



ANNUAL REPORT
AND ACCOUNTS 2014

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ACRONYMS:

OMIClear

OMIClear, C.C., S.A.

OMIP

OMIP – Pólo Português, S.G.M.R., S.A.

OMIE

OMI – Polo Español, S.A.

OMIP SGPS

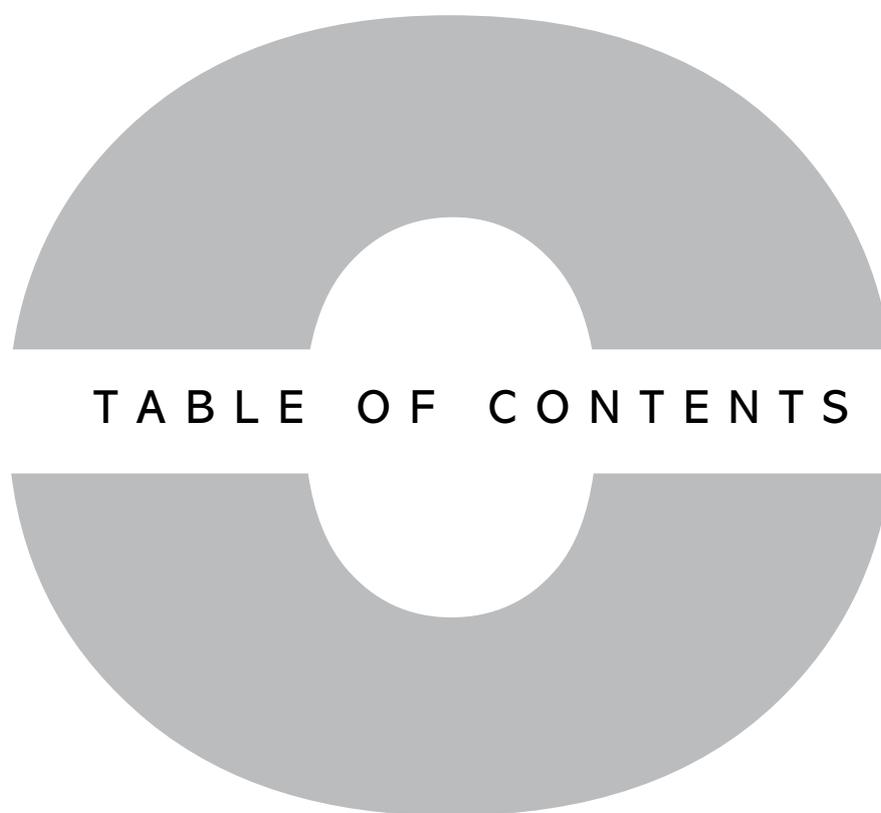
OMIP – Operador do Mercado Ibérico (Portugal), SGPS, S.A.

OMEL

Operador del Mercado Iberico de Energía, Polo Español, S.A.

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MESSAGE FROM THE CHAIRMAN



2014 was a very important year for OMIClear, marking the beginning of a stage of new opportunities for growth in an increasingly competitive environment, where regulation and supervision take on a relevant role.

In this context, 2014 was the first full year with OMIClear functioning under the new shareholder and managerial structure resulting from the increase in capital operated in October 2013, in compliance with the requirements stipulated in the EMIR (European Market Infrastructure Regulation) regarding Central Counterparties' capital.

In late October 2014, the Comissão do Mercado de Valores Mobiliários, the Portuguese Securities Market Commission, following the favourable opinion of the College formed by ESMA (European Securities Market Authority), Central Banks and supervision authorities of several Member States, approved the authorisation of OMIClear to act as a Central Counterparty in agreement with the EMIR.

The granting of the EMIR authorisation was a very important step for OMIClear, demonstrating the quality of the work developed and of the services provided to the participants in the Market and their clients, as well as to the regulators. In this way, the strong commitment of the company to fulfilling the best and more stringent international practices in the sector became evident, once again allowing OMI – Operador do Mercado Ibérico – to assert itself as a group that seeks excellence and the development of the Market as goals of its activities, with a view to keeping an important position in the European Internal Energy Market.

Regarding its activities, in 2014, in terms of cleared volumes, OMIClear recorded a growth of 19,4% compared to the previous year. More specifically, 104,4 TWh were recorded, of which 52,86 TWh coming from the regulated market managed by OMIP (which included continuous negotiations and regulated auctions of sale of production under a special regime and of capacity of interconnection in the Portugal-Spain border), which represents an increase in 11,4% relative to 2013. Regarding the OTC volume registered for clearing at OMIClear, the volume rose to 49,56 TWh (+29,2% than in the previous year).

The important growth in activity should be positively valued, given the current competition context, where the provision of identical services by other counterparties has intensified.

OMIClear's authorisation to act as central counterparty under the terms of the EMIR, along with the increase in cleared volumes and the number of clearing members, the adding of new products, such as the clearing of transactions resulting from FTR auctions or the clearing of option contracts, contribute to the enhancement of the achievements reached in 2014.

The year of 2015 presents OMIClear with a series of challenges, involving the expansion of the portfolio of products and services, namely those linked to the Iberian Natural Gas Market and the compensation of German and French electricity futures. Overcoming these challenges is essential to continuing to strengthen the role of OMIClear as a clearing chamber with authorisation to act as central counterparty and with a system of settlement in the energy markets in the European context.

Lisbon, 16 March 2015

Pedro Jesús Mejía Gómez

Chairman of the Board of Directors

José Isidoro d'Oliveira Carvalho Netto

Deputy-Chairman of the Board of Directors

02

RELEVANT FACTS

2014

27 January	Admission of <i>GDF Suez Trading</i> as a direct clearing member.
07 February	Launching of Daily and Weekly contracts for the Portuguese area of MIBEL.
10 February	Hiring of Dr. Pablo Villaplana as Chief Operating Officer (COO).
07 March	23 rd meeting of the Clearing and Settlement Committee, in London.
25 March	Admission of <i>Red Eléctrica de España, S.A.U.</i> as direct clearing member (in the context of FTR auctions).
25 March	Second FTR auction, the first with available capacity for the two directions of the interconnection.
27 May	Launching of Option Contracts.
05 June	24 th meeting of the Clearing and Settlement Committee, in Madrid.
30 September	New monthly record in September, with 14,51 TWh of total cleared volume.
03 October	25 th meeting of the Clearing and Settlement Committee, in Porto.
03 November	OMIClear received authorisation to act as central counterparty under the terms of the EMIR.
06 November	Admission of <i>Iberdrola Generación España, S.A.U.</i> as direct clearing member.
31 December	New annual maximum with 102,41 TWh of total cleared volume.

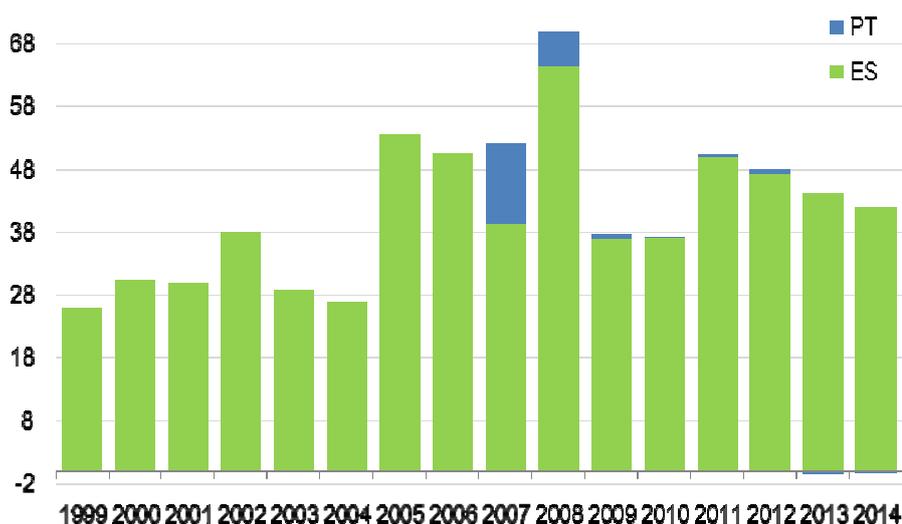
03

DERIVATIVES MARKET

3.1. Framework

The year of 2014 once again witnessed, and for the third consecutive year, a decrease in average annual spot prices of electricity, with differences compared to last year of 2,13 EUR/MWh and 1,79 EUR/MWh, respectively, in the Spanish and Portuguese zones of MIBEL.

Figure 1 Spot prices (EUR/MWh) 1998 to 2014. Annual average. Spanish and Portuguese Zones.



It is also important to emphasize that, similarly to 2013, the average Portuguese price was once again below the Spanish one, this time by 0,28 EUR/MWh, thus keeping up with the inversion of the trend noted since 2007, the year when the Iberian Market began working in a joint manner.

Aside from the mentioned decline in spot prices, average futures prices once again recorded a decrease in 2014 compared to last year. Indeed, the average futures price for the Spanish zone of MIBEL was of 45,03 EUR/MWh monthly, 46,83 EUR/MWh quarterly and 48,06 EUR/MWh in the annual contract.

Figure 2 Price of Futures for the first Contracts (EUR/MWh). Spanish Zone.

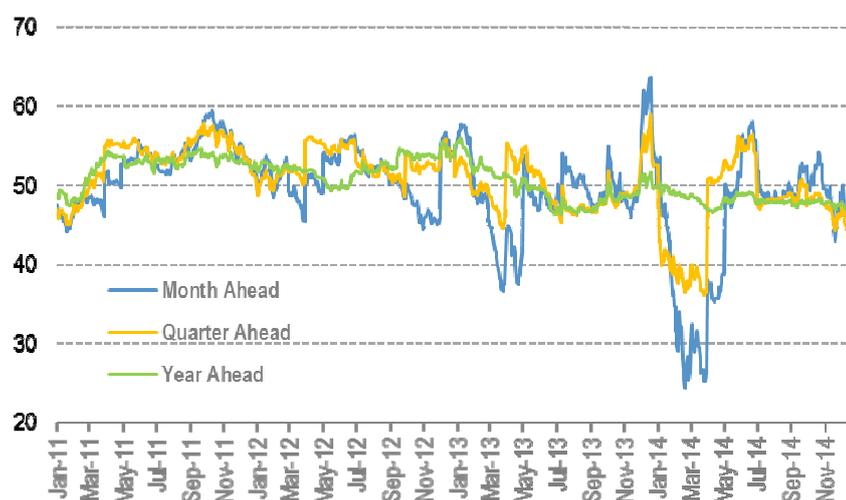
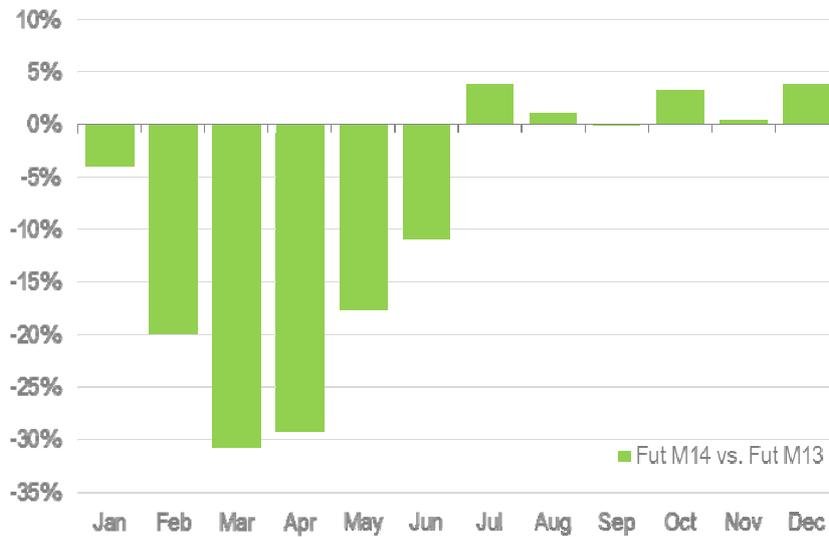


Figure 3 Variation in Average Monthly Futures Prices 2014 vs. 2013. Spanish Zone.



When compared with the French market, the prices of the annual products were always higher in Portugal and Spain, whereas in the quarterly contracts Iberian prices were higher in the first two quarters of the year, with the situation inverting in the third and fourth quarters of the year, albeit with narrower spreads.

Figure 4 Prices of the first Quarterly Futures Contract (EUR/MWh). Iberian Market vs. French Market.

