

MASMOVIL IBERCOM, S.A.U.

(incorporated in Spain in accordance with the Spanish Companies Act ("Ley de Sociedades de Capital")

Commercial Paper Programme MASMOVIL 2023 Maximum outstanding balance of €300,000,000

INFORMATION MEMORANDUM (*DOCUMENTO BASE INFORMATIVO*) ON THE ADMISSION (*INCORPORACIÓN*) TO TRADING OF COMMERCIAL PAPER NOTES (*PAGARÉS*) ON THE ALTERNATIVE FIXED-INCOME MARKET ("MARF")

MASMOVIL IBERCOM, S.A.U., a sole-shareholder public limited company (*sociedad anónima unipersonal*) incorporated under the laws of Spain with registered office at Parque Empresarial Zuatzu, 2 Edificio Easo, 2nd floor, no. 8, Donostia-San Sebastián (Guipúzcoa), registered in the Commercial Registry of Guipúzcoa in volume 2,647, page 214, section 8th, sheet 13,511, with Tax Identification Number A-20609459 and Legal Identifier Code (LEI) number 959800YH56PYMFN7VV80, will request the admission (*incorporación*) to trading of commercial paper notes (the "Commercial Paper", the "Commercial Paper Notes" or the "Notes") that will be issued under the "Commercial Paper Programme MASMOVIL 2023" (the "Programme") in accordance with the provisions set out in this Information Memorandum (the "Information Memorandum") on the Alternative Fixed-Income Market (*Mercado Alternativo de Renta Fija*) ("MARF"). Except where the context otherwise requires or where otherwise indicated, all references to "Masmovil", "Masmovil Group", "Group", the "Company" or the "Issuer" refer to Masmovil Ibercom, S.A.U. and its consolidated subsidiaries, except where the context otherwise requires (in particular, please see section "*Presentation of Financial and Other Information*" below).

The Alternative Fixed-Income Market ("MARF") is a multilateral trading facility ("MTF") in accordance with the provisions of article 68 of the Spanish Act on Capital Markets and Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) (the "Spanish Securities Markets Act"). This Information Memorandum for the admission to trading of the Commercial Paper Notes is the one required in Circular 2/2018, of December 4, issued by MARF, on admission (*incorporación*) and removal (*exclusion*) of securities on the Alternative Fixed-Income Market (the "Circular 2/2018").

Application will be made for the Commercial Paper Notes to be listed on the MARF under this Information Memorandum. The Commercial Paper will be represented by book entries (anotaciones en cuenta) and their accounting record will correspond to the Sociedad de Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("IBERCLEAR") which, together with its participating entities, will be responsible for its accounting record (registro contable) of the Commercial Paper Notes.

An investment in the Commercial Paper involves certain risks. Read section 1 of the Information Memorandum on Risk Factors.

MARF has not carried out any kind of verification or testing with regard to this Information Memorandum (Documento Base Informativo), or with regard to the contents of the documentation and information provided by the Issuer in compliance with the requirements set forth under Circular 2/2018.

The Commercial Paper Notes shall only be addressed exclusively to professional clients, eligible counterparties and/or qualified investors pursuant to the provisions set out in articles 194 and 196 of the Spanish Securities Markets Act and article 2.e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "Prospectus Regulation"), or any provision which may replace or supplement it in the future.

No action has been taken in any jurisdiction to permit a public offering of the Commercial Paper Notes or permit the possession or distribution of the Information Memorandum (Documento Base Informativo) or any other offer material where a specific action is required for said purpose. This Information Memorandum (Documento Base Informativo) must not be distributed, directly or indirectly, in any jurisdiction in which such distribution represents a public offering of securities. This Information Memorandum (Documento Base Informativo) is not a public offering for the sale of securities nor a request for a public offering to purchase securities, and no offering of securities shall be made in any jurisdiction in which such offering or sale would be considered in breach of the applicable legislation. In particular, this Information Memorandum (Documento Base Informativo) does not represent a prospectus (folleto informativo) approved and registered with the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) (the "CNMV") and the subscription of the Commercial Paper issued under the program does not represent a public offering pursuant to the provisions set out in Article 35 of the Spanish Securities Markets Act which excludes the obligation to approve, register and publish a prospectus with the CNMV.

DEALERS (ENTIDADES COLABORADORAS EN LA COLOCACIÓN)

BANCA MARCH, S.A., BANCO BILBAO VIZCAYA ARGENTARIA, S.A.,
BANCO DE SABADELL, S.A., BANCO SANTANDER, S.A., CAIXABANK, S.A.,

 $NORBOLSA, S.V., S.A., PKF\ ATTEST\ CAPITAL\ MARKETS, A.V., S.A.\ and\ BEKA\ FINANCE, S.V., S.A.$

PAYING AGENT BANCA MARCH, S.A.

REGISTERED ADVISOR BANCA MARCH, S.A.

The date of this Information Memorandum (Documento Base Informativo) is November 15, 2023

IMPORTANT NOTICE

Any potential investor should not base its investment decision on information other than (i) the information contained in this Information Memorandum and (ii) the public information of the company available on the websites of the Company (https://www.grupomasmovil.com) and the Commercial Registry of Guipúzcoa (www.rmguipuzcoa.com). None of the Dealers takes any responsibility for the contents of this Information Memorandum or of any public information. The Dealers have entered into several collaboration agreements with the Issuer to place the Commercial Paper but neither the Dealers nor any other entity has accepted any undertaking to underwrite the Commercial Paper Notes. This is without prejudice to the Dealers being able to acquire part of the Commercial Paper Notes in their own name.

There is no guarantee that the price of the Commercial Paper Notes in the MARF will be maintained. There is no assurance that the Commercial Paper Notes will be widely distributed and actively traded on the market because at this time there is no active trading market. Nor is it possible to ensure the development or liquidity of the trading markets for the Commercial Paper Notes.

FORWARD-LOOKING STATEMENTS

This Information Memorandum may include statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements include, but are not limited to, statements other than statements of historical facts contained in this Information Memorandum, including, but without limitation, those regarding our future financial condition, results of operations and business, our products, acquisitions, dispositions and finance strategies, our capital expenditure priorities, regulatory or technological developments in the market, subscriber growth and retention rates, potential synergies and cost savings, competitive and economic factors, the maturity of our markets, anticipated cost increases, liquidity and credit risk. In some cases, you can identify these statements by terminology such as "aim," "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "guidance," "intend," "may," "plan," "potential," "predict," "project," "should," and "will" and similar words used in this Information Memorandum.

By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties. Many of these assumptions, risks and uncertainties are beyond our control. Accordingly, actual results may differ materially from those expressed or implied by the forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we operate. We caution readers not to place undue reliance on the statements, which speak only as of the date of this Information Memorandum, and we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based.

Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this Information Memorandum include those described under "Risk Factors" below.

The following are some but not all of the factors that could cause actual results or events to differ materially from anticipated results or events:

- the impact on our liquidity and access to capital because of the severe disruptions in Spain and the global economy caused by the spread of the COVID-19 pandemic since 2020, the military conflict between Russia and Ukraine, the Gaza–Israel conflict, the increase of inflation and other recent geopolitical and macroeconomic events:
- the high level of competition in the markets in which we operate;
- changes in the economic or political environment in Spain;

- the risks associated with operating a capital-intensive business;
- our ability to secure spectrum;
- our ability to successfully complete acquisitions and the risks associated with those acquisitions;
- the possibility of competition authorities delaying or preventing acquisitions;
- our reliance on demand for fixed, mobile and broadband products, as well as bundled and premium offerings;
- the increasing operating costs and inflation risks in the telecommunications industry;
- our reliance on network sharing agreements and third-parties for the maintenance of our infrastructure;
- our ability to maintain existing network infrastructure or install new network infrastructure;
- our dependence on our relationship with certain key partners and providers of hardware and software;
- failures in our IT and network infrastructure systems;
- our ability to keep pace with technological changes and evolving industry standards;
- failure to provide access to mobile phone financing;
- the risk of potential liability for the content hosted on our infrastructure;
- our participation in unfavourable contracts;
- the risks of natural disasters, fire, power outages and other catastrophic events;
- our ability to attract and retain key personnel;
- our ability to comply with applicable data protection laws and policies;
- our ability to maintain our distribution and customer care channels;
- the possible health risks of antenna sites and the use of mobile telephones;
- the extent to which our business operations are protected by intellectual property rights;
- our potential lack of valid licenses for, or rights to use, parts of our network;
- our compliance with third-party intellectual property rights;
- the impact of legal proceedings on our business;
- the level of governmental regulation and supervision applicable to our business;
- the impact of changes to tax legislation on our business;
- the outcome of the proposed combination of business in Spain with Orange following the exclusive discussions that the Group announced to the market 8 March 2022 and of the potential remedies that the European Commission may impose as condition for such combination to obtain relevant competition clearance approvals, as well as the risks relating to such combination if completed; and
- other factors related to our indebtedness and financial information, the Commercial Paper Notes and our structure described in more detail under "Risk Factors."

The telecommunications industry is changing rapidly and, therefore, the forward-looking statements of expectations, plans and intent in this Information Memorandum are subject to a significant degree of risk.

We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Information Memorandum.

We disclose important factors that could cause our actual results to differ materially from our expectations in this Information Memorandum. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf. When we indicate that an event, condition or circumstance could or would have an adverse effect on us, we mean to include effects upon our business, financial and other conditions, results of operations and the Issuer's ability to make payments under the Commercial Paper Notes.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative, but by no means exhaustive, and should be read in conjunction with other factors that are included in this Information Memorandum. See "Risk Factors" at section 1 below and "Description of Our Business" at section 2.4. below for a more complete discussion of the factors that could affect our future performance and the markets in which we operate. All forward-looking statements should be evaluated in light of their inherent uncertainty.

We operate in a competitive and rapidly changing environment. New risks, uncertainties and other factors may emerge that may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, you should not place undue reliance on forward-looking statements as a prediction of actual results. Except as required by law or the rules and regulations of any exchange on which our securities are listed, we expressly disclaim any obligation or undertakings to release publicly any updates or revisions to any forward-looking statements contained in this Information Memorandum to reflect any change in our expectations or any change in events, conditions or circumstances on which any forward-looking statement contained in this Information Memorandum is based.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Unless otherwise stated or the context otherwise requires, references to "**IFRS**" herein are to International Financial Reporting Standards as adopted by the European Union.

Historical Financial Information of Masmovil and Lorca JVCo

The historical consolidated financial information presented in this Information Memorandum for the years ended December 31, 2021 and 2022 is that of Lorca JVCo Limited (see further details below) and its subsidiaries.

In this regard, it is important to note the acquisition of 86.41% of the shares representing the Issuer's share capital were acquired by Lorca Telecom Bidco, S.A. ("Lorca Bidco") was completed on September 22, 2020, pursuant to a public tender offer (oferta pública de adquisición) as at that time the Issuer was a corporation listed on the Barcelona, Bilbao, Madrid and Valencia stock exchanges (the "Masmovil Acquisition"). Lorca Bidco is an entity that was incorporated by the following funds: (i) the Seventh Cinven Fund ("Cinven"); (ii) the funds and vehicles managed or advised by Kohlberg Kravis Roberts & Co. L.P. ("KKR"); and (iii) PEP VII-A International Ltd and PEP VIII International Ltd ("Providence" and together with Cinven and KKR, the "Sponsors"). For further details on the Masmovil Acquisition and the Issuer's shareholding structure, please see section 2.7. (The Masmovil Acquisition and shareholding structure) below.

Following the completion of the Masmovil Acquisition and effective from October 1, 2020, we changed our consolidation perimeter from Masmovil to Lorca JVCo Limited ("Lorca JVCo" or "JVco"), which is a private limited company incorporated under the laws of England and Wales that indirectly owns 100% of the shares in Masmovil (see structure chart at section 2.7.2. (*Current shareholding structure and the Sponsors*) below), and, therefore, for subsequent reporting periods we prepared our consolidated financial results at the level of Lorca JVCo.

Accordingly, the consolidated financial statements for financial years 2021 and 2022 that are attached to this Information Memorandum and that are referred to in several sections hereafter present, for the purposes of comparison, the consolidated figures on the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of cash flows, consolidated statement of changes in equity and the notes to the consolidated financial statements, for Lorca JVCo and its subsidiaries, including the Issuer, which have been prepared in accordance with international accounting standards in conformity with the requirements of the UK Companies Act 2006 and the applicable legal requirements of the UK Companies Act 2006 and which have been audited by KPMG LLP.

In addition, the acquisitions of the Euskaltel Group on August 10, 2021, and of Energía Colectiva, S.L. firstly on February 8, 2021, and secondly, as regards a remaining non-controlling interest of 45.73% on October 25, 2022, the Group has acquired the remaining non-controlling interest (45.73%) in Energía Colectiva, S.L. should be considered for comparative purposes when reading the consolidated statement of profit or loss and the consolidated statement of cash flows.

The historical consolidated financial information of Lorca JVCo presented in this Information Memorandum includes the results of operations and financial position of Lorca JVCo. However, there are no material differences between the results of operations and financial position of Lorca JVCo and the results of operations and financial position of the Issuer for the same period, other than those explained below as regards Cabonitel.

The differences primarily related to (i) the results of operation and financial position of our Portuguese subsidiaries Cabonitel, S.A. ("Cabonitel") and NOWO Communications, S.A. ("NOWO"), as further explained below, and (ii) certain non-material operating expenses. We believe that the relevant historical consolidated financial information, subject to the non-material differences noted above, adequately reflects our consolidated financial results and financial position for the applicable periods.

On April 1, 2022, the Issuer acquired control of Cabonitel through the acquisition of the remaining ownership interest of 50.01% in its share capital for an amount of €46.6 million, and the Issuer subsequently transferred 100% of its shareholding in Cabonitel to Lorca JVCo. At the time of this acquisition, our Group was already considering the subsequent disposal of Cabonitel to a third party, which was formalised on September 29, 2022. At December 31, 2022,

the sale has not been completed since certain regulatory conditions are pending fulfilment. Hence, our Group has classified the assets and liabilities of Cabonitel within "non-current assets held for sale" and the results from its activities as "discontinued operations" (see notes 4.1 b), 11 and 27 of Lorca JVCo's audited consolidated financial statements for financial year 2022).

In particular, as regards the overall result of the transaction, our Group has credited \in 13.4 million to the consolidated statement of profit or loss as a result of the fair value measurement of the interest held in Cabonitel prior to the acquisition of control, as well as the adjustment to measure the assets and liabilities acquired at fair value less costs to sell. Additionally, our Group has recognised financial instruments impairment for an amount of \in 16,921 thousand as at December 31, 2022.

This amount, together with the income and expenses attributable to the Cabonitel operations, is recognised under the heading "Profit/(loss) for discontinued operations after tax" in the 2022 consolidated statement of profit or loss. The discontinued operations presented in the consolidated statement of profit or loss in the comparative year do not include the income and expenses attributable to Cabonitel, as this company was an associate at December 31, 2021 and consolidated for by the equity method.

At December 31, 2022, the disposal group (i.e. Cabonitel and its subsidiaries) was stated at fair value less costs to sell and comprised the following assets and liabilities (see note 3 (r) and 4.1) of Lorca JVCo's audited consolidated financial statements for financial year 2022):

Thousand Euro	<u>31/12/2022</u>	
Total assets	215,856	
Provisions	(12,958)	
Loans and borrowings	(49,611)	
Trade payables	(61,239)	
Other financial liabilities	(20,049)	
Total liabilities	(143,857)	

There are no cumulative income or expenses included in OCI relating to the disposal group.

Accordingly, references to the "Group", "we", "our" and "us" in the context of the historical consolidated financial information or other financial information for the financial years 2021 and 2022 relate to Lorca JVCo and its subsidiaries.

In addition, the statement of financial position data of Lorca JVCo as of December 31, 2020, was revised in connection with the completion, in the first six months of 2021, of our assessment of the fair values of the acquisition of certain telecommunications operators of the Ahimas Group (as this term is defined in section 2.3. (*Group's structure chart*) below), which resulted in an adjustment to the provisional values disclosed in the historical consolidated financial information as of December 31, 2020.

For further information, please see Note 3(a) (*Basis of consolidation*) in the audited consolidated accounts of Lorca JVCo for the twelve months ended December 31, 2022, attached to this Information Memorandum as **Schedule 1**.

The preparation of financial statements in conformity with IFRS as adopted by the European Union and international accounting standards in conformity with the requirements of the UK Companies Act 2006 and the applicable legal requirements of the UK Companies Act 2006, as applicable, requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to our financial statements are disclosed in the historical consolidated financial information.

Non-IFRS Measures

This Information Memorandum contains certain financial measures and ratios (the "Non-IFRS Measures"), including, among others, EBITDA, Reported EBITDA and Adjusted EBITDA that are not required by, or presented in accordance with, IFRS or any other generally accepted accounting standards.

We present the Non-IFRS Measures because we believe that they are of interest to the investors and similar measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of

performance and liquidity. The Non-IFRS Measures may not be comparable to similarly titled measures of other companies, have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results as reported under IFRS or any other generally accepted accounting standards.

The Non-IFRS Measures may also be defined differently than the corresponding terms governing our indebtedness. The Non-IFRS Measures and ratios, such as EBITDA, Reported EBITDA and Adjusted EBITDA are not measurements of our performance or liquidity under IFRS or any other generally accepted accounting principles. In addition, the presentation of these Non-IFRS Measures is not intended to, and does not comply with, the reporting requirements of MARF, the CNMV or any other regulatory body under any jurisdiction and will not be subject to review by MARF, the CNMV or any other regulatory body under any jurisdiction. Therefore, investors should not place undue reliance on the Non-IFRS Measures.

In particular, any prospective investor in the Commercial Paper Notes should not consider any Non-IFRS Measures as a substitute for (a) operating profit or profit for the relevant period (as determined in accordance with IFRS) or as a measure of our operating performance, (b) cash flows from operating, investing and financing activities as a measure of our ability to meet our liquidity requirements or (c) any other measures of performance under IFRS or other generally accepted accounting standards. In particular, EBITDA, Reported EBITDA and Adjusted EBITDA have certain limitations as analytical tools, including but not limited to:

- they do not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, working capital needs;
- they do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments;
- although depreciation, amortization and impairment are non-cash charges, the assets being depreciated,
 amortized and those which are impaired will generally need to be replaced in the future; and
- some of the non-recurring items that we eliminate in calculating EBITDA, Reported EBITDA and Adjusted EBITDA, as applicable, reflect cash payments that were made, or will in the future be made.

Any prospective investor in the Commercial Paper Notes should compensate for these limitations by relying primarily on the historical consolidated financial information and using these Non-IFRS Measures only supplementally to evaluate our performance.

As a result of certain acquisitions and disposals that our Group has consummated during the periods presented in this Information Memorandum, and the intra-year timing of such acquisitions and disposals, the comparability of the historical consolidated financial information over each of such periods may be limited. Unless otherwise specified, the historical consolidated financial information do not give pro forma effect to the acquisitions and disposals that we have consummated during the periods presented in this Information Memorandum, or to any acquisitions and disposals occurring after December 31, 2022.

The historical consolidated financial information of Lorca JVCo as current parent entity of our Group do not indicate results that may be expected for any future period.

In making an investment decision, any prospective investor in the Commercial Paper Notes must rely upon its own examination of the terms of this Information Memorandum and the financial information contained in and incorporated by reference in this Information Memorandum. Any prospective investor should consult its own professional advisors for an understanding of the differences between IFRS and Spanish GAAP (or GAAP under any other jurisdiction) and how those differences could affect the financial information contained in and incorporated by reference in this Information Memorandum.

Rounding

Certain numerical figures set out in this Information Memorandum, including financial information presented in millions or thousands and percentages, have been subject to rounding adjustments and, as a result, the totals of the data in this Information Memorandum may vary from the actual arithmetic totals of such information. In this Information Memorandum, percentages and amounts reflecting changes over time periods relating to financial and other information are calculated using the rounded numerical data included in this Information Memorandum and not the numerical data

in the historical consolidated financial information or the relevant entity's internal accounting system. With respect to financial information set out in this Information Memorandum, a dash ("—") signifies that the relevant figure is not applicable for such period, zero or rounded to zero.

PRODUCT GOVERNANCE RULES UNDER MIFID II. THE TARGET MARKET WILL ONLY BE ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS.

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Commercial Paper has led to the conclusion that: (i) the target market for the Commercial Paper is "eligible counterparties" and "professional clients" only, as each of these terms is defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directives 2002/92/EC and 2011/61/EC (as amended from time to time, "MiFID II"); and (ii) all channels of distribution of the Commercial Paper Notes to eligible counterparties and professional clients are appropriate.

Any person who, after the initial placement of the Commercial Paper Notes, offers, sells, places, recommends or otherwise makes available the Commercial Paper Notes (for these purposes, a "distributor") shall consider the manufacturer's target market assessment. However, any distributor subject to MiFID II is responsible for carrying out its own target market assessment in respect of the Commercial Paper Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION ON SELLING TO RETAIL INVESTORS

The Commercial Paper Notes are not intended to be offered, sold or made available in any other way, nor should it be offered, sold or made available, to retail investors in the European Economic Area (the "**EEA**").

For these purposes, "retail investor" means a person who meets either or both of the following definitions:

- (i) "retail client" within the meaning of section (11) of article 4(1) of MiFID II, and "client" having the meaning of Directive 2002/92/EC, provided that the relevant person cannot be classed as a professional client based on the definition contained in section (10) of article 4(1) of MiFID II; or
- (ii) a "customer" within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Accordingly, no key information document required by Regulation (EU) No. 1286/2014 of the European Parliament and the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (as amended from time to time, the "PRIIPs Regulation"), has been prepared for the purposes of offering or selling the Commercial Paper Notes or otherwise making the Commercial Paper Notes available to retail clients in the EEA and therefore such activities may be unlawful pursuant to the provisions of the PRIIPs Regulation.

The Commercial Paper Notes to be issued under the Programme are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of United Kingdom domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of UK MiFIR. Consequently no key information document (KID) required by the PRIIPs Regulation as it forms part of United Kingdom domestic law by virtue of the European Union Withdrawal Act (the "UK PRIIPs Regulation") for offering or selling the Commercial Paper Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

In the United Kingdom, this document and the Commercial Paper Notes would only be distributed to, and are intended for, and any investment and investment activity in the Commercial Paper Notes referred to in this document is available

only to, and will be subscribed to only by, "qualified investors", as defined in section 86(7) of the Financial Services and Markets Act 2000 (i) who are persons with professional experience in matters relating to investments falling within the definition of "investment professionals" in section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) who are high net worth entities within section 49(2)(a) to (d) of the Order (together, all such persons shall be described as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this communication document and should not act on or rely on it.

The Commercial Paper Notes have not been, nor will be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state or other jurisdiction in the United States of America. The Commercial Paper Notes may not be offered, sold, exercised or otherwise transferred in the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States of America. There is no intention to register any Commercial Paper in the United States or to make an offer of any securities in the United States.

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1. RISK FACTORS

An investment in the Commercial Paper Notes involves risks. Before purchasing the Commercial Paper Notes, you should consider investing in these Commercial Paper Notes involves substantial risks. Investors should carefully consider the risks and uncertainties described below, together with the other information contained in the Information Memorandum, before making any investment decision with respect of the Commercial Paper Notes. The risks described below may not be the only risks the Company and our Group face. Only those risks that the Company as Issuer currently considers to be material are described and there may be additional risks that the Issuer does not currently consider to be material or of which the Issuer is not currently aware. Any of the following risks and uncertainties could have a material adverse effect on the Group's business, prospects, results of operations and financial condition. Each of the risks highlighted below could adversely affect the trading or the trading price of the Commercial Paper Notes or the rights of investors thereunder and, as a result, investors could lose some or all of their investment. Prospective investors should read the entire Information Memorandum, including its Schedules.

The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materializing, of the potential significance of the risks or of the scope of any potential harm to the Issuer's business, prospects, results of operations and financial condition.

As a result of the activities carried out by our Group, there are risks inherent to the sector, macroeconomic environment, regulatory framework and operations that must be identified and controlled through the risk management systems established by our Group.

In this regard, the Risk Management and Control Policy approved by the Board of Directors of Lorca JVCo as parent company of our Group, provides for the principles and guidelines aimed at controlling and mitigating the risks identified at any given time. These actions are materialized through a Comprehensive Risk Management system based on the so-called "COSO" model ("Committee of Sponsoring Organizations of the Treadway Commission") that covers financial, regulatory, strategic, operational, corporate governance and reputational risks.

Our Group's risk control and management model is based on the continuous review and updating of the Group's risk map, which has been designed in line with the Group's strategies. Once the risks have been identified and classified (according to their impact and probability of occurrence), the action plans necessary to mitigate these risks are formalized, also assessing the residual risk and risk tolerance levels.

Risk management is monitored by the Group's Internal Audit Department in accordance with policies approved by Lorca JVCo's Board of Directors. Risk management is a major issue within the Group and is therefore a function that forms part of the ongoing analysis and review by Lorca JVCo's Board of Directors and also by the Board of Directors of the Issuer.

1.1. Risks relating to our Business and Industry

1.1.1. The spread of the COVID-19 pandemic since 2021, the military conflicts between Russia and Ukraine and between Israel and Hamas in the Gaza Strip, the increase of inflation and other geopolitical and macroeconomic events have caused severe disruptions in the Spanish and the global economy and could potentially create widespread business continuity issues of unknown magnitude and duration, which may impact our liquidity and access to capital.

As of the date of this Information Memorandum, the businesses of the Issuer and its subsidiaries are entirely focused on the Spanish market. In this sense, it may be affected by adverse conditions in the Spanish economy, such as an increase in the unemployment rate or a fall in per capita income, aspects which would reduce the effective disposable income of potential consumers. Likewise, business may be affected by situations of

instability in international relations, the first effects of which can be seen in the volatility of financial variables. This would have a negative impact on the results, prospects or financial, economic or equity situation of our Group and, therefore, of the Issuer.

Macroeconomic factors such as (i) international tensions arising from international politics, for example, US foreign policy and conflicts between the US and China; (ii) the financial situation and uncertainty on the international scene; (iii) geopolitical tensions that have led to Russia's military invasion of Ukraine; (iv) the recent outbreak of conflict between Hamas and Israel in Gaza in October 2023 and its potential extension to other countries in Middle East and elsewhere; (v) the migration crisis in Europe; and (vi) terrorist and military actions carried out in Europe and other parts of the world, could negatively affect the global economic situation, the Eurozone and Spain.

Although at the date of this Information Memorandum the Group is not active in Belarus, Ukraine, Russia or Middle East, it cannot be ruled out that our Group and, therefore, the Issuer, may be affected by the military conflicts that started at the end of February 2022 in Ukraine and in October 2023 in the Gaza Strip, and a potential escalation of any of these conflicts, as a result of the economic impact that may arise from any of them. The effects of these conflicts are currently inestimable and have become evident in energy and other commodity prices, tensions in the financial markets, the impact on growth and inflation, among others. Despite the fact that, at present, with the scant evidence available, it is impossible to assess the impact of these conflicts from a fundamentally quantitative dimension, given their nature and dimension, it is undeniable that they will have significant negative repercussions on all sectors of economic activity, including the telecommunications sector. Consequently, the aforesaid conflicts could have a negative impact on the Issuer's business, results and/or financial and equity position.

Likewise, and in relation to the risk factor indicated in section 1.3.5. below, the inflationary situation in the main OECD economies and, as a consequence, the interest rate hikes and the withdrawal of monetary stimuli by the ECB, the US Fed and other central banks, are having a significant impact on the cost of financing for companies and countries, liquidity, investment, commodity prices and, in short, on the economic growth experienced in previous years, which may also have a negative impact on the Issuer's business, results and/or financial and equity position.

In this regard, the expansionary monetary policies of central banks, including the European Central Bank (the "ECB") in response to the 2008 financial crisis and the COVID-19 pandemic, coupled with low interest rates, and misalignments in supply chains resulting from strong global demand following the exit from the COVID-19 crisis, and exacerbated by Russia's military invasion of Ukraine starting in February 2022, have pushed up the cost of oil, gas and electricity, causing a sharp increase in inflation in the OECD, including Spain.

In particular, although inflation rates in Spain are moderating in the first half of 2023, the years 2021 and 2022 were characterised by strong inflation rates that have led to the raising of official interest rates by the various central banks as a measure to reduce high inflation rates.

In this respect, the ECB has raised all three key policy rates (i.e. the main refinancing rate and the marginal lending and deposit rates) several times, most recently by an additional 25 basis points on 14 September 2023. The interest rate on the main refinancing operations and the interest rates on the marginal lending facility and the deposit facility), the latest being the increase of an additional 25 basis points approved on 14 September 2023, so that the interest rate on the main refinancing operations and the interest rates on the marginal lending facility and the deposit facility will increase to 4.50%, 4.75% and 4.00% respectively, with effect from 20 September 2023, although it should be noted that in its statement of 14 September 2023 the ECB has indicated that this increase should be the last rate increase of the cycle.

(source: https://www.ecb.europa.eu/press/pr/date/2023/html/ecb.mp230914~aab39f8c21.en.html).

These rate hikes agreed by the ECB Governing Council are being transmitted strongly to financing conditions and are gradually affecting the whole economy. Funding costs have risen sharply and lending growth is slowing. The tightening of financing conditions is one of the main reasons why inflation is expected to continue to decline towards the 2% target, as it is expected to increasingly dampen demand.

We cannot assure that conditions in the bank lending, capital and other financial markets will not continue to

deteriorate as a result of a resurgence of the COVID-19 pandemic or military conflicts such as those in Ukraine and the Gaza Strip, or that our access to capital and other sources of funding will not become constrained, which could adversely affect the availability and terms of future borrowings, renewals or refinancing. We may be required to raise additional capital in the future and our access and cost of financing will depend on, among others, global economic conditions, conditions in the global financing markets, the availability of sufficient amounts, our prospects and our credit ratings.

In addition, the terms of future debt agreements could include more restrictive covenants or require incremental collateral, which may restrict our business operations or make such debt unavailable due to our covenant restrictions then in effect. There is no guarantee that debt financings will be available in the future to fund our obligations, or that they will be available on terms consistent with our expectations.

We depend upon our operations to generate strong cash flows to support our operating activities, supply capital to finance our operations and growth, make capital expenditure and manage our debt levels. The continuing economic disruption caused by the aforesaid macro political and economic risk events could adversely affect our ability to generate sufficient cash flows from operations and could adversely affect our ability to make payments of future interest and other payments with respect to our indebtedness and other obligations, including payments on the Commercial Paper Notes and to fund capital expenditure, which could negatively impact the quality of our service, our competitiveness and customer satisfaction, which could in turn have a negative impact on our revenue, operating profit and cash flows.

1.1.2. We face significant competition in each of the business segments in which we operate and competitive pressures and shifting customer preferences could have a material adverse impact on our business.

We operate in highly competitive markets and we face significant competition from both market incumbents and new competitors in our industry, which has resulted in generally declining average revenue per user ("ARPU") across our industry.

In Spain, the telecommunications sector is dominated by legacy operators. Telefónica, S.A. and its affiliates ("Telefónica") in particular hold a dominant market share in certain regions. The Spanish National Commission of Markets and Competition (the "CNMC") has favoured the growth of alternative operators, but legacy operators may seek to leverage their market position to compete with us in new territories or service areas.

For our fixed line and mobile services, our competitors include, but are not limited to, Telefónica, Orange Espagne, S.A. (including its affiliates, "Orange Spain") and Vodafone España, S.A.U. (including its affiliates, "Vodafone Spain").

In addition, our mobile services face competition from providers of VoIP and mobile virtual network operators ("MVNOs"). For our wholesale services, our key competitors include, but are not limited to, wholesale providers of voice, data and fibre services.

We may also face increased competition in any of these business segments as a result of new market entrants. Competition from such companies, as well as from new entrants and new technologies, could create downward pressure on prices across all the business lines, which could result in a further decrease in ARPU, a loss of customers or revenue generation units and a decrease in revenue and profitability. In addition, technological developments are increasing cross-competition in certain markets, such as that between mobile and fixed-line telephony.

By way of illustration of the level of competition between operators in the Spanish fixed line and mobile services, more than 8 million users changed their fixed line or mobile phone provider in Spain during 2022 thanks to portability, the regulated procedure that allows a user to switch to another operator for free and keep his/her number. Our Group led net portability among large operators during 2021, when it managed to seize more than 225,000 mobile lines and more than 200,000 fixed lines from our competitors, and also in 2022, when it managed to seize more than 50,000 mobile lines and more than 120,000 fixed lines from our competitors (source: https://data.cnmc.es/).

In some instances, our competitors may have easier access to financing, more comprehensive product ranges, lower financial leverage, greater financial, technical, marketing and personnel resources, larger subscriber bases,

wider geographical coverage for their fixed or mobile networks, greater brand name recognition and experience or longer established relationships with regulatory authorities, suppliers and customers. Some of our competitors may have fewer regulatory burdens with which they are required to comply because, among other reasons, they use different technologies to provide their services or are not subject to obligations applicable to operators with significant market power.

Traditional telecommunications operators, owing to their falling market share in recent years, may develop an expansion policy with their main or second-tier brands based on large price discounts that generally affect all operators in the market. Certain of our main competitors in Spain have greater financial capacity than us. This could be used to undercut competing businesses, including us, or to invest in infrastructure or other assets that would enable our traditional competitors to become more competitive in the market. The launch of such value-conscious telecommunications services has triggered generally declining ARPU across the industry and has resulted in a shift to converged services, where margins are higher.

As a consequence of the telecommunications and mobile markets reaching saturation in certain of the most populated regions in Spain, there are a limited number of new subscribers entering the market in these regions. In order to increase our subscriber base and market share in those regions, we are dependent on attracting our competitors' existing subscribers, which intensifies the competitive pressures that we are subject to. We cannot guarantee that our historical positive portability numbers and leading position in customer satisfaction rankings (as confirmed by data published by the CNMC and by the consultancy firms GFK and nPerf) will continue in the future.

There has been a trend towards consolidation and convergent offerings among telecommunications operators in the Spanish and broader European market. Our competitors could gain competitive advantages over us through mergers, joint ventures and alliances among franchises, wireless or private cable operators, satellite providers, local exchange carriers and other telecommunications service providers in Spain that could give them increased access to financing, resources, efficiencies of scale or the ability to provide multiple services in direct competition with us. Public-private joint ventures may also increase competition.

Moreover, the competitive landscape in Spain is generally characterized by increasing competition, tiered offerings that include lower priced entry-level products and a focus on bundled offerings, including special promotions and discounts for customers who subscribe for bundled services and, more recently and as a future trend to take into consideration, offerings for access to services under 5G networks. We expect additional competitive pressure from a range of players that seek to offer packages of fixed based and mobile voice, internet and video broadcast services, including from new regional broadband services, new brand launches from existing competitors and new market entrants. As a result of the increasing competition in the telecom market, ARPU has declined over time.

The success of our business model is based on our service quality and the products currently offered in the market as well as on continual renewal and updating of our product and service range in accordance with the requirements and changes that arise in a highly competitive market. Any delay or absence in introducing a product or service range that is at least similar to what is being offered by our main competitors could lead us to lose our competitive position in the market and, consequently, to a decrease of our current market share, which would have a negative impact on our revenue, operating profit and cash flows. In addition, maintaining and developing our infrastructure and the range and quality of our services to remain competitive in the market requires significant capital expenditure on an ongoing basis, which could negatively impact our profitability in future periods. Our inability, for any reason, to fund our capital expenditure in the future could negatively impact the quality of our service, our competitiveness and customer satisfaction, which could have a negative impact on the Group's revenue, operating profit and cash flows.

In our capacity as reseller, we face high levels of competition from other resellers and MVNOs, which have been increasing their share of the Spanish mobile telecommunications market in past years, following an international trend towards increasing diversification in the telecommunications markets. This has increased competition and pricing pressure in our markets, primarily in the prepaid market but also increasingly in the post-paid market. In our capacity as mobile network operator, like all Spanish network operators, we have arrangements with resellers of two types: MVNOs, who rely on our national roaming agreement for their own customers, and cable operators,

who commercialize our mobile services. These arrangements generally provide less revenue and lower margins than our other services, and as a result, a potential increase in market share of resellers and MVNOs may reduce our margins and revenue if we fail to increase our own market share in the resale market. In addition, aggressive pricing from resellers or MVNOs on our network or on other networks and pressure from resellers and MVNOs on our network for contract terms that are more favourable to them could also increase the competitive pressure and cause our results of operations to decline. If we are unable to compete effectively with resellers and MVNOs, our business, financial condition and results of operations may be materially and adversely affected.

We are also facing increasing competition from non-traditional mobile voice and data services based on new mobile VoIP, in particular OTT services such as Facebook Messenger, FaceTime, Google Talk, Skype, Snapchat, Viber and WhatsApp. These OTT services are often free of charge, accessible via smartphones and allow their users to have access to potentially unlimited messaging and voice services over the internet, thus bypassing more expensive traditional voice and messaging services (SMS/MMS) provided by mobile network operators ("MNOs") like us, who are only able to charge the internet data usage for such services. With the growing share of smartphone users in the Spanish mobile subscriber base, there are an increasing number of customers using OTT services. All MNOs are currently competing with OTT services providers who leverage existing infrastructures and are often not required to implement capital-intensive business models associated with traditional mobile network operators like us. OTT service providers have in recent years become more sophisticated, and technological developments have led to a significant improvement in the quality of service, particularly in speech quality. In addition, players with strong brand capability and financial strength, such as Apple Inc. ("Apple"), Google Inc. ("Google"), Facebook and Microsoft Corporation, have turned their attention to the provision of OTT services. In the long-term, if non-traditional mobile voice and data services or similar services continue to increase in popularity and if we, or more generally all the MNOs, are not able to address this competition, this could cause declines in subscriber base and profitability across all of our products and services, among other material adverse effects. In addition, we may face increasing competition from a large-scale rollout of public Wi-Fi networks by local governments and utilities, transportation service providers, new and existing Wi-Fi telecommunications operators and others, which particularly benefits OTT services. Enhanced fixed service infrastructure access and mobile services provided by competing operators may be more appealing to customers, and new technologies may enable our competitors to offer not only new or technologically superior services, but to also offer existing standard services at lower prices. For example, Digi Mobil, through an aggressive pricing strategy and increasing fibre footprint deployment, has continued to grow its market share for fixed-mobile convergence ("FMC") services. The telecommunications services industry has undergone significant technological development over time and these changes continue to affect our business. Such changes have had, and will continue to have, a profound impact on consumer expectations and behaviour. Our products and services are also subject to increasing competition from alternative new technologies or improvements in existing technologies. We may not be able to fund the capital expenditures necessary to keep pace with technological developments. In this regard,, please also see the risk factor "If we fail to successfully adopt new technologies or services, or to respond to technological developments, our business may be adversely affected and we may not be able to recover the cost of investments that we have made" below.

Any inability or unwillingness to respond effectively to such competitive pressures could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.3. Our business is concentrated in Spain, and may be adversely affected by negative economic, legal or political developments in Spain.

The Issuer and its subsidiaries operate entirely in Spain and most of our revenue is generated in Spain (a small amount of revenues being generated abroad because of international roaming services rendered by our mobile operators). Accordingly, our results may be adversely impacted by negative economic, legal or political developments in Spain, or by our failure to anticipate the needs and preferences of Spanish consumers in terms of our marketing, service portfolio and strategic investments.

Any adverse developments, or even uncertainties, in this regard, including sovereign risk fluctuations, may adversely affect our business, financial position, cash flows and results of operations. A deterioration in economic

conditions in Spain or a regional or global recession could reduce or limit the growth of consumers' disposable income.

All these factors may have a negative impact on our sales of new services and hardware and lead some of our customers to default on their telephone, broadband and/or television bills, thus negatively impacting our revenue. There is also a risk that financing conditions will tighten for both private and public sectors in Europe, or in Spain in particular, as a result of renewed uncertainty surrounding the sustainability of public finances in certain European countries, high inflation, recession or other macroeconomic developments, which could increase our cost of financing or limit our access to financing in the future, which could limit our ability to pursue new acquisitions, improve and expand our infrastructure or otherwise implement our business plan.

1.1.4. Acquisitions and other strategic transactions present many risks, including the risk that we may not be able to integrate newly acquired operations into our business, which may prevent us from realizing the strategic and financial goals contemplated at the time of any such transaction and thus adversely affect our business.

Historically, our business has grown, in part, through a significant number of selective acquisitions, joint ventures and network sharing agreements that have enabled us to take advantage of existing networks, service offerings and management expertise.

The main acquisitions and transactions can be summarized as follows, in chronological order:

- (i) In the period from 2014 to 2016 in particular, we acquired more than a dozen complementary companies, including core strategic brands Yoigo and Pepephone.
- (ii) In 2017, we acquired from More Minutes Communications, S.L. a business unit commercially called "Llamayá" ("Llamaya"), which is a MVNO focused mainly on the South American expatriate market in Spain, with a particular presence in the prepaid segment.
- (iii) In 2017, we also entered into a consumer finance joint venture with the BNP Paribas Group to finance consumer purchases of mobile phones.
- (iv) In 2018, we acquired a MVNO from Lebara Mobile Group, B.V., contributing more than 400,000 users and completing our trademark portfolio (the "Lebara Spain MVNO" or "Lebara").
- (v) In 2018, we also acquired The Bymovil Spain, S.L.U. ("**The Bymovil Spain**"), owner of a network of 680 franchised stores that sell our Yoigo mobile brand.
- (vi) In August 2019, we announced the acquisition of a stake in Cabonitel, S.A. ("Cabonitel"), owner of NOWO Communications, S.A. ("NOWO"), the fourth largest telecommunications operator in Portugal.
- (vii) In 2019, we also acquired a few other MVNOs, such as Netllar, S.L.U. ("Netllar") and Carrier-E Mobile, S.L.U. ("Carrier-E") (which operates under the brand "HITS Mobile"), which we both acquired from Nethits Telecom Group and which have operations in the region of Valencia, and we signed a joint venture agreement with Euskaltel, S.A. and Global Dominion Access, S.A. ("Dominion") for the incorporation of Medbuying Technologies Group, S.L. ("Medbuying") a central purchasing company that aims to centralize the purchases of mobile terminals, routers and other telecommunications accessories.
- (viii) Further, in November 2019, we sold a section of our FTTH network composed of approximately 940,000 BUs to Macquarie Assets Holdings Limited ("Macquarie"), an international infrastructure investor, retaining full ownership of the existing client base of the network sold.
- (ix) On May 5, 2020, we incorporated Guuk Telecom, S.A. ("Guuk") through our subsidiary Xfera Móviles, S.A.U., in order to provide and market telecommunications services mainly in the Basque Country.
- (x) On June 12, 2020, we completed the acquisition of all shares in Lycamobile, S.L.U. ("Lyca" and its acquisition, the "Lyca Acquisition"), a MVNO in Spain operating under the Lyca brand, specialized in the prepaid segment with around 1.5 million lines as of December 31, 2019, which reinforced at that time our position in the prepaid segment in Spain.

- (xi) In December 2020, we completed the purchase of Spotting Brands Technologies, S.L. as parent company of certain telecommunications operators specializing in services for medium- and small-sized towns in Andalusia, Extremadura, Castilla La Mancha and the Valencia region (the "Ahimas Group").
- (xii) In February 2021, we expanded our range of electricity services by acquiring a controlling interest in the renewable energy company Energía Colectiva S.L., which operates under the "Lucera" brand. We acquired the remaining non-controlling interest (45.73%) in Energía Colectiva S.L. on October 25, 2022.
- (xiii) On April 30, 2021, we completed the sale of 1.1 million BUs to a joint venture network company (the "Ucles Jvco") that was set up jointly by us and Onivia (a telecom operator jointly controlled by Macquarie Capital, Aberdeen Standard Investments and Daiwa Energy & Infrastructure Co. Ltd.). Currently, we provide Ucles Jvco with the necessary transmission, operation, maintenance support and provisioning and equipment homologation services it requires for its operations and we are required to ensure that Ucles Jvco reach certain performance levels. Failure to comply with our obligations with respect to Ucles Jvco may trigger the payment of certain penalties, which could have a negative impact on our cash flows and our ability to finance our overall operations.
- (xiv) In August 2021, we completed the acquisition of Euskaltel, S.A. ("Euskaltel") and its subsidiaries R Cable y Telecable ("R Cable") and EKT Cable y Telecomunicaciones, S.L.U., whereby Euskaltel and such subsidiaries became indirect wholly owned subsidiaries of the Issuer. Euskaltel and R Cable are leading telecommunications companies operating mainly in the Basque Country, Galicia and Asturias. At the time of this acquisition, Euskaltel was the fifth largest telecommunications operator in Spain.
- (xv) During 2021 we increased our shareholding by an additional 50% interest in certain subsidiaries of the Ahimas Group (as this is defined in paragraph (xi) above).
- (xvi) On January 28, 2022, we acquired 100% of the share capital of Solucions Valencianes I Noves Tecnologies S.L. ("SVINT"), a wireless internet, a fiber optic, a fixed and a mobile telephone company that mainly operates in the region of Valencia (Spain).
- (xvii) In March 2022, we announced to the market that we have entered with Orange into exclusive discussions to combine our businesses with theirs in Spain. The combination would take the form of a 50-50 joint venture, co-controlled by the Group and Orange, and both parties would benefit from equal governance rights in the combined entity. Accordingly, neither Orange nor the Group will consolidate the combined operations. The agreement includes (i) a right to trigger an IPO under certain conditions for both parties and (ii) a path-to-control right for Orange to consolidate the combined entity in the case of the IPO is launched. A binding agreement was signed with Orange in July 2022, though closing of the transaction is still subject to approvals from the relevant administrative, competition and regulatory authorities. Until such approvals and closing conditions are satisfied, the two companies will continue to operate independently.
 - See further details of the proposed combination with Orange in section 2.9. below.
- (xviii) In July 2022, through our subsidiary Euskaltel, we signed a sale and purchase agreement over the shares in its former subsidiary EKT Cable y Telecomunicaciones, S.L.U. ("EKT Cable" or the "Bidasoa Netco") with Bidasoa Aggregator, a consortium of Spanish investors consisting mainly of Asúa Inversiones, Beraunberri, Inveready and Onchena, who are committed to complement the deployment of a new fibre optic network in 1.2 million homes over the footprint of Euskaltel's cable network located in the Basque Country, Asturias and Galicia; this transaction does not include the fibre backbone and transmission network assets, which remain wholly owned by our Group.
 - See further details in section 2.10 below
- (xix) In August 2022, we reached an agreement with Ucles Jvco to sell an additional network of 500,000 BUs that are currently being built in small municipalities around Spain, though as of the date of this Information Memorandum closing of this transaction is subject to customary closing conditions, including relevant Foreign Direct Investment (FDI) clearances in Spain.

(xx) In September 2022, Lorca JVCo signed a share purchase agreement with Vodafone to sell the Portuguese businesses of Cabonitel and its subsidiary Nowo Communications, though closing of this sale is still subject to approval from the relevant Portuguese competition authorities.

We may undertake further acquisitions, disposals, joint ventures or other synergistic transactions in the future, including our exercise of existing call options over certain affiliates, in addition to pursuing organic growth through increased customer numbers and increased penetration of our services and products among our existing customer base.

Any acquisition, disposal or other strategic transaction we may undertake in the future could result in us incurring additional debt or contingent liabilities, in addition to post-completion liabilities, increased interest expenses and/or amortization expenses related to goodwill and other intangible assets. In particular, any target that we acquire may have liabilities that we failed or were unable to discover in the course of performing our due diligence investigations. We may learn of additional information about the target companies that adversely affects us, such as unknown or contingent liabilities and issues relating to compliance with applicable laws and regulations. For example, we could become liable for overdue payables to suppliers and employees that are not known to us at the time of the acquisition, or we could become subject to tax or pension liabilities in respect of historical periods that we are not currently aware of or the amount of which we underestimated. In conducting our due diligence, we rely on resources available to us, including public information and information provided by the sellers and third-party advisers. In addition, our due diligence usually provides for materiality thresholds, a limited scope and a restricted perimeter. There can be no assurance that the due diligence we undertake reveals or highlights all relevant facts necessary or helpful in evaluating future acquisitions. Furthermore, there can be no assurance as to the adequacy or accuracy of information provided during the due diligence exercise. The due diligence process is inherently subjective. If the due diligence investigation failed to identify material information regarding the business we plan to acquire, we may later be forced to write down or write off certain assets, significantly modify the business plan or incur impairment or other charges. Similarly, the materialization of certain risks, which may or may not have been identified during due diligence, may lead to a loss of property, loss of value and, potentially, subsequent contractual and statutory liability to various parties.

Any of these events, individually or in the aggregate, could have a material adverse effect on the business of the target entity, or on the financial condition and results of operations of the Issuers and our ability to fulfil our obligations under the Commercial Paper Notes. Furthermore, the acquisitions of certain companies may constitute a change of control under agreements entered into by such companies, and may entitle these third-parties to terminate their agreements with us or, in some cases, request adjustments and financing arrangements of the terms of the agreements. We cannot exclude the possibility that some of these third-parties may exercise their termination, adjustment or other rights, which could have a material adverse effect on our business, results of operations and financial position following any such acquisition. In addition, some of the third-parties may use their termination or adjustment rights to renegotiate the terms of the agreements to our detriment and may benefit from stronger bargaining power, as a result of which the acquired company may only be able to secure replacement contracts on less favourable terms or at all.

In addition, it cannot be guaranteed that we will have sufficient resources to fund any acquisitions in the future, which would limit our growth through bolt-on acquisitions, which is a key element of our strategy. We may use available cash on hand to finance any such acquisitions. We may experience difficulties in integrating the businesses we acquire into our business, incur higher than expected costs or fail to realize all of the anticipated benefits or synergies of such acquisitions, or fail to retain key customers, employees and management personnel of the relevant targets. These transactions may also disrupt our relationships with current and new employees, customers and suppliers. In addition, the attention of our managers may be distracted from existing operations by such acquisition processes and the integration of the acquired businesses, especially for material transactions such as the proposed combination of businesses in Spain with Orange. Thus, if we consummate any further acquisitions or fail to integrate previous acquisitions or other synergistic transactions, there could be a material adverse effect on our business, financial condition and results of operations. There can be no assurance that we will be successful in completing business acquisitions or combinations, integrating previously acquired companies. In addition, our debt burden may increase if we borrow funds to finance any future transactions, which could have a negative impact on our cash flows and our ability to finance our overall operations.

Acquisitions or disposals of additional telecommunications companies may require the approval of governmental authorities (either domestically or at the EU level), which can block, impose conditions (such as the so-called "remedies") on, or delay the process which could result in a failure to proceed with announced transactions on a timely basis or at all, thus hampering our opportunities for growth. In the event conditions are imposed and we fail to meet them in a timely manner, the relevant governmental authority may impose fines and, if in connection with a merger transaction, may require restorative measures, such as mandatory disposition of assets or divestiture of operations, which could have an adverse impact on our business, financial condition and results of operations.

Although we analyse and conduct due diligence on acquisition targets, our assessments are subject to a number of assumptions concerning profitability, growth, interest rates and company valuations and our inquiries may fail to uncover relevant information. There can be no assurance that our assessments or due diligence of and assumptions regarding acquisition targets will prove to be correct, and actual developments may differ significantly from our expectations. Moreover, our plans to acquire additional businesses in the future are subject to the availability of suitable opportunities. Our competitors may also follow similar acquisition strategies and may have greater financial resources available for investments or may be willing to accept less favourable terms than we can accept, which may prevent us from acquiring businesses that we target to the benefit of our competitors. The operating complexity of our business and the responsibilities of management have increased significantly as a result of the growth of our business through acquisitions, which may place significant strain on our managerial and operational resources. We may be unable to allocate sufficient managerial and operational resources to meet our needs as our business grows, and our current operational and financial systems and managerial controls and procedures may become inadequate.

Although we consider the operational and financial systems and managerial controls and procedures that we currently have in place to be adequate for our business, we recognize that the effectiveness of these systems, controls and procedures needs to be kept under regular review as our business grows. We will have to maintain close coordination among our logistical, technical, accounting, finance, marketing and sales personnel. Management of growth will also require, among others, continued development of financial and management controls and information technology systems. We may be unable to hire managers with the relevant expertise or the hiring process may require significant time and resources, all of which could result in a disruption in our management, growth, operational and financial systems, managerial controls and procedures and, accordingly, have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.5. Our business is capital intensive and our capital expenditures may not generate a positive return.

Our business is capital intensive and requires significant levels of investment. Like other companies in the fixed line, mobile and internet services sector, we must continually invest in order to develop, expand and maintain our network infrastructure. Though we maintain what we believe are cost-effective national roaming agreements and network sharing agreements with incumbent telecommunications services providers, our business demands significant capital expenditures to add customers to our networks and improve the scope and quality of our service, including expenditures relating to equipment and labour. In particular, we incur significant capital expenses for the deployment of new technologies, for the purchase of frequencies and the deployment of network infrastructure for our mobile operations and fibre-optic infrastructure and for our fixed line operations. We may also need to make investments to provide business continuity and to meet requirements for information security and disaster recovery, all of which could require significant capital expenditures which could be further increased by applicable regulations requiring increased levels of the technical protection of telecommunications networks.

In addition, costs associated with the licenses and spectrums that we need to operate our existing networks and technologies and those that we may acquire or develop in the future, as well as costs and rental expenses related to their deployment, could be significant. The amount and timing of our future capital requirements may differ materially from our current estimates due to various factors, many of which are beyond our control. See also the risk factor "Our existing services future network capacity growth may be constrained by the frequency spectrum available to us" below.

Furthermore, new technologies and the use of multiple applications increasing customers' bandwidth

requirements could lead to saturation of the networks and require telecommunications operators to make additional investments to increase the capacity of their infrastructures. It cannot be guaranteed that we will continue to have sufficient resources to maintain the quality of our network and our other products and services, or to expand our network coverage, which are key elements for our strategy and growth over the long-term. Unforeseen investment expenses, an inability to generate sufficient cash flows and/or finance our capital expenditure needs at an acceptable cost or an inability to make profitable investments could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.6. We may not generate sufficient cash flow to fund our capital expenditures, ongoing operations and debt obligations.

Our ability to service our debt and to finance our capital expenditure needs and operations in progress will depend on our ability to generate cash flows. We cannot provide any assurance that our business will generate sufficient cash flow from operations or that future debt or equity financing will be available to us in an amount sufficient to enable us to pay our debt obligations when due, sustain our operations or meet our other capital requirements. Our ability to generate cash flow and to finance our capital expenditures, current operations and debt service obligations depends on numerous factors, including:

- our future operating performance;
- the demand and price levels for our current and projected products and services;
- our ability to maintain the level of technical capacity required on our networks and the subscriber equipment and other pertinent equipment connected to our networks;
- our ability to successfully introduce new products and services;
- our ability to limit customer churn;
- the general economic conditions and other circumstances affecting consumer spending;
- competition;
- sufficient distributable reserves, in accordance with applicable law; and
- legal, tax and regulatory developments affecting our business.

Some of these factors are beyond our control. If we are not able to generate sufficient cash flows, we might not be able to repay our debt, expand our business, respond to competitive challenges or finance our cash and capital requirements, including capital expenditures. If we are not able to meet our debt service obligations, we might have to sell off assets, attempt to restructure or refinance our existing debt or seek additional financing in the form of debt or equity. We may not be able to do so in a satisfactory manner, or at all, which would have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.7. Our existing services future network capacity growth may be constrained by the frequency spectrum available to us.

Mobile network capacity is to a certain extent limited by the amount of frequency spectrum available for its use. Since the Spanish government controls the allocation of frequency spectrum to telecommunications operators in Spain, the capacity of our mobile network is limited by the amount of spectrum that we are able to procure via public auction or private sale. We cannot assure you that we will be able to procure more spectrum, renew spectrum upon the expiry of our spectrum licenses or otherwise maintain our existing spectrum licenses, including as a result of our non-compliance with any commitments pursuant to concession agreements. See also the risk factor "Any failure to comply with license conditions may jeopardize our licenses, which are required to operate our business and our networks" under section 1.2 below.

As spectrum auctions are infrequent and we may need additional spectrum in the future, we may participate in future spectrum auctions even though we might not, at the time of the auction, require additional spectrum

capacity. Such participation would require significant capital expenditures in the near term, as acquiring spectrum is expensive, due in part to the fact that spectrum availability is limited and the process for obtaining it is complex.

We currently own 30 MHz in the 1,800 MHz band, 30 MHz and 5 MHz in the 2,100 MHz band, 80 MHz in the 3.4-3.8 GHz band (the "3.5 GHz Band") following the acquisitions of spectrum from Eurona Wireless Telecom (40 MHz) in July 2018 and from Neutra Network Services, S.L.U (40 MHz) covering the whole Spanish territory, together with seven concessions in the radio frequency public domain in the 2.6 GHz for Madrid, Catalonia, Castilla-La-Mancha, Andalusia, Asturias, Galicia and the Basque Country.

We believe that our current spectrum allocation is sufficient for anticipated customer growth in the near term and our provision of 5G services. However, we may need additional spectrum to accommodate future customer growth or to further develop our 4G and 5G services, and the quality of spectrum available to us may affect our competitive position. We cannot assure that we will be able to obtain additional spectrum that would meet our expectations or business needs on a timely basis. Our network expansion or upgrade plans may be affected if we are unable to obtain additional spectrum. This could in turn constrain our future network capacity growth and our market share, which would in turn materially and adversely affect our business and prospects as well as our financial condition and results of operations. For further risks related to 5G roll-out, see the risk factor "We depend on network sharing agreements to provide commercially viable services across Spain and depend upon other third-parties to access and maintain certain parts of our infrastructure" below.

1.1.8. Our growth prospects depend on continued demand for fixed line, mobile and broadband products and services and increased demand for bundled and premium offerings.

The use of the internet, television and fixed line telephony and mobile services in certain of the regions in which we operate has increased in recent years. We have benefited from this growth and our growth and profitability depend, in part, on continued demand for these services in the coming years. We rely in part on our ability to market mobile, TV and broadband services, as well as a combination of these services through bundled offerings to attract new customers and to migrate existing customers to such services. If demand for such products and services does not increase as expected, this could have a material adverse impact on our business, financial condition and results of operations. Conversely, if the use of telecommunication services increases more than expected (as a result of the COVID-19 pandemic or other unexpected event), the increase in traffic would require prompt action on our end to expand our network's capacity so as to ensure connectivity and be able to successfully meet the increased demand for our services. If we are unable to meet such increasing demand, we may lose existing or potential customers to our competitors.

In addition, there is a risk that new technologies may undermine demand for our services. For example, new wireless internet services being developed by Amazon, SpaceX or other providers could reduce demand for fixed line broadband and telephony in the future. New providers of mobile data and telephony services may enter the market and may benefit from more effective or lower cost technologies that give them a competitive advantage over us in these markets. Furthermore, the products and services we offer may be more successful than we anticipate, and we may be unable to meet the demand for our product offerings. We are also affected by shifts in consumer preferences, which continue to evolve rapidly to respond to the challenges posed by the COVID-19 pandemic. In particular, the self-isolation measures imposed by the Spanish government in order to combat COVID-19 have resulted in a considerable increase in internet traffic and a correlated decrease in mobile services usage, as customers rely on VoIP and OTT services as a substitute for traditional voice and messaging services while gatherings are prohibited and residents are advised to stay at home. If these consumer trends continue, the growing demand for such services could threaten our competitive advantage and have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

Our main competitors offer integrated products over their fixed line and/or cable networks, including fixed mobile services bundles comprising mobile, fixed voice and broadband internet products, as well as "quadruple-play" offerings that combine these three products with television services. Bundled services are expected to become increasingly important and customers that have such services are less likely to switch to a different operator for all or part of the bundled services.

1.1.9. We depend on network sharing agreements to provide commercially viable services across Spain and depend upon other third parties to access and maintain certain parts of our infrastructure.

We depend on various third-parties in order to provide commercially viable services in certain regions. For example, among other agreements, we rely on the agreements we have signed with Orange Spain since 2015 in connection with national wholesale roaming, shared FTTH network infrastructure and bitstream services; certain agreements since 2017 with Telefónica relating to the new broadband ethernet service ("NEBA") for both residential and enterprise units and FTTH network bitstream wholesale access, as well as a national roaming agreement ("NRA") executed between Telefónica and Xfera Móviles, S.A.U. in 2016, as amended in 2019, 2020, 2021 and 2022; and certain agreements executed in 2018 with Vodafone Spain for sharing FTTH infrastructure and in 2019 for provision of wholesale access services under an MVNO scheme, for the specific traffic of Lebara Spain and HITS Mobile. All mobile contracts have a similar structure, involving a minimum committed value in euro in exchange for a bucket of data (in millions of gigabits).

In June 2021 we executed a new agreement with Ericsson, expanding the range of 5G technology products and services we offer.

Regarding 5G mobile networks, in 2019 our Group reached an agreement with Orange for the joint deployment of 5G in the main cities of the country (the "September 2019 Orange Agreement"), which is the largest NRA that our Group has executed to date, also providing for an expanded FTTH network, with a scheduled duration up to December 31, 2028, and including protection schemes in case of deviation from traffic estimations.

Under the aforesaid agreements, we rely on third-parties to invest in the maintenance and growth of their networks and to provide a reliable and high-quality service. For example, under the September 2019 Orange Agreement, we rely on Orange Spain to proceed with the planned roll-out and further development of its national 5G network, which we intend to utilize to provide high quality 5G services to our customers. Should Orange Spain fail, for any reason, to proceed with such development, or should such development be delayed, this may negatively impact our ability to implement our business plan.

We have limited or no control over the quality and consistency of the services that are supplied to us by thirdparties. Any deterioration in the provision of such services, a failure of any of these parties to perform their obligations under the agreements or our inability to extend any of the agreements on favourable terms or at all could negatively impact the scale and quality of the services we can provide to our customers, which would negatively affect our business, financial condition and results of operations.

1.1.10. Our business may be adversely affected by restrictions on our ability to maintain existing network infrastructure or install new network infrastructure.

The coverage of our network depends in part on our ability to maintain existing antennas and to build up new antennas for our network. Our antennas are generally built on land owned by third-parties, the use of which is secured by way of lease agreements. There can be no guarantee that these lease agreements will be extended or renegotiated on commercially favourable terms upon the expiration of their respective terms, or that they will be extended at all. If we are not able to renew our current lease agreements for antenna sites and/or to enter into new lease agreements for suitable alternate antenna sites, this could have a negative impact on the coverage of our network. Additionally, some of the equipment used in our network is installed on customer premises. Disputes with these customers or legal proceedings involving their property may subject this equipment to encumbrances or cause it to be inaccessible, which could adversely affect our ability to operate our network. Further, our inability to successfully and timely resolve such disputes could negatively affect our business, financial condition and results of operations.

Furthermore, certain regulatory approvals, such as new build permits, may be required to operate antenna sites with other frequencies/frequency bands, in particular where the shift is made from a higher frequency band (*e.g.* 2100 MHz) to a lower frequency band (*e.g.* 1800 MHz) and new technologies such as 5G and adaptive antennas. To the extent that we seek to operate antenna sites with other frequencies/frequency bands and technologies, failure to obtain such regulatory approvals could have a negative impact on the coverage of our network. Current initiatives from certain activist groups against 5G deployment ("stop 5G" networks) and the construction of more antennas with higher frequency emissions, and the reaction of some politicians and authorities on a national and

regional level may result in more effort and costs and a resulting delay for the roll-out of our network. This concerns not only new sites and 5G, but also impacts upgrades on existing sites and former technologies as 3G and 4G. Any such negative impact on the coverage of our network could materially and adversely affect our business, financial condition and results of operations.

1.1.11. Our industry is subject to increasing operating costs and inflation risks which may adversely affect our earnings.

While we generally attempt to reflect increases in operating costs in our subscription rates, there is no assurance that we will be able to do so due to competitive pressure and other factors. Therefore, operating costs may rise faster than associated revenue, resulting in a material negative impact on our cash flow and results of operations. For example, our operating costs could increase as a result of higher employee costs at call centres, higher payments to providers of TV services or in the event of the review and increase of the fees paid to Spanish authorities for our spectrum licenses. We are also affected by inflationary increases that are already occurring in payment obligations under supply contracts or in salaries, wages, benefits and other administrative costs which we may not be in a position to pass on to our customers, which in turn could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.12.We depend on certain key partners and other third parties for the provision of hardware, software and other providers of outsourced services, who may discontinue their services or products, seek to charge us prices that are not competitive or choose not to renew contracts with us.

