

**Allfunds Bank, S.A.U  
and Subsidiaries  
composing the  
Allfunds Bank Group**

Consolidated Financial Statements  
and Directors' Report for the year  
ended 31 December 2017, together  
with Auditor's Report

*Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Bank in Spain (see Notes 1 and 31). In the event of a discrepancy, the Spanish-language version prevails.*

## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Sole Shareholder of Allfunds Bank S.A.U. (Sole-Shareholder Company),

### Report on the Consolidated Financial Statements

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#### Opinion

We have audited the consolidated financial statements of Allfunds Bank, S.A.U. (the Bank) and its subsidiaries composing, together with the Bank, the Allfunds Bank Group (the Group), which comprise the consolidated balance sheet as at 31 December 2017, and the consolidated statement of profit or loss, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements for the year then ended.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated equity and consolidated financial position of the Group as at 31 December 2017, and its consolidated results and its consolidated cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Group (identified in Note 1-b to the consolidated financial statements) and, in particular, with the accounting principles and rules contained therein.

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#### Basis for Opinion

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the consolidated financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Recognition of fee and commission income

#### Description

As indicated in Note 22 to the accompanying consolidated financial statements, in 2017 the Group recognised under "*Fee and Commission Income*" income of EUR 987,110 thousand relating to all the fees and commissions received in connection with the marketing of investment funds in the year. Note 2-l) indicates that the aforementioned income is calculated by applying the agreed-upon percentage to the daily volume of those ownership interests held for the account of the Group's customers.

The aforementioned income represents more than 96% of the total income earned by the Group in 2017. In light of the representativeness of that income, we consider this matter to be an area of significant auditor attention in our audit.

#### Procedures applied in the audit

The audit procedures performed in this connection included, among others, checking the design, implementation and operating effectiveness of the relevant controls (including information system controls) supporting the completeness of the fees and commissions, as well as the fee and commission income accounting and recognition procedure, for which purpose we involved our internal technology and systems experts.

Also, our work included, among others, the following substantive procedures: (i) Third-party confirmations based on a sample of management companies to validate the amount of fee and commission income; (ii) analysis, based on a sample of investment agreements entered into during the last quarter of 2017, of the correct recognition of the fee and commission income, pursuant to the terms and conditions and obligations established in the agreements with the management companies; and (iii) recalculation tests, performed on the sample of agreements indicated in point (ii), of the fee and commission income earned in 2017.

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## Emphasis of Matter

We draw attention to Note 2-j to the accompanying consolidated financial statements for 2017, in which the Bank's directors indicate that on 3 March 2011, Fairfield Sentry Limited and Fairfield Sigma Limited ("the Funds"), both in liquidation and affected by the so-called Madoff case, filed a claim at the United States Bankruptcy Court for the Southern District of New York against a distributor company outside the Allfunds Bank Group and against the Bank, as a result of the reimbursements made prior to December 2008, through the Bank, in accordance with the instructions of the aforementioned distributor company, because, in the opinion of the liquidators of the Funds, among other reasons, incorrect payments were made and unjust enrichment had resulted from such reimbursements in the amount of USD 3,505,471.33 (approximately EUR 2,923 thousand). The aforementioned Note to the consolidated financial statements also indicates that, although an application for the dismissal of the claim was filed, to which the Bankruptcy Court for the Southern District of New York has not yet responded,

the Bank's directors consider that, ultimately, the Group will not have to bear any possible adverse consequences of the aforementioned proceedings, since they understand that the Bank acted merely as an intermediary and did not benefit, in any case, from the reimbursements performed. Therefore, no provision was recognised in connection with this litigation in the accompanying consolidated balance sheet of the Group as at 31 December 2017. Our opinion is not modified in respect of this matter.

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### **Other Information: Consolidated Directors' Report**

The Other Information comprises only the consolidated directors' report for 2017, the preparation of which is the responsibility of the Bank's directors and which does not form part of the consolidated financial statements.

Our audit opinion on the consolidated financial statements does not cover the consolidated directors' report. Our responsibility relating to the consolidated directors' report, in accordance with the applicable audit regulations, consists of evaluating and reporting on whether the consolidated directors' report is consistent with the consolidated financial statements, based on our knowledge of the Group obtained in the audit of those consolidated financial statements and excluding any information other than that obtained as evidence during the audit. Also, our responsibility consists of evaluating and reporting on whether the content and presentation of the consolidated directors' report are in conformity with the applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described in the preceding paragraph, the information in the consolidated directors' report is consistent with that contained in the consolidated financial statements for 2017 and its content and presentation are in conformity with the applicable regulations.

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### **Responsibilities of the Directors and of the Audit Commission of the Bank for the Consolidated Financial Statements**

The Bank's directors are responsible for preparing the accompanying consolidated financial statements so that they present fairly the Group's consolidated equity, consolidated financial position and consolidated results in accordance with the regulatory financial reporting framework applicable to the Group in Spain, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Bank's directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Bank's audit and control commission is responsible for overseeing the process involved in the preparation and presentation of the consolidated financial statements.

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## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is included in Appendix I to this auditor's report. This description, which is on pages 5 and 6 of this document, forms part of our auditor's report.

## **Report on Other Legal and Regulatory Requirements**

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### **Additional Report to the Bank's Audit Commission**

The opinion expressed in this report is consistent with the content of our additional report to the Banks's audit commission dated 21 March 2018.

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### **Engagement Period**

The Universal Annual General Meeting held on 29 June 2017 appointed us as auditors for a period of one year from the year ended 31 December 2016.

Previously, we were designated pursuant to a resolution of the Universal Annual General Meeting for the period of one year and have been auditing the consolidated financial statements uninterruptedly since the year ended 31 December 2001, taking into account the content of Article 17.8 of Regulation (EU) No 537/2014 on specific requirements regarding statutory audit of public-interest entities.

DELOITTE, S.L.  
Registered in R.O.A.C. under no. S0692



Ignacio Gutiérrez  
Registered in R.O.A.C. under no. 21412

29 May 2018

## Appendix I to our auditor's report

Further to the information contained in our auditor's report, in this Appendix we include our responsibilities in relation to the audit of the consolidated financial statements.

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### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Bank's directors.
- Conclude on the appropriateness of the use by the Bank's directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide the Bank's audit commission with a statement that we have complied with relevant ethical requirements, including those regarding independence, and we have communicated with it to report on all matters that may reasonably be thought to jeopardise our independence, and where applicable, on the related safeguards.

From the matters communicated with the Bank's audit commission, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## ALLFUNDS BANK GROUP

### CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2017 AND 2016

(Thousands of Euros)

ASSETS	Notes	2017	2016 (*)	LIABILITIES AND EQUITY	Notes	2017	2016 (*)
CASH, CASH BALANCES AT CENTRAL BANKS AND OTHER DEMAND DEPOSITS	6	737,891	389,070	<b>LIABILITIES</b>			
FINANCIAL ASSETS HELD FOR TRADING:	9 and 19	479	639	FINANCIAL LIABILITIES HELD FOR TRADING:	9 and 19	340	466
Derivatives		479	639	Trading Derivatives		340	466
<i>Memorandum item: Lent or delivered as guarantee with disposal or pledge rights</i>		-	-	FINANCIAL LIABILITIES DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS		-	-
FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS		-	-	<i>Memorandum item: Subordinated liabilities</i>		-	-
<i>Memorandum item: Lent or delivered as guarantee with disposal or pledge rights</i>		-	-	FINANCIAL LIABILITIES AT AMORTISED COST:	14	967,725	604,971
AVAILABLE-FOR-SALE FINANCIAL ASSETS:	7	193	10,211	Deposits		796,309	466,957
Equity instruments		193	193	Credit institutions		179,532	233,172
Debt instruments		-	10,018	Customers		616,777	233,785
<i>Memorandum item: Lent or delivered as guarantee with disposal or pledge rights</i>		-	-	Other financial liabilities		171,416	138,014
LOANS AND RECEIVABLES:	8	404,676	344,435	<i>Memorandum item: Subordinated liabilities</i>		-	-
Loans and advances		404,676	344,435	HEDGING DERIVATIVES		-	-
To Central Banks		6,066	3,539	FAIR VALUE CHANGES OF THE HEDGED ITEMS IN PORTFOLIO HEDGES OF INTEREST RATE RISK		-	-
To Credit institutions		395,760	329,792	PROVISIONS		-	-
To Customers		2,850	11,104	TAX LIABILITIES:	12	8,713	1,766
<i>Memorandum item: Lent or delivered as guarantee with disposal or pledge rights</i>		-	-	Current		8,713	1,681
HELD-TO-MATURITY INVESTMENTS		-	-	Deferred		-	85
<i>Memorandum item: Lent or delivered as guarantee with disposal or pledge rights</i>		-	-	OTHER LIABILITIES	13	272,752	157,130
HEDGING DERIVATIVES		-	-	LIABILITIES INCLUDED IN DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE		-	-
FAIR VALUE CHANGES OF THE HEDGED ITEMS IN PORTFOLIO HEDGE OF INTEREST RATE RISK		-	-	<b>TOTAL LIABILITIES</b>		<b>1,249,530</b>	<b>764,333</b>
INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES		-	-				
TANGIBLE ASSETS:	10	6,961	6,616	<b>EQUITY:</b>			
Property, plant and equipment – For own use		6,961	6,616	SHAREHOLDERS FUNDS:	15	215,155	173,377
<i>Memorandum item: other assets leased out under finance lease</i>		-	-	Paid up capital	16	27,041	27,041
INTANGIBLE ASSETS:	11	7,541	5,099	Retained earnings	17	129,478	124,379
Other intangible assets		7,541	5,099	Profit or loss attributable to owners of the parent		75,258	69,074
TAX ASSETS:		486	580	Less: Interim dividends	3	(16,622)	(47,117)
Current		17	78	ACCUMULATED OTHER COMPREHENSIVE INCOME	7	(69)	202
Deferred	12	469	502	Items that may be reclassified to profit or loss		(69)	202
OTHER ASSETS:	13	306,389	181,262	Available for sale financial assets		-	19
Rest		306,389	181,262	Foreign currency translation		(69)	183
NON-CURRENT ASSETS AND DISPOSAL GROUPS HELD FOR SALE		-	-	MINORITY INTERESTS [NON CONTROLLING INTERESTS]		-	-
<b>TOTAL ASSETS</b>		<b>1,464,616</b>	<b>937,912</b>	<b>TOTAL EQUITY</b>		<b>215,086</b>	<b>173,579</b>
<b>MEMORANDUM ITEMS:</b>				<b>TOTAL LIABILITIES AND EQUITY</b>		<b>1,464,616</b>	<b>937,912</b>
Contingent liabilities		-	-				
Contingent commitments	18	53,250	50,071				

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 31 and Appendices I and II are an integral part of the consolidated balance sheet as at 31 December 2017.



**ALLFUNDS BANK GROUP**  
**CONSOLIDATED INCOME STATEMENTS**  
**FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**  
(Thousands of Euros)

	Notes	Income/(Expenses)	
		2017	2016 (*)
INTEREST INCOME	20	799	1,284
INTEREST EXPENSES	21	(554)	(295)
EXPENSES ON SHARE CAPITAL REPAYABLE ON DEMAND		-	-
<b>NET INTEREST INCOME</b>		<b>245</b>	<b>989</b>
DIVIDEND INCOME		-	-
FEE AND COMMISSION INCOME	22	1,020,444	732,521
FEE AND COMMISSION EXPENSES	23	(831,214)	(578,008)
GAINS OR LOSSES ON DERECOGNITION OF FINANCIAL ASSETS AND LIABILITIES NOT MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS, NET		-	-
GAINS OR LOSSES ON FINANCIAL ASSETS AND LIABILITIES HELD FOR TRADING, NET	24	139	173
GAINS OR LOSSES ON FINANCIAL ASSETS AND LIABILITIES DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS, NET		-	-
GAINS OR LOSSES FROM HEDGE ACCOUNTING, NET		-	-
EXCHANGE DIFFERENCES, NET		80	319
OTHER OPERATING INCOME	26	583	708
OTHER OPERATING EXPENSES	26	(670)	(535)
<b>GROSS INCOME</b>		<b>189,607</b>	<b>156,167</b>
ADMINISTRATION COSTS:	25	(75,021)	(57,472)
<i>Personnel expenses</i>		(37,067)	(28,941)
<i>Other administrative expenses</i>		(37,954)	(28,531)
DEPRECIATION	10 and 11	(2,439)	(2,273)
PROVISIONS OR REVERSAL PROVISIONS		-	-
IMPAIRMENT OR REVERSAL OF IMPAIRMENT ON FINANCIAL ASSETS NOT MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS	8	375	81
<i>Loans and receivables</i>		375	81
<b>NET OPERATING INCOME</b>		<b>112,522</b>	<b>96,503</b>
IMPAIRMENT OR REVERSAL OF IMPAIRMENT ON FINANCIAL ASSETS OF INVESTMENT IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES		-	-
IMPAIRMENT OR REVERSAL OF IMPAIRMENT ON NON-FINANCIAL ASSETS	10	-	(138)
<i>Tangible assets</i>		-	(138)
GAINS/(LOSSES) ON DERECOGNIZED OF NON FINANCIAL ASSETS AND SUBSIDIARIES, NET		-	-
NEGATIVE GOODWILL RECOGNISED IN PROFIT OR LOSS		-	-
PROFIT OR LOSS FROM NON-CURRENT ASSETS AND DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE NOT QUALIFYING AS DISCONTINUED OPERATIONS		-	-
<b>OPERATING PROFIT BEFORE TAX</b>		<b>112,522</b>	<b>96,365</b>
TAX EXPENSE OR INCOME RELATED TO PROFIT OR LOSS FROM CONTINUING OPERATION	12	(37,264)	(27,291)
<b>PROFIT FROM CONTINUING OPERATIONS</b>		<b>75,258</b>	<b>69,074</b>
PROFIT FROM DISCONTINUED OPERATIONS (net)		-	-
<b>PROFIT</b>		<b>75,258</b>	<b>69,074</b>
<i>Attributable to owners of the parent</i>		75,258	69,074
<i>Attributable to minority interest [non-controlling interests]</i>		-	-

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 31 and Appendices I and II are an integral part of the consolidated income statement for 2017.

**ALLFUNDS BANK GROUP**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**

**A) CONSOLIDATED STATEMENT OF RECOGNISED INCOME AND EXPENSE**  
**FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

	Income/(Expenses)	
	2017	2016 (*)
<b>PROFIT RECOGNISED IN INCOME STATEMENT</b>	<b>75,258</b>	<b>69,074</b>
<b>OTHER RECOGNIZED INCOME (EXPENSES)</b>	<b>(271)</b>	<b>50</b>
<b>Items not subject to reclassification to income statement:</b>		
Actuarial gains and losses from defined benefit pension plans	-	-
Non-current assets available for sale	-	-
Other adjustments	-	-
Income tax relating to items not subject to reclassification to income statement	-	-
<b>Items subject to reclassification to income statement:</b>	<b>(271)</b>	<b>50</b>
Hedge of net investments in foreign operations (effective portion)	-	-
Foreign currency translation	(359)	74
<i>Valuation gains or losses from currency translation taken to equity</i>	(359)	74
Cash flow hedges	-	-
Available for sale financial assets:	(27)	(3)
<i>Valuation gains or losses taken to equity</i>	(27)	(3)
Non-current assets and disposal groups classified as held for sale	-	-
Income tax	115	(21)
<b>TOTAL RECOGNISED INCOME AND EXPENSE:</b>	<b>74,987</b>	<b>69,124</b>
Attributable to the parent company	74,987	69,124
Attributable to minority interest [non-controlling interests]	-	-

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 31 and Appendices I and II are an integral part of the consolidated statement of recognised income and expense for 2017.

**ALLFUNDS BANK GROUP**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016 (cont.)**

**B) CONSOLIDATED STATEMENTS OF CHANGES IN TOTAL EQUITY**  
**FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

**2017**

	TOTAL EQUITY							
	Shareholders' Funds					Accumulated other Comprehensive Income	Non-Controlling Interests	Total Equity
	Paid up Capital	Retained Earnings	Profit or Loss	Interim Dividends	Total Shareholders' Funds			
<b>ENDING BALANCE AT 31 DECEMBER 2016</b>	<b>27,041</b>	<b>124,379</b>	<b>69,074</b>	<b>(47,117)</b>	<b>173,377</b>	<b>202</b>	<b>-</b>	<b>173,579</b>
Adjustments due to changes in accounting policies	-	-	-	-	-	-	-	-
Adjustments due to errors	-	-	-	-	-	-	-	-
<b>ADJUSTED BEGINNING BALANCE AT 1 JANUARY 2017</b>	<b>27,041</b>	<b>124,379</b>	<b>69,074</b>	<b>(47,117)</b>	<b>173,377</b>	<b>202</b>	<b>-</b>	<b>173,579</b>
<b>Total income/expense recognized</b>	-	-	<b>75,258</b>	-	<b>75,258</b>	<b>(271)</b>	-	<b>74,987</b>
<b>Other changes in equity:</b>	-	<b>5,099</b>	<b>(69,074)</b>	<b>30,495</b>	<b>(33,480)</b>	-	-	<b>(33,480)</b>
Dividend distribution	-	-	(16,858)	(16,622)	(33,480)	-	-	(33,480)
Transfers between total equity entries	-	5,099	(52,216)	47,117	-	-	-	-
<b>ENDING BALANCE AT 31 DECEMBER 2017</b>	<b>27,041</b>	<b>129,478</b>	<b>75,258</b>	<b>(16,622)</b>	<b>215,155</b>	<b>(69)</b>	<b>-</b>	<b>215,086</b>

**2016**

	TOTAL EQUITY (*)							
	Shareholders' Funds					Accumulated other Comprehensive Income	Non-Controlling Interests	Total Equity
	Paid up Capital	Retained Earnings	Profit or Loss	Interim Dividends	Total Shareholders' Funds			
<b>ENDING BALANCE AT 31 DECEMBER 2015</b>	<b>27,041</b>	<b>117,362</b>	<b>75,983</b>	<b>(34,443)</b>	<b>185,943</b>	<b>152</b>	<b>-</b>	<b>186,095</b>
Adjustments due to changes in accounting policies	-	-	-	-	-	-	-	-
Adjustments due to errors	-	-	-	-	-	-	-	-
<b>ADJUSTED BEGINNING BALANCE AT 1 JANUARY 2016</b>	<b>27,041</b>	<b>117,362</b>	<b>75,983</b>	<b>(34,443)</b>	<b>185,943</b>	<b>152</b>	<b>-</b>	<b>186,095</b>
<b>Total income/expense recognized</b>	-	-	<b>69,074</b>	-	<b>69,074</b>	<b>50</b>	-	<b>69,124</b>
<b>Other changes in equity:</b>	-	<b>7,017</b>	<b>(75,983)</b>	<b>(12,674)</b>	<b>(81,640)</b>	-	-	<b>(81,640)</b>
Dividend distribution	-	24,259	(58,702)	34,443	-	-	-	-
Transfers between total equity entries	-	(17,242)	(17,281)	(47,117)	(81,640)	-	-	(81,640)
<b>ENDING BALANCE AT 31 DECEMBER 2016</b>	<b>27,041</b>	<b>124,379</b>	<b>69,074</b>	<b>(47,117)</b>	<b>173,377</b>	<b>202</b>	<b>-</b>	<b>173,579</b>

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 31 and Appendices I and II are an integral part of the consolidated statement of changes in total equity for 2017.

