan Tomás Hernani Burzaco

Mr. Hernani holds a Degree in Industrial Engineering (Energy Technologies) by the Engineering School of Bilbao, a degree in Business Administration by the Universidad del País Vasco, and holds a Masters of Science (Advanced Manufacturing) by the Cranfield Institute of Technology. He has 30 years of experience across several economic sectors, both in top management of private companies and in highly ranked positions in public administration. He has been President or CEO in large industrial groups, and he has also played a leading role as entrepreneur and investor in SMEs, with high exposure to internationalization, technology and innovation. He is currently CEO of Satlantis, a Space company for microsatellites, Chairman of Modalia, a leading internet portal in the retail business launched by 3i, Bertelsmann group and BBVA, and Director of the Egile group, a precision mechanics group working mainly for the aerospace business.

He has been the former Vice minister (*Secretary General*) for Innovation within Spain's Ministry of Science and Innovation, President of the Spanish Innovation Bank (CDTI), President of the Genome Foundation and the Vice-President of the Spanish Foundation for Science and Technology (FECYT) (2008-2011). Furthermore, he was the former Secretary General of European Spallation Source, a Scientific Infrastructure in Sweden involving an investment of €1.8 Billion (2012-2015).

Mr. Hernani was appointed as Director in Dominion on 4 April 2016. He is an independent director.

Mr. José María Bergareche Busquet

Mr. Bergareche holds Bachelor Degrees in Law and Business Science from Deusto University. His professional career commenced in 1975, with Grupo Correo, at the "El Correo Español–El Pueblo Vasco", in Bilbao, fostering the growth of Grupo Correo De Comunicación, currently Vocento, from the position as Director-General Manager, and later as CEO. Until July 2007, he was First Vice-Chairman and CEO of Vocento, S.A. Throughout his career, Mr. Bergareche has also been a member of the Board of Telecinco and of Banco Guipuzcoano, as well as Chairman of the Basque Business Circle.

Currently, Mr. Bergareche Busquet is First Vice-Chairman of Sociedad Vascongada De Publicaciones, S.A. ("El Diario Vasco"), Member of the Board of Diario El Correo, S.A. ("El Correo Español y el Pueblo Vasco"), Member of the Board of Zeltia (until the end of October, where this company will be absorbed), Chairman of Diana Capital, Private Equity Company, Member of the Advisory Committee of Banco Sabadell Guipuzcoano, Northern Area, Member of the Board of the Deusto Business School, Member of the Board of Estanda, Advisor of Ernst&Young, prior to joining its Advisory Board, still undergoing creation in this company, member of the Board of the Biscayan Charity Foundation, Code de Aresti Residence, and Jury Member of the Princesa de Asturias Foundation.

Mr. Bergareche was appointed as Director in Dominion on 4 April 2016. He is an independent director.

Mr. Juan María Román Gonçalves

Mr. Román holds a Bachelor Degree in Economics and Business Science from Deusto University, and has developed his career within the audit field. Until June 2015, he was Managing Partner for the Northern Area (Bilbao-Pamplona-Zaragoza), Head of E&Y "Utilities" Sector in Spain, and Member of E&Y - Auditing. Additionally, he held for several years the position as Human Resources Director General for Ernst & Young Spain. Further to that, he became Head of Human Resources Area (Italy, Spain and Portugal). Mr. Román is expected to retire from his position in E&Y as of 30 June 2016. Mr. Román is a member of the Management Committee of the Institute of Chartered Accountants for the Northern Area, a member of the Athletic Club Foundation, and a member of the APD's Board - Northern Area.

Mr. Román was appointed as Director in Dominion on 4 April 2016. He is an independent director.

Ms. Amaya Gorostiza Telleria

Ms. Gorostiza is member of the Board of Directors of the Amaya Tellería Group. Director and Member of the Economic Committee of Elkargi SGR. Director of APD-Northern Area. Member of the Board of Directors of Sociedad Deportiva Eibar, S.A.D. since November 2014.

Ms. Gorostiza was appointed as Director in Dominion on 4 April 2016. She is an independent director.

The table below sets out all entities (other than Group companies) in which the members of the Board of Directors have been appointed as members of their administrative, management or supervisory bodies at any time during the five-year period preceding the date of this Prospectus, indicating whether or not each person is still a member of such bodies:

Name	Entity	Position/Title	In Office
Mr. Antonio María Pradera Jáuregui	Tubacex, S.A.	Independent Director	Yes
	Corporación Financiera Alba, S.A.	Independent Director	Yes
	Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A.	Sole Director	Yes
	Inversiones, Estrategia y Conocimiento Global CYP, S.L.	Chairman / CEO	Yes
Mr. Mikel Félix Barandiaran Landin	CIE Automotive, S.A.	Chief Techonology Officer	Yes
	Laliada Nautica, S.A.	Joint and Several Director	Yes
	Volumen Biozone, S.A. (1)	Joint and Several Director	Yes
	Dominion Seguridad, S.A.	Sole Director	Yes
	Install Telecom, S.A.U.	As representative of Global Dominion Access, S.A., sole director of said entity.	No
	Hobbycompra, S.L.U.	As representative of Biozone, S.L., sole director of said entity.	Yes
Mr. Francisco José Riberas Mera	Distribución y Desarrollo Global de Tecnologías de la Información, S.A.	Joint and Several Director	Yes
	ACEK Desarrollo y Gestión Industrial, S.L. (former Corporación Gestamp, S.L.) (and its group's subsidiaries)	Joint Director	Yes
	Inversiones, Estrategia y Conocimiento Global CYP S.L.	Director	Yes
Mr. Fermín del Río Sanz de Acedo	Fegemu, S.A.	Director	Yes
	LM Machinery, S.L.	Director	Yes
	Ibaiaren Investment Services, S.L.	Sole Director	Yes
	Promociones Salbide, S.L.	Director	No
	Grupo Sorelor, S.L.	Director	No
Mr. Jorge Álvarez Aguirre	Servit Servicios Industriales Técnicos, S.L.	CEO	Yes
	Afift Azteca, S.L.	Director	No
	Azteca Foods Europe, S.L.	Director	No
Mr. Alfredo Pérez Fernández	Tower Valley, S.L.	Joint and Several Director	Yes
	Enertec Control, S.L	Sole Director	Yes
	Instalaciones Martínez Díez, S.L.	Joint and Several Director	Yes
	Besaya Express, S.L.	Joint and Several Director	Yes
	Gomeber, S.L.	Joint and Several Director	Yes
	Phone&Fun, S.L.	Sole Director	Yes
	Vialine Gestion, S.L.	Joint and Several Director	Yes
	Ralset Seguridad, S.L.	Joint and Several Director	Yes
	Netkia Soluciones, S.L.	Joint and Several Director	Yes
	Eurohigh Tech Developments, S.L.	Joint and Several Director	Yes
	Nexian Soluciones online, S.L.	Joint and Several Director	Yes
	Gabinete de Telecomuniaciones, S.L.	Joint and Several Director	Yes
	La Factoria Nuit, S.L.	Joint and Several Director	Yes
Mr. Juan Tomás Hernani Burzaco	Satlantis Microsats, S.L.	CEO	Yes
	Innovacion y Desarrollo de Nuevos Canales Comerciales, S.L.	Chairman	Yes
	Egile Corporation XXI, S.L.	Director	Yes

Name	Entity	Position/Title	In Office
	Olituna, S.L.	Sole Director	Yes
Mr. José María Bergareche Busquet	Diana Capital SGEIC S.A.	Chairman	Yes
	Diario El Correo S.A.	Director	Yes
	Berquet Desarrollo Empresarial S.L.	Director	Yes
	Banco Guipuzcoano S.A.	Director	Yes
	Fundiciones del Estanda S.A.	Director	Yes
	Sociedad Vascongada de Publicaciones S.A.	Director	Yes
	Zeltia S.A.	Director	No
	Hoteles Tecnológicos 2010 S.A.	Director	No
	High Tech Hotels & Resorts S.A.	Director	No
	Vocento S.A.	Director	No
	Boratepa S.L.	Director	No
	Bycomels Prensa S.L.	Director	No
Mr. Juan María Román Gonçalves	Ludima 215, S.L.	Sole Director	Yes
Ms. Amaya Gorostiza Telleria	Sociedad Deportiva Eibar, S.A.D.	Director	Yes
	Geo Management S.L.	Sole Director	Yes
	Geo Ingerobotica S:L.	Liquidator	No
	Grupo Amaya Telleria S.L.	Director	Yes

(1) Volumen Biozone, S.L. ("**Volume Biozone**") does not hold any interest in companies associated or affiliates of Dominion. The only link with Dominion is by virtue of the interest held by Mr. Barandiaran, who is joint administrator of Volume Biozone. Additionally, Mr. Barandiaran is the sole shareholder of Cartera e Inversiones Blaster, S.L.U., and the latter holds 12.66% of the share capital of Volume Biozone.

Senior Management Team

The following table sets forth the name, age and position of each member of the Company's current senior management team. The business address of each member of the Company's senior management team is located at 28 Ibáñez de Bilbao, 8th floor, 48009 Bilbao (Bizkaia), Spain.

Name	Age	Position
Mr. Juan Antonio Goñi Rodríguez	46	Chief Executive Officer of the Solutions division
Ms. Lydia Mateo Castañeyra........................	63	Chief Executive Officer of the Services division
Mr. Mikel Uriarte Albaina...........................	46	Chief Financial Officer
Mr. José Nicéforo Sánchez Tejada	65	Chief Executive Officer of the Solutions division and Director in Mexico
Mr. Roberto Tobillas Angulo	41	Chief Planning and Strategy Officer and Chief Executive Officer of the Renewables division
Mr. Alfredo Pérez Fernández	46	Chief Executive Officer of Commercial Services
Ms. Carmen Gómez Mayor	41	Human Resources Director
Mr. Francisco José Rionegro Lorenzo..........	53	Chief Executive Officer of Division 360º
Mr. Jorge Álvarez Aguirre	49	Chief Executive Officer of the Industrial division

Below is biographical information for each of the members of the Company's senior management team, who are not members or representatives of members of the Board of Directors.

Mr. Juan Antonio Goñi Rodríguez

Mr. Goñi is currently the Chief Executive Officer of the Solutions division of the Company, since 2010. Previously, he served in Dominion as Communication Director from 2008 to 2010; as Internal Audit Director from 2004 to 2008; and as Director of various divisions since 2001. Before joining Dominion in 2001, he worked as Team Leader in KPMG, where he joined in 1997 as consultant. Mr. Goñi holds an Economics and Business degree from the Universidad País Vasco and he has a master's degree in tax law from the Universidad de Deusto. Mr. Goñi serves on the board of directors of several companies including Tapquo, S.L., Gaia Trade Factory, S.L., Bilcan Global Services, S.L., Near Technologies, S.L.U., Ampliffica, S.L.U., Wiseconversion, S.L., DM Informatica, S.A. de Capital Variable and NTX Solutions, Inc.

Ms. Lydia Mateo Castañeyra

Ms. Mateo is, since its incorporation to Dominion in 2006, the Chief Executive Officer of the Services division of the Company. Previously, she worked in Telefónica, S.A. for 27 years, playing the following roles: from 1977 to 1982 Ms. Mateo worked in the commercial department of Telefónica; from 1983 to 1986, Ms. Mateo worked in the engineering department; from 1987 to 1990, Ms. Mateo was part of the department of special situations; from 1991 to 1998, she worked in the Regional Operations Directorate; and from 1999 to 2004 she worked in the National Operations Directorate. Ms. Mateo graduated with a degree in industrial engineering from the Universidad Politécnica de Madrid in 1976.

Mr. Mikel Uriarte Albaina

Mr. Uriarte is, since 1999, the Chief Financial Officer of Dominion, and since 2011, the Chief Financial and Legal Officer. Previously, he worked in the financial department of Landata Telecom (Grupo IBV) from 1995 to 1999; and in Banco Santander based in London from 1994 to 1995. Mr. Uriarte graduated with a degree in economic law in 1994. Mr. Uriarte serves on the board of directors of different companies including ECI Telecom Ibérica and Beroa France.

Mr. José Nicéforo Sánchez Tejada

Mr. Sánchez is the Chief Executive Officer of the Solutions division of the Company and Director in Mexico. Previously, he served in the following roles: from 1973 to 1974 he worked in France in Thomson CSF; from 1975 to 1976 he worked in Telecomunicaciones, S.A.; from 1976 to 1978 Mr. Sánchez worked in Industrias Sola Basic, S.A. de C.V., as the Development Engineer, responsible for the development of electronic projects; from 1978 to 1980 he worked in the Communications Council, as a Development Director, responsible for the development of telecommunications in the Research and Development center; from 1980 to 1987 he worked in different public roles, as director, in relation to the development of public infrastructure and services. From 1987 to 2001 he was a shareholder and CEO of Mexicana de Electrónica Industrial, S.A. de C.V. Mr. Sánchez joined Dominion in 1987. Mr. Sánchez graduated with a degree in mechanical and electronic engineering from the Instituto Politécnico Nacional in 1972. Mr. Sánchez serves as President of the board of directors of the following companies: Mexicana de Electrónica Industrial, S.A. de C.V., Dominion Tecnologías de la Información, S.A. de C.V., Near Technologies México, S.A. de C.V., and Ampliffica México, S.A. de C.V.

Mr. Roberto Tobillas Angulo

Mr. Tobillas is, since 2011, the Chief Planning and Strategy Officer and Chief Executive Officer of the Renewables division of the Company. He joined Dominion in 2002. From 2002 to 2010 Mr. Tobillas worked in the Corporate Controlling Department. Previously, he served as auditor in Arthur Andersen in 1998 and as controller in Gamesa Energía from 1998 to 2002. Mr. Tobillas holds an Economics and Business degree from the Universidad Comercial de Deusto in 1997. Mr. Tobillas serves on the board of directors of different companies including Chimneys and Refractories International, S.R.L., Refractories & Chimneys Construction Co. Ltd. and Interbox Technology, S.L.

Ms. Carmen Gómez Mayor

Since 2000, Ms. Gómez worked for Jazztel Telecom S.A.U. as Human Resources Director and has also been a member of the Steering Committee and of the Nomination and Remuneration Committee of the mentioned company. Ms. Gómez graduated with a degree in sociology from the Universidad Complutense (Madrid), a master degree in Human Resources of Universidad Pontificia de Comillas ICADE (Madrid) and a General Manager Program in Harvard Business School (Boston). Ms. Gómez joined Dominion in March 2007 as Human Resources Director.

Mr. Francisco José Rionegro Lorenzo

Since 1989 Mr. Rionegro had worked as Commercial Responsible for Rittmeyer AG, as Sales Manager for Telecomunicación y Control S.A., Sales Manager for Nokia Telecommunications, S.A., and Director of digital networks of Landata Sistemas S.A. Mr. Rionegro joined Dominion in March 1999 as Managing Director of Dominion 360º. Mr. Rionegro is also a Director of the company Sociedad Concesionaria Salud Siglo XXI S.A. Mr. Rionegro graduated with a degree in telecom engineering in the Universidad Politécnica (Madrid).

The table below sets out all entities (other than Group companies) in which the members of the Company's senior management, other than those which are members or representatives of members of the Board of Directors, have been appointed as members of their administrative, management or supervisory bodies at any time during the five-

year period preceding the date of this Prospectus, indicating whether or not each person is still a member of such bodies:

Name	Entity	Position/Title	In Office
Mr. Juan Antonio Goñi Rodríguez	Intermedio Montajes, S.L.	Director	No
	Intermedio Diseño Gráfico, S.L.	Shareholder	No
	Ecothink, S.L.	Shareholder	No
	Arraultzaldeon, S.L.	Shareholder	No
	Centro Near de Servicios financieros, S.L.	Shareholder	No
Mr. Mikel Uriarte Albaina..............................	Metrix	Director	No

Board Committees

Audit Committee

Companies with shares listed on the Spanish Stock Exchanges must have an audit committee regulated by their respective bylaws and board of directors regulations in terms appropriate to foster such committee’s independence.

The Audit Committee comprises a minimum of three and a maximum of five directors, appointed by the Board. Members of the Audit Committee will serve as members of the Committee for a period of four years unless the Board resolves otherwise. The Audit Committee of the Board must be made up exclusively of non-executive directors, the majority of whom, at least, must be independent directors. At least one of the independent directors belonging to the Committee must be knowledgeable and have experience in accounting or audit matters. The Board appoints likewise the Chairman of the Audit Committee. Taken as a whole, the members of the Audit Committee have the relevant expertise in relation to the business sectors to which the Company belongs. The Chairman of the Audit Committee must be an independent director and he or she (as well as all of the members of the Board) may serve as Chairman of the Committee for a period of up to four years. Upon the expiry of such term, he or she may not be re-appointed for a further term as Chairman of the Committee unless a period of at least one year has elapsed since he or she ceased to be Chairman of the Committee; however, he or she may continue to serve his or her appointment as a member of the Committee.

As of the date of this Prospectus, the members of the Audit Committee are Juan María Román Gonçalves, Amaya Gorostiza Telleria, José María Bergareche Busquet, Juan Tomás Hernani Burzaco and Fermín del Río Sanz de Acedo. The Chairman of the Committee is Juan María Román Gonçalves who is the Company's expert on accounting and audit matters, and the Secretary of the Committee is the Secretary of the Board, Mr. José Ramón Berecíbar Mutiozábal.

The Committee is expected to meet every quarter, in order to review the Company's interim and annual financial results and certain other public disclosures. In addition, the Committee will meet at the request of any of its members or the Chairman. Committee meetings are deemed quorate by the attendance of a majority of its members and the Committee may pass resolutions by an absolute majority vote. In the event of a tied vote, the Chairman of the Committee does not have a casting vote.

The Audit Committee is empowered, among other things, to:

(i) Monitor the effectiveness of Dominion's internal audit function and its risk management system.

(ii) Analyze, in conjunction with the external auditors, any significant weaknesses in the Company's internal control system that may be identified during an audit, all without breaching their independence. For this purpose, and where appropriate, make recommendations or proposals to the Board and the corresponding term for their monitoring.

(iii) Monitor the preparation and presentation of the Company's regulated financial information and submit recommendations or proposals to the Board, aimed at safeguarding its integrity.

(iv) Develop, implement and monitor the implementation of policies and procedures on the use of the external auditors for non-audit services, in accordance with professional and regulatory requirements (being

responsible, where appropriate, for the authorization of such non-audit services) and seek yearly the statement of independence to be made by the auditors.

(v) Make proposals to the Board of Directors in relation to the nomination, re-election or substitution of the auditors by the shareholders, being responsible for the selection process, in accordance with applicable regulations.

(vi) Monitor and opine upon the independence of the auditors once a year before the issuance of their audit report, opining on whether the independence of the auditors has been compromised.

(vii) Report to the general shareholders' meeting in respect of all questions falling within the competences of the Audit Committee and, in particular, on the results of the audit process, explaining how such audit process has contributed to the integrity of the financial information and the role played by the Audit Committee in such process.

(viii) Report to the Board of Directors in respect of all matters stipulated in law, the Company's by-laws or Board of Directors Regulations, including (i) financial results that the Company shall disclose publicly, (ii) incorporation or acquisition of special purpose entities resident in jurisdictions considered as tax havens, and (iii) related party transactions.

Nomination and Remuneration Committee

Companies with shares listed on the Spanish Stock Exchanges must have a nomination and remuneration committee (although they are permitted to split each function into a separate committee) regulated by their respective bylaws and the board of directors regulations in terms appropriate to foster such committee's independence.

The Nomination and Remuneration Committee comprises a minimum of three and a maximum of five directors, appointed by the Board. Members of the Nomination and Remuneration Committee will serve as members of the Committee for a period of four years unless the Board resolves otherwise. The Nomination and Remuneration Committee of the Board must be made up exclusively of non-executive directors, two of whom, at least, must be independent directors. The Board appoints likewise the Chairman of the Nomination and Remuneration Committee, which must be an independent director.

As of the date of this Prospectus, the members of the Nomination and Remuneration Committee are José María Bergareche Busquet, Juan Tomás Hernani Burzaco, Antonio María Pradera Jáuregui, and Francisco José Riberas Mera. The Chairman of the Committee is José María Bergareche Busquet and the Secretary of the Committee is the Secretary of the Board, Mr. José Ramón Berecíbar Mutiozábal.

The Committee is expected to meet, at least, three times per year. In addition, the Committee will meet at any time when summoned by the Chairman at the request of any of its members. Committee meetings are deemed quorate by the attendance of a majority of its members and it may pass resolutions by an absolute majority vote. In the event of a tied vote, the Chairman of the Committee does not have a casting vote.

The Committee has, among others, the following responsibilities:

(i) formulating and reviewing the criteria governing the composition of the Board of Directors and the senior management team, together with the selection of candidates for any vacancies;

(ii) establishing a target of representation for the gender less represented in the Board of Directors and elaborating guidelines on how to achieve it;

(iii) reporting to the Board of Directors in relation to any changes to the senior management team;

(iv) making proposals to the Board of Directors in respect of the appointment, re-election or dismissal of independent directors;

(v) reporting to the Board of Directors in respect of the proposals of appointment, re-election or dismissal of the rest of directors;

(vi) reporting to the Board of Directors in respect of the proposals of appointment or dismissal of members of the senior management and the basic conditions of their contracts;

(vii) examining and organizing the succession of the Company's Chairman and the Chief Executive Officer;

(viii) making proposals to the Board of Directors in respect of the remuneration policy of the members of the Board of Directors and the senior management and the individual remuneration of the executive directors and the rest of their contractual conditions;

(ix) conducting a periodic review of the remuneration of the members of the Board of Directors and the senior management; and

(x) monitoring the adherence to the remuneration policies adopted from time to time.

The appointment of the current members of the Board of Directors has been undertaken without taking into account the proposals of the Nomination and Remuneration Committee, in the case of the independent directors, and without the preparation of the relevant mandatory report in the case of the rest of directors. This is due to the fact that their appointment took place on the same date as the date on which the Nomination and Remuneration Committee was constituted. However, the Nomination and Remuneration Committee expects to hold a meeting after Admission at which: (i) the nominations of Juan Tomás Hernani Burzaco, José María Bergareche Busquet, Juan María Román Gonçalves and Amaya Gorostiza Telleria as independent directors will be evaluated and ratified; and (ii) the nominations of Mr. Antonio María Pradera Jáuregui, Mr. Mikel Félix Barandiaran Landin, Mr. Francisco José Riberas Mera, Mr. Jesús María Herrera Barandiaran, Mr. Fermín del Río Sanz de Acedo, Ms. Goizalde Egaña Garitagoitia, Mr. Jorge Álvarez Aguirre, and Mr. Alfredo Pérez Fernández, will be evaluated and affirmed.

Corporate Social Responsibility Committee

Companies with shares listed on the Spanish Stock Exchanges may have a corporate social responsibility committee (as a separate committee or integrated in another committee) regulated by their respective bylaws and the board of directors regulations in terms appropriate to foster such committee's independence. The Company has decided to constitute a corporate social responsibility committee to supervise and monitor the functions and powers listed below.

The Corporate Social Responsibility Committee comprises a minimum of three and a maximum of five directors, appointed by the Board. Members of the Corporate Social Responsibility Committee will serve as members of the Committee for a period of four years unless the Board resolves otherwise. The Corporate Social Responsibility Committee of the Board may be made up of executive directors and non-executive directors. The Board appoints likewise the Chairman of the Corporate Social Responsibility Committee.

As of the date of this Prospectus, the members of the Corporate Social Responsibility Committee are Amaya Gorostiza Telleria, Mikel Félix Barandiaran Landin, Jorge Álvarez Aguirre, and Alfredo Pérez Fernández. The Chairman of the Committee is Amaya Gorostiza Telleria and the Secretary of the Committee is the Secretary of the Board, Mr. José Ramón Berecíbar Mutiozábal.

The Committee is expected to meet, at least, twice a year. In addition, the Committee will meet at any time when summoned by the Chairman. Committee meetings are deemed quorate by the attendance of a majority of its members and it may pass resolutions by an absolute majority vote. In the event of a tied vote, the Chairman of the Committee does not have a casting vote.

The Committee has, among others, the following responsibilities:

(i) to monitor compliance with the Company's internal codes of conduct and corporate governance rules;

(ii) to oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders;

(iii) to periodically evaluate the effectiveness of the Company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders;

(iv) to review the Company's corporate social responsibility policy, ensuring that it is geared to value creation;

(v) to monitor corporate social responsibility strategy and practices and assess compliance in their respect;

(vi) to monitor and evaluate the Company's interaction with its stakeholder groups;

(vii) to evaluate all aspects of the non-financial risks the Company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks; and

(viii) to coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

Family and Other Relationships

There is no family relationship between any of the members of the Board. For the sake of clarity, there is no family relationship between Mr. Mikel Félix Barandiaran Landin and Mr. Jesús María Herrera Barandiaran, even though they share one of their surnames.

None of the directors or members of the senior management team has been appointed to its position pursuant to an arrangement or understanding between Dominion and any of the Company's major shareholders, customers, suppliers or other parties.

Shareholdings of Directors and Senior Management Team

Directors

Name	Indirect Shareholding	Direct Shareholding	Total Shareholding	% Share Capital
Mr. Mikel Félix Barandiaran Landin (through Cartera e Inversiones Blaster, S.L.) [(1)]..................	8,107,100	0	8,107,100	7.395%

(1) The total shareholding of Mr. Barandiaran is held through Cartera e Inversiones Blaster, S.L. (of which Mr. Barandiarán is the sole shareholder) has been acquired in the following dates (numbers adjusted for the 1/100 split executed on 4 April 2016): (i) 3,000,000 shares acquired on 11 June 2004; (ii) 583,400 shares subscribed on 10 July 2006; (iii) 154,300 shares subscribed on 24 May 2007; (iv) 43,900 shares subscribed on 23 April 2009; (v) 2,104,000 on 30 July 2014 through its subscription in the context of an increase in Dominion's share capital; and (vi) 2,221,500 shares subscribed on 18 December 2014 (in the context of Dominion's investment in Bilcan Global Services, S.L. and Global Near, S.L.).

Mr. Jorge Álvarez Aguirre, Director and senior manager of Dominion, holds a 60% direct stake in the company Albatros Management & Investment, S.L., which holds a direct 10% stake in the share capital of the company Servit (Servit is currently owned by 13 shareholders, none of which holds a controlling stake in Servit. The major shareholder of Servit currently holds a stake of 26.34% in Servit's share capital). Servit is the sole shareholder of Ratingen Invesments, S.L.U. (direct owner of 6,394,400 shares of Dominion).

Senior Management Team

Name	Indirect Shareholding	Direct Shareholding	Total Shareholding	% Share Capital
Mr. Francisco José Rionegro Lorenzo	0	457,800	457,800	0.417%

Conflicts of Interests and Other Information

As far as the Company is aware:

- according to the information to be disclosed in compliance with articles 229 to 231 of Spanish Companies Act, there are no potential conflicts of interests between any duties of the members of the Board or of the senior management team and their respective private interests; and

- none of the directors or members of the senior management have, in the five years preceding the date hereof, (i) been sentenced for the commission of any fraudulent offences, (ii) have served as directors or senior managers of any entity declared insolvent or having filed for bankruptcy, receivership or any other form of involuntary liquidation or (iii) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

Save as for the information set forth in section "*Business—Legal Proceedings*", none of the Directors or Senior Managers have been publicly incriminated or sanctioned by any statutory or regulatory authorities (including designated professional bodies).

Following Admission, the Audit Committee of the Company will be in charge of monitoring and solving potential conflicts of interests that may arise due to the fact that the Company and its controlling shareholder are both listed companies, so that the legitimate interests of all parties are safeguarded.

Corporate Governance

The Spanish Companies Act sets out certain legal provisions related to corporate governance mandatorily applicable to Spanish listed companies on the Spanish Stock Exchanges. We believe that we comply with the requirements of the Spanish Companies Act.

Additionally, the Spanish Corporate Governance Code for Listed Companies (*Código de buen gobierno de las sociedades cotizadas*) approved by the CNMV in February 2015 (the "**Corporate Governance Code**") sets out certain recommendations on corporate governance to be considered ("comply or explain") by companies listed on the Spanish Stock Exchanges. The Company believes that it substantially complies with the recommendations of the Corporate Governance Code. The Company is committed to follow strict corporate governance policies and intends to adapt its practices as appropriate to all the principles of good governance contained in the Corporate Governance Code, as soon as possible after Admission, in a consistent manner.

However, the Company's internal corporate governance rules established in its by-laws, Code of Conduct (as defined below), Board of Directors Regulations and General Shareholders' Meeting Regulations, as well as its corporate practices vary from these recommendations in the following ways:

- Recommendation 14 sets forth that listed companies should approve a specific and verifiable policy regarding the selection of directors that favors the diversity of knowledge, experience and gender within their boards of directors. The Company has not yet approved such policy but intends to approve it following Admission.

- Recomendation 25 sets forth that the board of directors regulations should lay down the maximum number of company boards on which directors can serve. The Company' Board of Directors Regulation does not yet contain such provision.

- Recommendation 39: The Chairman of the Audit Committee has been appointed with regard to its knowledge and experience in accounting, auditing and risk management matters and the committee is composed by a majority of independent directors. However, other than the Chairman, the members of the Audit Committee have not been specifically appointed due to their knowledge and experience in accounting auditing and risk management.

- Recommendations 40 and 41: As of the date of this Prospectus, the Company does not have a specific unit in charge of the internal audit unit to monitor the effectiveness of reporting and control systems under the supervision of the Audit Committee. Although as of the date of this Prospectus the Company's financial department is in charge of the internal financial control, the Company intends to set up an internal audit unit according to the relevant corporate governance recommendations following Admission we.

- Recommendation 46: As of the date of this Prospectus, the Company does not have a specific internal risk control and management unit. However, as part of the control of financial information and risk control measures that the Company intends to put in place, it is expected to create an internal risk control and management unit under the supervision of the Audit Committee.

- Recommendation 48: The Company has a single Nomination and Remuneration Committee. As the Company believes that it will not qualify as a "large capitalization company", the Company does not expect that Recommendation 48, which recommends that large capitalization companies should create two separate nomination and remuneration committees, will be applicable.

- Recommendation 52 sets forth that Committees of the Board of Directors should be formed exclusively by non-executive directors, with a majority of independents. The Corporate Social Responsibility Committee does not comply with this recommendation as this committee is formed by executive and non-executive directors.

- Recommendation 61: Although the Company's by-laws foresee that the Company's Directors may be beneficiaries of share-based remuneration schemes, the Company's executive directors' variable remuneration is not currently linked to the award of shares or financial instruments whose value is linked to the share price.

- Recommendation 63: The contractual arrangements entered into between our executive director and the Company do not include any provisions that permit the Company to reclaim variable components of remuneration in case of undue payment or based on data subsequently found to be misstated.

The Board of Directors will prepare an annual corporate governance report and such report will be submitted to the shareholders for informative purposes. The report will be announced through the publication by the Company of a relevant fact notice (*hecho relevante*).

Remuneration and Benefits of Directors and Senior Management

Remuneration of Directors

On 4 April 2014, the Company’s by-laws were amended to reflect the following compensation scheme for Directors:

The position of director is remunerated. Directors’ remuneration shall consist of all or some of the following concepts, for a total combined amount that shall be agreed by the General Shareholders' Meeting, pursuant to the directors’ remuneration policy and conditional, when required by law, on the prior approval of the General Shareholders' Meeting:

(a) A fixed fee;

(b) Attendance fees;

(c) Variable remuneration based on general benchmark indicators or parameters;

(d) Remuneration via the provision of shares or share options or amounts that are linked to the Company’s share price;

(e) Severance payments, provided that the director is not relieved of office on grounds if failing to fulfil the responsibilities attributable to him/her; and

(f) Savings or pension systems considered to be appropriate.

Notwithstanding the obligations applicable to directors’ remuneration policies under current legislation at any given time, this amount shall remain fixed until the General Shareholders' Meeting agrees to change it.

The specific amount to be paid for the above concepts for each Director, including the payment method, shall be determined by the Board of Directors. This calculation shall take into account the role performed by each Director on the main Board, as well as membership and attendance of its various sub-committees.

Expenses incurred by Directors in performing the activities entrusted to them by the Board of Directors shall be reimbursed.

The rights and responsibilities resulting from being a member of the Board of Directors shall be compatible with any other rights, obligations and compensation that may apply to the Director for any other duties, including executive functions, which the Director may perform in the company, as applicable.

Directors’ remuneration for performing executive functions is set by the company’s Board of Directors (and it is only conditional upon the prior approval of the General Shareholders' Meeting, if the concept so requires, i.e., remuneration via the provision of shares or share options or amounts that are linked to the Company’s share price), and may include but is not limited to any of the concepts indicated in the above points (a) to (f). Directors’

remuneration for performing executive functions shall be included in the contracts that must be approved by two thirds of the Directors and signed by the executive director and the Company and be consistent with the remuneration policy approved by the General Shareholders' Meeting. The interested Director shall refrain from attending the discussion and voting at the relevant meeting. The agreement shall detail all items for which the Director may obtain a remuneration for the performance of his/her executive duties. Directors shall not be entitled to any compensation in respect of any executive functions where the relevant amount or item was not provided for in their agreements. In addition, the by-laws of the Company foresee that the Company shall take out a directors and officers liability insurance policy for the benefit of the Directors on market terms and on the basis of the circumstances of the Company.

For the years ended 31 December 2013, 2014 and 2015, the fixed remuneration paid to Mr. Mikel Barandiaran Landin (the only member of the Company's Board of Directors with compensation) was €287.2 thousand per year. No variable compensation or bonus was paid to Mr. Mikel Barandiaran Landin, but for years 2014 and 2015 an amount equal to his fixed salaries was accrued by him (but not paid, with a corresponding provision having been made in the Audited Consolidated Financial Statements of the Company for years 2014 and 2015) and will be paid during 2016 once the new remuneration policy for Directors is approved by the General Shareholders' Meeting of the Company.

The Company has contributed €6.0 thousand (2013), €8.0 thousand (2014 and 2015) in pension contributions to Mr. Mikel Barandiaran Landin. The Company has paid in relation to a life insurance for Mr. Mikel Barandiaran Landin as premium an amount of €3.8 thousand (2013 and 2014) and €3.3 thousand (2015).

As for the compensation of Directors for functions other than executive functions, the cap for the Directors' aggregate annual compensation (other than compensation for executive functions, which is approved by the Board of Directors) as approved by the General Shareholders' Meeting on 4 April 2016 is Euro 200 thousand.

On that same date, the Board of Directors resolved to approve the following compensation for each director:

- Indenpendent Directors: Independent directors will receive an amount of Euro 50 thousand per annum.

- Propietary Directors: No compensation approved in favour of proprietary directors.

- Executive Directors: As of the date of this Prospectus the only director with executive powers in the Company is Mr. Barandiaran, whose (i) fixed salary amounts to Euro 287.2 thousand and (ii) variable salary amounts to Euro 287.2 thousand.

The other two executive Directors, Mr. Jorge Alvarez Aguirre and Mr. Alfredo Pérez Fernández, who are members of the senior management of the Company, will not receive compensation for their functions as members of the Board of Directors, and they will continue to receive their compensation as senior management members. In 2016, Mr. Jorge Álvarez Aguirre will receive a fixed salary of Euro 240 thousand and has a target variable salary (bonus) of 144 thousand; and Mr. Alfredo Pérez Fernández will receive a fixed salary of Euro 150 thousand and has a target variable salary (bonus) of Euro 80 thousand.

Those Directors performing executive duties will be separately entitled to receive the compensation, in accordance with the remuneration policy of the Company, established in the contract signed between each of such executive directors and the Company. Such contracts shall be previously approved by the Board of Directors following the procedures established in the Spanish Companies Act.

Regarding the compensation of executive Directors for their performance of executive duties for year 2016 and onwards, the Board of Directors will request the recently appointed Remuneration and Nomination Committee to review the current compensations for such Directors and submit a proposal to the Board of Directors in due course.

Furthermore, the Directors can be beneficiaries of share-based remuneration schemes, provided that the general shareholders' meeting approves a plan establishing, among others, the maximum number of shares to be assigned yearly under such plan and the terms of the plan.

The Board of Directors will prepare an annual report on directors' compensation, including the remuneration of the directors in such capacity and the remuneration of the directors for the performance of executive functions, and such report will be submitted to the shareholders at the ordinary general shareholders' meeting for a non-binding vote as a separate point on the meeting agenda. The report will be announced through the publication by the Company of a relevant fact notice (*hecho relevante*) simultaneously to the announcement of the Company's annual corporate governance report.

Moreover, the Board shall submit to the shareholders at the general shareholders' meeting at least every three years for their approval the Directors' compensation policy, which shall be accompanied by a report thereon drafted by the Nomination and Remuneration Committee. If the annual report on Directors' compensation is not endorsed by the General Shareholders' Meeting, the Board will be required to submit to the shareholders a revised Directors' compensation policy in the following general shareholders' meeting.

Remuneration of Senior Management

The following table shows the aggregate salary and fees, performance-related remuneration and bonuses, pension contributions and other benefits paid to the members of the senior management team in the years ended 31 December 2013, 2014 and 2015:

	(€)		
	2013	**2014**	**2015**
Number of senior managers[1]	6	8	9
Cash compensation[2]	434,000	971,000	1,369,791.4
In-kind compensation	–	–	–
Contributions to pension plans	16,000	16,000	16,000
Other[5]	–	–	30,459,3
Total	450,000	987,000[3]	1,416,250.7[4]

(1) *Refers to the total number of persons that were members of the senior management team during all or part of the relevant period. It does not include the Chieff Executive Officer.*

(2) *Includes both fixed and variable remuneration for personal work.*

(3) *Includes the remuneration received by Mr. Jorge Álvarez Aguirre during the period from 1 July 2014 (date on which he joined Dominion as Chief Executive Officer of the Industrial Division) and 31 December 2014.*

(4) *Includes the remuneration received by Mr. Alfredo Pérez Fernández during the period from 1 March 2015 (date on which he joined Dominion as Chief Executive Officer of Commercial Services) and 31 December 2015.*

(5) *Includes health, life and general risks insurances.*

The Company expects the remuneration of the senior management team for the year 2016 to be in line with their remuneration of prior years, subject to any proposals of the Remuneration and Nomination Committee as referred to below.

As of the date of this Prospectus, there are no share-based remuneration schemes for members of the senior management in place.

Following admission, the Remuneration and Nomination Committee will propose the general policy on remuneration and compensation of the senior management team, which shall be approved by the Board of Directors. The policy governing the remuneration of the senior management team will be aimed at attracting, rewarding and retaining highly-qualified executives and at providing and motivating members of the senior management team with a balanced and competitive remuneration that is focused on sustainable results and aligned with the long-term strategy of the Company. Pursuant to such remuneration policy, the remuneration of the members of the senior management team will consist of two components: a fixed salary and a variable remuneration (bonus) linked to the achievement of the objectives set out for each individual, taking into account a combination of the objectives of the Company, the relevant department, and the affected individual.

Agreements Providing for Benefits upon Termination

The agreements with executive directors and senior managers do not include benefits or compensations upon termination, except for the agreement with Mr. Mikel Barandiarán Landín, which contains a clause under which a severance payment doubling his annual compensation is payable if the employment relationship is terminated.

Code of Conduct

Article 225 of the Spanish Securities Markets Act provides that a listed company must draw up, file with the CNMV and adhere to an internal code of conduct (*Reglamento Interno de Conducta*) which must include the provisions of articles 228 and 230 of the aforementioned Act and of their secondary legislation. A written commitment must also be filed to update those internal codes of conduct and a statement that their content is known, understood and accepted by all persons to whom they apply within the organization. In those cases where the content of a code fails to comply with the aforementioned provisions or is inappropriate to the nature of the relevant company or to the combination of activities undertaken by the company or group, the CNMV may demand that such amendments or additions as it deems necessary be incorporated into such code.

The Board, in its meeting held on 4 April 2016 approved Dominion's internal code of conduct regarding matters relating to the securities market (the "**Code of Conduct**"), which will take effect upon Admission. The Code of Conduct will apply to the directors, senior management and those employees having access regularly or on a case-by-case basis to inside information.

The Code of Conduct provides rules concerning, among other things:

- The confidential treatment, use and disclosure of inside information by persons subject to the Code of Conduct.

- The restrictions and reporting obligations applicable to trading activities undertaken by persons subject to the Code of Conduct on the securities or on financial instruments whose underlying asset are the securities.

- The restrictions applicable to trading activities undertaken by us on the securities in the open market.

- The prohibition of transactions resulting in market manipulation on the Company's securities.

PRINCIPAL SHAREHOLDERS

Principal Shareholders

The following tables set forth certain information with respect to the ownership of the Company's Shares prior to the Offering and after the Offering assuming that the Offering Price is €2.9, being the mid-point of the Offering Price Range.

	Shares owned prior to the Offering	
Name	**Shares**	**% of voting rights**
CIE Automotive, S.A. [(1)]	69,007,700	62.950%
ACEK Desarrollo y Gestión Industrial, S.L. [(2)]	18,604,700	16.971%
Mr. Mikel Barandiran Landín [(3)]	8,107,100	7.395%
Servit Servicios Industriales Técnicos, S.L. [(4)]	6,394,400	5.833%
Tower Valley, S.L. [(5)] [(6)]	5,499,200	5.016%
Mr. Francisco Rionegro Lorenzo [(7)]	457,800	0.417%
Treasury stock[(8)]	1,550,600	1.414%
Total	109,621,500	**100.00%**

The Company's shareholders listed above are its principal shareholders (the "**Principal Shareholders**").

	Shares owned after the Offering					
Name	No exercise of the Over-allotment Option[(9)]			Full exercise of the Over-allotment Option[(10)]		
	Shares	**% of Shares outstanding**	**% of voting rights**	**Shares**	**% of Shares outstanding**	**% of voting rights**
CIE Automotive, S.A.	69,007,700	42.77%	42.77%	69,007,700	40.81%	40.81%
ACEK Desarrollo y Gestión Industrial, S.L.	18,604,700	11.53%	11.53%	18,604,700	11.00%	11.00%
Mr. Mikel Barandiran Landín	8,107,100	5.02%	5.02%	8,107,100	4.79%	4.79%
Servit Servicios Industriales Técnicos, S.L.	6,394,400	3.96%	3.96%	6,394,400	3.78%	3.78%
Tower Valley, S.L.	5,499,200	3.41%	3.41%	5,499,200	3.25%	3.25%
Mr. Francisco José Rionegro Lorenzo	457,800	0.28%	0.28%	457,800	0.27%	0.27%
Treasury stock	1,550,600	0.96%	0.96%	1,550,600	0.92%	0.92%
Public (free float)	51,724,138	32.06%	32.06%	59,482,759	35.18%	35.18%
Total	161,345,638	**100.00%**	**100.00%**	169,104,259	**100.00%**	**100.00%**

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(1) CIE Automotive, S.A. is the controlling entity of an industrial group of companies focused on the supply of components and sub-assemblies for the automotive market. CIE Automotive, S.A. is listed on the Madrid and Bilbao stock exchanges. CIE Automotive, S.A. intends to maintain a significant shareholding in the Company after the Offering, remaining as a reference shareholder of the Company in the medium term.

(2) Indirectly, as controlling shareholder (78.80%) of Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A. ("**INSSEC DOS**") who directly owns the stake attributed to ACEK Desarrollo y Gestión Industrial, S.L. ("**ACEK**"). ACEK, which is a member of the Board of Directors of CIE Automotive, S.A., is directly owned by Mr. Francisco José Riberas Mera and Mr. Juan María Riberas Mera, each of them holding a 50% its share capital. The remaining 21.2% of INSSEC DOS share capital is owned by Risteel Corporation, B.V. ("**Risteel**"), which holds a 1.20% of INSSEC DOS share capital (Risteel is directly owned by Francisco José Riberas Mera and Juan María Riberas Mera, each of them holding a 50% of its share capital) and Mr. Antonio María Pradera Jáuregui who holds 20% of INSSEC DOS share capital (19.1% directly and 0.9% through Inversiones Estrategia y Conocimiento Global CYP, S.L.). INSSEC DOS was incorporated through the spin-off of Instituto Sectorial de Promoción y Gestión de Empresas, S.A. ("**INSSEC**") and the contribution of some assets thereto (including, among others, the shareholding of other current Dominion business units –i.e. Near-), at the time when INSSEC merged into CIE Automotive, S.A.

(3) Indirectly, as sole shareholder of Cartera e Inversiones Blaster, S.L. Mr. Barandiaran currently holds the position of Chief Executive Officer of Dominion and Chief Techonology Officer of CIE Automotive Group.

(4) Indirectly, as sole shareholder of Ratingen Investments, S.L.U. Ratingen Investments, S.L.U. is a company incorporated in 2015 by Servit Servicios Industriales Técnicos, S.L. ("**Servit**"), which was incorporated in 1994 by professionals coming from different industrial sectors, led by Mr. Fernando Álvarez Lamelas. Previously to the integration of Beroa Thermal Energy, S.L. with the Company, Servit was one of the two reference shareholders of Beroa Thermal Energy, S.L. (50%) jointly with INSSEC DOS (50%). Certain of the shareholders of Servit served as well as managers of Beroa Thermal Energy, S.L. As of the date of this Prospectus, Servit remains as sole shareholder of Ratingen Investments, S.L.U. Servit is currently owned by 13 shareholders, none of which holds a controlling stake in Servit. The major shareholder of Servit currently holds a stake of 26.34% in Servit's share capital. Mr. Jorge Álvarez Aguirre, Director and senior manager of Dominion, holds a 60% direct stake in the

company Albatros Management & Investment, S.L., which holds a direct 10% stake in the share capital of the company Servit.

(5) Tower Valley, S.L. is directly and fully owned by Mr. Alfredo Pérez Fernández (50%), senior manager of Dominion and representative of Tower Valley, S.L. in Dominion's Board of Directors, and a third party natural person unrelated to Dominion (50%). Apart from the relation as members of the company Tower Valley, S.L., there is no other relationship between Mr. Alfredo Pérez Fernández and this third party natural person. Previously to the integration of Bilcan Global Services, S.L. with the Company, Tower Valley, S.L. held 21.353% of the share capital of Bilcan Global Services, S.L. The remaining holdings of the share capital of Bilcan Global Services, S.L. were as follows: (i) 69.691% was held by INSSEC DOS, (ii) 8.321% was held by Cartera e Inversiones Blaster, S.L., (iii) 0.634% was held by Mr. Francisco José Rionegro.

(6) Pursuant to the share purchase agreement dated 6 April 2016, Tower Valley, S.L. has sold all of its shares in Dominion to INSSEC DOS. Thus, as of the date of this Prospectus, Tower Valley, S.L. has no interest in Dominion's share capital. However, if the Shares are not admitted to listing on the Spanish Stock Exchanges before 31 May 2016, the shares will be returned to Tower Valley, S.L. and the situation will be reverted to 6 April 2016. See "*Control of the Company*" below for a description of the share purchase agreement.

(7) Mr. Francisco José Rionegro Lorenzo serves as General Manager of the Company.

(8) Treasury stock does not bear voting rights.

(9) Assuming the Offering Price is at the mid-point of the indicative Offering Price Range and there is no exercise of the Over-allotment Option.

(10) Assuming the Offering Price is at the mid-point of the indicative Offering Price Range and the Over-allotment Option is exercised in full.

Save as described above, the Company is not aware of (i) any intention of its Principal Shareholders and/or members of its management to acquire any Shares in the Offering or (ii) any intention of a particular person to acquire more than 5% of the Shares in the Offering.

Control of the Company

On the date hereof, the Principal Shareholders hold 100% of the Company's share capital and voting rights and, therefore, control the Company.

Pursuant to the Offering, the Company is offering between 46,875,000 and 57,692,308 Initial Offer Shares, being such number of Shares as is required, at the Offering Price Range, for the Company to raise gross proceeds of €150 million, representing between 29.95% and 34.48% of the total number of Shares outstanding following completion of the Offering. In addition, a number of additional Shares representing up to 15% of the number of Initial Offer Shares issued by the Company in the Offering may be subscribed for by the Underwriters pursuant to the Over-allotment Option.

Upon Admission and for such period as CIE Automotive, S.A. continues to own and control a material portion of the Shares, even if such portion represents less than half of the issued total number of Shares, it will continue to be able to exert significant influence over decisions adopted both by the General Shareholders' Meetings and the Board of Directors of the Company.

On 6 April 2016, CIE Automotive, S.A. entered into an agreement with INSSEC DOS, one of the Principal Shareholders of the Company, under which, prior to Admission, CIE Automotive, S.A. will acquire from INSSEC DOS at the Offering Price as many outstanding already issued shares of the Company as may be necessary, regardless of the number of Offer Shares (therefore, including the Over-allotment Shares) which are finally issued under the Offering, to CIE Automotive, S.A. so that it ends up holding a number of shares of the Company representing at least 50.01% of the share capital of the Company following Admission. Therefore, upon Admission CIE Automotive, S.A. (and after the exercise of the Over-allotment Option, should it be the case) will hold, in aggregate, not less than 50.01% of the voting rights attaching to the Shares.

Upon Admission, CIE Automotive, S.A. will hold a direct interest in the share capital of the Company that will exceed the 30% control threshold set forth in Article 4.1.(a) of Royal Decree 1066/2007, of 27 July, on the rules applicable to takeover bids for securities (*Real Decreto 1066/2007, de 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores*). Thereafter, the exact level of influence that CIE Automotive, S.A. will be able to exercise will be dependent on the percentage that the number of Shares then held by CIE Automotive, S.A. represents over the total number of Shares outstanding following completion of the Offering.

In addition, on 6 April 2016, Tower Valley, S.L. and INSSEC DOS entered into a share purchase agreement by virtue of which INSSEC DOS acquired all the shares then held by Tower Valley, S.L. in Dominion's share capital. The price per share to be paid by INSSEC DOS following the date of pricing of the Offered Shares will be equal to the Offering Price. As a result of the foregoing, as of the date of this Prospectus, Tower Valley, S.L. has no interest in Dominion's share capital. However, according to the share purchase agreement, if the Shares are not admitted to listing on the Spanish Stock Exchanges before 31 May 2016, the situation will be reverted to 6 April 2016.

Save as described above, the Company is not aware of any of the Principal Shareholders listed above being under common control or otherwise acting in concert in connection with their stake in the Company.

Dilution

The Principal Shareholders will not be entitled to subscribe for Initial Offer Shares in the context of the Offering.

Between 46,875,000 and 57,692,308 Initial Offer Shares will be issued pursuant to the Offering and the existing Shares (upon the completion of the Offering and before exercise of the Over-Allotment Option) will represent between 29.95% and 34.48% per cent. of the total issued Shares depending on the Offering Price.

If the Over-allotment Option is exercised in full, following the Offering, the Principal Shareholders will hold between 62% and 67% of the Company's share capital and voting rights.

If the Over-allotment Option is not exercised, following the Offering, the Principal Shareholders will hold between 66% and 70% of the Company's share capital and voting rights.

RELATED PARTY TRANSACTIONS

During the period covered by the Audited Consolidated Financial Statements and up to the date of this Prospectus, Dominion has entered into transactions with parties related or associated to Dominion, as set out below. For the purposes of this Prospectus, any transactions between the Company and its subsidiaries, which are related parties of Dominion, have been eliminated on consolidation and are not disclosed herein. All the transactions with related parties are valued at market prices. Furthermore, transfer prices are adequately supported, thus the Company's Directors consider that no significant liabilities may arise in the future due to these transactions.

For more information, please see the description of Dominion's significant related party transactions below and Note 32 to the Audited Consolidated Financial Statements.

Related parties are considered to be the companies pertaining to CIE Automotive Group, to which the sub-group led by Global Dominion Access, S.A. pertains, as well as the Directors and key executives and close family members of Dominion Access Group and CIE Automotive Group.

(a) Senior management remuneration and loans

The total remuneration paid in 2015 to senior management personnel, excluding that included in Compensation paid to the members of the Board of Directors amounted to €1,324 thousand (2014: €987 thousand).

During 2015, 2014 and 2013 a payment of €16 thousand, €6 thousand and €6 thousand were made to defined contribution pension funds or plans for the members of Senior management.

The Company has policies for senior management personnel, with regards to health insurance premiums, which amounted to €16 thousand in 2013, 2014 and 2015, respectively.

At the end of 2015, 2014 and 2013 there was no balance whatsoever deriving from transactions with these related parties.

(b) Balances and transactions during the year with group companies and related parties

	2015	**2014**	**2013**
Financial expense	(1,585)	(1,363)	(2,293)

These financial expenses are related to the loans existing with CIE Automotive.

Outstanding balances with group companies and related parties are as follows:

Current payables to Group companies:

	2015	**2014**	**2013**
Accounts payable to related parties - Participating Loan	-	11,900	906

Non-current payables to Group companies:

This heading mainly includes:

	2015	**2014**	**2013**
Participating loan	-	-	11,900
Other loans from CIE Automotive, S.A.	-	48,057	20,169
	-	**48,057**	**32,069**

The participating loan totaling €11,900 thousand was granted in 2010 by Instituto de Promoción y Gestión de Empresas, S.A. (currently CIE Automotive S.A.) to Global Dominion Access, S.A., and it does not accrue fixed interest. It fell due in January 2015 and therefore as at 31 December 2014 it was classified under current items.

Other loans from CIE Automotive, S.A. include a 5-year current account that Global Dominion Access, S.A. maintains with CIE Automotive, S.A., automatically renewable for further 1-year periods, that requires 12-month advance notice prior to the date of the start of the final renewal period. They accrued interest at a market rate indexed to the Euribor (3% during the first quarter of 2015 and 2.5% during the rest of 2015) (4.5% during the first half of 2014 and 3.5% in the second half of 2014) (4.5% in 2013). Both loans, as a consequence of the new financing entered into at the end of 2015 (Note 17) have been cancelled on 31 December 2015.

Note 33 to the Audited Consolidated Financial Statements provides details of the impact of the inclusion of the UTEs, and the reflected income and current assets derive from the transactions with related parties.

There have been no significant commercial transactions with the CIE Group during 2015.

(c) Balances and transactions with entities with significant influence over the dominant Company

In financial year 2014, several transactions regarding businesses combinations were carried out with the company INSSEC DOS, whose controlling shareholder, ACEK Desarrollo y Gestion Industrial, S.L., had a significant influence both over the Company and over Dominion's major shareholder, CIE Automotive, S.A., as significant shareholder with a 22.909% stake in the share capital of CIE Automotive, S.A. (9.899% directly and 13.101% indirectly, through Risteel Corporation, B.V.) and member of its Board of Directors. See "*Principal Shareholders*" and "*Material Contracts—Acquisitions*".

These businesses combinations are detailed in Note 31 and correspond to the businesses combinations of the groups of companies led by the companies Beroa Thermal Energy, S.L., Bilcan Global Services, S.L. and Global Near, S.L. In relation to the above mentioned companies, INSSEC DOS owned a stake equal to 50%, 69.69% and 79.09%, respectively, at the time of the businesses combinations.

After these transactions, in financial year 2014 INSSEC DOS becomes a shareholder of the holding company with a total shareholding of 16.97% and also becomes its creditor for an amount of €34 million (2014: €42 million). The amount of this debt is obtained after the application of the percentage that INSSEC DOS owned in Grupo Beroa against the relevant EBITDA of this group in each of the three financial years (2014, 2015 and 2016) by a multiplier of 7.5x, to which the relevant financial debt shall be deducted and shall be payable during the financial years 2015, 2016 and 2017. In financial year 2015, the payment of the first installment has been made, which has amounted to €7,911 thousand, and a re-estimation of the relevant financial liability has been calculated, existing an outstanding amount of €34,089 thousand at the closing of the financial year 2015 (€14,430 thousand in 2016 and €19,659 thousand in 2017). There are no guarantees given for such outstanding amounts and no interests accrue for these outstanding amounts.

In relation to the minority shareholders of the abovementioned transactions, at the time when the investments in Bilcan Global Services, S.L. and Global Near, S.L. were executed, Cartera e Inversiones Blaster, S.L. and Mr. Francisco José Rionegro Lorenzo where already related parties to Dominion. Cartera e Inversiones Blaster, S.L., as shareholder of Dominion, and Mr. Francisco José Rionegro Lorenzo, as shareholder of Dominion and as General Manager of the Company.

With regards to the 10.7514% stake in the share capital of Global Near, S.L. which was not acquired by Dominion, 2.85% is held by Mr. Carlos Solchaga Catalán, who was at that time and is still a member of the Board of Directors of CIE Automotive, S.A., Dominion's major shareholder. The remaining 7.9014% in the share capital of Global Near, S.L. not acquired by Dominion is held by third parties not related to Dominion. See "*Principal Shareholders*" and "*Material Contracts—Acquisitions*".

(d) Remuneration of the Directors of the parent Company

Compensation paid to members of the Board of Directors

In 2015 the amount accrued by the Board of Directors totaled €295 thousand and consists of the following items and amounts (€293 thousand in 2014 and €293 thousand in 2013):

	2015	**2014**	**2013**
Salaries	287	287	287
Other compensation	8	6	6
	295	**293**	**293**

Furthermore, the contract with Mr. Mikel Barandiaran Landín, Chief Executive Officer of the Company, contains a clause under which a severance payment doubling his annual compensation is payable if the employment relationship is terminated.

Contributions totaling €8 thousand were made in 2015 to defined contribution pension plans or funds for former or current members of the Company's Board of Directors (2014: €8 thousand).

As regards life insurance premiums, the Company has policies for the Chief Executive Officer covering death and permanent disability, for which premiums totaled €3.3 thousand, €3.8 thousand and €3.8 thousand in 2015, 2014 and 2013, respectively.

In addition, on 16 July 2014, a €1.5 million loan was awarded by Dominion to Mr. Barandiaran Landín, Chief Executive Officer of the Company, so that Mr. Barandiaran Landín could devote the amount of a variable remuneration approved in his favour by the Company's Board of Directors on the same date, for an equivalent amount of €1.5 million, to the acquisition of 21,040 shares of the Company, through its subscription in the context of an increase in Dominion's share capital approved by the Company's General Shareholders' Meeting also on 16 July 2014. As provided for in the loan agreement, the Chief Executive Officer shall proceed to repay the loan (through its variable remuneration) by no later than 30 April 2017, date of repayment of the loan. The CNMV has recently requested information in relation to this transaction in light of article 150 of the Spanish Companies Act (that regulates financial assistance relating to the acquisition of a company's shares), in exercise of its powers. There can be no assurances as to what the outcome of the CNMV's review of such further information would be. (See "*Description of Capital Stock—General*" for further information regarding the aforementioned share capital increase).

Except for the items indicated in the preceding paragraphs, the members of the Company's Board of Directors have not received any compensation consisting of profit sharing or bonuses. No shares or stock options were received during the year, no options were exercised and no options yet to be exercised remain outstanding.

(e) Conflicts of interest

In order to avoid conflicts of interest with the parent company, during 2015 the Directors occupying positions on the Board of Directors complied with the obligations established in Article 228 of the Spanish Companies Act. Both Directors and persons related to them have abstained from conflicts of interest as stipulated by Article 229 of that legislation, and during the year no direct or indirect conflict of interest was reported to the Company's Board of Directors.

MATERIAL CONTRACTS

During 2015, Dominion conducted operations in 28 countries and its principal geographic markets were Spain, Germany, Mexico, the Middle East, the Far East and Brazil, which accounted for approximately 33.2%, 10.5%, 9.8%, 9.1%, 5.4% and 5.0%, respectively, of its revenue in that year (approximately 73.0% in aggregate). See "*Operating and Financial Review—Factors Affecting Results of Operations—Business and political conditions in key markets—Geographic markets*" for a detailed geographical breakdown of Dominion's revenue for each of the years ended 31 December 2013, 2014 and 2015.

The following is a summary of the contracts entered into by Dominion and its subsidiaries that are considered material for the purposes of this Prospectus.

Please note that all the amounts denominated in a currency other than Euro are set out in Euros (with the original amount set out in brackets in the original currency) and have been converted into Euro as of 31 December 2015.

Telecom & Technology Activity Field – Telecom Services

Dominion and certain of its subsidiaries have entered into ten separate contracts with Telefónica de España, S.A.U. and certain of its affiliates (collectively, "**Telefónica**") in relation to the provision of services in Spain, Brazil, Peru and Mexico. Below is the summary of the contracts related to the Telecom Services which the company considers to be material, including the contracts entered into with Telefónica.

Spain

Customer Loop Global Contract

On 27 March 2015, Telefónica and Dominion Networks, S.L.U. ("**Dominion Networks**") entered into an agreement to extend the Customer Loop Global Contract originally executed in 2012 until 30 April 2018. The services that Dominion Network provides under this contract comprise: (i) network construction, maintenance and infrastructure support; (ii) support to Telefónica's network carriers and infrastructure as well as complementary activities such as project design and permitting; and (iii) customer services (*atención al cliente*) encompassing installation works, maintenance and technical services with regard to services performed or equipment held by either Telefónica or its clients. Although the contract covers the whole territory of Spain, it is being executed in Madrid, Málaga, Melilla and Gerona.

Dominion Networks provides these services to Telefónica 24 hours per day, 365 days per year pursuant to the guidelines and requirements set out in the schedules to the Customer Loop Global Contract and is remunerated according to the price structure set out therein, which varies based on the location and volume of the services effectively rendered. Dominion Networks has provided a bank guarantee to Telefónica in the amount of €1,037,245 in order to secure its obligations under the Customer Loop Global Contract.

This contract is governed by Spanish law.

Customized management of ITC systems on behalf of customers (Servicio Gestión TIC CG de Cliente)

On 8 October 2014, Telefónica Soluciones de Outsourcing, S.A.U. and Dominion Centro de Control, S.L.U. entered into a services contract having a two-year term, subject to automatic renewal on a monthly basis but terminable by either party on 30 days prior notice. This contract covers the customized management of systems, networks, equipment and IT and communications services on behalf of customers. The specific scope of services provided to any individual customer may include, *inter alia*, equipment configuration, preventive maintenance, corrective maintenance, monitoring and registering faults and breakdowns, producing statistical reports, etc. The contract covers the territory of Spain.

Dominion's remuneration under this contract varies based on the volume of services actually rendered to Telefónica and is subject to a "best price" provision whereby Dominion Centro de Control, S.L.U. is required to match the economic conditions offered by any other customer (and thereby to reduce the price for the services provided to Telefónica) if more favorable to the customer.

Dominion Centro de Control, S.L.U. has provided a bank guarantee to Telefónica in the amount of €315,000 in order to secure its obligations under this contract.

This contract is governed by Spanish law.

Brazil

FTTX contract

On 9 September 2010, Telecomunicações de São Paulo S.A. ("**Telesp**"), A. Telecom, S.A. ("**Telecom**") and Dominion Instalações e Montagens do Brasil Ltda. ("**Dominion Brasil**"), entered into a service contract having an initial term running until 30 April 2016 (subject to renewal by mutual agreement of the parties). The contract covers the territory of Campina Grande, São Paulo.

The services that Dominion Brasil provides to Telesp under this contract include the installation and maintenance of broadband and optical fiber and technical and related administrative activities. The services that Dominion Brasil provides to Telecom under this contract include the installation and maintenance of microcomputers and technical and administrative related activities. When executed, this contract had a total value of €3,591,403.86 (R$15,466,855.77) (€3,568,457.73 (R$15,368,035.22) relating to services to be provided to Telesp and €22,946.13 (R$98,820.55) relating to services to be provided to Telecom).

Pursuant to its terms, Telesp and Telecom may set off amounts owed by them to Dominion Brasil against fines or damages arising from contractual breaches committed by Dominion Brasil in relation to Telesp, Telecom or any third parties. Further, Dominion Brasil may lose its right to provide services in specific geographical areas (causing it to be reassigned to other, less attractive, areas) in the event the services provided by it are deemed to be of low quality.

If Dominion Brasil becomes unable to render the services in the assigned region or if it renders services to competitors of Telesp and Telecom, Telesp and Telecom may unilaterally terminate the contract and claim for damages.

Dominion Brasil has provided a bank guarantee to Telesp and Telecom in the amount of €179,570.19 (R$773,342.79) in order to secure its obligations under this contract.

This contract is governed by the laws of Brazil.

This contract has expired. However, the Company will consider the opportunities that may arise in the future regarding new contracts on the subject.

Campanha contract

On 10 November 2010, Telesp, Telecom and Dominion Brasil entered into a service contract having an initial term running until 30 April 2016 (subject to renewal by mutual agreement of the parties but terminable by any party on 30 days prior notice). The contract covers the territory of the district of Campina Grande, São Paulo.

The services that Dominion Brasil provides to Telesp under this contract include the installation and maintenance of broadband and optical fiber and technical and administrative related activities. The services that Dominion Brasil provides to Telecom under this contract include the installation and maintenance of fixed telephone lines, special installations such as broadband and private lines, the installation of equipment for the reception of satellite signals and ancillary services. When executed, this contract had a total value of €2,499,661.83 (R$10,765,124.30) (€2,286,732.74 (R$9,848,117.01) relating to services to be provided to Telesp and €212,929.09 (R$917,007.30) related to services to be provided to Telecom).

Pursuant to its terms, Telesp and Telecom may set off amounts owed by them to Dominion Brasil against fines or damages arising from contractual breaches committed by Dominion Brasil in relation to Telesp, Telecom or any third parties.

If Dominion Brasil becomes unable to render the services in the assigned region or if it renders services to competing entities of Telesp and Telecom, Telesp and Telecom may unilaterally terminate the contract and claim for damages.

Dominion Brasil has provided a bank guarantee to Telesp and Telecom in the amount of €117,609.066 (R$506,499) in order to secure its obligations under this agreement.

This contract is governed by the laws of Brazil.

This contract has expired. However, the Company will consider the opportunities that may arise in the future regarding new contracts on the subject.

Service contract with Telefónica Brasil

On 30 June 2014, Telefónica Brasil S/A ("**Telefónica Brasil**") and Dominion Brasil, entered into a service contract having an initial term running until 30 April 2016, subject to renewal by mutual agreement of the parties. Dominion Brasil does not expect to renew this contract after its expiration. The contract covers the territory of the district of Greater São Paulo.

The services to be provided under this contract include the design, permitting, licensing and construction of telecommunication networks in São Paulo, Brazil. In particular, the contract scope of work comprises reviewing and assessing various network design projects on behalf of Telefónica Brasil, providing services in relation to permitting, licensing and administrative procedures, installing optical fiber and carrying out related construction works (including excavation, demolition, construction and maintenance of network infrastructure) and carrying out any other ancillary activities that could be required during the term of this contract.

The value of the contract is R$46,973,954.46 (€10,907,352.05).

Pursuant to its terms, Telefónica Brasil may set off amounts owed by it to Dominion Brasil against fines or other damages arising from contractual breaches committed by Dominion Brasil.

Dominion Brasil has provided a bank guarantee to Telefónica Brasil in the amount of €3,004,335.44 (R$12,938,568) in order to secure its obligations under this agreement.

This contract is governed by the laws of Brazil.

Construction contract with Telefónica

On 23 February 2016, Dominion Brasil, was awarded by Telefónica a contract for the construction of an optical fiber network. The term of the contract to be entered into by Dominion Brasil and Telefonica, as per the main terms and conditions agreed upon by both parties in the authorization letter dated 23 February 2016, is from said date to 22 February 2018. The contract covers the following states of Brazil: Bahia, Sergipe, Alagoas, Pernambuco, Paraiba, Rio Grande do Norte, Ceara, Piaui, Maranhao, Para, Amana, Amazonas and Roraima.

The value of the contract is €17,549,602.52 (R$70,302,666.83). According to the above mentioned terms and conditions, payments under this contract will be made to Dominion Brasil within 75 days.

Peru

Customer Loop Global Contract

On 1 December 2012, Telefónica del Perú S.A.A. ("**Telefónica Perú**") and Dominion Perú Soluciones y Servicios SAC ("**Dominion Perú**") entered into a contract for technical customer services, maintenance services and infrastructure construction services having an initial term running until 2016. This contract was later supplemented by addendums dated 1 January 2014 and 1 September 2014. The contract covers the following states of Peru: Lima, Arequipa, Tacna, Puno, Moquegua and Madre de Dios.

The services that Dominion Perú provides to Telefónica Perú under this agreement include technical customer services, maintenance services and infrastructure construction services (including the design of fiber optic networks and the installation and repair of amplifiers and power supplies).

Dominion Perú has provided a single bank guarantee to Telefónica Perú in the amount of €550,496.97 (2,041,408 Nuevos Soles), in order to secure its obligations under both this agreement and the agreement for technical customer services, maintenance and infrastructure construction with Telefónica Perú dated 1 February 2013.

Contract for technical customer services, maintenance and infrastructure construction with Telefónica Perú

On 1 February 2013, Telefónica Perú and Dominion Perú entered into a services contract having an initial term running until 31 December 2017 (although Telefónica Perú may terminate or narrow the scope of this contract on

30 days' notice without any indemnification rights in favor of Dominion Perú). The contract covers the following states of Peru: Lima, Arequipa, Tacna, Puno, Moquegua and Madre de Dios.

Under this agreement, Dominion Perú provides technical customer services, maintenance services and construction services in relation to infrastructure (including the design of optical fiber networks and the installation and repair of amplifiers and power supplies).

The remuneration of Dominion Perú under this contract sets varies in accordance with the volume of services actually rendered to Telefónica Perú. Pricing is updated annually by reference to the Spanish consumer price index (*Índice de Precios al Consumo*), subject to a cap of 2%.

Dominion Perú has provided a single bank guarantee to Telefónica Perú in the amount of €550,496.97 (2,041,408 Nuevos Soles), in order to secure its obligations under both this agreement and the agreement for technical customer services, maintenance and infrastructure construction with Telefónica Perú dated 1 December 2012.

This contract is governed by Peruvian law.

Mexico

Fiber optic deployment services contract

On 12 February 2013, Grupo Telecom Mexicana S.A. de C.V. ("**Telefónica Mexico**") and Mexicana de Electrónica Industrial, S.A. de C.V. ("**Dominion Mexico**") entered into a services contract. This contract does not have a specific term since each project contemplated thereunder has a separate execution period which is subject to external factors. Telefónica Mexico may terminate the contract at any time upon 30 days prior notice.

The services to be rendered by virtue of this contract include fiber optic construction and deployment services. Dominion's remuneration for the services provided by it under this contract is variable and depends upon the level of work assigned by Telefónica to Dominion Mexico from time to time. In 2015, Dominion Mexico recorded revenue of €1,825,748.13 ($1,983,000) under this contract.

Customized Management Centers management services

Since May 2015, Dominion México has rendered services to Telefónica Mexico in connection with the so-called "GISE Project." These services comprise engineering services (including engineering services provided on an outsourcing basis to Telefónica Mexico's customers) and the installation of TX-MW (both licensed and non-licensed band) as well as data (routers and switches) and voice (PBX, ISDN, etc.) infrastructure.

This project is expected to take 2 years to complete; however, as there is no framework agreement in place between the parties, this relationship is based simply upon purchase orders. As of the date of this Prospectus the total accrued fees are €5,212,646.46 (97,432,643.52 Mexican Pesos) (VAT excluded).

Banamex Master Agreement

On 29 June 2009 Banco Nacional de México, S.A. ("**Banamex**") and Dominion Mexico entered into a master agreement setting out the terms and conditions applicable to the provision of a broad range of services by Dominion Mexico to Banamex, principally in relation to preventive and corrective maintenance services for equipment and security devices. The master agreement has an indefinite term, but it provides that the individual contracts entered into by the parties under the master agreement may not have terms longer than five years. Either party to this master agreement may terminate it upon 30 days' prior notice.

As of the date hereof, only one contract has been entered into by the parties under the aegis of the master agreement. This contract, which was executed on 1 June 2015 and has a term running until 31 May 2016, provides for monthly remuneration for Dominion Mexico of €49,732.15 (929,572.99 Mexican Pesos) (not including correction and other services rendered on demand via purchase orders).

Dominion Mexico has provided a bond (*fianza*) in the amount of €160,500.0012 (3 million Mexican Pesos) in order to secure its obligations under this contract until 31 July 2016.

This contract is governed by Mexican law.

Telecom & Technology Activity Field – Commercial Services

The main contracts of Dominion's commercial services business unit are summarized below.

Spain

Distribution and supply agreement between Orange Spain and Eurologística

On 16 June 2015, Orange Espagne, S.A.U. (formerly known as France Telecom España, S.A.U) ("**Orange Spain**") and Eurologística Directa Móvil 21, S.L.U. ("**Eurologística**" a subsidiary of Dominion), entered into a distribution and supply agreement pursuant to which Orange Spain supplies Eurologística with products to be commercialized and distributed by Eurologística within Orange Spain's distribution network on an exclusive basis. The contract covers the whole territory of Spain.

The term of this agreement is six months plus three automatic six month extensions (unless either party provides notice of termination at least two months before any such extension. During the initial term of the agreement, either party may early terminate the contract without any prior notice.

Orange Spain may modify the pricing structure of the contract at any time on 15 days' prior notice; if Eurologística does not agree with such modification, it may terminate the agreement without notice.

Eurologística has provided a first-demand bank guarantee in an amount of €4,500,000 in order to secure its obligations under this agreement and the recharge agreement described below.

This contract is governed by Spanish law.

Recharge Agreement between Orange Spain and Eurologística

On 31 May 2014, Orange Espagne, S.A.U. (formerly known as France Telecom España, S.A.U) ("**Orange Spain**") and Eurologística Directa Móvil 21, S.L.U. ("**Eurologística**", a subsidiary of Dominion), entered into a recharge agreement (*contrato de recarga*) pursuant to which Eurologística provides services that are appropriate to process and manage requests for recharging in various forms.

The term of this agreement is six months plus three automatic six month extensions (unless either party provides notice of termination at least one month before any such extension. During the initial term of the agreement, either party may early terminate the contract without any prior notice.

Orange Spain may modify the pricing structure of the contract at any time on 15 days' prior notice; if Eurologística does not agree with such modification, it may terminate the agreement without notice.

Eurologística has provided a first-demand bank guarantee in an amount of €4,500,000 in order to secure its obligations under this agreement and the Distribution and supply agreement described above.

This contract is governed by Spanish law.

Distribution and supply agreement between Orange Spain and Tiendas Conexión, S.L.U.

On 1 April 2016, Orange Spain and Tiendas Conexión, S.L.U. ("**Tiendas Conexion**" a subsidiary of Dominion), entered into a distribution and supply agreement pursuant to which Orange Spain appointed Tiendas Conexion as a certified distributor for the sale of its products/services and for the engagement of clients and end-users. The contract covers the whole territory of Spain.

The term of this agreement is six months plus three automatic six month extensions (unless either party provides notice of termination at least two months before any such extension). During the initial term of the agreement, either party may early terminate the contract without prior notice.

Under this agreement Tiendas Conexion may act either as a wholesale or retail distributor. When acting as a wholesale distributor, Your Phone sells products to customers designated by Orange Spain on an exclusive basis. When acting as a retail distributor, Tiendas Conexion deals with end-customers at its own risk from defined selling points but without any territorial exclusivity rights.

Orange Spain may modify the pricing structure of the contract at any time on 15 days' prior notice; if Tiendas

Conexion does not agree with such modification, it may terminate the agreement without notice.

Tiendas Conexion has provided a first-demand bank guarantee in an amount of €1,500,000 in order to secure its obligations under this agreement.

This contract is governed by Spanish law.

Distribution and supply agreement between Yoigo and Interbox

On 15 July 2015, Xfera Móviles, S.A. ("**Yoigo**") and Interbox Technology, S.L. ("**Interbox,"** a subsidiary of Dominion) entered into a distribution and supply agreement in relation to the provision of logistics services to Yoigo. The contract covers the whole territory of Spain.

This contract has a term running until 31 July 2018 and will be automatically extended for additional annual terms unless either party gives six months prior notice of termination.

Interbox has provided a first-demand bank guarantee in an amount of €20,000,000 in order to secure its obligations under this agreement.

This contract is governed by Spanish law.

Franchise framework agreements with Orange Spain

On 1 June 2015, Orange Spain and Sur Conexión, S.L.U. ("**Sur Conexión,**" a subsidiary of Dominion) have entered into a franchise framework agreement in relation to the commercialization of Orange Spain's products and services in 34 franchises. 2 of these 34 abovementioned franchises have been terminated and 3 new franchises have been concluded. Therefore there are currently 35 operative franchises. The contract covers the whole territory of Spain.

The initial term of these franchise agreements is three years from the date of the execution of the franchise framework agreement, which ranges from June 2015 to June 2018. Sur Conexión may terminate these agreements if the lease agreements entered into by and between Orange Spain and the tenant of the premises where it conducts its business is terminated. The franchise agreements may be extended on an annual basis unless two months prior notice is given by a party.

Orange Spain is entitled to amend the pricing structure of the contracts at any time, provided that 15 days' prior notice has been given to the distributor before the amendments are in force; if Sur Conexión does not agree with such modifications, it may terminate the agreements without notice.

A single first demand bank guarantee in an amount of €700,000 has been granted to secure the obligations of the Dominion Group under the 34 franchise agreements.

This contract is governed by Spanish law.

Industry Activity Field – Services

Rybnik (Poland) EPC contract

On 31 March 2014, Beroa Polska Sp z.o.o., ("**Beroa Poland**," a subsidiary of Dominion) acting as subcontractor, and Alstom Power Sp. z.o.o., entered into an EPC contract covering engineering, procurement and construction services in relation to a 125 meter high chimney that is part of a flue gas desulfurization plant being constructed within EDF Polska S.A.'s plant in Rybnik, Poland. The contract covers the territory of Rybnik, Poland.

This contract provides for a lump sum of €6,483,239.93 (27,600,000 Polish zloty) plus VAT regardless of the actual effort required to fulfill the contract. The completed project shall be delivered to EDF Polska S.A. on or before 1 June 2016.

The contract is guaranteed by: (a) a 60 month guarantee covering construction works; (b) a 36 month guarantee covering all equipment; (c) a performance bond in the amount of 10% of the contract price; and (d) an advance payment bond in the amount of 5% of the contract price. In addition, Beroa Poland is subject to a three year statutory warranty period covering buildings and structures. The contract also includes customary penalty provisions.

Opole (Poland) EPC contract

On 17 July 2014, Beroa Poland, as subcontractor, and Polimex Project Opole Sp. z.o.o., entered into an EPC contract covering engineering, procurement and construction services in relation to the turnkey construction of two cooling towers at a power generation plant in Opole, Poland. The contract covers the territory of Opole, Poland.

The price agreed for this project is €58,278,689.43 (248,100,000 Polish zloty). The first cooling tower shall be delivered on or before 31 July 2018, and the second cooling tower shall be delivered on or before 31 March 2019.

The contract is guaranteed by (a) a 84 month guarantee covering each Tower; (b) a performance bond in the amount of 10% of the contract price and (c) an advance payment bond in the amount of 10% of the contract price as an advance payment bond. In addition, Beroa Poland is subject to a three year statutory warranty period covering buildings and structures. The contract also includes customary penalty provisions.

Battersea (UK) refurbishment contract

On 27 December 2013, Battersea Project Phase 2 Refurbishment Company Limited and Beroa Bierrum, a subsidiary of Dominion, entered into a contract for the demolition and rebuilding of four chimneys located on the site of the iconic Battersea power station in London, England, which is currently being refurbished for residential purposes. The contract covers the territory of London, England.

The price agreed for this project amounts to €16,091,868.76 (GBP11,856,667). The term of the contract is 121 weeks from 24 March 2014.

The contract provides for a 12-year guarantee from completion for all works performed.

This contract is governed by English law.

Industry Activity Field – Solutions

Danaher distribution and supply agreement

On 1 January 2015, Fluke Networks (a division of Danaher Corporation) and Dominion Mexico entered into an agreement appointing Dominion Mexico to market and sell Fluke products such as industrial test instruments and pressure, flow, radio frequency and electrical calibration products, on a non-exclusive basis in the territory of Mexico.

Dominion Mexico has been the distributor of Danaher products in Mexico for more than 20 years.

This agreement has an annual term and is automatically extendable for additional annual terms unless 90 days prior notice to the contrary is given by either party. Further, either party may terminate the agreement without cause on 90 days prior notice; in the event Fluke Networks should exercise such an early termination right, it would be required to pay compensation to Dominion Mexico.

This agreement is governed by the laws of Washington State (United States of America).

Industry Activity Field –360º Projects

Antofagasta equipment and furnishings procurement, maintenance and replacement contract

On 9 June 2014, Sociedad Concesionaria Salud Siglo XXI S.A. and Dominion entered into an agreement covering the procurement, maintenance and replacement by Dominion to Sociedad Concesionaria Salud Siglo XXI S.A. of all medical equipment and clinical and non-clinical furnishings for a hospital in Antofagasta, Chile. This agreement was subsequently assigned by Dominion to Dominion SpA. The contract covers the territory of Antofagasta, Chile. The Antofagasta hospital is owned by the Ministry of Public Works (*Ministerio de Obras Públicas*) of Chile's Government.

Sociedad Concesionaria Salud Siglo XXI S.A. is a company participated by Sacyr Concesiones Chile S.A. (69%), Sacyr Chile S.A. (1%) and Dominion (30%).

The scope of work under this agreement comprises: (i) the construction stage which includes the procurement of

all equipment and furnishings; and (ii) the exploitation stage which includes the management, maintenance and replacement of all equipment and furnishings. The scope of the services provided by Sociedad Concesionaria Salud Siglo XXI S.A. during the second stage are ancillary to the main exploitation of the premises, i.e. the medical services, which are not rendered by Sociedad Concesionaria Salud Siglo XXI S.A.

The contract has a 15 year term.

The total amount payable under this agreement is €134,632,964.29 (3,769,723 Chilean *Unidades de Fomento* (Development Units or "**UFs**")). As of the date of this Prospectus, 1 UF was equal to €36.63. Additionally, the agreement provides for total remuneration on account of maintenance services over a 15 year term of €38,673,571.43 (1,082,860 UFs).

The contract provides for various guarantees for various project stages. During the construction stage, the concessionary company shall withhold 5% of each installment due as a reserve to secure contractual compliance. All sums withheld shall be released to Dominion SpA upon final acceptance of all the works performed. Further, Dominion SpA has agreed to provide the concessionary company with certain bank guarantees and other security in an amount of up to €8,855,357.14 (247,950 UFs) if requested by the financing banks. During the exploitation stage, Dominion SpA shall provide the concessionary company with certain bank guarantees and other security from time to time in an aggregate amount of up to €5,650,892.86 (158,225 UFs).

This agreement is governed by the laws of Chile.

Antofagasta technology infrastructure, information technology and communications services contract

On 14 July 2014, Sociedad Concesionaria Salud Siglo XXI S.A. and Dominion entered into an additional agreement in relation to the Antofagasta hospital project for the provision by Dominion of technology infrastructure, information technology and communications services. This agreement was subsequently assigned by Dominion to Dominion Instalaciones y Montajes, S.A.U. Agencia en Chile ("**Dominion Chile**"). The contract covers the territory of Antofagasta, Chile.

The scope of the services rendered by Dominion by virtue of this contract includes, among others, the provision of IT and communication services to the Antofagasta hospital referred to above.

The price agreed for this project amounts to €27,727,200.36 (776,361.61 UFs) in relation to technology infrastructure services and €3,031,377.92 (89,357.49 UFs) for the IT and communications services.

The contract has a 15 year term. However, the agreement may be early terminated by the Chilean Authority if certain requirements stated in the Chilean legislation are met.

During the construction stage, the concessionary company shall withhold 5% of each installment due as a reserve to secure contractual compliance. All sums withheld shall be released to Dominion SpA upon final acceptance of all the works performed. Further, Dominion SpA has agreed to provide the concessionary company with certain bank guarantees and other security in an amount of up to €8,855,357.14 (247,950 UFs) if requested by the financing banks. During the exploitation stage, Dominion SpA shall provide the concessionary company with certain bank guarantees and other security from time to time in an aggregate amount of up to €5,650,892.86 (158,225 UFs).

The contract provides for various guarantees for various project stages. During the construction stage, if requested by the financing banks, Dominion Chile shall provide the concessionary company with a bank guarantee equivalent to €194,285.71 (5,440 UFs) (which shall remain in force until its replacement by the guarantees required during the exploitation stage). In connection with the exploitation stage, the contract provides for certain guarantees from time to time in an aggregate amount of up to €4,443,214.29 (124,410 UFs).

Renewable Energy Activity Field

Mexico solar PV project

On 1 December 2015, Juárez Renovables, S.A.P.I., de C.V., as client, and Dominion Instalaciones y Montajes, S.A. and Dominion México, as contractors, entered into two turnkey contracts for the construction and commissioning of two separate 32,760 kW photovoltaic plants (known as Kaixo I and Kaixo II) in Chihuahua, Mexico. The contract covers the territory of Chihuahua, Mexico.

The services to be provided under these agreements comprise: installation and construction (75 weeks), connection (4 weeks) and commissioning and testing (4 weeks extendible by up to an additional 12 weeks if the agreed operating requirements are not met). For each stage, Dominion Instalaciones y Montajes shall render engineering works and equipment supply and Dominion México shall render installation and assembly works.

The contractors shall complete the construction, installation, connection and commissioning works in relation to each PV plant within 83 weeks from the starting date.

The price agreed for each of these contracts is €1.519/Wp (1.65 USD/Wp). Together with the provisional acceptance certificates, the contractors shall jointly and severally deliver a technical first demand guarantee for an amount equivalent to 10% of the total value of each contract. Such guarantees shall be valid for one year from the provisional acceptance and shall be returned upon final acceptance.

The contract is governed by Mexican law.

Financing arrangements

Dominion's principal financing agreements are summarized below. The group had as of 31 December 2015, drawdown funds for an amount of €37,118 thousand from credit facilities of up to 43,279 thousand euro. The average margin applied to the financing agreements of the group ranges from 60 to 448 basis points.

Antofagasta agreement of restatement, recognition, consolidation and division of debt

On 18 February 2015, Corpbanca, as agent and security agent, Sacyr Concesiones Chile, S.A., Sociedad Concesionaria Salud Siglo XXI, S.A., as concessionaire and debtor, and Dominion entered into this agreement of restatement, recognition, consolidation and division of debt in relation to the Antofagasta hospital project in Chile.

Under the project concession a facility was concluded on 30 October 2014 between the abovementioned parties, which was novated on 19 November 2014, and by virtue of which the debtor received a four-tranche financing.

By virtue of this agreement: (i) the debtor acknowledges a liability of €1,531,535.71 (42,883 UFs) as principal due under the pledged facility; (ii) the debtor and Sacyr restate the pledged facility, for an amount of €1,531,535.71 (42,883 UFs) as principal amount plus €18,121.43 (507.40 UFs) as interest; (iii) the debtor and Sacyr divide the pledged facility into two obligations, one for an amount of €1,072,075 (30,018.10 UFs) as principal amount ("**Pledged Facility 1**") and €459,460.71 (12,864.90 UFs) as principal amount ("**Pledged Facility 2**"). Additionally, the maturity dates of each of these two Pledged Facilities was extended to 30 April 2030.

It is agreed under this contract that any permitted transfer of shares in the borrower requires that CIE Automotive maintains control over Dominion. The shares pledge ratification agreement recognizes the existence of a pledge over the shares in the borrower and over certain credit rights.

The Pledged Facility 2 is assigned to Dominion for a price of €464,897.14 (13,017.12 UFs), which is the outstanding amount of the credit. In order to supplement the facility, a support agreement was entered into on 6 May 2014 between the above-mentioned parties, which was novated on 18 February 2015, and by virtue of which CIE Automotive, S.A. became an additional guarantor. Under this agreement, CIE Automotive, S.A. undertook to maintain control, directly or indirectly, or a significant influence over Dominion.

The contract is subject to Chilean law.

Ibercaja credit facility

On 29 June 2015, Dominion, as borrower, and Ibercaja Banco, S.A. as lender, entered into a credit facility agreement for a total principal amount of €15 million and having a maturity date of 15 January 2017. This facility

bears interest at an annual rate of Euribor plus a margin of 0.600% and features a default interest rate of 19%.

This agreement sets our certain financial information undertakings under this agreement and contains provisions governing certain events of default, including *inter alia* the failure to make any payment of the amounts due, certain insolvency events or the infringement of the information undertakings. Specifically, the modification of the structure or the property of the share capital of the borrower or the guarantor in a manner that supposes a change of control is considered an early termination event.

CIE Automotive, S.A. acts as joint and several guarantor under the agreement.

The agreement is governed by Spanish law.

Kutxabank credit facility

On 8 January 2013, Dominion, as borrower, and Kutxabank, S.A. as lender, executed an annex in relation to a credit facility agreement initially dated as of 30 July 2008 and having a maturity date of 30 December 2013 (tacitly renewable for annual periods) and a principal amount of €1,200,000. CIE Automotive, S.A. is a guarantor under the agreement.

This annex modifies the following terms of the credit facility agreement: (i) the margin to be added to quarterly Euribor was reduced from 3.7160% to 3.50%, and (ii) fees of 0.25% over the average uncommitted amount and 0.50% over the maximum amount which is liquidated and owed in relation to the relevant credit account were added.

On 14 May 2014, the parties executed a new annex that further reduced the margin applicable to this facility from 3.50% to 2.50%. On 10 January 2016, the parties once again agreed to reduce this margin, to 0.60% per year.

The agreement is governed by Spanish law.

Kutxabank loan agreement

On 21 December 2015, Dominion, as borrower, and Kutxabank, S.A., as lender, entered into a loan facility agreement for a total principal amount of €10 million and having a maturity date of 21 June 2017. Dominion is entitled to make early repayment of this loan without penalty.

This loan bears interest at six month Euribor plus a spread of 0.90% and features a default interest rate of 3%.

This agreement includes, amongst others, the following undertakings: (i) to provide information in relation to the financial status of the Company; (ii) to provide all the relevant information in case of merger or acquisition; (iii) to provide all the economic information requested by the lender; and (iv) to provide the lender with any information that may trigger the early termination of this agreement.

The agreement contains provisions governing certain events of default, including, amongst others, (i) failure to pay any amounts due; (ii) breach of the information provided by the borrower; (iii) opening or filing of any kind of trial, including insolvency proceedings; (iv) failure to comply with undertakings or other obligations; (v) a share capital decrease; or (vi) the sale or disposal of non-current assets representing at least 20% of their assets without the corresponding equivalent compensation or the granting of securities over their non-current assets; or (vii) the dissolution, liquidation, legal transformation, sale, merger, absorption, spin-off that may lead to a reduction of solvency of the borrowers or in case that the borrowers have not notified the start of such processes within ten (10) days.

Under this agreement, CIE Automotive, S.A. acts as joint and several guarantor of the full amount.

The agreements are governed by Spanish law.

Banco Popular bank guarantee

On 18 February 2015, Banco Popular, S.A., as guarantor, issued a bank guarantee for an amount of €7,500,000 to be given as guarantee to Orange Spain in favor of the Company as secured party. The purpose of this guarantee is to secure the payment obligations of the Company in favor of Orange Spain, as beneficiary of the guarantee.

The guarantee is governed by Spanish law.

Banco Sabadell multicompany credit facility

On 13 February 2015, Banco de Sabadell, S.A., as lender, and CIE Automotive, S.A., Vía Operador Petrolífero, S.L., CIE Berriz, S.L. and Bionor Berantevilla, S.L., as borrowers, entered into a multicompany credit facility agreement for a maximum amount of €20,000,000. They previously entered into other credit facility agreements dated 15 April 2003, 1 April 2004, 27 January 2005, 18 June 2010, 3 February 2012, 3 October 2014 and 13 January 2015. Thus, the aggregate maximum amount is stated at €60,000,000 and the companies do not have an individual limit under the credit.

In relation to the term of this agreement, both parties agreed not to establish a maturity date. In this regard, either the borrower or the lender can withdraw from the agreement at any time.

This agreement includes, amongst others, some undertakings in relation to the financing transactions to be granted under the credit facility, including (i) discounting bills, (ii) facilities operations, (iii) payment management, (iv) foreign or national trading, or (v) guarantee transactions.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) the opening or filing of any kind of trial, (iii) failure to comply with undertakings or other obligations, (iv) material misrepresentations, or (v) significant change of the corporate purpose or the cessation of business. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

By virtue of an annex executed in July 2013, several companies of Dominion acceded as borrowers to the agreement, being the Company one of such new borrowers.

Under this agreement, all the borrowers act as joint and several guarantors of the full amount, irrespective of the drawdowns made by each of the borrowers.

The agreements are governed by Spanish law.

Agreement for the concession of bank guarantees and credit letters entered into with Banco Santander

On 22 November 2013, Banco Santander, S.A., as lender, and the Company, Dominion Instalaciones y Montajes and ECI Telecom Ibérica, S.A., as borrowers, entered into an agreement for the concession of bank guarantees and credit letters (stand-by) for a total amount of €4,000,000. The purpose of the agreement consists on the issuing by the lender of certain guarantees or credit letters for securing the positions of those third parties who entered into certain transactions with the relevant borrowing companies under this agreement.

The initial term of the agreement expired on 24 September 2014 but it is tacitly renewable for annual periods. The interest rate shall be calculated based on the quarterly Euribor plus a margin of 4%.

On 4 July 2014, the parties executed an annex to the agreement by virtue of which the amount of the agreement is increased on €16,000,000 to a total current amount of €20,000,000.

On 22 November 2014, the parties executed an annex to the agreement by virtue of which the margin applied changed to 0.40% per year for guarantees less than 2 years and 0.50% per year for guarantees for more than 2 years.

The agreement is governed by Spanish law.

Banco Santander loan facility agreement

On 23 December 2015, Banco Santander, S.A., as lender, and the Company, as borrower, entered into a loan facility agreement for a maximum amount of €10,000,000. The maturity date is 23 June 2017.

In relation to the interest rate, it will vary during the term of the loan as follows: (i) from 23 December 2015 to 22 June 2016, it should be calculated on a three month period basis based on Euribor plus a spread of 1.5%; (ii) from 23 June 2016 to 22 December 2016, the spread will be 2.1%; and (iii) from 23 December 2016 until the maturity date, the spread will be 2.5%. Additionally, there is a default interest rate equal to an annual 4%.

The agreement contains provisions governing certain events of default, including, amongst others: (i) breach of the economic information provided to the lender; (ii) failure to comply with undertakings or other obligations

stated therein; (iii) in case the Company is under a court or out-of-court proceeding that materially affects the Company´s equity, including in a insolvency proceeding; (iv) in case the Company breaches any obligation under either the agreement or with any third party; (v) in case of dissolution, merger or takeover; and (vi) the borrower cannot meet its payment obligations in the specified period. The occurrence of an event of default may trigger the termination of the contract. Therefore, it could result in the acceleration of payment obligations under the agreement.

This agreement is jointly and severally guaranteed by CIE Automotive, S.A.

Bank counter-guarantee policy entered into with Commerzbank

On 17 April 2015, Commerzbank Aktiengesellschaft, Sucursal en España, as guarantor, and the Company, as secured party and borrower, entered into a bank counter-guarantee policy for the issuance of bank guarantees, for a total maximum amount of €20,000,000. The termination of this agreement shall occur on 19 April 2016.

This loan bears interest at one month Euribor plus a spread of 0.50% per year for guarantees of amounts greater than €100,000 and 0.55% per year for guarantees of amounts less than or equal to €100,000. The default interest rate is 4%.

In the event that the solvency of the borrower or the guarantor is deteriorated, they undertake to grant *in rem* security to secure the obligations under this agreement. This right of the lender may be enforced in the event that, among others, the borrower and/or the guarantor modify their share capital in a manner that may entail a change of control, a merger, demerger or other similar changes, or the change in its legal nature. The restructuring operations of the CIE Automotive group are excluded.

This agreement is jointly and severally guaranteed by CIE Automotive, S.A.

The agreement is governed by Spanish law.

Bankia loan agreement

On 30 April 2014, Bankia S.A., as lender, entered into a loan facility agreement executed under the "ICO Internacional 2014" program with Dominion, as borrower, for a total amount of €10 million. The maturity date of this loan is 20 May 2017.

The applicable interest rate shall be calculated based on Euribor plus a margin of 1.25% plus the ICO spread of 0.75%. Any unpaid due amounts drawn down under this agreement will accrue default interest equal to the ordinary interest rate indicated above increased by 6%. Due and unpaid interest will be capitalized, the foregoing default interest rate being therefore applicable to such amount once capitalized.

The agreement includes, amongst others, the following undertakings: (i) to use the amounts under this agreement for the purpose established thereunder, (ii) to assert its rights arising from any agreement or regulation, (iii) limitation to the selling or disposal of assets of the company, (iv) negative pledge covenant, (v) information undertakings, or (vi) to use any insurance compensation for the mandatory early repayment of the agreement.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) breach of payment obligations under any other agreement or financing agreement, (iii) material misrepresentations, (iv) the cessation of business or a material corporate modification, (v) breach of any ICO obligations necessary for the execution of this agreement, (vi) the sale or disposal of non-current assets representing at least 20% of their assets without the corresponding equivalent compensation or the granting of securities over their non-current assets, (vii) modification of the by-laws, or (viii) the borrower being absorbed by another company.

This agreement is jointly and severally guaranteed by CIE Automotive, S.A.

The agreement is governed by Spanish law.

Bankia credit facility agreement for supporting hedging transactions.

On 30 November 2013, Bankia, S.A., entered into a foreign trade transactions hedging credit facility agreement with CIE Automotive, S.A. as financed party, regarding the execution of a credit facility for the support of the national and cross-border trade transactions that need to be implemented by CIE Automotive, S.A. and its direct

or indirect subsidiaries, Beroa Thermal Energy, S.L. and its direct or indirect subsidiaries, and EAC Trading, S.A. within the domestic and/or foreign markets, for a maximum total amount of €20,000,000. This agreement defines the obligations and liabilities that the parties assume when disposing of any facility under this agreement in relation to a trade transaction and ensures Bankia, S.A. against the possible risks that might result from such foreign trade transactions which are covered in the present agreement. For these purposes, the agreement contains a series of financial products that the relevant companies may use for the development of the trade transaction within the usual business of the relevant company, inter alia, documentary credit, export/import financing, security and guarantees or confirmings.

The agreement has a term of a year from the execution date but renewable for periods of three months by tacit agreement. The transactions implemented under this agreement shall be subject to the standard conditions published by Bankia, S.A. for each one of the relevant transactions.

The agreement sets out a series of undertakings that the borrower and the guarantor shall comply with, including, the following: (i) financial information undertakings; (ii) not to dispose or encumber its assets in an aggregate amount higher than 20% of the total assets of the company; (iii) to notify any change or potential change in the shareholder structure, or (iv) negative pledge covenant.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the breach of any obligations under the agreement, especially those payment obligations, (ii) internal cross-default, (iii) material misrepresentations, (iv) the cessation of business or a material corporate modification, or (v) the enforcement of any security, guarantee or stand-by letters for an amount higher of a 15% of the total aggregate risk disposed under the agreement. As per the special relevance for Bankia, S.A. of the identity and composition of the shareholding of the company, any modification in the current shareholder structure of CIE Automotive, S.A. may also trigger an event of default under this agreement.

The present agreement is jointly and severally guaranteed by the Company and Dominion Instalaciones y Montajes.

The agreement is governed by Spanish law.

Bankinter credit facility

On 10 March 2015, Bankinter, S.A., as lender, and Dominion, as borrower, entered into a multiproduct credit facility agreement for a total maximum amount of €5,000,000. CIE Automotive, S.A. appears as personal guarantor under this agreement. This agreement has an indefinite duration.

The interest rate under the agreement shall be calculated based on annual Euribor plus a margin of 5%. The variable rate shall only be modified if the Euribor varies in a percentage higher than 0.05%. Any unpaid due amounts drawn down under this agreement will accrue default interest equal to the ordinary interest rate indicated above increased by 15%. Due and unpaid interest will be capitalized, the foregoing default interest rate being therefore applicable to such amount once capitalized.

The agreement contains certain information undertakings as well as a number of provisions governing certain events of default, including, amongst others, (i) the capital decrease or the modification of the shareholding structure of the company so that it implies a change of control of the company, (ii) the breach any obligation under this agreement, (iii) any material misrepresentation, (iv) any significant increase in the company's indebtedness, (v) the disposal or encumbrance of assets of the company in a material amount. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

On 27 May 2015, the parties executed an additional clause to this multiproduct credit facility agreement by means of which they agreed to modify the maximum total amount of the agreement, which is increased in €20,000,000 into a new maximum total amount equal to €25,000,000. Additionally, the parties agreed the following margin on guarantees: 0.50% per year for financial guarantees and 0.40% per year for technical guarantees. The agreement is governed by Spanish law.

Barclays counter-guarantees

On 13 April 2015, Barclays Bank PLC, as guarantor, entered into two counter-guarantee policies with Dominion, as secured party, for the concession of bank guarantees, pre-bank guarantees and any other kind of guarantees, subject to a maximum amount of €5,000,000, which can be achieved by a sole transaction or through many of them, subsequently or simultaneously. The purpose of these agreements consists of ensuring to Barclays the reimbursement of all the amounts satisfied under the bank guarantees, pre-bank guarantees or any other guarantees granted by Barclays in favor of the Company. These agreements have an indefinite duration.

The counter-guarantee policies contain a risk fee which shall be paid quarterly for an amount established by the bank when such fee is liquidated.

These agreements include, amongst others, the following undertakings: (i) the delivery of certain financial information, (ii) to comply with any other information undertakings, (iii) to duly manage its business and to assert its rights arising from any agreement or regulation, (iv) limitation to the selling or disposal of assets of the company, (v) negative pledge covenant, or (vi) additional indebtedness limitation.

These agreements contain provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) failure to comply with undertakings or other obligations, (iii) material misrepresentations, (iv) the occurrence of a change of control, (v) certain insolvency events, (vi) certain sanction events, or (vii) the cessation of business. The occurrence of an event of default could result in the acceleration of payment obligations under the agreements.

The present agreements are jointly and severally guaranteed by CIE Automotive, S.A.

The agreements are governed by Spanish law.

Banco Sabadell loan agreement

On 21 December 2015, Banco de Sabadell, S.A., as lender, and Dominion, as borrower, entered into a loan facility agreement for a principal amount of €20 million and with a maturity date of 30 June 2017.

In relation to the interest rate it should be calculated on a three month period basis based on Euribor plus a spread of 1%. Additionally, there is a default interest rate equal to an annual 4%.

The agreement contains provisions governing certain events of default, including, amongst others, (i) failure to make payment of the amounts due, (ii) failure to comply with undertakings or other obligations, (iii) in case of an administrative, court or out-of-court proceeding being brought against the Company related to the claim of an amount, (iv) in case the Company, breach any obligation under either the agreement or with any third party, (v) sale of, at least, 20% of their assets without corresponding any equivalent compensation of without the granting of securities over their non-current assets, and (vi) breach of any information disclosed. The occurrence of an event of default may trigger the termination of the contract. Therefore, it could result in the acceleration of payment obligations under the agreement. In addition, the borrower and the guarantor agreed to undertakings restricting, amongst others things, on the sale or disposal of assets of the Company and its subsidiaries, and has given an undertaking in relation to change in its share capital that can significantly decrease the value of the companies to the discretion of the bank.

The present agreement is jointly and severally guaranteed by CIE Automotive, S.A.

This agreement is governed by the Spanish law.

Caixabank loan facility agreement

On 21 December 2015, Caixabank S.A., as lender, entered into a loan facility agreement with the Company, as borrower, for a total amount of €20,000,000. The maturity date is 30 June 2017.

The loan is divided into two tranches: (i) the first one started on 1 January 2016 and will end on 31 March 2016; and (ii) the second tranche started on 1 April 2016 and ended at the maturity date. The applicable interest rate varies depending on the tranche, so it is agreed as follows: (i) during the first period, it will be equal to 0.9%; and (ii) during the second period, it shall be calculated based on three month period Euribor plus a spread of 0.90%. Additionally, there is a default interest rate equal to an annual 20.50%.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to pay the amounts due, (ii) breach of payment obligations under any other agreement or financing agreement, (iii) either the borrower or the guarantor is under insolvency proceeding, (iv) the modification of the shareholding structure of the company so that it implies a change of control, or if, by any means, third parties hold directly or indirectly the management or policies of the companies or control the majority of the board of directors, and (v) breach of the information provided.

The present agreement is jointly and severally guaranteed by CIE Automotive, S.A.

The agreement is governed by Spanish law.

Annex to the multicompany credit facility agreement entered into with Caixabank

On 7 October 2011, Caixabank, S.A., as lender, and the Company, CIE Automotive, S.A., CIE Berriz, S.L., Inyectametal, S.A., Via Operador Petrolífero, S.L., Transformaciones Metalúrgicas Norma, S.A., Grupo Componentes Vilanova, S.L., Dominion Instalaciones and Montajes, S.A., amongst others, as borrowers, entered into a multicompany credit facility agreement for a total aggregate amount of €3,000,000 so that each of the companies may draw any amount under the agreement up to such total aggregate amount.

The agreement contains certain information undertakings as well as a number of provisions governing certain events of default, including, amongst others, (i) the breach any obligation under this agreement or any other agreement entered into with Caixabank, (ii) the excess over the maximum limit amount of the agreement, or (iii) the seizure or enforcement of the assets of the company or its dissolution. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

Although the initial termination date of this agreement was 10 January 2014, the parties executed an annex on such date that extends the term of the agreement.

On 5 May 2014, the parties executed an annex in relation to the agreement whose purpose is: (i) to modify the interest rate currently in force from 3.563% to a fixed rate of 3.063%; (ii) to modify the spread applying to the interest rate from the current 3.25% into 2.75%; (iii) to modify the extension fee from the current 0.25% to 0.15%; and (iv) to modify the unavailability fee to a quarterly fee of 0.0625% over the average unspent balance.

On 9 January 2015, the parties executed an annex changing the margin applied into 1.25% and on 10 December 2015, the parties executed a new annex changing the margin applied into 0.60%.

The agreement is governed by Spanish law.

Bank counter-guarantee policy entered into with Caixabank

On 5 March 2014, Caixabank, S.A., as guarantor, entered into a counter-guarantee policy regarding a line of bank guarantees with the Company, as secured party, for a maximum amount of €15,000,000. The purpose of this agreement consists in ensuring to Caixabank the reimbursement of all the amounts satisfied under the bank guarantees, counter-guarantees or guarantees granted by Caixabank in favor of the Company until the maximum amount.

This agreement will remain in force as long as the obligations stemming from any of the abovementioned guarantees are still pending and, in any case, as long as long as Caixabank has not been reimbursed with all the amounts granted under the relevant guarantees.

This agreement is jointly and severally guaranteed by CIE Automotive, S.A., CIE Berriz, S.L. and Via Operador Petrolífero, S.L.

The agreement contains early termination events that will be triggered in case of a change in the shareholders of the companies signing the agreement or if the shareholders lose control of the managing bodies.

The agreement is governed by Spanish law.

Bank counter-guarantee policy entered into with Bankia

On 30 November 2013, Bankia, S.A., as guarantor, entered into a counter-guarantee policy regarding a line of bank guarantees with the Company, CIE Automotive, S.A. and Dominion Instalaciones y Montajes as secured parties, for a maximum amount of €1,000,000.

This agreement will remain in force as long as the obligations stemming from any of the abovementioned guarantees are still pending and, in any case, as long as long as Bankia has not been reimbursed with all the amounts granted under the relevant guarantees.

Under this agreement, the parties undertake not to sell or dispose of non-current assets representing at least 20% of their assets without the corresponding equivalent compensation and the granting of security over their non-current assets.

The Company undertakes not to (i) modify its by-laws (unless they clearly do not affect the agreement), (ii) initiate any merging, segregation or other transformation process, or (iii) modify the current composition of its share capital.

Hedging credit facility for commercial risks entered into with Caixabank

On 26 September 2008, Caixabank, S.A., as lender, and CIE Automotive S.A., the Company, Dominion Instalaciones y Montajes and Dominion Networks, among others, entered into a hedging credit facility for commercial risks for a maximum amount of €20,000,000.

This agreement was amended on 20 July 2009 and 18 March 2014, and it will remain in force as long as the parties agree, with the subsistence of the obligations in case any risks are still pending.

Dominion Networks, S.L.U.: Loan facility agreement entered into with Banco Popular

On 14 May 2014, Banco Popular Español, S.A., as lender, and Dominion Networks, as borrower, entered into a loan facility agreement for a maximum amount of €5,000,000 executed under the "ICO Empresas y Emprendedores 2014" program. The purpose of this agreement is to finance the investment on the relevant project linked to the financing and whose terms were communicated to ICO.

The agreement establishes an early repayment fee of 2.5% of the amount early repaid. In relation to the interest rates are paid biannually and the agreement provides a fixed interest rate of 2.452% in relation to the facility and a variable interest rate of Euribor plus the applicable rate published by ICO plus the intermediation spread of 1.147% in relation to the ICO program.

This agreement includes, amongst others, the following undertakings: (i) neither have received nor receive any state aid, (ii) to comply with any other information undertakings, (iii) to duly manage its business and to assert its rights arising from any agreement or regulation, or (iv) to use the loan to its purpose and for the relevant project investment.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) failure to comply with undertakings or other obligations, (iii) failure to comply with the information obligations, (iv) change of the financial status of the company or its subsidiaries, or (v) certain insolvency events. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

The agreement is governed by Spanish law.

Dominion Networks, S.L.U.: Loan facility agreement entered into with Banco de Sabadell

On 4 July 2014, Banco de Sabadell, S.A., as lender, and Dominion Networks, as borrower, entered into a loan facility agreement for a maximum amount of €5,000,000 executed under the "ICO Empresas y Emprendedores 2014" program. The date of maturity is 20 July 2021. The purpose of this agreement is to finance the investment on the relevant project linked to the financing and whose terms were communicated to ICO.

In relation to the interest rate it should be calculated on a biannual basis based on Euribor plus a spread of 1.250%. Additionally, there is a default interest rate equal to an annual 8%.