We have important relationships with several suppliers of hardware, software and related services that we use to operate our broadband internet, fixed line, mobile and internet services businesses. Any future shortages may involve significant delays in seeking alternative supplies, may constrain our ability to meet customer demand and may result in increased customer churn. Further, in the event that hardware or software products or related services are defective, it may be difficult or impossible to enforce recourse claims against suppliers, especially if warranties included in contracts with suppliers have expired or are exceeded by those in our contracts with our subscribers in individual cases, or if the suppliers are insolvent, in whole or in part. In addition, there can be no assurances that we will be able to obtain the hardware, software and services we need for the operation of our business in a timely manner, at competitive terms and in adequate amounts.

We also outsource some of our support services, including parts of our subscriber services, information technology support, technical services and maintenance operations. Should any of these arrangements be terminated by either contract party, this could result in delays or disruptions to our operations, thus potentially harming our reputation, and could result in us incurring additional costs, including if the outsourcing counterparty increases pricing or if we are required to locate alternative service providers or in-source previously outsourced services.

A cessation or interruption in the supply of the products and/or services may harm our ability to provide our mobile services to our subscribers. In particular, in the context of our 5G network deployment, it is possible that we could face a lack of supply of 5G chipsets, which could negatively impact our expansion plan. In addition, a potential resurgence of the COVID-19 pandemic or military conflicts such as those in Ukraine and the Gaza Strip may result in supply chain delays and travel restrictions on our employees, contractors or suppliers, potentially for an extended period of time, which could negatively impact our ability to source equipment or services in a timely and cost-effective manner.

Furthermore, either directly or through Medbuying as central purchasing company, we have relationships with a number of key sourcing partners for mobile network equipment, network roll-out, fixed access and software, handsets, routers and other retail equipment such as Samsung, Huawei, Xaomi, ZTE and Sagecom.

Our ability to both maintain and renew our existing contracts with key partners and suppliers of products or services or enter into new contractual relationships with these or other suppliers upon the expiration of existing agreements, either on commercially attractive terms, or at all, depends on a range of commercial and operational factors and events which may be beyond our control. The occurrence of any of these risks or a significant

disruption in our supply of equipment and services from key sourcing partners could create technical problems, damage our reputation, result in the loss of customer relationships and have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.13. We depend on third-parties to provide premium programming for the pay TV service and conditional access systems.

We do not produce the majority of our television content and therefore our ability to compete in the pay TV market depends, in part, on the ability to obtain attractive programming from third-parties at reasonable prices. A relatively small number of third-party companies produce and control access to programming in Spain. If we are unable to purchase content at commercially reasonable prices, or at all, our ability to retain and grow our customer base could be adversely affected.

1.1.14. The continuity of our services strongly depends on the proper functioning of our IT and network infrastructure and any failure of this infrastructure could have a material adverse effect on our business.

The reliability and quality (both in terms of service as well as availability) of our information systems and networks, particularly for our mobile and fixed line businesses, are key components of our business activities, the continuity of our services and the confidence of our customers. More specifically, the unavailability or failure of information systems we use, our network, the production of "electronic" communications services and television, our website, and our customer service function, could significantly disrupt our business.

A flood, fire, other natural disaster, war, act of terrorism, power failure, cyber-attack, computer virus or other catastrophe affecting a portion of our network could have a material adverse impact on our business and our relations with customers. Measures with the aim of remedying such disasters, safety and security measures, or measures for protecting service continuity that we undertake or may undertake in the future, as well as the effects thereof on the performance of our network, could be insufficient to avoid losses. Any disaster or other damage affecting our network could result in significant uninsured losses. Our network may be subject to disruptions and to significant technological problems, and such difficulties could escalate over time. The occurrence of any such event could cause interruptions in service or reduce capacity for customers, either of which could reduce our revenue, cause us to incur additional expenses or lose customers.

Further, we may incur costs and revenue losses associated with the unauthorized use of our networks, including administrative and capital costs associated with the unpaid use of our networks as well as with detecting, monitoring and reducing the incidences of fraud. Fraud could also impact interconnection costs, capacity costs, administrative costs and payments to other carriers for unbillable fraudulent roaming charges.

While we have backup systems, the risk that these systems may not be sufficient to handle a spike in activity cannot be ruled out, which could lead to a slowdown or unavailability of IT systems for a period of time. Moreover, we may incur legal penalties and reputational damages to the extent that any accident or security breach results in a loss of or damage to customers' data or applications or the inappropriate disclosure of confidential information.

Furthermore, the development of the resources used by consumers (for example, videoconferencing, telepresence, and cloud computing for business customers), of the "internet of things," and of new terminals (such as smartphones and tablets) may result in a risk to our networks of saturation due to the large volumes of data generated by such resources.

Should all or some of these risks materialize, this could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price. See also risk factor "Our business is subject to risks of natural disasters, fire, power outages and other catastrophic events that can be further intensified due to the developing threat of climate change" below.

1.1.15. If we fail to successfully adopt new technologies or services, or to respond to technological developments, our business may be adversely affected and we may not be able to recover the cost of investments that we have made.

Our business is characterized by rapid technological change and the introduction of new products and services to meet customer demand at competitive prices, and it is difficult to forecast the impact such technological innovations will have on our business. If any new or enhanced technologies, products or services that we introduce fail to achieve broad market acceptance or experience technical difficulties, our revenue growth, margins and cash flows may be adversely affected. As a result, we may not recover investments that we make in order to deploy these technologies and services. Enhanced fixed service infrastructure access and mobile services provided by competing operators may be more appealing to customers, and new technologies may enable our competitors to offer not only new or technologically superior services, but to also offer existing standard services at lower prices. We may not be able to fund the capital expenditures necessary to keep pace with technological developments. It is possible that alternative technologies that are more advanced than those we currently provide may be developed. We may not obtain the expected benefits of our investments if more advanced technologies are adopted by the market. Technological developments may also shorten product life cycles and facilitate convergence of various segments in the telecommunications industry. Even if we adopt new technologies in a timely manner, the cost of such technologies may exceed their benefits.

We must continue to increase and improve the functionality, availability, and characteristics of our network, particularly by improving its bandwidth capacity and its 4G coverage to meet the growing demand for the services that require very-high-speed telephony and internet services as the telecommunications industry. We believe the scope of our 4G coverage under the existing NRAs is sufficient, and we do not expect considerable network capital expenditure on 4G investments.

Regarding 5G mobile networks, in 2019 our Group reached an agreement with Orange for the joint deployment of 5G in the main cities of the country (the "September 2019 Orange Agreement", as defined above), which allows our Group to offer 5G technology to our customers with a clear efficiency in the investment to be undertaken, costs and time to market compared to its own massive deployment.

In addition, we may not receive the necessary licenses to provide services based on these new technologies in the markets we operate in or may be negatively impacted by unfavourable regulation regarding the usage of these technologies. If we are unable to effectively anticipate, react to or access technological changes in the telecommunications market or to otherwise compete effectively, we could lose subscribers, fail to attract new subscribers or incur substantial costs and investments to maintain our subscriber base, all of which could have a material adverse effect on our business, financial condition and results of operations.

We may also be required to incur additional marketing and customer service costs in order to retain existing customers and attract them to any upgraded products and services we offer, as well as to respond to competitors' advertising pressure, and potentially more extensive marketing campaigns, which may adversely affect our margins. Any of the above occurrences could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.16. Failure to protect our image, reputation and brands could have a material adverse effect on our business.

The brands under which we sell our products and services, including Yoigo, Pepephone, Masmovil, Euskaltel, R, Virgin and Lyca, are well recognized brands in Spain. We developed our brands through extensive marketing campaigns, website promotions, customer referrals, and the use of a dedicated sales force and dealer networks.

Our success depends on our ability to maintain and enhance the image and reputation of our existing brands, products and services and to develop a favourable image and reputation for any new brands, products and services.

The image and reputation of our brands, products and services may be adversely affected by several factors, including if concerns arise about (i) the quality, reliability and benefit/cost balance of our products and services, (ii) the quality of our customer service and support or (iii) our ability to deliver the level of service advertised,

including in relation to connectivity and network speeds. An event or series of events that threatens the reputation of one or more of our brands, or one or more of our products could have an adverse effect on the value of such brands or products and subsequent revenue therefrom. Restoring the image and reputation of our products and services may be costly and not always possible.

1.1.17. Our reputation and business could be materially harmed as a result of, and we could be held liable, including criminally liable, for, data loss, data theft, unauthorized access or successful hacking.

Our operations depend on the secure and reliable performance of our information technology systems as the nature of our business involves the receipt and storage of information relating to our customers and employees. The techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and are often not recognized until launched against a target. In addition, the hardware, software or applications we develop or procure from third-parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. We may be unable to anticipate these techniques or detect these defects, or to implement effective and efficient countermeasures in a timely manner.

We operate in an environment increasingly prone to cybersecurity risks. Cybersecurity threats may include gaining unauthorized access to our systems or inserting computer viruses or malicious software in our systems to misappropriate consumer data and other sensitive information, corrupt our data or disrupt our operations or otherwise use our systems and devices to carry out any other illegal activities. Unauthorized access may also be gained through traditional means such as the theft of laptop computers, data devices and mobile phones and intelligence gathering by employees with access. Further, our employees or other persons may have unauthorized or authorized access to our systems or take actions that affect our networks in an inconsistent manner with our policies or otherwise adversely affect our ability to adequately process internal information. As a result, we need to continue to advance our capacity to identify and detect technical threats and vulnerabilities and improve our ability to react to incidents. This includes the need to strengthen security controls in the supply chain as well as to place increased focus on security measures adopted by our key partners and other third-parties.

In order to prevent, detect or react in a timely and efficient manner to these or similar threats, several levels of security are implemented, such as the deployment and maintenance of top security technologies, a security operations centre monitoring a 24x7 critical vulnerabilities remediation plan, awareness training for all employees and an incident response plan. Despite all these security measures, however, new and sophisticated malware is constantly being developed and it is possible that systems are not updated on time.

If unauthorized third-parties manage to gain access to any of our information technology systems, or if such systems are brought down, unauthorized third-parties may be able to misappropriate confidential information, cause interruptions in our operations, access our services without paying, damage our computers or otherwise damage our reputation and business.

Multi-factor authentication is deployed for all authorized third-parties and an identity and access management project is taking place to make sure that no unauthorized party gains access to our information technology systems. Intentional or unintentional (accidental employee) misuse of authorized access can occur and we have there different countermeasures in place to stop or minimize the exfiltration of confidential data, including data loss prevention, database encryption or privilege access management systems and policies.

While we continue to invest in measures to protect our networks, as well as in procedures to allow us to respond properly to potential security breaches, any such unauthorized access to our systems could result in a loss of revenue, and in consequences under our agreements with content providers, all of which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, as an electronic communications services provider, we may be held liable for the loss, release or inappropriate modification or storage conditions of customer or other data which are carried by our network or stored on our infrastructure. In such circumstances, we could be held liable or be subject to litigation, penalties (including the payment of damages and interest) or adverse publicity that could have a material adverse impact on our reputation, business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.18. We are subject to regulatory requirements with respect to the protection of personal data and data security.

In the ordinary course of our business, we collect and process personal data. In the EU, we are subject to stringent regulations relating to the processing, transfer and storage of the personal data of natural persons, including, in particular, the General Data Protection Regulation (the "GDPR") and, in Spain, Organic Law 3/2018 on Protection of Personal Data and Guarantee of Digital Rights, which deals with the domestic implications of GDPR in Spain. The GDPR has been directly applicable in all Member States since May 25, 2018, replacing Directive 95/46/EC and current national data protection legislation in Member States, and was implemented in the EEA countries with effect from the same date. The GDPR significantly changes the EU/EEA data protection landscape, including strengthening of individuals' rights, stricter requirements on companies processing personal data and stricter sanctions with substantial administrative fines up to 4% of total worldwide annual turnover for the preceding financial year. The GDPR also offers data subjects the option to let a privacy organization litigate on their behalf, including with respect to the collection of potential damages.

The European Commission has proposed enhanced regulations concerning privacy and electronic communications (the "e-Privacy Regulation"), which would entail additional and stricter rules than those established under the GDPR in respect of the use of personal data from electronic communications. The e-Privacy Regulation would establish fines similar to those included in GDPR. These regulations may affect the development of innovative services that would draw on consumer data, potentially creating a competitive disadvantage for undertakings subject to both the GDPR and the e-Privacy Regulation.

Regardless of the measures we adopt to protect the confidentiality and security of data, the risk of possible attacks or breaches of data processing systems remains, which could harm our reputation and give rise to penalties, fines and damages. In addition, we could be compelled to incur additional costs in order to protect against these risks or to mitigate the consequences thereof, which could in turn have a material adverse impact on our business, financial position and results of operations. Furthermore, any loss of confidence on the part of our customers as a result of such events could lead to a significant decline in sales and have a material adverse impact on our business, financial condition, results of operations.

1.1.19. Our business may be negatively impacted by restrictions on customer access to mobile phone financing.

Like the other operators in our industry, we base part of our strategy for attracting and retaining customers on mobile phone financing offered to our subscribers by different financial institutions. In addition, in 2017, we entered into a consumer finance joint venture with Banco Cetelem, S.A.U. (a subsidiary of the the BNP Paribas Group) to finance consumer purchases of mobile phones that continues in force as of today.

Should consumers' access to mobile phone financing be more limited, or become more costly, in the future for example as a result of adverse financial market conditions, consumers may be unable or unwilling to finance the purchase of handsets and other hardware from us and so may delay their purchase of our products or services, negatively impacting our sales, growth capacity and the generation of cash to cover our financial obligations.

In addition, as a result of the recent economic slowdown in Spain and the general tightening of global financial market conditions, the high inflation and the increase of official interest rates and, accordingly, the reference interest rates such as EURIBOR, we may be restricted in our ability to finance consumer purchases at attractive rates of interest, or at all, through our joint venture arrangement with BNP Paribas Group, and may be exposed to costs related to increased rates of default under existing consumer financing through this joint venture.

1.1.20. We may be held liable for the contents hosted on our infrastructure.

Our networks carry and store large volumes of confidential, personal and business data, through both voice and data traffic. We store increasing quantities and types of customer data in both business and residential segments. Despite our best efforts to prevent it, we may be found liable for any loss, transfer, or inappropriate modification of the customer data or general public data stored on our servers or transmitted through our networks or for any illegal or unlawful use of the internet, any of which could involve many people and have an impact on our reputation, or lead to legal claims and liabilities that are difficult to measure in advance.

Accordingly, in our capacity as an internet and mobile service provider and host, we could be held liable for

claims resulting from the content hosted on our infrastructure (specifically in connection with infringements by the press, invasion of privacy and breach of copyright) and thus face significant defence costs, even if liability for such claims was not established. The existence of such claims could also harm our reputation, which could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.21. Our business is subject to risks of natural disasters, fire, power outages and other catastrophic events that can be further intensified due to the developing threat of climate change.

Our networks and operations may be subject to interruptions by natural disasters, including, but not limited to fire, floods, windstorms, earthquakes and other natural disasters, power outages terrorist acts, equipment and system failures, human errors and intentional wrongdoings, including breaches of our network and information technology security, all of which are events beyond our control.

As we operate in certain regions in which existing infrastructure and telecommunications equipment (such as cables and mobile towers) may not be able to withstand a major natural disaster and/or in which emergency response time may be significant, prolonged recovery time could be required to resume operations. Moreover, certain regions in which we operate are exposed to the developing threat of climate change and they may be affected by the environmental impact thereof, such as rising sea and air temperatures or extreme weather conditions which, in turn, could have an effect on the habitability of such territories and the cost and feasibility of providing telecommunications services. The effects of environmental disruption or other catastrophic events on our network infrastructure and equipment and on the economies of the regions in which we operate may have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

Furthermore, unanticipated problems at our facilities, network or system failures or the occurrence of such unanticipated problems at the facilities, networks or systems of third-party local and long-distance networks on which we rely could result in reduced user traffic and revenue, regulatory penalties and/or penal sanctions or damages or require unanticipated capital expenditures. The occurrence of network or system failure could also harm our reputation or impair our ability to retain current subscribers or attract new subscribers, which could have a material adverse effect on our business, financial condition and results of operations. In addition, our business is dependent on certain sophisticated critical systems, including exchanges, switches and other key network elements and our billing and customer service systems. The hardware supporting those systems is housed in a relatively small number of locations and if damage were to occur to any of these locations, or if those systems develop other problems, such events could have a material adverse effect on our business, reputation, financial condition and results of operations.

1.1.22. The loss of certain key executives and other personnel, failure to apply the necessary managerial and operational resources to our growing business or failure to sustain a good working relationship with employee representatives, including workers' unions, could harm our business.

We depend on the continued contributions of our senior management and other key personnel. There can be no assurance that we will be successful in retaining their services or that we would be successful in attracting, hiring and training suitable replacements without undue costs or delays.

Competition for qualified managers and personnel in our industry is intense and there is limited availability of persons with the requisite knowledge of the telecommunications industry and relevant experience in Spain and other countries where we can operate in the future. As a result, the loss of the support of key executives and employees could cause disruptions in our business operations, which could materially adversely affect our business, financial condition and results of operations. In addition, any failure to apply the necessary managerial and operational resources to our growing business and any weaknesses in our operational and financial systems or managerial controls and procedures may impact our ability to produce reliable financial statements and may adversely affect our business, financial condition and results of operations.

We are exposed to the risk of strikes, work stoppages and other industrial actions. Although none of our employees currently belong to organized works councils, there can be no assurance that some employees will

not form or join unions in the future. An increase in the number of our unionized employees could lead to an increased likelihood of strikes, work stoppages and other industrial actions. In addition, we face the risk of strikes called by employees of our key suppliers of materials or services as well as our installation providers, which could result in interruptions in the performance of our services. We cannot predict the extent to which future labour disputes or disturbance could disrupt our operations, cause reputational or financial harm or make it more difficult to operate our business, and could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.1.23. We depend on third parties to market, sell and provide a significant portion of our mobile and fixed line products and services. If we fail to maintain or further develop our distribution and customer care channels, our ability to sustain and further grow our subscriber base could be materially adversely affected.

Although we have a broad retail network of exclusive stores, the remainder of our mobile products and services are sold primarily through third-party distributors including public retail outlets most of which also distribute or sell products of our competitors. The distributors, retailers and sales agencies that we rely upon are not under our control and may stop distributing or selling our products at any time, for example as a result of financial difficulties or otherwise. Should this occur with particularly important distributors, retailers or agencies, we may face difficulty in finding new distributors, retailers or sales agencies that can generate the same level of revenue. In addition, distributors, retailers and sales agencies that also distribute or sell competing products and services may more actively promote the products and services of our competitors than our products and services.

In addition, some of our call centres are outsourced to third-parties that serve our subscribers and there can be no assurance that such third-parties will always provide our customers with the care that we would provide them with. Further, if these contracts were terminated, we would have to find replacement services elsewhere, and the quality of such replacements could diminish the quality of our services to our customers.

We intend to opportunistically develop our distribution channels, particularly in the small office/home office ("SOHO") and small and mid-size enterprises ("SME") segments, which may require significant capital expenditures. If we fail to maintain or expand our direct and indirect distribution presence, our ability to retain or further grow our market share could be adversely affected, which in turn could have a material adverse effect on our business, financial condition and results of operations.

1.1.24. Our business may be adversely affected by actual or perceived health risks and other environmental requirements relating to mobile telecommunications transmission equipment and devices, including the location of antennas.

Various reports have alleged that there may be health risks associated with the effects of electromagnetic signals from antenna sites, mobile handsets and other mobile and wireless telecommunications devices. We cannot assure you that further medical research and studies will not establish a link between electromagnetic signals or radio frequency emissions and these health concerns. The actual or perceived risk of mobile and wireless telecommunications devices, press reports about risks or consumer litigation relating to such risks could adversely affect the size or growth rate of our subscriber base and result in decreased mobile usage or increased litigation costs.

These health concerns may cause authorities in Spain to impose stricter regulations on the construction of base stations or other telecommunications network infrastructure. In particular, public concern over actual or perceived health effects related to electromagnetic radiation may result in increased costs related to our networks, which may hinder the completion or increase the cost of network deployment, reduce the coverage of our network and hinder the commercial availability of new services. Current initiatives from certain activists groups against 5G deployment and the construction of more antennas with higher frequency emissions and the reaction of some politicians and authorities on a cantonal and communal level may have a negative impact on our network and our customer base. If actual or perceived health risks were to result in decreased mobile usage, increased consumer litigation or stricter regulation, our business, financial condition and results of operations could be materially and adversely affected.

We are also subject to a variety of laws and regulations relating to land use and the protection of the environment,

including those governing the storage, management and disposal of hazardous materials and the clean-up of contaminated sites. We could incur substantial costs, including clean-up costs, fines, sanctions and third-party claims for property damage or personal injury, as a result of violations of, or liabilities under, such laws and regulations, which could have a negative impact on our future operations and could materially and adversely affect our business, financial condition and results of operations.

1.1.25. Claims of third parties that we infringe their intellectual property could harm our financial condition, and defending intellectual property claims may be expensive and could divert valuable company resources.

We operate in an industry characterized by frequent disputes over intellectual property. As the number of convergent product offerings and overlapping product functions increase, the possibility of intellectual property infringement claims against us may correspondingly increase. Any such claims or lawsuits, whether with or without merit, could be expensive and time consuming to defend, could cause us to cease offering our licensing services and products that incorporate the challenged intellectual property, or could require us to develop non-infringing products or services, if feasible, which could divert the attention and resources of technical and management personnel. In addition, we cannot assure that we would prevail in any litigation related to infringement claims against us. A successful claim of infringement against us could result in a requirement to pay significant damages, cease the development or sale of certain products and services that incorporate the challenged intellectual property, obtain licenses from the holders of such intellectual property, which may not be available on commercially reasonable terms, or otherwise redesign those products to avoid infringing upon others' intellectual property rights.

Moreover, we consider certain of our registered trademarks and trade names, including "Masmovil," "Pepephone", "Yoigo", "Euskaltel" and "R" to be material to our business, the infringement of which could harm our reputation and lead to decreased subscribers and revenue, which could have a material adverse effect on our business, financial condition and results of operations.

1.2. Risks relating to Legislative and Regulatory Matters

1.2.1. Any failure to comply with license conditions may jeopardize our licenses, which are required to operate our business and our networks.

We hold a number of licenses required to operate our mobile and other services in Spain, including spectrum access license in the 3500 MHz, 2600 MHz, 2100 MHz and 1800 MHz bands.

These licenses are subject to certain conditions, including the payment of an annual spectrum fee for each license, and are also subject to periodic renewal and review procedures. Any failure to meet license conditions may jeopardize our licenses. If we cannot meet license conditions, there can be no assurance that the licenses will not be withdrawn. Furthermore, in the event of failure to pay annual spectrum fees or non-compliance with other license conditions, fines of up to €2 million may be imposed on us. In addition, we may not be able to renew all our licenses when they expire on commercially favourable terms or at all, which could limit our ability to provide mobile or other services in certain regions or for certain periods or at all, and materially adversely affect our business, financial condition and results of operations.

1.2.2. We are subject to significant government regulation and supervision, which could require us to make additional expenditures or limit our revenues and otherwise adversely affect our business, and further regulatory changes could also adversely affect our business.

Our activities as a fixed line, mobile operator and internet services operator are subject to regulation and supervision by various regulatory bodies, including local and national authorities. Such regulation and supervision, as well as future changes in laws or regulations or in their interpretation or enforcement that affect us, our competitors or our industry, strongly influence how we operate our business. Complying with existing and future laws and regulations may increase our operating and administrative expenses, restrict our ability or make it more difficult to implement price increases, affect our ability to introduce new services, force us to change our marketing and other business practices, and/or otherwise limit our revenue. In particular, our business could be materially and adversely affected by any changes in relevant laws or regulations (or in their

interpretation) regarding licensing requirements, access and price regulation, interconnection arrangements or the imposition of universal service obligations, or any change in policy allowing more favourable conditions for other operators or increasing competition. There can be no assurance that the provision of our services will not be subject to greater regulation in the future. Furthermore, a failure to comply with the applicable rules and regulations, including those imposing reporting obligations or requiring registration and/or enrolment in lists held by competent authorities, could result in penalties, fines, restrictions on our business or loss of required licenses or other adverse consequences.

The regulations applicable to our businesses include, among others:

- price regulation for certain of the services we offer, including regulation on exit fees, roaming fees and cancellation charges;
- rules promoting the elimination of surcharges for international roaming within the European Union;
- rules governing the interconnection between different telephone networks and the interconnection rates that can be charged by or to us;
- requirements that, under specified circumstances, a cable system carries certain broadcast stations or obtains consent to carry a broadcast station;
- rules for authorizations, licensing, acquisitions, renewals and transfers of licenses and franchises;
- requirements to provide or contribute to the provision of certain universal services;
- rules and regulations relating to subscriber privacy and data protection;
- rules and regulations relating to our networks, including imposed universal access obligations, coinstallation and co-location obligations (including submarine cable landing stations), right of way and ownership considerations;
- rules governing the copyright royalties;
- requirements on portability; and
- other requirements covering a variety of operational areas such as equal employment opportunity, emergency alert systems, disability access, technical standards, environmental standards, city planning rules and customer service and consumer protection requirements.

Some of the regulations applicable to our operations within the EU often derive from EU directives. The various directives require Member States to harmonize their laws on communications and cover such issues as access, user rights, privacy and competition. These directives are reviewed by the EU from time to time and any changes to them could lead to substantial changes in the way in which our business in the relevant jurisdictions is regulated and to which we would have to adapt.

In Spain, the *Ministerio de Asuntos Económicos y Transformación Digital* (the "MAETD" or the "Ministry") (formerly named *Ministerio de Economía y Empresa* ("MINECO")) regulates and controls electronic telecommunications networks and services. The main role of the MAETD, through the *Secretaría de Estado de Telecomunicaciones e Infraestructuras Digitales* ("SETID") and, in particular, the *Dirección General de Telecomunicaciones y Ordenación de los Servicios de Comunicación Audiovisual* (General Directorate of Telecommunications and Regulation of the Services of Audiovisual Communication), is to establish policies and issue standards regarding electronic telecommunications networks and services, as well as sanction electronic and audiovisual communications operators when necessary.

Under the Spanish Law on regulation of telecommunications (Ley 11/2022, de 28 de junio, General de Telecomunicaciones, abbreviated as "LGT"), the powers of the Ministry include appointing the operators responsible for providing the so-called "universal service" (servicio universal), which under the new LGT is defined as the set of services which provision is guaranteed for all consumers regardless of their geographical location, under conditions of technological neutrality, with a determined quality and at an affordable price. The services included in the universal service, under the terms and conditions to be determined by the Spanish Government under a new Royal Decree which is still pending to be approved, includes: (a) service of adequate

and available access to a broadband internet through an underlying connection at a fixed location, which must support a certain minimum set of services referred to in Annex III of the LGT, the minimum speed for broadband internet access being set at 10 Mbit per second downstream; by enacting a Royal Decree, taking into account social, economic and technological developments and competitive conditions on the market, the minimum speed for broadband internet access shall be modified, in particular by increasing the minimum speed to 30 Mbit per second downstream as soon as possible in the light of the extent of networks and the state of the art, and shall determine its characteristics and technical parameters, and may modify the minimum set of services to be supported by the broadband internet access service referred to in the aforesaid Annex III of the LGT; and (b) Voice communications services over an underlying connection at a fixed location.

Presently, the independent supervisory body for electronic communications operators is CNMC, which was created in June 2013. The purpose of the CNMC is to guarantee, preserve and promote the correct functioning, transparency and existence of effective competition in all markets, including the electronic and audiovisual communications markets, for the well-being of consumers and users. In addition to controlling and monitoring certain markets, the CNMC retains powers previously exercised by the *Comisión Nacional de Competencia*, such as the prevention of monopolies and business concentrations and the identification of operators required to contribute to the Spanish "National Fund for the Electronic Communications Universal Service" (*Fondo Nacional del Servicio Universal de Comunicaciones Electrónicas*, abbreviated as "FNSU"). The FNSU funds the aforesaid "universal service" (*servicio universal*).

In Spain, the CNMC retroactively calculates and approves the net cost of providing this universal service on a yearly basis (for instance, in May 2023 the CNMC approved the net cost of the universal service for 2020, amounting to €9.83 million, which implies an increase of c. €3 million compared to the net cost for 2019, which amounted to €6.89; source: https://www.cnmc.es/prensa/coste-Servicio-Universal-20-20230504), according to a statutory methodology.

Pursuant to the LGT, operators with revenue that exceeds €100.0 million (amount that can be varied by decision of the Spanish government) may be asked to contribute to the financing of the net cost of the universal service through the FNSU managed by the CNMC. In the most recent years for which the CNMC has calculated and approved the net cost of the universal service, some of our subsidiaries (namely, Xfera Moviles, Xtra Telecom, R Cable y Telecable, Euskaltel, Masmovil Broadband, Pepemobile and Lycamobile) have been among the operators which are required to contribute to such net cost. Although the portion of the net cost to be financed by our subsidiaries was not material for 2019 (€804,481, which represented 11.67% of the total amount of the FNSU for financial year 2019; source: https://www.cnmc.es/prensa/reparto-FNSU-19-20230330), our contribution to the FNSU may increase in the future for the years 2020 onwards if our growth in turnover requires us to contribute a greater portion of the total amount to be contributed by all major operators to the FNSU for each relevant year.

Any of the aforementioned regulatory risks could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.2.3. We are subject to anti-trust regulations which may restrict our ability to make certain corporate acquisitions or acquire certain assets.

We are subject to antitrust rules and regulations and are, from time to time, subject to review by authorities that monitor monopoly power in any of the markets in which we operate. To the extent that we are deemed by relevant authorities to exhibit significant market power, we can be subject to various regulatory obligations adversely affecting our results of operations and profitability. Regulatory authorities may also require us to grant third-parties access to our bandwidth, frequency capacity, facilities or services to distribute their own services or resell our services to end-customers. No assurance can be given that we will not be identified as having significant market power in any relevant markets in the future and that we will not be subject to additional regulatory requirements.

1.2.4. We face risks arising from the outcome of various criminal, civil, administrative and regulatory proceedings.

From time to time, we are party to litigation and other legal or regulatory proceedings, claims or investigations, including by governmental bodies, licensing authorities, customers, suppliers, competitors, former employees, class action plaintiffs and others. From time to time, we may also become involved in litigation matters pending against or related to entities that we acquire. Some of the proceedings against us may involve claims for considerable amounts and may require that our general management devote time to address the issues raised to the detriment of managing the business. In addition, such proceedings may result in substantial damages or fines and/or may impair our reputation, which could have a material adverse effect on our business and reputation. We may also be exposed to proceedings with our independent distributor partners, as well as other telecommunications operators.

We regularly perform a risk assessment in respect of each open claim, litigation and proceeding and, as of December 31, 2022, we had made a provision in our financial statements in the amount of \in 2,208 thousand as non-current provisions for other liabilities (compared to \in 2,838 thousand as of December 31, 2021) and \in 2,625 thousand as current provisions (compared to \in 2,644 thousand as of December 31, 2021) for other liabilities based on the estimated level of risk and the expected outcome of the proceedings. However, we cannot assure you that the costs associated to any of the proceedings we are involved in will not exceed the amounts reserved for them, and cash or non-cash charges to earnings may result in the event that these matters are unfavourably resolved. The outcome of these proceedings and claims could have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.2.5. We are exposed to risks in relation to compliance with anti-corruption laws and regulations and economic sanctions programs.

We are required to comply with the anti-corruption laws and regulations of the jurisdictions where we conduct our operations, and in certain circumstances, with laws and regulations having extraterritorial effect such as the US Foreign Corrupt Practices Act of 1977 and the United Kingdom Bribery Act of 2010. The anti-corruption laws generally prohibit, among other conduct, providing anything of value to government officials for the purposes of obtaining or retaining business or securing any improper business advantage. As part of our business, we may deal with entities, the employees of which are considered government officials.

Additionally, our operations may be subject to economic sanctions programs and other forms of trade restrictions ("sanctions") including those administered by the United Nations, the European Union and the United States, covering the US Treasury Department's Office of Foreign Assets Control. As we provide telecommunications services to our clients when they travel to other countries (i.e. roaming), we therefore generate income in some sanctioned countries (in particular, Cuba, Crimea and other territories of Ukraine occupied by Russia and Venezuela). Without this service, our clients would not have access to telecommunications services when travelling to such countries. We have a system that controls and maps the revenue coming from sanctioned countries ensuring compliance with sanction regulations and anti-corruption laws and regulations.

In the case of Iran, our bilateral service, which was provided directly between Xfera Móviles, S.A.U. and the Iranian operator (MTN Irancel Telecommunications Services Co.), was terminated by Xfera Móviles, S.A.U. in October 2020. As a result, the Group currently does not generate any income in or from Iran.

In the case of Cuba, the service is provided directly between Xfera Móviles, S.A.U. and the Cuban operator (Empresa de Telecomunicaciones de Cuba S.A.). Revenue from Cuba are channelled through Syniverse Technologies S.à r.l., which acts as a financial clearing house. On October 14, 2020, we notified OFAC of our intention to continue to provide Cuba-related services pursuant to CFR 515.542 (b) and (c).

Although we have internal policies and procedures in place designed to ensure compliance with applicable anticorruption laws and sanctions regulations, there can be no assurance that such policies and procedures will be sufficient or that our employees, directors, officers, partners, agents and service providers will not occasionally take actions in violation of our policies and procedures (or otherwise in violation of the relevant anti-corruption laws and sanctions regulations) for which we may ultimately be held responsible. Violations of anti-corruption laws and sanctions regulations could lead to financial penalties and to exclusion from government contracts and could have a material adverse effect on our reputation, business and results of operations.

1.2.6. We may not be able to apply all tax losses and/or tax credits reflected on our consolidated statement of financial position.

For the year ended December 31, 2022, we recorded aggregated tax assets of €631.7 million, of which €401.8 million are in connection with certain tax credits for tax-losses carryforwards ("BINs" in its Spanish abbreviation) incurred in previous years and €151.3 million in connection with certain tax credits for deductions. No changes in Group's accounting policies have been performed during 2022 or 2023, so such values have been determined in compliance with the applicable accounting and tax rules. The registration is supported by, among others, our estimates of future taxable income. Should our future results materially deviate from such estimates, accounting rules will require us to register an impairment of such tax assets, which could have a material adverse effect on our financial condition, business and results of operations.

Our ability to apply the resulting tax losses and/or tax credits is conditional upon sufficient profit being generated in the coming financial years. We may fail to achieve sufficient profit to realize the full value of the tax assets reflected on our consolidated statement of financial position, or that such tax assets cannot be used in full because of applicable tax regulations. No corporate tax impact in connection with the impairment of any tax assets recognized in the historic period is expected to take place.

1.2.7. Spanish tax legislation may restrict the deductibility, for Spanish tax purposes, of a portion of the interest on our indebtedness, thus reducing the cash flow available to service our indebtedness.

Spanish Law 27/2014, of November 27, 2014 on Mainland Corporate Income Tax (the "Mainland CIT Law") and Basque Law 11/2013, of 5 December, 2013, on Basque Corporate Income Tax (the "Basque CIT Law") contain a general limitation on the deductibility of net financial expenses incurred by a Spanish or Basque, as applicable, Corporate Income Tax ("CIT") taxpayer (or by the CIT consolidated group to which such entity belongs) exceeding 30% of its annual operating profit (defined as EBITDA, subject to certain adjustments); with €1 million being deductible in any case for Spanish CIT taxpayers and €3 million being deductible in any case for Basque CIT taxpayers. Deductible interest after the application of these limitations is referred to as the "Maximum Threshold."

The apportionment of non-deducted interest in a given fiscal year may be deducted indefinitely in the following fiscal years, subject to the Maximum Threshold in each subsequent fiscal year. If, conversely, the amount of net financial expenses in a given fiscal year is below the Maximum Threshold, the difference between the net financial expenses deducted in that year and the Maximum Threshold may increase such Maximum Threshold in the immediate subsequent five years.

These rules, and in particular, a potential decrease in the EBITDA obtained in the subsequent fiscal years both at the level of the Mainland and Basque CIT tax groups, could impact our ability to deduct interest paid on indebtedness could increase our tax burden and therefore negatively impact our business, financial position, results of operation and prospects.

In addition, both Mainland and Basque CIT Laws provide for an additional limitation on the deductibility of certain financial expenses incurred for the acquisition of shareholding in Spanish entities when, among others, such acquired entities will be subject to Spanish or Basque CIT, as applicable, on a consolidated basis, with the acquiring entity during the tax periods beginning within the four years following the acquisition (the "LBO Rules"). The deductibility of net interest expenses incurred in connection with the acquisition of Spanish entities, as per the preceding sentence, would be limited up to 30% of the annual operating profit of the acquiring CIT taxpayer (or by the CIT consolidated group to which such acquiring entity belongs) excluding the operating profit of the acquired entity and its subsidiaries. The above limitation will not apply if the debt financing the acquisition does not exceed 30% of the purchase price of the acquired entity or, if higher, the debt financing the acquisition does not exceed 70% of the purchase price of the acquired entity and such debt is reduced, proportionally on an annual basis, during the eight years following the acquisition so that such acquisition debt does not exceed 30% of the purchase price of the acquired entity by the eighth anniversary of the acquisition.

In the case at hand, as a result of the acquisition of Euskaltel in August 2021, its subsidiary R Cable has mandatorily been included in the existing Mainland CIT consolidated group. Thus, as the debt allocated to the Mainland existing CIT consolidated group financing the acquisition of the Euskaltel would be above 70%, the above limitation would apply with respect to the annual operating profit generated by R Cable when included within the CIT group (i.e. such annual operating profit would be excluded as described above). The Group's management expects the application of this limitation with respect to the annual operating profit generated by R Cable to be minimal and does not expect it to have any adverse consequences.

Likewise, as a result of the acquisition of Euskaltel in August 2021, Euskaltel, its former subsidiary EKT Cable (which majority shareholding has been sold in July 2022 to Bidasoa Aggregator as mentioned above, a consortium of third-party Spanish investors, so this company is being excluded from the Basque CIT group for those tax periods following this disposal), and Guuk formed a new Basque CIT consolidated group with Kaixo Telecom, S.A.U. As the latter has obtained debt financing for the acquisition of the Euskaltel, LBO Rules could be applicable. However, to the extent the acquisition debt at the level of Kaixo Telecom, S.A.U. is below 30%, the above limitations would not apply with respect to the annual operating profit generated by Euskaltel, EKT Cable (until its exclusion from the Basque CIT group) and Guuk because of forming the Basque CIT group.

1.2.8. The Issuer may be member of a tax consolidated group for Spanish and Basque CIT purposes and may be exposed to additional tax liabilities.

As our wholly-owned subsidiary Kaixo Telecom acquired in August 2021 the entire share capital of Euskaltel, certain companies with tax residence in the Basque Country, namely Euskaltel and EKT Cable (until the disposal of its majority shareholding to a group of investors in July 2022) and Guuk, file their corporate income tax return on a consolidated regime, being Lorca Aggregator Limited named as the Group's parent company of this tax group, as represented in Spain by Euskaltel for these purposes (the "Basque CIT Group").

Likewise, following the completion of the Masmovil Acquisition in 2020, since January 1, 2021, the Group's parent company of the tax group in mainland (*territorio común*) Spain (the "Mainland CIT Group" and together with the Basque CIT Group, the "CIT Groups") is Lorca Aggregator Limited, as represented in common territory of Spain by Lorca Bidco, which files consolidated tax returns with the Issuer of the Commercial Paper Notes (i.e. Masmovil Ibercom), Lorca Telecom BondCo, S.A.U, Lycamobile, S.L. (merged with Xfera Móviles, S.A.U. in 2022), Xfera Móviles, S.A.U., Xtra Telecom, S.A.U., Embou Nuevas Tecnologías, S.L.U., MásMóvil Broadband, S.A.U., Pepeworld, S.L.U., Pepe Mobile, S.L.U., Pepe Energy, S.L., The Bymovil Spain, S.L.U, Senior Telecomunicaciones y Servicios Avanzados, S.L., Spotting Brands Technologies, S.L., Comlocal, S.L, and Kaixo BondCo Telecom, S.A.U. and R Cable y Telecable Telecomunicaciones, S.A.U.

Under the provisions of both Mainland and Basque CIT Laws, all Spanish-resident entities that may be deemed to be "controlled entities" of any given non-Spanish-resident "controlling entity" must be mandatorily included in the relevant CIT Group headed by such non-Spanish-resident "controlling entity." A "controlling entity" will be the ultimate legal entity in the corporate chain (which cannot be a look- through entity and must be subject to, and not exempt from, a tax similar to CIT) holding a direct or indirect participation of at least 75% in the share capital, and the majority of the voting rights of, the Spanish-resident "controlled entities." A "controlling entity" must not be resident in a jurisdiction regarded as a tax haven for Spanish tax purposes.

All entities belonging to a CIT Group will be taxed on a consolidated basis and will be jointly and severally liable for the payment of the CIT Group's CIT debts (other than penalties). Any tax audit initiated in respect of a standalone entity member of the CIT Group will interrupt the statute of limitations applicable in respect of the entire group. Furthermore, tax credits, deductions and allowances generated by a member of the CIT Group (which may ultimately reduce the CIT burden of another group member in comparison with the CIT amount that would have been due if such entity was taxed on a standalone basis) will normally give rise to accounts receivable and payable among the entities that are members of the CIT Group. However, the entity primarily liable *vis-à-vis* the Spanish tax authorities for the payment of the CIT due by the CIT Group will be the company appointed as the representative entity of the group. Such representative entity will need to procure that the members of the tax consolidated group settle such accounts receivable and payable in order to be able to fund any payment to the tax authorities.

As mentioned above, the "controlling entity" of both the Mainland CIT Group and the Basque CIT Group is Lorca Aggregator Limited ("Lorca Aggregator"), an entity incorporated under the laws of Jersey and resident for tax purposes in the United Kingdom, which indirectly holds approximately 86.08% of the share capital and the voting rights of Lorca Bidco through its shareholding in Lorca JVCo. Lorca Aggregator is ultimately owned mostly by the Sponsors. If the "controlling entity," any intermediate holding company, Kaixo Telecom or Lorca Bidco ever hold, directly or indirectly, any other shareholding in a Spanish-resident entity eligible to be a "controlled entity," such Spanish-resident entity will be included in the Mainland and/or Basque CIT Groups (depending on its/their tax residence), mandatorily. Lorca Bidco has been appointed as the representative entity of the existing Mainland CIT Group, while Euskaltel has been appointed as the representative of the Basque CIT Group.

Any of these companies may enter into transactions that may potentially give rise to ongoing CIT liabilities for such CIT Groups vis-à-vis the Spanish tax authorities, and which may, to the extent that they fail to reimburse the Issuer for such CIT liabilities, cause a material adverse impact on the business and operations of the Issuer, as the case may be.

1.2.9. Changes in tax legislation and other circumstances that affect tax calculations could adversely affect us.

We are subject to taxation and complex tax laws in Spain as a result of the scope of our operations and our corporate and financing structure. Changes in tax laws or regulations, could adversely affect our tax position, including our effective tax rate, tax payments or increase the costs of our services to track and collect such taxes, and have a material adverse effect on our business, financial condition and results of operations or on our ability to service or otherwise make payments under the Commercial Paper Notes and our other indebtedness.

In addition, new laws and regulations relating to taxes may be enacted imposing new taxes, or some amendments may be introduced to the existing laws and regulations. These potential changes to the existing tax laws could have a material adverse effect on our tax position.

In addition, we are also subject to taxes imposed by regional authorities.

The nature and timing of any amendments to tax laws and the impact on our future tax liabilities cannot be predicted.

1.2.10. Tax disputes, tax audits and adverse decisions rendered by tax authorities may expose us to substantial tax liabilities which could materially impact our business and reputation.

Spanish tax authorities periodically examine our activities. We often rely on generally available interpretations of applicable tax laws and regulations, including interpretations made by the relevant tax authorities and courts of law. Although we believe that we have adequately assessed and accounted for our potential tax liabilities, and that our tax estimates are reasonable, there cannot be certainty that the relevant tax authorities are in agreement with our interpretation of these laws, nor, as the case may be, that such tax authorities or courts will not depart from their prior criteria.

The tax authorities may disagree with the positions we have taken or intend to take regarding the tax treatment or characterization of any of our transactions. As a result of any future audit, inspection or investigation, the relevant tax authorities could challenge the tax treatment of any of our transactions and additional taxes could be identified, which could lead to a substantial increase in our tax obligations (including any accrued interest and penalties), either as a result of the relevant tax payment being levied directly on us or as a result of becoming liable for tax as secondary obligor due to a primary obligor's failure to pay. If such tax audits, inspection, investigations or challenges result in decisions that are unfavourable to us, we may be required to pay settlement amounts, interests, fees or penalties, which may adversely impact our business, financial condition and results of operations, and ultimately impact our ability to service or otherwise make payments under the Commercial Paper Notes and our other indebtedness.

1.2.11. We are and may in the future, become a party to certain performance bonds, guarantees or other off-balance sheet arrangements that may have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Certain of our licenses, legal proceedings and supplier contracts may require that we deliver performance bonds or guarantees issued by banks or insurance companies in order to guarantee certain legal and/or contractual obligations for the benefit of third parties. Notably, we post guarantees in connection with the award of certain administrative contracts and for general corporate purposes, including the lease of premises and ongoing litigation.

We have recognized a provision for commercial transactions (provisión para operaciones comerciales) of $\in 11$ million as of December 31, 2022 (compared to $\in 9.9$ million as of December 31, 2021) as part of the terminal financing model offered by Xfera Móviles, S.A.U. to its customers for the purchase of terminals primarily through bank borrowings for a term of 24 months, plus a final payment ("Cuota 25"), according to which at the maturity date of the financing contract the customer has the option of paying the final instalment or selling the terminal to the Group for the amount of the "Cuota 25", so this provision for commercial transactions (provisión para operaciones comerciales) allows us to guarantee any defaults by our customers thereunder. Such provision may not be sufficient and we may not be able to recover any payments made under our customer guarantees or at all.

We cannot be sure that we will be able to provide these bonds or guarantees in the amounts or durations required or for the benefit of the relevant counterparties. Our failure to comply with these requests could reduce our capacity to conduct business or perform our contracts. In addition, if we do provide these bonds or guarantees, the relevant counterparties may call upon them under inopportune circumstances or circumstances that we believe to be improper, and we may not be able to challenge such actions effectively in local courts.

We may also, from time to time and in the course of our business provide other performance bonds and guarantees and enter into derivative and other types of off-balance sheet transactions that could result in income statement charges. Our reserves for these types of obligations and liabilities may be inadequate which could cause us to take additional charges that could be material to our results of operations.

1.2.12. We may incur liabilities that are not covered by insurance.

We maintain insurance for some, but not all, of the potential risks and liabilities associated with our business. As a result of market conditions, premiums and deductibles for insurance policies can increase substantially, and in some instances, certain insurance policies may no longer be available, may be available but not economically viable relative to the liability to be insured against or may be available only for reduced amounts of coverage. While we maintain insurance in amounts we believe to be appropriate against risks commonly insured against in the industry, there can be no guarantee that all such risks are covered by insurance or that we will be able to obtain the levels of cover desired by us on acceptable terms in the future. In addition, even with such insurance in place, the risk remains that we may incur liabilities to customers and other third-parties which exceed the limits of the insurance cover or are not covered by it at all. In addition, our existing insurance policies do not cover any losses arising from business interruptions due to the COVID-19 pandemic, war, terrorism or other epidemic or pandemic risks. Should such a situation arise, it may have a material adverse impact on our business, financial condition and results of operations.

1.3. Financial Risks

1.3.1. Our substantial leverage and debt service obligations, which may increase in the future, could materially adversely affect our business, financial position and results of operations and preclude us from satisfying our obligations under the Commercial Paper Notes

As of December 31, 2022, we have total third-party financial indebtedness outstanding in the amount of €6,279 million (compared to €6,438 million as of December 31, 2021), including €2,350 million in aggregate principal amount of the Senior Secured Long-Term Notes (as defined in section 2.12.2. below), €500 million in aggregate principal amount of the Senior Long-Term Notes (as defined in section 2.12.2. below), €3,200 million in

aggregate principal amount of the Senior Long-Term Facilities (as defined in section 2.12.3. below) and €75,2 million of outstanding unsecured and unguaranteed commercial paper notes issued by Euskaltel under the €200 million under the Euskaltel Commercial Paper Notes Programme defined in section 2.12.4. below), and excluding €500 million available for drawing under the revolving facility established in 2020 (the "RCF1") and €250 million available for drawing under the revolving facility established in 2021 (the "RCF2"). We anticipate that we will continue to be highly leveraged for the foreseeable future.

Furthermore, we may incur substantial additional debt in the future. Although the Senior Long-Term Facilities Agreement and the indentures of the Senior Long-Term Notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances, the amount of indebtedness that could be incurred in compliance with these restrictions could be substantial. If new debt is added to our existing debt levels, the related risks that we now face would increase. Increases in our total indebtedness could also lead to a downgrade of the ratings assigned to the Issuer and/or to the Group, which could negatively affect the trading price of the Commercial Paper Notes.

In addition, the Senior Long-Term Facilities Agreement and the indentures of the Senior Long-Term Notes do not prevent us from incurring obligations that do not constitute indebtedness under those agreements. Our current or future leverage could prevent us from generating sufficient cash to pay the principal, interest or any other amounts that become due and payable under our indebtedness, including the Commercial Paper Notes. The terms of the indentures of the Senior Long-Term Notes and of the Senior Long-Term Facilities Agreement will permit, under certain circumstances, the incurrence of substantial additional indebtedness by the Issuer and its subsidiaries, including the Group's operating companies and the proceeds from such indebtedness may be used, among others, to finance shareholder dividends reducing our liquidity while increasing our leverage.

Our significant leverage could have important consequences for our business and operations including, but not limited to:

- result in our inability to maintain one or more of the financial ratios under our debt agreements, which could trigger the early maturity of part or all our debt;
- place us at a competitive disadvantage compared to competitors with lower leverage and better access to third-party financing sources;
- increase the costs of current and future loans;
- limit our capacity to access new debt and promote necessary investment, or our ability to withstand adverse
 market conditions, including an economic downturn due to the impact of the COVID-19 pandemic, the
 military conflict between Russia and Ukraine, the conflict between Israel and Hamas in the Gaza Strip (with
 its potential expansion to other countries of the Middle East region) or other geopolitical events; or
- force us to increase our capital stock or to divest specific strategic assets to service our debts or comply with the commitments under such debts.

It is important to note that **most of the principal amount of our financial debt falls due in 2027** as a single payment upon the maturity of the TLB and the repayment of the principal amount of the Senior Secured Long-Term Notes.

1.3.2. We are subject to restrictive covenants that limit our operating and financial flexibility.

The indentures of the Senior Long-Term Notes and the Senior Long-Term Facilities Agreement contain covenants which impose significant operating and financial restrictions on us.

These agreements limit our ability to, among others:

- incur or guarantee additional indebtedness and issue certain preferred stock, though the issuance of Commercial Paper under the Programme is expressly permitted;
- pay dividends on, redeem or repurchase its capital stock;
- make certain restricted payments;
- make certain investments;

- create or permit to exist certain liens;
- merge or consolidate with other entities, or make certain asset sales;
- enter into certain transactions with affiliates; and
- guarantee certain indebtedness.

The covenants to which we are subject under the indentures of the Senior Long-Term Notes and the Senior Long-Term Facilities Agreement could limit our ability to operate our business, to finance our future operations and capital needs and to pursue business opportunities and activities that may be in our interest.

In addition, the Senior Long-Term Facilities Agreement requires us to comply with certain affirmative covenants while the TLB and the RCF remain outstanding. Furthermore, under certain circumstances, the Senior Long-Term Facilities Agreement requires us to comply with a financial ratio while amounts exceeding a certain threshold remain outstanding under the RCF. Our ability to meet the financial ratio under the RCF may be affected by events beyond our control, and we cannot assure you that we will meet such financial ratio. A breach of any of the covenants or restrictions under the Senior Long-Term Facilities Agreement could, subject to the applicable cure period, result in an event of default under the Senior Long-Term Facilities Agreement.

Upon the occurrence of an event of default that is continuing under the Senior Long-Term Facilities Agreement, the relevant creditors are entitled to cancel the availability of their commitments and/or elect to declare all amounts outstanding under the Senior Long-Term Facilities Agreement, together with accrued interest, immediately due and payable. In addition, certain defaults, events of default and/or acceleration actions under the Senior Long-Term Facilities Agreement could lead to an event of default and acceleration under other debt instruments that contain cross default or cross acceleration provisions, including the indentures of the Senior Long-Term Notes. If our creditors, including the creditors under the Senior Long-Term Facilities Agreement accelerate the payment of those amounts, we cannot assure that our assets would be sufficient to repay in full those amounts, to satisfy all our other liabilities that would be due and payable and to make payments to enable us to redeem the Commercial Paper Notes. In addition, if we are unable to repay those amounts, our creditors could proceed against any collateral granted to them to secure repayment of those amounts.

1.3.3. Market risk

Market risk is the risk that changes in market prices, for example in exchange rates and interest rates, affect the Group's income or the value of the financial instruments it holds. The objective of market risk management is to manage and control exposures to this risk within reasonable parameters while optimising profitability.

The Group may trade in the Commercial Paper Notes issued, the Senior Long-Term Notes issued, the loans or debt securities or loans of any other series issued by the Group at any time and from time to time in the open market or otherwise by means other than a redemption, whether by tender offer, open market purchases and sales, negotiated transactions or otherwise, and such purchases may be at prices below par. Any such purchases may be with respect to a substantial amount of the bonds or another series of debt, with the attendant reduction in the trading liquidity of such class or series.

1.3.4. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled through the delivery of cash or other financial assets. The Group's approach to managing liquidity is to ensure, to the greatest extent possible, that it will always have sufficient liquidity to meet its obligations when due, both under normal and stressed conditions, without incurring unacceptable losses or risking the reputation of the Group.

The Group carries out prudent liquidity risk management, based on maintaining sufficient cash and marketable securities, the availability of financing through a sufficient amount of committed credit facilities and sufficient capacity to settle market positions. Given the dynamic nature of the underlying businesses, the Group's Financial Management aims to maintain flexibility in financing through the availability of contracted lines of credit.

At December 31, 2022, the Group's available cash resources amount to €26,973 thousand (€152,495 thousand in 2021). Net cash from operating activities during the year 2022 was positive in the amount of €585,744

thousand (net cash from operating activities in 2021 was positive in the amount of €563,953 thousand).

Set out below are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

Thousand Euro	December 31, 2022							
	Carrying amount	Contractual cash flows	Less than 1 year	More than 1 and less than 2 years	More than 2 and less than 3years	More than 3 and less than 4 years	More than 4 and less than 5 years	More than 5 years
Loans and bank borrowings	3,199,194	3,300,814	100,370	444	-	-	3,200,000	-
Other payables	467,866	467,867	295,764	30,637	24,231	23,662	23,650	69,923
Lease liabilities	222,319	222,320	45,678	38,947	28,807	21,952	19,793	67,143
Other financial liabilities	3,121,380	3,171,165	316,986	484	-	1,222	2,852,473	-
Trade and other payables	1,155,026	1,156,660	1,088,980	11,280	11,280	11,280	11,280	22,560
-	8,165,785	8,318,826	1,847,778	81,792	64,318	58,116	6,107,196	159,626

1.3.5. Credit risk

The Group has no significant concentration of credit risk and maintains policies to ensure that sales are made to customers with an appropriate credit history.

The Group has formal procedures in place to identify the impairment of trade receivables. These procedures draw on current default experience for the last 12 months to estimate rates of default on commercial receivables and recognise the expected credit loss at inception. The main components of impairment are individually significant exposures and a collective loss component for groups of assets in respect of losses incurred but not yet identified.

Value adjustments for customer insolvency, the review of individual balances based on customer credit ratings, current market trends and an analysis of past insolvencies on an aggregate level require a high level of judgement. As regards the measurement adjustment arising from the aggregate analysis of historical default, a decrease in the volume of balances gives rise to a reduction in measurement adjustments and vice versa.

The maximum exposure to credit risk for loans and other receivables in the consolidated statement of financial position at December 31, 2022 and December 31, 2021 is as follows:

Thousand Euro	December 31, 2022	December 31, 2021
Loans to companies	18,653	70,066
Deposits and guarantees	11,127	4,165
Other financial assets	33,904	8,800
Trade and other receivables	386,235	409,594
	449,919	492,625

1.3.6. We are exposed to interest rate risks and shifts in interest rates may adversely affect our debt service obligations.

We are exposed to the risk of fluctuations in interest rates, particularly under the Senior Long-Term Facilities Agreement, as borrowings under the TLB and the RCF bear interest at a floating rate.

An increase in the benchmark rates such as EURIBOR could increase the cost of the Group's funding and thus reduce funds generated from the Group's business that may be used for other purposes. The Group currently has a policy of low leverage at variable rates.

To mitigate the volatility of the interest rate risk, our Group has outstanding interest hedging structures (swaps and caps). As at December 31, 2022, the Group has interest rate hedging instruments with a notional amount of €1,000 million. See note 18 (e) of Lorca JVCo's audited consolidated financial statements for financial year 2022 for further information regarding the valuation of these hedging instruments.

Variable- and fixed-interest rate financial assets and liabilities are as follows:

	Net book value				
Thousand Euro	December 31, 2022	December 31, 2021			
Fixed-interest debt					
Financial assets	18,653	70,066			
Financial liabilities	(3,156,599)	(3,705,867)			
	(3,137,946)	(3,635,801)			
Variable-interests debt					
Financial liabilities	(3,329,925)	(3,333,906)			
	(3,329,925)	(3,333,906)			

By way of a "sensitivity analysis", at December 31, 2022, a 100 basis points (i.e. 1.00%) increase in interest rates, with other variables remaining constant, would have reduced our consolidated post-tax result by &34,681 thousand (&26,456 thousand at December 31, 2021), mainly due to increased borrowing costs on variable- rate loans.

An increase in the interest rates on our debt will reduce the funds available to repay our debt and to finance our operations, capital expenditures and future business opportunities.

As noted above, we have entered into various hedging instruments to manage exposure to movements in interest rates, in particular interest rate swaps and interest rate caps, executed to partially hedge our floating rate interest obligations. However, there can be no assurance that such financial hedging instruments will be sufficient to manage our exposure to fluctuations in interest rates. Additionally, there can be no guarantee that any hedging strategies will adequately protect us from the effects of interest rate fluctuation, or that these hedges will not limit any benefit that we might otherwise receive from favourable movements in interest rates. In addition, derivatives transactions in connection with any hedging strategy may result in significant costs and could expose us to significant liabilities in the future.

As a consequence of regulatory reforms, the common maturities of U.S. dollar LIBOR have ceased to be published as panel bank rates or become unrepresentative after June 30, 2023 (and all other LIBOR settings for all currencies (including 1 week and 2 month U.S. dollar LIBOR) has ceased as panel bank rates after December 31, 2021). It is not known if or when regulatory reform may, in the future, cause EURIBOR to cease or be replaced. The U.S. dollar floating rate market is currently using, instead of U.S. dollar LIBOR, replacement rates including a floating rate equal to compounding overnight SOFR (the

Secured Overnight Financing Rate published by the Federal Reserve in the US) plus a spread adjustment, as well as alternative rates to compounding overnight SOFR. These reforms may cause such benchmarks to perform differently than in the past or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any of our debt linked to such a benchmark, whether or not under the Senior Long-Term Facilities Agreement.

Regulatory requirements under the EU Benchmark Regulation (particularly in relation to EURIBOR) and under the UK Benchmark Regulation (particularly in relation to LIBOR) may: (i) discourage market participants from continuing to administer or contribute to a regulated benchmark (such as EURIBOR or LIBOR); (ii) trigger changes in the rules or methodologies used for the benchmark or (iii) lead to the disappearance of the benchmark. The scheduled cessation of the LIBOR benchmark as a panel bank rate or any proposal to cease the determination or publication of any other benchmark, changes in the manner of administration of any benchmark, or actions by regulators or law enforcement agencies could result in changes to the manner in which the relevant benchmark is determined, which could require an adjustment to the terms and conditions, or result in other consequences, in respect of any debt linked to such benchmark. Any of the above changes or any other consequential changes as a result of international, national or other proposals for reform or other initiatives may result in a sudden or prolonged increase in any affected benchmark, which could have a material adverse effect on the value of and return on any floating rate debt linked to that benchmark and on our ability to service debt that bears interest at floating rates of interest, and therefore have a material adverse impact on our business, financial condition, results of operations and ability to make payments on the Commercial Paper Notes and on their trading price.

1.3.7. Hedging arrangements may expose us to credit default risks and potential losses if our hedging counterparties fall into bankruptcy.

As noted above, we have entered, and in the future may enter, into interest rate hedging arrangements to hedge our exposure to fluctuations in interest rates, including under the TLB. We may also enter currency hedging arrangements in respect of our indebtedness. Under any such agreements, we would be exposed to credit risks of our counterparties. If one or more of our counterparties falls into bankruptcy, claims we have under the swap agreements or other hedging arrangements may become worthless. In addition, in the event that we refinance our debt or otherwise terminate such hedging agreements, we may be required to make termination payments, which would result in a loss.

1.3.8. The preparation of our financial statements involves judgments, estimates and assumptions, and changes in financial accounting standards may cause unexpected revenue fluctuations and affect our reported results of operations.

The preparation of our consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are considered by our management to be reasonable under the circumstances and at the time. These estimates and assumptions form the basis of judgments about the carrying values of assets and liabilities that are not readily available from other sources. Areas requiring more complex judgments may shift over time based on changes in our business mix and industry practice which could affect our reported amounts of assets, liabilities, income and expenses.

In addition, management's judgments, estimates and assumptions and the reported amounts of assets, liabilities, income and expenses may be affected by changes in accounting policy. The entities that set accounting standards and other regulatory bodies periodically change the financial accounting and reporting standards that govern the preparation of our consolidated financial statements. These changes can materially impact how management records and reports our financial condition and results of operations. We may not be able to predict or assess the effects of these changes, and our implementation of new accounting rules and interpretations or compliance with changes in existing accounting rules could adversely affect our balance sheet or results of operations or cause unanticipated fluctuations in our results of operations in future periods.

1.4. Risks related to the Commercial Paper Notes

1.4.1. There is no existing public trading market for the Commercial Paper Notes and the ability to transfer them is limited, which may adversely affect the value of the Commercial Paper Notes.

There is no liquid trading market for the Commercial Paper Notes and there can be no assurance that a trading market for the Commercial Paper will develop.

The Issuer cannot predict the extent to which investor interest in our Group will lead to the development of an active trading market or how liquid that trading market might become.

1.4.2. Market risk of the Commercial Paper Notes

The market price of the Commercial Paper Notes may be influenced by many factors, some of which are beyond its control, including but not limited to:

- (i) general economic conditions;
- (ii) changes in demand, the supply or pricing of the Group's products and services;
- (iii) the activities of competitors;
- (iv) the Group's quarterly or annual earnings or those of our competitors;
- (v) investors' perceptions of the Group and our industry;
- (vi) the public's reaction to the Group's press releases or its other public announcements;
- (vii) future sales of Commercial Paper Notes and other debt securities by the Group; and
- (viii) other factors described under these "Risk Factors".

As a result of these factors, investors may not be able to resell its Commercial Paper Notes at or above the initial offering price. In addition, securities trading markets experience extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Commercial Paper Notes, regardless of its operating performance. If an active trading market does not develop, investors may have difficulty selling any Commercial Paper Notes that they buy.

In this regard, we have not entered into any liquidity agreement, and, consequently, no institution is obliged to quote sale and purchase prices. Therefore, investors may not find any counterparty for the Commercial Paper Notes. This may entail problems for investors who need to sell the Commercial Paper Notes urgently.