**ALLFUNDS BANK GROUP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

	2017	2016 (*)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Profit for the year</b>	<b>75,258</b>	<b>69,074</b>
<b>Adjustments to obtain the cash flows from operating activities-</b>		
Depreciation and amortization	2,439	2,273
Other adjustments	36,809	27,029
<b>Profit adjusted</b>	<b>114,506</b>	<b>98,376</b>
<b>Net increase/decrease in operating assets:</b>		
Financial assets held for trading	160	(195)
Available-for-sale financial assets	9,747	10,039
Loans and receivables	(59,866)	(67,624)
Other operating assets	(125,033)	2,834
	(174,992)	(54,946)
<b>Net increase/decrease in operating liabilities:</b>		
Financial liabilities held for trading	(126)	162
Financial liabilities at amortised cost	362,754	58,230
Other operating liabilities	113,338	(2,097)
	475,966	56,295
<b>Collection/Payments for income tax</b>	<b>(28,033)</b>	<b>(31,462)</b>
<b>Total cash flow from operating activities</b>	<b>387,447</b>	<b>68,263</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
<b>Payments-</b>		
Tangible assets	(1,614)	(3,868)
Intangible assets	(3,612)	(2,316)
	(5,226)	(6,184)
<b>Total Cash flow from investing activities</b>	<b>(5,226)</b>	<b>(6,184)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
<b>Investment-</b>		
Dividends	(33,480)	(81,640)
<b>Total Cash flow from financing activities</b>	<b>(33,480)</b>	<b>(81,640)</b>
<b>EFFECT EXCHANGE RATE CHANGES</b>	<b>80</b>	<b>319</b>
<b>NET INCREASE/DECREASE IN CASH OR CASH EQUIVALENTS</b>	<b>348,821</b>	<b>(19,242)</b>
Cash and cash equivalents at beginning of year	389,070	408,312
Cash and cash equivalents at end of the period	737,891	389,070
<b>MEMORANDUM ITEMS</b>		
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS AT END OF PERIOD:</b>		
Cash	20	18
Cash equivalents at central banks	342,282	179,361
Other financial assets	395,589	209,691
<b>TOTAL CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>737,891</b>	<b>389,070</b>

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 31 and Appendices I and II are an integral part of the consolidated statement of cash flows for 2017.

*Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 31). In the event of a discrepancy, the Spanish-language version prevails.*

## **Allfunds Bank Group**

### Notes to the Consolidated Financial Statements for the year ended 31 December 2017

#### **1. Description of the Bank, basis of presentation of the consolidated financial statements and other information**

##### **a) Description of the Bank**

Allfunds Bank, S.A.U. ("the Bank") was incorporated for an indefinite period of time in Madrid on 14 December 2000. The Bank is a private-law entity subject to the rules and regulations applicable to banks operating in Spain, which has its registered office at calle Estafeta 6- Complejo Plaza de la Fuente, Edificio 3, La Moraleja (Madrid), where the bylaws and other public information on the Bank can be consulted. The Bank is registered in the Bank of Spain's Official Register of financial institutions under code 0011.

The activities that constitute the Bank's objectives are as follows:

- a. The performance of all kinds of activities, transactions and services of the banking business in general, related thereto or permitted to it under current legislation.
- b. The acquisition, holding, use, administration and disposal of Spanish and foreign marketable securities, shares and equity interests in companies, in accordance with current legislation.
- c. The provision of investment services and any applicable supplementary activities under current legislation.

In addition to the operations carried on directly by it, the Bank is the head of a group of subsidiaries that engage in various business activities and which compose, together with it, the Allfunds Group ("the Group"). Therefore, the Bank is required to prepare in addition to its own financial statements, these consolidated financial statements for the Group.

On 21 November 2017, Aduhala ITG, S.L.U. (a company belonging to the Hellman & Friedman Group) acquired all the shares of the Bank (see Note 16). Consequently, on 21 November 2017, the Bank's newly acquired sole shareholder status was publicly declared. However, pursuant to Article 16.1 of Legislative Royal Decree 1/2010, of 2 July, approving the Consolidated Spanish Limited Liability Companies Law, it is hereby stated that at 31 December 2017 the Bank had not entered into any contracts with its sole shareholder, Aduhala ITG, S.L.U.

## **b) Basis of presentation of the consolidated financial statements**

The consolidated financial statements for 2017 were prepared by the directors of the Bank, as the Parent, at the Board meeting on 21 March 2018 in accordance with the regulatory framework applicable to the Group, which is that established in Bank of Spain Circular 4/2004, of 22 December, and subsequent amendments thereto ("Circular 4/2004"), in the Spanish Commercial Code and in other Spanish corporate and commercial law, and other compulsory legislation approved by the Bank of Spain and, accordingly, present fairly the Group's consolidated equity and financial position at 31 December 2017 and the consolidated results of its operations, the changes in the consolidated equity and its consolidated cash flows for the year then ended. These consolidated financial statements, which were prepared from the accounting records of the Bank and those of each of its subsidiaries, include the adjustments and reclassifications required to unify the accounting policies used by the subsidiaries with those used by the Parent. (Bank of Spain Circular 4/2014)

The Group's consolidated financial statements for 2017 have not yet been approved by the shareholders at the Annual General Meeting. However, the Bank's Board of Directors considers that the aforementioned consolidated financial statements will be approved without any changes. The Group's consolidated financial statements for 2016 were approved by the shareholders at the Annual General Meeting of the Bank on 29 June 2017 and filed at the Madrid Mercantile Registry.

The principal accounting policies and measurement bases applied in preparing the Group's consolidated financial statements for 2017 are described in Note 2. All mandatory accounting policies and measurement bases with a material effect on the consolidated financial statements for 2017 were applied in their preparation. No non-obligatory accounting principles were applied.

In 2017 various Bank of Spain Circulars came into force, of which the following are noteworthy:

*Bank of Spain Circular 1/2017, of 30 June, amending Bank of Spain Circular 1/2013, of 24 May, on the Central Credit Register*

The main objective of Bank of Spain Circular 1/2017 is to collect through the Central Credit Register (CIR) the information that the Bank of Spain must request from reporting agents in order to convey it to the European Central Bank pursuant to Regulation (EU) 867/2016 of the European Central Bank, of 18 May, on the collection of granular credit and credit risk data. Also, for the purpose of clarifying and updating the legislation, certain amendments were made to Bank of Spain Circular 1/2013, including most notably the simplification of the reasons why the data of legal entities and natural persons are communicated to the CIR, making the assignment of values more flexible.

*Bank of Spain Circular 3/2017, of 24 October, amending Bank of Spain Circular 2/2014, of 31 January, to credit institutions on the exercise of various regulatory options contained in Regulation (EU) No 575/2013 of the European Parliament and of the Council, of 26 June 2013, on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012*

Bank of Spain Circular 3/2017 amends certain aspects of Bank of Spain Circular 2/2014 in view of the attribution of competencies on significant entities to the European Central Bank (ECB) by means of Regulation 1024/2013. Firstly, it amends the scope of application of the aforementioned Regulation, and secondly, it adjusts the content of the Circular to the guidance issued by the ECB. Lastly, the regulations relating to transitional options, that were applicable until 2017, are withdrawn. The entry into force of this Circular did not have a material impact on the Bank or the information shown in these financial statements.

*Bank of Spain Circular 4/2017, of 27 November, to credit institutions on public and confidential financial reporting rules and formats*

The main purpose of Circular 4/2017 is to adapt the accounting system of Spanish credit institutions to the changes in European accounting legislation stemming from the adoption of two new International Financial Reporting Standards (IFRSs): (i) IFRS 9, which will amend the methods of accounting for financial instruments; and (ii) IFRS 15, which will amend revenue recognition methods.

The three most noteworthy changes introduced by this Circular that emanate directly from the amendments to IFRS 9 are as follows:

- (i) The change in the financial asset impairment model, which ceases to be based on incurred losses and is now based on expected losses. The purpose of this change is to obtain a more appropriate measurement of the assets and an earlier recognition of any impairment losses thereon.
- (ii) The amendment of the portfolios in which financial assets are classified for measurement purposes.
  - The measurement criteria applicable to debt instruments will be determined on the basis of their contractual characteristics and the business model.
  - Investments in equity instruments must be measured at fair value through profit or loss.
  - Other financial assets must be recognised in the balance sheet at fair value.
- (iii) The regulation of hedge accounting. An accounting scheme is introduced additional to the one existing to date, and the latter will continue to exist during the transitional period. The new rules eliminate quantitative tests of effectiveness, with a change requiring monitoring and an adjustment of the coverage ratio.

Based on the above, and taking into consideration data referring to 31 December 2017, the Bank has assessed the estimated impact on its financial statements of the initial application of IFRS 9. In this connection, the Bank considers that the entry into force of IFRS 9 will not have a material effect on its financial statements.

As regards the changes arising from the adaptation to IFRS 15, mention must be made of the new recognition model for revenue other than revenue from financial instruments, which will be based on: (i) identifying the performance obligations in the contract, (ii) determining the transaction price, (iii) allocating the transaction price to the performance obligations in the contract and (iv) recognising revenue when (or as) the entity satisfies a performance obligation.

Lastly, the Circular introduces certain changes to institutions' public and confidential financial reporting formats. The date of entry into force of the Circular is 1 January 2018.

All accounting policies and measurement bases with a material effect on the Group's 2017 financial statements were applied in their preparation.

### **c) Use of estimates**

The information in these consolidated financial statements is the responsibility of the Bank's directors. In the Bank's consolidated financial statements for 2017 estimates were made by the senior executives of the Bank, later ratified by the directors, in order to quantify certain assets, liabilities, income, expenses and commitments reported herein. These estimates relate basically to the following:

1. The impairment losses on certain assets (see Notes 7, 8, 10 and 11).
2. The useful life of the tangible and intangible assets (see Notes 10 and 11).
3. The assessment of any possible contingent liabilities affecting the Group and the need to recognise provisions therefor (see Note 2-j).
4. Estimates of accrued expenses and deferred income relating to the Bank's activity at each year-end.
5. The recoverability of deferred tax assets.

Although these estimates were made on the basis of the best information available at 2017 year-end, future events might make it necessary to change these estimates in coming years. Changes in accounting estimates would be applied prospectively in accordance with the requirements of Bank of Spain Circular 4/2004, recognising the effects of any change in estimates in the related consolidated income statement in future years.

### **d) Basis of consolidation**

"Subsidiaries" are defined as entities over which the Bank has the capacity to exercise management control. Control is, in general but not exclusively, presumed to exist when the Parent owns directly or indirectly half or more of the voting power of the investee or, where applicable, even if this percentage is lower or zero, as is the case with the agreements with other shareholders of the investee that give the Bank control. For these purposes, an entity is considered to control another when:

- i. it has the power, due to legal or bylaw provisions or agreements, to govern the significant activities of the investee, i.e. those that significantly affect its performance;
- ii. it has the ability to use power over the investee to affect the amount of the investor's returns; and
- iii. it has exposure, or rights, to variable returns from involvement with the investee.

The financial statements of the subsidiaries are fully consolidated with these consolidated financial statements in accordance with the Bank of Spain Circular 4/2004.

The following methods were applied in the consolidation process:

- i. The financial statements of the subsidiaries are aggregated with those of the Bank. Prior to this aggregation, any material unification adjustments that might be necessary to adapt the subsidiaries' accounting policies and measurement bases to those used by the Bank, which are those contained in Bank of Spain Circular 4/2004, were made.



- ii. All material balances and transactions between the consolidated companies, and the material results of intra-Group transactions not realised vis-à-vis third parties, were eliminated on consolidation.
- iii. The results of subsidiaries acquired during the year are included in the consolidated income statement from the date of acquisition to year-end. Similarly, the results of subsidiaries disposed of during the year are included in the consolidated income statement from the beginning of the year to the date of disposal.

The consolidated financial statements from the subsidiary companies are consolidated with the Bank's financial statements applying the global integration consolidation method as it is defined in the applicable accounting rule.

Consequently, all the significant account balances and transactions performed between the consolidated companies and the Bank are eliminated in the consolidation process.

#### *Changes in the scope of consolidation*

No additional changes occurred in the Group's scope of consolidation in 2017.

Appendix I contains relevant information on the subsidiaries.

#### **e) Agency agreements**

Neither at the end of 2017 or 2016 nor at any other time during these years did the Bank have any agency agreements in force, as defined in Article 21 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on the regulation, supervision and capital adequacy of credit institutions.

#### **f) Comparative information**

For comparison purposes only the Bank's directors present, in addition to the figures for 2017 for each item in the balance sheet, statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the consolidated financial statements, the figures for 2016, which were obtained in accordance with Bank of Spain Circular 4/2004 and successive amendments thereto in force. Consequently, the figures for 2016, which are presented in these notes to the consolidated financial statements solely for comparison purposes, are not the Group's statutory financial statements for 2016.

#### **g) Environmental impact**

In view of the business activities carried on by the Group, it does not have any environmental liability, expenses, assets, provisions or contingencies that might be material with respect to its consolidated equity, financial position or results. Therefore, no specific disclosures relating to environmental issues are included in these Notes to the consolidated financial statements.

#### **h) Capital and capital management**

On 26 June 2013, the European Parliament and the Council of the European Union approved Regulation (EU) No 575/2013, on prudential requirements for credit institutions and investment firms, which came

into force on 1 January 2014, and Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, which came into force in July 2013. This legislation, known as CRR/CRD IV, implements the Basel Capital Accord (Basel III) with a gradual transition schedule until full implementation is achieved, which will foreseeably take place on 1 January 2019. In this connection, on 5 February 2014 Bank of Spain Circular 2/2014, of 31 January was published. This Circular established which options of the aforementioned Regulation (EU) No 575/2013 must be complied with by Spanish financial institutions, including the Bank, from 1 January 2014, on a permanent or transitory basis.

On 10 February 2016, Bank of Spain Circular 2/2016, of 2 February, to credit institutions, on supervision and capital adequacy, came into force. This Circular, the purpose of which is to complete the adaptation of Spanish law to Directive 2013/36/EU and Regulation (EU) 575/2013, repeals Bank of Spain Circular 3/2008.

In this regard, Bank of Spain Circular 2/2016, to credit institutions was published on 2 February 2016, on supervision and capital adequacy, which completes the adaptation of Spanish law to Directive 2013/36/EU and Regulation (EU) 575/2013, which is applicable to the Bank (see Note 1-b).

Regulation (EU) 575/2013 lays down uniform rules that must be complied with by entities in relation to: 1) regulatory own funds requirements relating to elements of credit risk, market risk, operational risk and settlement risk; 2) requirements limiting large exposures; 3) liquidity risk coverage relating to entirely quantifiable, uniform and standardised elements of liquidity risk, after the Commission delegated act has entered into force; 4) the setting of the leverage ratio; and 5) public disclosure requirements.

The aforementioned EU Regulation introduces a review of the concept and of the components of the regulatory own funds required of entities. These consist of two elements: Tier 1 capital and Tier 2 capital. In turn, Tier 1 capital comprises Common Equity Tier 1 and Additional Tier 1 capital. Therefore, Tier 1 capital consists of instruments that are able to absorb losses when the entity is a going concern, while the elements of Tier 2 capital will absorb losses primarily when the entity, as the case may be, is not viable.

Institutions must at all times meet the following capital adequacy requirements:

- i. A Common Equity Tier 1 ratio of 4.5%.
- ii. A Tier 1 capital (common equity plus additional capital) ratio of 6%.
- iii. A total capital ratio of 8%.

In addition to these requirements, pursuant to the aforementioned legislation the Group must comply with the following capital requirements:

- Hold a capital conservation buffer, which was established as Common Equity Tier 1 capital equal to 1.25% of RWAs for 2017, and which will increase by an additional 0.625% each year until it reaches the required level of 2.5% of RWAs in 2019.
- Hold a countercyclical buffer of Common Equity Tier 1 capital that can be up to 2.5% of RWAs. From 2016 onwards, the level that this buffer must reach will be set by the national competent authorities, using macroeconomic variables, when a period of excess credit growth that might be leading to the build-up of system-wide risk is observed. In this connection, at the end of 2016 the Bank of Spain announced that the countercyclical buffer for Spanish financial institutions would be maintained at

0% of credit risk exposure in Spain in the fourth quarter of 2016. The Bank has not been designated a systemic institution, and a capital buffer has not been established for it for 2017.

The Group's management of its capital, as far as conceptual definitions are concerned, is in keeping with Regulation (EU) 575/2013. With a view to ensuring that the aforementioned objectives are met, the Bank performs an integrated management of these risks, in accordance with the policies and processes indicated above.

The main figures relating to the capital ratios applicable to the Group pursuant to Regulation (EU) 575/2013, at 31 December 2017 and 2016, are as follows:

	Thousands of Euros	
	2017	2016
Common Equity Tier 1 (I)	144,964	149,943
Additional Tier 1 capital (II)	-	-
<b>Total Tier 1 capital (III = I + II)</b>	<b>144,964</b>	<b>149,943</b>
Tier 2 capital (IV)	10	12
<b>Total eligible capital (V = III + IV)</b>	<b>144,974</b>	<b>149,955</b>
<b>Exposure for capital adequacy purposes</b>	<b>801,520</b>	<b>661,070</b>

Common Equity Tier 1 includes basically the Group's share capital and reserves net of deductions.

Tier 2 capital includes mainly the collective allowance specified in Article 62 of Regulation (EU) 575/2013.

At 31 December 2017 and 2016, the Bank's eligible capital exceeded the minimum required under the regulations in force.

## **i) Deposit Guarantee Fund and Single Resolution Fund**

### *i. Deposit Guarantee Fund*

The Bank participates in the Deposit Guarantee Fund.

In 2017 and 2016, the accompanying consolidated income statements did not include any expense in this connection since there was no obligation to contribute in this respect, in accordance with Article 4 of Royal Decree 2606/1996, of 20 December, on deposit guarantee funds of credit institutions.

### *ii Single Resolution Fund*

In March 2014, the European Parliament and the Council reached a political agreement for the creation of the second pillar of Banking Union, the Single Resolution Mechanism ("SRM"). The SRM's main purpose is to ensure an orderly resolution of failing banks in the future with minimal costs to taxpayers and to the real economy. The SRM's scope of activity is identical to that of the SSM, i.e., a central authority, the Single Resolution Board ("SRB"), is ultimately responsible for deciding whether to initiate the resolution of a bank, while the operational decision is implemented in cooperation with the national resolution authorities. The SRB commenced its work as an independent EU agency on 1 January 2015.

The purpose of the rules governing banking union is to ensure that bank resolutions will be financed first of all by the banks and their shareholders and, if necessary, partly by the bank's creditors. However, another source of funding will also be available to which recourse can be had if the contributions of the shareholders and of the bank's creditors are not sufficient. This is the Single Resolution Fund ("SRF"), which is administered by the SRB. The legislation requires banks to make the contributions to the SRF over eight years.

In this regard, on 1 January 2016, Regulation (EU) No 806/2014 of the European Parliament and of the Council, of 15 July 2014, came into force. Under this Regulation, the SRB replaces the national resolution authorities with respect to the management of financing arrangements for the resolution mechanisms for credit institutions and certain investment services companies within the scope of the SSM. As a result, the SRB is now responsible for administering the SRF and for calculating the ex-ante contributions of institutions within the scope of application.