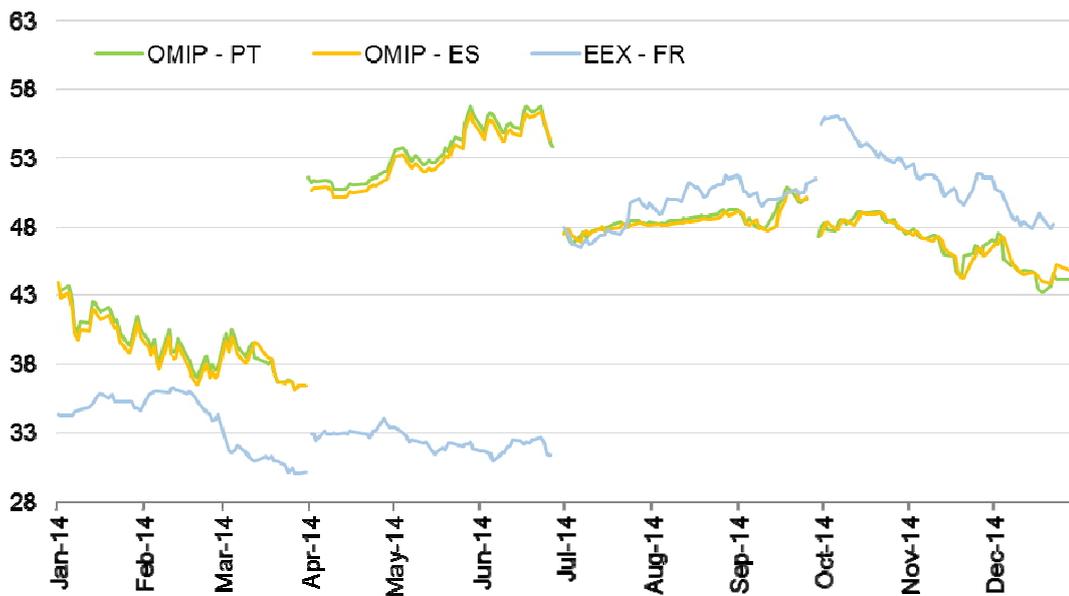
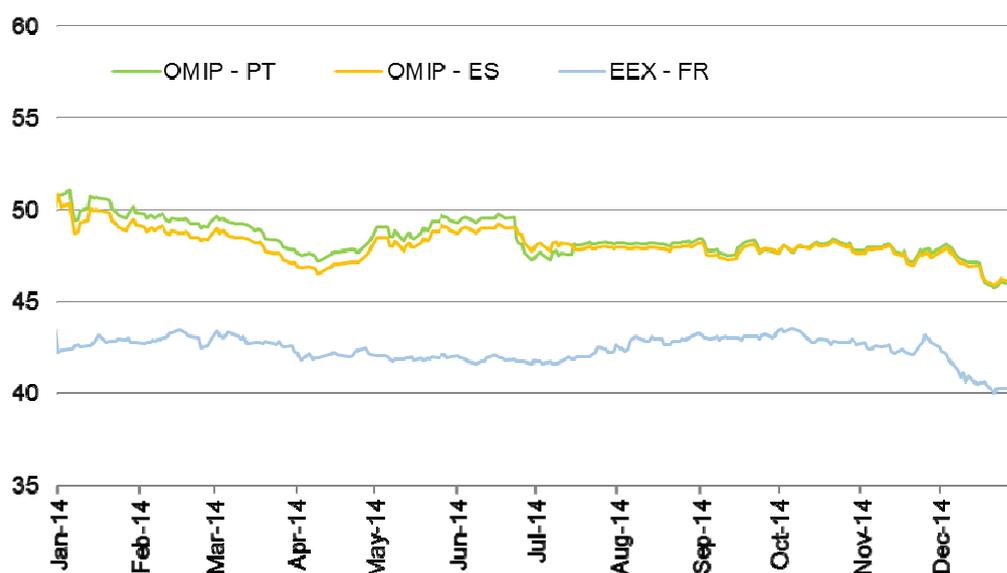


Figure 5 Prices of the Futures Contract 2015 (EUR/MWh). Iberian Market vs. French Market.



3.2. Clearing and Settlement Activity

The volume recorded and cleared by OMIClear presented a significant growth of over 19% compared to last year, rising from 85,8 TWh to 102,4 TWh, and representing a notional amount of 4 358 million EUR.

Table 2 OMIClear Activity Indicators

	2014	2013
Registered Volume (TWh)	102,4	85,8
Registered Notional Principal Amount (Million EUR)	4 358	4 205

A closer look at the volumes recorded on an annual basis shows that the upward trend noted since the beginning of the market continued to be felt, with OMIClear consolidating its position vis-à-vis the central counterparties dedicated to the clearing of electricity derivatives.

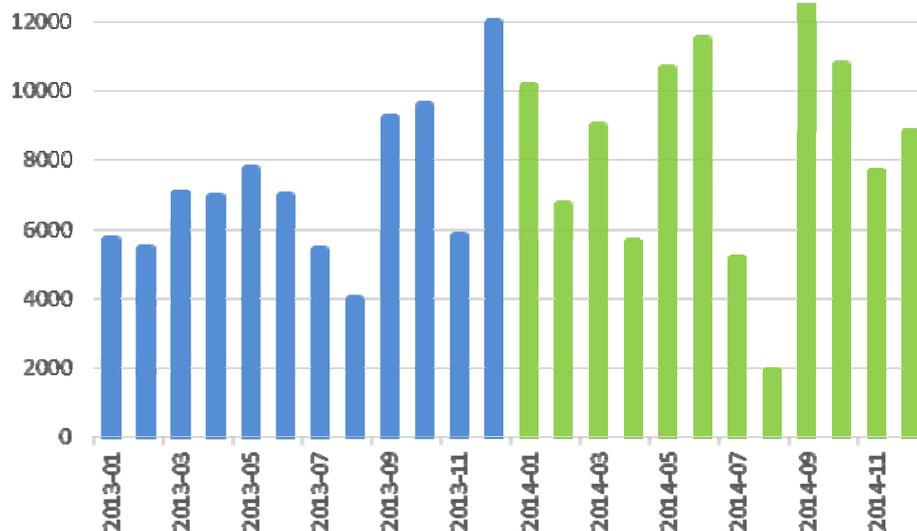
Figure 6 Annual volumes cleared by OMIClear (TWh)



In 2014, there were increases of 11,5% in the clearance of exchange market transactions and of 29% in the clearance of registered bilateral transactions (OTC). The volume originating at OMIP represented 51,61% of the total, while the remaining 44,75%, amounting to 49,6 TWh, resulted from the clearance of bilateral operations.

Nevertheless, and when analysing each month separately, cleared volumes still show some volatility throughout the year. September and June were the months with the highest volume.

Figure 7 Monthly Energy Volumes registered at OMIClear (MWh)



A quarterly analysis also shows some volatility in terms of liquidity, and we particularly emphasize the second and fourth quarters of 2014, where 27,76 TWh and 27,24 TWh were reached, respectively.

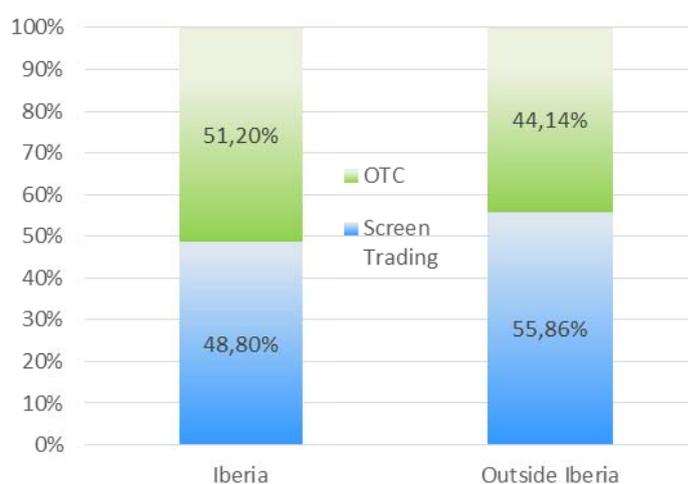
With the aim of continuing to promote market liquidity, OMIClear, in collaboration with OMIP, continued to support the *Market Makers* programme. In this context, the following aspects are particularly relevant:

- > The setting up of an annual contract with all *Market Makers*;
- > The admission of a new *Market Maker*, *EDF Trading*, which joined *AXPO Energía* and *Citigroup*, negotiating members that had already been playing this important role in previous years.
- > In 2014, monthly, quarterly and annual contracts had *Market Makers*.
- > The existence of the first *Market Makers*, *Axpo Energía*, for options products.

Figure 8 *Market Making* in the OMIP market. Spanish Futures Zone.



Figure 9 Distribution of volumes cleared by OMIClear. Exchange Trading vs. OTC and Iberia vs. Outside Iberia (2014).



Approximately 39,8% of the cleared volume originated outside Iberia, and the distribution by segment is asymmetric. The volume recorded by Iberian companies stems in equal parts from operations in Market Trading and in OTC Market. “Outside Iberia” companies, on the other hand, denote a small predominance of Market Trading operations (55,9%) over bilateral operations (44,1%).

Contracts in the Portuguese Zone represented approximately 5,7% of the cleared volume.

Regarding contract maturity, most contracts cleared by OMIClear (cf. Figure 11) continue to be those delivered quarterly, with a market share of approximately 36,7%, but contracts delivered annually, with a market share of 36,2%, must also be highlighted.

Figure 10 Volumes traded in the Market and cleared by OMIClear (MWh). Historical distribution by maturity.

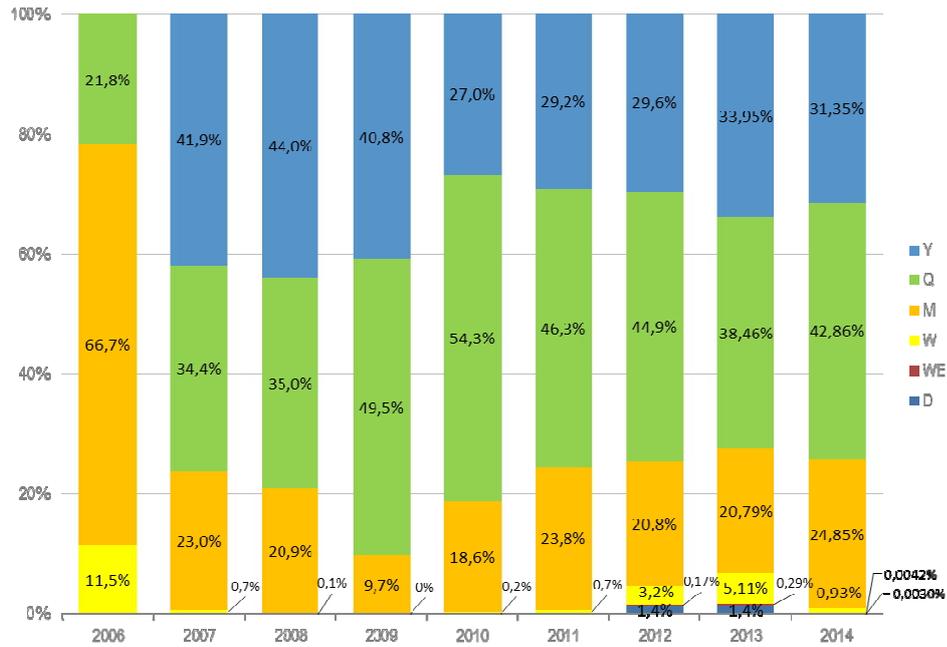
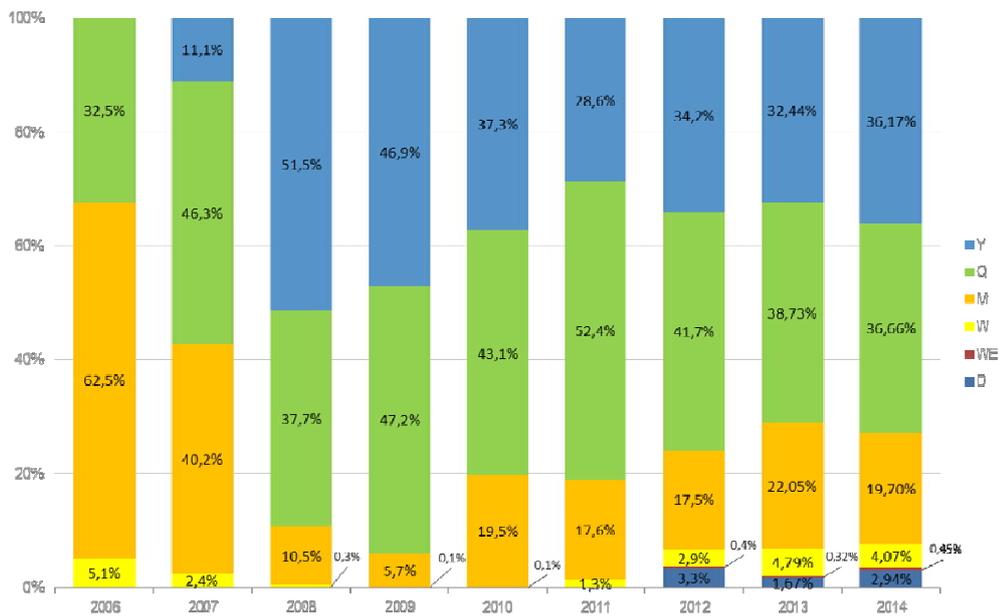
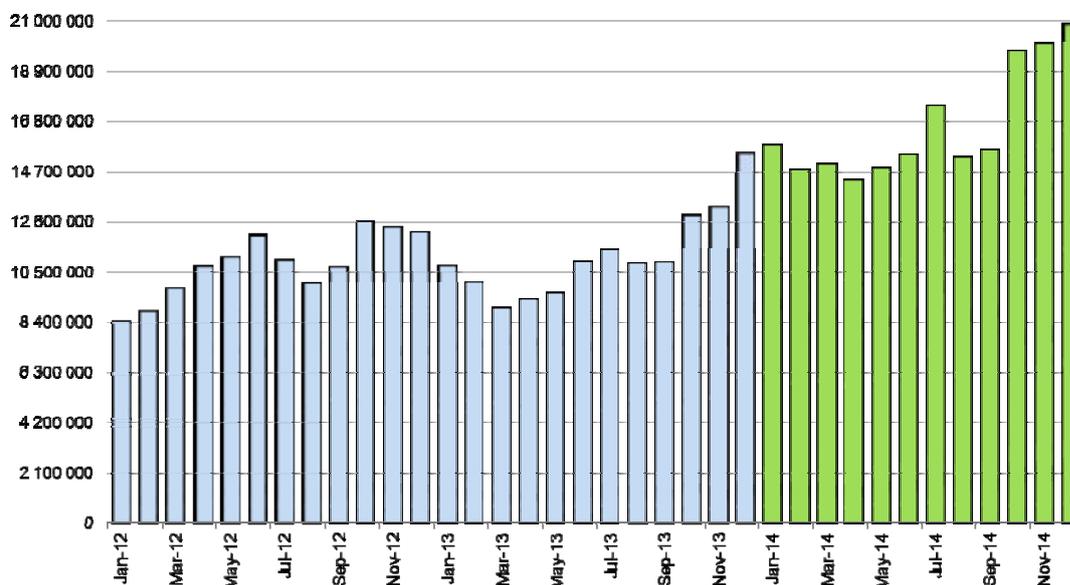


Figure 11 Volumes traded in the OTC Market and cleared by OMIClear (MWh). Historical distribution by maturity.