1.4.3. Credit risk of the Commercial Paper Notes

The Commercial Paper Notes are subject to the risk of the Issuer defaulting on its obligations. Although the Commercial Paper Notes are secured by the Issuer's total net worth, credit risk arises from the potential inability of the Issuer to meet the required payments under the Programme. The risk is that of the investor and includes loss of principal and interest. The loss may be complete or partial. If the Issuer defaults, investors may not be able to receive interest and principal. The Issuer's solvency could be impaired as a result of an increase in borrowings or due to deterioration in its financial ratios, which would represent a decrease in the Issuer's capacity to meet its debt commitments.

1.4.4. The market price of the Commercial Paper Notes may be volatile

The market price of the Commercial Paper Notes may be subject to significant fluctuations in response to actual or anticipated variations in the Group's operating results, adverse business developments, changes to the regulatory environment in which our companies operate, changes in financial estimates by securities analysts and the actual or expected sale of a large number of Commercial Paper Notes as well as other factors.

In addition, in recent years the global financial markets have experienced significant price and volume

fluctuations which, if repeated in the future, could adversely affect the market price of the Commercial Paper Notes without regard to the Group's financial condition, results of operations or cash flows.

Moreover, the Commercial Paper Notes are fixed-income securities and their market price are subject to potential fluctuations, mainly due to the evolution in interest rates. Consequently, the Issuer cannot guarantee that the Commercial Paper Notes will be traded at a market price that is equal to or higher than the subscription price.

1.4.5. The Commercial Paper Notes will not be rated. Risk that the Issuer's long-term credit rating may vary

The Commercial Paper Notes issued under the Programme are not expected to be rated. To the extent that any credit rating agencies may assign in the future credit ratings to the Commercial Paper Notes, such ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Commercial Paper Notes issued under the Programme may not be covered in such credit ratings. Moreover, a rating or the absence of a rating is not a recommendation to buy, sell or hold securities.

If the Issuer obtains a rating for the Commercial Paper Notes during the term of the Programme, such rating will be notified to the MARF through the publication of a regulatory announcement (*Anuncio de Otra Información Relevante or OIR*).

Although the Commercial Paper Notes that will be issued under the Programme are not expected have any short-term rating, it should be noted that the Issuer currently has recently obtained a long-term credit rating issued by Ethifinance Ratings, S.L. ("Ethifinance") on July 12, 2023, of BB-, with Outlook Stable.

The rating has been conducted in accordance with Regulation (EC) No 1060/2009 of the European Parliament and of the Council of September 16, 2009 on credit rating agencies and in accordance with the Corporate Rating Methodology and Outlook Methodology available at https://www.ethifinance.com/en/ratings/methodologies; and under the Long-Term Corporate Scale available at https://www.ethifinance.com/en/ratings/ratingScale.

The credit ratings issued by Ethifinance are one way to assess the risk. In the financial markets, the investors ask for a higher yield to the extent the risk is higher, so any investor in the Commercial Paper Notes may take into account the Issuer's rating because a downgrade or a downward revision of the Issuer's rating report may imply a loss in the liquidity of the Commercial Paper Notes being acquired and a loss of their value.

The Issuer's credit rating may be downgraded due to an increase of its indebtedness or due to the deterioration of its financial ratios, which would imply a worsening of the Issuer's capacity to meet its payment obligations, which might also affect the Issuer's capacity to meet its payment obligations under the Commercial Paper Notes.

A rating or the absence of a rating is not a recommendation to buy, sell or hold securities.

1.4.6. Clearing and settlement

The Commercial Paper Notes will be registered with Iberclear in book-entry form (anotaciones en cuenta). Consequently, no physical notes will be issued. Clearing and settlement relating to the Commercial Paper Notes, as well as redemption or adjustment of principal amounts, will be performed within Iberclear's account-based system. Holders are therefore dependent on the functionality of Iberclear's account-based system.

Title to the Commercial Paper Notes will be evidenced by book entries (anotaciones en cuenta), and each person shown in the Spanish Central Registry (Registro Central) managed by Iberclear and in the registries maintained by the Iberclear members as being a holder of the Commercial Paper Notes shall be (except as otherwise required by Spanish law) considered the holder of the principal amount of the Commercial Paper Notes recorded therein.

The Issuer will discharge its payment obligation by making payments through Iberclear. Holders must rely

on the procedures of Iberclear and the Iberclear members to receive payments. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, holders of the Commercial Paper Notes according to book entries and registries as described above.

1.4.7. Exchange rate risks and exchange controls for investors in the Commercial Paper Notes

The Commercial Paper Notes will be denominated in Euros. This may imply certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency other than the euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of the euro or revaluation of the investor's currency) and the risk that authorities with jurisdiction over the investor's currency may impose or modify exchange controls. An appreciation in the value of the investor's currency relative to the euro would decrease (i) the investor's currency equivalent yield on the Commercial Paper Notes; (ii) the investor's currency equivalent value of the amount payable on the Commercial Paper Notes; and (iii) the investor's currency equivalent market value of the Commercial Paper Notes.

Government and monetary authorities in some countries may impose, as some have done in the past, exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less amounts than expected.

1.4.8. The issues under the Programme may not be suitable for all types of qualified investors, eligible counterparties or professional clients.

Each potential qualified investor in the Commercial Paper Notes issued under the Programme should determine the appropriateness of such investment in the light of their own circumstances, in particular such investors should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Commercial Paper Notes, the benefits and risks of their investments, and the information contained in this Information Memorandum;
- have access to and knowledge of appropriate analytical tools to evaluate, in the context of their particular financial situation, an investment in the Commercial Paper Notes, and the impact that such investment will have on their portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Commercial Paper;
- have a thorough understanding of the terms of the Commercial Paper Notes, as well as the performance of the financial markets in which they participate; and
- evaluate possible economic scenarios, interest rate variations and other factors that may affect to the investments and the ability to take risks.

1.4.9. Risks relating to Spanish Insolvency Law.

Royal Legislative Decree 1/2020, of 5 May, which approves the consolidated text of the Spanish Insolvency Law (*Real Decreto Legislativo 1/2020*, de 5 de mayo, por el que se aprueba el texto refundido de la Ley Concursal), as recast by Law 16/2022, of 5 September (as amended and/or recast from time to time, the "**Insolvency Law**") provides, among other things, that:

- (i) any claim may become subordinated if it is not reported to the insolvency administrators (*administradores concursales*) within one month from the last official publication of the court order declaring the insolvency,
- (ii) provisions in a contract granting one party the right to modify the obligations or suspend or terminate the contract by reason only of the other's insolvency declaration or opening of the liquidation phase may not be enforceable,
- (iii) claims held by any of the persons especially related to the debtor, as referred to in article 283 of

the Insolvency Law, shall be classified as subordinated claims,

(iv) accrual of unsecured interest (whether ordinary or default interest) shall be suspended from the date of the declaration of insolvency and any amount of interest accrued up to such date shall become subordinated.

In the case of secured ordinary interest, (i) this shall be deemed specially privileged, and (ii) ordinary interest (excluding default interest) will continue accruing after the declaration of insolvency up to the limit of the secured amount, and only if a contingent credit for secured ordinary interest that may accrue after the declaration of insolvency is included in the statement of claim to be sent to the insolvency administrator (as per the Supreme Court decision dated February 20, 2019). In the case of secured default interest, (i) this shall be deemed specially privileged and (ii) it will not accrue after the declaration of insolvency.

Any payments of interest in respect of unsecured debt securities will be subject to the subordination provisions of article 281.1 of the Insolvency Law.

The Insolvency Law, in certain instances, also has the effect of modifying or impairing creditors' rights even if the creditor, whether secured or unsecured, does not consent to the amendment. The claims of secured and unsecured dissenting creditors may be written down not only once the insolvency has been declared by the judge as a result of the approval of a creditors' agreement (convenio concursal), but also as a result of an out-of-court restructuring plan (plan de reestructuración pre-concursal) without insolvency proceedings having been previously opened (e.g., restructuring plans that satisfy certain requirements and are approved by the judge), in both scenarios (i) to the extent that certain qualified majorities are achieved, and (ii) unless some exceptions in relation to the kind of claim or creditor apply (which would not be the case for the Commercial Paper Notes). In no case will subordinated creditors be entitled to voluntarily accede to a creditors' agreement during the insolvency proceedings and, accordingly, they will always be subject to the measures contained therein, if passed.

The Commercial Paper Notes will be structurally subordinated to any indebtedness of the Issuer's subsidiaries (see Group's structure chart in section 2.3 below). In the event of liquidation, dissolution, administration, reorganisation or any other insolvency event, the subsidiaries would pay their financial creditors and trade creditors before they could distribute any of their profits or assets to the Issuer as parent company of such subsidiaries.

In the event that the Issuer were to enter into additional indebtedness and such additional indebtedness were secured by collateral such as pledges or mortgages on certain assets, the claims of the holders of the Commercial Paper Notes as a result of the opening of insolvency proceedings of the Issuer would rank after the creditors in whose favour such collateral had been created.

For additional information, see section 11 of this Information Memorandum (Classification of the Commercial Paper: order of priority) below.

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2. INFORMATION OF THE ISSUER AND OUR GROUP

2.1. Full name of the issuer, including its address and identification data

The Issuer's full corporate name is MASMOVIL IBERCOM, S.A.U., though it is commonly abbreviated with its commercial name "MASMOVIL" (the "Company" or "MASMOVIL").

The Company is a Spanish stock corporation (*sociedad anónima*) incorporated for an indefinite period and has its registered address (*domicilio social*) in Parque Empresarial Zuatzu, Edificio Easo, 2nd floor, no. 8, 20018 Donostia-San Sebastian (Guipuzcoa), though its address for tax purposes (*domicilio fiscal*) is Avenida de Bruselas 38, 28108 Alcobendas (Madrid), and it has tax identification number (N.I.F.) A-20609459.

The Company is registered with the Companies Registry of Guipuzcoa (*Registro Mercantil de Guipúzcoa*) under volume (*tomo*) 2,172, sheet (*hoja registral*) SS-13511, and its Legal Entity Identifier (LEI) Code is 959800YH56PYMFN7VV80.

Moreover, the Company is registered with the Spanish Registry of Network and Electronic Communications Service (*Registro de Operadores de Redes y Servicios de Comunicaciones Electrónicas*) pursuant to the decision issued by the Spanish Telecommunication Market Commission (currently the Spanish National Commission of Markets and Competition – CNMC) dated 12 May 2006.

2.2. Issuer's website

www.masmovil.es and www.grupomasmovil.es

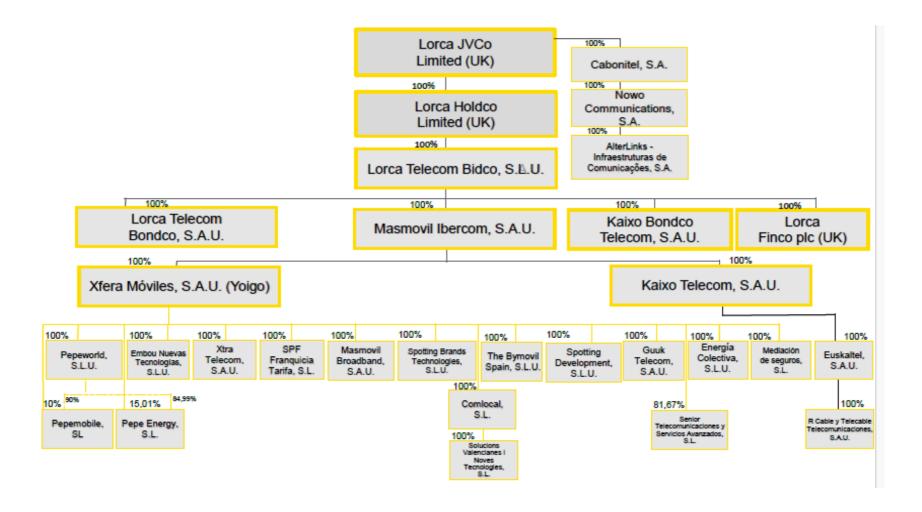
In particular, business and financial information for investors is available and regularly updated on the following link:

https://grupomasmovil.com/en/investors/financial-information/

2.3. Group's structure chart

The current Group is the result of (i) the integration, from 2014 to the present, of various telecommunications operators with sustained growth in their respective markets and business sectors, with several intragroup mergers and amalgamations having completed to date in order to simplify the corporate structure of the Group; (ii) the acquisition of the shares in Masmovil by the Sponsors in 2020; and (iii) the acquisition of Euskaltel in August 2021.

Below is an organisational chart of our Group as of the publication date of this Information Memorandum:



Please see the shareholder structure of Lorca Bidco at section 2.7 below.

Please also note that we hold the following shareholding lower than 50% in these companies:

- Medbuying Technologies, S.L. (49%)
- Bidasoa Topco, S.L. (49%), which owns 100% of Bidasoa Bidco, S.A.U., which in turn owns 100% of EKT Cable y Telecomunicaciones, S.A.U.
- Parlem Telecom Companya de Telecomunicacions, S.A (0.8776%)
- Xfera Consumer Finance, E.F.C, S.A. (49%)
- Ticnova Quality Team, S.L. (10%)
- Kenmei Technologies, S.L. (5.86%)
- Famarflor, S.L. (5.601%)
- Ucles Infraco, S.L. (49.9%)
- Open Cable Telecomunicaciones, S.L. (18.17%)
- Inversiones Locua, S.L. (31.7%)
- Unirisco Galicia S.C.R, S.A. (1.025%)
- Data Center Euskadi, S.L. (21%)
- Club Financiero de Vigo, S.A. (0.18%).

2.4. Description of Our Business

We are one of the fastest growing Western European telecommunications operators and the fourth largest telecommunications operator in Spain.

We serve customers across all of Spain through two main business segments: "residential", addressing all major residential customer segments, and "business", addressing small office and home office ("SOHO") business and wholesale customers. In our residential segment, we provide mobile, broadband, fixed telephony, pay TV and value added communications services to diverse target markets and client bases through our multi-brand business model and portfolio, including Euskaltel, R Cable, Telecable, Virgin, Yoigo, Masmovil, Pepephone, Llamaya, Lebara and Lyca brands. In our business and wholesale segment, we provide ethernet lines, backup, hosting, cloud, e-mail, video-conferencing and data centre services, private virtual networks, as well as mobile, broadband and fixed telephony.

In March 2021, through the Issuer's wholly-owned subsidiary Kaixo Telecom, S.A.U., we launched a voluntary takeover bid for the entire share capital of Euskaltel, at that date the fifth largest telecommunications operator in Spain, primarily focused on the northern regions of the country.

Euskaltel was founded in 1995 by the Basque government and the three Basque savings banks (Bilbao Bizkaia Kutxa, Kutxabank and Vital Kutxa) to become the alternative telecommunications operator in the Basque Country and, as a result, to end the monopoly of Telefónica in the region.

Euskaltel provides a range of products and services covering three different types of customers segment: the mass market, addressing residential and SOHO customers, the business market, addressing small and medium enterprises with ten to 40 employees ("SMEs") and large accounts, and wholesale and others, addressing wholesale customers (most of whom are telecommunication companies that compete directly with the Euskaltel).

The combination with Euskaltel completed in August 2021 has strengthened our position as the fourth largest operator in Spain by combining two complementary businesses in terms of network infrastructure, geographical presence and strategic focus. We have also become the second largest operator in the postpaid residential mobile segment in Spain and reinforced our position as the fourth largest in the

Spanish residential fixed broadband segment, with a full landscape of brands, nationwide proprietary fixed and mobile infrastructure, a broad product offering, a larger customer base and increased digital capabilities.

As of December 31, 2022, the Group had almost 12 million active mobile lines and more than 3.3 million fixed broadband customers.

We began commercial operations in 2008, launching mobile services as a niche mobile virtual network operator ("MVNO"). In 2015, we acquired a significant fixed broadband and optical fibre network from Orange Spain and Jazztel as a result of the remedies imposed by the antitrust authorities as a condition for the merger of these companies (the "Jazztel Remedies"), and began offering fixed broadband services in 2016. We subsequently expanded from an MVNO to a full mobile network operator ("MNO") via our acquisition of Yoigo in 2016, which provided us with our own mobile infrastructure. As of December 31, 2020, we were the fourth largest mobile service provider in Spain by number of subscribers, with approximately 9.6 million mobile subscribers.

Our largest customer segment is our residential customer segment, where growth is driven by commercialization of convergent telecommunications services, specifically the bundling of mobile, broadband and fixed telephony services to consumers, which we began bundling in 2016 under our Masmovil brand. We increased our residential offering via the acquisitions of the Yoigo and Pepephone brands in 2016, the Llamaya brand in 2017 and the Lebara brand in 2018. In June 2020, we completed the acquisition of Lyca, while the acquisition of Euskaltel and R Cable was completed in August 2021.

Our multichannel and multi-brand business model allows us to serve all major residential segments and provide, among others: (i) premium value service coverage with Yoigo, Euskaltel and R Cable; (ii) multichannel service coverage with Masmovil; (iii) digital-friendly service coverage with Pepephone; and (iv) value-conscious service coverage with Llamaya, Lebara and Lyca.

We provide mobile telephony, fixed & mobile broadband, fixed telephony and TV services through our own and third-party networks, which include the latest 4G and 5G and FTTH technologies. We offer flexible bundled and unbundled broadband and mobile service and pay TV packages to residential customers through key brands, including our premium Yoigo brand, distributed through Yoigo branded retail locations and MASlife multi-brand stores, as well as our online platforms and our more value-oriented Masmovil, Euskaltel, R Cable, Telecable and Virgin brands.

Our Pepephone brand offers convergent and mobile services with a customer-centric positioning, and our Llamaya, Lebara and Lyca brands are focused on international and value-conscious customers in Spain.

In addition to our residential customer segment, through our brands Yoigo, Masmovil, Pepephone, Llamaya, Lebara, Lycamobile, Euskaltel, R Cable, and Telecable, we offer business clients a complete portfolio of services to suit their needs, including mobile telephony, mobile and fixed broadband, fixed telephony, ethernet lines, backup, hosting, cloud, email, video-conferencing and data centre services, private virtual networks and provide other operators with other wholesale services. In addition to our catalogue of products, we have an engineering team with extensive experience preparing bespoke offers to business customers with needs that require tailor-made solutions.

This broad service offering is made possible by our mobile and broadband infrastructure. Through our own network and our national roaming agreements ("NRAs"), we offer the widest mobile network coverage in Spain (approximately 99% across mainland Spain), while our total FTTH footprint included 28 million BUs as of December 31, 2022, through a combination of own network and wholesale agreements with third parties.

During 2022, different agreements have been closed to sell FTTH Bus to joint ventures with different infrastructure funds: 1.1 million BUs to Bidasoa Topco, S.L. for c. €580 million in July 2022, and c. 0.5 million FTTH BUs for c. €189 million to Ucles Infraco, S.L.

Through organic expansion as well as strategic acquisitions and partnership with other telecommunications service providers, we operated more than 12 million mobile lines as of December 31,

2022 (compared to 11.4 as of December 31, 2021) and 3.3 million broadband lines as of December 31, 2022 (compared to 3.0 as of December 31, 2021).

Via our recent network access and infrastructure partnerships and agreements, we believe we will be able to meet all foreseeable fixed and mobile network needs, thereby de-risking future capital expenditures and enhancing cash generation potential.

Notwithstanding our strong market position, we are one of the newer players in the Spanish telecommunications services industry and we pride ourselves on our agile "start-up" operating culture while benefitting from a management team with over 100 years of combined telecommunications services experience. We believe this flexibility translates into a favourable customer experience, marked by fast customer on-boarding, end-to-end customer care centred in Spain and one of the highest FTTH network speeds in the Spanish market, which result in high customer satisfaction, as shown by our customers rating highly our brands, including Pepephone, Yoigo and Masmovil, which were awarded the highest customer satisfaction rating according to the "Net Promoter Score" report issued in 2021 by the consultancy firm GFK.

By focusing on the customer experience, we believe we are well-positioned to attract our competitors' existing subscribers by maintaining our proven excellence in customer satisfaction, thereby taking advantage of the structurally high subscriber liquidity in the Spanish telecommunications services market, which is reaching saturation in certain of the most populated regions in Spain.

2.5. Our Competitive Strengths

2.5.1. Comprehensive commercial strategy, leveraging our multi-brand portfolio and fully converged infrastructure, ensuring continued customer acquisition across the value spectrum

We believe that our multi-brand portfolio offering allows us to grow across all residential segments in Spain by offering different value propositions across key consumer distribution channels. We offer flexible bundled and unbundled mobile and broadband service packages to residential customers through key brands, including our premium Yoigo brand and our more value-oriented Masmovil, Euskaltel, R Cable, Telecable and Virgin brands. Our Pepephone brand offers convergent and mobile services with a powerful customer-centric positioning, and our Llamaya, Lebara and Lyca brands are focused on international and value-conscious customers in Spain. Through our Lyca brand, we significantly increased our presence in the Spanish prepaid mobile services market, while the acquisition of Euskaltel and R Cable in 2021 increased our presence in the northern regions of Spain.

In the context of the COVID-19 pandemic, during 2021 and 2022 our multi-brand business model, covering all major residential customer segments across value and channel preferences, continued to allow us to capture the increased demand for data via post-paid mobile and broadband connectivity, while effectively offsetting the reduced activity across our prepaid plans. Notwithstanding the COVID-19 pandemic, we continue to maintain the key structural pillars of our business plan, the acceleration of convergence adoption and our value-for-money positioning, which we believe places us in a favourable position to protect our customer base and will facilitate further growth.

We strive to present predictable, fair and transparent pricing to our customers, while differentiating ourselves by focusing on data abundance and a "more-for-more" value proposition to our service offering generally. Our approach to sales and marketing combines best-in-class remote direct sales through our branded websites and mobile platforms and own and third-party call centres, with a large physical retail network of non-exclusive and exclusive stores and distributors, including Yoigo stores selling exclusively Yoigo branded products nationwide, along with MASlife multi-brand stores and distribution partnerships with key telecommunications distributors.

We leverage these channels to offer our customers a range of service options tailored to their needs through both bundled and unbundled packages, best digital channels, television options and a Spain-based call centre to ensure the highest quality customer service. We also continue to focus on delivering a broadband service offering to our customers. Our focus on bundled packages is aimed at increasing ARPU, lowering churn and increasing customers' engagement and satisfaction.

We seek to maintain a best-in-class overall customer experience and strive to innovate and continually improve the customer experience, such as with our development of an innovative "Uber-like" application for fixed broadband installations, allowing new customers to monitor in real-time the position, pipeline and estimated time of arrival of our installation technician, significantly reducing the customer wait times, which we believe is one of the major points of dissatisfaction for telecommunications customers. In the period from 2018 to 2022, we have been the leading operator in Spain in terms of net adds and customer attraction, in both the fixed and mobile business lines, with our Pepephone, Yoigo and Masmovil brands outperforming on NPS customer satisfaction rating compared to our competitors according to the "Net Promoter Score" report issued by the consultancy firm GFK in the first quarter of 2021.

In addition, in 2019, Yoigo received an award for best operator in customer satisfaction in Spain from Stiga S.L., a reputed Spanish firm specialized in customer experience, quality and market research, and in the same year the Spanish Consumers and Users Organization (*Organización de Consumidores y Usuarios*) awarded Pepephone for having the highest client satisfaction scores of all telecommunications players in Spain. We believe our user-friendly digital interfaces, which accounted for approximately 80% of our customer interactions in 2019, have led the way in allowing our brands to achieve market-leading customer satisfaction. In particular, our innovative mobile-based installation platform and eCare self-service platform have helped facilitate strong customer satisfaction levels and growth in our subscriber base.

Our mobile-based installation platform is a real-time field management application that allows us to improve customer experience and install fixed-mobile convergence sales within a 24-hour period. We have also developed a digital marketing ecosystem that has helped optimize our media investment and increase website traffic, creating a micro-segmented targeting tool to increase conversion on our websites.

We believe this multi-faceted approach to customer interactions and marketing will support strong continued customer acquisition going forward.

2.5.2. Modern nationwide telecommunications infrastructure aided by flexible network model providing scalable and cost-efficient access

With respect to our mobile services network, we can leverage both our own network that provides for 4G coverage and the NRAs we executed with Orange Spain and Telefónica to provide access to a robust, fully nationwide mobile network reaching approximately 99% of the population of Spain.

In addition, as regards 5G mobile networks, in 2019 the Group executed the September 2019 Orange Agreement (as defined in section 1.1.15 above) for the joint deployment with Orange Spain of 5G in the main cities of the country. From the signing of this agreement, a total of 8,948 5G sites have materialized (compared to 4,698 sites as at December 31, 2021), of which 2,265 5G in Virtual Active Sharing mode. Additionally, 3,400 locations have been activated in RaaS mode (Radio as a Service). This September 2019 Orange Agreement allows our Group to offer 5G technology to our customers with a clear efficiency in the investment to be undertaken, costs and time to market compared to its own massive deployment.

Our dynamic approach to network infrastructure through third-party network sharing and access agreements, including NRAs in all technologies, allows us to maintain agility and optimize network costs, strategically combining the use of our own infrastructure with strategic third-party infrastructure sharing and access agreements. Using third-party networks allows us to scale our network quickly with limited initial investment and long-term capital commitments and to optimize our network running costs.

We believe that these efficient and cost-effective NRAs allow us to offer robust, leading edge service to our customers throughout Spain while minimizing costs per subscriber and capital expenditures and addressing future data demand. Euskaltel has historically operated as a full MVNO based on the Orange Spain mobile network and also owns 4G licenses in the Basque Country, Galicia and Asturias.

With respect to our broadband network, we have made substantial progress on the roll-out of our own fibre network, significantly increasing our own network BU footprint (including BUs operated with quasi-

owner (right-of-use) agreements on quasi-owner economic terms) from 6.1 million as of December 31, 2018 to 28 million as of December 31, 2022.

This flexible model across our mobile and broadband infrastructure provides an efficient, cost-effective and resilient cost structure. We believe that these recent network access and infrastructure partnerships and agreements will allow us to meet all foreseeable mobile and fixed network needs, thereby de-risking future capital expenditures and enhancing cash generation potential.

2.5.3. Spanish telecommunications market offers attractive fundamentals as well as proven resilience in economic downturns

The key trends in the Spanish telecommunications market that had begun years before continued in 2021 and 2022. Fixed broadband services continued to grow to reach 16.5 million lines by the end of 2022, driven by the residential market and the development of ultrafast FTTH broadband networks, which now account for more than 80% of accesses to the detriment of xDSL technology over copper pairs; while the marketing of convergent service packages (fixed and mobile communications) with higher capacities and speeds was further consolidated, reaching a penetration rate of over 86%.

The Spanish market continues to be enormously competitive. More than 8 million users changed their landline or mobile phone provider in Spain during 2022 (compared to 9.21 million users in 2021) thanks to portability, the regulated procedure that allows you to switch to another operator for free and keep your number. Our Group has led net portability among large operators also during 2022, managing to seize more than 50,000 mobile lines and more than 120,000 fixed lines from our competitors.

In this environment, we believe we are well positioned to benefit from growth in both the mobile and broadband sectors, driven by increased penetration rates. Through our strong customer relationships, market leading customer service and flexible service packages we believe we are well positioned to capture a significant share of this growth.

We also benefit from a favourable domestic regulatory environment, which has demonstrated a clear trend towards market liberalization over the last two decades. Driven by requirements to meet European Commission Directives and WTO commitments, the Spanish telecommunications market has moved from a closed and virtually monopolized sector to an open market structure, undergoing significant change in terms of products, technologies and market structures.

In addition, increased consumer price sensitivity and higher expected churn rates may disproportionately affect large incumbent operators, as traditional incumbent operators have focused on preserving their top-line and on implementing price increases in recent years following heavy investment in M&A and network infrastructure, presenting new opportunities for us to gain market share through our attractive pricing, well-segmented multi-brand commercial strategy and customer-centric approach. We have done so rapidly, consistently capturing the highest number of market net adds in the Spanish consumer mobile and residential fixed broadband markets in the period from year 2018 to year 2022, by achieving the highest share of net adds. Significant subscriber liquidity in the Spanish telecommunications services market has aided this growth, with the majority of our mobile services gross adds captured from the "Big Three" Spanish service providers: Movistar (a Telefónica subsidiary), Vodafone and Orange Spain. Further, ownership of network infrastructure has diminished as a differentiating factor for telecommunications operators in Spain due to the prevalence of NRAs in mobile services and network sharing agreements in fixed broadband services. This has allowed us and other telecommunications operators to make informed cost/benefit decisions on whether to build new infrastructure or take advantage of NRAs and network sharing agreements to keep capital expenditures and operational costs low.

The telecommunications industry has proven resilient and essential for companies and consumers since the outbreak of the COVID-19 pandemic in 2020, as the industry has facilitated valuable activities such as remote working, e-schooling and virtual entertainment. The impact of the COVID-19 pandemic on the residential segment was limited and we maintained good operational momentum with sustained subscriber growth. Specifically, we believe an increased need for data connectivity as a result of the COVID-19 pandemic has driven and will continue to drive increased data usage and, consequently, may result in the

further growth of the telecommunications industry.

2.5.4. High growth telecommunications operator in Western Europe with a demonstrated track record of growth

Since our founding, we have captured a significantly larger share of net adds relative to our market share, becoming one of the fastest growing telecommunications operators in Western Europe, developing from a start-up company in 2006 into the fourth largest operator in the Spanish telecommunications market via both organic and inorganic expansion. From 2018 to 2022, we have consistently captured a large majority of market net adds.

Our success in the mobile services market has been driven by our comprehensive commercial strategy and customer led-approach, allowing us to significantly outperform the growth of the Spanish mobile market generally.

Our customer and market share growth has translated into substantial financial growth due to our disciplined financial strategy focused on margin expansion and well-managed capital expenditure that has delivered a fully invested network. Organic growth, achieved through footprint expansion and network sharing agreements, has also been supported by disciplined and value-enhancing bolt-on acquisitions with high integration potential, including Llamaya in 2017, Lebara in 2018 and Lyca in 2020, and Euskaltel and its subsidiary R Cable in 2021.

By continuing our comprehensive commercial strategy, characterized by increased broadband penetration and fixed mobile convergence, and by employing our invested network utilizing our own network and quasi-owner (right-of-use) agreements, we believe we are well-positioned to take advantage of additional substantial growth opportunities.

2.5.5. A history of successfully integrated, disciplined and value-enhancing acquisitions and strong margin expansion through operating leverage and cost synergy realization

We have implemented a successful acquisition strategy in recent years, pursuing value-enhancing bolt-on investments which have granted us access to new market segments, increased existing segment capacity, increased our subscriber base and unlocked attractive cost savings. We have been extremely successful in integrating these acquisitions allowing us to bring systems together, leveraging our expertise to deliver both growth and margin expansion.

The combination with Euskaltel since August 2021 has strengthened our position as the fourth largest operator in Spain by combining two complementary businesses in terms of network infrastructure, geographical presence and strategic focus. We have become the second largest operator in the postpaid residential mobile segment and reinforced our position as the fourth largest operator in the residential fixed broadband segment, with a full landscape of brands, nationwide proprietary fixed and mobile infrastructure, a broad product offering, a larger customer base and increased digital capabilities. Our presence in the northern region of Spain has also been enhanced. We believe that there is a high chance of achieving the expected synergies as they are almost fully related to contractual savings on mobile roaming and bitstream costs.

In December 2020, we acquired Ahimas, a rural telecommunications specialist providing a full suite of services (including pay TV access and mobile connectivity via an MVNO) in regional locations across Extremadura, Castilla-La Mancha, Andalusia and Comunidad Valenciana.

In June 2020, we acquired Lyca, a MVNO in Spain operating under the Lyca brand, together with an agreement giving us long-term use of the Lyca brand in Spain. Lyca is a major provider of prepaid mobile services in the Spanish market, consolidating our position in the prepaid mobile services segment in Spain and especially focused on the expatriate customers living in Spain and occasional travellers from other European countries. We believe that access to the Spanish prepaid mobile services market is important, as it benefits from inelastic demand, serving young and value-conscious consumers.

In 2018, we acquired (i) the Lebara Spain MVNO from Lebara Mobile Group, B.V., contributing more

than 400,000 prepaid mobile users primarily in the expatriate residential segment and (ii) The Bymovil, Spain securing control and increasing the flexibility of our exclusive Yoigo store channel. Importantly, by migrating mobile customers from acquired companies' mobile networks to our own network, we have also been able to unlock contractual cost savings, enhancing the margins of our businesses.

In 2017, we acquired Llamaya, a MVNO focused mainly on the Latin American expatriate community in Spain, accessing a new market segment with Llamaya's significant presence in the prepaid mobile services segment.

In 2016, we acquired (i) Pepephone Mobile, at the time the largest independent Spanish MVNO and (ii) Yoigo, at the time the fourth largest MNO with 3.3 million mobile services subscribers and 85% population coverage in Spain, migrating customers from both companies to our own network.

In 2015, we acquired a significant fixed broadband and optical fibre network from Orange Spain and Jazztel as a result of the Jazztel Remedies, and we entered a wholesale contract conferring access to the Orange Spain's ADSL network.

When coupled with our rapid and successful organic growth initiatives, we believe these strategic acquisitions which we carried out pursuant to our proven and low-risk execution strategy position us well to capture further market share and grow margins across our operating segments.

In addition, our business model is based on cost-effective footprint expansion and a lean operational structure, unlocking substantial savings in operating leverage.

Our margin benefits from our top-line growth and economies of scale. Increasing the number of subscribers naturally increases our margins, as we are able to generate more revenue while utilizing existing infrastructure, which has adequate capacity to absorb any net adds in connection with the acquisition of Euskaltel in August 2021. Additionally, optimized fixed and mobile infrastructure and attractive access agreements to such infrastructure, provide additional avenues to margin expansion, decreasing operating costs; NRA costs per subscriber have generally decreased since 2017, and we expect to decrease them further as a result of our attractive NRAs, which will not be affected by the Euskaltel Acquisition.

As a result of the acquisition of Euskaltel and R Cable, we have the opportunity to further optimize costs and continue with our margin expansion.

We believe that this operational excellence, when coupled with the strong growth of our business since our founding in terms of revenue, margins and subscribers, exhibits our ability to generate substantial cash flows.

2.5.6. Attractive cash flow dynamics with strong expected cash flow generation

We have demonstrated consistently strong historical cash flow levels, with Net cash flow from operating activities of €565.8 million for the year ended December 31, 2022 (compared to €374.7 for the year ended December 31, 2021).

We have historically reinvested such cash flows into our business, primarily focusing on growing our network infrastructure. Between the beginning of 2017 and December 31, 2022, we invested over €100 million in the build-out of our fixed network infrastructure, now largely completed. As a result, we have achieved nationwide broadband coverage, increasing our FTTH footprint from 15.2 million BUs as of December 31, 2018, to 28 million BUs as of December 31, 2022, through a combination of own network and wholesale agreements with third parties.

In addition, we now benefit from a modernized mobile network, which, coupled with our September 2019 Orange Agreement, includes cost-efficient 5G access. In the near term, we expect network capital expenditure to be limited, increasing in line with the growth of our customer base. Given the relatively young age of our own network and our network sharing agreements with incumbent operators, we further expect to spend limited network capital expenditure and commercial infrastructure capital expenditure for maintenance purposes the same period.

Recent investments in our fixed and mobile network have begun to yield positive results and the synergies from our recent acquisitions are being realized, improving our operating leverage and positioning us to pursue further growth.

The COVID-19 pandemic has highlighted the resilience of our business and cash flows and the success of recent investments, and more generally the importance of telecommunications services (whether in furtherance of business or leisure activities), and has positioned telecommunications services as a critical, utility-like service. Our business model has also proved highly resilient, with immediate subscriber acquisition cost savings as a result of remote subscription and service channels supporting cash flow generation and margins. This resilience has contributed to a lower-than-expected commercial impact of the COVID-19 pandemic on our cash flows and we believe that we remain poised to take advantage of continued increased demand in telecommunications services in the near-term.

2.5.7. A consistent, strong and experienced management team backed by supportive Sponsors

Our management team is seasoned in running, acquiring and staffing telecommunications businesses and in navigating the Spanish consumer market, leveraging expertise acquired over decades of combined experience at top-tier players including Telefónica, Vodafone Spain, Orange Spain, Airtel and ONO, and blue chip consulting and industrial firms, including Airbus, Oliver Wyman and McKinsey. More importantly, our management team has a strong track record of delivering growth from both organic initiatives and strategic acquisitions, and has won and maintained strong shareholder support, with demonstrated access to both public and private equity markets, while maintaining a strong debt capital structure.

Our CEO and co-founder, Meinrad Spenger, has acted as CEO of Masmovil since the founding of Masmovil Telecom 3.0 in 2006 and is also a member of our board of directors.

Our management team is supported by three global, multi-national private equity sponsors with extensive market knowledge and experience in the telecommunications space: Cinven, KKR and Providence.

- (i) Cinven is a leading international private equity firm focused on building world-class global companies leveraging its European focus and expertise. Cinven uses a matrix of sector and local country expertise to target companies where it can strategically drive revenue growth and operational improvement, both in Europe and globally, and which typically require an equity investment of €200 million or more. Since 1988, the Cinven Funds have invested in more than 140 companies and led transactions with an aggregate Enterprise Value of more than €145 billion across six key sectors: Business Services, Consumer, Financial Services, Healthcare, Industrials and Technology, Media and Telecommunications (TMT). Cinven has offices in London, New York, Frankfurt, Madrid, Paris, Milan, Guernsey and Luxembourg.
- (ii) Founded in 1976 and led by Henry Kravis and George Roberts, **KKR** is a leading global investment firm with \$429 billion in assets under management as of June 2021. KKR benefits from a truly global presence, with 21 offices across 4 continents. KKR has a successful track record of long-term capital investment in the European telecommunications sector, through both its private equity and infrastructure funds. These investments include United Group in Central and Eastern Europe, TDC in Denmark, Versatel and Deutsche Glasfaser in Germany, Telxius in Spain, Hyperoptic in the UK and Hivory (formerly Altice's French tower unit) in France.
- (iii) **Providence Equity Partners L.L.C.** is a premier global private equity firm with approximately \$45 billion in aggregate capital commitments as of June 2021. Providence pioneered a sector-focused approach to private equity investing with the vision that a dedicated team of industry experts could build exceptional companies of enduring value. Since the firm's inception in 1989, Providence has invested in over 170 companies and is a leading equity investment firm focused on the media, communications, education, software and services industries. Providence is headquartered in Providence, RI, and also has offices in New York and London. Providence has a history of investing in the telecommunications space in Europe, having completed over 10 transactions and invested close to \$4 billion since 2000 in deals such as Kabel Deutschland, TDC

and Eircom. Providence has also been an active investor in Spain, having made the following acquisitions or investments since 2010: Masmovil (initial investment made in 2016), the education company Globeducate (2017) and the cable operator Ono (sold to Vodafone in 2014). Over the course of Providence's investment, Masmovil has experienced strong operative and financial growth and has become the fourth largest telecoms operator in Spain through its combination with Yoigo and Pepephone in 2016, it has continued to invest in its own fixed and mobile network an has completed a number of acquisitions with potential for value creation in Spain and abroad.

2.6. Recent developments

The 2022 financial year has been a year of strengthening the Group's position as the fourth Spanish operator, both at an operational and commercial level, integrating the different businesses and capturing synergies under the umbrella of a single Group that carries out its activity with a multi-brand and multi-service strategy.

As regards our operational area, the following actions can be highlighted:

- launch of Liga Smartbank and more sports content through a distribution agreement with DAZN;
- Launch of "EnergyGO Solar", an energy service based on solar panels created in partnership with Otovo as an expert;
- launch of Connected Alarm with notice to the police, strengthening the alliance with Sicor Seguridad from El Corte Ingles;
- our Group, Alsa, GMV, Indra, Masermic, Renault and SIGMA join forces for the development of future autonomous 5G connected vehicles;
- our Group has reached 1 million customers to whom we offer some type of financial service through its financial company Xfera Consumer Finance and the "MoneyGO" commercial brand; and
- our Group together with Indra joined to create an innovative ecosystem that promotes the development of solutions and advanced 5G services for transportation.

As for infrastructure and technology, our Group now has access to a footprint of 28 million FTTH BUs through a combination of own network and wholesale agreements with third parties. During 2022, different agreements have been closed to sell FTTH BUs: 1.1 million BUs to Bidasoa Topco, SL for close to Euro 580 million in July and c. 0.5 million FTTH BUs for Euro c. 189 million to Ucles Infraco, S.L.U.

In relation to our results and performance, once the acquisition of the Euskaltel Group has been consolidated and synergies has been achieved accordingly to the plan, during financial year 2022 the Group has consolidated itself as the fourth telecommunications operator in Spain, which has generated significant increases in billing, results and customers.

The Group continues to be interested in corporate operations aligned with its strategy of growth, profitability, search for synergies and savings. The following transactions were completed in 2022:

- transfer of the shareholding in Cabonitel Group from the Issuer to Lorca JVCo; and
- acquisition of Solucions Valencianes I Noves Tecnologies S.L. (SVINT).

At the date of transfer of the 100% shareholding in Cabonitel, our Group was already considering its sale to a third party, which was subsequently formalised through a sale agreement on September 29, 2022. At December 31, 2022 and at the date of this Information Memorandum, this sale has not been completed since certain regulatory conditions have not been fulfilled, among them the approval by the Portuguese competition authorities.

Alongside the acquisition of Euskaltel, our Group has signed strategic agreements with the main operators in the sector, which will allow us to obtain significant cost savings, incorporate wholesale access for the Group to FTTH infrastructures of other operators, carry out the joint deployment of FTTH networks and

reduce the operational risks inherent in the migration of customers to the Group's own network as of 2022.

As of December 31, 2022, our Group had almost 12 million active mobile lines and more than 3.3 million fixed broadband customers

2.7. The Masmovil Acquisition and shareholding structure

2.7.1. The Masmovil Acquisition

Lorca Telecom Bidco, S.A.U. ("**Lorca Bidco**", as defined above), a company indirectly owned with equal stakes by the Sponsors, submitted before the CNMV on June 1, 2020 a request for approval of a voluntary takeover bid over all ordinary shares in Masmovil as stock corporation which shares were listed on the Spanish Stock Exchange (*Bolsa*) at that time (the "**Offer for Masmovil**").

The terms and conditions of the Offer for Masmovil were set out in detail in the prospectus dated July 27, 2020 and authorized by the CNMV on July 29, 2020 under registration number 402. Following an analysis of the terms of the Offer on August 6, 2020, the board of directors of Masmovil Ibercom, S.A. declared its support for the Offer, as per the report that was also published on the CNMV's website by means of the relevant inside information release.

The Offer for Masmovil's initial acceptance period ended on September 11, 2020 and, as of that date, shareholders holding 86.41% of the shares in the Company tendered their shares to Lorca Bidco for an all-cash consideration equal to \mathcal{E} 22.50 per share (the "Offer Price"), satisfying the minimum acceptance condition of acceptance of at least 50% of the shares of the Company and implying an equity value of Masmovil equal to approximately \mathcal{E} 3.0 billion and an enterprise value of approximately \mathcal{E} 4.8 billion (calculated as market capitalization plus market value of debt net of cash and cash equivalents) (the "Masmovil Acquisition").

Pursuant to a standing purchase order (*orden sostenida*) that Lorca BidCo launched on September 23, 2020, Lorca Bidco increased its shareholding up to 91.61% of the shares in the Company at closing of trading on October 1, 2020, and subsequently increased up to 95.58% of the shares in the Company as at closing of trading on October 26, 2020, date on which an Extraordinary General Shareholders' Meeting of the Company was held, which approved, among other matters, the delisting of the Company's shares from the Spanish stock exchange (*exclusion de Bolsa*). The CNMV has suspended the trading of the Company's shares from the Spanish stock exchange with effects from November 3, 2020, date on which the standing purchase order was terminated resulting in Lorca Bidco holding ownership over 130,812,808 Company's shares that represent 99.32% of the Company's issued share capital at that time.

2.7.2. Current shareholding structure and the Sponsors

Following the Masmovil Acquisition and as of the date of this Information Memorandum, the Sponsors hold indirectly approximately 86.08% of Lorca JVCo, with the remaining 13.92% held by Key Wolf, S.L., Onchena, S.L. and Inveready Innovation Consulting, S.L (the "Rolling Shareholders") and certain other entities held by certain managers of the Group.

Lorca Holdco, which is the holding company of the Group, is a private limited company organized under the laws of England and Wales on March 4, 2020. Lorca JVCo holds the entire share capital of Lorca Holdco.

Lorca Bidco, which is the current sole shareholder of the Issuer, was incorporated under the laws of Spain on February 4, 2020 as a public limited liability company (*sociedad anónima unipersonal*), but has changed its corporate status to that of a private limited liability company (*sociedad limitada unipersonal*) pursuant to the public deed of transformation (*transformación*) granted on July 28, 2023 and validly registered with the Commercial Registry of Madrid on August 18, 2023

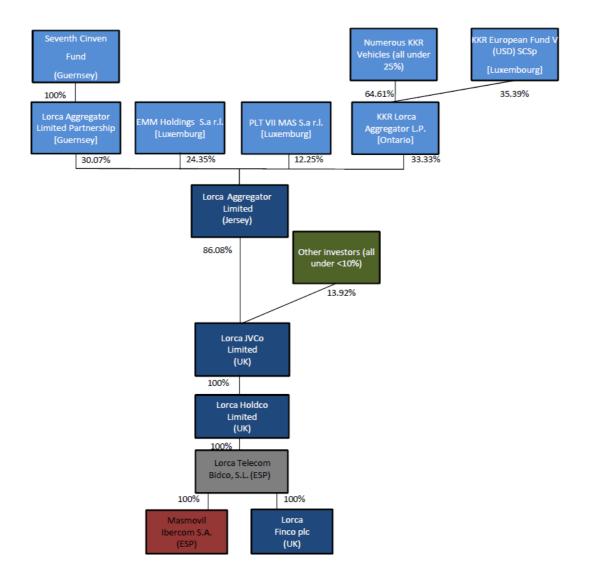
Cinven is a leading international private equity firm focused on building world-class global companies leveraging its European focus and expertise. Cinven uses a matrix of sector and local country expertise to target companies where it can strategically drive revenue growth and operational improvement, both in

Europe and globally, and which typically require an equity investment of €200 million or more. Since 1988, the Cinven Funds have invested in more than 140 companies and led transactions with an aggregate Enterprise Value of more than €145 billion across six key sectors: Business Services, Consumer, Financial Services, Healthcare, Industrials and Technology, Media and Telecommunications (TMT). Cinven has offices in London, New York, Frankfurt, Madrid, Paris, Milan, Guernsey and Luxembourg.

Founded in 1976 and led by Henry Kravis and George Roberts, KKR is a leading global investment firm with \$429 billion in assets under management as of June 2021. KKR benefits from a truly global presence, with 21 offices across 4 continents. KKR has a successful track record of long-term capital investment in the European telecommunications sector, through both its private equity and infrastructure funds. These investments include United Group in Central and Eastern Europe, TDC in Denmark, Versatel and Deutsche Glasfaser in Germany, Telxius in Spain, Hyperoptic in the UK and Hivory (formerly Altice's French tower unit) in France.

Providence Equity Partners L.L.C. is a premier global private equity firm with approximately \$45 billion in aggregate capital commitments as of June 2021. Providence pioneered a sector-focused approach to private equity investing with the vision that a dedicated team of industry experts could build exceptional companies of enduring value. Since the firm's inception in 1989, Providence has invested in over 170 companies and is a leading equity investment firm focused on the media, communications, education, software and services industries. Providence is headquartered in Providence, RI, and also has offices in New York and London. Providence has a history of investing in the telecommunications space in Europe, having completed over 10 transactions and invested close to \$4 billion since 2000 in deals such as Kabel Deutschland, TDC and Eircom. Providence has also been an active investor in Spain, having made the following acquisitions or investments since 2010: Masmovil (initial investment made in 2016), the education company Globeducate (2017) and the cable operator Ono (sold to Vodafone in 2014). Over the course of Providence's investment, Masmovil has experienced strong operative and financial growth and has become the fourth largest telecoms operator in Spain through its combination with Yoigo and Pepephone in 2016, it has continued to invest in its own fixed and mobile network and has completed a number of acquisitions with potential for value creation in Spain and abroad.

The shareholding structure of the Issuer as of the publication date of this Information Memorandum is shown in the chart below:



2.8. The acquisition of Euskaltel

On March 31, 2021, Kaixo Telecom, S.A.U., a wholly owned subsidiary of the Issuer, filed an application with the CNMV for an all-cash voluntary public tender offer for all shares in Euskaltel. On July 5, 2021, the CNMV approved and authorized this public tender offer. The settlement of the public tender offer occurred on August 10, 2021.

Thereafter, on August 27, 2021, the Bidder acquired the remaining 2.33% of the shares of the Euskaltel pursuant to a compulsory squeeze-out procedure, which was settled on August 31, 2021. In addition, the trading in the shares of the Euskaltel was suspended with effect from August 17, 2021 and the shares of the Euskaltel were delisted from the Spanish stock exchange.

2.9. The proposed combination of operations in Spain with Orange

Following the period of exclusive negotiations that began on March 8, 2022, in July 2022 Orange and Lorca JVCo (as parent company of our Group) have signed a binding agreement to combine their businesses in Spain (carving-out Orange's subsidiary TOTEM Towerco Spain and the Portuguese companies Cabonitel and its subsidiaries, which shareholding was transferred from the Issuer to Lorca JVCo in September 2022).

The transaction is based on an enterprise value of €18.6 billion, €7.8 billion for Orange Spain and €10.9 billion for Masmovil and our other Spanish subsidiaries.

The transaction is subject to approval from antitrust authorities and other relevant administrative authorities. In this regard, last April 2023 the European Commission opened an in-depth investigation to assess, under the EU Merger Regulation, the proposed creation of this joint venture and whether the transaction may reduce competition in the retail supply of mobile and fixed broadband services as well as of multiple-play bundles in Spain, and last June 27, 2023, the European Commission sent a statement of objections to Orange and our Group indicating its preliminary view that their proposed joint venture may reduce competition (source: https://ec.europa.eu/commission/presscorner/detail/en/ip_23_3421). As per European Commission's common practice, such statement of objections sends a signal that the relevant companies may need to propose the so-called "remedies" to obtain approval for the joint venture. The European Commission has not specified which remedies the companies of this joint venture should offer to address its concerns, though remedies might include divestiture of certain assets for the benefit of other mobile and/or broadband operators, sharing network infrastructure or offering wholesale access to competitors, for instance.

The combination of the activities of Orange Spain and our Spanish subsidiaries would take the form of a 50-50 joint venture co-controlled by Orange and Lorca JVCo, with equal governance rights in the combined entity. The agreement between parties includes a right to trigger an initial public offering (IPO) under certain conditions for both parties after a defined period and, in such a scenario, an option for Orange to take control of the combined entity at IPO price.

This joint venture would provide services to more than 7 million fixed broadband customers and more than 20 million mobile customers and would create a sustainable player with the financial capacity and scale to continue investing to foster the future of infrastructure competition in Spain for the benefit of consumers and businesses. The joint venture, which will bring together complementary businesses, would lead to significant efficiency gains, allowing the combined entity to accelerate investments in FTTH and 5G. The new group resulting of this combination would lead the mobile and FTTH lines in the Spanish market.

If the Group obtain the approval of the competition authorities and other relevant administrative authorities, the integration process will be launched. Our Group expects to continue with the upward trend achieve in recent years, supported by a consolidated organisation and a multi-brand and multi-product commercial strategy focused on increasing the level of customer satisfaction.

Any relevant press release or public communication that our Group may receive from the European Commission will be notified to the MARF through the publication of a regulatory announcement (*Anuncio de Otra Información Relevante or OIR*).

2.10. Bidasoa Netco

In July 2022, through our subsidiary Euskaltel, we signed a sale and purchase agreement over the shares in EKT Cable y Telecomunicaciones, S.L. ("EKT Cable" or "Bidasoa Netco") with Bidasoa Aggregator, S.L ("Bidasoa Aggregator"). a consortium of Spanish investors consisting mainly of Asúa Inversiones, Beraunberri, Inveready and Onchena, who are committed to complement the deployment of a new fibre optic network in 1.2 million homes over the footprint of Euskaltel's cable network located in the Basque Country, Asturias and Galicia; this transaction does not include the fibre backbone and transmission network assets, which remain wholly owned by the our Group. Our Group will continue to provide operation and maintenance (O&M) services for this network, as well as transmission services, and Bidasoa Netco will serve customers of Euskaltel, R, Telecable and other brands of our Group, and it has an agreement to offer its fibre services also to Orange Spain.

The transaction was completed on July 27, 2022 upon compliance with the conditions precedent that the share purchase agreement provided for. Our Group simultaneously acquired a 49% shareholding in Bidasoa TopCo, S.L. ("Bidasoa TopCo"), a company which had been wholly owned by Bidasoa Aggregator until that time and which indirectly owned 100% of the share capital of Bidasoa BidCo, S.A. ("Bidasoa BidCo"), as company that purchased 100% of the shares in EKT Cable. Our Group has concluded that it has significant influence over Bidasoa TopCo (see note 11 of Lorca JVCo's audited consolidated financial statement for the year ended December 31, 2022).

By completing this sale of Bidasoa Netco, we obtained a total of around €580 million, out of which. €500 million was used to repay debt (in particular, a certain asset bridge facility dated March 26, 2021 and fully utilised by Lorca Finco on August 6, 2021) and Euskaltel itself reinvested part of the proceeds to acquire a minority stake of 49% in Bidasoa Netco, thus maintaining a significant commitment to the potential growth of this Bidasoa Netco.

This transaction has accelerated the availability of fibre optic services for Euskaltel, R and Telecable customers in order to increase their level of satisfaction and user experience, and will contribute to the growth of these brands in their territories in order to continue to lead the market in the Cantabrian coast.

Through this operation and once the deployment of the new fibre optic network has been completed, 100% of the 2.3 million homes that make up Euskaltel's current network footprint will be FTTH and will be able to enjoy the most advanced telecommunications services.

Once the roll-out is completed, Bidasoa Netco will operate a new network of 1.2 million Euskaltel fibre optic homes that will be compatible with the most advanced technologies.

The new fibre optic network will make it possible to enjoy the most innovative services with the possibility of accesses of up to 10 gigabytes, wifi 6 and television with Android deco. These advantages will translate, among other things, into excellent coverage of services in homes and greater browsing capacity with several connected devices.

The new fibre network, which has offered the best services in Spain according to the prestigious study by the French company nPerf carried out in the first half of 2021, uses FTTH technology, which accesses homes directly and allows symmetrical speeds (equal upload and download) throughout its length. It is the latest technology based on the XGS-PON standard, ready for the future, ideal for simultaneous teleworking, tele-training, video calls, streaming, gaming, etc. A system that enables accesses of up to 10 gigabytes, which means 4 times more download capacity than current technology and up to 8 times more upload capacity.

The Group and Bidasoa TopCo has entered into an agreement for the roll-out of a FTTH network which includes a bitstream contract formerly signed by our Group with other telecommunications operator. As a part of the transaction, our Group has received an IRU amounting to €15,883 thousand in order to be able to comply with the service commitments with other telecommunications operators. Additionally, during 2022 our Group has sold to the Bidasoa Netco 68 thousand BUs booked as inventories (see note 9 of Lorca JVCo's audited consolidated financial statement for the year ended December 31, 2022). Disposals of Right of use which a carrying amount of €30,984 thousand refers to the IRU sold to Bidasoa Netco as a part of the transaction.

Our Group will provide Bidasoa Netco with operating, maintenance, supply and transmission services. The transaction will not have an impact on our Group's own FTTH network footprint or on our Group's customer base since the existing customers on the sold network are maintained through the simultaneous signing of a 25-year bitstream services contract. In the context of this transaction, our Group is committed to guarantee a minimum amount of revenue to Bidasoa Netco in the event of not reaching certain volume of operations. As at December 31, 2022, the directors of Lorca JVCo have a reasonable expectation that any disbursement in connection with these commitments is not deemed probable.

With this operation, our Group confirms its investment project and prioritises the necessary investments in the Cantabrian coast, which will benefit consumers by speeding up the availability of new technologies and services.

2.11. Issuer's board of directors

The following table sets forth certain information regarding the members of the board of directors of the Issuer as at the date of this Information Memorandum:

Position	
Independent Director (Chairman)	
Chief Executive Officer	
Director	

The biography of the other members of the board of directors of Masmovil is as below:

Eduardo Diez-Hochleitner Rodríguez is the chairman of the board of directors of the Masmovil. Eduardo's career started at Dresdner Bank in Germany (1978-1980). Between 1982 and 1990, he held different positions in Banque Nationale de Paris in both Spain and France, the last position being that of general manager of Banexi, Spain. He was named general corporate manager of Grupo PRISA from 1990 to 2001 and was appointed as Iberian partner for the private equity firm Apax Partners from 2002 to 2006. He has also held various senior positions within the Norwegian media group Schibsted ASA, including as CEO of 20 Minutos from 2010 to 2012, vice-chairman of 20 Minutos from 2007 to 2010 and from 2012 to 2014 and was additionally appointed to the board of directors of Infojobs from 2010 to 2011. Eduardo is also a member of the board of directors of several companies such as Samaipata Ventures SGEIC, S.A., Gawa Capital Partners, S.L. and Global Impact Funds Management, S.à r.l. Eduardo has extensive experience as a board member, having previously sat on the boards of Boolino, Promotech Digital, Diario As, Everis, Apax Partners, Radical Technologies, Bodaclick, Màs Móvil Telecom 3.0, Canalmail, Kreab Gavin Anderson Iberia, B-Side Media and Imm Sound. He has also been a member of various advisory boards, including of, among others, The Global Steering Group for Impact Investment (GSG), NAB Spain, UnLtd Spain, y Amigos del Museo del Romanticismo, Kreab AB, Veronis Suhler Stevenson and La Nevera Roja. He holds a bachelor's degree in economics and business management from the Autonomous University of Madrid, Spain (1973-1978) and an MBA from IESE Business School, Spain (1980-82).

Meinrad Spenger is a director on the board of Lorca JVCo and MasMovil, and also the Group's Chief Executive Officer. Meinrad worked as a consultant for five years at McKinsey & Company, where he served as engagement manager, gaining not only extensive international experience in countries such as Austria, Germany, Italy and Spain, but also in several sectors such as the telecommunications sector. Meinrad was one of the co-founders of Masmovil Telecom 3.0, SA where he held the position of CEO until its integration with Masmovil. Meinrad holds a bachelor's degree in law from both the University of Graz, Austria and the University of Trieste, Italy. He also holds an MBA from the Instituto de Empresa (IE), Spain and the Italian Business School SDA Bocconi, Italy.

Jorge Quemada Sáenz-Badillos is a director on the board of Lorca JVCo and Masmovil and a partner at Cinven, where he is the head of the Madrid office. Jorge is also a member of the Business Services Sector team at Cinven and leads its Iberia regional team. Jorge has been involved in a number of transactions at Cinven, including Hotelbeds, Planasa, Prezioso, Tinsa, Ufinet and Ufinet International. Previously, Jorge worked for more than 13 years at 3i in Madrid and London. During the last four years he was a partner at 3i in Spain, where he worked on investments in the Iberian market. Previously, Jorge worked at Société Générale in the international division in Paris. Jorge has an MBA from INSEAD and an MA in economics and business administration from the Complutense University of Madrid and University of Paris.

Miguel Segura Martín is a member of the board of directors of Masmovil and a senior principal at Cinven. At Cinven, Miguel is a member of the TMT and Business Services teams. In addition to the acquisition of Masmovil, Miguel has participated in several transactions at Cinven, including in relation to Ufinet, Hotelbeds, Tinsa, Planasa, Spire and Ufinet Internacional. Before joining Cinven in 2012, Miguel worked at Grupo 3i in Madrid, where he was an associate and participated in various transactions in the TMT and consumer sectors. Miguel currently also is a director of Placin Midco S.a.r.l., Tigruti ITG, S.L., Ufinet Latam, S.L. and Cinven Spain, S.L.U. He holds a bachelor's degree in business administration from Carlos III University of Madrid, Spain and an MBA from Columbia Business School, United States.

Jorge Lluch Pauner is a member of the board of directors of Masmovil and a representative of KKR, where he is a member of the KKR's European Private Equity team. Jorge focuses on private equity investing in Spain and also works with specialized teams across all investment platforms in the region, including infrastructure, credit and real estate. He spent seven years at Advent International focusing on investments in Spain and the rest of Europe. Prior to Advent, Jorge worked at Morgan Stanley in its investment banking team. He holds an MA in management and finance as well as an MA in law from the Universidad Pontificia de Comillas (ICADE), Spain.

Cristina Serna García-Conde is a director on the board of Lorca JVCo and Masmovil. Cristina started her professional career in the field of M&A operations and debt restructuring at Blackstone Advisory Partners and later PJT Partners, based in London. Since 2018 she has been part of the KKR investment team in Europe in London and Madrid, participating in the portfolio management and execution of new private equity investments in different sectors and with a particular focus on Spain. She is also a member of the Board of Directors of Grupo Alvic. She holds a degree in business administration and management from ESADE, Spain.

Robert Sudo is a director on the board of Lorca JVCo and Masmovil, and a representative of Providence, where he is a managing director based in London. Robert is also a director of Ambassador Theatre Group, Bitė, CloserStill Media, HSE24 and Volia. Prior to joining Providence in 2004, Robert worked as an analyst at Goldman Sachs in its mergers and acquisitions and corporate finance teams. Robert received a diploma in business administration from HHL Leipzig Graduate School of Management, Germany.

Stefano Bosio is a director on the board of Lorca JVCo and Masmovil and part of the investment team at Providence Equity focusing on investments in the telecom, education, media and software space. He has been part of Providence's deal team for Masmovil since 2017, at the time of Providence's first investment in Masmovil. He was also involved in Providence's investment in Galileo Global Education in 2018, of which he was a board member until its sale in 2020. Prior to joining Providence, Stefano was part of the investment banking team at JP Morgan in London. Stefano holds a master's degree in management from ESCP, France.

2.12. Description of Certain Financing Arrangements

During the 2022 financial year, the Group maintained the same debt structure as in 2021, which is mainly composed of the following financing arrangements:

2.12.1. Original Senior Secured Long-Term Notes

Lorca Telecom Bondco, S.A.U. ("**Lorca Telecom Bondco**"), a wholly-owned subsidiary of Lorca Bidco as per the structure chart at section 2.7.2. (*Current shareholding structure and the Sponsors*) above, issued the following senior secured long-term notes under an indenture dated September 30, 2020 (the "**Original Senior Secured Long-Term Notes**"):

- (i) on September 30, 2020, €720,000,000 in aggregate principal amount of senior secured long-term notes due 2027; and
- (ii) on November 10, 2020, an additional €80,000,000 in aggregate principal amount of senior secured long-term notes due 2027.

The Original Senior Secured Long-Term Notes remain outstanding as of the date of this Information Memorandum.

2.12.2. New Senior Long-Term Notes

Within the sources of financing the acquisition of Euskaltel and refinancing the debt of Euskaltel and its subsidiaries in 2021, the following senior secured long-term notes were issued on October 13, 2021 (together, the "New Long-Term Notes"):

- (i) €1,550,000,000 in aggregate principal amount of additional Senior Secured Long-Term Notes due 2027 (the "New Senior Secured Long-Term Notes", and together with the Original Senior Secured Long-Term Notes, the "Senior Secured Long-Term Notes") issued by Lorca Telecom Bondco; and
- (ii) €500.0 million aggregate principal amount of senior long-term notes due 2029 (the "Senior Long-Term Notes") issued by Kaixo Bondco Telecom, S.A.U. ("Kaixo Bondco"), which is also a wholly-owned subsidiary of Lorca Bidco as per the structure chart at section 2.7.2. (Current shareholding structure and the Sponsors) above.

The New Senior Secured Long-Term Notes were issued under the original indenture dated September 30, 2020 among, inter alios, Lorca Telecom Bondco, Lorca Bidco, Lorca Holdco and Deutsche Trustee Company Limited as trustee (the "Trustee"), Deutsche Bank AG, London Branch as paying agent (the "Paying Agent") and Deutsche Bank Luxembourg S.A. as transfer agent and registrar (in such capacities, the "Transfer Agent" and "Registrar"), as supplemented on September 30, 2020, in a private transaction that was not subject to the registration requirements of the US Securities Act.