This agreement includes, amongst others, the following undertakings: (i) in case the Company does not use the funds to its purpose, (ii) breach of any information undertakings, (iii) to duly manage its business and to assert its rights arising from any agreement or regulation, and (iv) to comply with the provisions under the agreement and the ICO conditions.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) failure to comply with undertakings or other obligations, (iii) in case of an administrative, court or out-of-court proceeding being brought against the company related to the claim of an amount, (iv) certain insolvency events, or (v) the cessation of business or a material corporate modification. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

The present agreement is jointly and severally guaranteed by CIE Automotive, S.A. and the Company.

This agreement is governed by the Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Multicurrency credit facility agreement entered into with Bankinter

On 18 March 2015, Bankinter, S.A., as lender, and Dominion Instalaciones y Montajes, as borrower, entered into a multicurrency credit facility agreement for a maximum total amount of €10,000,000 divided into several multicurrency tranches. (i) Tranche A to be operated in Euros with an interest rate based on a variable rate plus a spread; (ii) Tranche B to be operated in Euros with an interest rate based on Euribor; (iii) Tranche C to be operated in several currencies with an interest rate based on a variable rate plus a spread; and (iv) Tranche D to be operated in several currencies with an interest rate based on LIBOR. The borrower can dispose the total maximum amount of the credit under each of the abovementioned tranches as regards the needs of its business. The bullet maturity date set out upon renewal of the facility on December 21, 2015 is June 21, 2017.

Regarding the applicable interest rates, the Company entered into an amendment agreement on 21 December 2015 which modifies certain conditions regarding the multicurrency credit facility agreement. Inter alia, the amendment agreement modifies the applicable interest rate which will be as follows: (i) for Tranche A, the spread is fixed on 0.80% so that the initial variable interest rate will be 0.72%; and (ii) for Tranche B, Tranche C and Tranche D, the spread will be modified up to 0.80%.

Any unpaid due amounts drawn down under this agreement will accrue default interest rate equal to the ordinary interest rate applicable for the relevant tranche increased by 2%.

The agreement contains provisions governing certain events of default, including, amongst others, (i) to modify the shareholding structure so that it implies a change of control of the company, (ii) to breach any material obligation under this agreement, (iii) material misrepresentation, (iv) the decrease in the current share capital of the company, or (v) the disposal or encumbrance of assets of the company in a material amount. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

The present agreement is jointly and severally guaranteed by CIE Automotive, S.A.

This agreement shall be interpreted by the Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Credit facility agreement entered into with BBVA

On 2 July 2013. Banco Bilbao Vizcaya Argentaria, S.A., as lender, and Dominion Instalaciones y Montajes, as borrower, entered into a current account credit facility agreement for a maximum total amount of €1,217,202.42. Such agreement is personally guaranteed by CIE Automotive, S.A.

In relation to the variable interest rate it should be calculated on a quarterly basis based on Euribor plus a spread of, initially, 3.75% so that the resulting interest rate cannot be less than 3.25% nor higher than 100%. Additionally, there is a default interest rate equal to an annual 29%.

This agreement does not contain any covenant or event of default provision different from those considered standard under this kind of agreements, inter alia, information undertakings, exceeded sums and/or security commitments.

The parties to this agreement executed several annexes in order to modify certain sections of the agreement as, for example, the extension of the term of the agreement or the modification of the spread applicable to calculate the interest rate. The last annex was executed on 27 May 2015, by and between Banco Bilbao Vizcaya Argentaria,

S.A., as lender, and Dominion Instalaciones y Montajes, as borrower. The purpose of this last annex is to amend the spread applicable in order to calculate the variable interest rate, which will be now calculated based on Euribor plus 0.80% instead of the previously agreed, Euribor plus 1% (it was initially reduced into 2.5% and later into 1%).

The agreement is governed by Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Credit facility agreement entered into with Caixa Geral

On 23 December 2015, Banco Caixa Geral, S.A., as lender, and Dominion Instalaciones y Montajes, as borrower, entered into a credit facility agreement for a total maximum amount of €11,000,000. The maturity date of the agreement is 23 December 2018.

The agreement establishes a variable interest rate that should be calculated on a quarterly basis based on Euribor plus a spread of, initially, 0.80%. Additionally, there is a default interest rate that consists in the aggregate of the ordinary interest rate plus an additional spread of 2%.

Amongst the undertakings under the agreement, the borrower shall not: (i) enter into any additional facilities agreements if they affect significantly its corporate financial status without consent of the lender; (ii) grant any kind of security; and (iii) change its corporate purpose.

The agreement contains provisions governing certain events of default, including, amongst others: (i) breach of any payment obligation; (ii) a misrepresentation by the borrower or the guarantor of the information provided to obtain the financing; (iii) sale of more than 25% of the borrower's total assets, and (iv) change of its activities or its legal form in a substantial manner that severally affects its solvency.

The agreement is jointly and severally guaranteed by CIE Automotive, S.A.

The agreement is governed by Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Additional clause in relation to a counter-guarantee policy entered into with Banco Popular

On 6 February 2015, Banco Popular Español, S.A., as guarantor, and Dominion Instalaciones y Montajes, as secured party, executed an annex to modify certain clauses of the counter-guarantee policy dated as of 16 March 2012. The purpose of the annex is to amend (i) the fee over the amount of bank guarantees issued under the policy which decreases from 0.30% to a 0.10%; (ii) the fee established in section (a) of paragraph 3 is eliminated from the policy.

The agreement is governed by Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Credit facility agreement entered into with Banco de Sabadell

On 9 June 2015, Banco de Sabadell, S.A., as lender, and Dominion Instalaciones y Montajes, as borrower, entered into a credit facility agreement for a maximum amount of €500,000. The date of maturity is stated on 1 May 2018. The credit facility will be used, initially, by means of a bank account opened for the company.

In relation to the interest rate it should be calculated on a quarterly basis based on Euribor plus a margin of 0.90%. Additionally, there is a default interest rate equal to an annual 2%.

This agreement includes, amongst others, the following undertakings: (i) financial information undertakings, and (ii) not to dispose or encumber of its assets and rights.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of any amounts due or the failure to comply with any undertakings under the agreement, (ii) cross-default provision with any third agreement, (iii) negative pledge, (iv) misrepresentations; or (v) the cessation of business or a material corporate modification. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

CIE Automotive, S.A. acts as joint and several guarantor under the agreement.

This agreement shall be interpreted by the Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Loan facility agreement entered into with Banco de Sabadell

On 4 July 2014, Banco de Sabadell, S.A., as lender, and Dominion Instalaciones y Montajes, as borrower, entered into a loan facility agreement for a maximum amount of €10,000,000 executed under the "ICO Empresas y Emprendedores 2014" program. The date of maturity is stated on 20 July 2021. The purpose of this agreement is to finance the investment on the relevant project linked to the financing and whose terms were communicated to ICO.

In relation to the interest rate it should be calculated on a biannual basis based on Euribor plus a spread of 1.250%. Additionally, there is a default interest rate equal to an annual 8%.

This agreement includes, amongst others, the following undertakings: (i) in case the company do not use the funds to its purpose, (ii) breach of any information undertakings, (iii) to duly manage its business and to assert its rights arising from any agreement or regulation, and (iv) to comply with the provisions under the agreement and the ICO conditions.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) failure to comply with undertakings or other obligations, (iii) in case of an administrative, court or out-of-court proceeding against the company related to the claim of an amount, (iv) negative pledge provision; (v) cross-default with other third agreements; (vi) certain insolvency events, or (vii) the cessation of business or a material corporate modification. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

This agreement is jointly and severally guaranteed by CIE Automotive, S.A. and the Company.

This agreement shall be interpreted by the Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Multicompany factoring agreement entered into with Caixabank

On 21 December 2015, Caixabank, S.A., as lender, and Dominion Centro de Control, S.L.U., Dominion Networks, Dominion Instalaciones y Montajes, Beroa Iberia, S.A., Near Technologies, S.L., Wiseconversion, S.L. and Ampliffica, S.L. as borrowers, entered into a multicompany factoring agreement. The purpose of the agreement is the assignment to the lender of credit raised from the commercial operations made by the borrowers and, at the same time, the lender provides economic services to the borrowers.

In relation to the term of this agreement, both parties agreed not to establish a maturity date. In this regard, either the borrowers or the lender can withdraw from the agreement at any time.

The agreement contains provisions governing certain events of default, including, amongst others, (i) either the borrowers or the guarantor fail to make any payment of the amounts due, (ii) the opening of an insolvency proceeding to the guarantor (iii) failure to comply with any obligation, (iv) the modification of the shareholding structure of any of the borrowers or of the guarantor, or if, by any means, third parties hold directly or indirectly the management or policies of the companies or control the majority of the board of directors, or (v) the borrowers cease their activities or operations for a period longer than 150 days. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

Under this agreement, all the borrowers act as joint and several guarantors of the full amount, irrespective of the drawdowns made by each of the borrowers.

The agreement is jointly and severally guaranteed by CIE Automotive, S.A.

This agreement is governed by Spanish law.

Dominion Instalaciones y Montajes, S.A.U.: Multicompany credit facility agreement entered into with Caixabank

On 10 December 2015, Caixabank, S.A., as lender, and CIE Automotive, S.A., Inyectametal, S.A., Transformaciones Metalúrgicas Norma, S.A., Grupo Componentes Vilanova, S.L. and Dominion Instalaciones y Montajes, as borrowers, entered into a multicompany credit facility agreement for a global maximum amount of €10,000,000. Regarding the term of the credit facility, the maturity date falls is 10 December 2018. Nevertheless, the agreement can be early terminated on 10 December 2017 if agreed between the parties. The limit for Dominion and Dominion Instalaciones y Montajes under the credit is €250,000, respectively.

In relation to the interest rate, it is divided into two stages, (i) during the first stage, until 30 March 2016, the interest rate was equal to 0.6%; and (ii) during the second stage, until the maturity of the agreement, it shall be calculated on a three month period basis based on Euribor plus a spread of 0.6%. Additionally, there is a default interest rate equal to an annual 3%.

The agreement contains provisions governing certain events of default, including, amongst others, (i) the failure to make payment of the amounts due, (ii) the opening or filing of any kind of trial, including insolvency proceedings; (iii) failure to comply with undertakings or other obligations, or (iv) infringement of payment obligations under bills of exchange. The occurrence of an event of default could result in the acceleration of payment obligations under the agreement.

Under this agreement, all the borrowers act as joint and several guarantors of the full amount, irrespective of the drawdowns made by each of the borrowers.

This agreement shall be interpreted by the Spanish law.

Dominion Instalaciones y Montajes, S.A.: Factoring agreement entered into with Abanca

On 18 June 2015, Abanca Corporación Bancaria, S.A., as lender, and ECI Telecom Ibérica, S.A., Dominion Centro de Control, S.L., Dominion Networks, Beroa Iberia, S.A., Near Technologies, S.L.U., Wiseconversion, S.L., Ampliffica, S.L. and Dominion Instalaciones y Montajes, as borrowers, entered into a factoring facility agreement for a maximum amount of €14,150,000, as amended on 15 December 2015. The purpose of the agreement is the assignment to the lender some credits raised from the commercial operations made by the borrowers and, at the same time, the lender provide economic services to the borrowers.

On 7 December 2015, the parties executed an annex changing the maximum amount into €13,150,000 and the margin applied to 0.50%.

In relation to the term of this agreement, the maturity date is stated on 30 June 2016. However, the agreement contains provisions governing certain events of default, including, amongst others, (i) failure to comply with undertakings or other obligations under the agreement, and (ii) the opening or filing of any kind of trial, including insolvency proceedings.

This agreement includes, amongst others, some undertakings to the borrowers in relation to the transactions executed under the factoring agreement, including to: (i) provide all the information related to the financial status of the borrower, (ii) provide all the relevant information related to the assigned agreements, or (iii) not receive payments from the original borrowers.

The agreement establishes a variable interest rate that shall be the highest of (i) annual 0.75% or (ii) three month basis based on Euribor plus a spread of 0.75%. Additionally, there is a default interest rate that consists on the aggregate of the ordinary interest rate plus an additional spread of 2%.

Finally, under this agreement, all the borrowers act as joint and several guarantors of the full amount, irrespective of the drawdowns made by each of the borrowers.

This agreement is governed by Spanish law.

Joint venture agreements

U.T.E. Dominion-Adasa-Emte

On 25 January 2008, the Company, EMTE, S.A. and Adasa Sistemas, S.A. agreed to form a joint venture domiciled in 28 Ibáñez de Bilbao, 8th floor, 48009 Bilbao, Bizkaia, Spain. The name of the joint venture is U.T.E. Dominion-Adasa-Emte.

The participation in the joint venture is 30% corresponding to Adasa Sistemas, S.A., 50% corresponding to the Company and the remaining 20% corresponding to EMTE, S.A.

The purpose of the joint venture is the modernization and equipment of environmental monitoring and civil protection, coordinated by COPECO. The geographical scope of this joint venture is the Republic of Honduras. The duration of the joint venture is until the fully performance of its purpose.

The members of the managing committee are: (i) Alberto Hurtado Esteban on behalf of Adasa Sistemas, S.A.; (ii) Javier Zapatero Ortega on behalf of the Company; and (iii) Antonio Lisbona Sacristán on behalf of EMTE, S.A.

U.T.E. Dominion-Adasa

On 24 May 2007, the Company and Adasa Sistemas, S.A. agreed to form a joint venture domiciled in 28 Ibáñez de Bilbao, 8th floor, 48009 Bilbao, Bizkaia, Spain. The name of the joint venture is U.T.E. Dominion-Adasa.

The participation in the joint venture is a 50% corresponding to Adasa Sistemas, S.A., and 50% corresponding to the Company.

The purpose of the joint venture is the acquisition of a system of surface observation and communications "GOES/DCS" to be integrated into the program of modernization of the national hydro-meteorological measurement and forecast. The geographical scope of this joint venture is the Bolivarian Republic of Venezuela. The duration of the joint venture is until the fully performance of its purpose.

The members of the managing committee are: (i) Enrique Cardoner Falgueras and Joan Planelles Bagué on behalf of Adasa Sistemas, S.A.; and (ii) Juan Manuel Gómez Lara and Francisco José Rionegro Lorenzo on behalf of the Company.

Concor-Karrena joint venture

On 9 December 2010, Beroa Deutschland GmbH and Karrena Africa (a division of Aveng (Africa) Limited) agreed to form a silent joint venture. As a result, Beroa Deutschland GmbH is a silent partner of Karrena Africa in the Concor-Karrena Joint Venture between Concor Holdings (Pty) Limited and Karrena Africa.

The participation in the Concor-Karrena joint venture is as follows: 40% corresponds to Concor Holdings (Pty) Limited, 40% corresponds to Karrena Africa and the remaining 20% corresponds to Beroa Deutschland GmbH.

The purpose of the joint venture it the construction of two chimneys for the Kusile Power Station for Eskom Holdings Limited. The duration of the joint venture is until the full performance of its purpose.

The members of the managing committee are: (i) A. Serman, G. Rader and G. Browne on behalf of Concor; and (ii) CF. Schoeman, DF. Nigrini and H. Hoffmeister on behalf of Karrena.

Acquisitions

Beroa Thermal Energy, S.L.

On 20 December 2013, Dominion (i) acquired a 22.73% stake in Beroa Thermal Energy, S.L. ("**Beroa**") for Euro 10.0 million in cash by participating in a capital increase transaction at the Beroa level and (ii) entered into a purchase option agreement with Beroa's shareholders giving Dominion the right to acquire an additional 50% stake in Beroa during 2014. On 1 July 2014, Dominion exercised this purchase option and also on the same date acquired the residual 27.27% stake in Beroa, thereby becoming the owner of 100% of Beroa's share capital.

Both transactions were carried out on the same date based on a company's value estimated by N+1 Corporate Finance, S.A.U., acting as independent expert valuer. The purchase price for the 77.27% acquired was €62 million (value of the prior stake, price paid and share capital increase carried out by Global Dominion Access, S.A.). This transaction has also meant that the fair value of the initial 22.73% interest held by the Company increased to €16 million and a gain totalling €8,050 thousand was recorded in the consolidated income statement of 2014 in the heading "Other income and expense".

Dominion agreed to pay Euro 42,000 thousand for the 50% of Beroa's share capital that it acquired pursuant to this purchase option amounting to Euro 42,000 thousand in three installments payable in July 2015, July 2016 and July 2017. The amount of this deferred consideration is calculated as follows: one third of the EBITDA (as defined in the acquisition agreement) recorded by Beroa in each of 2014, 2015 and 2016 multiplied by 7.5 times, less Beroa's net financial debt and minority interest in the relevant accounting period. Beroa earned EBITDA of Euro 14 million in 2014 and Dominion made a first installment payment of Euro 7,911 thousand on 31 July 2015. Beroa earned EBITDA of Euro 19 million in 2015 and Dominion is obliged to make a second installment payment of Euro 14,430 thousand on 31 July 2016. The remaining deferred consideration payable in relation to the Beroa transaction (estimated by Dominion for accounting purposes to be Euro 19,659 thousand) is treated as a purchase liability in Dominion's balance sheet.

The acquisition of the 27.27% stake was executed on the same date and in return, these non-controlling shareholders subscribed a capital increase totaling 7.69% of Dominion, for Euro 769 thousand with a share premium of Euro 231 thousand. Dominion waived a liability to the Group of Euro 2,600 thousand.

In summary the total acquisition price of the Beroa acquisition amounted to Euro 77,960 thousand and the fair value of the net negative assets acquired amounted to Euro 38,536 thousand generating a goodwill amounting to Euro 116,496 thousand.

The acquisition of Beroa established Dominion's presence in the Industry activity field and significantly expanded the size of both of its operating segments. It also significantly increased the geographic diversity of Dominion's business by adding operations in 17 new countries.

In terms of economic impact, the full consolidation of Beroa as from 1 July 2014 added Euro 140,895 thousand to Dominion's revenue and Euro 15,909 thousand to Dominion's consolidated contribution margin in 2014. If Beroa had been fully consolidated as of 1 January 2014, these amounts would have been Euro 249,093 thousand and Euro 27,845 thousand, respectively.

Previously to the integration of Beroa with the Company, the share capital of Beroa was held by the following entities: Servit Servicios Industriales Técnicos, S.L. ("**Servit**") (50%) and INSSEC DOS (50%).

At the time when the acquisition of Beroa was executed, INSSEC DOS was already related to Dominion, since the controlling shareholder of the former (with a 78.80%), the company ACEK Desarrollo y Gestión Industrial, S.L. was at that time and is still a member of the Board of Directors of CIE Automotive, S.A., Dominion's major shareholder.

See "*Principal Shareholders*" for a detailed description of Servit and INSSEC DOS, as shareholders of Dominion.

Bilcan Global Services, S.L. and Global Near, S.L.

After receiving approval for the transaction from the Board of Directors of CIE Automotive on 17 December 2014, on 19 December 2014 a General Shareholders' Meeting of Dominion adopted a resolution to include in the group two new business areas through a non-monetary contribution that resulted in a capital increase by Dominion in the amount of Euro 3,184 thousand, consisting of the issue of 264,947 shares with a par value of Euro 12.020242 and a share premium of Euro 144.367306 for each new share issued (total share premium of Euro 38,250 thousand). As a result of that increase, Dominion Group received full ownership of 100% of the share capital of the companies Bilcan Global Services, S.L. ("**Bilcan**") and 89.2486% of Global Near, S.L. ("**Near**"). The Directors received several independent appraisals of the businesses contributed that support the amount of the transaction, as well as the required report from the independent expert designated by the Mercantile Registry for the purposes of measuring the non-monetary contribution. The non-monetary contributions were supported by the valuation reports issued by N+1 Corporate Finance, S.A.U., in the case of Bilcan and Aboll Auditores, S.L., in the case of Near, acting as independent expert valuers designated by the parties of the transaction.

The total purchase price of this acquisition, equivalent to the relevant capital increase, amounted to Euro 41,434 thousand and the fair value of the negative assets acquired amounted to Euro 20,861 thousand, generating a goodwill of Euro 62,295 thousand.

The inclusion of these companies and their subsidiaries did not give rise to any effect on Dominion's income statement in 2014. If these companies had been fully consolidated as of 1 January 2014, they would have added Euro 101,151 thousand to Dominion's revenue in 2014 and Euro 1,492 thousand to Dominion's consolidated contribution margin.

The acquisition of Bilcan established the commercial services business line of Dominion's Services operating segment while the acquisition of Near expanded its Solutions operating segment.

Goodwill of both acquisitions was attributed to the future profitability and synergies arising from the business acquired.

Previously to the integration of Bilcan with the Company, Tower Valley, S.L. held 21.353% of the share capital of Bilcan. The remaining holdings of the share capital of Bilcan were as follows: (i) 69.691% was held by INSSEC DOS, (ii) 8.321% was held by Cartera e Inversiones Blaster, S.L., (iii) 0.634% was held by Mr. Francisco José Rionegro Lorenzo.

Likewise, previously to the integration of Near with the Company, the share capital of Near was held by the following persons: INSSEC DOS (79.09%), Cartera e Inversiones Blaster, S.L. (9.44%), Mr. Francisco José Rionegro Lorenzo (0.71%), and the remaining 10.7514% of the share capital of Near was held by third parties with minority interests in Near, one of which was Mr. Carlos Solchaga Catalán (2.85%), member of the Board of Directors of CIE Automotive, S.A., Dominion's major shareholder.

As of the date of this Prospectus, the minority shareholders of Near still hold the same percentages they held in Near's share capital prior to the integration of Near with the Company, which, in aggregate, amount to a 10.7514% of Near's share capital.

At the time when the investments in Bilcan and Near were executed, Cartera e Inversiones Blaster, S.L. and Mr. Francisco José Rionegro Lorenzo where already related to Dominion. Cartera e Inversiones Blaster, S.L., as shareholder of Dominion (controlled by Mr. Barandiaran Landin, Chief Executive Officer of the Company), and Mr. Francisco José Rionegro Lorenzo as shareholder of Dominion and as General Manager of the Company. Mr. Carlos Solchaga Catalán was at that time and is still a member of the Board of Directors of CIE Automotive, S.A., Dominion's major shareholder.

See "*Principal Shareholders*" for a detailed description of INSSEC DOS, Tower Valley, S.L., Cartera e Inversiones Blaster, S.L. and Mr. Francisco José Rionegro Lorenzo, as shareholders of the Company.

Please refer to Notes 1 and 31 to the 2015 Audited Consolidated Financial Statements and Notes 1 and 32 to the 2014 Audited Consolidated Financial Statements for additional information about these transactions.

Backlog

The Company believes that the Group's Backlog as of January 2016 is in line with the business plan. For illustrative purposes, the current backlog in some of the activity fields is as follows: Euro 165.7 million in the T&T activity field, Euro 86.4 million in the Industry activity field and Euro 90.2 million in the Renewable Energy activity field.

Agreements related to the Offering

For a description of the material agreements relating to the Offering, including the Underwriting Agreement and the lock-up arrangements, see "*Plan of Distribution*".

MARKET INFORMATION

Prior to the Offering, there has been no public market for the Shares. The Company will apply to list the Shares on the Spanish Stock Exchanges and to have them quoted on the AQS or Mercado Continuo.

The Spanish securities market for equity securities comprises four stock exchanges located in Madrid, Barcelona, Bilbao and Valencia (the "**Spanish Stock Exchanges**") and the AQS.

Automated Quotation System

The AQS links the Spanish Stock Exchanges, providing any equity securities listed on it with a uniform continuous market that eliminates certain differences arising among the various local exchanges of the orders. The principal feature of the system is the computerised matching of bid and offer orders at the time of placement. Each order is executed as soon as a matching order is placed, but can be modified or cancelled until completion. The activity of the market can be continuously monitored by investors and brokers. The AQS is operated and regulated by Sociedad de Bolsas, S.A. ("**Sociedad de Bolsas**"), a company owned by the companies that manage the Spanish Stock Exchanges. All trades on the AQS must be placed through a brokerage firm, a dealer firm, or a credit entity that is a member of one of the Spanish Stock Exchanges.

In a pre-opening session held each trading day from 8:30 a.m. to 9:00 a.m. (CET), an opening price is established for each equity security traded on the AQS based on a real-time auction in which orders can be placed, modified or cancelled, but not completed. During this pre-opening session, the system continuously displays the price at which orders would be completed if trading were to begin. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offering prices. If an auction price cannot be determined, the best bid and offering prices and their respective associated trading volumes are disclosed instead. The auction terminates with a random 30 second period in which the shares are allocated. Until the allocation process has finished, orders cannot be placed, modified or cancelled. In exceptional circumstances (including the admission of new securities to trade in the AQS) and subject to prior notice to the CNMV, Sociedad de Bolsas may fix an opening price disregarding the reference price (i.e., the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price or modify the reference price.

The computerised trading hours, known as the open session, range from 9:00 a.m. to 5:30 p.m. (CET). The AQS sets out two ranges of prices for each security named "static" and "dynamic" in order to monitor the volatility of the trading price of each security. During the open session, the trading price of a security may fluctuate within a certain predetermined percentage above and below the "static" price (i.e., the price resulting from the closing auction of the previous trading day or the immediately preceding volatility auction in the current open session) (the "**static range**"). In addition, the trading price may range within a certain predetermined percentage above and below the "dynamic" price (i.e., the trading price of the immediately preceding trade of the same security) (the "**dynamic range**"). If, during the open session, there are matching bid and offer orders for a security within the computerised system which exceed any of the above "static" and/or "dynamic" ranges, trading on the security is automatically suspended and a new auction, known as volatility auction, is held where a new reference price is set, and the "static" and "dynamic" ranges will apply over such new reference price. The "static" and "dynamic" ranges applicable to each specific security are set up and reviewed periodically by Sociedad de Bolsas. From 5:30 p.m. to 5:35 p.m. (CET), known as the closing auction, orders can be placed, modified and cancelled, but no trades can be completed.

Between 5:30 p.m. and 8:00 p.m. (CET), trades may occur outside the computerised matching system without prior authorisation of Sociedad de Bolsas (provided such trades are however disclosed to Sociedad de Bolsas) at a price within the range of five per cent. over the higher of the average price and the closing price for the trading day and five per cent. below the lower of the average price and closing price for the trading day provided that: (i) there are no outstanding bids or offers in the computerised system matching or improving the terms of the proposed off-system transaction; and (ii) among other requirements, the trade involves more than three hundred thousand euros (€300,000) and more than twenty per cent. of the average daily trading volume of the relevant security during the preceding three months. These off-system trades must also relate to individual orders from the same person or entity and shall be reported to Sociedad de Bolsas before 8:00 p.m. (CET).

Trades may take place at any time (with the prior authorisation of Sociedad de Bolsas) and at any price if:

- they involve more than one million five hundred thousand euros (€1,500,000) and more than 40 per cent. of the average daily trading volume of the relevant security during the preceding three months;

- the transaction results from a merger, spin-off or the restructuring of a group of companies;
- the transaction is carried out for the purposes of settling a litigation process or completing a complex set of sale and purchase agreements; or
- for any other reason which justifies the authorisation of such transaction at the discretion of Sociedad de Bolsas.

Information with respect to computerised trades, which take place between 9:00 a.m. and 5:30 p.m., is made public immediately. On the other hand, information with respect to off-system trades is reported to Sociedad de Bolsas by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotizacion*) and on the computer system by the beginning of the next trading day.

Clearance and Settlement System

The Spanish clearance, settlement and recording system has been recently adapted by Act 11/2015, of June 18, on the recovery and resolution of credit institutions and investment firms (*Ley 11/2015, de 18 de junio, sobre recuperación y resolución de entidades de crédito y empresas de servicios de inversión*) and Royal Decree 878/2015, of October 2, (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*) to the provisions set forth in Regulation (EU) No 909/2014 of the European Parliament and of the Council of July 23, 2014, on improving securities settlement in the European Union and on central securities depositories, amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012.

Following this reform, which first phase is expected to be applicable from April 27, 2016, transactions carried out on the Spanish Stock Exchanges are cleared, settled and recorded by Sociedad de Gestion de los Sistemas de Registro, Compensacion y Liquidacion de Valores, S.A. Unipersonal ("**Iberclear**"), as central securities depositary, and BME Clearing, S.A., as central clearing counterparty (CCP). The second phase of the reform is scheduled for February 2017 and it will deal with fixed income securities.

Iberclear is owned by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., a listed holding company which holds 100 per cent. interest in each of the Spanish official secondary markets and settlement systems. BME Clearing, S.A.U. is also ownerd by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.

Shares of listed Spanish companies are represented in book-entry form. Iberclear and its participating entities are responsible for keeping records in book-entry form (*anotaciones en cuenta*). The recording system is a two-tier level registry: the keeping of the central record corresponds to Iberclear and the keeping of the detail records correspond to the participating entities in Iberclear.

Access to become a participating entity in Iberclear is restricted to: (i) credit institutions, (ii) investment services companies which are authorized to render custody and administration of financial instruments, (iii) the Bank of Spain, (iv) the General Administration and the General Social Security Treasury, (v) other duly authorized central securities depositories and central clearing counterparties and (vi) other public institutions and private entities when expressly authorized to become a participating entity in central securities depositories.

The central registry managed by Iberclear reflects: (i) one or several proprietary accounts which will show the balances of the participating entities' proprietary accounts; (ii) one or several general third-party accounts that will show the overall balances that the participating entities hold for third parties; (iii) individual accounts opened in the name of the owner, either individual or legal person; and (iv) individual special accounts of financial intermediaries which use the optional procedure of settlement of orders. Each participating entity, in turn, maintains the detail records of the owners of such shares.

Pursuant to Spanish law, the legal owner of the shares is deemed to be either:

- the participating entity registered in the records of Iberclear as holder of the shares in its own name; or
- the investor registered in the records of the participating entity as holder of the shares; or
- the investor registered in the records of Iberclear as holder of the shares in a segregated individual account.

BME Clearing is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every purchase and as buyer in every sale. It calculates the buy and sell positions vis-à-vis the participants designated in such buy or sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions.

The settlement and registration platform managed by Iberclear, which operates with the trade name of ARCO, receives the settlement instructions from BME Clearing and forwards them to the relevant participating entities involved in each transaction. Currently transactions are settled under the T+3 settlement standard, and it expected that from June 27, 2016 (including transactions executed on June 23, 2016) ARCO will operate under a T+2 settlement standard, by which any transactions must be settled within two business days following the date on which the transaction was completed. This change in the settlement cycle is due to Regulation (EU) No. 909/2014 of the European Parliament and of the Council of July 23, on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation 236/2012, which provides that the settlement period shall not exceed the second business day after the relevant trade takes place.

The acquisition of a legal title over shares of a company listed in one of the Spanish Stock Exchanges requires the intervention of a Spanish official stockbroker, broker-dealer or *other* entity authorised by Spanish law to record the transfer of listed shares. In order to evidence title over any given listed shares, the relevant participating entity must issue a certificate of ownership at the shareholder's request (*certificado de legitimación*). If the shareholder is a participating entity or a person holding shares in a segregated individual account, Iberclear must issue such certificate with respect to the shares held in their name.

Euroclear and Clearstream, Luxembourg

Shares deposited with depositaries for Euroclear Bank, S.A./N.V., as operator of the Euroclear System ("**Euroclear**"), and Clearstream Banking, Société Anonyme ("**Clearstream**") and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream, will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System (as amended from time to time), the Management Regulations of Clearstream and the instructions to Participants of Clearstream (as amended from time to time), as applicable. Subject to compliance with such regulations and procedures, those persons on whose behalf accounts are kept at Euroclear or Clearstream and to whom shares have been credited ("**investors**"), will be entitled to receive a number of shares equal to that amount credited in their accounts.

With respect to shares deposited with depositaries for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees (as described below), if any, and once the relevant recording in the book-entry records kept by the members of Iberclear has occurred.

Under Spanish law, only the shareholder of record in Iberclear's registry is entitled to dividends and other distributions and to exercise voting, pre-emptive and other rights in respect of such shares. Euroclear (or its nominees) or Clearstream (or its nominees) will, respectively, be the sole record holders of the shares that are deposited with any depositaries for Euroclear and Clearstream until investors exercise their rights to withdraw such shares and record their ownership rights over them in the book-entry records kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositories for Euroclear and Clearstream will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction of any applicable withholding taxes, in accordance with the applicable regulations and procedures for Euroclear and Clearstream. See "*Taxation*" below.

Euroclear and Clearstream will endeavor to inform investors of any significant events of which they become aware affecting the shares recorded in the name of Euroclear (or its nominees) and Clearstream (or its nominees) and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at their discretion, take such action as they deem appropriate in order to assist investors in exercising their voting rights in respect of the shares. Such actions may include: (i) acceptance of instructions from investors to grant or to arrange for the granting of proxies, powers of attorney or other similar certificates; or (ii) exercise by Euroclear or its nominees and Clearstream or its nominees of voting rights in accordance with the instructions provided by investors.

In case the Company offers or causes to be offered to Euroclear (or its nominees) and Clearstream (or its nominees), acting in their capacity as record holders of the shares deposited with the depositaries for Euroclear and Clearstream, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will, respectively, endeavor to inform investors of the terms of any such rights of which they become aware in accordance with the applicable provisions in the aforementioned regulations and procedures. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or, alternatively, such rights may be sold and, in such event, the net proceeds will be credited to the cash account kept on behalf of the investor with Euroclear or Clearstream.

Tender Offers

Tender offers are governed in Spain by the Spanish Securities Market Act and Royal Decree 1066/2007, of 27 July, on the rules applicable to takeover bids for securities (*Real Decreto 1066/2007, de 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores*), which have implemented Directive 2004/25/EC of the European Parliament and of the Council of April 21, 2004. Other than the referred tender offer regulation, there is no other special regulation in Spain which may govern mandatory tender offers over the Shares.

Tender offers in Spain may qualify as either mandatory or voluntary.

Mandatory tender offers must be launched for all the shares of the target company and all other securities that might directly or indirectly entitle to acquire or subscribe such shares (including, without limitation, convertible and exchangeable notes) at an equitable price when any person or entity acquires control of a Spanish listed company, whether such control is obtained:

- by means of the acquisition of shares or other securities that directly or indirectly entitle to subscribe or acquire voting shares in such company;
- through shareholder agreements with shareholders or other holders of said securities; or
- as a result of other situations of equivalent effect as provided in the applicable Spanish regulation on tender offers (i.e., indirect control acquired through mergers, share capital decreases, changes in the target's treasury stock, etc.).

A person or entity is deemed to have control over a target company, either individually or jointly with concerted parties, whenever:

- it acquires, directly or indirectly, a percentage of the company's voting rights equal to or greater than 30 per cent.; or
- it has acquired less than 30 per cent. of the voting rights and appoints, during the 24-month period following the date of acquisition of said percentage of voting rights, a number of directors that, together with those already appointed by it (if any), represents more than one-half of the members of the target company's board of directors. The Spanish regulation on tender offers also sets forth certain situations where directors are deemed to have been appointed by the bidder or persons acting in concert therewith unless evidence to the contrary is provided.

Notwithstanding the above, Spanish regulations establish certain exceptional situations where control is obtained but no mandatory tender offer is required, including, among others, subject to the CNMV's approval:

- acquisitions or other transactions resulting from the conversion or capitalisation of credit rights into shares of listed companies the financial feasibility of which is subject to serious and imminent danger, even if the company is not undergoing bankruptcy proceedings, provided that such transactions are intended to ensure the company's financial recovery in the long-term; or
- in the event of a merger, provided that those acquiring control did not vote in favor of the merger at the relevant general shareholders' meeting of the offeree company and provided also that it can be shown that the primary purpose of the transaction is not the takeover but an industrial or corporate purpose; and
- when control has been obtained after a voluntary bid for all of the securities, if either the bid has been made at an equitable price or has been accepted by holders of securities representing at least 50% of the voting rights to which the bid was directed.

For the purposes of calculating the percentages of voting rights acquired, the Spanish regulation establishes the following rules:

- percentages of voting rights corresponding to: (i) companies belonging to the same group as the bidder; (ii) members of the board of directors of the bidder or of companies of its group (unless evidence to the contrary is provided); (iii) persons acting in concert with or on behalf of the bidder; (iv) voting rights which may be exercised freely and over an extended period by the bidder under proxy granted by the actual holders or owners of such rights, in the absence of their specific instructions with respect thereto; and (v) shares held by a nominee (such nominee being as a third-party whom the bidder totally or partially covers against the risks related to acquisitions or transfers of the shares or the possession thereof), will be deemed to be held by the bidder;

- both the voting rights arising from the ownership of shares and those enjoyed under a usufruct or pledge or under any other contractual title, will also be deemed to be held by the bidder;

- the percentage of voting rights shall be calculated based on the entire number of the company's shares with voting rights, even if the exercise of such rights has been suspended. Treasury stock held directly or indirectly by the target company (according to the information available on the date of calculation of the percentage of voting rights held by the bidder) shall be excluded from the calculation. Non-voting shares shall be taken into consideration only when they carry voting rights pursuant to applicable law;

- acquisitions and other transactions entailing a redistribution of the voting rights will not lead to the obligation to launch a mandatory tender offer if said voting rights are still deemed to be held by the same person pursuant to the rules established in the first bullet point above; and

- acquisitions of securities or other financial instruments which entitle the holder to the subscription, conversion, exchange or acquisition of shares which carry voting rights will not result in the obligation to launch a tender offer either until such subscription, conversion, exchange or acquisition occurs.

Notwithstanding the foregoing, upon the terms established in the applicable Spanish regulation on tender offers, the CNMV will conditionally exempt a person or entity from the obligation to launch a mandatory bid when another person or entity not acting in concert with the potential bidder, directly or indirectly holds an equal or greater voting percentage in the target company.

The price of the mandatory tender offer is deemed to be equitable when it is at least equal to the highest price paid or agreed to be paid by the bidder or any person acting in concert therewith for the same securities during the twelve months preceding the announcement of the tender offer. When the mandatory tender offer must be made without the bidder having previously acquired the shares over the abovementioned twelve months period, other rules used to calculate such equitable price are set forth in the applicable Spanish regulation. However, the CNMV may change the price determined pursuant to said rules in certain circumstances (extraordinary events affecting the price, evidence of market manipulation, etc.).

Mandatory offers must be launched as soon as possible and inº any event within one month from the acquisition of the control of the target company.

Voluntary tender offers may be launched in those cases in which a mandatory offer is not legally required. Voluntary offers are subject to the same rules established for mandatory offers except for the following:

- they might be subject to certain conditions (such as amendments to the by-laws or adoption of certain resolutions by the general shareholders' meeting of the target company, acceptance of the offer by a minimum number of shares of the target company, approval of the offer by the general shareholders' meeting of the bidder; and any other condition deemed by the CNMV to be in accordance with law), provided that the fulfilment of such conditions may be verified by the end of the offer acceptance period; and

- they may be launched at a price other than an equitable price.

The Spanish regulation on tender offers sets forth further relevant provisions, including, amongst others:

- the board of directors of the target company will be exempt from the prohibition to carry out frustrating or defensive actions against a foreign bidder provided the latter's board of directors is not subject to equivalent

passivity rules and subject to prior approval by the company's general shareholders' meeting within the 18-month period before the date of the public announcement of the tender offer;

- defensive measures included in a listed company's by-laws and transfer and voting restrictions included in agreements among a listed company's shareholders will remain in place whenever the company is the target of a tender offer, unless the shareholders decide otherwise (in which case any shareholders whose rights are diluted or otherwise adversely affected shall be entitled to compensation at the target company's expense); and

- squeeze-out and sell-out rights will apply provided that following a mandatory tender offer (or as a result of a voluntary offer for all the of the target's capital stock) the bidder holds shares representing at least ninety per cent. of the target company's voting capital stock and the tender offer has been accepted by the holders of securities representing at least ninety per cent. of the voting rights over which the offer was launched.

DESCRIPTION OF CAPITAL STOCK

The following is a summary of material information regarding the Company's capital stock and certain applicable provisions in connection therewith to be found in the Company's by-laws (*Estatutos Sociales*) and (amongst other regulations) the Spanish Companies Act, the Spanish Securities Market Act and Royal Decree 878/2015 on the settlement of securities in book-entry form (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*).

This summary does not purport to be complete nor to describe all of the applicable provisions and regulations in connection with the matters described herein and is qualified in its entirety by reference to the Company's by-laws and to the Spanish Companies Act (or any other applicable regulations from time to time). It is recommended that you refer to the Company's by-laws and the Spanish Companies Act (or any other regulation referred herein) for further details. A copy of the Company's deed of incorporation and by-laws are available at the Company's registered office (Ibáñez de Bilbao, 28, 8th floor, 48009 Bilbao (Bizkaia), Spain). Furthermore, a copy of the Company's by-laws is also available on the Company's website (www.dominion-global.com), and upon Admission, in the CNMV's offices.

General

The Company was incorporated under the laws of Spain, in Bilbao, as a public limited company (*sociedad anónima*), on 1 June 1999 pursuant to a notarized deed of incorporation, under number 1,172 of the public notary's official records and registered with the Commercial Registry of Bizkaia under volume 4,672, page 212 and sheet BI-25418, and holder of the Spanish tax identification number A-95034856, with its registered office at 28 Ibáñez de Bilbao, 8th floor, 48009 Bilbao (Bizkaia), Spain, and phone number +34 944 793 787. As of the date of the Company's incorporation, its capital stock amounted to €661,113.31, issued as a single series of 110,000 shares with a nominal value of €6.01 per share.Our shares are represented by book entries, the entity responsible for maintaining the corresponding accounting records being Iberclear, with registered office at Plaza de la Lealtad, 1, 28014 Madrid, Spain. The Company´s fiscal year ends on the thirty-first of December of each year. The global brand name of the Company and its Group is "Dominion".

The object of the Company, as it is stated in article 2 of the bylaws, encompasses a wide range of different activities, which involve the evaluation, design, analysis, study, consulting, assessment, supervision, technical support, actualization, manufacturing, provision, settling, purchase, sale, renting, storage, distribution, imports and exports, repairs, maintenance, guarantee, training, formation, educational support and commercialization of the products, solutions, equipment, and any other services, of any nature, material or not, and any legal activity connected with the following activities and services. The execution of these activities is addressed to the own use of the Company or to third parties, including individuals and legal entities, and any other type of organisms and institutions, of military or civil character, in a national or international context. In particular, regarding the sectors of telecommunications and information technologies, education and formation, environmental sustainability and transport, the Company provides and installs any type of equipment and carries out several services, each of them specific to the relevant sector, such as the settling of solutions, systems, platforms and services for any type of mean of communication in relation to the telecommunications field or the settling of facilities and networks aimed to the improvement of the quality and efficiency of the water, air and energy in respect to environmental sustainability. Moreover, the Company's corporate purpose encompasses other different fields, from security and video surveillance, sanitary sector and complex buildings (in relation to the electronic systems and devices that any building typically requires- telephony, data network, air conditioner, heating among others) to other general services.

As of the date of this Prospectus, the capital stock of the Company amounts to €13,702,687.50, issued as a single series of 109,621,500 Shares denominated in euro, with a nominal value of €0.125 per share, represented by book-entry records (*anotaciones en cuenta*) and each with ISIN code ES0105130001, allocated by the Spanish National Agency for the Codification of Securities (*Agencia Nacional de Codificación de Valores*), an entity of the CNMV. The Company's entire capital stock is fully paid-up and non-assessable. At the date hereof, the Company directly holds 1,550,600 existing Shares (after the 1/100 split carried out on 4 April 2016, with a total nominal value post-split of €193.825 –€0.125 of nominal value per share–, and a total book value of €1,806,775.08 –€1.165 per share–) in treasury, representing a holding of 1.414% of the outstanding voting rights before the Admission. Such share where acquired in the following dates: (i) 6 March 2008 (373,600); (ii) 5 December 2013 (373,100); (iii) 7 March 2014 (758,700). As of the date of this Prospectus, the Company has not issued securities convertible or exchangeable into Shares, nor securities with warrants over the Shares.

In relation to the recent share capital variations, during 2013 two share capital increases took place. The first of them amounting to €3,738 thousand with a share premium of €46,262 thousand, consisting of 310,952 ordinary registered shares with a par value of approximately €12,02 each, in accordance with the decision adopted by shareholders at an Extraordinary Meeting held on 19 December 2013. Additionally, another share capital increase took place, amounting €747 thousand with a share premium of 9,252 thousand, consisting of 62,190 ordinary registered shares with a par value of approximately €12,02 each, in accordance with the decision adopted in the Extraordinary Meeting held on 19 December 2013. Both increases were fully subscribed and paid in by CIE Automotive, S.A. At 31 December 2013, share capital was represented by 746,284 ordinary registered shares with a par value of approximately €12.02 each, all of a single class and series and fully subscribed and paid in.

During 2014, three transactions involving the share capital of the parent company took place. The first two share capital increases of 2014 related to the acquisition of Beroa Thermal Energy, S.L.:

- In July 2014 Dominion adopted a resolution to increase its share capital by €253 thousand with a share premium of €1,247 thousand (totaling an effective amount of €1.5 million), fully subscribed and paid in by Mr. Mikel Barandiaran Landin, Chief Executive Officer of the Company. The shares subscribed for by Mr. Barandiaran Landin were subsequently transferred by the Chief Executive Officer to Cartera e Inversiones Blaster, S.L. (please see "*Principal Shareholders"*). The proceeds obtained by the Company from the share capital increase subscribed for by Mr. Barandiaran Landin were devoted by the Company to the acquisition of Beroa Thermal Energy, S.L.

- Likewise, in July 2014 Dominion also purchased from the non-controlling shareholders of Beroa Thermal Energy, S.L. the shares that they held and therefore it currently owns 100% of the share capital in Beroa Thermal Energy, S.L. In return, these shareholders subscribed and paid in a share capital increase totaling 7.69% of Dominion, for €769 thousand, with a share premium of €231 thousand. The prices paid by the parties in the context of this transaction were supported by a valuation report issued by N+1 Corporate Finance, S.A.U., acting as independent expert valuer designated by the parties of the transaction.

- The third capital increase carried out in December 2014 was linked to the acquisition of Bilcan Global Services, S.L. and a significant stake in Global Near, S.L. After receiving approval for the transaction from the Board of Directors of CIE Automotive, S.A. on 17 December 2014, the General Shareholders' Meeting of the Company passed a resolution to include in the Group two new business areas through a non-monetary contribution that resulted in a share capital increase by Dominion in the amount of €3,184 thousand, consisting of the issue of 264,947 shares with a par value of €12.020242 and a share premium of €144.367306 for each new share issued (total share premium of €38,250 thousand). As a result of that increase, Dominion received full ownership of 100% of the share capital of the companies Bilcan Global Services, S.L. (which carries out commercial services) and 89.2486% of Global Near, S.L. (which develops digital solutions). The non-monetary contributions were supported by the valuation reports issued by N+1 Corporate Finance, S.A.U., in the case of Bilcan Global Services, S.L., and Aboll Auditores, S.L., in the case of Global Near, S.L., acting as independent expert valuers designated by the parties of the transaction.

During 2015, the share capital of the Company did not change as no share capital movements were carried out.

Finally, the General Shareholders' Meeting held on 4 April 2016, approved a share capital increase for an amount of €525,917.92 entirely carried out with a charge to unrestricted reserves, by way of increasing the nominal value of the shares from €12.020242 to €12.5, and immediately afterwards, the shares were split, receiving each shareholder one hundred new shares per one old share (1x100), resulting the share capital of the Company in €13,702,687.50, divided in 109,621,500 shares of a nominal value of €0.125 per share.

Allocation	**Capital stock increase dated 19 December 2013**	**Capital stock increase dated 19 December 2013**	**Capital stock increase dated 16 July 2014**	**Capital stock increase dated 30 July 2014**	**Capital stock increase dated 17 December 2014**	**Capital stock increase dated 4 April 2016**
Number of shares	310,952	62,190	21,040	63,944	264,947	0
Share capital	€3,737,643 (1)	€747,538.84 (3)	€252,905.89 (5)	€768,622.35 (7)	€3,184,727 (9)	€525,917.92 (11)
Issue premium	€46,262,281.71 (2)	€9,252,461.15 (4)	€1,247,020 (6)	€231,000 (8)	€38,249,684.5697 (10)	0
Total	€49,999,924.71	€9,999,999.99	€1,499,925.89	€999,622.35	€41,434,411.5697	€525,917.92

(1) The par value per share is Euro 12.02.
(2) The premium per share is Euro 148.776.
(3) The par value per share is Euro 12.02.
(4) The premium per share is Euro 148.777.

(5) The par value per share is Euro 12.02.
(6) The premium per share is Euro 59.269.
(7) The par value per share is Euro 12.02.
(8) The premium per share is Euro 3.612.
(9) The par value per share is Euro 12.02.
(10) The premium per share is Euro 144.367.
(11) The par value per share is Euro 0.125.

The differences between the issue prices of the new shares issued pursuant to each of the above described share capital increases result from the significant evolution experienced by the Company between each of such share capital increases. Dominion has experienced a significant transformation within a short period time, mainly as a result of the integration of Beroa Thermal Energy, S.L., Bilcan Global Services, S.L. and Global Near, S.L. Furthermore, the differences between the issue prices of the new shares issued pursuant to each of the share capital increases is justified by the fact that the price was agreed by the parties in the framework of transactions of strategic corporate interest to the Company.

On Admission, there will be between 156,496,500 and 167,313,808 Shares of €0.125 nominal value each. All Shares will be fully paid. The Initial Offer Shares will represent between 42.76% and 52.63% of the pre-Offering share capital of the Company and between 29.95% and 34.48% per cent. of the post-Offering share capital of the Company.

Dividend and Liquidation Rights

Dividend distribution

The payment of dividends to the Company's shareholders shall be authorised by the Company's general shareholders' meeting by a majority of the attending shareholders (both personally and by proxy) at proposal of the Board of Directors. Shareholders are entitled to an amount of dividends proportional to their paid-up stockholding in the Company. Unless the general shareholders' meeting decides otherwise, dividends become payable by the Company from the next day on which the distribution agreement is adopted by the general shareholders' meeting.

Prior to any dividend distribution, the Spanish Companies Act requires companies to allocate at least 10 per cent. of their annual net profit to a non-distributable mandatory reserve (*reserva legal*) until such reserve amounts to, at least, 20 per cent. of the company's capital stock. As of the date of this Prospectus, legal requirements in connection with the minimum allocation of net profits to the non-distributable mandatory reserve have been satisfied, and no further allocations are currently required.

While the non-distributable mandatory reserve (*reserva legal*) does not reach the 20 per cent. threshold, it can only be used to offset losses, provided that there are no distributable reserves available for these purposes.

According to the Spanish Companies Act, dividends may only be paid to shareholders of the Company from: (i) the company's annual net income (once the mandatory reserve requirements have been met, if applicable); or (ii) distributable reserves, in both cases provided that (x) the value of the company's net equity (*patrimonio neto*) does not, and as a result of the payment of dividends will not, amount to less than the capital stock; and (y) the distributable reserves are equal or higher than the research and development expenses recorded as an asset in the company's balance sheet. Furthermore, net profits will in any case be applied to offset losses from previous years in the event that such losses cause the Company's net equity to fall below the capital stock amount.

Upon Admission, and due to the capital increase for issuance of the Initial Offer Shares in the Offering, the Company's equity structure will be sufficient to comply with the minimum thresholds set out in the Spanish Companies Act to permit dividend distribution. See "*Capitalisation and Indebtedness*".

The Company's ability to distribute dividends in the near future will depend upon a number of factors, including, but not limited to, the Company's earnings, financial condition, debt service obligations, cash requirements (including capital expenditure and investment plans), prospects, market conditions and such other factors as may be deemed relevant at the time. There are no contractual restrictions to the distribution of dividends under the different existing facilities or any other financing arrangement that will be in place upon Admission.

In accordance with Article 947 of the Spanish Commercial Code (*Real Decreto de 22 de agosto de 1885, Codigo de Comercio*), a shareholder's right to any given dividend expires if unclaimed during five years after the date it becomes payable.

Dividends payable to non-residents of the Kingdom of Spain for tax purposes are currently subject to Spanish withholding tax at a rate of 19.0% in 2016. However, residents of certain countries may be entitled to an exemption or reduction of withholding tax in certain cases. See "*Taxation—Spanish Tax Considerations—Taxation of dividends*" below.

Shareholder liquidation rights

Unless otherwise stated in the by-laws, upon liquidation of a company, shareholders are entitled to any remaining assets in proportion to their respective shareholdings, once the company's debts, taxes and any expenses related to the liquidation have been paid.

Shareholders' Meetings and Voting Rights

Meeting call

Pursuant to the Company's by-laws, the regulations of the Company's general shareholders' meeting (*Reglamento de la Junta General de Accionistas*) and the Spanish Companies Act, ordinary general shareholders' meetings are to be held annually during the first six months of each fiscal year on a date fixed by the Board of Directors. Extraordinary general shareholders' meetings may be called by the Board of Directors: (i) whenever it deems appropriate; or (ii) at the request of shareholders representing at least three per cent. of the Company's capital stock. Meeting notices are currently delivered by individual written notice at least one (1) month prior to the meeting. Once the Shares are trading, meeting notices for all general shareholders' meetings shall be published (i) either in the Commercial Registry's Official Gazette (*Boletín Oficial del Registro Mercantil*) or in a newspaper of wide circulation in the Kingdom of Spain, (ii) on the Company's website (www.dominion-global.com) and (iii) on the CNMV's website (www.cnmv.es).

Pursuant to the provisions of the Spanish Companies Act an extraordinary general shareholders' meeting may be called by the board of directors at least 15 days in advance of the date of the meeting (as opposed to the default one month period) if the shareholders are entitled to vote on the matters considered at the meeting by electronic means accessible to all such shareholders at any given general shareholders' meeting. The decision to shorten the default notice period before an extraordinary general shareholders' meeting must be adopted by the Company's ordinary general shareholders' meeting by a majority of at least two thirds of the voting capital stock. Such decision will remain in force, at most, until the following ordinary general shareholders' meeting.

Authority of the general shareholders' meeting

Action is taken at ordinary shareholders' meetings on the following matters: (i) approval of the management carried out by the directors; (ii) approval of the annual accounts from the previous fiscal year; and (iii) allocation of the previous fiscal year's income (iv) the appointment and removal of directors, liquidators and, if applicable, auditors, and exercise of the company’s action to enforce liability against any of them; (v) amendment of the bylaws; (vi) capital increase and decrease; (vii) disapplication or limitation of the pre-emptive rights of subscription; (viii) acquisition, disposal or contribution to another company of essential assets (pursuant the Spanish Companies Act, the essential character of the asset is presumed when the amount of the transaction exceeds twenty-five percent of the value of assets stated in the last approved balance sheet); (ix) transformation, merger, spin-off or global transfer of assets and liabilities and transfer of the registered office abroad; (x) winding up of the company; (xi) approval of the final liquidation balance sheet; (xii) the remuneration policy for directors; and (xiii) any other matters specified by law or the bylaws. Any other matters may be subject to approval either by an extraordinary general shareholders' meeting or an ordinary general shareholders' meeting provided that matter falls within the authority of the general shareholders' meeting and that matter has been included in the meeting's agenda.

Voting and attendance rights

Each share of the Company entitles the holder to one vote in the general shareholders' meeting and there is no limit as to the maximum number of votes that may be issued by any shareholder, companies belonging to the same group or any person acting in coordination with any of the former. Shareholders are not required to hold a minimum number of shares in order to exercise their right to attend any general shareholders' meeting.

Holders of record of any number of shares with voting rights are entitled to attend the Company's general shareholders' meeting with right to speak and vote. The general shareholders' meeting notice shall indicate the date on which shares must be held for a shareholder to be effectively entitled to attend the meeting and exercise any voting rights. Pursuant to the Spanish Companies Act, shareholders that are duly registered in the book-entry

records (*anotaciones en cuenta*) managed by Iberclear and its participating entities at least five days in advance to the date of the general shareholders' meeting, shall in any case be entitled to attend and vote at such meeting.

Amendments to the Company's by-laws that directly or indirectly affect the rights of a specific class of shares, including any voting and attendance rights, shall only be valid when adopted by the general shareholders' meeting and adopted by the majority of shareholders affected in compliance with the requirements set out in the Spanish Companies Act. The Company's by-laws do not provide any particular provision in this respect.

The Company's by-laws and internal regulations do not include any provision that would have the effect of delaying, deferring or preventing a change of control of the Company and do not provide for conditions to be met by changes in the capital of the Company which are more stringent than the provisions of the Spanish Companies Act.

Proxies

Pursuant to the Spanish Companies Act, shareholders may vote by proxy. Proxies must be given for each general shareholders' meeting in writing or by electronic means acceptable under the Company's by-laws. Proxies may be given to any person, whether or not a shareholder. Proxies may be revoked by the shareholder by giving the Company notice prior to the meeting or by personally attending the meeting.

Proxy holders are required to disclose any conflict of interest to the shareholder prior to their appointment. In case a conflict of interest arises after the proxy holder's appointment, it shall immediately be disclosed to the shareholder. In both cases, the proxy holder shall refrain from exercising the shareholder's voting rights after disclosure of the conflict of interest unless the shareholder has provided new specific voting instructions for each matter in respect of which the proxy holder is to vote on its behalf. A conflict of interest may (amongst other things) be deemed to arise when the proxy holder: (i) is one of the Company's controlling shareholders or an entity controlled by such shareholder; (ii) is a member of the Company's administrative, management or supervisory body, or that of one of the controlling shareholders or of another entity controlled by such shareholder; (iii) is the Company's employee or auditor, or that of a controlling shareholder or another entity controlled by any of such shareholders; (iv) is a natural person related to those mentioned in (i) to (iii) above (*persona física vinculada*), as this concept is defined under the Spanish Companies Act (i.e., the spouse or similar, at that time or within the two preceding years, as well as ascendants, descendants, siblings, and their respective spouses) and under the Spanish Ministry of Economy and Competitiveness Order ECC/3050/2004, of 15 September 2014 (*Orden EHA/3050/2004, de 15 de septiembre, sobre la información de las operaciones vinculadas que deben suministrar las sociedades emisoras de valores admitidos a negociación en mercados secundarios oficiales*).

A proxy holder may act on behalf of more than one shareholder without limitation as to the maximum number of represented shareholders. Where a proxy holder holds proxies from several shareholders with diverging voting instructions, it shall be entitled to cast votes differently as appropriate for each shareholder.

Pursuant to the Spanish Companies Act, entities registered as shareholders in the book-entry records but acting for different persons may in all cases split their voting rights and exercise them in opposite ways in compliance with the different voting instructions they may have received. In addition, these entities that act as intermediaries will be entitled to appoint the indirect holders of the shares or third parties designated by the latter as proxy holders, without limiting the number of proxies being granted.

Celebration of the meeting and adoption of resolutions

According to the Company's by-laws, by reference to the Spanish Companies Act and other applicable laws, holders of at least 25 per cent. of the Company's voting stock shall attend (both personally and by proxy) a general shareholders' meeting on its first call in order to form a quorum at such meeting. If such quorum is not met on the meeting's first call, the meeting can be reconvened by a second call, which, according to the Spanish Companies Act, requires no minimum quorum. Pursuant to the Spanish Companies Act, at least 50 per cent. or 25 per cent. of the Company's voting stock shall, respectively on a general shareholders' meeting first and second call, attend (both personally and by proxy) the meeting for the adoption of any resolution to amend the Company's by-laws (including, without limitation, increases and reductions of capital stock), issue notes, eliminate or limit pre-emptive rights over new shares, authorise a conversion, merger, or spin-off of the Company, approve global transfers of the Company's assets and liabilities or change the Company's statutory seat abroad.

At least 24 hours must lapse between a general shareholders' meeting's first and second call.

Generally, resolutions can be passed by a simple majority of the votes issued by the attending shareholders (both personally and by proxy). However, for the adoption of any resolution to amend the Company's by-laws (including, without limitation, increases and reductions of capital stock), issue notes, eliminate or limit pre-emptive rights over new shares, authorise a conversion, merger, or spinoff of the Company, approve global transfers of the Company's assets and liabilities or change the Company's statutory seat abroad, the vote of an absolute majority of those attending shareholders (both personally and by proxy) is required. Finally, where the general shareholders' meeting is a second call, the adoption of a resolution to approve any of the above-mentioned matters requiring a reinforced quorum requires the vote of two thirds of those attending shareholders (both personally and by proxy) in case the attending shareholders (both personally and by proxy) hold less than 50 per cent. of the total capital stock of the Company.

The Spanish Companies Act allows shareholders to voluntarily group their shares so that the capital stock in aggregate is equal to or greater than the result of dividing the total capital stock by the number of Directors on the Board. Such grouped shareholders have the right to appoint a corresponding proportion of the members of the Board of Directors (disregarding any fractions). Shareholders who exercise this grouping right may not vote on the appointment of the remaining other directors.

Legal effects of resolutions passed by the general shareholders' meeting and opposition to the resolutions of the general shareholders' meeting

A resolution passed by the general shareholders' meeting is binding on all shareholders.

Resolutions which are either: (i) contrary to Spanish law, the by-laws of the Company or the regulations of the Company's general shareholders' meeting (*reglamento de la junta general*); or (ii) detrimental to the corporate interests of the Company in benefit of one or more shareholders or third parties, may be contested. In this respect, the Spanish Companies Act acknowledges a legal action right in favour of the Company's directors, interested third parties and then-current shareholders at the time of the adoption of the resolution, provided that they hold, individually or in aggregate, at least one per cent. of the capital stock. As an exception, in case of resolutions that are contrary to public policy (*orden público*), such legal action is given to all shareholders, irrespective of when they became a shareholder of the Company, the Company's directors and any third party.

In certain circumstances (such as a significant amendment of the Company's corporate purpose, certain cases of conversion of the corporate form of the company or the change of its statutory seat overseas), the Spanish Companies Act entitles dissenting or absent shareholders to withdraw from the company. If this right were to be exercised, the Company would be obliged to repurchase the relevant shareholding(s) from the withdrawing shareholder in accordance with the procedures established under the Spanish Companies Act.

Shareholder Claims

Pursuant to the Spanish Companies Act, directors are liable towards the company, the shareholders and the creditors for damages caused by any actions or omissions that are illegal or contravene the by-laws and for failure to perform their legal and fiduciary duties diligently.

Under Spanish law, shareholders must bring any actions against the company's directors as well as any other actions against the company or challenging corporate resolutions before the competent courts in the province where the company's statutory seat is located (in the Company's case, currently Bilbao, Kingdom of Spain).

Representation and Transfer of Shares

The Shares are represented by book-entry records and are indivisible. Joint holders of one or several Shares must appoint a single representative to exercise their rights jointly on their behalf. However, they shall all be jointly and severally (*solidariamente*) liable towards the Company for any obligations in their capacity as shareholders.

Iberclear (the managing entity for the Spanish clearance and settlement system of the Spanish Stock Exchanges) manages the central registry, which reflects the number of shares held by each of its participating entities (*entidades participantes*) from time to time as well as the amount of shares held by beneficial owners. Each participating entity, in turn, keeps a record of the owners of such shares. Since the Shares are represented by book-entry records, the Company will keep an electronic shareholder registry for which Iberclear shall report to the Company all transactions entered into by the Company's shareholders in respect of the Shares.

The Shares are freely transferable in accordance with the Spanish Companies Act, the Spanish Securities Market Act and any implementing regulations.

Transfers of shares quoted in the Spanish Stock Exchanges must be made through or with the participation of a member of a Spanish Stock Exchange. For more information, see "*Market Information*". The transfer of shares may be subject to certain fees and expenses.

Restrictions on Foreign Investment

Foreign investments were, with certain exceptions, completely liberalised by Royal Decree 664/1999, of 23 April 1999 (*Real Decreto 664/1999, de 23 de abril, sobre inversiones exteriores*), bringing the existing legal framework on foreign investments in line with the provisions of the Treaty of the European Union.

According to Royal Decree 664/1999, and subject to the restrictions described below, foreign investors may freely invest in shares of Spanish companies as well as transfer their interests, equity gains and dividends outside the Kingdom of Spain (subject to applicable taxes and exchange controls) by filing a standardised notice with the Spanish Registry of Foreign Investments (*Registro de Inversiones Exteriores*) (kept by the General Bureau of Commerce and Investments (*Dirección General de Comercio e Inversiones*) within the Ministry of Economy and Competitiveness –*Ministerio de Economía y Competitividad*–) following the investment in or divestment of (if any) a Spanish company. Such filing is to be made solely for statistical, economic and administrative purposes. In case the shares belong to a Spanish company listed on any of the Spanish Stock Exchanges, the duty to file a notice regarding the foreign investment or divestment falls with the relevant entity with whom the shares (in book-entry form) have been deposited or which has acted as an intermediary in connection with such investment or disinvestment.

If the foreign investor is a resident of a tax haven, as defined under Royal Decree 1080/1991 of 5 July 1991 (*Real Decreto 1080/1991, de 5 de julio*), notice must be provided to the Registry of Foreign Investments (*Registro de Inversiones Exteriores*) both before and after execution of the investment. However, prior notice from residents in tax havens is excluded in the following cases:

- investments in listed securities, whether or not trading in an official secondary market, as well as participations in investment funds that are registered with the registries of the CNMV; and

- investments in connection with foreign shareholdings that do not exceed 50 per cent. of the capital stock of a Spanish company.

Additional regulations apply to investments in certain industries, including air transportation, mining, manufacturing and sales of weapons and explosives for non-military use, national defense, radio, television and telecommunications. These additional restrictions do not apply to investments made by EU residents, except for those related to the Spanish defense sector and the manufacturing and sale of weapons and explosives for non-military use.

The Spanish Council of Ministers (*Consejo de Ministros*), acting on the recommendation of the Ministry of Economy and Competitiveness, may suspend the application of the aforementioned provisions relating to foreign investments for reasons of public policy, health or safety, either generally or with respect to investments in particular industries. In such cases, any purported foreign investments falling within the scope of the suspension would be subject to prior authorisation from the Council of Ministers of the Spanish government, acting on the recommendation of the Ministry of Economy and Competitiveness.

Exchange control regulations

Pursuant to Royal Decree 1816/1991, of 20 December 1991 (*Real Decreto 1816/1991, de 20 de diciembre, sobre transacciones económicas con el exterior*), as amended by Royal Decree 1360/2011, of October 7 (*Real Decreto 1360/2011, de 7 de octubre, por el que se modifica el Real Decreto 1816/1991, de 20 de diciembre, sobre transacciones económicas con el exterior*) and EC Directive 88/361/EEC, any payments or transfers between non-residents and residents of the Kingdom of Spain must be effected through an official payment services supplier registered with the Bank of Spain (*entidad registrada*). All payments or transfers which exceed €6,010 (or its equivalent in another currency) must be notified to the relevant Spanish general administration authorities (*Administración General del Estado*) and the Bank of Spain (*Banco de España*) if made in cash or by check payable to the bearer.

Pre-emptive Rights and Increases of Capital Stock

Pursuant to the Spanish Companies Act, shareholders have pre-emptive rights to subscribe for newly issued shares in consideration to cash contributions or newly issued notes that are convertible into shares. Such pre-

emptive rights may be waived under special circumstances by a resolution passed by the general shareholders' meeting or the board of directors (in case the general shareholders' meeting of a listed company delegates the decision to increase the company's capital stock or issue convertible notes waiving pre-emptive rights to the board of directors), in accordance with the provisions of the Spanish Companies Act. In such cases, the resolution authorising the waiver of pre-emptive rights will only be valid if, amongst other requirements: (i) a report is issued by an independent expert appointed by the Commercial Registry (*Registro Mercantil*) stating, amongst other elements, the reasonable market value (*valor razonable*) of the shares (quotation price in case of listed companies unless other arrangements can be justified) and determining the theoretical value (*valor teórico*) of the pre-emptive rights and, in case of listed companies, also the net book value (*valor neto patrimonial*) of the shares; and (ii) the nominal value and issue premium of the newly issued shares is equivalent to the reasonable value assigned to such shares in the aforementioned independent expert's report, provided, however, that pursuant to Article 505 of the Spanish Companies Act, listed companies are entitled to issue shares at a value equal or higher than their net book value, as determined by the independent expert's report.

Furthermore, pre-emptive rights will not be exercisable by shareholders in case of a capital stock increase that is required for the purposes of converting convertible notes, completing a merger, acquiring all or part of another company's assets or as consideration to in-kind contributions. Pre-emptive rights are transferable, may be traded on the AQS and may be of value to existing shareholders since new shares may be offered for subscription at prices lower than prevailing market prices.

Reporting Requirements

Transactions affecting voting rights

Pursuant to Royal Decree 1362/2007, of 19 October 2007 (*Real Decreto 1362/2007, de 19 de octubre, por el que se desarrolla la Ley 24/1988, de 28 de julio, del Mercado de Valores, en relación con los requisitos de transparencia relativos a la información sobre los emisores cuyos valores estén admitidos a negociación en un mercado secundario oficial o en otro mercado regulado de la Unión Europea*), any individual or legal entity who, by whatever means, purchases or transfers shares granting voting rights in a company listed in a secondary official market or other regulated market in the EU for which Spain is the country of origin (if the corporate address of the listed company is located in Spain), must notify the relevant issuer and the CNMV, if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches, exceeds or falls below a three per cent. threshold over the company's total voting rights. The reporting obligations are also triggered at thresholds of five per cent. and multiples thereof (excluding 55 per cent., 65 per cent., 85 per cent., 95 per cent. and 100 per cent.).

The notice shall be served by means of the standard form approved by the CNMV from time to time for such purpose, within four trading days from the date on which the transaction is acknowledged (Royal Decree 1362/2007 deems a transaction to be acknowledged within two trading days from the date on which it is entered into). Where the individual or legal entity effecting the transaction is a non-resident of the Kingdom of Spain, notice must also be served to the Spanish Registry of Foreign Investments (*Registro de Inversiones Exteriores*), kept by the General Bureau of Commerce and Investments (*Dirección General de Comercio e Inversiones*) within the Ministry of Economy and Competitiveness (*Ministerio de Economía y Competitividad*).

The foregoing disclosure requirements also apply to those transactions (other than sales and purchases of shares) by which the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the aforementioned thresholds that trigger the obligation to report.

Regardless of the actual ownership of the shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the shares or who owns, acquires or transfers, whether directly or indirectly, other securities or financial instruments which grant a right to acquire shares with voting rights, shall also notify the company and the CNMV if the aggregate voting rights held by that individual or legal entity reaches, exceeds or falls below the aforementioned thresholds.

In case the person, legal entity or group effecting the transaction is a resident in a tax haven (as defined by applicable Spanish regulations), the threshold that triggers the obligation to disclose the acquisition or transfer of shares in a Spanish company is reduced to one per cent. (and successive multiples thereof).

The Company shall report to the CNMV any self-acquisition of treasury stock which, together with all other acquisitions since the last disclosure, reaches or exceeds one per cent. of the company's capital stock (irrespective of whether the Company has sold any of the company's treasury stock in the same period). In such circumstances, the disclosure notice must include the number of shares acquired by the company since the last disclosure

(detailed by transaction), the number of shares sold in such period (detailed by transaction), the share prices paid in such transactions and the resulting net holding of treasury stock.

The Company's by-laws and internal regulations do not provide for any significant shareholdings disclosure requirements more stringent than those established under Royal Decree 1362/2007 of 19 October (as mentioned in this sub-section) and Royal Decree 1333/2005 of 11 November (as mentioned in the following sub-section).

Disclosure requirements applicable to Directors and senior managers

All members of the Board of Directors must report both to the Company and the CNMV any percentage or number of voting rights held by them in the Company from time to time and within five trading days from the time of their appointment or resignation as directors.

In addition, pursuant to Royal Decree 1333/2005, of 11 November 2005 (*Real Decreto 1333/2005, de 11 de noviembre, por el que se desarrolla la Ley 24/1988, de 28 de julio, del Mercado de Valores, en materia de abuso de mercado*), any member of a company's board of directors or the company's senior managers (*directivos*) (as defined therein) and any persons having a close link (*vínculo estrecho*) with any of them, must similarly report any acquisition or transfer of the Company's shares, derivatives and financial instruments linked to the Company's shares, regardless of the amount and including information on the percentage of voting rights which they hold as a result of the relevant transaction. In addition, any member of a company's board of directors or the company's senior managers (*directivos*), as defined in Royal Decree 1333/2005, must also report any stock-based compensation that they may receive pursuant to any of the company's compensation plans.

Disclosure of shareholder agreements

The Spanish Companies Act requires the parties to disclose shareholder agreements that affect the exercise of voting rights at a general shareholders' meeting of a listed company or contain restrictions or conditions in connection with the transfer of shares or convertible notes. The execution, amendment or extension of such agreements shall be immediately disclosed by the parties to the shareholder agreements to the company and to the CNMV and a copy of the agreement shall be filed with the relevant Commercial Registry (*Registro Mercantil*). If these requirements are not fulfilled, any provisions contained in such shareholder agreements which affect the exercise of voting rights and/or restrict or place conditions upon the transfer of shares, will not be effective. The shareholder agreements will be disclosed as relevant facts (*hechos relevantes*) on the CNMV's website.

Disclosure of net short positions

Moreover, in accordance with EU Regulation No. 236/2012 of the European Parliament and of the Council, of 14 March 2012, any person or legal entity holding net short positions on a company's shares must report them to the CNMV on a confidential basis in case they reach or fall below 0.2 per cent. of the capital stock and disclose any subsequent reductions or increases by 0.1 per cent. and successive multiples thereof no later than 3:30 p.m. on the following trading day. Positions reaching or falling below 0.5 per cent. (and each 0.1 per cent. increase above or reduction below that) shall be publicly disclosed.

In addition, on 19 December 2007 the CNMV issued Circular 3/2007 (*Circular 3/2007, de 19 de diciembre, de la Comisión Nacional del Mercado de Valores, sobre los contratos de liquidez a los efectos de su aceptación como práctica de mercado*), which sets out the requirements to be met for liquidity contracts entered into between issuers and financial institutions for the management of treasury stock to be accepted as a market practice.

Share repurchases

Pursuant to the Spanish Companies Act, the Company may only repurchase the Company's own shares derivatively within certain limits and in compliance with the following requirements:

- the repurchase must be previously authorised by the general shareholders' meeting in a resolution establishing the maximum number of shares to be acquired, the minimum and maximum acquisition price (if any) and the duration of the authorisation, which may not exceed five years from the date of the resolution; and

- the repurchase, including the shares already acquired and currently held by the Company or any person or company on the Company's behalf, does not reduce the Company's net equity (*patrimonio neto*) below the aggregate amount of the Company's share capital and non-distributable reserves.

For these purposes, net equity (*patrimonio neto*) means the amount resulting from the application of the criteria used to draw up the company's financial statements, minus the amount of profits directly allocated to such net equity (*patrimonio neto*), plus the amount of uncalled subscribed share capital and the total amounts of nominal value and issue premium for the subscribed share capital registered as a liability in the company's accounting.

In addition:

- the aggregate nominal value of the shares directly or indirectly repurchased by the company, together with the aggregate nominal value of the treasury stock already held by the company and its subsidiaries, shall not exceed ten per cent. of the company's total capital stock; and

- the repurchased shares shall always be fully paid-up. The repurchase shall be deemed null and void if: (i) the shares are partially paid-up (except in case of repurchase at no cost); or (ii) the shares entail ancillary obligations (*prestaciones accesorias*).

Treasury stock lacks voting and economic rights. Economic rights bound to treasury stock (i.e. dividend distributions and liquidation rights) shall, except for the right to bonus shares, be distributed amongst the company's shareholders in proportion to their respective shareholdings.

Directive 2003/6/EC of the European Parliament and the European Council dated 28 January 2003 on insider dealing and market manipulation establishes rules in order to ensure the integrity of European Community financial markets and to enhance investor confidence. Article 8 of the Directive establishes an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU member state. European Commission Regulation No. 2273/2003 of 22 December 2003, implemented the aforementioned Directive with regard to exemptions for buy-back programs. Article 3 of the Regulation states that in order to benefit from the exemption provided for in Article 8 of the Directive, a buy-back program must (i) comply with certain requirements established under such Regulation; and (ii) its sole purpose must be the reduction of an issuer's capital stock (either in value or in number of shares) or the fulfilment of obligations arising from either:

- debt financial instruments exchangeable into equity instruments; or

- employee share option programs or other allocations of shares to employees of the issuer or those of an associated company.

Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) will be applicable from 3 July 2016 and will repeal from such date Directive 2003/6/EC of the European Parliament and European Commission Regulation No. 2273/2003 of 22 December 2003. Article 5 of Regulation (EU) No 596/2014 also establishes an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU member state with similar requirements to those of Regulation No. 2273/2003.

Notwithstanding the foregoing, on the date hereof no option over the shares of any member of Dominion has been granted or has been agreed conditionally or unconditionally to be granted.

TAXATION

Spanish Tax Considerations

General

The following is a summary of certain Spanish tax implications of the subscription, acquisition, ownership and disposition of the Shares by Spanish and non-Spanish tax resident investors. This summary is not a complete analysis or description of all the possible Spanish tax implications of such transactions and does not address all tax considerations that may be relevant to all categories of potential investors, some of whom may be subject to special rules. In particular, this tax section does not address the Spanish tax consequences applicable to certain "look through" entities (such as trusts, estates or partnerships) that may be subject to a specific tax regime applicable under the Spanish Non-Residents Income Tax Law, approved by Royal Legislative Decree 5/2004 of 5 March, as amended (hereinafter, the "**NRIT Act**") or under the Spanish Personal Income Tax Law, approved by Law 35/2006, of 28 November (hereinafter, the "**PIT Act**").

Accordingly, prospective investors in the Shares should consult their own tax advisers as to the applicable tax consequences of their subscription, purchase, ownership and disposition of the Shares, including the implications arising under the tax laws of any other jurisdiction, based on their particular circumstances. The description of Spanish tax laws set forth below is based on the laws currently in effect in Spain as of the date of this Prospectus, and on administrative interpretations of Spanish law made public to date. As a result, this summary is subject to any changes in such laws or interpretations occurring after the date hereof, including changes having retrospective effect. Similarly, this description does not include the specific laws or regulations enacted by the different Autonomous Communities in Spain and, specifically, those enacted by the Basque Country and Navarre.

As used in this particular section "*Spanish Tax Considerations*", the term "**Resident Holder**" means a beneficial owner of the Shares who is an individual or corporation resident for tax purposes in Spain or not resident for tax purposes in Spain but whose ownership of shares is effectively connected with a permanent establishment in Spain.

As used in this particular section "*Spanish Tax Considerations*", the term "**Non-Resident Holder**" means a beneficial owner of the Shares who is an individual or corporation resident for tax purposes in any country other than Spain and whose ownership of shares is not deemed to be effectively connected with a permanent establishment in Spain.

Direct taxation

Resident Holders

Personal Income Tax (PIT)

Taxation of dividends

According to the Spanish PIT Act, the following, amongst others, shall be treated as gross capital income: income received by a Resident Holder in the form of dividends, shares in profits, consideration paid for attendance at shareholders' meetings, income from the creation or assignment of rights of use or enjoyment of the shares and any other income received in his or her capacity as shareholder.

Gross capital income shall be reduced by any administration and custody expenses (but not by those incurred in individualized portfolio management) and the net amount shall be included in the relevant Resident Holder's savings taxable base, which is currently taxed at a flat rate of 19% for the first €6,000, 21% between €6,000.01 and €50,000 and 23% for any amount in excess of €50,000.

The payment to Resident Holders of dividends or any other distribution is generally subject to a withholding tax, currently at a rate of 19%. Such withholding tax is creditable from the net PIT payable (*cuota líquida*) and if the amount of tax withheld is greater than the amount of the net PIT payable, the taxpayer is entitled to a refund of the excess withheld in accordance with the PIT Act.

Share premium distributions

Dividends charged against the share premium reserve reduce the acquisition value of the shares in respect of which such dividends are paid until such value is reduced to zero to the extent that the shares are admitted to trading on certain official stock exchanges (including the Spanish Stock Exchanges). Only any amount exceeding the acquisition value of such shares is included in the Resident Holder savings taxable base, which is currently taxed at a flat rate of 19% for the first €6,000, 21% between €6,000.01 and €50,000 and 23% for any amount in excess of €50,000.

Capital gains and losses

Gains or losses recorded by a Resident Holder as a result of the transfer of listed shares which represent a participation in a company's equity, qualify for the purposes of the PIT Act as capital gains or losses and are subject to taxation according to the general rules applicable to capital gains. The amount of capital gains or losses is the difference between the shares' acquisition value (plus any fees or taxes incurred) and the transfer value, which is the listed value of the share as of the transfer date or, if higher, the agreed transfer price, less any fees or taxes incurred.

Capital gains or losses arising from the transfer of the Shares by a Resident Holder are included in such Resident Holder's savings taxable base corresponding to the fiscal year when the transfer takes place. Any gain resulting from such compensation will be currently taxed at a flat rate of 19% for the first €6,000, 21% between €6,000.01 and €50,000 and 23% for any amount in excess of €50,000.

Capital gains arising from the transfer of the Shares are not subject to withholding tax on account of PIT. Losses arising from the transfer of the Shares admitted to trading on certain official stock exchanges will not be treated as capital losses if securities of the same kind have been acquired during the period between two months before and two months after the date of the transfer which originated the loss. In these cases, the capital losses will be included in the taxable base upon the transfer of the remaining shares of the taxpayer.

Preemptive subscription rights

The allotment and exercise of preemptive subscription rights is not considered to be a taxable event under Spanish law and therefore is not subject to tax.

Up to December 31, 2016, if a Resident Holder transfers all or part of his or her preemptive subscription rights, the proceeds received are, for tax purposes, applied to reduce the acquisition value of the existing Shares to which they pertain. Such reduction in the acquisition value will have tax consequences in the future in the event of such Shares being sold. Any amount received by a Resident Holder for the transfer of preemptive subscription rights in excess of the acquisition value of his or her existing Shares will be regarded as a capital gain. The capital gain will be included in the savings taxable base of the Resident Holder, which is currently taxed at a flat rate of 19% for the first €6,000, 21% between €6,000.01 and €50,000 and 23% for any amount in excess of €50,000.

As from January 1, 2017, any amount received by a Resident Holder for the transfer of preemptive subscription rights will be regarded as a capital gain in the tax year when the transfer is carried out. This capital gain would be subject to a 19% withholding on account of PIT.

In the event that only part of the preemptive subscription rights are transferred, the rights being sold shall correspond to the Shares acquired in the first place (FIFO criteria).

Net Wealth Tax

Individual Resident Holders are subject to the Spanish Wealth Tax on all their assets (such as the Shares) in tax year 2016.

Spanish Wealth Tax Law (*Ley 19/1991, de 6 de junio, del Impuesto sobre el Patrimonio*) provides that the first €700,000 of net wealth owned by an individual Resident Holder, as measured in accordance with the Net Wealth Tax rules, are exempt from taxation. Individual Resident Holders whose net worth is above €700,000 and who hold Shares on the last day of tax year 2015 would therefore be subject to Spanish Net Wealth Tax for such year at marginal rates varying between 0.2% and 2.5% of the average market value of the Shares during the last quarter of such year, as published by the Spanish Ministry of Revenues on an annual basis. However, this may vary

depending on the Spanish Autonomous Community where such individual is resident for these purposes. As such, prospective holders should consult their tax advisors.

As regards the application of Spanish Wealth Tax in tax year 2017 and onwards, prospective holders should consult their tax advisors.

Inheritance and Gift tax

The transfer of the Shares by inheritance, gift or legacy (on death or as a gift) to individuals resident in Spain is subject to Inheritance and Gift Tax (hereinafter, "**IGT**") as set out in IGT Act (*Ley 29/1987, de 18 de Diciembre, del Impuesto sobre Sucesiones y Donaciones*) being payable by the person who acquires the Shares, at an effective tax rate ranging from 7.65 per cent to 81.6 per cent, depending on relevant factors (e.g.: the specific regulations imposed by each Spanish region, the amount of the pre-existing assets of the taxpayer and the degree of kinship with the deceased or donor). Some benefits could reduce the effective tax rate.

Legal entities

Corporate Income Tax (CIT)

Taxation of dividends

According to Article 10 of the CIT Law (*Ley 27/2014, de 27 de noviembre, del Impuesto sobre Sociedades*) ("**CIT Act**") dividends received by corporate Resident Holders as a consequence of the ownership of the Shares, less any expenses inherent to holding the Shares, are generally included in the CIT taxable base. The general CIT tax rate is currently 25% in 2015, although special rates may apply to other entities.

Also, the gross dividend received annually from the Shares will be subject to withholding tax at a 19 per cent. tax rate on the full amount of the distributed profits. Such withholding tax will be deductible from the net CIT payable, and if the amount of tax withheld is greater than the amount of the net CIT payable, the taxpayer will be entitled to a refund of the excess withheld in accordance with the CIT Act.

Unless one of the exclusions set out in Article 21 of CIT Act may apply, dividends or profit distributions in respect of the Shares obtained by Holders owning 5 per cent or more of the Shares (or whose investment and acquisition cost in the Shares exceeds €20 million) for an uninterruptedly holding period of one year on the distribution date - requirement which may be fulfilled after the distribution of such dividend- will be exempt from CIT and from withholding on account of CIT.

Share premium distributions

The distribution of share premium is not considered as dividend. This amount will decrease the acquisition value of the Shares and any excess will be subject to CIT. These amounts will not be subject to withholding tax.

Capital gains and losses

The gain or loss arising on transfer of the Shares or from any other change in net worth relating to the Shares are included in the tax base of CIT taxpayers in the manner contemplated in Articles 10 et seq. of the CIT Act, being taxed generally at a rate of 25%, although special rates may apply to other entities.

Income deriving from share transfers is not subject to withholding on account of CIT.

Unless one of the exclusions set out in Article 21 of CIT Act may apply, capital gains from the transfer of the Shares obtained by Holders owning 5 per cent or more of the Shares (or whose investment and acquisition cost in the Shares exceeds €20 million) for an uninterruptedly holding period of one year on the transferdate will be exempt from CIT.

Lastly, in the event of an acquisition of the Shares by a CIT taxpayer for no consideration, an amount equivalent to the fair market value of such Shares will be taxed according to the CIT rules, the IGT not being applicable.

Preemptive subscription rights

The allotment and exercise of preemptive subscription rights is not considered to be a taxable event under Spanish law and therefore is not subject to tax.

Taxation of the sale of preemptive subscription rights shall be determined by the accounting treatment of such sale by the transferor.

Non-resident acting through a permanent establishment in Spain

Spanish Non-resident Income Tax (NRIT)

Taxation of dividends

Dividends received by non-resident holders acting through a permanent establishment in Spain as a consequence of the ownership of the Shares, less any expenses inherent to holding the shares, are subjet to NRIT on similar terms as those previously set up for corporate Resident Holders.

Share premium distributions

The distribution of share premium is not considered as dividend. This amount will decrease the acquisition value of the Shares and any excess will be subject to NRIT. These amounts will not be subject to withholding tax.

Capital gains and losses

The gain or loss arising on transfer of the shares or from any other change in net worth relating to the Shares are included in the tax base of NRIT on similar terms as those previously set up for corporate Resident Holders.

Preemptive subscription rights

The allotment and exercise of preemptive subscription rights is not considered to be a taxable event under Spanish law and therefore is not subject to tax.

Taxation of the sale of preemptive subscription rights shall be determined by the accounting treatment of such sale by the transferor.

Non-Resident Shareholders

Non-residents Income Tax (NRIT)

Taxation of dividends

Under Spanish law, dividends paid by a Spanish resident company to a Non-Resident Holder are subject to Spanish NRIT, approved by the NRIT Act, withheld at the source on the gross amount of dividends, currently at a tax rate of 19% absent reduction under an applicable double taxation convention ("**DTC**").

In addition, Non-Resident Holders resident in certain countries are entitled to the benefits of a DTC in effect between Spain and their country of tax residence. Such Holders may benefit from a reduced tax rate or an exemption under an applicable DTC with Spain, subject to the satisfaction of any conditions specified in the relevant DTC, including providing evidence of the tax residence of the Non-Resident Holder by means of a valid certificate of tax residency duly issued by the tax authorities of the country of tax residence of the Non-Resident Holder or, as the case may be, the equivalent document specified in the Spanish Order which further develops the applicable DTC. In general, the DTC between the United States and Spain (the "**U.S. Spain DTC**") provides for a tax rate of 15% on dividends.

According to the Order of the Ministry of Economy and Finance of April 13, 2000, upon distribution of a dividend, the Company or its paying agent will withhold an amount equal to the tax amount required to be withheld according to the general rules set forth above (i.e., applying the current general withholding tax rate of 19%), transferring the resulting net amount to the depositary. For this purpose, the depositary is the financial institution with which the Non-Resident Holder has entered into a contract of deposit or management with respect

to the shares held by such Non-Resident Holders. If the depositary of the Non-Resident Holder is resident, domiciled or represented in Spain and it provides timely evidence (i.e., a valid certificate of tax residence issued by the relevant tax authorities of the Non-Resident Holder's country of residence stating that, in accordance with the records of such authorities, the Non-Resident Holder is a resident of such country within the meaning of the relevant DTC, or as the case may be, the equivalent document regulated in the Order which further develops the applicable DTC) of the Non-Resident Holder's right to obtain the DTC-reduced rate or the exemption, it will immediately receive the excess amount withheld, which will be credited to the Non-Resident Holder. For these purposes, the relevant certificate of residence must be provided before the tenth day following the end of the month in which the dividends were paid. The tax certificate is generally valid only for a period of one year from the date of issuance.

If this certificate of tax residence, or as the case may be, the equivalent document referred to above, is not provided within this time period or if the depositary of the Non-Resident Holder is not resident, domiciled or represented in Spain, the Non-Resident Holder may subsequently obtain a refund of the amount withheld in excess from the Spanish tax authorities, following the standard refund procedure established by the Royal Decree 1776/2004, dated July 30, 2004, and an Order dated December 17, 2010, as amended.

Spanish refund procedure

According to Spanish Regulations on LNRIT, approved by Royal Decree 1776/2004 and the Order dated December 17, 2010, a refund for the amount withheld in excess of any applicable DTC-reduced rate or exemption can be obtained from the relevant Spanish tax authorities. To pursue the refund claim, the Non-Spanish Holder is required to file:

- the corresponding Spanish Tax Form (currently, Form 210);
- the certificate of tax residence and or equivalent document referred to above under "*—Taxation of dividends*";
- a certificate from us stating that Spanish NRIT was withheld with respect to dividends paid to such Non-Spanish Holder; and
- documentary evidence of the bank account in which the excess amount withheld should be paid.

For the purposes of the Spanish Standard Refund Procedure, a Non-Spanish Holder must file the Form 210 (together with the corresponding documentation) during the period from February 1 of the year following the year in which the NRIT was withheld, and ending on the expiration of the 4-year period which commenced with the end of the corresponding filing period in which the Company reported and paid such withholding taxes. The Spanish Revenue Office must make the refund within the six months after the filing of the refund claim. If such period elapses without the Non-Spanish Holder receiving the refund, the Non-Spanish Holder is entitled to receive interest for late payment on the amount of the refund claimed.

For further details, prospective Non-Resident Holders should consult their tax advisors.

Share premium distributions

The distribution of dividends out of the share premium will not in itself constitute taxable income but will instead reduce the tax basis of the Shares. If the amount of the share premium received exceeds the tax basis of the Shares held by a Non-Resident Holder, such excess would constitute financial taxable income taxable in the same manner as dividends for that Non-Resident Holder (although this income would not be subject to withholding tax in Spain).

Taxation of capital gains

Capital gains derived from the transfer or sale of the Shares are deemed income arising in Spain, and, therefore, subjet to NRIT, currently, at a general tax rate of 19%, but are not subject to Spanish withholding tax.

Capital gains and losses will be calculated separately for each transaction. It is not possible to offset losses derived from a given transfer of shares against capital gains obtained upon another transfer of shares.

However, capital gains derived from the Shares will be exempt from taxation in Spain in either of the three following cases:

- Capital gains derived from a transfer of the Shares carried out on an official Spanish secondary stock market (such as the Spanish Stock Exchanges), by any Holder who is tax resident of a country that has entered into a DTC with Spain containing an "exchange of tax information" clause. This exemption is not applicable to capital gains obtained by a Holder through a country or territory that is classified as a tax haven under the Spanish tax regulations, nor by a Holder holding the Shares through a permanent establishment located in Spain.

- Capital gains obtained directly by any Holder resident of another EU Member State or indirectly through a permanent establishment of such Holder in a EU Member State (other than Spain), provided that:

  - the Company's assets do not mainly consist of, directly or indirectly, real estate property located in Spain;

  - if the Holder transferor is an individual, during the preceding twelve months the Holder has not held a direct or indirect interest of at least 25 per cent. in the Company's capital or net equity;

  - if the Holder transferor is an entity, and the conditions for the application of the participation regime under section 21 of CIT Act are met; and

  - the gain is not obtained through a country or territory defined as a tax haven under the applicable Spanish tax regulations or through a permanent establishment located in a country or jurisdiction which is not a EU Member State.

- Capital gains realised by Holders who benefit from a DTC entered into between their country of tax residence and Spain that provides for taxation of capital gains derived from the transfer of the Shares only in such Holder's country of tax residence.

In order for the exemptions mentioned above to apply, a Non-Resident Holder must timely file the applicable NRIT tax return before the Spanish tax authorities, and attach to it a certificate of tax residence issued by the tax authority of its country of residence (which, if applicable, must state that the Holder is a resident of such country within the meaning of the relevant DTC) or, as the case may be, equivalent DTC form. As mentioned in subsection (a) above, certificates of tax residence (or equivalent DTC forms) will be generally valid only for a period of one year after their date of issuance.

Prospective Non-Resident Holders should consult their own tax advisors to obtain detailed information regarding NRIT filings they may be required to make before the Spanish tax authorities.

Net Wealth Tax

Individuals Non-resident Holders are subject to the Spanish Wealth Tax on the assets located in Spain in tax year 2016 unless an applicable DTC provides otherwise.

Spanish Wealth Tax Law (*Ley 19/1991, de 6 de junio, del Impuesto sobre el Patrimonio*) provides that the first €700,000 of assets owned in Spain by Spanish non-resident tax individuals are exempt from taxation, while the rest of the wealth will be taxed at a rate ranging between 0.2% and 2.5%.

Non-resident individuals who are resident in an EU or European Economic Area member State may apply the rules approved by the Autonomous Community where the assets and rights with more value are situated. As such, prospective shareholders should consult their tax advisers.

As regards the application of Spanish Wealth Tax in tax year 2017 and onwards, prospective holders should consult their tax advisors.

Spanish Inheritance and Gift Tax

Unless otherwise provided under an applicable DTC, transfers of the Shares upon death and by gift to individuals not resident in Spain for tax purposes are subject to Spanish IGT in accordance with the IGT Act if the Shares are located in Spain or the rights attached to the Shares are exercisable in Spain, regardless of the residence of the heir or the beneficiary. The effective applicable tax rate, after applying all relevant factors, ranges between 7.65% and 81.6% for individuals (some tax benefits could reduce the effective tax rate). These factors may vary depending on the application of the state or the Autonomous Community Inheritance and Gift Tax governing laws. Generally, Non-Resident individuals are subject to Spanish state rules. However, if the deceased or the donee are resident in an EU or European Economic Area member State, the applicable rules will be those corresponding to the relevant Autonomous Community pursuant to the rules indicated in the second additional provision of the IGT Act. As such, prospective shareholders should consult their tax advisers.

Gifts granted to Non-Resident corporations will be generally subject to Spanish NRIT as capital gains, without prejudice to the exemptions referred to above under "Taxation of capital gains".

Indirect taxation

The allotment, exercise and transfer of preemptive subscription rights is exempt from Transfer Tax, Stamp Duty and Value Added Tax.

The acquisition or subscription of the Shares and any subsequent transfer thereof will be exempt from Transfer Tax Stamp Duty and Value Added Tax, with the exemptions set out in Article 314 of the Securities Market Act.

Certain U.S. Federal Income Tax considerations

The following is a description of certain U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of Offer Shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to acquire the Offer Shares. This discussion applies only to a U.S. Holder that acquires Offer Shares in this Offering and holds them as capital assets for U.S. federal income tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of the U.S. Holder's particular circumstances, including alternative minimum tax consequences or the Medicare contribution tax on net investment income, and tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or certain traders in securities;
- persons holding Offer Shares as part of a "straddle" or integrated transaction or similar transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities;
- persons that own or are deemed to own 10% or more of the Company's voting stock; or
- persons holding the Offer Shares in connection with a trade or business outside the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes owns Offer Shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships owning Offer Shares and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of owning and disposing of the Offer Shares.

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), administrative pronouncements, judicial decisions, final, temporary and proposed Treasury Regulations and the U.S.-Spain DTC (as defined above), all as of the date hereof and changes to any of which subsequent to the date of this Prospectus may affect the tax consequences described herein.

A "**U.S. Holder**" is a beneficial owner of Offer Shares that is eligible for U.S.-Spain DTC benefits and is, for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local, and foreign tax consequences of owning and disposing of Offer Shares in their particular circumstances.

Except as specifically described below, this discussion assumes that the Company was not, and will not become, a passive foreign investment company (a "**PFIC**").

Taxation of distributions

Distributions paid on Offer Shares, other than certain *pro rata* distributions of ordinary shares to all shareholders, will be treated as dividends to the extent paid out of the Company's current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because the Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends.

Dividends will be treated as foreign-source income for foreign tax credit purposes and will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Subject to applicable limitations, dividends paid to certain non-corporate U.S. Holders may be eligible for taxation as "qualified dividend income" and therefore may be taxable at rates applicable to long-term capital gains, provided the Company qualifies for the benefits of the U.S.-Spain DTC, which the Company expects to be the case. U.S. Holders should consult their tax advisers regarding the availability of these favorable rates on dividends in their particular circumstances. Dividends will be included in a U.S. Holder's income on the date of the U.S. Holder's receipt of the dividend. The amount of any dividend paid in euros will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars based on the exchange rate on the date of receipt, a U.S. Holder should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars based on an exchange rate determined before or after the date of receipt.

The amount of dividend income will include any amounts withheld by the Company in respect of Spanish taxes. Under the U.S.-Spain DTC, eligible U.S. Holders are generally entitled to a 15% tax rate on dividend income. Subject to applicable limitations, non-refundable Spanish income taxes withheld from dividends on Offer Shares at a rate not exceeding any applicable rate under the U.S.-Spain DTC will be potentially creditable against the U.S. Holder's U.S. federal income tax liability. Spanish taxes withheld in excess of any applicable rate under the U.S.-Spain DTC will not be eligible for credit against a U.S. Holder's U.S. federal income tax liability. See "*Spanish Tax Considerations—Non-Resident Shareholders—Non-residents Income Tax (NRIT)—Taxation of dividends*" for a discussion of how to obtain the 15% tax rate under the U.S.-Spain DTC. The rules governing foreign tax credits are complex and U.S. Holders should consult their tax advisers regarding the creditability of foreign taxes in their particular circumstances. In lieu of claiming a credit, a U.S. Holder may elect to deduct such Spanish taxes in computing its taxable income, subject to applicable limitations. An election to deduct foreign taxes instead of claiming foreign tax credits must apply to all foreign taxes paid or accrued in the taxable year.

Sale or other taxable disposition of offer Shares

U.S. Holders will generally recognize taxable gain or loss on a sale or other taxable disposition of Offer Shares equal to the difference between the amount realized on the sale or other taxable disposition and the U.S. Holder's tax basis in such Offer Shares, in each case as determined in U.S. dollars. This gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if at the time of sale or disposition the U.S. Holder has owned the Offer Shares for more than one year. Any gain or loss generally will be U.S.-source gain or loss for foreign tax credit purposes. The deductibility of capital losses is subject to limitations.

U.S. Holders should consult their own tax advisers regarding how to account for payments made with respect to the sale or other disposition of the Offer Shares that are not paid in U.S. dollars.

Passive Foreign Investment Company Rules

Based on the manner in which the Company and its subsidiaries currently operate their business, the Company believes that it was not a "passive foreign investment company" (a "**PFIC**") for U.S. federal income tax purposes for its 2015 taxable year and it does not expect to be a PFIC for its 2016 taxable year or in the foreseeable future. In general, a non-U.S. corporation is a PFIC for any taxable year in which (i) 75% or more of its gross income consists of passive income or (ii) 50% or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income. For purposes of the above calculations, a non-U.S. corporation that owns directly or indirectly at least 25% by value of the shares of another corporation is treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, rents, royalties, gains from the disposition of assets that produce or are held for the production of passive income and certain gains from the sale of commodities. Because a company's PFIC status depends on the composition of a company's income and assets and the market value of its assets from time to time, there can be no assurance that the Company will not be a PFIC for any taxable year.

If the Company were a PFIC for any taxable year during which a U.S. Holder held Offer Shares, gain recognized by a U.S. Holder on a sale or other disposition (including certain pledges) of the Offer Shares would be allocated ratably over the U.S. Holder's holding period for the Offer Shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed on the tax on such amounts. Further, to the extent that any distribution received by a U.S. Holder on its Offer Shares exceeds 125% of the average of the annual distributions on the Offer Shares received during the preceding three years or the U.S. Holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain, described immediately above. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the Offer Shares. U.S. Holders will not be able to avoid some of the adverse PFIC rules discussed above by making a "qualified electing fund" election.

U.S. Holders should consult their tax advisers regarding the PFIC rules.

Information reporting and backup withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally will be subject to information reporting and backup withholding unless (i) the U.S. Holder is a corporation or other exempt recipient or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against the U.S. Holder's U.S. federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

Foreign Financial Asset Reporting

Certain U.S. Holders who are individuals, corporations or trusts, and certain "domestic partnerships" may be required to report information relating to an interest in the Offer Shares (generally on an IRS Form 8938 (Statement of Specified Foreign Financial Assets)), subject to certain exceptions (including an exception for Offer Shares held in an account maintained by certain financial institutions). If a U.S. Holder fails to report information required under these rules, the U.S. Holder may be subject to substantial penalties. U.S. Holders should consult their tax advisers regarding the effect, if any, of this legislation on their ownership and disposition of the Offer Shares.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable depending upon a holder's particular situation. Prospective purchasers of the Offer Shares should consult their own tax advisers with respect to the tax consequences to them of the acquisition, ownership and disposition of Offer Shares, including the tax consequences under state, local, estate, non-U.S., and other tax laws and the possible effects of changes in U.S. or other tax laws.

PLAN OF DISTRIBUTION

The Offering

The Company and the Underwriters are expected to enter into an underwriting agreement (the "**Underwriting Agreement**") with respect to the Offer Shares to be issued by the Company upon the finalization of the book-building period (expected to be on or about 25 April 2016). Subject to the satisfaction of certain conditions set out in the Underwriting Agreement not having terminated in accordance with its term, each Underwriter is expected to agree, severally but not jointly, to procure subscribers for, or failing that, to subscribe for such percentage of the total number of Offer Shares as is set forth opposite its name in the following table:

Underwriters	Percentage of Offer Shares
JB Capital Markets, S.V., S.A.U.	42.50%
Société Générale	42.50%
Banco Santander, S.A.	15.00%
Total	100.00%

In consideration of the agreement by the Underwriters to procure subscribers for, or failing that, to subscribe for the Offer Shares, the Company will pay to the Underwriters commissions totaling 2.5% of the aggregate gross proceeds of the Offering (including, if applicable, those related to the Over-allotment Option). Furthermore, the Company will agree to reimburse the Underwriters for certain expenses. Likewise, a commission of up to 1% of the aggregate gross proceeds may be payable to the Underwriters at the sole discretion of the Company (the within 30 days after the settlement date of the Offering.

The closing date of the Offering or "*fecha de operación*" (the "**Closing Date**") is expected to be on or about 26 April 2016. The Company will make public the result of the Offering through a relevant fact notice (*hecho relevante*) reported to the CNMV on the Closing Date or the following business day. Under Spanish law, on the Closing Date, investors become unconditionally bound to pay for, and entitled to receive, the relevant Offer Shares subscribed for in the Offering.

In order to expedite the listing of the Offer Shares, it is expected that the Joint Global Coordinators, in their capacity as prefunding banks (the "**Prefunding Bank**"), will subscribe and pay for the Initial Offer Shares on the Closing Date of the Offering, acting severally and not jointly in the name and on behalf of the Underwriters. Payment for the Initial Offer Shares by the Prefunding Bank is expected to be made to the Company by 26 April 2016 CET on the Closing Date in its account maintained with Banco Santander, S.A., as the agent bank (the "**Agent Bank**") (with its registered office at 9-12 Paseo de Pereda, 39004 Santander, Spain), and the Initial Offer Shares will come into existence once registered with the Commercial Registry of Bizkaia and recorded in book-entry form with Iberclear. Payment by the final investors for the Initial Offer Shares subscribed and paid for on the Closing Date by the Prefunding Bank, will be made no later than the third business day after the Closing Date against delivery through the facilities of Iberclear of the Initial Offer Shares to final investors, which is expected to take place on or about 29 April 2016 (the "**Settlement Date**"). The Shares are expected to be listed on the Spanish Stock Exchanges and quoted on the AQS on or about 27 April 2016, under the symbol "DOM".

The Company will give the Underwriters customary representations and warranties under the Underwriting Agreement, including in relation to Dominion's business, the Shares and the contents of this Prospectus. The Underwriting Agreement will also provide that the Company will, subject to certain exceptions, indemnify the Underwriters against certain liabilities that may arise in connection with the Offering.

The Shares have not been registered under the Securities Act and may not be offered or sold within the United States, except in certain transactions exempt from the registration requirements of the Securities Act. The Underwriters have advised the Company that they propose to resell the Offer Shares initially at the Offering Price (i) in the United States, through their respective selling agents, to qualified institutional buyers ("**QIBs**") in reliance on Rule 144A under the Securities Act, and (ii) to qualified investors outside the United States in compliance with Regulation S under the Securities Act. Any offer or sale of Offer Shares in reliance on Rule 144A will be made by broker-dealers who are registered as such under the Exchange Act. In addition, until 40 days after the commencement of the Offering, any offer or sale of Shares that is made in the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the Securities Act if made otherwise than in accordance with Rule 144A under the Securities Act.

Other than the Offer Shares that will be issued by the Company in the Offering, no other Shares of the Company will be simultaneously created for admission to trading or offered for purchase or subscription by investors.

Pricing of the Offering

Prior to the Offering, there has been no public market for the Shares.

Offering Price Range

The indicative Offering Price Range is €2.6 to €3.2 per Offer Share. The Offering Price Range has been determined based on discussions between the Company and the Joint Global Coordinators, and no independent experts were consulted in determining the Offering Price Range.

Among the factors considered in determining the Offering Price Range were Dominion's future prospects and the prospects of its industry in general, Dominion's revenue, operating income and operating results and certain other financial and operating information in recent periods, and the financial ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to Dominion's activities. The Offering Price Range is indicative only and the Offering Price may be higher or lower than the Offering Price Range.

There can be no assurance that the prices at which the Offer Shares will be traded in the public market after the Offering will not be lower than the Offering Price Range or that an active trading market in the Shares will develop and continue after the Offering.

Offering Price

The Offering Price will be determined based on discussions between the Company and the Joint Global Coordinators upon the finalization of the book-building period (expected to be on or about 25 April 2016) and it will be announced by the Company through a relevant fact notice (*hecho relevante*) reported to the CNMV on the date the Underwriting Agreement is executed (or any prior date or subsequent date provided that the change of the Offering pricing date is previously reported to the CNMV). No independent experts will be consulted in determining the Offering Price.

Expenses and taxes charged to the investor

Purchasers of Offer Shares may be required to pay stamp taxes and other charges in compliance with the laws and practices of their country of purchase in addition to the Offering Price.

In addition, purchasers will have to bear the commissions payable to the financial intermediaries through which they will hold the Shares.

Withdrawal and Revocation of the Offering

Withdrawal of the Offering

The Company expressly reserves the right to withdraw the Offering, postpone it, defer it or suspend it temporarily or indefinitely for any reason at any time before the setting of the Offering Price.

The Company will notify the CNMV, the Agent Bank and the Joint Global Coordinators of the withdrawal of the Offering on the date that the withdrawal takes place or as soon as practicable.

Termination of the Underwriting Agreement and Revocation of the Offering

The Offering will be revoked (i) if the Underwriting Agreement is not executed on or before 11:59 p.m. CET on the date the Offering Price is set (expected to be on or about 25 April 2016) or any postponement thereof duly notified to the CNMV; (ii) if the Underwriting Agreement is terminated prior to the time of granting of the notarial deed of the capital increase relating to the issue of the Initial Offer Shares before a Spanish Notary public upon the occurrence of certain events set forth in the Underwriting Agreement that allow the Underwriters to terminate the Underwriting Agreement, at their sole discretion, by notice to, and upon prior consultation with (if reasonably practicable in the circumstances), the Company as, for example and without being exhaustive, material adverse effect or material adverse change events, that are commonly included in this kind of agreement; or (iii) if the Shares are not admitted to listing on the Spanish Stock Exchanges before 11:59 p.m. CET on 31 May 2016 and the Underwriting Agreement is terminated.