Open Interest positions revealed an upward trend, especially in the last three months of the year.

Figure 12 Value at month end of Open Interest positions registered at OMIClear (MWh)



3.3. Participants

OMIClear has three types of participants: (i) clearing members, which are counterparties in the registered operations; (ii) settlement agents, which only play the complementary role of facilitating or providing settlement services to the clearing members, through the TARGET2 System of European Central Banks in the case of financial settlements and through OMIE in the case of physical settlements, OMIClear thus not being a counterparty in the transactions; and (iii) Registration agents, which are the clients of the clearing members, with whom they deal with, and that have the ability to register operations cleared or settled by OMIClear, through access to the platforms of negotiation, registration or clearing.

In 2014, four new clearing members were admitted: *GDF Suez Trading*, *Red Eléctrica de España*, *Iberdrola Generación España* and an undisclosed member.

At the end of the year, there were a total of 18 clearing members and 52 registration agents. In turn, the number of settlement agents remained the same as in 2013 (25 entities), 18 of which dealing with physical settlement and 7 with financial settlement.

The following table lists OMIClear participants, on 31 December 2014, with a breakdown of each one's respective status.

Table 3 List of Participants (31.Dec.2014)

	Direct Clearing Member	General Clearing Member	Financial Settlement Agent	Physical Settlement Agent	Registration Agent
Acciona Green Energy Developments, S.L.					
AXPO Iberia, S.L.					
Banco L.J. Carregosa, S.A.					
Banco Santander, S.A.					
Caixa Geral de Depósitos, S.A.					
Céltica Energía, S.L.					
Cepsa Gas y Electricidad					
CIMD – Corretaje e Información Monetaria y de Divisas, S. V., S.A.					
Citibank International PLC, Sucursal en España					
Citigroup Global Markets Ltd.					
City Financial Investment Company Limited					
Cumulus Energy Master Fund					
Danske Commodities, A/S					
Deutsche Bank AG Frankfurt					
Deutsche Bank AG London Branch					
Deutsche Bank, AG – Sucursal em Portugal					
Dreue Electric S.L.					
E.ON Comercializadora de Último Recurso, S.L.					
E.ON Generación, S.L.					
E.ON Global Commodities SE					
EDF Trading Markets Limited					
EDP - Energias de Portugal, S.A.					
EDP - Serviço Universal, S.A.					
EDP Comercializadora de Último Recurso, S.A.					
EGL, A.G.					
Endesa Energía XXI, S.L.					
Endesa Generación, S.A.					
Enérgya VM Gestión de Energía, S.L.U.					
Eni Trading & Shipping					
Factor Energía, S.A.					
Fenie Energía					
Foener Comercialización, S.L.U.					
Fortia Energía, S.L.					
Fortia Energía Servicios					
Freepoint Commodities Europe LLP					
Galp Power, S.A.					
Gás Natural Electricidad SDG, S.A.					
Gás Natural SUR SDG, S.A.					
Gás Natural SDG, S.A.					
GDF Suez Trading, S.A.S.					
GeoAtlantier S.L.					
Gnera Energía y Tecnología					
Goldman Sachs International					
Hidroeléctrica del Cantábrico, S.A.					
Iberdrola Comercialización de Último Recurso, S.A.U.					
Iberdrola Generación, S.A.U.					
Iberdrola Generación España, S.A.U.					
J. Aron & Company					
J.P. Morgan Securities, plc					
Kyonynsys Century S.L.U.					
Macquarie Bank Limited					
Mercuria Energy Trading S.A.					
Morgan Stanley & Co. International plc.					
Morgan Stanley Bank, AG					
Nexus Energía, S.A.					
Red Eléctrica de España, S.A.					
REN - Rede Electrica Nacional, S.A.					
Shell Energy Europe Ltd.					
Solvay Energy Services Ibérica S.L.					
Switch Energy, S.L.					
Total Gas & Power Ltd.					
Tradition Financial Services Derivatives Ltd.					
TraiStone GmbH					
Tullett Prebon (Securities) Limited					
Vertsel Energía S.L.U.					

With the exclusion of registration agents, Spain and Portugal account for the majority of companies registered with OMI Clear as clearing members and settlement agents, though the distribution is not symmetrical for all functions: general clearing members and financial settlement agents are almost equally distributed between the Iberian region and the remaining European countries, whereas in the case of direct clearing members and physical settlement agents the prevalence of Iberian members is significant.

Figure 13 Origin of OMI Clear's participants (Dec.2014), excluding Registration Agents.



Table 4 Countries of Origin of OMIClear participants (Dec.2014), excluding Registration Agents.

	Direct Clearing Member	General Clearing Member	Physical Settlement Agent	Financial Settlement Agent
Spain	7	1	14	2
Portugal	1	2	2	3
United Kingdom	1	2	0	0
Germany	1	1	0	2
Switzerland	0	0	1	0
Cayman Islands	1	0	0	0
Belgium	1	0	0	0
USA	0	0	1	0
Total	12	6	18	7
Iberian	8	3	16	5
Non-Iberian	4	3	2	2

Like in the past several years, a study was carried out among clearing members to analyse the levels of risk taken on by OMIClear. The key conclusions are that both the systems and the management model have responded very suitably to the needs of the market and that each member's risk level lies within very comfortable parameters given the guarantees deposited.

04

RISK MANAGEMENT SYSTEM

RISK MANAGEMENT SYSTEM

OMIClear's risk management system is designed in agreement with the EMIR and the respective implementation legislation.

The Board of Directors is responsible for the implementation of the strategy and for OMIclear's system of risk management.

OMIClear breaks down risks into the following categories, each of which is controlled according to specific principles:

- > Credit Risk
- > Operational Risk
- > Liquidity Risk
- > Market Risk
- > Commercial Risk

Given that credit risk is the most relevant risk OMIclear is subject to, it is fully covered by the margins system. Throughout 2014, the risks, assessed according to the rules defined in the Commission Delegated Regulation (EU) n° 152/2013, were always covered by available funds.

At least once monthly, the financial department, with the support of the clearing department and the chief internal audit, determines the capital requirements and compares them with available funds.

In operational terms, the Board of Directors is directly responsible for assessing commercial risk. In agreement with the the risk management principles in force, the follow-up, monitoring and control of credit, liquidity and market risks, as well as the reporting to the Board of Directors and the Risk Committee, were carried out by the chief operating officer with the support of the clearing department. The monitoring of operational risk and the reporting to the Board of Directors were carried out by the chief internal audit.

A risk report, constituting the key tool to inform the administration body about the risk situation of OMIclear, is prepared every month. This reporting action is complemented by ad-hoc reporting actions regarding specific topics whenever materially relevant situations occur. At least three times yearly a presentation of the situation to the Risk Committee is made.

The Internal Audit office assesses the suitability and operability of the risk management system.

4.1. Credit Risk

One of the key elements of the risk strategy is to fully cover the counterparty risk by building several lines of defence. The latter are composed of the following main components:

> Conditions of admission

Only institutions with a sufficient financial capacity and with the appropriate technical and operational conditions to carry out the settlement of the registered operations are admitted as clearing members.

> Daily settlement of the daily market-to-market

The daily adjustment of gains and losses during the period of negotiation and delivery of all the products registered and cleared at OMIClear (with the exception of the contracts of financial rights of capacity of interconnection in the Portugal-Spain border [FTR – *Financial Transmission Rights*]) are credited or debited to the respective clearing members on a daily basis. In the specific case of FTR contracts, financial settlement occurs monthly, and thus OMIClear requires a settlement margin (covered with guarantees).

> Margins system of the clearing member

Clearing members must at all times have constituted guarantees with OMIClear to cover both their own responsibilities and those of their clients.

The responsibilities of each clearing member include a margin (initial margin) that aims to cover the risk of incurring in losses in the closing of positions in a short period of time, arising from the worst estimate of price variation. The parameters used to calculate this margin follow the principles defined in chapter VI (Margins) of the Delegated Regulation 153/2013, namely in terms of: (i) confidence interval (OMIClear: 99%); (ii) a time horizon that captures a full range of market conditions, including periods of stress (OMIClear: since the first observation – with the exception of Futuros SPEL Base, for which the period considered goes from January 2008 to the most recent date, – until the most recent date when the margin was calculated); (iii) period of liquidation of positions in a default scenario (two days); (iv) margin credits based on evidence of price correlation and in accordance with the limit imposed in article 27.º of the said Regulation; and (v) limitation of the procyclicality effect (OMIClear: application of a 25% weighting factor to stress situations observed in the period under analysis). Furthermore, to calculate the initial margin OMIClear applies increasing factors over positions that go beyond a specific volume and for which a liquidation period of three days is considered.

> Constitution of reserves

The autonomous reserve is constituted by the amount resulting from the enforcement of the fines and pecuniary payments by OMIClear against the participants, free of the costs and charges that OMIClear may have incurred during the respective sanctions procedures.

The autonomous reserve constitutes a specific fund of OMIClear aimed at covering cases of default, and is indicated as such in its balance sheet.

> Other OMIClear funds (*Skin in the game* – SIG)

OMIClear also has a reserve in cash of 1 875 000 EUR, fully available and aimed at covering cases of default.

> Clearing fund

The clearing fund constitutes an additional form of security that is shared by all the clearing members. This fund is designed to respond to the default of a clearing member whose costs of resolution are higher than the guarantees of the defaulting member aimed at that end, namely those constituted as margins and additional collateral.

The amount of the clearing is established according to the results of the stress tests carried out daily, in extreme but plausible scenarios. The clearing fund is defined according to the following premises: (i) it should allow OMIClear to cover the default of the clearing member to which it is more exposed or of the second or third clearing members to which it is more exposed, if the total of those exposures is higher, and (ii) should, along with OMIClear's other own financial resources (SIG and autonomous reserve), cover a default situation of at least two clearing members to which it is more exposed in extreme but realistic market conditions.

Additionally, a minimum individual contribution of 150 000 EUR is established for each clearing member.

> Additional responsibility in the clearing fund

Each clearing member takes on an additional responsibility equalling the amount of its reference value used to constitute the clearing fund, and thus the value of its total responsibility equals twice the reference value. This responsibility is only required in a situation of default in which the amount of the contribution to the clearing fund (pre constituted as guarantee) is insufficient.

> Establishment of guarantee value and haircut applied to guarantee value

OMIClear only accepts guarantees in the form of cash, financial instruments representative of public debt and bank guarantees. In order to avoid the exchange rate risk, only amounts in Euro are accepted. Price fluctuations of financial instruments are covered by enforcing a duly evaluated discount factor. Guarantees are reevaluated daily and the risk of concentration is taken into consideration.

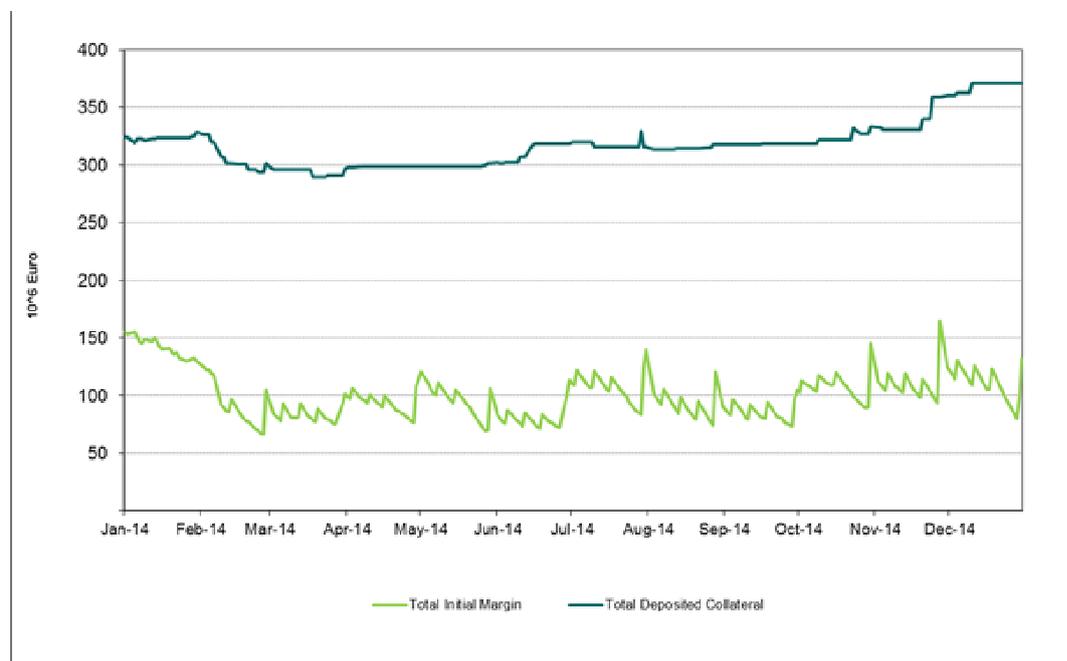
Furthermore, there is a counterparty credit risk arising from the enforcement of the cash guarantees received from clearing members. For this reason, these funds are used (i) in repo operations against titles with a low risk and high liquidity, (ii) in short term deposits collateralised with a low risk and high liquidity titles or (iii) in non-collateralised one-day deposits, and in every case with credit institutions recognised by OMIClear (subject to an external credit risk evaluation carried out by OMIClear, in agreement with its internal policy).