The Original Senior Secured Long-Term Notes, the New Senior Secured Long-Term Notes and any further Additional Senior Secured Long-Term Notes (as defined below) subsequently issued by Lorca Telecom Bondco will be treated as a single class for all purposes under the indenture that regulates these senior secured long-term notes, including without limitation, waivers, amendments, redemptions and offers to purchase.

On the other hand, Kaixo Bondco issued the Senior Long-Term Notes under a different indenture among, inter alios, Kaixo Bondco as issuer, Lorca Bidco, Lorca Holdco, the Trustee, the Paying Agent, the Transfer Agent and the Registrar, in a private transaction that was not subject either to the registration requirements of the US Securities Act.

The following is a brief, non-exhaustive summary of some material provisions of the New Long-Term Notes that we consider that might be of interest for a prospective investor in the Commercial Paper Notes and refers to a certain intercreditor agreement dated July 3, 2020 (as amended from time to time, including pursuant to an amendment and restatement agreement dated July 13, 2020), by and among, *inter alios*, Lorca Holdco as parent and

original debtor, Lucid Agency Services Limited as senior facility agent, and Lucid Trustee Services Limited as security agent, and to which, Lorca Telecom Bondco as Senior Secured Notes Issuer and the Senior Secured Notes Trustee acceded on September 30, 2020, and Kaixo Bondco as Senior Long-Term Notes Issuer acceded on March 26, 2021 (the "Intercreditor Agreement");

Maturity Date

- New Senior Secured Long-Term Notes: September 18, 2027.
- Senior Long-Term Notes: September 30, 2029.

Issue Date

October 13, 2021

Issue Price

- New Senior Secured Long-Term Notes: 100.000% plus accrued interest from September 15, 2021 to, but excluding, the Issue Date.
- Senior Long-Term Notes: 100.000%.

Interest Payment Date

Semi-annually in arrear on each of March 15 and September 15, commencing on March 15, 2022.

Ranking

The New Senior Secured Long-Term Notes will:

- be senior obligations of Lorca Telecom Bondco as issuer;
- be secured by certain first-ranking pledges;
- rank pari passu in right of payment with all of Lorca Holdco's existing and future debt
 that is not subordinated in right of payment to the New Senior Secured Long-Term Notes,
 including obligations in respect of the Existing Senior Secured Long-Term Notes and the
 Senior Long-Term Facilities Agreement (as defined below);
- rank senior in right of payment to all of Lorca Holdco's existing and future debt that is
 expressly subordinated in right of payment to the Senior Secured Long-Term Notes,
 including its obligations in respect of the Senior Long-Term Notes;
- be effectively subordinated to any existing and future indebtedness or obligation of Lorca Holdco and its subsidiaries (including obligations to trade creditors) that is secured by property or assets that do not constitute collateral, to the extent of the value of the property or assets securing such obligation or indebtedness; and
- be structurally subordinated to any existing and future indebtedness of subsidiaries of Lorca Holdco, including, among other subsidiaries, the Issuer of the Commercial Paper Notes (including obligations to trade creditors), other than Lorca Telecom Bondco, that do not guarantee the New Senior Secured Long-Term Notes.

The Senior Long-Term Notes will:

- be senior obligations of Kaixo Bondco as issuer, secured on a senior subordinated basis;
- rank pari passu in right of payment with all of Kaixo Bondco's existing and future debt
 that is not subordinated in right of payment to the Senior Long-Term Notes, including
 Kaixo Bondco's obligations in respect of the Senior Secured Long-Term Notes and the
 Senior Long-Term Facilities Agreement (as defined below);
- rank senior in right of payment to all of Lorca Holdco's future debt that is expressly subordinated in right of payment to the Senior Long-Term Notes;

- be effectively subordinated to any existing and future indebtedness or obligation of Lorca Holdco and its subsidiaries including, among other subsidiaries, the Issuer of the Commercial Paper Notes (including obligations to trade creditors) that are secured by liens ranking ahead of the liens securing the Senior Long-Term Notes or secured by property and assets that do not secure the Senior Long-Term Notes, including the Senior Secured Long-Term Notes and the Senior Long-Term Facilities Agreement, to the extent of the value of the property and assets securing such indebtedness or obligation; and
- be structurally subordinated to any existing and future indebtedness of subsidiaries of Lorca Holdco including, among other subsidiaries, the Issuer of the Commercial Paper Notes (including obligations to trade creditors), other than Kaixo Bondco, that do not guarantee the Senior Long-Term Notes.

Guarantees

The New Senior Secured Long-Term Notes are guaranteed on a senior secured basis and the Senior Long-Term Notes will be guaranteed on a senior subordinated basis, in each case by (i) Lorca Holdco, Lorca Finco plc and Lorca Bidco, and (ii) the Issuer of the Commercial Paper Notes (i.e. Masmovil), Masmovil Broadband, S.A.U., Xfera Móviles, S.A.U., Kaixo Telecom, S.A.U., Kaixo Bondco (in the case of the New Senior Secured Long-Term Notes) or Lorca Telecom Bondco (in the case of the Senior Long-Term Notes), Euskaltel and R Cable.

The Guarantors also guarantee the Senior Long-Term Facilities Agreement (as defined below) on a senior secured basis, *pari passu* with the guarantees granted in respect of the Senior Secured Long-Term Notes.

Ranking of the guarantees granted in respect of the Senior Secured Long-Term Notes

Each guarantee granted in respect of the New Senior Secured Long-Term Notes will:

- be a senior obligation of the relevant guarantor (therefore, senior obligations of the Issuer of the Commercial Paper Notes, inter alios);
- be secured by first-ranking pledges;
- rank pari passu in right of payment with all of that guarantor's existing and future
 indebtedness that is not subordinated in right of payment to the guarantee granted by such
 guarantor in respect of other long-term indebtedness, including obligations in respect of
 the Existing Senior Secured Long-Term Notes and the Senior Long-Term Facilities
 Agreement;
- rank senior in right of payment to any existing or future indebtedness of the relevant guarantor that is subordinated in right of payment to the guarantee such guarantor has granted, including, other than for Kaixo Bondco as issuer of the Senior Long-Term Notes, its obligations in respect of the Senior Long-Term Notes;
- rank effectively senior to any existing and future unsecured indebtedness of that Guarantor (therefore, senior obligations of the Issuer of the Commercial Paper Notes, inter alios), to the extent of the value of the collateral that is available to satisfy the obligations under the guarantees granted in respect of the long-term notes;
- be effectively subordinated to any existing and future indebtedness of that Guarantor (including obligations to trade creditors) that is secured by property or assets that do not do not constitute collateral, to the extent of the value of the property and assets securing such obligations or indebtedness; and
- be structurally subordinated to any existing and future indebtedness or other obligations
 of that Guarantor's subsidiaries (including obligations to trade creditors) that do not
 guarantee the New Senior Secured Long-Term Notes.

Ranking of the guarantees granted in respect of the Senior Long-Term Notes

Each guarantee granted in respect of the Senior Long-Term Notes will:

- be a senior subordinated obligation of the relevant guarantor (therefore, senior obligations of the Issuer of the Commercial Paper Notes, inter alios);
- be subordinated in right of payment to all of that guarantor's existing and future indebtedness that ranks senior to the guarantee granted by such guarantor in respect of the Senior Long-Term Notes, including that guarantor's obligations in respect of the Senior Secured Long-Term Notes and the Senior Long-Term Facilities Agreement;
- rank pari passu in right of payment with any of that guarantor's existing and future senior subordinated indebtedness;
- rank senior in right of payment with any of that guarantor's future indebtedness that is expressly subordinated to such guarantee;
- be effectively subordinated to any existing and future indebtedness of that guarantor (including obligations to trade creditors) that is secured by property or assets that do not secure that guarantor's guarantee, to the extent of the value of the property and assets securing such obligation or indebtedness; and
- be structurally subordinated to any existing and future indebtedness or other obligations
 of that guarantor's subsidiaries (including obligations to trade creditors) that do not
 guarantee the Senior Long-Term Notes.

Collateral

Collateral in respect of the Senior Secured Long-Term Notes

Subject to the Intercreditor Agreement and certain "Agreed Security Principles", any limitations set out in the relevant security documents, the applicable perfection requirements and any permitted collateral liens, the Existing Senior Secured Long-Term Notes, the New Senior Secured Long-Term Notes and the guarantees granted in respect of the New Senior Secured Long-Term Notes will be, secured on an equal and rateable first-priority basis by:

- an English law debenture and supplemental debenture granted by each of Lorca Finco and Lorca Holdco relating to their respective material assets (including any material structural intercompany receivables); and
- an English law share charge and supplemental share charge over the shares of Lorca Finco,
- a Spanish law share pledge over the shares in Lorca Bidco, Lorca Telecom Bondco, Masmovil (*i.e.* the issuer of the Commercial Paper Notes), Lyca (currently merged with Xfera Móviles, S.A.U.), Masmovil Broadband, S.A.U., Lorca Bondco, Kaixo Bondco, Xfera Móviles, S.A.U., Euskaltel and R Cable;
- a Spanish law bank account pledge over the material operating bank accounts of guarantor, including, but not limited to, Lorca Bidco, Lorca Telecom Bondco, Xfera Móviles, S.A.U., Kaixo Bondco and Euskaltel; and
- a Spanish law pledge over (i) the credit rights or the payables owed to Lorca Bondco
 as issuer of the Senior Secured Long-Term Notes by Lorca Finco pursuant to the
 agreement by which the proceeds of the Senior Secured Long-Term Notes were loaned
 to Lorca Finco and (ii) certain credit rights or payables owed to Masmovil by Xfera
 Móviles, S.A.U.,
- a Spanish law pledge over any material structural intercompany loans made by it to another guarantor (including, a Spanish law pledge over the credit rights or the payables owed to Kaixo Bondco by Lorca Finco pursuant to the agreement by which the proceeds of the Senior Long-Term Notes were loaned to Lorca Finco);

- in the case of each guarantor incorporated in England and Wales (if any), security over its material assets; and
- in the case of each other guarantor, security over any shares held by it in another company being a guarantor.

The collateral under these security interests will also secure the senior secured guarantee given by Lorca Telecom Bondco and Kaixo Bondco in favour of Lorca Finco's obligations under and the guarantors' obligations under the Senior Long-Term Facilities Agreement, certain hedging obligations and certain other future indebtedness permitted to be incurred and secured.

Subject to the Intercreditor Agreement, the Agreed Security Principles, any limitations set out in the Senior Long-Term Notes Indenture and in the relevant security documents, the applicable perfection requirements and permitted collateral liens, the Senior Long-Term Notes and the guarantees granted in respect of the Senior Long-Term Notes will be secured on a junior priority basis by (i) a Spanish law share pledge over the shares in Lorca Bidco and in Kaixo Bondco, (ii) a Spanish law bank account pledge over the material operating bank accounts of Kaixo Bondco, and (iii) a Spanish law pledge over the credit rights or the payables owed to Kaixo Bondco by Lorca Finco pursuant to the agreement by which the proceeds of the Senior Long-Term Notes were loaned to Lorca Finco (the "Shared Collateral").

These Shared Collateral also secure the liabilities under the Senior Secured Long-Term Notes and the Senior Long-Term Facilities Agreement, any Operating Facilities (as defined and designated pursuant to the Intercreditor Agreement), and certain hedging agreements.

Pursuant to the distribution waterfall provisions of the Intercreditor Agreement, upon an enforcement of the Shared Collateral, the proceeds thereof will be distributed to the holders of the Senior Secured Long-Term Notes, the creditors under the Senior Long-Term Facilities Agreement and other senior secured creditors ahead of the holders of the Senior Long-Term Notes.

Moreover, the Senior Long-Term Notes Indenture allow to incur additional secured debt that pursuant to the Intercreditor Agreement may rank senior to the Senior Long-Term Notes but junior to the obligations under the Senior Secured Long-Term Notes and the Senior Long-Term Facilities Agreement.

The security over the aforesaid collateral, including the Shared Collateral, are limited as necessary to recognize certain limitations arising under or imposed by local law and defences generally available to providers of collateral (including those that relate to fraudulent conveyance or transfer, voidable preference, financial assistance, corporate purpose or benefit, capital maintenance or similar laws, regulations or defences affecting the rights of creditors generally) or other considerations under applicable law.

In particular, security over the aforesaid collateral, including the Shared Collateral do not, and will not, cover those obligations or liabilities which, if granted, will constitute an infringement of Spanish financial assistance laws in accordance with Articles 143.2 and 150 of the Spanish Companies Act.

The aforesaid security interests may be released under certain circumstances. Subject to the indenture that regulates the terms and conditions of the Senior Secured Long-Term Notes and to the Intercreditor Agreement, the collateral may be pledged to secure future indebtedness.

Change of Control

Upon the occurrence of certain events defined as constituting a change of control triggering event in the indentures that regulate the terms and conditions of the Senior Secured Long-Term and of the Senior Long-Term Notes, Lorca Bondco as issuer of the Senior Secured Long-Term Notes and Kaixo Bondo as issuer of the Senior Long-Term Notes, as the case

may be, may be required to offer to repurchase all outstanding the New Senior Secured Long-Term Notes and the Senior Secured Long-Term Notes, respectively, at a purchase price in cash equal to 101% of the principal amount thereof on the date of purchase plus accrued and unpaid interest to the date of purchase. A change of control triggering event, however, will not be deemed to have occurred if a specified consolidated net leverage ratio is not exceeded in connection with such event.

Optional Redemption

New Senior Secured Long-Term Notes

On or after September 30, 2023, Lorca Bondco as issuer of the Senior Secured Long-Term Notes will be entitled at its option to redeem all or a portion of the New Senior Secured Long-Term Notes at the applicable redemption prices plus accrued and unpaid interest and additional amounts, if any, to the redemption date.

Senior Long-Term Notes

On or after September 30, 2024, Kaixo Bondco as issuer of the Senior Long-Term Notes will be entitled at its option to redeem all or a portion of the Senior Long-Term Notes at the applicable redemption prices plus accrued and unpaid interest and additional amounts, if any, to the redemption date.

Prior to September 30, 2024, Kaixo Bondco will be entitled at its option to redeem all or a portion of the Senior Long-Term Notes at a redemption price equal to 100% of the principal amount of the Senior Long-Term Notes plus the applicable "make-whole" premium and accrued and unpaid interest and additional amounts, if any, to the redemption date.

Prior to September 30, 2024, Kaixo Bondco may redeem up to 10% of the aggregate principal amount of the Senior Long-Term Notes originally issued (including the aggregate principal amount of any additional Senior Long-Term Notes issued) in each twelve-month period commencing on their issue date at a redemption price equal to 103% of the principal amount of the Senior Long-Term Notes so redeemed, plus accrued and unpaid interest and additional amounts, if any.

Prior to September 30, 2024, Kaixo Bondco may redeem, at its option on one or more occasions, up to 40% of the aggregate principal amount of the Senior Long-Term Notes (including the aggregate principal amount of any additional Senior Long-Term Notes issued) at a redemption price equal to 105.125% of the principal amount of Senior Long-Term Notes so redeemed, plus accrued and unpaid interest and additional amounts, if any, with the net cash proceeds from certain equity offerings so long as at least 50% of the original principal amount of the Senior Long-Term Notes (excluding any additional Senior Long-Term Notes), issued under the indenture regulating the Senior Long-Term Notes remain outstanding.

Certain Covenants

The indentures that regulate both the Senior Secured Long-Term Notes and the Senior Long-Term Notes will limit, among others, the ability of Lorca Holdco and its subsidiaries (including Masmovil Ibercom, inter alios) to:

- incur or guarantee additional indebtedness and issue certain preferred stock;
- pay dividends on, redeem or repurchase its capital stock;
- make certain restricted payments;
- make certain investments;
- create or permit to exist certain liens;
- impose restrictions on the ability of its subsidiaries to pay dividends or make other payments to Lorca Holdco;
- merge or consolidate with other entities, or make certain asset sales;

- enter into certain transactions with affiliates;
- impair the security interests for the benefit of the holders of the Senior Secured Long-Term Notes or the Senior Long-Term Notes, as applicable; and
- guarantee certain indebtedness.

Each of these covenants are subject to significant exceptions and qualifications.

Certain of the covenants and events of default will be suspended if and for as long as, and the security interests in respect of the collateral securing the Senior Secured Long-Term Notes and in respect of the Shared Collateral securing the Senior Long-Term Notes will be released if we achieve investment grade ratings.

2.12.3. Senior Long-Term Facilities Agreement

Overview

On July 3, 2020, Lorca Holdco entered into a €2.70 billion senior secured term and revolving facilities agreement between, among others, Banco Santander, S.A., Barclays Bank PLC, BNP Paribas Fortis SA/NV, Crédit Agricole Corporate and Investment Bank, Sucursal en España, Deutsche Bank AG, London Branch, Mizuho Bank, Ltd. and Morgan Stanley Bank International Limited as mandated lead arrangers and Lucid Agency Services Limited as agent (the "Agent") and Lucid Trustee Services Limited as security agent (the "Security Agent") (as amended, restated, supplemented or otherwise modified from time to time, the "Senior Long-Term Facilities Agreement").

The Senior Long-Term Facilities Agreement provided a term loan facility of up to €2.20 billion (the "Facility B1") to Lorca Bidco and Lorca Finco as borrowers and a revolving facility of up to €500 million (the "RCF1", and together with Facility B1, the "Original 2020 Facilities") to the borrowers. Facility B1 was fully drawn on September 18, 2020 to part fund the acquisition of Masmovil.

On 26 March 2021, the Original 2020 Facilities were amended and restated to establish a term loan facility of up to €800 million, subsequently increased to €1,000 million ("Facility B2") and a revolving facility of up to €250 million ("RCF2", and together with RCF1, the "RCF") to the borrowers. Facility B2 was fully drawn on August 6, 2021 to part fund the acquisition of Euskaltel. As at December 31, 2022, both the RCF 1 and the RCF 2 were undrawn and, therefore, fully available to the relevant borrowers thereunder.

Repayments and prepayments

Repayment of the TLB is due on September 18, 2027.

Repayment of loans drawn under the RCF and related interest payments will be due and payable at the end of the interest period for each loan. The applicable interest period is selected in the relevant utilisation request or selection notice and will either be one week or one, three or six months subject to certain exceptions.

On a change of control or sale of all or substantially all of the assets of the Group, a lender may, by notice to the Obligors' Agent and on the first Business Day falling at least 60 days after such notice, cancel all of its commitments and declare all outstanding amounts owed to it due and payable provided that such request is made within 30 days of the date of the Agent's receipt of the notification from the Obligors' Agent that such change of control or sale has occurred.

In addition, the Senior Long-Term Facilities Agreement requires that, in respect of each financial year of Lorca Holdco, a mandatory prepayment of loans under the TLB is made in an amount equal to a percentage of excess cash flow (net of a minimum threshold amount and the amount of any voluntary prepayments made during such financial year and amounts reinvested in the business of the Group within certain time limits and certain other permitted uses of such amounts) which percentage decreases as the Group's Senior Secured Leverage

Ratio (as defined below) decreases.

Guarantees

The Senior Long-Term Facilities Agreement is guaranteed by Lorca Holdco, Lorca Telecom Bondco and certain other subsidiaries of our Group, namely Lorca Finco, Lorca Bidco, Masmovil (i.e. the Issuer under the Commercial Paper Notes), Lyca (currently merged with Xfera Móviles, S.A.U.)., Masmovil Broadband, S.A.U., Xfera Móviles, S.A.U., Euskaltel and R Cable

The Senior Long-Term Facilities Agreement requires that, subject to agreed security principles as set out in the Senior Long-Term Facilities Agreement, each member of the Group which:

- (a) is incorporated in England and Spain; and
- (b) is a "Material Subsidiary" (which is generally defined under the Senior Long-Term Facilities Agreement to include, among others, any wholly owned restricted subsidiary of Lorca Holdco incorporated in a Security Jurisdiction that has earnings before interest, tax, depreciation and amortization representing 5% or more of consolidated EBITDA of the Group), will be required to become a guarantor under the Senior Long-Term Facilities Agreement within 60 days of the delivery of the Group's annual audited consolidated financial statements for the relevant year showing that such subsidiary is a Material Subsidiary such that the guarantors represent at least 80% of the consolidated EBITDA of the Group (excluding the EBITDA of any member of the Group not required to become a Guarantor in accordance with the agreed security principles).

Security

Subject to the agreed security principles, several subsidiaries of our Group being Guarantors under the Senior Long-Term Facilities Agreement have granted or will grant security interests on a first priority basis (to the extent legally possible) in favour of the Security Agent over certain assets as described below:

- (a) in the case of each borrower and/or guarantor incorporated in Spain:
 - (i) security over any shares held by it in another borrower and/or guarantor;
 - (ii) any material operating bank accounts held by it; and
 - (iii) any material structural intercompany loans made by it to another borrower and/or guarantor;
- in the case of each borrower and/or guarantor incorporated in England and Wales, security over its material assets; and
- (c) in the case of each other borrower and/or guarantor, security over any shares held by it in a borrower and/or guarantor.

Financial covenant

With respect to the RCF only, the Senior Long-Term Facilities Agreement requires that the sum of certain outstanding senior secured net indebtedness of the Group to the consolidated EBITDA of the Group in respect of each relevant period (the "Senior Secured Leverage Ratio") shall not be greater than 8.00:1.00, provided that:

(a) this financial covenant is only to be tested if on the last day of the applicable relevant period, the amount drawn by way of loan under the RCF (including any additional revolving facilities under the Senior Long-Term Facilities Agreement) (less cash and cash equivalents and any proceeds of any RCF loan used to fund any original issue discount) is equal to or greater than 40% of the aggregate of the commitments under the

- RCF (including any additional revolving facilities under the Senior Long-Term Facilities Agreement) at that time; and
- (b) with respect to the TLB, failure to satisfy the financial covenant ratio shall not (or be deemed to) constitute or result in a breach of any representation, warranty, undertaking or an event of default.

Lorca Holdco is permitted to prevent or cure breaches of the net leverage covenant by applying a "cure" amount (generally, amounts received by Lorca Holdco in cash pursuant to any new equity or permitted subordinated debt) as if consolidated EBITDA had been increased by such amount. There is no requirement to apply any cure amount in prepayment of the TLB. No more than two different cure amounts may be taken into account in any financial year and no more than five different cure amounts may be taken into account prior to the original termination date of the TLB.

2.12.4. Euskaltel Commercial Paper Notes

On March 14, 2022, Euskaltel registered a short-term, unsecured and unguaranteed commercial paper notes program with MARF (the "Euskaltel Commercial Paper Notes Programme").

The Euskaltel Commercial Paper Notes Programme provides for the issuance of up to €200.0 million aggregate principal amount of notes with a tenor between three (3) Business Days and seven hundred and thirty (730) calendar days (that is, twenty four (24) months).

Under the Euskaltel Commercial Paper Notes Programme, Euskaltel can issue multiple series of notes during a period of one year from the date of the publication of the Euskaltel Commercial Paper Notes Programme (that is, until March 14, 2023). The notes issued under the Euskaltel Commercial Paper Notes Programme are governed by Spanish law and payable in full upon maturity.

As of October 20, 2023, Euskaltel had €113.5 million of short-term, unsecured and unguaranteed outstanding commercial paper notes under the Euskaltel Commercial Paper Notes Programme, and it intends to renew the Euskaltel Commercial Paper Notes Programme upon its expiration in March 2023 or, alternatively, increase the maximum amount under the Issuer's Programme.

2.12.5. Financing arrangements for the proposed combination of businesses in Spain with Orange

The proposed transaction with Orange Spain described in section 2.9. above is supported by a \in 6.6 billion non-recourse debt package that will finance, among other things, a \in 5.85 billion payment up-streamed to the Orange Group and MASMOVIL shareholders. This distribution to the shareholders will be asymmetric as it also embeds an equalization payment in favour of Orange to reflect the different levels of indebtedness of the two standalone businesses. This debt package is mainly comprised of bank debt, provided by a large pool of banks. Our Group's existing debt will remain in place. Post-closing, the financial policy agreed between Orange and Lorca JVCo includes a leverage target of 3.5x net debt/EBITDA ratio to facilitate an IPO of the joint venture in the medium term.

In the event that the proposed transaction with Orange Spain is not closed for whatever reason, the aforesaid debt package will not be utilised by our Group, with no cancelation costs or fees.

2.13. Summary of Financial Information

The summary financial information presented below should be read in conjunction with the information contained in the historical consolidated financial information and accompanying notes thereto appearing elsewhere in this Information Memorandum.

2.13.1. Lorca JVCo's Consolidated EBITDA, Reported EBITDA and Adjusted EBITDA

At December 31, 2022, our Group presents consolidated revenue and Reported EBITDA figures of $\[\in \] 2,894$ million and $\[\in \] 1,152$ million, respectively. Adjusted EBITDA reaches $\[\in \] 1,199$ million and consolidated profit before tax of $\[\in \] 421$ million. The ratio of Reported EBITDA to revenue is 40% and 41% to Adjusted EBITDA.

	December 31, 2021
443,577	189,200
(25,720)	(61,667
363,830	242,817
930,199	680,878
1,711,886	1,051,228
(2,058)	(5,796
10,508	10,018
(1,361)	3,033
1,465	169
(715)	1,061
24,513	780
3,485	
(595,391)	1
1,152,332	1,060,493
47,340	93,270
(333)	(205,130
1,199,339	948,633
	443,577 (25,720) 363,830 930,199 1,711,886 (2,058) 10,508 (1,361) 1,465 (715) 24,513 3,485 (595,391) 1,152,332 47,340 (333)

(*) Integration, migration and other expenses relates to indemnities, incentive plans, contributions made to the Euskaltel Foundation and expenses for advisory services related to non-recurring projects. For the year ended December 31, 2022, other expenses also included certain costs incurred for advisory services in connection with the Euskaltel acquisition and costs related to the JV project.

EBITDA Earnings before interest, taxes, depreciation and amortisation.

Reported EBITDA: Reported EBITDA is calculated on the basis of EBITDA, adjusted for financial income, the stock option appreciation rights plan, lease interest, other financial expenses, variation in the fair value of financial instruments, exchange differences, impairment and profit /loss on disposals of financial instruments and the results of equity-method companies. The purpose of reported EBITDA is to present the Group's business earnings or losses. Reported EBITDA excludes non-cash variables which may vary significantly depending on the accounting policies applied. Amortisation/ depreciation is a non-monetary variable and therefore of limited interest to investors.

Adjusted EBITDA: Adjusted EBITDA is reported EBITDA less integration and migration costs and profit / loss on fixed asset disposals.

2.13.2. Lorca JVCo's consolidated financial statements for the Group

A) Consolidated statement of profit or loss and other comprehensive income

Thousand Euro	December 31, 2022	December 31, 2021		
Revenue	2,894,216	2,465,019		
Other operating income	249,436	83,679		
Supplies	(1,185,817)	(958,326)		
Employee benefits expenses	(131,395)	(109,195)		
Depreciation and amortisation expenses	(930,199)	(680,878)		
(Impairment) and gain/(loss) from disposals of assets	333	205,130		
Other operating expenses	(674,441)	(625,814)		
Result from loss of control of a subsidiary	595,391	-		
Operating income	817,524	379,615		
Finance income	2,058	5,796		
Finance expenses	(374,338)	(252,835)		
Change in fair value of financial instruments	1,361	(3,033)		
Exchange differences	(1,465)	(169)		
(Impairment) and gain/(loss) from disposal of financial instruments	715	(1,061)		
Net finance expense	(371,669)	(251,302)		
Share of net loss of associates and joint ventures accounted for using the equity method	(24,513)	(780)		
Income before income tax	421,342	127,533		
Income tax credit	25,720	61,667		
Profit for the year from continuing operations	447,062	189,200		
Loss for discontinued operations after tax	(3,485)	_		
Profit for the year	443,577	189,200		
Profit/(loss) for the year attributable to:				
Equity holders of the Parent Company	443,744	188,866		
Non-controlling interests	(167)	334		
Profit for the year	443,577	189,200		
•				

B) Consolidated statement of financial position

Thousand Euro	December 31, 2022	December 31, 2021
Assets		
Goodwill	4,470,529	4,466,008
Intangible assets	3,151,323	3,518,685
Property, plant and equipment	1,949,456	1,995,628
Rights of use	216,017	228,454
Costs of obtaining contracts with customers	189,560	133,145
Contract assets	47,593	44,961
Investments accounted for using the equity method	147,096	61,753
Derivative financial instruments	24,701	-
Other investments	35,354	14,014
Prepayments for non-current assets	84,512	54,949
Deferred tax assets	122,669	94,814
Total non-current assets	10,438,810	10,612,411
Inventories	14,411	33,038
Trade and other receivables	400,216	422,103
Costs of obtaining contracts with customers	157,388	88,545
Contract assets	111,173	99,609
Current tax assets	6,541	14,944
Derivative financial instruments	2,013	-
Other investments	30,624	70,504
Prepayments for current assets	32,306	22,492
Cash and cash equivalents	26,973	152,495
Assets classified as held for sale	215,856	21,581
Total current assets	997,501	925,311
Total assets	11,436,311	11,537,722
Equity		
Share capital	20,512	20,512
Share premium	2,030,662	2,030,662
Retained earnings	554,333	87,816
Other reserves	21,086	-
Equity attributable to equity holders of the Parent	2,626,593	2,138,990
Non-controlling interests		(622)
	(206)	
Total equity Liabilities	2,626,387	2,138,368
Loans and borrowings	3,098,824	3,576,371
Derivative financial instruments	3,096,624	836
Other payables	172,102	211,089
Lease liabilities	176,641	188,193
Other financial liabilities	2,804,394	2,875,888
Provisions	80,191	128,670
Trade and other payables	66,046	55,563
Government grants	7,904	5,483
Deferred tax liabilities	-	34,243
Other non-current liabilities	225,992	217,502
Total non-current liabilities	6,632,094	7,293,838
	·	7,273,030
Liabilities related to non-current assets held for sale	143,857	-
Loans and borrowings	100,370	16,337
Current income tax liabilities	14,612	10,490
Other payables	295,764	367,875
Lease liabilities	45,678	46,360
Other financial liabilities	316,986	415,412
Trade and other payables	1,210,446	1,193,854
Provisions	50,117	55,188
Total current liabilities	2,177,830	2,105,516
Total liabilities	8,809,924	9,399,354
Total equity and liabilities	11,436,311	11,537,722

C) Consolidated statement of cash flows

Thousand Euro	<u>December 31, 2022</u>	December 31, 2021
Cash flow from operating activities		
Profit for the year from continuing operations	447,062	189,200
Loss for the year from discontinued operations	(3,485)	-
Profit /(loss) for the year	443,577	189,200
Adjustments for:	ŕ	
Depreciation and amortisation expenses	930,199	680,878
Impairment losses from trade receivables	56,899	45,382
Exchange differences	1,465	169
Change in fair value of financial instruments	(1,361)	3,033
Change in provisions	6,543	1,636
Government grants recognised	(765)	(1,305)
Release to profit or loss of costs of obtaining contracts with customers	147,028	47,410
Transfer to profit or loss of contract assets	159,564	126,905
Impairment and Gain on disposal of non-current assets	(333)	(225,432)
Impairment and result from disposals of financial instruments	(596,106)	20,302
Finance income	(2,058)	(5,796)
Finance expenses	374,338	252,835
Share of net loss of associates and joint ventures accounted for using the		· ·
equitymethod	24,513	780
Other income and expenses	10,312	43,295
Income tax credit	(25,720)	(61,667)
Changes in working capital		
- Assets classified as held for sale	(50,418)	(14,839)
- Inventories	18,627	(18,742)
- Trade and other receivables	(35,013)	(94,156)
- Cost of obtaining contracts with customers	(272,286)	(222,081)
- Contract assets	(173,760)	(164,738)
- Other assets	(35,928)	(62,058)
- Trade and other payables	(22,170)	87,668
- Provisions	(60,093)	(45,638)
Cash flow from operating activities	897,054	583,041
Interest paid	(301,503)	(159,746)
Income tax received/paid	(29,746)	(48,542)
Net cash flow from operating activities	565,805	374,753
Cash flow from investing activities		
Proceeds from sale of intangible assets	31,863	14,368
Proceeds from sale of financial assets	25,911	600
Proceeds from sale of property, plant and equipment	64,918	313,006
Proceeds from disposal of subsidiaries	579,250	, -
Payments for acquisition of financial assets	(4,484)	-
Payments for acquisition of property, plant and equipment	(469,543)	(292,678)
Payments for acquisition of intangible assets	(196,123)	(357,575)
Acquisition of subsidiaries, net of cash and cash equivalents	(87,614)	(1,937,676)
Net cash flow used in investing activities	(55,822)	(2,259,955)
Cash flow from financing activities	(66,622)	(2,20),00)
Proceeds from issue of share capital	_	1,136
Proceeds from bank borrowings	1,611,937	3,933,449
Proceeds from government grants	3,186	3,733,117
Proceeds from other financial liabilities	-	2,558,283
Payments for lease liabilities including interest	(59,875)	(44,091)
Payments for bank borrowings	(2,004,100)	(3,979,764)
Payment for other financial liabilities	(186,653)	(512,701)
Net cash flow from financing activities	(635,505)	1,956,312
Net increase in cash and cash equivalents	(125,522)	71,110
Cash and cash equivalents at the beginning of the period	152,495	81,385
	· · · · · · · · · · · · · · · · · · ·	
Cash and cash equivalents at December 31	26,973	<u>152,495</u>

2.12.3. Issuer's individual financial statements

A) Individual Balance Sheets

ssets Thousand Euro	2022	2021
Intangible assets	932	1,448
Computer software	932	1,448
Property, plant and equipment	2,354	2,701
Land and buildings	496	516
Other tangible fixed assets	53	98
Under construction	71	
Network equipmen	1,734	2,087
Non-current investments in group companies and associates	2,014,441	2,023,396
Equity instruments	1,933,545	1,946,981
Loans to companies	78,278	76,415
Derivatives	2,618	
Non-current financial investments	5,080	1,075
Equity instruments	5,080	1,075
Deferred tax assets	21,004	21,471
Total non-current assets	2,043,811	2,050,091
Trade and other receivables	16,152	14,353
Trade receivables	501	121
Trade receivables from group companies and associates	14,417	6,933
Tax Asset		6,059
Public entities, other	1,234	1,240
Current investments in group companies and associates	151,979	137,495
Loans to companies	151,295	137,495
Derivatives	684	
Current investments	2,120	23
Deposits and bonds	23	23
Short-term loans	2,097	
Prepaymant for current assets	4,913	4,291
Cash and cash equivalents	208	97
Total current assets	175,372	156,259
Total assets		2,206,350

abilities Thousand Euro	2022	2021	
Equity _	(180,248)	(109,701)	
Capital	2,613	2,613	
Share premium	185,330	185,330	
Reserves and negative results from previous years	(297,644)	(238,287)	
Profit/(loss) for the period	(70,547)	(59,357)	
Adjustments for changes in value	2,542		
Hedging transactions	2,542		
Total equity	(177,706)	(109,701)	
Non-current payables	536	42,262	
Other debts	536	613	
Other financial liabilities		41,649	
Group companies and associates, non-current	2,163,322	2,029,287	
Deferred tax liabialities	847		
Total non-current liabilities	2,164,705	2,071,549	
Current payables	153,777	197,793	
Other financial liabilities	153,777	197,793	
Group companies and associates, current	49,563	13,896	
Trade and other payables	28,432	32,813	
Suppliers	10	4,518	
Trade payables from group companies and associates	6,941	853	
Other payables	21,268	27,088	
Personnel (salaries payable)	137	322	
Public entities, other	76	32	
Provisions	412		
Total current liabilities	232,184	244,502	
Total equity and liabilities	2,219,183	2,206,350	

B) Individual Income Statement

	2022	2021
Thousand Euro		
Revenue	55,375	50,029
Work carried out by the company for assets	71	65
Supplies	(45,999)	(42,154)
Merchandise used	(45,933)	(42,081)
Subcontracted work	(66)	(73)
Other operating income	6,454	3,020
Personnel expenses	(389)	(1,152)
Salaries and wages	(343)	(1,101)
Employee benefits expense	(46)	(51)
Other operating expense	(6,457)	(29,165)
Amortisation and depreciation	(933)	(1,731)
Non-financial and other capital grants		61
Other results	(1)	(5,431)
Operating profit/(loss)	8,121	(26,458)
Financial income	695	334
Marketable securities and other financial instruments	695	334
Other	695	334
Financial expense	(98,437)	(48,786)
Group companies and associates	(95,449)	(47,500)
Other	(2,988)	(1,286)
Exchange gains/(losses)	(2)	(2)
Impairment and gains/(losses) on disposal of financial instruments	(3,808)	-
NET FINANCE INCOME/(EXPENSE)	(101,552)	(48,454)
PROFIT/(LOSS) BEFORE INCOME	(93,431)	(74,912)
Income tax expense	22,884	15,555
PROFIT/(LOSS) FOR THE PERIOD	(70,547)	(59,357)

C) Individual statement of cash flows

	2022	2021
Profit/(loss) for the period	(70,547)	(59,357)
Income and expense recognised directly in equity		
Grants, donations and bequests received		(59)
Hedging of cash flows	3,389)
Tax effect	(847)	15
Total income and expense recognised directly in equity	2,542	(44)
Total recognised income and expense	(68,005)	(59,401)
	2022	2021
Cash flow from operating activities	(05.511)	(=
Profit((loss) for the period before tax	(93,341)	(74,912)
Adjustments for	(870)	48,110
Amortisation and depreciation	933	1,731
Valuation adjustments for impairment Grants recognised in the income statement	(3)	(61)
Finance income	(1,863)	(61) (2,344)
Finance expense	63	48,786
Changing differences	-	(2)
Changes in operating assets and liabilities	63,363	(78,750)
Trade and other receivables	(1,796)	(123,995)
Other current assets	(622)	416
Trade and other payables	(4,851)	44,829
Other current liabilities Other non-current assets and liabilities	57,548 12,614	-
Other cash flows from operating activities	-	(48,944)
Interests paid	-)	(48,944)
Cash flows from in operating activities	(31,408)	(154,496)
Cash flows from investing activities		
Cash flows from investing activities Payments for investments	(73,135)	(1,576,438)
Investments in group companies	(66,962)	(1,576,189)
Intangible assets	-	(38)
Property, plant an equipment	(71)	(209)
Other financial assets	(2,097)	(2)
Cash proceeds from the merger (note 5) Proceeds from sale of investments	(4,005)	(1.075)
Other financial assets		(1,075) (1,075)
Cash flow from/used in investing activities	(73,135)	(1,577,513)
Cool Governo Commission and the		
Cash flows from financing activities Proceeds from and payments for equity instruments	_	(57)
Grants, donations and bequests received	-	(57)
Proceeds from and payments for financial liability instruments	104,654	1,731,624
Issue	•	•
Group companies and associates	53,162	2,044,193
Other debts	412	42,216
Redemption and repayment of Debt with financial institutions		(330,478)
Group companies and associates	92,729	(330,478)
Bonds and other marketable securities	(41,649)	(24,308)
	` ' '	` ' '

Cash flows from/used in financing activities	104,654	1,731,567
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	111	(442)
Cash and cash equivalents at beginning of period	97	539
Cash and cash equivalents at end of period	208	97

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3. FULL NAME OF THE SECURITIES ISSUE

Commercial Paper Programme MASMOVIL 2023.

4. PERSONS RESPONSIBLE

Mr. Meinrad Spenger, acting on behalf of and representing MASMOVIL IBERCOM, S.A.U. (in this document, indistinctly, "MASMOVIL", "MASMOVIL IBERCOM S.A.U.", the "Company" or the "Issuer" and together with the companies that belong to its group for the purposes of commercial law, the "MASMOVIL Group" or the "Group"), in his capacity of Chief Executive Officer (CEO), is responsible for the entire content of this Information Memorandum, pursuant to the authorisation granted by the Issuer's Board of Directors on October 27, 2023.

Mr. Meinrad Spenger hereby declares that the information contained in this Information Memorandum is, to the best of his knowledge and after executing the reasonable diligence to ensure that it is as stated, compliant with the facts and does not suffer from any omission that could affect its contents.

5. DUTIES OF THE REGISTERED ADVISOR OF MARF

Banca March, S.A. is a Spanish corporation (*sociedad anónima*) with tax identification code A-07004021, registered with the Commercial Registry of Baleares in volume 410, book 334, sheet PM-644, with registered office at Avenida Alejandro Rosselló, 8 07002 Palma de Mallorca ("Banca March"), which has been admitted as a registered advisor (asesor registrado) of MARF pursuant to operative instruction (*instrucción operativa*) 8/2014.

Masmovil has appointed Banca March as the Issuer's registered advisor (asesor registrado) in the MARF (the "Registered Advisor").

In accordance with this appointment, Banca March has undertaken to cooperate with the Issuer so that it can comply with the obligations and duties that the Issuer will assume when incorporating each issuance of Commercial Paper under the Programme into MARF as multilateral trading facility, acting as specialist liaison between both MARF and the Issuer, and as a means to facilitate the insertion and development of the same under the new securities trading regime.

In accordance with its duties and responsibilities, Banca March must provide MARF with any periodic information that MARF may require and, on the other hand, MARF may require as much information as it may deem necessary regarding the actions to be carried out by Banca March and its obligations as Registered Advisor, MARF being authorized to perform as many actions as necessary, where appropriate, in order to verify the information that has been provided.

In this regard, it should be noted that, at all times as long as there are outstanding Commercial Paper, the Issuer must have a designated Registered Advisor registered with the "Market Registered Advisor Registry" (Registro de Asesores Registrados del Mercado).

Banca March, as Registered Advisor of the Issuer, will provide the Issuer with the following advisory services:

- (i) advice on the admission (*incorporación*) to trading on MARF of the Commercial Paper issued under the Programme;
- (ii) advice on the compliance with any obligations and duties that the Issuer may have as a result of its participation in the MARF;
- (iii) advice on compiling and submitting the financial and business information required by MARF regulations; and
- (iv) advice on ensuring that the information produced by the Issuer complies with the requirements of MARF regulations.

As Registered Advisor, Banca March with respect to the request for the admission (*incorporación*) to trading on MARF of the Commercial Paper:

- (i) has verified that the Issuer meets all the requirements that MARF regulations provide for in order to obtain the admission (*incorporación*) to trading of the Commercial Paper as securities;
- (ii) has assisted the Issuer in the preparation of this Information Memorandum, has reviewed all the information provided by the Issuer to MARF in connection with the request for the admission (incorporación) to trading on MARF of the Commercial Paper, and has verified that the information delivered meets all the requirements of applicable regulations and does not leave out any relevant information that could lead to confusion among potential investors.

Once the Commercial Paper is admitted to trading on MARF, the Registered Advisor:

- (i) will review the information that the Issuer produces and submits to MARF either periodically or on a one-off basis, and will verify that this information meets the requirements concerning contents and deadlines set out in the applicable regulations;
- (ii) will advise the Issuer on the events that might affect the fulfilment of the obligations assumed by the Issuer when including the Commercial Paper to trading on MARF, as well as the best way to deal with such events in order to avoid any breach of said obligations;
- (iii) will report to MARF any events that might represent a breach by the Issuer of its obligations in the event the Registered Advisor identifies any potential breach of material obligations that has not been cured by the Issuer following the Registered Advisor's advice; and
- (iv) will manage, answer and deal with any queries and requests for information that MARF may require regarding the situation of the Issuer, progress of its business, the level of compliance with its obligations and any other data that MARF may deem relevant.

For these purposes, the Registered Advisor will carry out the following actions:

- (i) will maintain regular and necessary contact with the Issuer and will analyse any exceptional situations that may arise or occur with regard to the evolution of the price, trading volumes and other relevant circumstances related to the trading of the Commercial Paper;
- (ii) will sign any declarations which, in general, have been set out in the regulations as a consequence of the admission (*incorporación*) to trading of the Commercial Paper on MARF, as well as with regard to the information required from companies with securities being traded on MARF; and
- (iii) will forward to MARF, without delay, the communications received in response to queries and requests for information the latter may send.

6. MAXIMUM OUTSTANDING BALANCE

The maximum nominal aggregate amount of the Programme of Commercial Paper Notes is three hundred million euros (€300,000,000).

This amount is understood as the maximum outstanding balance of all the Commercial Paper Notes issued at any given time during the term of the Programme pursuant to this Information Memorandum.

7. DESCRIPTION OF THE TYPE AND CLASS OF THE SECURITIES. NOMINAL VALUE.

The Commercial Paper Notes (*pagarés* in Spanish) are securities with an implicit positive, zero or negative yield, so that their return (positive, zero or negative) results from the difference between the subscription or acquisition price and the redemption price, with no right to receive a periodic coupon.

The Commercial Paper Notes issued and outstanding at any given time represents a debt for the Issuer and will be reimbursed at maturity at their face value.

An ISIN (International Securities Identification Number) code will be assigned to each issuance of Commercial Paper that has the same maturity date.

Each Commercial Paper will have a nominal value of one hundred thousand euros (\in 100,000), meaning that the maximum number of issuances of Commercial Paper in circulation at any given time will not exceed three thousand (3,000).

8. GOVERNING LAW OF THE SECURITIES

The Commercial Paper Notes are securities issued in accordance with the Spanish legislation applicable to the Issuer and to the Commercial Paper as securities (*valores*).

In particular, the Commercial Paper Notes will be issued pursuant to the Spanish Act on Capital Markets and Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) (the "**Spanish Securities Markets Act**", as defined above), in accordance with its current wording and with any other related regulations.

This Information Memorandum is the one required in Circular 2/2018 of MARF, on admission (*incorporación*) and removal of securities on the Alternative Fixed-Income Market.

The courts and tribunals of the city of Madrid will have exclusive jurisdiction to settle any disputes arising from or in connection with the Commercial Paper (including disputes regarding any non-contractual obligation arising from or in connection with the Commercial Paper).

9. REPRESENTATION OF THE SECURITIES THROUGH BOOK ENTRIES

The Commercial Paper Notes to be issued under the Programme will be represented by book entries (*anotaciones en cuenta*), as set out in the mechanisms for trading on MARF for which admission of the Commercial Paper Notes is required.

The party in charge of the accounting records is Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("**Iberclear**"), with registered office at Madrid, Plaza de la Lealtad, 1, together with its participating entities, pursuant to article 8 of the Spanish Securities Markets Act and Royal Decree 878/2015, of 2 October, on the clearing, settlement and recording of transferable securities represented in book-entry form, on the legal regime of the central securities depositaries and central counterparties, and on the transparency requirements for issuers of securities admitted to trading in a regulated market (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*), as amended by Royal Decree 827/2017, of 1 September, and Royal Decree 1464/2018, of 21 December.

10. CURRENCY OF THE ISSUE

The Commercial Paper Notes issued under the Programme will be denominated in Euros.

11. CLASSIFICATION OF THE COMMERCIAL PAPER: ORDER OF PRIORITY

Any issuance of Commercial Paper under the Programme will not be secured by any *in rem* guarantees (*garantias reales*) or guaranteed by any personal guarantees (*garantias personales*).

Principal and interest amounts owed by the Issuer under the Commercial Paper will be unsecured, but the Issuer will be liable for any amount with its total net worth (*responsabilidad personal universal*). Therefore, the payment obligations of the Issuer under the Commercial Paper shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all other present and future

unsecured and unsubordinated obligations of the Issuer.

For the purposes of priority, should the Issuer file for insolvency, the investors are behind any privileged creditors that the Issuer has on that date pursuant to the classification and order of priority of credits set out in the Insolvency Law.

12. DESCRIPTION OF THE RIGHTS INHERENT TO THE SECURITIES AND THE PROCEDURE TO EXERCISE SUCH RIGHTS. METHOD AND TERM FOR PAYMENT AND DELIVERY OF THE SECURITIES

In accordance with the applicable legislation, the Commercial Paper Notes issued under the Programme will not grant the investors any present or future political rights over the Issuer.

The economic and financial rights of the investor associated to the subscription (or acquisition) and holding of the Commercial Paper will be those arising from the conditions of the nominal interest rate, yields and redemption prices with which the notes are issued, as specified in sections 13, 14 and 16 below.

The date of disbursement of the Commercial Paper will be the same as the date of issuance, and the effective value of the Commercial Paper will be paid to the Issuer by the relevant Dealers (as this term is defined in section 15 below) or by the investors, as the case may be, through the Paying Agent (as defined in section 15 below), in its capacity as paying agent, in the account specified by the Issuer on the relevant date of issuance of Commercial Paper.

In all cases each Dealer or, as the case may be, the Issuer, will issue a nominative and non-negotiable certificate of acquisition regarding the Commercial Paper in which said Dealer has collaborated in its placement or in which the investors have acquired the Commercial Paper Notes directly from the Issuer, as applicable. This document will provisionally give evidence of the subscription of the Commercial Paper until the appropriate book entry (anotación en cuenta) is registered, which will grant its holder the right to request the relevant legitimacy certificate (certificado de legitimación).

Furthermore, the Issuer will report the disbursement to MARF and Iberclear through the relevant certificate.

13. ISSUE DATE. TERM OF THE PROGRAM

The term of validity of the Programme is one (1) year from the date of incorporation of this Information Memorandum with MARF.

As the Programme is a continuous type, the Commercial Paper Notes may be issued and subscribed on any day during its term of validity. However, the Issuer reserves the right not to issue new Notes when it deems such action appropriate pursuant to the cash needs of the Issuer or because it finds more favourable financing conditions.

The issue date and disbursement date of the Commercial Paper Notes will be indicated in the complementary certificates (*certificaciones complementarias*) produced at the time of each issuance. The issue date, disbursement and admission (*incorporación*) of the Commercial Paper may not fall after the expiration date of this Information Memorandum.

14. NOMINAL INTEREST RATE. INDICATION OF THE YIELD AND CALCULATION METHOD

The annual nominal interest for the Commercial Paper Notes will be set in each issuance.

The Commercial Paper will be issued at the interest rate agreed by and between Banca March, S.A., Banco Bilbao Vizcaya Argentaria, S.A., Banco de Sabadell, S.A., Banco Santander, S.A., CaixaBank, S.A., Norbolsa, S.V., S.A., PKF Attest Capital Markets, A.V., S.A. and Beka Finance, S.V., S.A. (for these purposes, the "**Dealers**" and each individually a "**Dealer**") and the Issuer, or, as the case may be, agreed

between the Issuer and the investors. The yield shall be implicit in the subscription or acquisition price of the Commercial Paper Notes issued at a particular issuance, considering that the Commercial Paper Notes will be reimbursed on the maturity date at their face value.

The price at which the relevant Dealer transfers the Commercial Paper Notes to third parties will be the rate freely agreed between the relevant dealer and the interested investors.

As the Commercial Paper Notes are securities issued at a discounted subscription price (*al descuento*) and with an implicit yield, the cash amount to be paid out by each investor (effective value) varies in accordance with the nominal interest rate and term agreed.

Therefore, the cash amount (effective value) of the Commercial Paper Notes can be calculated by applying the following formulas:

• When the Commercial Paper Notes are issued for a maximum term of 365 days:

$$E = \frac{N}{1 + i \times \frac{d}{365}}$$

• When the Commercial Paper Notes are issued for more than 365 days:

$$E = \frac{N}{(1+i)365}$$

where:

N = nominal amount of the Commercial Paper Notes.

E = cash amount (effective value) of the Commercial Paper Notes.

d = number of days from the issue date until maturity date.

i = nominal interest rate, expressed as a decimal.

A table is included hereafter to help the investor, including the effective value scenarios for different rates of interest and redemption periods, and there is also a column showing the variation of the effective value of the Commercial Paper Notes by increasing such period in 10 days.

[see table in the following page]

EFFECTIVE VALUE OF A COMMERCIAL PAPER WITH A NOMINAL VALUE OF €100,000 (Less than one year term)

		7 DAYS			14 DAYS			30 DAYS			60 DAYS	
Nominal rate (%)	Subscripti on price (euros)	IRR/AER (%)	+10 days (euros)	Subscription price (euros)	IRR/AER (%)	+10 days (euros)	Subscription price (euros)	IRR/AER (%)	+10 days (euros)	Subscription price (euros)	IRR/AER (%)	+10 days (euros)
0,25	99.995,21	0,25	-6,85	99.990,41	0,25	-6,85	99.979,46	0,25	-6,85	99.958,92	0,25	-6,84
0,50	99.990,41	0,50	-13,69	99.980,83	0,50	-13,69	99.958,92	0,50	-13,69	99.917,88	0,50	-13,67
0,75	99.985,62	0,75	-20,54	99.971,24	0,75	-20,53	99.938,39	0,75	-20,52	99.876,86	0,75	-20,49
1,00	99.980,83	1,00	-27,38	99.961,66	1,00	-27,37	99.917,88	1,00	-27,34	99.835,89	1,00	-27,30
1,25	99.976,03	1,26	-34,22	99.952,08	1,26	-34,20	99.897,37	1,26	-34,16	99.794,94	1,26	-34,09
1,50	99.971,24	1,51	-41,06	99.942,50	1,51	-41,03	99.876,86	1,51	-40,98	99.754,03	1,51	-40,88
1,75	99.966,45	1,77	-47,89	99.932,92	1,76	-47,86	99.856,37	1,76	-47,78	99.713,15	1,76	-47,65
2,00	99.961,66	2,02	-54,72	99.923,35	2,02	-54,68	99.835,89	2,02	-54,58	99.672,31	2,02	-54,41
2,25	99.956,87	2,28	-61,55	99.913,77	2,27	-61,50	99.815,41	2,27	-61,38	99.631,50	2,27	-61,15
2,50	99.952,08	2,53	-68,38	99.904,20	2,53	-68,32	99.794,94	2,53	-68,17	99.590,72	2,53	-67,89
2,75	99.947,29	2,79	-75,21	99.894,63	2,79	-75,13	99.774,48	2,78	-74,95	99.549,98	2,78	-74,61
3,00	99.942,50	3,04	-82,03	99.885,06	3,04	-81,94	99.754,03	3,04	-81,72	99.509,27	3,04	-81,32
3,25	99.937,71	3,30	-88,85	99.875,50	3,30	-88,74	99.733,59	3,30	-88,49	99.468,59	3,29	-88,02
3,50	99.932,92	3,56	-95,67	99.865,93	3,56	-95,54	99.713,15	3,56	-95,25	99.427,95	3,55	-94,71
3,75	99.928,13	3,82	-102,49	99.856,37	3,82	-102,34	99.692,73	3,82	-102,00	99.387,34	3,81	-101,38
4,00	99.923,35	4,08	-109,30	99.846,81	4,08	-109,13	99.672,31	4,07	-108,75	99.346,76	4,07	-108,04
4,25	99.918,56	4,34	-116,11	99.837,25	4,34	-115,92	99.651,90	4,33	-115,50	99.306,22	4,33	-114,70
4,50	99.913,77	4,60	-122,92	99.827,69	4,60	-122,71	99.631,50	4,59	-122,23	99.265,71	4,59	-121,34

EFFECTIVE VALUE OF A COMMERCIAL PAPER WITH A NOMINAL VALUE OF €100,000

			(Less tha	n one year term)			(Equa	I to one year t	erm)	(More	than one year	erm)
	90 DAYS			180 DAYS			365 DAYS			731 DAYS		
Nominal rate (%)	Subscripti on price (euros)	IRR/AER (%)	+10 days (euros)	Subscription price (euros)	IRR/AER (%)	+10 days (euros)	Subscription price (euros)	IRR/AER (%)	+10 days (euros)	Subscription price (euros)	IRR/AER (%)	+10 days (euros)
0,25 0,50	99.938,39 99.876,86	0,25 0,50	-6,84 -13,66	99.876,86 99.754,03	0,25 0,50	-6,83 -13,63	99.750,62 99.502,49	0,25 0,50	-6,81 -13,56	99.501,19 99.006,10	0,25 0,50	-6,81 -13,53
0,75	99.815,41	0,75	-20,47	99.631,50	0,75	-20,39	99.255,58	0,75	-20,24	98.514,69	0,75	-20,17
1,00	99.754,03	1,00	-27,26	99.509,27	1,00	-27,12	99.009,90	1,00	-26,85	98.026,93	1,00	-26,72
1,25	99.692,73	1,26	-34,02	99.387,34	1,25	-33,82	98.765,43	1,25	-33,39	97.542,79	1,25	-33,19
1,50	99.631,50	1,51	-40,78	99.265,71	1,51	-40,48	98.522,17	1,50	-39,87	97.062,22	1,50	-39,58
1,75	99.570,35	1,76	-47,51	99.144,37	1,76	-47,11	98.280,10	1,75	-46,29	96.585,19	1,75	-45,90
2,00	99.509,27	2,02	-54,23	99.023,33	2,01	-53,70	98.039,22	2,00	-52,64	96.111,66	2,00	-52,13
2,25	99.448,27	2,27	-60,93	98.902,59	2,26	-60,26	97.799,51	2,25	-58,93	95.641,61	2,25	-58,29
2,50	99.387,34	2,52	-67,61	98.782,14	2,52	-66,79	97.560,98	2,50	-65,15	95.175,00	2,50	-64,37
2,75	99.326,48	2,78	-74,28	98.661,98	2,77	-73,29	97.323,60	2,75	-71,31	94.711,79	2,75	-70,37
3,00	99.265,71	3,03	-80,92	98.542,12	3,02	-79,75	97.087,38	3,00	-77,41	94.251,96	3,00	-76,30
3,25	99.205,00	3,29	-87,55	98.422,54	3,28	-86,18	96.852,30	3,25	-83,45	93.795,46	3,25	-82,15
3,50	99.144,37	3,55	-94,17	98.303,26	3,53	-92,58	96.618,36	3,50	-89,43	93.342,27	3,50	-87,93
3,75	99.083,81	3,80	-100,76	98.184,26	3,79	-98,94	96.385,54	3,75	-95,35	92.892,36	3,75	-93,64
4,00	99.023,33	4,06	-107,34	98.065,56	4,04	-105,28	96.153,85	4,00	-101,21	92.445,69	4,00	-99,28
4,25 4,50	98.962,92 98.902,59	4,32 4,58	-113,90 -120,45	97.947,14 97.829,00	4,30 4,55	-111,58 -117,85	95.923,26 95.693,78	4,25 4,50	-107,02 -112,77	92.002,23 91.561,95	4,25 4,50	-104,85 -110,35

Given the different types of issues that will applied throughout the Commercial Paper Programme, we cannot predetermine the internal rate of return (IRR) for each investor.

In any case, for the Commercial Paper Notes with a term of 365 days or less, it will be determined in accordance with the following formula:

$$i = \left[\left(\frac{N}{E} \right)^{365/a} - 1 \right]$$

where:

i = effective annual interest rate, expressed as a decimal.

N = nominal amount of the Commercial Paper Notes.

E = cash amount (effective value) at the time of subscription or acquisition.

d = number of calendar days between the issue date (inclusive) and the maturity date (exclusive).

Regarding the Commercial Paper with a term exceeding 365 days, the IRR is equal to the nominal rate of the Commercial Paper set out in this section.

If the Commercial Paper Notes are originally subscribed by the Dealers in order to have the relevant Notes transferred to the investors, the price at which each Dealers may transfer the Commercial Paper Notes will be freely agreed among the relevant Dealer and investors, which may not be the same as the issue price.

15. DEALERS, PAYING AGENT AND DEPOSITARY ENTITIES

The entities that initially collaborate in the Programme and in the placement of the Commercial Paper under each issuance (the "**Dealers**" and each of them a "**Dealer**") are the following:

- 1. Banca March, S.A. ("Banca March")
 - Tax Identification Number: A-07004021
 - Registered office: Av. Alejandro Rosselló, 8, 07002 Palma de Mallorca
- 2. Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA")
 - Tax Identification Number: A-48265169
 - Registered office: Plaza San Nicolás 4, 48005 Bilbao
- 3. Banco de Sabadell, S.A. ("Banco Sabadell")
 - Tax Identification Number: A-08000143
 - Registered office: Avda. Óscar Esplá, 37, 03007 Alicante
- 4. Banco Santander, S.A. ("Santander")
 - Tax Identification Number: A-39000013
 - Registered office: Paseo de Pereda, 9-12, 39004 Santander
- 5. CaixaBank, S.A. ("CaixaBank")
 - Tax Identification Number: A-08663619
 - Registered office: calle Pintor Sorolla, 2-4 46002 Valencia

6. Norbolsa, S.V., S.A. ("Norbolsa")

• Tax Identification Number: A-48403927

• Registered office: Plaza de Euskadi, 5, 26th floor, 48001 Bilbao (Bizkaia)

7. PKF Attest Capital Markets, A.V., S.A. ("PKF")

Tax Identification Number: A-86953965

• Registered office: calle Orense 81, 7th floor, 28020 Madrid

8. BEKA FINANCE, S.V., S.A. ("Beka")

Tax Identification Number: A-79203717

• Registered office: calle Serrano 88, Planta 6, 28006 Madrid

A collaboration agreement for the placement (*contrato de colaboración en la colocación*) has been entered into by the Issuer and each of the Dealers for the Programme, including the possibility to sell the Commercial Paper Notes to third parties.

The Issuer reserves the right to appoint new Dealers under the Programme. In the case that a new Dealer is appointed by the Issuer, it will be promptly communicated to MARF through the publication of a regulatory announcement (*Anuncio de Otra Información Relevante or OIR*).

Banca March will also act as paying agent (the "Paying Agent"). By acting under the paying agency agreement executed with the Issuer and in connection with the Commercial Paper Notes, the Paying Agent will act solely as agent of the Issuer and will not assume any obligations towards or relationship of agency or trust for or with any of the holders of the Commercial Paper Notes. Notice of any change of the entity acting as Paying Agent will be promptly communicated to MARF by means of a regulatory announcement (Anuncio de Otra Información Relevante or OIR).

Although Iberclear will be the entity in charge of the book-keeping (*registro contable*) of the accounting records corresponding to the Commercial Paper Notes, the investors must note that we, as Issuer, have not designated any depository entity for the Commercial Paper Notes. Each subscriber or acquirer of the Commercial Paper Notes must appoint, among Iberclear's participating entities, the entity that will act as depositary of the Commercial Paper Notes held by such investor.

Any holder of the Commercial Paper Notes who does not have, directly or indirectly through its custodians, a participating account with Iberclear may participate in the Commercial Paper Notes through bridge accounts maintained by each of Euroclear Bank, SA/NV or Clearstream Banking, Société Anonyme, Luxembourg, as appropriate.

16. REDEMPTION PRICE AND PROVISIONS REGARDING MATURITY OF THE SECURITIES. DATE AND METHODS OF REDEMPTION

The Commercial Paper Notes issued under a particular issuance made under the Programme will be redeemed at their face value on the maturity date indicated in the terms and conditions of each issuance, withholding the relevant amount according to tax regulations if such withholding is applicable.

The Commercial Paper issued under the Programme may have a redemption period of between three (3) Business Days and seven hundred and thirty (730) calendar days (twenty-four (24) months). "**Business Day**" means: a day on which the T2 (real time gross settlement system) operated by Eurosystem or any successor thereto is operating, except from those days that, in spite of being business days according to T2, are holidays in the city of Madrid.

Considering that the Commercial Paper Notes will be traded on MARF, their redemption will take place pursuant to the operating rules of the clearance system of MARF, so that, on maturity date, the nominal amount of the relevant Notes is paid to their legitimate holder. The Paying Agent does not take any liability

whatsoever regarding any investor's expected reimbursement from the Issuer on the maturity date of the relevant Commercial Paper Notes held by each investor.

17. VALID TERM TO CLAIM THE REIMBURSEMENT OF THE PRINCIPAL

In accordance with article 1,964.2 of the Spanish Civil Code, actions to request the reimbursement of the face value of the Commercial Paper Notes may be exercised by each relevant investor during five (5) years from the date on which the Commercial Paper Notes held by such investor become due.

18. MINIMUM AND MAXIMUM ISSUE PERIOD

As previously stated, during the validity term of this Information Memorandum the Commercial Paper issued may have a redemption period of between three (3) Business Days and seven hundred and thirty (730) calendar days (that is, twenty four (24) months).

19. EARLY REDEMPTION

Any Commercial Paper Notes issued under the Programme will not include an early redemption option for the Issuer (*call*) or for the holder of the Commercial Paper Notes (*put*). Notwithstanding the foregoing, the Issuer may redeem the Commercial Paper Notes that the Issuer can hold or possess for any legitimate title prior to the relevant maturity date

20. RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES

In accordance with current legislation, there are no specific or generic restriction on the free transferability of the Commercial Paper Notes that will be issued under the Programme.