The Underwriting Agreement may be terminated upon the occurrence of the following customary termination provisions set forth in the Underwriting Agreement until the granting of the public deed related to the New Offer Shares: (a) if there has been, since the time of execution of the Underwriting Agreement, any Material Adverse Effect (defined as a material adverse change, or any development reasonably likely to result in a material adverse change in the condition (business, financial, operational or legal) management, results of operations, assets or prospects of the Company and its subsidiaries considered as one enterprise, whether or not arising in the ordinary course of business); or (b) if there has occurred any material adverse change in the financial markets in Spain, the United States, the United Kingdom, or the international financial markets, any outbreak of hostilities or escalation thereof or other calamity or crisis or any change or development involving a prospective change in national or international political, financial or economic conditions, or currency exchange rates in each case the effect of which is such as to make it, in the judgement of the Joint Global Coordinators, impracticable or inadvisable to proceed with the Offering; or (c) if trading generally on the Spanish Stock Exchanges, the London Stock Exchange, the New York Stock Exchange or in the NASDAQ System has been suspended or limited, or a material disruption has occurred in commercial banking or shares settlement or clearance services in the United States, the Kingdom of Spain, the United Kingdom or in any other member state of the EEA; or (d) if a banking moratorium has been declared by the United States federal or New York State authorities or the authorities of the Kingdom of Spain, the United Kingdom or France; or (e) if there has been any breach by the Company of any provision of the Underwriting Agreement; or (f) if any new law or regulation or any change in existing law or regulation, or any change in the interpretation or application thereof by any court or other competent authority in or affecting Spain, any other relevant member state of the EEA and/or United States and which, in the judgement of the Representatives: (i) is materially adverse to, or is likely to materially and prejudicially affect, the business or financial or trading position or prospects of the Company; or (ii) makes, or is likely to make it, impracticable or inadvisable to proceed with the Offering or the subscription of the Offer Shares at the Settlement Date or the Date of Delivery; or (iii) is likely to result in successful completion of the Offering being materially prejudiced.

In case of withdrawal or revocation of the Offering, all offers to subscribe or purchase shall be cancelled and all subscription or purchase orders related to the Offering shall be terminated. Additionally, the Company will have no obligation to issue and deliver the Initial Offer Shares and it shall have no obligation to deliver the Offer Shares and the investors (including for the purposes of this section, the Underwriters on behalf of the final investors) shall have no obligation to subscribe for or purchase, as the case may be, the Initial Offer Shares.

In the event of termination of the Underwriting Agreement after the subscription and payment for the Initial Offer Shares at the Prefunding Time, the Company shall, as appropriate, either: (a) revoke all corporate resolutions of the Company relating to the relevant capital increase and not execute such capital increase, in which case the Agent Bank will release the aggregate amount of the Subscription Funds relating to the Initial Offer Shares, together (in each case) together with interest calculated at the statutory rate (*interés legal*) (currently set at 3.00%), as soon as reasonably practicable and in no event later than the Spanish Stock Exchanges trading day (*día hábil bursátil*) immediately following such termination; or (b) as soon as reasonably practicable following such termination (i) carry out a share capital reduction in accordance with the terms of the resolution of the General Shareholders' Meeting of the Company of 4 April 2016; and (ii) the Company and the Agent Bank shall return to each Underwriter and subscriber of Offer Shares, as the case may be, the aggregate amount paid by such Underwriter or subscriber in respect of any Offer Shares, together with interest calculated at the statutory rate (*interés legal*) (currently set at 3.00%) and each Underwriter and subscriber, as the case may be, shall return such Offer Shares to the Company for cancellation in accordance with the terms of the resolution of the General Shareholders' Meeting of the Company on 4 April 2016.

In the event of a payment due to the termination of the Underwriting Agreement after the subscription and payment by the subscribers or Underwriters, the Agent Bank will (x) pay the entire amount credited to the company account; and (y) if the entire amount credited to the company account is less than the sum of the aggregate amount paid by any Underwriter or subscriber in respect of any Offer Shares (as the case may be), together with interest calculated at the statutory rate (*interés legal*) (currently set at 3.00%), the Company hereby irrevocably undertakes to pay an amount equal to the difference to the Underwriters and subscribers of Offer Shares, as the case may be, in each case pro rata to the number of Offer Shares acquired by them and against redelivery of such Offer Shares to the Company.

The investors subscribing or purchasing Offer Shares shall be deemed to have consented to the aforementioned repurchase of Offer Shares.

Simultaneously to the issuance of the subscription or purchase proposals, the investors subscribing or purchasing Initial Offer Shares shall be deemed to have consented to the aforementioned repurchase of Initial Offer Shares.

Tentative Calendar of the Offering

The Company expects that the Offering will take place according to the tentative calendar set out below:

Action	Estimated Date[1]
Registration of the Prospectus with the CNMV	14 April 2016
Commencement of the book-building period in which proposals are made by the investors	15 April 2016
Finalization of the book-building period	25 April 2016
Setting of the Offering Price	25 April 2016
Selection of proposals	25 April 2016
Execution of the Underwriting Agreement	25 April 2016
Confirmation of proposals and allocation of the Offer Shares	26 April 2016
Prefunding of Initial Offer Shares by one of the Joint Global Coordinators	26 April 2016
Closing Date of the Offering	26 April 2016
Admission to listing on the Spanish Stock Exchanges and commencement of the stabilization period	27 April 2016
Settlement Date	29 April 2016
Finalization of the stabilization period	26 May 2016

(1) *Each of the times and dates is subject to change without prior notice. Any change, including in particular any shortening of the book-building period, will be published, including by filing a notice ("información adicional") in relation to the Prospectus with the CNMV.*

Selection of proposals

On 25 April 2016, following the setting of the Offering Price and before the commencement of the period of confirmation of subscription proposals, the Joint Global Coordinators will submit an allocation proposal to the Company.

The Company, following consultation with the Joint Global Coordinators, shall evaluate the subscription proposals received, applying standards of quality and stability of the investment, and may accept, in whole or in part, or reject any of the subscription proposals, at its sole discretion and without the need for any justification, but acting in good faith, so that no unjustified discrimination occurs between proposals with the same ranking and characteristics; provided, however, that the Company may only reject allocations to investors so long as the Underwriters would not be forced, as a result of any such rejection, to purchase any such Initial Offer Shares. The Company shall, as soon as practicable, inform the Joint Global Coordinators of the final allotment.

The Joint Global Coordinators will inform Banco Santander, S.A. and the Agent Bank of the price per Initial Offer Share, the number of Initial Offer Shares finally allocated and the selected proposals amongst all of the proposals respectively received by each of them, before the commencement of the period of confirmation of subscription proposals.

The subscription proposals of the Initial Offer Shares constitute only an indication of the interest of the investors interested in the Initial Offer Shares, which shall not be binding either for the investors or the Company. However, the confirmation of the purchase proposals shall be irrevocable. The Company has not established a maximum amount of application (whether in number of securities or aggregate amount to invest).

Confirmation of proposals

Before 10:00 hours CET on 26 April 2016, Banco Santander, S.A. will inform the Joint Global Coordinators, who will in turn inform the Company and the Agent Bank, of the confirmations received, indicating the identity of each investor and the confirmed amount requested by each of them.

The final allotment of the Initial Offer Shares will be carried out by the Joint Global Coordinators and reported to the Agent in any case before or during the Closing Date.

Authorizations of the Offering

On 4 April 2016, the general shareholders' meeting of the Company determined to apply for the Admission and resolved to the issuance of the Initial Offer Shares and the Over-allotment Shares pursuant to a share capital increase for a maximum amount of €8,221,612.5, granting the Board of Directors the necessary authority to

execute both the share capital increase and the implementation by the Company of the offer for the Initial Offer Shares as contemplated in the Offering. Pursuant to the authority granted by the general shareholders' meeting, on 12 April 2016, the Chief Executive Officer established the Offering Price Range and the number of Shares to be offered in the context of the Offering. For the avoidance of doubt, no application has been made or is currently intended to be made for the Shares to be admitted to listing or trading on any exchange other than the Spanish Stock Exchanges through the AQS.

No preemptive subscription and/or acquisition rights are applicable in relation to the Offering, taking into account that all of the Company's current shareholders have irrevocably waived their preemptive subscription rights over the Offer Shares.

The Offering is not subject to any administrative approval or authorization besides the approval by the CNMV of this Prospectus for the purposes of the Offering and the subsequent Admission in accordance with the Spanish Securities Market Act and related regulation.

Agreements to Acquire Shares

The Company is not aware of (i) any intention of its principal shareholders and/or members of its management to acquire any Shares in the Offering or (ii) any intention of a particular person to acquire more than 5% of the Shares in the Offering.

Stabilization

In connection with the Offering, JB Capital Markets, S.V., S.A.U., or any of its agents, as stabilizing manager (the "**Stabilizing Manager**"), acting on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable law, engage in transactions that stabilize, support, maintain or otherwise affect the price, as well as over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in an open market. Any stabilization transaction shall be undertaken in accordance with applicable laws and regulations, in particular, Commission Regulation (EC) No. 2273/2003 of December 22, 2003 as regards exemptions for buy-back programs and stabilization of financial instruments.

The stabilization transactions shall be carried out for a maximum period of 30 calendar days from Admission, provided that such trading is carried out in compliance with the applicable rules, including any rules concerning public disclosure and trade reporting. The stabilization period is expected to commence on 27 April 2016 and end on 26 May 2016 (the "**Stabilization Period**").

For this purpose, the Stabilizing Manager may carry out an over-allotment of Shares in the Offering, which may be covered by the Underwriters pursuant to the stock loan agreement (the "Stock Loan Agreement") executed by CIE Automotive, S.A., the Joint Global Coordinators and the Stabilizing Manager.

The Stabilizing Manager is not required to enter into such transactions and such transactions may be effected on a regulated market and may be taken at any time during the Stabilization Period. However, there is no obligation that the Stabilizing Underwriter or any of its agents effect stabilizing transactions and there is no assurance that the stabilizing transactions will be undertaken. Such stabilization, if commenced, may be discontinued at any time without prior notice, without prejudice of the duty to give notice to the CNMV of the details of the transactions carried out under Commission Regulation (EC) No. 2273/2003 of December 22, 2013. In no event will measures be taken to stabilize the market price of the Shares above the Offering Price. In accordance with Article 9.2 of Commission Regulation (EC) No 2273/2003 of December 22, 2013, the details of all stabilization transactions will be notified by the Stabilizing Manager to the CNMV no later than closing of the seventh daily market session following the date of execution of such stabilization transactions.

Additionally, in accordance with Article 9.3 of Commission Regulation (EC) No. 2273/2003 of December 22, 2013, the following information will be disclosed to the CNMV by the Stabilizing Manager within one week of the end of the Stabilization Period: (i) whether or not stabilization transactions were undertaken; (ii) the date at which stabilization transactions started; (iii) the date at which stabilization transactions last occurred; and (iv) the price range within which the stabilization transactions were carried out, for each of the dates during which stabilization transactions were carried out.

Liquidity Providers

There are no entities which have a firm commitment to act as intermediaries in secondary trading providing liquidity through bid and offer rates.

Over-allotment Option

In connection with the Offering, the Company will grant to the Underwriters, acting severally but not jointly, an option to purchase the Over-allotment Shares at the Offering Price. The Over-allotment Option is exercisable by the Stabilizing Agent in its own name and on behalf of the Underwriters, upon notice to the Company, on one or more occasions in whole or in part, only for the purpose of covering over-allotments (if any) and to cover any short positions resulting from stabilization transactions, at any time on or before the 30th calendar day after the commencement of trading of the Shares on the Spanish Stock Exchanges. This period is expected to commence on 27 April 2016 and end on 27 May 2016. Any Over-allotment Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the Initial Offer Shares, including for all dividends and other distributions declared, made or paid on the Initial Offer Shares, will be purchased on the same terms and conditions as the Initial Offer Shares being issued in the Offering and will form a single class for all purposes with the Shares then outstanding.

Lock-Up Agreements

The Company has agreed that without the prior written consent of the Joint Global Coordinators on behalf of the Underwriters, it will not, and will not permit any of its subsidiaries or other affiliates over which it exercises management or voting control or any person acting on its or their behalf, during the period commencing on the date the Underwriting Agreement is signed and ending 180 days after the Settlement Date: (i) directly or indirectly, issue, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any Shares, or any securities convertible into or exercisable or exchangeable for Shares, or file any prospectus under the Prospectus Directive or any similar document with any securities regulator, stock exchange, or listing authority with respect to any of the foregoing, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any Shares or other shares of the Company, whether any such transaction described in clause (i) or (ii) above is to be settled by delivery of Shares or other securities, in cash or otherwise or (iii) publicly announce such an intention to effect any such transaction.

Additionally, the Principal Shareholders have agreed to abide by similar restrictions, subject to customary exceptions, during the period commencing on the date the Underwriting Agreement is signed and ending 180 days from the Settlement Date, with certain exceptions, such as (i) any inter-company transfers of Shares in favour of their affiliates or controlled companies and their affiliates; (ii) the transfer of the Shares in the context of a potential tender offer for the acquisition of Dominion; (iii) the provision of an irrevocable undertaking to accept an offer for the acquisition of Dominion; (iv) any disposal of Shares pursuant to any offer by Dominion to purchase its own securities which is made on identical terms to all holders of Shares; (v) any disposal of Shares pursuant to a compromise or arrangement between the shareholder and any of its creditors; or (vi) any disposal of rights to Shares to be issued by way of a rights issue or pre-emptive offer or any disposal of Shares subscribed in the context of any capital increase of Dominion other than capital increases partly or exclusively out of reserves.

Other Relationships

Each of the Underwriters is a financial institution engaged in the provision of investment banking, commercial banking and financial advisory services and in the ordinary course of business has engaged in investment banking and/or commercial banking transactions with CIE Automotive, S.A. and its affiliates. In addition, the Underwriters may hold investments and trade debt and equity securities in CIE Automotive, S.A. and its affiliates for their own account and for the accounts of their customers. The Underwriters do not consider these arrangements to be material in the context of the Offering.

As of the date of this Prospectus, Banco Santander, S.A. holds a global position with Dominion and its affiliates of €36.41 million, considering mainly guarantees (€20.24 million), loans (€10.67 million) and discounts (€5.50 million). See "*Material Contracts—Financing arrangements*" for a description of the main financing agreements entered into by the Company and its affiliates and Banco Santander, S.A.

Likewise, in the ordinary course of their business activities, the Underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Company or the Company's affiliates (including the Shares) and may potentially and adversely affect future trading prices of the Shares. The Underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments or securities and/or financial instruments of CIE Automive and may hold, or recommend to clients that they acquire, long and/or short positions

in such securities and instruments. The Underwriters may also buy Offer Shares in the Offering on their own behalf.

Offering Expenses

Due to the difficulty to determine the expenses incurred as of the date of this Prospectus, for purely information purpose, the following table sets forth the estimated expenses payable by the Company related to the Offering (VAT excluded, which shall be added where applicable):

Expenses	€ thousands
Underwriting and incentive commission[(1)]	5,250
Other expenses[(2)]	561
Total	5,811

(1) *Assuming that the Company pays the discretionary incentive fee and that (i) the Offering Price is the mid-point price of the Offering Price Range, €2.9 per Offer Share; and (ii) all the Offer Shares (including the Over-allotment Shares) have been underwritten by each of the Underwriters and that the Over-allotment Option has been entirely exercised.*

(2) *Includes legal and accounting fees and expenses, CNMV, notary public and Commercial Registry fees, Iberclear clearing fees, and the Spanish Stock Exchanges listing and admission fees, marketing, printing and other expenses.*

Selling Restrictions

European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") no Shares have been offered or will be offered pursuant to the Offering to the public in that Relevant Member State, except in that Relevant Member State at any time under the following exemptions under the Prospectus Directive, if they are implemented in that Relevant Member State:

- to legal entities which are qualified investors as defined in the Prospectus Directive;
- by the Underwriters to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) per Relevant Member State; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive or a Supplement to the Prospectus pursuant to Article 16 of the EU Prospectus Directive and each person who initially acquires any Shares or to whom an offer is made will be deemed to have represented, warranted and agreed to and with the Underwriters and the Company that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(e) of the Prospectus Directive.

For the purpose of the expression an "offer of any Shares to the public" in relation to any Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Shares to be offered, so as to enable an investor to decide to acquire any Shares, as that definition may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

In the case of any Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Shares acquired by it in the Offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Shares to the public other than their offer or resale in a Relevant Member State to qualified investors as so defined or in circumstances in which the prior consent of the Underwriters has been obtained to each such proposed offer or resale. The Company, the Underwriters and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Underwriters of such fact in writing may, with the prior consent of the Underwriters, be permitted to acquire Shares in the Offering.

United Kingdom

Upon signing of the Underwriting Agreement, each of the Underwriters will represent, warrant and agree that it has:

- only communicated and caused to be communicated, and will only communicate, or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 ("**FSMA**")) received by it in connection with the issue or sale of any Shares in circumstances in which section 21(1) of the FSMA does not apply to the Company; and

- complied and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to the Shares in, from or otherwise involving the United Kingdom.

United States of America

This document is not a public offering (within the meaning of the Securities Act) of securities in the United States. The Shares have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. Accordingly, the Underwriters may offer Shares (i) in the United States only through their US registered broker affiliates to persons reasonably believed each to be a QIB in reliance on Rule 144A under the Securities Act or (ii) outside the United States in compliance with Regulation S.

In addition, until 40 days after the commencement of the Offering, any offer or sale of Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another available exemption from registration under the Securities Act.

Hong Kong

The Offer Shares may not be offered or sold by means of any document other than (1) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap.32, Laws of Hong Kong), or (2) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (3) in other circumstances which do not result in the Prospectus being a “prospectus” within the meaning of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the Offer Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Offer Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The Offer Shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan nor will the Offer Shares be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Singapore

This Prospectus has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Offer Shares may not be circulated or distributed, nor may the Offer Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Offer Shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for six months after that corporation or that trust has acquired the Offer Shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

TRANSFER RESTRICTIONS

The offering of the Offer Shares to persons resident in, or who are citizens of, a particular jurisdiction may be affected by the laws of that jurisdiction. Investors should consult their professional adviser as to whether they require any governmental or other consent or need to observe any other formalities to enable the investor to accept, sell or purchase Offer Shares. No action has been or will be taken to permit a public offering of the Offer Shares in any jurisdiction. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus will be sent for informational purposes only and should not be copied or redistributed.

If an investor receives a copy of this Prospectus, the investor may not treat this Prospectus as constituting an invitation or offer to the investor of the Offer Shares unless, in the relevant jurisdiction, such an offer could lawfully be made to the investor, or the Offer Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if the investor receives a copy of this Prospectus or any other offering materials or advertisements, the investor should not distribute the same in or into, or send the same to any person in, or any jurisdiction where to do so would or might contravene local securities laws or regulations.

If an investor forwards this Prospectus or any other offering materials or advertisements into any such territories (whether under a contractual or legal obligation or otherwise) the investor should draw the recipient's attention to the contents of this section.

Subject to the specific restrictions described below, investors (including, without limitation, any investor's nominees and trustees) wishing to accept, sell or purchase Offer Shares must satisfy themselves as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

Investors that are in any doubt as to whether they are eligible to purchase Offer Shares should consult their professional adviser without delay.

United States of America

Each purchaser of Shares within the United States, by accepting delivery of this Prospectus, will be deemed to have represented, agreed and acknowledged that it has received a copy of this Prospectus and such other information as it deems necessary to make an investment decision and that:

(a) The purchaser is, and at the time of its purchase of any Offer Shares will be, a QIB within the meaning of Rule 144A and is aware the sale to it is being made in reliance on Rule 144A.

(b) The purchaser understands and acknowledges that the Offer Shares have not been, nor will they be, registered under the Securities Act, that sellers of the Offer Shares may be relying on the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A thereunder, and that the Offer Shares may not be offered or sold, directly or indirectly, in the United States, other than in accordance with paragraph d below.

(c) The purchaser is purchasing the Offer Shares (i) for its own account, or (ii) for the account of one or more other QIBs for which it is acting as duly authorised fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations and agreements herein with respect to each such account (in which case it hereby makes such acknowledgements, representations and agreements on behalf of such QIBs as well), in each case for investment and not with a view to any resale or distribution of any such shares.

(d) The purchaser understands and agrees that offers and sales of the Offer Shares are being made in the United States only to QIBs in transactions not involving a public offering or which are exempt from the registration requirements of the Securities Act, and that if in the future it or any such other QIB for which it is acting, as described in paragraph c above, or any other fiduciary or agent representing such investor decides to offer, sell, deliver, hypothecate or otherwise transfer any Offer Shares, it or any such other QIB and any such fiduciary or agent will do so only (i) pursuant to an effective registration statement under the Securities Act, (ii) to a QIB in a transaction meeting the requirements of Rule 144A, (iii) outside the United States in an "offshore transaction" pursuant to Rule 903 or Rule 904 of Regulation S (and not in a pre-arranged transaction resulting in the resale of such Offer Shares into the United States) or (iv) in accordance with Rule 144 under the Securities Act and, in each case, in accordance with any applicable

securities laws of any state or territory of the United States and of any other jurisdiction. The purchaser understands that no representation can be made as to the availability of the exemption provided by Rule 144 under the Securities Act for the resale of the Shares.

(e) The purchaser understands that for so long as the Offer Shares are "restricted securities" within the meaning of the US federal securities laws, no such shares may be deposited into any American depositary receipt facility established or maintained by a depositary bank, other than a restricted depositary receipt facility, and that such shares will not settle or trade through the facilities of the Depositary Trust & Clearing Corporation ("**DTCC**") or any other US clearing system.

(f) The purchaser has received a copy of this Prospectus and has had access to such financial and other information concerning the Company as it deems necessary in connection with making its own investment decision to purchase Offer Shares. The purchaser acknowledges that none of the Company and the Joint Global Coordinators or any of their respective representatives has made any representations to it with respect to the Company or the allocation, offering or sale of any shares other than as set forth in this Prospectus, which has been delivered to it and upon which it is solely relying in making its investment decision with respect to the Offer Shares. The purchaser also acknowledges that it has made its own assessment regarding the US federal tax consequences of an investment in the Offer Shares. The purchaser has held and will hold any offering materials, including this Prospectus, it receives directly or indirectly from the Company in confidence, and it understands that any such information received by it is solely for it and not to be redistributed or duplicated by it.

(g) The purchaser understands that these representations and undertakings are required in connection with the securities laws of the United States and that the Company, the Underwriters and their affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. The purchaser irrevocably authorises the Company and the Underwriters to produce this Prospectus to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered herein.

(h) The purchaser undertakes promptly to notify the Company and the Underwriters if, at any time prior to the purchase of the Offer Shares any of the foregoing ceases to be true.

(i) The purchaser agrees that it will give to each person to whom it transfers the Shares notice of any restrictions on the transfer of the Shares.

Each purchaser of the Offer Shares outside the United States will, pursuant to Regulation S, be deemed to have represented and agreed that it has received a copy of the document and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state of the United States, and are subject to significant restrictions on transfer;

- The purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares, were located outside the United States at the time the buy order for such Offer Shares was originated and continue to be located outside the United States and has not purchased the Offer Shares for the benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares to any person in the United States;

- The purchaser is aware of the restrictions on the offer and sale of the Offer Shares pursuant to Regulation S and it will not offer, sell, pledge or transfer any Offer Shares, except in accordance with the Securities Act and any applicable laws of any state of the United States and any other jurisdiction;

- The Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S; and

- The Company, the Underwriters and their affiliates and others will rely on the truth and accuracy of the foregoing acknowledgements, representations and agreements and the purchaser agrees that, if any of its acknowledgments, representations or agreements herein cease to be accurate and complete, they will notify the Company and the Underwriters promptly in writing. If the purchaser is acquiring Offer Shares on behalf of one or more accounts, it is acting as duly authorised fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations

and agreements herein with respect to each such account (in which case it hereby makes such acknowledgements, representations and agreements on behalf of such accounts as well).

In addition, each purchaser acknowledges that it understands that the Shares (to the extent they are in certificated form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend substantially to the following effect:

THE SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON THAT THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (4) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE US SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALES OF THE SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE SHARES REPRESENTED HEREBY MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH HOLDER, BY ITS ACCEPTANCE OF SHARES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

LEGAL MATTERS

Certain legal matters in connection with the Offering will be passed upon for the Company in respect of the laws of England and the United States by DLA Piper UK LLP, and in respect of the laws of Spain by DLA Piper Spain, S.L.U.

Certain legal matters in connection with the Offering will be passed upon for the Underwriters in respect of the laws of England and the United States by Clifford Chance LLP, and in respect of the laws of Spain by Clifford Chance, S.L.

ENFORCEMENT OF CIVIL LIABILITIES

The Issuer is a Spanish company, and substantially all of its assets are located outside of the United States. In addition, the majority of the directors and executive officers, reside or are located in Spain. As a result, investors may not be able to effect service of process outside Spain upon the Company or these persons or to enforce judgments obtained against the Company or these persons in foreign courts predicated solely upon the civil liability provisions of US securities laws.

Furthermore, there is doubt that a lawsuit based upon US federal or state securities laws or the laws of any non-Spanish jurisdiction could be brought in an original action in Spain and that a foreign judgment based upon such laws would be enforceable in Spain. There is also doubt as to the enforceability of judgments of this nature in several other jurisdictions in which the Issuer operates and where its assets are located.

INDEPENDENT AUDITORS

The Audited Consolidated Financial Statements as of and for each of the years ended 31 December, 2013, 2014 and 2015, included herein and the Audited Stand-Alone Financial Statements as of and for each of the years ended 31 December 2013, 2014 and 2015 incorporated by reference to this Prospectus, have been audited by PricewaterhouseCoopers Auditores, S.L., with its address for these purposes at Torre PwC, Paseo de la Castellana 259B, 28046, Madrid, Spain, and Spanish tax identification number (*número de identificación fiscal*) B-79031290. PricewaterhouseCoopers Auditores, S.L. is registered with the Commercial Registry of Madrid under book 8,054, volume 9,267, page 75 and sheet M-87,250-1, and registered with the Official Registry of Accounting Auditors (*Registro Oficial de Auditores de Cuentas*) under number S0242. The auditor's reports on the Audited Consolidated Financial Statements and on the Audited Stand-Alone Financial Statements of the Company for the years mentioned above do not include any qualifications.

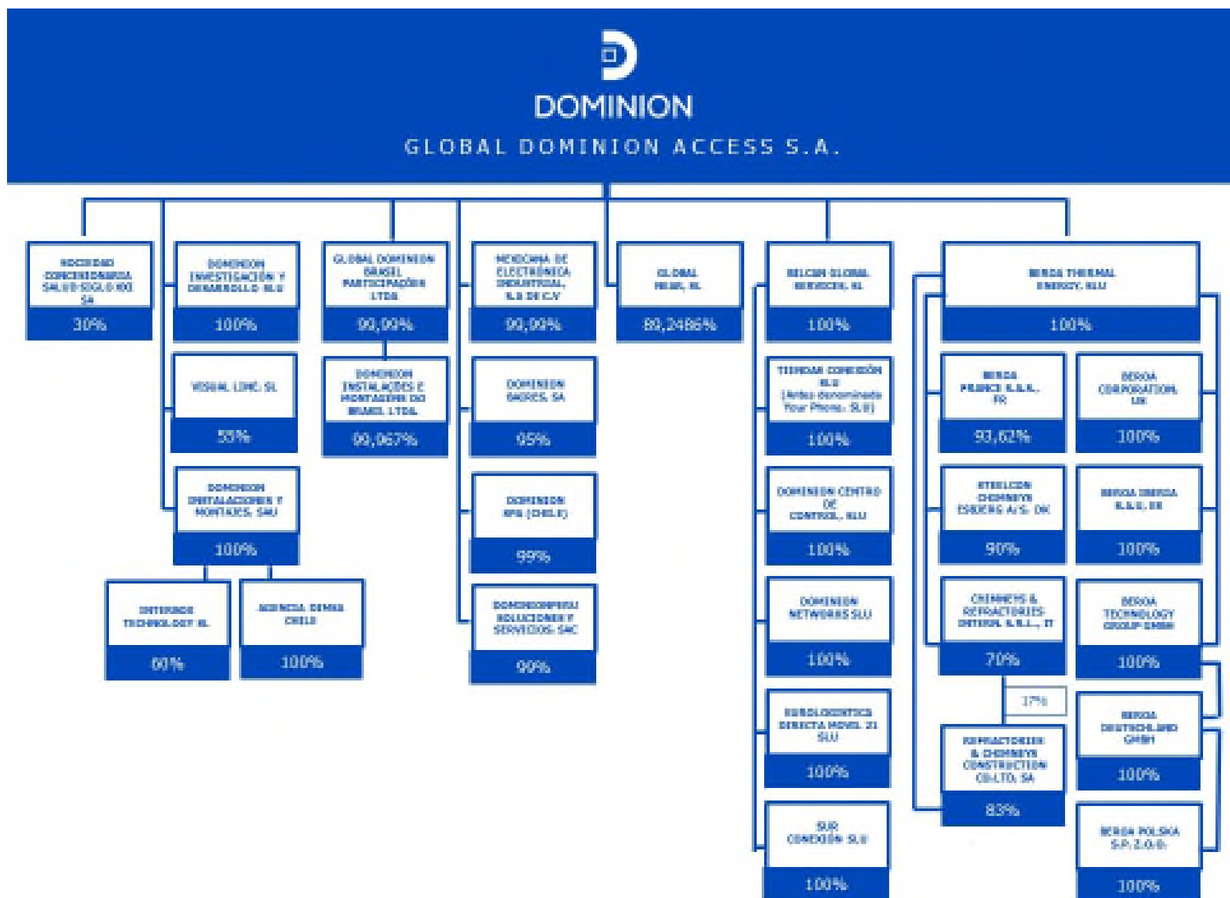
PricewaterhouseCoopers Auditores, S.L. have not resigned or been removed or not reappointed as auditors of the Company during the period covered by the Audited Consolidated Financial Statements.

GENERAL INFORMATION

1. The Audited Consolidated Financial Statements included herein and the Audited Stand-Alone Financial Statements (which are incorporated by reference herein) as of and for the years ended 31 December 2013, 2014 and 2015 are available at the Company's registered office (Ibáñez de Bilbao 28, 8th floor, 48009 Bilbao (Bizkaia), Spain), on the Company's website (www.dominion-global.com), and, following Admission, on the CNMV's website (www.cnmv.es). Neither the website (www.dominion-global.com) nor any of its contents forms part of or is incorporated into this Prospectus, whether by reference or otherwise.

2. The Company is the parent company of Dominion formed by 70 directly and indirectly controlled subsidiaries, with a current presence in 28 countries, whose operations and activities have been described in the "*Business*" section above.

   The diagram below provides a simplified overview of the corporate structure of Dominion. It does not show all entities in Dominion.



3. The following table sets out certain information required by the Prospectus Rules in respect of Dominion's material subsidiaries as the date of this Prospectus:

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Dominion Instalaciones y Montajes, S.A.U. (*)	Bilbao	100%	Global Dominion Access, S.A.	Full Consolidation	Technology Services and Solutions	PwC
E.C.I. Telecom Ibérica, S.A.	Bilbao	100%	Dominion Instalaciones y Montajes, S.A.U.	Full consolidation	Technology Services and Solutions	Not audited
Interbox Technology, S.L. (1)	Bilbao	60%	Dominion Instalaciones y Montajes, S.A.U.	Full consolidation	Commercial services	Not audited
Dominion Investigación y Desarrollo, S.L.U.	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Sociedad Concesionaria Salud Siglo XXI [1]	Chile	30%	Global Dominion Access, S.A.	Equity Method	Technology Services and Solutions	Ernst&Young
Prosat Comunicaçoes, Ltda.	Brazil	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Dominion Industry & Infrastructures, S.L.	Barcelona	99.99%	Global Dominion Access, S.A.	Full consolidation	Deployment, maintenance, industry and promotion of renewable energies	Not audited
Global Dominion Brasil Participaçoes, Ltda. [(*)]	Brazil	99.99%	Global Dominion Access, S.A.	Full consolidation	Holding Company	PwC
Halógica Tecnologia, S.A.	Brazil	100%	Global Dominion Brasil Participaçoes Ltda.	Full consolidation	Technology Services and Solutions	PwC
Dominion Instalações e Montagens do Brasil Ltda.	Brazil	99.967%	Global Dominion Brasil Participaçoes Ltda.	Full consolidation	Technology Services and Solutions	PwC
Mexicana Electrónica Industrial, S.A. de C.V. [(*)]	Mexico	99.99%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Dominion Tecnología de la Información México, S.A. de C.V.	Mexico	100%	Mexicana Electrónica Industrial, S.A. de C.V.	Full consolidation	Technology Services and Solutions	PwC
Dominion Baires, S.A.	Argentina	95%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Dominion SPA	Chile	99%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Dominion Perú Soluciones y Servicios, S.A.C.	Perú	99%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PKF
Visual Line, S.L.	Bilbao	55%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Beroa Thermal Energy, S.L. [(*)]	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	PwC
Beroa France, S.A.S.	France	93.62%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Services	Deloitte
Steelcon Chimneys Esbjerg A/S [(*)]	Denmark	90%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Solutions	BDO
Steelcon Slovakia, s.r.o.	Slovakia	100%	Steelcon Chimneys Esbjerg A/S	Full consolidation	Industrial Solutions	BDO
Dominion Global Pty. Ltd. (*previously called Beroa Australia Pty. Ltd.*)	Australia	100%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Services and Solutions	PwC
Beroa Corporation LLC [(*)]	USA	100%	Beroa Thermal Energy, S.L.	Full consolidation	Holding company	Not audited
Beroa US LLC (*previously called Karrena Refractory Linings LLC*)	USA	100%	Beroa Corporation LLC	Full consolidation	Industrial Solutions	Not audited
Karrena International LLC [(*)]	USA	100%	Beroa Corporation LLC	Full consolidation	Industrial Solutions	Not audited
Karrena International Chimneys LLC	USA	100%	Karrena International LLC	Full consolidation	Industrial Solutions	Not audited
Beroa Ibéria, S.A. [(*)]	Bilbao	100%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Services and Solutions	PwC
Dominion Industry Mexico, S.A. de C.V. (*previously called Karrenamex, S.A.*)	Mexico	100%	Beroa Iberia, S.A.	Full consolidation	Industrial Services	PwC
Dominion SRL (*previously called Beroa de Argentina, S.R.L.*)	Argentina	90%	Beroa Iberia, S.A.	Full consolidation	Industrial Services	Local / PwC

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Altac South Africa Propietary Limited	South Africa	100%	Beroa Iberia, S.A.	Full consolidation	Industrial Services	Grant Thornton
Chimneys and Refractories International, S.R.L. (*)	Italy	70%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Solutions	PwC
Chimneys and Refractories Intern. S.P.A.	Chile	100%	Chimneys and Refractories International, S.R.L.	Full consolidation	Industrial Solutions (dormant)	PwC
Beroa Technology Group GmbH (*)	Germany	100%	Beroa Thermal Energy, S.L.	Full consolidation	Holding company	PwC
Refractories & Chimneys Construction Co. Ltd.	Saudi Arabia	83%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Solutions	PwC
Karrena Betonanlagen und Fahrmischer GmbH (*) (in liquidation)	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Construction (dormant)	PwC
HIT-Industrietechnik GmbH	Germany	52%	Karrena Betonanlagen und Fahrmischer GmbH	Full consolidation	Metal welding	PwC
Bierrum International LTD.	United Kingdom	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Solutions (dormant)	PwC
Beroa NovoCOS GmbH	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Dominion-Uniseven Industrial Services Pvt. Ltd. (*prevously called Beroa Uniseven Refractory Services Pvt Ltd.*)	India	51%	Beroa Thermal Energy, S.L.	Full consolidation	Industrial Services	Jain Saraagi & Co.
Beroa International Co, LLC	Oman	70%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Refractory & Insulation LLC	United Arab Emirates	49%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Nexus Company, LLC	Qatar	49%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	Grant Thornton
Beroa Abu Obaid Industrial Insulation Co. WLL	Bahrain	45%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	Moore Stephen
Beroa Deutschland GmbH (*)	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services and Solutions	PwC
Karrena, S.R.L. (in liquidation)	Italy	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services (dormant)	PwC
Karrena Construction Thermique S.A.	France	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Solutions (dormant)	Not audited
Beroa Polska Sp. Z.o.o	Poland	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
Karrena Arabia Co. Ltd	Saudi Arabia	55%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
Beroa Chile Limitada	Chile	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Solutions (dormant)	Not audited
Burwitz Montageservice GmbH	Germany	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
F&S Feuerfestbau GmbH & Co KG	Germany	51%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
F&S Beteiligungs GmbH	Germany	50%	Beroa Deutschland GmbH	Full consolidation	Holding company	PwC
Global Near, S.L. (*)	Bilbao	89,25%	Global Dominion Access, S.A.	Full consolidation	Holding company	Not audited
Near Technologies, S.L.U.	Bilbao	100%	Global Near, S.L.	Full consolidation	Technological Solutions	PwC
Tapquo, S.L.	Bilbao	54%	Near Technologies, S.L.U.	Full consolidation	Technological Solutions	Aboll
Advanced Flight Systems, S.L.	Bilbao	30%	Near Technologies, S.L.U.	Equity method	Technological Solutions	Not audited

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Centro Near Servicios Financieros, S.L.	Bilbao	23%	Global Near, S.L.	Equity method	Technological Solutions	Not audited
DM Informática, S.A. de C.V.	Mexico	99%	Global Near S.L.	Full consolidation	Technological Solutions	PwC
Near Technologies Mexico, S.A. de C.V.	Mexico	99%	Global Near S.L.	Full consolidation	Technological Solutions	PwC
NXT Solutions Inc.	Panama	50%	Global Near S.L.	Full consolidation	Technological Solutions	Not audited
Dominion Ampliffica, S.L.	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	Not audited
Bilcan Global Services, S.L. (*) (2)	Cantabria	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	Not audited
Eurologística Directa Móvil 21, S.L.U.	Madrid	100%	Bilcan Global Services, S.L.	Full consolidation	Commercial services	PwC
Global Ampliffica, S.L (*)	Bilbao	80%	Bilcan Global Services, S.L.	Full consolidation	Holding company	PwC
Ampliffica Mexico, S.A. de C.V.	Mexico	99%	Global Ampliffica, S.L.	Full consolidation	Technological Solutions	Not audited
Ampliffica, S.L.U.	Bilbao	100%	Global Ampliffica, S.L.	Full consolidation	Technological Solutions	Not audited
Ampliffica de Istmo, S.A.	Panama	60%	Global Ampliffica, S.L.	Full consolidation	Technological Solutions	Not audited
Wiseconversion, S.L.	Bilbao	65%	Global Ampliffica, S.L.	Full consolidation	Technological Solutions	Not audited
Dominion Networks, S.L.U.	Madrid	100%	Bilcan Global Services, S.L.	Full consolidation	Technological services	PwC
Dominion Centro de Control, S.L.U. (*formerly, Dominion Centrode Gestión Personalizada, S.L.*)	Madrid	100%	Bilcan Global Services, S.L.	Full consolidation	Technological services	PwC
Tiendas Conexión, S.L. (3)	Cantabria	100%	Bilcan Global Services, S.L.	Full consolidation	Commercial services	PwC
Sur Conexión, S.L. (4)	Cantabria	100%	Bilcan Global Services, S.L.	Full consolidation	Commercial services	PwC

(*) *Parent of all investee companies appearing subsequently in the table.*

(1) *Companies included in the scope of consolidation in 2015 together with their subsidiaries.*

(2) *Please note that this company was merged by absorption with Servicios al Operador Móvil, S.L. on the date of issuance of the Prospectus.*

(3) *Please note that the merger by absorption between Tiendas Conexión, S.L. and Your Phone, S.L.U. took place in 2015.*

(4) *Please note that the merger by absorption between Your Phone Franquicias, S.L.U. and Sur Conexión, S.L. took place in 2015.*

4. The following table sets out certain information required by the Prospectus Rules in respect of Dominion's joint ventures (*uniones temporales de empresas*) as at 31 December 2015 according to the Audited Consolidated Financial Statements and as the date of this Prospectus:

Name	Address	%	Reason for Consolidation	Activity	Auditor
"Global Dominion Access, S.A. y Adasa Sistemas, S.A.U." (*Law 18/1982, 26 May*)	Bilbao	50%	Proportional consolidation	The acquisition and implementation of a surface observation system and GOES/DCS communications to be integrated into the Modernisation Program relating to the National Hydrometeorological Measurement and Prediction System (Venehmet project) being carried out by the Ministry of the Environment and Natural Resources (MARN), now the Ministry of People Power for the Environment	Not audited

Name	Address	%	Reason for Consolidation	Activity	Auditor
"Global Dominion Access, S.A.–Adasa Sistemas, S.A.U.–EMTE, S.A., Unión Temporal de Empresas" (*Law 18/1982, 26 May*)	Bilbao	50%	Proportional consolidation	The execution of the Contract "*For the modernisation of Environmental and Civil Protection Equipment coordinated by COPECO*"	Not audited

DOCUMENTS ON DISPLAY

For the period of 12 months following the date of this Prospectus, the following documents will be available, during usual business hours on any week day (other than public holidays), at the registered office of the Issuer:

- the incorporation deed of the Issuer;
- the shareholders' resolutions adopted by the Issuer in relation to the Offering and the Admission;
- the by-laws of the Issuer;
- the Regulations of the General Shareholders' Meeting of the Issuer;
- the Regulations of the Board of Directors of the Issuer;
- the Code of Conduct of the Issuer;
- the Audited Consolidated Financial Statements as of and for the years ended 31 December, 2013, 2014 and 2015;
- the Audited Stand-Alone Financial Statements as of and for the years ended 31 December, 2013, 2014 and 2015;
- this Prospectus.

Furthermore, the above documents will be available on the Company's website (www.dominion-global.com) and upon Admission, except for the by-laws, in the CNMV's offices and website (www.cnmv.es).

CERTAIN TERMS AND CONVENTIONS

As used in this Prospectus:

"**Abengoa**" means, jointly, Abener Energía, S.A., Teyma Gestión de Contratos de Construcción e Ingeniería, S.A. and Abeinsa EPC KHI (Pty) Ltd.

"**ACEK**" means ACEK Desarrollo y Gestión Industrial, S.L.

"**Admission**" means the effective listing and trading of the Shares on the Spanish Stock Exchanges and their quotation on the AQS.

"**Agent Bank**" means Banco Santander, S.A.

"**Antofagasta Project**" means the project to design, build and operate the New Regional Hospital in Antofagasta, Chile.

"**AQS**" means Automated Quotation System.

"**Audited Consolidated Financial Statements**" means the audited consolidated annual accounts of Dominion and its subsidiaries as of and for the years ended 31 December 2013, 2014 and 2015.

"**Audited Stand-Alone Financial Statements**" means the audited stand-alone annual accounts of Dominion as of and for the years ended 31 December 2013, 2014 and 2015.

"**Banamex**" means Banco Nacional de México, S.A.

"**Beroa**" means Beroa Thermal Energy, S.L.

"**Beroa Parties**" means, jointly, Karrena GmbH (currently, Beroa Deutschland GmbH) and Karrena Construction Thermique.

"**Bilcan**" means Bilcan Global Services, S.L.

"**Board**" or "**Board of Directors**" refers to the Company's board of directors.

"**CCP**" means Central Clearing Counterparty.

"**CIT**" means Spanish corporate income tax.

"**CIT Act**" means Royal Legislative Decree 4/2004 of 5 March 2004 enacted in the Kingdom of Spain.

"**Clearstream**" means Clearstream Banking, Société Anonyme.

"**Closing Date**" means the closing date ("*fecha de la operación*") of the Offering.

"**CMCs**" means customized management centers.

"**CNMV**" means Comisión Nacional del Mercado de Valores, the regulator for the securities markets in Spain.

"**Code**" means U.S. Internal Revenue Code of 1986, as amended.

"**Code of conduct**" means Dominion's internal code of conduct regarding matters relating to the securities market.

"**Company**" means Global Dominion Access, S.A. and the global brand name of the Company and its subsidiaries is "Dominion".

"**CSD**" means Central Securities Depository.

"**Directors**" means the directors of the Company, whose details are set out in *Management and Board of Directors.*

"**Dominion 360º**" means a business line, through which Dominion carries out complex turnkey EPC projects and other solutions.

"**Dominion Brasil**" means Dominion Instalações e Montagens do Brasil Ltda.

"**Dominion Instalaciones y Montajes**" means Dominion Instalaciones y Montajes, S.A.U.

"**Dominion México**" means Mexicana de Electrónica Industrial, S.A. de C.V.

"**Dominion Networks**" means Dominion Networks, S.L.U.

"**Dominion Perú**" means Dominion Peru Soluciones y Servicios SAC.

"**Dominion Solutions**" means a business line, through which Dominion integrates IT platforms and software tools, among other solutions.

"**DTC**" means the Spanish Double Taxation Convention.

"**EEA**" means the European Economic Area.

"**Elements**" means the disclosure requirements listed in the Summary of this Prospectus drafted in accordance with Annex XXII of Regulation (EC) No 809/2004.

"**EPC**" means engineering, procurement and construction.

"**euro**" or "**€**" refers to the currency of the member states of the European Union, including Spain, which participated or participate at the relevant time in the European Economic Union.

"**Euroclear**" means Euroclear Bank, S.A./N.V., as operator of the Euroclear System.

"**Eurologística**" means Eurologística Directa Móvil 21, S.L.U.

"**Exchange Act**" means the United States Securities Exchange Act of 1934 (as amended)."**Group**" refers to the Company and its subsidiaries.

"**Iberclear**" means Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.

"**IFRS**" means the International Financial Reporting Standards, as adopted by the European Union.

"**IGT**" means Inheritance and Gift Tax as set out in Law 29/1987 of 18 December 1987 enacted in the Kingdom of Spain.

"**Initial Offer Shares**" means between 46,875,000 and 57,692,308 new Shares offered by the Company in the Offering.

"**INSSEC**" means Instituto Sectorial de Promoción y Gestión de Empresas, S.A.

"**INSSEC DOS**" means Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A.

"**Interbox**" means Interbox Technology, S.L.

"**Internal Revenue Code**" means the Internal Revenue Code of 1986 enacted in the United States.

"**IRS**" means the Internal Revenue Service of the US Government.

"**Joint Global Coordinators**" means JB Capital Markets, S.V., S.A.U. and Société Générale.

"**JV**" means joint venture.

"**KPIs**" means Key Performance Indicators.

"**LNG**" means liquefied natural gas.

"**M&A**" means mergers and acquisitions.

"**MVNOs**" means Mobile Virtual Network Operators.

"**Near**" means Global Near, S.L.

"**NOCs**" means network operation centers.

"**Non-Resident Holder**" means a beneficial owner of the Shares who is an individual or corporation resident for tax purposes in any country other than Spain and whose ownership of shares is not deemed to be effectively connected with a permanent establishment in Spain.

"**NRIT Act**" means the Spanish Non-Residents Income Tax Law approved by Royal Legislative Decree 5/2004 of 5 March 2004 enacted in the Kingdom of Spain.

"**OFAC**" means US Department of the Treasury Office of Foreign Assets Control.

"**Offer Shares**" means the Initial Offer Shares and the Over-allotment Shares.

"**Offering**" means the global initial public offering by Global Dominion Access, S.A.

"**Offering Price**" means the price of the Offering.

"**Offering Price Range**" means the price range of the Offering, which will be between €2.6 and €3.2 per Share, as determined by the Company and the Underwriters.

"**Orange Spain**" means Orange Espagne, S.A.U.

"**Order**" means the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

"**Over-allotment Option**" means the option that the Company will grant to the Underwriters to subscribe for the Over-allotment Shares in connection with the Offering.

"**Over-allotment Shares**" means the additional Shares representing up to 15 per cent. of the Initial Offer Shares sold by the Company in the Offering solely to cover over-allotments of Shares in the Offering, if any, and short positions resulting from stabilization transactions.

"**PFIC**" means passive foreign investment company.

"**PIT Act**" means the Spanish Personal Income Tax Law approved by Law 35/2006 of 28 November 2006 enacted in the Kingdom of Spain.

"**PIT**" means Spanish personal income tax. "**PPP**" means Public-Private Partnership.

"**Prospectus Directive**" means Directive 2003/71/EC (as amended) enacted in the European Union.

"**Prospectus Rules**" means the Commission Regulation (EC) No 809/2004 (and amendments thereto, including Commission Delegated Regulation (EU) 486/2012 and Commission Delegated Regulation (EU) 862/2012), enacted in the European Union.

"**PV**" means Megawatt solar photovoltaic.

"**QIB**" means a qualified institutional buyer as defined in Rule 144A under the United States Securities Act 1933.

"**Qualified Investors**" means persons in member states of the EEA who are 'qualified investors' within the meaning of Article 2(1)(e) of the Prospectus Directive.

"**R&D**" means research and development.

"**Reform**" refers to Law 11/2015 which adapts the Spanish Securities Markets Act to the provisions set forth in Regulation (EU) No.909/2014 to reform the Spanish clearing, settlement and registry system of securities transactions and adjust Spanish legislation to Regulation (EU) No.909/2014.

"**Resident Holder**" means a beneficial owner of the Shares who is an individual or corporation resident for tax purposes in Spain or not resident for tax purposes in Spain but whose ownership of shares is effectively connected with a permanent establishment in Spain.

"**Risteel**" means Risteel Corporation BV.

"**Securities Act**" means the United States Securities Act of 1933, as amended.

"**Services**" means Multi-technical services provided by Dominion.

"**Shares**" means the shares of the Company with a nominal value of €0.125 each.

"**Servit**" means Servit Servicios Industriales Técnicos, S.L.

"**SMS Demag**" means the German company SMS Demag AG.

"**Sociedad de Bolsas**" means Sociedad de Bolsas, S.A.

"**Solutions**" means specialized engineering solutions provided by Dominion.

"**Spanish Companies Act**" means the Spanish Companies Act ("*texto refundido de la Ley de Sociedades de Capital, aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio*") enacted in the Kingdom of Spain.

"**Spanish Securities Market Act**" means the Spanish Securities Market Act ("*Real Decreto Legislativo 4/2015, de 23 de octubre, por el que se aprueba el texto refundido de la Ley del Mercado de Valores*") enacted in the Kingdom of Spain.

"**Spanish Stock Exchanges**" refers to the Barcelona, Bilbao, Madrid and Valencia stock exchanges in the Kingdom of Spain.

"**Stabilising Manager**" means JB Capital Markets, S.V., S.A.U.

"**Stabilisation Period**" means the period expected to commence on 27 April 2016 and end on 26 May 2016.

"**Sur Conexión**" means Sur Conexión, S.L.U.

"**T&T**", means Telecommunications and Technology.

"**T+3 Settlement System**" means the compensation settlement system of Iberclear.

"**Telecom**" means Telecom, S.A.

"**Telefónica México**" means Grupo Telecom Mexicana S.A. de C.V.

"**Telefónica Perú**" means Telefónica del Perú S.A.A.

"**Telesp**" means TeleComunicacoes de Sao Paulo, S.A.

"**Underwriters**" means each of the Joint Global Coordinators and Banco Santander, S.A.

"**Underwriting Agreement**" means the underwriting agreement between the Company and the Underwriters with respect to the Offer Shares.

"**United States**" or "**US**" means the United States of America, its territories and possessions, any State of the United States of America, and the District of Columbia.

"**US$**", "**$**" or "**US dollars**" means the lawful currency of the United States.

"**Vale Manganese**" means Vale Manganese France SAS.

"**VAT**" means value added tax.

"**VCA**" means video content analysis.

"Volume Biozone" means Volumen Biozone, S.L.

"**WIP**" means work-in-progress.

"**Yoigo**" means Xfera Móviles, S.A.

"**Your Phone**" means Your Phone, S.L.U.

"**Your Phone Franquicias**" means Your Phone Franquicias, S.L.U.

GLOSSARY

"**Adjusted EBITDA**" is calculated as EBITDA adjusted for one-off items as restructuring costs of T&T services commercial segment and Brazil labor claim.

"**Adjusted EBITA**" is calculated as EBITA adjusted for one-off items as restructuring costs of T&T services commercial segment and Brazil labor claim.

"**Change in Net Working Capital**" is the difference between Net Working Capital for the relevant period from the prior period.

"**Contribution margin**" is a function of operating revenue and operating expenses and represents revenue less direct expenses.

"**EBITA**" is calculated as profit for the year, after adding back profit on discontinued operations after taxes, income tax, financial income and expenses, net exchange differences, share in results obtained by associates and amortisation of intangible assets resulting from acquisitions.

"**EBITDA**" is calculated as profit for the year, after adding back profit on discontinued operations after taxes, income tax, financial income and expenses, net exchange differences, share in results obtained by associates and depreciation and amortisation.

"**Expansion Capital Expenditures**" Consists of payments to obtain certain software licenses (2013) and Dominion's equity investment in the Antofagasta hospital project (2015).

"**Maintenance Capital Expenditures**" consists of investment in maintaining Dominion's stock of tangible assets.

"**M&A Capital Expenditures**" consists of consideration paid in relation to the acquisitions of Beroa, Bilcan and Near.

"**Net Assets**" consists of non-current assets less deferred tax assets and goodwill not associated to cash flow plus Net Working Capital.

"**Net Working Capital**" consists of the sum of inventories, trade and other receivables, other current assets and current tax assets less trade and other payables, current tax liabilities, accrued wages and salaries pending payment and accrual accounts, current provisiones, non-current asset suppliers and current asset suppliers.

"**Operating Cash Flow**" is EBITDA less Maintenance Capital Expenditures.

"**Operating Cash Flow Conversion Ratio**" is Operating Cash Flow Conversion Ratio of Operating Cash Flow divided by EBIT.

"**Return on Net Assets**" is EBIT divided by Net Assets.

"**R&D and Other Intangible Capital Expenditures**" consists of investment in the development of internal solutions such as Bank in a Box and other intangible assets.

In Bilbao, on 14 April 2016,

Global Dominion Access, S.A.
By

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Mikel Félix Barandiaran Landín
Chief Executive Officer

SPANISH TRANSLATION OF THE SUMMARY

TRADUCCIÓN AL CASTELLANO DEL RESUMEN (*SUMMARY*) DEL FOLLETO (*PROSPECTUS*) DE GLOBAL DOMINION ACCESS, S.A.
APROBADO POR LA CNMV CON FECHA 14 DE ABRIL DE 2016

RESUMEN

El presente resumen se compone de los requisitos de información denominados "**Elementos**". Dichos Elementos se encuentran numerados en las secciones de la A a la E (A.1–E.7).

Este resumen contiene todos los Elementos que deben incluirse en un resumen teniendo en cuenta el tipo de valores y el tipo de sociedad. Puesto que los Elementos no tienen todos ellos carácter obligatorio, pueden existir secciones vacías en la secuencia de numeración de los Elementos.

Aunque un Elemento deba incluirse obligatoriamente en el presente resumen teniendo en cuenta el tipo de valores y el tipo de sociedad, es posible que no pueda ofrecerse información relevante sobre dicho Elemento. En ese caso se incluye en el resumen la mención de "no aplicable".

Sección A — Introducción y advertencias

A.1 Advertencia a los inversores

Este resumen debe leerse como introducción al folleto. Toda decisión de invertir en las acciones de Global Dominion Access, S.A. (las "**Acciones**" y la "**Sociedad**", respectivamente) debe estar basada en el análisis por parte del inversor del folleto en su conjunto. Si se presenta un demanda ante los Tribunales de Justicia en relación con la información contenida en un folleto, el inversor demandante, en virtud del Derecho nacional de los Estados miembros del Estado Económico Europeo ("**EEE**"), podría tener que soportar los gastos de la traducción del folleto antes de que dé comienzo el procedimiento judicial. No se podrá exigir responsabilidad civil a ninguna persona exclusivamente sobre la base del resumen, incluida cualquier traducción del mismo, a no ser que dicho resumen sea engañoso, inexacto o incoherente en relación con las demás partes del folleto, o no aporte, leído junto con las otras partes del folleto, información fundamental para ayudar a los inversores a decidir si invierten o no en las Acciones.

A.2 Información sobre intermediarios financieros

No applicable.

Sección B — Sociedad

B.1 Denominación y nombre comercial

La denominación de la Sociedad es Global Dominion Access, S.A. (la "**Sociedad**") y el nombre comercial global de la Sociedad y sus filiales (conjuntamente, el "**Grupo**") es "**Dominion**".

B.2 Domicilio social/forma legal/legislación/Estado de constitución

La Sociedad es una Sociedad Anónima bajo la legislación española. El domicilio social es Ibáñez de Bilbao 28, 8ª planta, 48009 Bilbao (Bizkaia), España.

B.3 Operaciones en curso/principales actividades y mercados

Con sede en Bilbao, Dominion fue fundada en 1999 y ha crecido hasta convertirse en un proveedor global de servicios multi-técnicos y soluciones de ingeniería especializadas, con una posición relevante en determinados segmentos de mercado y áreas geográficas. La competencia fundamental de Dominion consiste en ayudar a sus clientes a mejorar la efectividad de sus procesos de negocio, ya sea mediante la externalización integral del servicio o a través de la aplicación de soluciones tecnológicas especializadas. En la actualidad, Dominion se encuentra participada mayoritariamente por CIE Automotive, S.A., entidad de control, en los términos previstos en la normativa aplicable, de un grupo de sociedades industrial con unos ingresos de 2.6 miles de millones de euros en 2015 y aproximadamente 23,000 empleados, que cotiza en las Bolsas de Valores españolas y que tiene presencia en la Bolsa de Bombay a través de su participación de control indirecta en Mahindra CIE Automotive Ltd.

Dominion desarrolla su negocio en **dos segmentos operativos**:

- ***Servicios multi-técnicos*** ("***Segmento de Servicios***"): el Segmento de Servicios presta servicios de valor añadido a través de la gestión integral de procesos empresariales por cuenta de sus clientes, con base en la externalización y prestación recurrente de servicios.

El Segmento de Servicios representó un 62% de los ingresos de Dominion en 2015.

- ***Soluciones de ingeniería especializadas*** ("***Segmento de Soluciones***"): el Segmento de Soluciones desarrolla proyectos individualizados diseñados para aportar soluciones integrales o mejorar procesos de negocio específicos de clientes, pero sin gestionar dichos proyectos o procesos de manera continuada.

El Segmento de Soluciones representó un 38% de los ingresos de Dominion en 2015.

A través de sus segmentos operativos, Dominion se centra en servir a los clientes en **tres áreas de actividad principales**:

- ***Telecomunicaciones y Tecnología ("T&T")***: Las actividades de Dominion en el área de T&T sustentan el ciclo de vida de las operaciones de sus clientes, cubriendo el diseño, implementación, el mantenimiento y la renovación de infraestructura clave y procesos de negocio. En particular:

o El Segmento de Servicios se centra en diseñar, instalar y mantener redes de telecomunicaciones fijas y móviles principalmente en España y Latino América. También gestiona y opera los procesos de venta al por mayor y distribución minorista en nombre de empresas de telecomunicaciones y fabricantes en base a un sistema de externalización.

o El Segmento de Soluciones se centra en proporcionar soluciones tecnológicas, comerciales y financieras complejas y proyectos tecnológicos llave en mano principalmente en los sectores de asistencia médica y protección civil, con una especial incidencia en proyectos gestionados por administraciones públicas en España y Latino América, así como en mercados emergentes de África y Asia. Asimismo, facilita la mejora de procesos, su monitorización y otras soluciones a clientes en nichos de mercado.

El área de actividad de T&T representó un 48% de los ingresos de Dominion en 2015.

- ***Industria***: Las actividades de Dominion en el área de actividad de industria se centra en ayudar a sus clientes en la gestión del uso de calor en procesos industriales. En particular:

o El Segmento de Servicios se centra en facilitar servicios de mantenimiento y "reparaciones en caliente" altamente especializados, principalmente en relación con (i) revestimientos refractarios y revestimientos a prueba de ácidos para hornos y contenedores industriales utilizados, entre otras, por las industrias acerera, química y de fabricación de vidrio, y (ii) estructuras en altura, tales como chimeneas industriales, torres de enfriamiento y torres solares.

o El Segmento de Soluciones se centra en la ejecución de proyectos llave en mano de diseño, construcción, renovación y operación de los citados revestimientos industriales y estructuras en altura, tanto directamente para sus clientes como por cuenta de contratistas generales líderes en el mercado, así como en facilitar soluciones para la mejora de la eficiencia y disponibilidad de tales estructuras.

El área de actividad de industria representó un 50% de los ingresos de Dominion en 2015.

- ***Energía renovable***: El Segmento de Soluciones de Dominion se ha adentrado recientemente en el área de actividad de energía generada a través de fuentes renovables, donde el objetivo es desarrollar proyectos llave en mano con base en una estrategia de diversificación tanto en términos de tecnología (incluyendo tecnología eólica, fotovoltaica, hidroeléctrica y de biomasa y combustión de residuos) como geográficos. Asimismo, el Segmento de Servicios de Dominion pretende comenzar a prestar servicios de mantenimiento y de operación recurrentes para plantas de energía renovable en un futuro próximo.

El área de actividad de la energía renovable representó un 2% de los ingresos de Dominion en 2015.

El **modelo de negocio** de Dominion se basa en los siguientes principios clave, compartidos con CIE Automotive:

- ***Fuerte enfoque tecnológico***: Dominion aprovecha su "*know-how*" tecnológico y habilidades de innovación para ayudar a sus clientes a rediseñar y optimizar una amplia gama de procesos de negocio. Con el enfoque de punto de venta único, Dominion persigue continuamente la integración de tecnologías desarrolladas internamente y de origen externo con el objetivo de desarrollar nuevos servicios y soluciones de valor añadido para sus clientes.

- ***Aprovechamiento operativo y adaptabilidad***: Dominion persigue el aprovechamiento operativo y la adaptabilidad concentrando su experiencia tecnológica y sectorial y su inteligencia de procesos en su ajustada y dinámica estructura central, al tiempo que impulsa a sus equipos de gestión descentralizada a incrementar las ventas cruzadas y la flexibilidad de costes de base mediante el recurso efectivo a subcontratas y empleados eventuales.

- ***Diversificación***: La concentración de su experiencia tecnológica e inteligencia de procesos a nivel central, permite a Dominion aplicar su "*know-how*" a diversas áreas de actividad y geográficas con base en un sistema "*plug and play*". Dominion considera que esta estructura incrementa sus ventas cruzadas y contribuye a su resistencia, reduciendo su dependencia de clientes o líneas de negocio únicos.

- ***Disciplina financiera:*** La dirección de la Sociedad fija y aplica objetivos de desempeño exigentes encaminados a una fuerte generación de caja, la gestión eficiente del capital circulante y un capex estricto, la investigación y el desarrollo y la disciplina en materia de fusiones y adquisiciones.

B.4 Tendencias recientes significativas que afectan al Grupo y a las industrias en las que opera

El Grupo no es conocedor de ninguna tendencia reciente extraordinaria con influencia sobre las industrias en las que el Grupo opera, sin

perjuicio de los factores de riesgo descritos más adelante en este resumen.

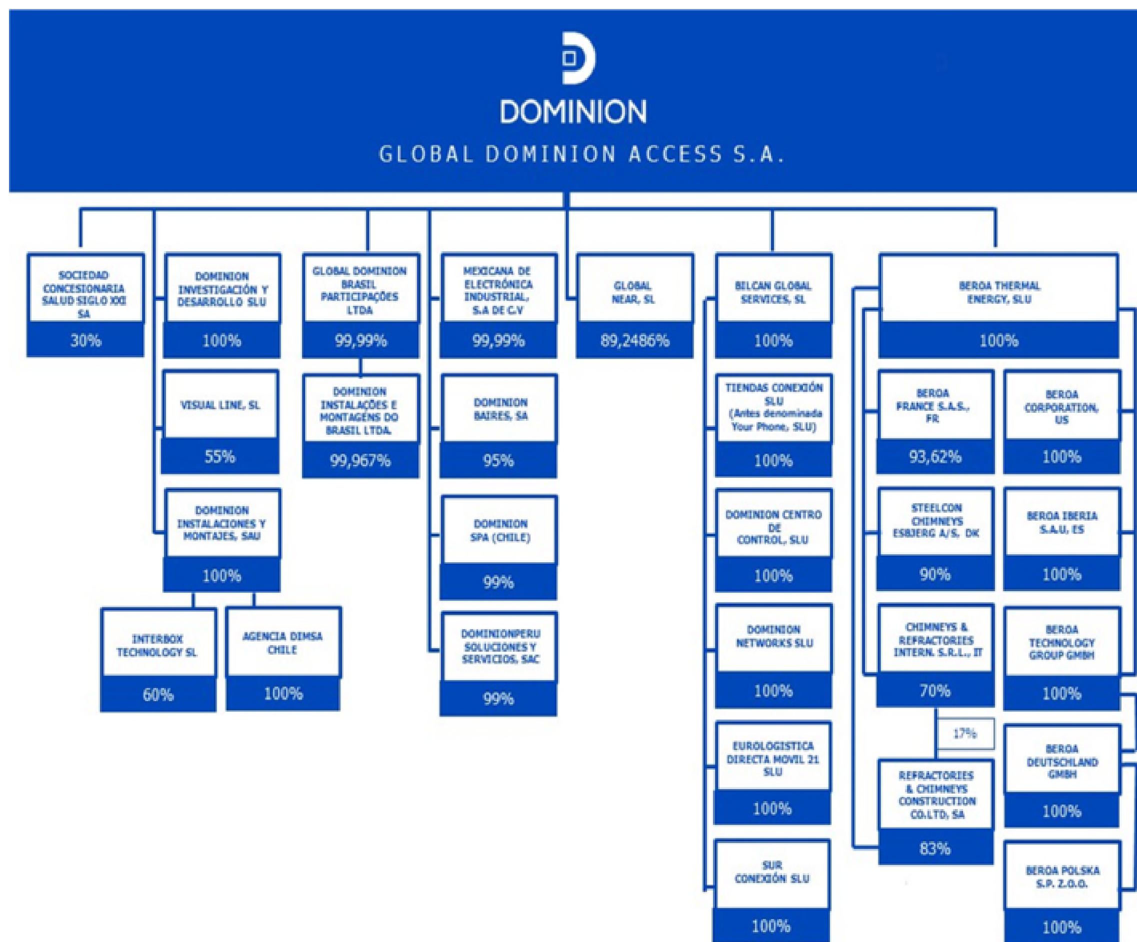
Los diferentes sectores en los que el Grupo opera gozan de una fuerte demanda que permite al Grupo esperar un crecimiento estructural a largo plazo en todos los sectores y mercados geográficos en los que opera.

No ha habido ningún cambio significativo en la posición financiera ni comercial del Grupo desde el 31 de diciembre de 2015, fecha en la que los últimos estados financieros anuales auditados del Grupo contenidos en el presente folleto fueron preparados.

B.5 La estructura del Grupo

La Sociedad es la matriz del Grupo, formado por 70 filiales directa e indirectamente controladas, con presencia en más de 28 países, cuyas operaciones y actividades han sido descritas en el Elemento B.3 anterior. La Sociedad, en la fecha de Admisión a cotización, continuará siendo controlada por su accionista mayoritario, CIE Automotive, S.A., quien ostentará al menos el 50,01% del capital social de la Sociedad.

El siguiente organigrama contiene una visión simplificada de la estructura societaria del Grupo. No contiene todas las sociedades pertenecientes al Grupo.



B.6 Nombre de las personas que tienen una participación, directa o indirecta, en el capital del emisor, o un número de derechos de voto que sea preciso notificar bajo la legislación nacional del emisor, así como la participación de cada una de estas personas. Si los principales accionistas del emisor tienen, en su caso, diferentes derechos de voto. Identificar si el emisor está directa o indirectamente participado o controlado y por quién, y describir la naturaleza del control.

A partir de la fecha del presente folleto, el capital social emitido y autorizado de la Sociedad es de 13.702.687,50 €, el cual está dividido en 109.621.500 Acciones, de 0,125€ de valor nominal.

Las siguientes tablas contienen información relativa a la titularidad de las Acciones de la Sociedad con carácter previo y con posterioridad a la Oferta, asumiendo que el Precio de la Oferta es 2.9€, siendo el punto medio del Rango de Precios.

	Acciones antes de la Oferta	
Accionista	**Acciones**	**% derechos de voto**
CIE Automotive, S.A.[1]	69.007.700	62,950%
ACEK Desarrollo y Gestión Industrial, S.L.[2]	18.604.700	16,971%
D. Mikel Félix Barandiaran Landín[3]	8.107.100	7,395%
Servit Servicios Industriales Técnicos, S.L. [4]	6.394.400	5,833%
Tower Valley, S.L. [5] [6]	5.499.200	5,016%

D. Francisco Rionegro Lorenzo [7]...	457.800	0,417%
Treasury stock[8]	1.550.600	1,414%
Total...	109.621.500	**100,00%**

Los accionistas de la Sociedad indicados anteriormente son los accionistas principales (los "**Accionistas Principales**").

Accionista	**Acciones antes de la Oferta**					
	No ejercita la opción de sobre-adjudicación[9]			**Ejercita la acción de sobre-adjudicación en su totalidad**[10]		
	Acciones	**% del número total de acciones emitidas**	**% del número total de derechos de voto**	**Acciones**	**% del número total de acciones emitidas**	**% del número total de derechos de voto**
CIE Automotive, S.A.	69.007.700	42,77%	42,77%	69.007.700	40,81%	40,81%
ACEK Desarrollo y Gestión Industrial, S.L ...	18.604.700	11,53%	11,53%	18.604.700	11,00%	11,00%
D. Mikel Félix Barandiaran Landín................	8.107.100	5,02%	5,02%	8.107.100	4,79%	4,79%
Servit Servicios Industriales Técnicos, S.L...	6.394.400	3,96%	3,96%	6.394.400	3,78%	3,78%
Tower Valley, S.L.	5.499.200	3,41%	3,41%	5.499.200	3,25%	3,25%
D. Francisco José Rionegro Lorenzo.............	457.800	0,28%	0,28%	457.800	0,27%	0,27%
Treasury stock	1.550.600	0,96%	0,96%	1.550.600	0,92%	0,92%
Public (free float)	51.724.138	32,06%	32,06%	59.482.759	35,18%	35,18%
Total	161.345.638	**100,00%**	**100,00%**	169.104.259	**100,00%**	**100,00%**

(1) CIE Automotive, S.A. es la sociedad matriz de un grupo industrial de sociedades especializadas en la provisión de componentes y sub-samblaje para el mercado de automoción. CIE Automotive, S.A. cotiza en las Bolsas de Madrid y Bilbao. CIE Automotive, S.A. pretende mantener una participación significativa en la Sociedad tras la Oferta, manteniéndose como un accionista de referencia de la Sociedad en el medio plazo.

(2) Indirectamente, como accionista de control (78,80%) de Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A. ("**INSSEC DOS**"), quien directamente ostenta la participación atribuída a ACEK Desarrollo y Gestión Industrial, S.L. ("**ACEK**"). ACEK, sociedad miembro del Consejo de Administración de CIE Automotive, S.A., está directamente participada por Francisco José Riberas Mera y Juan María Riberas Mera, ostentando cada uno de ellos el 50% de su capital social. El restante 21,2% del capital social de INSSEC DOS lo ostentan Risteel Corporation BV ("**Risteel**"), que ostenta el 1,20% del capital social de INSSEC DOS (Risteel está directamente participada por Francisco José Riberas Mera y Juan María Riberas Mera, ostentando cada uno de ellos el 50% de su capital social); y D. Antonio María Pradera Jáuregui que ostenta el 20% del capital social de INSSEC DOS (19,1% directamente, y el restante 0,9% a través de Inversiones Estrategia y Conocimiento Global CYP, S.L.). INSEEC DOS se constituyó como resultado de la escisión de Instituto Sectorial de Promoción y Gestión de Empresas, S.A. ("**INSSEC**") y la aportación de algunos activos (incluyendo, entre otros, la participación de otra unidad de negocio actual de Dominion − Near -), momento en el que INSSEC se fusionó con CIE Automotive, S.A.

(3) Indirectamente, como socio único de Cartera e Inversiones Blaster, S.L. D. Mikel Barandiarán Landin ostenta actualmente el cargo de Consejero Delegado de Dominion y *Chief Technology Officer* del Grupo CIE Automotive.

(4) Indirectamente, como socio único de Ratingen Investments, S.L.U. Ratingen Investments, S.L.U. es una sociedad constituida en 2015 por Servit Servicios Industriales Técnicos, S.L. ("**Servit**"), sociedad que fue constituida en 1994 por profesionales provenientes de distintos sectores industriales, liderados por D. Fernando Álvarez Lamelas. Anteriormente a la integración de Beroa Thermal Energy, S.L. con la Sociedad, Servit era uno de los dos accionistas de referencia de Beroa Thermal Energy, S.L. (50%) junto con INSSEC DOS (50%). Algunos de los accionistas de Servit actuaron también como directivos de Beroa Thermal Energy, S.L. A la fecha del presente Folleto Informativo, Servit continúa como socio único de Ratingen Investments, S.L.U. Servit está controlada actualmente por 13 socios, ninguno de los cuales ostenta una participación de control de Servit. El accionista mayoritario de Servit ostenta actualmente una participación del 26,34% del capital social de Servit. Don Jorge Álvarez Aguirre, consejero y alto directivo de Dominion, ostenta directamente el 60% en la sociedad Albatros Management & Investment, S.L., sociedad que ostenta directamente una participación del 10% en el capital social de Servit.

(5) Tower Valley, S.L. está directa e íntegramente participada por D. Alfredo Pérez Fernández (50%), alto directivo de Dominion y representante de Tower Valley, S.L. en el Consejo de Administración de Dominion, y por una tercera persona no relacionada con Dominion (50%). Anteriormente a la integración de Bilcan Global Services, S.L. con la Sociedad, Tower Valley, S.L. ostentaba el 21,353% del capital social de Bilcan Global Services, S.L. Los restantes accionistas de Bilcan Global Services, S.L. eran los siguientes: (i) INSSEC DOS con un 69,691%; (ii) Cartera e Inversiones Blaster, S.L. con un 8,321%; y (iii) D. Francisco José Rionegro con un 0,634%.

(6) Al amparo del contrato de compraventa de acciones de fecha 6 de abril de 2016, Tower Valley, S.L. ha vendido todas las acciones de Dominion de que era titular a INSSEC DOS. Por tanto, a la fecha del presente Folleto, Tower Valley, S.L. no tiene ninguna participación en el capital social de Dominion. No obstante lo anterior, si las Acciones no se admitieran a negociación en las Bolsas de Valores españolas antes del día 31 de mayo de 2016, las acciones serán devueltas a Tower Valley, S.L. y la situación se revertirá a fecha 6 de abril de 2016. Ver el sub-apartado "*Control de la Sociedad*" posterior para una descripción del contrato de compraventa de acciones

(7) D. Francisco José Rionegro Lorenzo es Director General de la Sociedad.

(8) Las acciones en autocartera no tienen aparejados derechos de voto.

(9) Asumiendo que el Precio de la Oferta está en el punto medio del Rango de Precios y no se ejercita la Opción de Sobre-Adjudicación.

(10) Asumiendo que el Precio de la Oferta está en el punto medio del Rango de Precios y se ejercita totalmente la Opción de Sobre-Adjudicación.

Control de la Sociedad

En el día de hoy, los Accionistas Principales ostentan el 100% del capital social de la Sociedad y derechos de voto y, por tanto, controlan la Sociedad.

Con arreglo a la oferta pública de suscripción (la "**Oferta**"), la Sociedad ofrecerá entre 46.875.000 and 57.692.308 Acciones Inicialmente Ofertadas, siendo este número de Acciones el que se requiere para que la Sociedad obtenga, atendiendo al Rango de Precios de la Oferta, unos ingresos brutos de 150 millones de euros, representativas de entre un 29,95% y un 34,48% del número total de Acciones existentes tras el cierre de la Oferta. Asimismo, un número de acciones nuevas adicionales representativas de hasta el 15% del número inicial de Acciones Ofrecidas en la Oferta) podrán ser suscritas por las Entidades Aseguradoras de conformidad con la Opción de Sobre-Adjudicación.

En el momento de la Admisión a negociación y por dicho periodo en el que CIE Automotive continúe ostentando y controlando una

proporción material de las Acciones, incluso si dicha proporción representa menos de la mitad del total de las Acciones emitidas, continuará pudiendo ejercer una influencia significativa sobre las decisiones adoptadas por la Junta General de Accionistas y por el Consejo de Administración de la Sociedad.

El día 6 de abril del 2016, CIE Automotive, S.A. suscribió un acuerdo con INSSEC DOS, uno de los Accionistas Principales de la Sociedad, en virtud del cual, previo a la Admisión, CIE Automotive, S.A. adquirirá de INSSEC DOS al Precio de la Oferta tantas acciones emitidas por la Sociedad como sean necesarias, sin tener en cuenta el número de Acciones Ofertadas (por tanto, incluyendo las Acciones de Sobre-Adjudicación) que sean finalmente emitidas bajo la Oferta, a CIE Automotive, S.A., de tal manera que acabe ostentando un número de acciones de la Sociedad representativas, al menos, del 50,01% de los derechos de voto que acompañan a las Acciones.

En el momento de la Admisión, CIE Automotive, S.A. será titular directamente de una participación en el capital social de la Sociedad que excederá del umbral de control del 30% recogido en el artículo 4.1.(a) del Real Decreto 1066/2007, del 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores. Posteriormente, el nivel exacto de influencia que CIE Automotive será capaz de ejercer dependerá del porcentaje de Acciones de las que sea entonces titular CIE Automotive, S.A. en relación con el número total de Acciones emitidas tras la Oferta.

Asimismo, el día 6 de abril del 2016, Tower Valley, S.L. e INSSEC DOS suscribieron un contrato de compraventa de acciones en virtud del cual INSSEC DOS adquirió todas las acciones de Dominion de que Tower Valley, S.L. era titular en ese momento. El precio por acción a pagar por INSSEC DOS con posterioridad a la fecha de fijación del precio de las Acciones será igual al Precio de la Oferta. Como consecuencia de lo anterior, a la fecha del presente Folleto, Tower Valley, S.L. no tiene ninguna participación en el capital social de Dominion. No obstante lo anterior, de acuerdo con el contrato de compraventa de acciones, si las Acciones no se admitieran a negociación en las Bolsas de Valores españolas antes del día 31 de mayo de 2016, la situación se revertirá a fecha 6 de abril de 2016.

Sin perjuicio de lo descrito anteriormente, la Sociedad no tiene conocimiento de ningún Accionista Principal enumerado anteriormente que esté controlado o concertada su participación en relación con la Sociedad.

Acuerdos relativos al cambio de control de la Sociedad

Dominion no tiene conocimiento de ningún acuerdo que pueda dar lugar en el futuro a un cambio de control.

B.7 Resumen de la información financiera histórica

Resumen de la Cuenta de Pérdidas y Ganancias consolidada auditada

La siguiente tabla contiene la cuenta de pérdidas y ganancias consolidadas del Grupo de los ejercicios cerrados el 31 de diciembre del 2013, 2014 y 2015.

	Ejercicio finalizado a 31 de diciembre		
	2013	2014	2015
	(en miles de euros)		
Importe neto de la cifra de negocios	156.289	292.759	525.021
Otros ingresos de explotación	357	596	682
Ingresos de explotación	**156.646**	**293.355**	**525.703**
Consumos de materias primas y materiales secundarios	(58.314)	(127.938)	(248.209)
Gastos por prestaciones a los empleados	(55.784)	(108.343)	(161.547)
Amortizaciones	(4.997)	(10.697)	(12.373)
Otros gastos de explotación	(31.129)	(42.940)	(74.349)
Resultado venta/deterioro inmovilizado	(12)	229	78
Otros ingresos y gastos	(28)	7.895	(123)
Gastos de explotación	**(150.264)**	**(281.794)**	**(496.523)**
Beneficio de explotación	**6.382**	**11.561**	**29.180**
Ingresos financieros	1	4.836	1.393
Gastos financieros	(6.357)	(8.192)	(8.258)
Diferencias de cambio netas	(396)	3.071	261
Participación en los resultados de asociadas	-	(1.977)	839
Beneficio antes de impuestos	**(370)**	**9.299**	**23.415**
Impuesto sobre las ganancias	5.640	(3.857)	(4.425)
Beneficio de las actividades continuadas después de impuestos	**5.270**	**5.442**	**18.990**
Beneficio de actividades interrumpidas después de impuestos	**-**	**146**	**(567)**
Beneficio del ejercicio	**5.270**	**5.588**	**18.423**

Beneficio / (pérdida) atribuible a participaciones no dominantes	**-**	**1.875**	**1.398**
Beneficio atribuible a los propietarios de la dominante	**5.270**	**3.713**	**17.025**

Resumen del balance de situación consolidado auditado

La siguiente tabla contiene el resumen del balance de situación consolidado auditado del Grupo de los ejercicios cerrados el 31 de diciembre del 2013, 2014 y 2015.

	Ejercicio finalizado a 31 de diciembre		
	2013	**2014**	**2015**
	(en miles de euros)		
ACTIVOS			
Activo no corriente			
Inmovilizado material	5.563	39.902	37.450
Activos intangibles	13.635	22.831	21.212
Fondo de comercio	20.868	194.604	199.341
Inversiones en asociadas	10.000	-	7.269
Activos financieros no corrientes	7.381	6.324	4.626
Activos por impuestos diferidos	25.475	33.648	35.914
Otros activos no corrientes	30	-	1.955
	82.952	**297.309**	**307.767**
Activo corriente			
Existencias	5.772	18.071	25.772
Clientes y otras cuentas a cobrar	32.213	108.075	143.131
Otros activos financieros corrientes	12.624	26.904	18.877
Activos por impuestos corrientes	5.275	7.792	7.861
Otros activos corrientes	275	2.463	1.333
Efectivo y equivalentes de efectivo	15.264	73.550	90.942
	71.423	**236.855**	**287.916**
Total activo	**154.375**	**534.164**	**595.683**

	Ejercicio finalizado a 31 de diciembre		
	2013	**2014**	**2015**
	(en miles de euros)		
PATRIMONIO NETO Y PASIVO			
Capital social	8.971	13.177	13.177
Prima de emisión	92.763	132.491	132.491
Acciones propias	(1.807)	(1.807)	(1.807)
Ganancias acumuladas	(61.701)	(44.353)	(33.839)
Diferencia acumulada de tipo de cambio	(4.777)	(3.812)	(13.068)
	33.449	**95.696**	**96.954**
Participaciones no dominantes	-	3.434	4.823
	33.449	**99.130**	**101.777**
Pasivos no corrientes			
Ingresos a distribuir en varios ejercicios			175
Provisiones no corrientes	610	25.086	23.029
Recursos ajenos a largo plazo	7.300	40.762	115.469
Pasivos por impuestos diferidos	43	5.958	7.144
Deudas con empresas del grupo	32.069	48.057	-
Otros pasivos no corrientes	2.934	59.226	31.634
	42.956	**179.089**	**177.451**
Pasivos corrientes			
Provisiones corrientes	-	2.294	2.487
Recursos ajenos a corto plazo	15.010	30.885	17.110
Proveedores y otras cuentas a pagar	38.465	148.959	243.060
Pasivos por impuestos corrientes	7.190	16.896	17.896
Pasivos financieros corrientes	-	883	468
Deudas con empresas del grupo	-	11.900	-
Otros pasivos corrientes	17.305	44.128	35.434
	77.970	**255.945**	**316.455**
Total patrimonio neto y pasivo	**154.375**	**534.164**	**595.683**

En 2015 se completaron los ajustes contables provisionales para la asignación del precio de las combinaciones de negocio que fueron llevadas a cabo durante el 2014. Como consecuencia del cierre definitivo de esas cuentas las cifras comparables del 2015 han sido modificadas para reflejar la asignación definitiva desde la fecha de adquisición. Las modificaciones hechas a las cifras del 2014 en relación con las cifras incluidas en las cuentas anuales consolidadas del 2014 son las siguientes:

	Débito/(Crédito)
Fondo de comercio	5.127
Cartera de clientes	(2.500)
Pasivos por impuestos diferidos	(2.240)
Salarios devengados pendientes de pago	(387)

Capitalización y endeudamiento

	Ejercicio finalizado a 31 de diciembre	A 31 de enero del 2016
	(auditado)	**(no auditado)**
	(en miles de euros)	**(en miles de euros)**
Pasivos financieros no corrientes		
Recursos ajenos a largo plazo	115.469	114.782
Préstamos de la matriz	-	-
(A) Total pasivos financieros no corrientes	**115.469**	**114.782**
Pasivos financieros corrientes		
Recursos ajenos a corto plazo	17.110	15.939
Préstamos de la matriz	-	-
Otros pasivos financieros corrientes (derivados)	468	512
(B) Total pasivos financieros corrientes	**17.578**	**16.451**
Patrimonio neto		
Capital social	13.177	13.177
Prima de emisión	132.491	132.491
Acciones propias	(1.807)	(1.807)
Ganancias acumuladas	(33.839)	(34.150)
Diferencia acumulada de tipo de cambio	(13.068)	(12.964)
Participaciones no dominantes	4.823	4.766
(C) Total Patrimonio neto	**101.777**	**101.513**
(D) Capitalización (A+B+C)	**234.824**	**232.746**

	Ejercicio finalizado a 31 de diciembre	A 31 de enero del 2016
	(auditado) **(en miles de euros)**	**(no auditado)** **(en miles de euros)**
Prestamos a largo plazo	115.469	114.782
Prestamos de la matriz a largo plazo	-	-
Recursos ajenos a corto plazo	17.110	15.939
Prestamos de la matriz a corto plazo	-	-
Otros (derivados)	468	512
Deuda financiera	**133.047**	**131.233**
Otros activos financieros corrientes	18.877	20.312
Efectivo y equivalentes de efectivo	90.942	53.486[2]
Deuda financier neta	**23.228**	**57.435**

(1) En el cálculo de la Deuda financier no se tiene en cuenta la partida "Otros pasivos no Corrientes" y "Otros pasivos Corrientes" que incluyen "préstamos sin interés (no corrientes - corrientes) de 3.773 miles de euros y "arrendamientos financieros" de 1.213 miles de euros, a 31 de diciembre de 2015.

(2) La reducción de Efectivo y equivalentes de efectivo desde el 31 de diciembre del 2015 a 31 de enero de 2016 refleja la estacionalidad del negocio del Grupo que provoca que el Grupo generalmente registre mayores pagos de clientes en el cuarto trimestre financiero en comparación con el primer trimestre del año.

Resumen del estado de flujos de efectivo consolidado auditado

La siguiente tabla contiene el resumen del estado de flujos de efectivo consolidado y auditado del Grupo de los ejercicios cerrados el 31 de diciembre del 2013, 2014 y 2015.

	Ejercicio finalizado a 31 de diciembre		
	2013	**2014**	**2015**
		(en miles de euros)	
Efectivo generado por las operaciones continuadas e interrumpidas	7.258	59.131	64.621
Intereses pagados	(6.357)	(8.192)	(8.258)
Intereses cobrados	1	4.836	1.393
Impuestos pagados	(1.744)	(1.608)	(5.020)
Flujos de efectivo de actividades de explotación	**(842)**	**54.167**	**52.736**
Adquisición/Retiros de dependientes, neta de efectivo adquirido	-	13.939	(7.911)
Adquisición de activo material e intangible	(2.648)	(18.722)	(12.519)
Cobros por venta de inmovilizado material e intangibles	39	998	1.205
Adquisición de activos financieros	(18.395)	(6.820)	(7.477)
Retiros de activos financieros	99	18.238	8.223
Adquisición/ Retiros de otros activos	-	-	(455)
Pagos recibidos/(hechos) como resultado de participaciones en asociadas	(10.000)	-	
Flujos de efectivo de actividades de inversión	**(30.905)**	**7.633**	**(18.934)**
Adquisición de acciones propias	(1.179)	-	-
Aumento de capital social	60.000	-	-
Ingresos por recursos ajenos	4.839	31.352	98.130

Amortización de préstamos..	(10.723)	(62.754)	(37.198)
Emisión/Amortización de deudas con empresas del Grupo	(23.781)	27.888	(59.957)
Amortización otras deudas...	-	-	(16.597)
Variación otras deudas a largo plazo	-	-	(68)
Dividendos repartidos			(720)
Flujos de efectivo de actividades de financiación	**29.156**	**(3.514)**	**(16.410)**
Efectivo, equivalentes al efectivo y descubiertos bancarios al inicio del ejercicio	17.855	15.264	73.550
Efectivo, equivalentes al efectivo y descubiertos bancarios al cierre del ejercicio	15.264	73.550	90.942
(Disminución)/Aumento neto de efectivo, equivalentes al efectivo y descubiertos bancarios	**(2.591)**	**58.286**	**17.392**

Otros datos seleccionados

	Ejercicio finalizado a 31 de diciembre		
	2013	**2014**	**2015**
	(en miles de euros)		
Circulante operativo	(6,547)	(19,090)	(28,539)
Circulante neto operativo	(18.701)	(61.870)	(104.139)

(1) Capital circulante se define como activos corrientes menos pasivos corrientes.

(2) El Circulante neto operativo resulta de la suma de existencias, clientes y otras cuentas a cobrar, otros activos corrientes, menos activos por impuestos, proveedores y otras cuentas a pagar, pasivos por impuestos corrientes, remuneraciones pendientes de pago, ajustes por periodificacion, provisiones corrientes, proveedores de activos no corrientes, y proveedores de activos corrientes.

B.8 Información financiera pro forma clave seleccionada

No aplicable.

B.9 Beneficio previsto o estimado

La Sociedad ha decidido no incluir en este Folleto un beneficio previsto o estimado.

B.10 Salvedades en el informe de auditoría sobre la información histórica

Las Cuentas Anuales consolidadas de la Sociedad de los años finalizados a 31 de diciembre de 2013, 2014 y 2015, incluidas en el presente Folleto, y las Cuentas Anuales individuales de la Sociedad de los años finalizados a 31 de diciembre de 2013, 2014 y 2015, incorporadas por referencia al presente Folleto, han sido auditadas por PricewaterhouseCoopers Auditores, S.L. Los informes de auditoría sobre las Cuentas Anuales Consolidadas no incluyen ninguna salvedad.

B.11 Debe incluirse una explicación si el fondo de maniobra del emisor no es suficiente para los actuales requisitos del emisor.

La Sociedad considera que, teniendo en cuenta las líneas de crédito bancarias, sus recursos de efectivo existentes y los ingresos netos que obtendrá con la Oferta, podrá cumplir sus necesidades de fondo de maniobra para los doce meses siguientes a la fecha de este Folleto. Sin embargo, si la inversión del Grupo en bienes de capital excede sus proyecciones, es posible que Dominion necesite solicitar financiación adicional, que, en caso de estar disponible, podría no estarlo en condiciones de mercado razonables.

Sección C — Valores

C.1 Descripción de las clases de valores

La Sociedad está ofreciendo a inversores cualificados entre 46.875.000 and 57.692.308 nuevas Acciones de 0,125€ de valor nominal, siendo este número de Acciones el que se requiere para que la Sociedad obtenga, atendiendo al Rango de Precios de la Oferta, unos ingresos brutos de 150 millones de euros. A la fecha del presente Folleto, las Acciones están representadas en anotaciones en cuenta, con un valor nominal de 0,125€, y están identificadas con el código ISIN ES0105130001, asignado por la Agencia Nacional de Codificación de Valores. Además, la Sociedad otorgará a las Entidades Directoras una opción para suscribir un número adicional de Acciones representativas de hasta el 15% de la Oferta Inicial de Acciones.

C.2 Divisa de los valores emitidos

Las Acciones de la Oferta están denominadas en euros.

C.3 Número de acciones emitidas e íntegramente desembolsadas

Existe una sola clase de acciones de la Sociedad y cada Acción otorga a su titular un voto.

Tras la Oferta, habrá un número entre 46.875.000 and 57.692.308 Acciones de 0,125€ de valor nominal cada una de ellas. Todas las Acciones estarán íntegramente desembolsadas. Las nuevas Acciones (las "**Acciones Inicialmente Ofertadas**") representarán entre un 42,76% y un 52,63% del capital social de la Sociedad anterior a la Oferta y entre un 29,95% y un 34,48% del capital social de la Sociedad posterior a la Oferta.

C.4 Derechos conferidos por las acciones

Las Acciones otorgan a sus titulares los derechos recogidos en los estatutos sociales de la Sociedad y en el texto refundido de la Ley de Sociedades de Capital, aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio (la "**Ley de Sociedades de Capital**"), como, entre otros: (i) el derecho de asistir a las juntas generales de accionistas de la Sociedad, con el derecho de voz y voto; (ii) el derecho al dividendo proporcional a su participación en la Sociedad; (iii) el derecho de suscripción preferente en la emisión de nuevas acciones por aumento de capital mediante aportaciones dinerarias; y (iv) el derecho de participación en el patrimonio resultante de la liquidación de la Sociedad conforme a su participación en el capital.

C.5 Descripción de las restricciones a la libre trasmisión de las acciones

No hay limitaciones a la libre transmisión de las acciones en los estatutos de la Sociedad, sin tener en consideración los acuerdos de bloqueo ("lock-up") alcanzados por el Emisor y sus accionistas en el contexto de la Oferta.

C.6 La solicitud de admisión a cotización en mercados regulados

La solicitud de admisión a cotización se llevará a cabo para la totalidad de las Acciones emitidas y a emitir por la Sociedad para su admisión a cotización en las Bolsas de Valores españolas y en el Mercado Continuo. No se ha solicitado, ni se prevé actualmente que se solicite, la admisión cotización de las Acciones en ningún otro mercado de valores.

C.7 Política de dividendos

El importe de dividendo que la Sociedad decida pagar en el futuro, en caso de decidirlo, dependerá de varios factores, incluyendo, pero no limitándose a, los ingresos de la Sociedad, obligaciones financieras, requerimiento de inversión en bienes de capital, perspectiva futura, condiciones de mercado y todos aquellos factores que puedan resultar relevantes llegado el momento.

Sección D — Riesgos

D.1 Información relevante de los riesgos clave específicos al Emisor o su industria.

- Dominion opera en mercados que se caracterizan por tener fáciles barreras de entrada y, en consecuencia, se enfrenta a una fuerte competencia en todas las áreas de su negocio. Si no compite de forma efectiva su negocio podría verse dañado.

- El negocio de Dominion podría verse afectado negativamente por un cambio en las recientes tendencias favorables a la externalización.

- El fondo de comercio de Dominion y otros bienes intangibles pueden sufrir deterioros en el futuro.

- El fallo negativo de procesos legales y otros procedimientos podría afectar negativamente a Dominion.

- Las operaciones de Dominion están expuestas a las condiciones de mercado en el sector de las telecomunicaciones.

- Dominion depende de manera significativa de sus relaciones con determinados clientes relevantes.

- Determinados acuerdos con clientes clave de Dominion están limitados en cuanto a su duración y Dominion puede no estar capacitado para renovar dichos acuerdos en términos satisfactorios o en su totalidad.

- Algunos acuerdos con clientes clave de Dominion son no-exclusivos y no ofrecen volúmenes fijos de trabajo, lo que podría derivar en reducciones inesperadas de ingresos y cartera de proyectos.

- Dominion depende de proyectos ejecutados para clientes del sector público.

- La capacidad de Dominion para asegurar nuevos contratos puede verse limitada como resultado de procesos de licitación competitivos y condiciones de mercado.

- Una gestión de los proyectos ineficiente o infructuosa puede resultar en pérdidas significativas si los costes son mayores de lo previsto.

- Una parte significativa de los ingresos de Dominion proviene de contratos a precio fijo en los cuales Dominion soporta el riesgo de sobrecostes en caso de estimaciones incorrectas de los mismos.

- La cartera de proyectos de Dominion no se encuentra necesariamente ligada a ingresos futuros y no da una indicación fiable de los beneficios futuros.

- Dominion puede incurrir en costes significativos en la prestación de servicios que sobrepasen el alcance del proyecto original sin haber obtenido una orden de cambio aprobada o puede incurrir en exceso de costes por otras razones.

- Cualquier incumplimiento de los subcontratistas de Dominion en el cumplimiento de sus obligaciones puede afectar adversamente

a su reputación, negocio, resultados de operaciones y condición financiera.

- La rentabilidad de Dominion puede sufrir si no es capaz de mantener una utilización adecuada de su fuerza de trabajo.

- Dominion ha adquirido en el pasado, y su intención es de continuar haciéndolo, otros negocios, lo cual podría requerir atención significativa en la gestión, causar alteraciones en su negocio, diluir el valor de los accionistas y afectar negativamente a su negocio.

- El éxito continuado de Dominion dependerá, en parte, en su habilidad de desarrollar nuevas líneas de productos, incrementar la funcionalidad de sus líneas actuales y mantener su reputación en el campo de la tecnología.

- Dominion obtiene una parte significativa de sus ingresos de mercados emergentes.

- El negocio de Dominion está expuesto a fluctuaciones del tipo de cambio.

- El negocio de Dominion está expuesto a fluctuaciones de los tipo de interés.

- Dominion puede estar sujeto a costes y responsabilidades en relación con procedimientos legales actuales o futuros.

- Reclamaciones o publicidad adversas puede afectar negativamente a la reputación corporativa de Dominion y a la percepción de la marca.

- Dominion puede requerir financiación adicional en el futuro y puede no ser capaz de obtener dicha financiación en términos favorables, o en su totalidad.

- Dominion podría encontrarse sujeto a compromisos financieros restrictivos (*covenants*), que limitasen su funcionamiento, estrategia y flexibilidad financiera.

- Si bien Dominion busca asegurarse de forma adecuada, no puede afirmarse con seguridad que todas las reclamaciones contra Dominion o todas las pérdidas sufridas puedan ser cubiertas efectivamente por su seguro.

- Dominion puede no ser capaz de asegurar o proteger sus derechos de propiedad intelectual.

- Un incremento en los precios de ciertos materiales utilizados en las transacciones de Dominion, así como las restricciones de capacidad o interrupciones en la producción por los proveedores de Dominion podrían afectar negativamente a su negocio.

- Cualquier fallo o interrupción significativos en los sistemas informáticos de Dominion podrían afectar negativamente a su negocio.

- Las leyes laborales en ciertas jurisdicciones en las que Dominion lleva a cabo sus operaciones podrían limitar la flexibilidad de Dominion en relación con las políticas de empleo y su capacidad para responder a los cambios de mercado.

- Dominion puede estar expuesto a más obligaciones fiscales que las previstas.

- Dominion confía en la experiencia y conocimientos de su equipo directivo.

- El negocio, implementación estratégica y funciones de control interno de Dominion podrían verse negativamente afectados si falla en el mantenimiento de su modelo de negocio descentralizado o en la captación y contratación del suficiente número de empleados adecuadamente capacitados.

- Dominion puede incurrir en responsabilidades o sufrir impactos financieros negativos en relación con asuntos ocupacionales, sanitarios o de seguridad.

D.3 Información clave sobre los principales riesgos que son específicos de las Acciones

Riesgos relacionados con nuestra Estructura Accionarial

CIE Automotive pretende mantener una participación significativa en la Sociedad tras la Oferta, inicialmente, no inferior al 50,01% en la fecha de Admisión, y mantenerse como accionista de referencia de la Sociedad en el medio plazo. Por tanto, CIE Automotive y algunos otros accionistas principales de Dominion continuarán pudiendo ejercer una influencia significativa sobre Dominion, sus directivos y operaciones tras la Oferta. Tras la Admisión (y tras el ejercicio de la Opción de Sobre-Adjudicación, en su caso), CIE Automotive ostentará, en total, no menos del 50,01% de los derechos de voto de las acciones.

Además, los intereses de CIE Automotive y otros accionistas principales podrían, en determinadas circunstancias, generar un conflicto con los intereses de los accionistas minoritarios. Por ejemplo, CIE Automotive puede aprobar o impedir efectivamente una fusión, consolidación u otra combinación de negocio, elegir o no a consejeros, aprobar o prevenir la cesación de un consejero y aprobar o impedir modificaciones en los Estatutos Sociales de Dominion. Los intereses de los accionistas principales de Dominion podrían ser

diferentes que aquellos intereses de los minoritarios. Ver "*Elemento B.6*" de este Resumen.

Riesgos relacionados con la Oferta y las Acciones

- Las ventas de Acciones sucesivas por accionistas significativos podrían deprimir el precio de las Acciones incluyendo tras la expiración del periodo de bloqueo (*lock-up*), o la percepción de que dichas ventas podrían ocurrir.

- No hay un mercado de negociación de las Acciones establecido.

- El precio de mercado de las Acciones puede ser altamente volátil.

- Dominion puede en algún momento futuro emitir Acciones o valores convertibles, que podrían diluir la participación de los accionistas en la Sociedad.

- La capacidad de Dominion para pagar dividendos depende de las ganancias futuras, condición financiera, flujos de caja, requisitos del capital circulante neto, capex y otros factores.

- Accionistas en ciertas jurisdicciones distintas a España pueden no ser capaces de ejercitar sus derechos de suscripción preferente para suscribir o adquirir Acciones adicionales.

- Dominion puede ser clasificado como una empresa de inversión extranjera pasiva *(passive foreign investment company or PFIC*) que podría resultar en consecuencias negativas para los tenedores de acciones de EE.UU. en relación con el impuesto de la renta federal de Estados Unidos.

Sección E — Oferta

E.1 Ingresos netos totales de la Oferta y gastos estimados

La Sociedad espera obtener de la Oferta unos ingresos brutos de 150 millones de euros (asumiendo que no se ejercite la Opción de Sobre-Adjudicación) y unos ingresos netos de 144 millones de euros (asumiendo que no se ejercite la Opción de Sobre-Adjudicación). Las comisiones de aseguramiento, tasas y gastos que la Sociedad deberá pagar como consecuencia de la Oferta serán, aproximadamente, 6 millones de euros. La Sociedad pretende pagar estos importes con los ingresos brutos que obtenga de la Oferta.

E.2 Razones de la Oferta y utilización de los ingresos

La Sociedad trata de utilizar los procedimientos de la Oferta para financiar crecimiento, incluyendo las inversiones y gastos relativos a la búsqueda de nuevas oportunidades de negocio de acuerdo con su estrategia de negocio, así como para otros propósitos corporativos, incluyendo, entre otros, la mejora de la solidez de su balance para contribuir a posicionar a la Sociedad con una ventaja clara de mercado cuando puje por nuevos proyectos de relevancia.

E.3 Términos y condiciones de la Oferta

La Sociedad ofrece entre 46.875.000 and 57.692.308 Acciones Inicialmente Ofertadas (que representarán entre el un 29,95% y un 34,48% del total de Acciones en circulación tras la finalización de la Oferta).

En relación con la Oferta, la Sociedad ofrecerá a las Entidades Coordinadoras Globales, actuando en representación de las Entidades Aseguradoras, mancomunadamente, una opción de compra de las Acciones de Sobre-Adjudicación al Precio de la Oferta.

El 4 de abril del 2016, la junta general de accionistas de la Sociedad acordó solicitar la Admisión a cotización y autorizó al Consejo de Administración para ejecutar la emisión de las Acciones Inicialmente Ofertadas y las Acciones de Sobre-Adjudicación de conformidad con un aumento de capital por un importe máximo de €8.221.612,5 millones de euros, y la ejecución por la Sociedad de la oferta por las Acciones Inicialmente Ofertadas, tal y como se contempla en la Oferta. De conformidad con la autorización otorgada por la junta general de accionistas celebrada el día 4 de abril de 2016, el Consejo de Administración estableció el Rango de Precios de la Oferta y el número de Acciones a emitir en el contexto de la Oferta. Para evitar cualquier tipo de duda, no se ha llevado a cabo ni se pretende la solicitud de admisión de las Acciones en ningún mercado de valores distinto a las Bolsas de Valores españolas a través del Mercado Continuo.

No serán de aplicación los derechos de suscripción y adquisición preferente en relación con la Oferta, teniendo en consideración que los accionistas actuales de la Sociedad han renunciado irrevocablemente a su derecho de suscripción preferente sobre las Acciones emitidas como consecuencia de la Oferta.

La Oferta no se encuentra sujeta a ninguna aprobación o autorización administrativa distinta de la aprobación por la CNMV de este Folleto Informativo a efectos de la Oferta y la consiguiente Admisión de acuerdo con la Ley del Mercado de Valores y normativa relacionada.

Con anterioridad a esta Oferta, las Acciones no han sido negociadas en ningún mercado público.

La Sociedad y las Entidades Aseguradoras tienen previsto suscribir el acuerdo de aseguramiento en relación a las Acciones de la Oferta que serán emitidas por la Sociedad una vez finalizado el periodo de prospección de la demanda (que será alrededor del 26 de abril de

2016). Una vez cumplidas las condiciones que se establecen en el acuerdo de aseguramiento, no habiendo terminado de acuerdo con sus términos, cada Entidad Aseguradora tiene previsto acordar, mancomunadamente, proporcionar suscriptores para, o faltando estos, suscribir un porcentaje del número total de Acciones de la Oferta. El acuerdo de aseguramiento incluirá cláusulas de terminación comúnmente utilizadas en este tipo de contrato.

La fecha de cierre o fecha de operación ("**Fecha de Operación**") se espera que sea en o alrededor del 26 de abril del 2016. La Sociedad hará público el resultado de la Oferta mediante la publicación de un hecho relevante que será enviado a la CNMV.

Con el fin de agilizar la cotización de las Acciones de la Oferta, está previsto que las Entidades Coordinadoras Globales, en su condición de bancos pre-financiadores, suscriban y desembolsen las Acciones Inicialmente Ofertadas en la Fecha de Operación, actuando mancomunadamente en nombre y representación de las Entidades Aseguradoras.

Las Acciones no han sido registradas bajo la Ley de Valores Estadounidense (*US Securities Act*), y no pueden ser ofrecidas o vendidas en los Estados Unidos, excepto en determinadas transacciones exentas de los requisitos de registro de la Ley de Valores Estadounidense.

La Oferta podrá ser retirada, pospuesta, aplazada o suspendida temporalmente o indefinidamente por cualquier razón en cualquier momento antes de la fijación del Precio de Oferta. También podrá ser revocada bajo determinadas condiciones.

E.4 Intereses materiales en la Oferta

Cada una de las Entidades Aseguradoras es una institución financiera comprometida con la provisión de servicios de banca de inversión, banca comercial y de asesoramiento financiero y en el curso ordinario de su negocio se han involucrado en operaciones de banca de inversión y/o comercial con CIE Automotive, S.A. y sus filiales. Asimismo, las Entidades Aseguradoras pueden ostentar inversiones y deuda comercial así como títulos valores en CIE Automotive, S.A. y sus filiales por cuenta propia y de sus clientes. Las Entidades Aseguradoras no consideran estos acuerdos como materiales en el contexto de la Oferta.

En la fecha de este Folleto Informativo, Banco Santander, S.A. ostenta una posición global con Dominion y sus filiales de 36,41 millones de euros, considerando principalmente garantías (20,24 millones de euros), préstamos (10,67 millones de euros) y descuentos (5,50 millones de euros).

E.5 Entidades que ofrecen las acciones y acuerdos de bloqueo

La Sociedad es la entidad que ofrece las Acciones de la Oferta.

La Sociedad y sus accionistas han acordado establecer un periodo de bloqueo ("lock-up period") que comenzará el día de la firma del Acuerdo de Aseguramiento y finalizará 180 días después de la fecha de Admisión. Los acuerdos de lock-up están sujetos a excepciones consuetudinarios.

E.6 Dilución

Los Accionistas Principales no tendrán derecho a suscribir Acciones Inicialmente Ofertadas en el contexto de la Oferta.

Entre 46.875.000 y 57.692.308 Acciones Inicialmente Ofertadas se emitirán de conformidad con la Oferta y las Acciones existentes (una vez finalice la Oferta y antes al ejercicio de la Opción Sobre-Adjudicación) representarán entre un 29,95% y un 34,48% por ciento del total de las Acciones emitidas dependiendo del Precio de la Oferta.

Si la Opción Sobre-Adjudicación se ejercita al completo, de acuerdo a la Oferta, los Accionistas Principales ostentarán entre un 62% y 67% del capital social y los derechos de voto de la Sociedad.

Si la Opción Sobre-Adjudicación no se ejercita, de acuerdo a la Oferta, los Accionistas Principales ostentarán entre un 66% y 70% del capital social y los derechos de voto de la Sociedad.

E.7 Gastos soportados por los inversores

Los compradores de la Acciones de la Oferta pueden verse obligados a asumir el pago de impuestos por actos documentados y otros gastos en cumplimiento de las leyes y prácticas propias de sus países, además del Precio de la Oferta que será fijado dentro del Rango de Precios. Asimismo, los compradores pueden tener que asumir el pago de comisiones a los intermediarios financieros en los que depositarán sus Acciones de la Oferta.

EQUIVALENCE CHART

TABLA DE EQUIVALENCIAS DEL FOLLETO (*PROSPECTUS*) RELATIVO A LA OFERTA DE VENTA Y DE SUSCRIPCIÓN DE ACCIONES DE GLOBAL DOMINION ACCESS, S.A. Y SU POSTERIOR ADMISIÓN A NEGOCIACIÓN EN LAS BOLSAS DE VALORES ESPAÑOLAS

1. **Documento de registro**. Información sobre el emisor requerida por el Anexo I del "*Reglamento (CE) Nº 809/2004, de la Comisión, de 29 de abril de 2004, relativo a la aplicación de la Directiva 2003/71/CE del Parlamento Europeo y del Consejo en cuanto a la información contenida en los folletos así como al formato, la incorporación por referencia, la publicación de dichos folletos y la difusión de publicidad*" (el "**Reglamento 809/2004**").