The SRB calculated the contributions to be paid by each institution in accordance with the information sent to each institution in a form on 11 December 2015. The amount was the result of applying the calculation methodology specified in Commission Delegated Regulation (EU) 2015/63, of 21 October 2014, based on the uniform conditions of application indicated in Council Implementing Regulation (EU) 2015/81, of 19 December 2014.

The target level for all the contributions has been set at one-eighth of 1.05% of the quarterly average of covered deposits in the eurozone in 2015, resulting in a Europe-wide contribution target for the Fund of EUR 7,008 million in 2016. Article 69 of Regulation (EU) No 806/2014 establishes that the available financial means of the Fund (at least 1% of covered deposits) must be reached within eight years from 1 January 2016.

Article 8.1 of Council Implementing Regulation (EU) 2015/81 stipulates that 60% of the contributions shall be calculated on a national basis and the remaining 40% on a basis common to all participating Member States.

The expense incurred by the Group in relation to the contribution made to the SRF in 2017 totalled EUR 216 thousand (2016: EUR 125 thousand) and is recognised under "Other Operating Expenses" in the accompanying consolidated statement of profit or loss (see Note 26).

#### ***j) Customer care service annual report***

As required by Article 17 of Ministry of Economy Order ECO/734/2004, of 11 March, on Customer Care Departments and Services and the Customer Ombudsmen of Financial Institutions, the Annual Report was presented to the Board meeting of the Bank held on 21 March 2018. The Report indicates that in 2017, the Milan branch received one complaint, which related to delays in the transfer of units in collective investment undertakings in which the Bank does not have any direct responsibility since various agents participate in the process and the legislation does not include a set deadline for the transfers to take place. Accordingly, at 31 December 2017, there were no unresolved matters.

#### ***k) Events after the reporting period***

On 17 January 2018, the Bank formalised the purchase of Fintech Partners, S.L., the head of a group of companies, for EUR 20 million, of which EUR 12.5 million was paid when the public deed of purchase and sale was entered into. The payment of the remaining amount is conditional on the achievement of certain business objectives and certain members of the executive team continuing service at the Allfunds Bank Group.

## **2. Accounting policies and measurement bases**

The accounting policies and measurement bases applied in preparing these consolidated financial statements were as follows:

### **a) Definitions and classification of financial instruments**

#### *i. Definitions*

A "financial instrument" is any contract that gives rise to a financial asset of one entity and to a financial liability or equity instrument of another entity.

An "equity instrument" is any agreement that evidences a residual interest in the assets of the issuing entity after deducting all of its liabilities.

A "financial derivative" is a financial instrument whose value changes in response to the change in a specified variable, sometimes called the underlying asset (such as an interest rate, financial instrument price, commodity price, foreign exchange rate, credit rating or the related index), whose initial investment is very small compared with other financial instruments with a similar response to changes in market factors, and which is generally settled at a future date.

#### *ii. Classification of financial assets for measurement purposes*

Financial assets are initially classified into the various categories used for management and measurement purposes, unless they have to be presented as "Non-Current Assets and Disposal Groups Classified as Held for Sale", or relate, where appropriate, to "Cash, cash balances at Central Banks and other demand deposits", "Fair value changes of the hedge items in portfolio hedges of interest rate risk", "Hedging derivatives" or "Investments in subsidiaries, Joint Ventures and Associates", which are reported separately.

Financial assets are generally included for measurement purposes in one of the following categories:

- Financial assets held for trading: this category includes the financial assets acquired for the purpose of generating a profit in the near term from fluctuations in their prices and financial derivatives that do not meet the definition of a financial guarantee contract and have not been designated as hedging instruments.
- Financial assets designated at fair value through profit or loss: this category includes hybrid financial assets that are not financial assets held for trading which are measured entirely at fair value and financial assets not held for trading that are included in this category in order to obtain more relevant information, either because this eliminates or significantly reduces recognition or measurement inconsistencies (accounting mismatches) that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases, or because a group of financial assets or financial assets and liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided on that basis to the Bank's directors. Financial assets may only be included in this category on the date they are acquired or originated.
- Available-for-sale financial assets: this category includes debt instruments not classified as "Loans and receivables", "Investments held for trading" or "Designated at fair value through profit or loss"

(category which encompasses financial assets held for trading or designated at fair value through profit or loss); it also includes Equity instruments issued by entities other than subsidiaries, associates and jointly controlled entities, provided that such instruments have not been classified as "Financial assets designated at fair value through profit or loss".

- Loans and receivables: this category includes financing to third parties arising from the Group's typical lending activities, whatever the nature of the borrower and the form of the financing granted, and the unquoted debt securities.

In general terms, the Group intends to hold the loans and credits granted and classified as loans and receivables until their final maturity and therefore, they are presented in the consolidated balance sheet at amortised cost (which includes any corrections that must be made to show estimated losses in recovery).

- Held-to-maturity investments: this category includes debt securities with fixed maturity and with fixed or determinable payments, for which the Group has both the intention and proven ability to hold to maturity.

### *iii. Classification of financial assets for presentation purposes*

In addition to the categories included in section "ii" above, financial assets are classified, by type of instrument, into the following items in the balance sheet:

- Cash, cash balances in Central Banks and other demand deposits: cash balances and balances receivable on demand with central banks and other credit institutions.
- Loans and advances: includes the debit balances of all credit and loans granted by the Group, other than those represented by securities, as well as finance lease receivables and other debit balances of a financial nature in favour of the Bank, such as cheques drawn on credit institutions, balances receivable from clearing houses and settlement agencies for transactions on the stock exchange and organised markets, bonds given in cash, capital calls, fees and commissions receivable for financial guarantees and debit balances arising from transactions not originating in banking transactions and services, such as the collection of rentals and similar items, where applicable. They are classified, depending on the institutional sector to which the borrower belongs, under:
  - Central banks: credit of any nature, including deposits made and money market operations in the name of the Bank of Spain or other central banks.
  - Loans and advances to credit institutions: credit of any nature, including credit received and money market operations in the name of credit institutions.
  - Loans and advances to customers: includes the remaining credit, including money market operations through central counterparties.
- Debt instruments: bonds and other securities that create a debt for their issuer, that generate an implicit or explicit interest return at a contractually agreed rate, and that are in the form of certificates or book entries, irrespective of the issuer.
- Equity Instruments: financial instruments issued by other entities, such as shares and non-voting equity units, if any, which have the nature of equity instruments for the issuer, unless they are

investments in subsidiaries, jointly controlled entities or associates. Investment fund units are included in this item, if any.

- Derivatives: includes the fair value in favour of the Group of derivatives which do not form part of hedge accounting.

#### *iv. Classification of financial liabilities for measurement purposes*

In the consolidated balance sheet, financial liabilities are classified into the various categories used for management and measurement purposes. Financial liabilities are classified for measurement purposes into one of the following categories:

- Financial liabilities held for trading: this category includes the financial liabilities issued for the purpose of generating a profit in the near term from fluctuations in their prices, financial derivatives not considered to qualify for hedge accounting and financial liabilities arising from the outright sale of financial assets purchased under resale agreements or borrowed ("short positions").
- Financial liabilities designated at fair value through profit or loss: financial liabilities are included in this category when more relevant information is obtained, either because this eliminates or significantly reduces recognition or measurement inconsistencies (accounting mismatches) that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases, or because a group of financial liabilities or financial assets and liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided on that basis to the Bank's directors. Liabilities may only be included in this category on the date when they are incurred or originated.
- Financial liabilities at amortised cost: financial liabilities not included in the above category which arise from the ordinary borrowing activities carried on by financial institutions, irrespective of their instrumentation and maturity.

#### *v. Classification of financial liabilities for presentation purposes*

Financial liabilities are classified by nature into the following items in the consolidated balance sheet for presentation purposes, where applicable:

- Deposits: includes all repayable balances received in cash by the Group, including those having the substance of subordinated liabilities (amount of financing received which, for the purposes of payment priority, ranks behind ordinary debt), except for debt securities. This item also includes cash bonds and cash consignments received the amount of which may be invested without restriction. Deposits are classified on the basis of the creditor's institutional sector into:
  - Central Banks: deposits of any nature, including credit received and money market operations received from the Bank of Spain or other central banks.
  - Credit institutions: deposits of any nature, including credit received and money market operations in the name of credit institutions.
  - Customers: includes the remaining deposits, including money market operations through central counterparties.

- Derivatives: includes the fair value of the Group's liability in respect of derivatives which do not form part of hedge accounting.
- Other financial liabilities: includes the amount of payment obligations having the substance of financial liabilities not included under any other item.

**b) Measurement of financial assets and liabilities and recognition of fair value changes**

In general, financial instruments are initially recognised at fair value which, in the absence of evidence to the contrary, is deemed to be their acquisition cost. Financial instruments not measured at fair value through profit or loss are adjusted by the transaction costs and any fees and commissions which, under the applicable rules, should form part of the calculation of the effective interest rate on the transactions. Investments in Group companies are initially measured at acquisition cost. Financial assets and liabilities are subsequently measured at each year-end as follows:

*i. Measurement of financial assets*

Financial assets are measured at fair value, without deducting any transaction costs that may be incurred on their sale or other form of disposal, except for loans and receivables, held-to-maturity investments, Investments in subsidiaries, joint ventures and associates and equity instruments, whose fair value cannot be determined in a sufficiently objective manner and financial derivatives, where applicable, that have those equity instruments as their underlying and are settled by delivery of those instruments.

The "fair value" of a financial instrument on a given date is taken to be the amount for which it could be bought or sold on that date by two knowledgeable parties. The most objective and common reference for the fair value of a financial instrument is the price that would be paid for it on an organised, transparent and deep active market ("quoted price" or "market price").

If there is no market price for a given financial instrument, its fair value is estimated on the basis of the price established in recent transactions involving similar instruments and, in the absence thereof, of valuation techniques commonly used by the financial community, taking into account the specific features of the instrument to be measured and, particularly, the various types of risk associated with it.

*Financial assets held for trading*

All derivatives classified as held for trading are recognised in the consolidated balance sheet at fair value from the trade date. If the fair value is positive, they are recognised as an asset and if the fair value is negative, they are recognised as a liability. The fair value on the trade date is deemed, in the absence of evidence to the contrary, to be the transaction price. The changes in the fair value of derivatives from the trade date are recognised in "Gains or Losses on financial assets and liabilities held for trading, net" in the income statement. Specifically, the fair value of any financial derivatives traded in organised markets included in the portfolios of financial assets or liabilities held for trading is deemed to be their daily quoted price and if, for exceptional reasons, the quoted price cannot be determined on a given date, these financial derivatives are measured using methods similar to those used to measure OTC derivatives.



The fair value of OTC derivatives is taken to be the sum of the future cash flows arising from the instrument, discounted to present value at the date of measurement ("present value" or "theoretical close") using valuation techniques accepted in the financial markets: "net present value" (NPV), option pricing models, etc.

#### *Loans and receivables*

"Loans and receivables" are measured subsequent to acquisition at amortised cost using the effective interest method. Amortised cost is understood to be the acquisition cost of a financial asset or liability plus or minus, as appropriate, the principal and interests repayments and the cumulative amortisation (taken to the income statement) of the difference between the initial cost and the maturity amount. In the case of financial assets, amortised cost furthermore includes any reductions for impairment or uncollectibility. In the case of loans and receivables hedged in fair value hedges, the changes in the fair value of these assets related to the risk or risks being hedged are recognised. The interest earned on these assets is recognised under "Interest income" in the consolidated income statement. Any impairment losses that might arise are recognised under "Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss" in the consolidated income statement using the criteria indicated in Note 2-e. The assets denominated in foreign currencies are measured using the criteria included in Note 2-k. Any impairment losses on these assets are estimated and recognised in accordance with the criteria indicated in Note 2-e.

The "effective interest rate" is the discount rate that exactly matches the initial amount of a financial instrument to the present value of its estimated cash flows during its life, based on the contractual terms, but disregarding future credit losses. For fixed rate financial instruments, the effective interest rate coincides with the contractual interest rate established on the acquisition date adjusted, where applicable, by the fees and the transaction costs that, because of their nature, should be included in the calculation of the interest rate. In the case of floating rate financial instruments, the effective interest rate coincides with the rate of return prevailing in all connections until the next benchmark interest reset date.

#### *Available-for-sale financial assets*

The instruments classified as "Available-for-sale financial assets" are initially recognised at fair value adjusted by the amount of the transaction costs that are directly attributable to the acquisition of the financial asset, which are recognised in the consolidated income statement by the effective interest method, except for those relating to financial assets with no fixed maturity, which are recognised in the consolidated income statement when the assets become impaired or are derecognised. Subsequent to acquisition, financial assets included in this category are measured at fair value at each reporting date.

Changes in the fair value of available-for-sale financial assets relating to accrued interest or dividends are recognised under "Interest income" (calculated using the effective interest method) and "Dividend income" in the consolidated income statement, respectively. Any impairment losses on these instruments are recognised (see Note 2-e). Exchange differences on financial assets denominated in currencies other than the euro are recognised (see Note 2-k).

Other changes in the fair value of available-for-sale financial assets from the acquisition date are recognised in equity under "Equity – Accumulated other comprehensive income" until the financial asset is derecognised, or impaired, where applicable, when the consolidated balance recorded under this item is recognised under "Gains or losses on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net" or "Impairment or reversal of impairment on financial

assets not measured at fair value through profit or loss" in the consolidated income statement, respectively. However, financial instruments whose fair value cannot be determined in a sufficiently objective manner are measured in these financial statements at cost, net of any impairment loss, calculated as detailed in Note 2-e.

Equity instruments of other entities whose fair value cannot be determined in a sufficiently objective manner and financial derivatives that have those instruments as their underlying and are settled by delivery of those instruments are measured at acquisition cost adjusted, where appropriate, by any related impairment losses.

*ii. Measurement of financial liabilities*

In general, financial liabilities are measured at amortised cost, as defined above, except for those included under "Financial liabilities held for trading", which are measured at fair value, using the same measurement and recognition methods as those described in the preceding section for derivatives with a favourable balance for the Group.

*iii. Valuation techniques*

The fair value recognised by the Bank for the financial instruments included under "Financial assets held for trading" and "Financial liabilities held for trading" in the consolidated balance sheet as at 31 December 2017 is based on "internal valuation models" using data drawn from the market. The main technique used in the "internal valuation models" is the "present value" method.

The Bank's directors consider that the result of applying these valuation techniques on the financial assets and liabilities recognised in the consolidated balance sheet and the income arising from these financial instruments is reasonable and reflect their market value.

*iv. Recognition of fair value changes*

Changes in the fair value of financial instruments classified as "Financial assets held for trading" and "Financial liabilities held for trading" are recognised under "Gains or losses on financial assets and liabilities held for trading, net" in the income statement.

**c) Derecognition of financial assets and liabilities**

Financial assets are generally only derecognised when the cash flows they generate have been extinguished or when substantially all the inherent risks and rewards have been transferred to third parties. Similarly, financial liabilities are only derecognised when the obligations they generate have been extinguished or when they are acquired by the Bank (with the intention either to cancel them or to resell them).

In 2017 and 2016 the Group did not transfer any financial instrument which was not derecognised.

**d) Offsetting of financial instruments**

Financial asset and liability balances are offset, i.e. reported in the consolidated balance sheet at their net amount, only if the Group currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group did not hold any financial assets or liabilities in the accompanying consolidated balance sheets at 31 December 2017 and 2016 that had been offset or were eligible for offset.

#### **e) Impairment of financial assets**

A financial asset is considered to be impaired -and therefore its carrying amount is adjusted to reflect the effect of impairment- when there is objective evidence that events have occurred which:

- In the case of debt instruments (loans and debt securities), give rise to an adverse impact on the future cash flows that were estimated at the transaction date.
- In the case of equity instruments, mean that their carrying amount may not be fully recovered.

As a general rule, the carrying amount of impaired financial instruments is adjusted with a charge to the consolidated income statement for the year in which the impairment becomes evident. The reversal, if any, of previously recognised impairment losses is recognised in the consolidated income statement for the year in which the impairment is reversed or reduced, except in the case of equity instruments classified as available for sale, if any, measured at fair value or cost, the reversal of previously recognised impairment losses on which is recognised in the Group's equity under "Accumulated other comprehensive income" or is not recognised until it is realised through the disposal of the aforementioned equity instrument, respectively.

Impairment losses on debt instruments classified as loans and receivables, and available-for-sale financial assets are estimated and recognised as set forth in Annex IX of Bank of Spain Circular 4/2004. In order to estimate specific allowances for doubtful exposures and general allowances for standard exposures, the Group uses the alternative solutions (allowance percentages that depend on the risk characteristics of the various transactions) included in Annex IX, which were calculated by the Bank of Spain based on industry information and its accumulated experience and updated in 2016 following the publication of Bank of Spain Circular 4/2016.

When the recovery of any recognised amount is considered unlikely, the amount is written off, without prejudice to any actions that the Bank may initiate to seek collection until their contractual rights are extinguished due to expiry of the statute-of-limitations period, forgiveness or any other cause.

#### **f) Tangible assets**

The Group's tangible assets relate in full to property, plant and equipment for own use and are presented at acquisition cost, less:

- The related accumulated depreciation, and
- Any estimated impairment losses, calculated by comparing the carrying amount of each asset with its recoverable amount, which is defined as the higher of value in use and fair value less costs to sell.

Depreciation is calculated, using the straight-line method, on the basis of the acquisition cost of the assets less their residual value. The land on which the buildings and other structures stand has an indefinite useful life, if any, and, therefore, is not depreciated.

The period tangible asset depreciation charge is recognised in the consolidated income statement and is calculated using the following depreciation rates (based on the average years of estimated useful life of the various assets):

	Annual Rate
Furniture and fixtures	10
Computer hardware	25

The consolidated entities assess at the reporting date whether there is any internal or external indication that an asset may be impaired (i.e. its carrying amount exceeds its recoverable amount). If this is the case, the carrying amount of the asset is reduced with a charge to the consolidated income statement to its recoverable amount and future depreciation charges are adjusted in proportion to the revised carrying amount and to the new remaining useful life (if the useful life has to be re-estimated).

Similarly, if there is an indication of a recovery in the value of a tangible asset on which an impairment loss has been recognised, the consolidated entities recognise the reversal of the impairment loss recognised in prior periods with a credit to the consolidated income statement and adjust the future depreciation charges accordingly. In no circumstances may the reversal of an impairment loss on an asset raise its carrying amount above that which it would have if no impairment losses had been recognised in prior years.

The estimated useful lives of property, plant and equipment for own use are reviewed at least at the end of the reporting period with a view to detecting significant changes therein. If changes are detected, the useful lives of the assets are adjusted by correcting the depreciation charge to be recognised in the consolidated income statement in future years on the basis of the new useful lives.

Upkeep and maintenance expenses are recognised as an expense on the consolidated income statement in the period in which they are incurred.

#### **g) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

Expenses resulting from operating leases are charged to the consolidated income statement in the year in which they are incurred.

A payment made on entering into or acquiring a leasehold that is accounted for as an operating lease represents prepaid lease payments that are amortised over the lease term in accordance with the pattern of benefits provided.