21. TAXATION OF THE SECURITIES

In accordance with the provisions set out in current Spanish legislation, the Commercial Paper Notes are classified as **financial assets with implicit yield**.

Therefore, the general tax regime in force in Spain at any given time for issues of financial assets with implicit yield will apply to the Commercial Paper Notes issued under the Programme.

Income from the Commercial Paper Notes is considered to be income from movable capital and subject to Personal Income Tax (*Impuesto sobre la Renta de las Personas Físicas*) (the "PIT"), Corporate Income Tax (*Impuesto sobre Sociedades*) (the "CIT") and Non-residents Income Tax (*Impuesto sobre la Renta de no Residentes*) (the "NRIT") and to its withholding system, under the terms and conditions set out in the respective regulatory laws and other rules that implement said taxes.

For illustrative purposes only, the main pieces of Spanish tax legislation at the time this Information Memorandum is published are the following:

(i) Law 35/2006, of November 28, on Personal Income Tax and partial amendment of the laws on Corporate Tax, Non-residents Income Tax and Wealth (Ley 35/2006, de 28 de noviembre, del Impuesto sobre la Renta de las Personas Físicas y de modificación parcial de las leyes de los Impuestos sobre Sociedades, sobre la Renta de no Residentes y sobre el Patrimonio) (the "PIT Law"), as well as those contained in articles 74 et seq. of Royal Decree 439/2007, of March 30, which approves the regulation on Personal Income Tax and modifies the regulations on Pension Funds and Plans approved through Royal Decree 304/2004, of February 20 (Real Decreto 439/2007, de 30 de marzo, por el que se aprueba el Reglamento del Impuesto sobre la Renta de las Personas Físicas y se modifica el Reglamento de Planes y Fondos de Pensiones, aprobado por Real Decreto

- 304/2004, de 20 de febrero) (the "PIT Regulation");
- (ii) Law 27/2014, of November 27, on Corporate Tax Law (Ley 27/2014, de 27de noviembre, del Impuesto sobre Sociedades) (the "CIT Law") as well as articles 60 et seq. of the Corporate Income Tax regulations approved through Royal Decree 634/2015, of July 10 (Reglamento del Impuesto sobre Sociedades aprobado por el Real Decreto 634/2015, de 10 de julio) (the "CIT Regulation");
- (iii) Royal Legislative Decree 5/2004, of March 5, which approves the recast text of the Non-residents Income Tax law (Real Decreto Legislativo 5/2004, de 5 de marzo, por el que se aprueba el texto refundido de la Ley del Impuesto sobre la Renta de no Residentes) (the "NRIT Law") and those contained in Royal Decree 1776/2004, of July 30, which approves the regulations in respect of Non-residents Income Tax (Real Decreto 1776/2004, de 30 de julio por el que se aprueba el Reglamento del Impuesto sobre la Renta de no residentes) (the "NRIT Regulation");
- (iv) Law 19/1991, of June 6, on the Wealth Tax (Ley 19/1991, de 6 de junio, del Impuesto sobre el Patrimonio);
- (v) Law 38/2022 of December 27, introducing temporary taxation of energy and of credit institutions and financial credit establishments which also creates a temporary solidarity tax on large fortunes (the "Tax on Large Fortunes Law"); and
- (vi) Law 29/1987, of December 18, on the Inheritance and Gift Tax (Ley 29/1987, de 18 de diciembre, del Impuesto sobre Sucesiones y Donaciones) (the "I> Law") and its regulations contained in Royal Decree 1629/1991, of 8 November.

This section of the Information Memorandum summarizes the tax regime applicable to the acquisition, ownership and, if only, subsequent transfer of the offered Commercial Paper Notes. All this without prejudice to any regional tax regimes that may be applicable, particularly those corresponding to the historic territories of the Basque Country and of the Regional Community of Navarre, or any other regimes that could be applicable due to the specific features of the relevant investor.

As a general rule, in order to dispose of or obtain reimbursement of financial assets with implicit yield that are subject to a withholding at source at the time of transfer, redemption or reimbursement, prior acquisition of the same must be substantiated through a notary public or by financial institutions obliged to perform withholdings. The price of the transaction must also be certified. The financial institutions through which the payment of interest is made or which intervene in the transfer, redemption or reimbursement of securities are obliged to calculate the returns attributable to the securities holder and notify this to both the holder of the security as well as to the relevant tax authorities. The tax authorities must also be notified of those persons taking part in the aforementioned transactions.

This section of the Information Memorandum does not intend to be a comprehensive description of all tax considerations that may be relevant for a decision to acquire the Commercial Paper Notes, nor does it seek to cover the tax consequences applicable to all categories of investors, some of which (e.g. financial institutions, corporate income tax exempt entities, collective investment institutions, superannuation funds, cooperatives, etc.) may be subject to special rules.

Consequently, any prospective investor interested in acquiring the Commercial Paper Notes must consult and get advice from its own tax advisors or lawyers who could give such prospective investor personalized advice in view of such investor's specific circumstances.

Likewise, any investors and prospective investors should take into consideration potential changes in legislation or its criteria of interpretation.

21.1. INVESTORS THAT ARE INDIVIDUALS WITH TAX RESIDENCE ON SPANISH TERRITORY

21.1.1. Personal Income Tax (PIT)

In general, income from movable capital (*rentas de capital*) obtained from the Commercial Paper Notes by individuals that are tax resident in Spain subject to withholding tax at the current rate of 19%. The withholding carried out may be deducted against the PIT's payable amount, giving rise, where appropriate, to the tax returns provided for in the current legislation.

Furthermore, the difference between the subscription or acquisition value of the Commercial Paper Notes and their transfer, redemption, swap or reimbursement value will be considered as an implicit income from movable capital and will be included in the taxable savings base for the financial year in which the sale, redemption or reimbursement takes place. Tax will be paid at the rate in force at any given time, which is currently 19% up to ϵ 6,000, 21% from ϵ 6,000.01 to ϵ 50,000 euros,23% from ϵ 50,000.01 ϵ 50,000.01 up to ϵ 200,000 and 26% from 201,000.01 upwards.

In order to carry out the transfer or reimbursement of the assets, the prior acquisition of the same must be certified by notaries public or financial institutions obliged to perform the withholding, and the price at which the transaction was carried out must be evidenced. The issuer cannot perform reimbursement when the holder fails to substantiate such status through the opportune certificate of acquisition.

In general, the implicit yield derived from the investments in commercial paper by individuals that are resident on Spanish territory are subject to withholding tax at source, as interim payment of Personal Income Tax at the current rate of 19%. The withholding carried out will be deductible from the Personal Income Tax amount, giving rise, where appropriate, to the tax rebates provided for in current legislation.

In the case of returns obtained through transfer, the financial institution acting on behalf of the transferring party will be obliged to make the withholding at source.

In the case of returns obtained through reimbursement, the entity obliged to make the withholding will be the issuer or the financial institution responsible for the transaction.

Similarly, to the extent that the securities are subject to application of the tax regime set out in Additional Provision One of Law 10/2014, of June 26, governing the legal system, supervision and solvency of credit institutions (*Ley* 10/2014, *de* 26 *de junio*, *de ordenación*, supervisión y solvencia de entidades de crédito) (the "Law 10/2014") the reporting regime set out in article 44 of Royal Decree 1065/2007, of July 27, will apply pursuant to the wording given in Royal Decree 1145/2011, of July 29.

In case the Additional Provision One of Law 10/2014 was not applicable, or applying, the amortization or redemption period of the Commercial Paper was higher than 12 months, the general reporting obligations would be applicable.

21.1.2. Wealth Tax and Temporary Solidarity Tax on Large Fortunes

Any individual with tax residence in Spain and hold securities representing the transfer to third parties of own capital traded on organized markets are liable for Wealth Tax on his or her total net assets as at December 31 of each calendar year, irrespective of where their properties are located or where their rights can be exercised.

This Wealth Tax is levied in accordance with the provisions of the IP Law which, for these purposes, provides for a minimum exempt amount per taxpayer of EUR 700,000 and a scale of marginal tax rates which range from 0.2 percent to 3.5 percent, without prejudice to the specific legislation approved, where appropriate, by each Spanish Autonomous Community, so any prospective investor in Commercial Paper Notes must consult and get advice from his or her own tax advisers.

Spanish individuals subject to Spanish Wealth Tax filing obligations will be obliged to include reference (in the corresponding tax form) to the Commercial Paper Notes yearly owned at December 31. The Commercial Paper Notes should be reported at their average market value during the last quarter of the

year. The Spanish Ministry of Finance and Taxation publishes annually such market value for the purposes of the Spanish Wealth Tax.

The Temporary Solidarity Tax on Large Fortunes applies at the State level (Autonomous Communities do not have competences) in 2022 and 2023 (payable in 2023 and 2024 correspondingly) as a complementary tax to Wealth Tax charged on net assets in excess of €3,000,000 at rates up to 3.5%. Any Wealth Tax paid will be deductible on the Temporary Solidarity Tax on Large Fortunes.

21.1.3. Inheritance and Gift Tax (IGT)

Any individual with tax residence in Spain who acquires ownership or other rights over any Commercial Paper Notes by inheritance, gift or legacy will be subject to the IGT in accordance with the applicable Spanish regional or State rules (subject to any regional tax exemptions being available to each individual). The applicable effective tax rates can range currently between 0% and 81.6% subject to any specific regional rules, depending on relevant factors (such as previous net wealth, family relationship among transferor and transferee or applicable tax laws approved by the relevant Autonomous Region where the relevant individual is resident for tax purposes).

21.2. INVESTORS THAT ARE ENTITIES WITH TAX RESIDENCE IN SPAIN

21.2.1. Corporate Income Tax (CIT)

Income derived from the transfer, redemption, exchange or reimbursement of the Commercial Paper Notes will be subject to CIT at the general flat tax rate of 25% in accordance with the rules established for this tax.

Such income will be exempt from withholding tax on account of CIT provided that the Commercial Paper Notes (i) are registered by way of book-entries (*anotaciones en cuenta*); and (ii) are traded on a Spanish official secondary market of securities (such as AIAF) or on multilateral trading facility such as MARF.

If this exemption was not applicable, this income would be subject to Spanish withholding tax at the rate currently in force of 19%. Withheld amounts may be credited against entities' final CIT liability. However, no withholding on account of CIT will be imposed on income derived from the redemption or repayment of the Commercial Paper Notes provided that the requirements set forth in Law 10/2014 and article 44 of Royal Decree 1065/2007 are met, including that the entities that are members to Iberclear that have the Commercial Paper Notes registered in their securities account on behalf of third parties, as well as the entities that manage the clearing systems located outside Spain that have an agreement with Iberclear, provides the Issuer, in a timely manner, with a duly executed and completed Payment Statement, as defined below. See "Information about the Commercial Paper in connection with Payments."

The transfer or reimbursement of the Commercial Paper Notes will require that its prior acquisition as well as the transaction price is evidenced by a public notary or the financial institutions obliged to apply the relevant withholding

21.2.2. Wealth Tax

Legal entities are not subject to Wealth Tax.

21.2.3. Inheritance and Gift Tax

Legal entities do not pay I> and will be subject to the CIT Law.

21.3. INVESTORS THAT ARE NOT RESIDENT IN SPAIN

21.3.1. Non-residents Income Tax for investors not resident in Spain acting through a permanent establishment

If the Commercial Paper Notes form part of the assets affected to a permanent establishment in Spain of a person or legal entity that is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Commercial Paper Notes are, generally, the same as those summarized above for

Spanish CIT taxpayers. Ownership of the Commercial Paper Notes by investors who are not resident in Spain for tax purposes will not in itself create the existence of a permanent establishment in Spain.

21.3.2. Non-residents Income Tax for investors not resident in Spain not acting through a permanent establishment

To the extent that the requirements set forth in Additional Provision One of Law 10/2014 are met and that the non-resident investor without permanent establishment accredits its condition, income derived from the Commercial Paper Notes will be exempt from NRIT, on the same terms as those established for income derived from public debt securities according to Article 14.1.d) of the NRIT Law, regardless of the place of residence. In the case of Commercial Paper Notes issued at a discount for a period of 12 months or less, in order for that exemption to apply, the procedure set forth in Article 44 of Royal Decree 1065/2007, of 27 July, according to the wording given to it by Royal Decree 1145/2011, of 29 July, will be applicable. If the relevant entity that is member to Iberclear fails or for any reason is unable to deliver a duly executed and completed Payment Statement to the Issuer in a timely manner in respect of a payment of income under the Commercial Paper Notes, the Issuer will withhold Spanish withholding tax at the then-applicable rate (the current rate is 19%) on such payment of income on the Commercial Paper Notes.

In any case, the interest and other income derived from the transfer to third parties of own capital, obtained other than through a permanent establishment, by residents of another Member State of the European Union or by permanent establishments of those residents located in another Member State of the European Union, will be exempt.

If no exemption applies, the income resulting from the difference between the value of redemption, transfer, and reimbursement or exchange of the Commercial Paper Note issued under the Programme and their subscription or acquisition value, obtained by investors without tax residence in Spain, will generally be subject at the tax rate of 19%, without prejudice to what is established in the tax treaties signed by Spain.

21.3.3. Wealth Tax and Temporary Solidarity Tax on Large Fortunes

Individuals resident in a country with which Spain has entered into a double tax treaty in relation to the Wealth Tax would generally not be subject to such tax. Otherwise, under current Wealth Tax Law and Tax on Large Fortunes Law, non-Spanish resident individuals whose Spanish properties and rights are located in Spain (or that can be exercised within the Spanish territory) could be subject to Wealth Tax and Temporary Solidarity Tax on Large Fortunes during year 2023.

According to the Additional Provision Four of the Wealth Tax Law, individuals that are not resident in Spain for tax purposes may apply the rules approved by the autonomous region where the assets and rights with more value (i) are located, (ii) can be exercised or (iii) must be fulfilled.

In any event, as the income derived from the Commercial Paper is exempted from NRIT, any non-resident individuals holding the Commercial Paper as of December 31, 2023 will be exempted from Wealth Tax in respect of such holding. Legal entities tax resident outside Spain are not subject to Spanish Wealth Tax and Temporary Solidarity Tax on Large Fortunes.

21.3.4. Inheritance and Gift Tax

An individual who is not resident in Spain for tax purposes who acquires ownership or other rights over the Commercial Paper Notes by inheritance, gift or legacy, and who reside in a country with which Spain has entered into a double tax treaty in relation to inheritance and gift tax will be subject to the relevant double tax treaty.

If the provisions of the foregoing paragraph do not apply, such individuals will be subject to inheritance and gift tax in accordance with Spanish legislation. The tax rate will range between 0 and 81.6%.

However, if the deceased, heir or the done are resident in an European Union or European Economic Area member State, depending on the specific situation, the applicable rules will be those corresponding to the relevant autonomous regions according to the law. Also, as a consequence of the Judgements of 19 February, 2018 and 21 and 22 March, 2018, the Spanish Supreme Court has declared that the application

of state regulations when the deceased, heir or donee is resident outside of a Member State of the European Union or the European Economic Area violates Community law to the free movement of capital, so even in that case it would be appropriate to defend the application of regional regulations in the same cases as if the deceased, heir or donee was resident in a Member State of the European Union. The General Directorate for Taxation has recently ruled in accordance with those judgements (V3151-18 and V3193-18).

In this regard, to date, the Spanish national legislation on the Inheritance and Gift Tax has not been amended to include the criterion of the Spanish Supreme Court expressed in those rulings, which constitute case law. However, the Directorate-General of Taxes, in binding rulings V3151-18 and V3193-18, have admitted *de facto* the possibility for this group of taxpayers to elect to also apply the legislation of the Autonomous Communities.

21.4. INFORMATION ABOUT THE COMMERCIAL PAPER IN CONNECTION WITH PAYMENTS

As described above, to the extent that the conditions set out in Law 10/2014 and article 44 of Royal Decree 1065/2007 are met, income in respect of the Commercial Paper Notes for the benefit of either a holder of the Commercial Paper Notes with tax residence outside Spain or of a Spanish CIT taxpayer will not be subject to Spanish withholding tax, provided that the entities that are members to Iberclear that have the Commercial Paper Notes registered in their securities account on behalf of third parties, as well as the entities that manage the clearing systems located outside Spain that have an agreement with Iberclear, if applicable, provide the Issuer, in a timely manner, with a duly executed and completed statement (a "Payment Statement"), including the following information:

- 1. Identification of the Commercial Paper Notes.
- 2. Total amount of the income paid by the Issuer.
- 3. Amount of the income corresponding to individuals residents in Spain that are PIT taxpayers.
- 4. Amount of the income that must be paid on a gross basis.

If the relevant entity member to Iberclear fails or for any reason is unable to deliver a duly executed and completed Payment Statement to the Issuer in a timely manner in respect of a payment of income made by the Issuer under the Commercial Paper Notes, such payment will be made net of Spanish withholding tax, at the current rate of 19%. If this were to occur, affected holders of the Commercial Paper Notes will receive a refund of the amount withheld, with no need for action on their part, if the relevant member to Iberclear submits a duly executed and completed Payment Statement to the Issuer no later than the 10th calendar day of the month immediately following the relevant payment date. In addition, holders of the Commercial Paper Notes may apply directly to the Spanish tax authorities for any refund to which they may be entitled, according to the procedures that the NRIT Law provides for.

21.5. INDIRECT TAXATION IN THE ACQUISITION AND TRANSFER OF THE SECURITIES ISSUED

Irrespective of the nature and residence of the investors holding the Commercial Paper Notes, the acquisition and transfer of the Commercial Paper Notes will be exempt from indirect taxes in Spain, in particular exempt from Transfer Tax and Stamp Duty (*Impuesto de Transmisiones y Actos Jurtídicos Documentados*), in accordance with the Consolidated Text of such tax promulgated by Royal Legislative Decree 1/1993, of 24 September, and exempt from Value Added Tax (*Impuesto sobre el Valor Añadido*), in accordance with Law 37/1992, of 28 December, regulating such tax.

22. PUBLICATION OF THE INFORMATION MEMORANDUM

This Information Memorandum will be published on the MARF's website:

https://www.bolsasymercados.es/bme-exchange/es/Mercados-y-Cotizaciones/Renta-Fija/Admision-a-Cotizar/MARF-Incorporacion-de-Pagares

23. DESCRIPTION OF THE PLACEMENT SYSTEM AND, IF APPLICABLE, SUBSCRIPTION OF EACH ISSUE

23.1. Placement by the Dealers

The Dealers may act as intermediaries in the placement of the Commercial Paper, without prejudice to each Dealer being able to subscribe the Commercial Paper in its own name.

For these purposes, the Dealers may request the Issuer in any Business Day, between 10:00 a.m. CET and 2:00 p.m. CET, volume quotations and nominal interest rates for potential issues of the Commercial Paper Notes in order to carry out the relevant book building process among qualified investors (including eligible counterparties and professional clients). In addition, the Issuer may request to the Dealer in any Business Day, between 10:00 a.m. and 2:00 p.m. CET, proposals of volume quotations and interest rates for any potential issuances of the Commercial Paper Notes.

The amount, nominal interest rate, issue date, disbursement date, maturity date, as well as the rest of the terms of each issuance of Notes will be agreed between the Issuer and the Dealer or Dealers involved in each specific issuance of Notes. Such terms will be confirmed by means of the delivery of a document which includes the conditions of the issue, to be sent by the Issuer to the relevant Dealers and Paying Agent.

If the Commercial Paper are originally subscribed by the Dealer or Dealers for its subsequent transfer to the final investors, the price will be the one freely agreed by the interested parties, which may not be the same as the issue price (that is, the effective amount).

The interest to which each Dealer transfers the relevant Notes to final investors will be the same as those agreed by the Dealer and the Issuer, and there can be no difference between the listing price of the Commercial Paper, that is, the interest rate that the Issuer is willing to satisfy and has notified to the Dealers, and the interest rate to which the Managers place such Notes to the investors.

23.2. Issue and subscription of the Commercial Paper directly by investors

Additionally, it is also possible that final investors having the status of qualified investors, eligible counterparties and/or professional clients subscribe the Commercial Paper Notes directly from the Issuer, provided that any such investor complies with all current legal requirements.

In such cases, the amount, interest rate, issue date, disbursement date, maturity date, as well as the rest of the terms of each will shall be agreed between the Issuer and the relevant final investors in relation to each particular issuance of Notes.

24. COSTS FOR LEGAL, FINANCIAL AND AUDITING SERVICES, AND OTHER SERVICES PROVIDED TO THE ISSUER REGARDING THE ADMISSION (INCORPORACIÓN) TO TRADING

The costs for all legal and financial services, and other services provided to the Issuer for the admission (*incorporación*) to trading of the Commercial Paper amount to approximately one hundred and ten thousand euros (€110,000), excluding taxes but including the fees of MARF and Iberclear.

25. ADMISSION TO TRADING (INCORPORACIÓN) OF THE SECURITIES

25.1. Deadline for the admission (incorporación) to trading

The admission (*incorporación*) to trading of the Commercial Paper Notes described in this Information Memorandum will be requested for the Spanish multilateral trading facility known as the Alternative Fixed-Income Market (*Mercado Alternativo de Renta Fija*, abbreviated in Spanish as MARF)

The Issuer hereby undertakes to carry out all the necessary actions so that the Commercial Paper is listed on MARF within seven (7) days from the date of issuance of the securities.

For these purposes, as stated above, **the date of issuance will coincide with the date of disbursement** for each particular issuance of Commercial Paper under the Programme.

Under no circumstances will the deadline exceed the maturity of the Commercial Paper. In the event of breach of the aforementioned deadline, the reasons for the delay will be notified to MARF as "otra información relevante". This is without prejudice to any possible contractual liability that may be incurred by the Issuer. The date of incorporation of the Commercial Paper must be, in any event, a date falling within the validity period of the Programme and under no circumstances will the listing period exceed the maturity date of the Commercial Paper.

MARF has the legal structure of a multilateral trading facility (MTF) (*sistema multilateral de negociación*, abbreviated as *SMN*), under the terms set out in the articles 42, 68 and related provisions of the Spanish Securities Markets Act, constituting an alternative market for the trading of fixed-income securities.

This Information Memorandum is the one required in Circular 2/2018 of MARF, on admission (*incorporación*) and removal of securities on MARF.

Neither MARF nor any of the Dealers or the Legal Advisor have approved or carried out any verification or testing regarding the content of the Information Memorandum, the audited financial statements and other financial information submitted by the Issuer. The intervention of MARF does not represent a statement or recognition of the full, comprehensible and consistent nature of the information set out in the documentation provided by the Issuer.

It is recommended that any prospective investor fully and carefully reads this Information Memorandum and obtains financial, legal and tax advice from experts in the procurement of these financial assets prior to making any investment decision regarding the Commercial Paper Notes as securities.

The Issuer hereby expressly declares that it is aware of the requirements and conditions necessary for the acceptance, permanence and removal of the securities on MARF, according to current legislation and the requirements of its governing body, and expressly agrees to comply with them.

The Issuer hereby expressly declares that it is aware of the requirements for registration and settlement on Iberclear. The settlement of transactions will be performed through Iberclear.

25.2. Publication of the admission (incorporación) to trading

The admission (*incorporación*) to trading will be published on the website of MARF (http://www.bolsasymercados.es).

26. LIQUIDITY AGREEMENT

The Issuer has not entered into any liquidity undertaking or agreement with any entity regarding the Commercial Paper Notes to be issued under the Programme.

In Donostia-San Sebastián, November 15, 2023.

As the person responsible for this Information Memorandum:

Mr. Meinrad Spenger

p.p.

CHIEF EXECUTIVE OFFICER

MASMOVIL IBERCOM, S.A.U.

ISSUER

MASMOVIL IBERCOM, S.A.U.

Parque Empresarial Zuatzu, 2 Edificio Easo, 2ª Planta, nº 8, Donostia-San Sebastián (Guipúzcoa)

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Av. Alejandro Rosselló, 8, 07002 Palma de Mallorca

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Banco de Sabadell, S.A.

Avda. Óscar Esplá, 37. 03007 Alicante

Banco Santander, S.A.

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CaixaBank, S.A.

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Norbolsa, S.V., S.A.

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SCHEDULE 1

LORCA JVCO'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS

PART 1

LORCA JVCO'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022

https://grupomasmovil.com/wp-content/uploads/2023/03/CCAACC-JVCo-Consolidado-2022-v25a 22.03.pdf

PART 2

LORCA JVCO'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2021

 $\underline{https://grupomasmovil.com/wp-content/uploads/2022/04/CCAACC-JVCo-Consolidado-2021-V24-Sin-CC-\underline{final.pdf}}$

SCHEDULE 2

ISSUER'S INDIVIDUAL FINANCIAL STATEMENTS

PART 1 ISSUER'S INDIVIDUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022

MÁSMÓVIL IBERCOM, S.A.U

Cuentas Anuales e Informe de Gestión

del ejercicio anual terminado el 31 de diciembre de 2022

(Junto con el Informe de Auditoría independiente)

Balances a

31 de diciembre de 2022 y 2021

(Expresados en miles de euros)

Activo	Nota	2022	2021
Inmovilizado intangible	6	932	1.448
Aplicaciones informáticas		932	1.448
Inmovilizado material	7	2.354	2.701
Terrenos y construcciones		496	516
Otro inmovilizado material Inmovilizado en curso		53 71	98
Equipamientos de red		1.734	2.087
Inversiones en empresas del Grupo y asociadas a largo plazo	8 y 9	2.014.441	2.023.396
Instrumentos de patrimonio	8	1.933.545	1.946.982
Créditos a empresas	9	78.278	76.415
Derivados	5	2.618	-
Inversiones financieras a largo plazo	9	5.080	1.075
Otros activos financieros		5.080	1.075
Activos por impuesto diferido	15	21.004	21.471
Total activo no corriente		2.043.811	2.050.091
Deudores comerciales y otras cuentas a cobrar	9	16.152	14.353
Clientes por ventas y prestaciones de servicios corto plazo		501	121
Clientes, empresas del Grupo y asociadas corto plazo		14.417	6.933
Activo por impuesto corriente	15	-	6.059
Otros créditos con las Administraciones Públicas	15	1.234	1.240
Inversiones en empresas del Grupo y asociadas a corto plazo	9	151.979	137.495
Créditos a empresas	10	151.295	137.495
Derivados	10 y 5	684	-
Inversiones financieras a corto plazo	9	2.120	23
Depósitos y fianzas		23	23
Préstamos a corto plazo		2.097	-
Periodificaciones a corto plazo		4.913	4.291
Efectivo y otros activos líquidos equivalentes		208	97
Total activo corriente		175.372	156.259
Total activo	,	2.219.183	2.206.350

Balances a

31 de diciembre de 2022 y 2021

(Expresados en miles de euros)

Pasivo	Nota	2022	2021
Fondos propios Capital Capital escriturado Prima de emisión Reservas y resultados negativas de ejercicios anteriores Resultado del ejercicio Ajustes por cambios de valor Operaciones de cobertura	11	(180.248) 2.613 2.613 185.330 (297.644) (70.547) 2.542 2.542	(109.701) 2.613 2.613 185.330 (238.287) (59.357)
Total patrimonio neto		(177.706)	(109.701)
Deudas a largo plazo Otras deudas Otros pasivos financieros	13	536 536	42.262 613 41.649
Deudas con empresas del Grupo y asociadas a largo plazo	12 y 18	2.163.322	2.029.287
Préstamos de empresas del Grupo y asociadas		2.163.322	2.029.287
Pasivos por impuesto diferido	15	847	
Total pasivo no corriente		2.164.705	2.071.549
Deudas a corto plazo Otros pasivos financieros	12 y 13	153.777 153.777	197.793 197.793
Deudas con empresas del Grupo y asociadas a corto plazo	13	49.563	13.896
Acreedores comerciales y otras cuentas a pagar	13	28.432	32.813
Proveedores a corto plazo Proveedores, empresas del Grupo y asociadas a corto		10	4.518
plazo		6.941	853
Acreedores varios Personal (remuneraciones pendientes de pago)		21.268 137	27.088 322
Otras deudas con las Administraciones Públicas	15	76	32
Provisiones		412	-
Total pasivo corriente		232.184	244.502
Total patrimonio neto y pasivo		2.219.183	2.206.350

Cuenta de pérdidas y ganancias a 31 de diciembre de 2022 y 2021

(Expresadas en miles de euros)

	Nota	2022	2021
Importe neto de la cifra de negocios Trabajos realizados por la empresa para su activo	18 5	55.375 71	50.029 65
Aprovisionamientos Consumo de mercaderías Trabajos realizados por otras empresas		(45.999) (45.933) (66)	(42.154) (42.081) (73)
Otros ingresos de explotación		6.454	3.020
Gastos de personal Sueldos, salarios y asimilados Cargas sociales	18	(389) (343) (46)	(1.152) (1.101) (51)
Otros gastos de explotación	18	(6.457)	(29.165)
Amortización del inmovilizado	6 y 7	(933)	(1.731)
Imputación de subvenciones de inmovilizado no financiero y otras		-	61
Otros resultados Resultado de explotación		(1) 8.121	(5.431) (26.458)
Ingresos financieros De valores negociables y otros instrumentos financieros	9(b)	695 695	334 334
De terceros Gastos financieros De empresas del Grupo y asociadas Otras Diferencias de cambio	12	695 (98.437) (95.449) (2.988) (2)	334 (48.786) (47.500) (1.286) (2)
Deterioro y resultado por enajenaciones de instrumentos financieros	8(b)	(3.808)	-
Resultado financiero		(101.552)	(48.454)
Resultado antes de impuestos Impuesto sobre beneficios	15	(93.431) 22.884	(74.912) 15.555
Resultado del ejercicio		(70.547)	(59.357)

Estados de cambios en el patrimonio neto correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2022 y 2021

A) Estado de ingresos y gastos reconocidos correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2022 y 2021

(Expresado en miles euros)

	2022	2021
Resultado de la cuenta de pérdidas y ganancias	(70.547)	(59.357)
Ingresos y gastos imputados directamente al patrimonio neto		
Subvenciones, donaciones y legados Por cobertura de flujos de efectivo Efecto impositivo	3.389 (847)	(59) - 15
Total ingresos y gastos imputados directamente en el patrimonio neto	2.542	(44)
Total de ingresos y gastos reconocidos	(68.005)	(59.401)

Estados de cambios en el patrimonio neto correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2022 y 2021

B) Estado total de cambios en el patrimonio neto correspondiente al ejercicio anual terminado en 31 de diciembre de 2022

(Expresado en miles euros)

	Capital escriturado	Prima de emisión	Reservas	Resultados negativos de ejercicios anteriores	Resultado del ejercicio	Ajustes por cambio de valor	Subvenciones donaciones y legados recibidos	Total
Saldo al 31 de diciembre de 2020	2.613	185.330	(206.957)	-	(31.330)	-	44	(50.300)
Ingresos y gastos reconocidos	-	-	-	-	(59.357)	-	(44)	(59.401)
Aplicación del resultado del ejercicio 2020	-	-	-	(31.330)	31.330	-	` -	-
Saldo al 31 de diciembre de 2021	2.613	185.330	(206.957)	(31.330)	(59.357)	-	-	(109.701)
Ingresos y gastos reconocidos	-	-	-	-	(70.547)	2.542	-	(68.005)
Aplicación del resultado del ejercicio 2021	-	-	-	(59.357)	59.357	-	-	-
Saldo al 31 de diciembre de 2022	2.613	185.330	(206.957)	(90.687)	(70.547)	2.542	-	(177.706)

Estados de flujos de efectivo correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2022 y 2021

(Expresado en miles euros)

	2022	2021
Flujos de efectivo de las actividades de explotación		_
Resultado del ejercicio antes de impuestos	(93.341)	(74.912)
Ajustes del resultado	(870)	48.110
Amortización del inmovilizado	933	1.731
Correcciones valorativas por deterioro	(3)	-
Imputación de subvenciones	-	(61)
Ingresos financieros	(1.863)	(2.344)
Gastos financieros	63	48.786
Diferencias de cambio	-	(2)
Cambios en el capital corriente	63.363	(78.750)
Deudores y cuentas a cobrar	(1.796)	(123.995)
Otros activos corrientes	(622)	416
Acreedores y otras cuentas a pagar	(4.851)	44.829
Otros pasivos corrientes	57.548	
Otros activos y pasivos no corrientes	12.614	-
Otros flujos de efectivo de las actividades de explotación	-	(48.944)
(Pagos) de intereses	-	(48.944)
Flujos de efectivo de las actividades de explotación	(31.408)	(154.496)
· -	,	
Flujos de efectivo de las actividades de inversión		
Pagos por inversiones	(73.135)	(1.576.438)
Empresas del grupo participaciones	(66.962)	(1.576.189)
Inmovilizado intangible	-	(38)
Inmovilizado material	(71)	(209)
Otros activos financieros	(2.097)	(2)
Otros activos	(4.005)	
Cobros por desinversiones		(1.075)
Otros activos financieros		(1.075)
Flujos de efectivo de las actividades de inversión	(73.135)	(1.577.513)
Flujos de efectivo de las actividades de financiación		
Cobros y pagos por instrumentos de patrimonio	-	(57)
Subvenciones, donaciones y legados recibidos	-	(57)
Cobros y pagos por instrumentos de pasivo financiero	104.654	1.731.624
Emisión		
Deudas con empresas del Grupo y asociadas	53.162	2.044.193
Otras deudas	412	42.216
Devolución y amortización de		
Deudas con entidades de crédito	-	(330.478)
Deudas con empresas del Grupo y asociadas	92.729	1
Obligaciones y otros valores negociables Otras deudas	(41.649)	(24.308)
Flujos de efectivo de las actividades de financiación	104.654	1.731.567
Aumento/Disminución neta del efectivo o equivalentes	111	(442)
Efectivo o equivalentes al comienzo de ejercicio	97	539
Efectivo o equivalentes al final de ejercicio	208	97
·		

31 de diciembre de 2022

Memoria de las cuentas anuales

(Expresado en miles euros)

(1) Naturaleza y actividades de la Sociedad

World Wide Web Ibercom, S.L. se constituyó como sociedad limitada el 12 de noviembre de 1997 por un período de tiempo indefinido. Con fecha 1 de julio de 2011 se transformó en sociedad anónima, manteniendo su denominación inicial.

Con fecha 3 de julio de 2014, la Sociedad cambió su denominación social por la actual de "MásMóvil Ibercom, S.A.U." (en adelante la Sociedad o MásMóvil). Su domicilio social radica en San Sebastián (Guipúzcoa), Parque Empresarial Zuatzu, Edificio Easo, 2ª planta.

Su objeto social es:

- a) La prestación de servicios de telecomunicaciones mediante la explotación de redes o la reventa del servicio telefónico, telefonía móvil, fija, internet y televisión, y el desarrollo de aplicaciones informáticas.
- b) La prestación y comercialización de todo tipo de servicios a través de red informática.
- c) El asesoramiento y consulta en el área informática y de las telecomunicaciones. Análisis de empresas, colaboración técnica de software y hardware. Aplicación y enseñanza sobre aplicaciones informáticas y de telecomunicaciones. Asesoramiento en materia de planificación estratégica y operativa. Organización de medios humanos y materiales y la realización de estudios e informes empresariales, y asesoramiento y consultoría para la explotación de empresas operadoras en telecomunicaciones y estrategia de negocio.
- d) La venta, distribución, importación, exportación, mantenimiento y servicio de todo tipo de productos y servicios relacionados con la informática y las telecomunicaciones, tanto en lo referente a hardware como a software y a Internet, así como la distribución y venta de cualquier producto y servicio a través de Internet, infovía o cualquier otra red telemática similar, complementaria o sustitutiva a las actualmente existentes.
- e) La prestación de servicios a terceros de estudios, proyectos y asesoramientos técnicos y de inversión en materia de telecomunicaciones y aplicaciones informáticas. Se incluyen expresamente en este apartado los servicios de apoyo a la gestión en materia de finanzas, administración fiscal y contable, cobros, pagos, gestión de la tesorería, recursos humanos y gestión del personal, servicios informáticos, compras y cualesquiera otro necesario para el buen fin del objeto social.

Las actividades que integran el objeto social también podrán ser desarrolladas por la Sociedad, total o parcialmente, de modo indirecto en cualquiera de las formas admitidas en derecho y, en particular, mediante la participación en otras sociedades con objeto idéntico o análogo.

En la actualidad la actividad principal de la Sociedad es la prestación de servicios a otras sociedades del grupo del que es cabecera (véase nota 18 (a)). La actividad del Grupo MásMóvil comprende principalmente la prestación de servicios de telefonía fija y móvil y banda ancha.

31 de diciembre de 2022

Memoria de las cuentas anuales

(Expresado en miles euros)

El 22 de septiembre de 2020 se culminó el proceso de oferta pública de adquisición a través del cual Lorca Telecom BidCo S.A.U. (en adelante Lorca Telecom BidCo o el Grupo Lorca Telecom BidCo) adquirió una participación mayoritaria del capital social de MásMóvil.

MásMóvil, a través de sus sociedades participadas adquirió nuevas sociedades durante 2021, entre las que destaca Euskaltel, S.A.

El 29 de marzo de 2021, Kaixo Telecom, S.A.U. (en adelante Kaixo Telecom), sociedad constituida el 16 de marzo de 2021 y participada al 100 % por MásMóvil, presentó una solicitud ante la CNMV de una oferta pública de adquisición de carácter voluntario sobre la totalidad de las acciones de Euskaltel, S.A. (en adelante Euskaltel). La decisión de realizar la OPA fue aprobada por el Consejo de Administración de MásMóvil el 26 de marzo de 2021.

La OPA se completó con éxito y desde el 10 de agosto de 2021 Euskaltel forma parte del mismo grupo que MásMóvil (el Grupo) encabezado por la entidad Lorca JVCo Limited.

El accionista único de Lorca Telecom BidCo es la entidad Lorca Holdco Limited, sociedad domiciliada en el Reino Unido. La sociedad dominante última es Lorca Aggregator Limited, sociedad domiciliada en Jersey. En última instancia, la Sociedad es participada indirecta y mayoritariamente por fondos y vehículos gestionados o asesorados por PEP VII-A International Ltd y PEP VIII International Ltd (Providence), Cinven Capital Management (VII) General Partner Limited (Cinven), y Kohlberg Kravis Roberts & Co. L.P. (KKR).

El Grupo Lorca Telecom BidCo presenta en España sus cuentas anuales consolidadas bajo normas internacionales de información financiera adoptadas por la Unión Europea (NIIF-UE).

Tal y como se describe en la nota 8, la Sociedad posee participaciones en sociedades dependientes. Como consecuencia de ello, la Sociedad es dominante de un grupo de sociedades (en adelante el Grupo) de acuerdo con la legislación vigente. La información relativa a las participaciones en empresas del Grupo se presenta en el Anexo I.

(2) Bases de presentación

(a) Imagen fiel

Las cuentas anuales se han preparado a partir de los registros contables de la Sociedad y se presentan de acuerdo con la legislación mercantil vigente y con las normas establecidas en el Plan General de Contabilidad aprobado mediante Real Decreto 1514/2007 y las modificaciones incorporadas a este, siendo las últimas las incorporadas mediante el Real Decreto 1/2021, de 12 de enero, en vigor para los ejercicios iniciados a partir del 1 de enero de 2022, con objeto de mostrar la imagen fiel del patrimonio, de la situación financiera y de los resultados de la Sociedad, así como de los flujos de efectivo incorporados en el estado de flujos de efectivo.

Los Administradores de la Sociedad estiman que las cuentas anuales del ejercicio 2022, que han sido formuladas el 30 de marzo de 2023, serán aprobadas por el Accionista Unico sin modificación alguna.

31 de diciembre de 2022

Memoria de las cuentas anuales

(Expresado en miles euros)

(b) Comparación de la información

Estas cuentas anuales presentan a efectos comparativos, con cada una de las partidas del balance, de la cuenta de pérdidas y ganancias, del estado de cambios en el patrimonio neto, del estado de flujos de efectivo y de la memoria, además de las cifras del ejercicio 2022, las correspondientes al ejercicio anterior, que formaban parte de las cuentas anuales del ejercicio 2021 aprobadas por la Junta General de Accionistas de fecha 31 de marzo de 2022.

(c) Moneda funcional y moneda de presentación

Estas cuentas anuales se presentan en miles de euros, redondeados al millar más cercano. El euro es la moneda funcional y de presentación de la Sociedad.

(d) Aspectos críticos de la valoración y estimación de las incertidumbres y juicios relevantes en la aplicación de políticas contables

La preparación de las cuentas anuales requiere la realización de estimaciones contables relevantes y la aplicación de juicios en las estimaciones e hipótesis en el proceso de aplicación de las políticas contables de la Sociedad. En este sentido, se resumen a continuación los aspectos que han implicado un mayor grado de juicio, complejidad o en los que las hipótesis y estimaciones son significativas para la preparación de estas cuentas anuales:

- Deterioro en las inversiones en empresas del Grupo (nota 4(e)).
- Recuperabilidad de los créditos fiscales activados (nota 4(m)).
- Valor razonable de derivados u otros instrumentos financieros (nota 5,9 y 12)

A pesar de que las estimaciones realizadas por los Administradores de la Sociedad se han calculado en función de la mejor información disponible al 31 de diciembre de 2022, es posible que acontecimientos que puedan tener lugar en el futuro obliguen a su modificación en los próximos ejercicios. El efecto en cuentas anuales de las modificaciones que, en su caso, se derivasen de los ajustes a efectuar durante los próximos ejercicios se registraría de forma prospectiva.

(e) Empresa en funcionamiento

A 31 de diciembre de 2022 la Sociedad presenta un fondo de maniobra negativo por importe de 56.812 miles de euros (88.243 miles de euros a 31 de diciembre de 2021). Adicionalmente, a dicha fecha la Sociedad presenta unos fondos propios negativos por importe de 177.706 miles de euros (109.701 miles de euros a 31 de diciembre de 2021).

Sin embargo, los Administradores de la Sociedad han formulado estas cuentas anuales siguiendo el principio de empresa en funcionamiento en base a las medidas aprobadas por el Accionista Único de la Sociedad para reestablecer el desequilibrio patrimonial, que consiste en la concesión de un préstamo participativo por importe de 190.500 miles de euros (véanse notas 11 y 13), sujeto al Real Decreto-Ley 7/1996 de 7 de junio, modificado por la Ley 10/1996 de 18 de diciembre. De acuerdo con la legislación vigente, los préstamos participativos constituyen un pasivo para la Sociedad, pero tendrán la consideración de patrimonio contable a los efectos de no incurrir en los supuestos de reducción de capital y disolución de sociedades contemplados en los artículos 327 y 363 del Texto Refundido de la Ley de Sociedades de Capital.

31 de diciembre de 2022

Memoria de las cuentas anuales

(Expresado en miles euros)

A su vez, la Sociedad cuenta con el apoyo financiero expreso de Xfera Móviles, S.A.U., sociedad del Grupo al que pertenece la Sociedad, en su condición de centralizadora de tesorería del Grupo, otorgando el apoyo financiero y los flujos de caja necesarios para atender sus obligaciones actuales y futuras, por lo que los Administradores consideran que no existe ningún factor de duda sobre la aplicación del principio de empresa en funcionamiento.

(3) Aplicación de Resultados

Con fecha 31 de marzo de 2022, el Accionista Único aprobó la aplicación de las pérdidas del ejercicio finalizado el 31 de diciembre de 2021 por importe de 59.357.039 euros a resultados negativos de ejercicios anteriores.

Los Administradores de la Sociedad proponen al Accionista Único la aplicación de las pérdidas obtenidas en el ejercicio 2022, por importe de 70.547.000 euros, a resultados negativos de ejercicios anteriores.

(4) Normas de Registro y Valoración

(a) Inmovilizado intangible

Los activos incluidos en el inmovilizado intangible figuran contabilizados a su precio de adquisición o a su coste de producción. La capitalización del coste de producción se realiza a través del epígrafe "Trabajos efectuados por la empresa para su activo" de la cuenta de pérdidas y ganancias. El inmovilizado intangible se presenta en el balance por su valor de coste minorado en el importe de las amortizaciones.

Los anticipos a cuenta de inmovilizado se reconocen inicialmente por su coste. En ejercicios posteriores, y siempre que el periodo que medie entre el pago y la recepción del activo exceda de un año, los anticipos devengan intereses al tipo incremental del proveedor.

(i) Desarrollo

La Sociedad procede a capitalizar los gastos de desarrollo incurridos en proyectos específicos e individualizados para cada actividad cuando se cumplen las siguientes condiciones:

- Se puede valorar de forma fiable el desembolso atribuible a la realización del proyecto.
- La asignación, imputación y distribución temporal de los costes del proyecto están claramente establecidas.
- Existen motivos fundados de éxito técnico en la realización del proyecto, tanto para el caso de explotación directa, como para el de la venta a un tercero del resultado del proyecto una vez concluido, si existe mercado.
- La rentabilidad económica-comercial del proyecto está razonablemente asegurada.

31 de diciembre de 2022

Memoria de las cuentas anuales

(Expresado en miles euros)

- La financiación para completar la realización de este, la disponibilidad de los adecuados recursos técnicos o de otro tipo para completar el proyecto y para utilizar o vender el activo intangible están razonablemente aseguradas.
- Existe una intención de completar el activo intangible para usarlo o venderlo.

Los gastos de desarrollo se amortizan linealmente desde la fecha de terminación de los proyectos.

(iii) Patentes, licencias, marcas y similares

Corresponde al coste de adquisición y a los gastos incurridos en el registro de diversas marcas comerciales.

(iii) Aplicaciones informáticas

Las aplicaciones informáticas adquiridas y las elaboradas por la Sociedad se reconocen en la medida que cumplen las condiciones expuestas para los gastos de desarrollo. Los gastos de mantenimiento de las aplicaciones informáticas se llevan a gastos en el momento en que se incurre en ellos.

(iv) Otro inmovilizado intangible

Otro inmovilizado corresponde al precio pagado en la adquisición de determinadas carteras de clientes que han sido integradas posteriormente en la Sociedad.

(v) Costes posteriores

Los costes posteriores incurridos en el inmovilizado intangible se registran como gasto, salvo que aumenten los beneficios económicos futuros esperados de los activos.

(vi) Vida útil y amortizaciones

La amortización de los inmovilizados intangibles se realiza distribuyendo el importe amortizable de forma sistemática a lo largo de su vida útil mediante la aplicación de los siguientes criterios:

	Método de amortización	Años de vida útil estimada
Desarrollo	Lineal	4
Patentes, licencias, marcas y similares	Lineal	5
Aplicaciones informáticas	Lineal	3-5
Otro inmovilizado intangible	Lineal	4

A estos efectos se entiende por importe amortizable el coste de adquisición menos, en caso de ser aplicable, su valor residual.

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La Sociedad revisa el valor residual, la vida útil y el método de amortización de los inmovilizados intangibles al cierre de cada ejercicio. Las modificaciones en los criterios inicialmente establecidos se reconocen como un cambio de estimación.

(vii) Deterioro del valor del inmovilizado

La Sociedad evalúa y determina las correcciones valorativas por deterioro y las reversiones de las pérdidas por deterioro de valor del inmovilizado intangible de acuerdo con los criterios que se mencionan en el apartado (c) Deterioro de valor de activos no financieros sujetos a amortización o depreciación.

(b) Inmovilizado material

Reconocimiento inicial

Los activos incluidos en el inmovilizado material figuran contabilizados a su precio de adquisición o por su coste de producción. El inmovilizado material se presenta en el balance por su valor de coste, minorado en el importe de las amortizaciones y correcciones valorativas por deterioro acumuladas. La capitalización del coste de producción se realiza a través del epígrafe "Trabajos efectuados por la empresa para su activo" de la cuenta de pérdidas y ganancias. Los ingresos accesorios obtenidos durante el periodo de pruebas y puesta en marcha se reconocen como una minoración de los costes incurridos.

El inmovilizado material se presenta en el balance por su valor de coste minorado en el importe de las amortizaciones y correcciones valorativas por deterioro acumuladas.

(ii) Amortizaciones

La amortización de los elementos de inmovilizado material se realiza distribuyendo su importe amortizable de forma sistemática a lo largo de su vida útil. A estos efectos se entiende por importe amortizable el coste de adquisición menos su valor residual. La Sociedad determina el gasto de amortización de forma independiente para cada componente que tenga un coste significativo con relación al coste total del elemento y una vida útil distinta del resto del elemento.

La amortización de los elementos del inmovilizado material se determina mediante la aplicación de los criterios que se mencionan a continuación:

	Método de amortización	Años de vida útil estimada	
Construcciones	Lineal	30	
Instalaciones técnicas, equipamiento de red	Lineal	5-35	
Otras instalaciones técnicas, utillaje y mobiliario	Lineal	5-10	
Otro inmovilizado	Lineal	5	

La Sociedad revisa el valor residual, la vida útil y el método de amortización del inmovilizado material al cierre de cada ejercicio. Las modificaciones en los criterios inicialmente establecidos se reconocen como un cambio de estimación.

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(iii) Costes posteriores

Con posterioridad al reconocimiento inicial del activo sólo se capitalizan aquellos costes incurridos en la medida en que supongan un aumento de su capacidad, productividad o alargamiento de la vida útil, debiéndose dar de baja el valor contable de los elementos sustituidos. En este sentido, los costes derivados del mantenimiento diario del inmovilizado material se registran en resultados a medida que se incurren.

(c) Deterioro de valor de activos no financieros sujetos a amortización

La Sociedad sigue el criterio de evaluar la existencia de indicios que pudieran poner de manifiesto el potencial deterioro de valor de los activos no financieros sujetos a amortización o depreciación, al objeto de comprobar si el valor contable de los mencionados activos excede de su valor recuperable, entendido como el mayor entre el valor razonable menos costes de venta y su valor en uso.

Asimismo, y con independencia de la existencia de cualquier indicio de deterioro de valor, la Sociedad comprueba, al menos con una periodicidad anual, el potencial deterioro del valor que pudiera afectar a los inmovilizados intangibles que todavía no estén en condiciones de uso.

Las pérdidas por deterioro se reconocen en la cuenta de pérdidas y ganancias.

Por otra parte, si la Sociedad tiene dudas razonables sobre el éxito técnico o la rentabilidad económico-comercial de los proyectos de investigación y desarrollo en curso, los importes registrados en el balance se reconocen directamente en pérdidas procedentes del inmovilizado intangible de la cuenta de pérdidas y ganancias, no siendo reversibles.

(d) Arrendamientos

(i) Contabilidad del arrendatario

La Sociedad tiene cedido el derecho de uso de determinados activos bajo contratos de arrendamiento.

Los arrendamientos en los que el contrato transfiere a la Sociedad sustancialmente todos los riesgos y beneficios inherentes a la propiedad de los activos se clasifican como arrendamientos financieros y, en caso contrario, como arrendamientos operativos. Los arrendamientos de la Sociedad son operativos y las cuotas se reconocen como gasto de forma lineal durante el plazo de arrendamiento.

La Sociedad evalúa el fondo económico de los contratos al objeto de determinar la existencia de arrendamientos implícitos. Un contrato es o contiene un arrendamiento si el cumplimiento del acuerdo depende del uso de un activo o activos específicos. En estos casos, la Sociedad separa al inicio del contrato, en función de sus valores razonables, los pagos y contraprestaciones relativos al arrendamiento de los correspondientes al resto de elementos incorporados en el acuerdo. Los pagos relativos al arrendamiento se registran mediante la aplicación de los criterios a los que se hace referencia en este apartado.

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(e) Activos financieros a coste amortizado

Se incluyen en esta categoría aquellos activos financieros, incluso los admitidos a negociación en un mercado organizado, en los que la Sociedad mantiene la inversión con el objetivo de percibir los flujos de efectivo derivados de la ejecución del contrato, y las condiciones contractuales del activo financiero dan lugar, en fechas especificadas, a flujos de efectivo que son únicamente cobros de principal e intereses sobre el importe del principal pendiente.

Los flujos de efectivo contractuales que son únicamente cobros de principal e interés sobre el importe del principal pendiente son inherentes a un acuerdo que tiene la naturaleza de préstamo ordinario o común, sin perjuicio de que la operación esté acordada a un tipo de interés cero o por debajo de mercado.

Se incluyen en esta categoría los créditos por operaciones comerciales y los créditos por operaciones no comerciales:

- Créditos por operaciones comerciales: son aquellos activos financieros que se originan en la venta de bienes y la prestación de servicios por operaciones de tráfico de la empresa con cobro aplazado, y
- Créditos por operaciones no comerciales: son aquellos activos financieros que, no siendo instrumentos de patrimonio ni derivados, no tienen origen comercial y cuyos cobros son de cuantía determinada o determinable, que proceden de operaciones de préstamo o crédito concedidos por la empresa.

(i) Valoración inicial

Los activos financieros clasificados en esta categoría se valorarán inicialmente por su valor razonable, que, salvo evidencia en contrario, será el precio de la transacción, que equivaldrá al valor razonable de la contraprestación entregada, más los costes de transacción que les sean directamente atribuibles.

No obstante, los créditos por operaciones comerciales con vencimiento no superior a un año y que no tienen un tipo de interés contractual explícito, así como los créditos al personal, los dividendos a cobrar y los desembolsos exigidos sobre instrumentos de patrimonio, cuyo importe se espera recibir en el corto plazo, se valoran por su valor nominal en la medida en la que se considera que el efecto de no actualizar los flujos de efectivo no es significativo.

(ii) Valoración posterior

Los activos financieros incluidos en esta categoría se valorarán por su coste amortizado. Los intereses devengados se contabilizarán en la cuenta de pérdidas y ganancias, aplicando el método del tipo de interés efectivo.

No obstante, los créditos con vencimiento no superior a un año que, de acuerdo con lo dispuesto en el apartado anterior, se valoran inicialmente por su valor nominal, continúan valorándose por dicho importe, salvo que se hayan deteriorado.

Cuando los flujos de efectivo contractuales de un activo financiero se modifican debido a las dificultades financieras del emisor, la empresa analiza si procede contabilizar una pérdida por deterioro de valor.

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(iii) Deterioro del valor

Se efectúan las correcciones valorativas necesarias, al menos al cierre y siempre que existe evidencia objetiva de que el valor de un activo financiero, o de un grupo de activos financieros con similares características de riesgo valorados colectivamente, se ha deteriorado como resultado de uno o más eventos que hayan ocurrido después de su reconocimiento inicial y que ocasionen una reducción o retraso en los flujos de efectivo estimados futuros, que pueden venir motivados por la insolvencia del deudor.

Con carácter general, la pérdida por deterioro del valor de estos activos financieros es la diferencia entre su valor en libros y el valor actual de los flujos de efectivo futuros, incluidos, en su caso, los procedentes de la ejecución de las garantías reales y personales, que se estima van a generar, descontados al tipo de interés efectivo calculado en el momento de su reconocimiento inicial. Para los activos financieros a tipo de interés variable, se emplea el tipo de interés efectivo que corresponde a la fecha de cierre de las cuentas anuales de acuerdo con las condiciones contractuales.

Las correcciones de valor por deterioro, así como su reversión cuando el importe de dicha pérdida disminuyese por causas relacionadas con un evento posterior, se reconocen como un gasto o un ingreso, respectivamente, en la cuenta de pérdidas y ganancias. La reversión del deterioro tiene como límite el valor en libros del activo que estaría reconocido en la fecha de reversión si no se hubiese registrado el deterioro del valor.

(f) Activos financieros a coste

En todo caso, se incluyen en esta categoría de valoración:

- las inversiones en el patrimonio de empresas del grupo y asociadas y
- los préstamos participativos cuyos intereses tengan carácter contingente, bien porque se pacte un tipo de interés fijo o variable condicionado al cumplimiento de un hito en la empresa prestataria (por ejemplo, la obtención de beneficios), o bien porque se calculen exclusivamente por referencia a la evolución de la actividad de la citada empresa.

(i) Valoración inicial

Las inversiones incluidas en esta categoría se valorarán inicialmente al coste, que equivale al valor razonable de la contraprestación entregada más los costes de transacción que les sean directamente atribuibles, no incorporándose estos últimos en el coste de las inversiones en empresas del grupo.

No obstante, en los casos en los que existe una inversión anterior a su calificación como empresa del grupo, multigrupo o asociada, se considera como coste de dicha inversión el valor contable que debiera tener la misma inmediatamente antes de que la empresa pase a tener esa calificación.

Forma parte de la valoración inicial el importe de los derechos preferentes de suscripción y similares que, en su caso, se hubiesen adquirido.

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(ii) Valoración posterior

Los instrumentos de patrimonio incluidos en esta categoría se valoran por su coste, menos, en su caso, el importe acumulado de las correcciones valorativas por deterioro.

Cuando se debe asignar valor a estos activos por baja del balance u otro motivo, se aplica el método del coste medio ponderado por grupos homogéneos, entendiéndose por éstos los valores que tienen iguales derechos.

En el caso de venta de derechos preferentes de suscripción y similares o segregación de los mismos para ejercitarlos, el importe del coste de los derechos disminuye el valor contable de los respectivos activos.

Se aplica este mismo criterio en los préstamos participativos cuyos intereses tienen carácter contingente, bien porque se pacte un tipo de interés fijo o variable condicionado al cumplimiento de un hito en la empresa prestataria (por ejemplo, la obtención de beneficios), o bien porque se calculan exclusivamente por referencia a la evolución de la actividad de la citada empresa. Si además de un interés contingente se acuerda un interés fijo irrevocable, este último se contabiliza como un ingreso financiero en función de su devengo. Los costes de transacción se imputan a la cuenta de pérdidas y ganancias de forma lineal a lo largo de la vida del préstamo participativo.

(iii) Deterioro del valor

Al menos al cierre del ejercicio, se efectúan las correcciones valorativas necesarias siempre que existe evidencia objetiva de que el valor en libros de una inversión no será recuperable. El importe de la corrección valorativa es la diferencia entre su valor en libros y el importe recuperable, entendido este como el mayor importe entre su valor razonable menos los costes de venta y el valor actual de los flujos de efectivo futuros derivados de la inversión, que para el caso de instrumentos de patrimonio se calcula, bien mediante la estimación de los que se espera recibir como consecuencia del reparto de dividendos realizado por la empresa participada y de la enajenación o baja en cuentas de la inversión en la misma, bien mediante la estimación de su participación en los flujos de efectivo que se espera sean generados por la empresa participada, procedentes tanto de sus actividades ordinarias como de su enajenación o baja en cuentas.

Salvo mejor evidencia del importe recuperable de las inversiones en instrumentos de patrimonio, la estimación de la pérdida por deterioro de esta clase de activos se calcula en función del patrimonio neto de la entidad participada y de las plusvalías tácitas existentes en la fecha de la valoración, netas del efecto impositivo. En la determinación de ese valor, y siempre que la empresa participada haya invertido a su vez en otra, se tiene en cuenta el patrimonio neto incluido en las cuentas anuales consolidadas elaboradas aplicando los criterios del Código de Comercio y sus normas de desarrollo.

El reconocimiento de las correcciones valorativas por deterioro de valor y, en su caso, su reversión, se registra como un gasto o un ingreso, respectivamente, en la cuenta de pérdidas y ganancias. La reversión del deterioro tiene como límite el valor en libros de la inversión que estaría reconocida en la fecha de reversión si no se hubiese registrado el deterioro del valor.

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(g) Activos financieros valor razonable con cambios en el patrimonio neto

Se incluyen en esta categoría las inversiones en instrumentos de patrimonio para las se haya ejercitado la opción irrevocable para su clasificación como "Activos financieros a valor razonable con cambios en el patrimonio".

(i) Valoración inicial

Los activos financieros incluidos en esta categoría se valorarán inicialmente por su valor razonable, que, con carácter general es el precio de la transacción, esto es el valor razonable de la contraprestación entregada, más los costes de transacción que les sean directamente atribuibles, incluyéndose el importe de los derechos preferentes de suscripción y similares que, en su caso, se hubiesen adquirido.

(ii) Valoración posterior

Los activos financieros incluidos en esta categoría se valoran por su valor razonable, sin deducir los costes de transacción en que se pudiera incurrir en su enajenación. Los cambios que se producen en el valor razonable se registran directamente en el patrimonio neto, hasta que el activo financiero causa baja del balance o se deteriora, momento en que el importe así reconocido, se imputa a la cuenta de pérdidas y ganancias.

(h) Pasivos financieros a coste amortizado

Con carácter general, se incluyen en esta categoría los débitos por operaciones comerciales y los débitos por operaciones no comerciales:

- Débitos por operaciones comerciales: son aquellos pasivos financieros que se originan en la compra de bienes y servicios por operaciones de tráfico de la empresa con pago aplazado, y
- Débitos por operaciones no comerciales: son aquellos pasivos financieros que, no siendo instrumentos derivados, no tienen origen comercial, sino que proceden de operaciones de préstamo o crédito recibidos por la empresa.

Los préstamos participativos que tienen las características de un préstamo ordinario o común también se incluyen en esta categoría sin perjuicio del tipo de interés acordado (cero o por debajo de mercado).

(i) Valoración inicial

Los pasivos financieros incluidos en esta categoría se valoran inicialmente por su valor razonable, que, es el precio de la transacción, que equivale al valor razonable de la contraprestación recibida ajustado por los costes de transacción que les sean directamente atribuibles.

No obstante, los débitos por operaciones comerciales con vencimiento no superior a un año y que no tienen un tipo de interés contractual, así como los desembolsos exigidos por terceros sobre participaciones, cuyo importe se espera pagar en el corto plazo, se valoran por su valor nominal, cuando el efecto de no actualizar los flujos de efectivo no es significativo.

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(ii) Valoración posterior

Los pasivos financieros incluidos en esta categoría se valoran por su coste amortizado. Los intereses devengados se contabilizan en la cuenta de pérdidas y ganancias, aplicando el método del tipo de interés efectivo.

No obstante, los débitos con vencimiento no superior a un año que, se valoren inicialmente por su valor nominal, continúan valorándose por dicho importe.

(i) Baja de activos y pasivos financieros

Los activos financieros se dan de baja contable cuando los derechos a recibir flujos de efectivo relacionados con los mismos han vencido o se han transferido, y la Sociedad ha traspasado sustancialmente los riesgos y beneficios derivados de su titularidad.

La baja de un activo financiero en su totalidad implica el reconocimiento de resultados por la diferencia existente entre su valor contable y la suma de la contraprestación recibida, neta de gastos de la transacción, incluyéndose los activos obtenidos o pasivos asumidos y cualquier pérdida o ganancia diferida en ingresos y gastos reconocidos en patrimonio neto.

La Sociedad da de baja un pasivo financiero o una parte de este cuando ha cumplido con la obligación contenida en el pasivo, o bien está legalmente dispensada de la responsabilidad principal contenida en el pasivo, ya sea en virtud de un proceso judicial o por el acreedor.

La Sociedad reconoce la diferencia entre el valor contable del pasivo financiero o de una parte de este cancelado o cedido a un tercero y la contraprestación pagada, incluyendo cualquier activo cedido diferente del efectivo o pasivo asumido, con cargo o abono a la cuenta de pérdidas y ganancias.

(j) Derivados financieros y cobertura contable

Los derivados financieros se valoran, tanto en el momento inicial como en valoraciones posteriores, por su valor razonable. El método para reconocer las pérdidas o ganancias resultantes depende de si el derivado se ha designado como instrumento de cobertura o no y, en su caso, del tipo de cobertura. La Sociedad designa determinados derivados como cobertura de los flujos de efectivo.

(i) Cobertura de los flujos de efectivo

La pérdida o ganancia del instrumento de cobertura, en la parte que constituya una cobertura eficaz, se reconoce directamente en el patrimonio neto. Así, el componente de patrimonio neto que surge como consecuencia de la cobertura se ajusta para que sea igual, en términos absolutos, al menor de los dos valores siguientes:

- La pérdida o ganancia acumulada del instrumento de cobertura desde el inicio de la cobertura.
- El cambio acumulado en el valor razonable de la partida cubierta (es decir, el valor actual del cambio acumulado en los flujos de efectivo futuros esperados cubiertos) desde el inicio de la cobertura.