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
1. Personas responsables	
1.1. Identificación de las personas responsables del documento de registro de acciones.	Véase la sección denominada *Important Information about this Prospectus* (Información Relevante sobre este Folleto).
1.2. Declaración de las personas responsables del documento de registro de acciones.	Véase la sección denominada *Important Information about this Prospectus* (Información Relevante sobre este Folleto).
2. Auditores de cuentas	
2.1. Nombre y dirección de los auditores del emisor para el período cubierto por la información financiera histórica (así como su afiliación a un colegio profesional).	Véase la sección denominada *Independent Auditors* (Auditores Independientes).
2.2. Si los auditores han renunciado, han sido apartados de sus funciones o no han sido redesignados durante el período cubierto por la información financiera histórica.	Véase la sección denominada *Independent Auditors* (Auditores Independientes).
3. Información financiera seleccionada	
3.1. Información financiera histórica seleccionada relativa al emisor.	Véase la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera). Asimismo, véase la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada).
3.2. Datos comparativos del mismo período del ejercicio anterior, salvo que el requisito para la información comparativa del balance se satisfaga presentando la información del balance final del ejercicio.	No aplicable.
4. Factores de riesgo	Véase la sección denominada *Risk Factors* (Factores de Riesgo).
5. Información sobre el emisor	

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
5.1. Historia y evolución del emisor.	
5.1.1. Nombre legal y comercial del emisor.	Véase dentro de la sección denominada *Certain Terms and Conventions* (Determinados Términos y Convenciones) la definición *Company* (Sociedad).
5.1.2. Lugar de registro del emisor y número de registro.	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social).
5.1.3. Fecha de constitución y período de actividad del emisor.	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social)
5.1.4. Domicilio y personalidad jurídica del emisor, legislación conforme a la cual opera, país de constitución, y dirección y número de teléfono de su domicilio social (o lugar principal de actividad empresarial si es diferente de su domicilio social).	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social) y la sección denominada *General Information* (Información General) apartado 2.
5.1.5. Acontecimientos importantes en el desarrollo de la actividad del emisor	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *History* (Historia).
5.2. Inversiones	
5.2.1. Descripción de las principales inversiones del emisor en cada ejercicio para el periodo cubierto por la información financiera histórica hasta la fecha del documento de registro.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera), en particular, las sub-secciones *Impact of recent acquisitions* (Impacto de Adquisiciones) y *Capital Expenditures* (Inversiones de Capital).
5.2.2. Descripción de las inversiones principales del emisor actualmente en curso, incluida la distribución de estas inversiones geográficamente (nacionales y en el extranjero) y el método de financiación.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Current Trading* (Operaciones actuales).
5.2.3. Información sobre las principales inversiones futuras del emisor sobre las cuales sus órganos de gestión hayan adoptado ya compromisos firmes.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Current Trading* (Operaciones actuales).
6. Descripción del negocio	
6.1. Actividades principales	
6.1.1. Descripción de, y factores clave relativos a, la naturaleza de las operaciones del emisor y de sus principales actividades, declarando las principales categorías de productos vendidos y/o servicios prestados en cada ejercicio durante el período cubierto por la información	Véase dentro de la sección denominada *Business* (Negocio) las sub-secciones denominadas *Overview* (Perspectiva General) y *Operating Segments and Activity Fields* (Segmentos Operativos y Ramas de Actividad).

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
financiera histórica.	
6.1.2. Indicación de todo nuevo producto y/o servicio significativos que se hayan presentado y, en la medida en que se haya divulgado públicamente su desarrollo, dar la fase en que se encuentra.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Current Trading* (Operaciones actuales).
6.2. Mercados principales	
6.2.1. Descripción de los mercados principales en que el emisor compite, incluido un desglose de los ingresos totales por categoría de actividad y mercado geográfico para cada ejercicio durante el período cubierto por la información financiera histórica.	Véase dentro de la sección denominada *Operating and Financia1 Review* (Revisión Operativa y Financiera) las sub-secciones denominadas *Customer Markets* (Mercado de consumidores), *Geographic markets* (Mercados geográficos) y *Results of Operations for the Three Years Ended 31 December 2015* (Resultados de las operaciones de los tres ejercicios anteriores a 31 de diciembre de 2015). Asimismo, véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Operating Segments and Activity Fields* (Segmentos Operativos y Ramas de Actividad).
6.3. Cuando la información dada de conformidad con los puntos 6.1. y 6.2. se haya visto influenciada por factores excepcionales, debe mencionarse este hecho.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Current Trading* (Operaciones actuales).
6.4. Si es importante para la actividad empresarial o para la rentabilidad del emisor, revelar información sucinta relativa al grado de dependencia del emisor de patentes o licencias, contratos industriales, mercantiles o financieros, o de nuevos procesos de fabricación.	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Research and Development* ("*R&D*") (Investigación y desarrollo, "I+D"). Asimismo, véanse dentro de la sección denominada *Operativa and Financial Review* (Revisión Operativa v Financiera) las sub-secciones denominadas *Contractual Obligations and Other Long Term Liabilities* (Obligaciones contractuales y otras obligaciones a largo plazo) y *Off-Balance Sheet Arragements* (Acuerdos fuera de balance). Asimismo, véase la sección denominada *Material Contracts* (Contratos Relevantes). Asimismo, véase dentro de la sección denominada *Risk Factors* (Factores de riesgo).
6.5. Se incluirá la base de cualquier declaración efectuada por el emisor relativa a su posición competitiva.	Véase la sección denominada *Market Overview and Competitive Position* (Perspectiva general del mercado y posición competitiva).
7. Estructura organizativa	
7.1. Si el emisor es parte de un grupo, una breve descripción del grupo y la posición del emisor en el grupo.	Véase la sección denominada *General Information* (Información General) apartado 2.

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
7.2. Lista de las filiales significativas del emisor, incluido el nombre, el país de constitución o residencia, la participación en el capital y, si es diferente, su proporción de derechos de voto.	Véase la sección denominada *General Information* (Información General) apartado 2.
8. Propiedad, instalaciones y equipo	
8.1. Información relativa a todo inmovilizado material tangible existente o previsto, incluidas las propiedades arrendadas, y cualquier gravamen importante al respecto.	Véanse dentro de la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada) las partidas incluidas bajo el título *Non-Current Assets* (Activo no Corriente) en el *Selected Audited Consolidated Balance Sheet Data* (*Datos* Seleccionados del Balance de Situación Consolidado Auditado). Adicionalmente, véanse los *Audited Consolidated Financia1 Statements* (Estados Financieros Consolidados Auditados) incorporados por referencia al Folleto (*Prospectus*) tal y como se indica en la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera). Asimismo, véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Property and Leases* (Inmuebles y Arrendamientos).
8.2. Descripción de cualquier aspecto medioambiental que pueda afectar al uso por el emisor del inmovilizado material tangible.	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Property and Leases* (Inmuebles y Arrendamientos).
9. Análisis operativo y financiero	
9.1. Situación financiera	Véase la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada). Asimismo, véase la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera).
9.2. Resultados de explotación	
9.2.1. Información relativa a factores significativos, incluidos los acontecimientos inusuales o infrecuentes o los nuevos avances, que afecten de manera importante a los ingresos del emisor por operaciones, indicando en qué medida han resultado afectados los ingresos.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Factors Affecting Results of Operations* (Factores que afectan a los resultados operativos).
9.2.2. Cuando los estados financieros revelen cambios importantes en las ventas netas o en los ingresos, proporcionar un comentario narrativo de los motivos de esos cambios.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Factors Affecting Results of Operations* (Factores que afectan a los resultados operativos).

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
9.2.3. Información relativa a cualquier actuación o factor de orden gubernamental, económico, fiscal, monetario o político que, directa o indirectamente, hayan afectado o pudieran afectar de manera importante a las operaciones del emisor.	Véase la sección denominada *Market Overview and Competitive Position* (Perspectiva general del mercado y posición competitiva). Asimismo, véase la sección denominada *Risk Factors* (Factores de riesgo). Adicionalmente, véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Qualitative and Quantitative Disclosure about Market Risks* (Revelaciones Cualitativas y Cuantitativas sobre Riesgos del Mercado).
10. Recursos financieros	
10.1. Información relativa a los recursos financieros del emisor (a corto y a largo plazo).	Véanse dentro de la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada) las partidas incluidas bajo los títulos *Non-Current Liabilities* (Pasivo no Corriente") y *Current Liabilities* (Pasivo Corriente) en el *Selected Audited Consolidated Balance Sheet Data* (Datos Seleccionados del Balance de Situación Auditado Consolidado). Adicionalmente, véanse los *Audited Consolidated Financial Statements* (Estados Financieros Consolidados Auditados) incorporados por referencia al Folleto (*Prospectus*) tal y como se indica en la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera).
10.2. Explicación de las fuentes y cantidades y descripción narrativa de los flujos de tesorería del emisor.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Liquidity and Capital Resources* (Liquidez y Recursos de Capital).
10.3. Información sobre las condiciones de los préstamos y la estructura de financiación del emisor.	Véase la sección denominada *Capitalisation and Indebtedness* (Capitalización v endeudamiento). Asimismo, véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Contractual Obligations and Other Long Term Liabilities* (Obligaciones contractuales y otras obligaciones a largo plazo). Adicionalmente, véase, dentro de la sección denominada *Material Contracts* (Contratos Relevantes), la sub-sección denominada *Financing Arrangements* (Contratos de financiación).

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
10.4. Información relativa a cualquier restricción sobre el uso de los recursos de capital que, directa o indirectamente, haya afectado o pudiera afectar de manera importante a las operaciones del emisor.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Contractual Obligations and Other Long Term Liabilities* (Obligaciones contractuales y otras obligaciones a largo plazo). Adicionalmente, véase, dentro de la sección denominada *Material Contracts* (Contratos Relevantes), la sub-sección denominada *Financing Arrangements* (Contratos de financiación).
10.5. Información relativa a las fuentes previstas de los fondos necesarios para cumplir los compromisos mencionados en 5.2.3. y 8.1.	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Liquidity and Capital Resources* (Liquidez y Recursos de Capital). Adicionalmente, véanse los *Audited Consolidated Financial Statements* (Estados Financieros Consolidados Auditados) incorporados por referencia al Folleto (*Prospectus*) tal y como se indica en la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera).
11. Investigación y desarrollo, patentes y licencias	
11.1. Descripción de las políticas de investigación y desarrollo del emisor para cada ejercicio durante el período cubierto por la información financiera histórica, incluida la cantidad dedicada a actividades de investigación y desarrollo emprendidas por el emisor.	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Research and Development* ("*R&D*") (Investigación y desarrollo, "I+D"). Asimismo, véanse los *Audited Consolidated Financial Statements* (Estados Financieros Consolidados Auditados) incorporados por referencia al Folleto (*Prospectus*) tal y como se indica en la sección denominada Presentation of Financial Information (Presentación de Información Financiera). Adicionalmente, véase dentro de la sección denominada *Risk Factors* (Factores de riesgo).
12. Información sobre tendencias	
12.1. Tendencias recientes más significativas de la producción, ventas e inventario, y costes y precios de venta desde el fin del último ejercicio	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección *Overview* (Visión general).
12.2. Información sobre cualquier tendencia conocida, incertidumbres, demandas, compromisos o hechos que pudieran razonablemente tener una incidencia importante en las perspectivas del emisor, por lo menos para el ejercicio actual.	Véase la sección denominada *Risk Factors* (Factores de Riesgo). Asimismo, véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Overview* (Perspectiva General). Adicionalmente, véase, dentro de la sección

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
	denominada *Business* (Negocio), la sub-sección denominada *Legal Proceedings* (Procedimientos legales).
13. Previsiones o estimaciones de beneficios	Véase declaración negativa dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera), en la sub-sección denominada *Profit Forecasts or Estimates* (Previsiones o estimaciones de beneficios).
13.1. Declaración que enumere los principales supuestos en los que el emisor ha basado su previsión o su estimación.	No aplicable.
13.2. Informe elaborado por contables o auditores independientes que declare que, a juicio de esos contables o auditores independientes, la previsión o estimación se ha calculado correctamente sobre la base declarada, y que el fundamento contable utilizado para la previsión o estimación de los beneficios es coherente con las políticas contables del emisor.	No aplicable.
13.3. La previsión o estimación de los beneficios debe prepararse sobre una base comparable con la información financiera histórica.	No aplicable.
13.4. Si el emisor ha publicado en un folleto una previsión de beneficios para una fecha no transcurrida, debe entonces proporcionar una declaración de si efectivamente ese pronóstico sigue siendo tan correcto como en la fecha del documento de registro, o una explicación de por qué el pronóstico ya no es válido, si ese es el caso.	No aplicable.
14. Órganos de administración, de gestión y de supervisión, y altos directivos	
14.1. Información sobre la composición del órgano de administración.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Board of Directors* (Consejo de Administración).
14.2. Nombre, dirección profesional y cargo en el emisor de los miembros de los órganos de administración, de gestión o de supervisión, indicando las principales actividades que éstas desarrollan al margen del emisor, si dichas actividades son significativas con respecto a ese emisor.	

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
a) Miembros de los órganos de gestión y supervisión	
(i) miembros del órgano de administración	
• Nombre, dirección profesional y cargo en el emisor de los miembros de los órganos de administración	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Directors* (Consejeros).
• Datos sobre la preparación y experiencia pertinentes de gestión.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Directors* (Consejeros).
• Naturaleza de toda relación familiar entre cualquiera de los miembros del órgano de administración.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Family and Other Relationships* (Relaciones Familiares y otras relaciones).
• Nombres de todas las empresas y asociaciones de las que cada uno de los miembros del órgano de administración haya sido haya sido, en cualquier momento de los cinco años anteriores, miembro de los órganos de administración, de gestión o de supervisión, o socio, indicando si esa persona sigue siendo miembro de los órganos de administración, de gestión o de supervisión, o si es socio.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Directors* (Consejeros).
• Información sobre: (a) cualquier condena en relación con delitos de fraude por lo menos en los cinco años anteriores; (b) cualquier quiebra, suspensión de pagos o liquidación con las que estuviera relacionada por lo menos durante los cinco años anteriores; (c) cualquier incriminación pública oficial y/o sanciones de esa persona por autoridades estatutarias o reguladoras (incluidos los organismos profesionales designados); (d) cualquier incriminación por un tribunal por su actuación como miembro de	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Conflicts of Interests and Other Information* (Conflictos de interés y otra información).

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los órganos de administración, de gestión o de supervisión de un emisor o por su actuación en la gestión de los asuntos de un emisor durante por lo menos los cinco años anteriores.	
(ii) Miembros de los órganos de gestión y supervisión.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Board Committes* (Comités del consejo).
b) Socios comanditarios, si se trata de una sociedad comanditaria por acciones.	No aplicable
c) Fundadores, si el emisor se constituyó hace menos de cinco años.	No aplicable
d) Cualquier alto directivo que sea pertinente para establecer que el emisor posee las calificaciones y la experiencia apropiadas -para gestionar las actividades del emisor.	
• Nombre, dirección profesional y cargo en el emisor de los altos directivos	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) las sub-secciones denominadas *Board of Directors* (Consejo de Administración) y *Senior Management Team* (Equipo de Alta Dirección).
• Datos sobre la preparación y experiencia pertinentes de gestión de los altos directivos.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Senior Management Team* (Equipo de Alta Dirección).
• Naturaleza de toda relación familiar entre cualquiera de los altos directivos.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Family and other Relationships* (Relaciones Familiares y otras relaciones).
• Nombres de todas las empresas y asociaciones de las que cada uno de los altos directivos haya sido, en cualquier momento de los cinco años anteriores, miembro de los órganos de administración, de gestión o de supervisión, o socio, indicando si esa persona sigue siendo miembro de los órganos de administración, de gestión o de supervisión, o si es socio.	Véase la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Senior Management Team* (Equipo de Alta Dirección).
• Información sobre: (a) cualquier	Véase dentro de la sección denominada

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condena en relación con delitos de fraude por lo menos en los cinco años anteriores; (b) cualquier quiebra, suspensión de pagos o liquidación con las que estuviera relacionada por lo menos durante los cinco años anteriores; (c) cualquier incriminación pública oficial y/o sanciones de esa persona por autoridades estatutarias o reguladoras (incluidos los organismos profesionales designados); (d) cualquier incriminación por un tribunal por su actuación como miembro de los órganos de administración, de gestión, de supervisión de un emisor, o alto directivo o por su actuación en la gestión de los asuntos de un emisor durante por lo menos los cinco años anteriores.	*Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Conflicts of Interests and Other Information* (Conflictos de interés y otra información).
14.3. Conflictos de interés de los órganos de administración, de gestión y de supervisión, y altos directivos.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Conflicts of Interests and Other Information* (Conflictos de interés y otra información). Asimismo, véase dentro de la sección denominada *Board of Directors* (Consejo de Administración) la sub-sección denominada *Directors* (Consejeros).
15. Remuneración y beneficios	
15.1. Importe de la remuneración pagada (incluidos los honorarios contingentes o atrasados) y prestaciones en especie concedidas a esas personas por el emisor y sus filiales por servicios de todo tipo prestados por cualquier persona al emisor y sus filiales.	Véanse dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Remuneration and Benefits of Directors and Senior Management (Retribución del Consejo de Administración y Alta Dirección).* Asimismo, véase dentro de la sección denominada *Related Party Transactions* (Operaciones con Partes Vinculadas) las sub-secciones denominadas *Senior management remuneration and loans* (Retribución y préstamos de la Alta Dirección) y *Remuneration of the Directors of the parent company* (Retribución del Consejo de Administración de la sociedad matriz).
15.2. Importes totales ahorrados o acumulados por el emisor o sus filiales para prestaciones de pensión, jubilación o similares.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Agreements Providing for Benefits upon Termination* (Acuerdos que ofrecen beneficios tras la terminación de sus funciones).
16. Prácticas de gestión	

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16.1. Fecha de expiración del actual mandato, en su caso, y período durante el cual la persona ha desempeñado servicios en ese cargo.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Directors* (Consejeros).
16.2. Información sobre los contratos de los miembros de los órganos de administración, de gestión o de supervisión con el emisor o cualquiera de sus filiales que prevean beneficios a la terminación de sus funciones, o la correspondiente declaración negativa.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Agreements Providing for Benefits upon Termination* (Acuerdos que ofrecen beneficios tras la terminación de sus funciones). Asimismo, véase dentro de la sección denominada *Related Party Transactions* (Operaciones con Partes Vinculadas) las sub-secciones denominadas *Senior management remuneration and loans* (Retribución y préstamos de la Alta Dirección) y *Remuneration of the Directors of the parent company* (Retribución del Consejo de Administración de la sociedad matriz).
16.3. Información sobre el comité de auditoría y el comité de retribuciones del emisor, incluidos los nombres de los miembros del comité y un resumen de su reglamento interno.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Board Committees* (Comisiones del Consejo de Administración).
16.4. Declaración de si el emisor cumple el régimen o regímenes de gobierno corporativo de su país de constitución. En caso de que el emisor no cumpla ese régimen, debe incluirse una declaración a ese efecto, así como una explicación del motivo por el cual el emisor no cumple dicho régimen.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Compliance with the Code of Good Governance* (Cumplimiento con el Código de Buen Gobierno Corporativo).
17. Empleados	
17.1. Número de empleados al final del período o la media para cada ejercicio durante el período cubierto por la información financiera histórica y hasta la fecha del documento de registro (y las variaciones de ese número, si son importantes) y, si es posible y reviste importancia, un desglose de las personas empleadas por categoría principal de actividad y situación geográfica. Si el emisor emplea un número significativo de empleados eventuales, incluir datos sobre el número de empleados eventuales por término medio durante el ejercicio más reciente.	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Employment* (Empleo).
17.2. Acciones y opciones de compra de acciones de los miembros de los órganos de administración, gestión y supervisión, y de los altos directivos.	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) las sub-secciones denominadas *Shareholdings of Directors and Senior Management Team* (Participación en el capital de los Consejeros y de la Alta Dirección).

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17.3. Descripción de todo acuerdo de participación de los empleados en el capital del emisor.	Véase la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración).
18. Accionistas principales	
18.1. Nombre de cualquier persona que no pertenezca a los órganos de administración, de gestión o de supervisión que, directa o indirectamente, tenga un interés declarable, según el derecho nacional del emisor, en el capital o en los derechos de voto del emisor, así como la cuantía del interés de cada una de esas personas o, en caso de no haber tales personas, la correspondiente declaración negativa.	Véase la sección denominada *Principal Shareholders* (Accionistas Principales).
18.2. Si los accionistas principales del emisor tienen distintos derechos de voto, o la correspondiente declaración negativa.	Véase dentro de la sección denominada *Description of capital stock* (Descripción del Capital Social) la sub-sección denominada *Shareholders' Meeting and Voting Rights* (Junta General de Accionistas y Derechos de Voto).
18.3. Declaración de si el emisor es directa o indirectamente propiedad o está bajo control y quién lo ejerce, y describir el carácter de ese control y las medidas adoptadas para garantizar que no se abusa de ese control.	Véase dentro de la sección denominada *Risk Factors* (Factores de Riesgo) la sub-sección denominada *After the Offering, CIE Automotive will continue to be able to exercise significant influence over Dominion, its management and its operations* (Tras la Oferta, CIE Automotive continuará ejerciendo una influencia significativa sobre Dominion, su dirección y sus operaciones). Asimismo, véase la sección denominada *Principal Shareholders* (Accionistas Principales).
18.4. Descripción de todo acuerdo, conocido del emisor, cuya aplicación pueda en una fecha ulterior dar lugar a un cambio en el control del emisor.	Véase la sección denominada *Principal Shareholders* (Accionistas Principales).
19. Operaciones de partes vinculadas	
19.1. Operaciones con partes vinculadas (que para estos fines se definen según las normas adoptadas en virtud del Reglamento (CE) no 1606/2002 y en la Orden EHA/3050/2004, de 15 de septiembre, sobre la información de las operaciones vinculadas que deben suministrar las sociedades emisoras de valores admitidos a negociación en mercados secundarios oficiales), que el emisor haya realizado durante el período cubierto por la información financiera histórica, si son aplicables.	Véase la sección denominada *Related Party Transactions* (Operaciones con Partes Vinculadas).
20. Información financiera relativa al activo y el pasivo del emisor, posición financiera y	

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
pérdidas y beneficios	
20.1. Información financiera histórica	
20.1.1. Balance de situación	Véase dentro de la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada) la sub-sección denominada *Selected audited Consolidated balance sheet data* (Datos seleccionados del balance de situación consolidado auditado).
20.1.2. Cuenta de resultados	Véase dentro de la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada) la sub-sección denominada *Selected audited consolidated income statement data* (Datos seleccionados de la cuenta de pérdidas y ganancias consolidada auditada).
20.1.3. Estado de flujos de tesorería	Véase dentro de la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada) la sub-sección denominada *Selected audited Consolidated statement of cash flow data* (Datos seleccionados del estado de flujos de efectivo consolidado auditado).
20.2. Información financiera pro-forma	No aplicable
20.3. Estados financieros.	Véase la sección denominada *Selected Consolidated Financial Information* (Información Financiera Consolidada Seleccionada). Asimismo véase los *Audited Consolidated Financial Statements* (Estados Financieros Consolidados Auditados) incorporados por referencia al Folleto (*Prospectus*), tal y como se indica en la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera).
20.4. Auditoría de la información financiera histórica anual.	Véase la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera).
20.5. Edad de la información financiera más reciente	Véase la sección denominada *Presentation of Financial Information* (Presentación de Información Financiera).
20.6. Información intermedia y demás información financiera	No aplicable
20.7. Política de dividendos	Véase la sección denominada *Dividends and Dividend Policy* (Dividendos y Política de Dividendos).

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	Asimismo, véase también, dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social), la sub-sección denominada *Dividend and Liquidation Rights* (Dividendos y Derechos en la Liquidación).
20.8. Procedimientos judiciales y de arbitraje	Véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Legal Proceedings* (Procedimientos legales).
20.9. Cambios significativos en la posición financiera o comercial del emisor	Véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Factors Affecting Results of Operations* (Factores que Afectan a los Resultados Operativos). Asimismo, véase también dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) la sub-sección denominada *Recent Developments* (Acontecimientos recientes).
21. Información adicional	
21.1. Capital social	
21.1.1. Importe del capital emitido	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social).
21.1.2. Si hay acciones que no representan capital, se declarará el número y las principales características de esas acciones.	Véase la sección denominada *Description of capital stock* (Descripción del Capital Social).
21.1.3. Número, valor contable y valor nominal de las acciones del emisor en poder o en nombre del propio emisor o de sus filiales.	Véase dentro de la sección denominada *Description of capital stock* (Descripción del Capital Social) la sub-sección denominada *General* (General).
21.1.4. Importe de todo valor convertible, valor canjeable o valor con warrants, indicando las condiciones y los procedimientos que rigen su conversión, canje o suscripción.	Véase dentro de la sección denominada *Description of capital stock* (Descripción del Capital Social) la sub-sección denominada *General* (General).
21.1.5. Información y condiciones de cualquier derecho de adquisición y/o obligaciones con respecto al capital autorizado pero no emitido o sobre un compromiso de aumentar el capital.	Véase la sección denominada *Description of capital stock* (Descripción del Capital Social).
21.1.6. Información sobre cualquier capital de cualquier miembro del grupo que esté bajo opción o que se haya acordado condicional o incondicionalmente someter a opción y detalles de esas opciones, incluidas las personas a las que se dirigen esas opciones.	Véase dentro de la sección denominada *Description of capital stock* (Descripción del Capital Social) la sub-sección denominada *Share Repurchases* (Recompra de Acciones Propias).
21.1.7. Evolución del capital social, resaltando la información sobre cualquier cambio durante el período cubierto por la información	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social).

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financiera histórica.	
21.2. Estatutos y escritura de constitución	
21.2.1. Descripción del objeto social y fines del emisor y dónde pueden encontrarse en los estatutos y escritura de constitución.	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social). Asimismo, véase dentro de la sección denominada *Business* (Negocio) la sub-sección denominada *Overview* (Perspectiva General).
21.2.2. Breve descripción de cualquier disposición de las cláusulas estatutarias o reglamento interno del emisor relativa a los miembros de los órganos de administración, de gestión y de supervisión.	
a) Consejo de Administración	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Board of Directors* (Consejo de Administración).
b) Reglamento del Consejo de Administración	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Board of Directors* (Consejo de Administración).
c) Comisiones del Consejo de Administración	Véase dentro de la sección denominada *Management and Board of Directors* (Alta Dirección y Consejo de Administración) la sub-sección denominada *Board Committees* (Comisiones del Consejo de Administración).
21.2.3. Descripción de los derechos, preferencias y restricciones relativas a cada clase de las acciones existentes.	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital social).
21.2.4. Descripción de qué se debe hacer para cambiar los derechos de los tenedores de las acciones, indicando si las condiciones son más exigentes que las que requiere la ley.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) el apartado *Voting and attendance rights* (Derechos de voto y asistencia) de la sub-sección *Shareholders' Meeting and Voting Rights* (Junta General de Accionistas y Derechos de Voto).
21.2.5. Descripción de las condiciones que rigen la manera de convocar las juntas generales anuales y las juntas generales extraordinarias de accionistas, incluyendo las condiciones de admisión.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección *Shareholders' Meeting and Voting Rights* (Junta General de Accionistas y Derechos de Voto).
21.2.6. Breve descripción de cualquier disposición de las cláusulas estatutarias o reglamento interno del emisor que tenga por efecto retrasar, aplazar o impedir un cambio en el control del emisor.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) el apartado *Voting and attendance rights* (Derechos de voto y asistencia) de la sub-sección *Shareholders' Meeting and Voting Rights* (Junta

Epígrafe del Anexo I del Reglamento 809/2004	**Equivalencia en el *prospectus***
	General de Accionistas y Derechos de Voto).
21.2.7. Indicación de cualquier disposición de las cláusulas estatutarias o reglamentos internos, en su caso, que rija el umbral de participación por encima del cual deba revelarse la participación del accionista.	Véase dentro de la sección denominada *Description of capital stock* (Descripción del Capital Social) el apartado denominado *Transactions Affecting Voting Rights* (Operaciones que afectan a los derechos de voto) de la sub-sección *Reporting Requirements* (Requisitos de Notificación).
21.2.8. Descripción de las condiciones impuestas por las cláusulas estatutarias o reglamento interno que rigen los cambios en el capital, si estas condiciones son más rigurosas que las que requiere la ley.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) el apartado *Voting and attendance rights* (Derechos de voto y asistencia) de la sub-sección *Shareholders' Meeting and Voting Rights* (Junta General de Accionistas y Derechos de Voto). Asimismo, véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) el apartado *Celebration of the meeting and adoption of resolutions* (Celebración de la reunión y adopción de acuerdos) de la sub-sección *Shareholders' Meeting and Voting Rights* (Junta General de Accionistas y Derechos de Voto).
22. Contratos relevantes	
22.1. Resumen de cada contrato relevante, al margen de los contratos celebrados en el desarrollo corriente de la actividad empresarial, del cual es parte el emisor o cualquier miembro del grupo, celebrado durante los dos años inmediatamente anteriores a la publicación del documento de registro.	Véase la sección denominada *Material Contracts* (Contratos Relevantes).
22.2. Resumen de cualquier otro contrato (que no sea un contrato celebrado en el desarrollo corriente de la actividad empresarial) celebrado por cualquier miembro del grupo que contenga una cláusula en virtud de la cual cualquier miembro del grupo tenga una obligación o un derecho que sean relevantes para el grupo hasta la fecha del documento de registro.	Véase la sección denominada *Material Contracts* (Contratos Relevantes).
23. Información de terceros, declaraciones de expertos y declaraciones de interés	
23.1. Cuando se incluya una declaración o un informe atribuido a una persona en calidad de experto, proporcionar el nombre de dicha persona, su dirección profesional, sus cualificaciones y, en su caso, cualquier interés importante que tenga en el emisor. Si el informe se presenta a petición del emisor, una declaración de que se incluye dicha declaración o informe, la forma y el contexto en que se incluye, y con el consentimiento de	No aplicable

Epígrafe del Anexo I del Reglamento 809/2004	Equivalencia en el *prospectus*
la persona que haya autorizado el contenido de esa parte del documento de registro.	
23.2. En los casos en que la información proceda de un tercero, proporcionar una confirmación de que la información se ha reproducido con exactitud y que, en la medida en que el emisor tiene conocimiento de ello y puede determinar a partir de la información publicada por ese tercero, no se ha omitido ningún hecho que haría la información reproducida inexacta o engañosa. Además, el emisor debe identificar la fuente o fuentes de la información.	No aplicable
24. Documentos para consulta	
24.1. Declaración de que, en caso necesario, pueden inspeccionarse los siguientes documentos (o copias de los mismos) durante el período de validez del documento de registro: (a) los estatutos y la escritura de constitución del emisor; (b) todos los informes, cartas, y otros documentos, información financiera histórica, evaluaciones y declaraciones elaborados por cualquier experto a petición del emisor, que estén incluidos en parte o mencionados en el documento de registro; (c) la información financiera histórica del emisor o, en el caso de un grupo, la información financiera histórica del emisor y sus filiales para cada uno de los dos ejercicios anteriores a la publicación del documento de registro. Indicación de dónde pueden examinarse los documentos para consulta, por medios físicos o electrónicos.	Véase la sección denominada *Description of Capital Stock* (Descripción del Capital Social) en relación con la escritura de constitución de la Sociedad y de los Estatutos Sociales. Véase la sección denominada *General Information* (Información General) en relación con los restantes documentos.
25. Información sobre participaciones	
25.1. Información relativa a las empresas en las que el emisor posee una proporción del capital que puede tener un efecto significativo en la evaluación de sus propios activos y pasivos, posición financiera o pérdidas y beneficios.	Véase la sección denominada *General Information* (Información General), apartado 2.

2. **Nota sobre las acciones**. Información sobre los valores objeto de emisión requerida por el Anexo III del Reglamento 809/2004.

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
1. Personas responsables	
1.1. Identificación de las personas responsables de la nota sobre las acciones.	Véase la sección denominada *Important Information about this Prospectus* (Información Relevante sobre este Folleto).
1.2. Declaración de las personas responsables de la nota sobre las acciones.	Véase la sección denominada *Important Information about this Prospectus* (Información Relevante sobre este Folleto).
2. Factores de riesgo	Véase la sección denominada *Risk Factors* (Factores de riesgo).
3. Información esencial	
3.1. Declaración sobre el capital circulante.	Véase la sección denominada *Capitalisation and Indebtedness* (Capitalización y Endeudamiento).
3.2. Capitalización y endeudamiento.	Véase la sección denominada *Capitalisation and Indebtedness* (Capitalización y Endeudamiento). Asimismo, véase dentro de la sección denominada *Operating and Financial Review* (Revisión Operativa y Financiera) las sub-secciones denominadas *Liquidity and Capital Resources* (Liquidez y Recursos de Capital) y *Contractual Obligations and Other Long-Term Liabilities* (Obligaciones contractuales y otras obligaciones a largo plazo).
3.3. Interés de las personas físicas y jurídicas participantes en la emisión/oferta.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Other Relationships* (Otras Relaciones).
3.4. Motivos de la oferta y destino de los ingresos.	Véase la sección denominada *Use of Proceeds* (Destino de los Ingresos).
4. Información relativa a los valores que van a ofertarse/admitirse a negociación	
4.1. Descripción del tipo y la clase de los valores ofertados y/o admitidos a cotización, con el Código ISIN (número internacional de identificación del valor) u otro código de identificación del valor.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *General* (General).
4.2. Legislación según la cual se han creado los valores.	Véase sección denominada *Description of Capital Stock* (Descripción del Capital Social).
4.3. Indicación de si los valores están en forma registrada o al portador y si los valores están en forma de título o de anotación en cuenta. En el último caso, nombre y dirección de la entidad responsable de la llevanza de las anotaciones.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *General* (General).

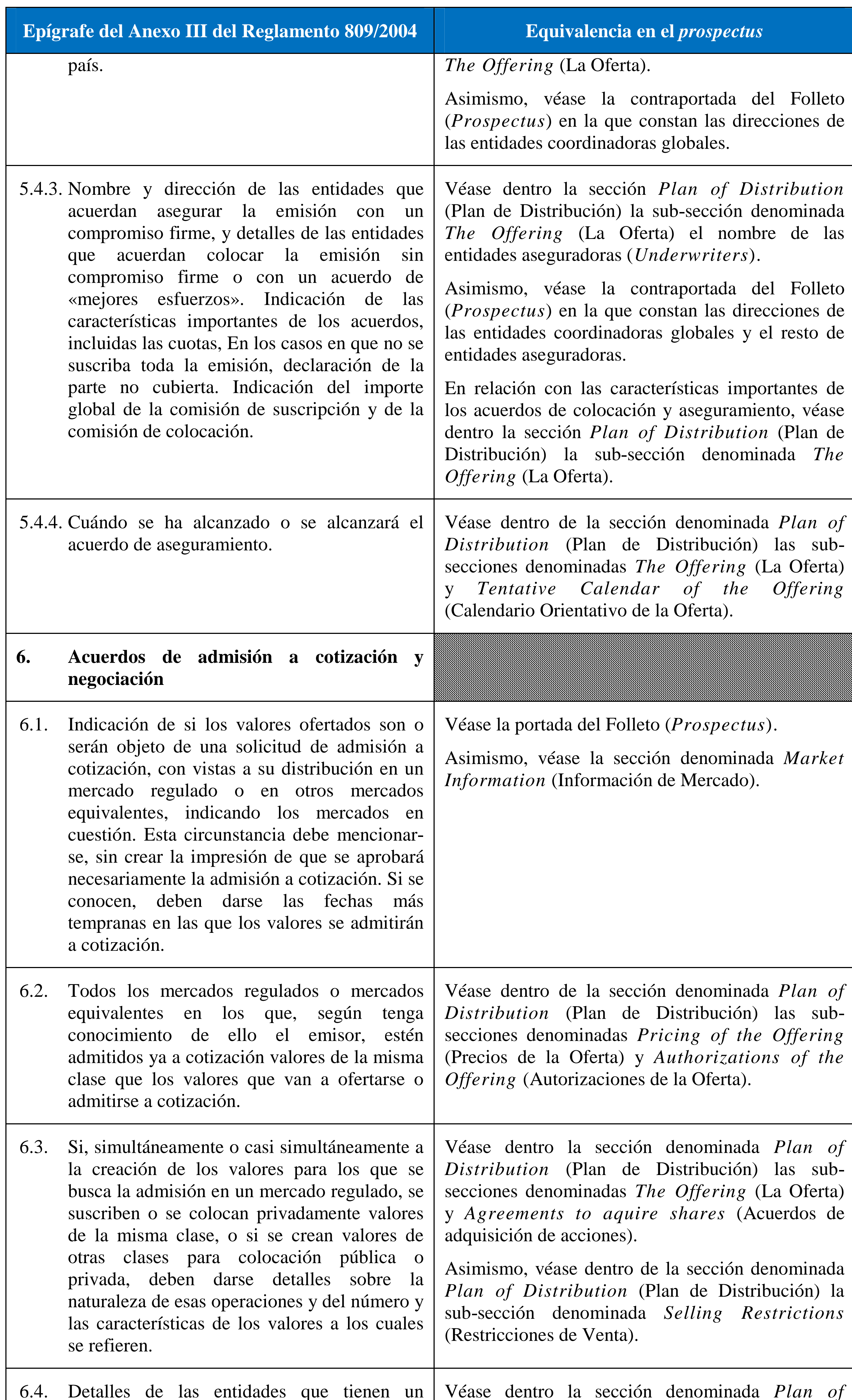
Epígrafe del Anexo III del Reglamento 809/2004	**Equivalencia en el *prospectus***
4.4. Divisa de la emisión de los valores.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *General* (General).
4.5. Descripción de los derechos vinculados a los valores, incluida cualquier limitación de esos derechos, y procedimiento para el ejercicio de los mismos.	
4.5.1. Derechos a participar en las ganancias sociales y en el patrimonio resultante de la liquidación.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *Dividend and Liquidation Rights* (Dividendos y Derechos en la Liquidación).
4.5.2. Derechos de asistencia y voto.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *Shareholders' Meetings and Voting Rights* (Juntas Generales de Accionistas y Derechos de Voto).
4.5.3. Derechos de suscripción preferente en las ofertas de suscripción de valores de la misma clase.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *Pre-emptive Rights and Increases of Capital Stock* (Derechos de Suscripción Preferente y Aumentos de Capital).
4.5.4. Derecho de participación en los beneficios del emisor.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) el apartado *Dividend Distribution* (Distribución de dividendos) de la sub-sección denominada *Dividend and Liquidation Rights* (Dividendos y Derechos en la Liquidación).
4.5.5. Derechos de participación en cualquier excedente en caso de liquidación.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *Dividend and Liquidation Rights* (Dividendos y Derechos en la Liquidación).
4.5.6. Cláusulas de amortización.	No aplicable.
4.5.7. Cláusulas de conversión.	No aplicable.
4.6. En el caso de nuevas emisiones, declaración de las resoluciones, autorizaciones y aprobaciones en virtud de las cuales los valores han sido o serán creados y/o emitidos.	
4.6.1. Acuerdos sociales.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Authorizations of the Offering* (Autorizaciones de la Oferta).
4.6.2. Autorizaciones.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
	denominada *Authorizations of the Offering* (Autorizaciones de la Oferta).
4.7. En el caso de nuevas emisiones, fecha prevista de emisión de los valores.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *The Offering* (La Oferta) y *Tentative Calendar of the Offering* (Calendario Orientativo de la Oferta).
4.8. Descripción de cualquier restricción sobre la libre transmisibilidad de los valores.	Véase dentro de la sección denominada *Description of Capital Stock* (Descripción del Capital Social) la sub-sección denominada *Representation and Transfer of Shares* (Representación y Transmisión de las Acciones).
4.9. Indicación de la existencia de cualquier oferta obligatoria de adquisición y/o normas de retirada y recompra obligatoria en relación con los valores.	Véase dentro de la sección denominada *Market Information* (Información de Mercado) la sub-sección denominada *Tender Offers* (Ofertas Públicas de Adquisición).
4.10. Indicación de las ofertas públicas de adquisición realizadas por terceros sobre el capital del emisor, que se hayan producido durante el ejercicio anterior y el actual. Debe declararse el precio o las condiciones de canje de estas ofertas y su resultado.	No aplicable.
4.11. Por lo que se refiere al país del domicilio social del emisor y al país o países en los que se está haciendo la oferta o se solicita la admisión a cotización.	
4.11.1. Información sobre los impuestos sobre la renta retenidos en origen.	Véase la sección denominada *Taxation* (Tributación).
4.11.2. Indicación de sí el emisor asume la responsabilidad de la retención de impuestos en origen.	Véase la sección denominada *Taxation* (Tributación).
5. Cláusulas y condiciones de la oferta	
5.1. Condiciones, estadísticas de la oferta, calendario previsto y procedimiento para la suscripción de la oferta.	
5.1.1. Condiciones a las que está sujeta la oferta.	Véase dentro de. la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Authorizations of the Offering* (Autorizaciones de la Oferta).
5.1.2. Importe total de la emisión/oferta, distinguiendo los valores ofertados para la venta y los ofertados para suscripción; si el importe no es fijo, descripción de los acuerdos y del momento en que se anunciará al público el importe definitivo de la oferta.	Véase la portada del *Prospectus* (Folleto).
5.1.3. Plazo, incluida cualquier posible modificación, durante en el que estará abierta la oferta y descripción del proceso de	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Tentative Calendar of the Offering*

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
solicitud.	(Calendario Orientativo de la Oferta).
5.1.4. Indicación de cuándo, y en qué circunstancias, puede revocarse o suspenderse la oferta y de si la revocación puede producirse una vez iniciada la negociación.	Véase la sección denominada *Important Information about this Prospectus* (Información Relevante sobre este Folleto). Véase también dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *Withdrawal and revocation of the Offering* (Desistimiento y revocación de la Oferta).
5.1.5. Descripción de la posibilidad de reducir suscripciones y la manera de devolver el importe sobrante de la cantidad pagada por los solicitantes.	No aplicable.
5.1.6. Detalles de la cantidad mínima y/o máxima de solicitud (ya sea por el número de los valores o por el importe total de la inversión).	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Selection of proposals* (Selección de Propuestas).
5.1.7. Indicación del plazo en el cual pueden retirarse las solicitudes, siempre que se permita a los inversores dicha retirada.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Tentative Calendar of the Offering* (Calendario Orientativo de la Oferta).
5.1.8. Método y plazos para el pago de los valores y para la entrega de los mismos.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *The Offering* (La Oferta) y *Tentative Calendar of the Offering* (Calendario Orientativo de la Oferta).
5.1.9. Descripción completa de la manera y fecha en la que se deben hacer públicos los resultados de la oferta.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *The Offering* (La Oferta).
5.1.10. Procedimiento para el ejercicio de cualquier derecho preferente de compra, la negociabilidad de los derechos de suscripción y el tratamiento de los derechos de suscripción no ejercidos.	No aplicable.
5.2. Plan de colocación y adjudicación.	
5.2.1. Diversas categorías de posibles inversores a los que se ofertan los valores. Si la oferta se hace simultáneamente en los mercados de dos o más países y si se ha reservado o se va a reservar un tramo para determinados países, indicar el tramo.	Véase la portada del Folleto (*Prospectus*). Asimismo véase la sección denominada *Important Information about this Prospectus* (Información Relevante sobre este Folleto). Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Selling Restrictions* (Restricciones de Venta).
5.2.2. En la medida en que tenga conocimiento de ello el emisor, indicar si los accionistas principales o los miembros de los órganos de administración, de gestión o de supervisión del emisor tienen intención de suscribir la oferta, o si alguna persona tiene intención de	Véase la sección denominada *Principal Shareholders* (Accionistas Principales). Asimismo, véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Agreements to Aquire Shares* (Contratos para la Adquisición de

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
suscribir más del cinco por ciento de la oferta.	Acciones).
5.2.3. Información previa sobre la adjudicación:	
a) División de la oferta en tramos, incluidos los tramos institucional, minorista y de empleados del emisor y otros tramos.	No aplicable.
b) Condiciones en las que pueden reasignarse los tramos, volumen máximo de dicha reasignación y, en su caso, porcentaje mínimo destinado a cada tramo.	No aplicable.
c) Método o métodos de asignación que deben utilizarse para el tramo minorista y para el de empleados del emisor en caso de sobre-suscripción de estos tramos.	No aplicable.
d) Descripción de cualquier trato preferente predeterminado que se conceda a ciertas clases de inversores o a ciertos grupos afines (incluidos los programas para amigos y familia) en la asignación, el porcentaje de la oferta reservada a ese trato preferente y los criterios para la inclusión en tales clases o grupos.	No aplicable.
e) Si el tratamiento de las suscripciones u ofertas de suscripción en la asignación depende de la empresa que las realiza o de la empresa a través de la que se realiza.	No aplicable.
f) Cantidad mínima de adjudicación, en su caso, en el tramo minorista.	No aplicable.
g) Condiciones para el cierre de la oferta así como la fecha más temprana en la que puede cerrarse la oferta.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *Tentative Calendar of the Offering* (Calendarlo Orientativo de la Oferta) y *Authorizations of the Offering* (Autorizaciones de la Oferta).
h) Si se admiten o no las suscripciones múltiples y, en caso de no admitirse, cómo se gestionan las suscripciones múltiples.	No aplicable.
5.2.4. Proceso de notificación a los solicitantes de la cantidad asignada e indicación de si la negociación puede comenzar antes de efectuarse la notificación.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Tentative Calendar of the Offering* (Calendario Orientativo de la Oferta).
5.2.5. Sobre-adjudicación y «green shoe»:	
a) Existencia y volumen de cualquier mecanismo de sobre-adjudicación y/o de «green shoe».	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Over-Allotment Option* (Opción de Sobre-adjudicación).

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
b) Período de existencia del mecanismo de sobre-adjudicación y/o de «green shoe».	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Over-Allotment Option* (Opción de Sobre-adjudicación).
c) Cualquier condición para el uso del mecanismo de sobre-adjudicación o de «green shoe».	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Over-Allotment Option* (Opción de Sobre-adjudicación).
5.3. Precios.	
5.3.2. Indicación del precio al que se ofertarán los valores. Cuando no se conozca el precio o cuando no exista un mercado establecido y/o líquido para los valores, indicar el método para la determinación del precio de oferta, incluyendo una declaración sobre quién ha establecido los criterios o es formalmente responsable de su determinación. Indicación del importe de todo gasto e impuesto cargados específicamente al suscriptor o comprador.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Pricing of the Offering* (Precio de la Oferta).
5.3.3. Proceso de publicación del precio de oferta.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Pricing of the Offering* (Precio de la Oferta).
5.3.4. Si los tenedores de participaciones del emisor tienen derechos de adquisición preferente y este derecho está limitado o suprimido, indicar la base del precio de emisión si ésta es dineraria, junto con las razones y los beneficiarios de esa limitación o supresión.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Authorizations of the Offering* (Autorizaciones de la Oferta).
5.3.5. En los casos en que haya o pueda haber una disparidad importante entre el precio de la oferta pública y el coste real en efectivo para los miembros de los órganos de administración, de gestión o de supervisión, o altos directivos o personas vinculadas, de los valores adquiridos por ellos en operaciones realizadas durante el último año, o que tengan el derecho a adquirir, debe incluirse una comparación de la contribución pública ! en la oferta pública propuesta y las contribuciones reales en efectivo de esas personas.	No aplicable.
5.4. Colocación y aseguramiento.	
5.4.1. Nombre y dirección del coordinador o coordinadores de la oferta global y de determinadas partes de la misma y, en la medida en que tenga conocimiento de ello el emisor o el oferente, de los colocadores en los diversos países donde tiene lugar la oferta.	Véase la contraportada del Folleto (*Prospectus*) en la que constan las direcciones de las entidades coordinadoras globales y el resto de entidades aseguradoras.
5.4.2. Nombre y dirección de cualquier agente de pagos y de las entidades depositarias en cada	Véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada



Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
país.	*The Offering* (La Oferta). Asimismo, véase la contraportada del Folleto (*Prospectus*) en la que constan las direcciones de las entidades coordinadoras globales.
5.4.3. Nombre y dirección de las entidades que acuerdan asegurar la emisión con un compromiso firme, y detalles de las entidades que acuerdan colocar la emisión sin compromiso firme o con un acuerdo de «mejores esfuerzos». Indicación de las características importantes de los acuerdos, incluidas las cuotas, En los casos en que no se suscriba toda la emisión, declaración de la parte no cubierta. Indicación del importe global de la comisión de suscripción y de la comisión de colocación.	Véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *The Offering* (La Oferta) el nombre de las entidades aseguradoras (*Underwriters*). Asimismo, véase la contraportada del Folleto (*Prospectus*) en la que constan las direcciones de las entidades coordinadoras globales y el resto de entidades aseguradoras. En relación con las características importantes de los acuerdos de colocación y aseguramiento, véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *The Offering* (La Oferta).
5.4.4. Cuándo se ha alcanzado o se alcanzará el acuerdo de aseguramiento.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *The Offering* (La Oferta) y *Tentative Calendar of the Offering* (Calendario Orientativo de la Oferta).
6. Acuerdos de admisión a cotización y negociación	
6.1. Indicación de si los valores ofertados son o serán objeto de una solicitud de admisión a cotización, con vistas a su distribución en un mercado regulado o en otros mercados equivalentes, indicando los mercados en cuestión. Esta circunstancia debe mencionarse, sin crear la impresión de que se aprobará necesariamente la admisión a cotización. Si se conocen, deben darse las fechas más tempranas en las que los valores se admitirán a cotización.	Véase la portada del Folleto (*Prospectus*). Asimismo, véase la sección denominada *Market Information* (Información de Mercado).
6.2. Todos los mercados regulados o mercados equivalentes en los que, según tenga conocimiento de ello el emisor, estén admitidos ya a cotización valores de la misma clase que los valores que van a ofertarse o admitirse a cotización.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *Pricing of the Offering* (Precios de la Oferta) y *Authorizations of the Offering* (Autorizaciones de la Oferta).
6.3. Si, simultáneamente o casi simultáneamente a la creación de los valores para los que se busca la admisión en un mercado regulado, se suscriben o se colocan privadamente valores de la misma clase, o si se crean valores de otras clases para colocación pública o privada, deben darse detalles sobre la naturaleza de esas operaciones y del número y las características de los valores a los cuales se refieren.	Véase dentro la sección denominada *Plan of Distribution* (Plan de Distribución) las sub-secciones denominadas *The Offering* (La Oferta) y *Agreements to aquire shares* (Acuerdos de adquisición de acciones). Asimismo, véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Selling Restrictions* (Restricciones de Venta).
6.4. Detalles de las entidades que tienen un	Véase dentro la sección denominada *Plan of*

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
compromiso firme de actuar como intermediarios en la negociación secundaria, aportando liquidez a través de las órdenes de oferta y demanda y descripción de los principales términos de su compromiso.	*Distribution* (Plan de Distribución) la sub-sección denominada *Liquidity Providers* (Proveedores de liquidez).
6.5. Estabilización: en los casos en que un emisor o un accionista vendedor haya concedido una opción de sobre-adjudicación o se prevé que puedan realizarse actividades de estabilización de precios en relación con la oferta.	
6.5.1. El hecho de que pueda realizarse Ja estabilización, de que no hay ninguna garantía de que se realice y que puede detenerse en cualquier momento.	Véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Stabilisation* (Estabilización).
6.5.2. Principio y fin del período durante el cual puede realizarse la estabilización.	Véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Stabilisation* (Estabilización).
6.5.3. Identidad de la entidad que dirija la estabilización para cada jurisdicción pertinente, a menos que no se conozca en el momento de la publicación.	Véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Stabilisation* (Estabilización).
6.5.4. Hecho de que las operaciones de estabilización puedan dar lugar a un precio de mercado más alto del que habría de otro modo.	Véase dentro la sección *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Stabilisation* (Estabilización).
7. Tenedores vendedores de valores	
7.1. Nombre y dirección profesional de la persona o de la entidad que se ofrece a vender los valores, naturaleza de cualquier cargo u otra relación importante que los vendedores hayan tenido en los últimos tres años con el emisor o con cualquiera de sus antecesores o personas vinculadas.	No aplicable.
7.2. Número y clase de los valores ofertados por cada uno de los tenedores vendedores de valores.	No aplicable.
7.3. Compromisos de no disposición (*lock-up agreements*). Partes implicadas. Contenido y excepciones del acuerdo. Indicación del periodo de no disposición.	Véase dentro de la sección denominada *Plan of Distribution* (Plan de Distribución) la sub-sección denominada *Lock-up Agreements* (Acuerdos de No Disposición).
8. Gastos de la emisión/oferta	
8.1. Ingresos netos totales y cálculo de los gastos totales de la emisión/oferta.	Véase la sección denominada *Use of Proceeds* (Destino de los Ingresos).
9. Dilución	
9.1. Cantidad y porcentaje de la dilución	Véase la sección denominada *Principal*

Epígrafe del Anexo III del Reglamento 809/2004	Equivalencia en el *prospectus*
inmediata resultante de la oferta.	*Shareholders* (Accionistas Principales).
9.2. En el caso de una oferta de suscripción a los tenedores actuales, importe y porcentaje de la dilución inmediata si no suscriben la nueva oferta.	Véase la sección denominada *Principal Shareholders* (Accionistas Principales).
10. Información adicional	
10.1. Si en la nota sobre los valores se menciona a los asesores relacionados con una emisión, una declaración de la capacidad en que han actuado los asesores.	Véase la sección denominada *Legal Matters* (Asuntos Legales).
10.2. Indicación de otra información de la nota sobre los valores que haya sido auditada o revisada por los auditores y si los auditores han presentado un informe. Reproducción del informe o, con el permiso de la autoridad competente, un resumen del mismo.	Véase la sección denominada *Independent Auditors* (Auditores Independientes).
10.3. Cuando en la nota sobre los valores se incluya una declaración o un informe atribuido a una persona en calidad de experto, proporcionar el nombre de esas personas, dirección profesional, cualificacio- nes e interés importante en el emisor, según proceda. Si el informe se presenta a petición del emisor, una declaración de que se incluye dicha declaración o informe, la forma y el contexto en que se incluye, y con el consentimiento de la persona que haya autorizado el contenido de esa parte de la IMota sobre los valores.	No aplicable.
10.4. En los casos en que la información proceda de un tercero, proporcionar una confirmación de que la información se ha reproducido con exactitud y que, en la medida en que el emisor tiene conocimiento de ello y puede determinar a partir de la información publicada por ese tercero, no se ha omitido ningún hecho que haría la información reproducida inexacta o engañosa. Además, el emisor debe identificar la fuente o fuentes de la información.	No aplicable.

3. Resumen. Información requerida por el Anexo XXII del Reglamento 809/2004.

La información requerida por el Anexo XXII del Reglamento 809/2004 se encuentra recogida en la sección denominada *Summary* (Resumen) del *Prospectus* (Folleto).

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Global Dominion Access, S.A. and subsidiaries

Audit Report,
Consolidated Annual Accounts at 31 December 2013 and 2012
and directors' Report for 2013

"This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation."

AUDITOR'S REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the Shareholders of Global Dominion Access, S.A. on behalf of the Management:

We have audited the consolidated annual accounts of Global Dominion Access, S.A. (parent company) and its subsidiaries (the group), consisting of the consolidated balance sheet at 31 December 2013, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated cash flow statement and related notes to the consolidated annual accounts for the year then ended. As explained in Note 2.1, the directors of the company are responsible for the preparation of these consolidated annual accounts in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the financial reporting framework applicable to the group. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work performed in accordance with the legislation governing the audit practice in Spain, which requires the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of whether their overall presentation, the accounting principles and criteria applied and the estimates made are in accordance with the applicable financial reporting framework.

In our opinion, the accompanying consolidated annual accounts for 2013 and 2012 present fairly, in all material respects, the consolidated financial position of Global Dominion Access, S.A. and its subsidiaries at 31 December 2013 and 2012, and the consolidated results of its operations and the consolidated cash flows for the years then ended in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the applicable financial reporting framework.

Without qualifying our audit opinion, we draw attention to Note 2.1 of the accompanying consolidated annual accounts, which states that the consolidated annual accounts for 2013 and 2012 correspond to the first consolidated annual accounts prepared by the parent company's directors in accordance with International Financial Reporting Standards as endorsed by the European Union, and include, for comparative purposes in each of the statements of the 2013 and 2012 consolidated annual accounts, the figures for 2011 on which no audit report was issued. Since 2010, the parent company has not prepared consolidated annual accounts as, in accordance with current legislation, it was exempt from preparing separate annual accounts as the Group was integrated in the consolidation of a group at higher level, of which the parent company is subject to Spanish legislation. In 2013 the parent company voluntarily decided to prepare consolidated accounts under International Financial Reporting Standards endorsed by the European Union, with a transition date of 1 January 2011. Note 6 of the accompanying consolidated annual accounts includes the criteria and accounting effects of the aforementioned transition.

The accompanying consolidated directors' Report for 2013 contains the explanations which the parent company's directors consider appropriate regarding the group's situation, the development of its business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the consolidated directors' Report is in agreement with that of the consolidated annual accounts for 2013. Our work as auditors is limited to checking the consolidated directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the accounting records of Global Dominion Access, S.A. and its subsidiaries.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by Francisco Javier Domingo
Audit Partner

24 July 2014

PricewaterhouseCoopers Auditores, S.L., Plaza de Euskadi, 5, 48009 Bilbao, España
Tel.: +34 944 288 800 / +34 902 021 111, Fax: +34 944 288 805, www.pwc.com/es

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GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES (Consolidated)

Consolidated Annual Accounts
and Consolidated Directors' Report
for the years ended 31 December 2013 and 2012

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

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Annex I: List of subsidiaries included in consolidation
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Annex III: List of jointly controlled companies included in consolidation

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2013, 2012 AND 2011
(Thousand euro)

	Note	At 31 December 2013	At 31 December 2012	At 31 December 2011	1 January 2011
ASSETS					
Non-current assets					
Property, plant and equipment	7	5,563	7,041	7,055	4,256
Goodwill	8	20,868	21,194	21,191	21,033
Other intangible assets	8	13,635	5,153	3,170	3,320
Non-current financial assets	9	7,381	491	388	328
Investments in associates	9	10,000	-	-	-
Deferred tax assets	21	25,475	18,247	19,274	19,078
Other non-current assets	-	30	30	30	37
		82,952	52,156	51,108	48,052
Current assets					
Inventories	11	5,772	4,386	3,976	3,505
Trade and other receivables	10	32,213	25,510	23,823	12,539
Other current assets	-	275	431	663	708
Current tax assets	27	5,275	4,450	2,624	3,873
Other current financial assets	9	12,624	1,340	2,349	21,078
Cash and cash equivalents	12	15,264	17,855	25,741	1,331
		71,423	53,972	59,176	43,034
Total assets		154,375	106,128	110,284	91,086

The accompanying notes to the annual accounts set out on pages 6 to 69 form an integral part of these consolidated annual accounts

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2013, 2012 AND 2011
(Thousand euro)

	Note	At 31 December 2013	2012	2011	1 January 2011
EQUITY					
Capital and reserves attributable to the parent company's shareholders					
Share capital	13	8,971	4,486	4,486	4,486
Treasury shares	13	(1,807)	(628)	(628)	(628)
Share premium	13	92,763	37,248	37,248	37,248
Retained earnings	14	(61,701)	(66,924)	(64,048)	(64,059)
Cumulative translation differences	14/15	(4,777)	(3,276)	(2,079)	(2,038)
Non-controlling interests	17	-	-	(1,749)	(1,822)
Total equity		33,449	(29,094)	(26,770)	(26,813)
LIABILITIES					
Non-current liabilities					
Non-current provisions	22	610	-	-	409
Non-current borrowings	18	7,300	7,021	15,607	23,283
Deferred tax liabilities	21	43	45	26	52
Non-current borrowings from the Group:	31	32,069	55,850	57,460	44,664
Other non-current liabilities	20	2,934	1,610	2,823	3,170
		42,956	64,526	75,916	71,578
Current liabilities					
Current borrowings	18	15,010	22,474	14,507	14,113
Trade and other payables	19	38,465	32,675	34,288	21,433
Current tax liabilities	27	7,190	8,262	6,570	7,573
Other current liabilities	20	17,305	7,285	5,773	3,202
		77,970	70,696	61,138	46,321
Total liabilities		120,926	135,222	137,054	117,899
Total equity and liabilities		154,375	106,128	110,284	91,086

The accompanying notes to the annual accounts set out on pages 6 to 69 form an integral part of these consolidated annual accounts

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2013, 2012 AND 2011
(Thousand euro)

	Note	Year ended 31 December		
		2013	2012	2011
OPERATING INCOME		156,646	138,782	127,778
Revenue	23	156,289	138,324	127,301
Other operating income	23	357	458	477
OPERATING EXPENSES		(150,264)	(131,756)	(120,433)
Consumption of raw materials and secondary materials	11	(58,314)	(49,303)	(53,871)
Employee benefit expense	25	(55,784)	(50,909)	(43,039)
Depreciation and amortisation	7/8	(4,997)	(4,063)	(2,710)
Other operating expenses	24	(31,129)	(27,696)	(20,210)
Profit/(loss) on sale/impairment of assets	29	(12)	319	(22)
Other income and expenses		(28)	(104)	(581)
OPERATING PROFIT		6,382	7,026	7,345
Finance income	26	1	13	1,303
Finance costs	26	(6,357)	(5,424)	(6,013)
Net exchange differences	26	(396)	(244)	(668)
Change in the fair value of assets and liabilities taken to income statement	26	-	244	(257)
PROFIT BEFORE TAX		(370)	1,615	1,710
Income tax	27	5,640	(2,813)	(1,739)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS		5,270	(1,198)	(29)
PROFIT FOR THE YEAR		5,270	(1,198)	(29)
PROFIT/(LOSS) ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	17	-	(188)	(142)
PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT		5,270	(1,010)	113
Earnings per share from continuing and discontinued activities attributable to owners of the parent (expressed in euro per share)				
- Basic earnings from continued activities	28	13.21	(2.,74)	0.31
- Diluted earnings from continued activities	28	13.21	(2.74)	0.31

The accompanying notes to the annual accounts set out on pages 6 to 69 form an integral part of these consolidated annual accounts

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS ENDED 31 DECEMBER 2013, 2012 AND 2011
(Thousand euro)

	Note	Year ended 31 December 2013	2012	2011
PROFIT FOR THE YEAR		5,270	(1,198)	(29)
OTHER COMPREHENSIVE INCOME				
Items that may be subsequently classified to profit or loss:				
- Currency translation differences	14	(1,501)	(1,197)	(41)
Items that may be subsequently classified to profit/ or loss:		(1,501)	(1,197)	(41)
TOTAL COMPREHENSIVE PROFIT ORLOSS NET OF TAX		3,769	(2,395)	(70)
Attributable to:				
- Owners of the parent		3,769	(2,207)	72
- Non – controlling interests	17	-	(188)	(142)
		3,769	(2,395)	(70)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEARS ENDED 31 DECEMBER 2013, 2012 AND 2011
(Thousand euro)

	Share capital (Note 13)	Treasury shares (Note 13)	Share premium (Note 13)	Retained earnings (Note 14)	Cumulative Translation differences (Note 15)	Non-controlling interests (Note 17)	Total Equity
Balance at 1 January 2011	4,486	(628)	37,248	(64,059)	(2,038)	(1,822)	(26,813)
Total comprehensive profit for 2011	-	-	-	113	(41)	(142)	(70)
Other movements	-	-	-	(102)	-	215	113
Balance at 31 December 2011	4,486	(628)	37,248	(64,048)	(2,079)	(1,749)	(26,770)
Total comprehensive profit for 2012	-	-	-	(1,010)	(1,197)	(188)	(2,395)
Acquisition/Sale of minority shareholdings (Note 1)	-	-	-	(1,859)	-	1,859	-
Other movements	-	-	-	(7)	-	78	71
Balance at 31 December 2012	4,486	(628)	37,248	(66,924)	(3,276)	-	(29,094)
Total comprehensive profit for 2013	-	-	-	5,270	(1,501)	-	3,769
Acquisition of treasury shares (Note 13)	-	(1,179)	-	-	-	-	(1,179)
Share capital increase (Note 13)	4,485	-	55,515	-	-	-	60,000
Other movements	-	-	-	(47)	-	-	(47)
Balance at 31 December 2013	8,971	(1,807)	92,763	(61,701)	(4,777)	-	33,449

The accompanying notes to the annual accounts set out on pages 6 to 69 form an integral part of these consolidated annual accounts

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2013, 2012 AND 2011
(Thousand euro)

		Year ended 31 December		
	Note	2013	2012	2011
Cash flows from operating activities				
Cash generated from continuing and discontinued operations	29	7,258	8,398	11,187
Interest paid		(6,357)	(5,424)	(6,013)
Interest received		1	13	1,303
Income tax paid		(1,744)	(2,106)	-
Net cash generated from operating activities		(842)	881	6,477
Cash flows from investing activities				
Acquisition of property, plant and equipment and intangible assets	7 / 8/20	(2,648)	(6,735)	(6,226)
Proceeds from sale of property, plant and equipment and intangible assets	29	39	408	329
Acquisition of financial assets	9	(18,395)	(1,177)	(3,024)
Disposal of financial assets	9	99	2,082	21,687
Payments raised from investments in associates	9	(10,000)	-	-
Net cash used in investing activities		(30,905)	(5,422)	12,766
Cash flows from financing activities				
Acquisition of treasury shares	13	(1,179)	-	-
Increase in capital	13	60,000	-	-
Proceeds from borrowing	18	4,839	4,277	394
Additions in loans given to the Group		-	-	12,796
Loan repayments	18	(10,723)	(6,012)	(8,023)
Group borrowing payments	31	(23,781)	(1,610)	-
Net cash (used in)/from financing activities		29,156	(3,345)	5,167
Net (decrease)/increase in cash, cash equivalents and bank overdrafts		(2,591)	(7,886)	24,410
Cash, cash equivalents and bank overdrafts at the beginning of the year	12	17,855	25,741	1,331
Cash, cash equivalents and bank overdrafts at the end of the year	12	15,264	17,855	25,741

The accompanying notes to the annual accounts set out on pages 6 to 69 form an integral part of these consolidated annual accounts

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS FOR 2013 AND 2012
(Thousand euro)

1. General information

Activity

Global Dominion Access, S.A., hereinafter the Company was incorporated on 1 June 1999 and its registered address for Mercantile and tax purposes is its headquarters in Bilbao (Spain) located at Calle Ibañez de Bilbao, 28-8-1B, where it moved in February 2014 to.

According to Article 2 of its bylaws, Global Dominion Access, S.A. engages in the preparation of studies regarding the creation, structure and viability of companies and markets both in Spain and abroad, developing, promoting, directing and managing business activities grouped by production sectors by organizing human and material resources for the group of companies, acquiring those that are already in operation and creating new companies, merging, taking over, spinning off or liquidating them in order to directly carry out the activities as is most appropriate in each case for the most efficient management of the business.

On 25 June 2010, an overall shareholding structure change and business reorganisation process was initiated by the Company's main shareholder and included the business recognition of the Group led by the Company, in order to do so resolutions were adopted to purchase/sell lines of business and subsidiaries in order to separate the solutions and technological services business from the rest of the Group's activities.

Since 2010, Global Dominion Access, S.A. and it subsidiaries make up the Technological Services Sector and Solutions and Projects (STSP) at CIE Automotive Group, to which it belongs to. The Global Dominion Access Group led by the Company, which has an international presence, carries out its activities in the area of high technological value services and solutions and projects, also involving advanced technologies, and operates in various sectors, such as: Telecommunications, Transportation, Health, Banking, Energy and Government and the Public Sector. Its main installations are located in Spain, Mexico, Brazil, Argentina, Chile and Peru.

Group structure

The Company is the parent of a Group of companies in accordance with current legislation. The presentation of consolidated annual accounts is necessary in accordance with the accounting principles generally accepted in Spain in order to present a true and fair view of the Group's financial situation and the results of its operations.

The Directors of Dominion Access Group have decided to prepare, for the first time, these consolidated annual accounts following the International Financial Reporting Standards (IFRS) adopted for use in the European Union (IFRS-EU) and approved under European Commission Regulations in force from 31st December 2013.

However, in prior years the Directors decided to apply the regulation established under Article 43 of the Commercial Code and file, for legal and commercial purposes in Spain, the consolidated annual accounts prepared by the parent company of the Group to which it belongs to, CIE Automotive S.A. These consolidated annual accounts for 2013 and 2012, which have also been prepared in accordance with IFRS-EU, were prepared on 28 February 2014 and 27 February 2013, respectively, and show a consolidated net profit of €77,886 thousand and equity, including the net profits for the year and minority shareholdings totalling €562,833 thousand, a total amount of assets totalling €2,369,446 thousand and net revenue totalling €1,760,253 thousand (in 2012, €75,968 thousand, €507,816 thousand, €2,214,979 thousand and €1,645,705 thousand respectively).

Annex I hereto sets out the identification details of the subsidiaries included in consolidation under the full consolidation method.

Annex II hereto set outs the identification details of the associates included in consolidation under the equity method.

Annex III hereto sets out the identification details of the joint ventures (UTEs) included in consolidation under the proportional method.

Changes in the scope of consolidation

2013

In 2013 the company Visual Line, S.L. was incorporated with a share capital of €3,100, in which Global Dominion Access, S.A. subscribed 55%. Furthermore, in August 2013, Dominion Instalaciones y Montajes S.A.U. acquired an additional 50% stake in the company Dominion Networks, S.L., thereby attaining a 100% interest in that company. The acquisition of the additional 50% took place at the par value of the acquired shares since the Company had not started its activities.

Effective on 1 January 2013 for accounting purposes, the company Dominion Instalaciones y Montajes, S.A.U. (DIMSA) segregated, respectively, to its wholly-owned investee companies Dominion Networks, S.L. and Dominion Centro de Gestión Personalizada, S.L., its activities in the telecommunication services area consisting of the role-out of resources for the customers Telefónica and "Vendors", on the one hand, and the monitoring and centralized control of its customer telecommunications networks.

The intention of this operation is to better orient activities towards customers and provide improved strategic visibility in the telecommunications market for future projects and transactions. This operation has no effect whatsoever on the consolidated figures.

Through its parent company, Global Dominion Access, S.A., on 20 December 2013 the Group participated in a share capital increase at the Spanish company Beroa Thermal Energy, S.L. in the amount of €10,000 thousand, in order to acquire 22.72% of its share capital. It also concluded a purchase option agreement, from July to September 2014, under which it reserves the right to acquire an additional 50% of the share capital in Beroa Thermal Energy, S.L.. In the event that the purchase option is exercised, Dominion Group will pay over three years, for the percentage stake acquired, an amount equivalent to the EBITDA of Beroa Group in each of those three years (2014, 2015 and 2016) multiplied by 7.5x, from which the relevant financial debt will be subtracted. Both operations will take place at market value in accordance with a report issued by an independent expert.

The Group, for which Beroa Thermal Energy, S.L. is the parent company engages in the preparation of industrial installations, formalising projects in this respect, technical assistance and the rendering of advisory services to companies, particularly all matters relating to refractory and similar materials, as well as the construction of chimneys, preparation of plans and projects for industrial installations involving those materials, including the assembly of facilities necessary for those installations. It also carries out studies regarding the creation, structuring and viability of companies and interests in commercial companies through the acquisition of shares or interests in which their capital is divided, particularly those involved with the assembly of refractory materials at facilities of all types.

The main facilities are located in Europe (Spain, Germany, France, Italy, United Kingdom, Poland and Denmark), as well as in Saudi Arabia, Persian Gulf (Oman, Qatar, UAE), United States, Latin America (Chile, Mexico and Argentina) and South Africa.

2012

The Peruvian company Dominion Perú Soluciones y Servicios, S.A.C. was incorporated on the 22 February 2012 and the group company Global Dominion Access, S.A. holds a 99.99% stake.

On 1 July 2012, the Mexican company Dominion Tecnologías de la Información, S.A. de C.V. sold all of the shares it held in the company Grupo DRCC, S.A. de C.V. for an amount equivalent to the net carrying value of the assets in the consolidated accounts. This operation therefore did not have any significant impact on the consolidated profit.

In addition, on 1 July 2012, the company Dominion México, S.A. de C.V. (subsequently merged with Mexicana de Electrónica Industrial, S.A. de C.V. (MEXEL)) sold the shares it held in the company DM Informática, S.A. de C.V., and the group Grupo DRCC, S.A. de C.V. for an amount equivalent to their net assets value and, therefore, there was no effect on the consolidated profit.

In July 2012, the call covering the 45% of Halógica Tecnología S.A. (Brazil), which was not held by the Group before, (Brazil) was exercised. . The exercising of this call did not give rise to any cost whatsoever given the company's equity situation and meant that the Group assumed the losses that had previously been attributed to minority shareholdings, totalling €1,859 thousand. Subsequently, the company was capitalised to the capitalisation of loans previously granted by the Group.

In September 2012, a reverse merger took place between Dominion México, S.A. de C.V. (Target Company) and Mexicana Electrónica Industrial, S.A. de C.V. (acquiring company). This merger did not have an effect on the consolidated figures.

During 2012, Global Dominion Brasil Participaçoes Ltda. sold its 50% stake in GES Dominion Brasil, S.A. to GES España, S.A. for an amount equivalent to its their net assets value, and therefore there was no effect on the consolidated profit.

2011

In 2011, the companies Dominion Soluciones Tecnológicas, S.L.U., Dominion Instalaciones y Montajes, S.A.U., Install Telecom, S.A. and Dominion Seguridad, S.A. merged, and the acquiring company was Dominion Instalaciones y Montajes, S.A.U.

Shareholders of the Group's parent company

At 31 December 2013, 2012, 2011 and 1 January 2011 companies with a shareholding in Global Dominion Access, S.A. of 5% or more are as follows:

	% interest			
	2013	2012	2011	01.01.2011
CIE Automotive, S.A.	94,93	84,93	84,93	84,93
Cartera e Inversiones Blaster, S.L.	5,06	10,13	10,13	10,13

In 2013 two capital increases were carried out for a total of €4,485 thousand, which were fully subscribed and paid in by CIE Automotive, S.A. (Note 13).

In December 2013, the parent company acquired 3,731 and 7,587 treasury shares, respectively, which, added to the 4,188 already existing from prior years, make a total of 15,506 treasury shares at the end of the year and represent 2.077% of share capital at the year-end (Note 13.c).

Equity and financial situation

Since the entry of Grupo Dominion S.A into Grupo CIE Automotive S.A., Dominion Group has not prepared consolidated accounts since the consolidated information that has been presented focused on its parent company CIE Automotive S.A.

The negative equity situation that the Group presented in 2012 and, in prior years, was not considered to be critical due to the support system from its parent company consisting of financial loans, some of which were participating loans.

This situation was overcome in 2013 through the share capital increases carried out (Note 13).

The Directors of the parent company have prepared these consolidated annual accounts considering that there are no concerns about the recovery of the assets and comply with its financial or other obligations, in the timing and amount registered in the consolidated balance sheet; the development of projects and activities according to the financial budgets approved by the management throughout the fiscal years (Note 8), and due to the successful performance of these activities, and the financial and economic support received from CIE Automotive Group, which it belongs to.

Preparation of the accounts

These consolidated annual accounts were prepared by the Board of Directors on 30 June 2014 and are pending approval by Shareholders at a General Meeting. Nonetheless, Company management understands that the changes will be approved without any modification.

2. Summary of the main accounting policies applied

The main accounting policies adopted when preparing these consolidated annual accounts are described below. Except for the matter indicated in Note 2.1.1 below, the accounting policies have been applied consistently to all years being presented.

2.1 Basis of presentation

As referred in Note 6.1, the consolidated annual accounts at 31 December 2013 and 2012, which include the amounts of 2011, are the first consolidated annual accounts presented by the Group Global Dominion Access, S.A., presented in accordance with IFRS-EU framework, being 1 January 2011 the date of transition to IFRS.

The Group's consolidated annual accounts at 31 December 2013 and 2012 have been drawn up in accordance with the International Financial Reporting Standards adopted for utilization in the European Union (IFRS-EU) and approved under European Commission Regulations in force at 31 December 2013.

The consolidated annual accounts have been prepared on a historical cost basis, as modified by the revaluation of financial assets and financial assets and liabilities (including derivatives) at fair value through profit and loss.

The preparation of consolidated annual accounts in accordance with IFRS-EU requires the application of certain significant accounting estimates. The application of IFRS also requires that management exercise judgment in the process of applying the accounting policies. In Note 4, the areas that require a higher level of judgment or entail greater complexity are disclosed, and the areas where assumptions and estimates are significant for the consolidated annual accounts.

The consolidated annual accounts are not affected by any matter that could go against the applicable basis of presentation

2.1.1 Details and summary of standards, amendments to standards and interpretations published to date.

a) Standards, amendments and interpretations that have not yet entered into force but which may be adopted before the start of financial years commencing 1 January 2013 (IAS 8.29).

At the date these consolidated annual accounts were signed, the IASB and the IFRS Interpretations Committee had published the standards, amendments and interpretations listed below and which are mandatory starting in 2014, but have not been adopted early by the Group:

IFRS 10, "Consolidated financial statements".

IFRS 10 introduces changes in the concept of control, which continues to be defined as a determining factor as to whether or not the company should be included in the consolidated financial statements. IFRS 10 replaces the guidelines regarding control and consolidation established in IAS 27 "Consolidated and separate financial statements" and eliminates SIC 12 "Consolidation - Special purpose entities"

In order for control to exist, two elements of power over a company and variable yields must be present. Power is defined as the capacity to direct the activities of a company in a manner that significantly affects its performance. The concept of unity between a parent company and its subsidiaries for the purposes of consolidated financial statements and consolidation procedures have not changed with respect to the previous IAS 27.

Although this standard is mandatory for all years commencing 1 January 2013 based on the validity date established by the IASB, the European Union established a validity date of 1 January 2014.

Early application is allowed, provided that IFRS 11 "Joint Arrangements", IFRS 12 "Disclosures of interests in other entities", IAS 27 (revised in 2011) "Separate financial statements" and IAS 28 (revised in 2011) "Investments in associates and joint ventures" are applied at the same time.

The new standard is not expected to have any significant effect on the Group's consolidated annual accounts.

IFRS 11 "Joint Arrangements".

IFRS 11 provides an accounting treatment for joint agreements based on the rights and obligations deriving from the agreement and not on its legal format. The types of joint agreements are reduced to two: joint operations and joint ventures. Joint operations mean that a participant has direct rights to the assets and obligations deriving from the agreement and therefore recognises its share in proportion to the assets, liabilities, revenues and expenses recorded by the company in which the interest is held. Joint ventures arise when a participant has the right to the results obtained or to the net assets of the company in which the interest is held and therefore uses the equity method to recognise its stake in the company.

Stakes in joint ventures may no longer be recognised using the proportional consolidation method.

Although this standard is mandatory for all years commencing 1 January 2013 based on the validity date established by the IASB, the European Union established a validity date of 1 January 2014. The changes in accounting treatment required by IFRS 11 are reflected at the start of the oldest period presented in the financial statements.

Early application of IFRS 11 is allowed, provided that IFRS 10 "Consolidated financial statements", IFRS 12 "Disclosures of interests in other entities", IAS 27 (revised in 2011) "Separate financial statements" and IAS 28 (revised in 2011) "Investments in associates and joint ventures" are applied at the same time.

The new standard is not expected to have any significant effect on the Group's consolidated annual accounts.

IFRS 12 "Disclosure of interests in other entities".

IFRS contains the disclosure requirements for companies that report under the new IFRS 10 "Consolidated financial statements" and the new IFRS 11 "Joint arrangements". In addition, it replaces the disclosure requirements previously included in the former IAS 28 "Investments in associates" and IAS 31 "Interests in joint ventures". Under IFRS 12 disclosures must include information that allows users of the financial statements to evaluate the nature, risks and financial effects associates with the company's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities.

Although this standard is mandatory for all years commencing 1 January 2013 based on the validity date established by the IASB, the European Union established a validity date of 1 January 2014.

To encourage the inclusion of the new IFRS 12 disclosures in the financial statements before it enters into force, the standard clarifies that the disclosure of the information required by IFRS 12 does not require the company to meet all of the provisions of the standard, or adopt IFRS 10 "Consolidated financial statements", IFRS 11 "Joint arrangements:, IAS 27 (revised in 2011) "Separate financial statements" and IAS 28 (revised in 2011) "Investments in related parties and joint ventures" at the same time.

The Group is analysing the impact of the new standard, although it believes that the effect on the consolidated annual accounts will not be significant.

IAS 27 (Revised) "Separate financial statements".

The requirements previously established in IAS 27 with respect to the preparation of consolidated financial statements are included in the new IFRS 10 and therefore the former's scope of application is reduced to the accounting for investments in subsidiaries, joint ventures and associates in the individual financial statements under IFRS prepared by the investing company, which have not been changes with respect to the preceding legislation (i.e. recognition at cost of fair value according to the requirements of IFRS 9).

Although IAS 27 is mandatory for all years commencing 1 January 2013 based on the validity date established by the IASB, the European Union established a validity date of 1 January 2014.

Early application of is allowed, provided that IFRS 10 "Consolidated Financial Statements", IFRS 11 "Joint Arrangements", IFRS 12 "Disclosures of interests in other entities" and IAS 28 (revised in 2011) "Investments in associates and joint ventures" are applied at the same time.

The new amendment is not expected to have any significant effect for the Group.

IAS 28 (Revised) "Investments in associates and joint ventures".

IAS 28 has been updated to include references to the joint ventures, which under IFRS 11 "Joint arrangements" have to be recognised using the equity method. Simultaneously information regarding the following aspects has been added:

- Accounting treatment of instruments that provide potential voting rights.
- Measurement of shareholdings in associates and joint ventures in the hands of venture capital companies, mutual companies and other similar entities.

- Accounting treatment when the shareholding in an associate or joint venture is reduced by the equity method continues to be applicable.
- Accounting treatment of the contribution of a non-monetary asset to an associate or joint venture in exchange for receiving a share in the company's equity.

Although IAS 28 is mandatory for all years commencing 1 January 2013 based on the validity date established by the IASB, the European Union established a validity date of 1 January 2014.

Early application is allowed, provided that IFRS 10 "Consolidated Financial Statements", IFRS 11 "Joint Arrangements", IFRS 12 "Disclosures of interests in other entities" and IAS 27 (revised in 2011) "Separate financial statements" are applied at the same time.

No significant impact on the consolidated accounts is expected from the review of this IAS.

IAS 32 (Revised) "Offsetting financial assets and financial liabilities"

In December 2011 the IASB issued an amendment of IAS 32, "Offset of financial assets with financial liabilities" and an amendment of IFRS 7 "Disclosures - Offset of financial assets with financial liabilities", mentioned above.

IFRS 10 (Revised), IFRS 11 (Revised) and IFRS 12 (Revised) "Consolidated financial statements, joint arrangements and disclosures regarding interests in other companies: "Transition guidelines", (Amendments to IFRS 10, IFRS 11 and IFRS 12)

The IASB has amended the transitional provisions of IFRS 10 "Consolidated financial statements, IFRS 11 "Joint arrangements" and IFRS 12 "Disclosures regarding interests in other companies" to clarify that the date of first application is the first day of the first year in which IFRS 10 is applied for the first time. See the amendments to IFRS 11 and IFRS 12, mentioned above.

IFRS 10 (Revised), IFRS 12 (Revised) and IFRS 27 (Revised) "Investment entities"

Under certain circumstances, the amendment of IFRS 10 means that funds and similar entities are exempted from consolidating the companies over which they exercise control. Instead, they will be measured at fair value through changes in profit and loss. These amendments therefore provide for an exemption for entities that meet the definition of "investment entity" and which have specific characteristics. Amendments have also been made to IFRS 12 to introduce requirements for information that an entity of this type must include in its consolidated annual accounts.

The amendments to these standards are mandatory for all years commencing as from 1 January 2014. It may be applied early, provided that all of the aforementioned amendments are adopted at the same time.

The new amendment is not expected to have a significant effect on the consolidated annual accounts.

b) Standards, amendments and interpretations applied to existing standards may not be adopted early or have not been adopted to date by the European Union

At the date these consolidated annual accounts were prepared, the IASB and IFRS Interpretations Committee had published the following standards, amendments and interpretations that have not yet been adopted by the European Union.

IAS 19 (Revised), "Defined benefit plans: Employee contributions"

This amendment applies to contributions made by employees or third parties to defined benefit plans. The objective is to simplify the accounting treatment of contributions that are independent of the number of years of service, for example, employee contributions that are calculated based on a fixed percentage of their salary.

IAS 19 (revised in 2011) makes a distinction between employee contributions relating to services rendered and those that are not associated with their service. The current amendment also makes a distinction between contributions that are associated to services only in the year in which they arise and those that are associated to services rendered over more than one year. The amendment allows contributions that are associated with service, and do not change with the duration of the employee's service, to be deducted from the cost of accrued benefits in the year in which the relevant services rendered.

Contributions associated with the service, and which vary in accordance with the duration of the employee's service, must be extended during the period over which the service is rendered using the same assignment method applied to the benefits. This means that either in accordance with the pension plan formula or when the plan provides a significantly higher level benefit for services in subsequent years, on a straight line basis.

This amendment is applicable to all years commencing as from 1 July 2014 and is applied retrospectively. Early adoption is permitted.

IAS 36 (Revised) "Disclosures regarding the recoverable amount of non-financial assets"

The IASB published a limited scope amendment to IAS 36 "Impairment of assets" relating to the disclosures of the recoverable amount of impairment assets when the recoverable amount is based on fair value less the costs of selling or otherwise disposing of the assets. Through IFRS 13 "Fair value measurement" the amendments relating to the IAS 36 disclosures were implemented. Once of this amendments was worded more broadly than expected. The amendment corrects this situation and also requires that supplementary information be presented regarding the fair value measurements when there has been an impairment or reversal of those items.

This revision is applicable to all years commencing as from 1 January 2014 and is applied retrospectively. It may be adopted early but it cannot be adopted before the application of IFRS 13 by the company.

IAS 39 (Revised) "Financial instruments - Novation of derivatives and continuity of hedge accounting" (June 2013)

In accordance with IAS 39, a company is required to interrupt hedge accounting when a derivative that has been designated as a hedging instrument is novated to a central counterparty (CCP) given that the original derivative ceases to exist. The new derivative with the CCP is recognised at the time of the novation.

The IASB has amended IAS 39 to introduce a restricted scope exemption to the interruption of hedge accounting when the novation of a hedge instrument to a CCP complies with certain requirements.

Specifically, the amendments will not result in the expiration or termination of the hedge instrument if:

- As a result of a specific law or regulation, the parties to a hedge instrument agree that a CCP, or an entity (or entities) act as counterparties in order to carry out the offset as a CCP, replaces the original counterparty and

- Other changes, if any, to the hedge instrument are limited to those that are necessary to replace the counterparty.

These amendments will be applicable in years commencing as from 1 January 2014, although they may be adopted early.

IFRS 9, "Financial instruments"

The issue of IFRS 9 "Financial Instruments" in November 2009 represented the first step in the IASB's project to replace IAS 39, "Financial Instruments": Recognition and measurement". IFRS 9 simplifies the recognition of financial assets and introduces new requirements for their classification and measurement. It requires that the financial assets that are maintained primarily to hedge cash flows that represent the payment of principal and interest are measured at amortised cost, while all other financial assets, including those held for trading, are measured at fair value. Accordingly, a value impairment model is only required for the financial assets recognised at amortised cost. In October 2010 the IASB updated the content of IFRS 9 to include the recognition and subsequent measurement criteria for financial liabilities and the criteria for writing off financial instruments. The previous requirements of IAS 39 have not been modified in this respect, except with respect to the subsequent recognition of financial liabilities measured at fair value through changes in profit and loss.

With respect to these items, changes in fair value deriving from the consideration of credit risk are to be recognised as revenues and expenses directly under equity. The amounts recorded under equity are not taken to the income statement, although they may be reclassified to other equity headings. However, if at the time of the initial recognition of these liabilities it is determined that such recognition would give rise to a mismatch with the measurement of the associated financial assets, all changes in value would be taken to the income statement. At the moment, the current requirements of IAS 39 with respect to the impairment of financial assets and the recognition of hedges continue to be applicable.

This standard will be applicable in years commencing as from 1 January 2013, although it may be adopted early.

IFRS 9, (Revised) and IFRS 7 “Mandatory date of entry into force and transitional disclosures”

The IASB has published an amendment under which the entry into force of IFRS "Financial Instruments" is delayed and is not mandatory for years commencing as from 1 January 2015. According to the original transitional provisions, IFRS 9 entered into force on 1 January 2013. The early application of IFRS 9 continues to be permitted.

In addition, the IASB has extended the completion deadline for the remaining stages of the project to replace IAS 39 "Financial Instruments: Recognition and measurement" (the accounting of impairment losses and opening accounts). This amendment notes the importance of allowing the simultaneous application of all the stages of the new standard.

It is also notable that the amendment to IFRS 9 introduced changes regarding comparative information and the additional disclosures that must be provided after the adoption of the new standard, based on the date it is first applied, as is indicated below:

- If IFRS 9 is applied to years commencing before 1 January 2012, it is not necessary to re-express the comparative figures or include the additional disclosures at the initial date the standard is applicable.

- If IFRS 9 is applied to years commencing on or after 1 January 2012 but before 1 January 2013, a choice must be made between re-expressing the comparative figures or including the additional disclosures at the initial date the standard is applicable.
- If IFRS 9 is applied to years commencing on or after 1 January 2012, it is not necessary to re-express the comparative figures but the additional disclosures must be included at the initial date the standard is applicable.

IFRS 9 – (Revised) "Financial Instruments: Hedge accounting and amendments to IFRS 9, IFRS 7 and IAS 39

Within the IASB project to replace IAS 39 entirely by IFRS 9, it published the document "IFRS 9: financial instruments - Hedge accounting" that includes the requirements relating to hedge accounting in IFRS 9. These amendments to IFRS 9 represent a substantive reform of hedge accounting that more tightly aligns hedge accounting with risk management and should result in more useful information for the taking of decisions by the users of financial statements.

These new requirements also established an approach more based on principles instead of rules for hedge accounting and take care of inconsistencies and weaknesses in the current IAS 39 model.

The most important changes affect:

- *Hedge effectiveness tests and the possibility of applying hedge accounting*.
- *Hedged items*
- *Hedge instruments*
- *Accounting, presentation and disclosures*.

Although not referring to hedge accounting, as part of the amendments IFRS is amended to allow companies to adopt early the requirement of recognizing changes in fair value attributable to changes in the company's own credit risk in other comprehensive profit and loss (for financial liabilities measured at fair value). This may be applied without having to adopt the rest of IFRS 9.

Finally, the date on which IFRS 9 enters into force (1 January 2015) has been eliminated, although companies may still choose to apply IFRS 9 immediately [but not for the purposes of IFRS-EU, since IFRS 9 has not yet been approved by the European Union].

IFRS 9 is applicable retroactively. However, hedge accounting will be applied prospectively (with some exceptions).

IFRIC 21 "Taxes"

IFRIC 21 "Levies" is an interpretation of IAS 37 "Provisions and contingent assets and liabilities" that covers the accounting treatment of taxes levied by public administrations, other than income tax and fines and penalties imposed for failing to comply with legislation. The main question that is raised in this respect is when the company must recognise a liability for the obligation to make payment of a tax that is recognised in accordance with IAS 37. IAS 37 establishes the conditions for recognizing a liability, one of which is that the company has a present obligation as a result of a past event. The interpretation clarifies that the obligation event that gives rise to a liability to pay a tax is the activity described in the relevant legislation that gives rise to the payment of that tax.

This interpretation applies in a mandatory manner for every annual account starting 1 January 2014 and beyond, according to the date of entry into force established by the IASB, however, within the European Union, this date has been delayed until 17 June 2014. For entities which fiscal year corresponds to the natural year, the application of IFRIC 21 will be mandatory from 1 January 2015. The anticipated application is permitted.

The Group is analyzing the impact of that changes may have on the Group Consolidated Annual Accounts

2.2 Consolidation principles

a) Subsidiaries

Subsidiaries are all entities (including special-purpose companies) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. When assessing whether the Group controls a company, the existence and effects of potential voting rights which may be currently exercised or converted are taken into account. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise in circumstances where the size of the Group's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies, etc.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration paid for the acquisition of a subsidiary consists of the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability that originates from a contingent consideration agreement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through profit or loss.

Any contingent compensation to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. The accounting policies followed by subsidiaries have been modified where necessary to ensure uniformity with policies adopted by the Group.

The accompanying Appendix I sets out the identification particulars of subsidiaries.

31st December is the year-end for all the annual financial statements used in the consolidation process.

b) Changes in the ownership stakes in subsidiaries without any change in control

The Group recognises transactions involving non-controlling interests that do not result in loss of control as transactions with the owners of the Group's equity in their capacity as owners. In acquisitions of non-controlling interests, the fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

c) Disposal of subsidiaries

When the Group ceases to have control or significant influence, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

d) Joint Ventures

The Group's interests in jointly controlled entities are proportionately consolidated. The Group combines its share of the joint ventures' individual income and expenses, assets and liabilities and cash flows on a line-by-line basis with similar items in the Group's financial statements. The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other venturers. The Group does not recognise its share of profits or losses from the joint venture that result from the Group's purchase of assets from the joint venture until it re-sells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets, or an impairment loss.

See detailed information on these joint ventures in Note 32.

e) Associates

Associates (Note 9) are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes any goodwill (net of impairment) identified on acquisition (Note 2.6.a)). Note 2.7 outlines the impairment policy in respect of non-financial assets, including goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss.

The Group's share of its associates' post-acquisition profits or losses is recognized in the income statement and its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

At each reporting date, the Group determines if there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of the impairment loss as the difference between the recoverable amount of the associate and its carrying amount and recognises the amount adjacent to "share of profit/(loss) of associates" in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. The accounting policies of associates have been changed where necessary to ensure consistency with policies adopted by the Group.

Dilution gains or losses arising in associates are recognised in the income statement.

2.3 Foreign currency conversion

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). All Group companies use the currency of their country of domicile as their functional currency.

The consolidated annual accounts are presented in Euro, which is the Group's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Exchange gains and losses are presented in the income statement under "Net exchange differences".

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

The Group has assigned certain loans to its affiliated companies as net investment in a foreign business, and classifying the currency exchange differences in the financial line of Net Exchange Differences amounting €2,831 thousand in 2013 (€1,112 thousand in 2012 and €247 thousand in 2011).

c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
(ii) Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
(iii) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, any exchange differences arising from the translation of net investments in foreign operations and loans and other instruments in foreign currency and designated as hedges of such investments are taken to equity. When realised, or when the investment ceases to be classified as a net investment in a foreign operation, these differences are recognised in the income statement as part of the gain or loss on the sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

The Group has not defined net investment hedges at 31 December 2013, 2012, 2011 and 1 January 2011.

2.4 Property, plant and equipment

Items of property, plant and equipment are recognised at cost less accumulated depreciation and any accumulated impairment losses, except for land, which is presented net of impairment losses.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation of other non-productive assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	Estimated useful life
Other equipment and furniture	7
Other property, plant and equipment	4

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on the sale of items of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognised within "Other income" (Note 23).

When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

2.5 Borrowing cost

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.6 Intangible assets

a) Goodwill

Goodwill represents the excess of acquisition cost over the Group's interest in the acquisition-date fair value of the net identifiable assets, liabilities and contingent liabilities of the subsidiary acquired. Goodwill arising on acquisitions of subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and is carried at cost less cumulative impairment losses; goodwill impairment cannot be reversed in the future. Gains and losses on the sale of an entity include the carrying amount of goodwill allocated to the entity sold.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level (Note 2.7).

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying amount of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

b) Research and development expenses

Research expenditure is recognised as an expense as incurred. The costs incurred in development projects (associated with the design and testing of new products or product upgrades) are recognised as an intangible asset when the success of the development is deemed probable taking into account its technical and commercial feasibility, management intends to complete the project and has the technical and financial resources to do so, has the ability to use or sell the asset and generate potential economic benefits and the costs involved may be reliably estimated. Other development expenditures are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs with a finite useful life that have been capitalised are amortised from the start of commercial production of the product on a straight-line basis over the period in which it is expected to generate economic benefits, which does not exceed five years.

Any intangible assets so recognised are subject to impairment testing under IAS 36.

c) Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

Costs associated with developing or maintaining computer software programs are recognised as an expense when incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that are deemed likely to generate economic benefits in excess of costs beyond one year, are recognised as intangible assets. Directly attributable costs include software developer costs and an appropriate portion of relevant overheads.

Computer programs acquired from third parties or developed in-house that are capitalised are amortised over their estimated useful lives, which do not exceed three years.

2.7 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's- fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than goodwill that have suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8 Non-current assets (disposal groups) held for sale and discontinued operations

The Group classifies a non-current asset (or disposal group) as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Non-current assets (or disposal groups) classified as held-for-sale are measured at the lower of their carrying amount and fair value less costs to sell, if the carrying value will be recovered primarily through the sale rather than through continuing use.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets into the following categories: fair value through profit or loss, loans and receivables, investments held to maturity and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of investments at the time of initial recognition.

a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if it was acquired principally for the purpose of selling it in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for amounts maturing more than 12 months after the end of the reporting period, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (Note 10).

c) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities which Group management has the positive intention and ability to hold to maturity. If the Group disposes of a significant amount of the held-to-maturity assets, the entire category is reclassified as available-for-sale. Financial assets held to maturity are included under non-current assets, except for those that mature within 12 months of the reporting date.

d) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

2.9.2 Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit and loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest rate method.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the income statement within 'Net gains/losses on financial instruments at fair value' in finance income/costs in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences on monetary securities are recognised in the income statement. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in equity.

Unrealised gains and losses resulting from changes in the fair value of non-monetary instruments classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value using valuation techniques. These include the use of recent arm's length transactions between knowledgeable, willing parties, benchmarking of other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

2.9.3 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.9.4 Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired.

A financial asset or a group of financial assets is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

In the loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

Impairment testing of receivables is described in Note 2.12.

2.10 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

a) Hedges of the fair value of recognised liabilities (fair value hedge);
b) Hedges of a particular risk associated with a recognised asset/liability or a highly probable forecast transaction (cash flow hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

In 2013, 2012 and 2011, the Company did not record any derivatives classified as hedges.

Derivatives that do not qualify for hedge accounting are recognised at fair value through changes in profit or loss. Changes in the fair value of any derivative instrument which does not qualify for hedge accounting are recognised immediately in the income statement.

2.11 Inventories

Inventories are measured at the lower of cost and net realisable value.

Goods purchased for resale and raw materials are measured at the lower of acquisition cost and net realisable value. When the net realisable value of inventories is less than cost, the appropriate value adjustments are made and recognised as an expense in the income statement. If the circumstances that caused the adjustment cease, the adjustment is reversed and reversal is recognised in the income statement.

The net realisable value is the estimated selling price in the ordinary course of business, less applicable estimated costs of sales.

2.12 Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is recognised when there is objective evidence that the Group will not be able to collect all amounts due under the original terms of the receivables. Indications of impairment are deemed to exist when the debtor is in serious financial difficulty, it is probable that the borrower will enter bankruptcy or other financial reorganisation, and in the event of payment default or delinquency. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the asset is reduced as the provision is used and the loss is recognised in the income statement. When a receivable is deemed uncollectable it is written off against the provision for impairment of receivables. Any subsequent recovery of previously written-off amounts is recognised in the income statement.

Financing through the discounting of bills of exchange is not written off from trade receivables until they are collected and is reflected as bank financing. In order to hedge certain customer collection risks, collection insurance contracts are arranged that cover the risk of default through the payment of insurance premiums.

Financing by means of non-recourse factoring or the sale of trade receivables triggers the recognition of the receivable as all associated risks are transferred to the financial institution in question.

2.13 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.14 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

When a Group company acquires shares of the parent company (treasury shares), the consideration paid, including any directly attributable incremental cost (net of income tax) is deducted from equity attributable to the parent's equity owners until the shares are cancelled, reissued or sold. When these shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the parent's equity owners.

2.15 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

The gain on a loan granted by a government body at below market interest rates is measured as the difference between the instrument's carrying amount in accordance with IAS 39, 'Financial instruments: Recognition and measurement', and the amount received; a grant is recognised in the amount of this difference and is recorded in the income statement or in liabilities as a deferred government grant depending on whether the loan finances current expenses or investments in property, plant and equipment.

2.16 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.17 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer their settlement for at least 12 months after the end of the reporting period.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

2.18 Current and deferred income tax

a) Corporate income tax

Corporate income tax expense for the year comprises current and deferred tax and is calculated on the basis of profit before tax, adjusted for any permanent and/or temporary differences contemplated in the tax laws enacted or substantively enacted at the balance sheet date regarding the calculation of taxable income in the countries where the company and its subsidiaries operate. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Tax credits and deductions and the tax effect of applying unused tax losses that have not been capitalised are treated as a reduction in income tax expense for the year in which they are applied or offset.

Since 2011, the Group's parent company Global Dominion Access, S.A. and its subsidiary, Dominion Investigación y Desarrollo, S.L.U. are taxed on a consolidated basis in the regional territory of Bizkaia together with the following subsidiaries that form part of CIE Automotive Group (Note 1):

- CIE Bérriz, S.L.
- Autokomp Ingeniería, S.A.
- CIE Mecauto, S.A.U.
- CIE Udalbide, S.A.U.
- Egaña 2, S.L.
- Gameko Fabricación de Componentes, S.A.
- Inyectametal, S.A.
- Leaz Valorización, S.L.
- Orbelan Plásticos, S.A.
- Transformaciones Metalúrgicas Norma, S.A.
- Alfa Deco, S.A.U.
- Alurecy, S.A.U.
- Componentes de Automoción Recytec, S.L.U.
- Nova Recyd, S.A.U.
- Recyde, S.A.U.
- Tarabusi, S.A.U. (merged into Alcasting Legutiano, S.L.U in 2013)
- Alcasting Legutiano, S.L.U.
- Bionor Transformación, S.A.U.
- Bionor Berantevilla, S.L.U.
- Vía Operador Petrolífero, S.A.U.
- Mecanizaciones Del Sur - Mecasur, S.A.U.
- CIE Automotive Nuevos Mercados, S.L.
- Gestión de Aceites Vegetales, S.L.
- Reciclados de Residuos Grasos, S.L.
- Reciclados Ecológicos de Residuos, S.L.U.
- Biodiesel Mediterráneo, S.L.U.

The parent of the consolidated group is CIE Automotive, S.A. (the Group's ultimate parent company (Note 1).
The other Group companies file individual returns.

b) Deferred taxes

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except when the Group can 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 deriving from the carryforward of unused tax credits and unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the tax assets can be utilised. In the case of tax allowances in respect of investments, the tax credit is accrued as a decrease in expense over the period during which the items of property, plant and equipment that generated the tax credit are depreciated (Note 2.4); this right is recognised with a credit to deferred income.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset the amounts recognised under these headings and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.19 Employee benefits

a) Pension commitments

The Group operates several pension plans. Plans are funded through payments to insurance companies or externally administered funds, determined by regular actuarial calculations. The Group has defined contribution plans.

- Defined contribution pension plans

  A defined contribution plan is one under which fixed contributions are made to an independent entity and does not have any legal, contractual or implicit obligation to make additional contributions if the independent entity does not have sufficient assets to satisfy the commitments assumed.

  For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent of a cash refund or a reduction being available in the future payments.

  The Group recognises a liability for contributions payable when at the year-end it records accrued contributions not yet satisfied.

b) Termination benefits

Termination benefits are paid to employees as a result of the Company's decision to terminate employment contracts before the retirement age or when employees voluntarily agree to resign in return for benefits offered by the Company. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or as a result of an offer of termination benefits made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

c) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the parent company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.20 Provisions

Provisions for specific liabilities and charges are recognised when:

(i) The Group has a present legal or constructive obligation as a result of past events;
(ii) It is probable that an outflow of resources will be required to settle the obligation; and
(iii) The amount has been reliably estimated.

Restructuring provisions include employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the probability of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

2.21 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable on the sale of goods and services in the ordinary course of the Group's business activities, stated net of discounts, returns and value added taxes and after the elimination of intragroup sales. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities. The amount of revenue cannot not be reliably determined until all of the contingencies associated with the sale have been resolved. Revenue is recognised as follows:

a) Sales of goods

Sales of goods are recognised when a Group company has delivered the products to the customer, the customer has accepted the products and it is probable that the future economic benefits will flow to the seller. Accumulated experience is used to estimate and provide for returns at the time of sale.

b) Sales of services and project contracts

The Group sells telecommunication system integration services and network and automation related IT consultancy services, carrying out all phases of the project, including engineering, supply, installation and start-up, for public and private enterprises. These services are rendered in accordance with a specific date and materials, or a fixed price contract.

Revenue from specific date and materials contracts, which normally relate to the rendering of telecommunication system integration services, are recognized at the rates stipulated in the contract as the related man hours are worked and direct expenses incurred.

Revenue deriving from fixed-price contracts relating to engineering maintenance work and network installations is recognised. In accordance with this method, revenue is generally recognised on the basis of services performed to date.

c) Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash is collected or on a cost-recovery basis as conditions warrant.

d) Royalty revenues

Revenue from royalties is recognised on an accruals basis in accordance with the substance of the relevant agreements.

e) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.22 Leases

Finance leases

Leases of property, plant and equipment in which the Group retains substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is apportioned between the reduction of the outstanding liability and the finance charge so as to produce a constant rate of interest on the outstanding liability. The corresponding lease obligation, net of finance charges, is included in long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.23 Dividend distribution

Dividend distribution to the parent company's shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the parent company's shareholders.

2.24 Environmental disclosures

Costs incurred by the Group as part of its business activities that are intended to protect the environment and/or improve its environmental record are expensed currently. These costs are capitalised when the expenses represent additions to items of property, plant and equipment intended to make them more environmentally-friendly and minimise their impact on the environment.

2.25 Current and non-current balances

Are considered as non-current balances, assets and liabilities, those amounts with longer maturity to 12 months from the closing date of the period.

3. Financial risk management

3.1. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

In the broadest sense, the goal of the management of financial risk is to control the incidents generated by fluctuations in exchange and interest rates and the price of raw materials. Management of these risk factors, which is the responsibility of the Parent Company Finance Department and CIE Automotive Group, focus on the arrangement of financial instruments in order to build, as far as possible, exposure to favourable trends in exchange and interest rates, subject to compatibility with the mitigation, in part or in whole, of the adverse effects of an unfavourable environment.

a) Market Risk

(i) Foreign exchange risk

The Group's presence in international markets obliges it to articulate an exchange rate risk management policy. The overriding objective is to reduce the adverse impact on its activities in general and on the income statement in particular of the variation in exchange rates so that it is possible to hedge against adverse movements and, if appropriate, leverage favourable trends.

In order to articulate such a policy, CIE Automotive Group and Global Dominion Access subgroup uses the Management Scope concept. This concept encompasses all collection / payment flows in a currency other than the euro expected to materialise over a specific time period. The Management Scope includes assets and liabilities denominated in foreign currency and firm or highly probable commitments for purchases or sales in a currency other than the euro. Assets and liabilities denominated in foreign currency are subject to management, irrespective of timing, while firm commitments for purchases or sales that form part of the Management Scope are also subject to management if they are expected to be recognised on the balance sheet within a period of no more than 18 months.

Having defined the Management Scope, the Group uses a series of financial instruments for risk management purposes that in some instances permit a certain degree of flexibility. These instruments are essentially the following:

- Forward currency purchases/sales: these contracts lock in an exchange rate for a specific date; the timing can be adjusted to match expected cash flows.
- Other instruments: other hedging derivatives may also be used, the arrangement of which requires specific approval by the relevant management body. This body must be informed beforehand as to whether or not it complies with requirements for consideration as a hedging instrument, therefore qualifying for hedge accounting.

The Group has several investments in foreign operations whose net assets are denominated in each country's local currency (Note 1), exposing it to foreign exchange translation risk. The exchange risk on the net assets of the Group's foreign operations is mainly managed through natural hedges achieved by denominating borrowings (loans) in the corresponding foreign currency.

If at 31 December 2013 2012, and 2011, the euro had depreciated/appreciated by 10% with respect to all other functional currencies, all other variables remaining constant, equity would have increased/decreased by €431 thousand in 2013, 10 thousand in 2012 and 61 thousand 2011, due to the impact of the net assets contributed by the subsidiaries operating in a functional currency different from the euro.

If the average rate of exchange of the euro had depreciated/appreciated by 10% in 2013 with respect to all functional currencies other than the euro, all other variables being equal, profit after tax for the year would have been €632 thousand higher/lower, respectively (2012 and 2011: €500 and 206 thousand higher/lower respectively), mainly as a result of the exchange gains/losses on the translation of accounts receivable denominated in currencies other than the euro.

(ii) Price risk

The Group is exposed to equity securities price risk because of investments that are classified on the consolidated balance sheet either as available-for-sale or at fair value through profit or loss. However, the scant weight of these securities as a percentage of total Group assets and equity means that this risk factor is not material.

(iii) Interest rate risk

As the Group has no significant interest-bearing financial assets, revenues and cash flows from operating activities are relatively independent of variations in market interest rates.

The Group's interest rate risk derives from non-current and current borrowings, which accrue an interest rate indexed to the Euribor, plus a spread.

The Group analyses its exposure to interest rate risk on a dynamic basis and manages the interest rate risk on cash flows, when Management considers it necessary, using interest-rate swaps.

Sensitivity to the interest rates included in the annual accounts is limited to the direct effect of changes in interest rates applied to financial instruments subject to recognized interest in the balance sheet. The sensitivity of the income statement to a 1% change in interest rates would have an effect of approximately € 599 thousand million in before tax profits recorded in 2013 (€599 thousand in 2012 and €671 thousand in 2011).

b) Liquidity risk

The prudent management of liquidity risk entails maintaining enough cash and available financing through sufficient credit facilities. In this respect, the Group's strategy, articulated by its Treasury Department, is to maintain the necessary financing flexibility by maintaining sufficient headroom on its undrawn committed borrowing facilities. Additionally, and on the basis of its liquidity needs, the Group uses liquidity facilities (non-recourse factoring and the sale of receivables, transferring the related risks and rewards), which as a matter of policy do not exceed roughly one-third of trade receivable balances and other receivables, in order to preserve the level of liquidity and working capital structure required under its business plans.