At 31 December 2017 and 2016, the Bank and the remaining subsidiaries did not own any buildings for their own use, but rather carried on their activity in properties leased under operating leases. The balance of the lease expenses accrued in 2017 amounted to EUR 5,484 thousand (2016: EUR 4,148 thousand), and this amount was recognised under "Administrative Expenses – Other Administrative Expenses" in the consolidated income statement for that year (see Note 25.2).

#### ***h) Intangible assets***

Intangible assets are identifiable non-monetary assets without physical substance which arise as a result of a legal transaction or which are developed internally by the Group, where applicable. Only assets whose cost can be estimated reasonably objectively and from which the Group considers it probable that future economic benefits will be generated are recognised.

Intangible assets are recognised initially at acquisition or production cost and are subsequently measured at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets with finite useful lives are amortised over those useful lives using methods similar to those used to depreciate tangible assets.

The main intangible assets recognised by the Bank relate primarily to computer software, which, in previous years, has been defined a useful life of ten years, since this is the useful life indicated by the accounting legislation for intangible assets whose estimated life the Bank cannot estimate reliably.

The Group recognises any impairment loss on the carrying amount of these assets with a charge to "Impairment or reversal of impairment on non-financial assets" in the consolidated income statement. The criteria used to recognise the impairment losses on these assets and, where applicable, the reversal of impairment losses recognised in prior years are similar to those used for tangible assets (see Note 2-f).

#### ***i) Other assets and other liabilities***

"Other Assets" in the consolidated balance sheet includes the amount of assets not recorded in other items, which relate basically to the accrued income from the Group's activity, excluding accrued interest, which is recognised in the same item as the financial instruments giving rise to it.

"Other Liabilities" includes the payment obligations having the substance of financial liabilities not included in any other consolidated balance sheet item and mainly the accrual accounts arising from transfers of the fees and commissions associated with the Group's main activity.

#### ***j) Provisions and contingent liabilities***

Provisions are present obligations at the consolidated balance sheet date arising from past events which could give rise to a loss for the Group, which is considered to be likely to occur and certain as to its nature but uncertain as to its amount and/or timing, and the Group expects that an outflow of resources embodying economic benefits will be required to settle such obligations.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. They include the Group's present obligations when it is considered possible but not probable that an outflow of resources embodying economic benefits will be required to settle them and their amount cannot be quantified in a sufficiently reliable manner.

The consolidated financial statements include, where applicable, all the material provisions with respect to which it is considered that it is more likely than not that the obligation will have to be settled. In accordance with current standards, contingent liabilities are not recognised in the consolidated financial statements, but rather are disclosed in the Notes.

In this respect, on 3 March 2011, Fairfield Sentry Limited and Fairfield Sigma Limited (the "Funds"), both in liquidation and affected by the so-called Madoff case, filed a claim at the United States Bankruptcy Court for the Southern District of New York against a distributor company outside the Bank and against Allfunds Bank, S.A. ("the Bank"), as a result of the reimbursements made by the Bank to the participants in the above Funds prior to December 2008, in accordance with the instructions of the abovementioned distributor company because, in the opinion of the liquidators of the Funds, among other reasons, incorrect payments had been made and unjust enrichment had resulted from such reimbursements in the amount of USD 3,505,471.33 (approximately EUR 2,923 thousand).

At the date of authorisation for issue of these consolidated financial statements, an application had been filed for the dismissal of the claim on which a decision has not yet been handed down by the US Bankruptcy Court for the Southern District of New York, it is our opinion that, ultimately, the Bank should not have to bear any adverse consequences of the proceedings since it acted merely as an intermediary and never profited from any reimbursement made. Accordingly, no provision was recognised in this connection at the end of the 2017 and 2016 reporting period in these consolidated financial statements.

At 2017 and 2016 year-end, there were no additional legal proceedings outstanding or claims against the Group.

#### ***k) Foreign currency transactions***

The Group's functional currency is the euro. Therefore, all balances and transactions denominated in currencies other than the euro are deemed to be denominated in "foreign currency".

The detail, by currency and item, of the main balances in the consolidated balance sheet denominated in foreign currency at 31 December 2017 and 2016 is as follows:

Nature of Foreign Currency Balances	Equivalent Value in Thousands of Euros			
	2017		2016	
	Assets	Liabilities	Assets	Liabilities
<b>Balances in US dollars:</b>				
Cash, and cash balances with Central Banks and other demand deposits	78,975	-	78,767	-
Loans and receivables	456	-	6,971	-
Other assets	38,859	-	27,048	-
Financial liabilities at amortised cost	-	83,782	-	132,699
Other liabilities	-	42,434	-	23,665
	<b>118,290</b>	<b>126,216</b>	<b>112,786</b>	<b>156,364</b>
<b>Balances in pounds sterling:</b>				
Cash, and cash balances with Central Banks and other demand deposits	74,314	-	20,917	-
Loans and receivables	1,384	-	3,408	-
Tangible assets	1,598	-	239	-
Intangible assets	-	-	3	-
Other assets	6,919	-	6,462	-
Financial liabilities at amortised cost	-	75,930	-	21,693
Other liabilities	-	6,720	-	6,804
	<b>84,215</b>	<b>82,650</b>	<b>31,029</b>	<b>28,497</b>
<b>Balances in other currencies:</b>				
Cash and balances with Central Banks and other demand deposits	25,419	-	19,354	-
Loans and receivables	221	-	405	-
Tangible assets	660	-	829	-
Intangible assets	1	-	-	-
Tax assets	1	-	-	-
Other assets	2,467	-	1,797	-
Financial liabilities at amortised cost	-	18,878	-	10,696
Tax liabilities	-	14	-	-
Other liabilities	-	2,936	-	1,414
	<b>28,769</b>	<b>21,828</b>	<b>22,385</b>	<b>12,110</b>
<b>Total foreign currency balances</b>	<b>231,274</b>	<b>230,694</b>	<b>166,200</b>	<b>196,971</b>

In general, exchange differences arising on the translation of foreign currency balances to the functional currency applying the exchange rate prevailing at year-end are recognised, since substantially all of them arise from monetary items, at their net amount under "Exchange differences (net)" in the consolidated income statement, except for exchange differences arising on any financial instruments at fair value through profit or loss (in the Group's case, derivatives classified as Financial assets held for trading), which are recognised in the consolidated income statement without distinguishing them from other changes in the fair value of these instruments.

#### ***1) Recognition of income and expenses***

The most significant criteria used by the Group to recognise its income and expenses are summarised as follows:

##### *i. Interest income, interest expenses and similar items*

Interest income, interest expenses and similar items are generally recognised on an accrual basis using the effective interest method. Dividends received from other companies are recognised as income when the right to receive them arises, if any.

#### *ii. Commissions, fees and similar items*

Fee and commission income and expenses are recognised in the consolidated income statement using criteria that vary according to their nature. The main criteria are as follows:

- Fee and commission income and expenses relating to financial assets and liabilities measured at fair value through profit or loss are recognised when collected.
- Those arising from transactions or services that are performed over a period of time are recognised over the life of these transactions or services, such as the fees from the marketing of units in collective investment undertakings (CIUs), which are calculated as the result of applying the agreed-upon percentage to the daily volume of such units held for the account of the Group's customers.
- Those relating to the provision of a service in a single act, which are recognised when the single act is carried out.

#### *iii. Non-finance income and expenses*

These are recognised for accounting purposes on an accrual basis.

#### *iv. Deferred collections and payments*

These are recognised for accounting purposes at the amount resulting from discounting the expected cash flows at market rates, when the effect of discounting is material.

### **m) Post-employment benefits**

Under the collective agreements currently in force and other arrangements, the Bank has undertaken to supplement the public social security system benefits accruing to certain employees, and to their beneficiary right holders, for retirement, permanent disability or death.

The Group's post-employment obligations to its employees are deemed to be "defined contribution plans" when the Group makes pre-determined contributions to a separate entity and will have no legal or effective obligation to make further contributions if the separate entity cannot pay the employee benefits relating to the service rendered in the current and prior periods. At 31 December 2017 and 2016 the Group did not have any obligations which should be considered to be defined benefit obligations in accordance with applicable legislation.

The contributions made by the Group each year under its defined contribution obligations are recognised under "Administrative Expenses - Staff Costs" in the consolidated income statement (see Note 25.1). The amounts not yet contributed at each year-end are recognised, at their present value, under "Financial Liabilities at Amortised Cost - Other Financial Liabilities" (see Note 14.3).

### **n) Termination benefits**

Under current legislation, the consolidated entities are required to pay termination benefits to employees terminated without just cause. At 31 December 2017 and 2016, there were no redundancy plans making it necessary to record a provision in this connection.



## **o) Income tax**

The current Income tax expense is calculated as the tax payable on the taxable profit, adjusted by the amount of the period changes in the assets and liabilities arising from temporary differences and of any tax credit or tax loss carryforwards.

Deferred tax assets and liabilities include temporary differences, which are identified as the amounts expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their related tax bases that are expected to reverse in the future, and tax loss and tax credit carryforwards, if any. These amounts are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

"Tax Assets" in the consolidated balance sheet includes, if any, the amount of all tax assets, distinguishing between: "Tax Current Assets" (amounts of tax to be recovered within the next twelve months) and, where applicable, "Tax Deferred Assets" (amounts of tax to be recovered in future years, including those arising from any tax loss and tax credit carryforwards).

"Tax Liabilities" in the consolidated balance sheet includes, if any, the amount of all tax liabilities (except provisions for taxes), which are broken down into "Tax Current Liabilities" –the amount payable in respect of the Income tax on the taxable profit for the year and other taxes in the next twelve months– and "Tax Deferred Liabilities" –the amount of income tax payable in future years that could exist.

Deferred tax liabilities are recognised for all taxable temporary differences, except those arising from the initial recognition of goodwill or of other assets and liabilities in a transaction that affects neither taxable profit nor accounting profit and is not a business combination.

Deferred tax assets are only recognised for temporary differences to the extent that it is considered probable that the consolidated entities will have sufficient future taxable profits against which the deferred tax assets can be utilised, and the deferred tax assets do not arise from the initial recognition (except in a business combination) of other assets and liabilities in a transaction that affects neither taxable profit nor accounting profit. Other deferred tax assets (tax loss and tax credit carryforwards that could exist) are only recognised to the extent that it is probable that the consolidated entities will have future taxable profits against which they can be utilised.

The deferred tax assets recognised are reassessed at each reporting date in order to ascertain whether they still exist, and the appropriate adjustments are made to the extent that there are doubts as to their future recoverability. Also, unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that they will be recovered through future taxable profits.

## **p) Consolidated statement of cash flows**

The following terms are used in the consolidated statement of cash flows with the meanings specified:

- Cash flows: inflows and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value.
- Operating activities: the principal revenue-producing activities of credit institutions and other activities that are not investing or financing activities.

- Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
- Financing activities: activities that result in changes in the size and composition of the consolidated equity and liabilities that are not operating activities.

For the purposes of preparing the statement of cash flows, "cash and cash equivalents" were considered to be under "Cash, cash balances at Central Banks and other demand deposits" in the consolidated balance sheet.

**q) Consolidated statement of changes in equity**

The consolidated statement of changes in equity presented in these consolidated financial statements shows the changes in consolidated equity in 2017. This information is in turn presented in two statements: the consolidated statement of recognised income and expense and the consolidated statement of changes in total equity. The main characteristics of the information contained in the two parts of the statement are explained below:

*Consolidated statement of recognised income and expense*

This part of the consolidated statement of changes in equity presents the income and expenses generated by the Group as a result of its business activity in the year, and a distinction is made between the income and expenses recognised in the consolidated income statement for the year and the other income and expenses. A distinction is made among the latter, in turn, between items that may be reclassified to profit or loss, pursuant to applicable legislation, and those that may not.

Accordingly, this statement presents:

- a. Consolidated profit or loss.
- b. The net amount of the income and expenses recognised in equity under accumulated other comprehensive income that will not be reclassified to profit or loss in the future.
- c. The net amount of the income and expenses recognised in the consolidated equity that may be reclassified to profit or loss in the future.
- d. The effect of the income tax incurred in respect of the items indicated in b) and c) above.
- e. Total recognised consolidated income and expense, calculated as the sum of a) to d) above.

*Consolidated statement of changes in total equity*

This part of the consolidated statement of changes in equity includes all the changes in consolidated equity, if any, including those due to changes in accounting policies and from the correction of errors. Accordingly, this consolidated statement presents a reconciliation of the carrying amount at the beginning and end of the year of all the consolidated equity items, and the changes made are grouped together on the basis of their nature into the following items:

- Adjustments due to changes in accounting policies and adjustments due to errors: include the changes in consolidated equity arising as a result of the retrospective restatement of the balances in the consolidated financial statements due to changes in accounting policies or to the correction of errors, if any.
- Total income/expense recognized: includes, in aggregate form, the total of the aforementioned items recognised in the consolidated statement of recognised income and expense.
- Other changes in equity: includes the remaining items recognised in consolidated equity, including, inter alia, increases and decreases in the shareholders' funds, distribution of consolidated profit, transactions involving the Bank's own equity instruments, the Bank's equity-instrument-based payments, transfers between consolidated equity entries and any other increases or decreases in consolidated equity, if any.

### **3. Allfunds Bank Group**

#### ***a) Allfunds Bank, S.A.U***

Allfunds Bank, S.A.U is the Parent of the Allfunds Bank Group. At 31 December 2017, the Bank's assets and equity represented most of the Group's consolidated assets and equity. The Bank's net profit for 2017 represented most of the consolidated net profit attributable to the Parent at 2017, excluding adjustments or eliminations on consolidation.

To perform its business activities, the Bank has one office in Spain and three branches abroad (Milan, London and Singapore).

The Bank's condensed 2017 and 2016 balance sheets, income statements, statements of recognised income and expense, statements of changes in equity and statements of cash flows are as follows:

**ALLFUNDS BANK, S.A.U**

**CONDENSED BALANCE SHEETS AS OF 31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

ASSETS	2017	2016	LIABILITIES AND EQUITY	2017	2016
CASH, CASH BALANCES AT CENTRAL BANKS AND OTHER DEMAND DEPOSITS	661,730	349,361	<b>LIABILITIES:</b>		
FINANCIAL ASSETS HELD FOR TRADING	478	657	FINANCIAL LIABILITIES HELD FOR TRADING	363	470
FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS	-	-	FINANCIAL LIABILITIES DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS	-	-
AVAILABLE-FOR-SALE FINANCIAL ASSETS	193	10,211	FINANCIAL LIABILITIES AT AMORTISED COST	926,002	571,322
LOANS AND RECEIVABLES	404,327	322,011	HEDGING DERIVATIVES	-	-
HELD-TO-MATURITY INVESTMENTS	-	-	FAIR VALUE CHANGES OF HEDGED ITEMS IN PORTFOLIO HEDGES OF INTEREST RATE RISK	-	-
HEDGING DERIVATIVES	-	-	PROVISIONS	-	-
FAIR VALUE CHANGES OF HEDGED ITEMS IN PORTFOLIO HEDGES OF INTEREST RATE RISK	-	-	TAX LIABILITIES	6,543	1,299
INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES	16,335	16,335	OTHER LIABILITIES	236,990	128,404
TANGIBLE ASSETS	5,826	5,352	LIABILITIES INCLUDED IN DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE	-	-
INTANGIBLE ASSETS	7,440	5,054	<b>TOTAL LIABILITIES</b>	<b>1,169,898</b>	<b>701,495</b>
TAX ASSETS	443	505	<b>EQUITY:</b>		
OTHER ASSETS	267,630	150,214	SHAREHOLDERS' FUNDS:		
NON-CURRENT ASSETS AND DISPOSAL GROUPS HELD FOR SALE	-	-	Paid up capital	194,504	158,186
			Retained earnings	27,041	27,041
			Profit or loss	114,287	114,287
			Interim dividends	69,798	63,975
			(16,622)	(16,622)	(47,117)
			ACCUMULATED OTHER COMPREHENSIVE INCOME	-	19
<b>TOTAL ASSETS</b>	<b>1,364,402</b>	<b>859,700</b>	<b>TOTAL EQUITY</b>	<b>194,504</b>	<b>158,205</b>
Memorandum items:			<b>TOTAL LIABILITIES AND EQUITY</b>	<b>1,364,402</b>	<b>859,700</b>
Contingent liabilities	-	-			
Contingent commitments	53,250	50,071			

**ALLFUNDS BANK, S.A.U**

**CONDENSED INCOME STATEMENTS FOR THE YEARS ENDED**  
**31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

	Income/(Expenses)	
	2017	2016
INTEREST INCOME	768	1,252
INTEREST EXPENSES	(602)	(343)
EXPENSES ON SHARE CAPITAL REPAYABLE ON DEMAND	-	-
<b>NET INTEREST INCOME</b>	<b>166</b>	<b>909</b>
DIVIDEND INCOME	-	-
FEE AND COMMISSION INCOME	872,428	611,060
FEE AND COMMISSION EXPENSES	(703,071)	(472,053)
GAINS/(LOSSES) ON THE RECOGNITION OF FINANCIAL ASSETS AND LIABILITIES NOT MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS, NET	-	-
GAINS/(LOSSES) ON FINANCIAL ASSETS AND LIABILITIES HELD FOR TRADING, NET	115	187
GAINS/(LOSSES) ON FINANCIAL ASSETS AND LIABILITIES DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS, NET	-	-
GAINS/(LOSSES) FROM HEDGE ACCOUNTING, NET	-	-
EXCHANGE DIFFERENCES, NET	100	335
OTHER OPERATING INCOME	4,207	3,297
OTHER OPERATING EXPENSES	(609)	(500)
<b>GROSS INCOME</b>	<b>173,336</b>	<b>143,235</b>
ADMINISTRATION COSTS	(66,424)	(50,268)
DEPRECIATION	(2,185)	(2,046)
PROVISIONS OR REVERSAL PROVISIONS	-	-
IMPAIRMENT OR REVERSAL OF IMPAIRMENT ON FINANCIAL ASSETS NOT MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS	375	81
<b>NET OPERATING INCOME</b>	<b>105,102</b>	<b>91,002</b>
IMPAIRMENT OR REVERSAL OF IMPAIRMENT ON FINANCIAL ASSETS OF INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES	-	-
IMPAIRMENT OR REVERSAL OF IMPAIRMENT ON NON-FINANCIAL ASSETS	-	(138)
GAINS/(LOSSES) ON DERECOGNISED OF NON-FINANCIAL ASSETS AND SUBSIDIARIES, NET NEGATIVE GOODWILL RECOGNISED IN PROFIT OR LOSS	-	-
PROFIT OR LOSS FROM NON-CURRENT ASSETS AND DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE NOT QUALIFYING AS DISCONTINUED OPERATIONS	-	-
<b>OPERATING PROFIT BEFORE TAX</b>	<b>105,102</b>	<b>90,864</b>
TAX EXPENSE OR INCOME RELATED TO PROFIT OR LOSS FROM CONTINUING OPERATIONS	(35,304)	(26,889)
<b>PROFIT FROM CONTINUING OPERATIONS</b>	<b>69,798</b>	<b>63,975</b>
PROFIT FROM DISCONTINUED OPERATIONS (net)	-	-
<b>PROFIT</b>	<b>69,798</b>	<b>63,975</b>