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Cualquier pérdida o ganancia restante del instrumento de cobertura o cualquier pérdida o ganancia requerida para compensar el cambio en el ajuste por cobertura de flujos de efectivo calculada de acuerdo con el párrafo anterior, representa una ineficacia de la cobertura que se reconoce en el resultado del ejercicio.

Si una transacción prevista altamente probable cubierta da lugar posteriormente al reconocimiento de un activo no financiero o un pasivo no financiero, o una transacción prevista cubierta relativa a un activo no financiero o un pasivo no financiero pasa a ser un compromiso en firme al cual se aplica la contabilidad de coberturas del valor razonable, se elimina ese importe del ajuste por cobertura de flujos de efectivo y se incluye directamente en el coste inicial u otro importe en libros del activo o del pasivo. Se aplica este mismo criterio en las coberturas del riesgo de tipo de cambio de la adquisición de una inversión en una empresa del grupo, multigrupo o asociada.

En el resto de los casos, el ajuste reconocido en patrimonio neto se transfiere a la cuenta de pérdidas y ganancias en la medida en que los flujos de efectivo futuros esperados cubiertos afectan al resultado del ejercicio.

No obstante, si el ajuste reconocido en patrimonio neto es una pérdida y se espera que todo o parte de ésta no se recupere en uno o más ejercicios futuros, ese importe que no se espera recuperar se reclasifica inmediatamente en el resultado del ejercicio.

El valor razonable total de un derivado de cobertura se clasifica como un activo o pasivo no corriente si el vencimiento restante de la partida cubierta es superior a doce meses y como un activo o pasivo corriente si el vencimiento restante de la partida cubierta es inferior a doce meses.

(ii) Cobertura del valor razonable

Los cambios en el valor razonable de los derivados que se designan y califican como coberturas del valor razonable se registran en la cuenta de pérdidas y ganancias, junto con cualquier cambio en el valor razonable del activo o pasivo cubierto que sea atribuible al riesgo cubierto.

Cuando la partida cubierta es un compromiso en firme no reconocido o un componente de este, el cambio acumulado en el valor razonable de la partida cubierta con posterioridad a su designación se reconoce como un activo o un pasivo, y la ganancia o pérdida correspondiente se refleja en la cuenta de pérdidas y ganancias.

Las modificaciones en el importe en libros de las partidas cubiertas que se valoran a coste amortizado implican la corrección, bien desde el momento de la modificación, o posteriormente desde que cesa la contabilidad de coberturas, del tipo de interés efectivo del instrumento.

(k) Efectivo y otros activos líquidos equivalentes

El efectivo y otros activos líquidos equivalentes incluyen el efectivo en caja y los depósitos bancarios a la vista en entidades de crédito. También se incluyen bajo este concepto otras inversiones a corto plazo de gran liquidez siempre que sean fácilmente convertibles en importes determinados de efectivo y que estén sujetas a un riesgo insignificante de cambios de valor. A estos efectos se incluyen las inversiones con vencimientos de menos de tres meses desde la fecha de adquisición.

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(I) Subvenciones, donaciones y legados

Las subvenciones, donaciones y legados se contabilizan como ingresos y gastos reconocidos en patrimonio neto cuando se obtiene, en su caso, la concesión oficial de las mismas y se han cumplido las condiciones para su concesión o no existen dudas razonables sobre la recepción de estas.

En ejercicios posteriores las subvenciones, donaciones y legados se imputan a resultados atendiendo a su finalidad.

Las subvenciones de capital se imputan al resultado del ejercicio en proporción a la amortización correspondiente a los activos financiados con las mismas o, en su caso, cuando se produzca la enajenación, baja o corrección valorativa por deterioro de estos.

Las subvenciones que se conceden para financiar gastos específicos se imputan a ingresos en el ejercicio en que se devengan los gastos financiados.

Los pasivos financieros que incorporan ayudas implícitas en forma de la aplicación de tipos de interés por debajo de mercado se reconocen en el momento inicial por su valor razonable. La diferencia entre dicho valor, ajustado en su caso por los costes de emisión del pasivo financiero, y el importe recibido se registra como una subvención oficial atendiendo a la naturaleza de la subvención concedida.

(m) Provisiones y contingencias

Las provisiones se reconocen cuando la Sociedad tiene una obligación presente, ya sea legal, contractual, implícita o tácita, como resultado de un suceso pasado, es probable que exista una salida de recursos para cancelar tal obligación y se puede realizar una estimación fiable del importe de la obligación.

Las provisiones se revierten contra resultados cuando no es probable que exista una salida de recursos para cancelar tal obligación.

Adicionalmente, la Sociedad tiene constituidos avales como garantía de diversos compromisos por un importe de 7.160 miles de euros a 31 de diciembre de 2022 (4.816 miles de euros a 31 de diciembre de 2021).

El Administrador Único de la Sociedad estima que no existe ningún riesgo relacionado con los avales depositados. Asimismo, considera que no existen otros posibles litigios significativos que pudieran derivar en riesgo para la Sociedad

(n) Importe neto de la cifra de negocios

Los ingresos se reconocen cuando se transfiere el control de los bienes o servicios a los clientes.

Para la aplicación del principio de reconocimiento de control, la Sociedad aplica los siguientes pasos:

- 1. Identificar contratos con los clientes
- 2. Identificar las obligaciones a cumplir
- 3. Determinar la contraprestación de la transacción
- 4. Asignar el precio de la transacción

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5. Reconocer los ingresos cuando la entidad satisfaga las obligaciones acordadas.

En el momento en el que se transfiere el control, los ingresos se registran por el importe de la contraprestación que se espera tener derecho a cambio de la transferencia de los bienes y servicios comprometidos derivados de contratos con clientes, así como otros ingresos no derivados de contratos con clientes que constituyen la actividad ordinaria de la Sociedad.

El importe registrado se determina deduciendo del importe de la contraprestación por la transferencia de los bienes o servicios comprometidos con clientes u otros ingresos correspondientes a las actividades ordinarias de la Sociedad, el importe de los descuentos, devoluciones, reducciones de precio, incentivos o derechos entregados a clientes, así como el impuesto sobre el valor añadido y otros impuestos directamente relacionados con los mismos que deban ser objeto de repercusión.

En los casos en los que en el precio fijado en los contratos con clientes existe un importe de contraprestación variable, se incluye en el precio a reconocer la mejor estimación de la contraprestación variable en la medida que sea altamente probable que no se produzca una reversión significativa del importe del ingreso reconocido cuando posteriormente se resuelva la incertidumbre asociada a la contraprestación variable. La Sociedad basa sus estimaciones considerando la información histórica, teniendo en cuenta el tipo de cliente, el tipo de transacción y los términos concretos de cada acuerdo.

(i) Prestación de servicios

La Sociedad fundamentalmente presta servicios a otras compañías del Grupo.

Los ingresos relacionados con telefonía fija y móvil se reconocen como ingreso cuando se produce la prestación de los correspondientes servicios.

Los ingresos relacionados con el cobro de tarifas fijas con duraciones establecidas se reconocen como ingresos de forma lineal durante el periodo establecido en los contratos.

Los cargos periódicos relacionados con la utilización de la red (servicios de telefonía, internet) se registran en la cuenta de pérdidas y ganancias durante el periodo de duración de los contratos.

En el caso de contratos de precio fijo, el cliente paga el importe fijo en base a un calendario de pagos. Si los servicios prestados por la Sociedad superan el pago, se reconoce un activo por contrato. Si los pagos exceden los servicios prestados, se reconoce un pasivo por contrato. En los casos de cobros anticipados por los servicios de telefonía móvil prepago, el importe pendiente de utilización se registra en cuentas de pasivo hasta que tenga lugar un consumo o la cancelación de las obligaciones contractuales.

(ii) Ingresos financieros derivados de actividades como holding

Siguiendo lo establecido por la normativa contable en vigor, la Sociedad presenta los ingresos financieros derivados de actividades de financiación que presta a las sociedades del Grupo, así como los dividendos que recibe de sus sociedades participadas, como parte del importe neto de la cifra de negocios.

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Dichos ingresos por intereses se reconocen usando el método del tipo de interés efectivo. Los ingresos por intereses de préstamos que hayan sufrido pérdidas por deterioro del valor se reconocen utilizando el método de interés efectivo. Estos ingresos provenientes de empresas del Grupo, al estar relacionados con la actividad ordinaria de la Sociedad, se reflejan bajo el epígrafe de Importe neto de la cifra de negocios de la cuenta de pérdidas y ganancias.

(o) Impuesto sobre beneficios

El gasto o ingreso por el impuesto sobre beneficios comprende tanto el impuesto corriente como el impuesto diferido.

Los activos o pasivos por impuesto sobre beneficios corriente se valoran por las cantidades que se espera pagar o recuperar de las autoridades fiscales, utilizando la normativa y tipos impositivos vigentes o aprobados y pendientes de publicación en la fecha de cierre del ejercicio.

El impuesto sobre beneficios corriente o diferido se reconoce en resultados, salvo que surja de una transacción o suceso económico que se haya reconocido en el mismo ejercicio o en otro diferente contra patrimonio neto.

La sociedad tributa en régimen de consolidación fiscal con las sociedades, Lorca Telecom BidCo, Lorca Telecom BondCo, S.A.U., Xfera Móviles, S.A.U., MásMóvil Broadband, S.A.U., Xtra Telecom, S.A.U., Embou Nuevas Tecnologías, S.L.U., Pepeworld, S.L.U., Pepe Energy, S.L., Pepe Mobile, S.L.U., The Bymovil Spain, S.L.U., Senior Telecomunicaciones y Servicios Avanzados, S.L., Spotting Brands Technologies, S.L., Comlocal, S.L., Kaixo BondCo Telecom, S.A.U. y R Cable y Telecable Telecomunicaciones S.A.U. siendo Lorca Aggregator Limited la sociedad dominante del grupo fiscal que nombra a Lorca Telecom BidCo, S.A.U. como entidad representante del grupo fiscal desde el 1 de enero de 2021.

El gasto devengado por impuesto sobre sociedades de las sociedades que se encuentran en régimen de declaración consolidada se determina teniendo en cuenta, además de los parámetros a considerar en caso de tributación individual, los siguientes:

- Las diferencias temporarias y permanentes producidas como consecuencia de la eliminación de resultados por operaciones entre sociedades del grupo, derivadas del proceso de determinación de la base imponible consolidada.
- Las deducciones y bonificaciones que corresponden a cada sociedad del grupo fiscal en el régimen de declaración consolidada. A estos efectos, las deducciones y bonificaciones se imputan a la sociedad que realizó la actividad u obtuvo el rendimiento necesario para obtener el derecho a la deducción o bonificación fiscal.

Las diferencias temporarias derivadas de las eliminaciones de resultados entre las empresas del grupo fiscal se reconocen en la sociedad que ha generado el resultado y se valoran por el tipo impositivo aplicable a la misma.

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Por la parte de los resultados fiscales negativos procedentes de algunas de las sociedades del grupo fiscal que han sido compensados por el resto de las sociedades del grupo fiscal, surge un crédito y débito recíproco entre las sociedades a las que corresponden y las sociedades que lo compensan. En caso de que exista un resultado fiscal negativo que no pueda ser compensado por el resto de las sociedades del grupo fiscal, estos créditos fiscales por pérdidas compensables son reconocidos como activos por impuesto diferido, considerando para su recuperación al grupo fiscal como sujeto pasivo.

El importe de la deuda (crédito) correspondiente a las sociedades dependientes se registra con abono (cargo) a Deudas (Créditos) con empresas del grupo y asociadas.

(i) Reconocimiento de pasivos por impuesto diferido

La Sociedad reconoce los pasivos por impuesto diferido en todos los casos, excepto que surjan del reconocimiento inicial del fondo de comercio o de un activo o pasivo en una transacción que no es una combinación de negocios y que en la fecha de la transacción no afecta ni al resultado contable ni a la base imponible fiscal.

(ii) Reconocimiento de activos por impuesto diferido

La Sociedad reconoce los activos por impuestos diferidos siempre que resulte probable que existan ganancias fiscales futuras suficientes para su compensación, o cuando la legislación fiscal contemple la posibilidad de conversión futura de activos por impuesto diferido en un crédito exigible frente a la Administración Pública.

La Sociedad reconoce la conversión de un activo por impuesto diferido en una cuenta a cobrar frente a la Administración Pública cuando es exigible según lo dispuesto en la legislación fiscal vigente. A estos efectos, se reconoce la baja del activo por impuesto diferido con cargo al gasto por impuesto sobre beneficios diferido y la cuenta a cobrar con abono al impuesto sobre beneficios sobre corriente.

Salvo prueba en contrario, no se considera probable que la Sociedad disponga de ganancias fiscales futuras cuando se prevea que su recuperación futura se va a producir en un plazo superior a los diez años contados desde la fecha de cierre del ejercicio, al margen de cuál sea la naturaleza del activo por impuesto diferido o, en el caso de tratarse de créditos derivados de deducciones y otras ventajas fiscales pendientes de aplicar fiscalmente por insuficiencia de cuota, cuando habiéndose producido la actividad u obtenido el rendimiento que origine el derecho a la deducción o bonificación, existan dudas razonables sobre el cumplimiento de los requisitos para hacerlas efectivas.

Por el contrario se considera probable que la Sociedad dispone de ganancias fiscales suficientes para recuperar los activos por impuesto diferido siempre que existan diferencias temporarias imponibles en cuantía suficiente, relacionadas con la misma autoridad fiscal y referidas al mismo sujeto pasivo, cuya reversión se espere en el mismo ejercicio fiscal en el que se prevea reviertan las diferencias temporarias deducibles o en ejercicios en los que una pérdida fiscal, surgida por una diferencia temporaria deducible, pueda ser compensada con ganancias anteriores o posteriores.

Al objeto de determinar las ganancias fiscales futuras, la Sociedad tiene en cuenta las oportunidades de planificación fiscal siempre que tenga la intención de adoptarlas o es probable que las vaya a adoptar.

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(iii) Valoración de activos y pasivos por impuesto diferido

Los activos y pasivos por impuesto diferido se valoran por los tipos impositivos que vayan a ser de aplicación en los ejercicios en los que se espera realizar los activos o pagar los pasivos, a partir de la normativa y tipos que están vigentes o aprobados y pendientes de publicación, y una vez consideradas las consecuencias fiscales que se derivarán de la forma en que la Sociedad espera recuperar los activos o liquidar los pasivos.

(iv) Compensación y clasificación

La Sociedad solo compensa los activos y pasivos por impuesto sobre beneficios si existe un derecho legal a su compensación frente a las autoridades fiscales y tiene la intención de liquidar las cantidades que resulten por su importe neto, o bien realizar los activos y liquidar los pasivos de forma simultánea.

Los activos y pasivos por impuesto diferido se reconocen en balance como activos o pasivos no corrientes, independientemente de la fecha esperada de realización o liquidación.

(p) Clasificación de activos y pasivos entre corriente y no corriente

La Sociedad presenta el balance clasificando activos y pasivos entre corriente y no corriente. A estos efectos son activos o pasivos corrientes aquellos que se esperan realizar o liquidar dentro del periodo de doce meses posteriores a la fecha de cierre.

(q) Medioambiente

Los gastos derivados de las actividades medioambientales, en su caso, se reconocen como Otros gastos de explotación en el ejercicio en el que se incurren.

Los elementos del inmovilizado material adquiridos, en su caso, con el objeto de ser utilizados de forma duradera en su actividad y cuya finalidad principal es la minimización del impacto medioambiental y la protección y mejora del medio ambiente, incluyendo la reducción o eliminación de la contaminación futura de las operaciones de la Sociedad, se reconocen como activos mediante la aplicación de criterios de valoración, presentación y desglose consistentes con los que se mencionan en el apartado (b) Inmovilizado material.

(r) Transacciones entre empresas del Grupo

Con carácter general, las operaciones entre empresas del Grupo se contabilizan en el momento inicial por su valor razonable. En su caso, si el precio acordado difiere de su valor razonable, la diferencia se registra atendiendo a la realidad económica de la operación. La valoración posterior se realiza conforme con lo previsto en las correspondientes normas.

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No obstante lo anterior, en las operaciones de fusión, escisión o aportación no dineraria de un negocio los elementos constitutivos del negocio adquirido se valoran por el importe que corresponde a los mismos, una vez realizada la operación, conforme a sus valores precedentes conforme a las cuentas anuales consolidadas del grupo o subgrupo, o en caso de dispensa, al mayor entre el coste de adquisición del negocio en la sociedad aportante, y el importe representativo de su porcentaje de participación en el patrimonio neto de la sociedad participada cuyo negocio se traslada.

Cuando no intervenga la empresa dominante del grupo o subgrupo y su dependiente, las cuentas anuales a considerar a estos efectos serán las del grupo o subgrupo mayor en el que se integren los elementos patrimoniales cuya sociedad dominante sea española.

En estos casos la diferencia que se pudiera poner de manifiesto entre el valor neto de los activos y pasivos de la sociedad adquirida, ajustado por el saldo de las agrupaciones de subvenciones, donaciones y legados recibidos y ajustes por cambios de valor, y cualquier importe del capital y prima de emisión, en su caso, emitido por la sociedad absorbente se registra en reservas.

(s) Combinación de negocios

Las operaciones de fusión, escisión y aportación no dineraria de un negocio entre empresas del grupo se registran conforme con lo establecido para las transacciones entre partes vinculadas (véase nota 4 (r).

Las operaciones de fusión o escisión distintas de las anteriores y las combinaciones de negocios surgidas de la adquisición de todos los elementos patrimoniales de una empresa o de una parte que constituya uno o más negocios, se registran de acuerdo con el método de adquisición.

En el caso de combinaciones de negocios originadas como consecuencia de la adquisición de acciones o participaciones en el capital de una empresa, la Sociedad reconoce la inversión conforme con lo establecido para las inversiones en el patrimonio de empresas del Grupo, multigrupo y asociadas (nota 4(f)).

(5) Política y Gestión de Riesgos

(a) Factores de riesgo financiero

Las actividades de la Sociedad están expuestas a diversos riesgos financieros: riesgo de mercado, riesgo de crédito y riesgo de liquidez. El programa de gestión del riesgo global de la Sociedad y del Grupo se centra en la incertidumbre de los mercados financieros y trata de minimizar los efectos potenciales adversos sobre la rentabilidad financiera de la Sociedad y del Grupo. La Sociedad emplea instrumentos financieros derivados para cubrir determinadas exposiciones al riesgo.

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La gestión del riesgo está controlada por la Dirección Financiera del Grupo con arreglo a políticas aprobadas por el Consejo de Administración de la Sociedad. La Dirección Financiera identifica, evalúa y cubre los riesgos financieros en estrecha colaboración con las unidades operativas de la Sociedad. El Consejo proporciona políticas escritas para la gestión del riesgo global, así como para materias concretas tales como riesgo de tipo de cambio, riesgo de tipo de interés, riesgo de liquidez, empleo de derivados y no derivándose inversión del excedente de liquidez.

Cuando se cumplen todos los criterios requeridos, se aplica la contabilidad de cobertura para eliminar la asimetría contable entre el instrumento de cobertura y la partida cubierta. Esto resultará de manera efectiva en el reconocimiento del gasto por intereses a un tipo de interés fijo para los préstamos a tipo variable cubiertos.

(i) Riesgo de crédito

La Sociedad no tiene concentraciones significativas de riesgo de crédito, manteniendo una parte relevante de sus saldos por deudas comerciales y cuentas a cobrar con empresas del Grupo. La Sociedad tiene políticas para asegurar que las ventas se efectúen a clientes con un historial de crédito adecuado.

La corrección valorativa por insolvencias de clientes, la revisión de saldos individuales en base a la calidad crediticia de los clientes, tendencias actuales del mercado y análisis histórico de las insolvencias a nivel agregado, implica un elevado grado de estimación. En relación con la corrección valorativa derivada del análisis agregado de la experiencia histórica de impagados, una reducción en el volumen de saldos implica una reducción de las correcciones valorativas y viceversa.

(ii) Riesgo de liquidez

La Sociedad lleva a cabo una gestión prudente del riesgo de liquidez, fundada en el mantenimiento de suficiente efectivo y valores negociables, la disponibilidad de financiación mediante un importe suficiente de facilidades de crédito comprometidas y capacidad suficiente para liquidar posiciones de mercado. Dado el carácter dinámico de los negocios subyacentes, la Dirección Financiera de la Sociedad tiene como objetivo mantener la flexibilidad en la financiación mediante la disponibilidad de líneas de crédito contratadas.

La información relativa a los flujos de efectivo contractuales sin descontar de los pasivos financieros se presenta en la nota 13.

(iii) Riesgo de mercado

Riesgo de tipo de interés en los flujos de efectivo y en el valor razonable.

El riesgo de tipo de interés de la Sociedad surge de la deuda financiera. Los préstamos emitidos a tipos variables exponen a la Sociedad a riesgo de tipo de interés de los flujos de efectivo.

La Sociedad ha contratado permutas de tipo de interés para cubrir su exposición al riesgo de tipo de interés de flujos de efectivo. Estas permutas de tipo de interés tienen el efecto económico de convertir los préstamos con tipos de interés variable en préstamos con tipo de interés fijo (véase nota 10 (a)).

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La Sociedad tiene los siguientes instrumentos financieros derivados en las siguientes partidas del balance:

	Miles de euros	
	2022	2021
Activos corrientes Permutas de tipo de interés – coberturas de flujos de efectivo Total activo corriente instrumentos financieros derivados	684 684	
Activos no corrientes Permutas de tipo de interés – coberturas de flujos de efectivo	2.618	
Total no activo corriente instrumentos financieros derivados	2.618	-

Los derivados solo se utilizan con fines de cobertura económica y no como inversiones especulativas. Sin embargo, cuando los derivados no cumplen con los criterios para cobertura contable, se clasifican como "mantenidos para negociar" a efectos contables y se contabilizan al valor razonable con cambios en resultados. La normativa contable aplicada por el Grupo para sus coberturas de flujos de efectivo puede verse en la nota 4 (j).

El valor razonable total de un derivado de cobertura se clasifica como un activo o pasivo no corriente si el vencimiento restante de la partida cubierta es superior a doce meses, y como un activo o pasivo corriente si el vencimiento restante de la partida cubierta es inferior a doce meses.

El valor razonable se calcula como el valor presente de los flujos de efectivo futuros estimados. Las estimaciones de los flujos de efectivo futuros a tipo variable se basan en swaps de tipo de cambio cotizados, precios futuros y tipos de cambio de préstamos interbancarios. Los flujos de efectivo estimados se descuentan utilizando una curva de rendimiento construida a partir de fuentes similares y que refleja la tasa interbancaria de referencia relevante utilizada por los participantes del mercado para este propósito al fijar el precio de los swaps de tasa de interés. La estimación del valor razonable está sujeta a un ajuste por riesgo de crédito que refleja el riesgo de crédito del Grupo y de la contraparte; esto se calcula sobre la base de los diferenciales de crédito derivados de los precios de incumplimiento crediticio de swaps o de los bonos.

Se clasifican como valores razonables de nivel 2 en la jerarquía de valor razonable (véase apartado b) de esta nota) debido al uso de variables observables.

La parte ineficaz reconocida en la cuenta de pérdidas y ganancias por coberturas de flujos de efectivo asciende a 3 miles de euros.

Los importes del principal nocional de los contratos de permuta de tipo de interés pendientes a 31 de diciembre de 2022 ascienden a 333 miles de euros.

El valor razonable de los derivados obtenidos mediante técnicas de valoración a la fecha del contrato reveló la existencia de una pérdida al inicio. Esta pérdida se produce por el diferencial de riesgo de crédito y las comisiones aplicadas por las entidades financieras y explican la diferencia entre el valor razonable y el precio de la transacción. Dado que estas estimaciones se basan en datos no observables, la Sociedad ha optado por diferir la pérdida a lo largo de la vida de los instrumentos financieros derivados.

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La diferencia agregada diferida a la fecha del contrato asciende a 1.122 miles de euros, y a 31 de diciembre de 2022 a 1.059 miles de euros (63 miles de euros se han registrado en la cuenta de pérdidas y ganancias durante el ejercicio 2022).

Las pérdidas o ganancias reconocidas en patrimonio neto en "Ajustes por cambios de valor" en contratos de permuta de tipo de interés a 31 de diciembre de 2022 se irán transfiriendo a la cuenta de pérdidas y ganancias de forma continua hasta que se reembolsen los préstamos bancarios.

(iv) Riesgo de deuda

Las inversiones en activos fijos y en la adquisición de sociedades en los últimos dos años han sido financiadas de forma general con una combinación de recursos propios y recursos ajenos.

La Sociedad cuenta con capacidad, con sujeción a determinados límites marcados por su apalancamiento financiero actual (véase nota 13), para acceder a nuevas líneas de financiación.

(b) Estimación del valor razonable

Esta sección explica los juicios y estimaciones hechas para determinar los valores razonables de los instrumentos financieros que se reconocen y valoran a valor razonable en los estados financieros. Para proporcionar una indicación sobre la fiabilidad de las variables usadas al determinar el valor razonable, la Sociedad ha clasificado sus instrumentos financieros en los tres niveles previstos en las normas contables.

La política del grupo es reconocer las transferencias entre los niveles de jerarquía de valor razonable al final del ejercicio sobre el que se informa.

- Nivel 1: El valor razonable de los instrumentos financieros negociados en mercados activos (tales como los derivados cotizados en bolsa y títulos de patrimonio neto) se basa en precios de cotización del mercado al final del ejercicio sobre el que se informa. El precio de cotización del mercado usado para activos financieros mantenidos por el grupo es el precio corriente comprador. Estos instrumentos se incluyen en el nivel 1.
- Nivel 2: El valor razonable de los instrumentos financieros que no se negocian en un mercado activo (por ejemplo, derivados OTC) se determina usando técnicas de valoración que maximizan el uso de variables observables del mercado y se basan en la menor medida posible en estimaciones específicas de la entidad. Si todas las variables significativas requeridas para calcular el valor razonable de un instrumento son observables, el instrumento se incluye en el nivel 2.
- Nivel 3: Si una o más de las variables significativas no se basan en datos de mercado observables, el instrumento se incluye en el nivel 3. Este es el caso de los títulos de patrimonio neto sin cotización oficial.

Las técnicas específicas de valoración usadas para valorar los instrumentos financieros incluyen:

• el uso de precios de cotización de mercado o precios establecidos por intermediarios financieros para instrumentos similares

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- para las permutas de tipo de interés el valor actual de los flujos de efectivo futuros estimados se basa en curvas de tipos de interés observables
- para los restantes instrumentos financieros análisis de flujos de efectivo descontados.

Todas las estimaciones de valor razonable resultantes se incluyen en el nivel 2.

El valor razonable de cada clase de instrumentos financieros, comparado con su correspondiente valor en libros, se muestra en las notas relativas a los activos y pasivos financieros.

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(6) Inmovilizado intangible

La composición y el movimiento habido en las cuentas incluidas en el inmovilizado intangible han sido los siguientes:

mangible han side les siguis	Miles de euros				
			2022		
	Desarrollo	Patentes, licencias, marcas y similares	Aplicaciones informáticas	Otro inmovilizado intangible	Total
Coste al 31 de diciembre de 2020	7.293	62	6.965	609	14.929
Altas	1.295	- 02	38	- 009	38
Coste al 31 de diciembre de 2021	7.293	62	7.003	609	14.967
Coste al 31 de diciembre de 2022	7.293	62	7.003	609	14.967
Amortización acumulada al 31 de diciembre de 2020	(7.293)	(62)	(4.757)	(606)	(12.718)
Amortizaciones	-	-	(798)	(3)	(801)
Amortización acumulada al 31 de diciembre de 2021	(7.293)	(62)	(5.555)	(609)	(13.519)
Amortización	-	-	(516)	-	(516)
Amortización acumulada al 31 de diciembre de 2022	(7.293)	(62)	(6.071)	(609)	(14.035)
Valor neto contable al 31 de diciembre de 2021	-	-	1.448	-	1.448
Valor neto contable al 31 de diciembre de 2022	-	-	932	-	932

El coste de los inmovilizados intangibles que están totalmente amortizados y todavía en uso al 31 de diciembre de 2022 es como sigue:

	Miles de euros		
	2022	2021	
Desarrollo	7.293	7.293	
Patentes, licencias, marcas y similares	62	62	
Aplicaciones informáticas	5.088	4.573	
Otros activos intangibles	609	609	
Total	13.052	12.537	

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(7) Inmovilizado Material

La composición y los movimientos habidos en las cuentas incluidas en el Inmovilizado material han sido los siguientes:

	Miles de euros							
	2022							
	Terrenos y construcciones	Otro inmovilizado	Equipamientos de red	Inmovilizado en curso	Total			
Coste al 31 de diciembre de 2020	781	6.625	-	-	7.406			
Altas	-	16	193	-	209			
Traspasos		(2.683)	2.683	-				
Coste al 31 de diciembre de 2021	781	3.958	2.876	-	7.615			
Altas		-	-	71	71			
Coste al 31 de diciembre de 2022	781	3.958	2.876	71	7.686			
Amortización acumulada al 31 de diciembre de 2020	(246)	(3.738)	-	-	(3.984)			
Amortizaciones Traspasos	(19)	(614) 492	(297) (492)		(930)			
Amortización acumulada al 31 de diciembre de 2021	(265)	(3.860)	(789)	-	(4.914)			
Amortizaciones	(20)	(45)	(353)	-	(418)			
Amortización acumulada al 31 de diciembre de 2022	(285)	(3.905)	(1.142)	-	(5.332)			
Valor neto contable al 31 de diciembre de 2021	516	98	2.087	-	2.701			
Valor neto contable al 31 de diciembre de 2022	496	53	1.734	71	2.354			

El coste de los elementos del inmovilizado material que están totalmente amortizados y todavía en uso al 31 de diciembre es como sigue:

	Miles de euros		
	2022	2021	
Otro Inmovilizado	3.668	3.373	
	3.668	3.373	

Al cierre del ejercicio 2022 y 2021, no hay bienes del inmovilizado material aportados en garantía de préstamos con entidades de crédito.

La Sociedad tiene contratadas pólizas de seguro para cubrir los riesgos a que están sujetos los elementos del inmovilizado material. La cobertura de estas pólizas se considera suficiente.

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(8) Inversiones en instrumentos de patrimonio de empresas del Grupo y asociadas

El detalle de las inversiones en instrumentos de patrimonio de empresas del Grupo y asociadas, tanto a 31 de diciembre de 2022 como 2021, es como sigue:

	Miles de euros		
	2022	2021	
	No corriente	No corriente	
Empresas del Grupo			
Participación en Kaixo Telecom, S.A.U.	1.576.190	1.576.190	
Participación en Xfera Móviles, S.A.U.	357.355	357.355	
•	1.933.545	1.933.545	
Entidades asociadas			
Participación en Cabonitel, S.A.	-	13.437	
•	1.933.545	1.946.982	

(a) Participaciones en empresas del Grupo

La información relativa a las participaciones en empresas del Grupo al 31 de diciembre se presenta en Anexo I.

Ninguna de las empresas del Grupo en las que la Sociedad tiene participación cotiza en Bolsa.

Durante el ejercicio 2022 no ha habido movimientos en las participaciones en empresas del Grupo.

El 19 de marzo de 2021 la Sociedad constituyó Kaixo Telecom, S.A.U., cuya actividad principal es la prestación de otras actividades de telecomunicaciones. Esta sociedad lanzó una oferta pública de adquisición de carácter voluntario sobre Euskaltel, que con fecha 10 de agosto de 2021 se completó con éxito (véase nota 1)

El 7 de octubre de 2021 Kaixo Telecom, S.A.U. realizó una ampliación de capital por un importe de 60.000 euros mediante la emisión y puesta en circulación de 3.000.000 acciones nominativas, de 0,02 euros. La ampliación del capital social se realizó con una prima de emisión total de 1.575.907.565,06 euros.

(b) Participaciones en empresas asociadas

A 31 de diciembre de 2021, la Sociedad tenía una participación del 49,9% sobre Cabonitel, S.A.(Cabonitel). El 50.01% de participación restante era propiedad de la entidad vinculada GAEA Inversión SCR, S.A. (GAEA). Cabonitel es una sociedad portuguesa propietaria del operador de telecomunicaciones portugués Nowo Communications, S.A.

La Sociedad y GAEA se otorgaron recíprocamente ciertas opciones de compra y venta sobre sus participaciones en el capital social de Cabonitel que, de ejercerse, otorgarían a la Sociedad el control de Cabonitel. En noviembre de 2021 se amplió el plazo para ejercer dichas opciones hasta mayo de 2022.

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Con fecha 1 de abril de 2022, la Sociedad adquirió a GAEA la participación restante, equivalente al 50,01% del capital social de Cabonitel, por 62.344 miles de euros. Durante el ejercicio 2022 la Sociedad ha registrado un deterioro de la participación en Cabonitel por importe de 3.781 miles de euros en el epígrafe "Deterioro y resultado por enajenaciones de instrumentos financieros" de la cuenta de pérdidas y ganancias.

Con fecha 29 de septiembre de 2022, la Sociedad vende y transmite a Lorca JVCo Ltd. las 22.200.000 acciones representativas del 100% del capital social de Cabonitel.

El precio fijo total de la compraventa de las acciones y prestaciones accesorias han sido de 72.000 miles de euros. A 31 de diciembre de 2022 el pago no se ha hecho efectivo, y el mismo queda aplazado (véase nota 10 (a)) y será realizado por Lorca JVCo Ltd. no más tarde de los 13 meses siguientes a la fecha de otorgamiento del contrato de compraventa, con fecha 29 de septiembre de 2022.

El movimiento de las participaciones en Cabonitel es el siguiente:

	Miles de euros			
	Participación en empresas asociadas			
	2022	2021		
Saldo a 1 de enero	13.437	13.437		
Adquisición 50.01% capital social	46.637	-		
Aumento de capital	15.707	-		
Deterioro	(3.781)	-		
Venta a JVCo	(72.000)	<u>-</u>		
Saldo a 31 de diciembre		13.437		

(9) Activos financieros por categorías

(a) Clasificación de los activos financieros por categorías

El valor en libros de cada una de las categorías de activos financieros, excepto las inversiones en el patrimonio de empresas del Grupo y asociadas (véase nota 8), es el siguiente:

	Miles de euros			
	2022		2021	
	No corriente	Corriente	No corriente	Corriente
Activo financiero a coste amortizado				
Créditos	78.278	151.295	76.415	137.495
Clientes por ventas y prestación de servicios	-	14.918	-	7.054
Depósitos y fianzas	-	23	-	23
Otros activos financieros	5.080	-	1.075	-
Préstamos a empresas	_	2.097	-	-
Activos a valor razonable con cambios en el patrimonio neto (nota 13):				
Instrumentos financieros derivados	2.618	684	-	-
Total	85.976	169.017	77.490	144.572

Las principales categorías de activos financieros mantenidos por la Sociedad son las correspondientes a partidas a cobrar relacionadas con la prestación de servicios que constituyen su actividad principal.

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Valor razonable

El valor en libros de los activos financieros registrados en el balance a coste o coste amortizado no presenta diferencias significativas respecto al valor razonable de los mismos, ya que los intereses por cobrar sobre esos activos financieros están cerca de las tasas de mercado actuales o los activos son de corto plazo.

En particular, los créditos a largo plazo incluyen principalmente créditos a empresas del Grupo que tienen un tipo de interés variable (véase nota 10) y su valor razonable no se considera que difiera significativamente de su valor en libros.

(b) Pérdidas y ganancias netas por categoría de activos financieros

Las pérdidas y ganancias netas por categoría de activos financieros registrados como tales en la cuenta de pérdidas y ganancias han ascendido a 695 miles de euros (334 miles de euros durante el ejercicio 2021). Asimismo, durante el ejercicio 2022 se han devengado ingresos de carácter financiero que han sido clasificados dentro del importe neto de la cifra de negocios por importe de 1.932 miles de euros (2.010 miles de euros durante el ejercicio 2021) devengados por préstamos y partidas a cobrar a empresas del Grupo (véase nota 18 (a)).

(10) Inversiones financieras y deudores comerciales

(a) Créditos a empresas

	Miles de euros			
	2022		2021	
	No	0	No	0
_	corriente	Corriente	corriente	Corriente
Terceros				
Créditos	-	2.097	-	-
Fianzas	-	23	-	23
Anticipos a proveedores	5.080	-	1.075	-
Grupo				
Créditos	78.278	151.295	76.415	84.333
Instrumentos financieros derivados	2.618	684	-	-
Asociadas				
Créditos				53.162
Total	85.976	154.099	77.490	137.518

Los créditos corrientes con empresas del Grupo a 31 de diciembre de 2022 y 2021 corresponden a saldos a cobrar a empresas del Grupo por créditos fiscales generados en ejercicios anteriores como consecuencia del efecto impositivo derivado de la aplicación del régimen de tributación consolidada por importe de 62.542 miles de euros (38.031 miles de euros a 31 de diciembre de 2021), cuentas corrientes mantenidas con diversas empresas del Grupo por importe de 16.752 miles de euros (42.262 miles de euros a 31 de diciembre de 2021) que devengan intereses a tipos de mercado (de 40 miles de euros en el 2021). (véanse notas 15 y 17 (a)) Adicionalmente, incluyen un préstamo concedido por la Sociedad con fecha 29 de septiembre de 2022 a Lorca JVCO por importe de 72.000 miles de euros de valor nominal que devenga un tipo de interés variable del 2,5% y tiene el vencimiento en 2024.

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Así mismo, la Sociedad con el fin de mitigar la volatilidad del riesgo de tipo de interés del préstamo que tiene concedido por Lorca Finco.Plc., ha contratado derivados de cobertura de tipo de interés ("swaps") por importe de 684 a corto plazo y 2.618 miles de euros a largo plazo. (véase nota 5 (iii)).

A cierre de los ejercicios 2022 y 2021 el detalle de los créditos no corrientes, incluidos los intereses devengados, es el siguiente:

Pepe Energy S.L.

Xfera Móviles, S.A.

2022				
Moneda	Tipo de interés efectivo	Tipo de interés	Vencimiento	No corriente
EUR	0.50%	VARIABLE	2027	532
EUR	Euribor + 2,5%	VARIABLE	2024	77.746
		_		78.278

2022

Pepe Energy S.L. Xfera Móviles, S.A.

		2021		
Moneda	Tipo de interés efectivo	Tipo de interés	Vencimiento	No corriente
EUR	0.50%	VARIABLE	2027	527
EUR	Euribor + 2,5%	VARIABLE	2023	75.888
				76 415

El crédito con Pepe Energy, S.L. corresponde a un préstamo participativo por un principal de 532 miles de euros que devenga un tipo de interés en función de sus resultados y vence el 31 de diciembre de 2027 (véase nota 17).

El 30 de enero de 2020 la Sociedad otorgó a su participada Xfera Móviles, S.A.U. (Xfera) un crédito por importe de 41.000 miles de euros. Dicho crédito fue ampliado mediante sucesivas adendas durante el ejercicio 2020 por un importe adicional de 31.550 miles de euros. El crédito inicial tenía vencimiento en 2023 y devengaba un tipo de interés variable de Euribor + 2,50. Durante el ejercicio 2022, la Sociedad y Xfera han firmado una adenda prorrogando la fecha de vencimiento del crédito hasta 2024. A 31 de diciembre de 2022 el crédito ha devengado intereses por 1.929 miles de euros (1.474 miles de euros a 31 de diciembre de 2021) y se ha ampliado hasta 2024.

A 31 de diciembre de 2021, créditos corrientes a empresas asociadas incluían la línea de crédito concedida a Cabonitel por importe 53.162 miles de euros. Este préstamo tenía un tipo de interés del 3,5% y vencía en abril de 2022. En abril de 2022 se realizó un contrato de cesión de derechos de crédito y amortización anticipada de préstamos, donde ambas partes acordaron compensar el préstamo mediante la compensación de derechos de crédito por importe de 40 millones de euros. El 8 de abril de 2022 ambas partes acordaron prorrogar la fecha de vencimiento hasta finales de octubre de 2022. Dado que el 29 de septiembre de 2022 la Sociedad vende y trasmite a Lorca JVCo la totalidad de las participaciones de Cabonitel (véase nota 8 (b)), el importe restante préstamo por importe de 13.162 miles de euros se capitalizó.

El detalle de los instrumentos financieros derivados se muestra en la nota 5 (iii).

(b) Deudores comerciales y otras cuentas a cobrar

El detalle de deudores comerciales y otras cuentas a cobrar al 31 de diciembre es como sigue:

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	Miles de euros	
	2022	2021
	Corriente	Corriente
Grupo		
Clientes (nota 17)	14.417	6.933
No vinculadas		
Clientes por ventas y prestación de servicios	728	345
Otros créditos con las Administraciones Públicas (nota 15)	1.234	7.299
Correcciones valorativas por deterioro	(227)	(224)
Total	16.152	14.353

El movimiento de la provisión por pérdidas por deterioro de valor de las cuentas a cobrar a clientes es el siguiente (en miles de euros):

	Miles de	Miles de euros	
	2022	2021	
Saldo a 1 enero	(224)	(177)	
Dotaciones	(3)_	(47)	
Saldo a 31 diciembre	(227)	(224)	

(11) Fondos Propios

La composición y el movimiento del patrimonio neto se presentan en el estado de cambios en el patrimonio neto.

Con fecha 26 de marzo de 2021, Xfera concedió a la Sociedad un préstamo participativo por importe de 60.000 miles de euros. Dicho préstamo fue ampliado por importe de 70.500 miles de euros. Adicionalmente, durante el ejercicio 2022 dicho préstamo ha sido ampliado por importe adicional de 60.000 miles de euros. El préstamo está condicionado al EBITDA positivo de MásMóvil Ibercom, S.A.U. en el último año natural, con un tipo de interés a aplicar del Euribor a 12 meses del 0,5 % y con vencimiento en 2024. (véanse notas 2 (e) y 12).

De acuerdo con la legislación vigente, los préstamos participativos constituyen un pasivo para la Sociedad, pero tendrán la consideración de patrimonio contable a los efectos de no incurrir en los supuestos de reducción de capital y disolución de sociedades contemplados en los artículos 327 y 363 del Texto Refundido de la Ley de Sociedades de Capital.

(a) Capital

Al 31 de diciembre de 2022 y 2021 el capital social de la Sociedad está representado por 130.634.194 acciones de 0,02 euros de valor nominal cada una, totalmente desembolsadas. Todas las acciones gozan de los mismos derechos políticos y económicos. Estas acciones están aportadas en garantía del préstamo de financiación sindicada obtenido por la sociedad del Grupo Lorca FinCo PLC y de los bonos senior garantizados emitidos por la sociedad Lorca Telecom Bondco, S.A.U.

(b) Prima de emisión

La prima de emisión surge de las ampliaciones de capital realizadas durante el ejercicio

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2020 y anteriores. A 31 de diciembre de 2022 no es de libre disposición.

(c) Reservas y resultados negativos anteriores

El detalle de reservas y resultados negativos de ejercicios anteriores a 31 de diciembre es como sigue:

	Miles de euros		
	2022	2021	
Legal y estatutaria			
Reserva legal	527	527	
Otras reservas			
Reserva de fusión	(288.096)	(288.096)	
Reserva voluntaria	80.612	80.612	
Resultados negativos de ejercicios anteriores	(90.687)	(31.330)	
Saldo a 31 de diciembre	(297.644)	(238.287)	

La reserva legal ha sido dotada de conformidad con el artículo 274 de la Ley de Sociedades de Capital que establece que, en todo caso, una cifra igual al 10 por 100 del beneficio del ejercicio se destinará a ésta hasta que alcance, al menos, el 20 por 100 del capital social. Esta reserva no puede ser distribuida, y si es usada para compensar pérdidas, en el caso de que no existan otras reservas disponibles suficientes para tal fin, debe ser repuesta con beneficios futuros.

(12) Pasivos financieros por categorías

(a) Clasificación de los pasivos financieros por categorías:

	Miles de euros				
	2022 2021			21	
	A coste amortizado				
		Valor con	table		
	No corriente	Corriente	No corriente	Corriente	
Otras deudas	536	-	613	_	
Deudas con empresas del Grupo y asociadas	2.163.322	49.563	2.029.287	13.896	
Otros pasivos financieros	-	153.777	41.649	197.793	
Acreedores comerciales y otras cuentas a					
pagar					
Proveedores	-	10	-	4.518	
Proveedores, empresas del Grupo	-	6.941	-	853	
Otras cuentas a pagar	-	21.268	-	27.410	
Personal	-	137		-	
Total pasivos financieros	2.163.858 231.696 2.071.549 244.4				

Valor razonable

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El valor en libros de los pasivos financieros registrados en el balance a coste o coste amortizado no presenta diferencias significativas respecto al valor razonable de los mismos, ya que los intereses por cobrar sobre esos pasivos financieros están cerca de las tasas de mercado actuales o los pasivos son a corto plazo.

En particular, las deudas con empresas del Grupo y asociadas incluyen principalmente deudas con empresas del Grupo que tienen un tipo de interés variable y su valor razonable no se considera que difiera significativamente de su valor en libros.

El epígrafe de otros pasivos financieros incluye principalmente pagarés que tienen un tipo de interés variable y su valor razonable no se considera que difiera significativamente de su valor en libros.

(b) Pérdidas y ganancias netas por categorías de pasivos financieros

El importe de las pérdidas y ganancias netas por categorías de pasivos financieros al 31 de diciembre es como sigue:

Gastos financieros aplicando el método de coste
amortizado
Gastos financieros por obligaciones y bonos
Intereses por gastos financieros
Pérdidas netas en pérdidas y ganancias
Total

En miles de euros				
Débitos y partidas a pagar				
2022	2021			
98.235	48.595			
-	103			
202	88			
98.437	48.786			
98.437	48.786			

(13) Deudas Financieras y Acreedores Comerciales

(a) Deudas con empresas del Grupo y asociadas

La Sociedad ha firmado varios préstamos con la sociedad del Grupo Lorca FinCo Plc. A 31 de diciembre de 2022, el valor neto contable de dichos préstamos asciende a 1.972.822 miles de euros (1.898.787 miles de euros de valor neto contable a 31 de diciembre de 2021) con tipos de interés que varían entre el 3% y el 5,24% y vencimiento en septiembre de 2027. La Sociedad ha devengado intereses por dicho préstamo por importe de 95.042 miles de euros (13.896 miles de euros durante el ejercicio 2021).

Adicionalmente, Xfera ha otorgado un préstamo participativo a la Sociedad que se ha incrementado durante el ejercicio 2022 hasta un importe de 190.500 miles de euros (130.500 miles de euros a 31 de diciembre de 2021) con el fin de cubrir su desequilibrio patrimonial (véanse notas 2(e) y 11).

Deuda con empresas del Grupo a corto plazo recoge principalmente las deudas por cuentas corrientes mantenidas con empresas del Grupo por "Cash pooling" que devengan un tipo de interés del 1,1%. Asimismo, a largo plazo se recoge un préstamo de Lorca Finco plc. cuyos intereses a corto plazo tienen un importe de 16.653 miles de euros (13.892 miles de euros en 2021). Este préstamo tenía un vencimiento a corto plazo en 2021 y al cierre de 2022 sigue estando vigente debido a su renovación con fecha de vencimiento el 30 de septiembre de 2027.

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(b) Deudas

El detalle de las deudas con terceros al 31 de diciembre de 2022 y 2021 es como sigue:

	Miles de euros					
	20)22	20	21		
	No corriente	Corriente	No corriente	Corriente		
Otros	536	77	613	93		
Pagarés	-	153.700	41.649	197.700		
Total	536	153.777	42.262	197.793		

El epígrafe de pagarés comprende 153.700 miles de euros (197.000 miles de euros de importe no corriente y 41.649 miles de euros de importe corriente a 31 de diciembre de 2021) correspondientes a pagarés emitidos por la Sociedad con vencimiento en 2023 en el marco del Programa de Pagarés por importe de 300.000 miles de euros, registrado en el MARF el 22 de octubre de 2020. Los pagarés han sido emitidos a unos tipos de interés entre el 0,2% y 0,28% anual.

A 31 de diciembre de 2022 no existen préstamos que gocen de garantías hipotecarias (véase nota 6). Asimismo, a 31 de diciembre de 2021 tampoco existían préstamos que gozasen de tales garantías. Las principales características de las deudas se incluyen a continuación:

						Miles de	
						Valor co	ntable
Deudas y préstamos	Monedas	Tipo nominal	Año vencimiento	Valor	nominal	Corriente	No corriente
Pagarés Proveedores de inmovilizado	Euros Euros	0,15% - 0,18 % -	2023 2023	15	3.700	153.700 77	
Deudas por Subvenciones	Euros	-	2028			153.777	536 536
						Miles d	e euros 21
						Valor c	ontable
Deudas y préstamos	Monedas	Tipo nomin		ño miento	Valor nominal	Corriente	No corriente
Pagarés Proveedores de inmovilizado	Euros	0,15% - 0,	18 % 2022	-2023	239.000	197.700	41.649
Deudas por Subvenciones	Euros	-	20)22		16	-
Deduas por Subvericiones	Euros	-	20)28		77	613
						197.793	42.262

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(c) Clasificación por vencimientos

La tabla siguiente presenta un análisis de los pasivos financieros de la Sociedad que se liquidan por un importe neto agrupados según fechas de vencimiento considerando el periodo restante en la fecha de balance hasta la fecha de vencimiento contractual. Los importes que se muestran en la tabla corresponden a los flujos de efectivo contractuales sin descontar. Los saldos a pagar dentro de doce meses equivalen a los valores en libros de los mismos, dado que el efecto del descuento no es significativo.

La clasificación de las deudas financieras por vencimientos al 31 de diciembre de 2022 y 2021 es la siguiente:

Otros pasivos financieros
Deudas con empresas del
Grupo y Asociadas
Acreedores comerciales y
otras cuentas a pagar
Otras cuentas a pagar

Miles de euros								
2022								
2023	2024	2025	2026	2027	Años posteriores			
450 777	77	77	77	77	000			
153.777	77	77	77	77 2.017.38	228			
49.563	190.500	-	-	7	-			
7.088	-	_	-	-	-			
21.268	-	-	-	-	-			
				2.017.46				
232.696	190.577	77	77	4	238			

	Miles de euros					
	2022	2023	2024	2021	2026	Años posteriores
Otros pasivos financieros	197.793	41.649	_	_	_	-
Deudas con empresas del Grupo y Asociadas Acreedores comerciales y	13.896	130.500	-	-	-	1.898.787
otras cuentas a pagar	5.371	-	-	-	-	-
Otras cuentas a pagar	27.410	-	-		-	
	244.470	172.149	-	-	-	1.898.787

(14) Período medio de pago a proveedores

Información sobre los aplazamientos de pago efectuados a proveedores. Disposición adicional tercera. "Deber de información de la Ley 15/2010, de 5 de julio.

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Esta Ley con fecha 15/2010 ha sido modificada por la siguiente Ley: "Ley 18/2022, de 28 de septiembre, de creación y crecimiento de empresas". En ella, además de detallar la información ya mencionada en la ley anterior, se añade "el número de facturas pagadas en un período inferior al máximo establecido en la normativa de morosidad y el porcentaje que suponen sobre el número total de facturas y sobre el total monetario de los pagos".

La información sobre los aplazamientos de pago efectuados a proveedores por la Sociedad durante el ejercicio 2022 es como sigue:

	2022	2021
Periodo medio de pago a proveedores (días)	54,44	46,85
Ratio de las operaciones pagadas	97,15%	89,80%
Ratio de las operaciones pendientes de pago	2,85%	10,20%
Total de pagos realizados, miles de euros	62.126	95.710
Total de pagos pendientes, miles de euros	1.822	10.013
Total	63.949	105.723

Adicionalmente, el número de facturas pagadas en un período inferior al máximo establecido en la normativa de morosidad es de 720.

El porcentaje que suponen esas facturas sobre el número total de facturas y sobre el total monetario de los pagos es de 77.25%.

(15) Situación Fiscal

El detalle de los saldos con Administraciones Públicas al 31 de diciembre de 2022 y 2021 es como sigue:

	Miles de euros				
	202	2	202	1	
	No corriente Corriente		No corriente	Corriente	
Activos					
Activos por impuesto diferido	21.004	-	21.471	-	
Subvenciones pendientes de cobro	-	-	-	6	
Otros	-	1.234	-	7.293	
	21.004	1.234	21.471	7.299	
Pasivos					
Pasivos por impuesto diferido	847	-	-	-	
Seguridad Social	-	-	-	1	
Retenciones	-	11	-	8	
Otros	-	65	-	23	
	847	76	-	32	

El detalle por sociedad de los créditos y débitos entre empresas del Grupo a consecuencia del efecto impositivo generado por el régimen de tributación consolidada (véanse notas 4 (o), 10 (a) y 13 (a)) es el siguiente:

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	2022	2021
	Corriente	Corriente
Deudores		
Xfera Moviles	4.594	4.594
Embou S.L.U.	7	7
Pepe Energy S.L.	1	1
Masmovil Broadband S.A.U.	5.631	5.631
Lorca Telecom Bidco SA	52.310	27.799
	62.542	38.032
Acreedores		
The Bymovil Spain, S.L.U.	(3)	(3)
	(3)	(3)

La Sociedad tiene abiertos a inspección por las autoridades fiscales los ejercicios no prescritos para los principales impuestos que le son aplicables:

Impuesto	Ejercicios abiertos
Impuesto sobre sociedades Impuesto sobre el valor añadido	2018-2021 2019-2022
Impuesto sobre la renta de las personas físicas	2019-2022
Rendimientos sobre el capital mobiliario	2019-2022
Impuesto de actividades económicas	2019-2022
Seguridad social	2019-2022

No obstante, el derecho de la Administración para comprobar o investigar las bases imponibles negativas compensadas o pendientes de compensación, las deducciones por doble imposición y las deducciones para incentivar la realización de determinadas actividades aplicadas o pendientes de aplicación prescribe a los 10 años a contar desde el día siguiente a aquel en que finalice el plazo establecido para presentar la declaración o autoliquidación correspondiente al periodo impositivo en que se generó el derecho a su compensación o aplicación. Transcurrido dicho plazo, la Sociedad deberá acreditar las bases imponibles negativas o deducciones mediante la exhibición de la liquidación o autoliquidación y de la contabilidad, con acreditación de su depósito durante el citado plazo en el Registro Mercantil.

Como consecuencia, entre otras, de las diferentes posibles interpretaciones de la legislación fiscal vigente, podrían surgir pasivos adicionales como resultado de una inspección. En todo caso, los Administradores de la Sociedad consideran que dichos pasivos, caso de producirse, no afectarían significativamente a estas cuentas anuales.

Durante los ejercicios 2021 y 2022 la Administración Tributaria ha comunicado el inicio de actuaciones de inspección fiscal sobre los principales impuestos mencionados a continuación, correspondientes a distintos periodos impositivos que oscilan entre los años 2018 y 2020:

- Impuesto de sociedades: 2018 a 2020
- Impuesto sobre el valor añadido: enero 2019 a diciembre 2020
- Impuesto sobre la renta de personas físicas: junio 2018 a diciembre 2020
- Impuesto sobre la renta de personas no residentes: Junio 2018 a diciembre 2020

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(a) Impuesto sobre beneficios

La Sociedad mantiene las bases imponibles negativas generadas en ejercicios anteriores por el grupo de consolidación fiscal número 0218/16 existente antes de que se constituyese el grupo fiscal que se menciona en la nota 4(o).

La conciliación entre el importe neto de los ingresos y gastos del ejercicio y la base imponible es como sigue:

	Miles de euros							
	2022							
	Cuenta de P&G Ingresos y gastos imputados al PN							
	Aumentos	Neto	Aumentos	Neto	Total			
Saldo de ingresos y gastos del ejercicio		-	(70.547)	(847)	(847)	(71.394)		
Impuesto sobre sociedades	-	-	(22.884)			(22.884)		
Resultado antes de impuestos	-	-	(93.431)			(94.278)		
Diferencias permanentes	3.781	-	3.781			3.781		
Diferencias temporarias	19.568	(8)	19.560	847	847	20.407		
Base Imponible (Resultado fiscal)	19.568	(26.080)	(70.090)	-	-	(70.090)		

	Miles de euros							
	2021							
	Cuenta de P&G Ingresos y gastos imputados al P							
	Aumentos	Disminuciones	Aumentos	Neto	Total			
Saldo de ingresos y gastos del ejercicio	_	-	(59.357)	-	(44)	(59.401)		
Impuesto sobre sociedades	-	-	(15.555)	-	(14)	(15.569)		
Resultado antes de impuestos	-	-	(74.912)	-	(58)	(74.970)		
Diferencias permanentes	2	-	2	-	-	-		
Diferencias temporarias	6.343	16	6.326	-	-	-		
Base Imponible (Resultado fiscal)	6.345	16	(68.584)	-	(58)	(74.970)		

Las diferencias temporarias corresponden a los gastos financieros que no tienen la calificación de fiscalmente deducibles por exceder de los limites previstos en el artículo 16.1 de la LIS, por importe de 4.892 miles de euros y con un movimiento negativo entre ejercicios de 1.583 miles de euros. Adicionalmente, la diferencia temporaria también corresponde al crédito impositivo por bases imponibles negativas, por importe de 1.161 miles de euros y un movimiento negativo entre ejercicios de 4.934 miles de euros.

El gasto por el impuesto sobre sociedades se compone de:

	En miles de euros						
		2022			2021		
	Impuesto corriente	Valoración Impuesto diferido	Total	Impuesto corriente	Valoración Impuesto diferido	Total	
Imputación a pérdidas y ganancias A operaciones continuadas	(23.351)	467	(22.884)	17.147	(1.592)	15.555	
Total	(23.351)	467	(22.884)	17.147	(1.592)	15.555	

El detalle de activos y pasivos por impuesto diferido por tipos de activo y pasivo al 31 de

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diciembre es como sigue:

	En miles de euros					
	Activos	3	Pasivos			
	2022	2021	2022	2021		
Créditos por pérdidas a compensar	12.694	16.467	-	_		
Gastos financieros no deducibles	8.310	5.004	-	-		
Derivados	-	-	847			
Total activos/pasivos	21.004	21.471	847	-		

La variación del impuesto diferido de activo y de pasivo durante los ejercicios 2022 y 2021 ha sido la siguiente:

	En miles de euros				
	2021	Altas	Bajas	2022	
Activos				_	
Imputación a pérdidas y ganancias:					
Crédito impositivo por bases imponibles negativas	16.467	1.161	(4.934)	12.694	
Gastos financieros	5.004	4.892	(1.586)	8.310	
Total activos por impuesto diferido	21.471	6.053	(6.520)	21.004	
Pasivos Imputación a patrimonio neto					
Derivados	-	847	-	847	
Total pasivos por impuesto diferido	-	847	-	847	

	En miles de euros					
	2020	Altas	Bajas	2021		
Activos						
Imputación a pérdidas y ganancias:						
Crédito impositivo por bases imponibles negativas	40.145	-	(23.678)	16.467		
Gastos financieros	103	4.901	-	5.004		
Total activos por impuesto diferido	40.248	4.901	(23.678)	21.471		
Pasivos Imputación a pérdidas y ganancias:						
Subvenciones	(17)	17	-			
Total pasivos por impuesto diferido	(17)	17	-	-		

Al 31 de diciembre la Sociedad dispone de deducciones no activadas pendientes de aplicar cuyos importes y plazos de reversión son los que siguen:

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Miles de euros							
Año de origen	2022	2021	Último año				
2006	488	488	2024				
2007	49	49	2025				
2008	16	16	2026				
2009	87	87	2027				
2010	69	69	2028				
2011	68	68	2029				
2012	99	99	2030				
2013	217	217	2031				
2014	86	86	2032				
2015	103	103	2033				
2016	199	199	2034				
2017	220	220	2035				
	1.701	1.701					

La Sociedad tiene el compromiso de mantener durante cinco años los activos afectos a la desgravación por inversión.

Al 31 de diciembre la Sociedad dispone bases imponibles negativas generadas antes de la entrada en el grupo de consolidación fiscal pendientes de compensar cuyos importes son los que siguen:

	Miles de euros				
Año	Total Bins	Bins no activadas			
2008	596	596			
2009	583	583			
2011	63	63			
2012	728	728			
2013	649	649			
2014	5.299	5.299			
2015	6.019	6.019			
2016	23.148	23.148			
2017	6.914	6.914			
2020	50.776	-			
	94.775	43.999			

Los Administradores de la Sociedad consideran que, de acuerdo con las estimaciones de beneficios fiscales futuros que generará el negocio de la Sociedad, es probable que se recuperen los créditos fiscales activados, no habiéndose activado las bases imponibles negativas cuya compensación se espera más allá del horizonte temporal contemplado por la legislación vigente.

(16) Información medioambiental

La Sociedad no ha realizado inversiones ni ha incurrido en gastos durante los ejercicios 2022 y 2021 en relación con la protección y mejora del medio ambiente.

La Sociedad no ha recibido durante ambos ejercicios subvenciones ni ingresos

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relacionados con el medio ambiente.

Al 31 de diciembre de 2022 y 2021 la Sociedad no tiene registrada provisión alguna por posibles riesgos medioambientales, dado que los Administradores estiman que no existen contingencias significativas relacionadas con posibles litigios, indemnizaciones u otros conceptos.

(17) Saldos y transacciones con partes vinculadas

(a) Saldos con partes vinculadas

El desglose de los saldos por categorías es el siguiente:

	Miles de euros		
	Sociedades d asocia		
	2022	2021	
Inversiones en empresas del grupo y asociadas a largo plazo			
Instrumentos de patrimonio (Nota 8)	1.933.545	1.946.982	
Créditos a empresas (Nota 10)	78.278	76.415	
Instrumentos financieros derivados (Nota 5)	2.618		
Total activos no corrientes	2.014.441	2.023.396	
Deudores comerciales y otras cuentas a cobrar			
Clientes por ventas y prestaciones de servicios (Nota 10)	14.417	6.933	
Inversiones en empresas del Grupo			
Créditos a empresas (Nota 10)	151.295	137.495	
Instrumentos financieros derivados (Nota 5)	684	-	
Total activo corrientes	166.396	144.428	
Total activo	2.180.837	2.167.824	
Deudas a largo plazo (Nota 13)	2.163.322	2.029.287	
Total pasivos no corrientes	2.163.322	2.029.287	
Deudas a corto plazo (Nota 13)	49.563	13.896	
Acreedores comerciales y otras cuentas a pagar			
Proveedores	6.941	853	
Total pasivos corrientes	56.504	14.749	
Total pasivo	2.219.826	2.044.036	

(b) Transacciones de la Sociedad con partes vinculadas

Además de la operación de compra y venta de Cabonitel a GAEA y a Lorca JVCo Ltd respectivamente que se menciona en la nota 8 (b), las transacciones de la Sociedad con partes vinculadas son las siguientes:

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Miles de euros

	2022			2021			
	Sociedades del Grupo	Otras partes vinculadas	Total	Sociedades del Grupo	Otras partes vinculadas	Total	
Importe neto de la cifra de negocios (Nota 18(a))	55.375	-	55.375	49.870	-	49.870	
Trabajos realizados por la empresa para su activo	22	-	22	9	-	-	
Aprovisionamientos	(6.290)	-	(6.290)	(8)	-	(8)	
Otros ingresos de explotación (nota 18 (c))	428	-	428	2.555	-	2.555	
Otros gastos de explotación	(724)	(1.434)	(2.158)	(695)	(590)	(1.285)	
Gastos por remuneraciones y dietas	-	-	-	-	(156)	(156)	
Gastos financieros	(95.449)	-	(95.449)	(47.500)	-	(47.500)	

(c) Información relativa a Administradores y personal de Alta Dirección de la Sociedad

Durante el ejercicio anual finalizado el 31 de diciembre de 2022 los Administradores de la Sociedad han percibido remuneraciones y dietas por importe de 474 miles de euros por el desempeño de dicho cargo (753 miles de euros durante el ejercicio 2021). Durante el ejercicio anual finalizado el 31 de diciembre de 2022 no ha habido retribuciones devengadas por la Alta Dirección (156 miles de euros durante el ejercicio 2021).

Los Administradores no tienen concedidos anticipos o créditos y no se han asumido obligaciones por cuenta de ellos a título de garantía. La Sociedad no tiene contraídas obligaciones en materia de pensiones y de seguros de vida con respecto a antiguos o actuales Administradores de la Sociedad.