Management follows up the Group's forecast liquidity requirements together with the trend in net debt, as shown in Note 31 where the Group's finance support is detailed. Liquidity and net debt at year-end at 31 December 2013, 2012, 2011 and 1 January 2011 is calculated as follows (excluding from the debt the undrawn credit related to CIE Automotive Group's centralised treasury system):

	2013	2012	2011	01.01.2011
Cash and other cash equivalents (Note 12)	15,264	17,855	25,741	1,331
Other current financial assets (Note 9)	12,624	1,340	2,349	21,078
Undrawn lines of credit (Note 18)	3,359	2,939	4,880	3
Liquidity buffer	31,247	22,134	32,970	22,412
Bank borrowings (Note 18)	22,310	29,495	30,114	37,396
Cash and other cash equivalents (Note 12)	(15,264)	(17,855)	(25,741)	(1,331)
Other current financial assets (Note 9)	(12,624)	(1,340)	(2,349)	(21,078)
Net current debt	(5,578)	10,300	2,024	14,987

The main reason for the change in net debt is due to the changes in non-current financing as a result of the stable support of CIE Automotive, S.A.

The Group's Treasury Department and Financial Management believe that the action in progress will allow illiquid situations to be avoided. The forecast for the generation of cash in 2014 indicates payments for the year will be met without the need to increase net financial debt.

The Finance Department at Global Dominion Access Group monitors forecasts of the Group's liquidity needs in order to ensure that it has sufficient cash to comply with operating requirements while maintaining sufficient availability of unused credit facilities at all times in order to manage liquidity needs.

There are no restrictions regarding the use of cash/cash equivalents with the exception of the existing commitments described in Note 30.

The following table shows a breakdown of working capital in the Group's consolidated balance sheet at 31 December 2013 as compared with 31 December 2012, 31 December 2011 and 1 January 2011, stating the relative significance of each item:

	2013	2012	2011	01.01.2011
Inventories	5,772	4,386	3,976	3,505
Trade and other receivables	32,213	25,510	23,823	12,539
Other current assets	275	431	663	708
Current tax assets	5,275	4,450	2,624	3,873
Current operating assets	43,535	34,777	31,086	20,625
Other current financial assets	12,624	1,340	2,349	21,078
Cash and other liquid assets	15,264	17,855	25,741	1,331
CURRENT ASSETS	71,423	53,972	59,176	43,034
Trade and other payables	38,465	32,675	34,288	21,433
Current tax liabilities	7,190	8,262	6,570	7,573
Other current liabilities	17,305	7,285	5,773	3,202
Current operating liabilities	62,960	48,222	46,631	32,208
Current bank borrowings	15,010	22,474	14,507	14,113
CURRENT LIABILITIES	77,970	70,696	61,138	46,321
NET WORKING CAPITAL	(6,547)	(16,724)	(1,962)	(3,287)

Although the standalone figure for working capital is not a key parameter for the understanding of the Group financial statements, the Group actively manages working capital through net operating working and short- and long-term net borrowings, on the basis of the solidity, quality and stability of relations with customers and suppliers, and comprehensive monitoring of the situation with respect to financial institutions, many credit lines being automatically renewed.

One of the Group's strategies is to ensure the optimisation and maximum saturation of the resources assigned to the business. The Group therefore pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, and minimize services rendered not invoiced. We also constantly optimise supplier payment periods by unifying policies and conditions throughout the Group. As a consequence of the previously indicated, there are no risks affecting the Company's liquidity situation. This positive evolution is shown in this table. Amounts in 2013 are determined by the investments carried out in the nun-current assets.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interest payable). Balances payable within 12 months of the balance sheet date are shown at their carrying amounts, as the effect of discounting is not significant.

	Less than 1 year	Between 1 and 5 years	More than 5 years
At 31 December 2013			
Bank borrowings (Note 18)	15,010	7,845	-
Trade and other current liabilities	55,770	-	-
At 31 December 2012			
Bank borrowings (Note 18)	22,474	6,846	1,043
Trade and other current liabilities	39,960	-	-
At 31 December 2011			
Bank borrowings (Note 18)	14,507	16,817	-
Trade and other current liabilities	39,804	-	-
Derivatives	257	-	-
At 1 January 2011			
Bank borrowings (Note 18)	14,113	21,972	-
Trade and other current liabilities	24,635	-	-

c) Credit risk

Credit risk is managed by customer groups. Credit risk arising from cash and cash equivalents, derivative financial instruments and bank deposits is considered immaterial in view of the creditworthiness of the banks the Group works with.

In addition, each segment has specific policies for managing customer credit risk; these policies factor in the customers' financial position, past experience and other customer-specific factors. Most of its clients overall credit quality is considered high (Note 5.c) or public authorities with operations which are financed by international credit institutions.

In order to minimise credit risk in respect of trade receivables, the Group's strategy is to arrange customer credit insurance policies and set customer credit limits.

Given the characteristics of the Group's customers, particularly in the automotive segment, management has historically deemed that receivables due within 120 days present no credit risk. The Group continues to consider the credit quality of these outstanding balances to be strong.

An analysis of the age of assets that are past due but are not impaired is provided in Note 10.

3.2. Fair value estimation

IFRS 13, 'Fair value measurements' explains how to estimate fair value when other international accounting standards so require. This standard stipulates the fair value disclosure requirements applicable to non-financial assets and liabilities.

IFRS 13 defines fair value as the value that would be received or paid, in an orderly transaction on the measurement date, for an asset or liability, regardless of whether this value is directly observable or has been estimated using valuation techniques. To this end the data used must be consistent with the assumptions that market participants would use in considering such a transaction.

Although IFRS 13 leaves the principles set down in other standards intact, it does establish the overall framework for measuring assets and liabilities at fair value when doing so is mandatory under other standards and stipulates additional fair value disclosure requirements.

The Group complies with IFRS 13 requirements in measuring its assets and liabilities at fair value when such fair value measurement is required under other international financial reporting standards.

On the basis of the contents of IFRS 13 and in accordance with IFRS 7 on financial instruments measured at fair value, the Group reports on how it estimates fair value by level using the following fair value hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets and liabilities (Level 1).
- Inputs other than Level 1 quoted prices that are observable for the asset or liability, either directly (for example, as prices) or indirectly (for example, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2013, 2012, 2011 and 1 January 2011 (Note 9):

2013

	Tier 1	Tier 2	2013
ASSETS			
- Available-for-sale financial assets (Note 9)	149	-	149
TOTAL ASSETS AT FAIR VALUE	149	-	149

2012

	Tier 1	Tier 2	2012
ASSETS			
- Available-for-sale financial assets (Note 9)	169	-	169
TOTAL ASSETS AT FAIR VALUE	169	-	169

2011

	Tier 1	Tier 2	2011
ASSETS			
- Available-for-sale financial assets (Note 9)	79	-	79
TOTAL ASSETS AT FAIR VALUE	79	-	79
LIABILITIES			
Derivatives (Note 20).	-	(257)	(257)
TOTAL LIABILITIES AT FAIR VALUE	-	(257)	(257)

1 January 2011

	Nivel 1	Nivel 2	01.01.2011
ASSETS			
- Available-for-sale financial assets (Note 9)	73	-	73
TOTAL ASSETS AT FAIR VALUE	73	-	73

There were no transfers between levels 1 and 2 during 2013, 2012 and 2011.

a) Level 1 Financial instruments

The fair value of financial instruments traded in active markets is based on market prices at the balance sheet date. The listed market price used for financial assets is the current bid price. A market is considered active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions effected on an arm's length basis. The quoted market price used for the financial assets held by the Group is the current bid price. These instruments are included in Level 1.

b) Level 2 Financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods such as estimated discounted cash flows and makes assumptions that are based on market conditions existing at each balance sheet date. If all the significant inputs required to calculate an instrument's fair value are observable, the instrument is included in Level 2.

Specific financial instrument valuation techniques include:

- Fair value of interest rate swaps is calculated as the present value of the estimated future cash flows.
- Fair value of forward foreign exchange contracts is determined using forward exchange rates quoted at the balance sheet date.
- It is assumed that the carrying amounts of trade receivables and payables approximate their fair values.
- Fair value of financial liabilities for financial reporting purposes is estimated by discounting future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

If one or more of the significant inputs are not based on data observable in the market, the financial instrument is included in Level 3.

The Company at 31 December 2013, 2012, 2011 and 1 January 2011 has no Level-3 financial assets or agreements to offset financial assets against financial liabilities.

4. Accounting estimates and judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Critical accounting estimates and judgments

The Group makes estimates and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 8).

If the estimated rate used to discount the cash flows had been 10% higher than management's estimates, the Group would still not have needed to reduce the carrying amount of goodwill (Note 8).

With respect to the assumptions used to project the EBITDA (operating profit plus depreciation and amortisation, essential for calculating free cash flow) of the CGUs and their future growth, management modelled the most conservative scenario so that underperformance in respect of EBITDA is considered unlikely. Simulations using other growth rates and 10% variations in EBITDA do not indicate the need for impairment provisions in 2013, 2012 and 2011(Note 8).

b) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. The Group recognises deferred taxes which, in accordance with prevailing legislation in different tax jurisdictions, result from multiple temporary differences in respect of assets and liabilities. Nonetheless, there are certain transactions and calculations with respect to which the ultimate calculation of the tax is uncertain in the ordinary course of business.

The calculation of income tax expense did not necessitate significant estimates except with respect to the amount of tax credits recognised in the year. If the assumptions used to make this estimate differed by 10%, the effect on profit for the year would not be material.

Were the actual final outcome (on the judgement areas) would differ by 10% from management's estimates, the deferred assets would decrease and income tax would increase by approximately €2 and €2,5 million, were the difference not favourable, and vice versa, by approximately €1,8 and € 2 million, if the difference were favourable.

c) Fair value of derivatives or other financial instruments

The fair value of financial instruments that are not quoted in an active market (e.g. OTC derivatives) is determined by using valuation techniques. The Group exercises judgement in selecting a range of methods and making assumptions which are based primarily on prevailing market conditions at the reporting date. The Group has used discounted cash flow analysis to measure several available-for-sale financial assets that are not traded on active markets.

Note 3.1.a.iii) provides a sensitivity analysis for changes to the main assumptions with regard to the measurement of derivatives.

4.2. Critical judgements when applying accounting policies

The most significant judgements and estimates made in applying the accounting policies described in Note 2 relate to:

- The assumptions and calculations used to test goodwill for impairment, as detailed in Notes 2.6.a), 4.1.a) and 8.
- Estimates in respect of the recognition and utilisation of tax credits, as outlined in Notes 2.18.b), 4.1.b), and 27.
- Estimation of the useful lives of property, plant and equipment (Note 2.4).

5. Segment information

The Delegated Executive Committee, consisting of 2 members of the Board of Directors, is the Group's chief operating decision-making body. The Delegated Executive Committee reviews the Group's internal financial information for the purposes of evaluating performance and assigning resources to segments.

Management has determined the operating segments based on the structure of the reports reviewed by the Delegated Executive Committee.

The Delegated Executive Committee analyses the business of the Group from both a geographical and product perspective.

Dominion is a company that is supported by its innovative spirit and technological knowledge and actively improves its customer's production processes in the Solutions and Services area.

The Group's activities are carried out in high technological value services and solutions market, and projects involving advanced technologies in various sectors such as: Telecommunications, Transportation, Health, Banking, Energy and Government and the Public Sector.

The Group operates in two segments:

- Technological services
- Solutions and EPCs

Technological Service Segment

In this segment the Group, supported by innovation in efficiency, offers multidisciplinary added value services to customers in various sectors (Operators, Industry, Government, Utilities, etc.), Intended to release capital and more efficiently employee their resources.

Solutions and EPCs Segment

In this segment, the Group provides series of specific solutions and projects to clients in very diverse sectors (Industry, Hospital Services, Technology, Financial, etc.) in which, based on the knowledge of specific applications and a sustainable innovation process, overall projects are taken on (design, development and financing) and specific solutions are offered for specific needs.

The Delegated Executive Committee manages operating segments relating to continued activities based, mainly, on the evolution of the most relevant figures that are defined as revenues (sales) and the contribution margin (calculated as operating profits before including depreciation or possible impairment and general structural expenses or those not directly taken to segment activities). The information received by the Delegated Executive Committee also includes the rest of the income and expenses making up the income statement, although these items and amounts are analysed at the group level since they are managed in a centralized manner.

The businesses carried out by the Group are not capital intensive and, therefore, the analysis of the balance sheet figures as well as related items such as depreciation and investments is carried out overall at the group level. The most significant non-current investment item focuses on goodwill that is distributed among segments as follows:

Segment	2013	2012	2011	01.01.2011
- Technology services	4,813	4,813	4,813	4,813
- Solutions and EPCs	16,055	16,381	16,378	16,220
	20,868	21,194	21,191	21,033

a) Segment information

2013	Technological services	Solutions and EPCs		Total
		Solutions	Projects	
Revenue	92,063	42,812	21,414	156,289
Other direct operating income and expenses in the segments	(85,550)	(35,660)	(15,797)	(137,007)
Contribution Margin	6,513	7,152	5,617	19,282

2012	Technological services	Solutions and EPCs		Total
		Solutions	Projects	
Revenue	81,728	38,380	18,216	138,324
Other direct operating income and expenses in the segments	(74,718)	(31,826)	(11,649)	(118,193)
Contribution Margin	7,010	6,554	6,567	20,131

2011	Technological services	Solutions and EPCs		Total
		Solutions	Projects	
Revenue	65,572	42,843	18,886	127,301
Other direct operating income and expenses in the segments	(61,051)	(35,754)	(12,253)	(109,058)
Contribution Margin	4,521	7,089	6,633	18,243

There are no transactions between the segments.

Below states the reconciliation between the contribution margin provided by the segments and consolidated profits at 31 December 2013, 2012 and 2011:

	2013	2012	2011
Contribution Margin:	19,282	20,131	18,243
- Overall unattributed structural income and expense (1)	(7,903)	(9,042)	(8,188)
- Depreciation/impairment	(4,997)	(4,063)	(2,710)
-Finance income/(expense) (2)	(6,752)	(5,411)	(5,635)
- Income tax	5,640	(2,813)	(1,739)
Consolidated profit/(loss)	5,270	(1,198)	(29)

(1) These amounts relate mainly to fixed and general structural expenses that are not directly attributable to business segments.

(2) Includes financial statement lines: Finance Income, Finance Expense, Net Exchange Differences and Change in the fair value of assets and liabilities taken to income statement

b) Information regarding geographical areas

Net revenue (by Territory)	2013	2012	2011
Technology services			
Spain	34,874	37,730	35,346
Brazil	42,809	36,278	22,376
Mexico	9,060	6,381	7,850
Rest of South America (or other countries)	5,320	1,339	-
	92,063	81,728	65,572
Solutions and EPCs			
Spain	15,847	11,166	17,676
Brazil	2,726	3,491	3,941
Mexico	22,891	23,723	21,226
Rest of South America (or other countries)	22,762	18,216	18,886
	64,226	56,596	61,729
Total	156,289	138,324	127,301

Non-current assets (property, plant and equipment and intangible assets, by georaphical location of the activity)	2013	2012	2011	01.01.2011
Spain	22,849	22,283	21,130	21,464
Brazil	5,196	6,144	6,624	2,837
Mexico	11,337	3,921	3,629	4,295
Rest of South America (or other countries)	684	1,040	33	13
Total	40,066	33,388	31,416	28,609

c) Customer information

In the technological service segment sales revenues for a customer exceeded 10% of revenues for 2013 (one customer in 2012 and one customer in 2011). Sales to this customer in 2013 totalled €67,825 thousand (€52,527 thousand in 2012 and €44,912 thousand in 2011).

6. IFRS transition

6.1 IFRS transition basis

Application of IFRS 1

The consolidated annual accounts at 31 December 2013 and 2012, which include the 2011 figures for the purposes of comparison, are the first consolidated annual accounts that the Group led by Global Dominion Access, S.A. presents in accordance with IFRS-EU. The date of transition to IFRS is 1 January 2011.

The Group's current ultimate parent company is CIE Automotive, S.A. (previously Instituto Sectorial de Promoción y Gestión de Empresas, S.A.), has been preparing its consolidated annual accounts in accordance with IFRS-EU since 2005 and 2006, respectively, and the date of transition was 1 January 2004.

When a subsidiary adopts IFRS for the first time after its parent company, the subsidiary may measure its assets and liabilities based on: a) the carrying value included in the parent's consolidated financial statements at its date of transition or b) the carrying values required by IFRS 1. Global Dominion Access, S.A. has decided to apply the approach described in paragraph a) above.

As has been previously mentioned, the ultimate Group and its subsidiaries transitioned to IFRS on 1 January 2004 (transition date).

In the preparation of these first consolidated annual accounts under IFRS 1, the Group has applied all mandatory exceptions and some of the optional exemptions to the retrospective application of IFRS.

Exemptions to the retroactive application chosen by the ultimate Group and applicable to Global Dominion Access

The exemptions to total retroactive application of IFRS that had any effect on Global Dominion Access, S.A. and its subsidiaries are set out below.

a) Business combinations

The exemption provided by IFRS 1 for business combinations has been applied. As a result, it has not restated the business combinations that existed prior to the transition date of 1 January 2004.

b) Restatement of comparatives under IAS 32 and IAS 39

The Group opted to apply IAS 32 and IAS 39 for derivatives and financial assets and liabilities as from the transition date.

c) Initial measurement of financial assets and liabilities at fair value

The Group has not applied the exemption envisaged in revised IAS 39 with respect to the initial recognition at fair value with changes in the income statement of financial instruments for which there is no active market. This exemption was therefore not applicable.

Exceptions to retrospective application applied by the Group

Global Dominion Access, S.A. has applied the following mandatory exceptions to the retrospective application of IFRS:

a) Write-off of financial assets and liabilities

Financial assets and liabilities written off before 1 January 2004 have not been recognised again under IFRS.

b) Estimates

Estimates under IFRS at 1 January 2004 were consistent with the estimates made at the same date under previous accounting principles unless there is evidence that such estimates were erroneous.

c) Assets held for sale and discontinued operations

None of the Group's assets or discontinued activities meet the criteria for classification as held for sale during the period covered by these accounts. Therefore, no adjustment has been required.

d) Hedge accounting

In accordance with IAS 32 and IAS 39 hedge accounting has been applied since 1 January 2005.

6.2 Reconciliation of IFRS to local GAAP

Although the Group Global Dominion Access S.A. did not present annual consolidated accounts according to the exemption stated in Note 1, the Group presented consolidated annual accounts under Spanish GAAP from 2014, being the transition date of CIE Automotive Group SA to IFRS in 1 January 2014.

The following reconciliation quantifies the impact of the transition to IFRS. The reconciliation provides an overall view of the impact on consolidated equity at 1 January 2004 and 2005 and at 31 December 2005.

6.2.1 Summary of equity adjustments

	1 January 2004	1 January 2005	31 December 2005
Equity under GAP (*)	27,346	20,928	21,621
Write-off of amortisable expenses	(220)	(470)	(686)
Write-off of annual amortisation of goodwill	-	4,179	7,862
Tax effect	72	153	224
	27,198	24,790	29,021
Non-controlling interests			
Non-controlling interests according to local GAAP	1,570	(198)	(156)
Non-controlling interests according to IAS/IFRS	1,570	(198)	(156)
Total equity under IAS/IFRS	28,768	24,592	28,865

(*) In accordance with the General Accounting Plan, excluding the non-controlling interests.

Explanation of the effect of the transition to IFRS

Details of the financial effects of the conversion to IAS/IFRS are as follows.

a) An adjustment was made to capitalised formation expenses that are not acceptable in accordance with IFRS, as well as the relevant movements and depreciation in the relevant periods.

b) Goodwill that has been tested for impairment under IAS 36 is no longer systematically amortised. The amount of goodwill in the local currency was set at the time of transition.

c) The deferred tax liability/asset deriving from the above adjustments has been recognised.

6.2.2 Summary of adjustment in the Income Statement

	2004	2005
Consolidated profit/(loss) under Spanish GAAP	(6,238)	1,027
Elimination of amortization	(250)	(216)
Elimination of Goodwill depreciation	4,179	3,683
Income Tax	81	71
Consolidated income/(loss) according to IAS/	(2,228)	4,565

6.2.3 Transition adjustment affecting profits in subsequent years

Since 1 January 2004 goodwill on consolidation ceased to be subject to amortisation. The amortisation of these funds represented a cost of approximately €4 million that has had no effect since the date of transition.

7. Property, plant and equipment

Set out below is a breakdown of property, plant and equipment showing movements:

2013

	Balance at 31.12.12	Additions	Disposals	(*) Transfers and other movements	Balance at 31.12.13
Cost					
Plant and machinery	19,696	2,631	(680)	(1,430)	20,217
Other property, plant and equipment	-	65	-	(7)	58
	19,696	2,696	(680)	(1,437)	20,275
Depreciation					
Plant and machinery	(12,655)	(3,365)	635	673	(14,712)
	(12,655)	(3,365)	635	673	(14,712)
Net carrying value	7,041				5,563

2012

	Balance at 31.12..11	Additions/ changes in scope (Note 1)	Additions	Disposals	(*) Transfers and other movements	Balance at 31.12.12
Cost						
Plant and machinery	17,591	(145)	3,028	(327)	(451)	19,696
	17,591	(145)	3,028	(327)	(451)	19,696
Depreciation						
Plant and machinery	(10,536)	143	(2,514)	274	(22)	(12,655)
	(10,536)	143	(2,514)	274	(22)	(12,655)
Net carrying value	7,055					7,041

2011

	Balance at 01.01.11	Additions	Disposals	(*) Transfers and other movements	Balance at 31.12.11
Cost					
Plant and machinery	13,130	5,223	(650)	(112)	17,591
	13,130	5,223	(650)	(112)	17,591
Depreciation					
Plant and machinery	(8,874)	(1,403)	299	(558)	(10,536)
	(8,874)	(1,403)	299	(558)	(10,536)
Net carrying value	4,256				7,055

(*) Mainly includes the effect of exchange differences of property, plant and equipment at foreign subsidiaries and other movements.

a) Property, plant and equipment by geographical area

Set out below is a breakdown of Property, plant and equipment by geographical location at 31 December 2013, 2012 and 2011:

	Millions of Euro											
	2013			2012			2011			01.01.2011		
	Cost	Accumulated depreciation	Net carrying value	Cost	Accumulated depreciation	Net carrying value	Cost	Accumulated depreciation	Net carrying value	Cost	Accumulated depreciation	Net carrying value
America	11	(7)	4	11	(6)	5	9	(3)	6	8	(2)	6
Europe	9	(7)	2	9	(7)	2	8	(7)	1	7	(6)	1
	20	(14)	6	20	(13)	7	17	(10)	7	15	(8)	7

b) Property, plant and equipment not used in operations

At 31 December 2013, 2012, 2011 and 1 January 2011 there is no property, plant and equipment not used in operations.

c) Property, plant and equipment pledged to guarantee

At 31 December 2013, 2012, 2011 and 1 January 2011 there is no property, plant and equipment pledged to guarantees.

d) Insurance

The consolidated Group has taken out a number of insurance policies to cover risks relating to property, plant and equipment. The coverage provided by these policies is considered to be sufficient.

e) Finance leases

The headings include the following amounts for finance leases in which the Group is the lessee.

	2013	2012	2011	01.01.2011
Cost capitalized finance lease	384	292	558	601
Accumulated depreciation	(114)	(12)	(208)	(180)
Carrying amount	270	280	350	421

The amounts payable under finance leases are carried under Other liabilities (Note 20).

f) Capitalisation of interest

No interest was capitalised in 2013, 2012 and 2011.

8. Intangible assets

Set out below is an analysis of the main intangible asset classes showing movements in assets generated internally and other intangible assets:

2013:

	Balance at 31/12/12	Additions	Disposals	(*) Transfers and other movements	Balance at 31/12/13
Cost					
Goodwill	21,194	-	-	(326)	20,868
R&D (development)	23	-	-	(3)	20
Computer software	9,417	13,442	(3,016)	(608)	19,235
Other assets	2,646	19	-	(203)	2,462
	33,280	13,461	(3,016)	(1,140)	42,585
Accumulated amortisation	(6,933)	(1,632)	391	92	(8,082)
Net carrying value	26,347				34,503

2012:

	Balance at 31.12.11	Additions	Disposals	(*) Transfers and other movements	Balance at 31.12.12
Cost					
Goodwill	21,191	-	-	3	21,194
R&D (development)	24	-	(3)	2	23
Computer software	7,285	3,366	(42)	(1,192)	9,417
Other assets	1,265	232	(5)	1,154	2,646
	29,765	3,598	(50)	(33)	33,280
Accumulated amortisation	(5,404)	(1,549)	14	6	(6,933)
Net carrying value	24,361				26,347

2011:

	Balance at 1.01.11	Additions	Disposals	(*) Transfers and other movements	Balance at 31.12.11
Cost					
Goodwill	21,033	-	-	158	21,191
R&D (development)	-	24	-	-	24
Computer software	6,623	979	-	(317)	7,285
Other assets	1,264	-	-	1	1,265
	28,920	1,003	-	(158)	29,765
Accumulated amortisation	(4,567)	(1,307)	-	470	(5,404)
Net carrying value	24,353				24,361

(*) Mainly, due to the effect of the change in currency.

There have been no additions or changes in the scope of consolidation on goodwill in 2013, 2012 and 2011.

a) Goodwill for impairment testing

Goodwill has been assigned to the Group's cash generating units on the basis of the criterion of grouping together under each CGU all the Group's assets and liabilities that jointly and indivisibly generate cash flows in an area of the business from a technology and / or geographical and / or customer viewpoint, on the basis of the synergies and risks shared.

This distribution at the CGU level is set out below:

Cash-generating units	Goodwill 2013	2012	2011	01.01.2011
Spain				
-Technology Services	4,814	4.814	4,814	4,814
-Solutions and EPC	12,264	12.264	12,264	12,264
Brazil				
-Technology Services	1,026	1,225	1,224	1,223
Mexico				
-Technology Services	2,764	2,891	2,889	2,732
	20,868	21,194	21,191	21,033

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash- flow projections based on five year financial budgets approved by management. Cash flows for periods over five years are extrapolated on the basis of a conservative assumption concerning the estimated growth rates that are always lower than the average long-run growth rate for the business in which each of the CGUs operates.

b) Key assumptions used in the calculation of value in use

As in prior years, the discount rate before taxes has been defined based on the weighted average cost of capital (WACC) plus a premium tax effect. This rate has been calculated based on the "Capital Asset Pricing Model (CAPM)", generally accepted to calculate this type of discount. The calculation of the discount rate has taken into consideration, in certain cases, an additional specific risk premium based on the characteristics of each CGU and the profile of inherent risk affecting the projected flows in each CGU.

The discount rate applied to cash flow projections amounts to:

	2013	2012	2011
Spain			
-Technology Services	9.78%	9.96%	10.58%
-Solutions and EPC	9.78%	9.96%	10.58%
Brazil			
-Technology Services	11.75%	11.35%	12.42%
Mexico			
-Technology Services	11.99%	12.86%	13.75%

The discount rate is after tax and reflects the specific risk related to significant segments and has been applied in the analysis of 2013, 2012 and 2011.

The main changes in the discount rate related to those used last year are primarily determined by the changes affecting risk-free rates.

Budgeted EBITDA (operating profit plus depreciation/ amortisation) is determined by Group management in their strategic plans, taking into account operations with a similar structure to the current structure and based on prior year experience. These EBITDAs (operating results plus amortisation/ depreciation) vary between different ranges based on the type of business:

	% of sales		
	2013	2012	2011
Spain			
Technology services	4%-8%	4%-8%	4%-8%
Solutions and EPCs	8%-15%	8%-15%	8%-15%
Brazil			
-Technology Services	3%-5%	3%-5%	4%-6%
Mexico			
-Technology Services	10%-12%	10%-12%	10%-12%

Other net movements forecast in cash-flows related to taxes are added to these EBITDAs until free cash levels after tax generated in each year are reached.

The result of using cash flows before tax and a discount rate before tax does not differ significantly from the result of using cash flows after tax and a discount rate after tax.

Cash flows beyond five years, which is the period covered by the Group's projections, are projected by making conservative assumptions related to the expected future growth rate (growth rate of between 1,5% in Brazil, 2% in Mexico and 0,5% in Spain), based on estimates of GDP growth and the inflation rate in the markets where the Group operates, as well as evaluating the needed level of investment for these growth rates.

c) Results of the analysis

The Group has verified that in 2013, 2012 and 2011 goodwill has not suffered any impairment loss. Note 4.1.a) includes a sensitivity analysis of the calculation of the impairment loss on goodwill.

The recoverable amounts in cash generating units are determined based on calculations of the value-in-use, which requires the use of certain estimates. To calculate the value in use in 2013, 2012 and 2011, future cash flow assumptions have been used in accordance with the overall situation in the markets in which the Group operates, as well as their projected development.

9. Financial assets

	Loans and receivables	Investments in associates	Available-for-sale financial assets	Total
At 1 January 2011	21,333	-	73	21,406
Additions	3,018	-	6	3,024
Disposals	(21,687)	-	-	(21,687)
Other movements (*)	(6)	-	-	(6)
At 31 December 2011	2,658	-	79	2,737
Additions	1,086	-	92	1,178
Disposals	(2,080)	-	(2)	(2,082)
Other movements (*)	(2)	-	-	(2)
At 31 December 2012	1,662	-	169	1,831
Additions / (changed) in scope	-	-	-	-
Additions	18,394	10,000	-	28,394
Disposals	(78)	-	(20)	(98)
Other movements (*)	(122)	-	-	(122)
At 31 December 2013	19,856	10,000	149	30,005
2013				
Non-current	7,312	-	69	7,381
Current	12,544	-	80	12,624
Investments in associates	-	10,000	-	10,000
2012				
Non-current	324	-	167	491
Current	1,338	-	2	1,340
2011				
Non-current	309	-	79	388
Current	2,349	-	-	2,349
01.01.2011				
Non-current	255	-	73	328
Current	21,078	-	-	21,078

(*) Includes mainly the effect of the exchange fluctuations in the currencies of financial assets.

All financial assets registered by the Group at 31 December 2013 which have not matured, or become impaired during the year, are treated as high quality assets and show no sign of impairment.

a) Loans and receivables

	2013	2012	2011	01.01.2011
Long-term deposits	339	324	309	255
Short-term deposits	6,574	187	2,268	21,078
Current loans	5,970	1,151	81	-
Non-current loans	6,973	-	-	-
	19,856	1,662	2,658	21,333

The term deposits and loans bear market interest rates in the countries in which the financial assets are held.

Current and non-current loans include balances with related parties. Under current items, the most significant amounts are the current accounts maintained with Beroa Technology Group GmbH and Beroa Deutschland GmbH amounting €1,223 thousand and €2,960 thousand, respectively, and which accrue interest at 5%. Furthermore, the most significant non-current items are the €2,377 thousand and €4,596 thousand provided to Beroa Technology Group GmbH and Beroa Deutschland GmbH, respectively (Note 1). They relate to two loans that accrue interest at rates ranging between 4.84% and 6.34%, which maturity is April 2016.

At 31 December 2014, the Group owns short-term deposits amounting €6,403 thousand, which bear 1.35% annual interest, classified before as "Deposits and short-term securities.

No held-to-maturity financial asset has been reclassified.

The maximum credit risk exposure at the reporting date is the carrying value of assets.

b) Investments in associates

Except for Beroa Thermal Energy, S.L., all subsidiaries have been consolidated under the full or proportional consolidation method (Annexes I and III).

The information relating to the shareholding in Beroa Thermal Energy, S.L. is as follows:

	% effective shareholding				Shareholding value				Share in profits				Total (100%) Assets				Total (100%) Liabilities			
	2013	2012	2011	01.01.2011	2013	2012	2011	01.01.2011	2013	2012	2011	01.01.2011	2013	2012	2011	01.01.2011	2013	2012	2011	01.01.2011
Beroa Thermal Energy, S.L.	22.73%	-	-	-	10,000	-	-	-	-	-	-	-	158,122	-	-	-	163,328	-	-	-

As the investment in Beroa Thermal Energy, S.L. is recent, the Group is analysing the paid price assignment to the acquired investment's subjacent.

10. Trade and other receivables

	2013	2012	2011	01.01.2011
Trade receivables	15,083	12,588	18,059	11,200
Trade receivables for services rendered not invoiced	17,106	13,236	5,828	1,527
Less: Allowance for doubtful accounts	(347)	(434)	(658)	(790)
Trade receivables – Net	31,842	25,390	23,229	11,937
Other receivables	371	120	594	602
Total	32,213	25,510	23,823	12,539

Trade receivable and debtor balances do not vary from their fair value on the basis of their cash flows discounted at market rates.

Trade receivables includes "Trade receivables for sales and services rendered" relates to invoices issued to customers for work that has been executed or services that have been rendered but have not been invoiced at year-end, and "Trade receivables, projects being executed yet to be invoiced" where the selling price value of executed productions and services rendered is recorded at 31 December 2013, 2012, 2011 and 1 January 2011, but which will be invoiced after that date.

At 31 December 2013, trade receivable balances and accounts receivable discounted and advanced at financial institutions amount to €3,983 thousand (€1,062 thousand in 2012, €1,270 thousand in 2011 and €525 thousand in 1 January 2011). The transactions have been accounted for as a bank loan (Note 18).

The amounts covered by factoring, or the sale of trade receivables at the year-end have been written off from trade receivables as they meet the conditions to be considered factoring without resource and ownership of the associated risks has therefore been transferred to the relevant financial institutions and the Group does not maintain any continued involvement. At 31 December 2013 this amount totals €19.3 million (2012: € 23.4 million, €18.9 million in 2011 and €11,6 million in 1 January 2011).

There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers, internationally dispersed.

Historically, it has been considered that, given the characteristics of the Group's customers, balances receivable due in less than 120 days entail no credit risk due to being within the normal collection period in the sector. The Group considers that the credit quality of these outstanding balances is good and understands that there is no impairment or default. These amounts mostly relate to payments associated with business disagreements that are set to be resolved in the short term.

At 31 December 2013 receivables outstanding for more than 120 days totalling €1,476 thousand had fallen due (€1,065 thousand in 2012 and €889 thousand in 2011), although most of them have not become impaired, given that they relate to several customers that have no history of non-payment. In addition, many payments are related to industrialisation milestones or the degree of project completion.

The analysis of the age of outstanding accounts is as follows:

	2013	2012	2011
Between 2 and 4 months	319	899	2,393
Between 4 months and 12 months	743	188	448
Over 12 months	733	877	441
	1,795	1,964	3,282
(Allowance for doubtful accounts)	(347)	(434)	(658)
	1,448	1,530	2,624

Accounts receivable that have suffered default or impairment and have therefore been accrued, mainly relate to balances that are more than 18 months old. Part of these accounts receivable for which a provision has been reflected is expected to be recovered. Other accounts included in receivables contain no assets that have suffered impairment.

The credit quality of trade receivable balances not due or impaired may be classed as high and with no credit risk. The Group holds collection guarantees on trade and other receivables.

Maximum credit risk exposure at the reporting date is the carrying value of each account receivable, as broken down above.

The carrying amount of the trade and other receivables, excluding the allowance for doubtful accounts, is denominated in the following currencies (thousand Euro):

	2013	2012	2011
Euro	8,406	7,314	8,152
US dollar	7,856	6,465	7,416
Mexican peso	6,397	1,016	1,724
Brazilian real	8,583	10,383	6,305
Other	947	646	290
	32,189	25,824	23,887

The movement in the Group's impairment provisions in 2013, 2012 and 2011 relates to the following amounts and items:

	2013	2012	2011
Opening balance	(434)	(658)	(790)
Additions	(170)	(194)	(86)
Recoveries	-	-	148
Receivables write-offs	252	442	70
Differences on exchange	5	(24)	-
Closing balance	(347)	(434)	(658)

11. Inventories

	2013	2012	2011	01.01.2011
Goods	5,740	4,373	3,825	3,505
Raw materials and supplies	32	13	-	-
Prepayments to suppliers	-	-	151	-
	5,772	4,386	3,976	3,505

The Group has insurance policies to cover the risks affecting its inventories and it considers that the coverage provided sufficient.

The cost of sales breaks down as follows:

	2013	2012	2011
Opening balance	4,386	3,825	3,505
Purchases /Changes in provisions	59,936	50,009	54,895
Transfers	-	-	5
Other movements (*)	(236)	(145)	(709)
Closing balance	(5,772)	(4,386)	(3,825)
Cost of sales	58,314	49,303	53,871

(*) This mainly relates to the effect of exchange rate fluctuations on the companies located abroad.

The value of inventories includes the value of the following provisions for obsolescence, the movements for which are presented below:

	Amount
At 1 January 2011	138
Additions	13
Balance write-offs/Transfers	17
At 31 December 2011	168
Additions	177
Balance write-offs/Transfers	(1)
At 31 December 2012	344
Additions	138
Balance write-offs/Transfers	(344)
At 31 December 2013	138

12. Cash and cash equivalents

Cash and other cash equivalents at 31 December 2013, 2012 and 2011 break down as follows:

	2013	2012	2011	01.01.2011
Cash and bank deposits	15,264	9,861	22,741	1,331
Current bank deposits	-	7,994	3,000	-
	15,264	17,855	25,741	1,331

Current bank deposits relate to investments of cash surplus maturing in less than 3 months or immediately available.

These deposits generate a market interest rate (country-specific) that ranged between 0.75% and 8.49%, depending on the currency (2012: 0.5% and 9.24% and 2011, 1% and 12%).

The carrying amount of cash at Group companies is denominated in the following currencies:

	2013	2012	2011
Euro	7,576	12,514	22,003
Brazilian real	1,459	989	2,332
US dollars	285	730	322
Mexican peso	4,339	3,164	925
Other	1,605	458	159
	15,264	17,855	25,741

13. Capital and share premium

	Number of shares	Share capital	Share premium account	Treasury shares
At 1 January 2011	373,142	4,486	37,248	(628)
At 31 December 2011	373,142	4,486	37,248	(628)
At 31 December 2012	373,142	4,486	37,248	(628)
Increase in capital	373,142	4,485	55,515	-
Acquisition of treasury shares.	-	-	-	(1,179)
At 31 December 2013	746,284	8,971	92,763	(1,807)

a) Share capital

During 2013 two share capital increases took place. The first of them amounting €3,728 thousand, consisting of 310,952 ordinary registered shares with a par value of €12,02 each, in accordance with the decision adopted by Shareholders at an Extraordinary Meeting held on 19 December 2013. Additionally, another share capital increase took place, amounting €747 thousand, consisting of 62,190 ordinary registered shares with a par value of €12,02 each, in accordance with the decision adopted in the Extraordinary Meeting held on 19 December 2013. Both increases were fully subscribed and paid in by CIE Automotive S.A.

At 31 December 2013, share capital was represented by 746,284 ordinary registered shares with a par value of €12.02 each, all of a single class and series and fully subscribed and paid in.

There are no restrictions on the free transfer of the shares.

At 31 December 2013, 2012, 2011 and 1 January 2011 companies with a shareholding in Global Dominion Access, S.A. of 5% or more are as follows:

	% interest			
	2013	2012	2011	2010
CIE Automotive, S.A.	94.93	84.93	84.93	84.93
Cartera e Inversiones Blaster, S.L.	5.06	10.13	10.13	10.13

CIE Automotive, S.A. owns 708,479 shares in the Company.

b) Share premium

The two share capital increases carried out in 2013 (Note 13.a) resulted in an increase of the share premium totalling €148.77 for each of the 373,142 shares by which capital was increased, and the increase in the share premium totalled €55,515 thousand.

This reserve is freely available for distribution.

c) Treasury shares

In December 2013, prior to the two share capital increases carried out by the majority shareholder CIE Automotive, S.A., the Company made two acquisitions of 3,731 and 7,587 treasury shares, respectively, for a total price of €1,179 thousand which, added to the 4,188 already existing treasury shares from prior years, make up a total of 15,506 shares at the year-end and represent 2.077% of share capital (1.1% in 2012 and 2011).

14. Retained earnings

Movements in retained earnings:

	Retained earnings and first-time application of IFRS-EU reserve					
	Legal reserve	Reserve in consolidated companies and effect of first-time application of IFRS-EU (Note 16)	Profit and loss	Subtotal	Cumulative translation differences (Note 15)	Total
At 1 January 2011 (*)	897	(64,956)	-	(64,059)	(2,038)	(66,097)
Income/(expense) attributable to the parent company	-	-	113	113	-	113
Other movements	-	(102)	-	(102)	-	(102)
Translation differences arising in the year	-	-	-	-	(41)	(41)
At 31 December 2011	897	(65,058)	113	(64,048)	(2,079)	(66,127)

(*) After the distribution of 2010 profits

	Retained earnings and first –conversion reserves					
	Legal reserve	Reserve in consolidated companies and effect of first-time application of IFRS-EU (Note 16)	Profit and loss	Subtotal	Cumulative translation differences (Note 15)	Total
At 31 December 2011	897	(65,058)	113	(64,048)	(2,079)	(66,127)
Distribution of 2011 profit	-	113	(113)	-	-	-
Income/(expense) attributable to the parent company	-	-	(1,010)	(1,010)	-	(1,010)
Acquisition/Sale of minority shareholdings	-	(1,859)	-	(1,859)	-	(1,859)
Other movements	-	(7)	-	(7)	-	(7)
Translation differences arising in the year	-	-	-	-	(1,197)	(1,197)
At 31 December 2012	897	(66,811)	(1,010)	(66,924)	(3,276)	(70,200)

	Retained earnings and first –conversion reserves					
	Legal reserve	Reserves in consolidated companies and effect of first-time application of IFRS-EU (Note 16)	Profit and loss	Subtotal	Cumulative translation differences (Note 15)	Total
At 31 December 2012	897	(66,811)	(1,010)	(66,924)	(3,276)	(70,200)
Distribution of 2012 profit	-	(1,010)	1,010	-	-	-
Income/(expense) attributable to the parent company	-	-	5,270	5,270	-	5,270
Other movements	-	(47)	-	(47)	-	(47)
Exchange differences arising in the year	-	-	-	-	(1,501)	(1,501)
At 31 December 2013	897	(67,868)	5,270	(61,701)	(4,777)	(66,478)

a) Legal reserve

In accordance with the consolidated text of the Spanish Corporate Enterprises Act, 10% of profits must be transferred to the legal reserve each year until it represents at least 20% of share capital. At 31 December 2012 this reserve was already equivalent to 20% of share capital. Nevertheless, following the capital increase completed during the year, the reserve does not reach this limit at 31 December 2013.

The legal reserve may be used to increase capital in an amount equal to the portion of the balance that exceeds 10% of capital after the increase.

Otherwise, until it exceeds 20% of share capital and provided there are no sufficient available reserves, the legal reserve may only be used to offset losses.

b) Proposal for the distribution of profit

The parent company's profit distribution for 2013, calculated in accordance with accounting principles generally accepted in Spain (legislation applicable to the parent company), that will be presented to shareholders at the General Meeting and the approved distribution for 2012 and 2011 is as follows:

	Under Spanish GAAP		
	2013	2012	2011
Available for distribution			
Profit for the year (profit)	6,486	3,380	2,449
Distribution			
To legal reserve	649	-	-
To prior-year losses	5,837	3,380	2,449
	6,486	3,380	2,449

15. Cumulative translation differences

The breakdown of the cumulative translation difference by country at the 2013, 2012, 2011 and 1 January 2011 year ends is as follows:

	2013	2012	2011	2010
By country				
Mexico	(2,331)	(1,614)	(2,043)	(2,013)
Brazil	(2,127)	(1,540)	(6)	(5)
Argentina	(3)	(1)	4	3
Chile	(11)	(55)	(34)	(23)
Peru	(305)	(66)	-	-
	(4,777)	(3,276)	(2,079)	(2,038)

16. Reserves in consolidated companies and effect of first conversion

This heading records, in addition to the reserves in consolidated companies, the effects of the adjustments of the conversion to IFRS-EU on the date of first-time application, 1 January 2011 (Note 6).

Reserves and retained earnings pertaining to fully-consolidated companies, the distribution of which is subject to legal requirements, relate to:

	2013	2012	2011	01.01.2011
Legal reserve	1,096	1,095	1,094	1,094
Restricted reserves in Brazil	2	2	2	2
	1,098	1,097	1,096	1,096

17. Non-controlling interests

Movements in non-controlling interests:

	2013	2012	2011
Opening balance	-	(1,749)	(1,822)
Net income/(expense) recognised directly in equity			
- Profit for the year	-	(188)	(142)
	-	(188)	(142)
Dividends paid to non-controlling interests			
Changes in the scope of consolidation and business combinations (Note 1)	-	1,859	-
Other changes	-	78	215
Closing balance	-	-	(1,749)

The distribution by country is set out below:

	2013	2012	2011
Country			
Brazil	-	-	(1,749)
	-	-	(1,749)

18. Borrowings

	2013	2012	2011	01.01.2011
Non-current				
Bank borrowings (*)	7,300	7,021	15,607	23,283
	7,300	7,021	15,607	23,283
Current				
Bank borrowings (*)	11,027	21,412	13,237	13,588
Discounted bills pending maturity and prepayments of export bills	3,983	1,062	1,270	525
	15,010	22,474	14,507	14,113
	22,310	29,495	30,114	37,396

The Group's policy is to diversify its financing sources. There is no concentration risk in respect of its bank borrowings as it works with multiple entities.

The exposure of the Group's bank borrowings (*) to interest rate fluctuations is as follows:

	Balance at 31 December	At 1 year	At 5 years
	36,871	19,877	-
	36,871	19,877	-
At 31 December 2011			
Total borrowings (*)	28,844	15,607	509
Exposure	28,844	15,607	509
At 31.12.12			
Total borrowings (*)	28,433	7,021	2,475
Exposure	28,433	7,021	2,475
At 31.12.13			
Total borrowings (*)	18,327	7,300	3,809
Exposure	18,327	7,300	3,809

Non-current borrowings have the following maturities:

	2013	2012	2011	01.01.2011
Between 1 and 2 years	3,491	4,546	15,098	18,861
Between 3 and 5 years	3,809	2,475	509	1,016
	7,300	7,021	15,607	19,877

The effective interest rates at the balance sheet dates were the usual market rates (market reference rate, basically Euribor and Interchange "IDC" - Deposit Certificate plus a market spread) and there were no significant differences with respect to other companies of a similar size and with similar risks and borrowing levels.

Borrowings and credit facilities from credit institutions accrue a market interest rate in accordance with the currency concerned plus a spread that ranged between 250 and 550 basis points (2012: between 250 and 500 basis points, 2011: between 100 and 500 basis points).

The carrying amounts and fair values of current and non-current borrowings do not differ significantly, as a large part of the debt is recent, and all amounts accrue interest at market rates.

The carrying amount of the Group's borrowings is denominated in the following currencies:

	2013	2012	2011
Euro	17,884	24,952	22,633
Mexican peso	-	-	69
Brazilian real	4,426	4,543	5,962
US dollars	-	-	1,450
	22,310	29,495	30,114

At 31 December 2013 the Group records balances drawn down from credit lines with financial institutions amounting to €8 thousand (2012 and 2011: €1,428 thousand and €87 thousand, respectively). The total limit on such credit lines amounts to €3,367 thousand (2012 and 2011: € 4,367 thousand) and € 4,967 thousand, respectively.

The Group has the following undrawn credit lines:

	2013	2012	2011	01.012011
Floating rate:				
– Expiring within one year	3,359	2,939	4,880	3
	3,359	2,939	4,880	3

There are no real guarantees regarding this financing.

19. Trade and other payables

	2013	2012	2011	01.01.2011
Trade payables	36,952	30,742	30,848	18,944
Customer prepayments (Note 2.21.b)	163	344	1,104	508
Other accounts payable	1,350	1,589	2,336	1,981
	38,465	32,675	34,288	21,433

The fair value of these amounts payable does not differ from carrying value.

The breakdown of trade payables settled during the year and those pending payment at year-end in relation to the legally-permitted payment terms stipulated in Spanish Law 15/2010 is as follows:

	Payments made and pending payment as the balance sheet closing date	
	2013	
	Thousand euro	%
Payments during the year within the maximum legal limit	16,903	40
Other	25,717	60
Total payments during the year	42,620	100
Average period by which payments were past due (days)	84	
Balance pending payment at the year-end that exceeds the maximum legal limit (30 days).	8,068	

	Payments made and pending payment as the balance sheet closing date	
	2012	
	Thousand euro	%
Payments during the year within the maximum legal limit	3,424	12
Other	24,544	88
Total payments during the year	27,968	100
Average period by which payments were past due (days)	64	
Balance pending payment at the year-end that exceeds the maximum legal limit (75 days).	6,917	

	Payments made and pending payment as the balance sheet closing date	
	2011	
	Thousand euro	%
Payments during the year within the maximum legal limit	23,033	68
Other	10,720	32
Total payments during the year	33,753	100
Average period by which payments were past due (days)	42	
Balance pending payment at the year-end that exceeds the maximum legal limit (85 days).	3,491	

The carrying value of trade payables is denominated in the following currencies (thousand euro):

	2013	2012	2011
Euro	22,102	19,993	21,589
US dollar	718	379	5,274
Mexican peso	10,059	7,450	1,076
Brazilian real	2,503	2,024	2,741
Other	1,733	1,240	1,272
	37,115	31,086	31,952

20. Other liabilities

	2013	2012	2011	01.01.2011
Non-current				
Fixed asset suppliers (Note 7)	182	159	256	70
Payable to Public Administrations	-	259	1,786	2,630
Other non-current liabilities	2,752	1,192	781	470
	2,934	1,610	2,823	3,170
Current				
Derivatives (Note 3.2)	-	-	257	-
Fixed asset suppliers (Note 7)	10,953	86	98	37
Accrued wages and salaries pending payment	5,396	6,684	4,267	3,165
Other current payables to the Group (Note 31)	906	515	1,147	-
Accruals, and deferred income	50	-	4	-
	17,305	7,285	5,773	3,202

Fixed asset suppliers at 31 December 2013 refer, basically, to not paid purchases of intangible assets (Note 8)

The fair value of these liabilities does not differ significantly from carrying value.

At 31 December 2011, the Company had obtained an exchange rate hedge for a total of USD8 million at a hedged exchange rate. At 31 December 2011, the value of that derivative is € 257 thousand.
Other non-current payables relate mainly to investment financing loans received from public administrations at subsidised interest rates amount to €1,944 thousand (€1,011 thousand in 2012 and €429 thousand in 2011).

At 31 December 2013, the Company does not record any balances under the headings Current or Non-current Deferred payables to public administrations (at 31 December 2012 €259 thousand was included under the non-current heading relating to Social Security deferrals).

Other non-current liabilities have the following maturities:

	2013	2012	2011	01.01.2011
Between 1 and 2 years	2,934	1,610	2,289	2,590
Between 2 and 5 years	-	-	534	580
	2,934	1,610	2,823	3,170

21. Deferred taxes

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	2013	2012	2011	01.01.2011
Deferred tax assets:				
- Deferred tax assets to be recovered after more than 12 months	24,939	17,685	18,674	18,528
- Deferred tax assets to be recovered within 12 months	536	562	600	550
	25,475	18,247	19,274	19,078
Deferred tax liabilities:				
- Deferred tax liabilities to be recovered after more than 12 months	43	45	26	52
	43	45	26	52
Net	25,432	18,202	19,248	19,026

The gross movement in the deferred tax account is as follows:

	2013	2012	2011
Opening balance	18,202	19,248	19,026
(Charged) /credited to the income statement (Note 27)	7,248	(1,096)	367
Other movements (*)	(18)	23	(145)
Closing balance	25,432	18,202	19,248

(*) Includes movements in deferred tax account is as follows:

The movement in deferred income tax assets and liabilities during the year is as follows:

Deferred tax assets	Tax losses	Tax credits	Other temporary differences	Total
At 1 January 2011	16,713	728	1,637	19,078
(Charged) /credited to the income statement	(18)	(13)	372	341
Use of tax assets (*)	-	-	(145)	(145)
At 31 December 2011	16,695	715	1,864	19,274
(Charged) /credited to the income statement	(993)	-	(57)	(1,050)
Use of tax assets (*)	-	-	23	23
At 31 December 2012	15,702	715	1,830	18,247
(Charged) /credited to the income statement	7,128	247	(129)	7,246
Use of tax assets (*)	-	-	(18)	(18)
At 31 December 2013	22,830	962	1,683	25,475

Temporary differences refer to accounting losses that will result is fiscal losses in the following fiscal years.

Deferred tax liabilities	Accelerated tax depreciation and other	Total
At 1 January 2011	52	52
Charged /(credited) to profit and loss	(26)	(26)
At 31 December 2011	26	26
Charged /(credited) to profit and loss	19	19
At 31 December 2012	45	45
Charged /(credited) to profit and loss	(2)	(2)
At 31 December 2013	43	43

The Group has not recognised deferred tax assets amounting to €2 million (€7.3 million in 2012 and €7.3 million in 2011) relating to losses recognised by certain companies totalling €6.8 million (€26 million in 2012 and €26 million in 2011) to be offset in future years.

The tax credits (negative) from details from prior year losses generated by Spanish companies and their last year of use are as follows:

Creation Year	Amount	Last year of use
2004	1,072	2022
2005	337	2028
2006	52	2028
2007	1,737	2028
2008	883	2028
2009	14,996	2028
2010	5,522	2028
2011	144	2028
2012	4	2030
	24,747	

Additionally, there are tax credits for deductions which are pending application that have not been capitalised amounting to €0.1 million (2012 and 2011: €0.1 million and €0.1 million, respectively).

The deferred tax assets detailed previously have been registered in the balance sheet as the Directors of the parent company estimate that, considered the best estimations for the future earnings of the Group, including tax considerations, that there is no doubt that the assets are recoverable in the future.

22. Non-current provisions

Non-current provisions relate to tax and fee claim risks.

The balance at 31 December 2013 corresponds to provisions relating to these situations affecting companies residing in Brazil.

23. Operating income

	2013	2012	2011
Revenue			
- Sale of goods	52,100	48,377	43,796
- Render of services	104,189	89,947	83,505
Other operating income	357	458	477
	156,646	138,782	127,778

The heading Other operating income mainly includes operating grants.

The breakdown by currency of revenue invoiced in foreign currency (equivalent amounts in Thousand euro) is as follows:

	2013	2012	2011
Euro	64,120	58,932	67,180
Brazilian real	44,925	39,962	27,430
US dollar	3,570	5,377	6,362
Mexican peso	38,417	32,195	25,707
Other	5,257	1,858	622
	156,289	138,324	127,301

24. Other operating expenses

	2013	2012	2011
Utilities	3,271	2,651	2,303
Vehicles	1,033	589	529
Repairs	1,490	1,085	1,200
Operating leases	7,743	7,325	6,550
Independent professional services	7,984	5,837	1,480
Transfer for allowance for doubtful accounts (Note 10)	170	194	86
Allocation or provision for obsolescence	-	177	14
Communications	1,033	1,231	1,030
Travel expenses	4,832	5,143	3,603
Insurance	192	177	201
Taxes	463	471	158
Advertising	30	229	84
Other operating expenses	2,888	2,587	2,972
	31,129	27,696	20,210

25. Employee benefit expenses

	2013	2012	2011
Wages and salaries	44,306	37,737	32,427
Social Security expense	10,051	8,644	7,515
Other benefit expenses	1,427	4,528	3,097
	55,784	50,909	43,039

The average number of group employees by category is as follows:

	Number		
Category	2013	2012	2011
Executives	7	7	9
University graduates, specialists and administrative employees	978	798	676
Skilled workers	1,778	1,499	926
	2,763	2,304	1,611

The distribution of personnel and Board members at 31 December 2013, 2012 and 2011 by gender is as follows:

	2013			2012			2011		
Category	Male	Female	Total	Men	Women	Total	Men	Female	Total
Members of the Board of Directors	4	-	4	4	-	4	4	-	4
Executives	5	2	7	5	2	7	6	2	8
University graduates, specialists and administrative employees	752	296	1,048	618	303	921	557	207	764
Semi -skilled workers	1,853	73	1,926	1,778	73	1,851	1,230	72	1,302
	2,614	371	2,985	2,405	378	2,783	1,797	281	2,078

26. Interest income and expense

	2013	2012	2011
Interest expense:			
- Bank borrowing interests	(4,064)	(3,676)	(4,125)
- Interest on loans from Group companies (Note 31)	(2,293)	(1,748)	(1,888)
Interest income:			
- Other interest and financial income	1	13	1,303
Net Gains /(losses) on foreign currency transactions	(396)	(244)	(668)
Change in fair value of assets and liabilities taken to income statement (Note 20)	-	244	(257)
	(6,752)	(5,411)	(5,635)

27. Tax situation

Current tax balances refer to balances with Public Institutions derived of Value Added Tax (VAT), Personal Income Tax (IRPF), Social Security and other tributes of the same nature.

In respect of the income tax, the detail is as follows:

	2013	2012	2011
Current tax	(1,608)	(1,744)	(2,106)
Net change in deferred tax assets (Note 21)	7,248	(1,069)	367
Total tax income/(expense)	5,640	(2,813)	(1,739)

The reconciliation of reported consolidated profit and the aggregate corporate income tax base is as follows:

	2013	2012	2011
Consolidated book profit for the year before taxes	(370)	1,615	1,710
Consolidation adjustments (**)	-	(2,489)	(189)
Aggregate profit before taxes in consolidated companies	(370)	(874)	1,521
Permanent differences	310	16	2,204
Offsetting of tax loss carryforwards (*)	-	(177)	-
Aggregate corporate income tax base	(60)	(1,035)	3,725

(*) Offset of tax-loss carry forwards by domestic companies that have recognised a positive tax base.

(**) Refers to a shareholding investment in one of the Group's companies which is not included in the consolidated fiscal union.

Corporate income tax expense/ (income) is analysed below:

	2013	2012	2011
Tax calculated using nominal tax rates for companies with a positive tax base.	1,608	1,704	2,075
Capitalisation of tax credits	(8,636)	(12)	31
Reversal of tax credits	1,508	1,081	-
Other movements in temporary differences.	-	-	(398)
Adjustments and other	(120)	40	31
Tax expense/(income)	(5,640)	2,813	1,739

The theoretical tax rates vary in accordance with the various locations, and the most important are as follows:

	Nominal rate		
	2013	2012	2011
Basque Country	28%	28%	28%
Rest of Spain	30%	30%	30%
Mexico	30%	30%	30%
Brazil	34%	34%	34%
Rest of America	18.5% - 30%	18.5% - 30%	18.5% - 30%

As mentioned in Note 2.18, the parent company and its subsidiary Dominion Investigación y Desarrollo, S.L.U. are taxed under the consolidated reporting system as part of the consolidated tax group led by CIE Automotive, S.A.

The corporate income tax legislation applicable to the parent company in 2013 is that relating to Bizkaia Regional Regulation 3/1996 (26 June), which has been repealed for tax periods beginning on or after 1 January 2014 by the Income Tax Regional Law 11/2013, from 5 December, without prejudice to the rights of the tax authorities with respect to tax obligations accrued during its term of application.

The other Global Dominion Access companies file individual returns.

Generally speaking, the Group companies have their tax returns open to inspection for all years for which the statute applying under the various bodies of tax legislation to each company has not lapsed. This statute ranges between 4 and 6 years from when the tax obligation falls due and the deadline for filing tax returns passes.

The parent company's directors have calculated the amounts associated with this tax for 2013 and 2012 those years open to inspection in accordance with legislation in force at each year-end on the understanding that the final outcome of the various legal proceedings and appeals that have been filed in this respect will not have a significant impact on the annual financial statements taken as a whole.

28. Earnings per share

a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased and held as treasury shares (Note 13).

	2013	2012	2011
Profit attributable to owners of the parent (thousand euros)	5,270	(1,010)	113
Weighted average number of ordinary shares in issue (thousand)	399	369	369
Basic earnings per share from continued operations (euro per share)	13.21	2.74	0.31

b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The parent has no dilutive potential ordinary shares.

29. Cash generated from operations

	2013	2012	2011
Profit/(loss) for the year	5,270	(1,198)	(29)
Adjustments for:			
– Tax (Note 27)	1,608	1,744	2,106
– Deferred tax (Note 21)	(7,248)	1,069	(367)
– Depreciation of property, plant and equipment (Note 7)	3,365	2,514	1,403
– Amortisation of intangible assets (Note 8)	1,632	1,549	1,307
– (Profit)/ loss on disposal on property, plant and equipment (see below)	12	(319)	22
– Net change in provisions	317	107	(409)
– Interest income (Note 26)	(1)	(13)	(1,303)
– Interest expense (Note 26)	6,357	5,424	6,013
– Exchange differences (Nota 26)	396	244	668
Change in the fair value of assets and liabilities taken to income statement	-	(244)	257
Changes in working capital (excluding the effects of acquisitions and exchange differences on consolidation):			
– Inventories	(1,180)	(741)	(471)
– Trade and other receivables	(6,616)	(1,463)	(11,284)
– Other assets	(669)	(1,594)	1,294
– Other current liabilities	(1,783)	2,932	(281)
– Trade and other payables	5,798	(1,613)	12,261
Cash generated from operations	7,258	8,398	11,187

In the cash flow statement, proceeds from the sale of property, plant and equipment and intangible assets include:

	2013	2012	2011
Carrying amount (Notes 7 and 8)	51	89	351
Profit /(loss) on the sale of assets	(12)	319	(22)
Proceeds from sale of assets	39	408	329

30. Commitments, guarantees and other information

a) Asset acquisition commitments

There are no asset acquisition commitments in place.

b) Operating lease commitments

The Group has been leasing various offices and warehouses under non-cancellable operating lease agreements since 2008. The lease terms are between 5 and 10 years, and the majority of lease agreements are renewable at the end of the lease period at market rates. The Group also leases various plant and items of machinery under cancellable operating lease agreements. The Group is required to provide six months' notice to terminate these agreements.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	2013	2012	2011	01.01.2011
Less than 1 year	1,912	586	304	268
Between 1 and 5 years	1,830	2,871	1,572	1,311
	3,742	3,457	1,876	1,579

c) Other information (guarantees)

The Group has granted guarantees for works and services rendered to customers and commercial guarantees amounting approximately €14.4 million and (2012, €10.6 million and 2011, 10.2 million, respectively).

31. Related-party transactions

Related parties are considered to be the companies pertaining to CIE Automotive Group, to which the sub-group led by Global Dominion Access, S.A. pertains, as well as the Directors and key executives and close family members of Dominion Access Group and CIE Automotive Group.

a) Senior management remuneration and loans

The total compensation paid to key management in 2013, excluding that included within the compensation paid to the members of the Board of Directors, amounted to €450 thousand (2012 and 2011: €205 thousand).

The parent company has not entered into any commitments relating to pensions or other types of complementary post-employment benefits with key management personnel.

At year-end 2013, 2012 and 2011 there is no balance relating to transactions with these related parties.

b) Balances and transactions during the year with group companies and related parties

	2013	2012	2011
- Interest expense	(2,293)	(1,748)	(1,888)

- Outstanding balances with group companies and related parties are as follows:

	2013	2012	2011
- Payables to related parties (Note 20)	906	515	1,147

<u>Non-current payables to Group companies:</u>

This heading mainly includes:

	2013	2012	2011
Participating loan	11,900	11,900	11,900
Other loans from CIE Automotive, S.A	20,169	43,950	45,560
Total	32,069	55,850	57,460

The participating loan amounting €11,900 thousand was granted in 2010 by Instituto de Promoción y Gestión de Empresas, S.A. (currently CIE Automotive S.A) to Global Dominion Access, S.A. This loan matures in January 2015 and accrues no fixed interest rate.

In other loans with CIE Automotive S.A., a current account with Global Dominion Access S.A. is registered, with 5 years of maturity, which update is tacitly updated, and a renewal policy based on a communication of 1 year in advance. It accrues interest of 4,5% Euribor at a market rate (5% in 2012 and 2011).

Additionally, as detailed in Note 9, the Group holds notes receivables with Beroa Thermanl Energy GmBH amounting short-term €4,138 thousand and €6,973 thousand long-term.

On the other hand, in Note 32, Joint Arrangements integration impact is detailed, from which the incomes and current assets shown derive to transactions with associate companies.

c) Remuneration of the Directors of the parent company

<u>Compensation paid to member of the Board of Directors</u>

In 2013, the amount accrued by the members of the Board of Directors totalled €293 thousand and is made up of the following items and amounts (€293 thousand in 2012 and €295 in 2011):

	2013	2012	2011
Salaries	287	287	287
Other compensation	6	6	8
	293	293	295

Furthermore, the contract with the CEO of contains a clause under which a severance payment doubling his annual compensation is payable if the employment relationship is terminated. Contributions totalling €16 thousand were made in 2013 to pension plans of defined contribution or funds for former or current members of the parent company's Board of Directors (2012: €18 thousand and 2011, €16 thousand).

The Company has policies for the CEO covering death and permanent disability by insurance premiums, for which premiums totalled €4 thousand in 2013, 2012 and 2011.

Except from what is detailed previously, the members of the Company's Board of Directors did not receive any compensation, profit sharing or bonuses. No shares or stock options were received during the year, no options were exercised and no options yet to be exercised remain outstanding.

d) Article 229 of the Spanish Companies Act.

Article 229 of Spain's Corporate Enterprises Act, enacted by means of Legislative Royal Decree 1/2010, of 2 July 2010, obliges senior management to report to the Board of Directors and in the absence of them, to their fellow directors, or if they are sole directors, the General Meeting, on any potential direct or indirect conflict of interest vis-à-vis the entity whose interests they uphold. A potentially-conflicted director must abstain from intervening in the resolutions or decisions concerning the transaction giving rise to the conflict in question. In addition, directors must disclose any direct or indirect shareholdings they or their related parties hold in the capital of any other company with the same, similar or complementary corporate purpose as that of the parent company, additionally disclosing the positions/duties discharged at those companies.

Year end 31 December 2013

	Positions or duties at companies with the same, similar or complementary corporate purpose	
Director	Company	Position or duty
Mr. Mikel Barandiarán Landin (1)	Distribución Móvil 21, S.L.U. (formerly Dominion Tecnologías, S.L. (Sociedad Unipersonal))	Representative of the Sole Administrator, Instituto Sectorial de Promoción de Empresas Dos, S.A.
	Global Near, S.L.	Joint and Several Administrator
	Your Phone, S.L.	Representative of the Sole Administrator, Distribución Móvil 21, S.L. (Sociedad Unipersonal)
	Your Phone Franquicias, S.L.	Representative of the Sole Administrator, Your Phone, S.L.
	Eurologística Directa, S.L.	Representative of the Sole Administrator, Distribución Móvil 21, S.L. (Sociedad Unipersonal)
	Hobbycompra, S.L.	Representative of the Sole Administrator, Volumen Biozone, S.L.
	Dominion Investigación y Desarrollo, S.L. (Single Shareholder Company)	Representative of the Sole Administrator Global Dominion Access, S.A.
	Volumen Biozone, S.L.	Joint and Several Administrator

(1) It holds shares representing 100% of the share capital of Sociedad Cartera Inversiones Blaster, S.L.U. which, in turn, holds shares representing 12,66% of the company Volumen Biozone, S.L., which owns shares representing 5,07% of the company Global Dominion Access, S.A., 9,185% of the shares of the company Global Near, S.L. and 10.2581% of the share capital of Distribución Móvil 21, S.L.

Year end 31 December 2012

Director	Positions or duties at companies with the same, similar or complementary corporate purpose	
	Company	Position or duty
Mr. Mikel Barandiarán Landin (1)	Distribución Móvil 21, S.L.U. (formerly Dominion Tecnologías, S.L. (Sociedad Unipersonal))	Representative of the Sole Administrator, Instituto Sectorial de Promoción de Empresas Dos, S.A.
	Global Near, S.L.	Joint and Several Administrator
	Your Phone, S.L.	Representative of the Sole Administrator, Distribución Móvil 21, S.L. (Sociedad Unipersonal)
	Your Phone Franquicias, S.L.	Representative of the Sole Administrator, Your Phone, S.L.
	Eurologística Directa, S.L.	Representative of the Sole Administrator, Distribución Móvil 21, S.L. (Sociedad Unipersonal)
	Hobbycompra, S.L.	Representative of the Sole Administrator, Volumen Biozone, S.L.
	Dominion Investigación y Desarrollo, S.L. (Single Shareholder Company)	Representative of the Sole Administrator Global Dominion Access, S.A.
	Volumen Biozone, S.L.	Joint and Several Administrator

(1) It holds shares representing 100% of the share capital of Sociedad Cartera Inversiones Blaster, S.L.U. which, in turn, holds shares representing 12,66% of the company Volumen Biozone, S.L., which owns shares representing 10,1344% of the company Global Dominion Access, S.A., 9,185% of the shares of the company Global Near, S.L. and 10.2581% of the share capital of Distribución Móvil 21, S.L.

During 2013 and 2012 there no interest conflict situation has occurred.

32. Joint Arrangements (UTEs)

The Group participates in several consortia or temporary joint arrangements (UTEs for their acronym in Spanish). The following amounts represent the Group's percentage interest in the assets and liabilities, and sales and results of these joint arrangements. They are included in the balance sheet and income statement:

Name	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Income	Expenses	Profit/(loss)
2013	1,291	-	1,457	-	4	(170)	(166)
2012	678	-	735	-	1,961	(2,016)	(55)
2011	7,573	9	6,012	-	9,102	(7,750)	1,352

The Group has no staff working in the Joint Arrangements which participates in.

33. Other information

a) Fees of the auditors and group or related companies

The fees charged by PricewaterhouseCoopers Auditores, S.L. for auditing the annual accounts for 2013 total €223 thousand (€237 thousand in 2012 and €208 thousand in 2011). This amount includes the audit of the annual accounts of the individual companies and the consolidated annual accounts.

Other services provided by PricewaterhouseCoopers Auditores, S.L. and other firms associated with the PricewaterhouseCoopers trademark have amounted to €37 thousand (€0 thousand in 2012 and 2011).

The amount of the fees charged by other firms for the audit of the annual accounts of other investee companies totalled €5 thousand euros in 2013 (€1 thousand in 2012 and €0 in 2011), including the services contracted over the entire period by companies included in the scope of consolidation during the year.

b) Environmental issues

The Company bears environmental protection laws in mind when carrying out its operations. The Group deems that it substantially complies with these Laws and that the procedures it uses are designed to encourage and ensure compliance with said Laws.

The Company has adopted all appropriate measures with respect to the protection and improvement of the environment and the minimization of any environmental impact and complies with current legislation in this respect. During 2013, 2012 and 2011, the Group did not make any investments of an environmental nature and did not incur any expenses relating to the protection and improvement of the environment and did not consider it necessary to make any provision for environmental risks or expenses since there are no contingencies relating to the protection and improvement of the environment or any environmental liabilities.

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

ANNEX I

Subsidiaries included in Consolidation

Name	Registered address	Interest	Company holding the interest	Reason for Consolidation	Activity	Auditor
Dominion Instalaciones y Montajes, S.A.U.	Zamudio (Bizkaia)	100%	Global Dominion Access, S.A.	Full	Telecommunications engineering	PwC
Dominion Centro de Gestión Personalizada, S.L.	Madrid	100%	Dominion Instalaciones y Montajes, S.A.U.	Full	Research, projects, development, advisory services, manufacturing, supply, installation, assembly and operations involving all types of equipment, systems and computer programs for voice communications, data transmission images or any other type of information using telematic resources using physical or ether carriers.	Not audited
Dominion Networks, S.L. (1)	Madrid	100%	Dominion Instalaciones y Montajes, S.A.U.	Full	Rollout and maintenance of electronic communications networks	Not audited
Prosat Comunicaçoes, Ltda	Brazil	99.99%	Global Dominion Access, S.A.	Full	Marketing, localisation, import and export of equipment and products relating to telecommunications and commercial representation for third parties in this segment. Technical consulting and equipment maintenance.	PwC
Global Dominion Participaçoes, Ltda	Brazil	99.99%	Global Dominion Access, S.A.	Full	Holding company	PwC
Halogica Tecnologia, S.A. (2)	Brazil	100%	Global Dominion Participaçoes, Ltda	Full	Consultancy, projects, installation, maintenance, technical assistance, acquisition, sale and rental of products, import and export of products, especially rendering of services in the computer and telecommunications area and the marketing of hardware and software.	PwC
Dominion Instalaciones y Montajes de Brasil, DIMBRA	Brazil	99.99%	Global Dominion Participaçoes, Ltda	Full	Technology Services and Solutions	PwC
E.C.I. Telecom Ibérica, S.A. (5)	Madrid	100%	Dominion Instalaciones y Montajes, S.A.U.	Full	Acquisition, sale, import, export, repair and maintenance of computers, communications and telecommunications equipment, security equipment relating to these activities and electronic equipment, including parts and components. Marketing of telecommunications products developed by ECI Group Telematics.	Not audited
Dominion I+D, S.A.	Bilbao	100%	Global Dominion Access, S.A.	Full	Research and development of new technologies	Not audited
Mexicana Electrónica Industrial, S.A. de C.V.	Mexico	100%	Global Dominion Access, S.A.	Full	Acquisition, sale, import and distribution of industrial electric equipment for telecommunications, as well as the rendering of technical engineering services relating to that activity.	PwC
Dominion Tecnologías de la Información México, S.A. de CV	Mexico	99.99%	Mexicana Electrónica Industrial, S.A. de C.V.	Full	Rendering of all types of services over the Internet, computer services, marketing and software design and the rendering of computer and technology advisory services.	PwC
Dominion Baires, S.A.	Argentina	95%	Global Dominion Access, S.A.	Full	Research, projects, development, advisory services, manufacture, supply, installation, assembly and operation of all types of equipment, systems and computer and telecommunications programs for voice, data, image communications or any other type of information.	Not audited

ANNEX I

Subsidiaries included in Consolidation

Name	Registered address	Interest	Company holding the interest	Reason for Consolidation	Activity	Auditor
Dominion Limitada	Chile	99.99%	Global Dominion Access, S.A.	Full	- Research and development regarding computers, telecommunications and resource, clinical and administrative equipment. - Manufacture, installation, assembly, integration and launch of medical, clinical and administrative equipment. - Acquisition, sale, import, export, marketing of all types of assets. - Rendering of all types of advisory and other services. Maintenance, repair and assistance with marketed products.	Not audited
Dominion Perú (3)	Peru	99.99%	Global Dominion Access, S.A.	Full	Rendering of installation, assembly, maintenance of any equipment, system or telecommunications network.	PwC
Visual Line (4)	Bilbao	55%	Global Dominion Access, S.A.	Full	Innovation and development of analysis systems, as well as their subsequent marketing in the national and international markets.	Not audited

(1) Dominion Networks: the stake in this company increased from 50% to 100% in 2013.

(2) Halógica Tecnología: the stake in this company increased from 55% to 100% in 2012.

(3) Company incorporated in 2012 (Note 1)

(4) Company incorporated in 2013 (Note 1)

(5) The Company directly owns 81% but holds 100% of the voting and financial rights.

In 2012 the Group sold its stakes in the company DM Informática, S.A. de C.V., and the group Grupo DRCC, S.A. de C.V. (Note 1).

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

ANNEX II

Associates included in Consolidation

Name	Registered address	Interest	Company holding the interest	Reason for Consolidation	Activity	Auditor
GES Dominion Brasil (1)	Brazil	0%	Global Dominion Access, S.A.	-	Technological Services and support in the renewable energy field.	Not audited
Beroa Thermal Energy, S.L (2)	Bilbao	22.72%	Global Dominion Access, S.A.	Equity method	Preparation of industrial facilities, formal projects in this respect, technical assistance and advisory services for companies, as well as the construction of chimneys, the preparation of plans and projects relating to industrial facilities.	PwC

(1) GES Dominion Brasil: the 50% stake held in this company was sold in 2012 (Note 1).

(2) Share capital increase carried out by Global Dominion Access, S.A in 20 December 2013. Due to the date of acquisition, the profit of the last days of 2013 has not been included, as it was considered as insignificant (Note 1).

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

ANNEX III

Jointly controlled companies included in Consolidation

Joint ventures (UTEs) included in consolidation

Name	Address	% Stake	Reason for Consolidation	Activity	Auditor
Elecnor, S.A. y Global Dominion Access, S.A. Unión Temporal de Empresas Ley 18/1982, en anagrama (UTE Elecnor Dominion) (1)	Bilbao	-	-	Execution of the contract "Goods purchasing Project for Beijing New International Exhibition Centre as well as extensions to this work and supplementary and accessory services.	Not audited
"Global Dominion Access, S.A. and Adasa Sistemas, S.A.U. Law 18/1982, 26 May.	Bilbao	50%	Proportional consolidation	The acquisition and implementation of a surface observation system and GOES/DCS communications to be integrated into the Modernization Program relating to the National Hydrometeorological Measurement and Prediction System (Venehmet project) being carried out by the Ministry of the Environment and Natural Resources (M.A.R.N), now the Ministry of People Power for the Environment.	Not audited
"Global Dominion Access, S.A.-Adasa Sistemas, S.A.U.-EMTE, S.A., Unión Temporal de Empresas, Ley 18/1982, de 26 de Mayo".	Bilbao	50%	Proportional consolidation	The execution of the Contract "For the modernization of Environmental and Civil Protection Equipment coordinated by COPECO".	Not audited

(1) The interest in this joint venture was sold in 2013.

GLOBAL DOMINION ACCESS, S.A. Y SOCIEDADES DEPENDIENTES

INFORME DE GESTIÓN CONSOLIDADO DEL EJERCICIO 2013 Y 2012

1. Business trends.

In 2013 the company Global Dominion Access S.A. and its subsidiaries (hereinafter Dominion) reached their third year within the scope of consolidation of the listed Group CIE AUTOMOTIVE S.A., after the restructuring operation that take place in June 2010.

Over the course of the year, which has been characterized by a complex financial-economic situation, as was the case last year, Dominion has continued to focus on its highest value added businesses and to contain structural expenses and has been able to consolidate sales, EBITDA (operating profit plus depreciation and amortisation) and Profits totalling €156 million, €11.4 million and €2.3 million, respectively, compared with the preceding year (€139 million, €11.1 million and €-0.04 million), despite the unfavourable performance of the currencies of the Latin American subsidiaries.

Nowadays, Dominion operates as a company with multi-sector focus on technological services and solutions and large integration projects (EPCs), supported by its innovative spirit and its high level of knowledge to make customers' business models more efficient. Its strong international implementation has raised the consolidated contribution margins from outside Spain to above 83%, although the geographic and industry diversification decreases the implicit impact of currency and country risks on the Group's projected results.

In support of the aforementioned strategic view, and responding to the need for synergy-based growth in size to allow adequate value to be placed on our project, in December Dominion acquired 22.7% - with the right to increase it to 73% - of Beroa Group, a leading global provider of services and projects in the field of Applied Energy.

All of the above drives us to be very optimistic relating to growth and future yields from the business in progress and the acquisitions. In this scenario, for which the 2014-17 plan indicates the differentiating aspects of Applied Innovation as the common denominator and catalyst of the two large business divisions that have already been identified: Technological services, with special emphasis on innovation in efficiency, and Solutions and EPCs, with sustainable innovation and market creation as a dynamic driver. Become active appliers of the two types of the indicated innovation for our businesses, which is in line with the strategic "value drivers" traditionally defined as efficiency, technological vitality and multiple locations.

2. Corporate transactions

In August 2013 the remaining 50% of the company Dominion Networks and the company Visual Line, S.L. was created and Global Dominion Access holds a 55% stake.

In addition, in December 2013 three corporate operations took place:

- Two share capital increases at Global Dominion Access by the majority shareholder, CIE AUTOMOTIVE, totalling €50 and €10 million, respectively, through which the majority shareholder attained a 92.47% interest in the Company´s share capital.
- Spin-off of the Technological Service business of the company Dominion Instalaciones y Montajes through a dual contribution of the two variants of the line of business, the physical roll-out of resources (RNS) and centralised monitoring (CIS) to two wholly-owned companies already existing in Spain:
    - DOMINION NETWORKS: receives all of the physical roll-out activity for Telefónica and VENDORS (Alcatel, Nokia, Siemens)

- o DOMINION CENTRO DE GESTION PERSONALIZADA: received the activity relating to integrated service centres (CIS) and command and control centres.

- ➢ Acquisition of an interest in Beroa Group, reported by CIE Automotive to the CNMV as a relevant event, reporting that it would:

  (i) subscribe a share capital increase in BEROA THERMAL ENERGY, S.L. (hereinafter "Beroa Group") totalling ten million euro to acquire 22.72% of its share capital and

  (ii) conclude a purchase option agreement under which it reserves the right to acquire (in 2014) an additional 50% of the share capital of Beroa Group.

  In the event that the purchase option is exercised Dominion Group will pay over three years, for the percentage stake acquired, an amount equivalent to the EBITDA of Beroa Group in each of those three years (2014, 2015 and 2016) multiplied by 7.5x, from which the relevant financial debt will be subtracted.

  The Board of Directors of CIE Automotive has obtained a report from an independent commercial bank to verify that the agreed multiple is in line with a market multiple.

Treasury shares

In December 2013 the company Global Dominion Access acquired 3,731 and 7,587 treasury shares, respectively, which, added to the 4,188 already existing, make a total of 15,506 treasury shares at the end of the year and represent 2.077% of share capital.

3. Human Resources

Dominion continued with its strategic decision to be a group based on people and its values, as a cornerstone of a progressively global project and catalyse the Applied Innovation concept.

Clear examples of the above are the various programmes carried out under the umbrella of the CRECER project (Customer, Results, Entrepreneurship, Communications, Team (Equipo), Renewal).

4. Business Risks

The Group's activities are exposed to several financial risks: market risk (including exchange rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the uncertainty of financial markets and attempts to minimize the potential adverse effects on the Group's financial yields.

The description of the impact of these risks and their management by Dominion Group is provided in Note 3 to the Group's Consolidated Annual Accounts at 31 December 2013 and 2012.

5. Research and Development related activities

Inspections performed by the Institutions which review the quality of processes and products, have been undergone satisfactorily.

6. Subsequent events concerning the Group after year-end.

No subsequent event after year-end which could modify the equity of the Group has been identified.

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

PREPARATION OF THE CONSOLIDATED ANNUAL ACCOUNTS AND CONSOLIDATED DIRECTORS' REPORT FOR 2013 AND 2012

In compliance with Article 253 of the current Spanish Companies Act the Board of Directors of GLOBAL DOMINION ACCESS, S.A., hereby prepares the consolidated annual accounts and consolidated Directors' Report for the year ended 31 December 2013 and 2012, as follows:

- The contents are transcribed on sheets of stamped stationary, numbered ___ to ___.
- The consolidated balance sheet is issued on a sheet of stamped stationary numbered _______.
- The consolidated profit and loss account is issued on a sheet of stamped stationary numbered _______.
- The consolidated statement of changes in equity is issued on a sheet of stamped stationary numbered _______.
- The consolidated cash flow statement is issued on a sheet of stamped stationary numbered _______.
- The consolidated notes to the annual accounts are issued on sheets of stamped stationary numbered _________ to _________.
- The consolidated Directors' Report is issued on a sheet of stamped stationary numbered ________.
- In compliance with the provisions of Article 253, the Directors declare that they have signed each of the above-mentioned sheets and signed this sheet of stamped stationary numbered ________.

Similarly, the members of the Company's Board of Directors declare that, to the best of their knowledge, the annual accounts prepared in accordance with applicable accounting principles present fairly the financial position and results of the issuer and companies included in the consolidation taken as a whole and that the directors' report includes an fair analysis of the performance and results of the business, together with a description of the principal risks and uncertainties which they face.

For all pertinent purposes and as an introduction to the aforementioned accounts and report, the following hereby sign this document:

In Bilbao, on 30th June 2014

SIGNATORIES

Mr Antón Pradera Jaúregui
(Chair) ______________________________

Mr Mikel Felix Barandiaran Landin
(CEO) ______________________________

Mr Francisco José Riberas Mera
(Director) ______________________________

Mr Jose Rafael Fernández-Monge Gonzalez-Audicana
(Non-Voting Secretary and Legal Counsel)

Audited Consolidated Financial Statements of Global Dominion Access, S.A. as of and for the year ended 31 December 2014

Global Dominion Access, S.A. and subsidiaries

Audit Report,
Consolidated Annual Accounts at 31 December 2014
and directors' Report for 2014

"This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation."

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED ANNUAL ACCOUNTS

To the Shareholders of Global Dominion Access, S.A.:

Report on the Consolidated Annual Accounts

We have audited the accompanying consolidated annual accounts of Global Dominion Access, S.A. and its subsidiaries, which comprise the consolidated balance sheet as at December 31, 2014, and the consolidated income statement, the consolidated comprehensive income statement, the consolidated statement of changes in equity, the consolidated cash flow statement and related notes for the year then ended.

Directors' Responsibility for the Consolidated Annual Accounts

The parent company's directors are responsible for the preparation of these consolidated annual accounts, so that they present fairly the consolidated equity, financial position and financial performance of Global Dominion Access, S.A. and its subsidiaries, in accordance with International Financial Reporting Standards, as adopted by the European Union, and other provisions of the financial reporting framework applicable to the Group in Spain and for such internal control as directors determine is necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated annual accounts based on our audit. We conducted our audit in accordance with legislation governing the audit practice in Spain. This legislation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated annual accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated annual accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the parent company's directors' preparation of the consolidated annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the presentation of the consolidated annual accounts taken as a whole.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers Auditores, S.L., Plaza de Euskadi, 5, 48009 Bilbao, España
Tel.: +34 944 288 800 / +34 902 021 111, Fax: +34 944 288 805, www.pwc.com/es

R. M. Madrid, hoja 87.250-1, folio 75, tomo 9.267, libro 8.054, sección 3ª
Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

Opinion

In our opinion, the accompanying consolidated annual accounts present fairly, in all material respects, the consolidated equity and financial position of Global Dominion Access, S.A. and its subsidiaries as at December 31, 2014, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union, and other provisions of the financial reporting framework applicable in Spain.

Report on Other Legal and Regulatory Requirements

The accompanying consolidated directors' Report for 2014 contains the explanations which the parent company's directors consider appropriate regarding Global Dominion Access, S.A. and its subsidiaries' situation, the development of their business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the directors' Report is in agreement with that of the consolidated annual accounts for 2014. Our work as auditors is limited to checking the directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from Global Dominion Access, S.A. and its subsidiaries' accounting records.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by Francisco Javier Domingo

3 June 2015

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

Consolidated Annual Accounts and
Consolidated Directors' Report
for the year ended 31 December 2014

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

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GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2014 AND 2013
(Thousand euro)

ASSETS	Note	At 31 December 2014	At 31 December 2013
NON-CURRENT ASSETS			
Property, plant and equipment	6	39,902	5,563
Goodwill	7	194,604	20,868
Other intangible assets	7	22,831	13,635
Non-current financial assets	8	6,324	7,381
Investments in associates	8	-	10,000
Deferred tax assets	21	33,648	25,475
Other non-current assets	-	-	30
		297,309	82,952
CURRENT ASSETS			
Inventories	11	18,071	5,772
Trade and other receivables	10	108,075	32,213
Other current assets	9	2,463	275
Current tax assets	28	7,792	5,275
Other current financial assets	8	26,904	12,624
Cash and cash equivalents	12	73,550	15,264
		236,855	71,423
TOTAL ASSETS		534,164	154,375

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2014 AND 2013
(Thousand euro)

EQUITY AND LIABILITIES	Note	At 31 December 2014	At 31 December 2013
EQUITY			
Equity attributable to parent company shareholders			
Share capital	13	13,177	8,971
Treasury shares	13	(1,807)	(1,807)
Share premium	13	132,491	92,763
Retained earnings	14	(44,353)	(61,701)
Cumulative exchange differences	14/15	(3,812)	(4,777)
Non-controlling shareholdings	17	3,434	-
		99,130	33,449
NON-CURRENT LIABILITIES			
Non-current provisions	23	25,086	610
Non-current borrowings	18	40,762	7,300
Deferred tax liabilities	21	5,958	43
Borrowings from the Group	33	48,057	32,069
Other non-current liabilities	20	59,226	2,934
		179,089	42,956
CURRENT LIABILITIES			
Current provisions	23	2,294	-
Current borrowings	18	30,885	15,010
Trade and other payables	19	148,959	38,465
Current tax liabilities	28	16,896	7,190
Current financial liabilities	8	883	-
Borrowings from the Group	33	11,900	-
Other current liabilities	20	44,128	17,305
		255,945	77,970
TOTAL EQUITY AND LIABILITIES		534,164	154,375

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2014 AND 2013
(Thousand euro)

	Note	Year ended 31 December 2014	2013
CONTINUING OPERATIONS			
OPERATING INCOME		293,355	156,646
Revenues	24	292,759	156,289
Other operating income	24	596	357
OPERATING EXPENSES		(281,794)	(150,264)
Consumption of raw materials and secondary materials	11	(127,938)	(58,314)
Employee benefit expenses	26	(108,343)	(55,784)
Depreciation/Amortisation	6/7	(10,697)	(4,997)
Other operating expenses	25	(42,940)	(31,129)
Profit/(loss) on sale/impairment of assets	30	229	(12)
Other income and expenses	32	7,895	(28)
OPERATING PROFIT		11,561	6,382
Financial income	27	4,836	1
Financial expense	27	(8,192)	(6,357)
Net exchange differences	27	3,071	(396)
Share in results obtained by associates	27	(1,977)	-
PROFIT BEFORE TAXES		9,299	(370)
Income tax	28	(3,857)	5,640
PROFIT ON CONTINUING OPERATIONS AFTER TAXES		5,442	5,270
PROFIT ON DISCONTINUED OPERATIONS AFTER TAXES	32	146	-
PROFIT FOR THE YEAR		5,588	5,270
PROFIT/(LOSS) ATTRIBUTABLE TO NON-CONTROLLING SHAREHOLDINGS	17	1,875	-
PROFIT ATTRIBUTABLE TO PARENT COMPANY SHAREHOLDERS		3,713	5,270
Profit per share from continuing and discontinued operations attributable to parent company shareholders (expressed in euro per share)			
- Basic earnings from continuing operations	29	4,69	13,21
- Diluted earnings from continuing operations	29	4,69	13,21

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2014 AND 2013
(Thousand euro)

	Note	Year ended 31 December 2014	Year ended 31 December 2013
PROFIT FOR THE YEAR		5,588	5,270
OTHER COMPREHENSIVE PROFIT/(LOSS)			
Items that may not be subsequently classified to profit/(loss):			
- Actuarial gains	22	(1,491)	-
- Tax rate		439	-
		(1,052)	-
Items that may be subsequently classified to profit/(loss):			
- Differences on exchange	14	965	(1,501)
		965	(1,501)
Total comprehensive profit/(loss)		(87)	1,501
TOTAL COMPREHENSIVE PROFIT/(LOSS) NET OF TAXES		5,501	3,769
Attributable to:			
- Parent company shareholders		3,626	3,769
- Non-controlling shareholdings	17	1,875	-
TOTAL COMPREHENSIVE PROFIT/(LOSS) NET OF TAXES		5,501	3,769
Attributable to:			
- Continuing operations		5,355	3,769
- Discontinued operations	32	146	-

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEARS ENDED 31 DECEMBER 2014 AND 2013
(Thousand euro)

	Share capital (Note 13)	Treasury shares (Note 13)	Share premium (Note 13)	Retained earnings (Note 14)	Cumulative exchange rate differences (Note 15)	Non-controlling shareholdings (Note 17)	Total Equity
Balance at 31 December 2012	4,486	(628)	37,248	(66,924)	(3,276)	-	(29,094)
Total comprehensive profit/loss for 2013	-	-	-	5,270	(1,501)	-	3,769
Acquisition of treasury shares (Note 13)	-	(1,179)	-	-	-	-	(1,179)
Share capital increase (Note 13)	4,485	-	55,515	-	-	-	60,000
Other movements	-	-	-	(47)	-	-	(47)
Balance at 31 December 2013	8,971	(1,807)	92,763	(61,701)	(4,777)	-	33,449
Total comprehensive profit/loss for 2014	-	-	-	2,661	965	1,875	5,501
Share capital increase (Note 13)	4,206	-	39,728	-	-	-	43,934
Changes in the scope of consolidation (Note 1)	-	-	-	15,491	-	3,244	18,735
Other movements	-	-	-	(804)	-	(1,685)	(2,489)
Balance at 31 December 2014	13,177	(1,807)	132,491	(44,353)	(3,812)	3,434	99,130

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2014 AND 2013
(Thousand euro)

	Note	Year ended 31 December	
		2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from continuing and discontinued operations	30	59,131	7,258
Interest paid		(8,192)	(6,357)
Interest collected		4,836	1
Taxes paid		(1,608)	(1,744)
		54,167	(842)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition/disposal of subsidiaries, net of cash acquired	32	13,939	-
Acquisition of property, plant and equipment and intangible assets	6, 7, and 20	(18,722)	(2,648)
Income from sale of property, plant and equipment and intangible assets	30	998	39
Acquisition of financial assets	8	(6,820)	(18,395)
Disposals of financial assets	8	18,238	99
Payments received/(made) as a result of interests in associates	8	-	(10,000)
		7,633	(30,905)
CASH FLOWS FROM FINANCING ACTIVITIES			
Acquisition of treasury shares	13	-	(1,179)
Share capital increase	13	-	60,000
Income from loans granted	18	31,352	4,839
Repayment of loans	18	(62,754)	(10,723)
Issue/repayment of borrowings to/from group companies	33	27,888	(23,781)
		(3,514)	29,156
NET (DECREASE)/INCREASE IN CASH, CASH EQUIVALENTS AND BANK OVERDRAFTS		58,286	(2,591)
Cash, cash equivalents and bank overdrafts at the beginning of the year	12	15,264	17,855
Cash, cash equivalents and bank overdrafts at the end of the year	12	73,550	15,264

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS FOR 2014
(Thousand euros)

1. General information

1.1. Activity

Global Dominion Access, S.A. (hereinafter the Company) was incorporated on 1 June 1999 and its registered address for Mercantile and tax purposes and its headquarters are located in Bilbao (Spain), at calle Ibañez de Bilbao, 28-8-1B, where it moved in February 2014.

In accordance with Article 2 of its bylaws, Global Dominion Access, S.A. engages in the preparation of studies regarding the creation, structure and viability of companies and markets both in Spain and abroad, developing, promoting, directing and managing business activities grouped by production sectors by organizing human and material resources for the group of companies, acquiring those that are already in operation and creating new companies, merging, taking over, spinning off or liquidating them in order to directly carry out the activities as is most appropriate in each case for the most efficient management of the business.

In addition, the Group acquired in 2014, for which Beroa Thermal Energy, S.L. is the parent company, engages in the preparation of industrial installations, formalising projects in this respect, technical assistance and the rendering of advisory services to companies, particularly all matters relating to refractory and similar materials, as well as the construction of chimneys, preparation of plans and projects for industrial installations involving those materials, including the assembly of facilities necessary for those installations. It also carries out studies regarding the creation, structuring and viability of companies and interests in commercial companies through the acquisition of shares or interests into which their capital is divided, particularly those involved with the assembly of refractory materials at facilities of all types.

The main facilities are located in Europe (Spain, Germany, France, Italy, United Kingdom, Poland and Denmark), as well as in Saudi Arabia, Persian Gulf countries (Oman, Qatar, UAE), United States, Latin America (Chile, Mexico and Argentina) and South Africa.

The Bilcan Global Services, S.L and Global Near, S.L Groups acquired in December 2014 also engage in the management of a national chain of shops associated with the distributor of the operator France Telecom España, S.A.U. (Orange), based on a supply and distribution agreement concluded in 2012 and which is tacitly renewable for successive half-yearly periods. They also engage in the research, study, development, manufacture, supply and assembly of computer equipment and programs, as well as the rendering of Internet and corporate advisory services.

1.2. Group structure

The Company is the Parent of a Group of companies in accordance with current legislation. The presentation of consolidated annual accounts is necessary in accordance with accounting principles generally accepted in Spain in order to present a true and fair view of the Group's financial situation and the results of its operations.

However, in prior years the Directors decided to apply the provisions established under Article 43 of the Commercial Code and file, for legal and commercial purposes in Spain, the consolidated annual accounts prepared by the Parent Company of the Group to which it pertains.

In 2013, the Directors of Dominion Access Group for the first time decided to prepare the consolidated annual accounts in accordance with International Financial Reporting Standards (IFRS) adopted for use in the European Union (IFRS-EU) and approved by European Commission Regulations.

Exhibit I hereto sets out the identification details of the subsidiaries included in consolidation under the full consolidation method.

Exhibit II hereto sets out the identification details of the joint ventures (UTEs) included in consolidation under the proportional method.

1.3. Changes in the scope of consolidation

2014

In July 2014 Global Dominion Access, S.A. adopted a resolution to increase share capital by €253 thousand with a share premium of €1,247 thousand, fully subscribed and paid in by a shareholder other than CIE Automotive, S.A. (Note 13).

Furthermore, in accordance with the purchase option agreement concluded in 2013 under which Global Dominion Access, S.A. reserved the right to acquire in 2014 an additional 50% of the share capital in Beroa Thermal Energy, S.L. (Note 32), in July 2014 the Company exercised this option and the effective date on which control was taken was 1 July 2014. As was foreseen, Dominion Group will pay €42 million for this acquisition over three years. This amount is equivalent to the EBITDA of Beroa Group in each of those three years (2014, 2015 and 2016) plus a multiplier of 7.5x, from which the relevant financial debt will be subtracted.

Global Dominion Access, S.A. also purchased from the non-controlling shareholders the shares that they held and therefore it currently owns 100% of the share capital in Beroa Thermal Energy, S.L. In return these shareholders subscribed and paid in a share capital increase totalling 7.69% of Global Dominion Access, S.A., for €769 thousand, with a share premium of approximately €231 thousand. (Note 13). Both transactions have been carried out at a market value in accordance with a report prepared by an independent expert.

After receiving approval for the transaction from the Board of Directors of CIE Automotive (Note 13) on 17 December 2014, a General Meeting of the Shareholders of Global Dominion Access, S.A. adopted a resolution to include in the group two new business areas through a non-monetary contribution that resulted in a share capital increase by Global Dominion Access, S.A. in the amount of €3,184 thousand, consisting of the issue of 264,947 shares with a par value of €12.020242 and a share premium of €144.367306 for each new share issued (total share premium of €38,250 thousand). As a result of that increase, Dominion Group received full ownership of 100% of the share capital of the companies Bilcan Global Services, S.L. (which carries out commercial services) and 89.246% of Global Near, S.L. (which develops digital solutions) (Exhibit I). The Directors received several independent appraisals of the businesses contributed that support the amount of the transaction, as well as the required report from the independent expert designated by the Mercantile Registry for the purposes of measuring the non-monetary contribution.

The share capital of Bilcan Global Services, S.L. was increased after that transaction, consisting of the non-monetary contribution of the shares that Dominion Instalaciones y Montajes, S.A.U. held in Dominion Networks, S.L. and Dominion Centro de Control, S.L. (Exhibit I). This operation did not have any impact on the consolidated accounts.

The new areas of business represent approximately 20% of sales and 20% of Dominion Group's EBITDA.

After these transactions, the interest held by CIE Automotive, S.A. in Global Dominion Access, S.A. was increased to 62.95% (Note 13).

All of these operations increasing the scope of consolidation fall within the strategy of CIE Automotive Group to reinforce and consolidate the Dominion Group in order to make it an autonomous and independent project, holding a leadership position with respect to the provision of Solutions and Services that contribute to make its customers' production processes more efficient under the differentiating concept of "Smart Innovation".

These business combinations are discussed in Note 32.

2013

In 2013 the company Visual Line, S.L. was incorporated with a share capital of €3,100, of which Global Dominion Access, S.A. subscribed 55%. Furthermore, in August 2013, Dominion Instalaciones y Montajes S.A.U. acquired an additional 50% stake in the company Dominion Networks, S.L., thereby attaining a 100% interest in that company. The acquisition of the additional 50% took place at the par value of the acquired shares since the Company had not started its activities.

Effective on 1 January 2013 for accounting purposes, the company Dominion Instalaciones y Montajes, S.A.U. (DIMSA) segregated to its wholly-owned investee companies Dominion Networks, S.L. and Dominion Centro de Gestión Personalizada, S.L., respectively, its activities in the telecommunication services area consisting of the roll-out of resources for the customers Telefónica and "Vendors", on the one hand, and the monitoring and centralized control of its customer telecommunications networks, on the other.

The intention of this operation is to better orient activities towards customers and provide improved strategic visibility in the telecommunications market for future projects and transactions. This operation did not have any effect whatsoever on the consolidated accounts.

Through its parent company Global Dominion Access, S.A., on 20 December 2013 the Group participated in a share capital increase at the Spanish company Beroa Thermal Energy, S.L. in the amount of €10,000 thousand, in order to acquire 22.72% of its share capital. It also concluded a purchase option agreement under which it reserved the right to acquire an additional 50% of the share capital of Beroa Thermal Energy, S.L. between July and September 2014.

1.4. The financial and economic situation of the Group

Since Grupo Dominion S.A. joined Grupo CIE Automotive S.A. and up until 2012, Dominion Group did not prepare consolidated accounts since the consolidated information that was presented focused on its parent company CIE Automotive S.A.

The Group has consolidated Dominion Group's assets and liabilities, which was completed in 2014, by including new activities and business areas, new shareholders and the share capital increase. This process has provided a solution to the negative equity situation seen in 2012 and prior years.

The Directors of the Parent Company have prepared these consolidated annual accounts with the consideration that there are no doubts regarding the Group's capacity to recover its assets and satisfy its financial and other obligations in the amounts and terms recognised in the consolidated balance sheet (Note 3), as well as its ability to carry out its activities in accordance with the financial budgets approved by management for the coming years (Note 7), due to the positive evolution that is expected in all of its activities in which it believes will allow them to be met and since it ultimately has the business and financial support of CIE Automotive Group.

1.5. Preparation of the accounts

These consolidated annual accounts were prepared by the Board of Directors on 31 March 2015 and are pending approval by Shareholders at a General Meeting. Group management understands that they will be approved without changes.

2. Summary of the main accounting policies applied

The main accounting policies adopted when preparing these consolidated annual accounts are described below. Except for the matter indicated in Note 2.1.1 below, the accounting policies have been applied consistently to all years being presented.

2.1. Basis of presentation

The Group's consolidated annual accounts at 31 December 2014 have been drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted for utilisation in the European Union (IFRS-EU) and approved under European Commission Regulations in force at 31 December 2014.

The consolidated annual accounts have been prepared on a historical cost basis, as modified by the revaluation of financial assets and liabilities (including derivatives) at fair value through profit and loss.

The preparation of consolidated annual accounts in accordance with IFRS-EU requires the application of certain significant accounting estimates. It also requires that management exercise judgment in the process of applying the accounting policies. Note 4 discloses the areas that require a higher level of judgement or entail greater complexity, and areas where assumptions and estimates have a significant effect on the consolidated annual accounts.

Certain International Financial Reporting Standards are effective from 1 January 2014, prompting the Group to adapt its consolidated annual accounts. The standards effective in the year are detailed below.

The consolidated annual accounts are not affected by any aspect that may contravene applicable presentation bases.

2.1.1 List and a summary of standards, amendments and interpretations published to date

a) Mandatory standards, amendments and interpretations for all years starting on or after 1 January 2014.

IFRS 10 "Consolidated financial statements".

IFRS 10 was issued on May 2011 and replaces the guidance on control and consolidation gathered in IAS 27 "Consolidated and Separate Financial Statements" and eliminates SIC 12 "Consolidation - Special Purpose Entities" which was repealed. IFRS 10 establishes principles for presentation and preparation of consolidated financial statements. The IFRS introduces changes to the control concept, which is still defined as the determining factor in whether an entity should or should not be included in the consolidated financial statements. The concept of unity of the parent company and its subsidiaries for the purposes of the consolidated financial statements and consolidation procedures are unchanged with respect to IAS 27 above.

This rule has been applied by the Group with no significant changes in the consolidated figures of the Group.

IFRS 11 "Joint Arrangements".

IFRS 11 exceeds IAS 31 "Interests in Joint Ventures" and SIC 13 "Jointly controlled entities – Non monetary contributions of the participants". IFRS 11 establishes the accounting treatment for joint arrangements, based on the rights and liabilities arising from the agreement, rather than its legal form. The types of joint arrangements diminish to two: joint operations and joint ventures. Joint arrangements which the company participates in, are joint ventures. The option of proportionate consolidation for joint ventures is eliminated. On the other hand, joint ventures arise when a participant is entitled to get the result or net assets of the entity involved in and therefore, uses the equity method to account its interest in the entity.

The effects related to this standard are outlined below together with those relating to the modification of IAS 28.

IFRS 12 "Disclosure of interests in other entities".

IFRS contains the disclosure requirements for companies that report under the new IFRS 10 "Consolidated financial statements" and the new IFRS 11 "Joint arrangements".

The Group has taken this new standard into consideration without it having any effect on the Group's consolidated accounts.

IAS 27 (Amendment) "Separate financial statements".

The requirements previously established in IAS 27 with respect to the preparation of consolidated financial statements are included in the new IFRS 10.The standard requires an entity prepares separate financial statements to account these investments at cost or in accordance with IFRS 9.

This modification has not had effect on the consolidated accounts of the Group.

IAS 28 (Amendment) "Investments in associates and joint ventures".

IAS 28 has been updated to include references to joint ventures, which must be recognized using the participation method under the new IFRS 11. At the same time, information about accounting treatment of these typed of investments has been added.

Although the amended IAS 28 is mandatorily applicable in the annual periods beginning on or after 1 January 2013 according to the date of effectiveness established by the IASB, for European Union purposes, the amendment is effective for annual periods beginning on or after 1 January 2014.

This amendment did not have an effect on the consolidated annual accounts.

IAS 32 (Amendment) "Offsetting financial assets and financial liabilities"

The modification clarifies that the right of compensate assets and financial liabilities has to be available in the current moment, so it does not depend on a future event.

These changes have had no significant effects in the consolidated figures of the Group.

IFRS 10 (Amendment), IFRS 11 (Amendment) and IFRS 12 (Amendment) "Consolidated financial statements, joint arrangements and disclosures regarding interests in other companies: "Transition guidelines", (Amendments to IFRS 10, IFRS 11 and IFRS 12)

Its aim is to clarify the transition guidance of IFRS 10, indicating that the date of first application is the first day of the annual period in which this IFRS is first applied. Likewise, it adapts the requirements of transition in relation to the IFRS 10, 11 and 12, limiting the requirement of comparative information adjusted only to the previous comparative exercise.

This modification has determined changes in the Group Annual Accounts detailed in previous paragraphs of this memory.

IFRS 10 (Amendment), IFRS 12 (Amendment) and IFRS 27 (Amendment) "Investment entities"

These modifications do not apply to the Group.

IAS 36 (Amendment) "Disclosures regarding the recoverable amount of non-financial assets"

It incorporates a modification of limited scope of IAS 36 "Impairment of assets". This modification requires detailed information of how the fair value less costs of disposal has been assessed when an impairment loss is registered or reversed.

This modification has been applied by the Group but has not brought significant effects.

IAS 39 (Revised) "Novation of derivatives and continuation of hedge accounting"

It introduces an exemption of restricted area to the interruption of the accounting coverage in the cases of novation of a derivative designated as an instrument of coverage and substitution of a counterpart for a central counterpart as consequence of legal or regulation dispositions.

This change has not had effects for the Group.

b) Standards, amendments and interpretations that have not yet entered into force but which may be adopted before the start of financial years commencing on or after 1 January 2014.

At the date of signature of this Consolidated Annual Accounts, the IASB and the IFRS Interpretations Committee had published rules, modifications and interpretations that will be detailed below and which obligatory application is from the exercise 2015, though the Group has not adopted them beforehand.

IFRIC 21 "Levies"

This interpretation approaches the countable treatment of taxes imposed by the Public Administrations different from the tax on the earnings and of fines and sancciones imposed by the breach of the legislation.

It is not expected that the new interpretation has a significant effect on the Group's consolidated financial statements.

Annual improvements to IFRS, 2011 - 2013 cycle.

In December 2013 the IASB published the Annual Improvements to IFRSs for cycle 2011-2013. The changes added in this Annual Improvements generally applied for annual periods beginning on or after July 1, 2014, although early adoption is permitted. The main incorporated amendments relate to:

- IFRS 3 "Business Combinations": Exceptions to the scope for joint ventures.
- IFRS 13 "Fair Value Rating": Scope of the "exception portfolio" available in IFRS 13.
- IAS 40 "Investment Property": Interaction between IAS 40 and IFRS 3 when a property is classified as an investment property or occupied property by its owner.

Annual improvements to IFRS, 2010 - 2012 cycle.

In December 2013 the IASB published the Annual Improvements to the IFRS for the Cycle 2010-2012. The modifications incorporated in these Annual Improvements generally apply for the annual exercises that begin from July 1, 2014. The main changes refer toIFRS 2 "Payments based on share": Definition of "condition for the irrevocability of the concession".

- IFRS 2 "Payments based on share": Definition of "condition for the irrevocability of the concession".
- IFRS 3 "Business combinations": Accounting of a contingent consideration in a business combination.
- IFRS 8 "Operating segments": Information to reveal about the aggregation of operating segments and reconciliation of total assets of all segments that are reported to the assets of the entity.
- IFRS 13 "Fair Value Rating": References to the ability to assess the accounts receivable and payable, short-term nominal value when the discounting effect is not significant.
- IAS 16 "Property, Plant and Equipment" and IAS 38 "Intangible Assets": Proportional restatement of accumulated amortization when the revaluation model is used.
- IAS 24 "Disclosure of related parties": Entities that provide key management personnel services as related party.

IAS 19 (Revised), "Defined benefit plans: Employee contributions"

IAS 19 (reviewed in 2011) distinguishes between employee contributions related to the given service and those not linked to the service. Moreover the current modification distinguishes between contributions linked to service only in the year in which they arise and those linked to service in more than one year. The amendment allows the contributions linked to service that does not vary with the duration deduct from the cost of benefits earned in the year in which the related service is provided.

It does not expect the modification has significant effect in the Group Consolidated Annual Accounts.