The counterparty risk in 2014 – measured by the initial margins demanded to clearing members – reached the maximum value of 164,6 million EUR, on 28 November, and an average value of 99,9 million EUR, compared with an average value of 106,3 million EUR in 2013. Importantly, on 10 February 2014 a new system of calculation of initial margins, based on a portfolio methodology, came into force. This introduced new procedures in the calculation of margins, whose parameters are now reviewed monthly.

During this period, the total value of guarantees deposited at OMIClear to meet the responsibilities taken on by the clearing members represented, on average, approximately 3,28 times the total value required as initial margins, a value slightly higher than that registered in the previous year (2,84). However, the average established of this indicator for the several members was at 4,6.

In 2014, the total initial margin and the guarantee presented the following evolution:

Figure 14 Evolution of the total initial margin and of the collateral deposited in 2014



Regarding the Daily Operative Limit (DOL), which essentially indicates the value of collaterals available to be consumed in additional margins, in one instance it was negative, and the minimum value of -40.163,27 EUR was recorded. It is important to note that this was due to a specific case in which the clearing member only carries out the clearing of positions arising from FTR contracts, regulated by specific rules, and this situation was corrected in the following day of clearing.

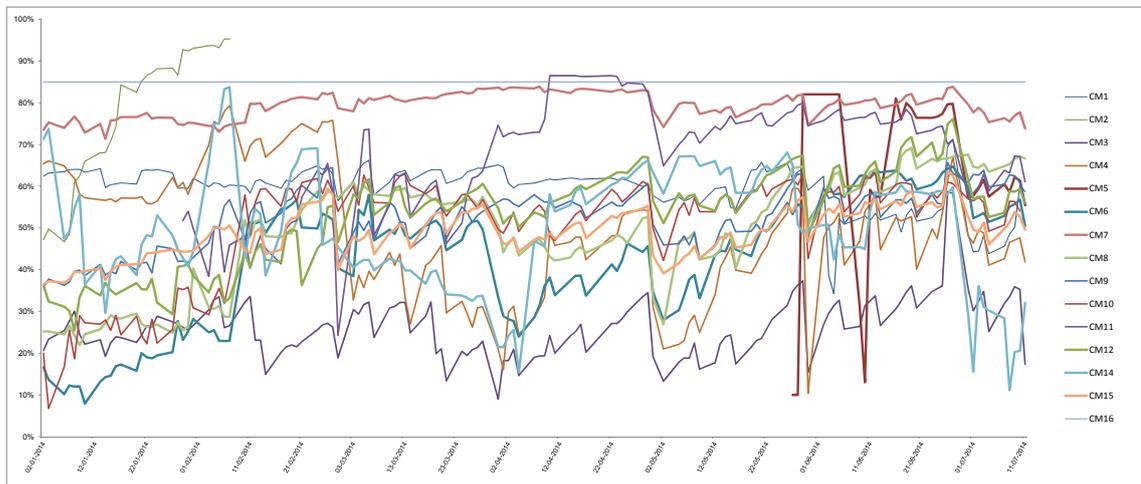
For risk control purposes, OMIClear daily controls for each clearing member the percentage (%) that the DOL represents in relation to the respective guarantee deposited, and whenever this % reaches a value below 10% (15%, until 11 July 2014, the clearing day before the day the new methodology for calculating operational limits after the separation of the clearing member's own responsibilities from those of his clients' came into force), OMIClear contacts the company in question and advises it to strengthen the guarantee deposited.

Below are the values of the DOL for all OMIClear's clearing members in the period under analysis, excluding those whose activity is limited to FTR and to which the DOL references mentioned above do not apply.

Since July 14, as a result of the change of OMIClear's rules, four general clearing members (GCM) started distinguishing between their own guarantees and those of their clients through two distinct guarantee accounts – own guarantee account and clients' guarantee account. Furthermore, at the level of the responsibilities used to calculate the DOL, a separation was also introduced between the GCM's own responsibilities and those of its clients. Given that (i) these four GCM's own responsibilities only correspond to their contribution for the clearing fund, which is stable throughout the month, and (ii) that OMIClear recommends a ratio of DOL over the guarantee deposited higher than 10%, only for the members that present responsibilities arising from open positions, the results presented below only take into consideration: the values referring to the accounts of these GCM's clients and the own accounts of the remaining direct clearing members.

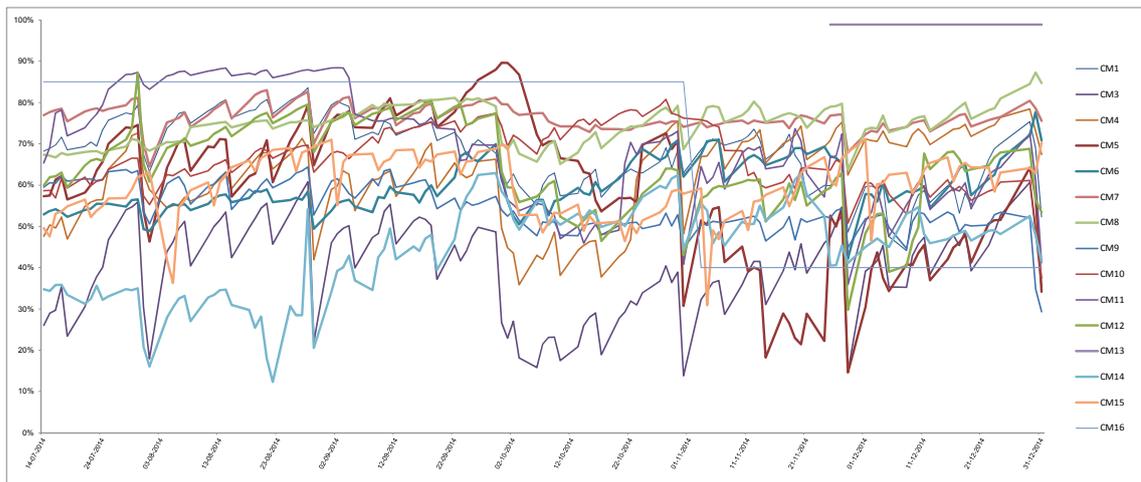
The evolution of the indicator DOL/guarantee deposited (%) until 11 July, by clearing member, showed the following evolution:

Figure 15 Evolution of the indicator DOL/ deposited guarantee (%) between 1 January 2014 and 11 July 2014



After July 14 the same indicator presented the following evolution:

Figure 16 Evolution of the indicator DOL/deposited guarantee (%) between 14 July 2014 and 31 December 2014



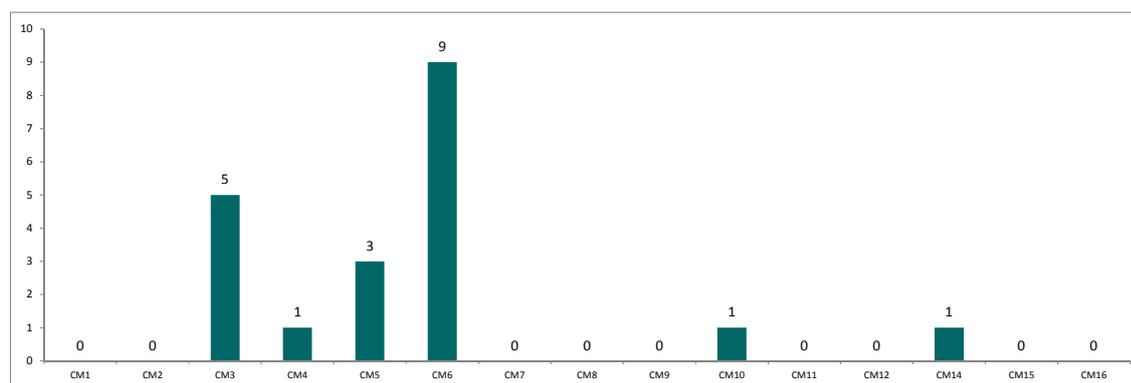
Until 11 July, the DOL reached a value below 15% in 20 situations. The graphic below shows the distribution of the number of times the DOL indicator laid below 15% by clearing member. Again, due to the reasons mentioned above, the entities that limit their activity to FTR are excluded. The members in question were informed and advised to proceed to a strengthening of their guarantees, which they did in due time.

In the specific case of CM6, the nine instances in which the DOL indicator lay below what is recommended by OMIClear occurred in the beginning of January, coinciding with the splitting up of year 2014 contracts and the first quarter of 2014 in contracts with smaller maturity and subject to a higher parameter of initial margin. On 13 January the clearing member in question strengthened its guarantees, which coupled with

the fact that clearing prices significantly decreased in the second half of January, thus leading to a decrease in the initial margin and gains in their mostly short positions, resulted in an increase of the DOL above 15%.

The number of times that the DOL/deposited guarantee reached a value below 15% until 11 July 2014, by clearing member, is distributed in the following way:

Figure 17 Number of times that the indicator DOL/deposited guarantee reached a value below 15%, until 11 July 2014, by clearing member.



Since 14 July, OMIClear's rules started including the possibility of demanding a minimum limit of 10% in the DOL/deposited guarantee ratio, and since then no member fell below this limit.

Regarding the assets handed as guarantee in operations in which OMIClear assumes the counterparty risk (Derivatives Market of MIBEL) or for which it performs custody services ("Gabinete de Mercados e de Liquidações"/"Markets and Settlements Office" of *REN Serviços* – this service was discontinued but on 31 December 2014 not all the guarantees had been released), by the end of the year they were distributed in the following way:

Table 5 Assets held as guarantee (31.Dec.2014)

Type of Asset	General	Derivatives Market of MIBEL	Markets and Settlements Off. (REN)
Cash	197 828 275	196 804 663	1 023 613
Credit Lines	20 000 000	20 000 000	0
Bank Guarantees	154 250 000	154 250 000	0
Securities	0	0	0
TOTAL	372 078 275	371 054 663	1 023 613

4.2. Operational risk

Operational risk is defined by the potential losses arising from the following situations:

- > Poor functioning of information systems;
- > Non-compliance of applicable regulations and laws;
- > Mistakes made by employees;
- > Mistakes or non-compliance by external services providers;
- > Failure in the processing of operations;
- > Fraud;
- > Inoperationality of the physical infrastructure.

The risk strategy aims to minimise operational risks through the increase of the automatization of operations coupled with testing procedures. The risk arising from the use of external services providers is minimised by the assessment of the quality of the service made before the procurement.

OMIClear implemented safety copy procedures (back-up) for critical transactions, which are regularly tested.

Internal procedures regarding relevant processes are duly documented. For some of these procedures control sheets exist aimed at reducing mistakes or omissions.

Legal and compliance risks are minimised through the strict observation and compliance of the applicable laws and regulations coupled with the use of forms and pre-defined contract models.

4.3. Liquidity risk

Liquidity risk may arise from the daily settlement process or from the default of a clearing member.

The business management strategy takes into consideration the fact that settlements arising from daily transactions do not generate materially relevant time differences. In this sense, OMIClear's risk management strategy aims to avoid time differences between assets and liabilities through a suitable policy of allocation of the surpluses of liquidity. The financing needs to settle current expenses (including the distribution of results) are planned and covered in the context of the planning of the medium term liquidity.

The risk of default of a clearing member and the potential impact that this situation may have on liquidity are controlled through the stringent stipulations of convertibility of guarantees in cash, through haircuts applied over the guarantees held and the limiting of the risk of concentration regarding the guarantees received. Furthermore, OMIClear negotiated credit lines that are designed to meet the liquidity needs arising from the simultaneous default of two clearing members with potential but considerable losses.

4.4. Market risk

Because they are permanently evaluated at market values, the positions of clearing members do not present this type of risk.

The risk arising from price fluctuations of securities acquired in repo operations or held as guarantees of deposits is covered by the application of duly evaluated haircuts.

Below is a summary of the hedging of the values applied in repo operations and in collateralised deposits:

Table 6 Values applied in repurchase operations and in collateralised deposits

Amount Invested	Market value of securities	Haircut		Securitie value after haircut
		Amount	%	
198.981.900	231.448.886	30.489.470	13,17%	200.959.416
% of cover	116%			101%

Importantly, the value applied includes guarantees in cash presented by clearing members and OMIClear's own resources, and applicable regulations stipulate, for both cases, the obligation to collateralise a minimum of 95%.

4.5. Commercial risk

OMIClear, whose core business consists of providing clearing and settlement services of derivative financial instruments on electricity in the Iberian Peninsula, has its commercial risk associated to the volumes cleared in these contracts.

As a central counterparty, it furthermore faces, in the context of its activities, a strong exposure to direct competition from other central counterparties.

The income from commissions is closely connected with the volume of operations registered at OMIClear. Commercial risk thus arises from the income's dependence on a limited number of products, associated to the possible reduction of the volumes while fixed costs remain unchanged. Since commercial risk is mostly centred on the reduction of profits through possible variations in the volume of registered operations, in a scenario of decrease of those volumes, it will be more difficult to compensate this situation through an adjustment of fixed costs within a reasonable period of time.

Bearing this in mind, OMIClear's strategy involves controlling this risk through a permanent control over the evolution of the income and avoiding incurring in fixed costs, choosing whenever possible variable costs.

OMIClear permanently aims to reduce its exposure to risks inherent to its economic activity through the adoption of management measures particularly aimed at strengthening the client base, both in terms of numbers and geographical distribution, and through increasing the number of services provided to the participants in the market.