(d) Situaciones de conflicto de interés de los Administradores

Durante los ejercicios 2022 y 2021, los Administradores no han realizado con ésta ni con sociedades del Grupo operaciones ajenas al tráfico ordinario o en condiciones distintas a las de mercado.

Los Administradores de la Sociedad y las personas vinculadas a los mismos no han incurrido durante los ejercicios 2022 y 2021 en ninguna situación de conflicto de interés que haya tenido que ser objeto de comunicación de acuerdo con lo dispuesto en el art. 229 del TRLSC.

(18) Ingresos y Gastos

(a) Importe neto de la cifra de negocios

El detalle del importe neto de la cifra de negocios por categorías de actividades, realizadas todas ellas en el mercado nacional, es como sigue:

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Miles de euros

2021

48.019 2.010 **50.029**

	2022	
Prestación de servicios Ingresos de carácter financiero de las sociedades holding (Nota 9 (b))	53.443 1.932	
	55.375	

Prestación de servicios corresponde a los prestados a otras sociedades del Grupo por importe de 53.443 miles de euros (48.019 miles de euros en 2021). Dichos servicios se han prestado a precios de mercado.

(b) Aprovisionamientos

El detalle de los Consumos de mercaderías, materias primas y otros aprovisionamientos, es como sigue:

	Miles de	Miles de euros		
	2022	2021		
Aprovisionamientos Compras nacionales Trabajos realizados	45.933 66	42.081 73		
Trabajos realizados	45.999	42.154		

(c) Otros ingresos de explotación

Otros ingresos de explotación incluyen los ingresos por servicios de intermediación en la financiación de terminales para los clientes del Grupo por importe de 6.454 miles de euros (465 miles de euros en 2021) e ingresos por gastos de explotación refacturados a sociedades del Grupo por importe de 428 miles de euros (2.555 miles de euros en 2021) (ver nota 18(b)).

(d) Gastos de personal

El detalle de gastos de personal es como sigue:

	Miles de	euros
	2022	2021
Cargas Sociales	20	42
Seguridad Social a cargo de la empresa Otros gastos sociales	29 17	42 9
Sueldos y salarios	343	1.101
	389	1.152

(e) Otros gastos de explotación

El detalle de gastos de explotación es como sigue:

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	Miles de	euros
	2022	2021
Arrendamientos	50	69
Reparaciones y conservación Servicios profesionales independientes	502 1.859	533 25.566
Publicidad, propaganda y relaciones públicas	21	4
Servicios bancaria y similares	46	11
Primas de seguros	2.895	1.877
Suministros	720	740
Otros	305	269
Tributos	56	49
Pérdidas, deterioro y variación de provisiones (Nota 10)	3	47
	6.457	29.165

(f) Información sobre empleados

El número medio de empleados de la Sociedad mantenido durante los ejercicios 2022 y 2021, desglosado por categorías, es como sigue:

	2022	2021
Directivos	-	1
Técnicos	1	1
	1	2

La distribución por sexos al final de los ejercicios 2022 y 2021 del personal y de los Administradores es como sigue:

	Núm	iero	
202	2	202	1
Hombres	Mujeres	Hombres	Mujeres
_	-	-	_
1	-	1	-
1	-	1	-
		Hombres Mujeres 1 -	Hombres Mujeres Hombres 1 1 - 1

El Consejo de Administración está compuesto por 7 hombres y 1 mujer durante los ejercicios 2022 y 2021.

La Sociedad no tiene empleados con discapacidad mayor o igual del 33% (o calificación equivalente local) durante los ejercicios 2022 y 2021.

(19) Honorarios de auditoría

La empresa auditora de las cuentas anuales de la Sociedad, KPMG Auditores, S.L., ha devengado durante los ejercicios terminados el 31 de diciembre de 2022 y 2021 honorarios por servicios profesionales según el siguiente detalle:

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	Miles de	euros
	2022	2021
Por servicios de auditoría	43	125
Por otros servicios		365
	43	490

Los importes incluidos en el cuadro anterior incluyen la totalidad de los honorarios relativos a los servicios realizados durante los ejercicios 2022 y 2021, con independencia del momento de su facturación.

A 31 de diciembre de 2021, el importe de "otros servicios" recoge el saldo de emisión de la "Comfort Letter" correspondiente a la emisión de deuda garantizada de bonos senior.

(20) Hechos posteriores

Dentro del programa de pagarés que la Sociedad tiene registrado en el Mercado Alternativo de Renta Fija, durante los meses de enero a marzo de 2023 se han renovado 10.100 miles de euros, y pagarés por importe de 10.100 miles de euros han sido cancelados.

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Información relativa a Empresas del Grupo 31 de diciembre de 2022

(Expresado en miles de euros)

		Auditor	% participación	% derechos de voto	Capital	Reservas	Otras partidas de patrimonio neto	Resultado	Total Patrimonio neto	
Lorca Telecom BondCo, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades de financiación	KPMG	100%	100%	70	(2.525)	2.030	-	(425)
Xfera Móviles, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	1.000	360.783	328.943	(136.846)	553.880
Másmóvil Broadband, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	5.000	130.013	474.917	(114.911)	495.019
Xtra Telecom, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	377	19.208	43.509	(10.658)	52.436
Embou Nuevas Tecnologías, S.L.U.	Calle Bari 33, Edificio 1, 2 planta Zaragoza	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	10	1.152	(141)	969	1.990
Pepeworld, S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	720	793	(118)	59	1.454
Pepe Energy, S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	100	609	2.000	(1.000)	1.709
Pepemobile, S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	60	27.408	13.901	(6.631)	34.738
The Bymovil Spain, S.L.U.	Polígono Mies de Molladar D-9. Cartes (Cantabria)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	20	45.544	11.734	(5.867)	51.431
Senior Telecomunicaciones y Servicios Avanzados S.L.	Calle María Tubau 8. Madrid	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		92%	92%	833	(844)	362	624	975
Guuk Telecom, S.A.U.	Parque Empresarial Zuatzu, Edificio Easo, 2da planta Nº 8 (Guipúzcoa) San Sebastián	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	141	(7.019)	3.216	1.607	(2.055)
Spotting Developments, S.L.U.	Calle Ramon y Cajal 2. Las Rozas de Madrid, (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	-	100%	100%	1.028	(869)	530	(4)	685
Xfera Consumer Finance Establecimiento Financiero de Crédito, S.A.	Calle Retama 3. Madrid	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	Mazars	49%	49%	25.250	(2.940)	-	(3.308)	19.002
Inversiones Locua, S.L.			-	32%	32%	-	149	-	(37)	112
Medbuying Technologies Group, S.L.	Vía de las dos Castillas 33. Complejo Ática. Pozuelo de Alarcón (Madrid).	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	49%	49%	10.000	23	-	27	10.050
Spotting Brands Technologies, S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	14.353	(2.044)	(2.527)	2.076	11.858
Energia Colectiva, S.L.U.	Calle Joan D'austria, 28 - ptas 3 Y 4, Valencia, (Valencia)	Suministro de electricidad		100%	100%	10	(3.406)	408	2.081	(907)
Ucles Infraco, S.L.	Camino Cerro de los Gamos, 1, Pozuelo de Alarcon, 28224 , Madrid	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		50%	50%	4	-	13.532	-28.327	-14.791
Comlocal, S.L.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	-	100%	100%	1.497	(225)	(1.296)	648	624
Kaixo Bondco Telecom, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Development of financing activities	-	100%	100%	60	(39)	-	(101)	(80)
Kaixo Telecom, S.A.U.	Parque Empresarial Zuatzu	Activities and services in the field of telecommunications	-	100%	100%	120	(10.872)	1.576.070	396.440	1.961.758

Información relativa a Empresas del Grupo 31 de diciembre de 2022

(Expresado en miles de euros)

Desarrollo de actividades y prestación de servicios en el área

Servicios de telecomunicaciones

Servicios de telecomunicaciones

Servicios de telecomunicaciones

telecomunicaciones

Euskaltel, S.A.U.	
R Cable v Telecable Telecomunicaciones S.A.U.	

Cabonitel, S.A.

Inversiones Locua, S.L.

Lorca FinCo PLC Ahimas Suroeste, S.L.

(32)SPF Franquicia Tarifa,S.L.U. (49)Onlycable Comunicaciones, S.L. Onlycable Fibra, S.L. Onlycable, S.L.U Wiwai Telecomunicaciones, S.L. ISP Cable Networks Telecom España, S.L. Innovaciones Tecnológicas del Sur, S.L.

c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.

c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.

Calle Gran vía Diego Lopez de Haro 41-1,

Mengíbar (Jaén)

Bilbao, Bizkaia

c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla. Servicios de telecomunicaciones

Bidasoa TopCo, S.L.

CL Tecnológico, Derio (Bilbao)	Activities and services in the field of telecommunications	KPMG	100%	50%	2.613	(297.644)	187.872	(70.547)	(177.706)	
Calle Real 85	Activities and services in the field of telecommunications	KPMG	100%	100%	40.144	87.961	6.443	(53.944)	121.114	
Alameda dos Oceanos 21101A, Lisboa, Portugal	Activities and services in the field of telecommunications	Deloitte Portugal	50%	50%	22.200	-	1.524	(2.788)	20.936	
Camino de las Ceudas, 2. Las Rozas (Madrid)	Telecommunications services; IT services; development, sale and distribution of IT	-	31,66%	31,66%	2.825	24.337	3.101	(1.421)	28.842	
1 Bartholomew Lane, London, England, EC2N 2AX	Actividades de financiación	KPMG	100%	100%	14	21.644	43	14.518	7.069	
Las Rozas (Madrid)	Servicios de telecomunicaciones	-	50%	50%	72	(242)	164	(26)	(32)	
Las Rozas (Madrid)	Desarrollo de actividades y prestación de servicios en el área telecomunicaciones	-	50%	50%	15	(78)	42	(28)	(49)	
c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Servicios de telecomunicaciones	KPMG	71.25%	71.25%	1.100	1.349	37	1.406	3.892	
c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Servicios de telecomunicaciones	-	71.25%	75%	984	657	-	281	608	

KPMG

KPMG

71.25%

71.25%

71.25%

50%

49,90%

75%

75%

71%

50%

49,90%

4.208

10

35

(111)

168.620

10

2.551

27.576

4.115

(5)

(11)

132

(15.061)

8.617

8

27

2.645

181.145

284

3

3

73

10

Informe de Gestión del Ejercicio 2022

EXPOSICIÓN FIEL DEL NEGOCIO

Durante el ejercicio 2022, el Grupo al que pertenece la Sociedad, como consecuencia de las combinaciones de negocio ocurridas en ejercicios anteriores, se ha consolidado como el cuarto operador del sector de telecomunicaciones en número de clientes en España. Consecuentemente, en este informe de gestión se expone lo realizado por la Sociedad durante el ejercicio 2022.

EVOLUCIÓN PREVISIBLE

El ejercicio 2022 ha sido un ejercicio de reforzamiento de la posición del Grupo al que pertenece la Sociedad como cuarto operador español, tanto a nivel operativo cómo comercial, integrando los diferentes negocios y capturando sinergias bajo un paraguas de un único Grupo que desarrolla su actividad con una estrategia multimarca y multiservicio.

Desde un punto de vista corporativo, en 2021 se ha cerrado con éxito la adquisición del Grupo Euskaltel. Con esta nueva operación, el Grupo al que pertenece la Sociedad se consolida como cuarto operador del mercado de las telecomunicaciones en España creando un proyecto industrial sólido y de crecimiento, que permitirá ampliar y complementar su presencia geográfica, para continuar liderando el crecimiento del mercado de las telecomunicaciones en España.

Ambas compañías son muy complementarias tanto a nivel de infraestructuras como en su actividad comercial. Euskaltel concentra la mayor parte de sus infraestructuras en Euskadi, Galicia y Asturias y no cuenta con red móvil propia, frente a la implantación nacional y red móvil propia de MasMóvil. Comercialmente, MasMóvil cuenta con una presencia muy relevante a nivel residencial y Euskaltel también dispone de una amplia presencia en el segmento de empresas y Administraciones Públicas, donde cuenta con una gran experiencia y una oferta muy competitiva que va a poder liderar comercialmente para la Sociedad en toda España.

Este proyecto de vocación inversora permitirá acelerar las inversiones necesarias a nivel nacional en red -fibra óptica y 5G-, que repercutirán en beneficio del consumidor con una mayor aceleración en la disponibilidad de estas nuevas tecnologías y en el nivel de satisfacción de los clientes con los servicios del Grupo.

La suma de los Grupos MasMóvil junto a Euskaltel ha dado lugar a un Grupo con más de 11,4 millones de líneas, unos ingresos de aproximadamente 2.550M€, 27 millones de hogares conectados con fibra, y 1.874 empleados, con fuerte presencia en todo el territorio nacional y capaz de afrontar las inversiones necesarias para seguir compitiendo en el mercado español de las telecomunicaciones. El nuevo Grupo mantendrá su fuerte compromiso con Euskadi y los territorios de Galicia y Asturias, priorizando inversiones y conservando las marcas Euskaltel, R y Telecable.

Durante el 2022, prácticamente se ha culminado el proceso de integración del Grupo Euskaltel iniciado tras el cierre de la transacción en agosto de 2021. En otro orden de cosas, el Grupo al que pertenece la Sociedad prevé mantener su favorable evolución de los últimos años, apoyados en una organización consolidada, una combinación eficiente de activos propios y de terceros de red fija y móvil y una estrategia comercial multimarca y multi-producto centrada en incrementar el nivel de satisfacción de nuestros clientes.

ACTIVIDADES DE INVESTIGACIÓN Y DESARROLLO DEL GRUPO

El Grupo al que pertenece la Sociedad, desde sus inicios, ha apostado fuertemente por las actividades de I+D+i como herramienta para la capacitación tecnológica y como vía para conseguir diferenciarse del resto de actores del sector. La estrategia de I+D+i del Grupo obtiene el respaldo de los programas y herramientas que permiten subvencionar y financiar dichas actividades con el objeto de incrementar el alcance y las posibilidades de éxito de sus iniciativas en este ámbito, y se beneficia de las deducciones fiscales ligadas a su actividad de I+D+i.

Subvenciones públicas

En lo que respecta a la línea de convocatorias de subvenciones públicas de ámbito nacional, durante 2022 el Grupo al que pertenece la Sociedad ha participado, como uno de los principales cooperantes, en la ejecución de dos proyectos adjudicados en las convocatorias orientadas a impulsar el desarrollo de proyectos piloto de tecnología 5G, enmarcadas en del Plan Nacional 5G y en el Plan Nacional de Territorios Inteligentes y ejecutadas por Red.es, entidad pública empresarial adscrita al Ministerio de Asuntos Económicos y Transformación Digital.

Despliegue de fibra óptica

El Grupo al que pertenece la Sociedad ha trabajado intensamente en el despliegue de su propia red de fibra óptica para ofrecer servicios de banda ancha de alta y muy alta velocidad en áreas que actualmente no tienen cobertura. El objetivo de estos proyectos es mejorar la funcionalidad y calidad de los servicios digitales y así mejorar el bienestar y la calidad de vida mientras la infraestructura de red propia del Grupo crece. En 2022, el Grupo continuó con 17 proyectos de despliegue aprobados bajo el Esquema de Extensión de Banda Ancha de Próxima Generación ("PEBA") para otorgamiento de subvenciones en 2018 y 2019.

Deducciones fiscales

En términos de deducciones fiscales, en 2022 el Grupo al que pertenece la Sociedad se ha centrado en obtener la certificación de los proyectos de I+D desarrollados en el ejercicio fiscal 2021. Específicamente, se han identificado proyectos sujetos a deducción fiscal en las empresas MÁSMOVIL Broadband, S.A., Xtra Telecom, S.A.U., Xfera Móviles, S.A.U., Energía Colectiva, S.L., PepeMobile, S.L., y Guuk Telecom, S.A., por una inversión total en I+D de € 42,85 millones, lo que supone un crédito fiscal de € 5,74 millones.

NEGOCIO SOBRE ACCIONES PROPIAS

Durante el ejercicio 2022, la Sociedad no ha realizado adquisición y/o venta de acciones propias. Consecuentemente, a 31 de diciembre de 2022 la Sociedad no posee acciones propias.

USO DE INSTRUMENTOS FINANCIEROS

Al 31 de diciembre de 2022, la Sociedad utiliza instrumentos financieros derivados para cubrir los riesgos a los que están expuestas sus actividades comerciales, operaciones y flujos de efectivo futuros.

Para mitigar la volatilidad del riesgo de tipo de interés, la Sociedad tiene estructuras de cobertura de intereses pendientes (swaps y caps). A la fecha de emisión de estos estados financieros consolidados, el Grupo tiene instrumentos de cobertura de tipo de interés con un valor nominal de mil millones de euros.

Factores de riesgo financiero

Las actividades de la Sociedad están expuestas a diversos riesgos financieros: riesgo de mercado, riesgo de crédito y riesgo de liquidez. El programa de gestión del riesgo global del Grupo se centra en la incertidumbre de los mercados financieros y trata de minimizar los efectos potenciales adversos sobre la rentabilidad financiera de la Sociedad.

La gestión del riesgo está controlada por la Dirección Financiera de la Sociedad con arreglo a políticas aprobadas por el Consejo de Administración. La Dirección Financiera identifica, evalúa y cubre los riesgos financieros en estrecha colaboración con las unidades operativas de la Sociedad. El Consejo de Administración marca las directrices para la gestión del riesgo global, así como para materias concretas tales como riesgo de tipo de cambio, riesgo de tipo de interés, riesgo de liquidez e inversión del excedente de liquidez.

- Riesgo de mercado

El riesgo de mercado es el riesgo de que los cambios en los precios de mercado, por ejemplo, en los tipos de cambio y los tipos de interés, afecten a los ingresos de la Sociedad o al valor de los instrumentos financieros que mantiene. El objetivo de la administración del riesgo de mercado es gestionar y controlar las exposiciones a este riesgo dentro de parámetros razonables y al mismo tiempo optimizar la rentabilidad.

- Riesgo de tipo de interés

El riesgo de tipo de interés de la Sociedad surge principalmente de los préstamos con inversores institucionales y algunas entidades de crédito. Estos préstamos están emitidos a tipos variables y exponen al Grupo al riesgo de tipo de interés en los flujos de efectivo futuros.

Una subida de los tipos de referencia, en este caso el Euribor, podría encarecer el coste de la financiación de la Sociedad y detraer, de esta forma, recursos procedentes de la actividad de la Sociedad destinados a otros fines. La política actual de la Sociedad es mantener un nivel de apalancamiento razonable a tipos variables.

Para mitigar este riesgo, la Sociedad ha contratado instrumentos de cobertura.

- Riesgo de crédito

La Sociedad no tiene concentraciones significativas de riesgo de crédito y mantiene políticas para asegurar que las ventas se efectúen a clientes con un historial de crédito adecuado.

La Sociedad cuenta con procedimientos formales para la detección del deterioro de créditos comerciales. Mediante estos procedimientos, la Sociedad estima de acuerdo con la experiencia actual de impago durante los últimos 12 meses los porcentajes de impago de los créditos comerciales, registrando la pérdida crediticia esperada al inicio del crédito. Los principales componentes de este deterioro se relacionan con exposiciones individualmente significativas, y un componente de pérdida colectivo establecido para Grupos de activos relacionados con pérdidas en las que se ha incurrido pero que aún no se han identificado.

La corrección valorativa por insolvencias de clientes, la revisión de saldos individuales en base a la calidad crediticia de los clientes, tendencias actuales del mercado y análisis histórico de las insolvencias a nivel agregado, implica un elevado grado de estimación. Con relación a la corrección valorativa derivada del análisis agregado de la experiencia histórica de impagados, una reducción en el volumen de saldos implica una reducción de las correcciones valorativas y viceversa.

- Riesgo de liquidez

Es el riesgo de que la Sociedad tenga dificultades para cumplir con las obligaciones asociadas a sus pasivos financieros que son liquidados mediante la entrega de efectivo o de otros activos financieros. El enfoque de la Sociedad para administrar la liquidez es asegurar, en la mayor medida posible, que siempre contará con la liquidez suficiente para cumplir con sus obligaciones cuando venzan, tanto en condiciones normales como de tensión, sin incurrir en pérdidas inaceptables o arriesgar la reputación de la Sociedad.

La Sociedad lleva a cabo una gestión prudente del riesgo de liquidez, fundada en el mantenimiento de suficiente efectivo y valores negociables, la disponibilidad de financiación mediante un importe suficiente de facilidades de crédito comprometidas y la capacidad suficiente para liquidar posiciones de mercado. Dado el carácter dinámico de los negocios subyacentes, la Dirección Financiera de la Sociedad tiene como objetivo mantener la flexibilidad en la financiación mediante la disponibilidad de líneas de crédito contratadas.

APLAZAMIENTOS DE PAGOS A PROVEEDORES

El periodo medio de pago a proveedores de la Sociedad durante el ejercicio 2022 ha sido de 54.44 días.

ACONTECIMIENTOS SIGNIFICATIVOS POSTERIORES AL CIERRE

Dentro del programa de pagarés que la Sociedad tiene registrado en el Mercado Alternativo de Renta Fija, durante los meses de enero a marzo de 2023 se han renovado 10.100 miles de euros, y pagarés por importe de 10.100 miles de euros han sido cancelados.

Dña. Cristina Serna García-Conde

(Consejera)

Formulación de cuentas anuales e informe de gestión del ejercicio 2022

Reunidos los Administradores de la sociedad MÁSMOVIL IBERCOM, S.A.U. con fecha 30 de marzo de 2023 y en cumplimiento de los requisitos establecidos en el artículo 253.2 del Texto Refundido de la Ley de Sociedades de Capital y en el artículo 37 del Código de Comercio, proceden a formular las cuentas anuales y el Informe de gestión al ejercicio comprendido entre el 1 de enero de 2022 y el 31 de diciembre de 2022, que vienen constituidos por los documentos anexos que preceden a este escrito.

escrito.	nos assamentos anoxos que preseasir a
Firmantes:	
L. Lutt	
Presidente	Consejero Delegado
D. Eduardo Díez-Hochleitner Rodríguez	D. Meinrad Spenger
D. Jorge Quemada Sáenz-Badillos (Consejero)	D. Robert Sudo (Consejero)
D. Stefano Bosio (Consejero)	D. Miguel Juan Segura Martín (Consejero)

// //)

D. Jorge Lluch Pauner (Consejero)

D. Alberto Castañeda González (Secretario del Consejo)

PART 2 ISSUER'S INDIVIDUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2021



Informe de Auditoría de Másmóvil Ibercom, S.A.U.

(Junto con las cuentas anuales e informe de gestión de Másmóvil Ibercom, S.A.U. correspondientes al ejercicio finalizado el 31.12.2021)



KPMG Auditores, S.L. P.º de la Castellana, 259C 28046 Madrid

Informe de Auditoría de Cuentas Anuales emitido por un Auditor Independiente

Al accionista único de Másmóvil Ibercom, S.A.U.

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Hemos auditado las cuentas anuales de Másmóvil Ibercom, S.A.U. (la Sociedad), que comprenden el balance a 31 de diciembre de 2021, la cuenta de pérdidas y ganancias, el estado de cambios en el patrimonio neto, el estado de flujos de efectivo y la memoria correspondientes al ejercicio terminado en dicha fecha.

En nuestra opinión, las cuentas anuales adjuntas expresan, en todos los aspectos significativos, la imagen fiel del patrimonio y de la situación financiera de la Sociedad a 31 de diciembre de 2021, así como de sus resultados y flujos de efectivo correspondientes al ejercicio terminado en dicha fecha, de conformidad con el marco normativo de información financiera que resulta de aplicación (que se identifica en la nota 2 de la memoria) y, en particular, con los principios y criterios contables contenidos en el mismo.

Fundamento de la opinión

Hemos llevado a cabo nuestra auditoría de conformidad con la normativa reguladora de la actividad de auditoría de cuentas vigente en España. Nuestras responsabilidades de acuerdo con dichas normas se describen más adelante en la sección *Responsabilidades del auditor en relación con la auditoría de las cuentas anuales* de nuestro informe.

Somos independientes de la Sociedad de conformidad con los requerimientos de ética, incluidos los de independencia, que son aplicables a nuestra auditoría de las cuentas anuales en España según lo exigido por la normativa reguladora de la actividad de auditoría de cuentas. En este sentido, no hemos prestado servicios distintos a los de la auditoría de cuentas ni han concurrido situaciones o circunstancias que, de acuerdo con lo establecido en la citada normativa reguladora, hayan afectado a la necesaria independencia de modo que se haya visto comprometida.

Consideramos que la evidencia de auditoría que hemos obtenido proporciona una base suficiente y adecuada para nuestra opinión.



Aspectos más relevantes de la auditoría

Los aspectos más relevantes de la auditoría son aquellos que, según nuestro juicio profesional, han sido considerados como los riesgos de incorrección material más significativos en nuestra auditoría de las cuentas anuales del periodo actual. Estos riesgos han sido tratados en el contexto de nuestra auditoría de las cuentas anuales en su conjunto, y en la formación de nuestra opinión sobre éstas, y no expresamos una opinión por separado sobre esos riesgos.

Valoración de participaciones en empresas del Grupo (véanse notas 4 (e) y 8)

Al 31 de diciembre de 2021 la Sociedad tiene inversiones en instrumentos de patrimonio en empresas del Grupo por 1.933.544 miles de euros. El valor recuperable de estas participaciones se calcula, para aquellas sociedades en las que existe evidencia objetiva de deterioro, mediante la aplicación de técnicas de valoración que, a menudo, requieren el ejercicio de juicio por parte de los Administradores y el uso de asunciones y estimaciones. Debido a la incertidumbre asociada a las citadas estimaciones, se ha considerado un aspecto relevante de la auditoría.

Nuestros procedimientos de auditoría han comprendido, entre otros, la evaluación del diseño e implementación de los controles clave relacionados con el proceso de valoración, la evaluación de la existencia de evidencias de deterioro identificadas por la Sociedad, así como de la metodología e hipótesis utilizadas en la estimación del valor recuperable, contrastando la información contenida en el modelo con los planes de negocio de las sociedades participadas en las que existen indicadores de deterioro. Asimismo, hemos involucrado a nuestros especialistas en valoración para la evaluación de la razonabilidad de las principales hipótesis empleadas por la Sociedad. Adicionalmente, hemos evaluado si la información revelada en las cuentas anuales cumple con los requerimientos del marco normativo de información financiera aplicable a la Sociedad.

Otra información: Informe de gestión

La otra información comprende exclusivamente el informe de gestión del ejercicio 2021, cuya formulación es responsabilidad de los administradores de la Sociedad y no forma parte integrante de las cuentas anuales.

Nuestra opinión de auditoría sobre las cuentas anuales no cubre el informe de gestión. Nuestra responsabilidad sobre el informe de gestión, de conformidad con lo exigido por la normativa reguladora de la actividad de auditoría de cuentas, consiste en evaluar e informar sobre la concordancia del informe de gestión con las cuentas anuales, a partir del conocimiento de la entidad obtenido en la realización de la auditoría de las citadas cuentas, así como evaluar e informar de si el contenido y presentación del informe de gestión son conformes a la normativa que resulta de aplicación. Si, basándonos en el trabajo que hemos realizado, concluimos que existen incorrecciones materiales, estamos obligados a informar de ello.

Sobre la base del trabajo realizado, según lo descrito en el párrafo anterior, la información que contiene el informe de gestión concuerda con la de las cuentas anuales del ejercicio 2021 y su contenido y presentación son conformes a la normativa que resulta de aplicación.



Responsabilidad de los administradores en relación con las cuentas anuales _

Los administradores son responsables de formular las cuentas anuales adjuntas, de forma que expresen la imagen fiel del patrimonio, de la situación financiera y de los resultados de la Sociedad, de conformidad con el marco normativo de información financiera aplicable a la entidad en España, y del control interno que consideren necesario para permitir la preparación de cuentas anuales libres de incorrección material, debida a fraude o error.

En la preparación de las cuentas anuales, los administradores son responsables de la valoración de la capacidad de la Sociedad para continuar como empresa en funcionamiento, revelando, según corresponda, las cuestiones relacionadas con la empresa en funcionamiento y utilizando el principio contable de empresa en funcionamiento excepto si los administradores tienen intención de liquidar la Sociedad o de cesar sus operaciones, o bien no exista otra alternativa realista.

Responsabilidades del auditor en relación con la auditoría de las cuentas anuales _____

Nuestros objetivos son obtener una seguridad razonable de que las cuentas anuales en su conjunto están libres de incorrección material, debida a fraude o error, y emitir un informe de auditoría que contiene nuestra opinión. Seguridad razonable es un alto grado de seguridad, pero no garantiza que una auditoría realizada de conformidad con la normativa reguladora de la actividad de auditoría de cuentas vigente en España siempre detecte una incorrección material cuando existe. Las incorrecciones pueden deberse a fraude o error y se consideran materiales si, individualmente o de forma agregada, puede preverse razonablemente que influyan en las decisiones económicas que los usuarios toman basándose en las cuentas anuales.

Como parte de una auditoría de conformidad con la normativa reguladora de la actividad de auditoría de cuentas vigente en España, aplicamos nuestro juicio profesional y mantenemos una actitud de escepticismo profesional durante toda la auditoría. También:

- Identificamos y valoramos los riesgos de incorrección material en las cuentas anuales, debida a fraude o error, diseñamos y aplicamos procedimientos de auditoría para responder a dichos riesgos y obtenemos evidencia de auditoría suficiente y adecuada para proporcionar una base para nuestra opinión. El riesgo de no detectar una incorrección material debida a fraude es más elevado que en el caso de una incorrección material debida a error, ya que el fraude puede implicar colusión, falsificación, omisiones deliberadas, manifestaciones intencionadamente erróneas, o la elusión del control interno.
- Obtenemos conocimiento del control interno relevante para la auditoría con el fin de diseñar procedimientos de auditoría que sean adecuados en función de las circunstancias, y no con la finalidad de expresar una opinión sobre la eficacia del control interno de la entidad.
- Evaluamos si las políticas contables aplicadas son adecuadas y la razonabilidad de las estimaciones contables y la correspondiente información revelada por los administradores.



- Concluimos sobre si es adecuada la utilización, por los administradores, del principio contable de empresa en funcionamiento y, basándonos en la evidencia de auditoría obtenida, concluimos sobre si existe o no una incertidumbre material relacionada con hechos o con condiciones que pueden generar dudas significativas sobre la capacidad de la Sociedad para continuar como empresa en funcionamiento. Si concluimos que existe una incertidumbre material, se requiere que llamemos la atención en nuestro informe de auditoría sobre la correspondiente información revelada en las cuentas anuales o, si dichas revelaciones no son adecuadas, que expresemos una opinión modificada. Nuestras conclusiones se basan en la evidencia de auditoría obtenida hasta la fecha de nuestro informe de auditoría. Sin embargo, los hechos o condiciones futuros pueden ser la causa de que la Sociedad deje de ser una empresa en funcionamiento.
- Evaluamos la presentación global, la estructura y el contenido de las cuentas anuales, incluida la información revelada, y si las cuentas anuales representan las transacciones y hechos subyacentes de un modo que logran expresar la imagen fiel.

Nos comunicamos con los administradores de la entidad en relación con, entre otras cuestiones, el alcance y el momento de realización de la auditoría planificados y los hallazgos significativos de la auditoría, así como cualquier deficiencia significativa del control interno que identificamos en el transcurso de la auditoría.

Entre los riesgos significativos que han sido objeto de comunicación a los administradores de Másmóvil Ibercom, S.A.U., determinamos los que han sido de la mayor significatividad en la auditoría de las cuentas anuales del periodo actual y que son, en consecuencia, los riesgos considerados más significativos.

Describimos esos riesgos en nuestro informe de auditoría salvo que las disposiciones legales o reglamentarias prohíban revelar públicamente la cuestión.

KPMG Auditores, S.L. Inscrito en el R.O.A.C. n.º S0702

18m

Francisco Rabadán Molero Inscrito en el R.O.A.C. n.º 15.797

31 de marzo de 2022



KPMG AUDITORES, S.L.

2022 Núm. 01/22/07164

96,00 EUR SELLO CORPORATIVO:

Informe de auditoría de cuentas sujeto a la normativa de auditoría de cuentas española o internacional

Cuentas Anuales e Informe de Gestión

del ejercicio anual terminado el 31 de diciembre de 2021

(Junto con el Informe de Auditoría independiente)

Balances

31 de diciembre de 2021 y 2020

(Expresados en miles de euros)

Activo	Nota	2021	2020
Inmovilizado intangible Aplicaciones informáticas Otro inmovilizado intangible	6	1.448 1.448	2.211 2.208 3
Inmovilizado material Terrenos y construcciones Otro inmovilizado material Equipamientos de red Inversiones en empresas del Grupo y asociadas a largo plazo Instrumentos de patrimonio	7 8 9	2.701 516 98 2.087 2.023.396 1.946.981 76.415	3.422 535 2.887 - 445.343 370.792 74.551
Créditos a empresas Inversiones financieras a largo plazo Otros activos financieros	9	1.075 1.075	-
Activos por impuesto diferido Total activos no corrientes	15	21.471 2.050.091	40.249 491.225
Deudores comerciales y otras cuentas a cobrar Clientes por ventas y prestaciones de servicios corto plazo Clientes, empresas del Grupo y asociadas corto plazo Activo por impuesto corriente Otros créditos con las Administraciones Públicas	9	14.353 121 6.933 6.059 1.240	21.759 1.617 13.501 5.718 923
Inversiones en empresas del Grupo y asociadas a corto plazo Créditos a empresas	9	137.495 137.495	6.094 6.094
Inversiones financieras a corto plazo Depósitos y fianzas	9	23 23	23 23
Periodificaciones a corto plazo		4.291	4.707
Efectivo y otros activos líquidos equivalentes Tesorería		97 97	539 539
Total activos corrientes		156.259	33.122
Total activo		2.206.350	524.347

Balances

31 de diciembre de 2021 y 2020

(Expresados en miles de euros)

Pasivo	Nota _	2021	2020
Fondos propios	11	(109.701)	(50.344)
Capital	-	2.613	2.613
Capital escriturado		2.613	2.613
Prima de emisión		185.330	185.330
Reservas y resultados negativas de ejercicios anteriores		(238.287)	(206.957)
Resultado del ejercicio		(59.357)	(31.330)
Subvenciones, donaciones y legados recibidos		-	44
Total patrimonio neto		(109.701)	(50.300)
Deudas a largo plazo	13	42.262	687
Otras deudas	12	613	687
Otros pasivos financieros	. –	41.649	-
Deudas con empresas del Grupo y asociadas a largo plazo	12 y 18 _.	2.029.287	302.834
Pasivos por impuesto diferido	15		17
Total pasivos no corrientes		2.071.549	303.538
Deudas a corto plazo	12 y 13	197.793	207.475
Deudas con entidades de crédito		-	82
Otras deudas		-	24.308
Otros pasivos financieros		197.793	183.085
Deudas con empresas del Grupo y asociadas a corto plazo	13	13.896	41.334
Acreedores comerciales y otras cuentas a pagar	13	32.813	22.300 1.484
Proveedores a corto plazo		4.518 853	1.464
Proveedores, empresas del Grupo y asociadas a corto plazo		27.088	20.328
Acreedores varios Personal (remuneraciones pendientes de pago)		322	305
Otras deudas con las Administraciones Públicas		32	117
		044 500	074 400
Total pasivos corrientes		244.502	271.109
Total patrimonio neto y pasivo	-	2.206.350	524.347

Cuentas de pérdidas y ganancias para los ejercicios anuales terminados en 31 de diciembre de 2021 y 2020

(Expresadas en miles de euros)

	Nota	2021	2020
Importe neto de la cifra de negocios Trabajos realizados por la empresa para su activo	19 5	50.029 65	98.880 72
Aprovisionamientos Consumo de mercaderías Trabajos realizados por otras empresas	19	(42.154) (42.081) (73)	(77.254) (77.171) (83)
Otros ingresos de explotación Gastos de personal Sueldos, salarios y asimilados Cargas sociales	19 19	3.020 (1.152) (1.101) (51)	9.117 (1.167) (1.014) (153)
Otros gastos de explotación	19	(29.165)	(26.601)
Amortización del inmovilizado	5 y 6	(1.731)	(2.506)
Imputación de subvenciones de inmovilizado no financiero y otras		61	162
Otros resultados		(5.431)	38
Resultado de explotación		(26.458)	741
Ingresos financieros De valores negociables y otros instrumentos financieros De terceros	9(b)	334 334 334	6 6 6
Gastos financieros De empresas del Grupo y asociadas Otras Diferencias de cambio	12	(48.786) (47.500) (1.286) (2)	(42.075) (5.140) (36.935) (1)
Deterioro y resultado por enajenaciones de instrumentos	10	-	(6)
financieros Resultado financiero		(48.454)	(42.076)
Resultado antes de impuestos Impuesto sobre beneficios	15	(74.912) 15.555	(41.335) 10.005
Resultado del ejercicio		(59.357)	(31.330)

Estados de cambios en el patrimonio neto correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2021 y 2020

Estado de ingresos y gastos reconocidos correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2021 y 2020

(Expresado en miles euros)

	2021	2020
Resultado de la cuenta de pérdidas y ganancias	(59.357)	(31.330)
Ingresos y gastos imputados directamente al patrimonio neto		
Subvenciones, donaciones y legados Efecto impositivo	(58) 14	(218) 54
Total ingresos y gastos imputados directamente en el patrimonio neto	(44)	(164)
Total de ingresos y gastos reconocidos	(59.401)	(31.494)

Estados de cambios en el patrimonio neto correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2021 y 2020

B) Estado total de cambios en el patrimonio neto correspondiente al ejercicio anual terminado en 31 de diciembre de 2021

(Expresado en miles euros)

Saldo al 31 de diciembre de 2019	Capital escriturado 2.634	Prima de emisión 836.039	Reservas (626.303)	Acciones y participaciones en patrimonio propias (1.654)	Resultados negativos de ejercicios anteriores (54.731)	Resultado del ejercicio 133.850 (31.330)	Subvenciones donaciones y legados recibidos	Total 290.043 (31.494)
Ingresos y gastos reconocidos	ı	i	1	ı	ı	(31.330)	(164)	(31.494)
Reducción de capital	(21)	(24.287)		ı	ı	i	1	(24.308)
Amortización de prima de emisión (Nota 11)	1	(626.422)	626.422	•		1	1	
Disminución del patrimonio neto resultante de una fusión (Véase nota 18)	,	1	(288.097)	í	ı	1	ı	(288.097)
Operaciones con acciones propias	ŧ		1.902 78.118	1.654	5 <i>/</i> 731	(133 850)	1 (3.556
Aplicacion de las perdidas del ejercicio 2019	2.613	185.330	(206.957)	ı	Q+: / C -	(31.330)	44	(50.300)
Saldo al 31 de diciembre de 2020	2.613	185.330	(206.957)	ľ	-	(31.330)	44	(50.300)
Ingresos y gastos reconocidos Aplicación del resultado del ejercicio 2020	t 1	1 1	1 (1 1	(31.330)	(59.357) 31.330	(44)	(59.401)
Saldo al 31 de diciembre de 2021	2.613	185.330	(206.957)		(31.330)	(59.357)	de trades de la constante de l	(109.701)

Estados de flujos de efectivo correspondientes a los ejercicios anuales terminados en 31 de diciembre de 2021 y 2020

(Expresado en miles euros)

	2021	2020
Flujos de efectivo de las actividades de explotación		
Resultado del ejercicio antes de impuestos	(74.912)	(41.335)
Ajustes del resultado	48.110	42.854
Amortización del inmovilizado	1.731	2.506
Variación de provisiones		-
Imputación de subvenciones	(61)	(162)
Ingresos financieros	(2.344)	(1.564)
Gastos financieros	48.786	42.075
Diferencias de cambio	(2)	-
Otros ingresos y gastos	-	(1)
Cambios en el capital corriente	(78.750)	86.597
Deudores y cuentas a cobrar	(123.995)	91.475
Otros activos corrientes	416	(151)
Acreedores y otras cuentas a pagar	44.829	(28.330)
Otros activos y pasivos no corrientes		23.603
Otros flujos de efectivo de las actividades de explotación	(48.944)	(35.993)
(Pagos) de intereses	(48.944)	(35.993)
Flujos de efectivo de las actividades de explotación	(154.496)	52.123
Flujos de efectivo de las actividades de inversión	/A E76 A20\	(74.555)
Pagos por inversiones	(1.576.438)	(74.023)
Empresas del grupo participaciones	(1.576.189)	(74.023)
Inmovilizado intangible	(38) (209)	(714)
Inmovilizado material	(209)	(10)
Otros activos financieros	(2)	252
Entradas de efectivo por la fusión (nota 18)	(1.075)	(1)
Cobros por desinversiones	(1.073)	(1)
Inmovilizado intangible Otros activos financieros	(1.075)	(')
taran da arawa a da ar	(1.577.513)	(74.556)
Flujos de efectivo de las actividades de inversión	(1.577.513)	(74.550)
Flujos de efectivo de las actividades de financiación		
Cobros y pagos por instrumentos de patrimonio	(57)	(20.754)
Amortización de instrumentos de patrimonio	-	(24.308)
Enajenación de instrumentos de patrimonio propio	-	(5.093)
Compras de instrumentos de patrimonio propio	-	8.649
Subvenciones, donaciones y legados recibidos	(57)	(2)
Cobros y pagos por instrumentos de pasivo financiero Emisión	1.731.624	40.730
Deudas con entidades de crédito	-	53.026
Deudas con empresas del grupo y asociadas	2.044.193	317.724
Otras deudas	42.216	96
Devolución y amortización de		
Deudas con entidades de crédito	(330.478)	(301.858)
Deudas con empresas del grupo y asociadas	1	-
Obligaciones y otros valores negociables	(24.308)	(28.258)
Flujos de efectivo de las actividades de financiación	1.731.567	19.976
Aumento/Disminución neta del efectivo o equivalentes	(442)	(2.457)
	539	2.996
Efectivo o equivalentes al comienzo de ejercicio		539
Efectivo o equivalentes al final de ejercicio	97	539

(1) Naturaleza y actividades de la Sociedad

World Wide Web Ibercom, S.L. se constituyó como sociedad limitada el 12 de noviembre de 1997 por un período de tiempo indefinido. Con fecha 1 de julio de 2011 se transformó en sociedad anónima, manteniendo su denominación inicial.

Con fecha 3 de julio de 2014, la Sociedad cambió su denominación social por la actual de "MÁSMÓVIL IBERCOM, S.A." (en adelante la Sociedad o MASMOVIL). Su domicilio social radica en San Sebastián (Guipúzcoa), Parque Empresarial Zuatzu, Edificio Easo, 2ª planta.

Su objeto social es:

- a) La prestación de servicios de telecomunicaciones mediante la explotación de redes o la reventa del servicio telefónico, telefonía móvil, fija, internet y televisión, y el desarrollo de aplicaciones informáticas.
- b) La prestación y comercialización de todo tipo de servicios a través de red informática.
- c) El asesoramiento y consulta en el área informática y de las telecomunicaciones. Análisis de empresas, colaboración técnica de software y hardware. Aplicación y enseñanza sobre aplicaciones informáticas y de telecomunicaciones. Asesoramiento en materia de planificación estratégica y operativa. Organización de medios humanos y materiales y la realización de estudios e informes empresariales, y asesoramiento y consultoría para la explotación de empresas operadoras en telecomunicaciones y estrategia de negocio.
- d) La venta, distribución, importación, exportación, mantenimiento y servicio de todo tipo de productos y servicios relacionados con la informática y las telecomunicaciones, tanto en lo referente a hardware como a software y a Internet, así como la distribución y venta de cualquier producto y servicio a través de Internet, infovía o cualquier otra red telemática similar, complementaria o sustitutiva a las actualmente existentes.
- e) La prestación de servicios a terceros de estudios, proyectos y asesoramientos técnicos y de inversión en materia de telecomunicaciones y aplicaciones informáticas. Se incluyen expresamente en este apartado los servicios de apoyo a la gestión en materia de finanzas, administración fiscal y contable, cobros, pagos, gestión de la tesorería, recursos humanos y gestión del personal, servicios informáticos, compras y cualesquiera otro necesario para el buen fin del objeto social.

Las actividades que integran el objeto social también podrán ser desarrolladas por la Sociedad, total o parcialmente, de modo indirecto en cualquiera de las formas admitidas en derecho y, en particular, mediante la participación en otras sociedades con objeto idéntico o análogo.

En la actualidad la actividad principal de la Sociedad es la prestación de servicios a otras sociedades del grupo del que es cabecera (véase nota 18 (a)). La actividad del Grupo MASMOVIL comprende principalmente la prestación de servicios de telefonía fija y móvil y banda ancha.

Con fecha 14 de julio de 2017 la Sociedad hizo efectiva la exclusión de cotización de la totalidad de sus acciones en el Mercado Alternativo Bursátil – Empresas en Expansión, en el que cotizaba desde 2012, y su simultánea admisión a negociación oficial en las Bolsas de Valores de Madrid, Barcelona, Bilbao y Valencia, así como su inclusión en el Sistema de Interconexión Bursátil Español (Mercado Continuo (SIBE)). El Comité Asesor Técnico de los índices IBEX aprobó el 14 de junio de 2019 la entrada de la Sociedad en el IBEX 35. La entrada se hizo efectiva el 24 de junio de 2019.

Con fecha 1 de junio de 2020, Lorca Telecom BidCo, S.A.U (en adelante Lorca Telecom BidCo o el Grupo Lorca Telecom BidCo) presentó la solicitud ante la Comisión Nacional del Mercado de Valores (CNMV) de una oferta pública de adquisición (la OPA o la Oferta) de carácter voluntario sobre la totalidad de las acciones de MASMOVIL. En el folleto se contemplaba la intención de Lorca Telecom BidCo de promover la exclusión de cotización de las acciones de MASMOVIL sujeto a que la OPA alcanzase un porcentaje de aceptación mínimo del 50%.

Con fecha 7 de julio de 2020, el Consejo de Ministros autorizó la adquisición del 100% de las acciones de MASMOVIL valoradas en 22,5 euros por acción, ascendiendo el importe máximo ofrecido a desembolsar a 2.963.578 miles de euros. El 29 de julio de 2020 la OPA fue autorizada por la CNMV.

El 6 de agosto de 2020, el Consejo de Administración de MASMOVIL publicó su informe emitiendo una opinión favorable sobre la Oferta. La Oferta tuvo un resultado positivo al ser aceptada el 17 de septiembre de 2020 por acciones representativas del 86,41% del capital social de MASMOVIL y haberse cumplido las demás condiciones impuestas, fundamentalmente autorizaciones de reguladores.

El 23 de septiembre de 2020 se lanzó una orden sostenida de compra de acciones de MASMOVIL dirigida al 13,59% que no era propiedad de Lorca Telecom BidCo a esa fecha. La orden concluyó el 3 de noviembre de 2020 adquiriendo finalmente Lorca Telecom BidCo un 99,18% del capital social de MASMOVIL. En enero de 2021 Lorca Telecom Bidco lanza una orden sostenida de compra del resto de acciones que no eran propiedad de la sociedad haciéndose con el total del capital.

El 30 de octubre de 2020 la CNMV acordó suspender la negociación en las Bolsas de Valores y en el Sistema de Interconexión Bursátil de los títulos de MASMOVIL con efectos del día 3 de noviembre de 2020.

Posteriormente, el 29 de diciembre de 2020, el Accionista Único de Lorca Telecom BidCo aprobó una reducción del capital social de MASMOVIL Ibercom, S.A, en la cuantía de 21.607 euros mediante la amortización de 1.080.371 acciones de 0,02 euros de valor nominal cada una de ellas a un precio por acción amortizada de 22,5 euros, el mismo precio acordado en la OPA, por lo que dicha amortización recoge una prima de emisión por acción de 22,48 euros que supone un importe de 24.308 miles de euros (véase nota 12) La amortización afectó a las acciones titularidad de los accionistas de MASMOVIL distintos de Lorca Telecom BidCo. De esta forma, a 31 de diciembre de 2020 Lorca Telecom BidCo es el accionista único de MASMOVIL.

MASMOVIL, a través de sus sociedades participadas ha adquirido nuevas sociedades durnate el año 2021, entre las que destaca la adquisición de la sociedad Euskaltel,S.A.

El 29 de marzo de 2021, Kaixo Telecom, S.A.U. (en adelante Kaixo Telecom), sociedad constituida el 16 de marzo de 2021 y participada al 100 % por MASMOVIL, presentó una solicitud ante la CNMV de una oferta pública de adquisición de carácter voluntario sobre la totalidad de las acciones de Euskaltel, S.A. (en adelante Euskaltel). La decisión de realizar la OPA fue aprobada por el Consejo de Administración de MASMOVIL el 26 de marzo de 2021.

La OPA se ha completado con éxito y desde el 10 de agosto de 2021 Euskaltel forma parte del mismo grupo que MASMOVIL, el Grupo encabezado por la entidad Lorca JVCo Limited.

A su vez el accionista único de Lorca Telecom BidCo es la entidad Lorca Holdco Limited, sociedad domiciliada en el Reino Unido. La sociedad dominante última es Lorca Aggregator Limited, sociedad domiciliada en Jersey. En última instancia, la Sociedad es participada indirecta y mayoritariamente por fondos y vehículos gestionados o asesorados por PEP VII-A International Ltd y PEP VIII International Ltd ("Providence"), Cinven Capital Management (VII) General Partner Limited ("Cinven"), y Kohlberg Kravis Roberts & Co. L.P. ("KKR").

El Grupo Lorca Telecom BidCo, presenta en España sus cuentas anuales consolidadas bajo normas internacionales de información financiera adoptadas por la Unión Europea (NIIF-UE).

Tal y como se describe en la nota 8, la Sociedad posee participaciones en sociedades dependientes. Como consecuencia de ello, la Sociedad es dominante de un grupo de sociedades (en adelante el Grupo) de acuerdo con la legislación vigente. La información relativa a las participaciones en empresas del Grupo se presenta en el Anexo I.

(2) Bases de presentación

(a) Imagen fiel

Las cuentas anuales se han preparado a partir de los registros contables de la Sociedad y se presentan de acuerdo con la legislación mercantil vigente y con las normas establecidas en el Plan General de Contabilidad aprobado mediante Real Decreto 1514/2007 y las modificaciones incorporadas a este, siendo las últimas las incorporadas mediante el Real Decreto 1/2021, de 12 de enero, en vigor para los ejercicios iniciados a partir del 1 de enero de 2021, con objeto de mostrar la imagen fiel del patrimonio, de la situación financiera y de los resultados de la Sociedad, así como la veracidad de los flujos de efectivo incorporados en el estado de flujos de efectivo.

Los Administradores de la Sociedad estiman que las cuentas anuales del ejercicio 2021, que han sido formuladas el 31 de marzo de 2022, serán aprobadas por el Accionista Único sin modificación alguna.

(b) Comparación de la información

Estas cuentas anuales presentan a efectos comparativos, con cada una de las partidas del balance, de la cuenta de pérdidas y ganancias, del estado de cambios en el patrimonio neto, del estado de flujos de efectivo y de la memoria, además de las cifras del ejercicio 2021, las correspondientes al ejercicio anterior, que formaban parte de las cuentas anuales del ejercicio 2020 aprobadas por la Junta General de Accionistas de fecha 8 de junio de 2021.

(c) Moneda funcional y moneda de presentación

Estas cuentas anuales se presentan en miles de euros, redondeados al millar más cercano. El euro es la moneda funcional y de presentación de la Sociedad.

(d) Aspectos críticos de la valoración y estimación de las incertidumbres y juicios relevantes en la aplicación de políticas contables

La preparación de las cuentas anuales requiere la realización de estimaciones contables relevantes y la aplicación de juicios en las estimaciones e hipótesis en el proceso de aplicación de las políticas contables de la Sociedad. En este sentido, se resumen a continuación los aspectos que han implicado un mayor grado de juicio, complejidad o en los que las hipótesis y estimaciones son significativas para la preparación de estas cuentas anuales:

- Deterioro en las inversiones en empresas del Grupo (nota 4(e)).
- Recuperabilidad de los créditos fiscales activados (nota 4(m)).

A pesar de que las estimaciones realizadas por los Administradores de la Sociedad se han calculado en función de la mejor información disponible al 31 de diciembre de 2021, es posible que acontecimientos que puedan tener lugar en el futuro obliguen a su modificación en los próximos ejercicios. El efecto en cuentas anuales de las modificaciones que, en su caso, se derivasen de los ajustes a efectuar durante los próximos ejercicios se registraría de forma prospectiva.

(e) Empresa en funcionamiento

A 31 de diciembre de 2021 la Sociedad presenta un fondo de maniobra negativo por importe de 88.243 miles de euros (237.987 miles de euros a 31 de diciembre de 2020). Adicionalmente, a dicha fecha la Sociedad presenta unos fondos propios negativos por importe de 109.701 miles de euros (50.344 miles de euros a 31 de diciembre de 2020).

Sin embargo, los Administradores de la Sociedad han formulado estas cuentas anuales siguiendo el principio de empresa en funcionamiento en base a las medidas aprobadas por el Accionista Único de la Sociedad para reestablecer el desequilibrio patrimonial que consiste en la concesión de un préstamo participativo por importe de 130.500 miles de euros (véanse notas 11 y 13), sujeto al Real Decreto-Ley 7/1996 de 7 de junio, modificado por la Ley 10/1996 de 18 de diciembre. De acuerdo con la legislación vigente, los préstamos participativos constituyen un pasivo para la Sociedad, pero tendrán la consideración de patrimonio contable a los efectos de no incurrir en los supuestos de reducción de capital y disolución de sociedades contemplados en los artículos 327 y 363 del Texto Refundido de la Ley de Sociedades de Capital.

A su vez, la Sociedad cuenta con el apoyo financiero expreso de Xfera Móviles, S.A.U., sociedad del Grupo al que pertenece la Sociedad, en su condición de centralizadora de tesorería del Grupo, otorgando el apoyo financiero y los flujos de caja necesarios para atender sus obligaciones actuales y futuras, por lo que los Administradores consideran que no existe ningún factor de duda sobre la aplicación del principio de empresa en funcionamiento.

(f) Cambios de políticas contables como consecuencia del Real Decreto 1/2021

En enero de 2021 se publicó el Real Decreto 1/2021, de 12 de enero, por el que se modifica el Plan General de Contabilidad aprobado por Real Decreto 1514/2007, de 16 de noviembre (entre otros). Asimismo, y como consecuencia del RD 1/2021, el pasado 13 de febrero de 2021 se publicó en el Boletín Oficial del Estado la resolución del Instituto de Contabilidad y Auditoría de Cuentas (ICAC) por la que se dicta la norma de registro, valoración y elaboración de cuentas anuales para el reconocimiento de ingresos por la entrega de bienes y la prestación de servicios (en adelante "Resolución de ingresos").

Las principales diferencias entre los criterios contables y de clasificación utilizados en el ejercicio 2020 y los aplicados en el ejercicio 2021 con la entrada en vigor del RD 1/2021 y la Resolución de ingresos, que han afectado a la Sociedad se describen a continuación.

Clasificación y valoración de instrumentos financieros

Bajo los nuevos criterios, los instrumentos pasan a clasificarse en función del modelo de gestión de estos y según los términos contractuales respecto a sus flujos de efectivo.

La clasificación de los activos financieros se engloba en las siguientes categorías principales:

- Valor razonable con cambios en pérdidas y ganancias: En esta categoría se han incluido todos los activos financieros, salvo los que procede clasificarlos en otra categoría. Agrupa las anteriores carteras de "Activos financieros mantenidos para negociar" y "Otros activos financieros a valor razonable con cambios en la cuenta de pérdidas y ganancias", y en su caso, los activos financieros que optativamente son seleccionados para eliminar asimetrías contables. Esta categoría incluye todos los activos financieros salvo los que procede clasificarlos en otra categoría.
- Coste amortizado: Se han integrado en esta categoría las anteriores carteras de "Préstamos y partidas a cobrar" e "Inversiones mantenidas hasta el vencimiento" en la medida en la que se mantienen con el objetivo de percibir los flujos de efectivo derivados de la ejecución del contrato, y las condiciones contractuales del activo financiero dan lugar, en fechas específicas, a flujos de efectivos que son únicamente cobros de principal e intereses sobre el importe del principal pendiente.

Así mismo, se incluyen en esta categoría los créditos por operaciones comerciales y los créditos por operaciones no comerciales.

- Valor razonable con cambios en patrimonio neto: Se incluyen aquellos préstamos en los que el modelo de negocio aplicado a los mismos consiste en recibir los flujos contractuales del activo que sean únicamente cobros de principal e intereses o acordar su enajenación de forma similar a la anterior cartera activos financieros de deuda disponibles para la venta. También se incluyen optativamente, por designación inicial, los instrumentos de patrimonio que anteriormente conformaban la cartera de activos financieros de patrimonio disponibles para la venta.
- Coste: Esta categoría comprende principalmente las inversiones en sociedades del grupo, multigrupo y asociadas.

La clasificación de los pasivos financieros se engloba en las siguientes categorías principales:

- Coste amortizado: Se integran en esta categoría todos los pasivos financieros excepto aquellos que deben valorarse a valor razonable con cambios en la cuenta de pérdidas y ganancias. Por tanto, incluye las anteriores carteras de "Préstamos y partidas a pagar", entre los que se encuentran los préstamos participativos que tienen características de un préstamo ordinario o común, incluso aquellos cuyos intereses se fijaron por debajo de mercado, y los "Débitos y partidas a pagar" tanto por operaciones comerciales como no comerciales.
- Valor razonable con cambios en pérdidas y ganancias: En esta categoría se agrupan las anteriores carteras de "Pasivos financieros mantenidos para negociar" y "Otros pasivos financieros a valor razonable con cambios en la cuenta de pérdidas y ganancias".

En la fecha de aplicación inicial del Real Decreto 1/2021 y de acuerdo con la disposición transitoria segunda, apartado 6 e), la Sociedad ha optado por incluir información comparativa sin expresar de nuevo reclasificando las partidas del ejercicio 2020 para mostrar los saldos de dicho ejercicio ajustados a los nuevos criterios de presentación. Sin perjuicio de lo anterior, la Sociedad ha aplicado las nuevas categorías de instrumentos financieros de acuerdo con el RD 1/2021 para el ejercicio finalizado 31 de diciembre de 2021, y ha aplicado las nuevas categorías, sólo a efectos de presentación, para el ejercicio comparativo finalizado el 31 de diciembre de 2020.

Además, en la aplicación de los nuevos criterios en materia de instrumentos financieros, la Sociedad se ha acogido a las siguientes excepciones contempladas en la Disposición Transitoria Segunda del RD 1/2021:

- a. La Sociedad ha optado por considerar el valor en libros al cierre del ejercicio anterior para los activos y pasivos que sigan el criterio de coste amortizado como su coste amortizado al inicio del ejercicio en que se han aplicado los nuevos criterios.
- b. La Sociedad ha optado por considerar el valor en libros al cierre del ejercicio anterior para los activos y pasivos que sigan el criterio de coste o coste incrementado como su coste o coste incrementado al inicio del ejercicio en que se han aplicado los nuevos criterios.
- c. La Sociedad ha optado por aplicar el juicio sobre la gestión que realiza a los efectos de clasificar sus activos financieros a fecha de primera aplicación sobre la base de los hechos y circunstancias existentes a esa fecha, y lo ha aplicado de forma prospectiva.

La aplicación de los nuevos criterios de clasificación y valoración recogidos en la disposición transitoria segunda del RD no ha supuesto diferencias a efectos de recategorización de activos relevantes con respecto a la anterior normativa.

Ingresos por ventas y prestación de servicios

Los nuevos criterios de reconocimiento de ingresos se basan en el principio de que los ingresos ordinarios se reconocen cuando el control de un bien o servicio se traspasa al cliente por el importe que refleje la contraprestación a la que la entidad espera tener derecho, de este modo el concepto de control pasa a sustituir al concepto de riesgos y beneficios aplicado anteriormente.

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Para la aplicación del anterior principio de reconocimiento de control se deben aplicar los siguientes pasos:

- 1) Identificar contratos con los clientes
- 2) Identificar las obligaciones a cumplir
- 3) Determinar la contraprestación de la transacción
- 4) Asignar el precio de la transacción
- 5) Reconocer los ingresos cuando la entidad satisfaga las obligaciones acordadas.

Debido a la naturaleza del negocio de la Sociedad, las diferencias entre los criterios contables y de clasificación utilizados en el ejercicio 2020 y los aplicados en el ejercicio 2021 bajo el nuevo modelo reconocimiento de ingresos no son significativas, y por tanto la aplicación de los nuevos criterios contenidos en la Resolución de ingresos no ha tenido impacto en la cifra de patrimonio neto.

(3) Aplicación de Resultados

Con fecha 29 de diciembre de 2021, el Accionista Único aprobó la aplicación de las pérdidas del ejercicio finalizado el 31 de diciembre de 2020 por importe de 31.329.859,42 euros a resultados negativos de ejercicios anteriores.

Los Administradores de la Sociedad proponen al Accionista Único la aplicación de las perdidas obtenidas en el ejercicio 2021, por importe de 59.357.039,03 euros a resultados negativos de ejercicios anteriores.

(4) Normas de Registro y Valoración

(a) Inmovilizado intangible

Los activos incluidos en el inmovilizado intangible figuran contabilizados a su precio de adquisición o a su coste de producción. La capitalización del coste de producción se realiza a través del epígrafe "Trabajos efectuados por la empresa para su activo" de la cuenta de pérdidas y ganancias. El inmovilizado intangible se presenta en el balance por su valor de coste minorado en el importe de las amortizaciones.

Los anticipos a cuenta de inmovilizado se reconocen inicialmente por su coste. En ejercicios posteriores, y siempre que el periodo que medie entre el pago y la recepción del activo exceda de un año, los anticipos devengan intereses al tipo incremental del proveedor.

(i) Desarrollo

La Sociedad procede a capitalizar los gastos de desarrollo incurridos en proyectos específicos e individualizados para cada actividad cuando se cumplen las siguientes condiciones:

- Se puede valorar de forma fiable el desembolso atribuible a la realización del proyecto.
- La asignación, imputación y distribución temporal de los costes del proyecto están claramente establecidas.

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- Existen motivos fundados de éxito técnico en la realización del proyecto, tanto para el caso de explotación directa, como para el de la venta a un tercero del resultado del proyecto una vez concluido, si existe mercado.
- La rentabilidad económica-comercial del proyecto está razonablemente asegurada.
- La financiación para completar la realización de este, la disponibilidad de los adecuados recursos técnicos o de otro tipo para completar el proyecto y para utilizar o vender el activo intangible están razonablemente aseguradas.
- Existe una intención de completar el activo intangible para usarlo o venderlo.

Los gastos de desarrollo se amortizan linealmente desde la fecha de terminación de los proyectos.

(iii) Patentes, licencias, marcas y similares

Corresponde al coste de adquisición y a los gastos incurridos en el registro de diversas marcas comerciales.

(iii) Aplicaciones informáticas

Las aplicaciones informáticas adquiridas y las elaboradas por la Sociedad se reconocen en la medida que cumplen las condiciones expuestas para los gastos de desarrollo. Los gastos de mantenimiento de las aplicaciones informáticas se llevan a gastos en el momento en que se incurre en ellos.

(iv) Otro inmovilizado intangible

Otro inmovilizado corresponde al precio pagado en la adquisición de determinadas carteras de clientes que han sido integradas posteriormente en la Sociedad.

(v) Costes posteriores

Los costes posteriores incurridos en el inmovilizado intangible se registran como gasto, salvo que aumenten los beneficios económicos futuros esperados de los activos.

(vi) Vida útil y amortizaciones

La amortización de los inmovilizados intangibles se realiza distribuyendo el importe amortizable de forma sistemática a lo largo de su vida útil mediante la aplicación de los siguientes criterios:

	Método de amortización	Años de vida útil estimada
Desarrollo	Lineal	4
Otro inmovilizado intangible	Lineal	5
Aplicaciones informáticas	Lineal	3 - 5
Patentes, licencias, marcas y similares	Lineal	4

A estos efectos se entiende por importe amortizable el coste de adquisición menos, en caso de ser aplicable, su valor residual.