The Group is analyzing possible impacts of this modifications in his Consolidated Annual Accounts.

c) Standards, amendments and interpretations applied to existing standards that may not be adopted early or have not been adopted to date by the European Union

At the date these interim condensed consolidated financial statements were prepared, the IASB and IFRS Interpretations Committee had published the following standards, amendments and interpretations that have not yet been adopted by the European Union.

IFRS 14 "Regulatory deferral accounts".

This is an intermediate standard on the accounting treatment of certain balances that arise in activities with regulated tariffs. It applies only to those entities adopting IFRS 1 for the first time, allowing them to continue recognizing the amounts related to tariff regulation in accordance with their preceding the adoption of IFRS accounting policies.

It is not expected that the rule has a significant effect on the Group Consolidated Annual Accounts.

IFRS 11 (Amendment) "Recognition of purchases of shares in joint ventures"

It requires apply the accounting principles for a business combination to an investor who acquires an interest in a joint operation constitutes a business.

It is not expected that the rule has a significant effect on the Group Consolidated Annual Accounts.

IAS 16 (Amendment) and IAS 38 (Amendment) "Clarification of acceptable depreciation and amortisation methods"

This modification clarifies that it is not appropriate use methods based on ordinary revenues to calculate the depreciation of an asset.

The amendment is not expected to have a significant effect on the Consolidated Annual Accounts.

IFRS 15 "Ordinary income from contracts with customers"

In May 2014, the IASB and the FASB jointly issued a converged standard in relation to the recognition of revenue from contracts with customers. Under this standard, revenues have to be recognized when a customer obtains control of the good or service sold, when it has the ability to direct the use and obtain the benefits of the good or service. This IFRS includes a new guide to determine if the revenues have to be recognizing over time or in a certain time.

IFRS 15 requires extensive information about recognized revenue as well as expected revenue to will be recognize in the future in relation to existing contracts. It also requires quantitative and qualitative information about the significant judgments made by management determining income are recognized as well as changes in these trials. The IFRS 15 will be effective for annual periods beginning after 1st January 2017.

The Group is analyzing the impact of that changes may have on the Group Consolidated Annual Accounts in case European Union adopt them.

IAS 16 (Amendment) and IAS 41 (Amendment) "Agriculture: Bearer plants to grow produce"

Nowadays the Group has not assets of these characteristics.

IFRS 9, "Financial instruments"

It approaches the classification, valuation and recognition of financial assets and financial liabilities. The complete version of the IFRS 9 has been published in July 2014 and replaces the guide of the IAS39 about the classification and valuation of financial instruments. The IFRS 9 maintains but simplifies the mixed valuation model and establishes three main categories of valuation for the financial assets: amortized cost, fair value with changes in results and fair value with changes in another global result. The base of classification depends on the entity business model and the characteristics of the contractual flows of cash of the financial assets. It requires that the investments in equity are measured to fair value with changes in results with the irrevocable option on the beginning to present the changes on fair value in other global non-recyclable results, provided that the instrument is not held for trading. Under IFRS9, there is a new model of impairment losses, the model of expected credit losses, which replaces the model impairment losses incurred in IAS 39 and which will lead to recognition of losses before it has been done in IAS 39. The IFRS 9 relaxes the requirements for the coverage effectiveness. Under the IFRS 9, the coverage has to be highly effective both prospectively and retrospectively. The IFRS 9 requires an economic relationship between the covered item and the covered instrument and the covered ratio is the same as the entity actually used for risk management.

IFRS 9 is effective for annual periods beginning on or after 1 January 2018. IFRS 9 will be applied retroactively but will not require comparative figures are restated.

The Group is analyzing the impact of that changes may have on the Group Consolidated Annual Accounts in case European Union would adopt them.

IAS 27 (Amendment) “Equity method in separate financial statements”.

IAS 27 was modified to restore the option of using the participation method to account investments in subsidiaries, joint ventures and associates in the separate financial statements of a company.

The amendment is not expected to have a significant effect on the Consolidated Annual Accounts.

IFRS 10 (Amendment) and IAS 28 (Amendment) "Sale or contribution of assets between an investor and its associate/joint venture"

These modifications clarify the accounting treatment of sales and transfers of assets between an investor and its associates and joint ventures, which will depend on whether non-monetary assets sold or provided to an associate or joint venture constitute a "business". The investor will recognize the complete profit or loss when the non-monetary assets constitute a "business". If the assets do not meet the definition of business, the investor recognizes a profit or loss to the extent of the interests of other investors.

The amendment is not expected to have a significant effect on the Consolidated Annual Accounts.

Improvement project, 2012-2014 cycle:

The amendments affect IFRS 5, IFRS 7, IAS 19 and IAS 34 and will apply for annual periods beginning on or after July 1, 2016, subject to adoption by the EU. The main changes relate to:

- IFRS 5 "Non-current assets held for sale and discontinued operations": Changes in the methods of disposal.

- IFRS 7, "Financial instruments: Disclosure": Continuing involvement in management contracts.

- IAS 19, "Employee Benefits": Determination of the discount rate in obligations for post-employment benefits.

- IAS 34, "Interim Financial Reporting": Information presented elsewhere in the interim financial information.

The Group is analyzing the impact of that changes may have on the Group Consolidated Annual Accounts in case European Union would adopt them.

IAS 1 (Amendment), "Presentation of financial statements":

The amendments of IAS 1 encourage enterprises to apply professional judgment to determine what information will be disclosure in the financial statements.

The amendment is not expected to have a significant effect on the Consolidated Annual Accounts.

IFRS 10 (Amendment), IFRS 12 (Amendment) and IFRS 28 (Amendment) "Investment entities" Applying the exemption to consolidation"

These amendments clarify aspects of the implementation of the requirement for investment firms to assess the dependent at fair value rather than strengthened.

These amendments are not expected to have a significant effect on the Consolidated Annual Accounts.

2.2. Consolidation principles

a) Subsidiaries

Subsidiaries are all entities (including special-purpose companies) over which the Group has control. The Group controls an entity when it is exposed, or has right, to obtain a few variable performances for his implication in the informed one and has aptitude to use his power on her to influence these performances.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration paid for the acquisition of a subsidiary consists of the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability that originates from a contingent consideration agreement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent compensation to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. The accounting policies followed by subsidiaries have been modified where necessary to ensure consistency with policies adopted by the Group.

The accompanying Exhibit I sets out the identification particulars of subsidiaries.

31 December is the year end for all the annual accounts/ financial statements used in the consolidation process.

b) Changes in the ownership interests in subsidiaries without any change in control

The Group recognises transactions involving non-controlling interests that do not result in loss of control as transactions with the owners of the Group's equity in their capacity as owners. In acquisitions of non-controlling interests, the fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recognised in equity. Gains or losses on disposals of non-controlling interests are also recognised in equity.

c) Disposal of subsidiaries

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

d) Joint arrangements

The Group applies IFRS 11 to all the joint agreements. The investments in joint agreements under IFRS 11 qualify as joint operations or as joint business, depending on the rights and commitments of every investor. The Group has evaluated the nature of his joint agreements and has determined that are joint business. The joint business is assessed using the method of the participation.

Under the method of the participation, the interests in joint business are recognized initially to his cost and it adjusts from then to recognize the participation of the Group in the benefits and losses later to the acquisition and movements in another global result. When the participation of the Group in the losses in a joint business equalizes or overcomes his interests in joint business (what includes any long-term interest that, in substance, forms a part of the clear investment of the Group in the joint business), the Group does not recognize additional losses, until it has incurred obligations or done payments name of the joint business.

The earnings not realized in transactions between the Group and his joint business is eliminated in the measure of the participation of the Group in the joint business. The losses not realized also are eliminated until the transaction provides evidence of a loss for deterioration of the value of the transferred assets. The countable policies of the joint business have been modified when it is necessary to assure the uniformity with the policies adopted as the Group.

For more detailed information on these joint ventures, see Note 34.

e) Associates

Associates (Note 8) are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes any goodwill (net of impairment) identified on acquisition (Note 2.7.a)). Note 2.8 outlines the impairment policy in respect of non-financial assets, including goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss.

The Group's share of its associates post-acquisition profits or losses is recognised in the income statement and its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

At each reporting date, the Group determines if there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of the impairment loss as the difference between the recoverable amount of the associate and its carrying amount and recognises the amount adjacent to "share of profit/(loss) of associates" in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of impairment of the asset transferred. The accounting policies of associates have been changed where necessary to ensure consistency with policies adopted by the Group.

Dilution gains or losses arising in associates are recognised in the income statement.

2.3. Segment reporting

Operating segments are reported consistently with the internal reporting provided to the chief operating decision-maker. The highest decision-making body is responsible for allocating resources to and assessing the performance of the operating segments. The maximum decision-making body is the Executive Steering Committee.

Segment information is analysed in Note 5.

2.4. Foreign currency conversion

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). All Group companies use the currency of their country of domicile as their functional currencyAll Group companies use their local currency as their functional currency.

The consolidated annual accounts are presented in euro, which is the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Exchange gains and losses are presented in the income statement under "Net exchange differences".

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

c) Group Companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;

(ii) Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, any exchange differences arising from the translation of net investments in foreign operations and loans and other instruments in foreign currency and designated as hedges of such investments are taken to equity. When realised, or when the investment ceases to be classified as a net investment in a foreign operation, these differences are recognised in the income statement as part of the gain or loss on the sale.

The Group has designated certain loans granted to foreign subsidiaries as a net investment in a foreign business, classifying the exchange differences totalling €4,591 thousand under the heading Cumulative differences on exchange in 2014 (2013: €2,831 thousand).

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

The Group has not defined hedge derivatives for net foreign investments at 31 December 2014 and 2013.

2.5. Property, plant and equipment

Items of property, plant and equipment are recognised at cost less accumulated depreciation and any accumulated impairment losses, except for land, which is presented net of impairment losses.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment transferred from equity.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation of other non-productive assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	Estimated useful life
Buildings	10 - 50
Other equipment and furnishings	6 -15
Other assets	4

The asset's residual value and useful life are reviewed and adjusted, if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on the sale of property, plant and equipment are calculated by comparing the revenue obtained against the carrying value and are included in the income statement in "Other operating income" (Note 24).
When restated assets are sold, the amounts included in other reserves are transferred to retained earnings.

2.6. Borrowing cost

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss.

2.7. Intangible assets

a) Goodwill

Goodwill represents the excess of acquisition cost over the Group's interest in the acquisition-date fair value of the net identifiable assets, liabilities and contingent liabilities of the subsidiary acquired. Goodwill arising on acquisitions of subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and is carried at cost less cumulative impairment losses; goodwill impairment cannot be reversed in the future. Gains and losses on the sale of an entity include the carrying amount of goodwill allocated to the entity sold.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying amount of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

b) Research and development expenses

Research expenditure is recognised as an expense as incurred. The costs incurred in development projects (associated with the design and testing of new products or product upgrades) are recognised as an intangible asset when the success of the development is deemed probable taking into account its technical and commercial feasibility, management intends to complete the project and has the technical and financial resources to do so, has the ability to use or sell the asset and generate potential economic benefits and the costs involved may be reliably estimated. Other development expenditures are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs with a finite useful life that have been capitalised are amortised from the start of commercial production of the product on a straight-line basis over the period in which it is expected to generate economic benefits, which does not exceed five years.

Any intangible assets so recognised are subject to impairment testing under IAS 36.

c) Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

Costs associated with developing or maintaining computer software programs are recognised as an expense when incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that are deemed likely to generate economic benefits in excess of costs beyond one year, are recognised as intangible assets. Directly attributable costs include software developer costs and an appropriate portion of relevant overheads.

Computer programs acquired from third parties or developed in-house that are capitalised are amortised over their estimated useful lives, which do not exceed three years.

2.8. Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than goodwill that have suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9. Non-current assets (or disposal groups) held for sale

The Group classifies a non-current asset (or disposal group) as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Non-current assets (or disposal groups) classified as held-for-sale are measured at the lower of their carrying amount and fair value less costs to sell, if the carrying amount will be recovered primarily through the sale rather than through continuing use.

2.10. Financial assets

2.10.1 Classification

The Group classifies its financial assets into the following categories: fair value through profit or loss, loans and receivables, investments held to maturity and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of investments at the time of initial recognition.

a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for amounts maturing more than 12 months after the end of the reporting period, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (Note 10).

b) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities which Group management has the positive intention and ability to hold to maturity. If the Group disposes of a significant amount of the held-to-maturity assets, the entire category is reclassified as available-for-sale. Financial assets held to maturity are included under non-current assets, except for those that mature within 12 months of the reporting date.

c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

10.1.2 Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date, i.e. the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are carried at amortised cost using the effective interest rate method.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the income statement within 'Net gains/losses on financial instruments at fair value' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences on monetary securities are recognised in the income statement. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in equity.

Unrealised gains and losses resulting from changes in the fair value of non-monetary instruments classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value using measurement techniques which include the use of recent arm's length transactions between knowledgeable, willing parties, benchmarking of other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

10.1.3 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

10.1.4 Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired.

A financial asset or a group of financial assets is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in payment terms or economic conditions that correlate with defaults.

In the loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

Impairment testing of receivables is described in Note 2.13.

2.11. Derivative financial instruments and hedging activity

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

a) Hedges of the fair value of recognised liabilities (fair value hedge);

b) Hedges of a particular risk associated with a recognised asset/liability or a highly probable forecast transaction (cash flow hedge); or

c) Hedges of a net investment in a foreign operation (net investment hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

In 2014 and 2013 the company did not have significant derivatives classified as hedges.

Derivatives that do not qualify for hedge accounting are recognised at fair value through changes in profit or loss. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in the income statement.

2.12. Inventories

Inventories are measured at the lower of cost and net realisable value. Production costs include direct and indirect manufacturing costs.

When the net realisable value of inventories is less than cost, the appropriate value adjustments are made and recognised as an expense in the income statement. If the circumstances that caused the value adjustment cease to exist, the adjustment is reversed and income is recognised in the income statement.

Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.13. Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is recognised when there is objective evidence that the Group will not be able to collect all amounts due under the original terms of the receivables. Indications of impairment are deemed to exist when the debtor is in serious financial difficulty, it is probable that the borrower will enter bankruptcy or other financial reorganisation, and in the event of payment default or delinquency. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the asset is reduced as the provision is used and the loss is recognised in the income statement. When a receivable is deemed uncollectible it is written off against the provision for receivables. Any subsequent recovery of previously written-off amounts is recognised in the income statement.

Financing through the discounting of bills of exchange is not written off from trade receivables until they are collected and is reflected as bank financing. In order to hedge certain customer collection risks, collection insurance contracts are arranged that cover the risk of default through the payment of insurance premiums.

Financing by means of non-recourse factoring or the sale of trade receivables triggers the derecognition of the receivable as all associated risks are transferred to the financial institution in question.

2.14. Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.15. Equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

When a Group company acquires shares of the parent company (treasury shares), the consideration paid, including any directly attributable incremental cost (net of income tax) is deducted from equity attributable to the parent's equity owners until the shares are cancelled, reissued or sold. When these shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the parent's equity owners.

2.16. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in deferred income as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets. Tax credits in respect of R&D investment, deemed equivalent to grants under IAS 20, are recognised as operating grants in the income statement to the extent they relate to R&D expenditure that has not been capitalised.

The gain on a loan granted by a Government Body at below market interest rates is measured as the difference between the instrument's carrying amount in accordance with IAS 39, 'Financial instruments: Recognition and measurement', and the amount received; a grant is recognised in the amount of this difference and is recorded in the income statement or in liabilities as a deferred government grant depending on whether the loan finances current expenses or investments in property, plant and equipment.

2.17. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.18. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer their settlement for at least 12 months after the end of the reporting period.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

2.19. Current and deferred taxes

a) Corporate income tax

Corporate income tax expense for the year comprises current and deferred tax and is calculated on the basis of profit before tax, adjusted for any permanent and/or temporary differences envisaged in the tax laws enacted or substantively enacted at the balance sheet date regarding the calculation of taxable income in the countries where the company and its subsidiaries operate. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Tax credits and deductions and the tax effect of applying unused tax losses that have not been capitalised are treated as a reduction in income tax expense for the year in which they are applied or offset.

In 2014 the Group's parent company Global Dominion Access, S.A. and its subsidiary, Dominion Investigación y Desarrollo, S.L.U. ceased to be taxed under the consolidated tax system in the region of Bizkaia together with companies that form part of CIE Automotive Group (Note 13) and are now taxed individually. The rest of the group companies are taxed on an individual basis.

An application has been filed with the relevant tax authorities to be classed as a group of companies effective 1 January 2015 and the parent company is: Global Dominion Access, S.A. and the others:

- E.C.I. Telecom Ibérica, S.A.
- Dominion Instalaciones y Montajes, S.A.U.
- Beroa Thermal Energy, S.L.
- Beroa Ibéria, S.A.
- Global Near, S.L
- Near Technologies, S.L.U.
- Dominion Ampliffica, S.L.
- Global Ampliffica, S.L.
- Ampliffica, S.L.

In addition, a request has been released to the tributary pertinent administration for, the consideration of group of companies by effect on 1 January 2015, being the parent: Bilcan Global Services, S.L. and others companies: Dominion Centro de Control, S.L.U., Dominion Network S.L.U., Servicios al Operador Móvil S.L., Sur Conexión, S.L, Tiendas Conexión, S.L., Your Phone, S.L., Your Phone Franquicias, S.L., Euroligística Directa Móvil 21, S.L.U.

The other CIE Group companies file its tax individually.

b) Deferred taxes

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated annual accounts. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except when the Group can 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 deriving from the carryforward of unused tax credits and unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the tax assets can be utilised. In the case of tax allowances in respect of investments, the tax credit is accrued as a decrease in expense over the period during which the items of property, plant and equipment that generated the tax credit are depreciated (Note 2.5); this right is recognised with a credit to deferred income. Tax deductions in respect of R&D investment are classified, depending on the nature of the subsidy, upon recognition as operating grants so long as the R&D costs have not been capitalised (Note 2.16).

Deferred tax assets corresponding to utilised or recognised tax credits relating to R&D activities are recognised in profit or loss on a systematic basis over the periods during which the Group companies expense the costs associated with these activities, based on management's assessment that treatment as a grant best reflects the economic substance of the tax credit. Accordingly, in keeping with IAS 20, the Group treats the tax credit recognised or used as other operating income.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset the amounts recognised under these headings and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20. Employee benefits

a) Pension commitments

The Group's plans are funded through payments to insurance companies or externally-administered funds, determined by periodic actuarial calculations. The Group has defined benefit plans. A defined benefit plan defines the amount of benefits that an employee will receive, normally on the basis of one or more factors such as age, years of service and compensation.

A defined benefit plan is a plan under which the Group pays fixed contributions to a fund and is required to pay additional contributions if the fund does not have sufficient assets to pay all employees the benefits related to the services provided in the current year and prior years.

The liability recognised in the balance sheet in connection with defined benefit plans is the present value of defined benefit commitments at the reporting date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the obligation is calculated by discounting the estimated future cash outflows using the interest rates of high quality corporate bonds denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity (in other comprehensive income) in the period in which they arise in the case of post-employment benefits and in the income statement in the case of long-term employee benefits.

Under IAS 19 Revised, past-service costs are recognised immediately in the income statement.

b) Termination benefits

Termination benefits are paid to employees as a result of the Company's decision to terminate employment contracts before the retirement age or when employees voluntarily agree to resign in return for benefits offered by the Company. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or as a result of an offer of termination benefits made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

c) Profit-sharing and bonus plans

The Group recognizes a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the parent company's shareholders after certain adjustments. The Group recognizes a provision when contractually obliged or when there is a past practice that has created a constructive obligation.

2.21. Provisions

Provisions for specific liabilities and charges are recognised when:

(i) The Group has a present legal or constructive obligation as a result of past events;
(ii) It is probable that an outflow of resources will be required to settle the obligation; and
(iii) The amount has been reliably estimated.

Restructuring provisions include employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the probability of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

2.22. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable on the sale of goods and services in the ordinary course of the Group's business activities, stated net of discounts, returns and value added taxes and after the elimination of intragroup sales. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities. The amount of revenue cannot be reliably determined until all of the contingencies associated with the sale have been settled. Revenue is recognised as follows:

a) Sales of goods

Sales of goods are recognised when a Group company has delivered the products to the customer, the customer has accepted the products and it is probable that the future economic benefits will flow to the seller Accumulated experience is used to estimate and provide for returns at the time of sale.

b) Service/construction agreements

The Group renders telecommunications system integration and technological consulting services in networks and automatic mechanisms, carrying out all phases of the project, including engineering, supply, installation and launch of public and private entities and companies. These services are rendered in accordance with a specific date and materials, or a fixed price contract.

Revenues from specific dates and materials contracts, which normally relate to the rendering of telecommunications integration services, are recognised at the rates stipulated in the contract to the extent that personnel performs the hours and direct expenses are incurred.

Revenues deriving from fixed price contracts relating to engineering maintenance and network installations are recognised based on the degree of completion method. Upon the inclusion of Beroa Group (Notes 1 and 32) the Group fulfils contracts involving the construction of assets and the income from those contracts is also recognised based on the degree of completion method.

Under the degree of completion method income is recognised based on the services performed or the percentage of completion of the contracts compared with all services or construction contracts to be completed.

If circumstances arise that alter the initial estimates or revenue, costs or level of completion, such estimates are reviewed. Revisions may result in increases or decreases in estimated income and costs and they are reflected in the income statement in the period in which the circumstances giving rise to those revisions are known by management.

c) Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash is collected or on a cost-recovery basis as conditions warrant.

d) Royalty income

Revenue from royalties is recognised on an accruals basis in accordance with the substance of the relevant agreements.

e) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.23. Leases

a) Finance leases

Leases of property, plant and equipment in which the Group retains substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is apportioned between the reduction of the outstanding liability and the finance charge so as to produce a constant rate of interest on the outstanding liability. The corresponding lease obligation, net of finance charges, is included in long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

b) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.24. Dividend distribution

Dividend distribution to the Parent Company's shareholders is recognised as a liability in the Group's consolidated annual accounts in the period in which the dividends are approved by the parent company's shareholders.

2.25. Environment

Costs incurred by the Group as part of its business activities that are intended to protect the environment and/or improve its environmental record are expensed currently. These costs are capitalised when the expenses represent additions to items of property, plant and equipment intended to make them more environmentally-friendly and minimise their impact on the environment.

2.26. Current and non-current balances

Those amounts with longer maturity to 12 months from the closing date of the period are considered as non-current balances, assets and liabilities.

3. Financial risk management

3.1. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk and price risk), credit risk and liquidity 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. The Group uses derivative financial instruments to hedge certain risk exposures.

In the broadest sense, the management of financial risks aims to control the incidents generated by fluctuations in exchange and interest rates. Finance Management at the Company and at CIE Automotive Group, to which it pertains, is responsible for the arrangement of financial instruments which enable as far as possible participation in favourable environments relating to movements in the exchange and interest rates to be compatible with the limitation, in part or in whole, of the adverse effects due to an unfavourable environment.

a) Market Risk

i) Exchange rate risk

The presence of the Group in the international market requires it to arrange an exchange rate risk management policy. The basic objective is to reduce the negative impact on operations in general and on the income statement in particular of the variation in interest rates such that it is possible to protect against adverse movements and, if appropriate, leverage a favourable development.

In order to arrange such a policy, CIE Automotive Group uses the Management Scope concept. This concept encompasses all collection / payment flows in a currency other than the euro expected to materialise over a specific time period. The Management Scope includes assets and liabilities denominated in foreign currency and firm or highly probable commitments for purchases or sales in a currency other than the euro. Assets and liabilities denominated in foreign currency are subject to management, irrespective of timing, while firm commitments for purchases or sales that form part of the Management Scope are also subject to management if they are expected to be recognised on the balance sheet within a period of no more than 18 months.

Following the definition of Management Scope, in order to manage risks the Group uses a series of financial instruments that in some cases permit a certain degree of flexibility. These instruments will basically be as follows:

- Forward currency purchases/ sales: An exchange rate known at a specific date is fixed which may, moreover, be subject to timing adjustments in order to adapt and apply it to cash flow.

- Other instruments: Other hedging derivatives may also be used, the arrangement of which will require specific approval by the relevant management body. This body will have to be informed beforehand as to whether or not it complies with the necessary requirements to be regarded as a hedge instrument, therefore qualifying for the application of the rule on hedge accounting.

These types of financial instruments used in 2014 and 2013 are described in Note 8.b.

The Group protects against loss of value as a result of movements in the exchange rates other than the euro in which its investments in foreign operations are denominated by similarly denominating, to the extent possible, its borrowings in the currency of the countries of these operations if the market is sufficiently deep or in a strong currency such as the dollar, insofar as dollar correlation to the local currency is significantly higher than that of the euro. Correlation, estimated cost and depth of the debt and derivative markets determine policy in each country.

The Group has several investments in foreign operations, whose net assets are denominated in the local currency (Note 1) and are exposed to foreign currency risks. The exchange risk on the net assets of the Group's foreign operations is mainly managed through hedges consisting of loans denominated in the relevant foreign currency.

This risk for the rest of the assets in other foreign currencies for operations in countries outside the Eurozone is handled basically by debts in those currencies.

If at 31 December 2014 and 2013, the value of the euro had decreased/ increased by 10% with respect to all other functional currencies, all other variables remaining constant, equity would have increased by €80 thousand and €937 thousand, respectively, (increased/decreased by €431 thousand in 2013) owing to the effect of the assets contributed by the subsidiaries operating in a functional currency different from the euro.

If the average exchange rate of the euro in 2014 had fallen / increased by a further 10% with respect to all functional currencies other than the euro, all other variables being equal, profits after tax for the year would have been €7,338/6,004 thousand higher/lower (€632 thousand higher/lower in 2013), mainly as a result of the exchange gains / losses on the conversion of accounts receivable denominated in currencies other than the euro.

ii) Price risk

The Group's exposure to the price risk relating to equity securities due to investments held by the Group and classified in the consolidated balance sheet as available for sale or at fair value through changes in profit or loss is not significant because of the limited significance of these investments with respect to the Group's total assets and equity.

iii) Interest rates

As the Group has no significant interest-bearing financial assets, revenues and cash flows from operating activities are relatively independent of variations in market interest rates.

The Group's interest rate risk derives from non-current and current borrowings, which accrue an interest rate indexed to the Euribor, plus a spread.

The Group analyses its exposure to interest rate risk on a dynamic basis and manages the interest rate risk on cash flows, when Management considers it necessary, using interest-rate swaps.

In order to manage this risk factor, the Group uses financial derivatives that may qualify as hedging instruments and therefore hedge accounting. The corresponding accounting standard (IAS 39) does not specify the type of derivatives that may be considered hedging instruments except for options issued or sold. It does, however, specify the prerequisites for consideration as hedging instruments. In line with the management of foreign exchange risk, the arrangement of any financial derivative which is suspected not to comply with the prerequisites for consideration as a hedging instrument requires the express approval of the relevant management body. By way of example, the basic hedging instruments are the following:

- Interest rate swaps: Through these derivatives, these Group segments convert the variable interest rate reference of a loan to a fixed reference with respect to either all or part of the amount of the loan, affecting all or part of the life of the loan.

Sensitivity to the interest rates included in the annual accounts is limited to the direct effect of changes in interest rates applied to financial instruments subject to recognised interest in the balance sheet. The sensitivity of the income statement to a 1% change in interest rates would have an effect of approximately €438 thousand on Profits before tax recorded in 2014 (2013: €599 thousand).

b) Liquidity risk

The prudent management of the liquidity risk entails maintaining sufficient cash and available financing through sufficient credit facilities. In this respect, the Group's strategy is to maintain through CIE Automotive Group's Treasury Department the necessary financing flexibility through committed credit lines. Additionally, and on the basis of its liquidity needs, CIE Global Dominion Access Group uses liquidity financial instruments (factoring without recourse and the sale of financial assets representing receivables, through which the risks and rewards on accounts receivable are transferred) that, in accordance with Group policy, do not exceed approximately two-thirds of overdue trade and other receivable balances in order to maintain liquidity levels and the structure of working capital required under its business plans.

Management follows up the Group's liquidity reserve forecasts together with the development of the Net Financial Debt, which at 31 December 2014 and 2013 is calculated as follows:

	2014	2013
Cash and cash equivalents (Note 12)	73,550	15,264
Other current financial assets (Note 8)	26,904	12,624
Available lines of credit (Note 18)	5,905	3,359
Liquidity reserve	**106,359**	**31,247**
Bank borrowings (Note 18)	71,647	22,310
Current financial liabilities (Note 8)	883	-
Borrowings from group companies (Note 33)	59,957	32,069
Cash and cash equivalents (Note 12)	(73,550)	(15,264)
Other current financial assets (Note 8)	(26,904)	(12,624)
Net financial debt	**32,033**	**26,491**

(*) For the purposes of this calculation the Group does not consider the heading of "Other financial liabilities" to be financial debt (Note 20).

The Finance Department at Global Dominion Access Group monitors forecasts of the Group's liquidity needs in order to ensure that it has sufficient cash to comply with operating requirements while maintaining sufficient availability of unused credit facilities at all times so as to manage liquidity needs.

There are no restrictions regarding the use of cash/cash equivalents with the exception of the existing commitments described in Note 31.

Below is a table setting out a breakdown of the working capital presented in the Group's consolidated balance sheet at 31 December 2014, on a comparative basis with the figures at 31 December 2013, indicating the relative significance of each of the included headings:

	2014	2013
Inventories	18,071	5,772
Trade and other receivables	108,075	32,213
Other current assets	2,463	275
Current tax assets	7,792	5,275
Current operating assets	136,041	43,535
Other current financial assets	26,904	12,624
Cash and cash equivalents	73,550	15,264
CURRENT ASSETS	236,855	71,423
Trade and other payables	148,959	38,465
Current tax liabilities	16,896	7,190
Current provisions	2,294	-
Other current liabilities	56,028	17,305
Current operating liabilities	224,177	62,960
Current bank borrowings	30,885	15,010
Other financial liabilities	883	-
CURRENT LIABILITIES	255,945	77,970
TOTAL WORKING CAPITAL	(19,090)	(6,547)

The Group's Treasury Department and financial management believes that the action in progress will allow illiquid situations to be avoided. In 2015 the estimated generation of cash of approximately €11.8 million and the financial support of CIE Group, from which a participating loan totalling €11.9 million has been obtained and which is intended to be renewed, will allow payments during the year to be satisfied without requiring any increase in net financial debt.

Although the magnitude of working capital taken into consideration in an isolated manner is not a key parameter for understanding the Group's financial statements, it actively manages working capital through net operating capital and net current and non-current financial debt, based on the solidity, quality and stability of relationships with its customers and suppliers, as well as the exhaustive monitoring of its situation with financial institutions, which in many cases automatically renew loans.

One of the Group's strategic lines is to ensure the optimisation and maximum saturation of the resources devoted to the business. The Group therefore pays special attention to the net working capital invested in the business. In keeping with this and as in previous years, significant efforts have been made to control and reduce the collection periods for trade and other receivables and to minimise services rendered pending invoicing. Similarly, the Company constantly optimises supplier payment terms, standardising policies and conditions throughout the Group. As a result of the above it may be confirmed that there are no liquidity risks at the Group.

The table below sets out an analysis of the Group's financial liabilities that will be settled, grouped together by maturity, in accordance with the time to maturity at the balance sheet date stipulated in the contract. The amounts shown in the table relate to the cash flows (including the interest that will be paid) stipulated in the contract without discounting. Balances payable in the coming 12 months equal their carrying value, given that the effect of discounting is not significant.

	Less than 1 year	Between 1 and 5 years	More than 5 years
At 31 December 2014			
Bank borrowings (Note 18)	30,885	40,839	3,037
Suppliers and other financial liabilities	193,970	63,339	229
Amounts owed to Group companies:	11,900	9,611	49,979
At 31 December 2013			
Bank borrowings (Note 18)	15,010	7,845	-
Suppliers and other liabilities	55,770	2,787	506
Amounts owed to Group companies:	-	7,216	33,512

c) Credit risk

Credit risks are not managed by customer groups. The credit risk deriving from cash and cash equivalents, derivative financial instruments and bank deposits is considered immaterial in view of the credit standing of the banks with which the Group works. In certain circumstances that give rise to specific liquidity risks at these financial institutions, the appropriate provisions to cover them are allocated if necessary.

Furthermore, the Group maintains specific policies for the management of this customer credit risk, taking into account their financial position, past experience and other factors. It should be noted that a significant part of its customers consist of companies with high credit ratings (Note 5.c) or official entities whose operations are financed through loans from international financial institutions.

In order to minimise this risk in trade receivable balances, the Group's strategy is based on the arrangement of customer credit insurance policies and the setting of customer credit limits.

It has been borne in mind that, given the characteristics of the Group's customer's balances, receivables due in between 120 and 180 days entail no credit risk. The Group continues to consider that these outstanding balances still present good credit quality.

The analysis of the age of outstanding assets that are not impaired is provided in Note 10.

3.2. Fair value estimation

IFRS 13, 'Fair value measurements' explains how to estimate fair value when other international accounting standards so require. This standard stipulates the fair value disclosure requirements applicable to non-financial assets and liabilities.

IFRS 13 defines fair value as the value that would be received or paid, in an orderly transaction on the measurement date, for an asset or liability, regardless of whether this value is directly observable or has been estimated using valuation techniques. To this end the data used must be consistent with the assumptions that market participants would use in considering such a transaction.

Although IFRS 13 leaves the principles set down in other standards intact, it does establish the overall framework for measuring assets and liabilities at fair value when doing so is mandatory under other standards and stipulates additional fair value disclosure requirements.

The Group complies with IFRS 13 requirements in measuring its assets and liabilities at fair value when such fair value measurement is required under other international financial reporting standards.

On the basis of the contents of IFRS 13 and in accordance with IFRS 7 on financial instruments measured at fair value, the Group reports on how it estimates fair value by level using the following fair value hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets and liabilities (Tier 1).
- Inputs other than Level 1 quoted prices that are observable for the asset or liability, either directly (for example, as prices) or indirectly (for example, derived from prices) (Tier 2).
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Tier 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2013, 2012 and 2013 (Note 8):

	- Available- for- sale financial assets (Note 8)	
ASSETS AT FAIR VALUE	2014	2013
Tier 1	4	149
Tier 2	-	-
	4	149

	Derivatives (Note 8)	
LIABILITIES AT FAIR VALUE	2014	2013
Tier 1	-	-
Tier 2	883	-
	883	-

There were no transfers between Tier 1 and 2 during 2014 and 2013.

a) Tier 1 financial instruments

The fair value of the financial instruments that are marked on active markets is based on market prices at the balance sheet date. The listed market price used for financial assets is the ordinary buy price. A market is considered to be active when the listed prices are easily and regularly available through a stock market, financial brokers, industry institution, a pricing service or a regulatory entity and those prices reflect current market transactions that take place on a regular basis between parties that operate under conditions of mutual independence. The listed market price used for the financial assets held by the Group is the current buy price. These instruments are included in Tier 1.

b) Tier 2 financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods such as estimated discounted cash flows and makes assumptions based on existing market conditions at each balance sheet date. If the significant inputs that are required to calculate the fair value of an instrument are observable, the instrument is included in Tier 2.

The specific measurement techniques applied to financial instruments are:

- Fair value of interest rate swaps is calculated as the present value of the estimated future cash flows.
- Fair value of forward foreign exchange contracts is determined using forward exchange rates quoted at the balance sheet date.
- It is assumed that the carrying amounts of trade receivables and payables approximate their fair values.
- Fair value of financial liabilities for financial reporting purposes is estimated by discounting future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

Tier 2 instruments relate to the derivative financial instruments (Note 8).

If one or more of the significant inputs are not based on data observable in the market, the financial instrument is included in Tier 3.

At 31 December 2014 and 2013 the Company does not record any financial assets classified under Tier 3, or any agreements to offset financial assets and liabilities.

3.3. Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group can adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the leverage ratio. This ratio is calculated as net debt divided by total capital employed. Net debt is calculated as total borrowings plus current financial liabilities less cash, cash equivalents and current financial assets, all of which as shown in the consolidated annual accounts. Total capital employed is calculated as 'equity', as shown in the consolidated annual accounts plus net debt.

As was the case in prior years, in 2014 the Group's strategy consisted of maintaining a leveraging ratio of approximately 0.4. Leveraging indexes at 31 December 2014 and 2013 were as follows:

	At 31 December	
	2014	2013
Borrowings (Note 18)	71,647	22,310
Current financial liabilities (Note 8)	883	-
Debt with group companies (Note 33)	59,957	32,069
Less: Cash and cash equivalents and current financial assets (Notes 8 and 12)	(100,454)	(27,888)
Net financial debt (Note 3.1.b))	32,033	26,491
Equity	99,130	33,449
Total capital employed in the business	131,163	59,940
Leverage index	0.24	0,44

(*) For the purposes of this calculation the Group does not consider the heading of "Other financial liabilities" to be financial debt (Note 20).

The Group has made advances with its objective of reducing the leveraging ratio to below 0.4, in line with the strategy of positioning itself as a company with progressively more liquidity in order to thus allow it to access increasingly larger projects and to comply with its role as a "strategic aircraft carrier" through granting financial coverage to new projects and companies that join the Dominion project.

4. Accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Critical accounting estimates and judgments

The Group makes estimates and judgments concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 7).

If the estimated rate used to discount the cash flows had been 10% higher than management's estimates, the Group would still not have needed to reduce the carrying amount of goodwill (Note 7).

With respect to the assumptions used to project the EBITDA (operating profit plus depreciation and amortisation, essential for calculating free cash flow) of the CGUs and their future growth, management modelled the most conservative scenario so that underperformance in respect of EBITDA is considered unlikely.

Simulations using other growth rates and 10% variations in EBITDA do not indicate the need for impairment provisions in either 2014 or 2013 (Note 7).

Ten percent changes in the discount rate used also do not show a risk of impairment in 2014 and 2013 (Note 7)

b) Estimate of the fair value of assets, liabilities and contingent liabilities associated with a business combination

In business combinations, the Group classifies or designates, at the acquisition date, the identifiable assets acquired and liabilities assumed as necessary, based on contractual agreements, financial conditions, accounting policies and operating conditions or other pertinent circumstances that exist at the acquisition date in order to subsequently measure the identifiable assets acquired and liabilities assumed, including contingent liabilities, at their acquisition date fair values.

The measurement of the assets acquired and liabilities assumed at fair value requires the use of estimates that depend on the nature of those assets and liabilities in accordance with their prior classification and which, in general, are based on generally accepted measurement methods that take into consideration discounted cash flows associated with those assets and liabilities, comparable quoted prices on active markets and other procedures, as disclosed in the relevant notes to the annual financial statements, broken down by nature. In the case of the fair value of property, plant and equipment, fundamentally consisting of buildings used in operations, the Group uses appraisals prepared by independent experts.

c) Degree of completion of construction contracts

The accounting of the contracts of construction according to the percentage of completion or ending of the same ones is based on estimations of the total of costs incurred on the total ones estimated for the completion. Changes in these estimations have impact in the recognized results of the works in accomplishment. The estimations are constantly monitored and fitted if necessary.

d) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. The Group recognises deferred taxes which, in accordance with prevailing legislation in different tax jurisdictions, result from multiple temporary differences in respect of assets and liabilities. Nonetheless, there are certain transactions and calculations with respect to which the ultimate calculation of the tax is uncertain in the ordinary course of business. In prior years, the Group had recognised liabilities for possible tax contingencies based on estimates of potential additional taxes due.

The calculation of income tax expense did not necessitate significant estimates except with respect to the amount of tax credits recognised in the year. If the assumptions used to make this estimate differed by 10%, the effect on profit for the year would not be material.

If the actual final result (in judgement areas) differs by more than 10% from management's estimates, deferred assets and corporate income tax would not significantly change since the tax credits have not been recognised at those companies that recorded a negative tax base. There also would not be a significant impact for those companies that generated a positive tax base.

e) Fair value of derivatives or other financial instruments

The fair value of financial instruments that are not quoted in an active market (e.g. OTC derivatives) is determined by using valuation techniques. The Group exercises judgement in selecting a range of methods and making assumptions which are based primarily on prevailing market conditions at the reporting date. The Group has used discounted cash flow analysis to measure several available-for-sale financial assets that are not traded on active markets.

Note 3.1.a)iii) provides a sensitivity analysis for changes to the main assumptions with regard to the measurement of derivatives.

f) Pension benefits

The present value of the Group's pension obligations depends on a series of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for employee benefits are based in part on current market conditions. Note 22 contains further information and a sensitivity analysis for changes to the most significant estimates.

g) Product warranty

Warranty product risks are recognised when there is a firm claim not covered by the relevant insurance policy.

Due to the type of business, the Technology segment does not offer product warrantees other than the proper execution of the work for which it is contracted. Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims.

4.2. Significant judgements when applying accounting policies

The most significant judgements and estimates that have been taken into account when applying the accounting policies described in Note 2 relate to:

- Premises and calculations required in the analysis of the impairment of goodwill, as described in Notes 2.7.a), 4.1.a) and 7.
- Estimate of the recognition and application of tax credits, as described in Notes 2.19.b), 4.1.b) and 28.
- Estimate of the useful lives of property, plant and equipment (Note 2.5).
- Degree of completion of construction contracts

5. Segment reporting

The Executive Committee, consisting of 2 members of the Board of Directors, has been identified as the maximum operating decision taking body within the Group. This Executive Committee reviews the Group's internal financial information for the purposes of evaluating performance and assigning resources to segments.

Management has determined operating segments based on the structure of the information examined by the Executive Committee.

The Executive Committee analyses the Group's business from both a geographical and service/product point of view.

Dominion is a company that is supported by its innovative spirit and technological knowledge and actively improves its customer's production processes in the Solutions and Services area.

The companies that form part of the Group offer a sum of solutions and services whose objective is to make customer production processes more efficient with the common denominator of intelligent sensors and the gathering of environmental data, together with the active application of knowledge and technology (Smart Innovation Concept).

The Group operates in two segments:

- Services rendered

- Solutions and EPCs

The classification of solution or service depends on the scope offered to the customer. A solution offers making a production process that the customer will continue to manage more efficient. A service offers the taking of control of a complete process for a customer (outsourcing) and integral management duties are performed.

Under the preceding portfolio, addressing customers in sectors ranging from Technology, Energy, Banking, Health and Education to Industrial applications, the scope of the solutions and services rendered include integral hospital equipping projects, optimisation of communications and weak flows, construction of renewable energies, supplies, application of sensors, meteorological forecasting, energy efficiency, design and construction of solar towers, furnaces and production plants, solutions for the banking business, digital and communications strategies, pharmacies and nutrition, etc., including monitoring, installation and maintenance services for telecommunications, banking, educational and governmental networks, industrial maintenance, distribution services and commercial processes.

- Services Segment

In this segment the Group, supported by innovation in efficiency, offers multidisciplinary added value services to customers in various sectors (Operators, Industry, Government, Electrics, etc.), intended to release capital and more efficiently employ their resources.

- Solutions and EPCs Segment

In this segment the Group provides a series of specific solutions and projects (turnkey) to customers in very diverse sectors (Industry, Hospital Services, Technology, Financial, etc.) in which, based on the knowledge of specific applications and a sustainable innovation process, overall projects are taken on (design, development and financing) and specific solutions are offered for specific needs.

The Executive Committee manages operating segments relating to continued activities based, mainly, on the evolution of the most relevant figures that are defined as revenues (sales) and the contribution margin (calculated as operating profits before including depreciation or possible impairment and general structural expenses, or those not directly taken to segment activities). The information received by the Executive Committee also includes the rest of the income and expenses making up the income statement, although these items and amounts are analysed at the group level since they are managed in a centralized manner.

The businesses carried out by the Group are not capital intensive and, therefore, the analysis of the balance sheet figures as well as related items such as depreciation and investments is carried out overall at the group level. The most significant non-current investment item focuses on goodwill that is distributed among segments as follows:

Segment	2014	2013
Services rendered	84,668	4,813
Solutions and EPCs	109,936	16,055
	194,604	**20,868**

a) Segment reporting

Segment information presented to the Board of Directors relates to the contribution margin and this is the indicator that is used to manage the Group's segments.

	2014		
	Services rendered	Solutions and EPCs	Total
Revenues	190,992	101,767	292,759
Other direct operating income and expenses in the segments	(175,974)	(85,785)	(261,759)
Contribution Margin	**15,018**	**15,982**	**31,000**

	2013		
	Services rendered	Solutions and EPCs	Total
Revenues	92,063	64,226	156,289
Other direct operating income and expenses in the segments	(85,550)	(51,457)	(137,007)
Contribution Margin	**6,513**	**12,769**	**19,282**

There are no transactions between segments.

Below is a reconciliation between the contribution margin provided by the segments and consolidated profits at 31 December 2014 and 2013:

	2014	2013
Contribution Margin:	31,000	19,282
- Overall unattributed structural income and expense (1)	(8,742)	(7,903)
- Amortisation/impairment	(10,697)	(4,997)
- Financial income/(expense) (2)	(285)	(6,752)
- Share in profits obtained by associates	(1,977)	-
- Corporate income tax	(3,857)	5,640
- Result after taxes from discontinued operations	146	-
- Non-controlling shareholdings (attributed profit)	(1,875)	-
Consolidated profit/(loss)	**3,713**	**5,270**

(1) These amounts fundamentally relate to fixed and general structural expenses that are not directly attributable to business segments.

(2) Includes the headings: Financial income, financial expense, Net differences on exchange and change in the fair value of assets and liabilities though profit and loss.

Segment assets and liabilities and investments in the year are as follows:

	2014		
	Services rendered	Solutions	Total
Investments in associates	-	-	-
Other assets	21,454	512,710	534,164
Total assets (1)	21,454	512,710	534,164
Total liabilities	73,283	361,751	435,034
Fixed asset additions (Notes 6 and 7)	5,225	4,131	9,356
Disposal of assets net of depreciation/amortisation (Notes 6 and 7)	(740)	(29)	(769)
Net investments during the year (Notes 6 and 7) (2)	4,485	4,102	8,587

(1) Excludes disposable group assets classified as held-for-sale
(2) Excludes movements in goodwill.

b) Information regarding geographical areas

Information relating to the net revenues and non-current assets by geographic area is as follows:

	2014	2013
Net revenues (by country)		
Services rendered		
Spain	42,803	34,874
America	71,860	57,189
Rest of Europe and Others	76,329	-
	190,992	92,063
Solutions and EPCs		
Spain	21,103	15,847
America	34,653	48,379
Rest of Europe and Others	46,011	-
	101,767	64,226
Total	292,759	156,289

	2014	2013
Non-current assets (property, plant and equipment and intangible assets, by geographical location of the activity)		
Spain	87,799	22,849
America	16,457	17,217
Rest of Europe and Others	153,081	-
Total	**257,337**	**40,066**

c) Customer information

Sales income from one customer in the technology service segment exceeded 10% of revenue in 2014 and 2013. Sales to this customer in 2014 totalled €96,105 thousand (2013: €67,825 thousand).

6. Property, plant and equipment

Set out below is a breakdown of property, plant and equipment showing movements:

2014

	Balance at 31.12.13	Entry into the scope of consolidation (Note 32)	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.14
Cost						
Land	-	3,198	-	-	-	3,198
Buildings	-	20,581	87	(61)	106	20,713
Plant and machinery	20,217	33,399	4,828	(6,525)	378	52,297
Other installations, tools and furnishings	-	8,054	326	-	50	8,430
Assets under construction and prepayments	-	187	561	(352)	(88)	308
Other property, plant and equipment	58	7,311	5	-	(58)	7,316
	20,275	72,730	5,807	(6,938)	388	92,262
Depreciation						
Buildings	-	(5,253)	(291)	-	-	(5,544)
Plant and machinery	(14,712)	(23,981)	(3,466)	5,889	642	(35,628)
Other installations, tools and furnishings	-	(5,193)	(311)	-	-	(5,504)
Assets under construction and prepayments	-	-	-	-	-	-
Other property, plant and equipment:	-	(5,645)	(349)	310	-	(5,684)
	(14,712)	(40,072)	(4,417)	6,199	642	(52,360)
Net carrying value	5,563					39,902

	Balance at 31.12.12	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.13
Cost					
Plant and machinery	19,696	2,631	(680)	(1,430)	20,217
Other property, plant and equipment	-	65	-	(7)	58
	19,696	2,696	(680)	(1,437)	20,275
Depreciation					
Plant and machinery	(12,655)	(3,365)	635	673	(14,712)
	(12,655)	(3,365)	635	673	(14,712)
Net carrying value	7,041				5,563

(*) Basically includes the effect of exchange fluctuations affecting property, plant and equipment in the currency of foreign subsidiaries and other movements.

a) Property, plant and equipment by geographical area

Set out below is a breakdown of Property, plant and equipment by geographical location at 31 December 2014 and 2013:

	Million euro					
	2014			2013		
	Cost	Accumulated depreciation	Net carrying value	Cost	Accumulated depreciation	Net carrying value
America	15	(9)	65	11	(7)	4
Europe	65	(37)	28	9	(7)	2
Asia and others	12	(6)	6	-	-	-
	92	(52)	40	20	(14)	6

The significant increase in foreign assets is fundamentally due to the entry of Beroa Group into the scope of consolidation (Notes 1 and 32).

b) Property, plant and equipment not used in operations

At 31 December 2014 and 2013 there is no property, plant and equipment not used in operations.

c) Property, plant and equipment pledged to guarantees

At 31 December 2014 there is property, plant and equipment (land and buildings) with a carrying value of €60 thousand (2013: €0 thousand) pledged to secure payables totalling €208 thousand to public entities, which is pending payment at 31 December 2014 (€0 thousand in 2013).

d) Insurance

The Group has taken out a number of insurance policies to cover risks relating to its property, plant and equipment. The coverage provided by these policies is considered sufficient.

e) Finance leases

The headings include the following amounts for finance leases under which the Group is the lessee.

	2014	2013
Cost-capitalised finance lease	1,596	384
Accumulated amortisation	(444)	(114)
Carrying amount	**1,152**	**270**

The amounts payable under finance leases are carried under Other liabilities (Note 20).

f) Capitalisation of borrowing costs

The Group did not capitalise any borrowing costs in 2014 and 2013.

7. Intangible assets

Set out below is an analysis of the main intangible asset classes showing movements in assets generated internally and other intangible assets:

2014

	Balance at 31.12.13	Entry into the scope of consolidation (Note 32)	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.14
Cost						
Goodwill	20,868	173,664	-	-	72	194,604
Development	20	56	324	(19)	151	532
Computer software	19,235	4,620	3,035	(2,190)	43	24,743
Prepayments and other	-	-	13	-	-	13
Other intangible assets	2,462	12,091	177	(3)	(120)	14,607
	42,585	190,431	3,549	(2,212)	146	234,499
Amortisation						
Development	(6)	-	-	-	-	(6)
Computer software	(7,048)	(3,542)	(5,204)	2,182	(874)	(14,486)
Prepayments and other	-	-	-	-	-	-
Other intangible assets	(1,028)	(425)	(1,076)	-	(43)	(2,572)
	(8,082)	(3,967)	(6,280)	2,182	(917)	(17,064)
Net carrying value	34,503					217,435

(*) Basically includes the effect of exchange fluctuations of property, plant and equipment in the currency of foreign subsidiaries and other movements.

The heading "Other intangible assets" fundamentally includes €10 million in the customer portfolio resulting from the analysis of the assignment of prices by business combinations in Beroa Group (Note 32).

2013

	Balance at 31.12.12	Additions	Disposals	(*) Transfers and other movements	Balance at 31.12.13
Cost					
Goodwill on consolidation	21,194	-	-	(326)	20,868
Development	23	-	-	(3)	20
Computer software	9,417	13,442	(3,016)	(608)	19,235
Other assets	2,646	19	-	(203)	2,462
	33,280	13,461	(3,016)	(1,140)	42,585
Accumulated amortisation	(6,933)	(1,632)	391	92	(8,082)
Net carrying value	26,347				34,503

(*) Basically due to the effect of the change in currency.

a) Testing for impairment losses on goodwill

Goodwill has been assigned to the Group's cash-generating units (CGUs) on the basis of the criterion of grouping together under each CGU all the Group's assets and liabilities that jointly and indivisibly generate cash flows in an area of the business from a technology and/or geographical and/or customer viewpoint, on the basis of the synergies and risks shared.

Due to the acquisitions in 2014 described in Note 28, in 2014 the Group identified new cash generating units within the reportable operating segments in the Group that have not changed.

Up until 31 December 2013 the Group identified four cash generating units corresponding to the reportable segments identified and broken down by country. During 2014 the geographic cash generating units in the same segment were grouped together due to the fact that no different risks were identified between geographic areas within the same operating segment. As a result of the acquisitions during the year (Note 32), two additional cash generating units were identified in the service segment, relating to "Industry Services" and "Commercial Services".

As a result, the Group redistributed the amount of goodwill at the beginning and the new goodwill generated on the acquisitions during year among the affected units. The redistribution has been obtained by employing a method based on materiality, and based on recoverable value and there is no other method that better reflects the goodwill associated with the reorganised units, as follows:

This distribution at the CGU level is set out below:

	Goodwill	
Cash-generating units	2014	2013
Solutions	109,936	16,055
IT services	28,255	4,813
Industry Services	24,336	-
Commercial services	32,077	-
	194,604	20,868

As a result of the described procedure, at 1 January 2013 the cash generating units identified by geographic area within the Solutions and EPCs segment have been grouped together in the new cash generating unit "IT Services" since the geographic market does not affect the risks associated with each cash generating unit.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on five-year financial budgets approved by management. Cash flows for periods over five years are extrapolated on the basis of a prudent assumption concerning the estimated growth rates that are always lower than the average long-term growth rate for the business in which each of the CGUs operates.

b) Key assumptions used in the calculation of value-in-use

As in prior years, the pre-tax discount rate was determined on the basis of the weighted average cost of capital (WACC) plus a premium to reflect the tax effect. The WACC was determined using the capital asset pricing model (CAPM), which is widely used for discount rate calculation purposes. In certain instances, the discount rate calculation additionally factors in a specific risk premium to reflect the characteristics and the risk profile intrinsic to the cash flow projections of each CGU.

The discount rate applied to cash flow projections amounts to:

	2014	2013
Solutions	10%	9.78%
IT services	10.5%	9.78% -11.99%
Industry Services	10%	-
Commercial services	9%	-

The discount rate is after tax and reflects the specific risk related to significant segments and has been applied in the analysis of 2014 and 2013.

The main changes in the discount rates used in 2014 with respect to those modelled in 2013 derive from changes in risk-free rates.

Management determined budgeted EBITDA margins in preparing its business plans, taking into account operations with a similar structure to current operations and based on prior experience. The EBITDA's (operating result plus amortizations and impairments) vary by type of business as follows:

	EBITDA on sales Year 1 - Year 5	
	2014	2013
Solutions	13% -17.2%	7.1% -11.4%
IT services	4.9% -6.3%	2% -10.3%
Industry Services	3.9% -5%	-
Commercial services	5.8% -7.5%	-

Other net movements forecast in cash and flows related to taxes are added to these EBITDAs until free cash levels after tax generated in each year are reached.

The result of using cash flows before tax and a discount rate before tax does not differ significantly from the result of using cash flows after tax and a discount rate after tax.

Cash flows beyond five years, which is the period covered by the Group's projections, are extrapolated by making prudent assumptions with respect to the expected future growth rate (growth rate 0.5%), based on estimates of GDP growth and the inflation rate in the various markets, as well as evaluating the necessary level of investment for these growth rates.

c) Results of the analysis

The Group has verified that in 2014 and 2013 goodwill has not suffered any impairment loss. Note 4.1.a) includes a sensitivity analysis of the calculation of the impairment loss on goodwill.

The recoverable amounts in cash generating units are determined based on calculations of the value in use, which requires the utilisation of certain estimates. To calculate the value-in-use in 2014 and 2013 future cash flow assumptions have been used in accordance with the overall situation in the markets in which the Group operates, as well as their projected development.

8. Analysis of financial asset instruments

	Loans and receivables	Investments in associates	Available-for-sale financial assets	Total
At 31 December 2012	**1,662**	**-**	**169**	**1,831**
Additions	18,394	10,000	-	28,394
Disposals	(78)	-	(20)	(98)
Other movements (*)	(122)	-	-	(122)
At 31 December 2013	**19,856**	**10,000**	**149**	**30,005**
Entries/(changes) in scope of consolidation (Note 32)	19,395	-	-	19,395
Additions	11,963	-	-	11,963
Disposals	(18,093)	-	(145)	(18,238)
Transfers	-	(10,000)	-	(10,000)
Other movements (*)	103	-	-	103
At 31 December 2014	**33,224**	**-**	**4**	**33,228**
2014				
Non-current	6,320	-	4	6,324
Current	26,904	-	-	26,904
Investments in associates	-	-	-	-
2013				
Non-current	7,312	-	69	7,381
Current	12,544	-	80	12,624
Investments in associates	-	10,000	-	10,000

(*) Basically includes the effect of exchange fluctuations on the currency of the financial assets.

All financial assets maintained by the Group at 31 December 2014 that have not fallen due or suffered impairment during the year are considered to be of high quality and do not present any indication of impairment.

a) Loans and receivables

	2014	2013
Non-current term deposits and guarantees	1,075	339
Current term deposits and guarantees	11,907	6,574
Current loans	14,997	5,970
Non-current loans	5,245	6,973
	33,224	**19,856**

Both term deposits and loans accrue a market interest rate in the country in which the financial asset is maintained.

The changes in the scope of consolidation relate fundamentally to the current financial assets contributed by Bilcan Global Services, S.L. in the amount of approximately €15.3 million. The scope of consolidation also now includes a €2.8 million participating loan from Global Near, S.L. to one of the equity-consolidated companies that falls due in April 2019 and accrues interest based on the Company's profits.

The balances at 31 December 2013 essentially related to current accounts totalling €11.2 million with companies in the Beroa sub-group, which were settled before the acquisition of control.

No held-to-maturity financial asset has been reclassified.

Maximum credit risk exposure at the reporting date is the carrying value of assets.

b) Derivative financial instruments

	2014		2013	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps				
- cash flow hedges	-	(526)	-	-
Exchange rate hedges				
- non-hedge derivatives	-	(357)	-	-
	-	(883)	-	-

Swaps (interest rate and exchange rate)

The notional principal on interest rate swaps (variable to fixed rate) outstanding at 31 December 2014 amounted to 10 million Danish krone (2013: €0 thousand), which is classified as a hedge instrument. At 31 December 2014 the fixed interest rate applied is 0.5673% and the main variable interest rate of reference is DKK-CIBOR-DKNA13.

The notional principal on exchange rate hedges (variable to fixed rate) outstanding at 31 December 2014 amounted to US$3.6 million (2013: €0 thousand), which are classified as a non-hedge instruments. The contracted fixed exchange rate is 1.36.

c) Investments in associates

In 2013 the investment in Beroa Thermal Energy, S.L. representing 22.73% was included. In 2014 100% of the Group was acquired (Note 1).

The information relating to the shareholding in Beroa Thermal Energy, S.L. is as follows:

	% effective shareholding		Shareholding value		Share in profits		Total (100%) Assets		Total (100%) Liabilities	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Beroa Thermal Energy, S.L.	-	22.73%	-	10,000	-	-	-	158,122	-	163,328

(*) Company consolidated in 2014 using the full consolidation method (Note 28).

9. Other current assets

The balance sheet heading basically includes the prepayments and accrued income relating to the prepayments made for the works in 2014, fundamentally arising from the businesses acquired during the year.

10. Loans and receivables

	2014	2013
Clients	79,195	15,083
Trade receivables for invoices yet to be issued	31,865	17,106
Less: Provision for impairment losses on receivables	(6,460)	(347)
Trade receivables – net	104,600	31,842
Other receivables	3,475	371
	108,075	**32,213**

The heading "Other receivables" essentially relates to balances contributed by the Beroa sub-group acquired in 2014.

Trade receivable and debtor balances do not vary from their fair value on the basis of their cash flows discounted at market rates.

Trade receivables records those balances arising on the sale of products, as well as invoices for works and services performed for customers relating to executed work of services rendered for which payment is outstanding at the end of the year.

Trade receivables as a percentage of work completion, which forms part of the balance under "Trade receivables for invoices yet to be issued", records the invoices yet to be issued to customers based on the degree to which work has been completed for works or services in progress at the end of each year. In 2014 the amount of the income recognised for works still open at the end of the year based on the degree of completion totalled €45,097 thousand, and invoices issued to customers totalled €29,980 thousand.

At 31 December 2014 trade receivable balances and accounts receivable discounted at financial institutions amount to €5,511 thousand (€3,983 thousand in 2013). Transactions have been accounted for as a bank loan (Note 18).

The amounts covered by factoring, or the sale of trade receivables at the year-end have been written off from trade receivables as they meet the conditions to be considered factoring without resource and ownership of the associated risks has therefore been transferred to the relevant financial institutions and the Group does not maintain any continued involvement. At 31 December 2014 this amount totals €44.5 million (2013: €19.3 million).

There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers, internationally dispersed.

Historically, it has been considered that, given the characteristics of the Group's customers, balances receivable due in less than 120 to 180 days entail no credit risk due to being within the normal collection period in the sector. The Group considers that the credit quality of these outstanding balances is good and understands that there is no impairment or default. These amounts mostly relate to payments associated with business disagreements that are set to be resolved in the short term.

At 31 December 2014 receivables outstanding for more than 120 days totalling €9,438 thousand had fallen due (€1,476 thousand in 2013), although €6,460 thousand is covered by a provision and therefore €2,978 thousand has not become impaired, given that they relate to several customers that have no history of non-payment. In addition, many payments are related to industrialisation milestones or the degree of project completion.

The analysis of the age of outstanding accounts is as follows:

	2014	2013
Between 2 and 4 months	3,606	319
Between 4 months and 12 months	2,777	743
Over 12 months	6,661	733
	13,044	1,795
(Provision)	(6,460)	(347)
	6,584	**1,448**

Accounts receivable that have suffered impairment and have therefore been provided for mainly relate to balances that are more than 12 months old. Part of these accounts receivable for which a provision has been reflected is expected to be recovered. Other accounts included in receivables contain no assets that have suffered impairment.

The credit quality of trade receivable balances not due or impaired may be classed as high and with no credit risk. The Group has no collateral covering the collection on outstanding amounts.

The maximum credit risk exposure at the reporting date is the carrying value of each account receivable, as broken down above.

The carrying value of trade receivables, excluding the effect of impairment provisions, are denominated in the following currencies (thousand euro):

	2014	2013
Euro	59,283	8,406
US dollar	22,110	7,856
Mexican peso	2,514	6,397
Brazilian real	10,748	8,583
Pound sterling	740	-
Saudi Riyal	8,710	-
EAU Dirham	2,256	-
Argentine peso	913	-
Other	3,786	947
	111,060	**32,189**

The movement in the Group's impairment provisions in 2014 and 2013 relates to the following amounts and items:

	2014	2013
Beginning balance	**(347)**	**(434)**
Entry into the scope of consolidation	(5,647)	-
Allocations (Note 25)	(460)	(170)
Balance write-offs	-	252
Exchange differences	(6)	5
Ending balance	**(6,460)**	**(347)**

11. Inventories

	2014	2013
Goods purchased for resale	599	5,740
Raw materials and supplies	15,062	32
Prepayments to suppliers	2,410	-
	18,071	5,772

The Group maintains insurance policies to cover the risks affecting its inventories and it considers that this coverage is sufficient.

The cost of assets sold breaks down as follows

	2014	2013
Beginning balance	**5,772**	**4,386**
Entry into the scope of consolidation (Note 32)	11,337	-
Purchases /Changes in provisions	126,526	59,936
Other movements (*)	(36)	(236)
Ending balance	**(15,661)**	**(5,772)**
Cost of sales	**127,938**	**58,314**

(*) This basically relates to the effect of exchange rate fluctuations on the companies located abroad.

The value of inventories includes the value of the following provisions for obsolescence, the movements for which are presented below:

	2014	2013
Beginning balance	**138**	**344**
Entry into the scope of consolidation (Note 32)	1,620	-
Allocations (Note 25)	139	138
Balance write-offs/Transfers	(32)	(344)
Ending balance	**1,865**	**138**

12. Cash and cash equivalents

	2014	2013
Cash	73,550	15,264
	73,550	15,264

The carrying amount of cash at Group companies is denominated in the following currencies:

	2014	2013
Euro	20,570	7,576
Brazilian real	9,483	1,459
US dollar	15,585	285
Mexican peso	5,962	4,339
Pound sterling	671	-
Saudi Riyal	7,153	-
EAU Dirham	542	-
South African rand	1,530	-
Argentine peso	953	-
Other	11,101	1,605
	73,550	15,264

13. Capital and share premium

	No. of shares	Share capital	Share premium account	Treasury shares
At 31 December 2012	**373,142**	**4,486**	**37,248**	**(628)**
Share capital increase	373,142	4,485	55,515	-
Acquisition of treasury shares.	-	-	-	(1,179)
At 31 December 2013	**746,284**	**8,971**	**92,763**	**(1,807)**
Share capital increase (Note 1)	349,931	4,206	39,728	-
At 31 December 2014	**1,096,215**	**13,177**	**132,491**	**(1,807)**

a) Share capital

During 2014 several operations involving the capital of the parent company took place and the interest held by CIE Automotive, S.A. in Global Dominion Access, S.A. at 31 December 2014 was 62.95% (Note 1).

Share capital increases during 2014 are analysed below (Note 1):

	Number of shares	Share capital	Share premium account	Total
Share capital increase	21,040	253	1,247	1,500
Share capital increase - acquisition of Beroa	63,944	769	231	1,000
Non-monetary contribution to Bilcan Group	264,947	3,184	38,250	41,434
At 31 December 2014	**349,931**	**4,206**	**39,728**	**43,934**

During 2013 two share capital increases were carried out. The first involved €3,738 thousand and consisted of the issue of 310,952 ordinary shares with a par value of €12.02 each, in accordance with the resolution adopted by shareholders at an Extraordinary General Meeting held on 19 December 2013. There was a second share capital increase totalling €747 thousand and consisting of the issue of 62,190 ordinary shares with a par value of €12.02 each, in accordance with the resolution adopted by shareholders at an Extraordinary General Meeting held on 19 December 2013. Both share capital increases were subscribed and fully paid in by CIE Automotive, S.A.

At 31 December 2014 share capital was represented by 1,096,215 ordinary registered shares with a par value of €12.02 each, all of a single class and series and fully subscribed and paid in.

At 31 December 2013 share capital was represented by 746,284 ordinary registered shares with a par value of €12.02 each, all of a single class and series and fully subscribed and paid in.

There are no restrictions on the free transfer of the shares.

At 31 December 2014 and 2013 companies with a shareholding of 10% or more are as follows:

	2014		2013	
	Number of shares	Interest	Number of shares	Interest
CIE Automotive, S.A.	708,468	62.95%	708,468	94.43%
Instituto Sectorial de Promoción y Gestión de Empresas, S.A.	186,047	16.97%	-	-

b) Share premium

The share capital increases carried out in 2014 (Note 13.a) involved an increase in the share premium totalling €39,728 thousand.

At 31 December 2014 this reserve amounts to €132,491 thousand (€92,763 thousand in 2013) and it is freely available.

c) Treasury shares

In December 2013, prior to the two share capital increases carried out by the majority shareholder CIE Automotive, S.A., the company made two acquisitions of 3,731 and 7,587 treasury shares, respectively, for a total price of €1,179 thousand which, added to the 4,188 already existing treasury shares from prior years, make up a total of 15,506 shares at the year-end and represent 1.4% of share capital (2.077% in 2013).

14. Retained earnings

Movements in Retained earnings are as follows:

	Retained earnings and first – conversion reserves					
	Legal reserve	Reserves in consolidated companies and effect of first conversion (Note 16)	Profit and loss	Subtotal	Cumulative exchange rate differences (Note 15)	Total
At 31 December 2012	897	(66,811)	(1,010)	(66,924)	(3,276)	(70,200)
Distribution of 2012 profit	-	(1,010)	1,010	-	-	-
Profit/(loss) attributable to parent company shareholders	-	-	5,270	5,270	-	5,270
Other movements	-	(47)	-	(47)	-	(47)
Exchange differences arising in the year	-	-	-	-	(1,501)	(1,501)
At 31 December 2013	897	(67,868)	5,270	(61,701)	(4,777)	(66,478)
Distribution of 2013 profit	649	4,621	(5,270)	-	-	-
Profit/(loss) attributable to parent company shareholders	-	-	3,713	3,713	-	3,713
Changes in consolidation scope (Note 1)	-	15,491	-	15,491	-	15,491
Other movements	-	(1,856)	-	(1,856)	-	(1,856)
Exchange differences arising in the year	-	-	-	-	965	965
At 31 December 2014	1,546	(49,612)	3,713	(44,353)	(3,812)	(48,165)

a) Legal reserve

In accordance with the Spanish Companies Act, 10% of profits must be transferred to the legal reserve each year until it represents at least 20% of share capital. After the share capital increase carried out during the year the amount of the reserve does not reach this limit at 31 December 2014.

The legal reserve may be used to increase capital in an amount equal to the portion of the balance that exceeds 10% of capital after the increase.

Otherwise, until it exceeds 20% of share capital and provided there are no sufficient available reserves, the legal reserve may only be used to offset losses.

b) Voluntary reserve

The Company acquired the stake held by Servit Servicios Industriales Técnicos, S.L in Beroa Group, as described in Notes 1 and 32. The price established for the acquisition was €3.6 million and the fair value of the interest acquired based on the report prepared by an independent expert was €19 million and therefore the difference has been recognised as an increase in voluntary reserves.

c) Proposal for the distribution of results

The distribution of parent company's profits in 2014, calculated in accordance with accounting principles applicable in Spain (legislation applicable to the parent company) to be presented to Shareholders at a General Meeting, as well as the approved distribution for 2013, are as follows:

	Under GAAP	
	2014	2013
Available for distribution		
Profit for the year	2,401	6,486
	2,401	6,486
Distribution		
Legal reserve	240	649
To prior-year losses	2,161	5,837
	2,401	6,486

15. Cumulative exchange differences

The breakdown of the cumulative exchange difference by country at the 2014 and 2013 year ends is as follows:

	2014	2013
Country		
Mexico	(2,159)	(2,331)
Brazil	(2,037)	(2,127)
Argentina	(4)	(3)
Chile	62	(11)
Peru	(179)	(305)
USA	1,688	-
Saudi Arabia	(919)	-
Other	(264)	-
	(3,812)	(4,777)

16. Reserves in consolidated companies and effect of first conversion

This heading records, in addition to the reserves in consolidated companies, the effects of the adjustments of the conversion to IFRS-EU on the date of first-time application, 1 January 2011.

Reserves and retained earnings that are subject to some kind of legal condition for use originating from fully consolidated companies classified by country relate to:

	2014	2013
Country		
Spain	3,731	1,096
Denmark	1,468	-
Italy	2,984	-
France	903	-
Poland	858	-
Other	834	2
	10,778	1,098

17. Non-controlling shareholdings

Movements in Non-controlling shareholdings are as follows:

	2014	2013
Beginning balance	-	-
Net income/(expense) recognised directly in equity		
- Profit for the year	1,875	-
Changes in the scope of consolidation and business combinations (Note 1)	3,244	-
Other movements	(1,685)	-
Ending balance	3,434	-

The distribution by segment is set out below:

	2014	2013
Segment		
Industry Services	4,757	-
Commercial services	(1,323)	
	3,434	-

18. Borrowings

	2014	2013
Non-current		
Bank loans and credit facilities	40,762	7,300
	40,762	7,300
Current		
Bank loans and credit facilities	25,374	11,027
Bills discounted pending maturity and export advances (Note 10)	5,511	3,983
	30,885	15,010
	71,647	22,310

The Group has the policy of diversifying its financial markets and, accordingly, there is no loan/credit risk concentration with respect to balances with banks since it works with various institutions.

Given that the Group has not contracted significant interest rate hedge derivatives (Note 8), the exposure of the Group's borrowings from banks to changes in interest rates coincides with their carrying value.

Non-current borrowings have the following maturities:

	2014	2013
Between 1 and 2 years	30,008	3,491
Between 3 and 5 years	7,820	3,809
More than 5 years	2,934	-
	40,762	7,300

The effective interest rates at the balance sheet dates were the usual market rates (basically market reference rates) and IDC "Interbank Deposit Certificate) and there was no significant difference with respect to other companies of a similar size and with similar risks and borrowing levels.

Borrowings and credit facilities from credit institutions generate a market interest rate in accordance with the currency concerned plus a spread that ranges between 125 and 550 basis points (2013: between 250 and 500 basis points).

The carrying amounts and fair values of current and non-current borrowings do not differ significantly, as a large part of the debt is recent, and all amounts accrue interest at market rates.

The carrying amount of the Group's borrowings is denominated in the following currencies:

	2014	2013
Euro	67,474	17,884
Brazilian real	7	4,426
Other	4,166	-
	71,647	**22,310**

31 December 2014 the Group has drawn down balances from lines of credit from financial institutions in the amount of €11,162 thousand (2013: €8 thousand). The total limit on those lines of credit amounts to €17,067 million (2013: €3,367 thousand).

The Group has the following unused credit lines:

	2014	2013
Variable rate:		
- maturing in less than one year	5,905	3,359
	5,905	**3,359**

There are no real guarantees regarding this financing.

19. Trade and other payables

	2014	2013
Suppliers	118,762	36,952
Customer prepayments (Note 2.22.b)	24,050	163
Trade payables	6,147	1,350
	148,959	**38,465**

The fair value of these amounts payable does not differ from their carrying value.

Details of payments for commercial transactions (for Spanish companies subject to this legislation) carried out during the year and pending payment at the year-end, as they relate to the maximum legal deadlines established by Law 15/2010, is as follows:

	2014		2013	
	Thousand euro	%	Thousand euro	%
Payments during the year within the maximum legal limit	28,479	46	16,903	40
Rest	33,615	54	25,717	60
Total payments during the year	62,094	100	42,620	100
Average excess payment period (days)	85		84	
Balance pending payment at the year-end that exceeds the maximum legal limit	3,754		8,068	

The carrying value of accounts payable to suppliers is denominated in the following currencies (thousand euro):

	2014	2013
Euro	90,328	21,939
US dollar	2,158	718
Mexican peso	11,045	10,059
Brazilian real	3,209	2,503
Pound sterling	23	-
Saudi Riyal	2,703	-
Other	9,296	1,733
	118,762	**36,952**

20. Other liabilities

	2014	2013
Non-current		
Asset suppliers (Note 6)	1,766	182
Deferred taxes and social security	944	-
Other non-current liabilities	56,516	2,752
	59,226	2,934
Current		
Asset suppliers (Note 6)	3	10,953
Accrued wages and salaries pending payment	20,239	5,396
Other current payables to the Group (Note 33)	-	906
Accrual accounts	8,114	50
Other current liabilities	15,772	-
	44,128	17,305

The fair value of these assets does not differ significantly from carrying value.

Balances with asset suppliers at 31 December 2014 and 2013 basically relate to the outstanding balance is payable for the acquisitions of intangible assets (Note 7).

The increase in wages and salaries pending payment is due to the acquisition of Beroa Group in 2014 (Note 32).

Other non-current liabilities

Other non-current liabilities fundamentally relate to the following items:

- Debt of €32,000 thousand pending payment to Instituto Sectorial de Promoción y Gestión de Empresas, S.A. for the increase in the interest of Beroa described in Note 1, and an additional €10 million is recognised under current items.

- Five-year loan formally concluded on 31 December 2013 for a total of €10,627 thousand between the subsidiary Global Near, S.L. and Instituto Sectorial de Promoción y Gestión de Empresas, S.A. due on 31 December 2018. This debt accrues a market interest rate of 4.5% starting on 1 January 2014.

- Non-current loans totalling €5,970 thousand between the subsidiary Your Phone S.L. and the company Distribución Móvil 21, S.L. (associate up until the acquisition of BILCAN by Global Dominion Access, S.A.). These loans were formally concluded in 2013, fall due in 2018 and accrue a market interest rate.

- Commitments to purchase shares relating to non-controlling interests in the French subsidiary Beroa France, SAS and the Danish company Steelcon Chimneys Esbjerg AIS (Exhibit I). In the case of the French subsidiary the transaction involves the commitment to acquire the 6.38% remaining interest in this subsidiary for an estimated €450 thousand. In the case of the Danish subsidiary the transaction consists of the commitment to purchase the remaining 49% for an estimated €3,430 thousand, of which €2,730 thousand was recognised after the taking of control as a transaction between non-controlling shareholders. These liabilities have been estimated in accordance with the stipulations of the respective contracts that indicated an EBITDA multiplier to be applied in certain future years, less the relevant net financial debt and, in some cases, including a fixed minimum payment.

- Loans totalling approximately €2.4 million received from public entities with subsidized interest rates.

Other non-current liabilities have the following maturities:

	2014	2013
Between 1 and 2 years	38,512	2,934
Between 2 and 5 years	20,306	-
More than 5 years	408	-
	59,226	2,934

Other current liabilities

Other current liabilities fundamentally relate to the following items:

- Current liabilities totalling €10 million arising on the increase in the interest in Beroa Group described in Note 1.

- Outstanding payables to the former shareholders of the company Tiendas Conexión S.L.U. totalling €2 million and falling due in 2015.

Accrual accounts

This relates to the application of the degree of completion policy when income is recognised by companies forming part of the Beroa and Near Subgroups that were acquired during 2014 (Notes 2.22b and 32).

21. Deferred taxes

Deferred taxes are as follows:

	2014	2013
Deferred tax assets:		
- Deferred tax assets to be recovered after more than 12 months	31,148	24,939
- Deferred tax assets to be recovered within 12 months	2,500	536
	33,648	25,475
Deferred tax liabilities:		
- Deferred tax liabilities to be recovered after more than 12 months	5,958	43
	5,958	43
Net	**27,690**	**25,432**

The overall movement in the deferred tax account is as follows:

	2014	2013
Beginning balance	**25,432**	**18,202**
(Charged) against/credited to the income statement (Note 28)	528	7,248
Entry into the scope of consolidation (Note 32)	1,675	-
Other movements (*)	55	(18)
Ending balance	**27,690**	**25,432**

(*) Includes the effect of exchange differences

Movements during the year in deferred tax assets and liabilities are as follows:

Deferred tax assets	Tax losses	Tax credits	Other temporary differences	Total
At 31 December 2012	15,702	715	1,830	18,247
(Charged) against/credited to profit and loss	7,128	247	(129)	7,246
Use	-	-	(18)	(18)
At 31 December 2013	22,830	962	1,683	25,475
(Charged) against/credited to profit and loss	-	-	(59)	(59)
Entry into the scope of consolidation (Note 32)	5,509	653	2,016	8,178
Other movements	54	-	-	54
At 31 December 2014	28,393	1,615	3,640	33,648

Temporary differences basically related to book expenses that will be deductible in subsequent years.

Deferred tax liabilities	Unrestricted depreciation and other	Total
At 31 December 2012	45	45
Charged against/(credited) to profit and loss	(2)	(2)
At 31 December 2013	43	43
Entry into the scope of consolidation (Note 32)	6,502	6,502
Charged against/(credited) to profit and loss	(587)	(587)
At 31 December 2014	5,958	5,958

The Group has not recognised deferred tax assets totalling €14 million (€2 million in 2013) relating to losses involving certain companies totalling €49.4 million (€6.8 million in 2013) to be offset in future years.

The domestic group has generated tax-loss carry forwards totalling €123 million that have been generated between 2005 and this year and expire by 2029.

Additionally, there are tax credits for deductions which are pending application that have not been recognised amounting to €0.6 million (2013: €0.1 million).

Capitalised tax credits at 31 December 2014 fundamentally relate to the tax credits generated by the Parent Company (Global Dominion Access, S.A.), the subsidiary Dominion Instalaciones y Montajes, S.L., and the entry into business combinations (mainly the Beroa subgroup and the subgroup Bilcan Global Services, S.L.).

The deferred tax assets indicated above have been recognised in the balance sheet as the Company's Directors consider that there are no reasonable doubts that those assets will be recovered within a reasonable period of between 10 and 12 years, in accordance with the best estimates regarding the company's future results (Note 7.b), including certain tax planning activities.

22. Obligations relating to employees

The obligations with personnel derived from the commitments acquired by the Beroa subgroup and entered into Dominion Group through the business combination (Notes 1 and 32).

The breakdown of provisions for employee benefits by country is as follows:

	2014	2013
Breakdown by country		
Germany (1)	13,762	-
France (2)	1,388	-
Total (Note 23)	**15,150**	**-**

Commitments for post-employment plans and other non-current employee benefits that several companies in the Beroa subgroup guarantee for certain groups are, by country, the following:

1. Post-employment benefit plans and other non-current employee benefits in Germany that are fully covered by an internal fund.

   - Non-current employee benefits:

     - Length of service awards

     - Supplements deriving from partial retirement agreements.

   - Post-employment benefits:
     - Lifetime retirement pensions

     - Benefit plans guaranteed by the Beroa subgroup for its employees are defined retirement benefit commitments. This subgroup guarantees lifetime income starting at retirement for those employees that started working for the company before 1 January 2001 and that have worked at the company for 10 years at the time of retirement. This commitment is covered by an internal fund.

2. Post-employment benefit plans in France that are covered by an internal fund.

   - The benefit plans guaranteed by the Beroa subgroup for its employees are defined retirement benefit commitments established by collective wage agreements.

   - The retirement benefit depends on the number of years worked at the Company.

Movements in the provisions by type of plan and by country are as follows:

Post-employment Plans:

	Germany	France	Total
At 1 January 2014	-	-	-
Business combinations (Note 32)	12,448	1,420	13,868
Cost for current services	265	19	284
Gains/(losses) due to changes in financial assumptions	1,491	-	1,491
Payment of benefits	(443)	(50)	(493)
At 31 December 2014	**13,761**	**1,389**	**15,150**

The financial-actuarial assumptions taken into consideration in the actuarial valuations are as follows:

	Germany	France
Interest rate	2.30%	2.30%
Expected yield from plan assets	N/A	2.50%
Future growth in salaries	N/A	2.00%
Future growth in pensions	1.30% -1.50%	2.00%
Mortality table	Richttafeln 2005 G /Heubeck 2005 G	Women TF00-02;MEN TH00-02
Retirement age	63 years	62 years
Measurement method	PUC	PUC

The curve used to determine the interest rate for the most significant commitment is: "IBoxx € Corporates AA Subindices von Markit1",

The average weighted term of the defined benefit obligations falls within the range of 6.8-13.5 years.

In the Group's most significant plans, the expected lives of men and women based on the mortality tables used are as follows:

	Germany
Life expectancy of a person retiring at the end of 2014:	
- Man	19.00
- Woman	23.00
Life expectancy of a person retiring 20 years after the end of 2014:	
- Man	38.60
- Woman	43.70

The sensitivity of the defined benefit obligation to changes in the main weighted assumptions is as follows:

	Germany			France		
	Change in assumption	Increase in assumption	Decrease in assumption	Change in assumption	Increase in assumption	Decrease in assumption
Interest rate	0.25%	-2.66%	-	0.50%	-3.59%	3.85%
Growth of pensions:	0.25%	2.40%	-	0.50%	0.50%	-0.50%

The preceding sensitivity analysis is based on a change in an assumption while all other assumptions remain the same.

23. Provisions

Movements in the Group's provisions in 2014 and 2013 are as follows:

	Other Provisions	Obligations with employees (Note 22)	Total
At 1 January 2013	-	-	-
- Appropriations	686	-	686
- Transfers and other movements (*)	(76)	-	(76)
At 31 December 2013	610	-	610
Additions to the consolidation scope (Note 32)	9,444	13,868	23,312
- Cost for current services	-	284	284
- Gains/(losses) due to changes in actuarial assumptions	-	1,491	1,491
- Appropriations	2,240	-	2,240
- Applications	(66)	-	(66)
- Payments	-	(493)	(493)
- Transfers and other movements (*)	2	-	2
At 31 December 2014	12,230	15,150	27,380
Non-current provisions			25,086
Current provisions			2,294

(*) Mainly relates to the exchange rate effect

The other provisions mainly break down as follows:

- Provision totalling €996 thousand (2013: €610 thousand) almost entirely relating to tax contingencies, €546 thousand relates to Brazil and €450 thousand to Spanish companies.
- Provision totalling €7,616 thousand relating to the hedging of operating risks for businesses in which this amount will be payable in the long-term and €2,294 thousand in the short-term. The entire amount relates to the business combinations arising in 2014.

24. Operating income

	2014	2013
Revenues		
- Sale of goods	155,220	52,100
- Rendering of services	137,539	104,189
Other operating income	596	357
	293,355	156,646

The heading Other operating income basically includes operating grants.

Of revenues, the invoiced amounts by currency reflected in thousand euro are as follows:

	2014	2013
Euro	129,512	64,120
Brazilian real	46,739	44,925
US dollar	54,793	3,570
Mexican peso	10,789	38,417
Pound sterling	2,851	-
Saudi Riyal	13,627	-
EAU Dirham	2,083	-
Argentine peso	8,148	-
Other	24,217	5,257
	292,759	156,289

25. Other operating expenses

	2014	2013
Utilities	5,849	3,271
Vehicles	710	1,033
Repairs	1,560	1,490
Operating leases	7,544	7,743
Independent professional services	11,513	7,984
Transfer or provision for impairment of accounts receivable (Note 10)	460	170
Transfer or provision for obsolescence (Note 11)	139	-
Communications	767	1,033
Travel expenses	4,056	4,832
Insurance	113	192
Taxes	634	463
Advertising and publicity	51	30
Office supplies	131	-
Other operating expenses	9,413	2,888
	42,940	31,129

26. Employee benefit expenses

	2014	2013
Wages and salaries	84,311	44,306
Social Security expense	19,070	10,051
Other employee benefit expenses	4,123	1,427
Personnel restructuring costs	839	-
	108,343	55,784

The average number of group employees by category is as follows:

Category	Number 2014	2013
Executives	8	7
University graduates, specialists and administrative employees	1,797	978
Skilled workers	3,166	1,778
	4,971	2,763

The distribution of personnel and Board members at 31 December 2014 and 2013 by gender is as follows:

Category	2014 Male	2014 Female	2014 Total	2013 Male	2013 Female	2013 Total
Members of the Board of Directors	3	-	3	3	-	3
Executives	8	2	10	5	2	7
University graduates, specialists and administrative employees	1,757	985	2,742	752	296	1,048
Skilled workers	2,783	87	2,870	1,853	73	1,926
	4,551	1,074	5,625	2,613	371	2,984

27. Financial income/(expense)

	2014	2013
Interest income:		
- Other interest and financial income	4,836	1
Financial expense:		
- Interest on loans from credit institutions	(6,829)	(4,064)
- Interest on loans from Group companies (Note 33)	(1,363)	(2,293)
Net gains /(losses) in respect of transactions in foreign currency	3,071	(396)
Share in results obtained by associates	(1,977)	-
	(2,262)	**(6,752)**

The share in the results of associates relates fundamentally to the losses totalling €2,141 thousand attributable to the Beroa subgroup up until control was acquired in July 2014 (Note 32).

28. Tax matters

The Group's current tax balance relates to current amounts generated with respect to public entities for Value Added Tax (VAT), Personal Income tax Withholdings, Social Security and other similar taxes.

The breakdown of corporate income tax is as follows:

	2014	2013
Current income tax	(3,957)	(1,608)
Net variation in deferred tax assets (Note 21)	528	7,248
Other movements	(428)	-
	(3,857)	**5,640**

The reconciliation of reported consolidated profit and the aggregate corporate income tax base is as follows:

	2014	2013
Consolidated book profit for the year before taxes	9,299	(370)
Consolidation adjustments (**)	(5,168)	-
Aggregate profit before taxes in consolidated companies	**4,131**	**(370)**
Permanent differences	3,454	310
Offsetting of tax loss carryforwards (*)	(4,178)	-
Aggregate corporate income tax base	**3,407**	**(60)**

(*) Offset of tax-loss carry forwards by domestic companies that have recognised a positive tax base. Offset tax-loss carryforwards were not capitalised.

(**) Fundamentally relating to the capital gain in 2014 arising on the adjustment to fair value of the prior stake held in Beroa Group, net of the equity consolidation results.

Corporate income tax expense/(income) is as follows:

	2014	2013
Tax calculated using nominal tax rates for companies with a positive tax base.	3,857	1,608
Capitalisation of tax credits	-	(8,636)
Reversal of tax credits	-	1,508
Other movements in temporary differences.	-	(120)
	3,857	**(5,640)**

The companies that generated tax losses during 2014 totalling €12,877 thousand have not recorded the tax credit based on an analysis of the recoverability of the already capitalised tax credits.

The theoretical tax rates vary in accordance with the various locations, and the most important are as follows:

	Nominal rate	
	2014	2013
Basque Country	28%	28%
Rest of Spain	30%	30%
Mexico	30%	30%
Brazil	34%	34%
Rest of America	21% - 30%	18.5% - 30%
Rest of Europe (Average rate)	15% - 35%	15% - 35%

As was mentioned in Note 2.19, in 2014 the parent company and its subsidiary Dominion Investigación y Desarrollo, S.L.U. ceased to be taxed under the consolidated system within the consolidated tax group led by CIE Automotive, S.A.

The legislation regarding the settlement of corporate income tax in 2014 applicable to the parent company is Bizkaia Regional Law 3/1996 (26 June), repealed for tax periods starting on or after 1 January 2014 by Regional Law 11/2013 (5 December), on corporate income tax, notwithstanding the rights of the Public Treasury with respect to the tax obligations accruing during the time it was in force.

In general terms, the years not statute-barred by the various bodies of tax legislation applicable to each Group companies are open to inspection, ranging between 4 and 6 years as from the time the tax obligation falls due and the deadline for filing tax returns.

The Parent Company's Directors have calculated the amounts associated with this tax for 2014 and 2013 and those years open to inspection in accordance with legislation in force at each year end with the understanding that the final outcome of several legal procedures and appeals that have been filed in this respect will not have a significant impact on the annual accounts taken as a whole.

29. Earnings per share

a) Basic

Basic earnings per share are calculated by dividing the profit attributable to the Company's shareholders by the weighted average number of outstanding ordinary shares for the year, excluding treasury shares acquired by the Company (Note 13).

	2014	2013
Profit attributable to the company's shareholders (thousand euros)	3,713	5,270
Weighted average number of outstanding ordinary shares (thousand)	793	399
Basic earnings per share from continued operations (euro per share)	4.69	13.21

b) Diluted

Diluted earnings per share are calculated by adjusting the weighted average number of outstanding ordinary shares to reflect the conversion of all potentially dilutive ordinary shares. The Company has no potentially dilutive ordinary shares.

30. Cash generated from operations

	2014	2013
Profit/(loss) for the year	5,588	5,270
Adjustments for:		
- Taxes (Note 28)	3,857	1,608
- Deferred taxes - results (Note 21)	6	(7,248)
- Depreciation of property, plant and equipment (Note 6)	4,417	3,365
- Amortisation of intangible assets (Note 7)	6,280	1,632
- Other income and expenses (Note 32)	(7,895)	-
- (Profit)/ loss on the sale of property, plant and equipment (see below)	(229)	12
- Net movements in provisions	3,093	317
- Net (gains)/losses in fair value of financial derivatives (Note 9)	435	-
- Interest income (Note 27)	(4,836)	(1)
- Interest expense (Note 27)	8,192	6,357
- Exchange differences (Note 27)	-	396
- Share in losses /(gains) in associates (Note 8)	1,977	-
Changes in working capital (excluding the effects of acquisitions and exchange differences on consolidation):		
- Inventories	(1,069)	(1,180)
- Trade and other receivables	1,761	(6,616)
- Other assets	6,631	(669)
- Other current liabilities	(1,149)	(1,783)
- Trade and other payables	32,072	5,798
Cash generated from operations	59,131	7,258

In the cash flow statement, proceeds from the sale of property, plant and equipment and intangible assets include:

	2014	2013
Carrying amount (Notes 6 and 7)	769	51
Gain /(loss) on the sale of assets	229	(12)
Proceeds from sale of assets	998	39

31. Commitments, guarantees and other information

a) Asset acquisition commitments

Capital expenditure contracted for at the balance sheet date but not yet incurred is as follows:

	2014	2013
Property, plant and equipment	23	-
	23	-

b) Operating lease commitments

As from 2008 the Group has leased various offices and warehouses under non-cancellable operating lease contracts. These contracts are for terms ranging between 5 and 10 years, and are mostly renewable at expiration under market conditions. The Group also rents facilities and machinery under cancellable operating lease contracts. The Group is required to provide six months advance notice of the termination of these contracts.

Total minimum future payments for irrevocable operating leases are as follows:

	2014	2013
Less than one year	2,067	1,912
Between one and five years	1,694	1,830
More than 5 years	262	-
	4,023	3,742

c) Other information (guarantees)

The Group has granted guarantees for works and services rendered to customers and commercial guarantees totalling approximately €98.8 million (€14.4 million in 2013).

32. Business combinations

2014

As is indicated in Note 1, in July 2014 Global Dominion Access, S.A. completed the acquisition, in stages, of the group of companies led by **Beroa Thermal Energy, S.L**. The completion of the process has resulted in the exercising of the purchase option held by Global Dominion Access, S.A. with respect to 50% of the aforementioned company and the acquisition from non-controlling shareholders of the remaining 27.27%.

Both transactions were carried out based on the company's value estimated by an independent expert, which led to the transaction involving a purchase price for the 77.27% acquired of €62 million (value of the prior stake, price paid and share capital increase carried out by Global Dominion Access, S.A.). This transaction has also meant that the fair value of the initial 22.73% interest held increased to €16 million and a gain totalling €8,050 thousand was recorded in the consolidated income statement in the heading "Other income and expense".

The details of the net assets acquired and the goodwill deriving from the transaction are summarised below:

	Amount
Acquisition price	77,960
Fair value of the net negative assets acquired	33,796
Goodwill (Note 7)	**111,756**

This goodwill has been assigned to future profits and synergies relating to the businesses acquired within the Group.

The net assets acquired a fair value are broken down as follows:

	Fair value
Equity	42,196
Investments in associates	930
Inventories	6,825
Receivables	68,740
Other assets	5,034
Deferred tax assets	6,692
Other financial assets	452
Cash and cash equivalents	11,082
Assets acquired	**141,951**
Non-controlling shareholdings	4,567
Bank borrowings	18,541
Provisions	23,312
Accounts payable	50,262
Deferred tax liabilities	6,388
Other liabilities	72,677
Liabilities acquired and non-controlling shareholdings	**175,747**
Total net assets acquired	**(33,796)**

The fair values recognised in the transaction do not significantly differ from those recognised in the accounts of Beroa Group, except for the recognition of certain intangible assets classified under Customer portfolio with a value of approximately €10 million (Note 7). The process of assigning the price paid at the values of the assets and liabilities acquired has not yet been completed, although the analyses still pending are not expected to give rise to any significant differences with the values taken into consideration at the end of 2014.

Movements in cash during the transaction were:

	Amount
Consideration paid during the year (*)	-
Cash and cash equivalents in the acquired Group	(11,082)
	(11,082)

(*) During the year no amount of this consideration was paid and €42 million remains pending payment.

This business combination has given rise to sales and results in 2014 (not taking into consideration the distribution to non-controlling shareholders) totalling €141 million and €9 million, respectively. If the transaction had taken place on 1 January 2014 these amounts would have been €249 million and €2 million, respectively.

In December 2014 Global Dominion Access Group carried out share capital increases consisting of non-monetary contributions relating to 100% of the capital of **Bilcan Global Services, S.L.** and 89.246% of the capital of **Global Near, S.L.** This transaction gave rise to the inclusion of the following companies:

Companies	Activity
Bilcan Global Services, S.L., parent of:	Holding company
• Servicios al Operador Móvil, S.L.	Holding company
• Eurologística Directa Móvil 21, S.L.	Wholesale distribution business, logistics management of mobile telephone terminals and management of points of sale.
• Your Phone, S.L.	Retail distribution of telephony solutions and products
• Your Phone Franquicias, S.L.	Retail distribution of telephony solutions and products
• Global Ampliffica, S.L.	Online marketing business expert, specialising in obtaining leads for subsequent sales through its own call centre.
• Ampliffica México, S.A. de C.V.	Digital points of sale and other digital solutions
• Ampliffica, S.L.	Digital points of sale and other digital solutions
• Wise Conversión, S.L.	Digital points of sale and other digital solutions
• Tiendas Conexión, S.L.	Retail distribution of telephony solutions and products
• Sur Conexión, S.L.	Retail distribution of telephony solutions and products
Global Near, S.L., parent of:	Holding company
• Near Technologies, S.L.U.	Technological solutions through knowledge and innovation
• Tapquo, S.L.	Technological solutions through knowledge and innovation
• Advanced Flight Systems, S.L.	Technological solutions through knowledge and innovation
• Centro Near Servicios Financieros, S.L.	Technological solutions through knowledge and innovation
• DM Informática, S.A. de C.V.	Technological solutions through knowledge and innovation
• Near Technologies Mexico, S.A. de C.V.	Technological solutions through knowledge and innovation
• NXT Solutions, INC	Technological solutions through knowledge and innovation

After this contribution, the interests (also 100%) that the subsidiary Dominion Instalaciones y Montajes, S.A.U. held in the companies Dominion Network, S.L. and Dominion Centro de Gestión Personalizada, S.L. were transferred to Bilcan Global Services, S.L. through a non-monetary contribution to the latter's capital. This transfer did not have any consolidation effects for the Group (Note 1).

The net assets acquired and goodwill are summarised as follows:

	Amount
Purchase price (relevant capital increase)	41,434
Fair value of the net negative assets acquired	20,474
Goodwill (Note 7)	**61,908**

This goodwill was initially attributed to the future profitability and synergies arising from the Group businesses acquired.

The net assets acquired a fair value are broken down as follows:

	Value of the net assets
Equity	3,262
Inventories	4,512
Receivables	22,536
Deferred tax assets	1,486
Other financial assets	19,831
Cash and cash equivalents	2,856
Assets acquired	**54,483**
Non-controlling shareholdings	(1,322)
Bank borrowings	6,597
Accounts payable	40,781
Deferred tax liabilities	115
Other liabilities	28,786
Liabilities acquired and non-controlling shareholdings	**74,957**
Total net assets acquired	**(20,474)**

The Group has commenced the analysis of the assignment of the acquisition price to the value of the acquired assets and liabilities. The values recognised at 31 December 2014 relate to those recorded in the individual accounts of the included companies. These values will be modified if necessary during the completion of the analysis in progress.

Movements in cash as a result of this business combination total €2,856 thousand and relate solely to cash and cash equivalents in these new companies.

The inclusion of these companies did not give rise to any effect in the Group's income statement for 2014. If these companies had been included at the start of 2014 sales and results of these companies (without taking into consideration the distribution to non-controlling shareholders) would have amounted to €139 million and €(8.9) million, respectively.

A profit of €146 thousand was generated in 2014 due to the discontinuance of the activities carried out by one of the companies pertaining to the Beroa subgroup, which was acquired by Dominion Group in July 2014 (Note 1). Details of that profit by heading are not significant.

33. Related-party transactions

Related parties are considered to be the companies pertaining to CIE Automotive Group, to which the sub-group led by Global Dominion Access, S.A. pertains, as well as the Directors and key executives and close family members of Dominion Access Group and CIE Automotive Group.

a) Senior management remuneration and loans

The total remuneration paid in 2014 to senior management personnel, excluding that included in Compensation paid to the members of the Board of Directors amounted to €987 thousand (2013: €450 thousand).

The Company has entered into no commitments relating to pensions or other types of complementary retirement remuneration with senior management personnel.

At the end of 2014 and 2013 there was no balance whatsoever deriving from transactions with these related parties.

b) Balances and transactions during the year with group companies and related parties

	2014	2013
Financial expense	(1,363)	(2,293)

Outstanding balances with group companies and related parties are as follows:

Current payables to Group companies:

	2014	2013
Accounts payable to related parties - Participating Loan (Note 20)	11,900	906

Non-current payables to Group companies:

This heading mainly includes:

	2014	2013
Participating loan	-	11,900
Other loans from CIE Automotive, S.A.	48,057	20,169
	48,057	32,069

The participating loan totalling €11,900 thousand was granted in 2010 by Instituto de Promoción y Gestión de Empresas, S.A. (currently CIE Automotive S.A) to Global Dominion Access, S.A, and it does not accrue fixed interest. It falls due in January 2015 and therefore at 31 December 2014 it appears classified under current items.

Other loans from CIE Automotive, S.A records a 5-year current account that Global Dominion Access, S.A. maintains with CIE Automotive, S.A., tacitly renewable for further 1-year periods that requires 12-months advance notice prior to the date of the start of the final renewal period. They accrue interest at a market rate indexed to the Euribor (4.5% during the first half of 2014 and 3.5% in the second half of 2014) (4.5% in 2013).

As was indicated in Note 8, in 2013 the Group maintained receivables from Beroa Technology GmbH and Beroa Deutschland GmbH totalling €4,183 thousand in the short-term and €6,973 thousand in the long-term, which were collected prior to the acquisition of the control of Beroa Group.

Note 34 provides details of the impact of the inclusion of the UTEs, and the reflected income and current assets derive from the transactions with related parties.

c) Remuneration of the Directors of the parent company

Compensation paid to member of the Board of Directors

In 2014 the amount accrued by the Board of Directors totalled €293 thousand and consists of the following items and amounts (€293 in 2013):

	2014	2013
Salaries	287	287
Other compensation	6	6
	293	293

Furthermore, the contract with the CEO contains a clause under which a severance payment doubling his annual compensation is payable if the employment relationship is terminated.
Contributions totalling €8 thousand were made in 2014 to defined contribution pension plans or funds for former or current members of the parent company's Board of Directors (2013: €16 thousand).

As regards life insurance premiums, the company has policies for the CEO covering death and permanent disability, for which premiums totalled €4 thousand in 2014 and 2013.

Except for the items indicated in the preceding paragraphs, the members of the Company's Board of Directors have not received any compensation consisting of profit sharing or bonuses. No shares or stock options were received during the year, no options were exercised and no options yet to be exercised remain outstanding.

d) Conflicts of interest

In order to avoid conflicts of interest with the parent company, during 2014 the Directors occupying positions on the Board of Directors complied with the obligations established in Article 228 of the Spanish Companies Act 2010. Both Directors and persons related to them have abstained from conflicts of interest as stipulated by Article 229 of that legislation, and during the year no direct or indirect conflict of interest was reported to the Company's Board of Directors.

34. Joint ventures (UTEs)

The Group participates in several joint ventures (UTE's). The amounts that are indicated below represent the Group's stake in the assets, liabilities, sales and profits of Joint ventures. These amounts have been included in the consolidated balance sheet and income statement:

	2014	2013
Current assets	107	1,291
Non-current assets	-	-
Current liabilities	110	1,457
Non-current liabilities	-	-
Revenues	-	4
Expense	3	(170)
Profit for the year	(3)	(166)

The Group does not have any employees at the UTEs in which it participates.

35. Other information

a) Fees of the auditors and group or related companies

The fees charged by PricewaterhouseCoopers Auditores, S.L. for auditing the annual accounts for 2014 total €754 thousand (€223 thousand in 2013). This amount includes the audit of the annual accounts of the individual companies and the consolidated annual accounts.

Other services provided by PricewaterhouseCoopers Auditores, S.L. and other firms associated with the PricewaterhouseCoopers trademark have amounted to €44 thousand (2013: €37 thousand).

The fees for other firms for audit services relating to the annual accounts of other investees amounted to €130 thousand in 2014 (2013, €5 thousand), which includes the services contracted for the entire period by the companies included in the scope of consolidation during the year.

b) Environmental issues

The Company bears environmental protection laws in mind when carrying out its operations. The Group believes that it substantially complies with such legislation and it implements procedures to ensure and promote compliance.

The Company has adopted all appropriate measures with respect to the protection and improvement of the environment and the minimisation of any environmental impact and complies with current legislation in this respect. During 2014 and 2013 the Group did not make any investments of an environmental nature and did not incur any expenses relating to the protection and improvement of the environment, and did not consider it necessary to make any provision for environmental risks or expenses since there are no contingencies relating to the protection and improvement of the environment or any environmental liabilities.

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

EXHIBIT I

Subsidiaries included in the Scope of Consolidation

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Global Dominion Access, S.A. (*)	Bilbao	-	CIE Automotive, S.A.	-	Holding company/Technology Services and Solutions	PwC
Dominion Instalaciones y Montajes S.A.U (*)	Zamudio	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
E.C.I. Telecom Ibérica, S.A.	Madrid	100%	Dominion Instalaciones y Montajes, S.A.U.	Full consolidation	Technology Services and Solutions	Not audited
Interbox Technology S.L (1)	Bilbao	60%	Dominion Instalaciones y Montajes S.A.U	-	Commercial services	Not audited
Dominion Investigación y Desarrollo S.L.U.	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Prosat Comunicaçoes, Ltda.	Brazil	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Global Dominion Brasil Participaçoes, Ltda. (*)	Brazil	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	PwC
Halógica Tecnología, S.A.	Brazil	100%	Global Dominion Brasil Participaçoes, Ltda.	Full consolidation	Technology Services and Solutions	PwC
Dominion Instalaçoes e Montagnes do Brasil Ltda.	Brazil	100%	Global Dominion Brasil Participaçoes, Ltda.	Full consolidation	Technology Services and Solutions	PwC
Mexicana Electrónica Industrial, S.A. de C.V. (*)	Mexico	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Dominion TI México, S.A. de CV	Mexico	100%	Mexicana Electrónica Industrial, S.A. de C.V.	Full consolidation	Technology Services and Solutions	PwC
Dominion Baires, S.A.	Argentina	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Dominion Limitada Ltda.	Chile	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Dominion Perú Soluciones y Servicios S.A.C.	Peru	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Visual Line, S.L.	Bilbao	55%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Beroa Thermal Energy, SL. (*) (1)	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	PwC
Beroa France SAS	France	94%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Services	Deloitte
Steelcon Chimneys Esbjerg A/S (*)	Denmark	51%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Solutions	BDO
Beroa Australia Pty. Ltd.	Australia	100%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Services and Solutions	PwC
Beroa Corporation LLC (*)	USA	100%	Beroa Thermal Energy, SL.	Full consolidation	Holding company	Not audited
Karrena Refractory Linings LLC	USA	100%	Beroa Corporation LLC	Full consolidation	Industrial Solutions (dormant)	Not audited
Karrena International L.L.C (*)	USA	90%	Beroa Corporation LLC	Full consolidation	Industrial Solutions	Not audited
Karrena International Chimneys LLC	USA	100%	Karrena International L.L.C	Full consolidation	Industrial Solutions	Not audited
Beroa Ibéria S.A (*)	Bilbao	100%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Services and Solutions	PwC
Karrenamex S.A	Mexico	100%	Beroa Ibéria S.A	Full consolidation	Industrial Services	PwC
Beroa de Argentina SRL	Argentina	90%	Beroa Ibéria S.A	Full consolidation	Industrial Services	Local
Altac South Africa Propietary Limited	South Africa	100%	Beroa Ibéria S.A	Full consolidation	Industrial Solutions	Not audited

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

EXHIBIT I

Subsidiaries included in the Scope of Consolidation

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Chimneys and Refractories Intern. SRL (*)	Italy	70%	Beroa Thermal Energy, S.L	Full consolidation	Industrial Solutions	PwC
Chimneys and Refractories Intern. Chile SPA	Chile	70%	Chimneys and Refractories Intern. SRL	Full consolidation	Industrial Solutions (dormant)	PwC
Beroa Technology Group GmbH (*)	Germany	100%	Beroa Thermal Energy, SL.	Full consolidation	Holding company	PwC
Refractories & Chimneys Construction Co.	Saudi Arabia	95%	Beroa Technology Group GmbH	Full consolidation	Industrial Solutions	PwC
Karrena Betonanlagen und Fahrmischer GmbH (*)	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Construction and marketing of a concrete factory (dormant)	PwC
HIT-Industrietechnik GmbH	Germany	52%	Karrena Betonlagen und Farmischer GmbH	Full consolidation	Metal welding	PwC
Bierrum International Ltd.	United Kingdom	70%	Beroa Technology Group GmbH	Full consolidation	Industrial Solutions	PwC
Beroa NovoCOS GmbH	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Uniseven Refractory Services Pvt Ltd.	India	51%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PKG
Bierrum International Co L.L.C	Oman	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	Not audited
Beroa Refractory & Insulation	United Arab Emirates	49%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Nexus Company LLC	Qatar	49%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	Not audited
Beroa Abu Obaid Industrial Insulation Company	Bahrain	45%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Deutschland GmbH (*)	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services and Solutions	PwC
Karrena SRL	Italy	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services	Not audited
Karrena Construction Thérmique S.A	France	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Solutions (dormant)	Not audited
Beroa Polska Sp. Z.o.o.	Poland	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
Karrena Arabia Co.Ltd	Saudi Arabia	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
Beroa Chile Limitada	Chile	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Solutions (dormant)	Not audited
Burwitz Montageservice GmbH	Germany	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
F&S Feuerfestbau GmbH & Co KG	Germany	51%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
F&S Beteiligungs GmbH	Germany	51%	Beroa Deutschland GmbH	Full consolidation	Holding company	PwC
Global Near S.L (*)(1)	Bilbao	89%	Global Dominion Access, S.A.	Full consolidation	Holding company	Not audited
Near Technologies S.L.U.	Bilbao	100%	Global Near S.L	Full consolidation	Technological Solutions	PwC
Tapquo S.L	Bilbao	54%	Near Technologies S.L.U	Full consolidation	Technological Solutions	Aboll
Advanced Flight Systems S.L	Bilbao	30%	Near Technologies S.L.U	Equity method	Technological Solutions	Not audited
Centro Near Servicios Financieros S.L	Bilbao	23%	Global Near S.L	Equity method	Technological Solutions	Not audited

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

EXHIBIT I

Subsidiaries included in the Scope of Consolidation

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
DM Informática SA de CV.	Mexico	99%	Global Near S.L	Full consolidation	Technological Solutions	Not audited
Near Technologies Mexico SA de CV.	Mexico	99%	Global Near S.L	Full consolidation	Technological Solutions	Not audited
NXT Solutions Inc	Panama	50%	Global Near S.L	Full consolidation	Technological Solutions	Not audited
Dominion Ampliffica S.L	Bilbao	100%	Global Dominion Access, S.A	Full consolidation	Holding company	Not audited
Bilcan Global Services S.L (*)(1)	Cantabria	100%	Global Dominion Access, S.A	Full consolidation	Holding company	Not audited
Servicios al Operador Movil S.L (*)	Madrid	100%	Bilcan Global Services S.L	Full consolidation	Commercial services	Not audited
Eurologística Directa Movil 21 S.L	Madrid	100%	Servicios al Operador Movil S.L	Full consolidation	Commercial services	PwC
Your Phone S.L.U (*)	Madrid	100%	Servicios al Operador Movil S.L	Full consolidation	Commercial services	PwC
Your Phone Franquicias S.L.U	Madrid	100%	Your Phone S.L.U	Full consolidation	Commercial services	Not audited
Global Ampliffica S.L (*)	Madrid	80%	Servicios al Operador Movil S.L	Full consolidation	Holding company	Not audited
Ampliffica Mexico, S.A de C.V	Mexico	99%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Ampliffica S.L.U	Madrid	100%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Wiseconversion S.L	Madrid	65%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Dominion Networks S.L	Madrid	100%	Bilcan Global Services S.L	Full consolidation	Technological services	PwC
Dominion Centro de Control S.L (formerly Dominion Centro de Gestión Personalizada, S.L)	Madrid	100%	Bilcan Global Services S.L	Full consolidation	Technological services	Not audited
Tiendas Conexión, S.L (*)	Cantabria	100%	Bilcan Global Services S.L	Full consolidation	Commercial services	Camblor & Jameson
Sur Conexión, S.L	Cantabria	100%	Tiendas Conexión, S.L	Full consolidation	Commercial services	Camblor & Jameson

(1) Companies included in the scope of consolidation in 2014 together with their subsidiaries.