4.6. Summary of OMIClear's risk situation

The authorisation granted to OMIClear to operate as a central counterparty is conditional upon the maintenance of a minimum amount of capital. The capital, including retained earnings and reserves, must at all times be proportional to the risk arising from its activities, so as to ensure that the company is adequately capitalised against credit, counterparty, market, operational, legal and commercial risks that are not already covered by specific financial resources, and has the ability to duly settle or restructure its activities if necessary.

Potential losses arising from the default of clearing members are covered by OMIClear's margins system.

OMIClear's own capital, amounting to 10 716 686 EUR on 31 December 2014, is four times as much as the necessary capital, according to the rules of calculation stipulated in the EMIR regulations, to deal with the risks assumed.

The global assessment of activity in 2014 does not reveal any threat to the continuity of the business either as a result of individual risks or as a result of the aggregation of all the risks. The Board of Directors does not foresee major changes to the company's risk profile in the course of 2015.

05

INFORMATION SYSTEMS

INFORMATION SYSTEMS

In 2014, activity in the information systems area focused on three key components: (i) management of contracts with external suppliers of software applications as well as hosting systems and infrastructures that support OMIClear's activities; (ii) design, specification and implementation of new solutions and features and updating of software applications already in use; (iii) development of a business continuity plan involving procedures, software applications and human resources.

Included in the first case are the commercial and technical management (new versions, incident management, etc.) of systems and services related to market trading and other activities provided by OMIClear, such as: (i) the Hosting of the clearing platform; (ii) the clearing system (MiClear); (iii) the international system of bank transactions (SWIFT); (iv) the company website (www.omiclear.eu), as well as systems and services which are necessary for the management of the company; (v) the document management system (Filedoc); (vi) the accounting and invoicing system (Primavera); (vii) platforms of IT management such as the backups platform (Storegrid); monitoring (PRTG) and internal helpdesk (ManageEngine); and (viii) the several providers of communication services.

Regarding new developments, the following are the most relevant changes:

a) Internal developments:

- (i) Introduction of new features in the internal portal (REP), not only allowing for the extraction of new reports from the clearing system, but also the speeding up of the daily updating of SPOT prices in the company website, as well as the possibility of performing stress testing and back testing to the market;
- (ii) (Creation of an internal portal to follow the volume of business operated daily and in real time (MarketWindow);
- (iii) Completion of the implementation of the reporting platform concerning EMIR with the new feature of collateral reporting;
- (iv) Renovation of the FTP corporate platform with the improvement of the process of creation of existing reports and the introduction of an area for the viewing of the information officer relating to OMIClear's reporting function.

b) Specification and introduction of features by resorting to external suppliers:

- (i) Preparation of the MiClear platform to include a new type of product: options;
- (ii) Design of the new feature of automatic splits and transfers/give-ups, also on MiClear;
- (iii) Implementation of a new report ExpiredTradeHistory to obtain the date of delivery of positions in the market by an agent.

Finally, regarding the third component, we pursued the task of managing the system of business continuity started in 2013. In agreement with what the system stipulates, the procedures that define its functioning were reviewed and a disaster recovery test was performed in OMIClear's main data centre.

Following the work connected with business continuity, in 2014 the practical implementation of policies, norms and procedures based on *standard* norm ISO 27001 regarding information security at OMIClear was started. This information security management system (ISMS) gives the company an added credibility, since the principles followed are accepted and recognised by external entities and have proven results.

06

ORGANISATIONAL STRUCTURE

ORGANISATIONAL STRUCTURE

6.1 Shareholders

OMIP – Pólo Português, S.G.M.R., S.A. (50%)

OMI – Polo Español, S.A. (50%)

6.2 Governing bodies

Board of Shareholders' General Meeting (Biennium 2013 – 2014)

Filipa Meireles de Begonha.....Chairman

Rafael Cayetano Ramos Gil.....Secretary

Remunerations Commission (Biennium 2013 – 2014)

Pedro Cabral Nunes.....Chairman

Vitor José Lilaia da SilvaMember

Emilio Recoder de Casso.....Member

Juan Luis Lopez Cardenete.....Member

Board of Directors (Biennium 2013 – 2014)

Pedro Jesus Mejía GómezChairman

José Isidoro d'Oliveira Carvalho Netto.....Deputy-Chairman

Eduardo Aguilar Fernandez-Hontoria.....Member

José Manuel Amado da Silva.....Member

Gonzalo Solana GonzálezMember

Paulo Alexandre da Rocha Henriques.....Member

Audit Commission

Gonzalo Solana GonzálezChairman

José Manuel Amado da Silva.....Deputy-Chairman

Fiscal and Supervisory Board (Triennium 2012 – 2014)

PricewaterhouseCoopers & Asociados, Lda. (SROC).....	Executive
José Manuel Henriques Bernardo (ROC)	Deputy

6.3 Risk committee

OMIClear has a Risk Committee. In June 2014 elections were held for the representatives of clearing members and their clients.

The Risk Committee has the following structure:

José Manuel Amado da Silva (Independente)	Chairman
Gonzalo Solana González (Independente)	Deputy-Chairman
Cristóbal Lovera (Endesa)	Member
Lorenzo Pascual (EDP).....	Member
Julián Calvo Moya (Iberdrola)	Member
Manuel Maeso Plaza (Energía VM).....	Member
Mario Hélaïr Margarita Claeys (EON Energy Trading)	Member

All the members have a solid expertise and knowledge of OMIclear's areas of activity.

The functions of the Risk Committee are set out in Article 28 of EMIR, and involve advising the Board of Directors on matters related to the different types of risks to which the central counterparty is exposed, as well as its risk management structure, organization and procedures. The Risk Committee met twice in 2014, and gave its opinion on a broad number of issues, namely the new margins system, the methodology used to test market risks, new products, the credit risk policy and the liquidity plan.

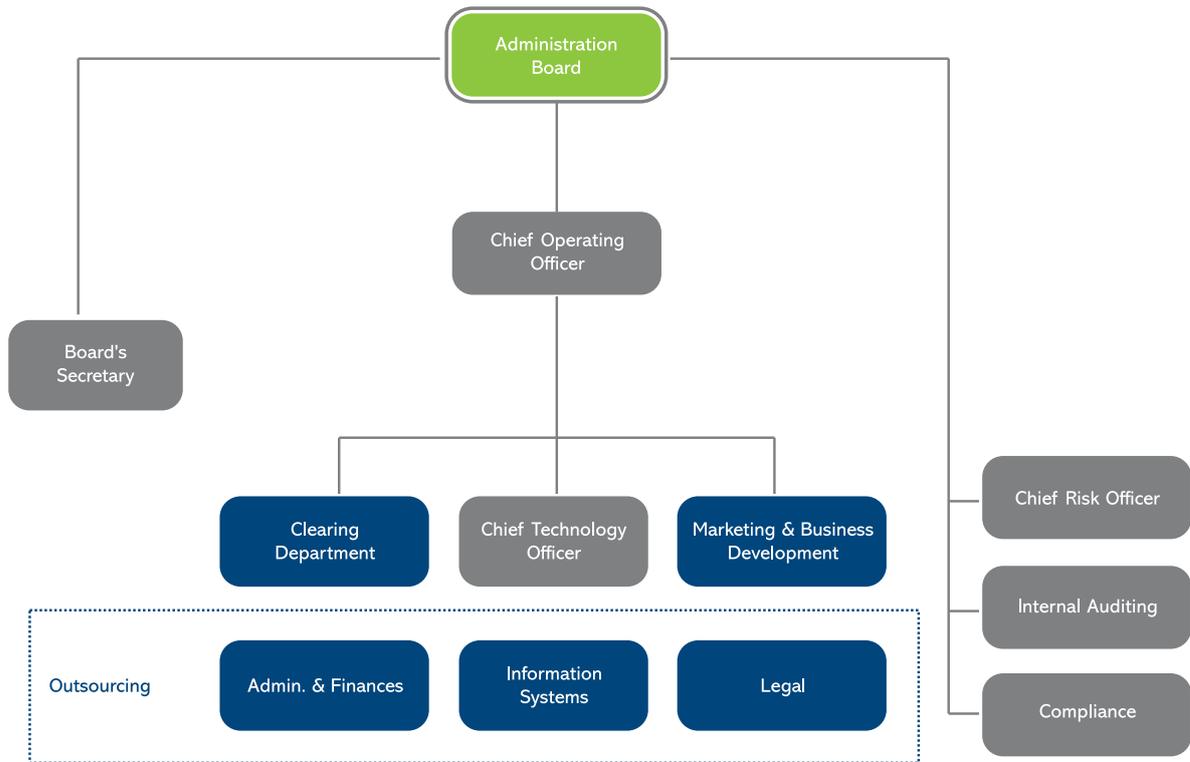
With the exception of the two independent members, the mandate of the members of the Risk Committee ends in June 2016.

6.4. Staff

In terms of organizational structure, OMIclear has a specific operational area dedicated to the central management of the clearing house, including all the inherent functions, namely risk management.

OMIClear benefits from a set of services in some support areas, which, bearing in mind the limits and the conditions set out in the applicable legislation, are contracted to other companies of the group.

Figure 18 Organizational chart



In December 2014, OMIClear had, apart from the six members of the Board of Directors, nine staff members, four of which working exclusively with clearing and settlement. It is important to note, however, that only in the beginning of 2015 were new staff members hired to fill the positions of risk officer and compliance officer, left vacant near the end of 2014 after the former officers left.

Four of the staff members are male and five are female, their average age is 30 and all hold undergraduate degrees or graduate degrees.

07

OUTLOOK FOR 2015

OUTLOOK FOR 2015

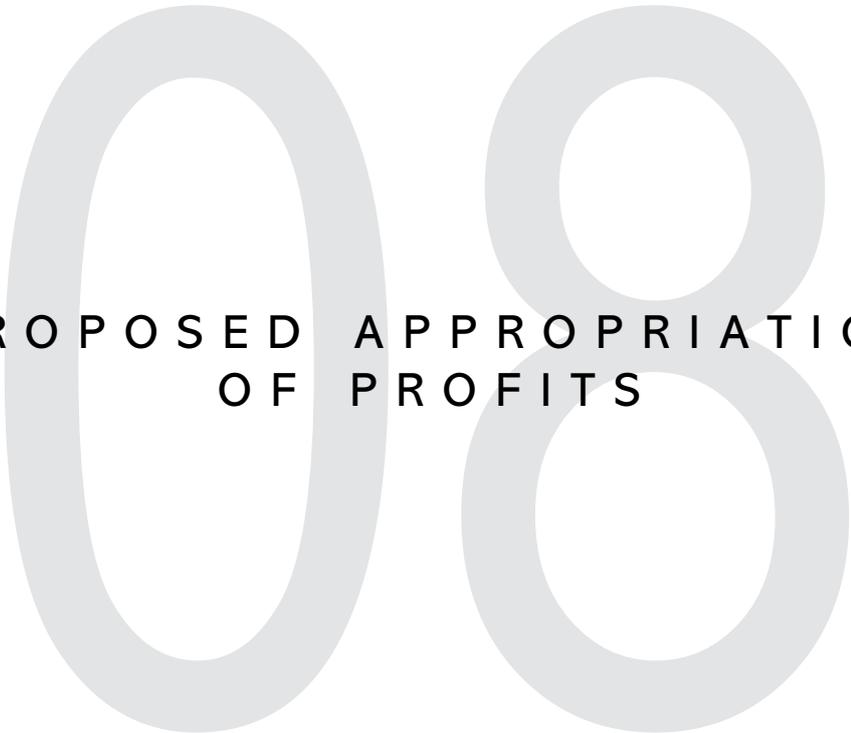
The year of 2014 marked the consolidation of OMIClear's new model after the capital increase effected in late 2013. The consolidation materialised in the gaining of the authorisation to act as central counterparty under the EMIR, in the stabilisation of the functioning of the new Board of Directors, in the development of the new model of corporate governance, and in the hiring Pablo Villaplana as new chief operating officer in February 2014. The very significant increase in OMIClear's activity, at approximately 19,4%, and the admission of new participants, contributed to the consolidation of activities in 2014.

2015 will be a year filled with challenges and with the development of new services, more focused on the main activity of central counterparty, allowing the admission for registration and clearing of bilateral operations of French and German futures contracts over electricity negotiated both in OTC as well as OMIP, under the cooperation agreements with the European Commodity Clearing and European Energy Exchange.

Furthermore, in 2015 OMIClear aims to develop registration and clearing activities of bilateral operations of natural gas contracts derivatives, as well as the activity of clearing and settlement of short term natural gas contracts negotiated in markets organised in the context of MIBGAS's initiative. The effective development of OMIClear's activities will also be marked by the sectorial regulatory activities as well as by the processes of approval of new services in the context of the EMIR.

The particular relevance of financial regulation and its requirements (EMIR and implementation regulations) will ensure that in 2015 processes of continuous improvement, validation and evaluation of OMIClear's general risk management policy continue to be developed.

All in all, 2015 represents for OMIClear a year of challenges during which the general risk management policy must be maintained and updated, keeping in line with the EMIR's requirements. At the same time, it will develop new products both in the electricity and in the natural gas markets to foster the increase of the volume of business as well as the admission of new clearing (and non-clearing) members. This will always take place in a very competitive environment, where competition at the Iberian and European levels forces OMIClear to strive to consolidate its leadership position in the Iberian market and its relevant role in the European internal energy market.



