

Vela Energy Finance S.A.

Financial statements as at 31 December 2018 and for the period

From 1 January 2018 to 31 December 2018

and report of the Réviseur d'Entreprises Agréé

6, Rue Eugène Ruppert
L-2453 Luxembourg
R.C.S. Luxembourg: B206543
Share capital: EUR 2,031,000

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Independent auditor's report

To the Board of Directors of
Vela Energy Finance S.A.
6, Rue Eugène Ruppert
L-2453 Luxembourg

Opinion

We have audited the financial statements of Vela Energy Finance S.A. (the "Company"), which comprise the statement of financial position as at 31 December 2018, and the statement of comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2018, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

Basis for Opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under those Law and standards are further described in the "responsibilities of the "réviseur d'entreprises agréé" for the audit of the financial statements section of our report. We are also independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and those charged with governance for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the “réviseur d'entreprises agréé” for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the “réviseur d'entreprises agréé” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the “réviseur d'entreprises agréé” to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the “réviseur d'entreprises agréé”. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Ernst & Young
Société anonyme
Cabinet de révision agréé



Olivier LEMAIRE

Luxembourg, 26 June 2019

Vela Energy Finance S.A.

Statement of profit or loss and other comprehensive income
for the period from 1 January 2018 to 31 December 2018

(All amounts in Euro unless otherwise stated)

	Notes	From 1 January 2018 to 31 December 2018	From 1 January 2017 to 31 December 2017
Administrative expenses	4	(102,516)	(102,303)
Operating loss		(102,516)	(102,303)
Finance income		12,036,675	12,757,299
Finance expense		(11,742,649)	(12,443,348)
Net finance income	5	294,026	313,951
Profit before tax		191,510	211,648
Income tax expense	6	(92,845)	(76,186)
Profit for the period		98,665	135,462
Other comprehensive income		-	-
Total comprehensive income for the period		98,665	135,462

The accompanying notes are an integral part of these financial statements.



Statement of financial position
as at 31 December 2018

(All amounts in Euro unless otherwise stated)

	Notes	2018	2017
ASSETS			
Non-current assets			
Loan to shareholder	7	327,844,653	351,079,860
Total non-current assets		327,844,653	351,079,860
Current assets			
Loan to shareholder	7	23,236,844	22,853,458
Other receivables		4,815	-
Cash and cash equivalents		1,045,423	16,558,024
Cash in transit	8	-	(15,746,451)
Net	8	1,045,423	811,573
Total current assets		24,287,082	23,665,031
Total assets		352,131,735	374,744,891
EQUITY AND LIABILITIES			
EQUITY			
Share capital	9	531,000	531,000
Share premium	9	1,500	1,500
Capital contribution	9	-	107,000
Legal reserve	9	9,504	2,731
Retained earnings		180,576	51,887
Net result of the year		98,665	135,462
Total equity		821,245	829,580
LIABILITIES			
Non-current liabilities			
Loans and borrowings	10	327 844 654	351,079,860
Total non-current liabilities		327 844 654	351,079,860
Current liabilities			
Loans and borrowings		23 235 206	38,428,843
Cash in transit		-	(15,746,451)
Net	10	23 235 206	22,682,392
Trade and other payables	11	36,589	46,608
Due to related party	12	-	9,400
Current tax liability		194,041	97,051
Total current liabilities		23 465 835	22,835,451
Total liabilities		351,310,490	373,915,311
Total equity and liabilities		352,131,735	374,744,891

The accompanying notes are an integral part of these financial statements



Vela Energy Finance S.A.