**ALLFUNDS BANK, S.A.U**

**STATEMENTS OF CHANGES IN EQUITY**

**A) CONDENSED STATEMENTS OF RECOGNISED INCOME AND EXPENSE FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

	2017	2016
<b>PROFIT RECOGNISED IN INCOME STATEMENT</b>	<b>69,798</b>	<b>63,975</b>
<b>OTHER RECOGNISED INCOME (EXPENSES)</b>	<b>(19)</b>	<b>(2)</b>
Items not subject to reclassification to income statement	-	-
Items subject to reclassification to income statement	(19)	(2)
<b>TOTAL INCOME AND EXPENSE FOR THE YEAR</b>	<b>69,779</b>	<b>63,973</b>

**ALLFUNDS BANK, S.A.U**

**B) STATEMENTS OF CHANGES IN TOTAL EQUITY FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

**2017**

	TOTAL EQUITY						
	Shareholders' Funds					Accumulated Other Comprehensive Income	Total Equity
	Paid up Capital	Retained Earnings	Profit or Loss	Interim Dividends	Total Shareholders' Funds		
<b>ADJUSTED BEGINNING BALANCE AT 1 JANUARY 2017</b>	<b>27,041</b>	<b>114,287</b>	<b>63,975</b>	<b>(47,117)</b>	<b>158,186</b>	<b>19</b>	<b>158,205</b>
Total income/ expense recognized	-	-	69,798	-	69,798	(19)	69,779
Other changes in equity:	-	-	(63,975)	30,495	(33,480)	-	(33,480)
<b>ENDING BALANCE AT 31 DECEMBER 2017</b>	<b>27,041</b>	<b>114,287</b>	<b>69,798</b>	<b>(16,622)</b>	<b>194,504</b>	<b>-</b>	<b>194,504</b>

**2016**

	TOTAL EQUITY						
	Shareholders' Funds					Accumulated Other Comprehensive Income	Total Equity
	Paid up Capital	Retained Earnings	Profit or Loss	Interim Dividends	Total Shareholders' Funds		
<b>ADJUSTED BEGINNING BALANCE AT 1 JANUARY 2016</b>	<b>27,041</b>	<b>114,287</b>	<b>68,967</b>	<b>(34,443)</b>	<b>175,852</b>	<b>21</b>	<b>175,873</b>
Total income/ expense recognized	-	-	63,975	-	63,975	(2)	63,973
Other changes in equity:	-	-	(68,967)	(12,674)	(81,641)	-	(81,641)
<b>ENDING BALANCE AT 31 DECEMBER 2016</b>	<b>27,041</b>	<b>114,287</b>	<b>63,975</b>	<b>(47,117)</b>	<b>158,186</b>	<b>19</b>	<b>158,205</b>

**ALLFUNDS BANK, S.A.U**  
**CONDENSED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED**  
**31 DECEMBER 2017 AND 2016**

(Thousands of Euros)

	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Profit for the year</b>	<b>69,798</b>	<b>63,975</b>
Adjustments made to obtain the cash flows from operating activities	37,014	28,657
<b>Profit adjusted</b>	<b>106,812</b>	<b>92,632</b>
Net increase/decrease in operating assets	(189,117)	(34,735)
Net increase/decrease in operating liabilities	461,116	49,646
Collection/Payments for income tax	(28,017)	(28,303)
<b>Total Cash Flows from operating activities</b>	<b>350,794</b>	<b>79,240</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Payments	(5,045)	(5,187)
<b>Total Cash Flow from investing activities</b>	<b>(5,045)</b>	<b>(5,187)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Dividend payments	(33,480)	(81,641)
<b>Total Cash Flow from financing activities</b>	<b>(33,480)</b>	<b>(81,641)</b>
<b>EFFECT EXCHANGE RATE CHANGES</b>	<b>100</b>	<b>335</b>
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>312,369</b>	<b>(7,253)</b>
Cash and cash equivalents at beginning of year	349,361	356,614
Cash and cash equivalents at end of the period	661,730	349,361
<b>MEMORANDUM ITEMS</b>		
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS AT END OF PERIOD:</b>		
Cash	17	15
Cash equivalents at central banks	299,349	158,128
Other financial assets	362,364	191,218
<b>TOTAL CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>661,730</b>	<b>349,361</b>

**4. Distribution of the Bank's profit**

The distribution of the Bank's net profit for 2017 that the Board of Directors will propose for approval by the sole shareholder is as follows:

	Thousands of Euros
	2017
Dividends	16,622
Reserves	53,176
	<b>69,798</b>

At the Board Meeting held on 29 June 2017, the Bank's directors resolved to distribute an interim dividend out of 2017 profit of EUR 16,622 thousand, which had been paid in full at 31 December 2017.

The provisional accounting statement prepared by the Bank's directors in accordance with Article 277 of the Consolidated Spanish Limited Liability Companies Law evidencing the existence of sufficient liquidity for the distribution of the interim dividend is as follows:

	Thousands of Euros
	31-05-2017
Profit before tax	38,472
Less:	
Estimated income tax	(12,886)
<b>Distributable profit</b>	<b>25,586</b>
Interim dividend to be distributed	16,622
Gross dividend per share (euros)	18.44

## **5. Remuneration and other benefits paid to the Bank's Directors and senior executives**

### ***a) Remuneration of Directors***

In 2017, the previous and current Bank's Board members received no remuneration in respect of salaries, bylaw-stipulated emoluments or attendance fees, except for Ms Laura Febbraro, Ms Margaret Theodora Zemek and Mr Mario Cuccia who received EUR 11, 15 and 23 thousand, respectively, for those items (2016: EUR 15 thousand for Ms Laura Febbraro).

In 2017 and 2016, the previous and current directors did not receive any other short-term remuneration, post-employment benefits, other long-term benefits, termination benefits or equity-instrument-based payments. Also, at 31 December 2017 and 2016, the Bank had no post-employment benefit obligations to its current or former Board members.

However, in 2017, the Bank paid insurance company premiums amounting to EUR 69 thousand in relation to third-party liability insurance to cover the Bank's directors and executives (2016: EUR 25 thousand).

### ***b) Remuneration of senior executives***

For the purposes of the preparation of these financial statements, the Bank's senior executives were considered to be all the members of the Management Committee, the other employees who belong to the group identified by the Bank pursuant to the definition contained in Bank of Spain Circular 2/2016, of 2 February, which completes the adaptation of Spanish law to Directive 2013/36/EU and Regulation (EU) 575/2013, and certain regional and area managers.



Following is a detail of the remuneration paid to the Group's senior executives in 2017 and 2016:

Year	Number of Persons	Thousands of Euros		
		Salary		
		Fixed	Variable	Total
2017	31	4,744	3,236	7,980
2016	29	4,658	2,004	6,662

At the Bank's General Meetings held on 23 December 2016 and 30 March 2017, the shareholders resolved to approve extraordinary variable remuneration of EUR 1,005 thousand and EUR 968 thousand, respectively, to certain senior executives if certain events associated with the sale of the Bank take place. These amounts will be recognised from 2017 onwards (see Note 15). 40% of this extraordinary variable remuneration will be paid on a deferred basis over three years from the date of approval or the date on which the aforementioned events take place and will be conditional on the beneficiary remaining in the Bank's employment and that none of the circumstances envisaged in the clauses included in the Bank's remuneration policy are met.

In 2017 and 2016, the senior executives did not receive any other variable remuneration relating to long-term incentive plans. As at 31 December 2017 and 2016, no incentive plans were in force.

### c) Pension, insurance and other obligations

At 2017, year-end, the Bank had commitments to defined benefit post-employment obligations with 21 of the current senior executives of the Bank for retirement, permanent disability or death (2016: 19 members). The contributions made in this connection in 2017 amounted to EUR 139 thousand (2016: EUR 161 thousand) -see Note 25.1-.

The capital guaranteed by life insurance policies for senior executives amounted to EUR 15,139 thousand at 31 December 2017 (31 December 2016: EUR 14,700 thousand). The Group paid premiums of EUR 55 thousand (2016: EUR 27 thousand) to insurance companies in this regard in 2017. At 31 December 2017 and 2016, there were no life insurance policies covering any of the Bank's current or former directors.

### d) Loans

The Group's direct lending to previous or current members of its Board of Directors or senior executives, and the guarantees provided to them, are detailed below. These transactions were made on an arm's-length basis or the related compensation in kind was recognised:

	Thousands of Euros					
	2017			2016		
	Loans and Credits	Guarantees	Total	Loans and Credits	Guarantees	Total
Directors	-	-	-	-	-	-
Senior Executives	7	-	7	10	-	10
	<b>7</b>	-	<b>7</b>	<b>10</b>	-	<b>10</b>

**e) Information regarding situations of conflict of interest involving the directors**

At the end of 2017, the members of the Bank's Board of Directors had not notified the other members of the Board of Directors of any direct or indirect conflict of interest that they or persons related to them as defined in the Spanish Limited Liability Companies Law might have with respect to the Bank.

**6. Cash, cash balances at Central Banks and other demand deposits**

The detail of "Cash, cash balances at Central Banks and other demand deposits" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016, is as follows:

	Thousands of Euros	
	2017	2016
Cash	20	18
Cash balances at Central Banks (*)	342,282	179,361
Other demand deposits	395,589	209,691
	<b>737,891</b>	<b>389,070</b>

(\*) This balance relates to cash held at the Bank of Spain, the Bank of Italy and the Bank of Luxembourg. The cash is considered eligible for liquidity requirements and enables the Bank to reduce its counterparty risk concentration.

Note 29 provides information about this financial instruments fair value at 31 December 2017 and 2016. Note 30.d includes information about liquidity risk, considering the existence of this financial instruments.

The balance recognised under this heading at 31 December 2017 and 2016 represents the maximum level of credit risk exposure assumed by the Group in relation to these instruments.

Note 27 provides information on the residual maturities and the average interest rates on the debt instruments classified in this financial asset category.

At 31 December 2017 and 2016, the Group did not hold any assets in this category with accrued, past-due amounts or that were impaired.

**7. Available-for-sale financial assets**

Following is a detail of the financial assets included in "Available-for-Sale Financial Assets" in the consolidated balance sheets as at 31 December 2017 and 2016:

	Thousands of Euros	
	2017	2016
<b>Equity instruments:</b>		
Shares not quoted on organised markets (*)	193	193
	193	193
<b>Debt instruments:</b>		
Non-resident public sector securities	-	10,018
	-	10,018
	<b>193</b>	<b>10,211</b>

(\*) Relates to the amount of the shares held by the Bank in S.W.I.F.T., SCRL, an unlisted company.

"Non-resident public sector securities" in the foregoing table at 31 December 2016 related in full to Italian treasury bills that the Group acquired on 26 October 2015 amounting to EUR 9,975 thousand and which matured on 30 August 2017.

The interest earned on these instruments is included under "Interest income" in the income statements for 2017 and 2016 (see Note 20).

In 2017 changes in the fair value of "debt securities" in the foregoing table amounting to EUR 19 thousand were recognised, net of the related tax effect, under "Equity – Accumulated other comprehensive income" (2016: EUR 2 thousand).

At 31 December 2017 and 2016, the Bank did not hold any debt instruments assigned to own or third-party commitments.

Note 27 provides information on the residual maturities and the average interest rates on the debt instruments classified in this financial asset category. Note 29 provides information on the fair value of these financial assets.

At 31 December 2017 and 2016, there were no impaired or past-due but not impaired financial assets in this category, nor even impairment losses on these assets and no impairment losses were recognised in those years.

## **8. Loans and receivables**

The detail, by type of financial instrument, of "Loans and Receivables" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016, is as follows:

	Thousands of Euros	
	2017	2016
<b>Loans and receivables:</b>		
to Central Banks	6,066	3,539
to credit institutions	395,760	329,792
to customers	2,850	11,104
	<b>404,676</b>	<b>344,435</b>

### 8.1. Loans and advances to Central Banks

The consolidated balance of this item on the asset side of the accompanying consolidated balance sheets as at 31 December 2017 and 2016 relates in full to the balances held with the Bank of Spain, the Bank of Italy and the Bank of Luxembourg in order to meet the minimum reserve ratio requirements. This ratio is calculated based on customer deposits and securities other than shares maturing in less than two years.

At 31 December 2017 and 2016, the Group met the minimum reserve ratio required by the applicable Spanish legislation.

### 8.2. Loans and advances to credit institutions

The detail, by type and currency of the transaction, of "Loans and Advances to Credit Institutions" on the asset side of the accompanying consolidated balance sheets as at 31 December 2017 and 2016, is as follows:

	Thousands of Euros	
	2017	2016
<b>Type:</b>		
Time deposits	395,758	328,921
Add: Valuation adjustments	2	871
<i>Of which-</i>		
<i>Accrued interest</i>	2	871
	<b>395,760</b>	<b>329,792</b>
<b>Currency:</b>		
Euro	395,344	329,671
Foreign currencies	416	121
	<b>395,760</b>	<b>329,792</b>

Note 27 contains a detail of the terms to maturity of these assets at 2017 and 2016 year-end and of the average annual interest rates in 2017 and 2016. Note 29 provides information on the fair value of these financial assets.

### 8.3. Loans and advances to customers

The detail, by loan type and status and borrower's geographical area of residence, of "Loans and Advances to Customers" on the asset side of the accompanying consolidated balance sheets as at 31 December 2017 and 2016, is as follows:

	Thousands of Euros	
	2017	2016
<b>By operation type and status:</b>		
Receivable on demand and other (*)	2,734	10,779
Impaired assets (**)	327	911
Less: Valuation adjustments	(211)	(586)
<i>Of which-</i>		
<i>Impairment losses</i>	<i>(211)</i>	<i>(586)</i>
	<b>2,850</b>	<b>11,104</b>
<b>Borrower's geographical area:</b>		
Spain	492	584
European Union (excluding Spain)	1,811	10,225
Rest of the world	547	295
	<b>2,850</b>	<b>11,104</b>

(\*) At 31 December 2017, this item included EUR 252 thousand in respect of fees and commissions for the marketing of units in collective investment undertakings receivable at those dates (see Note 22).

(\*\*) Correspond, entirely, to the commissions of shares from Collective Investment Undertakings pending of collection at that dates (see Note 22).

Note 27 contains a detail of the terms to maturity of these assets at 2017 and 2016 year-end and of the average annual interest rates in 2017 and 2016. Note 29 provides information on the fair value of these financial assets.

At 31 December 2017 and 2016, there were no loans and advances to customers for material amounts without fixed maturity dates.

#### *Impairment losses*

The changes in the balance of "Impairment Losses" in the foregoing table in 2017 and 2016 were as follows:

	Thousands of Euros	
	2017	2016
Beginning balance	586	667
Impairment losses charged to consolidated income for the year	210	574
<i>Of which:</i>		
<i>Specific allowances for financial assets, collectively estimated (*)</i>	144	335
<i>Collective allowances for incurred but not reported losses on financial assets</i>	66	239
Impairment losses reversed with a credit to consolidated income	(585)	(655)
<i>Of which:</i>		
<i>Specific allowances for financial assets, collectively estimated</i>	(515)	(377)
<i>Collective allowances for incurred but not reported losses on financial assets</i>	(70)	(278)
Net impairment charge for the year (**)	(375)	(81)
<b>Ending balance</b>	<b>211</b>	<b>586</b>
<i>By method of assessment:</i>		
<i>Specific allowances for financial assets, collectively estimated (*)</i>	202	574
<i>Collective allowances for incurred but not reported losses on financial assets</i>	9	12

(\*) These amounts related in full to impairment losses on fees and commissions receivable for the marketing of units in collective investment undertakings.

(\*\*) Recognised under "Gains or losses on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net " in the accompanying consolidated income statements for 2017 and 2016.

#### *Past-due but not impaired financial assets*

The Group held past-due but not impaired financial assets in the accompanying balance sheets as at 31 December 2017 and 2016 amounting to EUR 252 thousand and EUR 3,915 thousand, respectively, all of which had maturities of less than 30 days, were held with other financial companies and arose from uncollected fees from the marketing of units in collective investment undertakings and demand deposit overdrafts at those dates.

#### *Impaired assets*

The detail of the changes in the balance of the financial assets classified as loans and receivables and collectively estimated to be impaired due to credit risk at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
Beginning balance	911	1,092
Additions net of recoveries	(584)	(181)
<b>Ending balance</b>	<b>327</b>	<b>911</b>

At 31 December 2017 and 2016, there was no accrued interest receivable on these assets.

In addition, following is a detail of the financial assets classified as loans and receivables which were considered to be impaired due to credit risk at 31 December 2017 and 2016, classified by age of the oldest past-due amount:

	Thousands of Euros				
	With Balances Past Due by				Total
	Within 6 Months	6 to 9 Months	9 to 12 Months	More than 12 Months	
Balances at 31 December 2017	150	36	29	112	327
Balances at 31 December 2016	359	174	111	267	911

#### *Written-off assets*

At 31 December 2017 and 2016, the Group did not hold any financial assets classified as loans and receivables and considered to be written-off assets, and there were no changes in this connection in those years.

### **9. Trading derivatives (assets and liabilities)**

The balances recognised under "Trading Derivatives" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016 reflect the fair value of trading derivatives whose inherent risk is foreign currency risk. Information on the notional value of the derivatives is included in Note 19.

### **10. Tangible assets**

The changes in 2017 and 2016 in "Tangible Assets" in the accompanying consolidated balance sheets were as follows:

	Thousands of Euros	
	2017	2016
<b>Cost:</b>		
Beginning balance	13,013	10,174
Additions	1,614	3,868
Disposals	-	(1,029)
Ending balance	14,627	13,013
<b>Accumulated depreciation:</b>		
Beginning balance	(6,397)	(6,171)
Charge for the year (*)	(1,269)	(1,117)
Disposals	-	891
Ending balance	(7,666)	(6,397)
<b>Impairment losses:</b>		
Beginning balance	-	-
Charge for the year (**)	-	(138)
Disposals	-	138
Ending balance	-	-
<b>Tangible assets, net</b>	<b>6,961</b>	<b>6,616</b>

(\*) This amount was recognised with a charge to "Depreciation" in the accompanying consolidated income statements for 2017 and 2016.

(\*\*) This amount was recognised with a charge to "Impairment or reversal of impairment on non-financial assets - Tangible assets" in the accompanying consolidated income statement for 2016.

The detail, by type of asset, of the items composing "Tangible Assets" in the accompanying consolidated balance sheets at 31 December 2017 and 2016 is as follows:

	Thousands of Euros		
	Cost	Accumulated Depreciation	Carrying Amount
Furniture and fixtures	10,804	(5,088)	5,716
Computer hardware	2,209	(1,309)	900
<b>Balances at 31 December 2016</b>	<b>13,013</b>	<b>(6,397)</b>	<b>6,616</b>
Furniture and fixtures	12,178	(6,014)	6,164
Computer hardware	2,449	(1,652)	797
<b>Balances at 31 December 2017</b>	<b>14,627</b>	<b>(7,666)</b>	<b>6,961</b>

At 31 December 2017, fully depreciated tangible assets amounted to approximately EUR 4,334 thousand (31 December 2016: approximately EUR 3,785 thousand).

In view of the nature of the Group's tangible assets, its directors consider that their fair values do not differ significantly from their respective carrying amounts at 31 December 2017 and 2016.

At 31 December 2017 and 2016 and throughout those years, there were no impairment losses on property, plant and equipment for own use in addition to those indicated this Note.

## **11. Intangible assets**

The detail of "Intangible Assets" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
IT developments	14,229	10,617
Less: Accumulated amortisation	(6,688)	(5,518)
<b>Total, net</b>	<b>7,541</b>	<b>5,099</b>

At 31 December 2017 or 2016, all of the Group's intangible assets had a finite useful life.