PROPOSED APPROPRIATION
OF PROFITS

PROPOSED APPROPRIATION OF PROFITS

The Board of Directors, under the terms and for the purposes of article 25 of the Company Statutes, decided to propose that the net profit for the year 2014, in the amount of 313 302,76 EUR (three hundred and thirteen thousand, three hundred and two EUR and seventy six cents), be applied as follows:

To legal reserve	31 330,28 EUR
To dividends.....	281 972,48 EUR

Lisbon, 16 March 2015

The Board of Directors,

.....
Pedro Jesus Mejía Gómez

.....
José Isidoro d'Oliveira Carvalho Netto

.....
Eduardo Aguilar Fernandez-Hontoria

.....
José Manuel Amado da Silva

.....
Gonzalo Solana González

.....
Paulo Alexandre da Rocha Henriques

FINANCIAL STATEMENTS

ON 31 DECEMBER 2014

FINANCIAL STATEMENTS

ON 31 DECEMBER 2014

Balance Sheet

		Currency: Euros	
	Note	31-12-2014	31-12-2013
Assets			
Non-current			
Tangible Fixed Assets	5	53.024	13.985
Loans granted		0	400.000
Financial investments - others		5.000	5.000
Deferred tax assets	6	0	0
		58.024	418.985
Current			
Clients		738	6.440
State and other public entities	7	415.987	316.774
Other receivables	8	371.124	647.162
Deferrals	9	31.699	9.229
Guarantee deposits	22	197.828.275	172.233.256
Cash and bank deposits	4	10.513.302	10.672.970
		209.161.125	183.885.831
Total Assets		209.219.150	184.304.816
Equity Capital			
Capital and reserves attributable to equity holders			
Paid-up capital	10	7.500.000	7.500.000
Legal reserve	11	186.770	95.700
Other reserves	11	2.091.895	1.875.000
Retained earnings	11	624.718	699.444
		10.403.384	10.170.144
Net result for the period		313.303	910.704
Total Equity Capital		10.716.686	11.080.848
Liabilities			
Non-current			
Loans granted	13	24.468	-
		24.468	-
Current			
Suppliers	12	15.125	23.567
State and other public entities	7	40.563	157.382
Loans granted	13	9.474	-
Other accounts payable	12	585.201	809.763
Guarantee deposits	22	197.827.631	172.233.255
		198.477.995	173.223.967
Total Liabilities		198.502.464	173.223.967
Total Equity Capital and Liabilities		209.219.150	184.304.816

Profit and Loss Account/Income Statement

	Note	Currency: Euros	
		31-12-2014	31-12-2013
Sales and Services	14	1.667.795	1.546.384
Supplies and External Services	15	(663.382)	(1.061.350)
Costs with Staff	16	(1.003.981)	(556.916)
Other income and gains	18	956.594	1.837.629
Other expenses and losses	17	(598.416)	(594.006)
Results before depreciation, financial expenses and taxes		358.610	1.171.742
Expenses/reversal depreciation and amortization		(11.633)	(51.910)
Operational Results (befora financial expenses and taxes)		346.978	1.119.832
Interest and similar earnings	19	89.764	127.353
Interest and similar costs incurred	19	(1.259)	(44)
Pre-tax results		435.483	1.247.140
Income Tax for the period	20	(122.180)	(336.436)
Net Result		313.303	910.704

Statement of Changes in Equity

	Equity Capital attributable to Equity Holders					Total
	Share Capital	Legal Reserves	Other Reserves	Accumulated Results	Results for the Period	
On 1 January 2013	3.000.000	9.070		94.774	866.300	3.970.144
Total Income	-	-		-	910.704	910.704
Increase due to change in equity capital	4.500.000		1.875.000			6.375.000
Increase due to application of results	-	86.630		604.670	(866.300)	(175.000)
On 31 December 2013	7.500.000	95.700	1.875.000	699.444	910.704	11.080.848
	Equity Capital attributable to Equity Holders					Total
	Share Capital	Legal Reserves	Other Reserves	Accumulated Reserves	Results for the Period	
On 1 January 2014	7.500.000	95.700	1.875.000	699.444	910.704	11.080.848
Total Income	-	-		-	313.303	313.303
Increase due to change in equity capital	-		150.000			150.000
Increase due to application of results	-	91.070	66.895	(74.726)	(910.704)	(827.465)
On 31 December 2014	7.500.000	186.770	2.091.895	624.718	313.303	10.716.686

Cash Flow Statement

	<u>31-12-2014</u>	<u>31-12-2013</u>
CASH FLOW OF OPERATIONAL ACTIVITIES		
Receivables from clients	31.183.600	8.250.092
Payments to suppliers	(30.809.890)	(7.279.258)
Payments to staff	(872.760)	(460.306)
Cash flow generated by the operations	(499.050)	510.528
Payment/refund of Income Tax	(231.489)	157.507
Other receivables/payments	207.744	(1.550.653)
Flow of Operational Activities (1)	<u>(522.795)</u>	<u>(882.618)</u>
CASH FLOW OF INVESTMENT ACTIVITIES		
Payments regarding:		
Financial Investments	-	-
Dividends	(592.782)	-
Tangible Fixed Assets	-	(316)
Intangible Assets	-	(316)
	<u>(592.782)</u>	<u>(316)</u>
Receivables resulting from:		
Interest and similar income	968.435	1.491.899
Dividends	-	-
	<u>968.435</u>	<u>1.491.899</u>
Flow of investment activities (2)	<u>375.653</u>	<u>1.491.583</u>
CASH FLOW OF FINANCIAL ACTIVITIES		
Receivables resulting from:		
Loans granted	-	-
Increase in Equity Capital	-	6.200.000
Interest and similar income	-	-
	<u>-</u>	<u>6.200.000</u>
Payments regarding:		
Loans granted	-	-
Interest and similar income	(1.299)	(22)
Dividends	-	-
	<u>(1.299)</u>	<u>(22)</u>
Flow of financial activities (3)	<u>(1.299)</u>	<u>6.199.978</u>
Net Cash Flows (4)=(1)+(2)+(3)	(148.441)	6.808.942
Foreign exchange effects		
Cash and Cash Equivalents at the start of the period	10.672.970	3.864.027
Cash and Cash Equivalents at the end of the period (4)	10.513.302	10.672.970
<u>BREAKDOWN OF CASH COMPONENTS AND EQUIVALENTS</u>		
Cash	213	224
Bank Deposits available on demand and equivalents		
Bank Overdrafts		
Bank Deposits	755.698	296.344
Other financial availabilities	9.757.391	10.376.402
Cash and Bank Balances	<u>10.513.302</u>	<u>10.672.970</u>

In the headings "Receivables from clients" and "Payments to suppliers", on 31 December 2014, are included the transactions of "Deposits of Guarantees to be Paid" and "Deposits of Guarantees to be Received" which total, respectively, 29 281 743,39 EUR and 29 281 099,39 EUR.

ANNEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 General Information

OMIClear – *Sociedade de Compensação de Mercados de Energia, S.G.C.C.C., S.A.*, with its head office at Avenida Casal Ribeiro, 14 – 8.º piso, in Lisbon, was duly constituted under Article 488, Paragraph 1, of *Código das Sociedades Comerciais* (Commercial Companies Code) and had its public deed signed on 6 April 2004.

The company began its activity on 7 April 2004, its purpose being the management of a clearing house and a settlement system, as well as playing the role of central counterparty in spot and futures market operations, namely: futures, *forwards*, *swaps* and options, whose underlying assets are electricity, other energy-related commodities or equivalents, real or notional, electricity indices of energy-based products or other equivalent assets, regardless of whether settlement is by delivery or merely financial.

The company may also engage in activities that are subsidiary or accessory to its main purpose, provided that these do not constitute an intermediary financial activity, namely:

- (i) Managing systems of book-entry accounts and calculation of net positions;
- (ii) Providing members of the systems under its management with the services which are required for the intervention of such members in markets or systems managed by a foreign similar entity in another country;
- (iii) Providing consultancy services related to the systems under its management;
- (iv) Participation in research studies, preparation, distribution and commercialisation of information concerning markets; and
- (v) Development, management and marketing of computer hardware and software, as well as data transmission networks geared at the contracting and transmission of orders and/or data.

The company may also participate in other companies with similar or complementary corporate objectives, even if governed by special laws, as well as in complementary group of companies.

OMIClear has a share capital of 7.5 million EUR, represented by 750 000 shares, each with a nominal value of 10 EUR, which, on 31 December 2014, was 50% owned by *OMIP - Pólo Português, S.G.M.R., S.A.* and 50% by the lawfully registered Spanish company, *OMI - Polo Español, SA (OMIE)*.

The entry of OMIE into the shareholding structure in September 2013 was possible after it agreed to a capital increase totalling 6.2 million EUR, of which 3 million EUR were allocated to share capital and the remaining 3.2 million EUR to share premiums.

The share premiums were later used as follows: 1.5 million EUR in a capital increase and the remaining 1.7 million EUR in the establishment of reserve (SIG B), specified in Article 35 of the Commission Delegated Regulation n.º 153/2013 of 19 December 2012, which supplements Regulation (EU) n.º 648/2012 of the European Parliament and of the European Council concerning the regulatory technical standard requirements for central counterparties.

On 22 November 2010, OMIClear opened its Spanish branch with the tax identification number W0106378C. This Spanish branch is called *OMIClear – Sociedade de Compensação de Mercados de Energia, Sociedade Gestora de Câmara de Compensação com assunção de Contraparte Central (SGCCCC), S.A., Sucursal en España* and has its head office situated at *Calle Ribera de Loira, 46, 28046 Madrid, Spain*.

The activities described below constitute the main business objectives of the Spanish branch, which are partially similar to the corporate objectives of its mother company:

- (i) The management of a clearing house and a settlement system, as well as playing the role of central counterparty in spot and futures market operations, namely: futures, *forwards*, *swaps* and options, whose underlying assets are electricity, other energy-related commodities or equivalents, real or notional, electricity indices of energy-based products or other equivalent assets, regardless of whether settlement is by delivery or merely financial.
- (ii) Engaging in activities that are subsidiary or accessory to its main objective, provided that these are not of an intermediary financial activity, namely: a) managing systems of book-entry accounts and calculation of net positions; b) providing members of the systems under its management, services which are required for the intervention of such members in markets or systems managed by a foreign similar entity in another country; c) providing consultancy services related to the systems under its management; d) participation in research studies, preparation, distribution and commercialisation of information concerning markets; and e) development, management and marketing of computer hardware and software, as well as data transmission networks geared at the contracting and transmission of orders and/or data.
- (iii) Participation in other companies with similar or complementary corporate objectives, even if governed by special laws, as well as in complementary groups of companies.
- (iv) Grant loans and other forms of lending and provide supplementary benefits to subsidiary companies.

This Spanish branch office was initially endowed with 5 000 EUR in cash, an amount which was transferred by OMIClear to a bank account opened in the name of the said branch at a credit institution domiciled in Spain. The Branch may exist for an indefinite period of time, as long as OMIClear remains in existence.

These financial statements were approved by the Board of Directors at its meeting held on 16 March 2015.

In the opinion of the Board, these financial statements reflect a true and fair view of the operations carried out by OMIClear, as well as its financial position, performance and cash flows.

2 Accounting standards for financial reporting

2.1 Preparation basis

These financial statements were prepared in accordance with the ruling accounting and financial reporting norms (IFRS), which came into effect on 1 January 2009.

3 Accounting Policies

The main accounting policies applied in preparing the financial statements are described below. These policies have been applied consistently to all topics presented, unless otherwise stated.

3.1 Tangible Fixed Assets

Tangible assets are valued at the cost deducted from accumulated depreciation and accumulated impairment losses. This cost includes the estimated cost at the date of transition to IFRS, and the acquisition costs for assets acquired after that date.

The acquisition cost includes the purchase price of the asset, costs directly attributable to its acquisition and those incurred in preparing the asset for its commissioning. Financial costs incurred with loans obtained for the construction of tangible assets are recognised as cost of acquisition/construction of the asset.

Subsequent expenses incurred with renovations and major repairs that may extend the lifespan of the assets are accounted for in the asset costs.

The cost of repairs and maintenance services of a current nature are recorded as expenses in the period in which they occurred.

Tangible fixed assets are depreciated systematically for the duration of their estimated lifespan, on the basis of the straight line method.

The estimated lifespan for the most important tangible fixed assets are as shown below:

	<u>Years</u>
Transport equipment	Between 3 and 5 years
Office equipment	Between 3 and 10 years
Other tangible assets	Between 10 and 20 years

The lifespan of each asset is reviewed at the end of every year so as to ensure that the depreciation is in accordance with its consumption patterns. Changes in lifespan are treated as changes to the accounting estimate and are applied prospectively.

Gains or losses resulting from the disposal of assets are calculated as the difference between the net realizable value and the book value of the asset and are recorded in the income statement.

3.2 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, bank deposits, other short-term high liquidity financial investments with original maturities of up to three months, and bank overdrafts. These are presented in the Balance Sheet in the current or not current liabilities depending on whether they are short term or medium long term, under the heading "Loans granted", and are taken into consideration in the preparation of the statements of cash flow, as cash or cash equivalents.

Guarantees are presented in the Balance Sheet, in the current assets and liabilities, under the heading "Guarantee Deposits".

3.3 Share Capital

Ordinary shares are classified under equity capital.

Costs directly attributable to the issuing of new shares or options are presented in the own capital as a deduction, net of taxes, to the amount issued.

3.4 Income Tax

The company is subject to a corporate income tax (IRC) at a rate of 17% over the taxable amount until 15 000,00 EUR, with the 23% rate applying to the remaining taxable amount. To the value of the tax thus obtained is added a surplus applicable over the registered taxable income and whose rate may vary until a maximum of 1,5%, as well as the autonomous tax over the charges according to the rates stipulated on article 88 of the Corporate Income Tax Code. To determine the taxable amount, to which the mentioned tax rate is applied, the amounts not accepted fiscally are added and subtracted to the accounting result.

