

Registre de Commerce et des Sociétés

Numéro RCS : B105100

Référence de dépôt : L160250263

Déposé et enregistré le 22/12/2016

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RCSL Nr. : B105100

Matricule : 2004 2226 379

eCDF entry date : 22/12/2016

BALANCE SHEET**Financial year from** ⁰¹ 01/01/2015 **to** ⁰² 31/12/2015 (in ⁰³ EUR)

SPL I S.A.

15, Boulevard Roosevelt
L-2450 Luxembourg**ASSETS**

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101 _____	101 _____	102 _____
I. Subscribed capital not called	1103 _____	103 _____	104 _____
II. Subscribed capital called but unpaid	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 <u>7.700.173,90</u>	110 <u>7.687.754,55</u>
I. Intangible fixed assets	1111 _____	111 _____	112 _____
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 _____	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 _____	118 _____
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	1123 _____	123 _____	124 _____
II. Tangible fixed assets	1125 _____	125 _____	126 _____
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

The notes in the annex form an integral part of the annual accounts

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 _____	132 _____
4. Payments on account and tangible fixed assets under development	1133 _____	133 _____	134 _____
III. Financial fixed assets	1135 _____	135 <u>7.700.173,90</u>	136 <u>7.687.754,55</u>
1. Shares in affiliated undertakings	1137 _____	137 _____	138 _____
2. Amounts owed by affiliated undertakings	1139 _____	139 _____	140 _____
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141 _____	141 <u>1.039.140,00</u>	142 <u>1.039.140,00</u>
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Securities and other financial instruments held as fixed assets	1145 _____	145 <u>6.661.033,90</u>	146 <u>6.648.614,55</u>
6. Loans and claims held as fixed assets	1147 _____	147 _____	148 _____
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
D. Current assets	1151 _____	151 <u>86.373.403,39</u>	152 <u>92.425.485,05</u>
I. Inventories	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 _____	163 <u>79.067.459,31</u>	164 <u>90.260.919,08</u>
1. Trade receivables	1165 _____	165 _____	166 _____
a) becoming due and payable within one year	1167 _____	167 _____	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____	171 _____	172 _____
a) becoming due and payable within one year	1173 _____	173 _____	174 _____
b) becoming due and payable after more than one year	1175 _____	175 _____	176 _____
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 <u>79.059.831,11</u>	178 <u>90.255.917,38</u>
a) becoming due and payable within one year	1179 _____	179 _____	180 _____
b) becoming due and payable after more than one year	1181 _____	181 <u>79.059.831,11</u>	182 <u>90.255.917,38</u>

	Reference(s)	Current year	Previous year
4. Other receivables	1183 _____	183 <u>7.628,20</u>	184 <u>5.001,70</u>
a) becoming due and payable within one year	1185 _____	185 <u>7.628,20</u>	186 <u>5.001,70</u>
b) becoming due and payable after more than one year	1187 _____	187 _____	188 _____
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests	1191 _____	191 _____	192 _____
2. Own shares or own corporate units	1193 _____	193 _____	194 _____
3. Other transferable securities and other financial instruments	1195 _____	195 _____	196 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 <u>7.305.944,08</u>	198 <u>2.164.565,97</u>
E. Prepayments	1199 _____	199 _____	200 _____
TOTAL (ASSETS)		201 <u>94.073.577,29</u>	202 <u>100.113.239,60</u>