The changes (gross amounts) in 2017 and 2016 in "Intangible Assets" in the accompanying consolidated balance sheets were as follows:

	Thousands of Euros	
	2017	2016
Beginning balance	10,617	10,912
Additions	3,612	2,316
Disposals	-	(2,611)
<b>Ending balance</b>	<b>14,229</b>	<b>10,617</b>



The changes in "Accumulated Amortisation" in 2017 and 2016 were as follows:

	Thousands of Euros	
	2017	2016
Beginning balance	(5,518)	(6,973)
Charge for the year (*)	(1,170)	(1,156)
Disposals	-	2,611
<b>Ending balance</b>	<b>(6,688)</b>	<b>(5,518)</b>

(\*) These amounts were recognised with a charge to "Depreciation" in the accompanying consolidated income statements for 2017 and 2016.

At 31 December 2017, fully amortised intangible assets amounted to approximately EUR 2,056 thousand (31 December 2016: approximately EUR 1,469 thousand).

None of the Group's intangible assets were impaired or had become impaired at 31 December 2017 or 2016 or in the years then ended, and no balance was recognised in this connection in those years.

## **12. Tax matters**

The Milan, London and Singapore branches file individual tax returns, in conformity with the tax regulations applicable in Italy, the United Kingdom and Singapore, respectively. The income tax expense recognised by the Group for 2017 was accrued at Spain and at the Italian branch, by the Bank in Spain and by the subsidiaries Allfunds Bank International and Allfunds International Schweiz AG, and amounted to EUR 19,188 thousand, EUR 16,123 thousand, EUR 1,860 thousand and EUR 100 thousand, respectively (2016: EUR 11,429 thousand, EUR 17,184 thousand, EUR 335 thousand and EUR 67 thousand, respectively).

Although the income tax return for 2017 has not yet been filed, the reconciliation of the consolidated accounting profit to the estimated taxable profit in Spain, and the Spanish income tax expense recognised in the consolidated income statements for 2017 and 2016 are as follows:

	Thousands of Euros	
	2017	2016
Consolidated profit before tax	112,522	96,365
Permanent differences:		
Additions (*)	8,281	1,826
Reductions (**)	(9,377)	(6,753)
<b>Tax base</b>	<b>111,426</b>	<b>91,438</b>
Tax rate applicable in Spain	30%	30%
<b>Total</b>	<b>33,428</b>	<b>27,431</b>
Less deductions and bonuses (***)	(14,240)	(10,247)
<b>Income tax expense</b>	<b>19,188</b>	<b>17,184</b>

(\*) In 2017, these related mainly to non-deductible expenses and to the exemption of income earned abroad through a permanent establishment.

(\*\*) Relating mainly to the results of the branches abroad and consolidated companies, which are taxed in the respective countries in which they are established.

(\*\*\*) Relating to deductions applied to the results of the branches abroad, which are taxed in each of the countries in which they are established as a result of the application of Article 31 of Spanish Income Tax Law 27/2014, of 27 November.

"Tax Liabilities – Current Tax Liabilities" the accompanying balance sheets includes the current liability relating to the various taxes applicable to the Bank, which at 2017 and 2016 year-end related substantially in full to the income tax payable for those years, less payments made on account in the year.

Law 16/2012, of 27 December, adopting various tax measures aimed at consolidating public finances and boosting economic activity, established a 70% limit on the deductibility of the period amortisation and depreciation of intangible assets, property, plant and equipment and investment property in 2013 and 2014. Any accounting depreciation or amortisation charge that is not tax deductible may be deducted on a straight-line basis over ten years or, optionally, over the useful life of the asset as from the first tax period beginning in 2015. As a consequence of the above, in 2016 the Bank filed supplementary income tax returns in relation to income tax for 2014 and 2013, recognising deferred tax assets of EUR 439 thousand which are recognised under "Tax Assets - Current Tax Assets" in the accompanying consolidated balance sheet as at 31 December 2017 (2016: EUR 502 thousand). Additionally, as at 31 December 2017 EUR 30 thousand are recognised under "Tax Assets – Deferred Tax Assets" due to the exchange rate differences recorded during 2017.

In 2017 EUR 8 thousand was recognised under "Tax Liabilities – Tax Deferred Assets" in the accompanying consolidated balance sheet as at 31 December 2016 in connection with the income recognised directly in the Bank's equity arising from valuation adjustments on "Available-for-Sale Financial Assets" (2016: EUR 1 thousand). EUR 77 thousand of exchange differences were also recognised in 2017 under "Accumulated other comprehensive income- Items that may be reclassified to profit or loss- Foreign currency translation" in consolidated equity (2016: EUR 22 thousand).

For reporting purposes as provided for in the Spanish Income Tax Law, it is hereby stated that no transactions were performed under the special tax regime for mergers, spin-offs, contributions of assets and exchanges of securities in which the Bank acted as the acquirer or as a shareholder.

In addition, pursuant to current legislation, tax settlements cannot be deemed to be definitive until they have been reviewed by the tax authorities or until the related statute-of-limitations period has expired. Therefore, at 31 December 2017, the Bank had the taxes applicable to it open for review by the tax authorities, in relation to its activity for which, at that date, the period established by the corresponding regulations for the related review (four years since the end of the voluntary filing period in the case of Spanish legislation) had not elapsed.

At 31 December 2017 and 2016, there were no tax loss or tax credit carryforwards or unrecognised deferred tax assets arising from temporary differences except for the tax loss carryforwards from prior years arising at the London branch, amounting to EUR 1,530 thousand and EUR 1,593 thousand, respectively, there being no time limit on the offset of these balances, and certain tax exemptions held by the subsidiary Allfunds Bank International, S.A. which, in accordance with the accounting principle of prudence, the Group has not recognised since the timing of their recovery is not certain.

As a result of the tax audit for 2007 of the Italian branch, tax assessments amounting to EUR 110 thousand were issued, of which assessments amounting to EUR 100 thousand were signed on a contested basis, leaving no amount pending payment as of 31 December 2017.

In view of the varying interpretations that can be made of certain tax regulations applicable to the operations of the Bank and the consolidated companies, the open years might give rise to contingent tax liabilities. However, the Bank's directors and tax advisers consider that the tax charge, if any, which might arise from future inspections by the tax authorities, or from inspections already performed but pending a final decision, would not have a material effect on these consolidated financial statements.

### **13. Other assets and other liabilities**

The detail of "Other Assets" and "Other Liabilities" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros			
	Assets		Liabilities	
	2017	2016	2017	2016
Sundry accounts	3,419	1,264	565	3,179
Accrued expenses (*)	-	-	15,597	10,994
Accrued fees and commissions on the marketing of units in collective investment undertakings (Notes 22 and 23)	302,404	177,701	256,590	142,957
Other revenues outstanding until expiration	-	1,268	-	-
Prepaid expenses	566	1,029	-	-
	<b>306,389</b>	<b>181,262</b>	<b>272,752</b>	<b>157,130</b>

(\*) At 31 December 2017 and 2016, this item included EUR 7,795 thousand and EUR 5,253 thousand, respectively, relating to the variable remuneration payable at those dates. The Bank's directors consider that no significant differences will arise between these amounts and those finally paid.

### **14. Financial liabilities at amortised cost**

The detail, by type of financial instrument, of "Financial Liabilities at Amortised Cost" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
<b>Financial liabilities at amortised cost:</b>		
Deposits from credit institutions	179,532	233,172
Deposits from customers	616,777	233,785
Other financial liabilities	171,416	138,014
	<b>967,725</b>	<b>604,971</b>

#### ***14.1. Deposits from credit institutions***

The detail, by type and currency, of "Deposits From Credit Institutions" on the liability side of the accompanying consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
<b>Type:</b>		
Demand accounts	179,532	233,172
	<b>179,532</b>	<b>233,172</b>
<b>Currency:</b>		
Euros	125,465	168,894
Foreign currencies	54,067	64,278
	<b>179,532</b>	<b>233,172</b>

Note 27 contains a detail of the terms to maturity of these liabilities at 2017 and 2016 year-end and of the average annual interest rates in 2017 and 2016, and Note 29 provides information on the fair value of these financial liabilities.

#### **14.2. Deposits from customers**

The detail, by type and currency, of "Deposits from customers" on the liability side of the accompanying consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
<b>Type:</b>		
Demand accounts	616,777	233,785
	<b>616,777</b>	<b>233,785</b>
<b>Currency:</b>		
Euros	514,369	195,327
Foreign currencies	102,408	38,458
	<b>616,777</b>	<b>233,785</b>

The balance of "Deposits from customers" included current accounts held by the non-resident sector, for an amount of EUR 591,749 thousand and EUR 231,357 thousand as at 31 December 2017 and 2016, respectively.

Note 27 contains a detail of the terms to maturity of these liabilities at 2017 and 2016 year-end and of the average annual interest rates in 2017 and 2016, and Note 29 provides information on the fair value of these financial liabilities.

#### **14.3. Other financial liabilities**

The detail of "Other Financial Liabilities" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
Tax collection accounts	15,571	16,392
Special accounts	113,579	94,381
Payment obligations (*)	18,616	12,981
Other	23,650	14,260
	<b>171,416</b>	<b>138,014</b>

(\*) Includes EUR 16,519 thousand and EUR 12,891 thousand relating to accrued fees and commissions payable at 31 December 2017 and 2016, respectively (see Note 23). It also includes EUR 28 thousand relating to the amounts not yet contributed at 31 December 2017 to the Group employees' defined contribution plans (2016: EUR 26 thousand) -see Note 2-m-.

"Special accounts" in the foregoing table basically refers to funds temporarily held on behalf of clients due to orders of transfer of investments in collective investment undertakings received, which were yet to be settled, at year-end.

Note 27 contains a detail of the terms to maturity of these liabilities at 2017 and 2016 year-end, and Note 29 provides information on the fair value of these financial liabilities.

*Disclosures on the average periods of payment to suppliers. Additional Provision Three. "Disclosure obligation" provided for in Law 15/2010, of 5 July*

Set forth below are the disclosures required by Additional Provision Three of Law 15/2010, of 5 July (amended by Final Provision Two of Law 31/2014, of 3 December), prepared in accordance with the Spanish Accounting and Audit Institute (ICAC) Resolution of 29 January 2016 on the disclosures to be included in notes to financial statements in relation to the average period of payment to suppliers in commercial transactions corresponding to Allfunds Bank, S.A.U.

As permitted by the Single Additional Provision of the aforementioned Resolution, since this is the first reporting period in which it is applicable, no comparative information is presented. The aforementioned required disclosures are as follows:

	Days	
	2017	2016
Average period of payment to suppliers	27	26
Ratio of transactions settled	28	26
Ratio of transactions not yet settled	10	22

  

	Thousands of Euros	
	2017	2016
Total payments made	19,464	17,099
Total payments outstanding	1,265	595

In accordance with the ICAC Resolution, the average period of payment to suppliers was calculated by taking into account the commercial transactions relating to the supply of goods or services for which payment has accrued since the date of entry into force of Law 31/2014, of 3 December.

For the sole purpose of the disclosures provided for in the Resolution, suppliers are considered to be the trade creditors for the supply of goods or services.

"Average period of payment to suppliers" is taken to be the period that elapses from the date of receipt of the invoices (with no significant differences compared to the corresponding dates of the invoices) and the payment date.

## **15. Shareholders' Equity**

The balance of "Shareholders' Equity" in the accompanying consolidated balance sheets as at 31 December 2017 and 2016 amounted to EUR 215,155 thousand and EUR 173,377 thousand, respectively. The balance of "Shareholders' Equity" at 31 December 2017 and 2016 in the accompanying balance sheets includes the amounts of equity contributions from shareholders, accumulated profit or loss recognised through the income statement, that have not been distributed to shareholders.

The changes in the Group's shareholders' equity in 2017 and 2016 are presented in the accompanying consolidated statements of changes in total equity for 2017 and 2016.

## **16. Paid up capital**

On 19 November 2014, Banco Santander, S.A. sold 450,677 of the Bank's shares representing 50% of its share capital to AFB SAM Holdings, S.L. (of which Banco Santander, S.A. owns 50.50% of its share capital). Also, on 23 December 2014, Intesa Sanpaolo S.p.A. transferred title to 450,677 of the Bank's shares representing the other 50% of its share capital to Eurizon Capital SGR S.p.A. (an Intesa Sanpaolo Group company).

On 21 November 2017, AFB SAM Holdings, S.L. (a company 50.50% owned by Banco Santander, S.A.) and Eurizon Capital SGR S.p.A. (a company belonging to the Intesa Sanpaolo Group) sold to Adubala ITG, S.L.U. the 450,677 shares of the Bank (representing all of its share capital) that each of the two companies held.

As a result of the foregoing, at 31 December 2017 and 2016, the Bank's share capital consisted of 901,354 fully subscribed and paid registered shares of EUR 30 par value each, all with the same voting and dividend rights.

At 31 December 2017, the Bank's sole shareholder is Adubala ITG, S.L.U. (31 December 2016: AFB SAM Holding, S.L. (50%) and Eurizon Capital SGR S.p.A. (50%)).

## **17. Retained earnings**

The balance of "Retained earnings" in the accompanying consolidated balance sheets includes the net amount of the accumulated profit or loss recognised in previous years through the consolidated income statement that, in the distribution of the profit, was assigned to consolidated equity and was not distributed subsequently to the Bank's shareholders.

The detail of "Retained earnings" of the consolidated balance sheets as at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
<b>Retained earnings:</b>		
Legal	5,408	5,408
Capitalisation reserve	4,636	4,636
To voluntary reserves	98,071	100,508
Reserves at subsidiaries-	21,363	13,827
<i>Allfunds Bank International, S.A.</i>	25,315	17,872
<i>Allfunds International, Schweiz AG</i>	(3,890)	(4,121)
<i>Allfunds Bank Brasil Representações Ltda.</i>	(62)	(24)
	<b>129,478</b>	<b>124,379</b>

### **Legal reserve**

Under Legislative Royal Decree 1/2010, of 2 June, approving the Consolidated Spanish Limited Liability Companies Law, Spanish entities must transfer 10% of net profit for each year to the legal reserve. These transfers must be made until the balance of this reserve reaches 20% of the share capital. The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount. At 31 December 2017 and 2016, the Bank's legal reserve had reached the stipulated level.

## Capitalisation reserve

Article 25 of Spanish Income Tax Law 27/2014, of 27 November, created the concept of the capitalisation reserve, which consists of a restricted reserve that allows taxable profit to be reduced by 10% of the amount of the increase in shareholders' equity up to the limit of 10% of taxable profit prior to the offset of any tax losses, provided the increase is maintained over a five-year period from the end of the tax period in which the adjustment was carried out, unless the company has accounting losses. As a result of the above, in 2016, the Bank recognised a capitalisation reserve of EUR 4,636 thousand (see Note 12).

## 18. Memorandum items

"Memorandum Items" relates to balances at 31 December 2017 and 2016 representing rights, obligations and other legal situations that in the future may have an impact on net assets, as well as any other balances needed to reflect all transactions performed by the Group although they may not impinge on its net assets.

Contingent obligations held by the Group which may result in the recognition of financial assets refer in their entirety to those available to third parties. The detail thereof at 31 December 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
<b>Available to third parties:</b>		
Credit institutions	40,600	38,571
Other resident sectors	1,300	300
Other non-resident sectors	11,350	11,200
	<b>53,250</b>	<b>50,071</b>

Also, at 31 December 2017, the Group held off-balance-sheet funds under management relating to units in collective investment undertakings (CIUs) amounting to EUR 358,459 million (31 December 2016: EUR 253,162 million).

## 19. Notional values of trading derivatives

The detail of the notional and/or contractual amounts of the trading derivatives held by the Group at 31 December 2017 and 2016, maturing in less than twelve months, is as follows:

	Thousands of Euros	
	2017	2016
<b>Unmatured foreign currency purchases and sales (*):</b>		
Purchases	59,038	60,329
Sales	64,068	67,359

(\*) Relating to OTC foreign currency purchases and sales.

The above transactions mature at less than one year.

The notional and/or contractual amounts of the aforementioned contracts do not reflect the actual risk assumed by the Group, since the net position in these financial instruments is the result of offsetting and/or combining them. This net position is used by the Group basically to hedge the currency risk.

## **20. Interest Income**

"Interest Income" at 2017 and 2016 in the accompanying consolidated income statements comprises the interest accruing in the year on all financial assets with an implicit or explicit return, calculated by applying the effective interest method, irrespective of measurement at fair value (except for derivatives).

The detail of the main items of interest income earned by the Group in 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
Loans and advances to credit institutions	790	1,238
Other finance income (*)	9	46
	<b>799</b>	<b>1,284</b>

(\*) In 2017, relates to interests accrued on the debt instruments held by the Group classified as available-for-sale financial assets (EUR 21 thousand in 2016) -see Note 7-.

## **21. Interest expenses**

"Interest expenses" in 2017 and 2016 in the accompanying consolidated income statements includes the interest accruing in the year on all financial liabilities with an implicit or explicit return, calculated by applying the effective interest method, irrespective of measurement at fair value (except for those that might have arisen from derivatives).

The detail of the main items of interest expense and similar charges borne by the Group in 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
Deposits from credit institutions	220	162
Other interest	334	133
	<b>554</b>	<b>295</b>

## **22. Fee and commission income**

"Fee and Commission Income" comprises the amount of all fees and commissions accruing in favour of the Group in the year, except those that form an integral part of the effective interest rate on financial instruments, if applicable.

The detail of "Fee and Commission Income" in the accompanying consolidated income statements at 31 December 2017 and 2016, is as follows:



	Thousands of Euros	
	2017	2016
<b>Fee and commission income arising from:</b>		
Marketing of products-		
Investment funds	987,110	711,325
Other	12,393	5,252
	<b>999,503</b>	<b>716,577</b>
Investment services-		
Administration and custody	1,918	1,675
	<b>1,918</b>	<b>1,675</b>
Other-		
Foreign exchange	14,023	11,419
Other fees and commissions	5,000	2,850
	<b>19,023</b>	<b>14,269</b>
	<b>1,020,444</b>	<b>732,521</b>

Fee and commission income arising in 2017 and 2016 from the distribution of units in collective investment undertakings amounted to EUR 987,110 thousand and EUR 711,325 thousand, respectively, of which EUR 302,983 thousand and EUR 181,335 thousand had not been received at 31 December 2017 and 2016, and were recognised under "Loans and receivables" and "Other assets", respectively in the accompanying consolidated balance sheets (see Notes 8.3 and 13).

### **23. Fee and commission expenses**

"Fee and Commission Expenses" shows the amount of all fees and commissions paid or payable by the Group in the year, except those that form an integral part of the effective interest rate on financial instruments.

The detail of "Fee and Commission Expenses" in the accompanying consolidated income statements at 31 December 2017 and 2016, is as follows:

	Thousands of Euros	
	2017	2016
<b>Fees and commissions assigned to:</b>		
Third parties	1,131	1,001
Distributors	830,083	577,007
	<b>831,214</b>	<b>578,008</b>

The fee and commission expenses incurred in 2017 and 2016 in respect of fees and commissions paid to distributors amounted to EUR 830,083 thousand and EUR 577,077 thousand, respectively, of which EUR 273,109 thousand and EUR 155,848 thousand were payable at 31 December 2017 and 2016, respectively, and were recognised under "Financial Liabilities at Amortised Cost – Other Financial Liabilities" and "Other Liabilities" in the accompanying consolidated balance sheets (see Notes 13 and 14.3).