This difference between accounting result and fiscal result may be of a temporary or permanent nature.

Income tax for the period comprises current taxes and deferred taxes. Taxes on income are recorded in the income statement, except if they relate to items directly recorded in the equity capital. The amount of current income tax payable is determined based on total income before tax, adjusted in accordance with tax regulations.

Payments on account and special payments on account were recorded in the company accounts and will be deducted from tax payable.

Deferred tax is recorded using the liability method, which is based on the balance sheet and takes into account temporary differences arising from the difference between the tax bases of assets and liabilities and their carrying values in the financial statements.

Deferred taxes are calculated according to the tax rates in force at the time or to new tax rates which are officially announced in time for the new balance sheet, and which are expected to be applicable on the date of realisation of the deferred tax assets, or on the date of payment of deferred tax liabilities.

Deferred tax assets are recorded to the extent that it is likely that future taxable profits will be available to cover the temporary difference. Deferred tax liabilities are recorded for all temporary taxable differences, except for those relating to: (i) the initial recognition of goodwill; or (ii) the initial recording of assets and liabilities that do not result from a concentration of activities, and that, at the time of transaction, will affect neither the accounting results nor the tax results.

However, in relation to temporary taxable differences related to investments in subsidiaries, these must not be recorded because: (i) the parent company is able to control the timing for reversal of the temporary difference; and (ii) it is likely that the temporary difference will not revert in the near future.

3.5 Leases

Leases of tangible fixed assets, regarding which OMIClear substantially holds all the risks and benefits inherent to the property of the asset, are classified as financial leases. Agreements where the analysis of one or more specific situations of the contract indicates that nature are also classified as financial leases. All other leases are classified as operational leases.

Financial leases are capitalised in the beginning of the leasing with the present value of minimum leasing payments, each determined at the start of the contract. The resulting debt of a financial lease contract is registered net of financial charges under the heading "Loans". Financial charges included in the rent and the depreciation of leased assets are recognised in the Income Statement, in the period in which they occurred.

Tangible assets acquired through financial leases are depreciated over the shorter between the lifespan of the asset and the leasing period when the company does not have a buying option at the end of the contract, and for the estimated lifespan when the company does not have the intention of buying the assets at the end of the contract.

In leases deemed as operational, due rents are recognised as costs in the Income Statement on a linear basis, during the leasing period.

3.6 Financial Assets

The Board of Directors determines the classification of financial assets on the date of initial record, in accordance with the purpose of their purchase, and reassesses this classification at each reporting date.

Loans granted and accounts receivable include non-derivative financial assets with fixed payments or non-listed determinable in an active market.

Loans granted and accounts receivable are classified on the balance sheet as “Other receivables” and are recognised at the cost deducted of any impairment loss. A provision for the impairment of accounts receivable is established when there is objective evidence that the company will not be able to collect all amounts due in accordance with the original terms of the transactions that gave rise to them.

Financial assets are not accounted for when the right to receive the cash flows originated by these investments expire or are transferred, and the same applies to all risks and benefits associated with their ownership.

3.7 Novation Transaction

OMIClear acts as central counterparty of all the operations performed in MIBEL's Derivatives Market and negotiated OTC that were brought before it for registration. OMIClear performs all the necessary functions to ensure that transactions are properly cleared and settled, namely:

- (i) Admission of participants
- (ii) Registration, clearing and settlement;
- (iii) Playing the role of Central Counterparty;
- (iv) Defining the formula and, subsequently, calculating the value of and managing the guarantees provided by the participants, for the registration of transactions;
- (v) Controlling the risk assumed by the holders of registered positions.

By taking on the role of central counterparty, OMIClear ensures that both parties comply with their obligations. Once the transaction is registered, OMIClear manages the positions arising therefrom, acting as buyer to the seller and vice versa.

Derivatives are valued at fair value on the date of transaction, the value being zero. Adjustments to the fair value of derivatives occurring after the transaction date are adjusted on a daily basis, by means of cash deposits, bringing the fair value back to zero. Guarantee deposits received and debts to participants are presented in the balance sheet in net terms, so as to make it a zero value (see note 22 for details).

3.8 Restricted Deposits

OMIClear receives deposits in cash from participants to guarantee the fulfilment of the operations in which it acts as central counterparty. The guarantees are deposited on a separate bank account under the company's name. However, the use of these deposits is restricted solely to situations where the agent defaults.

Restricted deposits are recorded as assets, as well as the corresponding liability towards the participant. These deposits are reimbursed when the member ends his participation in the market.

3.9 Financial Liabilities

The Board of Directors determines the classification of financial liabilities on the date of initial recording, in accordance with the IFRS 27 – Financial Instruments.

Financial liabilities may be classified / measured as:

- (a) At cost or at amortized cost deducted of any impairment loss; or
- (b) At fair value with changes in fair value being recorded in the income statement.

OMIClear classifies and measures at cost or at amortized cost, financial liabilities: (i) which, in terms of deadline are short or have a defined maturity; (ii) whose interest yield may be flat-rated, fixed-rated or variable-rated as indexed to market indices, and (iii) where there is no contractual clause which could alter the liability of refunding the nominal value and the accrued interest payable.

For liabilities recorded at amortized cost, the interest earned in each period, is determined according to the effective interest rate method, which is the rate that deducts exactly the estimated future cash payments throughout the expected lifespan of the financial instrument.

Financial liabilities which result from accounts payable (suppliers, other creditors, etc.) and equity capital instruments as well as any associated derivative contracts not traded in an active market or whose fair value cannot be accurately determined, are recorded at cost or amortized cost.

An entity shall derecognise a financial liability (or part of a financial liability) only when it is extinguished, that is, when the obligation set up under contract is paid, is cancelled or expires.

3.10 Revenue

Revenue comprises the fair value of services provided, net of taxes and deductions. Services provided are recorded in the period to which they refer, as advocated by the accrual accounting principle.

3.11 Accrual Accounting

Other income and expenses are recorded in the period to which they relate regardless of when they are paid or received, in accordance with the principle of accrual accounting. The differences between amounts received and amounts paid and their corresponding revenue and expenses are recorded as accruals and deferrals under the items Accounts Receivable and Accounts Payable.

4 Cash Flows

4.1 Cash and cash restricted for use

OMIClear has no balance for cash or cash equivalents restricted for use, for the period under review.

4.2 Breakdown of values shown under the heading cash

On 31 December 2014, the breakdown of cash and cash equivalents is as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Cash	213	224
Bank Deposits	10.513.088	10.672.746
	<u>10.513.302</u>	<u>10.672.970</u>

The breakdown of the amount deemed as final balance under “Cash and cash equivalents”, for the purpose of preparing the cash flow statement for the year ending on 31 December, and is as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Cash Resources		
- Cash	213	224
	<u>213</u>	<u>224</u>
Bank Deposits		
- Checking Accounts	755.698	296.344
- Savings Accounts	9.757.391	10.376.402
	<u>10.513.088</u>	<u>10.672.746</u>
	<u>10.513.302</u>	<u>10.672.970</u>

5 Tangible Fixed Assets

During the year ending on 31 December 2013 the movements recorded under the heading of tangible fixed assets were as follows:

Tangible fixed assets movement – 2013

	<u>Transport Equipment</u>	<u>Office Equipment</u>	<u>Other Tangible Assets</u>	<u>Total</u>
1 January 2013				
Cost of acquisition		1.773.102	-	1.773.102
Accumulated Depreciation		(1.714.307)	-	(1.714.307)
Net book value	-	58.794	-	58.794
31 December 2013				
Additions		6.243	857	7.100
Depreciation for the period		(51.910)		(51.910)
Net book value	-	(45.667)	857	(44.809)
31 December 2013				
Cost of acquisition		1.779.345	857	1.780.202
Accumulated Depreciation		(1.766.217)	-	(1.766.217)
Net book value	-	13.128	857	13.985

During the year ending on 31 December 2014 the movements recorded under the heading tangible fixed assets were as follows:

Tangible fixed assets movement – 2014

	<u>Transport Equipment</u>	<u>Office Equipment</u>	<u>Other Tangible Assets</u>	<u>Total</u>
1 January 2014				
Cost of acquisition	-	1.779.345	857	1.780.202
Accumulated Depreciation	-	(1.766.217)	-	(1.766.217)
Net book value	-	13.128	857	13.985
31 December 2014				
Additions	40.192	4.027	5.513	49.732
Depreciation for the period	(6.699)	(3.534)	(459)	(10.692)
Net book value	33.493	493	5.053	39.040
31 December 2014				
Cost of acquisition	40.192	1.783.372	6.370	1.829.934
Accumulated Depreciation	(6.699)	(1.769.752)	(459)	(1.776.910)
Net book value	33.493	13.621	5.911	53.024

On 31 December 2014, tangible fixed assets refer to office equipment, which mostly includes software used for operating activities of the clearing house. During this year, furniture for the company, as well as a car, were bought.

6 Deferred Tax Assets and Deferred Tax Liabilities

With regards to Deferred Tax Assets and Deferred Tax Liabilities, no movements were recorded for the year 2014.

7 State and Other Public Entities

In the year ending on 31 December 2014, the breakdown of the heading “State and Other Public Entities” is as follows:

	<u>31-12-2014</u>		<u>31-12-2013</u>	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
Income Tax	58.314	-	-	127.532
Income tax withheld at source	-	18.063	-	18.151
VAT - Value Added Tax	357.674	-	316.774	-
Contributions to Social Security	-	22.500	-	11.698
	415.987	40.563	316.774	157.382

Details of Corporate Tax

	<u>2014</u>	<u>2013</u>
Payments on account	104.473	3.281
Withholding Tax	76.021	205.623
Corporate Tax Estimate	(122.180)	(336.436)
Total	58.314	(127.532)

8 Other Receivables

On 31 December 2014, the breakdown of the heading “Other Receivables” is as follows:

	31-12-2014			31-12-2013		
	Non-current	Current	Total	Non-current	Current	Total
Wage advance	-	-	-		16004	16.004
Other debtors						
OMIP SGPS	-	61.106	61.106	400.000	13.372	413.372
OMIP SGMR	-	258.882	258.882		478.350	478.350
Outros	-	180	180		180	180
Accrued Income						
Interest	-	48.309	48.309		132.363	132.363
Other	-	2.648	2.648		6.892	6.892
Other receivables	-	371.124	371.124	400.000	647.161	1.047.161

The amount of 48 309 EUR refers to the accrued interest on guarantee deposits for the month of December 2014, which were received in January 2015.

The loan granted to OMIP – Operador do Mercado Ibérico (Portugal), SGPS, S.A. (OMIP SGPS) was settled in December 2014.

9 Active Deferments

On 31 December 2014, the “Deferments” headings of current assets were as follows:

	31-12-2014	31-12-2013
Deferments		
Insurance paid in advance	6.756	4.396
Rents	3.399	3.457
Other	21.544	1.376
	31.699	9.229

10 Share Capital

On 31 December 2014, OMIClear's share capital is fully subscribed and paid for, and is represented by 750 000 shares, each with a nominal value of 10 EUR.

11 Other Reserves and Retained Earnings

“Other reserves” and “Retained earnings” registered the following movements during the period ended on 31 December 2014:

	Legal Reserves	Other Reserves	Retained Earnings	Results for the Period	Total
On 1 January 2014	95.700	1.875.000	699.444	910.704	3.580.848
Net results for the period	-	-	-	313.303	313.303
Total	95.700	1.875.000	699.444	1.224.007	3.894.151
Change in equity capital	-	-	-	-	-
Creation of new Special Reserve DUCg	-	150.000	(150.000)	-	-
Transfer to other reserves	91.070	66.895	75.274	(910.704)	(677.465)
On 31 December 2014	186.770	2.091.895	624.718	313.303	3.216.686

Transfer to “Other Reserves” was done in accordance with the approval of the application of the net result for the year 2013 at the Annual General Meeting held on 23 April 2014.

Under the legislation in force, at least 10% of the net annual profit must be used to increase the legal reserve, until its value amounts to 20% of the total share capital. This reserve is only distributable in case of liquidation of the company and may only be used to cover losses after all other reserves have been depleted or if it is incorporated into the share capital.

A new reserve called “clearing fund DUCg” was created with the value of 150 000 EUR and reflects in OMI-Clear’s contribution for the clearing fund corresponding to the service linked with the rights of use of capacity in relevant points of the national transport network, storing infrastructure and LNG terminals. The shareholders approved the constitution of this reserve on 31 October 2014, and the amount in question was removed from the heading unappropriated earnings. This reserve can only be used in case of default in the service linked with the rights of use of the capacity in relevant points of the national transport network, storing infrastructure and LNG terminals.

Under the legislation in force, this reserve (SIG.B) can only be used when required to cover a clearing member’s breach of contract.