Statement of changes in equity
for the period from 1 January 2018 to 31 December 2018

(All amounts in Euro unless otherwise stated)

	Share capital	Share premium	Capital contribution	Legal reserve	Retained earnings	Net result of the year	Total equity
Balance as at 1 January 2018	531,000	1,500	107,00	2,731	51,887	135,462	829,580
Allocation of the preceding year result (note 9)	-	-	-	6,773	128,689	(135,462)	-
Repayment capital contribution	-	-	(107,000)	-	-	-	(107,000)
Profit for the year	-	-	-	-	-	98,665	98,665
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	98,665	98,665
Balance as at 31 December 2018	531,000	1,500	-	9,504	180,576	98,665	821,245

	Share capital	Share premium	Capital contribution	Legal reserve	Retained earnings	Net result of the year	Total equity
Balance as at 1 January 2017	531,000	1,500	107,000	-	-	54,618	694,118
Allocation of the preceding year result (note 9)	-	-	-	2,731	51,887	(54,618)	-
Profit for the year	-	-	-	-	-	135,462	135,462
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	135,462	135,462
Balance as at 31 December 2017	531,000	1,500	107,000	2,731	51,887	135,462	829,580

The accompanying notes are an integral part of these financial statements.



Statement of cash flows
for the period from 1 January 2018 to 31 December 2018

(All amounts in Euro unless otherwise stated)

	Notes	From 1 January 2018 to 31 December 2018	From 1 January 2017 to 31 December 2017
<i>Cash flows from operating activities</i>			
Profit before tax		191,510	211,648
<i>Adjustments for:</i>			
Finance income	5	(12,036,675)	(12,757,299)
Finance expense	5	11,742,649	12,443,148
Operating loss before working capital movements		(102,516)	(102,503)
<i>Working capital movements:</i>			
Other receivables		(4,815)	5,075
Trade and other payables	11	(10,019)	(33,317)
Due to related party	12	(9,400)	9,400
<i>Other cash flows from operating activities</i>			
Interests paid		(11,742,649)	(19,262,343)
Interests collected		12,210,249	19,576,454
Net cash flows used in operating activities		340,850	192,766
<i>Cash flows from investing activities</i>			
Repayment from shareholder	7	22,682,392	30,637,748
Net cash flows used in investing activities		22,682,392	30,637,748
<i>Cash flows from financing activities</i>			
Repayment of the contribution to the shareholder	9	(107,000)	-
Repayment bonds	10	(22,682,392)	(14,891,297)
Cash in transit (repayment bonds)		-	(15,746,451)
Net cash flows from financing activities		(22,789,392)	(30,637,748)
 Net (decrease) / increase in cash and cash equivalents		 233,850	 192,766
 Cash and cash equivalents at the period	 8	 1,045,423	 16,558,024
Cash in transit	8	-	15,746,451
Net	8	1,045,423	811,573
Restricted cash:	8	(500,000)	(500,000)
Cash and cash equivalents at the period (net of restricted cash)	8	545,423	311,573

The accompanying notes are an integral part of these financial statements.

Notes to the financial statements

1. Company information

Vela Energy Finance S.A. (the “Company”) was incorporated on 26 May 2016 as a “société anonyme” for an unlimited period and is governed under the laws of Grand Duchy of Luxembourg.

The object of the Company is the acquisition, holding and disposal of interests in Luxembourg and/or in foreign companies and undertakings, as well as the administration, development and management of such interests.

The Company may provide loans and financing in any other kind or form or grant guarantees or security in any other kind or form, in favour of the companies and undertakings forming part of the group of which the Company is a member.

The Company may also invest in real estate, in intellectual property rights or any other movable or immovable assets in any kind or form.

The Company may borrow in any kind or form and issue bonds, notes or any other debt instruments as well as warrants or other share subscription rights.

In a general fashion, the Company may carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes.

The registered office of the Company is established in Luxembourg, 6, Rue Eugène Ruppert L-2453 Luxembourg and the Company is registered with the Registre de Commerce under the number B206543.

The Company is a wholly owned subsidiary of Sonnedix España S.L.U. (the “Parent”). Vela Energy Finance S.A. operates in one operating segment being the provision of financing to Vela Energy group entities. No dedicated management reporting information is presented for the Company to a chief decision maker; only the annual financial statements are presented to the management of the Company in analysing the performance of the Company.

The financial year of the Company starts on 1 January and ends on 31 December of each year, except for the first financial year, which starts on 26 May 2016 and ends on 31 December 2016.

The financial statements of the year 2018 were approved by the Board of Directors on June 26, 2019.