(*) Parent of all investee companies appearing subsequently in the table.

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

EXHIBIT I

Subsidiaries included in the Scope of Consolidation

Joint ventures (UTEs) included in consolidation

Name	Address	% Share	Reason for Consolidation	Activity	Auditor
Elecnor, S.A. y Global Dominion Access, S.A. Unión Temporal de Empresas Ley 18/1982, en anagrama (UTE Elecnor Dominion) (1)	Bilbao	-	-	Execution of the contract "Goods purchasing Project for Beijing New International Exhibition Centre as well as extensions to this work and supplementary and accessory services.	Not audited
"Global Dominion Access, S.A. and Adasa Sistemas, S.A.U. Law 18/1982, 26 May.	Bilbao	50%	Proportional consolidation	The acquisition and implementation of a surface observation system and GOES/DCS communications to be integrated into the Modernisation Program relating to the National Hydrometeorological Measurement and Prediction System (Venehmet project) being carried out by the Ministry of the Environment and Natural Resources (M.A.R.N), now the Ministry of People Power for the Environment.	Not audited
"Global Dominion Access, S.A.-Adasa Sistemas, S.A.U.-EMTE, S.A., Unión Temporal de Empresas, Law 18/1982 (26 May".	Bilbao	50%	Proportional consolidation	The execution of the Contract "For the modernisation of Environmental and Civil Protection Equipment coordinated by COPECO".	Not audited

(1) The participation in this UTE was liquidated in 2013.

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED DIRECTORS' REPORT FOR 2014
(Thousand euro)

1. Business trends

In 2014 the company Global Dominion Access S.A. and its subsidiaries (hereinafter Dominion) reached their third year within the scope of consolidation of the listed Group CIE AUTOMOTIVE S.A., after the restructuring operation that took place in June 2010.

During the year Dominion consolidated as a multi-sector project under the common denominator of *smart innovation*. In an environment such as this, in which the digital revolution is altering the status quo of all economic sectors, Dominion focuses on converting entire data flows into intelligence serving the operational efficiency of its own business and that of its customers. With more than 5,600 employees at 62 centres in 28 countries, Dominion offers its 1,000 customers solutions and services to make their production processes more efficient by applying technology, industry knowledge and innovation.

The classification of solution or service depends on the scope offered to the customer. A solution offers making a production process that the customer will continue to manage more efficient. A service offers the taking of control of a complete process for a customer (outsourcing) and integral management duties are performed.

Under the preceding portfolio, addressing customers in sectors ranging from Technology, Energy, Banking, Health and Education to Industrial applications, the scope of the solutions and services rendered include integral hospital equipping projects, optimisation of communications and weak flows, construction of renewable energies, supplies, application of sensors, meteorological forecasting, energy efficiency, design and construction of solar towers, furnaces and production plants, solutions for the banking business, digital and communications strategies, pharmacies and nutrition, etc., including monitoring, installation and maintenance services for telecommunications, banking, educational and governmental networks, industrial maintenance, distribution services and commercial processes.

A model of success

Dominion has a business model supported by knowledge and technology and oriented towards its own efficiency and that of its customers, characterised by the following five traits:

A) Global company

It is currently present in 28 countries, where it holds an excellent position in the Service area, with guaranteed recurrence. It is a world leader in specific areas of industrial Services and Solutions and maintains a leadership position in EPC projects in hospitals, management of environmental contingencies, industrial furnaces, solar towers, etc.

B) Commercial diversification

The Company focuses on diversification and has a large customer base, while leading the market sectors in which it operates. No customer, except for Telefónica as a Consolidated Group, exceeds 5% of total sales.

C) Multi-sector

The digital revolution, and its repercussions in terms of changes in production processes through sensors and the intelligent management of information, is progressively associated with more industries. Dominion today offers solutions and services to companies in a broad spectrum of industries and it foresees that this number will increase in the near future.

It structures the Services on offer into three Divisions:

- Dominion Services, focusing on managing customer production processes in an innovative manner in order to make them more efficient.
- Dominion Industry, focusing on industrial services.
- Dominion Commercial, combining services and technology to respond to the needs of customers in the sales and logistics area.

The Solutions area is also structured into three Divisions:

- Dominion Solutions, which joins Dominion's experience with its partners' solutions to generate innovative solutions that make customer production processes more efficient.
- Dominion Digital, combining digital strategies and technology to create a custom offer of products and platforms.
- Dominion 360, focusing on turnkey or EPC (Engineering, Procurement & Construction) projects and offering a complete response. All of Dominion's know-how, experience and capacity is concentrated on a project that responds to the customer's needs.

The company generates knowledge and technology that allow value to be added to customer production processes in three ways. It assigns resources to perform R&D+i projects at its technology centres and enters into strategic alliances with other centres and institutions to develop those projects. It actively collaborates with its partners to develop new technological solutions. Finally, it is an active buyer of knowledge, which is a final strategic pillar supporting its business.

D) Investing discipline and profitability requirement

A strict filter is applied to investment transactions and the acquisition of companies or knowledge, together with strong discipline with respect to investments in R&D, pursuing operating profits in any case.

E) Decentralised management

Dominion promotes continuous improvement within its organisation, the optimisation of processes and the elimination of all operations that do not provide added value. Management is multi-faceted and effective and employs procedures and management tools that are simple and flexible with respect to the outsourcing of certain areas. This reduces central management expenses and includes new contribution margins, which gives it great growth capacity.

Throughout this year Dominion has continued to focus on its higher added value businesses and to contain structural expenses to consolidated sales, EBITDA and EBT totalling €293 million (+86%), €22.3 million (+72%) and €10.3 million (+686%), respectively, with significant growth and geographic and industry diversification compared with last year (€157, €13 and €1.5 million).

Consolidated equity tripled from €33 to €99 million and the net cash position improved from €5 million to €28 million.

2. Corporate transactions

In July 2014 Global Dominion Access, S.A. agreed to carry out two share capital increases, the first in the amount of €253 thousand with a share premium of €1,247 thousand and the second in the amount of €769 thousand with a share premium of €231 thousand, approximately, both fully subscribed and paid in by shareholders other than the main shareholder CIE Automotive, S.A.

It also concluded a purchase option agreement concluded in 2013 under which Global Dominion Access, S.A. reserved the right to acquire in 2014 an additional 50% of the share capital in Beroa Thermal Energy, S.L. (Note 32), in July 2014 the Company exercised this option and the effective date on which control was taken was 1 July 2014. As planned, to do so Dominion will pay the acquisition price for that interest totalling approximately 42 million over three years, which is an amount equivalent to Beroa Group's EBITDA in each of those three years (2014, 2015 and 2016) multiplied by 7.5x, from which the relevant net financial debt will be deducted. Global Dominion Access, S.A. also acquired the interest held by non-controlling shareholders and now wholly owns Beroa. In return, those shareholders subscribed to a 7.69% share capital increase in Global Dominion Access, S.A. Both transactions took place at market values in accordance with a report from an independent expert.

The Group, for which Beroa Thermal Energy, S.L. is the parent company engages in the preparation of industrial installations, formalising projects in this respect, technical assistance and the rendering of advisory services to companies, particularly all matters relating to refractory and similar materials, as well as the construction of chimneys, preparation of plans and projects for industrial installations involving those materials, including the assembly of facilities necessary for those installations. It also carries out studies regarding the creation, structuring and viability of companies and interests in commercial companies through the acquisition of shares or interests in which their capital is divided, particularly those involved with the assembly of refractory materials at facilities of all types.

On December 2014 a General Meeting of the Shareholders of Global Dominion Access, S.A. adopted a resolution to include in the group two new business areas through a non-monetary contribution that resulted in a share capital increase by Global Dominion Access, S.A. in the amount of €3,185 thousand, consisting of the issue of 264,947 shares with a par value of €12.020242 and a share premium of €144.367306 for each new share issued. As a result of that increase, Dominion Group receives full ownership of 100% of the share capital of the companies Bilcan Global Services, S.L. (which carries out commercial services) and 89.246% of Global Near, S.L. (which develops digital solutions). The Directors received several independent appraisals of the businesses contributed that support the amount of the transaction, as well as the required report from the independent expert designated by the Mercantile Registry for the purposes of measuring the non-monetary contribution.

The share capital of Bilcan Global Services, S.L. was increased after that transaction, consisting of the non-monetary contribution of the shares that Dominion Instalaciones y Montajes, S.A.U. held in Dominion Networks, S.L. and Dominion Centro de Control, S.L. This operation does not have an impact on the consolidated accounts.

The new areas of business represent approximately 20% of sales and 20% of Dominion Group's EBITDA.
After these transactions, the interest held by CIE Automotive, S.A. in Global Dominion Access, S.A. was increased to 62.95%.

All of these operations increasing the scope of consolidation of the segment fall within the strategy of Dominion Group to reinforce and consolidate the Dominion Group in order to make it an autonomous and independent project, holding a leadership position with respect to the provision of Solutions and Services that contribute to make its customers' production processes more efficient under the differentiating concept of "Smart Innovation".

3. Treasury shares

During the year there were no movements or transactions involving treasury shares, which total 15,506 shares at the year-end and represent 1.414% of share capital.

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

PREPARATION OF THE CONSOLIDATED ANNUAL ACCOUNTS AND CONSOLIDATED DIRECTORS' REPORT FOR 2014 AND 2013

In compliance with Article 253 of the current Spanish Companies Act the Board of Directors of GLOBAL DOMINION ACCESS, S.A., hereby prepares the consolidated annual accounts and consolidated Directors' Report for the years ended 31 December 2014 and 2013, as follows:

- The Table of Contents is issued on __ sheets of stamped stationary numbered _________ through ____________.
- The Consolidated Balance Sheet is issued on __ sheets of stamped stationary numbered _________ through ____________.
- The consolidated profit and loss account is issued on a sheet of stamped stationary numbered ______.
- The Consolidated Comprehensive Income Statement is issued on 1 sheet of stamped stationary numbered ______.
- The consolidated statement of changes in equity is issued on a sheet of stamped stationary numbered ______.
- The consolidated cash flow statement is issued on a sheet of stamped stationary numbered ______.
- The Notes to the Consolidated Annual Accounts are issued on __ sheets of stamped stationary numbered _________ through ____________.
- Exhibit I is issued on __ sheets of stamped stationary numbered _________ through ____________.
- Exhibit II is issued on 1 sheet of stamped stationary numbered _________.
- Exhibit III is issued on 1 sheet of stamped stationary numbered _________.
- The consolidated Directors' Report is issued on ___ sheets of stamped stationary numbered _____________ through _________________.
- In compliance with the provisions of Article 253, the Directors declare that they have signed each of the above-mentioned sheets and signed this sheet of stamped stationary numbered _______.

Similarly, the members of the Company's Board of Directors declare that, to the best of their knowledge, the annual accounts prepared in accordance with applicable accounting principles present fairly the financial position and results of the issuer and companies included in the consolidation taken as a whole and that the Directors' report includes an fair analysis of the performance and results of the businesses, together with a description of the principal risks and uncertainties which they face.

For all pertinent purposes and as an introduction to the aforementioned accounts and report, the following hereby sign this document:

In Bilbao, 31 March 2015

SIGNATORIES

Mr Antón Pradera Jaúregui
(Chair) ______________________________________

Mr Mikel Felix Barandiaran Landin
(CEO) ______________________________________

Mr Francisco José Riberas Mera
(Director) ______________________________________

Mr. Jose Rafael Fernández-Monge Gonzalez-Audicana
(Non-Voting Secretary and Legal Counsel) ______________________________________

Audited Consolidated Financial Statements of Global Dominion Access, S.A. as of and for the year ended 31 December 2015

Global Dominion Access, S.A. and subsidiaries

Audit Report,
Consolidated Annual Accounts at 31 December 2015
and directors' Report for 2015

"This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation."

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED ANNUAL ACCOUNTS

To the Shareholders of Global Dominion Access, S.A.:

Report on the Consolidated Annual Accounts

We have audited the accompanying consolidated annual accounts of Global Dominion Access, S.A. and its subsidiaries, which comprise the consolidated balance sheet as at December 31, 2015, and the consolidated income statement, the consolidated comprehensive income statement, the consolidated statement of changes in equity, the consolidated cash flow statement and related notes for the year then ended.

Directors' Responsibility for the Consolidated Annual Accounts

The parent company's directors are responsible for the preparation of these consolidated annual accounts, so that they present fairly the consolidated equity, financial position and financial performance of Global Dominion Access, S.A. and its subsidiaries, in accordance with International Financial Reporting Standards, as adopted by the European Union, and other provisions of the financial reporting framework applicable to the Group in Spain and for such internal control as directors determine is necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated annual accounts based on our audit. We conducted our audit in accordance with legislation governing the audit practice in Spain. This legislation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated annual accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated annual accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the parent company's directors' preparation of the consolidated annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the presentation of the consolidated annual accounts taken as a whole.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers Auditores, S.L., Plaza de Euskadi, 5, 48009 Bilbao, España
Tel.: +34 944 288 800 / +34 902 021 111, Fax: +34 944 288 805, www.pwc.com/es

R. M. Madrid, hoja 87.250-1, folio 75, tomo 9.267, libro 8.054, sección 3ª
Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

Opinion

In our opinion, the accompanying consolidated annual accounts present fairly, in all material respects, the consolidated equity and financial position of Global Dominion Access, S.A. and its subsidiaries as at December 31, 2015, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union, and other provisions of the financial reporting framework applicable in Spain.

Report on Other Legal and Regulatory Requirements

The accompanying consolidated directors' Report for 2015 contains the explanations which the parent company's directors consider appropriate regarding Global Dominion Access, S.A. and its subsidiaries' situation, the development of their business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the directors' Report is in agreement with that of the consolidated annual accounts for 2015. Our work as auditors is limited to checking the directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from Global Dominion Access, S.A. and its subsidiaries' accounting records.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by Francisco Javier Domingo

26 February 2016

DOMINION

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

Consolidated Annual Accounts and Consolidated Directors' Report for the year ended 31 December 2015

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

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GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2015
(Thousand euro)

ASSETS	Note	At 31 December 2015	2014
NON-CURRENT ASSETS			
Property, plant and equipment	6	37,450	39,902
Goodwill	7	199,341	199,731
Other intangible assets	7	21,212	20,331
Non-current financial assets	8	4,626	6,324
Investments in associates	8	7,269	-
Deferred tax assets	20	35,914	33,648
Other non-current assets	8	1,955	-
		307,767	299,936
CURRENT ASSETS			
Inventories	10	25,772	18,071
Trade and other receivables	9	143,131	108,075
Other current assets	-	1,333	2,463
Current tax assets	27	7,861	7,792
Other current financial assets	8	18,877	26,904
Cash and cash equivalents	11	90,942	73,550
		287,916	236,855
TOTAL ASSETS		595,683	536,791

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2015
(Thousand euro)

EQUITY AND LIABILITIES	Note	At 31 December 2015	2014
EQUITY			
Equity attributable to parent company shareholders			
Share capital	12	13,177	13,177
Treasury shares	12	(1,807)	(1,807)
Share premium	12	132,491	132,491
Retained earnings	13	(33,839)	(44,353)
Cumulative exchange differences	13/14	(13,068)	(3,812)
Non-controlling shareholdings	16	4,823	3,434
		101,777	99,130
NON-CURRENT LIABILITIES			
Deferred income	-	175	-
Non-current provisions	22	23,029	25,086
Non-current borrowings	17	115,469	40,762
Deferred tax liabilities	20	7,144	8,198
Borrowings from the Group	32	-	48,057
Other non-current liabilities	19	31,634	59,226
		177,451	181,329
CURRENT LIABILITIES			
Current provisions	22	2,487	2,294
Current borrowings	17	17,110	30,885
Trade and other payables	18	243,060	148,959
Current tax liabilities	27	17,896	16,896
Current financial liabilities	17	468	883
Borrowings from the Group	32	-	11,900
Other current liabilities	19	35,434	44,515
		316,455	256,332
TOTAL EQUITY AND LIABILITIES		595,683	536,791

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015
(Thousand euro)

	Note	Year ended 31 December 2015	2014
CONTINUING OPERATIONS			
OPERATING INCOME		525,703	293,355
Revenues	23	525,021	292,759
Other operating income	23	682	596
OPERATING EXPENSES		(496,523)	(281,794)
Consumption of raw materials and secondary materials	10	(248,209)	(127,938)
Employee benefit expenses	25	(161,547)	(108,343)
Depreciation/Amortisation	6/7	(12,373)	(10,697)
Other operating expenses	24	(74,349)	(42,940)
Profit/(loss) on sale/impairment of assets	29	78	229
Other income and expenses	31	(123)	7,895
OPERATING PROFIT		29,180	11,561
Financial income	26	1,393	4,836
Financial expense	26	(8,258)	(8,192)
Net exchange differences	26	261	3,071
Share in results obtained by associates	26	839	(1,977)
PROFIT BEFORE TAXES		23,415	9,299
Income tax	27	(4,425)	(3,857)
PROFIT ON CONTINUING OPERATIONS AFTER TAXES		18,990	5,442
PROFIT ON DISCONTINUED OPERATIONS AFTER TAXES	31	(567)	146
PROFIT FOR THE YEAR		18,423	5,588
PROFIT/(LOSS) ATTRIBUTABLE TO NON-CONTROLLING SHAREHOLDINGS	16	1,398	1,875
PROFIT ATTRIBUTABLE TO PARENT COMPANY SHAREHOLDERS		17,025	3,713
Profit per share from continuing and discontinued operations attributable to parent company shareholders (expressed in euro per share)			
- Basic and diluted earnings from continuing operations	28	16.28	4.50
- Diluted and diluted earnings from discontinuing operations	28	(0.52)	0.18

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015
(Thousand euro)

	Note	Year ended 31 December 2015	2014
PROFIT FOR THE YEAR		18,423	5,588
OTHER COMPREHENSIVE PROFIT/(LOSS)			
Items that may not be subsequently classified to profit/(loss):			
- Actuarial gains	21	(377)	(1,491)
- Tax rate		120	439
		(257)	(1,052)
Items that may be subsequently classified to profit/(loss):			
- Cash flow hedges for subsidiaries		54	-
- Cash flow hedges for equity-consolidated companies	8	(531)	-
- Differences on exchange		(7,951)	965
		(8,428)	965
Total comprehensive profit/(loss)		(8,685)	(87)
TOTAL COMPREHENSIVE PROFIT/(LOSS) NET OF TAXES		9,738	5,501
Attributable to:			
- Parent company shareholders		8,082	3,626
- Non-controlling shareholdings	16	1,656	1,875
TOTAL COMPREHENSIVE PROFIT/(LOSS) NET OF TAXES		8,082	3,626
Attributable to:			
- Continuing operations		8,649	3,480
- Discontinued operations	31	(567)	146

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015 (Thousand euro)

	Share capital (Note 12)	Treasury shares (Note 12)	Share premium (Note 12)	Retained earnings (Note 13)	Cumulative exchange rate differences (Note 14)	Non-controlling shareholdings (Note 16)	Total Equity
Balance at 31 December 2013	8,971	(1,807)	92,763	(61,701)	(4,777)	-	33,449
Profit/(loss) for the year	-	-	-	3,713	-	1,875	5,588
Other comprehensive profit/(loss) for the year	-	-	-	(1,052)	965	-	(87)
Total comprehensive profit/loss for 2014	-	-	-	2,661	965	1,875	5,501
Share capital increase (Note 12)	4,206	-	39,728	-	-	-	43,934
Changes in the scope of consolidation (Note 1)	-	-	-	15,491	-	3,244	18,735
Other movements	-	-	-	(804)	-	(1,685)	(2,489)
Balance at 31 December 2014	13,177	(1,807)	132,491	(44,353)	(3,812)	3,434	99,130
Profit/(loss) for the year	-	-	-	17,025	-	1,398	18,423
Other comprehensive profit/(loss) for the year	-	-	-	(734)	(8,209)	258	(8,685)
Total comprehensive profit/loss for 2015	-	-	-	16,291	(8,209)	1,656	9,738
Dividends (Note 16)	-	-	-	-	-	(720)	(720)
Other movements (Notes 1, 16 and 19)	-	-	-	(5,777)	(1,047)	453	(6,371)
Balance at 31 December 2015	13,177	(1,807)	132,491	(33,839)	(13,068)	4,823	101,777

GLOBAL DOMINION ACCESS, S.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015
(Thousand euro)

	Note	Year ended 31 December	
		2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from continuing and discontinued operations	29	64,621	59,131
Interest paid	26	(8,258)	(8,192)
Interest collected	26	1,393	4,836
Taxes paid		(5,020)	(1,608)
		52,736	54,167
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition/disposal of subsidiaries, net of cash acquired	19 and 31	(7,911)	13,939
Acquisition of property, plant and equipment and intangible assets	6, 7 and 19	(12,519)	(18,722)
Income from sale of property, plant and equipment and intangible assets	29	1,205	998
Acquisition of financial assets	8	(7,477)	(6,820)
Disposals of financial assets		8,223	18,238
Payments received/(made) as a result of interests in associates	8	(455)	-
		(18,934)	7,633
CASH FLOWS FROM FINANCING ACTIVITIES			
Income from loans granted	17	98,130	31,352
Repayment of loans	17	(37,198)	(62,754)
Issue/repayment of borrowings to/from group companies	32	(59,957)	27,888
Repayment of other borrowings	19	(16,597)	-
Changes in non-current other borrowings		(68)	-
Other income from minority shareholdings	16	(720)	-
		(16,410)	(3,514)
NET (DECREASE)/INCREASE IN CASH, CASH EQUIVALENTS AND BANK OVERDRAFTS		17,392	58,286
Cash, cash equivalents and bank overdrafts at the beginning of the year	11	73,550	15,264
Cash, cash equivalents and bank overdrafts at the end of the year	11	90,942	73,550

GLOBAL DOMINION ACCESS, S.A. Y
SOCIEDADES DEPENDIENTES

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS FOR 2015 (Expressed in Thousand euro)

1. GENERAL INFORMATION

1.1. ACTIVITY

Global Dominion Access, S.A. (hereinafter the Company) was incorporated on 1 June 1999 and its registered address for Mercantile and tax purposes and its headquarters are located in Bilbao (Spain), at calle Ibañez de Bilbao, 28-8-1B.

In accordance with Article 2 of its bylaws, Global Dominion Access, S.A. engages in the preparation of studies regarding the creation, structure and viability of companies and markets both in Spain and abroad, developing, promoting, directing and managing business activities grouped by production sectors by organizing human and material resources for the group of companies, acquiring those that are already in operation and creating new companies, merging, taking over, spinning off or liquidating them in order to directly carry out the activities as is most appropriate in each case for the most efficient management of the business.

In addition, the Group acquired in 2014, for which Beroa Thermal Energy, S.L. is the parent company, engages in the preparation of industrial installations, formalising projects in this respect, technical assistance and the rendering of advisory services to companies, particularly all matters relating to refractory and similar materials, as well as the construction of chimneys, preparation of plans and projects for industrial installations involving those materials, including the assembly of facilities necessary for those installations. It also carries out studies regarding the creation, structuring and viability of companies and interests in commercial companies through the acquisition of shares or interests into which their capital is divided, particularly those involved with the assembly of refractory materials at facilities of all types.

The subgroup led by Bilcan Global Services, S.L acquired in December 2014 also engage in the management of a national chain of shops associated with the distributor of the operator France Telecom España, S.A.U. (Orange), based on a supply and distribution agreement concluded in 2012 and which is tacitly renewable for successive half-yearly periods.

Finally, the subgroup led by Global Near S.L also acquired in December 2014 engage in the research, study, development, manufacture, supply and assembly of computer equipment and programs, as well as the rendering of Internet and corporate advisory services.

The different activities of the Group are classified into segments as described in Note 5.

The facilities of this subgroup are located in Europe (Spain, Germany, France, Italy, United Kingdom, Poland and Denmark) as well as in Saudi Arabia, Persian Gulf countries (Oman, Qatar, UAE), Latin America (Mexico, Brazil, Peru, Argentina and Chile), United States and South Africa.

1.2. GROUP STRUCTURE

The Company is the Parent of a Group of companies in accordance with current legislation. The presentation of consolidated annual accounts is necessary in accordance with accounting principles generally accepted in Spain in order to present a true and fair view of the Group's financial situation and the results of its operations.

Exhibit I hereto sets out the identification details of the subsidiaries included in consolidation under the full consolidation method.

Exhibit II hereto sets out the identification details of the joint ventures (UTEs) included in consolidation under the proportional method.

1.3. CHANGES IN THE SCOPE OF CONSOLIDATION

2015

a) Solutions and EPCs

In February 2015 the Parent company acquired 4,500 shares in the Chilean company Sociedad Concesionaria Salud Siglo XXI, S.A. for 5,247 million CLP, approximately equivalent to €7.5 million at purchase date, with an implicit goodwill on this purchase amounting to CLP 1,367 million, which on purchase date amounted to €1.9 million (Note 8). As a result, Global Dominion Access, S.A. holds a 30% interest in that company.

In October 2015 Global Dominion Access, S.A. acquired the interest held by the subsidiary Dominion Instalaciones y Montajes S.A.U. in Bilcan Global Services, S.L. for its fair value. Global Dominion Access, S.A. thus directly wholly owns that company at 31 December 2015. This transaction does not have an impact on the consolidated figures.

In December 2015 the subsidiary that heads the BEROA sub-group, Beroa Thermal Energy, S.L. (BTE), concluded call and put option agreements with the minority shareholders with a 20% interest in the Italian company Chimneys and Refractories International S.R.L. (Appendix I). The sale option granted to these minority shareholders has a fixed price payable in cash and will be able to be exercised in the event that the accumulated results of the subsidiary after taxes over the coming 5 years (2015 to 2019) reaches or exceeds €12.18 million and this option may be exercised in 2020 or before if that figure is reached at any preceding date. The call option for BTE has exactly the same terms as the put option and the same fixed price payable in cash. This agreement covers the firm acquisition of an additional 20% in the Italian subsidiary.

This acquisition, which represents outstanding liabilities totaling €5.1 million (Note 19) gave rise to the disappearance of this minority interest totaling €1.6 million (Note 16) and a decrease in reserves in consolidated companies amounting to €3.5 million (Note 13).

b) Services

On 10 November 2014, the subsidiary Dominion Instalaciones y Montajes S.A.U incorporated the company Interbox Technology, S.L. together with another shareholder and Dominion Group owns 60% of share capital. The corporate purpose of the incorporated company is to offer trading agency services and integral trading for operator and OEMs of telecommunications industry. This subsidiary started operations in 2015.

Effective 1 January 2015 for accounting purposes the mergers of Your Phone, S.L.U. (acquiring company) and Tiendas Conexión, S.L. (target company) took place and the acquiring company changed its name to Tiendas Conexión, S.L.U., and there was also a merger between Sur Conexión, S.L. (acquiring company) and Your Phone Franquicias, S.L.U. (target company) and between Bilcan Global Services, S.L. (acquiring company) and Servicios al Operador Móvil 21, S.L. (target company). These transactions do not have an impact on the consolidated figures.

2014

In July 2014 Global Dominion Access, S.A. adopted a resolution to increase share capital by €253 thousand with a share premium of €1,247 thousand, fully subscribed and paid in by a shareholder other than CIE Automotive, S.A. (Note 12).

In accordance with the purchase option agreement concluded in 2013 under which Global Dominion Access, S.A. reserved the right to acquire in 2014 an additional 50% of the share capital in Beroa Thermal Energy, S.L. (Note 31), in July 2014 the Company exercised this option. On that date, the board of the acquired company was changed, proceeding Global Dominion Access, S.A. taking most of the members of the Board of Directors and assuming the presidency of the same. From that date, the group has the authority to take key decisions regarding the acquired business and the main policies to be followed, so, the effective date on which control was taken was 1 July 2014 (Note 4.1.b). As was foreseen, Dominion Group will pay the purchase price amounting to €42 million for this acquisition over three years from 2015 to 2017. This amount is equivalent to the EBITDA of Beroa Group in each of those three years (2014, 2015 and 2016) plus a multiplier of 7.5x, from which the relevant financial debt will be subtracted. In July 2015 the first of the payment installments was made in the amount of €7,911 million and the remaining amount of the outstanding debt was re-estimated (Notes 19, 31 and 32).

Global Dominion Access, S.A. also purchased from the non-controlling shareholders the shares that they held and therefore it currently owns 100% of the share capital in Beroa Thermal Energy, S.L. In return these shareholders subscribed a share capital increase totalling 7.69% of Global Dominion Access, S.A., for €769 thousand, with a share premium of approximately €231 thousand. (Note 12) and Global Dominion Access, S.A. waived a liability to the group of €2.6 million. This transaction has been carried out at a market value in accordance with a report prepared by an independent expert (Note 31).

After receiving approval for the transaction from the Board of Directors of CIE Automotive (Note 12) on 17 December 2014, a General Meeting of the Shareholders of Global Dominion Access, S.A. adopted a resolution to include in the group two new business areas through a non-monetary contribution that resulted in a share capital increase by Global Dominion Access, S.A. in the amount of €3,184 thousand, consisting of the issue of 264,947 shares with a par value of €12.020242 and a share premium of €144.367306 for each new share issued (total share premium of €38,250 thousand). As a result of that increase, Dominion Group received full ownership of 100% of the share capital of the companies Bilcan Global Services, S.L. (which carries out commercial services) and 89.246% of Global Near, S.L. (which develops digital solutions) (Exhibit I). The Directors received several independent appraisals of the businesses contributed that support the amount of the transaction, as well as the required report from the independent expert designated by the Mercantile Registry for the purposes of measuring the non-monetary contribution.

The share capital of Bilcan Global Services, S.L. was increased after that transaction, consisting of the non-monetary contribution of the shares that Dominion Instalaciones y Montajes, S.A.U. held in Dominion Networks, S.L. and Dominion Centro de Control, S.L. (Exhibit I). This operation did not have any impact on the consolidated accounts.

The new areas of business represent approximately 20% of sales and 20% of Dominion Group's EBITDA of the year ended 31 December 2014.

After these transactions, the interest held by CIE Automotive, S.A. in Global Dominion Access, S.A. was increased to 62.95% (Note 12).

All of these operations increasing the scope of consolidation fall within the strategy of CIE Automotive Group to reinforce and consolidate the Dominion Group in order to make it an autonomous and independent project, holding a leadership position with respect to the provision of Solutions and Services that contribute to make its customers' production processes more efficient under the differentiating concept of "Smart Innovation".

These business combinations are discussed in Note 31.

1.4. PREPARATION OF THE ACCOUNTS

These consolidated annual accounts were prepared by the Board of Directors on 24 February 2016 and are pending approval by Shareholders at a General Meeting. However, parent company management understands that they will be approved without changes.

1.5. COMPARATIVE FIGURES

In 2015 the provisional accounting for the assignment of the price of the business combinations that were carried out during 2014 was completed (Note 31). As a result of the definitive closing of those accounts the comparative figures for 2015 have been modified to reflect the definitive assignment since the acquisition date. The amendments made to the figures for 2014 with respect to the figures included in the approved consolidated annual accounts for 2014 were as follows:

	(Note 31) Credit/(Debit)
Goodwill	5,127
Customer portfolio	(2,500)
Deferred tax liability	(2,240)
Accrued wages and salaries pending payment	(387)

2. SUMMARY OF THE MAIN ACCOUNTING POLICIES APPLIED

The main accounting policies adopted when preparing these consolidated annual accounts are described below. Except for the matter indicated in Note 2.1.1 below, the accounting policies have been applied consistently to all years being presented.

2.1. BASIS OF PRESENTATION

The Group's consolidated annual accounts at 31 December 2015 have been drawn up in accordance with the International Financial Reporting Standards (IFRS) adopted for utilisation in the European Union (IFRS-EU) and approved under European Commission Regulations in force at 31 December 2015.

The consolidated annual accounts have been prepared on a historical cost basis, as modified by the revaluation of financial assets and liabilities (including derivatives) at fair value through profit and loss.

The preparation of consolidated annual accounts in accordance with IFRS-EU requires the application of certain significant accounting estimates. It also requires that management exercise judgment in the process of applying the accounting policies. Note 4 discloses the areas that require a higher level of judgement or entail greater complexity, and areas where assumptions and estimates have a significant effect on the consolidated annual accounts.

Certain International Financial Reporting Standards are effective from 1 January 2015, prompting the Group to adapt its consolidated annual accounts. The standards effective in the year are detailed below.

The consolidated annual accounts are not affected by any aspect that may contravene applicable presentation bases.

2.1.1. LIST AND A SUMMARY OF STANDARDS, AMENDMENTS AND INTERPRETATIONS PUBLISHED TO DATE

a) Mandatory standards, amendments and interpretations for all years starting on or after 1 January 2015.

IFRIC 21 "Levies"

This interpretation approaches the countable treatment of taxes imposed by the Public Administrations different from the tax on the earnings and of fines and penalties imposed by the breach of the legislation.

It is not expected that the new interpretation has a significant effect on the Group's consolidated financial statements.

Annual improvements to IFRS, 2011 - 2013 cycle.

In December 2013 the IASB published the Annual Improvements to IFRSs for cycle 2011-2013. The changes added in this Annual Improvements generally applied for annual periods beginning on or after January 1, 2015, although early adoption is permitted. The main incorporated amendments relate to:

- IFRS 3 "Business Combinations": Exceptions to the scope for joint ventures.
- IFRS 13 "Fair Value Rating": Scope of the "exception portfolio" available in IFRS 13.
- IAS 40 "Investment Property": Interaction between IAS 40 and IFRS 3 when a property is classified as an investment property or occupied property by its owner.

These amendments did not have a significant effect on the group's consolidated annual accounts.

b) Standards, amendments and interpretations that have not yet entered into force but which may be adopted before the start of financial years commencing 1 January 2015.

At the date these consolidated annual accounts were signed, the IASB and the IFRS Interpretations Committee had published the standards, amendments and interpretations listed below and which are mandatory starting in 2016, but have not been adopted early by the Group:

Annual improvements to IFRS, 2010 - 2012 cycle.

In December 2013 the IASB published the Annual Improvements to the IFRS for the Cycle 2010-2012. The modifications incorporated in these Annual Improvements generally apply for the annual exercises that begin from February 1, 2015. The main changes refer to:

- IFRS 2 "Payments based on share": Definition of "condition for the irrevocability of the concession".
- IFRS 3 "Business combinations": Accounting of a contingent consideration in a business combination.
- IFRS 8 "Operating segments": Information to reveal about the aggregation of operating segments and reconciliation of total assets of all segments that are reported to the assets of the entity.
- IFRS 13 "Fair Value Rating": References to the ability to assess the accounts receivable and payable, short-term nominal value when the discounting effect is not significant.
- IAS 16 "Property, Plant and Equipment" and IAS 38 "Intangible Assets": Proportional restatement of accumulated amortization when the revaluation model is used.
- IAS 24 "Disclosure of related parties": Entities that provide key management personnel services as related party.

It is not expected that these rules have a significant effect on the Group Consolidated Annual Accounts in the future.

IAS 19 (Revised), "Defined benefit plans: Employee contributions"

IAS 19 (reviewed in 2011) distinguishes between employee contributions related to the given service and those not linked to the service. Moreover the current modification distinguishes between contributions linked to service only in the year in which they arise and those linked to service in more than one year. The amendment allows the contributions linked to the service that do not vary with its duration, to be deducted from the cost of benefits accrued in the year in which the corresponding service is provided. The contributions associated with the services that vary in accordance with their duration must be extended over the time during which the service is rendered using the same assignment method applied to benefits. The amendment allows the contributions linked to service that does not vary with the duration deduct from the cost of benefits earned in the year in which the related service is provided.

The Group is analyzing possible impacts of this modifications in his Consolidated Annual Accounts in the future, although it is not expected that it has a significant effect.

IAS 16 (Amendment) and IAS 41 (Amendment) "Agriculture: Bearer plants to grow produce"

Nowadays the Group has not assets affected by theses amendments.

IFRS 11 (Amendment) "Recognition of purchases of shares in joint ventures"

It requires apply the accounting principles for a business combination to an investor who acquires an interest in a joint operation constitutes a business.

It is not expected that the rule has a significant effect on the Group Consolidated Annual Accounts in the future.

IAS 16 (Amendment) and IAS 38 (Amendment) "Clarification of acceptable depreciation and amortisation methods"

This modification clarifies that it is not appropriate use methods based on ordinary revenues to calculate the depreciation of an asset because the revenue generated by an activity that includes the use of an asset generally reflects factors that are different from the consumption of the financial benefits incorporated to the asset.

The amendment is not expected to have a significant effect on the Consolidated Annual Accounts.

Improvement project, 2012-2014 cycle:

The main changes relate to:

- IFRS 5 "Non-current assets held for sale and discontinued operations": Changes in the methods of disposal.
- IFRS 7, "Financial instruments: Disclosure": Continuing involvement in management contracts.
- IAS 19, "Employee Benefits": Determination of the discount rate in obligations for post-employment benefits.
- IAS 34, "Interim Financial Reporting": Information presented elsewhere in the interim financial information.

It is not expected that these rules have a significant effect on the Group Consolidated Annual Accounts.

IAS 1 (Amendment), "Presentation of financial statements":

The amendments of IAS 1 encourage enterprises to apply professional judgment to determine what information will be disclosure, and how and in what order the information is presented in the financial statements. The amendments that have been applied clarify that the materiality level applies to the financial statements taken as a whole and the inclusion of immaterial information may impede the usefulness of that financial information.

This amendment may have an impact on the presentation of information in the Group's consolidated annual accounts in the future.

IAS 27 (Amendment) "Equity method in separate financial statements".

The Company does not present separate financial statements under IFRS-EU.

c) Standards, amendments and interpretations applied to existing standards that may not be adopted early or have not been adopted to date by the European Union

At the date these interim condensed consolidated financial statements were prepared, the IASB and IFRS Interpretations Committee had published the following standards, amendments and interpretations that have not yet been adopted by the European Union.

IFRS 15 "Ordinary income from contracts with customers"

In May 2014, the IASB and the FASB jointly issued a converged standard in relation to the recognition of revenue from contracts with customers. Under this standard, revenues have to be recognized when a customer obtains control of the good or service sold, when it has the ability to direct the use and obtain the benefits of the good or service. This IFRS includes a new guide to determine if the revenues have to be recognizing over time or in a certain time. IFRS 15 requires extensive information about recognized revenue as well as expected revenue to will be recognize in the future in relation to existing contracts. It also requires quantitative and qualitative information about the significant judgments made by management determining income are recognized as well as changes in these trials. The IFRS 15 will be effective for annual periods beginning after January 1, 2018, although its early adoption is permitted.

The Group is analyzing the impact of that changes may have on the Group Consolidated Annual Accounts in case European Union adopt them.

IFRS 9, "Financial instruments"

It approaches the classification, valuation and recognition of financial assets and financial liabilities. The complete version of the IFRS 9 has been published in July 2014 and replaces the guide of the IAS39 about the classification and valuation of financial instruments. The IFRS 9 maintains but simplifies the mixed valuation model and establishes three main categories of valuation for the financial assets: amortized cost, fair value with changes in results and fair value with changes in another global result. The base of classification depends on the entity business model and the characteristics of the contractual flows of cash of the financial assets. It requires that the investments in equity are measured to fair value with changes in results with the irrevocable option on the beginning to present the changes on fair value in other global non-recyclable results, provided that the instrument is not held for trading. If the equity instrument is held for trading the changes in the fair value are presented in profit and loss. There were no changes concerning the classification and measurement of financial liabilities except for the recognition of changes in the Company's own credit risk under comprehensive profit and loss for liabilities designated at fair value through changes in profit and loss. Under IFRS 9, there is a new model of impairment losses, the model of expected credit losses, which replaces the model impairment losses incurred in IAS 39 and which will lead to recognition of losses before it has been done in IAS 39. The IFRS 9 relaxes the requirements for the coverage effectiveness. Under the IAS 39, the coverage has to be highly effective both prospectively and retrospectively. The IFRS 9 requires an economic relationship between the covered item and the covered instrument and the covered ratio is the same as the entity actually used for risk management. Contemporary documentation continues to be necessary but it is different than that which was prepared under IAS 39. Finally, broad information is required, including a reconciliation of the opening and closing amount of the provision for expected credit losses, assumptions and data, and a reconciliation of the transition between the original classification categories under IAS 39 and the new classification categories under IFRS 9.

IFRS 9 is effective for annual periods beginning on or after 1 January 2018 although it is allowed to be early adopted. IFRS 9 will be applied retroactively but will not require comparative figures are restated.

The Group is analyzing the impact of that changes may have on the Group Consolidated Annual Accounts in case European Union would adopt them.

IFRS 10 (Amendment) and IAS 28 (Amendment) "Sale or contribution of assets between an investor and its associate/joint venture"

These modifications clarify the accounting treatment of sales and transfers of assets between an investor and its associates and joint ventures, which will depend on whether non-monetary assets sold or provided to an associate or joint venture constitute a "business". The investor will recognize the complete profit or loss when the non-monetary assets constitute a "business". If the assets do not meet the definition of business, the investor recognizes a profit or loss to the extent of the interests of other investors.

The amendment is not expected to have a significant effect on the Consolidated Annual Accounts.

IFRS 10 (Amendment), IFRS 12 (Amendment) and IFRS 28 (Amendment) "Investment entities" Applying the exemption to consolidation"

These amendments clarify aspects of the implementation of the requirement for investment firms to assess the dependent at fair value rather than strengthened.

These amendments are not expected to have a significant effect on the Consolidated Annual Accounts.

IFRS 16, "Leases"

In January 2016 the IAS published a new standard regarding leases that repeals IAS 17 "Leases" as a result of the joint project with the FASB. The IASB and the FASB have reached the same conclusions in many areas relating to the accounting of lease agreements. The IASB and the FASB also agreed to not include substantial changes in the accounting that must be applied by the lessor, and similar requirements established by the previous rules were maintained. There continue to be differences between the IASB and the FASB with respect to the recognition and presentation of lease expenses in the income statement and the cash flow statement.

Under IFRS-IASB, IFRS 16 is mandatory starting from 1 January 2019, although it may be applied early but only simultaneously with the application of IFRS 15 "Revenue from Contracts with Customers". IFRS 16 has not yet been approved by the EU.

The Group is evaluating the possible effect on the Group's consolidated annual accounts in the future and it only expects an impact on balance sheet items (intangible assets and financial debt) and there is no expectation for any significant impact on equity.

IAS 12 (Amendment) "Recognition of deferred tax asset for unrealized losses":

This amendment clarifies how to account deferred tax assets related to investments in debt instruments measured at fair value. Decreases in the book value below cost of a debt instrument at a fixed rate measured at fair value, where the tax base is maintained at cost, resulting in deductible temporary differences. The estimation of probable future tax benefits may include the recovery of some of the assets of an entity above its book value, if there is a corresponding sufficient evidence. This may be the case, for example, when an entity expects to maintain in its portfolio a debt instrument at a fixed rate and collect contractual cash flows.

The amendment is effective for annual periods beginning from 1 January 2017, although earlier adoption is permitted. As a general rule, it will apply retrospectively. However, on the date of initial application of the amendment, there is the option to registered change in equity of the comparative period against the opening balance of retained earnings.

The amendment is not expected to have a significant effect on the Groups' Consolidated Annual Accounts in the future.

IAS 7 (Amendment) " Initiative regarding the information to be disclosured – amendments of the IAS 7"

This amendment of limited scope, incorporates a requirement regarding an additional disclosure within the financial statements that allow users to evaluate changes in liabilities derivated from financing activities. In this sense it should be disclose the following changes in the above mentioned liabilities: i) changes arising from cash flows from financing activities; ii) changes from the acquisition or loss os interest in subsidiaries or other businesses; iii) the effect of the changes in exchange rates; iv)changes in fair value; v) and other changes.

The amendment is effective for the the annual periods that begin from 1 January 2017, even though it is allowed earlier adoption. When a company implements for the first time this amendment, it will not be obliged to proportionate comparative information from other periods.

The amendment is not expected to have a significant effect on the Groups' Consolidated Annual Accounts in the future.

2.2. CONSOLIDATION PRINCIPLES

a) Subsidiaries

Subsidiaries are all entities (including special-purpose companies) over which the Group has control. The Group controls an entity when it is exposed, or has right, to obtain a few variable performances for his implication in the informed one and has aptitude to use his power on her to influence these performances.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration paid for the acquisition of a subsidiary consists of the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability that originates from a contingent consideration agreement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent compensation to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, in case of being a purchase on favourable terms, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. The accounting policies followed by subsidiaries have been modified where necessary to ensure consistency with policies adopted by the Group.

The accompanying Exhibit I sets out the identification particulars of subsidiaries.

31 December is the year end for all the annual accounts/ financial statements used in the consolidation process.

b) Changes in the ownership interests in subsidiaries without any change in control

The Group recognises transactions involving non-controlling interests that do not result in loss of control as transactions with the owners of the Group's equity in their capacity as owners. In acquisitions of non-controlling interests, the fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recognised in equity. Gains or losses on disposals of non-controlling interests are also recognised in equity.

c) Disposal of subsidiaries

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

d) Joint arrangements

The Group applies IFRS 11 to all the joint agreements. The investments in joint agreements under IFRS 11 qualify as joint operations or as joint business, depending on the rights and commitments of every investor. The Group has evaluated the nature of his joint agreements and has determined that are joint arrangements.

A joint operator will recognize, with respect to its interest in a joint venture:

- Its assets, including its interest in the jointly-held assets.
- Its liabilities, including its interest in the jointly-incurred liabilities.
- Its revenue from ordinary activities arising on the sale of its interest in the product deriving from the joint venture
- Its interest in the revenue from ordinary activities arising on the sale of the product provided by the joint venture.
- Its expenses, including its interest in the jointly-incurred expenses.

For more detailed information on these joint ventures, see Note 33, considered to be joint ventures.

e) Associates

Associates (Note 8) are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes any goodwill (net of impairment) identified on acquisition (Note 2.7.a)). Note 2.8 outlines the impairment policy in respect of non-financial assets, including goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss.

The Group's share of its associates post-acquisition profits or losses is recognised in the income statement and its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

At each reporting date, the Group determines if there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of the impairment loss as the difference between the recoverable amount of the associate and its carrying amount and recognises the amount adjacent to “share of profit/(loss) of associates" in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognised in the Group’s financial statements only to the extent of unrelated investor’s interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of impairment of the asset transferred. The accounting policies of associates have been changed where necessary to ensure consistency with policies adopted by the Group.

Dilution gains or losses arising in associates are recognised in the income statement.

2.3. SEGMENT REPORTING

Operating segments are reported consistently with the internal reporting provided to the chief operating decision-maker. The highest decision-making body is responsible for allocating resources to and assessing the performance of the operating segments. The maximum decision-making body is the Executive Steering Committee.

Segment information is analysed in Note 5.

2.4. FOREIGN CURRENCY CONVERSION

a) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). All Group companies use the currency of their country of domicile as their functional currency. All Group companies use their local currency as their functional currency.

The consolidated annual accounts are presented in euro, which is the Parent Company’s functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Exchange gains and losses are presented in the income statement under "Net exchange differences".

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

c) Group Companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;

(ii) Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, any exchange differences arising from the translation of net investments in foreign operations and loans and other instruments in foreign currency and designated as hedges of such investments are taken to equity. When realised, or when the investment ceases to be classified as a net investment in a foreign operation, these differences are recognised in the income statement as part of the gain or loss on the sale.

The Group has designated certain loans granted to foreign subsidiaries as net investments in a foreign business and the losses on exchange arising during the year have been classified under the heading Accumulated differences on exchange in equity in the amount of €3,804 thousand in 2015 (in 2014 positive differences on exchange totaled €9 thousand). The accumulated amount of differences on exchange deriving in this respect and included under the heading Accumulated differences on exchange in equity totaled €(8,395) thousand at 31 December 2015 (in 2014 the figure was €(4,591) thousand). The liquidation of these loans is not provided or is likely to be done in the future.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

The Group has not defined hedge derivatives for net foreign investments at 31 December 2015 and 2014.

2.5. PROPERTY, PLANT AND EQUIPMENT

Items of property, plant and equipment are recognised at cost less accumulated depreciation and any accumulated impairment losses, except for land, which is presented net of impairment losses.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment transferred from equity.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation of other non-productive assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	Estimated useful life
Buildings	25 – 50
Other equipment and furnishings	6 – 15
Other assets	4

The asset's residual value and useful life are reviewed and adjusted, if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on the sale of property, plant and equipment are calculated by comparing the revenue obtained against the carrying value and are included in the income statement in "Other operating income" (Note 23).

2.6. BORROWING COST

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss.

2.7. INTANGIBLE ASSETS

a) Goodwill

Goodwill represents the excess of acquisition cost over the Group's interest in the acquisition-date fair value of the net identifiable assets, liabilities and contingent liabilities of the subsidiary acquired. Goodwill arising on acquisitions of subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and is carried at cost less cumulative impairment losses; goodwill impairment cannot be reversed in the future. Gains and losses on the sale of an entity include the carrying amount of goodwill allocated to the entity sold.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying amount of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

b) Research and development expenses

Research expenditure is recognised as an expense as incurred. The costs incurred in development projects (associated with the design and testing of new products or product upgrades) are recognised as an intangible asset when the success of the development is deemed probable taking into account its technical and commercial feasibility, management intends to complete the project and has the technical and financial resources to do so, has the ability to use or sell the asset and generate potential economic benefits and the costs involved may be reliably estimated. Other development expenditures are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs with a finite useful life that have been capitalised are amortised from the start of commercial production of the product on a straight-line basis over the period in which it is expected to generate economic benefits, which does not exceed five years.

Any intangible assets so recognised are subject to impairment testing under IAS 36.

c) Trademarks and licences

Trademarks and licences acquired from third parties are presented at cost. Those acquired through business combinations are recognised at fair value at the acquisition date. Trademarks and licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives.

d) Customer portfolio

Customer portfolios acquired from third parties are presented at historic cost. Those acquired through business combinations are recognized at fair value at the acquisition date. They have a defined useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost of the customer portfolio over its estimated useful life.

e) Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

Costs associated with developing or maintaining computer software programs are recognised as an expense when incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that are deemed likely to generate economic benefits in excess of costs beyond one year, are recognised as intangible assets. Directly attributable costs include software developer costs and an appropriate portion of relevant overheads.

Computer programs acquired from third parties or developed in-house that are capitalised are amortised over their estimated useful lives, which do not exceed three years, and the time at which they start to repay once activated, is not more than one year.

2.8. IMPAIRMENT OF NON-FINANCIAL ASSETS

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than goodwill that have suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9. NON-CURRENT ASSETS (OR DISPOSAL GROUPS) HELD FOR SALE

The Group classifies a non-current asset (or disposal group) as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Non-current assets (or disposal groups) classified as held-for-sale are measured at the lower of their carrying amount and fair value less costs to sell, if the carrying amount will be recovered primarily through the sale rather than through continuing use.

2.10. FINANCIAL ASSETS

2.10.1. CLASSIFICATION

The Group classifies its financial assets into the following categories: fair value through profit or loss, loans and receivables, investments held to maturity and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of investments at the time of initial recognition.

a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if it was acquired principally for the purpose of selling it in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for amounts maturing more than 12 months after the end of the reporting period, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (Note 9).

c) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities which Group management has the positive intention and ability to hold to maturity. If the Group disposes of a significant amount of the held-to-maturity assets, the entire category is reclassified as available-for-sale. Financial assets held to maturity are included under non-current assets, except for those that mature within 12 months of the reporting date.

2.10.2. RECOGNITION AND MEASUREMENT

Regular purchases and sales of financial assets are recognised on the trade-date, i.e. the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are carried at amortised cost using the effective interest rate method.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the income statement within 'Net gains/losses on financial instruments at fair value' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences on monetary securities are recognised in the income statement.

Unrealised gains and losses resulting from changes in the fair value of non-monetary instruments classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value using measurement techniques which include the use of recent arm's length transactions between knowledgeable, willing parties, benchmarking of other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

2.10.3. OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.10.4. IMPAIRMENT OF FINANCIAL ASSETS

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired.

A financial asset or a group of financial assets is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in payment terms or economic conditions that correlate with defaults.

In the loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

Impairment testing of receivables is described in Note 2.13.

2.11. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITY

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

a) Hedges of the fair value of recognised liabilities (fair value hedge);
b) Hedges of a particular risk associated with a recognised asset/liability or a highly probable forecast transaction (cash flow hedge); or
c) Hedges of a net investment in a foreign operation (net investment hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

In 2015 and 2014 the company did not have significant derivatives classified as hedges.

Derivatives that do not qualify for hedge accounting are recognised at fair value through changes in profit or loss. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in the income statement.

2.12. INVENTORIES

Inventories are measured at the lower of cost and net realisable value. Production costs include direct and indirect manufacturing costs.

When the net realisable value of inventories is less than cost, the appropriate value adjustments are made and recognised as an expense in the income statement. If the circumstances that caused the value adjustment cease to exist, the adjustment is reversed and income is recognised in the income statement.

Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.13. TRADE RECEIVABLES

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is recognised when there is objective evidence that the Group will not be able to collect all amounts due under the original terms of the receivables. Indications of impairment are deemed to exist when the debtor is in serious financial difficulty, it is probable that the borrower will enter bankruptcy or other financial reorganisation, and in the event of payment default or delinquency. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the asset is reduced as the provision is used and the loss is recognised in the income statement. When a receivable is deemed uncollectible it is written off against the provision for receivables. Any subsequent recovery of previously written-off amounts is recognised in the income statement.

Financing through the discounting of bills of exchange is not written off from trade receivables until they are collected and is reflected as bank financing.

Financing by means of non-recourse factoring or the sale of trade receivables triggers the derecognition of the receivable as all associated risks are transferred to the financial institution in question (Note 9).

2.14. CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.15. EQUITY

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

When a Group company acquires shares of the parent company (treasury shares), the consideration paid, including any directly attributable incremental cost (net of income tax) is deducted from equity attributable to the parent's equity owners until the shares are cancelled, reissued or sold. When these shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the parent's equity owners.

2.16. GOVERNMENT GRANTS

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in deferred income as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets. Tax credits in respect of R&D investment, deemed equivalent to grants under IAS 20, are recognised as operating grants in the income statement to the extent they relate to R&D expenditure that has not been capitalised.

The gain on a loan granted by a Government Body at below market interest rates is measured as the difference between the instrument's carrying amount in accordance with IAS 39, 'Financial instruments: Recognition and measurement', and the amount received; a grant is recognised in the amount of this difference and is recorded in the income statement or in liabilities as a deferred government grant depending on whether the loan finances current expenses or investments in property, plant and equipment.

2.17. TRADE PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.18. BORROWINGS

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer their settlement for at least 12 months after the end of the reporting period.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

2.19. CURRENT AND DEFERRED TAXES

a) Corporate income tax

Corporate income tax expense for the year comprises current and deferred tax and is calculated on the basis of profit before tax, adjusted for any permanent and/or temporary differences envisaged in the tax laws enacted or substantively enacted at the balance sheet date regarding the calculation of taxable income in the countries where the company and its subsidiaries operate. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Tax credits and deductions and the tax effect of applying unused tax losses that have not been capitalised are treated as a reduction in income tax expense for the year in which they are applied or offset.

In 2014 the Group's parent company Global Dominion Access, S.A. and its subsidiary, Dominion Investigación y Desarrollo, S.L.U. ceased to be taxed under the consolidated tax system in the region of Bizkaia together with companies that form part of CIE Automotive Group (Note 12) and in 2014 were taxed, like other group companies, individually.

On the other hand, and as of 1st January, 2015, the regional consolidated tax group was created, being its head company Global Dominion Access, S.A. The rest of companies which are part of the tax group are as follows:

- ECI Telecom Ibérica, S.A.
- Dominion Instalaciones y Montajes, S.A.U.
- Dominion Investigación y Desarrollo, S.L.U.
- Beroa Thermal Energy, S.L.
- Beroa Ibéria, S.A.
- Global Near, S.L
- Near Technologies, S.L.U.
- Dominion Ampliffica, S.L.
- Global Ampliffica, S.L.
- Ampliffica, S.L.U.

In addition, state tax group was also created effective 1 January 2015 and the parent is: Bilcan Global Services, S.L. (merged with Servicios al Operador Movil 21, S.L. in 2015) and the rest:

- Dominion Centro de Control, S.L.U.
- Dominion Networks S.L.U.
- Sur Conexión, S.L. (merger between Sur Conexión, S.L. and Your Phone Franquicias, S.L.U. in 2015 - Note 1)
- Your Phone, S.L. (merger between Tiendas Conexión, S.L. and Your Phone, S.L.U. in 2015, and whose name was changed to Your Phone, S.L.U.- Note 1),
- Eurologística Directa Móvil 21, S.L.U.

The following tax groups exist outside of Spain:

- In Germany: led by the subsidiary Beroa Technology Group GmbH and in which Beroa Deutschland GmbH, Burwitz Montageservice GmbH and Karrena Betonanlagen und Fahrmischer GmbH (dormant) participate.
- In the United States: led by the subsidiary Beroa Corporation LLC and in which Beroa US LLC, Karrena International LLC and Karrena International Chimneys LLC participate.

The other CIE Group companies file its tax individually.

b) Deferred taxes

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated annual accounts. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except when the Group can 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 deriving from the carryforward of unused tax credits and unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the tax assets can be utilised. In the case of tax allowances in respect of investments, the tax credit is accrued as a decrease in expense over the period during which the items of property, plant and equipment that generated the tax credit are depreciated (Note 2.5); this right is recognised with a credit to deferred income. Tax deductions in respect of R&D investment are classified, depending on the nature of the subsidy, upon recognition as operating grants so long as the R&D costs have not been capitalised (Note 2.16).

Deferred tax assets corresponding to utilised or recognised tax credits relating to R&D activities are recognised in profit or loss on a systematic basis over the periods during which the Group companies expense the costs associated with these activities, based on management's assessment that treatment as a grant best reflects the economic substance of the tax credit. Accordingly, in keeping with IAS 20, the Group treats the tax credit recognised or used as other operating income.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset the amounts recognised under these headings and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20. EMPLOYEE BENEFITS

a) Pension commitments

The Group's plans are funded through payments to insurance companies or externally-administered funds, determined by periodic actuarial calculations. The Group has deferred contribution of non-significant amounts and defined benefit plans. A defined benefit plan defines the amount of benefits that an employee will receive, normally on the basis of one or more factors such as age, years of service and compensation.

A defined benefit plan is a plan under which the Group pays fixed contributions to a fund and is required to pay additional contributions if the fund does not have sufficient assets to pay all employees the benefits related to the services provided in the current year and prior years.

The liability recognised in the balance sheet in connection with defined benefit plans is the present value of defined benefit commitments at the reporting date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the obligation is calculated by discounting the estimated future cash outflows using the interest rates of high quality corporate bonds denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity (in other comprehensive income) in the period in which they arise in the case of post-employment benefits and in the income statement in the case of long-term employee benefits.

Under IAS 19 Revised, past-service costs are recognised immediately in the income statement.

b) Termination benefits

Termination benefits are paid to employees as a result of the Company's decision to terminate employment contracts before the retirement age or when employees voluntarily agree to resign in return for benefits offered by the Company. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or as a result of an offer of termination benefits made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

c) Profit-sharing and bonus plans

The Group recognizes a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the parent company's shareholders after certain adjustments. The Group recognizes a provision when contractually obliged or when there is a past practice that has created a constructive obligation.

2.21. PROVISIONS

Provisions for specific liabilities and charges are recognised when:

(i) The Group has a present legal or constructive obligation as a result of past events;
(ii) It is probable that an outflow of resources will be required to settle the obligation; and
(iii) The amount has been reliably estimated.

Restructuring provisions include employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the probability of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

2.22. REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable on the sale of goods and services in the ordinary course of the Group's business activities, stated net of discounts, returns and value added taxes and after the elimination of intragroup sales. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities. The amount of revenue cannot be reliably determined until all of the contingencies associated with the sale have been settled. Revenue is recognised as follows:

a) Sales of goods

Sales of goods are recognised when a Group company has delivered the products to the customer, the customer has accepted the products and it is probable that the future economic benefits will flow to the seller Accumulated experience is used to estimate and provide for returns at the time of sale.

b) Service/construction agreements

Multi-technological Services:

The Group renders telecommunications system integration and technological consulting services in networks and automatic mechanisms, carrying out all phases of the project, including engineering, supply, installation and launch of public and private entities and companies and industrial maintenance services, controlling the entire productions process through outsourcing. These services are rendered in accordance with a specific date and materials, or a fixed price contract.

Revenues from specific dates and materials contracts, which normally relate to the rendering of telecommunications integration services, are recognised at the rates stipulated in the contract to the extent that personnel performs the hours and direct expenses are incurred.

The revenue deriving from fixed-price contracts for both engineering maintenance and network installation as well as industrial maintenance is recognized based on the degree of completion method in accordance with the services performed or the percentage completion of the agreements compared with total services or construction contracts to be fulfilled. These types of agreements are short-term in nature and normally the estimated degree of completion does not exceed a 1.5 month invoicing time horizon at the end of the year for technology services and no more than one month for industrial services.

The expected losses on these agreements is recognized immediately as an expense for the year as soon as they are known and can be quantified.

The services grouped together under the CGU Commercial Services (Note 7) in the Multi-Services segment relate to services for which the company pertaining to this CGU act in some cases as the principle to the contract concluded with the customer and recognize all sale and purchase transactions and in other cases it acts as a commission agent only recognizing the income from the amount of the fee agreed for each transaction, no existing risk for the Group on the inventory in its power and accounts receivable and not having the capacity to set the price of sale.

The Group has billed to third parties, acting as agent, for an approximate amount of €114 million and the net revenue recognized is only the applicable fee amount, which is €7 million. Mainly of these sales are made on the spot and only awaiting charge the commission with the relevant operator.

When the Group acts some cases as principal in the contract with the client, revenue is recognized when it is probable that the Group will receive economic benefits or income derived from the transaction and the amount of revenue and costs incurred or to be incurred can be measured reliably. Revenue is measured at the fair value of the counterparty received or receivable, less any discounts, sales on price and other similar items that the company grant an, where applicable, interest included in the nominal value of the loans. The indirect taxes on transactions which can be chargeabled to third parties not take of the incomes.

Solutions and EPCs Segment

When the services rendered are offered to provide increased efficiency and competitiveness to a production process that continues to be managed by the customer, they are classified as Solutions. These solutions are normally supplied based on a fixed-price agreement.

The revenue deriving from these types of projects is recognized based on the degree of completion method in accordance with the services performed or the percentage completion of the agreements compared with total services or construction contracts to be fulfilled. The degree of completion of minor works does not normally represent a significant percentage of the total income due to the fact that the invoice milestones are normally linked to costs that are incurred and include an adjustment for estimated margins at any given moment. Larger projects or EPCs involve a higher degree of estimates based on the existing situation of the Project at the end of the year and for which the income associated with the costs incurred to date plus the project's estimated margin is recognized. The normal estimation time horizon for the income obtained through the degree of completion of these projects does not exceed three months of invoicing at the end of each year.

If circumstances arise that modify initial estimations of revenues, costs or degree of completion, these estimations are reviewed. Revisions could lead to increases or decreases in estimated revenues and costs, and are reflected in the income statement in the period in which the circumstances that have led to such revisions are known by management. Specifically, for additional revenue, it is recognized when a formal approval from the client exists.

Income recognized due to the extent of completion (not invoiced) at 31 December 2015 compared with the net amount of revenues at 31 December 2015 is €49.7 million, 9.5% of the total (€31.8 million, 10.9% in 2014) (Note 9).

c) Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash is collected or on a cost-recovery basis as conditions warrant.

d) Royalty income

Revenue from royalties is recognised on an accruals basis in accordance with the substance of the relevant agreements.

e) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.23. LEASES

a) Finance leases

Leases of property, plant and equipment in which the Group retains substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is apportioned between the reduction of the outstanding liability and the finance charge so as to produce a constant rate of interest on the outstanding liability. The corresponding lease obligation, net of finance charges, is included in long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

b) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.24. DIVIDEND DISTRIBUTION

Dividend distribution to the Parent Company's shareholders is recognised as a liability in the Group's consolidated annual accounts in the period in which the dividends are approved by the parent company's shareholders.

2.25. ENVIRONMENT

Costs incurred by the Group as part of its business activities that are intended to protect the environment and/or improve its environmental record are expensed currently. These costs are capitalised when the expenses represent additions to items of property, plant and equipment intended to make them more environmentally-friendly and minimise their impact on the environment.

2.26. CURRENT AND NON-CURRENT BALANCES

Those amounts with longer maturity to 12 months from the closing date of the period are considered as non-current balances, assets and liabilities.

3. FINANCIAL RISK MANAGEMENT

3.1. FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk and price risk), credit risk and liquidity 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. The Group uses derivative financial instruments to hedge certain risk exposures.

In the broadest sense, the management of financial risks aims to control the incidents generated by fluctuations in exchange and interest rates. Finance Management at the dominant Company, to which it pertains, is responsible for the arrangement of financial instruments which enable as far as possible participation in favourable environments relating to movements in the exchange and interest rates to be compatible with the limitation, in part or in whole, of the adverse effects due to an unfavourable environment.

a) Market Risk

i) Exchange rate risk

The presence of the Group in the international market requires it to arrange an exchange rate risk management policy. The basic objective is to reduce the negative impact on operations in general and on the income statement in particular of the variation in interest rates such that it is possible to protect against adverse movements and, if appropriate, leverage a favourable development.

In order to arrange such a policy, Dominion Group, uses the Management Scope concept. This concept encompasses all collection / payment flows in a currency other than the euro expected to materialise over a specific time period. The Management Scope includes assets and liabilities denominated in foreign currency and firm or highly probable commitments for purchases or sales in a currency other than the euro. Assets and liabilities denominated in foreign currency are subject to management, irrespective of timing, while firm commitments for purchases or sales that form part of the Management Scope are also subject to management if they are expected to be recognised on the balance sheet within a period of no more than 18 months.

Following the definition of Management Scope, in order to manage risks the Group uses a series of financial instruments that in some cases permit a certain degree of flexibility. These instruments will basically be as follows:

- Forward currency purchases/ sales: An exchange rate known at a specific date is fixed which may, moreover, be subject to timing adjustments in order to adapt and apply it to cash flow.

- Other instruments: Other hedging derivatives may also be used, the arrangement of which will require specific approval by the relevant management body. This body will have to be informed beforehand as to whether or not it complies with the necessary requirements to be regarded as a hedge instrument, therefore qualifying for the application of the rule on hedge accounting.

These types of financial instruments used in 2015 and 2014 are described in Note 17.

The Group protects against loss of value as a result of movements in the exchange rates other than the euro in which its investments in foreign operations are denominated by similarly denominating, to the extent possible, its borrowings in the currency of the countries of these operations if the market is sufficiently deep or in a strong currency such as the dollar, insofar as dollar correlation to the local currency is significantly higher than that of the euro. Correlation, estimated cost and depth of the debt and derivative markets determine policy in each country.

The Group has several investments in foreign operations, whose net assets are denominated in the local currency (Note 1) and are exposed to foreign currency risks.

If at 31 December 2015 and 2014, the value of the euro had decreased/ increased by 10% with respect to all other functional currencies, all other variables remaining constant, equity would have increased by €767 thousand and €166 thousand, respectively, (increased by €80 thousand and €937 thousand, respectively in 2014) owing to the effect of the assets contributed by the subsidiaries operating in a functional currency different from the euro.

If the average exchange rate of the euro in 2015 had fallen / increased by a further 10% with respect to all functional currencies other than the euro, all other variables being equal, profits after tax for the year would have been €6,010/4,918 thousand higher/lower (€7,338/6,004 thousand higher/lower in 2014), mainly as a result of the exchange gains / losses on the conversion of accounts receivable denominated in currencies other than the euro.

The sensitivity to the Exchange rate of the main currencies is summarized in the following table:

	Efect in equity		Efect on income	
	+10%	-10%	+10%	-10%
Brazilean real	614	(751)	(1,547)	1,891
Maxican peso	(390)	476	234	(285)
US Dollar	2,313	(2,240)	(3,231)	3,949
Saudi Riyal	(1,326)	1,775	(1,196)	1,462

ii) Price risk

The Group's exposure to the price risk relating to equity securities due to investments held by the Group and classified in the consolidated balance sheet as available for sale or at fair value through changes in profit or loss is not significant because of the limited significance of these investments with respect to the Group's total assets and equity.

iii) Interest rates

Dominion Group's borrowings are largely benchmarked to variable rates, exposing it to interest rate risk, with a direct impact on the income statement. The general objective of interest rate risk management strategy is to reduce the adverse impact of increases in interest rates and to leverage as far as possible the positive impact of potential interest rate cuts.

In order to attain this objective, the risk management strategy materialises in the arrangement of financial instruments designed to provide such flexibility. The strategy expressly contemplates the possibility of arranging hedges for identifiable and measurable portions of cash flows, which enables hedge efficiency testing as required to evidence that the hedging instrument reduces the risk of the hedged item in the portion designated and is not incompatible with the established strategy and objectives.

The Management Scope encompasses the borrowings recognised in the balance sheet of the Group and any of its companies. On occasion, hedges are arranged to cover loans committed and in the final stages of arrangement the principal on which needs to be hedged against rate increases.

In order to manage this risk factor, the Group uses financial derivatives that may qualify as hedging instruments and therefore hedge accounting. The corresponding accounting standard (IAS 39) does not specify the type of derivatives that may be considered hedging instruments except for options issued or sold. It does, however, specify the prerequisites for consideration as hedging instruments. In line with the management of foreign exchange risk, the arrangement of any financial derivative which is suspected not to comply with the prerequisites for consideration as a hedging instrument requires the express approval of the relevant management body. By way of example, the basic hedging instruments are the following:

- Interest rate swaps: Through these derivatives, these Group segments convert the variable interest rate reference of a loan to a fixed reference with respect to either all or part of the amount of the loan, affecting all or part of the life of the loan.

Sensitivity to the interest rates included in the annual accounts is limited to the direct effect of changes in interest rates applied to financial instruments subject to recognised interest in the balance sheet. The sensitivity of the income statement to a 1% change in interest rates would have an effect of approximately €3,269 thousand on Profits before tax recorded in 2015 (2014: €438 thousand).

b) Liquidity risk

The prudent management of the liquidity risk entails maintaining sufficient cash and available financing through sufficient credit facilities. In this respect, the Group's strategy is to maintain the necessary financing flexibility through committed credit lines. Additionally, and on the basis of its liquidity needs, Dominion Group uses liquidity financial instruments (factoring without recourse and the sale of financial assets representing receivables, through which the risks and rewards on accounts receivable are transferred) that, in accordance with Group policy, do not exceed approximately two-thirds of overdue trade and other receivable balances in order to maintain liquidity levels and the structure of working capital required under its business plans.

Management follows up the Group's liquidity reserve forecasts together with the development of the Net Financial Debt, which at 31 December 2015 and 2014 is calculated as follows:

	2015	2014
Cash and cash equivalents (Note 11)	90,942	73,550
Other current financial assets (Note 8)	18,877	26,904
Available lines of credit (Note 17)	6,161	5,905
Liquidity reserve	115,980	106,359
Bank borrowings (Note 17)	132,579	71,647
Current financial liabilities (Note 17)	468	883
Borrowings from group companies (Note 32)	-	59,957
Cash and cash equivalents (Note 11)	(90,942)	(73,550)
Other current financial assets (Note 8)	(18,877)	(26,904)
Net financial debt	23,228	32,033

For the purposes of this calculation the Group does not consider the heading of "Other current and non-current liabilities" to be financial debt (Note 19).

The Finance Department at Global Dominion Access Group monitors forecasts of the Group's liquidity needs in order to ensure that it has sufficient cash to comply with operating requirements while maintaining sufficient availability of unused credit facilities at all times so as to manage liquidity needs.

There are no restrictions regarding the use of cash/cash equivalents.

Below is a table setting out a breakdown of the working capital presented in the Group's consolidated balance sheet at 31 December 2015, on a comparative basis with the figures at 31 December 2014:

	2015	2014
Inventories	25,772	18,071
Trade and other receivables	143,131	108,075
Other current assets	1,333	2,463
Current tax assets	7,861	7,792
Current operating assets	178,097	136,401
Other current financial assets	18,877	26,904
Cash and cash equivalents	90,942	73,550
CURRENT ASSETS	287,916	236,855
Trade and other payables	243,060	148,959
Current tax liabilities	17,896	16,896
Current provisions	2,487	2,294
Other current liabilities	35,434	56,028
Current operating liabilities	298,877	224,177
Current bank borrowings	17,110	30,885
Other financial liabilities	468	883
CURRENT LIABILITIES	316,455	255,945
TOTAL WORKING CAPITAL	(28,539)	(19,090)

Although the magnitude of working capital taken into consideration in an isolated manner is not a key parameter for understanding the Group's financial statements, it actively manages working capital through net operating capital and net current and non-current financial debt, based on the solidity, quality and stability of relationships with its customers and suppliers, as well as the exhaustive monitoring of its situation with financial institutions, which in many cases automatically renew loans. It should also be noted that the business covered by the CG Commercial Services in the Multi-Services segment normally operates with negative goodwill and sales that are recovered in cash, and expenses for purchases or services that have normal payment maturity dates.

One of the Group's strategic lines is to ensure the optimisation and maximum saturation of the resources devoted to the business. The Group therefore pays special attention to the net working capital invested in the business. In keeping with this and as in previous years, significant efforts have been made to control and reduce the collection periods for trade and other receivables and to minimise services rendered pending invoicing. Similarly, the Company constantly optimises supplier payment terms, standardising policies and conditions throughout the Group. As a result of the above it may be confirmed that there are no liquidity risks at the Group.

The Treasury Department and the Group's Finance Department estimate that the work in progress will allow liquidity shortfall situations to be avoided. It is estimated that the cash-flow generated in 2016 will be enough to cover the needs to meet its commitments in the short term.

The table below sets out an analysis of the Group's financial liabilities that will be settled, grouped together by maturity, in accordance with the time to maturity at the balance sheet date stipulated in the contract. The amounts shown in the table relate to the cash flows (including the interest that will be paid) stipulated in the contract without discounting. Balances payable in the coming 12 months equal their carrying value, given that the effect of discounting is not significant.

	Less than 1 year	Between 1 and 5 years	More than 5 years
At 31 December 2015			
Bank borrowings (Note 17)	17,110	114,151	3,103
Suppliers and other financial liabilities	278,962	31,224	1,200
Amounts owed to Group companies:	-	-	-
At 31 December 2014			
Bank borrowings (Note 17)	30,885	40,839	3,037
Suppliers and other liabilities	194,357	63,339	229
Amounts owed to Group companies:	11,900	9,611	49,979

c) Credit risk

Credit risks are not managed by customer groups. The credit risk deriving from cash and cash equivalents, derivative financial instruments and bank deposits is considered immaterial in view of the credit standing of the banks with which the Group works. In certain circumstances that give rise to specific liquidity risks at these financial institutions, the appropriate provisions to cover them are allocated if necessary.

Furthermore, the Group maintains specific policies for the management of this customer credit risk, taking into account their financial position, past experience and other factors. It should be noted that a significant part of its customers consist of companies with high credit ratings (Note 5.c) or official entities whose operations are financed through loans from international financial institutions.

In order to minimise this risk in trade receivable balances, the Group's strategy is based on the arrangement of customer credit insurance policies and the setting of customer credit limits.

Term customer collection is within the range of 15 days (mainly in commercial services (Note 7)) and 180 days. However, it has been historically considered that, given the characteristics of Group company customers, accounts receivable maturing between 120 and 180 days have no credit risk. It should be noted, furthermore, that a portion of CGN Commercial Services Sales collects in cash and its credit risk is tending to zero. The Group still consider the good credit quality of outstanding balances.

The analysis of the age of outstanding assets that are not impaired is provided in Note 9.

3.2. FAIR VALUE ESTIMATION

IFRS 13, 'Fair value measurements' explains how to estimate fair value when other international accounting standards so require. This standard stipulates the fair value disclosure requirements applicable to non-financial assets and liabilities.

IFRS 13 defines fair value as the value that would be received or paid, in an orderly transaction on the measurement date, for an asset or liability, regardless of whether this value is directly observable or has been estimated using valuation techniques. To this end the data used must be consistent with the assumptions that market participants would use in considering such a transaction.

Although IFRS 13 leaves the principles set down in other standards intact, it does establish the overall framework for measuring assets and liabilities at fair value when doing so is mandatory under other standards and stipulates additional fair value disclosure requirements.

The Group complies with IFRS 13 requirements in measuring its assets and liabilities at fair value when such fair value measurement is required under other international financial reporting standards.

On the basis of the contents of IFRS 13 and in accordance with IFRS 7 on financial instruments measured at fair value, the Group reports on how it estimates fair value by level using the following fair value hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets and liabilities (Tier 1).
- Inputs other than Level 1 quoted prices that are observable for the asset or liability, either directly (for example, as prices) or indirectly (for example, derived from prices) (Tier 2).
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Tier 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2015 and 2014 (Note 8):

	Available for sale financial assets (Note 8)	
ASSETS AT FAIR VALUE	2015	2014
Tier 1	-	4
Tier 2	-	-
	-	4

	Liabilities at fair value	
LIABILITIES AT FAIR VALUE	2015	2014
Derivatives (Note 17)		
Tier 1	-	-
Tier 2	468	883
Other liabilities measured at fair value (Note 19)		
Tier 3	34,089	42,000
	34,557	42,883

There were no transfers between Tier 1 and 2 during 2015 and 2014.

a) Tier 1 financial instruments

The fair value of the financial instruments that are marked on active markets is based on market prices at the balance sheet date. The listed market price used for financial assets is the ordinary buy price. A market is considered to be active when the listed prices are easily and regularly available through a stock market, financial brokers, industry institution, a pricing service or a regulatory entity and those prices reflect current market transactions that take place on a regular basis between parties that operate under conditions of mutual independence. The listed market price used for the financial assets held by the Group is the current buy price. These instruments are included in Tier 1.

b) Tier 2 financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods such as estimated discounted cash flows and makes assumptions based on existing market conditions at each balance sheet date. If the significant inputs that are required to calculate the fair value of an instrument are observable, the instrument is included in Tier 2.

The specific measurement techniques applied to financial instruments are:

- Fair value of interest rate swaps is calculated as the present value of the estimated future cash flows.
- Fair value of forward foreign exchange contracts is determined using forward exchange rates quoted at the balance sheet date.
- It is assumed that the carrying amounts of trade receivables and payables approximate their fair values.
- Fair value of financial liabilities for financial reporting purposes is estimated by discounting future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

Tier 2 instruments relate to the derivative financial instruments (Note 17).

c) Liabilities at fair value in Tier 3

If one or more of the significant inputs are not based on data observable in the market, the financial instrument is included in Tier 3.

Instruments included in Tier 3 correspond to the contingent compensation of the acquisition of Beroa (Note 19), based on the application of the formula specified in the contract of purchase where involved financial parameters (EBITDA and net financial debt) that must be considered in the future.

The key assumptions to measure these liabilities are based on future expected returns to be generated by each company (Notes 1 and 19). The assumptions used for these estimates match with the detailed in the impairment test of funds of trade which are detailed in Note 7 a) Modifications in the EBITDA of 5% (estimated maximum variation upwards or downwards which could be exposed EBITDA), it would imply a variation in financial liabilities to pay upwards or downwards of 2.3€ millions.

At 31 December 2015 and 2014 the Company does not record any financial assets classified under Tier 3, or any agreements to offset financial assets and liabilities.

3.3. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group can adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the leverage ratio. This ratio is calculated as net debt divided by total capital employed. Net debt is calculated as total borrowings plus current financial liabilities less cash, cash equivalents and current financial assets, all of which as shown in the consolidated annual accounts. Total capital employed is calculated as 'equity', as shown in the consolidated annual accounts plus net debt.

As was the case in prior years, in 2015 the Group's strategy consisted of maintaining a leveraging ratio of approximately 0.4. Leveraging indexes at 31 December 2015 and 2014 were as follows:

	At 31 December	
	2015	2014
Borrowings (Note 17)	132,579	71,647
Current financial liabilities (Note 17)	468	883
Debt with group companies (Note 32)	-	59,957
Less: Cash and cash equivalents and current financial assets (Notes 8 and 11)	(109,819)	(100,454)
Net financial debt (Note 3.1.b)) (*)	23,228	32,033
Equity	101,777	99,130
Total capital employed in the business	125,005	131,163
Leverage index	0.19	0.24

(*) For the purposes of this calculation the Group does not consider the heading of "Other financial liabilities" to be financial debt (Note 19).

The Group has made advances with its objective of reducing the leveraging ratio to below 0.4, in line with the strategy of positioning itself as a company with progressively more liquidity in order to thus allow it to access increasingly larger projects and to comply with its role as a "strategic aircraft carrier" through granting financial coverage to new projects and companies that join the Dominion project.

4. ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Group makes estimates and judgments concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.8. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 7).

With respect to the assumptions used to project the EBITDA (operating profit plus depreciation and amortisation, essential for calculating free cash flow) of the CGUs and their future growth, management modelled the most conservative scenario so that underperformance in respect of EBITDA is considered unlikely.

If the estimated rate used to discount the cash flows had been 200 basic points higher than management's estimates, the Group would still not have needed to reduce the carrying amount of goodwill (Note 7). Note 7.a.2) provides details of the results of this analysis and a quantification of the sensitivities that have been defined.

Simulations with nulls growth rates and 10% variations in EBITDA or reductions of 10% of expect revenues do not indicate the need for impairment provisions in either 2015 or 2014 (Note 7).

b) Estimate of the fair value of assets, liabilities and contingent liabilities associated with a business combination

In business combinations, the Group classifies or designates, at the acquisition date, the identifiable assets acquired and liabilities assumed as necessary, based on contractual agreements, financial conditions, accounting policies and operating conditions or other pertinent circumstances that exist at the acquisition date in order to subsequently measure the identifiable assets acquired and liabilities assumed, including contingent liabilities, at their acquisition date fair values.

The measurement of the assets acquired and liabilities assumed at fair value requires the use of estimates that depend on the nature of those assets and liabilities in accordance with their prior classification and which, in general, are based on generally accepted measurement methods that take into consideration discounted cash flows associated with those assets and liabilities, comparable quoted prices on active markets and other procedures, as disclosed in the relevant notes to the annual financial statements, broken down by nature. In the case of the fair value of property, plant and equipment, fundamentally consisting of buildings used in operations, the Group uses appraisals prepared by independent experts.

The Company's practices to modify the governing body at the companies and businesses acquired at the time the acquisition is formally concluded and obtains a majority of the members and Chairs of those bodies. Starting at that time it has the authority to take key decisions regarding the acquired business and the main policies to be followed, regardless of the time at which the payments agreed under the transactions are effectively made (Note 1).

c) Degree of completion of construction contracts

The accounting of the contracts of construction according to the percentage of completion or ending of the same ones is based on estimations of the total of costs incurred on the total ones estimated for the completion. Changes in these estimations have impact in the recognized results of the works in accomplishment. The estimations are constantly monitored and fitted if necessary (Note 2.22).

d) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. The Group recognises deferred taxes which, in accordance with prevailing legislation in different tax jurisdictions, result from multiple temporary differences in respect of assets and liabilities. Nonetheless, there are certain transactions and calculations with respect to which the ultimate calculation of the tax is uncertain in the ordinary course of business.

The calculation of income tax expense did not necessitate significant estimates except with respect to the amount of tax credits recognised in the year.

If the actual final result (in judgement areas) differs by more than 10% from management's estimates, deferred assets and corporate income tax would not significantly change since the tax credits have not been recognised at those companies that recorded a negative tax base. There also would not be a significant impact for those companies that generated a positive tax base. The recoverability analysis performed is explained in Note 20. No significant impact on the total capitalized tax credits at 31 December 2015 and 2014 were detected by the sensitivity analysis that was performed.

e) Fair value of derivatives or other financial instruments

The fair value of financial instruments that are not quoted in an active market (e.g. OTC derivatives) is determined by using valuation techniques. The Group exercises judgement in selecting a range of methods and making assumptions which are based primarily on prevailing market conditions at the reporting date.

Note 3.1.a.iii) provides a sensitivity analysis for changes to the main assumptions with regard to the measurement of derivatives.

f) Pension benefits

The present value of the Group's pension obligations depends on a series of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for employee benefits are based in part on current market conditions. Note 21 contains further information and a sensitivity analysis for changes to the most significant estimates.

g) Product warranty

Warranty product risks are recognised when there is a firm claim not covered by the relevant insurance policy.

There is no history of claims that would determine any need to establish a provision for warranties.

Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims.

4.2. SIGNIFICANT JUDGEMENTS WHEN APPLYING ACCOUNTING POLICIES

The most significant judgements and estimates that have been taken into account when applying the accounting policies described in Note 2 relate to:

- Premises and calculations required in the analysis of the impairment of goodwill, as described in Notes 2.7.a), 4.1.a) and 7.
- Estimate of the recognition and application of tax credits, as described in Notes 2.19.b), 4.1.d) and 27.
- Estimate of the useful lives of property, plant and equipment (Note 2.5).
- Degree of advancement or completion of the service agreements.
- Date on which control is required of the business combinations (Note 4.1).

5. SEGMENT REPORTING

The Delegated Executive Committee, consisting of 2 members of the Board of Directors, has been identified as the maximum operating decision making body within the Group. This Delegated Executive Committee reviews the Group's internal financial information for the purposes of evaluating performance and assigning resources to segments.

Management has determined operating segments based on the structure of the information examined by the Executive Committee. For these purposes, the Group's business is analyzed from the point of view of products and services offered, and the information is also classified geographically merely for informational purposes.

Supported by their innovative spirit and technological knowledge, the Group's companies offer solutions and multi-services whose objective is to make customer production processes more efficient with the common denominator of intelligent sensors and gathering information regarding the environment, while actively applying knowledge and technology that results in Smart Innovation.

The Group therefore operates in two main operating segments:

- Multi-technological Services
- Solutions and EPCs

The classification of a service or solution is based on the scope offered to customers. A Solution is any project or product that is offered to provide more efficiency and competitiveness to a production process that the customer continues to manage. On the contrary, Multi-technological Services consist of those under which the company offers customers the management of a complete production process (integral outsourcing).

In accordance with the above segmentation, the Group offers its Multi-technological Services and solutions in three main fields of activities or specialization:

- T&T (Technology and Telecommunications), in which it offers Multi-technological Services and solutions and EPC's in sectors such as Health, Education, Telecommunications, Transport, Logistics or Public Administration.

- Industry, with Multi-technological Services and Solutions for the metal, petrochemical, glass or cement sectors, among others.

- Renewable energies, primarily in the photovoltaic, thermal solar and wind areas.

The entry of the new businesses into the Dominion Group since 2014 (Beroa in mid-2014 and Bilcan and Near at the end of the year), does not change this segment structure but rather corroborates the same distinction between Multi-technological Services and Solutions-EPC's.

The Executive Committee manages the aforementioned operating segments relating to continued activities based, mainly, on the evolution of the most relevant figures that are defined as revenues (sales) and the contribution margin (calculated as operating profits excluding depreciation or possible impairment and general structural expenses not directly taken to segment activities).

The information received by the Executive Committee also includes all other income and expenses that make up the income statement, as well as investments in assets and the evolution of non-current assets, although all of these items and amounts are analyzed and managed jointly and globally at the Group level.

The most significant non-current investment item focuses on goodwill that is distributed among segments as follows:

Segment	2015	2014 (Note 1.5)
Multi-technological Services (Note 31)	83,657	84,047
Solutions and EPCs (Note 31)	115,684	115,684
	199,341	199,731

a) Segment reporting

Segment information presented to the Board of Directors relates to the contribution margin and this is the indicator that is used to manage the Group's segments.

	Multi-technolo-gical Services	Solutions and EPCs	Total
2015			
Revenues	324,680	200,341	525,021
Other direct operating income and expenses in the segments	(296,699)	(163,792)	(460,491)
Contribution Margin	27,981	36,549	64,530
2014			
Revenues	190,992	101,767	292,759
Other direct operating income and expenses in the segments	(175,974)	(85,785)	(261,759)
Contribution Margin	15,018	15,982	31,000

There are no transactions between segments.

Below is a reconciliation between the contribution margin provided by the segments and consolidated profits at 31 December 2015 and 2014:

	2015	2014
Contribution Margin:	64,530	31,000
- Overall unattributed structural income and expense (1)	(22,977)	(8,742)
- Amortisation/impairment (Notes 6 and 7)	(12,373)	(10,697)
- Financial income/(expense) (Note 26) (2)	(6,604)	(285)
- Share in profits obtained by associates (Note 26)	839	(1,977)
- Corporate income tax (Note 27)	(4,425)	(3,857)
- Result after taxes from discontinued operations	(567)	146
Consolidated profit/(loss)	18,423	5,588

(1) These amounts fundamentally relate to fixed and general structural expenses (indirect personnel costs and other overheads) that are not directly attributable to business segments. The significant increase in this item is due to the full-year inclusion of the companies acquired in 2014 (Note 31).

(2) Includes the headings: Financial income, financial expense, Net differences on exchange and change in the fair value of assets and liabilities though profit and loss.

Segment assets and liabilities and investments in the year are as follows:

	Services rendered	Solutions	Total
2015			
Property, plant and equipment	26,854	10,596	37,450
Intangible assets	89,643	130,910	220,553
Investments in associates	-	7,269	7,269
Other assets	142,517	187,894	330,411
Total assets	259,014	336,669	595,683
Total liabilities	220,895	273,011	493,906
Fixed asset additions (Notes 6 and 7)	6,442	6,099	12,541
Disposal of assets net of depreciation/amortisation (Notes 6 and 7)	(897)	(231)	(1,128)
Net investments during the year (Notes 6 and 7) (1)	5,545	5,868	11,413
2014			
Property, plant and equipment	30,087	9,815	39,902
Intangible assets	88,459	131,603	220,062
Other assets	90,564	186,263	276,827
Total assets	209,110	327,681	536,791
Total liabilities	199,990	237,671	437,661
Fixed asset additions (Notes 6 and 7)	5,225	4,131	9,356
Disposal of assets net of depreciation/amortisation (Notes 6 and 7)	(740)	(29)	(769)
Net investments during the year (Notes 6 and 7) (1)	4,485	4,102	8,587

(1) Excludes movements in goodwill.

There are no consolidation adjustments between segments, or any unassigned assets or liabilities.

The amounts that are provided to the strategic management committee regarding total assets are measured in accordance with the same policies as used for the financial statements.

b) Information regarding geographical areas

Information relating to the net revenues and non-current assets by geographic area is as follows:

	2015	2014
Net revenues (by country)		
Multi-technological Services		
Spain	148,930	42,803
Rest of Europe	69,388	55,410
America	73,166	71,860
Asia, Oceania and others	33,196	20,919
	324,680	190,992
Solutions and EPCs		
Spain	25,127	21,103
Rest of Europe	58,257	14,455
America	57,766	34,653
Asia, Oceania and others	59,191	31,556
	200,341	101,767
Total	525,021	292,759

The countries where the Group significant revenues with in large geographical areas presented in the table above would be Germany, with sales amounting to 55,130 thousand (2014: €34,822 thousand), Mexico with total sales amounting to €51,194 thousand (2014: €36,184 thousand) and Middle Cost (Saudi Arabia and Golf Countries) with total sales amounting to €47,677 thousand (2014: 21,455 thousand).

	2015	2014
Non-current assets (property, plant and equipment and intangible assets, by geographical location of the activity)		
Spain	91,779	88,186
Europe	147,252	149,351
America	13,016	16,457
Asia, Oceania and others	5,956	5,970
Total	258,003	259,964

Excluding goodwill, those countries where a significant portion of the amount of other non-current assets are concentrated would be Germany with a total of €17,823 thousand (2014: €17,637 thousand).

c) Customer information

Sales income from one customer in Multi-technological Services segment (T&T activity) exceeded 10% of revenue in 2015 and 2014. Sales to this customer in 2015 totalled €83,171 thousand (2014: €96,105 thousand).

6. PROPERTY, PLANT AND EQUIPMENT

Set out below is a breakdown of property, plant and equipment showing movements:

2015

	Balance at 31.12.14	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.15
Cost					
Land	3,198	83	-	3	3,284
Buildings	20,713	66	(86)	125	20,818
Plant and machinery	52,297	4,682	(4.825)	2,532	54,686
Other installations, tools and furnishings	8,430	213	(378)	(425)	7,840
Assets under construction and prepayments	308	537	-	7	852
Other property, plant and equipment	7,316	-	-	(3,855)	3,461
	92,262	5,581	(5,289)	(1,613)	90,941
Depreciation					
Buildings	(5,544)	(435)	-	(61)	(6,040)
Plant and machinery	(35,628)	(4,274)	4,145	(2,886)	(38,643)
Other installations, tools and furnishings	(5,504)	(1,544)	190	663	(6,195)
Other property, plant and equipment:	(5,684)	(504)	-	3,575	(2,613)
	(52,360)	(6,757)	4,335	1,291	(53,491)
Net carrying value	39,902				37,450

2014

	Balance at 31.12.13	Entry into the scope of conso-lidation (Note 31)	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.14
Cost						
Land	-	3,198	-	-	-	3,198
Buildings	-	20,581	87	(61)	106	20,713
Plant and machinery	20,217	33,399	4,828	(6,525)	378	52,297
Other installations, tools and furnishings	-	8,054	326	-	50	8,430
Assets under construction and prepayments	-	187	561	(352)	(88)	308
Other property, plant and equipment	58	7,311	5	-	(58)	7,316
	20,275	72,730	5,807	(6,938)	388	92,262
Depreciation						
Buildings	-	(5,253)	(291)	-	-	(5,544)
Plant and machinery	(14,712)	(23,981)	(3,466)	5,889	642	(35,628)
Other installations, tools and furnishings	-	(5,193)	(311)	-	-	(5,504)
Assets under construction and prepayments	-	-	-	-	-	-
Other property, plant and equipment:	-	(5,645)	(349)	310	-	(5,684)
	(14,712)	(40,072)	(4,417)	6,199	642	(52,360)
Net carrying value	5,563					39,902

(*) Basically includes the effect of exchange fluctuations affecting property, plant and equipment in the currency of foreign subsidiaries and other movements.

a) Property, plant and equipment by geographical area

Set out below is a breakdown of Property, plant and equipment by geographical location at 31 December 2015 and 2014:

	Million euro					
	2015			2014		
	Cost	Accumulated depreciation	Net carrying value	Cost	Accumulated depreciation	Net carrying value
Spain	13	(10)	3	14	(11)	3
Rest of Europe	51	(26)	25	51	(26)	25
America	13	(9)	4	15	(9)	6
Asia and Oceania	14	(9)	5	12	(6)	6
	91	(54)	37	92	(52)	40

b) Property, plant and equipment not used in operations

At 31 December 2015 and 2014 there is no property, plant and equipment not used in operations.

c) Property, plant and equipment pledged to guarantees

At 31 December 2015 there is property, plant and equipment (land and buildings) with a carrying value of €4,028 thousand (2014: €4,123 thousand) pledged to secure payables totalling €2,062 thousand to public entities, which is pending payment at 31 December 2015 (€2,273 thousand in 2014).

d) Insurance

The Group has taken out a number of insurance policies to cover risks relating to its property, plant and equipment. The coverage provided by these policies is considered sufficient.

e) Finance leases

The headings include the following amounts for finance leases under which the Group is the lessee.

	2015	2014
Cost-capitalised finance lease	2,047	1,596
Accumulated amortisation	(690)	(444)
Carrying amount	1,357	1,152

The amounts payable under finance leases are carried under Other liabilities (Note 19).

f) Capitalisation of borrowing costs

The Group did not capitalise any borrowing costs in 2015 and 2014.

7. INTANGIBLE ASSETS

Set out below is an analysis of the main intangible asset classes showing movements in assets generated internally and other intangible assets:

2015	Balance at 31.12.14	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.15
Cost					
Goodwill	199,731	-	-	(390)	199,341
Development	532	-	-	-	532
Computer software	24,743	6,392	(1,161)	(367)	29,607
Prepayments and other	13	-	-	(13)	-
Clients portfolio	8,000	-	-	-	8,000
Other intangible assets	4,107	568	(258)	(148)	4,269
	237,126	6,960	(1,419)	(918)	241,749
Amortisation					
Development	(6)	-	-	-	(6)
Computer software	(14,486)	(3,714)	1,038	160	(17,002)
Prepayments and other	-	-	-	-	-
Clients portfolio	(735)	(1,472)	-	-	(2,207)
Other intangible assets	(1,837)	(430)	207	79	(1,981)
	(17,064)	(5,616)	1,245	239	(21,196)
Net carrying value	220,062				220,553

(*) Basically includes the effect of exchange fluctuations of property, plant and equipment in the currency of foreign subsidiaries and other movements.

2014	Balance at 31.12.13	Entry into the scope of consolida-tion (Note 31)	Additions	Disposals	Transfers and other movements (*)	Balance at 31.12.14
Cost						
Goodwill	20,868	178,791	-	-	72	199,731
Development	20	56	324	(19)	151	532
Computer software	19,235	4,620	3,035	(2,190)	43	24,743
Prepayments and other	-	-	13	-	-	13
Clients portfolio	-	8,000	-	-	-	8,000
Other intangible assets	2,462	1,591	177	(3)	(120)	4,107
	42,585	193,058	3,549	(2,212)	146	237,126
Amortisation						
Development	(6)	-	-	-	-	(6)
Computer software	(7,048)	(3,542)	(5,204)	2,182	(874)	(14,486)
Prepayments and other	-	-	-	-	-	-
Clients portfolio	-	-	(735)	-	-	(735)
Other intangible assets	(1,028)	(425)	(341)	-	(43)	(1,837)
	(8,082)	(3,967)	(6,280)	2,182	(917)	(17,064)
Net carrying value	34,503					220,062

(*) Basically due to the effect of the change in currency.

a) Testing for impairment losses on goodwill

Goodwill has been assigned to the Group's cash-generating units (CGUs) on the basis of the criterion of grouping together under each CGU all the Group's assets and liabilities that jointly and indivisibly generate cash flows in an area of the business from a technology and/or geographical and/or customer viewpoint, on the basis of the synergies and risks shared.

At 31 December 2015 the Group identifies the following CGUs based on the relevant argument:

1. Solutions and EPCs: the management model for all solutions and EPC's that are covered by the Group is common and involves similar risks. The process of rendering a solution in all cases involves: the design of a solution in direct collaboration with the customer, the application of leading-edge technology to implement that solution (either through partners, in-house designs, etc.), the seeking of financing solutions for projects that are normally of a certain size and the follow-up, monitoring and control of the entire process of building the solution. The risks are always very similar independent of the field of activity to which the solutions are directed or the sector in which the customer operates.

However, the risks and synergies are not always the same among Multi-technological Services in accordance with the type of service concerned. In this case the field of activity or specialization to which the service is directed has a distinctive importance because the risks deriving from that service are very different. A distinction is therefore made between:

1. Industrial Services: The Group is an integral supplier of highly specialized repair and maintenance services for industrial furnaces. In this case, customers consist of industrial companies in sectors such as glass, metallurgical, cement and aluminium, etc. Although, these types of services comply with all of the specifications in the segment, the risk for this type of customer is very different from the type of customer with which the T&T service and commercial CGUs listed below operate and, furthermore, the processes to which technology is applied are purely industrial in nature.

2. T&T Services: In this case customers pertain to the Telco and Technology sectors and require installation, maintenance and assistance services for the process of receiving and implementing products and services for the final customer.

3. Commercial services: The Group is supplier of trading agency Services and integral trading for operators and OEMs of telecommunications industry. In some cases, it acts as an agent of these operators and in other cases it acts as principal under contracts.

The breakdown of the CGUS by geographic area is meaning less in the management of Group businesses. The net assets to be recovered from each CGU are basically composed by net operating working capital capital, Goodwill and a lesser amount of fixed assets.

Management is focused on business customers regardless the geographical are where it acts, considering concurrent clients to the countries included in the same CGU.

While there are different legal societies in the different operational countries, this responds to the law requirements applicable in each of them (labor, legal on tax), rather than to the proper configuration of business flows. In any case, the recoverability analysis of net assets by geographic would not result in impairment.

This distribution at the CGU level is set out below:

Cash-generating units	Goodwill	
	2015	2014
Solutions (Note 31)	115,684	115,684
T&T services	27,865	28,255
Industry Services	23,328	23,328
Commercial services (Note 31)	32,464	32,464
	199,341	199,731

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on five-year financial budgets approved by management. Cash flows for periods over five years are extrapolated on the basis of a prudent assumption concerning the estimated growth rates that are always lower than the average long-term growth rate for the business in which each of the CGUs operates.

a.1) Key assumptions used in the calculation of value-in-use

As in prior years, the pre-tax discount rate was determined on the basis of the weighted average cost of capital (WACC) plus a premium to reflect the tax effect. The WACC was determined using the capital asset pricing model (CAPM), which is widely used for discount rate calculation purposes. In certain instances, the discount rate calculation additionally factors in a specific risk premium to reflect the characteristics and the risk profile intrinsic to the cash flow projections of each CGU.

The discount rate applied (WACC) to cash flow projections amounts to:

	2015	2014
Solutions	6.5%-12%	9%-11%
T&T services	7%-15%	9%-11%
Industry Services	6%-10%	9%-11%
Commercial services	7%	9%

The various WACCs applicable to each CGU is due to the fact that the cash flows are generated in different countries with different country risk characteristics that give rise to higher WACCs in Latin America and Asia (between 11% and 15%), for example, than in Spain and the rest of Europe (around 6%).

The discount rate is after tax and reflects the specific risk related to significant CGUs and has been applied in the analysis of 2015 and 2014.

The main changes in the discount rates used in 2015 with respect to those modelled in 2014 derive from changes in risk-free rates.

EBITDA (earnings before income taxes and depreciation/amortization) is determined by Group management in the strategic plans, taking into account the overall situation in the markets in which the Group operates, their expected evolution, group operations with a similar structure to the current structure and based on prior year experience. These EBITDA's (operating result plus amortizations and impairments) vary by type of business as follows:

	EBITDA on sales	
	2015	2014
Solutions	9.2%-10.4%	13%-17.2%
T&T services	6.5%-7.9%	4.9%-6.3%
Industry Services	7.2%-8.1%	3.9%-5%
Commercial services	7.5%-9.0%	5.8%-7.5%

Changes in these percentages are generally due to an adjustment or new distribution of structural expenses taking into account the new size of the Group, those changes not affecting the final result of the impairment test in either year.

It should also be noted that the CGU Solutions sees more diversity in the types of projects in geographic areas with a lower level of risk tolerance, and therefore more modest profitability levels have been projected than in prior years. The CGU T&T Services has projections that show the measures that have been taken to continuously improve efficiency together with a focus on profitability. The CGU Industrial Services has projections for 2015 that show the general efficiency measures implemented in 2015 together with a higher weight of businesses in Latin American and Asia, with higher profitability levels. The projected figures for 2016 and subsequent years for the CGU Commercial Services include the increase in the CGU's business through additional projects, specifically those carried out by the company Interbox. Projected revenue within the business plan consider increases between 3.5% and 5.9% in the CGU included within the services segment, and higher revenue increases in the close years for CGU of solutions and a consequence of contracts signed at the end of this period, and keeping conservative growth rates circa 5% for the following years.

Other net movements forecast in cash and flows related to taxes are added to these EBITDAs until free cash levels after tax generated in each year are reached.

The result of using cash flows before tax and a discount rate before tax does not differ significantly from the result of using cash flows after tax and a discount rate after tax.

Cash flows beyond five years, which is the period covered by the Group's projections, are calculated using a normalized and sustainable flow over time based on the fifth year estimate, with prudent assumptions with respect to the expected future growth rate (growth rate of 0.5%), eliminating all those extraordinary or non-recurring items and based on estimates of GDP growth and the inflation rate in the various markets, as well as evaluating the necessary level of investment for these growth rates. These flows are updated to calculate residual value, taking into account the discount rate applied in the projections, less the growth rate taken into consideration.

Projections are updated on a yearly basis according to the real performance of each business unit. Variations from projected amounts for 2015 and the real performance, have not been significant.

a.2) Results of the analysis

The Group has verified that in 2015 and 2014 goodwill did not suffer any impairment and there is sufficient estimated value-in-use in accordance with the assumptions indicated in the preceding paragraphs regarding the CGU's net assets, and the estimate is higher than 50% at all CGUs in both years.

Note 4.1.a) includes a sensitivity analysis of the calculation of the impairment loss on goodwill.

b) Clients portfolio

The heading “Clients portfolio” fundamentally includes €8 million in cost and €2.2 million in accumulated depreciation (2014: €10,5 million of cost, before the final allocation) in customer portfolio and backlog resulting from the analysis of the assignment of prices by business combinations in Beroa Group (Note 31).

8. ANALYSIS OF FINANCIAL ASSET INSTRUMENTS

	Loans and receivables	Investments in associates	Available-for-sale financial assets	Total
At 31 December 2013	19,856	10,000	149	30,005
Entries/(changes) in scope of consolidation (Note 31)	19,395	-	-	19,395
Additions	11,963	-	-	11,963
Disposals	(18,093)	-	(145)	(18,238)
Transfers	-	(10,000)	-	(10,000)
Other movements (*)	103	-	-	103
At 31 December 2014	33,224	-	4	33,228
Additions	6,663	7,477	-	14,140
Disposals	(14,684)	-	-	(14,684)
Transfers (**)	(1,500)	-	-	(1,500)
Other movements (*)	(200)	-	(4)	(204)
Movements in associates:				
- Results	-	839	-	839
- Equity - accumulated differences on exchange	-	(516)	-	(516)
- Equity - Cash-flow hedges	-	(531)	-	(531)
At 31 December 2015	23,503	7,269	-	30,772
2015				
Non-current	4,626	-	-	4,626
Current	18,877	-	-	18,877
Investments in associates	-	7,269	-	7,269
2014				
Non-current	6,320	-	4	6,324
Current	26,904	-	-	26,904

(*) Basically includes the effect of exchange fluctuations on the currency of the financial assets.
(**) Relates to the transfer of a loan to shareholders to the balance sheet heading "Other non-current assets" (Note 32).

All financial assets maintained by the Group at 31 December 2015 and 2014 that have not fallen due or suffered impairment during the year are considered to be of high quality and do not present any indication of impairment.

a) Loans and receivables

	2015	2014
Non-current term deposits and guarantees	911	1,075
Current term deposits and guarantees	12,884	11,907
Current loans	5,993	14,997
Non-current loans	3,715	5,245
	23,503	33,224

Both term deposits and loans accrue a market interest rate in the country in which the financial asset is maintained.

The average returns were between 1% and 25% (based on the country) in 2015 (2014: 1% and 10%).

The changes in the scope of consolidation relate fundamentally to the current financial assets contributed by Bilcan Global Services, S.L. in the amount of approximately €15.3 million, which was settled in 2015.

The scope of consolidation also now includes a €2.8 million participating loan from Global Near, S.L. to one of the equity-consolidated companies that falls due in April 2019 and accrues interest based on the Company's profits. At 31 December 2015 there is no significant difference between the market interest rate and the effective interest rate applied to the loan.

No held-to-maturity financial asset has been reclassified.

Maximum credit risk exposure at the reporting date is the carrying value of assets.

b) Investments in associates

In 2014 the investment in Beroa Thermal Energy, S.L. representing 100% of the Group, and therefore in that year the initial investment in that associate up until control was acquired has been eliminated (Note 1.3).