12 Other Accounts Payable

On 31 December 2014 the breakdown of the heading Other Accounts Payable is as follows:

	31-12-2014		31-12-2013	
	Current	Total	Current	Total
Suppliers	15.125	15.125	23.567	23.567
Total for Suppliers	15.125	15.125	23.567	23.567
Other Creditors				
OMIP SGPS	43.761	43.761	19.902	19.902
OMIP SGMR	224.024	224.024	478.289	478.289
Other Creditors	30.861	30.861	82.576	82.576
Creditors due to accrued expenses				
Holidays and holiday bonuses	31.078	31.078	20.974	20.974
Other expenses with staff	15.521	15.521	36.156	36.156
Productivity bonuses	120.526	120.526	50.568	50.568
Remuneration paid to members of statutory bodies	28.650	28.650	40.790	40.790
Other	90.780	90.780	80.508	80.508
Total - Other Accounts Payable	585.201	585.201	809.763	809.763

The item “Other” refers to:

Creditors due to accrued expenses	
Other	90.780
- Licences 2014, payable to members in 2015	25.400
- Services provided by market makers in 2014 and only invoiced in 2015	9.301
- Services provided by IOB'S in 2014 and only invoiced in 2015	20.372
- Sundry	35.706

13 Loans Granted

On 31 December 2014 the balance of this heading is as follows:

	31-12-2014		31-12-2013	
	Non-current	Current	Non-current	Current
Financial Loans	24.468	9.474	-	-
	24.468	9.474	-	-

Repayment Deadline	31-12-2014	30-12-2013
2015	9.474	-
2016	9.817	-
2017	10.200	-
2018	4.451	-
	33.943	-

Repayment Plan	31 December 2014		
	Capital	Interest	Total
Repayment in 2014	6.249	816	7.065
	6.249	816	7.065

On 31 December 2014, OMIClear was using the following goods obtained through financial loans:

Goods acquired through financial loans	31 December 2014		
	Acquisition Cost	Accrued Depreciation	Net Book Value
Transport Equipment	40.192	6.699	33493
	40.192	6.699	33.493

14 Sales and Provision of Services

On 31 December 2014 and 31 December 2013 the breakdown of services provided is as follows:

	31-12-2014	31-12-2013
Services provided in Natural Gas	78.715	-
Services provided in Energy	25.000	-
Market Fees	1.527.363	1.545.384
Training	15.025	1.000
Sundry	21.692	-
	1.667.795	1.546.384

15 Supplies and External Services

On 31 December 2014 and 31 December 2013, the breakdown of the costs incurred with supplies and the provision of external services is as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Specialised work	318.376	888.215
Salaries/Fees	115.817	27.560
Commissions	5.830	7.384
Travel and accomodation	23.552	15.667
Communication	3.653	7.934
Rentals	40.678	43.325
Representation expenses	109.041	55.789
Banking services	4.613	192
Office material	6.355	1.716
Insurance	13.719	585
Cleaning, hygiene and comfort	3.469	2.545
Other	18.279	10.439
	<u>663.382</u>	<u>1.061.350</u>

The most relevant heading in the category “Supplies” are specialised tasks that essentially include (i) maintenance of systems and access to IT platforms and (ii) management fees that compensate within the Group the efforts in favour of OMIClear by other employees of the Group. The decrease noted in 2014, which disaggregated amounts to -169 317 EUR in Information Systems and -347 199 EUR in management fees, is due, respectively, to fewer costs linked to IT platforms and (i) the formalisation of the intragroup procurement of certain support services (see note 17) and (ii) the fact that the cost of the members of the board of directors is now directly bore by OMIClear (see note 16).

The “fees” heading essentially includes consulting services. In this heading an increase of 39% relative to the same period of 2013 is due in part to the greater costs involved in the procurement of consulting services in the context of the external validation required in the process of authorisation to act as central counterparty under the terms of the EMIR.

The heading “representation expenses” had an increase of 95%. This is due, among other reasons, to the fact that the organisational structure of the company changed to meet the requirements stipulated in the EMIR.

16 Costs with Staff

Costs with staff in 2014 were as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Salaries	850.713	465.143
Social welfare	141.636	89.107
Other expenses	11.631	2.666
	<u>1.003.981</u>	<u>556.916</u>

The members of the board of directors were elected in September 2013, and started receiving salaries since October 2013, in agreement with the deliberation of the Remunerations Commission of 4 October 2013. Until that date, OMIClear was not directly responsible for expenses with the salaries of the members of the board of directors as they were paid by OMIP – Pólo Português, S.G.M.R., S.A., the company which held all the shares representative of OMIClear’s share capital and to which they were bound.

Regarding the increase in costs with staff, it is due to: (i) the hiring, in February 2014, of a chief of operations (a function which until then did not exist in OMIClear's staff structure) and (ii) to the fact that in 2014 there was a monthly increase of possible variable fees or bonuses, i.e., a kind of provision of payment on account of the year 2014 that OMIClear may pay to its staff in 2015.

The number of staff members on 31 December 2014 was 9 (2013: 10).

17 Other Expenses and Losses

The breakdown of the heading "Other expenses and losses" is as follows:

	31-12-2014	31-12-2013
Taxes	3.327	-
Costs with operations in the market	430.907	566.497
Correctios of previous years' balances	9.274	-
Contributions/levies	11.000	6.000
Tax estimates - insufficiency	-	2.839
Services provided by OMIP SGPS	24.926	
Services provided by OMIP SGMR	94.051	
Other	24.931	18.670
	598.416	594.006

The expenses with market operations on December 2014 and December 2013 arose from fixed commissions charged by market makers.

In 2014 contracts for the provision of intragroup services were signed between OMIClear, OMIP SGPS and OMIP SGMR. Some values/amounts that were allocated to "supplies and external services" last year were thus allocated in these contracts and therefore under the present heading.

18 Other Income and Gains

	31-12-2014	31-12-2013
Income from management fees	75.527	150.095
Income from guarantees	863.977	1.593.909
Income from custody fees	13.791	-
Corrections from previous years' balances	2.582	2.480
Autonomous reserve	-	64.528
Other income	192	26.616
Excess of income tax estimate	516	-
Foreign exchange variations	9	-
	956.594	1.837.629

The value "Income from Guarantees" refers to income obtained from the management of capital income received for the management of guarantees deposited at OMIClear.

In the heading "Management Fees" are included debits referring to works provided by OMIClear staff members to other companies of the group.

19 Expenses and Financial Income

The breakdown of the heading "Expenses and Financial Income" is as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Interest and similar earnings		
Interest on deposits	89.278	124.986
Other interest and similar earnings	487	2.367
	<u>89.764</u>	<u>127.353</u>
Interest and similar absorbed costs		
Interest paid	(813)	(44)
Other financial costs	(446)	-
	<u>(1.259)</u>	<u>(44)</u>
	<u>88.506</u>	<u>127.309</u>

20 Taxes During this Period

The breakdown of the amount of taxes in this period identified in the financial statements is as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Income Tax - current	122.180	336.436
Total	<u>122.180</u>	<u>336.436</u>

The tax rate used for the valuing of tax differences on the date balance of the period on 31 December 2014 was of 17% until the amount of 15 000 EUR and 23% for the outstanding balance (2013: 25%).

The reconciliation of the amount of tax in the period is as follows:

	<u>31-12-2014</u>		<u>31-12-2013</u>
Pre-tax results	15000	420.483	1.247.140
Tax rate	17,0%	23,0%	25,0%
	<u>99.261</u>		<u>311.785</u>
Non-deductible expenses	2.809		1.039
Non-taxable income	(713)		(674)
Surcharge	6.669		18.707
Autonomous taxation	14.154		5.579
	<u>122.180</u>		<u>336.436</u>
Income tax - current	122.180		336.436
Income tax - deferred	-		-
Income tax	<u>122.180</u>		<u>336.436</u>
Effective Tax Rate	<u>29,06%</u>		<u>26,98%</u>

The tax rate used to determine the amount of tax in the financial statements is as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Tax Rate		25,00%
Until 15.000€	17,00%	-
Remaining value	23,00%	-
Surcharge	1,50%	1,50%
	<u>21,50%</u>	<u>26,50%</u>

21 Transactions with Related Entities

On 31 December 2014, 50% of OMIClear was owned by *OMIP – Polo Português, S.G.M.R., S.A.* and 50% owned by *OMI – Polo Español, S.A. (OMIE)*. These two companies, in turn, were also owned, in equal parts, by the holding companies *OMIP – Operador do Mercado Ibérico (Portugal), SGPS, S.A.* and *OMEL – Operador del Mercado Iberico, Polo Español, S.A.* whose shares, representative of the equity capital held by each one, are spread over several other companies. .

The list of entities related to OMIClear throughout 2014 was the following:

Related Companies

Companies within the Group

OMIP - Operador do Mercado Ibérico (Portugal), SGPS, SA
 OMIP (Pólo Português) SGMR, S.A.
 OMEL - Operador del Mercado Ibérico de Energia, Pólo Español, SA
 OMI - Polo Español, S.A. (OMIE),
 OMIClear – Sociedade de Compensação de Mercados de Energia, (SGCCCC), S.A., Sucursal en España

Other related parties

REN Serviços, SA
 REN Redes Energéticas Nacionais, SGPS, SA
 REN Rede Eléctrica Nacional, SA
 Banco Comercial Português
 Caixa Geral de Depósitos

21.1 Expenses – Related companies

During this period, OMIClear performed the following transactions with these related parties:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Purchase of Services		
OMIP SGMR	333.956	442.717
OMIP SGPS	42.413	-
REN Serviços, S.A	-	6.248
	<u>376.369</u>	<u>448.965</u>

21.2 Revenue – Related companies

During this period, OMIClear performed the following transactions with these related parties:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Services Provided		
OMIP SGMR	92.025	131.637
OMIP SGPS	5.879	18.458
	<u>97.904</u>	<u>150.095</u>

21.3 Balances with related companies

At the end of the period ending on 31 December 2014, the balances resulting from transactions with related parties are as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Clients and other receivable accounts		
OMIP SGMR	258.882	478.350
OMIP SGPS	61.106	13.372
	<u>319.988</u>	<u>491.722</u>

	<u>31-12-2014</u>	<u>31-12-2013</u>
Suppliers and other accounts payable		
REN Gasodutos, S.A	-	(200)
REN SERVIÇOS, S.A.	-	(1.921)
OMIP SGPS	(43.761)	(19.902)
OMIP SGMR	(224.024)	(478.289)
	<u>(267.785)</u>	<u>(500.312)</u>

22 Guarantee Deposits

Cash guarantees are recorded under “Assets” and “Liabilities”.

On 31 December 2014, the amounts recorded in the balance sheet are as follows:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Guarantee deposits of participants	197.828.275	172.233.256
Amounts to be paid to participants	<u>(197.827.631)</u>	<u>(172.233.256)</u>
Total	<u>644</u>	<u>-</u>

The difference is due to the change in the tax of interest withheld applicable to one participant.

Other than guarantee deposits, credit lines and bank guarantees in favour of OMIClear also exist on 31 December 2014:

	<u>31-12-2014</u>	<u>31-12-2013</u>
Credit Lines	20.000.000	66.000.000
Bank Guarantees	<u>154.250.000</u>	<u>154.500.000</u>
Total	<u>174.250.000</u>	<u>220.500.000</u>

23 Contingencies

On 31 December 2014 there is no knowledge of any contingency or commitment assumed.

24 Subsequent Events

No relevant facts occurred after the date of the balance sheet.

Lisbon, 16 March 2015

.....
Manuela Lopes dos Santos
Registered Accountant, n.º 85946

The Board of Directors,

.....
Pedro Jesus Mejia Gómez

.....
José Isidoro d'Oliveira Carvalho Netto

.....
Eduardo Aguilar Fernandez-Hontoria

.....
José Manuel Amado da Silva

.....
Gonzalo Solana González

.....
Paulo Alexandre da Rocha Henriques

10

ANNEX

AUDITOR'S REPORT



Statutory Audit Report

(Free translation from the original in Portuguese)

Introduction

1 We have audited the financial statements of OMIClear, C.C., S.A., comprising the balance sheet as at December 31, 2014 (which shows total assets of Euro 209,219,150 and total shareholder's equity of Euro 10,716,686, including a net profit of Euro 313,303), the statement of income by nature, the statement of changes in equity and the statement of cash flows for the year then ended, and the corresponding notes to the accounts.

Responsibilities

2 It is the responsibility of the Board of Directors to prepare the Directors' Report and the financial statements which present fairly, in all material respects, the financial position of the Company, the results of its operations, the changes in equity and the cash flows, as well as to adopt appropriate accounting policies and criteria and to maintain an appropriate system of internal control.

3 Our responsibility is to express an independent and professional opinion on these financial statements based on our audit.

Scope

4 We conducted our audit in accordance with the Standards and Technical Recommendations issued by the Institute of Statutory Auditors which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. Accordingly, our audit included: (i) verification, on a sample basis, of the evidence supporting the amounts and disclosures in the financial statements and assessing the reasonableness of the estimates, based on the judgements and criteria of the Board of Directors used in the preparation of the financial statements; (ii) assessing the appropriateness of the accounting principles used and their disclosure, as applicable; (iii) assessing the applicability of the going concern basis of accounting; and (iv) assessing the overall presentation of the financial statements.

5 Our audit also covered the verification that the financial information included in the Directors' Report is consistent with the financial statements.

6 We believe that our audit provides a reasonable basis for our opinion.

Opinion

7 In our opinion, the financial statements referred to above present fairly in all material respects, the financial position of OMIClear, C.C., S.A. as at December 31, 2014, the results of its operations, the changes in equity and the cash flows for the year then ended, in accordance with generally accepted accounting principles in Portugal.

PricewaterhouseCoopers & Associados - Sociedade de Revisores Oficiais de Contas, Lda.
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Matriculada na CRC sob o NUPC 506 628 752, Capital Social Euros 314.000
Inscrita na lista das Sociedades de Revisores Oficiais de Contas sob o nº 183 e na CMVM sob o nº 9077

PricewaterhouseCoopers & Associados - Sociedade de Revisores Oficiais de Contas, Lda, pertence à rede de entidades que são membros da PricewaterhouseCoopers International Limited, cada uma das quais é uma entidade legal autónoma e independente.

Report on other legal requirements

8 It is also our opinion that the financial information included in the Directors' Report is consistent with the financial statements for the year.

March 23, 2015

PricewaterhouseCoopers & Associados
- Sociedade de Revisores Oficiais de Contas, Lda.
represented by:

Jorge Manuel Santos Costa, R.O.C.

This is a translation, not to be signed



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