### **24. Gains or losses on financial assets and liabilities held for trading, net**

"Gains or losses on financial assets and liabilities held for trading, net" includes the amount of the valuation adjustments of financial instruments, arranged by the Group as an economic hedging of its foreign

currency positions in 2017 and 2016 to hedge its foreign currency positions which amounted to EUR 139 thousand and EUR 173 thousand in 2017 and 2016, respectively.

## **25. Administration costs**

### **25.1. Personnel expenses**

"Personnel expenses" comprises all the remuneration accruing in the year in any respect to permanent or temporary employees, regardless of their function or post.

The detail of "Personnel expenses" in 2017 and 2016 is as follows:

	Thousands of Euros	
	2017	2016
Wages and salaries	30,623	23,602
Social security costs	4,640	4,004
Termination benefits	139	42
Contributions to defined contribution pension funds (Note 2-m) (*)	630	492
Training expenses	227	204
Other staff costs	808	597
	<b>37,067</b>	<b>28,941</b>

(\*) Includes the 2017 and 2016 contributions to the defined contribution pension plans, of which EUR 139 thousand and EUR 161 thousand related to the contributions made for the Bank's senior management in 2017 and 2016, respectively (see Note 5-c).

The average number of employees at the Group, by professional category, in 2017 and 2016 was as follows:

	Average Number of Employees	
	2017	2016
Senior executives	30	29
Other line personnel	308	278
General services personnel	10	8
	<b>348</b>	<b>315</b>

At 31 December 2017 and 2016, the number of employees at the Group, by professional category and gender, was as follows:

	2017		2016	
	Women	Men	Women	Men
Senior executives	8	24	7	22
Other line personnel	156	176	135	155
General services personnel	10	-	8	-
	<b>174</b>	<b>200</b>	<b>150</b>	<b>177</b>

At 31 December 2017 and 2016, the Bank's Board of Directors consisted of one woman and five men.

Also, it is hereby stated that in 2017 and 2016 the Bank had one employee with a disability equal to or greater than 33%.

At 31 December 2017 and 2016, under the collective agreements currently in force and other agreements, the Group had defined contribution obligations to supplement the public social security system benefits accruing to certain employees in the Milan and London branches, Madrid office, and to their beneficiary right holders, for retirement, permanent disability or death. At 31 December 2017 and 2016, the Group did not have any defined-benefit pension or similar long-term obligations to its employees.

## 25.2. Other general administrative expenses

The detail of "Other General Administrative Expenses" in the accompanying consolidated income statements for 2017 and 2016, is as follows:

	Thousands of Euros	
	2017	2016
Property, fixtures and supplies (*)	7,204	5,535
Information technology	8,656	7,846
Communications	2,552	1,499
Advertising and publicity	741	761
Legal expenses and lawyers' fees	834	604
Technical reports (**)	8,618	2,827
Surveillance and cash courier services	88	78
Insurance and self-insurance premiums	460	266
Governing and Control Bodies	56	15
Entertainment and staff travel expenses	2,199	3,328
Association membership fees	292	284
Subcontracted administrative services	4,830	3,794
Levies and taxes	1,096	1,401
Contributions to foundations	60	45
Other expenses	268	248
	<b>37,954</b>	<b>28,531</b>

(\*) Includes lease expenses on the branches at which the Group companies carry on their business amounting to EUR 5,484 thousand (EUR: 4,148 thousand in 2016). -see Note 2-g-.

(\*\*) Includes incurred expenses as a consequence of the share purchase and sale agreement with Adubala ITG, S.L.U. (see Note 16).

In 2017, "Technical reports" in the foregoing table includes, among others, the fees for audit and other services provided by the auditor to the Group or companies related thereto by control, common ownership or management, which are detailed below:

	Thousands of Euros
Audit services	305
Other assurance services	452
Total audit and related services	14
Other services	24
<b>Total professional services</b>	<b>795</b>

In addition, entities of the international Deloitte network invoiced to the UK branch an amount of EUR 9 thousand for Tax Consultancy services.

The services provided by the Bank's auditors meet the independence requirements included in the applicable regulation in Spain and did not involve the performance of any work that is incompatible with the audit function.

## **26. Other operating income and other operating expenses**

The balance of "Other operating income" in the accompanying consolidated income statements relates mainly to income from the provision of non-financial services.

The balance of "Other operating expenses" in the accompanying consolidated income statements relates to losses arising from Group's normal operations. Also, it includes the expense incurred on the contribution made to the Single Resolution Fund in 2017 amounting to EUR 216 thousand (2016: EUR 125 thousand to the National Resolution Fund and the equivalent Luxembourg fund) -see Note 1.i-

## **27. Residual maturity periods and average interest rates**

The detail, by maturity, of the balances of certain items in the consolidated balance sheets as at 31 December 2017 and 2016, and of the average interest rates in both years is as follows:

## 2017

	Thousands of Euros							Average Annual Interest Rate (%)
	Demand	Less than 1 Month	1 to 3 Months	3 to 12 Months	1 to 5 Years	More than 5 Years	Total	
<b>Assets:</b>								
Cash, cash balances at Central Banks and other demand deposits (Note 5)	737,891	-	-	-	-	-	737,891	0.03%
Loans and receivables (Note 7)-	-	6,066	-	-	-	-	6,066	0.00%
Loans and advances to Central Banks	-	5,708	130,000	130,052	130,000	-	395,760	0.22%
Loans and advances to credit institutions	2,238	8	16	101	371	116	2,850	0.00%
	<b>740,129</b>	<b>11,782</b>	<b>130,016</b>	<b>130,153</b>	<b>130,371</b>	<b>116</b>	<b>1,142,567</b>	
<b>Liabilities:</b>								
Financial liabilities at amortised cost (Note 14)-								
Deposits from credit institutions	179,532	-	-	-	-	-	179,532	0.01%
Customer deposits	616,777	-	-	-	-	-	616,777	0.00%
Other financial liabilities	155,846	14,682	-	888	-	-	171,416	0.00%
	<b>952,155</b>	<b>14,682</b>	-	<b>888</b>	-	-	<b>967,725</b>	

## 2016

	Thousands of Euros							Average Annual Interest Rate (%)
	Demand	Less than 1 Month	1 to 3 Months	3 to 12 Months	1 to 5 Years	More than 5 Years	Total	
<b>Assets:</b>								
Cash, cash balances at Central Banks and other demand deposits (Note 5)	389,070	-	-	-	-	-	389,070	0.01%
Available-for-sale financial assets (Note 6)-	-	-	-	10,018	-	-	10,018	0.14%
Debt instruments	-	-	-	-	-	-	-	-
Loans and receivables (Note 7)-	-	3,539	-	-	-	-	3,539	0.00%
Loans and advances to Central Banks	-	18,800	-	270,162	40,830	-	329,792	0.42%
Loans and advances to credit institutions	10,437	8	16	113	373	157	11,104	0.00%
Loans and advances to customers								
	<b>399,507</b>	<b>22,347</b>	<b>16</b>	<b>280,293</b>	<b>41,203</b>	<b>157</b>	<b>743,523</b>	
<b>Liabilities:</b>								
Financial liabilities at amortised cost (Note 14)-								
Deposits from credit institutions	233,172	-	-	-	-	-	233,172	0.00%
Customer deposits	233,785	-	-	-	-	-	233,785	0.00%
Other financial liabilities	121,533	16,481	-	-	-	-	138,014	0.00%
	<b>588,490</b>	<b>16,481</b>	-	-	-	-	<b>604,971</b>	

This table, prepared pursuant to the legislation applicable to the Group, does not reflect the Group's liquidity position since it considers demand accounts and other customer deposits as any other liability, whereas their stability is a typical feature of commercial banking. Considering this effect, the differences between assets and liabilities for each of the maturity periods are within reasonable thresholds in view of the business volume managed, and the directors do not envisage any liquidity problems or stress for the Group.

## **28. Related party transactions**

### **a) Transactions with related party companies**

The detail of the Group's most significant balances at 31 December 2017 and 2016 and of the results of the transactions performed in those years with related party companies (see Note 16) is as follows:

	Thousands of Euros		
	2017	2016	
	H&F Group Entities	Santander Group Entities	Intesa Sanpaolo Group Entities
<b>Assets:</b>			
Loans and advances to credit institutions	-	87,426	287
Loans and advances to customers	-	9	-
Trading derivatives	-	262	214
Other assets	-	4,552	899
<b>Liabilities:</b>			
Deposits from credit institutions	-	3,445	17,492
Other financial liabilities	-	2,798	1,908
Trading derivatives	-	371	28
Other liabilities	-	27,035	2,391
<b>Profit and loss:</b>			
Debit-			
Fee and commission expenses	-	110,189	9,971
Other administrative expenses	-	3,661	20
Credit-			
Interest income	-	365	-
Fee and commission income	-	16,095	3,136
Other operating income	-	120	-

### **b) Transactions with the Bank's Board members and Senior executives of the Group**

The information on the remuneration payable to the Board members and Group's key executives is detailed in Note 5.

## **29. Fair value of financial assets and financial liabilities**

The following breakdown, by class of financial asset and liability, of the fair value of the Group's financial instruments at 31 December 2017 and 2016:

	Thousands of Euros			
	2017		2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>				
Cash, cash balances at Central Banks and other demand deposits	737,891	737,891	389,070	389,070
Financial assets held for trading – Derivatives	479	479	639	639
Available-for-sale financial assets	193	193	10,211	10,211
Loans and receivables	404,676	405,118	344,435	345,866
	<b>1,143,239</b>	<b>1,143,681</b>	<b>744,355</b>	<b>745,786</b>
<b>Financial liabilities:</b>				
Financial liabilities held for trading – Derivatives	340	340	466	466
Financial liabilities at amortised cost	967,725	967,725	604,971	604,971
	<b>968,065</b>	<b>968,065</b>	<b>605,437</b>	<b>605,437</b>

The methodology used to calculate fair value for each class of financial assets and liabilities is as follows:

- Cash, cash balances at central banks and other demand deposits: relate to financial assets convertible into cash on demand and, accordingly, their fair value was considered to coincide with their carrying amount.
- Trading derivatives (assets and liabilities): the fair value of the trading derivatives was obtained by discounting estimated cash flows based on the forward curves of the respective underlyings, quoted in the market.
- Available-for-sale financial assets: these relate substantially in full to debt securities the fair value of which was obtained by applying prices obtained from information service providers, mainly Bloomberg, which construct their quotes on the basis of prices reported by contributors. Of the total balance recognised at 31 December 2017 and 2016, EUR 193 thousand related to unlisted equity instruments measured at acquisition cost.
- Loans and receivables: the fair value of loans and receivables was obtained using the present value model, which discounts future cash flows to the present, using interest rates based on directly or indirectly observable market data to calculate the discount rate.
- Financial liabilities at amortised cost: these relate to financial liabilities at amortised cost at a fixed interest rate and maturing at less than one year and, accordingly, it was considered that their fair value coincided with their carrying amount since there were no significant differences.

In accordance with the applicable legislation, following is certain information regarding the classification of financial instruments recognised at fair value pursuant to the following definitions:

- **LEVEL 1:** financial instruments whose fair value was determined by reference to their quoted prices (unadjusted) in active markets.
- **LEVEL 2:** financial instruments whose fair value was estimated by reference to quoted prices on organised markets for similar instruments or using other valuation techniques in which all the significant inputs are based on directly or indirectly observable market data.

- **LEVEL 3:** instruments whose fair value was estimated by using valuation techniques in which one or another significant input is not based on observable market data.

At 31 December 2017 and 2016, all the available-for-sale financial assets carried at fair value were classified as Level 1 and the asset and liability derivatives were classified as Level 2.

### **30. Risk management**

#### ***a) Credit risk exposure***

Credit risk is the possibility of loss stemming from the failure of customers or counterparties to meet their payment obligations to the Group. Specifically, the exposure is mainly to regulated institutions (which are the only authorised customers for the Group) to which the Group has granted credit lines tied to the settlement of brokerage transactions.

In order to manage and control this risk, the Risk Control Unit has implemented a system of account overdraft limits by counterparty based on an internal rating assignment methodology which results in a probability of default for each counterparty. This assigned probability is reviewed and measured at least once a year, so that the limits can be adjusted to each customer's risk profile.

Counterparty limits are controlled through an integrated system operating in real time, enabling the Group to be aware at all times of the unused credit line for each counterparty.

As can be seen in the following sections of this Note and in other sections of these notes to the consolidated financial statements, at 31 December 2017 and 2016, the main asset positions held by the Group related to unsecured balances with financial institutions located in the European Union and balances of an eminently transitional nature associated with its activity, with non-performing balances representing 0.02% and 0.10%, respectively, of its assets at those dates, the coverage ratio of those balances being 65% and 63%, respectively.

In view of the business activities carried on by it, the Group does not provide financing for property construction or development, or provide financing to households for home purchase.

In 2017 and 2016, the Group did not conduct any material renegotiation or restructuring of its debit balances, as those terms are defined in the applicable legislation.

#### ***b) Settlement risk exposure***

Settlement risk is the risk arising from counterparties not fulfilling or failing to settle transactions.

The Group has developed a procedure for limits and calculating settlement risk exposure by counterparty, establishing alerts and consumption indicators as limits in accordance with the internal methodology described above. The control is performed by the Risk Control Unit. Automatic delivery-versus-payment (collateralised order) procedures are also established for counterparties identified as sensitive by the Bank's Risk Committee.



**c) Interest rate risk exposure**

The Group is not exposed to a significant interest rate risk since its main consolidated balance sheet aggregates are on demand or with a short maturity.

**d) Liquidity risk exposure**

Liquidity risk is the risk that the Group might not have sufficient liquidity to meet its payment commitments.

The Bank's Board of Directors has established conservative criteria for the management and dilution of losses stemming from liquidity risk. Liquidity risk management is duly instrumented and documented, and is also fully compliant with the applicable legislation on liquidity. The Bank periodically prepares various regulatory reports relating to liquidity, such as the LQ statements, the Liquidity Coverage Ratio (LCR), the Net Stable Funding Ratio (NSFR) and the Additional Liquidity Monitoring Metrics (ALMM), as well as the liquidity stress tests as part of the Internal Capital Adequacy Assessment Process (ICAAP), in order to measure the adequacy of the Bank's capital and liquidity to carry on its business activity in normal markets conditions and in stress situations.

To supplement the monitoring performed by the Risk Control Unit, the Settlement Department of the Transactions Area performs ongoing follow-up of order settlement processes in each of the currencies in which the Group operates, thus providing twofold control of the Group's liquidity.

**e) Operational risk exposure**

Operational risk is defined as "the risk of loss resulting from deficiencies or failures of internal processes, human resources or systems or that arising due to external causes". This risk relates to events of a purely operational nature, which differentiates it from market or credit risk.

The Group's aim in operational risk control and management is to identify, prevent, measure, mitigate and monitor this risk. The priority, therefore, is to identify and eliminate any clusters of operational risk.

In order to reduce this risk, the main operating processes are analysed periodically. These processes are contained in procedures manuals and include the measures required to perform a comprehensive operational control.

The Group considers insurance as a key factor in operational risk management. In 2017 the professional indemnity insurance and employee fidelity insurance policies amounts were increased.

**f) Exposure to other market risks**

In addition to the risks above, the Group is exposed to the structural exchange rate risk arising from its foreign currency transactions. This risk is monitored and managed on a daily basis and the impact on the consolidated income statement is limited by setting maximum exposure limits and applying procedures subsequently to ensure that these limits are not exceeded, and by using hedges.

### g) Risk concentration

The detail, by activity and geographical area of the counterparty, of the concentration of the Bank's risk for being the most representative of the Group (see Note 3) at 31 December 2017 and 2016 is as follows:

31 December 2017

	Thousands of Euros				
	Spain	Other EU Countries	America	Rest of the World	Total
Central Banks and Credit Institutions	426,620	633,047	69,158	11,108	1,139,933
Public sector – Central government	-	-	-	-	-
Other financial institutions	21	1,938	352	69	2,380
Non-financial companies and individual entrepreneurs-	139	1	-	129	269
<i>Other purposes – SMEs and individual entrepreneurs</i>	139	1	-	129	269
Other households and NPISH- (*)	341	17	-	-	358
<i>Consumer loans</i>	341	-	-	-	341
<i>Other purposes</i>	-	17	-	-	17
<b>Total (**)</b>	<b>427,121</b>	<b>635,003</b>	<b>69,510</b>	<b>11,306</b>	<b>1,142,940</b>

(\*) NPISH: non-profit institutions serving households.

(\*\*) For the purposes of this table, the definition of risk includes the following items in the Bank's public balance sheet: loans and advances to credit institutions, loans and advances to customers, debt instruments, equity instruments, trading derivatives, hedging derivatives, investments and contingent liabilities.

31 December 2016

	Thousands of Euros				
	Spain	Other EU Countries	America	Rest of the World	Total
Central Banks and Credit Institutions	269,646	373,542	68,836	10,690	722,714
Public sector – Central government	-	10,018	-	-	10,018
Other financial institutions	57	10,705	4	159	10,925
Non-financial companies and individual entrepreneurs-	140	87	-	50	277
<i>Other purposes – SMEs and individual entrepreneurs</i>	140	87	-	50	277
Other households and NPISH- (*)	402	13	-	-	415
<i>Consumer loans</i>	390	-	-	-	390
<i>Other purposes</i>	12	13	-	-	25
<b>Total (**)</b>	<b>270,245</b>	<b>394,365</b>	<b>68,840</b>	<b>10,899</b>	<b>744,349</b>

(\*) NPISH: non-profit institutions serving households.

(\*\*) For the purposes of this table, the definition of risk includes the following items in the Bank's public balance sheet: loans and advances to credit institutions, loans and advances to customers, debt instruments, equity instruments, trading derivatives, hedging derivatives, investments and contingent liabilities.

31 December 2017

	Thousands of Euros			
	Cantabria	Valencian Community	Madrid	Total Spain
Central Banks and Credit Institutions	112,269	260,000	54,351	426,620
Other financial institutions	-	-	21	21
Non-financial companies and individual entrepreneurs- <i>Other purposes – SMEs and individual entrepreneurs</i>	-	-	139	139
Other households and NPISH: (*)	-	-	341	341
<i>Consumer loans</i>	-	-	341	341
<i>Other purposes</i>	-	-	-	-
	<b>112,269</b>	<b>260,000</b>	<b>54,852</b>	<b>427,121</b>

(\*) NPISH: Non-profit institutions serving households.

31 December 2016

	Thousands of Euros			
	Cantabria	Catalonia	Madrid	Total Spain
Central Banks and Credit Institutions	86,450	140,039	43,157	269,646
Other financial institutions	-	-	57	57
Non-financial companies and individual entrepreneurs- <i>Other purposes – SMEs and individual entrepreneurs</i>	-	-	140	140
Other households and NPISH: (*)	-	-	402	402
<i>Consumer loans</i>	-	-	390	390
<i>Other purposes</i>	-	-	12	12
	<b>86,450</b>	<b>140,039</b>	<b>43,756</b>	<b>270,245</b>

(\*) NPISH: Non-profit institutions serving households

### **31. Explanation added for translation to English**

These consolidated financial statements are presented on the basis of the regulatory financial reporting framework applicable to the Group in Spain (see Note 1-b). Certain accounting practices applied by the Group that conform with that regulatory framework may not conform with other generally accepted accounting principles and rules.