2. Summary of significant accounting policies

2.1. Basis of presentation

These financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, (“IFRS”), on an unconsolidated basis, and with the applicable Luxembourg legal and regulatory requirements.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.1. Basis of presentation (continued)

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. Details on significant accounting judgements, estimates and assumptions are provided under Note 3.

These financial statements have been prepared on a historical cost basis. These financial statements have been prepared on a going concern basis.

2.2. Financial instruments

a) Financial assets

In the current period, the Company has adopted IFRS 9 Financial Instruments.. Comparative figures for the year ended 31 December 2017 have not been restated. Therefore, financial instruments in the comparative period are still accounted for in accordance with IAS 39 Financial Instrument: Recognition and Measurement. As there is no difference arising from the adoption of IFRS 9, there is no impact in retained earnings at 1 January 2018.

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

This category is the only one relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.2 Financial instruments (continued)

a) Financial assets (continued)

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes trade receivables, and loan to shareholders.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers that there has been a default when contractual payments are more than 90 days past due.

b) Financial liabilities

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include accrual liabilities and amounts owed to related party.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.2. Financial instruments (continued)

b) Financial liabilities (continued)

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective rate method.

The effective rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Other financial liabilities (continued)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.3. Cash and cash equivalents

Cash and cash equivalents in the statement of financial position may comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.4. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.5. Finance income and finance cost

Interest income and expense is recognised using the effective interest method.

2.6. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.6. Taxes (continued)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change.

The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.7. Foreign currencies

The financial statements are presented in Euro, which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.7. Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

2.8. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.9. Dividends and appropriation of reserves

Dividends / appropriation of reserves to holders of equity instruments are recognised as liabilities in the period in which they are declared.

Dividends / appropriation of reserves to holders of equity instruments, or of the equity component of a financial instrument issued by the company, are recognised directly in equity.

2.10 Changes in accounting policies

New and amendments standards and interpretations

IFRS 9 Financial Instruments

IFRS 9, published in July 2014, replaces the existing guidance in *IAS 39 Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. It also carries forward the guidance on recognition of financial instruments from IAS 39.

IFRS 9 is effective for annual reporting periods on or after 1 January 2018, with early adoption permitted.

The new standard requires the Company to revise its accounting processes and internal controls related to reporting financial instruments.

The Company calculated that this new standard has no impact on the Financial Statements.

Notes to the financial statements

2. Summary of significant accounting policies (continued)

2.10 Changes in accounting policies (continued)

IFRS 15 Revenue from contracts with customers

IFRS 15 supersedes IAS 11 Construction Contracts, IAS 18 Revenue and related Interpretations and it applies, with limited exceptions, to all revenue arising from contracts with its customers. IFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring good or services to a customer.

The Company concluded that this new standard has no impact on the financial statements.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. More particularly, assessing the recoverability of the loan described in note 7 represents a significant judgmental.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Financial risk management	Note 13
- Capital management	Note 14

4. Administrative expenses

	From 1 January 2018 to 31 December 2018	From 1 January 2017 to 31 December 2017
	EUR	EUR
Accounting and other professional fees	76,665	34,850
Legal and notary fees	76	31,896
Tax Advising	4,081	9,281
Auditors' remuneration	11,057	12,025
Bank commission and charges	10,637	14,250
Total administrative expenses	102,516	102,303

Notes to the financial statements

5. Net finance income

	From 1 January 2018 to 31 December 2018	From 1 January 2017 to 31 December 2017
	EUR	EUR
Finance income on loan to shareholder (note 7)	12,036,675	12,757,299
Finance expense on corporate bonds (note 10)	(11,742,649)	(12,443,348)
Net finance income	294,026	313,951

6. Income tax expense

	From 1 January 2018 to 31 December 2018	From 1 January 2017 to 31 December 2017
	EUR	EUR
Current tax expense	92,845	97,051
Reversal tax expense previous year	-	(20,865)
Income tax expense for the period	92,845	76,186

Tax applying the corporate income tax rate and the income tax expense for the period are reconciled as follows:

	From 1 January 2018 to 31 December 2018	From 1 January 2017 to 31 December 2017
	EUR	EUR
Profit before tax	191,510	211,648
Adjustment for Net Wealth Tax	4,145	4,815
Accounting result as at year end	195,655	216,463
<u>Reintegration of non- deductible charges</u>		
Tax expenses	73	87
Reintegration of unrealized margin on financing activity	165,817	179,982
Taxable result	361,545	369,532
Tax losses carried forward incurred before 2017	-	(33,753)
Taxable basis	361,500	362,779
CIT basis (rounded)	361,500	362,750
CIT rate	18%	19%
Corporate Income Tax	65,070	68,922
Contribution to employment fund - rate	7%	7%
Contribution to employment fund for the year	4,555	4,825
Total Income tax	69,625	73,747
MBT basis rounded (after set-off of the EUR 17,500 allowance)	344,000	345,250
MBT rate	7%	7%
MBT for the year	23,220	23,304
Reversal tax expense previous year	-	(20,865)
Income tax expense for the period	92,845	76,186

There is no unrecognized deferred tax asset.

Notes to the financial statements

7. Loan to shareholder

	2018	2017
	EUR	EUR
Loan granted	373,762,252	411,318,481
Interest accrued	1,637	171,067
Repayment	(22,682,392)	(37,556,230)
	351,081,497	373,762,252
Current portion of long term loan to shareholder	(23,236,844)	(22,682,392)
Long term loan to shareholder	327,844,653	351,079,860

On June 22, 2016 the Company entered into an agreement with Vela Energy Equityco, S.L.U. (parent company) to advance all proceeds raised from the issuance of corporate bonds to the parent company. The redemption of loan and the interest payments are directly associated with terms of the corporate bonds, as disclosed in note 10. The interest rate of this loan is same as the one of the bonds plus a margin.

As at 31 December 2017 the interest accrued amount to *EUR 171,067*, and the principal repayments in the 12 months following the balance sheet date amount to *EUR 22,682,392*.

As at 31 December 2018 the interest accrued amount to *EUR 1,637*, and the principal repayments in the 12 months following the balance sheet date amount to *EUR 23,236,844*.

The last instalment will be repaid on June 30, 2036.

The fair value of the loan to shareholder, categorized under Level 2 as described in note 2. 4, amounts to 100% and therefore correspond to carrying value at December 31, 2018.

8. Cash and cash equivalents

	2018	2017
Cash and cash equivalents	1,045,423	16,558,024
Cash in transit	-	(15,746,451)
Net	1,045,423	811,573

	2018	2017
Cash at banks	1,045,423	811,573
Less: Restricted cash	(500,000)	(500,000)
Total cash and cash equivalents	545,423	311,573

Restricted cash represents an amount of *EUR 500,000* maintained with a financial institution relating to a debt service reserve fund, in relation to the Bonds issued as described in Note 10.

Cash in transit as at 31 December 2017 represented a payment of *EUR 15,746,451* for which the Company has requested a bank to process on 29 December 2017 and which was processed by the bank only on January 2, 2018. Such payment is in relation to the partial reimbursement of the bond described in note 10.

Notes to the financial statements

9. Equity

Share capital

As at 31 December 2018 and 31 December 2017, the authorised and issued share capital of the Company amounted to *EUR 2,031,000* which represents 2,031,000 shares with a nominal value of one Euro (EUR 1).

As at 31 December 2018 and 31 December 2017, the Company has received *EUR 500,000* against the issue of 2,000,000 shares of EUR 1 each and therefore an amount of *EUR 1,500,000* remains unpaid against the issued share capital.

All shares of the Company held by the parent have been pledged against the issuance of corporate bonds (note 10) under the share pledge agreement entered into between the parent company as “Pledgor” and BNP Paribas Trust Corporation UK Limited as “Trustee”.

Share premium

On 26 May 2016, the shareholder resolved to issue share capital amounting to *EUR 31,000* and *EUR 1,500* to the share premium account.

Legal reserve

Under Luxembourg law the Company is required to transfer to a legal reserve a minimum of 5 % of its net profits each year until this reserve equals 10 % of the issued share capital. This reserve is not available for distribution.

Capital contribution

During the financial period 2016 the shareholder contributed an amount of *EUR 107,000* in cash as capital contribution without issuing any shares. This capital contribution is distributable to the shareholder subject to availability of the funds.