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
I. Subscribed capital	1301 _____	301 <u>1.473.797,56</u>	302 <u>1.371.679,81</u>
II. Share premium and similar premiums	1303 _____	303 <u>2.000.000,00</u>	304 <u>2.000.000,00</u>
III. Revaluation reserves	1305 _____	305 _____	306 _____
IV. Reserves	1307 _____	307 _____	308 _____
1. Legal reserve	1309 _____	309 <u>7.949,87</u>	310 <u>7.949,87</u>
2. Reserve for own shares or own corporate units	1311 _____	311 <u>7.949,87</u>	312 <u>7.949,87</u>
3. Reserves provided for by the articles of association	1313 _____	313 _____	314 _____
4. Other reserves	1315 _____	315 _____	316 _____
V. Profit or loss brought forward	1317 _____	317 _____	318 _____
VI. Profit or loss for the financial year	1319 _____	319 <u>-636.270,06</u>	320 <u>-724.261,57</u>
VII. Interim dividends	1321 _____	321 <u>102.117,75</u>	322 <u>87.991,51</u>
VIII. Capital investment subsidies	1323 _____	323 _____	324 _____
IX. Temporarily not taxable capital gains	1325 _____	325 _____	326 _____
	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 _____	329 _____	330 _____
1. Convertible loans	1413 _____	413 _____	414 _____
a) becoming due and payable within one year	1415 _____	415 _____	416 _____
b) becoming due and payable after more than one year	1417 _____	417 _____	418 _____
2. Non convertible loans	1419 _____	419 _____	420 _____
a) becoming due and payable within one year	1421 _____	421 _____	422 _____
b) becoming due and payable after more than one year	1423 _____	423 _____	424 _____
C. Provisions	1331 _____	331 <u>200,00</u>	332 <u>400,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 _____	336 _____
3. Other provisions	1337 _____	337 <u>200,00</u>	338 <u>400,00</u>
D. Non subordinated debts	1339 _____	339 <u>92.418.207,71</u>	340 <u>98.532.751,96</u>
1. Debenture loans	1341 _____	341 _____	342 _____
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____

	Reference(s)	Current year	Previous year
b) Non convertible loans	1349	349	350
i) becoming due and payable within one year	1351	351	352
ii) becoming due and payable after more than one year	1353	353	354
2. Amounts owed to credit institutions	1355	36.093.750,00	39.187.500,00
a) becoming due and payable within one year	1357		
b) becoming due and payable after more than one year	1359	36.093.750,00	39.187.500,00
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361		
a) becoming due and payable within one year	1363		
b) becoming due and payable after more than one year	1365		
4. Trade creditors	1367	239,00	230,00
a) becoming due and payable within one year	1369	239,00	230,00
b) becoming due and payable after more than one year	1371		
5. Bills of exchange payable	1373		
a) becoming due and payable within one year	1375		
b) becoming due and payable after more than one year	1377		
6. Amounts owed to affiliated undertakings	1379		
a) becoming due and payable within one year	1381		
b) becoming due and payable after more than one year	1383		
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385		
a) becoming due and payable within one year	1387		
b) becoming due and payable after more than one year	1389		
8. Tax and social security debts	1391	413.991,14	968.741,78
a) Tax debts	1393	413.991,14	968.741,78
b) Social security debts	1395		

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	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 <u>55.910.227,57</u>	398 <u>58.376.280,18</u>
a) becoming due and payable within one year	1399 _____	399 <u>8.952.991,04</u>	400 <u>8.627.211,76</u>
b) becoming due and payable after more than one year	1401 _____	401 <u>46.957.236,53</u>	402 <u>49.749.068,42</u>
E. Deferred income	1403 _____	403 <u>181.372,02</u>	404 <u>208.407,83</u>
TOTAL (LIABILITIES)		405 <u>94.073.577,29</u>	406 <u>100.113.239,60</u>

PROFIT AND LOSS ACCOUNTFinancial year from ⁰¹ 01/01/2015 to ⁰² 31/12/2015 (in ⁰³ EUR)

SPL I S.A.

15, Boulevard Roosevelt
L-2450 Luxembourg**A. CHARGES**

	Reference(s)	Current year	Previous year
1. Use of merchandise, raw materials and consumable materials	1601 _____	601 _____	602 _____
2. Other external charges	1603 _____	603 <u>15.862,88</u>	604 <u>34.680,18</u>
3. Staff costs	1605 _____	605 _____	606 _____
a) Salaries and wages	1607 _____	607 _____	608 _____
b) Social security on salaries and wages	1609 _____	609 _____	610 _____
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
4. Value adjustments	1615 _____	615 _____	616 _____
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____	618 _____
b) on current assets	1619 _____	619 _____	620 _____
5. Other operating charges	1621 _____	621 <u>550,00</u>	622 <u>550,00</u>
6. Value adjustments and fair value adjustments on financial fixed assets	1623 _____	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	1625 _____	625 _____	626 _____
8. Interest and other financial charges	1627 _____	627 <u>5.281.951,28</u>	628 <u>3.883.309,41</u>
a) concerning affiliated undertakings	1629 _____	629 _____	630 _____
b) other interest and similar financial charges	1631 _____	631 <u>5.281.951,28</u>	632 <u>3.883.309,41</u>