In February 2015 the Parent company acquired 4,500 shares in the Chilean company Sociedad Concesionaria Salud Siglo XXI, S.A. for CLP 5,247 million, approximately equivalent to €7.5 million at purchase date, with an implicit goodwill on this purchase amounting to CLP 1,367 million, which on purchase date amounted to €1.9 million (Note 1.3). As a result, Global Dominion Access, S.A. holds a 30% interest in that company.

The information relating to the equity method companies are:

	% effective interest		Value of interest		Share results		Total (100%) Assets		Total (100%) Liabilities	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Advanced Flight Systems, S.L.	30%	30%	-	-	(55)	-	124	-	(232)	-
Centro Near Servicios Financieros, S.L.	23%	23%	-	-	(190)		3,822	-	(4,560)	-
Sociedad Concesionaria Salud Siglo XXI, S.A. (Nota 1)	30%	-%	7,269	-	1,084	-	95,793	-	(83,357)	-
			7,269	-	839	-				

The breakdown of assets and liabilities as current and non-current of investments in associates:

	(100%) Assets		(100%) Liabilities	
	Non-current	Current	Non-current	Current
Advanced Flight Systems, S.L.	96	28	-	(232)
Centro Near Servicios Financieros, S.L.	3.057	765	(4,482)	(78)
Sociedad Concesionaria Chile Salud Siglo XXI, S.A.	9,255	86,538	(65,017)	(18,340)

There are no significant restrictions on the ability to access these assets.

9. LOANS AND RECEIVABLES

	2015	2014
Clients	94,663	79,195
Group company customers (Note 32)	401	-
Trade receivables for invoices yet to be issued	49,738	31,865
Less: Provision for impairment losses on receivables	(6,934)	(6,460)
Trade receivables – net	137,868	104,600
Other receivables	5,263	3,475
	143,131	108,075

Trade receivable and debtor balances do not vary from their fair value on the basis of their cash flows discounted at market rates.

Trade receivables records those balances arising on the sale of products, as well as invoices for works and services performed for customers relating to executed work of services rendered for which payment is outstanding at the end of the year.

Trade receivables as a percentage of work completion, which forms part of the balance under "Trade receivables for invoices yet to be issued", records the invoices yet to be issued to customers based on the degree to which work has been completed for works or services in progress at the end of each year (Note 2.22.b). The balance outstanding at 31 December 2014 has been billed throughout the year 2015, the balance outstanding at 31 December 2015 correspond exercise 2015.

At 31 December 2015 trade receivable balances and accounts receivable discounted at financial institutions amount to €1,812 thousand (€5,511 thousand in 2014). Transactions have been accounted for as a bank loan (Note 17).

The amounts covered by factoring, or the sale of trade receivables at the year-end have been written off from trade receivables as they meet the conditions to be considered factoring without resource and ownership of the associated risks has therefore been transferred to the relevant financial institutions and the Group does not maintain any continued involvement. At 31 December 2015 this amount totals €36.5 million (2014: €44.5 million).

There is no concentration of credit risk with respect to trade receivables, as the Group, except for the client of Multi-technological Segment mentioned in Note 5, for which there is no history of default, has a large number of customers, internationally dispersed.

The customer payment period falls within the range of 15 days (fundamentally commercial services) and 180 days. However historically, it has been considered that, given the characteristics of the Group's customers, balances receivable due in less than 120 to 180 days entail no credit risk due to being within the normal collection period in the sector. The Group considers that the credit quality of these outstanding balances is good and understands that there is no impairment or default. These amounts mostly relate to payments associated with business disagreements that are set to be resolved in the short term.

At 31 December 2015 receivables outstanding for more than 120 days totalling €9,003 thousand had fallen due (€9,438 thousand in 2014), although €6,934 thousand is covered by a provision (€6,460 thousand in 2014). The amount not accrued corresponding to several customers that have no history of non-payment. In addition, many payments are related to industrialisation milestones or the degree of project completion, so no impairment of additional charge is estimated to already registered.

The analysis of the age of outstanding accounts is as follows:

	2015	2014
Between 2 and 4 months	4,960	3,606
Between 4 months and 12 months	3,558	2,777
Over 12 months	5,445	6,661
	13,963	13,044
(Provision)	(6,934)	(6,460)
	7,029	6,584

Accounts receivable that have suffered impairment and have therefore been provided for mainly relate to balances that are more than 12 months old. Part of these accounts receivable for which a provision has been reflected is expected to be recovered. Other accounts included in receivables contain no assets that have suffered impairment.

The credit quality of trade receivable balances not due or impaired may be classed as high and with no credit risk. The Group has no collateral covering the collection on outstanding amounts.

The maximum credit risk exposure at the reporting date is the carrying value of each account receivable, as broken down above.

The carrying value of trade receivables, excluding the effect of impairment provisions, are denominated in the following currencies (thousand euro):

	2015	2014
Euro	87,041	59,283
US dollar	21,390	22,110
Mexican peso	3,604	2,514
Brazilian real	5,375	10,748
Pound sterling	219	740
Saudi Riyal	10,372	8,710
EAU Dirham	2,243	2,256
Argentine peso	544	913
Australian dollar	2,961	596
Polish zloty	4,130	40
Other	6,923	3,150
	144,802	111,060

The movement in the Group's impairment provisions in 2015 and 2014 relates to the following amounts and items:

	2015	2014
Beginning balance	(6,460)	(347)
Entry into the scope of consolidation	-	(5,647)
Allocations (Note 24)	(349)	(460)
Balance write-offs	(142)	-
Exchange differences	17	(6)
Ending balance	(6,934)	(6,460)

10. INVENTORIES

	2015	2014
Goods purchased for resale	22,652	15,661
Prepayments to suppliers	3,120	2,410
	25,772	18,071

The Group maintains insurance policies to cover the risks affecting its inventories and it considers that this coverage is sufficient.

The cost of assets sold breaks down as follows:

	2015	2014
Beginning balance	15,661	5,772
Entry into the scope of consolidation (Note 31)	-	11,337
Purchases /Changes in provisions	255,502	126,526
Other movements (*)	(302)	(36)
Ending balance	(22,652)	(15,661)
Cost of sales	248,209	127,938

(*) This basically relates to the effect of exchange rate fluctuations on the companies located abroad.

The value of inventories includes the value of the following provisions for obsolescence, the movements for which are presented below:

	2015	2014
Beginning balance	1,865	138
Entry into the scope of consolidation	-	1,620
Allocations (Note 24)	4	139
Balance write-offs/Transfers	(57)	(32)
Ending balance	1,812	1,865

11. CASH AND CASH EQUIVALENTS

	2015	2014
Cash	82,697	73,550
Cash equivalents	8,245	-
	90,942	73,550

Other cash equivalents mainly relate to term deposits maturing in less than 3 months, which accrue an interest rate of 1.32%.

There are no restrictions to treasury disposals or cash equivalents.

The carrying amount of cash at Group companies is denominated in the following currencies:

	2015	2014
Euro	40,208	20,570
Brazilian real	3,754	9,483
US dollar	15,557	15,585
Mexican peso	693	5,962
Pound sterling	1,615	671
Saudi Riyal	5,251	7,153
EAU Dirham	192	542
South African rand	-	1,530
Argentine peso	1,477	953
Polish Slotys	16,963	1
Other	5,232	11,100
	90,942	73,550

12. CAPITAL AND SHARE PREMIUM

	Number of shares	Share capital	Share premium account	Treasury shares
At 31 December 2013	746,284	8,971	92,763	(1,807)
Share capital increase (Note 1)	349,931	4,206	39,728	-
At 31 December 2014	1,096,215	13,177	132,491	(1,807)
At 31 December 2015	1,096,215	13,177	132,491	(1,807)

a) Share capital

During 2014 several operations involving the capital of the parent company took place and the interest held by CIE Automotive, S.A. in Global Dominion Access, S.A. at 31 December 2015 and 2014 was 62,95% (Note 1).

Share capital increases during 2014 are analysed below (Note 1):

	Number of shares	Share capital	Share premium account	Treasury shares
Share capital increase	21,040	253	1,247	1,500
Share capital increase - acquisition of Beroa	63,944	769	231	1,000
Non-monetary contribution to Bilcan Group	264,947	3,184	38,250	41,434
At 31 December 2014	349,931	4,206	39,728	43,934

At 31 December 2015 and 2014 share capital was represented by 1,096,215 ordinary registered shares with a par value of €12.02 each, all of a single class and series and fully subscribed and paid in.

There are no restrictions on the free transfer of the shares.

At 31 December 2015 and 2014 companies with a shareholding of 10% or more are as follows:

	2015		2014	
	Number of shares	Interest	Number of shares	Interest
CIE Automotive, S.A.	690,077	62.95%	690,077	62.95%
Instituto Sectorial de Promoción y Gestión de Empresas DOS, S.A.	186,047	16.97%	186,047	16.97%

b) Share premium

The share capital increases carried out in 2014 (Note 12.a) involved an increase in the share premium totalling €39,728 thousand.

At 31 December 2015 and 2014 this reserve amounts to €132,491 thousand and it is freely available.

c) Treasury shares

The company make up a total of 15,506 shares at 31 December 2015 and 2014 and represent 1.4% of share capital.

13. RETAINED EARNINGS

Movements in Retained earnings are as follows:

	Retained earnings and first – conversion reserves					
	Legal reserve	Reserves in consolidated companies and effect of first conversion (Note 15)	Profit and loss	Subtotal	Cumulative exchange rate differences (Note 14)	Total
At 31 December 2013	897	(67,868)	5,270	(61,701)	(4,777)	(66,478)
Distribution of 2013 profit	649	4,621	(5,270)	-	-	-
Profit/(loss) attributable to parent company shareholders	-	-	3,713	3,713	-	3,713
Changes in consolidation scope (Note 1)	-	15,491	-	15,491	-	15,491
Other movements	-	(1,856)	-	(1,856)	-	(1,856)
Exchange differences arising in the year	-	-	-	-	965	965
At 31 December 2014	1,546	(49,612)	3,713	(44,353)	(3,812)	(48,165)
Distribution of 2014 profit	240	3,473	(3,713)	-	-	-
Profit/(loss) attributable to parent company shareholders	-	(734)	17,025	16,291	-	16,291
Other movements (Notes 1, 16 y 19)	-	(5,777)	-	(5,777)	(*) (1,047)	(6,824)
Exchange differences arising in the year	-	-	-	-	(8,209)	(8,209)
At 31 December 2015	1,786	(54,650)	17,025	(33,839)	(13,068)	(46,907)

(*) The movement relates to a reclassification to reserves in consolidated companies. There is therefore no impact on equity.

a) Legal reserve

In accordance with the Spanish Companies Act, 10% of profits must be transferred to the legal reserve each year until it represents at least 20% of share capital. After the share capital increase carried out during the year the amount of the reserve does not reach this limit at 31 December 2015.

The legal reserve may be used to increase capital in an amount equal to the portion of the balance that exceeds 10% of capital after the increase.

Otherwise, until it exceeds 20% of share capital and provided there are no sufficient available reserves, the legal reserve may only be used to offset losses.

b) Voluntary reserve at Global Dominion Access, S.A. (included in reserves in consolidated companies)

The Company acquired the stake held by Servit Servicios Industriales Técnicos, S.L in Beroa Group, as described in Notes 1 and 31. The fair value of the interest acquired based on the report prepared by an independent expert was €19 million being the compensation paid in the transaction, on the one hand a capital increase in the parent company of a 7.69%, for a total value of €1 million (Note 1.3) and, on the other hand, a remission of a loan amounting to €2.6 million. The difference between two values was recognised in 2014 as an increase in voluntary reserves.

c) Proposal for the distribution of results

The distribution of parent company's profits in 2015, calculated in accordance with accounting principles applicable in Spain (legislation applicable to the parent company) to be presented to Shareholders at a General Meeting, as well as the approved distribution for 2014, are as follows:

	Under GAAP	
	2015	2014
Available for distribution		
Profit/(loss) for the year	(11,602)	2,401
	(11,602)	2,401
Distribution		
Legal reserve	-	240
To prior-year losses	(11,602)	2,161
	(11,602)	2,401

14. CUMULATIVE EXCHANGE DIFFERENCES

The breakdown of the cumulative exchange difference by country at the 2015 and 2014 year ends is as follows:

Country	2015	2014
Mexico	(3,043)	(2,159)
Brazil	(4,442)	(2,037)
Argentina	(959)	(4)
Chile	(707)	62
Peru	(266)	(179)
USA	(3,211)	1,688
Other	(440)	(1,183)
	(13,068)	(3,812)

15. RESERVES IN CONSOLIDATED COMPANIES AND EFFECT OF FIRST CONVERSION

This heading records, in addition to the reserves in consolidated companies, the effects of the adjustments of the conversion to IFRS-EU on the date of first-time application, 1 January 2011.

Reserves and retained earnings that are subject to some kind of legal condition for use originating from fully consolidated companies classified by country relate to:

Country	2015	2014
Spain	3,989	3,731
Denmark	1,370	1,468
Italy	3,963	2,984
France	933	903
Poland	870	858
Other	435	834
	11,560	10,778

16. NON-CONTROLLING SHAREHOLDINGS

Movements in Non-controlling shareholdings are as follows:

	2015	2014
Beginning balance	3,434	-
Net income/(expense) recognised directly in equity		
- Profit for the year	1,398	1,875
- Other comprehensive income for the year	258	-
Changes in consolidation scope and business combinations (Notes 1 and 31)	-	3,244
Dividends	(720)	-
Other movements	453	(1,685)
Ending balance	4,823	3,434

The heading Other movements at 31 December 2015 includes the decrease in the minority interest held in Chimneys and Refractories International S.R.L. due to the agreement described in Note 1, as well as the reclassification of other non-controlling interests to reserves in consolidated companies in the amounts to € 1.7 million.

Dividends caption includes dividend paied by Chimmeys and Refractories International, S.R.L.

The distribution by CGUs is set out below:

	2015	2014
CGU		
Industry Services	5,811	4,757
T&T services	(889)	(1,323)
Commercial services	(99)	-
	4,823	3,434

The breakdown of non-controlling interests by Company is as follows (thousand euro):

	% Non-controlling interest	Non-controlling interest	Profit/(loss) attributed to minority shareholdings	100% Assets	100% Liabilities	100% Results
2015						
Chimneys and Refractories International S.R.L.	10%	1,167	363	22,531	(10,861)	3,626
Karrena Arabia Co.Ltd	45%	3,747	851	10,446	(2,118)	1,892
Dominion S.R.L. (Formerly Beroa de Argentina, S.R.L.)	10%	366	219	16,343	(12,686)	2,194
Subconsolidado Global Near, S.L.	11%	(889)	442	19,351	(27,588)	4,054
Other minor items		432	(477)			
		4,823	1,398			
2014						
Chimneys and Refractories International S.R.L.	30%	3,133	1,384	37,139	(26,695)	4,615
Karrena Arabia Co.Ltd	45%	2,498	530	8,098	(2,546)	1,178
Dominion S.R.L. (Formerly Beroa de Argentina, S.R.L.)	10%	195	91	12,707	(10,762)	906
Subconsolidado Global Near, S.L. (*)	11%	(1,323)	-	17,397	(29,587)	-
Other minor items		(1,069)	(130)			
		3,434	1,875			

(*) The date of the business combination was 31 December 2014.

Differences on exchange generated in 2015 and attributable to non-controlling interests amount to €258 thousand.

17. BORROWINGS

a) Bank loans and credit facilities

	2015	2014
Non-current		
Bank loans and credit facilities	115,469	40,762
	115,469	40,762
Current		
Bank loans and credit facilities	15,298	25,374
Bills discounted pending maturity and export advances (Note 9)	1,812	5,511
	17,110	30,885
	132,579	71,647

The Group has the policy of diversifying its financial markets and, accordingly, there is no loan/credit risk concentration with respect to balances with banks since it works with various institutions.

The increase compared with 2014 in bank loans and borrowings is due to obtaining new non-current financing totaling €98 million, of which €60 million relates to new bank loans obtained in December 2015. This new financing obtained in December accrue and interest rate based on the Euribor plus a market spread, and the interest rate for the first period is approximately 1%. These loans fall due in 2017. The new financing and other financial liabilities of the Group do not included ratio compliance commitments.

The financing received in December 2015 has been partially applied to repay group debts (Note 32).

Given that the Group has not contracted significant interest rate hedge derivatives (Note 17.b), the exposure of the Group's borrowings from banks to changes in interest rates coincides with their carrying value.

Non-current borrowings have the following maturities:

	2015	2014
Between 1 and 2 years	104,366	30,008
Between 3 and 5 years	7,500	7,820
More than 5 years	3,603	2,934
	115,469	40,762

The effective interest rates at the balance sheet dates were the usual market rates (basically market reference rates) and IDC "Interbank Deposit Certificate) and there was no significant difference with respect to other companies of a similar size and with similar risks and borrowing levels.

Borrowings and credit facilities from credit institutions generate a market interest rate in accordance with the currency concerned plus a spread that ranges between 60 and 448 basis points (2014: between 125 and 550 basis points).

The carrying amounts and fair values of current and non-current borrowings do not differ significantly, as a large part of the debt is recent, and all amounts accrue interest at market rates.

The carrying amount of the Group's borrowings is denominated in the following currencies:

	2015	2014
Euro	132,372	71,443
Brazilian real	-	7
Other	207	197
	132,579	71,647

31 December 2015 the Group has drawn down balances from lines of credit from financial institutions in the amount of €37,118 thousand (2014: €11,162 thousand). The total limit on those lines of credit amounts to €43,279 thousand (2014: €17,067 thousand).

The Group has the following unused credit lines:

	2015	2014
Variable rate:		
- maturing in less than one year	5,621	5,905
- maturing in more than one year	540	-
	6,161	5,905

There are no real guarantees regarding this financing.

b) Derivative financial instruments

	2015		2014	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps				
- Cash flow hedges	-	(468)	-	(526)
Exchange rate hedges				
- non-hedge derivatives	-	-	-	(357)
	-	(468)	-	(883)

Swaps (interest rate and exchange rate)

The notional principal on interest rate swaps (variable to fixed rate) outstanding at 31 December 2015 amounted to €1.1 million (2014: €1.4 million), and it is classified as a non-hedge instrument. At 31 December 2015, the fixed interest rate applied totals 4.87% and the main variable interest rate of reference is the DKK-CIBOR-DKNA13 (2014: 4.87%).

At 31 December 2015 there are no contracted exchange rate derivatives. The main notional amounts of the exchange rate hedge contracts (variable to fix") outstanding at 31 December 2014 totaled USD 3.6 million, which were classified as non-hedge instruments. The contracted fixed exchange rate was 1.36.

18. TRADE AND OTHER PAYABLES

	2015	2014
Suppliers	211,702	118,762
Customer prepayments (Note 2.22.b)	27,371	24,050
Trade payables	3,987	6,147
	243,060	148,959

The fair value of these amounts payable does not differ from their carrying value.

The balance of suppliers increased significantly over previous years, mainly due to the effect of the increased activity of the Commercial Services CGU (Note 3.1), which normally operates with a negative working capital with sales recovered cash and expenses of purchases or services that tale maturity regular pay.

The breakdown of trade payable settled during the year and those pending of payment at the year-end in relation to the legally-permitted payment terms stipulated in Spanish Law 15/2010 of July, is a follows:

	Days
Average payment period to suppliers	135
Paid operations ratio	145
Outstanding operations ratio	130

	Thousands of euros
Total payments	67,991
Total outstanding payments	140,462

The average payment period to suppliers exceeds the established, basically due to the effect of settlements with telephone operators, which are periodically agreed based on the assessments of the campaigns or sales processes, and to individualized agreements of payments to suppliers in supply contracts with third parties.

19. OTHER LIABILITIES

	2015	2014
Non-current		
Asset suppliers	1,610	1,766
Deferred taxes and social security	385	944
Other non-current liabilities	29,639	56,516
	31,634	59,226
Current		
Asset suppliers	182	3
Accrued wages and salaries pending payment	16,404	20,626
Accrual accounts	597	8,114
Other current liabilities	18,251	15,772
	35,434	44,515

The fair value of these assets does not differ significantly from carrying value.

Balances with asset suppliers at 31 December 2015 and 2014 basically relate to the outstanding balance is payable for the acquisitions of intangible and material assets (Notes 6 and 7).

The amount included in the paragraph "Wages Payable" incorporates provisions for labor contingencies basically in Brazil and Angertina for a total of €3.7 million at 31 December 2015.

Other non-current liabilities

Other non-current liabilities fundamentally relate to the following items:

- Debt totaling €19,659 thousand (€32,000 thousand in 2014) pending payment to Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A. for the acquisition of the interest in Beroa described in Note 1, existing an additional €14,430 thousand recognized in the short-term (€10 million in 2014). In 2015 the first debt payment of €7,911 thousand was made in accordance with the provisions of the agreement. The Group has updated the calculation of the value of the debt in accordance with the actual closing in 2015 and the 2016 estimate made by Beroa Group and this analysis resulted in no impact on the income statement.

- Commitments to purchase shares relating to non-controlling interests in the French subsidiary Beroa France, SAS and the Danish company Steelcon Chimneys Esbjerg AIS (Exhibit I). In the case of the French subsidiary the transaction involves the commitment to acquire the 6.38% remaining interest in this subsidiary for an estimated €450 thousand. In the case of the Danish subsidiary the transaction consists of the commitment to purchase the remaining 49% for an estimated €3,430 thousand, of which €2,730 thousand was recognised after the taking of control as a transaction between non-controlling shareholders. These liabilities have been estimated in accordance with the stipulations of the respective contracts that indicated an EBITDA multiplier to be applied in certain future years, less the relevant net financial debt and, in some cases, including a fixed minimum payment. No differences in the estimate of liabilities at 31 December 2015 arose with respect to the amount already recognized. At 31 December 2015 €3,430 thousand were classified to Current items in accordance with their maturity date.

- Share purchase commitments covering 20% of the non-controlling interest in the Italian subsidiary Chimneys and Refractories International S.R.L. amount to €5,175 thousand (Note 1.3).

- Loans totalling approximately €3.4 million received from public entities with subsidized interest rates (€2.4 million in 2014).

Furthermore, at 31 December 2014 loans granted by the former shareholders to the companies acquired in the business combination of Global Near, S.L. and Bilcan Global Services, S.L. were included in the total amount of €16,597 thousand. Those loans were settled in 2015.

Other non-current liabilities have the following maturities:

	2015	2014
Between 1 and 2 years	22,963	38,512
Between 2 and 5 years	7,366	20,306
More than 5 years	1,305	408
	31,634	59,226

20. DEFERRED TAXES

Deferred taxes are as follows:

	2015	2014
Deferred tax assets:		
- Deferred tax assets to be recovered after more than 12 months	32,617	31,148
- Deferred tax assets to be recovered within 12 months	3,297	2,500
	35,914	33,648
Deferred tax liabilities:		
- Deferred tax liabilities to be recovered after more than 12 months	(7,144)	(8,198)
	(7,144)	(8,198)
Net	28,770	25,450

The overall movement in the deferred tax account is as follows:

	2015	2014
Beginning balance	25,450	25,432
(Charged) against/credited to the income statement (Note 27)	3,300	528
(Charged) against/credited	120	-
Entry into the scope of consolidation (Note 31)	-	(565)
Other movements (*)	(100)	55
Ending balance	28,770	25,450

(*) Includes the effect of exchange differences

Movements during the year in deferred tax assets and liabilities are as follows:

Deferred tax assets	Tax losses	Tax credits	Other temporary differences	Total
At 31 December 2013	22,830	962	1,683	25,475
(Charged) against/credited to profit and loss	-	-	(59)	(59)
Entry into the scope of consolidation (Note 31)	5,509	653	2,016	8,178
Other movements	54	-	-	54
At 31 December 2014	28,393	1,615	3,640	33,648
(Charged) against/credited to profit and loss	2,021	31	357	2,409
Other movements	96	(596)	357	(143)
At 31 December 2015	30,510	1,050	4,354	35,914

Temporary differences basically related to book expenses that will be deductible in subsequent years.

Deferred tax liabilities	Unrestricted depreciation and other
At 31 December 2013	43
Entry into the scope of consolidation (Notes 1.5 and 31)	8,742
Charged against/(credited) to profit and loss	(587)
At 31 December 2014	8,198
Entry into the scope of consolidation (Note 31)	(120)
Charged against/(credited) to profit and loss	(891)
Other movements	(43)
At 31 December 2015	7,144

The details of the tax credits on existing tax bases by tax group during the year is as follows:

List of tax credits	Capitalised tax bases	Other tax bases	Total
Tax Group Bizkaia (Note 2.19)	24,351	7,139	31,490
Tax Group Common Territory (Note 2.19)	1,613	1,912	3,525
Tax Group Germany (Note 2.19)	1,360	78	1,438
Tax Group United States (Note 2.19)	2,200	1,805	4,005
The rest of the companies that are taxed individually.	986	938	1,924

The Group also has deductions that have been generated but not capitalized amount to €3,781 thousand, which are not capitalized 2,731 thousand. According to the applicable law the application deadline is until 2028.

The most relevant capitalized tax credits relate to the Basque tax group (Note 2.19). The Group has performed a recoverability analysis based on the approved business plan (Note 7). The capitalization of tax credits is limited by the recoverability of the deferred tax assets generated by each company prior to the creation of the new tax consolidation group. Based on that analysis all of the capitalized tax credits would be recoverable within 10 years. The tax-loss carryforwards generated in 2014 and prior years become statute barred in 2028.

The recoverability analysis for the tax group in the common territory was also based on the approved business plan. The capitalization of tax credits is limited by the recoverability of the deferred tax assets generated by each company prior to the creation of the new tax consolidation group. Based on that analysis all of the capitalized tax credits would be recoverable within 10 years. The tax-loss carryforwards in the common territory do not become statute barred.

During 2015, a tax credit has been activated, which correspond a negative tax base relative to us affiliates of Beroa subgroup for a total of €2.2 million recorded in the result of year 2015 because the necessary conditions for its activation have been materialized after the takeover of the subgroup.

The tax-loss carryforwards generated by the Tax Group in Germany do not become statute barred and those generated by the Tax Group in the United States become statute barred after 20 years.

21. OBLIGATIONS RELATING TO EMPLOYEES

The obligations with personnel derived from the commitments acquired by the Beroa subgroup and entered into Dominion Group through the business combination in 2014 (Notes 1 and 31).

The breakdown of provisions for employee benefits by country is as follows:

	2015	2014
Breakdown by country		
Germany (1)	13,415	13,761
France (2)	1,383	1,389
Total (Note 22)	14,798	15,150

Commitments for post-employment plans and other non-current employee benefits that several companies in the Beroa subgroup guarantee for certain groups are, by country, the following:

1. Post-employment benefit plans and other non-current employee benefits in Germany that are fully covered by an internal fund.

   - Non-current employee benefits:

     - Length of service awards
     - Supplements deriving from partial retirement agreements.

   - Post-employment benefits:

     - Lifetime retirement pensions
     - Benefit plans guaranteed by the Beroa subgroup for its employees are defined retirement benefit commitments. This subgroup guarantees lifetime income starting at retirement for those employees that started working for the company before 1 January 2001 and that have worked at the company for 10 years at the time of retirement.

2. Post-employment benefit plans in France that are covered by an internal fund.

   - The benefit plans guaranteed by the Beroa subgroup for its employees are defined retirement benefit commitments established by collective wage agreements.

   - The retirement benefit depends on the number of years worked at the Company.

Movements in the provisions by type of plan and by country are as follows:

Post-employment Plans:

	Germany	France	Total
At 1 January 2014	-	-	-
Business combinations (Note 31)	12,448	1,420	13,868
Cost for current services	265	19	284
Gains/(losses) due to changes in financial assumptions	1,491	-	1,491
Payment of benefits	(443)	(50)	(493)
At 31 December 2014	13,761	1,389	15,150

	Germany	France	Total
At 1 January 2015	13,761	1,389	15,150
Business combinations	32	44	76
Cost for current services	307	-	307
Gains/(losses) due to changes in financial assumptions	227	150	377
Payment of benefits	(912)	(200)	(1,112)
At 31 December 2015	13,415	1,383	14,798

The financial-actuarial assumptions taken into consideration in the actuarial valuations are as follows:

	Germany		France	
	2015	2014	2015	2014
Interest rate	1.90%	2.30%	0.96%	2.30%
Expected yield from plan assets	N/A	N/A	N/A	N/A
Future growth in salaries	2.50%	2.62%	2.00%	2.00%
Future growth in pensions	1.25%	1.30% -1.50%	N/A	N/A
Mortality table	Richttafeln 2005 G /Heubeck 2005 G	Richttafeln 2005 G /Heubeck 2005 G	Women TF00-02;MEN TH00-02	Women TF00-02;MEN TH00-02
Retirement age	63 years	63 years	62 years	62 years
Measurement method	PUC	PUC	PUC	PUC

The curve used to determine the interest rate for the most significant commitment is: "IBoxx € Corporates AA Subindices von Markit1".

The average weighted term of the defined benefit obligations falls within the range of 6.8-13.5 years.

In the Group's most significant plans, the expected lives of men and women based on the mortality tables used are as follows:

	2015		2014	
	Germany	France	Germany	France
Life expectancy of a person retiring at the end of 2015:				
- Man	21.0	23.1	19.0	22.7
- Woman	25.2	27.7	23.0	27.3
Life expectancy of a person retiring 20 years after the end of 2015:				
- Man	40.6	40.6	38.6	40.1
- Woman	45.7	46.2	43.7	45.8

Contributions to these pension plans during the neat year 2016, would amount to €410 thousand.

The percentage of the defined benefit commitment to changes in the main weighted assumptions is as follows:

	Germany			France		
	Change in assumption	Increase in assumption	Decrease in assumption	Change in assumption	Increase in assumption	Decrease in assumption
2015						
Interest rate	0.25%	2.77%	2.88%	1.00%	-7.00%	7.00%
Growth of pensions	0.25%	3.94%	-3.81%	1.00%	8.00%	-7.00%
2014						
Interest rate	0.25%	-2.66%	-	0.50%	-3.59%	3.85%
Growth of pensions	0.25%	2.40%	-	0.50%	0.50%	-0.50%

The preceding sensitivity analysis is based on a change in an assumption while all other assumptions remain the same.

22. PROVISIONS

Movements in the Group's provisions in 2015 and 2014 are as follows:

	Other Provisions	Obligations with employees (Note 21)	Total
At 31 December 2013	610	-	610
Additions to the consolidation scope (Note 31)	9,444	13,868	23,312
Cost for current services	-	284	284
Gains/(losses) due to changes in actuarial assumptions	-	1,491	1,491
Appropriations	2,240	-	2,240
Applications	(66)	-	(66)
Payments	-	(493)	(493)
Transfers and other movements (*)	2	-	2
At 31 December 2014	12,230	15,150	27,380
Additions to the consolidation scope (Note 31)	-	-	-
Cost for current services	-	76	76
Interest expense/income	-	307	307
Gains/(losses) due to changes in actuarial assumptions	-	377	377
Appropriations	1,113	-	1,113
Reversal	(890)		(890)
Payments	(1,739)	(1,112)	(2,851)
Transfers and other movements (*)	4	-	4
At 31 December 2015	10,718	14,798	25,516
Non-current provisions			23,029
Current provisions			2,487

(*) Mainly relates to the exchange rate effect

The other provisions mainly break down as follows:

- Provision totalling €5,124 thousand (2014: €5,183 thousand) corresponding to the total heads of likely risks in legal proceedings, basically opened in Europe tax contingencies, in open legal processes basically in Europe.

- Provision totalling €3,392 thousand (2014: €4,016 thousand) related to liabilities for obligations with employees, excluding post-employment benefit plan (Note 21), basically for the commitments required in the current legislation in each country (basically Brazil, Italy and Arabia).

- Provision totalling €2,062 thousand (2014: €3,031 thousand) relating to the hedging of operating risks for businesses in which this amount will be payable in the long-term and €816 thousand (2014: €1,383 thousand) and €1,246 thousand (2014: €1,648 thousand) in the short-term. The entire amount relates to the business combinations arising in 2014.

23. OPERATING INCOME

	2015	2014
Revenues		
- Sale of goods	332,489	155,220
- Rendering of services	192,532	137,539
Other operating income	682	596
	525,703	293,355

The heading Other operating income basically includes operating grants and capital grants taken to the income statement for the year.

Of revenues, the invoiced amounts by currency reflected in thousand euro are as follows:

	2015	2014
Euro	270,107	129,512
Brazilian real	26,103	46,739
US dollar	86,262	54,793
Mexican peso	14,489	10,789
Pound sterling	1,637	2,851
Saudi Riyal	32,640	13,627
EAU Dirham	2,657	2,083
Argentine peso	17,013	8,148
Peruvian	17,522	11,998
Polish zloty	24,307	2,874
Australian dollar	15,169	5,783
Other	17,115	3,562
	525,021	292,759

24. OTHER OPERATING EXPENSES

	2015	2014
Utilities	4,252	2,657
Vehicles	1,669	598
Repairs	2,579	1,636
Operating leases	11,729	7,129
Independent professional services	13,631	16,007
Transfer or provision for impairment of accounts receivable (Note 9)	349	460
Transfer or provision for obsolescence (Note 10)	4	139
Communications	1,760	646
Travel expenses	26,157	7,794
Insurance	833	113
Taxes	1,617	1,167
Advertising and publicity	2,602	51
Office supplies	1,772	2,472
Other operating expenses	5,395	2,071
	74,349	42,940

The increase in the heading in 2015 is fundamentally explained by travel expenses and the full-year inclusion of the business combinations that took place in 2014 (2014 only included half a year of Beroa and not items relating to Global Near, S.L. and Bilcan Global Services, S.L., Note 31)

25. EMPLOYEE BENEFIT EXPENSES

	2015	2014
Wages and salaries	126,043	84,311
Social Security expense	28,482	19,070
Other employee benefit expenses	6,796	4,123
Personnel restructuring costs	226	839
	161,547	108,343

The increase in personnel expenses is mainly due to the full-year inclusion of the business combinations that took place in 2014 (2014 only included half a year of Beroa and not items relating to Global Near, S.L. and Bilcan Global Services, S.L., Note 31)

The average number of group employees by category is as follows:

Category	Number 2015	Number 2014
Executives	10	8
University graduates, specialists and administrative employees	2,553	1,797
Personnel restructuring costs	2,949	1,778
	5,512	4,971

The distribution of personnel and Board members at 31 December 2015 and 2014 by gender is as follows:

	2015			2014		
Category	Male	Female	Total	Male	Female	Total
Members of the Board of Directors	3	-	3	3	-	3
Executives	8	2	10	8	2	10
University graduates, specialists and administrative employees	1,422	640	2,062	1,757	985	2,742
Skilled workers	2,979	350	3,329	2,783	87	2,870
	4,412	992	5,404	4,551	1,074	5,625

26. FINANCIAL INCOME/ (EXPENSE)

	2015	2014
Interest income:		
- Other interest and financial income	1,393	4,836
Financial expense:		
- Interest on loans from credit institutions	(6,673)	(6,829)
- Interest on loans from Group companies (Note 32)	(1,585)	(1,363)
Net gains /(losses) in respect of transactions in foreign currency	261	3,071
Share in results obtained by associates (Note 8)	839	(1,977)
	(5,765)	(2,262)

The share in the results of associates in 2014 related fundamentally to the losses totalling €2,141 thousand attributable to the Beroa subgroup up until control was acquired in July 2014 (Note 31).

27. TAX MATTERS

The Group's current tax balance relates to current amounts generated with respect to public entities for Value Added Tax (VAT), Personal Income tax Withholdings, Social Security and other similar taxes.

The breakdown of corporate income tax is as follows:

	2015	2014
Current income tax	(7,467)	(3,957)
Net variation in deferred tax assets (Note 20)	3,300	528
Other movements	(258)	(428)
	(4,425)	(3,857)

The reconciliation of reported consolidated profit and the aggregate corporate income tax base is as follows:

	2015	2014
Consolidated book profit for the year before taxes	23,415	9,299
Consolidation adjustments (**)	(3,623)	(5,168)
Aggregate profit before taxes in consolidated companies	19,792	4,131
Permanent differences	(698)	3,454
Offsetting of tax loss carryforwards (*)	(10,711)	(4,178)
Aggregate corporate income tax base	8,383	3,407

(*) Offset of tax-loss carry forwards by domestic companies that have recognised a positive tax base, and mostly not previously activated.

(**) The consolidation adjustments for 2015 primarily relate to the impact on accumulated differences on exchange deriving from permanent financing (Note 2.4.c).

The tax on the profit before tax of the Group differs from the theoretical amount that would have been obtained using the weighted average tax rate applicable to profit of the consolidated companies as follows:

	2015	2014
Profit before tax	23,415	9,299
Tax calculated on nominal tax rates	5,007	3,031
Tax effect of:		
- Next tax results of associated	(235)	-
- Non taxable income	195	-
- use of tax losses not previously known	(892)	-
- Capitalization of tax loss carry for wards	(2,200)	-
- Tax losses for which no recognized deferred tax assets	2,460	826
Other movements	89	-
	4,425	3,857

The change in nominal rates between both years are due, on one side, to increase in results of companies taxed in statutory fiscal consolidation compared to other companies, and secondly to the reduction of tax rate of companies taxable in common territory from 30% to 28%.

Corporate income tax expense/(income) is as follows:

	2015	2014
Current tax	7,467	3,857
Capitalisation of tax credits	(2,052)	-
Other movements in temporary differences	(1,086)	-
Other movements	96	-
	4,425	3,857

The companies that generated tax losses during 2015 totalling €8,786 thousand have not recorded the tax credit based on an analysis of the recoverability of the already capitalised tax credits.

The theoretical tax rates vary in accordance with the various locations, and the most important are as follows:

	Nominal rate	
	2015	2014
Basque Country	28%	28%
Rest of Spain	28%	30%
Mexico	30%	30%
Brazil	34%	34%
Rest of America	21% - 30%	21% - 30%
Rest of Europe (Average rate)	15% - 35%	15% - 35%

As was mentioned in Note 2.19, in 2014 the parent company and its subsidiary Dominion Investigación y Desarrollo, S.L.U. ceased to be taxed under the consolidated system within the consolidated tax group led by CIE Automotive, S.A., having been formed two new tax groups (state and regional) with effect January 1, 2015.

The legislation regarding the settlement of corporate income tax in 2015 applicable to the parent company is Bizkaia Regional Law 11/2013 (5 December), on corporate income tax, effective for tax years beginning on or after January 1, 2014, as well as Regional Law 3/1996 (26 June) of Regional Legislation, partially repealed with some effects. Notwithstanding the rights of the Public Treasury with respect to the tax obligations accruing during the time it was in force.

In general terms, the years not statute-barred by the various bodies of tax legislation applicable to each Group companies are open to inspection, ranging between 4 and 6 years as from the time the tax obligation falls due and the deadline for filing tax returns.

The Parent Company's Directors have calculated the amounts associated with this tax for 2015 and 2014 and those years open to inspection in accordance with legislation in force at each year end with the understanding that the final outcome of several legal procedures and appeals that have been filed in this respect will not have a significant impact on the annual accounts taken as a whole.

28. EARNINGS PER SHARE

a) Basic

Basic earnings per share are calculated by dividing the profit attributable to the Company's shareholders by the weighted average number of outstanding ordinary shares for the year, excluding treasury shares acquired by the Company (Note 12).

	2015	2014
Profit attributable on continuing operations to the company's shareholders (thousand euros)	17,592	3,567
Weighted average number of outstanding ordinary shares (thousand)	1,081	793
Basic earnings per share from continued operations (euro per share)	16.28	4.50

	2015	2014
Profit/ Loss on discontinued operations to the company's shareholders (thousand euros)	(567)	146
Weighted average number of outstanding ordinary shares (thousand)	1,081	793
Basic earnings per share from discontinued operations (euro per share)	(0.52)	0.18

b) Diluted

Diluted earnings per share are calculated by adjusting the weighted average number of outstanding ordinary shares to reflect the conversion of all potentially dilutive ordinary shares. The Company has no potentially dilutive ordinary shares.

29. CASH GENERATED FROM OPERATIONS

	2015	2014
Profit/(loss) for the year	18,423	5,588
Adjustments for:		
- Taxes (Note 27)	4,425	3,863
- Depreciation of property, plant and equipment (Note 6)	6,757	4,417
- Amortisation of intangible assets (Note 7)	5,616	6,280
- Other income and expenses (Note 31)	-	(7,895)
- (Profit)/ loss on the sale of property, plant and equipment	(78)	(229)
- Net movements in provisions (Notes 22 and 24)	958	3,093
- Net (gains)/losses in fair value of financial derivatives	(360)	435
- Interest income (Note 26)	(1,393)	(4,836)
- Interest expense (Note 26)	8,258	8,192
- Share in losses /(gains) in associates (Note 8)	(839)	1,977
Changes in working capital (excluding the effects of acquisitions and exchange differences on consolidation):		
- Inventories (Note 10)	(7,705)	(1,069)
- Trade and other receivables (Note 9)	(35,405)	1,761
- Other assets	1,061	6,631
- Other current liabilities	(25,394)	(1,149)
- Trade and other payables (Notes 2.4.c and 18)	90,297	32,072
Cash generated from operations	64,621	59,131

In the cash flow statement, proceeds from the sale of property, plant and equipment and intangible assets include:

	2015	2014
Carrying amount (Notes 6 and 7)	1,127	769
Gain /(loss) on the sale of assets	78	229
Proceeds from sale of assets	1,205	998

30. COMMITMENTS, GUARANTEES AND OTHER INFORMATION

a) Asset acquisition commitments

Capital expenditure contracted for at the balance sheet date but not yet incurred is as follows:

	2015	2014
Property, plant and equipment	-	23
	-	23

b) Operating lease commitments

As from 2008 the Group has leased various offices and warehouses under non-cancellable operating lease contracts. These contracts are for terms ranging between 5 and 10 years, and are mostly renewable at expiration under market conditions. The Group also rents facilities and machinery under cancellable operating lease contracts. The Group is required to provide six months advance notice of the termination of these contracts.

Total minimum future payments for irrevocable operating leases are as follows:

	2015	2014
Less than one year	2,422	2,067
Between one and five years	3,398	1,694
More than 5 years	1	262
	5,821	4,023

c) Other information (guarantees)

The Group has granted guarantees for works and services rendered to customers and commercial guarantees totalling approximately €111.5 million (€98.8 million in 2014).

These guarantees issued by financial institutions are presented to customers as a compromise of the good performance of contracts, advanced payments received from customers, the coverage of warranty periods and the support for proposal or tenders. The failure of these commitments entail the implementation of these guarantees with cash out flow, whose probability of occurrence is considered remote.

31. BUSINESS COMBINATIONS

No business combinations took place in 2015. The following transactions took place in 2014:

As is indicated in Note 1, in July 2014 Global Dominion Access, S.A. completed the acquisition, in stages, of the group of companies led by Beroa Thermal Energy, S.L. The completion of the process has resulted in the exercising of the purchase option held by Global Dominion Access, S.A. with respect to 50% of the aforementioned company and the acquisition from non-controlling shareholders of the remaining 27.27%.

Both transactions were carried out based on the company's value estimated by an independent expert, which led to the transaction involving a purchase price for the 77.27% acquired of €62 million (value of the prior stake, price paid and share capital increase carried out by Global Dominion Access, S.A.). This transaction has also meant that the fair value of the initial 22.73% interest held increased to €16 million and a gain totalling €8,050 thousand was recorded in the consolidated income statement in the heading "Other income and expense".

The value range calculated by the independent expert was based on the discounted free cash flow method at 31 December 2013, with stable return margins in accordance with past data, an investment in maintenance CAPEX, constant exchange rates, an average tax rate of 24% and discounted at a Weighted Average Cost of Capital (WACC) after taxes between 10% and 11%. The residual value was calculated as the present value of perpetual income from a normalized cash flow discounted by the WACC and growing indefinitely at a perpetual growth rate of between 0.75% and 1.25%.

Movements in cash during the transaction were:

	Amount
Consideration paid during the year (*)	-
Cash and cash equivalents in the acquired Group	(11,082)
	(11,082)

(*) During 2014 no amount of this consideration was paid and €42 million remains pending payment (Note 32). In 2015 a total of €7,911 thousand was paid (Note 19).

The details of the net assets acquired and the goodwill deriving from the transaction were summarised below:

	2015	2014
Acquisition price	77,960	77,960
Fair value of the net negative assets acquired	38,536	33,796
Goodwill (Note 7)	116,496	111,756

This goodwill has been assigned to future profits and synergies relating to the businesses acquired within the Group.

The net assets acquired a fair value, recorded at 31 December 2014, during the period of provisional accounting, are broken down as follows:

	Fair value
Equity	42,196
Investments in associates	930
Inventories	6,825
Receivables	68,740
Other assets	5,034
Deferred tax assets	6,692
Other financial assets	452
Cash and cash equivalents	11,082
Assets acquired	141,951
Non-controlling shareholdings	4,567
Bank borrowings	18,541
Provisions	23,312
Accounts payable	50,262
Deferred tax liabilities	6,388
Other liabilities	72,677
Liabilities acquired and non-controlling shareholdings	175,747
Total net assets acquired	(33,796)

The fair values recognised in the transaction do not significantly differ from those recognised in the accounts of Beroa Group, except for the recognition of certain intangible assets classified under Customer portfolio with a value of approximately €10.5 million at 31 December 2014 (Note 7). The acquired receivables fair value does not differ from their carrying amount and it has not been necessary to record provisions for subsequent impairment.

The process of assigning the price paid for the asset and liability securities acquired based on a internally performed valuation ended in 2015, adjusting the initial identification of intangible assets totaling €10.5 million at 31 December 2014. The intangibles finally identified in the business combination are as follows:

	Amount
Backlog – Solutions and EPCs	6,600
Backlog- Services	300
Customer portfolio –Services	1,100
Deferred taxes	(2.240)
	5,760

Backlog: There is a current project portfolio that will give rise to the entry of cash over the next few years. The "MERM" measurement method was used, which is based on excess profits divided by the contributive assets required to exploit the intangible. The contributive assets taken into consideration were fixed assets, personnel and investments in working capital. The backlog of Solutions have an estimated useful life of 4 years, and for Services it is 7 months. The annual discount rate used to estimate fair value is 9.4%.

Customer portfolio: Over the last five years the service unit has maintained contracts with more than 250 different customers. A relevant part of these customers are recurring and all indications are that they will continue to be recurring in the near future. The "MERM" measurement method was used, which is based on excess profits divided by the contributive assets required to exploit the intangible. The contributive assets taken into consideration were fixed assets, personnel and investments in working capital. The customer portfolio has an estimated useful life of 10 years. The anual discount rate used to estimate fair value is 9.4%.

Beroa Group does not sell its brand, but rather its experience and "know-how" and therefore the brand has no separate market value and therefore cannot be measured. However, although Beroa has recognized "know-how" in the market, it cannot be capitalized as an intangible asset in the price assignment process.

This business combination has given rise to sales and results in 2014 (not taking into consideration the distribution to non-controlling shareholders) totalling €141 million and €9 million, respectively. If the transaction had taken place on 1 January 2014 these amounts would have been €249 million and €2 million, respectively.

At 31 December 2014 Global Dominion Access Group carried out share capital increases consisting of non-monetary contributions relating to 100% of the capital of Bilcan Global Services, S.L. and 89.246% of the capital of Global Near, S.L. This transaction gave rise to the inclusion of the following companies:

Companies	Activity
Bilcan Global Services, S.L., parent of:	Holding company
Servicios al Operador Móvil, S.L.	Holding company
Eurologística Directa Móvil 21, S.L.	Wholesale distribution business, logistics management of mobile telephone terminals and management of points of sale.
Your Phone, S.L.	Retail distribution of telephony solutions and products
Your Phone Franquicias, S.L.	Retail distribution of telephony solutions and products
Global Ampliffica, S.L.	Online marketing business expert, specialising in obtaining leads for subsequent sales through its own call centre.
Ampliffica México, S.A. de C.V.	Digital points of sale and other digital solutions
Ampliffica, S.L.	Digital points of sale and other digital solutions
Wise Conversión, S.L.	Digital points of sale and other digital solutions
Tiendas Conexión, S.L.	Retail distribution of telephony solutions and products
Sur Conexión, S.L.	Retail distribution of telephony solutions and products
Global Near, S.L., parent of:	Holding company
Near Technologies, S.L.U.	Technological solutions through knowledge and innovation
Tapquo, S.L.	Technological solutions through knowledge and innovation
Advanced Flight Systems, S.L.	Technological solutions through knowledge and innovation
Centro Near Servicios Financieros, S.L.	Technological solutions through knowledge and innovation
DM Informática, S.A. de C.V.	Technological solutions through knowledge and innovation
Near Technologies Mexico, S.A. de C.V.	Technological solutions through knowledge and innovation
NXT Solutions, INC	Technological solutions through knowledge and innovation

The value range calculated by the independent experts was based on the discounted free cash flow method at 31 December 2013, with stable return margins in accordance with past data, an investment in maintenance CAPEX similar to amortization, constant exchange rates, an average tax rate of 30% and discounted at a Weighted Average Cost of Capital (WACC) after taxes between 11% and 12% for the wholesale business, between 10.2% and 11.2% for the retail business and between 10.6% and 11.6% for digital solutions (Near and Ampliffica). The residual value was calculated as the present value of perpetual income from a normalized cash flow discounted by the WACC and growing indefinitely at a perpetual growth rate of 0.5%.

After this contribution the shares (also 100%) that the subsidiary Dominion Instalaciones y Montajes, S.A.U. held in the companies Dominion Network, S.L. and Dominion Centro de Gestión Personalizada, S.L. were transferred to Bilcan Global Services, S.L. through a non-monetary contribution to the capital of the latter company. This transfer did not have any consolidated effect on the Group (Note 1).

The net assets acquired and goodwill are summarised as follows:

	2015	2014 (Notes 1.5 and 7)
Purchase price (relevant capital increase)	41,434	41,434
Fair value of the net negative assets acquired	20,861	20,474
Goodwill (Note 7)	62,295	61,908

This goodwill was initially attributed to the future profitability and synergies arising from the Group businesses acquired.

The net assets acquired a fair value are broken at 31 December 2014 down as follows:

	Value of the net assets
Equity	3,262
Inventories	4,512
Receivables	22,536
Deferred tax assets	1,486
Other financial assets	19,831
Cash and cash equivalents	2,856
Assets acquired	54,483
Non-controlling shareholdings	(1,322)
Bank borrowings	6,597
Accounts payable	40,781
Deferred tax liabilities	115
Other liabilities	28,786
Liabilities acquired and non-controlling shareholdings	74,957
Total net assets acquired	(20,474)

The Group started the analysis of the assignment of the acquisition price to the value of the acquired assets and liabilities. The values recognised at 31 December 2014 relate to those recorded in the individual accounts of the included companies. Once the provisional accounting period has ended, there have been no changes at the fair value of assets and liabilities acquired regarding those registered at 31 December 2014. The acquired receivables fair value does not differ from their carrying amount and it has not been necessary to record provisions for subsequent impairment.

Based on the valuation internally performed, only one unidentified liability was detected during the provisional accounting period in the amount of €387 thousand. The resulting goodwill after the completion of the business combination therefore increased by that amount (Notes 1.5 and 7).

Movements in cash as a result of this business combination total €2,856 thousand and relate solely to cash and cash equivalents in these new companies.

The inclusion of these companies did not give rise to any effect in the Group's income statement for 2014. If these companies had been included at the start of 2014 sales and results of these companies (without taking into consideration the distribution to non-controlling shareholders) would have amounted to €101 million and €(8.9) million, respectively.

Whereas the intangible identified in the period of provisional accounting for the business combination of Beroa at 31 December 2014 amounts to €10,500 million and after the completion of the combination net identifiable intangible assets has finally totaled €5,760 million, and that after the closing of the business combination of Near and Bilcan there have been identified €387 million in liabilities, goodwill increases in €5,127 million (Notes 1.5 and 7) and their allocation by CGU is at it follows:

	2015	2014
Solutions and specialized engineering	99,629	93,881
T&T services	23,370	23,370
Commercial Services	32,464	32,077
Industrial Services	23,328	24,336
	178,791	173,664

In 2015 there was a loss totaling €567 thousand (a profit of €146 thousand in 2014) as profit on discontinued operations of the activities carried out by one of the companies pertaining to the Beroa subgroup, which was acquired by Dominion Group in July 2014 (Note 1), which interruption was decided in such year. Total assets and revenue at 31 December 2015 from this activity amount to €299 thousand and €7 thousand, respectively. The breakdown of results by heading and total assets is not significant.

32. RELATED-PARTY TRANSACTIONS

Related parties are considered to be the companies pertaining to CIE Automotive Group, to which the sub-group led by Global Dominion Access, S.A. pertains, as well as the Directors and key executives and close family members of Dominion Access Group and CIE Automotive Group.

a) Senior management remuneration and loans

The total remuneration paid in 2015 to senior management personnel, excluding that included in Compensation paid to the members of the Board of Directors amounted to €1,324 thousand (2014: €987 thousand).

During 2015 a payment of €16 thousand was made to defined contribution pension funds or plans for the members of Senior management (2014: €6 thousand).

The group has obtained health insurance policies that gave rise to an annual payment totaling €16 thousand in 2015 and 2014.

At the end of 2015 and 2014 there was no balance whatsoever deriving from transactions with these related parties.

b) Balances and transactions during the year with group companies and related parties

	2015	2014
Financial expense	(1,585)	(1,363)

Outstanding balances with group companies and related parties are as follows:

Current payables to Group companies:

	2015	2014
Accounts payable to related parties - Participating Loan (Note 19)	-	11,900

Non-current payables to Group companies:

This heading mainly includes:

	2015	2014
Other loans from CIE Automotive, S.A.	-	48,057
	-	48,057

The participating loan totalling €11,900 thousand was granted in 2010 by Instituto de Promoción y Gestión de Empresas, S.A. (currently CIE Automotive S.A) to Global Dominion Access, S.A, and it did not accrue fixed interest. It fell due in January 2015 and therefore at 31 December 2014 it appeared classified under current items.

Other loans from CIE Automotive, S.A records a 5-year current account that Global Dominion Access, S.A. maintained with CIE Automotive, S.A., tacitly renewable for further 1-year periods that required 12-months advance notice prior to the date of the start of the final renewal period. They accrued interest at a market rate indexed to the Euribor.

As a result of the new bank financing obtained at the end of the year (Note 17), both loans were canceled on 31 December 2015.

There have been no significant transactions with CIE Group.

c) Balances and transactions with companies that have significant influence over the Parent Company

In 2014 business combinations were carried out with the company Instituto Sectorial de Promoción y Gestión de Empresas Dos, S.A. (INSSEC2), one shareholder of which has a significant influence over that company and CIE Automotive, S.A., a shareholder of the Parent Company.

These business combinations are described in Note 31 and relate to the business combinations involving the groups of companies led by the entities Beroa Thermal Energy, S.L., Bilcan Global Services, S.L. and Global Near, S.L. At the date of the business combination INSSEC2 held interests totaling 50%, 69.69% and 79.09%, respectively.

After these transactions, in 2014 INSSEC2 became a shareholder of the parent company with a 16.97% interest (Note 12) and a creditor for an amount totaling €34 million (2014: €42 million) (Notes 19 and 31). The amount of this debt is obtained by multiplying the percentage interest held by INSSEC2 in Beroa Group and the EBITDA for that group in each of those three years (2014, 2015 and 2016) by 7.5x, which will be reduced by the relevant financial debt and will be payable in 2015, 2016 and 2017. The first installment of that amount was paid in 2015 in the amount of €7,911 thousand, the remaining financial liability was re-estimated and the outstanding amount was determined to be €34,089 thousand at the end of 2015 (€14,430 thousand in 2016 and €19,659 thousand in 2017) (Note 19).

There are no guarantees given such outstanding amounts.

In addition, during year 2015 existing debts have been canceled with Inssec 2 amounting €16,597 thousand (Note 19).

d) Remuneration of the Directors of the parent company

Compensation paid to member of the Board of Directors

In 2015 the amount accrued by the Board of Directors totalled €295 thousand and consists of the following items and amounts (€293 in 2014):

	2015	2014
Salaries	287	287
Other compensation	8	6
	295	293

Furthermore, the contract with the CEO contains a clause under which a severance payment doubling his annual compensation is payable if the employment relationship is terminated.

Contributions totalling €8 thousand were made in 2015 to defined contribution pension plans or funds for former or current members of the parent company's Board of Directors (2014: €8 thousand).

As regards life insurance premiums, the Group has policies for the CEO covering death and permanent disability, for which premiums totalled €3.3 thousand and €3.8 thousand, respectively, which benefits the CEO.

Except for the items indicated in the preceding paragraphs, the members of the Company's Board of Directors have not received any compensation consisting of profit sharing or bonuses. No shares or stock options were received during the year, no options were exercised and no options yet to be exercised remain outstanding.

e) Loans to shareholders of the parent company

	2015	2014
Loans to shareholders and Directors	1,500	1,500
	1,500	1,500

In year 2014, a credit of €1,500 thousand was granted to a member of the Board & Directors in connection with a capital increase.

f) Conflicts of interest

In order to avoid conflicts of interest with the parent company, during 2015 the Directors occupying positions on the Board of Directors complied with the obligations established in Article 228 of the Spanish Companies Act 2010. Both Directors and persons related to them have abstained from conflicts of interest as stipulated by Article 229 of that legislation, and during the year no direct or indirect conflict of interest was reported to the Company's Board of Directors.

33. JOINT VENTURES (UTES)

The Group participates in several joint ventures (UTE's). The amounts that are indicated below represent the Group's stake in the assets, liabilities, sales and profits of Joint ventures. These amounts have been included in the consolidated balance sheet and income statement:

	2015	2014
Current assets	107	107
Current liabilities	107	110
Expense	-	3
Profit for the year	-	(3)

The Group does not have any employees at the UTEs in which it participates.

34. OTHER INFORMATION

a) Fees of the auditors and group or related companies

The fees charged by PricewaterhouseCoopers Auditores, S.L. for auditing the annual accounts for 2015 total €843 thousand (€754 thousand in 2014). This amount includes the audit of the annual accounts of the individual companies and the consolidated annual accounts.

Other services provided by PricewaterhouseCoopers Auditores, S.L. and other firms associated with the PricewaterhouseCoopers trademark have amounted to €28 thousand (2014: €44 thousand).

The fees for other firms for audit services relating to the annual accounts of other investees amounted to €118 thousand in 2015 (2014, €130 thousand), which includes the services contracted for the entire period by the companies included in the scope of consolidation during the year.

b) Environmental issues

The Company bears environmental protection laws in mind when carrying out its operations. The Group believes that it substantially complies with such legislation and it implements procedures to ensure and promote compliance.

The Company has adopted all appropriate measures with respect to the protection and improvement of the environment and the minimisation of any environmental impact and complies with current legislation in this respect. During 2015 and 2014 the Group did not make any investments of an environmental nature and did not incur any expenses relating to the protection and improvement of the environment, and did not consider it necessary to make any provision for environmental risks or expenses since there are no contingencies relating to the protection and improvement of the environment or any environmental liabilities.

35. EVENTS AFTER THE BALANCE SHEET DATE

The Parent company's Directors maintain diverse activities related to a potential placement process and an admission to a trading of shares of the Parent company in the Spanish primary market. By December 31 of 2015 there are no significant costs incurred being registered in relation to this process, neither variable remunerations subject to this process.

On 10 February 2016, the Group, through is subsidiary Global Dominion Access, S.A. has submitted a bid within the bankruptcy requested by Abantia Empresarial, S.L. and its subsidiaries (from now on "Grupo Abantia"), in order to acquire production unit facilities, Maintenance, Industry and Promotion of renewable energies, which represent the current business of the Group.

The supply supposes, because of the acquisition of assets, the payment of a price around 2 million euros, as well as the payment, according to the law, exclusively of certain labor liabilities and of social security.

Once the transaction is executed, the implementation of a plan to ensure the maintenance in the medium and long-term activities related to the offer is contemplated, as well as the employment associated with the assets which are object of acquisition. For this, it is anticipated that Dominion will perform an injection of business funding of at least 25 million euros.

GLOBAL DOMINION ACCESS, S.A. Y SOCIEDADES DEPENDIENTES

EXHIBIT I - Subsidiaries included in the Scope of Consolidation

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Global Dominion Access, S.A. (*)	Bilbao	-	CIE Automotive, S.A.	-	Holding company/Technology Services and Solutions	PwC
Sociedad Concesionaria Salud Siglo XXI S.A (1)	Chile	30%	Global Dominion Access, S.A.	Equity method	Technology Services and Solutions	Ernst & Young
Dominion Instalaciones y Montajes S.A.U (*)	Zamudio	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
E.C.I. Telecom Ibérica, S.A.	Madrid	100%	Dominion Instalaciones y Montajes, S.A.U.	Full consolidation	Technology Services and Solutions	Not audited
Interbox Technology S.L (1)	Bilbao	60%	Dominion Instalaciones y Montajes S.A.U	Full consolidation	Commercial services	Not audited
Dominion Investigación y Desarrollo S.L.U.	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Prosat Comunicaçoes, Ltda.	Brazil	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Global Dominion Brasil Participaçoes, Ltda. (*)	Brazil	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	PwC
Halógica Tecnología, S.A.	Brazil	100%	Global Dominion Brasil Participaçoes, Ltda.	Full consolidation	Technology Services and Solutions	PwC
Dominion Instalaçoes e Montagnes do Brasil Ltda.	Brazil	100%	Global Dominion Brasil Participaçoes, Ltda.	Full consolidation	Technology Services and Solutions	PwC
Mexicana Electrónica Industrial, S.A. de C.V. (*)	Mexico	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Dominion TI México, S.A. de CV	Mexico	100%	Mexicana Electrónica Industrial, S.A. de C.V.	Full consolidation	Technology Services and Solutions	PwC
Dominion Baires, S.A.	Argentina	95%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Dominion SPA	Chile	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Dominion Perú Soluciones y Servicios S.A.C.	Peru	100%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	PwC
Visual Line, S.L.	Bilbao	55%	Global Dominion Access, S.A.	Full consolidation	Technology Services and Solutions	Not audited
Beroa Thermal Energy, SL. (*) (1)	Bilbao	100%	Global Dominion Access, S.A.	Full consolidation	Holding company	PwC
Beroa France SAS	France	100%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Services	Deloitte
Steelcon Chimneys Esbjerg A/S (*)	Denmark	100%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Solutions	BDO
Steelcon Slovakia, s.r.o.	Denmark	100%	Steelcon Chimneys Esbjerg A/S	Full consolidation	Industrial Solutions	BDO
Dominion Global Pty. Ltd. (formerly Beroa Australia Pty. Ltd.)	Australia	100%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Services and Solutions	PwC
Beroa Corporation LLC (*)	USA	100%	Beroa Thermal Energy, SL.	Full consolidation	Holding company	Not audited
Beroa US LLC (formerly Karrena Refractory Linings LLC)	USA	100%	Beroa Corporation LLC	Full consolidation	Industrial Services and Solutions	Not audited
Karrena International L.L.C (*)	USA	100%	Beroa Corporation LLC	Full consolidation	Industrial Solutions	Not audited
Karrena International Chimneys LLC	USA	100%	Beroa Corporation LLC	Full consolidation	Industrial Solutions	Not audited
Beroa Ibéria S.A (*)	Bilbao	100%	Beroa Thermal Energy, SL.	Full consolidation	Industrial Services and Solutions	PwC
Dominion Industry Mexico (formerly Karrenamex S.A.)	Mexico	100%	Beroa Ibéria S.A	Full consolidation	Industrial Services	PwC
Dominion SRL (formerly Beroa de Argentina SRL)	Argentina	90%	Beroa Ibéria S.A	Full consolidation	Industrial Services	Local
Altac South Africa Propietary Limited	South Africa	100%	Beroa Ibéria S.A	Full consolidation	Industrial Solutions	Not audited
Chimneys and Refractories Intern. SRL (*)	Italy	90%	Beroa Thermal Energy, S.L	Full consolidation	Industrial Solutions	PwC

GLOBAL DOMINION ACCESS, S.A. Y SOCIEDADES DEPENDIENTES

EXHIBIT I - Subsidiaries included in the Scope of Consolidation

Name and address	Registered address	Interest	Company holding the interest	Method of consolidation	Activity	Auditor
Dominion-Uniseven, Industrial Services Pvt. Ltd. (formerly Beroa Uniseven Refractory Services Pvt Ltd.)	India	51%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	Jain Saraagi & Co.
Chimneys and Refractories Intern. SPA	Chile	100%	Chimneys and Refractories Intern. SRL	Full consolidation	Industrial Solutions (dormant)	PwC
Beroa Technology Group GmbH (*)	Germany	100%	Beroa Thermal Energy, SL.	Full consolidation	Holding company	PwC
Refractories & Chimneys Construction Co. Ltda.	Saudi Arabia	98%	Beroa Thermal Energy, S.L	Full consolidation	Industrial Solutions	PwC
Karrena Betonanlagen und Fahrmischer GmbH (*) (being liquidated)	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Construction and marketing of a concrete factory (dormant)	PwC
HIT-Industrietechnik GmbH	Germany	52%	Karrena Betonlagen und Farmischer GmbH	Full consolidation	Metal welding	PwC
Bierrum International Ltd.	United Kingdom	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Solutions (dormant)	PwC
Beroa NovoCOS GmbH	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa International Co LLC	Oman	70%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Refractory & Insulation	United Arab Emirates	49%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Nexus Company LLC	Qatar	49%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	Not audited
Beroa Abu Obaid Industrial Insulation Company Co. WLL	Bahrain	45%	Beroa Technology Group GmbH	Full consolidation	Industrial Services	PwC
Beroa Deutschland GmbH (*)	Germany	100%	Beroa Technology Group GmbH	Full consolidation	Industrial Services and Solutions	PwC
Karrena SRL (being liquidated)	Italy	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services (dormant)	PwC
Karrena Construction Thérmique S.A	France	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Solutions (dormant)	Not audited
Beroa Polska Sp. Z.o.o.	Poland	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
Karrena Arabia Co.Ltd	Saudi Arabia	55%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
Beroa Chile Limitada	Chile	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Solutions (dormant)	Not audited
Burwitz Montageservice GmbH	Germany	100%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
F&S Feuerfestbau GmbH & Co KG	Germany	51%	Beroa Deutschland GmbH	Full consolidation	Industrial Services and Solutions	PwC
F&S Beteiligungs GmbH	Germany	51%	Beroa Deutschland GmbH	Full consolidation	Holding company	PwC
Global Near S.L (*)	Bilbao	89%	Global Dominion Access, S.A.	Full consolidation	Holding company	Not audited
Near Technologies S.L.U.	Bilbao	100%	Global Near S.L	Full consolidation	Technological Solutions	PwC
Tapquo S.L	Bilbao	54%	Near Technologies S.L.U	Full consolidation	Technological Solutions	Aboll
Advanced Flight Systems S.L	Bilbao	30%	Near Technologies S.L.U	Equity method	Technological Solutions	Not audited
Centro Near Servicios Financieros S.L	Bilbao	23%	Global Near S.L	Equity method	Technological Solutions	Not audited
DM Informática SA de CV.	Mexico	99%	Global Near S.L	Full consolidation	Technological Solutions	PwC
Near Technologies Mexico SA de CV.	Mexico	99%	Global Near S.L	Full consolidation	Technological Solutions	PwC
NXT Solutions Inc	Panama	50%	Global Near S.L	Full consolidation	Technological Solutions	Not audited
Dominion Ampliffica S.L	Bilbao	100%	Global Dominion Access, S.A	Full consolidation	Holding company	Not audited
Bilcan Global Services S.L (*)(2)	Cantabria	100%	Global Dominion Access, S.A	Full consolidation	Holding company	Not audited
Eurologística Directa Movil 21 S.L.U.	Madrid	100%	Servicios al Operador Movil S.L	Full consolidation	Commercial services	PwC
Global Ampliffica S.L (*)	Madrid	80%	Servicios al Operador Movil S.L	Full consolidation	Holding company	Not audited
Ampliffica Mexico, S.A de C.V	Mexico	99%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Ampliffica S.L.U	Madrid	100%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Ampliffica de Istmo, S.A.	Panamá	60%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Wiseconversion S.L	Madrid	65%	Global Ampliffica S.L	Full consolidation	Technological Solutions	Not audited
Dominion Networks S.L (Sociedad Unipersonal)	Madrid	100%	Bilcan Global Services S.L	Full consolidation	Technological services	PwC
Dominion Centro de Control S.L	Madrid	100%	Bilcan Global Services S.L	Full consolidation	Technological services	PwC
Your Phone, S.L.U. (3)	Cantabria	100%	Bilcan Global Services S.L	Full consolidation	Commercial services	PwC
Sur Conexión, S.L (4)	Cantabria	100%	Tiendas Conexión, S.L	Full consolidation	Commercial services	PwC

(*) Sociedad dominante de todas las sociedades participadas que aparecen a continuación suya en el cuadro.
(1) Companies included in the scope of consolidation in 2015 together with their subsidiaries.
(2) Resulted after the merger of Bilcan Global Service, S.L. and Servicios Al Operador Móvil, S.L. ((Note 1).
(3) Resulted after the merger of Your Phone, S.L. and Tiendas Conexión, S.L. (Note 1).
(4) Resulted after the merger of Sur Conexión, S.L. and Your Phone Franquicias, S.L.U. (Note 1).

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EXHIBIT II - Joint ventures (UTEs) included in consolidation

Name	Address	% Share	Reason for Consolidation	Activity	Auditor
"Global Dominion Access, S.A. and Adasa Sistemas, S.A.U. Law 18/1982, 26 May.	Bilbao	50%	Proportional consolidation	The acquisition and implementation of a surface observation system and GOES/DCS communications to be integrated into the Modernisation Program relating to the National Hydrometeorological Measurement and Prediction System (Venehmet project) being carried out by the Ministry of the Environment and Natural Resources (M.A.R.N), now the Ministry of People Power for the Environment.	Not audited
"Global Dominion Access, S.A.-Adasa Sistemas, S.A.U.-EMTE, S.A., Unión Temporal de Empresas, Law 18/1982 (26 May".	Bilbao	50%	Proportional consolidation	The execution of the Contract "For the modernisation of Environmental and Civil Protection Equipment coordinated by COPECO".	Not audited

GLOBAL DOMINION ACCESS, S.A. Y
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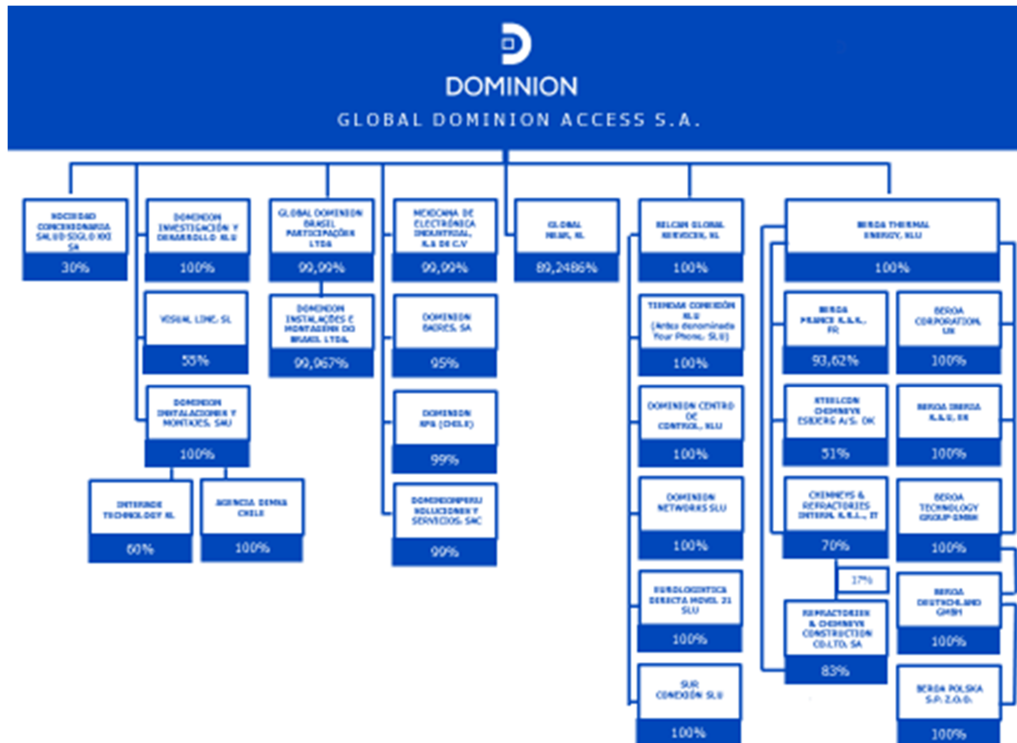
CONSOLIDATED DIRECTORS' REPORT FOR 2015
(Thousand euro)

1. Company situation

1.1. Organizational structure

Appendix I of the Consolidated Annual Accounts includes details of the more than 70 subsidiaries of Global Dominion Access, S.A. included in the Scope of Consolidation of Dominion Group, as well as the jointly-controlled companies.

An illustration of the organizational structure is set out below. (This is a simplification for educational purposes, given the difficulty to reflect all companies)



Global Dominion Access, S.A. has a Board of Directors with three members: Chair, CEO and Director, in addition to a non-voting Secretary. Investee companies are generally managed by a Sole Administrator, a natural person representative of the legal person shareholder.

This Board is supported on a day-to-day basis by the Executive Committee consisting of two members of the Board of Directors. This Executive Committee reviews the Group's internal financial information for the purposes of evaluating performance and assigning resources to segments.

As is explained in Note 5 to the Consolidated Annual Accounts and 1.2 below, Dominion Group primarily operates in two segments: Multi-technological Services and Solutions and EPC's. The classification of a service or solution is based on the scope offered to customers. A Solution is any project or product that is offered to provide more efficiency and competitiveness to a production process that the customer continues to manage. On the contrary, services consist of those under which the company offers customers the management of a complete production process (integral outsourcing).

1.2. Operations

Dominion Group's primary activity consists of assisting its customers to make their business processes more efficient, either through complete outsourcing or through the used of the application of specialized solutions based on technology and software platforms.

The Company was created in 1999 as a technology company focused on providing added value services and solutions to specialized customers in the telecommunications industry. In this very competitive and rapidly growing environment, the Dominion Group was forced to adapt to growing innovation, the commoditization of technology and tight margins developing an agile approximation of customer needs that allowed it to obtain positive financial results, supported by strict fiscal discipline.

Dominion Group has grown and has known how to transfer the skills and methods which now form part of its value proposition to other sectors. It has become a global supplier of services and solutions in the Multi-technology and specialized engineering fields to certain market segments.

Since its entry into CIE Automotive Group in 2011, Dominion Group has undergone several mergers and acquisitions to diversify its business. The acquisition of Beroa (applied industrial energy services and solutions), Bilcan (commercial services) and Global Near (software and digital solutions) are some of the most relevant transactions.

In total Dominion Group has completed more than 30 mergers, acquisitions and joint ventures and the Group's geographical footprint has expanded to 28 countries.

Dominion Group carries out business activities in two operating segments: services and solutions:

- Multi-technological Services ("Services")

This area offers added value services such as the design, implementation, update and maintenance of fixed and mobile telecommunications networks, the management of sales and distribution processes for telecommunications companies and the rendering of inspection, maintenance, repair and renovation services for industrial and energy companies.

In general, Dominion's Services segment assumes the management of complete business processes on behalf of its customers through outsourcing arrangements and the agreements concluded in this segment normally have a term of several years and generate recurring income.

- Solutions and specialized engineering ("Solutions")

The Solutions area executes unique projects designed to offer integral solutions or to improve specific customer business processes. It carries out the following activities:

- The execution of turnkey or EPC (Engineering Procurement Construction) projects: projects to design, build and operate specialized infrastructure such as hospitals, civil protection works and industrial plants.
- The construction, repair and renovation of installations relating to the management of industrial heat processes (for example, refractory coatings for industrial furnaces, chimneys and refrigeration towers)
- The improvement of processes and other technological and business solutions for customers in selected markets.

In accordance with the above segmentation, the Group offers its multi-services and solutions in three main fields of activities or specialization:

- T&T (Technology and Telecommunications), in which it offers multi-services and solutions and EPC's in sectors such as Health, Education, Telecommunications, Transport, Logistics or Public Administration.
- Industry, with multi-services and solutions for the metal, petrochemical, glass or cement sectors, among others.
- Renewable energies, primarily in the photovoltaic, thermal solar and wind areas.

Dominion Group's business model is based on the following fundamental principles:

Technological approach

Dominion takes advantage of its knowledge of technology and its innovation skills to assist customers to redesign and optimize a wide range of business processes. Using a one-stop-shop approach, Dominion seeks to integrate the technologies it develops internally and externally in order to develop new services and solutions that may provide added value to its customers.

Leveraging and operating scalability

The Company seeks to create leveraging and operating scalability through upstream concentration of both its technological and industry experience and its intelligent processes within its central, light and agile structure while encouraging its decentralized middle management teams to obtain cross sales and cost flexibility through the adequate use of tools such as subcontracting.

Diversification

Maintaining its technological experience and intelligence regarding central level processes, Dominion applies its know-how in several fields of activities and geographic areas under a plug and play philosophy to promote cross sales and a capacity to adapt thanks to the reduction of its dependence on any individual customer or business.

Financial discipline

Dominion Group sets and drives demanding targets focused on the generation of strong cash flow, the efficient management of working capital and strict discipline with respect to CAPEX, the management of research and development (R&D+i) and mergers and acquisitions.

Taken as a whole the estimation is that seasonality is not a critical factor on Dominion Group sales, but there is a higher concentration of industrial maintenance business during the second half of the year, coinciding with August and December.

2. Business evolution and results

Note 5 to the Consolidated Annual Accounts broadly explain the evolution of the business in terms of revenue, contribution margin and consolidated results, segmenting the revenue by geographic area.

That same information compared to 2014 is set out below:

Contribution margin by business segment:

	Technological services	Specialized engineering and solutions	Total
2015			
Revenues	324,680	200,341	525,021
Other direct operating income and expenses in the segments	(296,699)	(163,792)	(460,491)
Contribution Margin	27,981	36,549	64,530
2014			
Revenues	190,992	101,767	292,759
Other direct operating income and expenses in the segments	(175,974)	(85,785)	(261,759)
Contribution Margin	15,018	15,982	31,000

All in all the Board of Directors estimates that the results obtained this first year are very positive and that the line maintained on these three fronts has been adequate, marking the path to be following in successive years.

The year has been very positive in terms of revenue, as is shown in Note 5 rising from €292 thousand to €525 thousand in 2015, also the case with the contribution margin increase from €31 thousand to €64.5 thousand. But equally, or even more important, is that the evolution has been similar in both segments. Services and Solutions.

An analysis of the results, from contribution margin to consolidated profit, confirms this positive reading, showing an improvement from €5.6 thousand to €18 thousand.

However, perhaps the most relevant point is that 2015 is the first complete year after the merger of Beroa, Bilcan and Near in 2014. The results are a good reflection of the successful efforts to rationalize, unify cultures, integrate teams and take advantage of opportunities, although we believe that the potential of all of this work has still yet to show full effect.

Drilling down into specific activities, the behavior of T&T Services in the various countries has been heterogeneous. Spain and Peru have shown excellent development while Brazil has not reached all targets.

The start of activities in Chile, the consolidation of the customer Jazztel, the opening of new areas in Barcelona or new businesses such as the adaptation to 4G are all notable. They are all clear examples of the potential of cross selling and the transversal nature of Dominion Group.

The expectations for 2016 are very positive, due to the projected investments by current customers, the migration from copper to fiber optics at central facilities, the adaptation to 4G technologies by all operators, new fiber-optic projects in Peru and new customers and countries, such as Argentina, Colombia and Panama in addition to the consolidation of the business in Chile.

The move to outsourcing commercial services has been very positive in general, combined with transition phases in some specific areas.

The start of activities with a new operator, with logistics and distribution services, is notable and consolidate activities that we have already been carrying out. In 2016 the expectation is for this activity to develop all of its potential, notably improving both volume and margins.

As expected, and isolating that affect, wholesale distribution has not seen volume grow but it has implemented several initiatives that have allowed margins to improve. We expect 2016 to be slightly similar, combining the effects of the progressive replacement of this service by others and with the expectation of a decrease in competition. The change of consumer habits at shops, among other things, was the reason that points of sale decreased during the year but this was partially offset by an improvement in margins. In this case and in the case of wholesale distribution, the merger with Jazztel notably improves expectations for 2016.

The aforementioned integration justified an investment in resources that improves our competitiveness in the growing added value e-commerce segment in 2016, in addition to giving rise to a very relevant increase in volume.

As we have already indicated, 2015 was a year of effective integration in the industrial business field for Dominion Group, and the division restructuring was completed, thereby reducing costs and making an improvement of all margins possible.

The good performance in the United States and Latin America, maintaining the high levels already attained in 2014 in the Persian Gulf and the persistence of the stagnation in Europe are all notable with respect to this activity.

The good performance in the United States and Latin America is expected to consolidate in 2016, together with lower activities in the Golf and Asia, as will maintenance opportunities in Europe. We believe that it will be a year in which our cross-selling efforts between customers and sectors with the rest of Dominion Group will bear fruit, as will the clear move to the digitalization of industrial processes, expanding our offer based on the transversal nature of the best practices applied by Dominion Group.

T&T oriented solutions had a good year in 2015 in financial terms and an excellent year in terms of consolidation of supplies, both from the point of view of their structure and the consolidation of a model in which we concentrate knowledge of platforms and design and coordination centers, supported by very flexible and multi-purpose development and execution teams, as well as the diversification towards new customers, sectors and countries.

The results obtained in Mexico and Spain should be noted. Significant effort has been made in the area of in-house solutions to improve several platforms, such as health, money laundering, personal data protection, etc., with a view to expanding to more Latin American countries in 2016. Important strategic agreements have been concluded that seek to reinforce the success of these initiatives.

After recent growth, the digital strategy area was in a year of consolidation. Great efforts have been made to converge the Company's offers with those of Ampliffica (digital sales outsourcing) in 2016 in order to offer a complete value chain that provides greater differentiation and better margins. The focus in 2016 will also be on expansion in Latin American countries in which Dominion is already present.

The year was excellent for solutions that are totally or partially supported by third-party tools, especially in the case of Mexico and Chile. In Chile the completion of the anti-tsunami prevention system project and the start of the Rancagua Railway Project, which is associated with a 10-year maintenance plan, should be noted. In both cases we estimate that there is high potential for recurring and cross sales towards other countries.

This year was very important for large turnkey T&T projects due to the successful launch of the 15-year Antofagasta Hospital project, which is the most relevant project carried out by Dominion. Revenues have not been high, as was projected in the project plan, but it will be in 2016 and 2017. This was also a very active year in terms of sales action in Latin America, Asia and Africa, and the portfolio classification will take place in 2016.

We finally note the start of activities in a new field, renewable energies, new strategic rationale is none other than transversal business and the application of the best practices in a sector that projects very important growth and which, in the opinion of the Board, will demand digital management in its solution and service processes as a differentiating driver to be a successful player.

GLOBAL DOMINION ACCESS, S.A. Y SOCIEDADES DEPENDIENTES

2.1. Fundamental financial and non-financial indicators

The most relevant financial indicators for our business are as follows, expressed in thousand euro:

	2015	2014
CONSOLIDATED GROUP:		
Consolidated revenue	525,021	292,759
Gross operating profit (EBITDA)	41,553	22,258
Operating profit (EBIT)	29,180	11,561
Profit before taxes (EBT)	23,415	9,299
Profit/(loss) for the year from continued operations	18,990	5,442
Profit/(loss) from discontinued operations	(567)	146
Consolidated profit/(loss)	18,423	5,588
Profit/(loss) attributed to minority shareholdings	(1,398)	(1,875)
Profit/(loss) attributed to parent company	17,025	3,713

EBITDA= Earnings before interest, taxes, depreciation and amortization

The aforementioned financial indicators are generally known and accepted. Their calculation has been done in accordance with generally accepted practices and no adjustment has been made to the accounting information taken into consideration and broken down directly in the Group's Consolidated Annual Accounts prepared in accordance with IFRS-EU.

Given the wide variety of activities carried out by the company, the estimation is that there are no industry indicators or alternative performance measures that are sufficiently significant.

2.2. Matters relating to the environment and personnel

The Board of Directors of CIE Automotive, S.A., the parent of Dominion Group, is in charge of setting the corporate responsibility policy. On 15 December 2015 this body approved the Corporate Responsibility and Sustainability Policy in order to establish the basic principles and the general operating framework to manage the sustainability practices assumed by Dominion Group.

The principles in this policy serve as a foundation for the integration of corporate responsibility into the business model and strategy, thereby creating long-term value for all stakeholders and for the company itself.

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The supervision of the Corporate Responsibility and Sustainability Policy for CIE Automotive, S.A. is the responsibility of the Corporate Responsibility Committee that was created in 2015 and delegated authority to the new Transversal Corporate Responsibility and Sustainability Committee to monitor the application of these principles. This Committee consists of eight members from various areas, and Dominion holds the position of Manager of Corporate Social Responsibility (CSR).

The application of the Corporate Responsibility and Sustainability Policy and the possible associated risks fall within the Risk Control and Management Policy that follows the ISO 31000 methodology (risk management methodology generally accepted in the market), with the participation of Senior Management and the Management Team, which prepares an annual Risk Map.

The primary tasks carried out with respect to Corporate Social Responsibility in 2015 were:

- Preparation of the 2014 Annual Report, paying particular attention for the first time to criteria of relevance, transparency and accessibility.
- Preparation of a Strategic Corporate Social Responsibility and Sustainability Plan 2015-2018, with the support of a specialized consultant and the contribution of Senior Management.
- Responses from CSR and Sustainability analysts: VIGEO,FTSE, MSCI and ECOVADIS
- Inclusion of the CSR strategy in the new corporate website.

Through CIE Automotive Group, Dominion Group has joined the United Nations Global Compact, his principles derive from the:

- Universal Declaration of Human Rights.
- Declaration of the International Labour Organization relating to the Fundamental Principles and Rights at Work.
- Rio Declaration on Environment and Development
- United Nations Convention against Corruption

Becoming a member shows our commitment as a company to implement the principles of the Global Compact in each of its four areas: human rights, labor standards, environment and the fight against corruption. Throughout 2016 various policies and procedures will be implemented. We will also engage our primary suppliers in this process.

This commitment is understood to fall within our Corporate Social Responsibility policy (CSR) especially since we are a global company with permanent establishments on four continents and very different socio-cultural environments in each one.

By signing this agreement the people that make up Dominion Group assume a clear commitment to include human concepts and make the company's presence have an influence on the welfare of people and contribute to them and their environment.

2.2.1. Environment

Respect for and the protection of the environment are fundamental values for Dominion Group. As is explained in Note 34.b) to the Consolidated Annual Accounts, the Group complies with the environmental legislation in force in each of the countries in which it operates and it is committed to carrying out its activities in a manner that minimizes negative environmental impacts.

Our various businesses that are focused on the digitalization of production processes have a very limited impact on the environment. The improvement project described in the preceding point includes the creation, over the course of 2016, of a system for information regarding water and electricity consumption, as well as the recycling activities that are currently carried out at all Dominion Group facilities.

It should also be noted that Dominion Group has certified its environmental management system (ISO14000) for various activities carried out by the companies Dominion Instalaciones y Montajes, S.A.U. and Dominion Networks, S.L. In March 2015 the renewal audit was performed and fully satisfactory results were obtained. Over the course of 2016 this certificate is expected to be obtained for our investee company Steelcon in Esbjerg (Denmark).

Otherwise, Dominion Group's business is associated with the protection of the environment through the project that it develops for its customers. Within Dominion Engineering the various platforms that have been developed for weather management and water and air quality are notable. The energy efficiency solutions that have been designed for application to customer production processes and which seek to obtain energy savings through both the use of savings measures and the reuse of residual heat are also notable.

Through Dominion 360, Dominion develops project initiatives intimately associated with the environment, as is the case with the weather networks in Honduras or Venezuela.

Finally, there are no court cases or litigation in the environmental area that should be noted and no subsidies or tax deductions have been obtained.

2.2.2. Personnel

Throughout 2015 the Group has reaffirmed its commitment with dignified employment and the principles of non-discrimination and equal opportunities, rejecting child and forced labor and supporting the freedom of association in its new Human Rights Policy, in line with the United Nation's Global Compact described above.

At the same time, it continued to encourage the professional growth of its employees through training and personalized career plans.

As was shown in Note 25 to the Consolidated Annual Accounts, at the end of 2015 Dominion Group had 5,401 employees. The figures take into account the reduction of the number of employees in Brazil due to the decline in the business in that country. The average employee figures do not show this effect since in 2014 they only partially recognize the integration of employees from Beroa (July) and Bilcan and Near (December).

The figures are not comparable by category as there was an adjustment to better adapt to the new reality of Dominion Group.

The relevant percentage of male-female balance in the category of University graduates, technicians and administrative staff is notable. That percentage is lower with respect to industrial workers since the service activity falls within the industrial and T&T areas, which are traditionally populated by men.

Dominion Group observes higher standards than those legally required by local authorities in terms of safety and health. As a responsible and proactive company it evaluates the potential risks inherent to the work, establishes preventive measures and controls the effectiveness of those measures through internal audits. At the same time, it provides training and information to employees that is adapted to each work center and the activity performed.

In 2015 it continued to implement training and occupational risk prevention plans. It also adopted innovative safety measures to adapt its work teams and facilities to the highest safety standards in the various industry in which it operates.

As part of the improvement project described above with respect to Corporate Social Responsibility, over the course of 2016 it will apply different policies and procedures and will gather relevant information and statistics so that proper follow-up may take place.

3. Liquidity and capital resources

3.1. Liquidity

The prudent management of the liquidity risk entails maintaining sufficient cash and available financing through sufficient credit facilities. In this respect, the Group's strategy is to maintain through the Treasury department the necessary financing flexibility through available lines of credit. Additionally, and on the basis of its liquidity needs, Dominion Group uses liquidity financial instruments (factoring without recourse and the sale of financial assets representing receivables, through which the risks and rewards on accounts receivable are transferred) that, in accordance with Group policy, do not exceed approximately one-thirds of overdue trade and other receivable balances in order to maintain liquidity levels and the structure of working capital required under its business plans.

We attach information regarding the Group's liquidity reserve forecasts together with the development of the Net Financial Debt in Note 3.1.b to the Consolidated Annual Accounts.

The Group's Finance Department monitors forecasts of the Group's liquidity needs in order to ensure that it has sufficient cash to comply with operating requirements while maintaining sufficient availability of unused credit facilities at all times in order to manage liquidity needs.

Note 3.1.b to the Consolidated Annual Accounts presents a table providing details of working capital. Although the magnitude of working capital taken into consideration in an isolated manner is not a key parameter for understanding the Group's financial statements, it actively manages working capital through net operating capital and net current and non-current financial debt, based on the solidity, quality and stability of relationships with its customers and suppliers, as well as the exhaustive monitoring of its situation with financial institutions, which in many cases automatically renew loans. It should also be noted that the business covered by the CGU you Commercial Services in the Multi-technological Services segment normally operates with negative goodwill and sales that are recovered in cash, and expenses for purchases or services that have normal payment maturity dates.

One of the Group's strategic lines is to ensure the optimisation and maximum saturation of the resources devoted to the business. The Group therefore pays special attention to the net working capital invested in the business. In keeping with this and as in previous years, major efforts have been made to control and reduce the collection periods for trade and other receivables and to minimise services rendered pending invoicing. Similarly, the Company constantly optimises supplier payment terms, standardising policies and conditions throughout the Group. As a result of the above it may be confirmed that there are no liquidity risks at the Group.

Note 17 to the Consolidated Annual Accounts provides details on non-current borrowings employed. The Group has a diversification policy for financial markets and, accordingly, there is no loan/ credit risk concentration with respect to balances with banks since the Group works with various institutions.

The increase in bank loans and borrowings compared with 2014 is due to the new bank loans in the amount of €60 million obtained in December 2015. The new financing does not include covenant compliance commitments.

Given that the Group does not have significant interest rate hedge derivatives, the exposure of the Group's bank borrowings to changes in interest rates coincides basically with their carrying value. There are no real guarantees regarding this financing.

Note 19 to the Consolidated Annual Accounts shows the other liabilities recognized by the Group, which are fundamentally associated with outstanding payment balances not considered to be financial items. Non-current liabilities mainly relate to assets suppliers and settlements for shareholding acquisitions and, to a lesser extent, loans received from public entities with a subsidized interest rate.

There are no other restrictions on the use of cash/cash equivalents with the exception of the existing commitments described in Note 30 to the Consolidated Annual Accounts that relate to asset purchase, operating lease and, fundamentally, guarantee commitments.

3.2. Capital resources

The Group's capital management objectives are to safeguard its capacity to continue operating on a going-concern basis in order to obtain a return for shareholders and profits for other equity holders and maintain an optimal equity structure by reducing its cost.

In order to maintain or adjust the capital structure, the Group could adjust the amount of dividends payable to shareholders, refunding capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital in accordance with the leveraging index, in line with practices in the sector. This index is calculated as net financial debt divided by total capital employed by the business. Net financial debt is calculated as total borrowings, plus current financial liabilities, less cash and cash equivalents and less current financial assets, as each of these headings is shown in the consolidated accounts. Total capital employed in the business is calculated as equity, as shown in the consolidated accounts, plus the net financial debt.

In 2015 the Group's strategy, as was the case in prior years, has consisted of maintaining a leveraging ratio of approximately 0.40. Note 3.3 to the Consolidated Annual Accounts shows the leveraging indexes at 31 December 2015 and 2014.

The Group has made advances in order to reduce its leveraging ratio below 0.40 in line with the strategy to position itself as a company with increasing liquidity, which will thus allow it to access progressively larger projects and to comply with its role as a "strategic aircraft carrier", granting financial coverage to new projects and companies that join the Dominion project.

3.3. Analysis of off-balance sheet contractual obligations and operations

As is explained in point 3.1, the main office-balance sheet contractual obligations are described in Note 30 to the Consolidated Annual Accounts and fundamentally relate to guarantees that are directly associated with the Company's various business activities.

4. Main risks and uncertainties

4.1. Operating Risks

4.1.1. Regulatory risk

Notwithstanding the various environmental and safety regulations that affect all activities and with which Dominion Group rigorously complied, our business is not characterized by being subject to regulations whose change could give rise to a direct and relevant loss of business for Dominion. The changes that may affect our customers and, indirectly, Dominion Group, are adequately covered given the Group's broad diversification in terms of industries and countries.

4.1.2. Operational risk

Given the very limited existence of transformation production processes at Dominion Group, we can state that the primary operating risk lies with the potential inability to adequately execute the Services or Solutions that we render to our customers. Based on the error made, this could lead to material or immaterial damages for our customers, mainly consisting of industrial companies.

Dominion Group attempts to minimize these risks by developing quality processes that are adequately certified and respected, adequately training its teams both technically and in project management and, fundamentally, supporting its activity in platforms in which the business knowledge resides and facilitating quality control over those activities.

4.1.3. Concentration of customers

Dominion Group has a broad customer base consisting of leaders in their respective industries and very diversified in terms of geographic location and industry, in the vast majority of cases, and therefore Note 9 to the Consolidated Annual Accounts explains that there is no credit risk concentration with respect to trade receivables.

Note 5 to the Consolidated Annual Accounts explains that the only exception relates to a customer in the Service segment (T&T Service CGU) whose sales exceeded 10% of revenues in 2015 and 2014. It should be indicated in this respect that there is no history of late payments and the customer has different purchasing departments in each country that operate independently.

4.2. Financial risks

4.2.1. Market risks

4.2.1.1. Interest rate risk

The existence in the Group of variable interest bank borrowings, which largely means that it is subject to the risk of interest rate variations with a direct effect on the income statement. The general objective of the strategy will be to reduce the negative impact of interest rate rises and to leverage as far as possible the positive impact of potential interest rate cuts.

In order to attain this objective, the management strategy will be arranged through financial instruments that enable such flexibility. The possibility is expressly envisaged of arranging hedges for identifiable and measurable portions of flows, which enables, if appropriate, the completion of the efficiency test evidencing that the hedging instrument reduces the risk of the hedged component in the part assigned and is not incompatible with the established strategy and objectives.

The Scope of Management covers the debentures reflected in the balance sheet of the group or any of its companies. Circumstances may occasionally arise in which the hedges arranged cover the loans already committed in the final stage of formalization and where the principal should be protected against an increase in the interest rate.

In order to manage this risk, the Group will use financial derivatives that may be considered hedging instruments and therefore the rules confined to accounting for such instruments may be applied. The relevant accounting standard (IAS 39) does not specify the type of derivatives that may be considered hedging instruments except for options issued or sold. However, the necessary conditions to be met in order to be considered such are specified. As with respect to the management of the exchange rate risk, the arrangement of any financial derivative which is suspected not to comply with the necessary conditions to be regarded as a hedge will require the express approval of the relevant management body. For reference, the basic hedging instrument will be the following:

- Interest rate swaps: Through these derivatives, these Group segments convert the variable interest rate reference of a loan to a fixed reference with respect to either the entire or part of the amount of the loan, affecting all or part of the life of the loan.

Sensitivity to the interest rates included in the annual accounts is limited to the direct effect of changes in interest rates applied to financial instruments subject to recognized interest in the balance sheet. The sensitivity of the income statement to a 1% change in interest rates would have an effect of approximately €3,269 thousand in before tax profits recorded in 2015 (€438 thousand in 2014).

4.2.1.2. Exchange rate risk

The presence of the Group in the international market requires it to arrange an exchange rate risk management policy. The basic objective is to reduce the negative impact on operations in general and on the income statement in particular of the variation in interest rates such that it is possible to protect against adverse movements and, if appropriate, leverage favorable development.

In order to arrange such a policy, Dominion Group uses the concept of Management Scope. This concept encompasses all those flows for collection / payment in a currency other than the euro, which will arise over a specific time period. The Management Scope includes the assets and liabilities in foreign currency and firm or highly probable commitments for purchases or sales in a currency other than the euro. Assets and liabilities in foreign currency are subject to management, irrespective of timing scope, while firm commitments for purchases or sales that form part of the management scope will be subject to the same if their forecast inclusion in the balance sheet takes place in not more than 18 months.

Following the definition of Management Scope the Group uses, in order to manage risks, a series of financial instruments that in some cases permit a certain degree of flexibility. These instruments will basically be as follows:

- Forward currency purchases/ sales: An exchange rate known at a specific date is fixed which may, moreover, be subject to timing adjustments in order to adapt and apply it to cash flow.

- Other instruments: Other hedging derivatives may also be used, the arrangement of which will require specific approval by the relevant management body. This body will have to be informed beforehand as to whether or not it complies with the necessary requirements to be regarded as a hedging instrument, therefore qualifying for the application of the rule on hedge accounting.

The financial instruments of this type used in 2015 and 2014 are set out in Note 17 to the Consolidated Annual Accounts.

Protection against impairment owing to the exchange rate on investments in countries with currencies other than the euro is covered, provided that it is possible, through borrowings in the currency of the actual countries if the market is sufficiently deep or in a strong currency such as the dollar, where the correlation with the local currency is significantly higher than with the euro. Correlation, estimated cost and depth of the debt and derivative market determine the policy in each country.

The Group has several investments in foreign operations, whose net assets are denominated in the local currency (Note 1 to the Consolidated Annual Accounts) and are exposed to foreign currency risks. The exchange risk on the net assets of the Group's foreign operations is mainly managed through natural hedges consisting of loans denominated in the relevant foreign currency.

If at 31 December 2015 and 2014, the value of the euro had decreased/ increased by 10% with respect to all other functional currencies, all other variables remaining consistent, equity would have increased/decreased €767 thousand and €166 thousand, respectively in 2015 (increased/decreased by €80 thousand and €937 thousand in 2014) owing to the effect of the assets contributed by the subsidiaries operating in a functional currency different from the euro.

If the average exchange rate of the euro in 2015 had fallen / increased by a further 10% with respect to all functional currencies other than the euro, all other variables being equal, profits after tax for the year would have been €6,010 thousand and €4,918 thousand higher/lower, respectively (€7,338 thousand and €6,004 thousand higher/lower in 2014), mainly as a result of the exchange gains / losses on the translation of accounts receivable denominated in currencies other than the euro.

4.2.1.3. Price risk on financial instruments

The Group's exposure to price risk relating to the instruments is not significant due to the low weight of these investments, as is shown in Note 8 to the Consolidated Annual Accounts regarding the Analysis of Asset Financial Instruments and Note 11 to the Consolidated Annual Accounts regarding Cash and Cash Equivalents.

4.2.1.4. Commodities price risk

With few exceptions, Dominion's business does not consist of transforming raw materials into products and therefore this risk is considered to be of little relevance.

4.2.2. Credit risk

Credit risks are managed by customer groups. The credit risk deriving from cash and cash equivalents, derivative financial instruments and bank deposits is considered immaterial in view of the credit standing of the banks with which the Group works. In one-off circumstances due to specific liquidity risks involving these financial institutions all necessary provisions are recognized to cover those risks.

Furthermore, the Group maintains specific policies for the management of this customer credit risk, taking into account their financial position, past experience and other factors. It should be noted that a significant part of the Company's customers have high credit ratings (Note 5.c to the Consolidated Annual Accounts) or are official bodies whose operations are financed through loans from international financial institutions.

In order to minimise this risk in trade receivable balances, the Group's strategy is based on the arrangement of customer credit insurance policies and the setting of customer credit limits.

The customer payment period falls within the range of 15 (fundamentally commercial services (Note 7)) and 180 days. However, historically it has been considered that due to the characteristics of the Group's customers balances receivable due in between 120 and 180 days entail no credit risk. It should also be noted that a portion of the sales made by the CG you Commercial Services are received in cash and the credit risk is nearly zero. The Group continues to consider that these outstanding balances still present good credit quality.

The analysis of the age of outstanding assets that are not impaired is provided in Note 9 to the Consolidated Annual Accounts.

4.2.3. Liquidity risk

Liquidity risk has been examined in Point 3.1 Liquidity.

5. Significant subsequent events

The Parent company's Directors maintain diverse activities related to a potential placement process and an admission to a trading of shares of the Parent company in the Spanish primary market. By December 31 of 2015 there are no significant costs incurred being registered in relation to this process, neither variable remunerations subject to this process.

On 10 February 2016, the Group, through is subsidiary Global Dominion Access, S.A. has submitted a bid within the bankruptcy requested by Abantia Empresarial, S.L. and its subsidiaries (from now on "Grupo Abantia"), in order to acquire production unit facilities, Maintenance, Industry and Promotion of renewable energies, which represent the current business of the Group.

The supply supposes, because of the acquisition of assets, the payment of a price around 2 million euros, as well as the payment, according to the law, exclusively of certain labor liabilities and of social security.

Once the transaction is executed, the implementation of a plan to ensure the maintenance in the medium and long-term activities related to the offer is contemplated, as well as the employment associated with the assets which are object of acquisition. For this, it is anticipated that Dominion will perform an injection of business funding of at least 25 million euros.

6. Information regarding the foreseeable evolution of the company

As was indicated in point 2 the good results obtained in 2015 are based on the excellent organic development of Dominion Group and the success of the integration of the acquisitions that take place over the course of 2014. The Board believes that the results of those transactions will bear fruit in 2016 and in successive years.

In 2016 efforts will focus on:

- Making the operation of the various activities as dynamic as possible, immersing each one in Dominion Group's culture and model, which are characterized by a high level of autonomy that coexists with high levels of financial and regulatory demands.

- Encourage cross-sales between the various activities, technologies, countries and customers that now form part of Dominion, with special attention being paid to the transversal nature of the Company, which is understood to be the transfer from one area to another of our focus on the digitalization of processes as a tool to create efficiency.

- Continue to distribute structural costs based on our lean model and our capacity to integrate new contribution margins without increasing the central structure.

The analysis of the evolution of each business segment in point 2 includes our explanation, on a case-by-case basis, of the good outlook for 2016.

More broadly, we note that Dominion Group aims to attain revenues totaling €1,000 million, improving the main profitability ratios at the company by two points. Similarly, and in order to support growth and provide increased project visibility, a future listing on the stock market will be examined.

This Directors' Report contains certain forward looking information that reflects the plans, outlooks or estimates of its Directors, which are based on assumptions they consider to be reasonable. However, the user of this report must bear in mind that the forward looking information must not be considered to be a guarantee of the Company's future performance since those plans, outlooks or estimates are subject to numerous risks and uncertainties that mean that the Company's future performance may not meet initial expectations. These risks and uncertainties are described throughout the Directors' Report mainly, although not exclusively, in the section that covers the main risks and uncertainties faced by the Company.

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7. R&D+i Activities

R&D is a strategic area for Dominion Group's activities and a key element for its strength and market consolidation. There are different teams that focus on the development of the software platforms and products for internal and external customers in the Service and Solutions areas.

The effort made in Research, Development and Innovation gives rise to expenses that are slightly more than 1% of total sales, and are growing. The lines of research that have been followed in 2015 are Energy, Industry, Health, Civil Protection, Environment and Mobility. The development of R&D+i projects takes place based on the Company's knowledge and collaboration with Universities, technological centers of recognized prestige and other leading companies in their business sectors.

8. Acquisition and disposal of treasury shares

Not applicable.

9. Other relevant information

9.1. Dividend policy

In the short-term the Board believes that there are important opportunities to grow the Company and return value to shareholders. In the medium-term, and based on organic and inorganic growth opportunities, Dominion Group could consider a dividend of at least one third of its net consolidated profit.

9.2. Average payment period to suppliers

The breakdown of trade payables settled during the year and those pending of payment at the year-end in relation to the legally-permitted payment terms stipulated in Spanish Law 15/2,010 of 5 of July, is as follows:

	Days
Average payment period to suppliers	135
Paid operations ratio	145
Outstanding operations ratio	130

The average payment period to suppliers exceeds the established, basically due to the effect of settlements with telephone operators, which are periodically agreed based on the assessments of the campaigns or sales processes, and to individualized agreements of payments to suppliers in supply contracts with third parties.

	Thousand of euros
Total payments	67,991
Total outstanding payments	140,462

The Group has launched a range of measures that are focused primarily on identifying deviations through regular monitoring and analysis of accounts payable to suppliers, reviewing and improving of internal procedures of management suppliers and compliance, and if necessary updating conditions defined in trade operations subject to the applicable regulation.

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PREPARATION OF THE CONSOLIDATED ANNUAL ACCOUNTS AND CONSOLIDATED DIRECTORS' REPORT FOR 2015 AND 2014

In compliance with Article 253 of the current Spanish Companies Act the Board of Directors of GLOBAL DOMINION ACCESS, S.A., hereby prepares the consolidated annual accounts and consolidated Directors' Report for the years ended 31 December 2015 and 2014, as follows:

- The Table of Contents is issued on __ sheets of stamped stationary numbered __________ through _____________.
- The Consolidated Balance Sheet is issued on __ sheets of stamped stationary numbered __________ through _____________.
- The consolidated profit and loss account is issued on a sheet of stamped stationary numbered _______.
- The Consolidated Comprehensive Income Statement is issued on 1 sheet of stamped stationary numbered _______.
- The consolidated statement of changes in equity is issued on a sheet of stamped stationary numbered _______.
- The consolidated cash flow statement is issued on a sheet of stamped stationary numbered _______.
- The Notes to the Consolidated Annual Accounts are issued on __ sheets of stamped stationary numbered __________ through _____________.
- Exhibit I is issued on __ sheets of stamped stationary numbered __________ through _____________.
- Exhibit II is issued on 1 sheet of stamped stationary numbered __________.
- Exhibit III is issued on 1 sheet of stamped stationary numbered __________.
- The consolidated Directors' Report is issued on ___ sheets of stamped stationary numbered ______________ through ___________________.
- In compliance with the provisions of Article 253, the Directors declare that they have signed each of the above-mentioned sheets and signed this sheet of stamped stationary numbered ________.

Similarly, the members of the Company's Board of Directors declare that, to the best of their knowledge, the annual accounts prepared in accordance with applicable accounting principles present fairly the financial position and results of the issuer and companies included in the consolidation taken as a whole and that the Directors' report includes an fair analysis of the performance and results of the businesses, together with a description of the principal risks and uncertainties which they face.

For all pertinent purposes and as an introduction to the aforementioned accounts and report, the following hereby sign this document:

In Bilbao, _____ ___________ 2016

SIGNATORIES

Mr Antón Pradera Jaúregui
(Chair) ______________________________

Mr Mikel Felix Barandiaran Landin
(CEO) ______________________________

Mr Francisco José Riberas Mera
(Director) ______________________________

Mr. Jose Rafael Fernández-Monge Gonzalez-Audicana
(Non-Voting Secretary and Legal Counsel) ______________________________

REGISTERED OFFICE OF THE COMPANY

Global Dominion Access, S.A.
Ibáñez de Bilbao, 28
48009 Bilbao, Bizkaia
Spain

JOINT GLOBAL COORDINATORS

JB Capital Markets, S.V., S.A.U.
Plaza Manuel Gómez Moreno, 2
28020 Madrid
Spain

Société Générale
29 boulevard Haussmann
75009 Paris
France

JOINT BOOKRUNNER

Banco Santander, S.A.
Paseo de Pereda, 9 - 12
39004 Santander
Spain

LEGAL ADVISERS TO THE COMPANY

As to English and US law:

DLA Piper UK LLP
3 Noble Street
London EC2V 7EE
United Kingdom

As to Spanish law:

DLA Piper Spain, S.L.U.
Paseo de la Castellana, 35
28046 Madrid
Spain

LEGAL ADVISERS TO THE UNDERWRITERS

As to English and US law:

Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ
United Kingdom

As to Spanish law:

Clifford Chance, S.L.
Paseo de la Castellana, 110
28046 Madrid
Spain

INDEPENDENT AUDITORS

PricewaterhouseCoopers Auditores, S.L.
Torre Iberdrola, Plaza Euskadi 5
48009 Bilbao
Spain