On 4 April 2018 the Company approved the repayment of the capital contribution in the amount of *EUR 107,000*.

10. Loans and borrowings

	2018	2017
	EUR	EUR
Corporate bonds	373,762,252	411,147,414
Interest accrued	-	-
Payments *	(22,682,392)	(37,385,162)
	351,079,860	373,762,252
Short-term portion of loans and borrowings*	(23,235,206)	(22,682,392)
Non-current loans and borrowings	327,844,654	351,079,860

*Net of cash in transit of *EUR 15,746,451* described in note 8 as at 31 December 2017.

Notes to the financial statements

10. Loans and borrowings (continued)

On June 16, 2016, the Company entered into the following agreements for issuance of the corporate bonds:

- The Company as Issuer entered into a trust deed with BNP Paribas Trust Corporation UK Limited as Trustee, for benefit of the bond holders.
- The Company as Issuer entered into a Subscription Agreement with CaixaBank S.A. and Deutsche Bank AG, London Branch as Joint Lead Managers (JLM), whereby the JLM agreed to subscribe Class A1 and Class A2 bonds issued by the Company.
- The Company as Issuer entered into a Bond Purchase Agreement with Massachusetts Mutual Life Insurance Company as Bond Purchaser (BP) and Deutsche Bank AG, London Branch as Settlement Agent (SA), whereby the BP agreed to purchase Class A3 Bonds and appointed the Settlement Agent SA to act on its behalf.
- The Company as Issuer entered into a Placement Agreement with Merrill Lynch International as a Placement Agent, for the purpose of co-ordinating the placing of the bonds, together with the Joint Lead Managers, without underwriting or subscribing any bonds in its personal capacity.

All bonds bear an interest at the rate of 3.195% payable semi-annually in arrears on the outstanding principal amount from June 22, 2016, on June 30 and December 31 except for the first payment which is due on January 2, 2017.

The bonds are listed in the Frankfurt Stock Exchange in the "open market" segment. The Company did not incur in any debt issuance cost in relation to this financing.

The principal amount is redeemable under the amortisation schedule as per the trust deed, where the first repayment is scheduled on January 2, 2017 and all future repayments semi-annually on June 30 and December 31. The latest repayment date is June 30, 2036.

The fair value of corporate bonds, categorized under Level 1 as described in note 2. 4, amounts to 100% and therefore corresponds to its carrying value at December 31, 2018.

11. Trade and other payables

	2018	2017
	EUR	EUR
Accrued liabilities	36,589	46,608
Total trade and other liabilities	36,589	46,608

Notes to the financial statements

12. Related party transactions

Vela Energy EquityCo S.L.U., incorporated in Spain, holds 100% shares of the Company and is therefore the parent company.

The Company entered into a loan agreement with the shareholder as disclosed in note 7.

During 2017 the Company has received a short-term advance from the related party Vela Energy Luxembourg Holdco 1 S.C.A. amounting to *EUR 9,400*. This balance is non-interest bearing.

During 2018 the Company has received a short-term advance from a related party amounting to *EUR 39,448*. This balance is non-interest bearing.

On 27 July 2018 the Company fully repaid the short-term loans to the related parties, meaning the repayment of *EUR 39,448* plus *EUR 9,400*.

13. Financial risk management

The Company's principal financial assets include loan to a parent company and cash at bank. The Company's principal financial liabilities comprise corporate bonds and accrued expenses. The main purpose of these financial liabilities is to finance the Company's operations

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. The Company does not hold any equity instruments and is therefore not subject to any equity price risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not hold any financial instruments at variable interest rate and therefore it is not exposed to such risk as at 31 December 2018.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. All Company's assets and related financing are denominated in EUR and consequently the Company is not exposed to any significant foreign currency risk.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its financing activities, including long term loan to shareholder, receivable from shareholder and deposits with banks and financial institutions. The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows:

Notes to the financial statements

13. Financial risk management (continued)

Credit risk (continued)