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	Reference(s)	Current year	Previous year
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 _____	650 _____
10. Extraordinary charges	1633 _____	633 <u>10.474,90</u>	634 _____
11. Income tax	1635 _____	635 <u>46.294,06</u>	636 <u>36.299,85</u>
12. Other taxes not included in the previous caption	1637 _____	637 <u>1.662,00</u>	638 <u>1.222,50</u>
13. Profit for the financial year	1639 _____	639 <u>102.117,75</u>	640 <u>87.991,51</u>
TOTAL CHARGES		641 <u>5.458.912,87</u>	642 <u>4.044.053,45</u>

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B. INCOME

	Reference(s)	Current year	Previous year
1. Net turnover	1701 _____	701 _____	702 _____
2. Change in inventories of finished goods and of work and contracts in progress	1703 _____	703 _____	704 _____
3. Fixed assets under development	1705 _____	705 _____	706 _____
4. Reversal of value adjustments	1707 _____	707 <u>2.776.012,77</u>	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 <u>2.776.012,77</u>	712 _____
5. Other operating income	1713 _____	713 <u>400,00</u>	714 _____
6. Income from financial fixed assets	1715 _____	715 <u>12.419,35</u>	716 <u>21.378,20</u>
a) derived from affiliated undertakings	1717 _____	717 _____	718 _____
b) other income from participating interests	1719 _____	719 <u>12.419,35</u>	720 <u>21.378,20</u>
7. Income from financial current assets	1721 _____	721 <u>2.670.080,41</u>	722 <u>4.021.287,82</u>
a) derived from affiliated undertakings	1723 _____	723 _____	724 _____
b) other income from financial current assets	1725 _____	725 <u>2.670.080,41</u>	726 <u>4.021.287,82</u>
8. Other interest and other financial income	1727 _____	727 _____	728 <u>1.387,39</u>
a) derived from affiliated undertakings	1729 _____	729 _____	730 _____
b) other interest and similar financial income	1731 _____	731 _____	732 <u>1.387,39</u>
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____	746 _____
10. Extraordinary income	1733 _____	733 <u>0,34</u>	734 <u>0,04</u>
13. Loss for the financial year	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
TOTAL INCOME		737 <u>5.458.912,87</u>	738 <u>4.044.053,45</u>

SPL I S.A.

Public Company

Registered office: 15, boulevard Roosevelt L-2450 LUXEMBOURG**R.C.S. LUXEMBOURG B-105.100**

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NOTES TO THE ANNUAL ACCOUNTS**AS OF 31 DECEMBER 2015****I. GENERAL BACKGROUND**

The company was incorporated in Luxembourg on 9 December 2004, as a public company under the name of PEDONA FINANCE S.A.. The registered office of the company is located in L-LUXEMBOURG.

On 20 May 2005, the company changed its name into SPECIAL PROJECTS LUXEMBOURG S.A..

On 18 March 2014 the company changed its name into SPL I S.A.

The annual accounts cover the period from 1 January to 31 December for each year.

II. ACCOUNTING PRINCIPLES

The annual accounts of the company have been set up according to legal prescriptions and to generally accepted accounting principals.

The books of the company are kept in euros (EUR) and the annual accounts are expressed in this currency.

Operations which are done in a different currency than the presentation currency are converted in the balance sheet currency at the rate of exchange applicable at the date of operation.