## Appendix I

### Subsidiaries composing the Allfunds Bank Group at 31 December 2017 and 2016

#### 31 December 2017

Entity	Location/ Registered Office	Line of Business	Audit/ Review	Ownership Interest	Thousands of Euros		
					Company Data (*)		
					Share Capital	Reserves	Profit (Loss) 2017
Allfunds Bank International, S.A. (**)	Luxembourg	Institutional brokerage services for the purchase and sale of units in collective investment undertakings	Audited	100%	15,000	14,873	5,125
Allfunds Nominee, Limited	United Kingdom	Asset holding	Not audited	100%	1	-	-
Allfunds Bank Brasil Representações Ltda.	Brazil	Representation services	Not audited	100%	225	(62)	(48)
Allfunds International, Schweiz AG	Switzerland	Distribution of collective investment undertakings	Limited review	100%	2,060	1,916	382

(\*) These entities' financial statements for 2017 have not yet been approved by their sole shareholder. However, the Bank's directors consider that the aforementioned financial statements will be approved without any changes.

(\*\*) Through this Company, a 100% ownership interest is held in the share capital of Allfunds International, Schweiz AG así como un 0,01% de Allfunds Bank Brasil Representações LTDA.

#### 31 December 2016

Entity	Location/ Registered Office	Line of Business	Audit/ Review	Ownership Interest	Thousands of Euros		
					Company Data		
					Share Capital	Reserves	Profit (Loss) 2016
Allfunds Bank International, S.A.	Luxembourg	Institutional brokerage services for the purchase and sale of units in collective investment undertakings	Audited	100%	15,000	9,948	4,917
Allfunds Nominee, Limited	United Kingdom	Asset holding	Not audited	100%	1	-	-
Allfunds Bank Brasil Representações Ltda.	Brazil	Representation services	Not audited	100%	225	(24)	(38)
Allfunds International, Schweiz AG	Switzerland	Distribution of collective investment undertakings	Limited review	100%	2,060	1,684	231

## Appendix II

### Annual banking report

This information was prepared in compliance with Article 89 of Directive 2013/36/EU of the European Parliament and Council, of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC (commonly known as CRD IV) and its transposition to Spanish domestic legislation in accordance with Article 87 and Transitional Provision Twelve of Law 10/2014, of 26 June, on the regulation, supervision and capital adequacy of credit institutions, published in the Official State Gazette of 27 June 2014.

Pursuant to the aforementioned Article, from 1 January 2015, credit institutions must for the first time publish, specifying, by country in which they are established, the following information on a consolidated basis for the last complete financial year:

- a. Name, nature and geographical location of the activity.
- b. Turnover.
- c. Number of employees on a full-time equivalent basis.
- d. Profit before taxes.
- e. Income tax.
- f. Subsidies or state aid received.

Pursuant to the above, Allfunds Banks, S.A.U (the "Bank") hereby provides the required information mentioned above.

- Name, nature and geographical location of the activity.

This information is available in Notes 1 and 3 and in Appendix I of the consolidated financial statements of the Allfunds Bank Group for the year ended 31 December 2017 and prior years, which give details of the companies that operate in each jurisdiction, including their name, geographical location and the nature of their activity, amongst other things. The financial statements for the previous years are available to the public on the Bank's website at the following address:

<https://www.allfundsbank.com/lr/web/public/company-information>

As shown in the information indicated above, the main activity carried on by the Allfunds Bank Group in the various jurisdictions in which it operates is the provision of investment services and, specifically, the marketing of units/ shares in collective investment undertakings.

- The information corresponding to turnover and the number of employees on an equivalent full-time basis is shown below, together with some explanatory notes on the basis of presentation of that information:

Jurisdiction	Millions of Euros	No. of Employees on a Full-Time Equivalent Basis
	Turnover	
Chile	-	6
Dubai (EAU)	-	5
Colombia	-	3
Singapore	-	9
Spain	107	209
Italy	64	54
Luxembourg	20	32
United Kingdom	11	49
Switzerland	3	7
<b>Total</b>	<b>205</b>	<b>374</b>
Consolidation adjustments	(15)	
<b>Allfunds Bank Group</b>	<b>190</b>	

For the purposes of this report, turnover is considered to be gross income, as defined and presented in the consolidated income statement that forms part of the Group's consolidated financial statements.

The data on turnover per country, shown in the previous table, was obtained from the statutory accounting records for 2017 of the Group's companies with the corresponding geographic location and was converted into euros.

"Consolidation adjustments" in the above table includes the necessary adjustments in order to convert the above aggregate information into information on the consolidated Group and it therefore includes adjustments for uniformity and to eliminate transactions between Group companies.

The number of employees on a full time equivalent basis was obtained from the headcount of each company/country at 2017 year-end.

The consolidated income statement for the year ended 31 December 2017 includes profit before tax for the Allfunds Bank Group of EUR 113 million and income tax of EUR 37 million:

Jurisdiction	Millones de Euros	
	Profit Before Tax	Income Tax
Spain	61	19
Italia	47	16
Luxembourg	8	2
United Kingdom	(1)	-
Singapore	(2)	-
	<b>113</b>	<b>37</b>
Consolidation adjustments	-	
<b>Consolidated Allfunds Bank Group</b>	<b>113</b>	

At 31 December 2017, the Group's return on assets (ROA) was estimated at 5.14%.

The Allfunds Bank Group did not receive any public aid in 2017.

## Allfunds Bank Group

### Consolidated Directors' Report for the year ended 31 December 2017

#### Allfunds Bank Group

The consolidated financial statements of the Allfunds Bank Group ("the Group") for 2017 consist of the consolidated balance sheet, consolidated statement of profit or loss, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements, which are audited by Deloitte, S.L. The accompanying directors' report summarises the main characteristics of the Group's performance and outlines the most significant future prospects.

#### Directors' Report for 2017

In 2017 the Group obtained net profit amounting to EUR 75,258 thousand, up 8.95 % on the previous year. Fee and commission income was the largest revenue item. It increased by 22.47% in net terms due to the decline in the margin obtained on fees and commissions received from investment fund management companies and fees and commissions assigned to the Bank's customers, offset partially by the increase in the volume of assets under management compared with 2016.

The detail of customer positions, by geographical area, is as follows:

Geographical Area	Millions of Euros
Continental Europe, except Spain and Portugal	214,418
Spain and Portugal	105,272
UK and Ireland	27,645
Latin America	6,815
Middle East	4,307

If only the Spanish market is considered, the Group's share of the volume traded in the market for foreign collective investment undertakings (CIUs) was 68.92% at 31 December 2017.

The foreign CIU market in Spain had increased by 14.90% to EUR 143,500 million at 2017 year-end, compared with EUR 125,000 million at 2016 year-end. Outside the Spanish market, the 33.5% share of the Italian market at 31 December 2017 was also noteworthy.

#### Economic environment

The rate of growth of the world economy was consolidated in 2017, and has now reached 3.0%, a percentage that represents a quickening from the 2.4% of 2016 and constitutes the highest global growth rate recorded since 2011. The labour market indicators continue to improve across a wide range of countries, and around two-thirds of the countries in the world grew more in 2017 than they did in 2016. At worldwide level, growth is expected to remain at around 3.1% in 2018 and 2019.

The recent acceleration in global GDP is due mainly to the growth in several developed economies, although Asia continues to be the most dynamic region in the world. Also, the improvement in economies such as Argentina, Brazil, Russia and Nigeria explains approximately one-third of the increase in the global growth rate in 2016 and 2017. However, the economic benefits of recent years continue to be distributed unequally by country and region, and in many parts of the world the economy has not yet returned to growth at rates typical of an economic recovery.

However, the upward revisions of the outlook for world growth suggesting that growth will exceed 3.0% in 2018 and 2019 are attributable to a great extent to the advanced economies. Growth in advanced economies is expected to moderate slightly to 2.2% in 2018, as central banks gradually remove their post-crisis initiatives and as an upturn in investment levels off.

The growth projection for the US was revised upwards due to the strength of activity in 2017, the increase in external demand projections and the expected macroeconomic impact of the tax reform, especially the reduction in tax rates.

In the emerging markets and the developing economies as a whole, the growth trend will be consolidated, with the rate reaching 4.5% in 2018, since activity in commodity-exporting countries will continue to recover. Growth in emerging and developing European economies, where it exceeded 5.0% in 2017 according to the latest estimates, is projected to be even more dynamic than expected in 2018 and 2019. The reviews of these economies show a favourable external environment in economies characterised by loose financial conditions and an increase in the demand for exports in the euro zone.

In Latin America, the recovery is expected to strengthen, with growth of 2.0% in 2018 and 2.6% in 2019. This change is attributable to the improvement in the outlook in Mexico, which will benefit from the strengthening of US demand, the consolidation of the recovery in Brazil and the positive effects of the rise in commodity prices and the looseness of financial conditions in certain commodity-exporting countries.

Growth in the Middle East and North Africa will also foreseeably rebound in 2018 and 2019, with the forecast remaining unchanged at 3.2%. Although the advance in oil prices is contributing to the recovery of domestic demand in oil exporting countries, the fiscal adjustment that is still necessary would hinder growth prospects.

Despite the stagnation in interest rates over the next two years according to the latest forecasts in Japan, with the six-month TIBOR set at -0.1 pps for 2018 and 2019, it is possible that in the eurozone three-month EURIBOR will rise to -0.12 pps in 2018 and will rise even more significantly, to 0.00 pps, in 2019. It is also expected that interest rates on US federal funds will reach 2.1% in 2018 and 2.9% in 2019.

The inflation rate fell in general terms in 2017, as a result mainly of the slowdown in the CPI as a consequence of the disappearance of the base effect of the energy component. In 2016, as a result of raw material prices bottoming out, general inflation rates recovered slightly in the advanced economies, but underlying inflation rates did not change significantly, as in 2017 and, in general, are expected to remain below inflation targets in 2018.

## **Growth outlook**

The outlook for global GDP is for growth of 3.1% in 2017 and 3.0% in 2018 and 2019, respectively. The slight rise in growth in Gross Domestic Product (GDP) of 2.2% and 1.9% projected for developed countries in 2018 and 2019, is explained mainly by the upward revision of the growth projection in the US and the macroeconomic policies implemented in Japan. The projection for the US for the next two years is for growth of 2.5% in 2018 and 2.2% in 2019.



Economic activity in the eurozone quickened in the latter part of 2017. Accordingly, in the current context characterised by high levels of economic and political uncertainty, the bases sustaining growth in the area are still fragile and rest, to a considerable extent, on monetary policy actions, since the positive stimuli brought about by the fall in oil prices and the depreciation of the euro's effective exchange rate since mid-2014 were dispelled. This diagnosis is reflected in the macroeconomic projections for the area, which anticipate a stable but moderate growth trend for the area as a whole, with growth rates of 2.1% in 2018 and of 1.7% in 2019. Turning to Spain, GDP growth will foreseeably be above the eurozone average in 2018 and 2019, at close to 2.5% in both cases, but is estimated to be below the average for the previous year (2017: 3.1%).

The emerging economies are expected to grow by 4.5% in 2018 and by 4.7% in 2019, compared to the 4.3% projected for 2017, since in recent years the region has absorbed the sharp declines in exchange rates that certain countries experienced in 2014 and 2015. Among developing countries, raw material exporters are also expected to see growth as raw material prices stabilise and the inflationary pressures caused by sharp depreciations in exchange rates are reduced.

### **Transaction performance**

In 2017, the focus remained on the objectives set in previous years:

- To support Allfunds International, S.A. in its objective to complement the Bank in countries where it does not have a permanent establishment.
- To boost commercial activity in those European markets where the Bank's presence is not significant (the UK, Switzerland, Central Europe and the Nordic markets).
- To strengthen its commercial presence in the Latin American area through the new representative office in Bogotá, and increase its customer base in the region.
- To commence operating and commercial activity in the Asian region after receiving the operating licence from the Monetary Authority of Singapore in 2016.
- To continue to increase the number of investment fund distribution agreements entered into with customers in all the markets in which the Bank operates. The number of new commercial agreements entered into rose to 68 in 2017, giving a total of 592 at year end, with the Bank now having customers operating in 42 different countries.
- To extend the range of financial products available to the Bank's customers, including the development of a new ETF platform to be made available to institutional customers.
- To continue to enter into agreements with the world's foremost management companies in order to be able to offer customers a wide range of products. A further 630 management companies obtained fully automated access to the Bank's platform in 2017, and the platform now has a total of 57,000 investment funds.
- To make constant improvements in the Bank's platform by investing resources in augmenting the levels of automation and reliability of the services provided to customers.
- Allfunds is also working on digital solutions and tools with a view to assisting its institutional customers with the challenges of the new digital era. In 2017 significant technology developments were undertaken aimed at developing new digital solutions for the Bank's customers.

## **Performance of the distribution channels**

The distribution channels operated by the Bank, which play a highly significant role in obtaining its revenue, are as follows:

- Direct fund distribution (Retail and Portfolios) accounted for 44%, compared with 38% in 2016.
- The CIU channel, comprising funds of funds, open-end investment companies (SICAVs) and insurance, represented 22% of the total traded volume (2016: 25%).
- Structured products, including underlying investment funds, stood at 0.3%, compared to 0.6% in 2016.
- The insurance channel accounted for 21% of the total traded volume, compared to 24% in 2016.
- Lastly, the Omnibus account channel accounted for 13% of traded volume, as it did in 2016.

## **Consolidated balance sheet**

Fees and commissions receivable and payable at 31 December 2017 amounted to EUR 302,983 thousand and EUR 273,109 thousand, an increase of 66.48% and an increase of 77.58%, respectively, on 2016.

At 31 December 2017, the Group's total assets amounted to EUR 1,464,616 thousand, an increase of 56.16% with respect to 2016 year-end.

As in previous years, the balances of the (credit institutions) accounts were the main item on the asset side of the consolidated balance sheet.

The balances of credit institutions amounted to EUR 791,349 thousand, i.e. 46.69% more than the previous year.

Intangible assets (all relating to software and licenses) amounted to EUR 7.541 thousand, up 47.90% year on year. This change was mainly a result of lower investment in IT development, together with greater software maintenance costs.

Tangible assets (furniture, computer equipment and fixtures) net of depreciation, amounted to EUR 6,961 thousand, representing a 5.22% increase, as result of the refurbishment of the new branches in London, Milan and Luxembourg.

Customers may open current accounts at the Bank for the purpose of receiving an enhanced brokerage service in relation to the purchase and sale of units in CIUs. At 31 December 2017, the balance held in these accounts amounted to EUR 796,309 thousand, i.e. 70.53% more than the previous year. This increase was due mainly to the increased current account balances at the Madrid, Milan and Luxembourg branches.

The amount of the transactions arranged for the purchase and sale of CIU units not yet settled recognised on the liability side of the consolidated balance sheet rose by 20.33% on 2016, as a result of the higher volume of brokered transactions. At 31 December 2017, this amount was EUR 113,759 thousand.

## **Earnings**

The Group obtained net profit of EUR 75,258 thousand in 2017, up 8.95% on 2016.

The detail by company, without taking intra-Group transactions into consideration, is as follows:

	Thousands of Euros
Allfunds Bank, S.A.	69,798
Allfunds Bank International, S.A.	5,125
Allfunds International, Schweiz AG	382
Allfunds Bank Brasil Representações Ltda.	(48)

Net interest income declined 75.23% on 2016 to EUR 245 thousand, as a result of the lower return earned due to the sharp drop in interest rates.

Net fee and commission income amounted to EUR 189,230 thousand, which represents an increase of 22.47% on 2016. 82.98% of these fees and commissions in 2017 and 86.88% in 2016 related to brokerage in the sale of shares and units in international CIUs.

Administrative costs, which comprise staff costs and other general administrative expenses, amounted to EUR 75,021 thousand, 30.53% more than in 2016. Most of this increase is due to the increased systems costs, the new hires, the increase in travel aimed at boosting the entity's activities.

### **Off-balance-sheet figures**

As in previous years, the main activity carried on by the Bank is the provision of brokerage services in the distribution of foreign CIUs, which it performs without taking ownership of the assets in which the investments are made. As a result, none of the customers' assets are recognised on the Bank's balance sheet.

At 31 December 2017, the volume of customer funds intermediated amounted to EUR 385,459 million, which represents a 41.59% increase.

### **Share capital and treasury shares**

At 31 December 2017, the Bank's share capital amounted to EUR 27,040,620, represented by 901,354 fully subscribed and paid registered shares of EUR 30 par value each.

At the date of this report, the Bank's owner is Adubala ITG, S.L.

No transactions involving treasury shares were carried out in 2017.

### **Research and development policy**

The Bank initiated new technological developments in the computer platform in 2017 with the object of providing solutions to new business needs in order to enhance the service to current and/or new customers and of adapting to the new regulatory requirements.

The most noteworthy developments include the following:

- Start-up of the mainframe migrations and of the in-house investment application.

- Development of the open internet services platform (API platform).
- Construction of customised portals for customers (Moon).
- Generation of mobile applications for customers (Moon Mobile).
- External Blockchain consulting services.
- Development of adaptations for better billing, collection and distribution of redemption payments.
- Adaptation of the FAMA program.

### **Staff**

The main data in this connection are disclosed in Note 25.1 to the accompanying consolidated financial statements.

### **Financial risk management policies**

The main risks arising from the Bank's activities are: operational risk, settlement risk, liquidity risk, credit risk, interest rate risk and market risk. The Bank has established certain procedures in order to identify, evaluate, monitor, manage, mitigate and validate these risks as part of the risk aversion policy established by the Bank's most senior governing body, namely its Board of Directors.

For this purpose, general management provides the Bank with the human and technological resources it needs in order to develop risk management best practices.

The actions undertaken by the Bank with regard to the management of these risks are described in Note 30 to the financial statements.

### **Outlook**

The Group's management policy for 2018 includes the following aims:

- Continue to increase the number of customers, the trading volume and the percentage market share in the marketing of foreign CIUs in the various markets in which it has a presence.
- To foster the use of other investment instruments such as ETFs, instruments that are very attractive to passive management investors.
- Increase the presence in new markets classified strategic in the Bank's business plan (the UK market, Benelux, the Nordic countries and Central Europe).
- Maintain the commercial activity in the Asian markets (mainly Singapore, Hong Kong and Taiwan, mainly), supported by the recent inauguration of the Singapore branch.
- To open representative offices in new markets in order to obtain a larger market share and to provide a better service to customers require a more local service.

The Bank's directors consider that the current business plan will enable the Bank to meet the budgets agreed upon for 2018 in spite of the economic turbulence buffeting the markets in which it operates.

### **Environment**

In view of the Group's operations, there are no environmental implications in this respect (see Note 1-g to the consolidated financial statements).

### **Average payment period to suppliers**

The average period of payment to suppliers in 2017 was 27 days, which was less than the maximum period established in the applicable legislation (see Note 14.3).

### **Events after the reporting period**

On 17 January 2018, the Bank formalised the purchase of Fintech Partners, S.L., the head of a group of companies, for EUR 20 million, of which EUR 12.5 million were paid when the public deed of purchase and sale was entered into. The payment of the remaining amount is conditional on the achievement of certain business objectives and certain members of the executive team continuing service at the Allfunds Bank Group.