-----all amounts in EUR-----

Financial assets	less than 12 months	greater than 1 year less than 5 years	more than 5 years	Total
Loan to shareholder	22,682,392	97,522,273	253,557,587	373,762,251
Cash and cash equivalents	16,558,024	-	-	16,558,024
Cash in transit (note 8)	(15,746,451)	-	-	(15,746,451)
Total as at 31 December 2017	23,493,965	97,522,273	253,557,587	374,573,824
Loan to shareholder	23,236,843	94,276,963	233,567,690	351,079,859
Other receivables	4,815	-	-	4,815
Cash and cash equivalents	1,045,423	-	-	1,045,423
Cash in transit (note 8)	-	-	-	-
Total as at 31 December 2018	24,287,082	94,276,963	233,567,690	352,131,735

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Prudent liquidity risk management is achieved through maintaining sufficient cash.

The following are the remaining undiscounted contractual maturities at the end of the reporting period of financial liabilities as at 31 December 2018

-----all amounts in EUR-----

Financial liabilities	less than 12 months	greater than 1 year less than 5 years	more than 5 years	Total
Corporate bonds (net of cash in transit – note 8)	22,682,392	97,522,473	253,557,387	373,762,252
Accrued liabilities	46,608	-	-	46,608
Due to related party	9,400	-	-	9,400
Total as at 31 December 2017	22,738,400	97,522,473	253,557,587	373,818,260
Corporate bonds (net of cash in transit – note 8)	23,235,206	94,276,963	233,567,691	351,079,860
Accrued liabilities	36,589	-	-	36,589
Due to related party	-	-	-	-
Total as at 31 December 2018	23,271,795	94,276,963	233,567,421	351,116,449

Notes to the financial statements

14. Capital management

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital to ensure that the net equity does not fall below more than 50% of subscribed share capital of the Company.

	2018	2017
	EUR	EUR
Share capital	531,000	531,000
Share premium	1,500	1,500
Capital contribution	-	107,000
	532,500	639,500
Net equity	821,245	829,580
Percentage	154%	130%

15. Staff

The Company employed no staff during the years 2017 and 2018.

16. Emoluments granted to the members of the managing and supervisory bodies and commitments in respect of retirement pensions for former members of those bodies

In 2018 and 2017 no remuneration was paid to the executives or key management personnel of the Company.

17. Commitments and contingencies

The Company has no commitments and/or contingencies as at 31 December 2018, except for the shares pledged against the issuance of corporate bonds and future contractual payments of interest on corporate bonds, which have been disclosed in note 7 and 10, respectively.

Notes to the financial statements

18. Standards issued but not yet effective

A number of new standards and amendments to standards are effective for annual periods beginning on or after 1 January 2019 and earlier application is permitted.

- IFRS 16 Leases: 1 January 2019
- IFRS 17 Insurance Contracts 1 January 2021
- IFRS 9 (amendments) Prepayment Features with Negative Compensation: 1 January 2019
- IFRIC 23 Uncertainty over Income Tax Treatments: 1 January 2019
- IAS 19 (amendments) Plan Amendment, Curtailment or Settlement 1 January 2019
- IAS 1 and IAS 8 (amendments): Definition of material: 1 January 2020
- Annual Improvements to IFRS Standards 2015-2017 Cycle: 1 January 2019
- Amendments to References to the conceptual Framework in IFRS Standard

The Company does not expect any significant impact from the application of those standards and amendments.

19. Subsequent events

No subsequent events have occurred that would require an adjustment or additional disclosure to the annual accounts.

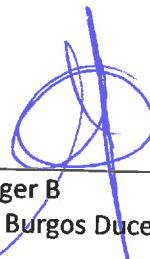
Notes to the financial statements

Draft of the Annual Accounts

The draft of the Annual Accounts was approved by the Board of Directors on June 26, 2019 and comprises: Statement of profit or loss and other comprehensive income, Statement of financial position, Statement of changes in equity, Statement of cash flows and the Notes to the financial statements.



Manager A
Sonnedix España Equityco S.L.
(formerly known as Vela Energy Equityco S.L.)
Represented by: Miguel Angel García
Mascuñan,
its Legal Representative



Manager B
David Burgos Duce