At closing date :

- the acquisition of investments expressed in another currency than the presentation currency remains converted at the historical rate of exchange;
- all bank accounts expressed in another currency than the presentation currency are evaluated separately at the exchange rate applicable at closing date;
- all other assets expressed in another currency than the presentation currency are evaluated separately either at their acquisition costs or at closing rate of exchange which ever value is lowest;
- all other liabilities expressed in another currency than the presentation currency are evaluated separately either at their acquisition costs or at closing rate of exchange, which ever value is highest.

Thus, all realised and unrealised exchange losses and only realised exchange profits are registered in the profit and loss account.

Financial assets are recorded at their acquisition costs. A value adjustment is recorded if the expected realization value is permanently lower than acquisition costs.

The debtors are recorded at their acquisition costs. A value adjustment is recorded if the expected realization value is lower than acquisition costs.

At closing date of every exercise, reserves are established to cover all the risks and predictable charges. Reserves concerning the previous exercises are regularly revised and taken back in result if they became groundless.

In conformity with Luxembourg laws, the company does not have to draw up consolidated annual accounts and a consolidated annual management report. Nevertheless, the company belongs to the group of Prime Capital S.A. a Luxembourg company. The consolidated financial statements and the consolidated managing report are available at its head office at 15, boulevard Roosevelt, L-2450 Luxembourg.

III. SHARE CAPITAL

The subscribed capital of the company amounts at 31 December 2015 to EUR 2.000.000,00 represented by 20.000 shares, each with a par value of EUR 100,00 and fully paid in.

IV. LEGAL RESERVE

According to the provisions of the Luxembourg law of 10 August 1915 on commercial companies, an appropriation of at least 5% of net profit for the year must be made annually to the legal reserve until this reserve reaches 10% of the subscribed capital.

The legal reserve may not be distributed.

V. LIABILITIES

The liabilities with a maturity date higher than five years amount to EUR 66.567.465,00 as of 31 December 2015.

VI. INFORMATION ON OFF-BALANCE SHEET POSITIONS

Pursuant to a pledge agreement dated 26 June 2013, all shares of SPL I S.A. including all new shares issued in the future, have been pledged in favour of the Security Agent acting for itself and as agent for and on behalf of the Finance Parties.

Pursuant to several pledge agreements dated 26 June 2013 all receivables of SPL I S.A. have been pledged in favour of the Security Agent as well as the bank account held with KBL European Private Bankers S.A.

VII. ALLOCATION OF THE RESULT 2015

Proposition of the board of directors :

Result carried forward	:(EUR 636.270,06)
Result of the year	: <u>EUR 102.117,75</u>
Result to bring forward	:(EUR 534.152,31)

The shareholder has decided to carry forward the profit 2015 amounting to EUR 102.117,75.

VIII. BOARD OF DIRECTORS

- H.E. Sheikh Hamad bin Jassim bin Jabr AL-THANI, businessman, professionally residing in DOHA (QATAR);
- H.E. Sheikha Noor Abdulaziz Abdulla T. AL-SUBAIE, director, professionally residing in DOHA (QATAR);
- H.E. Sheikh Mohammed Hamad Jassim J. AL-THANI, businessman, professionally residing in DOHA (QATAR);
- H.E. Sheikh Jassim Hamad Jassim J. AL-THANI, businessman, professionally residing in DOHA (QATAR);
- Mr. Jean FABER, bachelor of economics, professionally residing in L-LUXEMBOURG;
- Mr. Didier KIRSCH, chartered accountant, professionally residing in L-LUXEMBOURG;
- Mrs. Claude KRAUS, chartered accountant, professionally residing in L-LUXEMBOURG;
- Mr. Gilles KRIER, chartered accountant, professionally residing in L-LUXEMBOURG;
- Ms. Jeanne PIEK, private employee, professionally residing in L-LUXEMBOURG.

IX. STATUTORY AUDITOR

- REVILUX S.A., with registered office at 17, boulevard Roosevelt, L-2450 LUXEMBOURG, registered at the Trade Register of LUXEMBOURG under B-25.549.

X. ADVANCES AND LOANS GRANTED TO THE MEMBERS OF THE ADMINISTRATIVE, MANAGERIAL AND SUPERVISOR BODIES

No advance and no loan were credited during the year 2015 to the members of the said bodies.