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La Sociedad revisa el valor residual, la vida útil y el método de amortización de los inmovilizados intangibles al cierre de cada ejercicio. Las modificaciones en los criterios inicialmente establecidos se reconocen como un cambio de estimación.

(vii) Deterioro del valor del inmovilizado

La Sociedad evalúa y determina las correcciones valorativas por deterioro y las reversiones de las pérdidas por deterioro de valor del inmovilizado intangible de acuerdo con los criterios que se mencionan en el apartado (c) Deterioro de valor de activos no financieros sujetos a amortización o depreciación.

(b) Inmovilizado material

(i) Reconocimiento inicial

Los activos incluidos en el inmovilizado material figuran contabilizados a su precio de adquisición o por su coste de producción. El inmovilizado material se presenta en el balance por su valor de coste, minorado en el importe de las amortizaciones y correcciones valorativas por deterioro acumuladas. La capitalización del coste de producción se realiza a través del epígrafe "Trabajos efectuados por la empresa para su activo" de la cuenta de pérdidas y ganancias. Los ingresos accesorios obtenidos durante el periodo de pruebas y puesta en marcha se reconocen como una minoración de los costes incurridos.

El inmovilizado material se presenta en el balance por su valor de coste minorado en el importe de las amortizaciones y correcciones valorativas por deterioro acumuladas.

(ii) Amortizaciones

La amortización de los elementos de inmovilizado material se realiza distribuyendo su importe amortizable de forma sistemática a lo largo de su vida útil. A estos efectos se entiende por importe amortizable el coste de adquisición menos su valor residual. La Sociedad determina el gasto de amortización de forma independiente para cada componente que tenga un coste significativo con relación al coste total del elemento y una vida útil distinta del resto del elemento.

La amortización de los elementos del inmovilizado material se determina mediante la aplicación de los criterios que se mencionan a continuación:

	Método de amortización	Años de vida útil estimada
Construcciones	Lineal	30
Instalaciones técnicas, equipamiento de red	Lineal	5 - 35
Otras instalaciones técnicas, utillaje y mobiliario	Lineal	5 - 10
Otro inmovilizado	Lineal	5

La Sociedad revisa el valor residual, la vida útil y el método de amortización del inmovilizado material al cierre de cada ejercicio. Las modificaciones en los criterios inicialmente establecidos se reconocen como un cambio de estimación.

(iii) Costes posteriores

Con posterioridad al reconocimiento inicial del activo sólo se capitalizan aquellos costes incurridos en la medida en que supongan un aumento de su capacidad, productividad o alargamiento de la vida útil, debiéndose dar de baja el valor contable de los elementos sustituidos. En este sentido, los costes derivados del mantenimiento diario del inmovilizado material se registran en resultados a medida que se incurren.

(c) Deterioro de valor de activos no financieros sujetos a amortización

La Sociedad sigue el criterio de evaluar la existencia de indicios que pudieran poner de manifiesto el potencial deterioro de valor de los activos no financieros sujetos a amortización o depreciación, al objeto de comprobar si el valor contable de los mencionados activos excede de su valor recuperable, entendido como el mayor entre el valor razonable menos costes de venta y su valor en uso.

Asimismo, y con independencia de la existencia de cualquier indicio de deterioro de valor, la Sociedad comprueba, al menos con una periodicidad anual, el potencial deterioro del valor que pudiera afectar a los inmovilizados intangibles que todavía no estén en condiciones de uso.

Las pérdidas por deterioro se reconocen en la cuenta de pérdidas y ganancias.

Por otra parte, si la Sociedad tiene dudas razonables sobre el éxito técnico o la rentabilidad económico-comercial de los proyectos de investigación y desarrollo en curso, los importes registrados en el balance se reconocen directamente en pérdidas procedentes del inmovilizado intangible de la cuenta de pérdidas y ganancias, no siendo reversibles.

(d) Arrendamientos

(i) Contabilidad del arrendatario

La Sociedad tiene cedido el derecho de uso de determinados activos bajo contratos de arrendamiento.

Los arrendamientos en los que el contrato transfiere a la Sociedad sustancialmente todos los riesgos y beneficios inherentes a la propiedad de los activos se clasifican como arrendamientos financieros y, en caso contrario, como arrendamientos operativos. Los arrendamientos de la Sociedad son operativos y las cuotas se reconocen como gasto de forma lineal durante el plazo de arrendamiento.

La Sociedad evalúa el fondo económico de los contratos al objeto de determinar la existencia de arrendamientos implícitos. Un contrato es o contiene un arrendamiento si el cumplimiento del acuerdo depende del uso de un activo o activos específicos. En estos casos, la Sociedad separa al inicio del contrato, en función de sus valores razonables, los pagos y contraprestaciones relativos al arrendamiento de los correspondientes al resto de elementos incorporados en el acuerdo. Los pagos relativos al arrendamiento se registran mediante la aplicación de los criterios a los que se hace referencia en este apartado.

(e) Activos financieros a coste amortizado

Se incluyen en esta categoría aquellos activos financieros, incluso los admitidos a negociación en un mercado organizado, en los que la Sociedad mantiene la inversión con el objetivo de percibir los flujos de efectivo derivados de la ejecución del contrato, y las condiciones contractuales del activo financiero dan lugar, en fechas especificadas, a flujos de efectivo que son únicamente cobros de principal e intereses sobre el importe del principal pendiente.

Los flujos de efectivo contractuales que son únicamente cobros de principal e interés sobre el importe del principal pendiente son inherentes a un acuerdo que tiene la naturaleza de préstamo ordinario o común, sin perjuicio de que la operación esté acordada a un tipo de interés cero o por debajo de mercado.

Se incluyen en esta categoría los créditos por operaciones comerciales y los créditos por operaciones no comerciales:

- Créditos por operaciones comerciales: son aquellos activos financieros que se originan en la venta de bienes y la prestación de servicios por operaciones de tráfico de la empresa con cobro aplazado, y
- Créditos por operaciones no comerciales: son aquellos activos financieros que, no siendo instrumentos de patrimonio ni derivados, no tienen origen comercial y cuyos cobros son de cuantía determinada o determinable, que proceden de operaciones de préstamo o crédito concedidos por la empresa.

(i) Valoración inicial

Los activos financieros clasificados en esta categoría se valorarán inicialmente por su valor razonable, que, salvo evidencia en contrario, será el precio de la transacción, que equivaldrá al valor razonable de la contraprestación entregada, más los costes de transacción que les sean directamente atribuibles.

No obstante, los créditos por operaciones comerciales con vencimiento no superior a un año y que no tienen un tipo de interés contractual explícito, así como los créditos al personal, los dividendos a cobrar y los desembolsos exigidos sobre instrumentos de patrimonio, cuyo importe se espera recibir en el corto plazo, se valoran por su valor nominal en la medida en la que se considera que el efecto de no actualizar los flujos de efectivo no es significativo.

(ii) Valoración posterior

Los activos financieros incluidos en esta categoría se valorarán por su coste amortizado. Los intereses devengados se contabilizarán en la cuenta de pérdidas y ganancias, aplicando el método del tipo de interés efectivo.

No obstante, los créditos con vencimiento no superior a un año que, de acuerdo con lo dispuesto en el apartado anterior, se valoran inicialmente por su valor nominal, continúan valorándose por dicho importe, salvo que se hayan deteriorado.

Cuando los flujos de efectivo contractuales de un activo financiero se modifican debido a las dificultades financieras del emisor, la empresa analiza si procede contabilizar una pérdida por deterioro de valor.

(iii) Deterioro del valor

Se efectúan las correcciones valorativas necesarias, al menos al cierre y siempre que existe evidencia objetiva de que el valor de un activo financiero, o de un grupo de activos financieros con similares características de riesgo valorados colectivamente, se ha deteriorado como resultado de uno o más eventos que hayan ocurrido después de su reconocimiento inicial y que ocasionen una reducción o retraso en los flujos de efectivo estimados futuros, que pueden venir motivados por la insolvencia del deudor.

Con carácter general, la pérdida por deterioro del valor de estos activos financieros es la diferencia entre su valor en libros y el valor actual de los flujos de efectivo futuros, incluidos, en su caso, los procedentes de la ejecución de las garantías reales y personales, que se estima van a generar, descontados al tipo de interés efectivo calculado en el momento de su reconocimiento inicial. Para los activos financieros a tipo de interés variable, se emplea el tipo de interés efectivo que corresponde a la fecha de cierre de las cuentas anuales de acuerdo con las condiciones contractuales.

Las correcciones de valor por deterioro, así como su reversión cuando el importe de dicha pérdida disminuyese por causas relacionadas con un evento posterior, se reconocen como un gasto o un ingreso, respectivamente, en la cuenta de pérdidas y ganancias. La reversión del deterioro tiene como límite el valor en libros del activo que estaría reconocido en la fecha de reversión si no se hubiese registrado el deterioro del valor.

(f) Activos financieros a coste

En todo caso, se incluyen en esta categoría de valoración:

- las inversiones en el patrimonio de empresas del grupo y asociadas y
- los préstamos participativos cuyos intereses tengan carácter contingente, bien porque se pacte un tipo de interés fijo o variable condicionado al cumplimiento de un hito en la empresa prestataria (por ejemplo, la obtención de beneficios), o bien porque se calculen exclusivamente por referencia a la evolución de la actividad de la citada empresa.

(i) Valoración inicial

Las inversiones incluidas en esta categoría se valorarán inicialmente al coste, que equivale al valor razonable de la contraprestación entregada más los costes de transacción que les sean directamente atribuibles, no incorporándose estos últimos en el coste de las inversiones en empresas del grupo.

No obstante, en los casos en los que existe una inversión anterior a su calificación como empresa del grupo, multigrupo o asociada, se considera como coste de dicha inversión el valor contable que debiera tener la misma inmediatamente antes de que la empresa pase a tener esa calificación.

Forma parte de la valoración inicial el importe de los derechos preferentes de suscripción y similares que, en su caso, se hubiesen adquirido.

(ii) Valoración posterior

Los instrumentos de patrimonio incluidos en esta categoría se valoran por su coste, menos, en su caso, el importe acumulado de las correcciones valorativas por deterioro.

Cuando se debe asignar valor a estos activos por baja del balance u otro motivo, se aplica el método del coste medio ponderado por grupos homogéneos, entendiéndose por éstos los valores que tienen iguales derechos.

En el caso de venta de derechos preferentes de suscripción y similares o segregación de los mismos para ejercitarlos, el importe del coste de los derechos disminuye el valor contable de los respectivos activos.

Se aplica este mismo criterio en los préstamos participativos cuyos intereses tienen carácter contingente, bien porque se pacte un tipo de interés fijo o variable condicionado al cumplimiento de un hito en la empresa prestataria (por ejemplo, la obtención de beneficios), o bien porque se calculan exclusivamente por referencia a la evolución de la actividad de la citada empresa. Si además de un interés contingente se acuerda un interés fijo irrevocable, este último se contabiliza como un ingreso financiero en función de su devengo. Los costes de transacción se imputan a la cuenta de pérdidas y ganancias de forma lineal a lo largo de la vida del préstamo participativo.

(iii) Deterioro del valor

Al menos al cierre del ejercicio, se efectúan las correcciones valorativas necesarias siempre que existe evidencia objetiva de que el valor en libros de una inversión no será recuperable. El importe de la corrección valorativa es la diferencia entre su valor en libros y el importe recuperable, entendido este como el mayor importe entre su valor razonable menos los costes de venta y el valor actual de los flujos de efectivo futuros derivados de la inversión, que para el caso de instrumentos de patrimonio se calcula, bien mediante la estimación de los que se espera recibir como consecuencia del reparto de dividendos realizado por la empresa participada y de la enajenación o baja en cuentas de la inversión en la misma, bien mediante la estimación de su participación en los flujos de efectivo que se espera sean generados por la empresa participada, procedentes tanto de sus actividades ordinarias como de su enajenación o baja en cuentas.

Salvo mejor evidencia del importe recuperable de las inversiones en instrumentos de patrimonio, la estimación de la pérdida por deterioro de esta clase de activos se calcula en función del patrimonio neto de la entidad participada y de las plusvalías tácitas existentes en la fecha de la valoración, netas del efecto impositivo. En la determinación de ese valor, y siempre que la empresa participada haya invertido a su vez en otra, se tiene en cuenta el patrimonio neto incluido en las cuentas anuales consolidadas elaboradas aplicando los criterios del Código de Comercio y sus normas de desarrollo.

El reconocimiento de las correcciones valorativas por deterioro de valor y, en su caso, su reversión, se registra como un gasto o un ingreso, respectivamente, en la cuenta de pérdidas y ganancias. La reversión del deterioro tiene como límite el valor en libros de la inversión que estaría reconocida en la fecha de reversión si no se hubiese registrado el deterioro del valor.

(g) Pasivos financieros a coste amortizado

Con carácter general, se incluyen en esta categoría los débitos por operaciones comerciales y los débitos por operaciones no comerciales:

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- Débitos por operaciones comerciales: son aquellos pasivos financieros que se originan en la compra de bienes y servicios por operaciones de tráfico de la empresa con pago aplazado, y
- Débitos por operaciones no comerciales: son aquellos pasivos financieros que, no siendo instrumentos derivados, no tienen origen comercial, sino que proceden de operaciones de préstamo o crédito recibidos por la empresa.

Los préstamos participativos que tienen las características de un préstamo ordinario o común también se incluyen en esta categoría sin perjuicio del tipo de interés acordado (cero o por debajo de mercado).

(i) Valoración inicial

Los pasivos financieros incluidos en esta categoría se valoran inicialmente por su valor razonable, que, es el precio de la transacción, que equivale al valor razonable de la contraprestación recibida ajustado por los costes de transacción que les sean directamente atribuibles.

No obstante, los débitos por operaciones comerciales con vencimiento no superior a un año y que no tienen un tipo de interés contractual, así como los desembolsos exigidos por terceros sobre participaciones, cuyo importe se espera pagar en el corto plazo, se valoran por su valor nominal, cuando el efecto de no actualizar los flujos de efectivo no es significativo.

(ii) Valoración posterior

Los pasivos financieros incluidos en esta categoría se valoran por su coste amortizado. Los intereses devengados se contabilizan en la cuenta de pérdidas y ganancias, aplicando el método del tipo de interés efectivo.

No obstante, los débitos con vencimiento no superior a un año que, se valoren inicialmente por su valor nominal, continúan valorándose por dicho importe.

(h) Baja de activos y pasivos financieros

Los activos financieros se dan de baja contable cuando los derechos a recibir flujos de efectivo relacionados con los mismos han vencido o se han transferido, y la Sociedad ha traspasado sustancialmente los riesgos y beneficios derivados de su titularidad.

La baja de un activo financiero en su totalidad implica el reconocimiento de resultados por la diferencia existente entre su valor contable y la suma de la contraprestación recibida, neta de gastos de la transacción, incluyéndose los activos obtenidos o pasivos asumidos y cualquier pérdida o ganancia diferida en ingresos y gastos reconocidos en patrimonio neto.

La Sociedad da de baja un pasivo financiero o una parte de este cuando ha cumplido con la obligación contenida en el pasivo, o bien está legalmente dispensada de la responsabilidad principal contenida en el pasivo, ya sea en virtud de un proceso judicial o por el acreedor.

La Sociedad reconoce la diferencia entre el valor contable del pasivo financiero o de una parte de este cancelado o cedido a un tercero y la contraprestación pagada, incluyendo cualquier activo cedido diferente del efectivo o pasivo asumido, con cargo o abono a la cuenta de pérdidas y ganancias.

(i) Efectivo y otros activos líquidos equivalentes

El efectivo y otros activos líquidos equivalentes incluyen el efectivo en caja y los depósitos bancarios a la vista en entidades de crédito. También se incluyen bajo este concepto otras inversiones a corto plazo de gran liquidez siempre que sean fácilmente convertibles en importes determinados de efectivo y que estén sujetas a un riesgo insignificante de cambios de valor. A estos efectos se incluyen las inversiones con vencimientos de menos de tres meses desde la fecha de adquisición.

(j) Subvenciones, donaciones y legados

Las subvenciones, donaciones y legados se contabilizan como ingresos y gastos reconocidos en patrimonio neto cuando se obtiene, en su caso, la concesión oficial de las mismas y se han cumplido las condiciones para su concesión o no existen dudas razonables sobre la recepción de estas.

En ejercicios posteriores las subvenciones, donaciones y legados se imputan a resultados atendiendo a su finalidad.

Las subvenciones de capital se imputan al resultado del ejercicio en proporción a la amortización correspondiente a los activos financiados con las mismas o, en su caso, cuando se produzca la enajenación, baja o corrección valorativa por deterioro de estos.

Las subvenciones que se conceden para financiar gastos específicos se imputan a ingresos en el ejercicio en que se devengan los gastos financiados.

Los pasivos financieros que incorporan ayudas implícitas en forma de la aplicación de tipos de interés por debajo de mercado se reconocen en el momento inicial por su valor razonable. La diferencia entre dicho valor, ajustado en su caso por los costes de emisión del pasivo financiero, y el importe recibido se registra como una subvención oficial atendiendo a la naturaleza de la subvención concedida.

(k) Provisiones

Las provisiones se reconocen cuando la Sociedad tiene una obligación presente, ya sea legal, contractual, implícita o tácita, como resultado de un suceso pasado, es probable que exista una salida de recursos para cancelar tal obligación y se puede realizar una estimación fiable del importe de la obligación.

Las provisiones se revierten contra resultados cuando no es probable que exista una salida de recursos para cancelar tal obligación.

(I) Importe neto de la cifra de negocios

Los ingresos se reconocen cuando se transfiere el control de los bienes o servicios a los clientes. En ese momento los ingresos se registran por el importe de la contraprestación que se espera tener derecho a cambio de la transferencia de los bienes y servicios comprometidos derivados de contratos con clientes, así como otros ingresos no derivados de contratos con clientes que constituyen la actividad ordinaria de la Sociedad.

El importe registrado se determina deduciendo del importe de la contraprestación por la transferencia de los bienes o servicios comprometidos con clientes u otros ingresos correspondientes a las actividades ordinarias de la Sociedad, el importe de los descuentos, devoluciones, reducciones de precio, incentivos o derechos entregados a clientes, así como el impuesto sobre el valor añadido y otros impuestos directamente relacionados con los mismos que deban ser objeto de repercusión.

En los casos en los que en el precio fijado en los contratos con clientes existe un importe de contraprestación variable, se incluye en el precio a reconocer la mejor estimación de la contraprestación variable en la medida que sea altamente probable que no se produzca una reversión significativa del importe del ingreso reconocido cuando posteriormente se resuelva la incertidumbre asociada a la contraprestación variable. La Sociedad basa sus estimaciones considerando la información histórica, teniendo en cuenta el tipo de cliente, el tipo de transacción y los términos concretos de cada acuerdo.

(i) Prestación de servicios

La Sociedad fundamentalmente presta servicios a otras compañías del Grupo.

Los ingresos relacionados con telefonía fija y móvil se reconocen como ingreso cuando se produce la prestación de los correspondientes servicios.

Los ingresos relacionados con el cobro de tarifas fijas con duraciones establecidas se reconocen como ingresos de forma lineal durante el periodo establecido en los contratos.

Los cargos periódicos relacionados con la utilización de la red (servicios de telefonía, internet) se registran en la cuenta de pérdidas y ganancias durante el periodo de duración de los contratos.

En el caso de contratos de precio fijo, el cliente paga el importe fijo en base a un calendario de pagos. Si los servicios prestados por la Sociedad superan el pago, se reconoce un activo por contrato. Si los pagos exceden los servicios prestados, se reconoce un pasivo por contrato. En los casos de cobros anticipados por los servicios de telefonía móvil prepago, el importe pendiente de utilización se registra en cuentas de pasivo hasta que tenga lugar un consumo o la cancelación de las obligaciones contractuales.

(ii) Ingresos financieros derivados de actividades como holding

Siguiendo lo establecido por la normativa en vigor, la Sociedad presenta los ingresos financieros derivados de actividades de financiación que presta a las sociedades del Grupo, así como los dividendos que recibe de sus sociedades participadas, como parte del importe neto de la cifra de negocios.

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Dichos ingresos por intereses se reconocen usando el método del tipo de interés efectivo. Los ingresos por intereses de préstamos que hayan sufrido pérdidas por deterioro del valor se reconocen utilizando el método de interés efectivo. Estos ingresos provenientes de empresas del Grupo, al estar relacionados con la actividad ordinaria de la Sociedad, se reflejan bajo el epígrafe de Importe neto de la cifra de negocios de la cuenta de pérdidas y ganancias.

(m) Impuesto sobre beneficios

El gasto o ingreso por el impuesto sobre beneficios comprende tanto el impuesto corriente como el impuesto diferido.

Los activos o pasivos por impuesto sobre beneficios corriente se valoran por las cantidades que se espera pagar o recuperar de las autoridades fiscales, utilizando la normativa y tipos impositivos vigentes o aprobados y pendientes de publicación en la fecha de cierre del ejercicio.

El impuesto sobre beneficios corriente o diferido se reconoce en resultados, salvo que surja de una transacción o suceso económico que se haya reconocido en el mismo ejercicio o en otro diferente contra patrimonio neto.

La Sociedad tributa en régimen de consolidación fiscal con las sociedades Telecom BondCo, S.A.U, Lycamobile ,S.L, Xfera Móviles,S.A.U., Xtra Telecom, S.A.U., Embou Nuevas Tecnologías, S.L.U., MASMOVIL Broadband, S.A.U., Pepeworld, S.L.U., Pepe Pepe Energy, S.L., The Bymovil Spain, S.L.U, S.L.U.. Telecomunicaciones y Servicios Avanzados, S.L., Red LTE, S.L., Spotting Brands Technologies, S.L., TV Alcantarilla Comunicaciones, S.L., Oriol Fibra, S.L., Ahí Mas Nash, S.L. Ahi+ Europa Networks, S.L., Wimax On Line, S.L., Animas Vinfortel, S.L., Alma Telecom, S.L., Blu So Easy, S.L., Store Comercial de Telecomunicaciones, S.L., Comlocal, S.L. v Kaixo BondCo Telecom, S.A.U., siendo Lorca Aggregator Limited la sociedad dominante del grupo fiscal que nombra a Lorca Telecom BidCo, S.A.U. como entidad representante del grupo fiscal desde el 1 de enero de 2021.

El gasto devengado por impuesto sobre sociedades de las sociedades que se encuentran en régimen de declaración consolidada se determina teniendo en cuenta, además de los parámetros a considerar en caso de tributación individual, los siguientes:

- Las diferencias temporarias y permanentes producidas como consecuencia de la eliminación de resultados por operaciones entre sociedades del grupo, derivadas del proceso de determinación de la base imponible consolidada.
- Las deducciones y bonificaciones que corresponden a cada sociedad del grupo fiscal en el régimen de declaración consolidada. A estos efectos, las deducciones y bonificaciones se imputan a la sociedad que realizó la actividad u obtuvo el rendimiento necesario para obtener el derecho a la deducción o bonificación fiscal.

Las diferencias temporarias derivadas de las eliminaciones de resultados entre las empresas del grupo fiscal se reconocen en la sociedad que ha generado el resultado y se valoran por el tipo impositivo aplicable a la misma.

Por la parte de los resultados fiscales negativos procedentes de algunas de las sociedades del grupo fiscal que han sido compensados por el resto de las sociedades del grupo fiscal, surge un crédito y débito recíproco entre las sociedades a las que corresponden y las sociedades que lo compensan. En caso de que exista un resultado fiscal negativo que no pueda ser compensado por el resto de las sociedades del grupo fiscal, estos créditos fiscales por pérdidas compensables son reconocidos como activos por impuesto diferido, considerando para su recuperación al grupo fiscal como sujeto pasivo.

El importe de la deuda (crédito) correspondiente a las sociedades dependientes se registra con abono (cargo) a Deudas (Créditos) con empresas del grupo y asociadas.

(i) Reconocimiento de pasivos por impuesto diferido

La Sociedad reconoce los pasivos por impuesto diferido en todos los casos, excepto que surjan del reconocimiento inicial del fondo de comercio o de un activo o pasivo en una transacción que no es una combinación de negocios y que en la fecha de la transacción no afecta ni al resultado contable ni a la base imponible fiscal.

(ii) Reconocimiento de activos por impuesto diferido

La Sociedad reconoce los activos por impuestos diferidos siempre que resulte probable que existan ganancias fiscales futuras suficientes para su compensación, o cuando la legislación fiscal contemple la posibilidad de conversión futura de activos por impuesto diferido en un crédito exigible frente a la Administración Pública.

La Sociedad reconoce la conversión de un activo por impuesto diferido en una cuenta a cobrar frente a la Administración Pública cuando es exigible según lo dispuesto en la legislación fiscal vigente. A estos efectos, se reconoce la baja del activo por impuesto diferido con cargo al gasto por impuesto sobre beneficios diferido y la cuenta a cobrar con abono al impuesto sobre beneficios sobre corriente.

Salvo prueba en contrario, no se considera probable que la Sociedad disponga de ganancias fiscales futuras cuando se prevea que su recuperación futura se va a producir en un plazo superior a los diez años contados desde la fecha de cierre del ejercicio, al margen de cuál sea la naturaleza del activo por impuesto diferido o, en el caso de tratarse de créditos derivados de deducciones y otras ventajas fiscales pendientes de aplicar fiscalmente por insuficiencia de cuota, cuando habiéndose producido la actividad u obtenido el rendimiento que origine el derecho a la deducción o bonificación, existan dudas razonables sobre el cumplimiento de los requisitos para hacerlas efectivas.

Por el contrario se considera probable que la Sociedad dispone de ganancias fiscales suficientes para recuperar los activos por impuesto diferido siempre que existan diferencias temporarias imponibles en cuantía suficiente, relacionadas con la misma autoridad fiscal y referidas al mismo sujeto pasivo, cuya reversión se espere en el mismo ejercicio fiscal en el que se prevea reviertan las diferencias temporarias deducibles o en ejercicios en los que una pérdida fiscal, surgida por una diferencia temporaria deducible, pueda ser compensada con ganancias anteriores o posteriores.

Al objeto de determinar las ganancias fiscales futuras, la Sociedad tiene en cuenta las oportunidades de planificación fiscal siempre que tenga la intención de adoptarlas o es probable que las vaya a adoptar.

(iii) Valoración de activos y pasivos por impuesto diferido

Los activos y pasivos por impuesto diferido se valoran por los tipos impositivos que vayan a ser de aplicación en los ejercicios en los que se espera realizar los activos o pagar los pasivos, a partir de la normativa y tipos que están vigentes o aprobados y pendientes de publicación, y una vez consideradas las consecuencias fiscales que se derivarán de la forma en que la Sociedad espera recuperar los activos o liquidar los pasivos.

(iv) Compensación y clasificación

La Sociedad solo compensa los activos y pasivos por impuesto sobre beneficios si existe un derecho legal a su compensación frente a las autoridades fiscales y tiene la intención de liquidar las cantidades que resulten por su importe neto, o bien realizar los activos y liquidar los pasivos de forma simultánea.

Los activos y pasivos por impuesto diferido se reconocen en balance como activos o pasivos no corrientes, independientemente de la fecha esperada de realización o liquidación.

(n) Clasificación de activos y pasivos entre corriente y no corriente

La Sociedad presenta el balance clasificando activos y pasivos entre corriente y no corriente. A estos efectos son activos o pasivos corrientes aquellos que se esperan realizar o liquidar dentro del periodo de doce meses posteriores a la fecha de cierre.

(o) Medioambiente

Los gastos derivados de las actividades medioambientales, en su caso, se reconocen como Otros gastos de explotación en el ejercicio en el que se incurren.

Los elementos del inmovilizado material adquiridos, en su caso, con el objeto de ser utilizados de forma duradera en su actividad y cuya finalidad principal es la minimización del impacto medioambiental y la protección y mejora del medio ambiente, incluyendo la reducción o eliminación de la contaminación futura de las operaciones de la Sociedad, se reconocen como activos mediante la aplicación de criterios de valoración, presentación y desglose consistentes con los que se mencionan en el apartado (b) Inmovilizado material.

(p) Transacciones entre empresas del Grupo

Con carácter general, las operaciones entre empresas del grupo se contabilizan en el momento inicial por su valor razonable. En su caso, si el precio acordado difiere de su valor razonable, la diferencia se registra atendiendo a la realidad económica de la operación. La valoración posterior se realiza conforme con lo previsto en las correspondientes normas.

No obstante lo anterior, en las operaciones de fusión, escisión o aportación no dineraria de un negocio los elementos constitutivos del negocio adquirido se valoran por el importe que corresponde a los mismos, una vez realizada la operación, conforme a sus valores precedentes conforme a las cuentas anuales consolidadas del grupo o subgrupo, o en caso de dispensa, al mayor entre el coste de adquisición del negocio en la sociedad aportante, y el importe representativo de su porcentaje de participación en el patrimonio neto de la sociedad participada cuyo negocio se traslada.

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Cuando no intervenga la empresa dominante, del grupo o subgrupo, y su dependiente, las cuentas anuales a considerar a estos efectos serán las del grupo o subgrupo mayor en el que se integren los elementos patrimoniales cuya sociedad dominante sea española.

En estos casos la diferencia que se pudiera poner de manifiesto entre el valor neto de los activos y pasivos de la sociedad adquirida, ajustado por el saldo de las agrupaciones de subvenciones, donaciones y legados recibidos y ajustes por cambios de valor, y cualquier importe del capital y prima de emisión, en su caso, emitido por la sociedad absorbente se registra en reservas.

(q) Combinación de negocios

Las operaciones de fusión, escisión y aportación no dineraria de un negocio entre empresas del grupo se registran conforme con lo establecido para las transacciones entre partes vinculadas (véase nota 4 (p).

Las operaciones de fusión o escisión distintas de las anteriores y las combinaciones de negocios surgidas de la adquisición de todos los elementos patrimoniales de una empresa o de una parte que constituya uno o más negocios, se registran de acuerdo con el método de adquisición.

En el caso de combinaciones de negocios originadas como consecuencia de la adquisición de acciones o participaciones en el capital de una empresa, la Sociedad reconoce la inversión conforme con lo establecido para las inversiones en el patrimonio de empresas del grupo, multigrupo y asociadas (nota 4(e)).

(5) Política y Gestión de Riesgos

(a) Factores de riesgo financiero

Las actividades de la Sociedad están expuestas a diversos riesgos financieros: riesgo de mercado, riesgo de crédito y riesgo de liquidez. El programa de gestión del riesgo global de la Sociedad y del Grupo se centra en la incertidumbre de los mercados financieros y trata de minimizar los efectos potenciales adversos sobre la rentabilidad financiera de la Sociedad y del Grupo.

La gestión del riesgo está controlada por la Dirección Financiera del Grupo con arreglo a políticas aprobadas por el Consejo de Administración de la Sociedad. La Dirección Financiera identifica, evalúa y cubre los riesgos financieros en estrecha colaboración con las unidades operativas de la Sociedad. El Consejo proporciona políticas escritas para la gestión del riesgo global, así como para materias concretas tales como riesgo de tipo de cambio, riesgo de tipo de interés, riesgo de liquidez e inversión del excedente de liquidez.

(i) Riesgo de crédito

La Sociedad no tiene concentraciones significativas de riesgo de crédito, manteniendo una parte relevante de sus saldos por deudas comerciales y cuentas a cobrar con empresas del Grupo. La Sociedad tiene políticas para asegurar que las ventas se efectúen a clientes con un historial de crédito adecuado.

La corrección valorativa por insolvencias de clientes, la revisión de saldos individuales en base a la calidad crediticia de los clientes, tendencias actuales del mercado y análisis histórico de las insolvencias a nivel agregado, implica un elevado grado de estimación. En relación con la corrección valorativa derivada del análisis agregado de la experiencia histórica de impagados, una reducción en el volumen de saldos implica una reducción de las correcciones valorativas y viceversa.

(ii) Riesgo de liquidez

La Sociedad lleva a cabo una gestión prudente del riesgo de liquidez, fundada en el mantenimiento de suficiente efectivo y valores negociables, la disponibilidad de financiación mediante un importe suficiente de facilidades de crédito comprometidas y capacidad suficiente para liquidar posiciones de mercado. Dado el carácter dinámico de los negocios subyacentes, la Dirección Financiera de la Sociedad tiene como objetivo mantener la flexibilidad en la financiación mediante la disponibilidad de líneas de crédito contratadas.

(iii) Riesgo de deuda

Las inversiones en activos fijos y en la adquisición de sociedades en los últimos dos años han sido financiadas de forma general con una combinación de recursos propios y recursos ajenos.

La Sociedad cuenta con capacidad, con sujeción a determinados límites marcados por su apalancamiento financiero actual (véase nota 13), para acceder a nuevas líneas de financiación.

(6) Inmovilizado intangible

La composición y el movimiento habido en las cuentas incluidas en el Inmovilizado intangible han sido los siguientes:

			Miles de euros		
_			2021		
_	Desarrollo	Patentes, licencias, marcas y similares	Aplicaciones informáticas	Otro inmovilizado intangible	Total
Coste al 31 de diciembre de 2019 Altas	7.293	62	6.251 714	609	14.215 714
Coste al 31 de diciembre de 2020	7.293	62	6,965	609	14.929
Altas	-	-	38	-	38
Coste al 31 de diciembre de 2021	7.293	62	7.003	609	14.967
Amortización acumulada al 31 de diciembre de 2019	(7.003)	(55)	(3.610)	(475)	(11.143)
Amortizaciones	(290)	(7)	(1.147)	(131)	(1.575)
Amortización acumulada al 31 de diciembre de 2020	(7.293)	(62)	(4.757)	(606)	(12.718)
Amortizaciones	-	-	(798)	(3)	(801)
Amortización acumulada al 31 de diciembre de 2021	(7.293)	(62)	(5.555)	(609)	(13.519)
Valor neto contable al 31 de diciembre de 2020	-	•	2.208	3	2.211
Valor neto contable al 31 de diciembre de 2021	-	-	1.448	-	1.448

Las altas de aplicaciones informáticas en los ejercicios 2021 y 2020 corresponden principalmente al desarrollo de soluciones informáticas para la prestación de servicios a los clientes de las compañías del Grupo, en particular en materia de oferta convergente, facturación y otros.

El coste de los inmovilizados intangibles que están totalmente amortizados y todavía en uso al 31 de diciembre es como sigue:

-	Miles de euros		
	2021	2020	
Desarrollo	7.293	7.293	
Patentes, licencias, marcas y similares	62	61	
Aplicaciones informáticas	4.573	318	
Otros activos intangibles	609	578	
Total	12.537	8.250	

(7) Inmovilizado Material

La composición y los movimientos habidos en las cuentas incluidas en el Inmovilizado material han sido los siguientes:

		Miles de	euros		
	2021				
	Terrenos y construcciones	Otro inmovilizado	Equipamientos de red	Inmovilizado en curso	Total
Coste al 31 de diciembre de 2019 Altas Traspasos Coste al 31 de diciembre de 2020 Altas Bajas Traspasos	781 - - 781 - -	6.382 70 173 6.625 16 - (2.683)	- - - 193 2.683	173 (173) - - -	7.336 70 7.406 209
Coste al 31 de diciembre de 2021	781	3.958	2.876	-	7.615
Amortización acumulada al 31 de diciembre de 2019 Amortizaciones	(227) (19)	(2.826) (912)	-	-	(3.053) (931)
Amortización acumulada al 31 de diciembre de 2020	(246)	(3.738)	-	-	(3.984)
Amortizaciones	(19)	(614)	(297)	_	(930)
Bajas Traspasos		492	(492)		
Amortización acumulada al 31 de diciembre de 2021	(265)	(3.860)	(789)	-	(4.914)
Valor neto contable al 31 de diciembre de 2021	535	2.887	-	-	3.422
Valor neto contable al 31 de diciembre de 2021	516	98	2.087		2.701

El coste de los elementos del inmovilizado material que están totalmente amortizados y todavía en uso al 31 de diciembre es como sigue:

	Miles de euros		
	2021	2020	
Otro Inmovilizado	3.373	531	
	3.373	531	

Al 31 de diciembre de 2021 no hay terrenos y construcciones en los que la Sociedad realiza su actividad en garantía de préstamos con entidades de crédito.

Al 31 de diciembre de 2020 los terrenos y construcciones en los que la Sociedad realiza su actividad estaban hipotecados en garantía de determinados préstamos con entidades de crédito (véase nota 13 (b)).

La Sociedad tiene contratadas pólizas de seguro para cubrir los riesgos a que están sujetos los elementos del inmovilizado material. La cobertura de estas pólizas se considera suficiente.

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(8) Inversiones en instrumentos de patrimonio de empresas del grupo y asociadas

El detalle de las inversiones en instrumentos de patrimonio de empresas del Grupo y asociadas, tanto a 31 de diciembre de 2021 como 2020, es como sigue:

	Miles de euros		
	2021	2020	
	No corriente	No corriente	
Empresas del Grupo			
Participación en Kaixo Telecom S.A.U.	1.576.189	-	
Participación en Xfera Móviles, S.A.U.	357.355	357.355	
	1.933.544	357.355	
Entidades asociadas			
Participación en Cabonitel, S.A.	13.437	13.437	
	1.946.981	370.792	

(a) Participaciones en empresas del Grupo

La información relativa a las participaciones en empresas del Grupo al 31 de diciembre se presenta en Anexo I.

Ninguna de las empresas del Grupo en las que la Sociedad tiene participación cotiza en Bolsa.

El movimiento de las participaciones en empresas del Grupo es el siguiente:

Miles de euros	Miles de euros			
	2021	2020		
	No corriente	No corriente		
Saldo a 1 de enero	357.355	343.960		
Altas	1.576.189	357.355		
Xfera Moviles S.A.U.		357.355		
Kaixo Telecom,S.A.U.	1.576.189	-		
Reducciones	+	(343.960)		
MASMOVIL Phone & Internet, S.A.U.	_	(343.960)		
Saldo a 31 de diciembre	1.933.544	357.355		

El 19 de marzo de 2021, se crea la sociedad Kaixo Telecom, S.A.U. participada al 100% por la Sociedad y cuya actividad principal es la prestación de otras actividades de telecomunicaciones. Tal y como se detalla en la nota 1, esta sociedad lanzó una oferta pública de adquisición de carácter voluntario sobre Euskaltel, que con fecha 10 de agosto de 2021 se ha completado con éxito.

El 7 de octubre de 2021 Kaixo Telecom ha realizado una ampliación de capital por un importe de 60.000 euros mediante la emisión y puesta en circulación de 3.000.000 acciones nominativas, de 0,02 euros. La ampliación del capital social se realiza con una prima de emisión total de 1.575.907.565,06 euros.

En diciembre de 2020, la Sociedad culminó el proceso de fusión por absorción de las entidades dependientes MASMOVIL Phone & Internet, S.A.U (MASMOVIL Phone & Internet) y MASMOVIL Holdphone, S.A.U con efecto 1 de enero de 2020 (véase nota 18).

Producto de dicho proceso de fusión con MASMOVIL Holdphone, S.A.U (accionista único a fecha de fusión de Xfera Móviles S.A.U), la Sociedad ha adquirido el 100% de las acciones de Xfera Móviles S.A.U. por un valor neto contable de 357.355 miles de euros.

(b) Participaciones en empresas asociadas

A 31 de diciembre de 2020, la Sociedad tenía una participación del 49,9% sobre Cabonitel, S.A. (Cabonitel). El porcentaje de participación restante del 50,01% era propiedad de GAEA Inversión SCR, S.A. (GAEA). Cabonitel es una sociedad portuguesa propietaria del operador de telecomunicaciones portugués Nowo Communications S.A. (NOWO), que a su vez es propietario del 100% de Winreason, S.A., sociedad holding y accionista único, de manera indirecta, de Onitelecom Infocomunicações, S.A. (ONI).

Durante el primer trimestre de 2021 entraron en vigor una serie de acuerdos en virtud de los cuales (i) NOWO adquirió AlterLinks - Infraestruturas de Comunicações, S.A., empresa de nueva constitución perteneciente al Grupo Cabonitel y propietaria de una red troncal, y (ii) GAEA adquirió 100% de las acciones de Winreason, S.A., y por tanto del negocio de la ONI. Estas transacciones estaban sujetas a la aprobación de las Autoridades Antimonopolio de Portugal (ANACOM), que se obtuvo en enero de 2021.

La Sociedad y GAEA se otorgaron recíprocamente ciertas opciones de compra y venta sobre sus participaciones en el capital social de Cabonitel, que de ejercerse otorgarían a la Sociedad el control de Cabonitel. En noviembre de 2021 se amplió el plazo para ejercer dichas opciones hasta mayo de 2022.

(9) Activos financieros por categorías

(a) Clasificación de los activos financieros por categorías

El valor en libros de cada una de las categorías de activos financieros, excepto las inversiones en el patrimonio de empresas del Grupo y asociadas (véase nota 8), es el siguiente:

	Miles de euros 2021		
	No corriente	Corriente	
	A coste amortizado (*)	A coste amortizado (*)	
	Valor contable	Valor contable	
Activos financieros con terceros Clientes por ventas y prestación de servicios Otros activos financieros Depósitos y fianzas	1.075	121 - 23	
Total	1,075	144	
Activos financieros con empresas del Grupo y asociadas Créditos a empresas del Grupo Créditos a empresas asociadas Deudores comerciales y otras cuentas a cobrar con empresas del Grupo y asociadas	76.415 - -	84.333 53.162 6.933	
Total Total activos financieros	76.415 77.490	144.572 144.572	

(*) El valor razonable no difiere significativamente del valor contable

	Miles de euros		
	2020		
	No corriente Corriente		
	A coste amortizado (*)	A coste amortizado (*)	
	Valor contable	Valor contable	
Inversiones financieras a largo plazo			
Clientes por ventas y prestación de servicios	-	1.617 23	
Depósitos y fianzas		1640	
Total	-	10-70	
Activos financieros con empresas del Grupo y asociadas			
Créditos	74.551	6.094	
Deudores comerciales y otras cuentas a cobrar	-	13.501	
Total	74.551	19.595	
Total activos financieros	74.551	21.235	

(*) El valor razonable no difiere significativamente del valor contable.

Las principales categorías de activos financieros mantenidos por la Sociedad son las correspondientes a partidas a cobrar relacionadas con la prestación de servicios que constituyen su actividad principal.

Valor razonable

El valor en libros de los activos financieros registrados en el balance a coste o coste amortizado no presenta diferencias significativas respecto al valor razonable de los mismos, ya que los intereses por cobrar sobre esos activos financieros están cerca de las tasas de mercado actuales o los activos son de corto plazo.

En particular, los créditos a largo plazo incluyen principalmente créditos a empresas del Grupo que tienen un tipo de interés variable (véase nota 10) y su valor razonable no se considera que difiera significativamente de su valor en libros.

(b) Pérdidas y ganancias netas por categoría de activos financieros

Las pérdidas y ganancias netas por categoría de activos financieros registrados como tales en la cuenta de pérdidas y ganancias han ascendido a 334 miles de euros (6 miles de euros durante el ejercicio 2020). Asimismo, durante el ejercicio 2021 se han devengado ingresos de carácter financiero que han sido clasificados dentro del importe neto de la cifra de negocios por importe de 2.010 miles de euros (1.564 miles de euros durante el ejercicio 2020) devengados por préstamos y partidas a cobrar a empresas del Grupo (véase nota 19 (a)).

(10) Inversiones financieras y deudores comerciales

(a) Créditos a empresas

Su detalle es como sigue:

	Miles de euros			
	20)21	20	20
	No corriente	Corriente	No corriente	Corriente
Terceros Fianzas	-	23	-	23
Grupo				
Créditos Asociadas	76.415	84.333	74.551	6.094
Créditos		53.162		-
Total	76.415	137.495	74.551	6.094

Los créditos corrientes con empresas asociadas corresponden a un crédito concedido a Cabonitel,S.A. por importe de 53.162 miles de euros.

Los créditos corrientes con empresas del Grupo a 31 de diciembre de 2021 y 2020 corresponden a saldos a cobrar a empresas del Grupo por créditos fiscales generados en ejercicios anteriores consecuencia del efecto impositivo generado por el régimen de tributación consolidada por importe de 38.031 miles de euros, y cuentas corrientes por operaciones de cash pooling mantenidas con la sociedad centralizadora de tesorería del Grupo, Xfera Móviles, S.A.U. por importe de 42.649 miles de euros.

Adicionalmente, la Sociedad mantiene cuentas corrientes con la sociedad del Grupo Lorca Finco Plc. por importe de 3.612 miles de euros. (véanse notas 15 y 18 (a)).

A 31 de diciembre de 2021 el detalle de los créditos no corrientes, incluidos los intereses devengados, es el siguiente:

	Moneda	Tipo de interés efectivo	Tipo de interés	Vencimiento	No corriente
Empresas del Grupo					
Pepe Energy S.L.	EUR	0,50%	FIJO	2027	527
Xfera Móviles, S.A.	EUR	Euribor + 2,5%	VARIABLE	2023	75.888
					76.415

Al cierre del ejercicio 2021 y 12020, el epígrafe de deudas con empresas del Grupo a largo plazo incluye un préstamo participativo por un principal de 527 miles de euros el cual devenga un tipo de interés en función de sus resultados y vence el 31 de diciembre de 2027. Este préstamo fue concedido a la sociedad del Grupo Pepe Energy,S.L, (véase nota 18).

A 31 de diciembre de 2020 el detalle de los créditos no corrientes, incluidos los intereses devengados, era el siguiente:

Miles de euros	Moneda	Tipo de interés efectivo	Tipo de interés	Vencimiento	No corriente
Empresas del Grupo Pepe Energy S.L.	EUR	0,50%	FIJO	2027	527
Xfera Móviles, S.A.	EUR	Euribor + 2,5%	VARIABLE	2023	74.025
					74.551

El 30 de enero de 2020, la Sociedad otorgó a su participada Xfera Móviles, S.A.U. un crédito por importe de 41.000 miles de euros, que se fue ampliando durante el ejercicio, mediante sucesivas adendas por un importe neto adicional de 31.550 miles de euros El crédito tiene vencimiento en 2023 y devenga un tipo de interés variable de Euribor + 2,50. Al 31 de diciembre de 2021 el crédito había devengado intereses por 1.474 miles de euros.

(b) Deudores comerciales y otras cuentas a cobrar

El detalle de deudores comerciales y otras cuentas a cobrar al 31 de diciembre es como sigue:

31 de diciembre de 2021

	Miles de euros		
	2021	2020	
	Corriente	Corriente	
Grupo			
Clientes (Nota 18)	6.933	13.501	
No vinculadas			
Clientes por ventas y prestación de servicios	345	1.794	
Otros créditos con las Administraciones Públicas (Nota 15)	7.299	6.641	
Correcciones valorativas por deterioro	(224)	(177)	
Total	14.353	21.759	

El movimiento de la provisión por pérdidas por deterioro de valor de las cuentas a cobrar a clientes es el siguiente (en miles de euros):

	Miles de	euros	
	2021	2020	
Corriente	Total	Total	
Saldo al 1 de enero	(177)	(142)	
Dotaciones (Nota 19)	(47)	(35)	
Saldo al 31 de diciembre	(224)	(177)	

(11) Fondos Propios

La composición y el movimiento del patrimonio neto se presentan en el estado de cambios en el patrimonio neto.

Con fecha 26 de marzo de 2021, la sociedad del Grupo al que pertenece la Sociedad, Xfera Móviles, S.A.U. ha concedido a la Sociedad un préstamo participativo por importe de 60.000 miles de euros. Dicho préstamo fue ampliado por importe de 70.500 miles de euros (véanse notas 2 (e) y 12). De acuerdo con la legislación vigente, los préstamos participativos constituyen un pasivo para la Sociedad, pero tendrán la consideración de patrimonio contable a los efectos de no incurrir en los supuestos de reducción de capital y disolución de sociedades contemplados en los artículos 327 y 363 del Texto Refundido de la Ley de Sociedades de Capital.

(a) Capital

Al 31 de diciembre de 2021 y 2020 el capital social de la Sociedad está representado por 130.634.194 acciones de 0,02 euros de valor nominal cada una, totalmente desembolsadas. Todas las acciones gozan de los mismos derechos políticos y económicos. Estas acciones están aportadas en garantía del préstamo de financiación sindicada obtenido por la sociedad del Grupo Lorca FinCo PLC y de los bonos senior garantizados emitidos por la sociedad Lorca Telecom Bondco, S.A.U.

(b) Reservas y resultados negativos anteriores

El detalle de reservas y resultados negativos de ejercicios anteriores a 31 de diciembre es como sigue:

	Miles de euros				
	2021	2020			
Legal y estatutaria					
Reserva legal	527	527			
Otras reservas					
Reserva de fusión	(288.096)	(288.096)			
Reserva voluntaria	80.612	80.612			
Resultados negativos de ejercicios anteriores					
Resultados negativos	(31.330)	-			
31 de diciembre	(238.287)	(206.957)			

La reserva legal ha sido dotada de conformidad con el artículo 274 de la Ley de Sociedades de Capital que establece que, en todo caso, una cifra igual al 10 por 100 del beneficio del ejercicio se destinará a ésta hasta que alcance, al menos, el 20 por 100 del capital social. Esta reserva no puede ser distribuida, y si es usada para compensar pérdidas, en el caso de que no existan otras reservas disponibles suficientes para tal fin, debe ser repuesta con beneficios futuros.

Con fecha 25 de junio de 2020, la Sociedad, en su condición de Accionista Único, aprobó el proceso de fusión por absorción en virtud del cual la Sociedad absorbió a su sociedad participada de forma directa MASMOVIL Phone and Internet, S.A.U. (en adelante, MASMOVIL Phone and Internet), y la sociedad participada de forma indirecta MASMOVIL Holdphone S.A.U (en adelante MASMOVIL Holdphone), generándose reservas negativas de fusión por importe de 288.096 miles de euros (véase nota 17).

(c) Acciones y participaciones en patrimonio propias

El Accionista Único de la Sociedad con fecha 22 de junio de 2017 autorizó al Consejo de Administración para la adquisición derivativa de acciones propias, directamente o a través de sociedades filiales, hasta un máximo del 10% del capital social. El precio de adquisición por acción no podría exceder del precio máximo que resulte de incrementar en un 5% la cotización del valor en el momento de la transacción, ni ser inferior del precio mínimo que resulte de descontar un 30% a la cotización del valor en el momento de la transacción, para un periodo de cinco años.

Durante el ejercicio 2020 se produjeron las siguientes operaciones con acciones propias:

	Número de acciones				
	2021	2020			
1 de enero	#	83.175			
Altas	-	2.804.003			
Bajas		(2.887.178)			
31 de diciembre	-	M			

Durante el ejercicio 2021 la Sociedad no realizó operaciones con acciones propias.

Durante el ejercicio 2020 la Sociedad realizó compras de acciones propias por importe de 4.623 miles de euros. Asimismo, procedió a vender acciones propias con un valor de adquisición de 8.897 miles de euros.

A 31 de diciembre de 2021 y 2020 la Sociedad no posee acciones propias.

(12) Pasivos financieros por categorías

(a) Clasificación de los pasivos financieros por categorías

La clasificación de los pasivos financieros por categorías y clases, así como la comparación del valor razonable y el valor contable al 31 de diciembre, es como sigue:

	Miles de euros			
	2021			
	No corriente Corriente			
	A coste A cos amortizado (*) amortizad			
	Valor contable	Valor contable		
Otras deudas	613	-		
Deudas con empresas del Grupo y asociadas	2.029.287	13.896		
Otros pasivos financieros	41.649	197.793		
Acreedores comerciales y otras cuentas a				
pagar				
Proveedores	-	4.518		
Proveedores, empresas del Grupo (Nota 19)	-	853		
Otras cuentas a pagar	-	27.410		
Total pasivos financieros	2.071.549	244.470		

(*) El valor razonable no difiere significativamente del valor contable.

	Miles de euros			
	2020			
	No corriente Corriente			
	A coste A coste amortizado (*) amortizado			
	Valor contable	Valor contable		
Deudas con entidades de crédito				
Tipo variable	-	82		
Otras deudas	-	24.308		
Deudas con empresas del Grupo y asociadas	302.834	41.334		
Otros pasivos financieros	687	183.085		
Acreedores comerciales y otras cuentas a				
pagar				
Proveedores	-	1.484		
Proveedores, empresas del Grupo (Nota 19)	-	66		
Otras cuentas a pagar		20.633		
Total pasivos financieros	303.521	270.992		

^(*) El valor razonable no difiere significativamente del valor contable

31 de diciembre de 2021

Valor razonable

El valor en libros de los pasivos financieros registrados en el balance a coste o coste amortizado no presenta diferencias significativas respecto al valor razonable de los mismos, ya que los intereses por cobrar sobre esos pasivos financieros están cerca de las tasas de mercado actuales o los pasivos son de corto plazo.

En particular, las deudas con empresas del Grupo y asociadas incluyen principalmente créditos con empresas del Grupo que tienen un tipo de interés variable y su valor razonable no se considera que difiera significativamente de su valor en libros.

El epígrafe de pagarés incluye principalmente pagarés que tienen un tipo de interés variable y su valor razonable no se considera que difiera significativamente de su valor en libros.

(d) Prima de emisión

La prima de emisión surge de las ampliaciones de capital realizadas durante el ejercicio 2019 y anteriores.

La prima de emisión a 31 de diciembre de 2021 no es de libre disposición.

Con fecha 28 de diciembre de 2020, el Accionista único acordó la reducción de las pérdidas de ejercicios anteriores contra prima de emisión por un importe de 626.422 miles de euros.

(b) Pérdidas y ganancias netas por categorías de pasivos financieros

El importe de las pérdidas y ganancias netas por categorías de pasivos financieros al 31 de diciembre es como sigue:

	Miles de euros Débitos y partidas a pagar		
	2021	2020	
Gastos financieros aplicando el método de coste amortizado	48.595 103	35.325 797	
Gastos financieros por obligaciones y bonos Intereses por gastos financieros	88	813 5.140	
Otros	40.700		
Pérdidas netas en pérdidas y ganancias	48.786	42.075	
Total	48.786	42.075	

(13) Deudas Financieras y Acreedores Comerciales

(a) Deudas con empresas del Grupo y asociadas

31 de diciembre de 2021

Ejercicio 2021

La Sociedad ha firmado varios préstamos con la sociedad del Grupo Lorca FinCo Plc., aumentando el valor neto contable de los préstamos que mantiene con esta sociedad hasta 1.898.787 miles de euros, con vencimiento en septiembre de 2027 y un tipo de interés que varía entre 3% y 5,24%. Estos préstamos han sido destinados al incremento de capital de la sociedad Kaixo Telecom, para la adquisición del Grupo Euskaltel.

La Sociedad ha devengado intereses por dicho préstamo por importe de 13.896 miles de euros.

La Sociedad ha aumentado el préstamo participativo que mantenía con Xfera Móviles, S.A. en 70.500 miles de euros alcanzando los 130.500 miles de euros con el fin de cubrir su desequilibrio patrimonial (véase nota 11).

Ejercicio 2020

Con fecha 22 de septiembre de 2020, la sociedad del Grupo Lorca FinCo Plc otorgó un préstamo a MASMOVIL Holdphone, S.A.U con un valor nominal de 318.828 miles de euros, vencimiento en septiembre de 2027, y que devenga un tipo de interés del 4,36%. Tras el proceso de fusión realizado (véase nota 17), este préstamo es asumido por la Sociedad. El valor neto contable de este préstamo al 31 de diciembre de 2020 es de 302.834 miles de euros. Los intereses devengados en el ejercicio ascienden a 813 miles de euros.

La deuda con empresas del Grupo a corto plazo al 31 de diciembre de 2020 recoge las deudas por cuentas corrientes mantenidas con empresas del Grupo por "Cash Pooling" que devengan un tipo de interés de 1,1%.

(b) Deudas

El detalle de las deudas al 31 de diciembre de 2021 y 2020 es como sigue:

	Miles de euros				
	202	1	2020		
	No corriente	Corriente	No corriente	Corriente	
No vinculadas					
Deudas con entidades de crédito	-	-	-	82	
Otras deudas	-	-	-	24.308	
Otros	613	93	687	85	
Pagarés	41.649	197.700	-	183.000	
Total	42.262	197.793	687	207.475	

Ejercicio 2021

 197.700 miles de euros y 41.649 miles de euros corresponden a pagarés emitidos por la Sociedad con vencimiento en 2022 y 2023, respectivamente, en el marco

31 de diciembre de 2021

del nuevo Programa de Pagarés por importe de 300.000 miles de euros, registrado en el MARF el 22 de octubre de 2020. Los pagarés han sido emitidos a unos tipos de interés entre el 0,2% y 0,28% anual.

Ejercicio 2020

- 183.000 miles de euros corresponden a pagarés emitidos por la Sociedad en el marco del nuevo Programa de Pagarés por importe de 300.000 miles de euros, registrado en el MARF el 22 de octubre de 2020. Los pagarés han sido emitidos a unos tipos de interés entre el 0,2% y 0,28% anual.
- Como se menciona en la nota 1, durante el ejercicio 2020 la Sociedad ha realizado la amortización de acciones correspondientes a los accionistas minoritarios que no acudieron a la OPA por importe de 24.308 miles de euros. Esta deuda recoge el importe a abonar a la entidad financiera que se hizo cargo de pagar a dichos accionistas minoritarios.

A 31 de diciembre de 2021 no existen préstamos, que gocen de garantías hipotecarias (véase nota 6). Los saldos al 31 de diciembre de 2020 son los siguientes:

		Miles de euros
Acreedor	Garantía	2020
Banco de Sabadell, S.A.	Hipotecaria	22
Banco Popular Español, S.A.	Hipotecaria	25
Cajas Rurales Unidas, Sociedad Cooperativa de Crédito	Hipotecaria	35
•		82

Estos préstamos devengaban intereses a tipos entre el 3% y el 4,5%.

Las principales características de las deudas se incluyen a continuación:

				1411	ies de edios	
			_	2021		
			Año de vencimient o		Valor contable	
Deudas y Préstamos ľ	Moneda	Moneda Tipo nominal		Valor nominal	Corriente	No corriente
Otras Deudas Pagarés Proveedores de inmovilizado Deudas por Subvenciones	Euros Euros Euros	0,15%-0,18% - -	2022-2023 2022 2027	239.800	197.700 16 77 197.793	41.649 613 42.262

Miles de euros

				Miles de euros 2020		
			_			
					Valor contable	
Deudas y Préstamos	Moneda	Tipo nominal	Año de vencimiento	Valor nominal	Corriente	No corriente
Otras Deudas						
Pagarés	Euros	0,15%-0,18%	2021	183.000	183.000	-
Proveedores de inmovilizado	Euros	-	2021		9	_
Deudas por Subvenciones	Euros	-	2021/2022		76	687
Otros	Euros	-	-	_	24.308	•
				_	207.393	687
Préstamos y créditos con entidades financieras						
Banco Popular Español, S.A.	Euros	Euribor+difer	2021	25	25	-
Cajas Rurales Unidas, Sociedad Coop, Crédito	Euros	Euribor+difer	2021	35	35	-
Banco de Sabadell, S.A.	Euros	Euribor+difer	2021	22	22	
					82	-
Total				_	207.475	687

(c) Clasificación por vencimientos

La clasificación de las deudas financieras por vencimientos al 31 de diciembre de 2021 y 2020 es la siguiente:

			Miles	de eur	os	
	2021					
	2022	2023	2024	2025	2026	Años posteriores
Otros pasivos financieros	197.793	41.649	-	-	-	-
Deudas con empresas del Grupo y asociadas Acreedores comerciales y otras cuentas a	13.896	130.500	-	-	-	1.898.787
pagar	5.371	-	-	-	_	-
Otras cuentas a pagar	27.410	-		-	_	-
	244.470	172.149		н		1.898.787

			Miles	de euro	S		
-	2020						
	2021	2022	2023	2024	2025	Años posteriores	
Deudas con entidades de crédito	82	-	-	_	-	-	
Otras deudas	24.308	-	-	-	-	-	
Otros pasivos financieros	183.085	76	76	76	76	383	
Deudas con empresas del Grupo y asociadas Acreedores comerciales y otras cuentas a	41.334	-	-	-	-	302.834	
pagar	22.183			-	-	H	
	270.992	76	76	76	76	303.217	

(14) Información sobre los aplazamientos de pago efectuados a proveedores. Disposición adicional tercera. "Deber de información" de la Ley 15/2010, de 5 de julio

La información sobre el periodo medio de pago a proveedores es como sigue:

	2021	2020
Periodo medio de pago a proveedores (días)	46,85	40,08
Ratio de las operaciones pagadas	89,80%	99,00%
Ratio de las operaciones pendientes de pago	10,20%	1,00%
	Miles	de euros
Total de pagos realizados, miles de euros	95.710	129.697
Total de pagos pendientes, miles de euros	10.013	789

(15) Situación Fiscal

El detalle de los saldos con Administraciones Públicas al 31 de diciembre de 2021 y 2020 es como sigue:

	Miles de euros							
	20:	2020						
	No corriente	Corriente	No corriente	Corriente				
Activos	,							
Activos por impuesto diferido	21.471	-	40.249	-				
Subvenciones pendientes de cobro	-	6	-	923				
Otros	-	7.293	-	5.718				
	21.471	7.299	40.249	6.641				
Pasivos	Macana de apparación de construir de la constr							
Pasivos por impuesto diferido	_		17	-				
Seguridad Social	-	1	-	7				
Retenciones	-	8	-	71				
Otros	-	23	-	39				
	H	32	17	117				

El detalle por sociedad de los créditos y débitos entre empresas del Grupo a consecuencia del efecto impositivo generado por el régimen de tributación consolidada (véanse notas 4 (o), 10 (a) y 13 (a)) es el siguiente:

	Miles de euros	Miles de euros
	2021	2020
	Corriente	Corriente
Deudores		
Xfera Moviles	4.594	-
Xtra Telecom, S.A.U.	ine .	1.253
The By Movil Spain, S.L.U.	-	4.191
Embou S.L.U.	7	302
Pepe energy S.L.	1	348
MASMOVIL Broadband S.A.U.	5.631	0
Lorca Telecom Bidco SA	27.799	-
	38.032	6.094
Acreedores		
Xfera Moviles S.A.U.	-	(27.672)
MASMOVIL Broadband S.A.U.	-	(13.939)
Pepe Mobile S.L.	-	790
Kaixo Bondco Telecom, S.A.U.	-	(12)
The By Movil Spain, S.L.U.	(3)	-
Lorca Telecom Bidco SA	-	(502)
	(3)	(41.335)

La Sociedad tiene abiertos a inspección por las autoridades fiscales los ejercicios no prescritos para los principales impuestos que le son aplicables:

Impuesto	Ejercicios abiertos
Impuesto sobre sociedades Impuesto sobre el valor añadido Impuesto sobre la renta de las personas físicas Rendimientos sobre el capital mobiliario Impuesto de actividades económicas Seguridad social	2017-2020 2018-2021 2018-2021 2018-2021 2018-2021 2018-2021

No obstante, el derecho de la Administración para comprobar o investigar las bases imponibles negativas compensadas o pendientes de compensación, las deducciones por doble imposición y las deducciones para incentivar la realización de determinadas actividades aplicadas o pendientes de aplicación prescribe a los 10 años a contar desde el día siguiente a aquel en que finalice el plazo establecido para presentar la declaración o autoliquidación correspondiente al periodo impositivo en que se generó el derecho a su compensación o aplicación. Transcurrido dicho plazo, la Sociedad deberá acreditar las bases imponibles negativas o deducciones mediante la exhibición de la liquidación o autoliquidación y de la contabilidad, con acreditación de su depósito durante el citado plazo en el Registro Mercantil.

Como consecuencia, entre otras, de las diferentes posibles interpretaciones de la legislación fiscal vigente, podrían surgir pasivos adicionales como resultado de una inspección. En todo caso, los Administradores de la Sociedad consideran que dichos pasivos, caso de producirse, no afectarían significativamente a estas cuentas anuales.

(a) Impuesto sobre beneficios

Como consecuencia de la OPA realizada por Lorca Telecom Bidco, S.A. sobre MASMOVIL en septiembre de 2020, con efectos 1 de enero de 2021 la Sociedad paso de ser la entidad dominante del grupo de consolidación fiscal número 0218/16 a ser entidad dependiente del grupo de consolidación fiscal número 0624/21, cuya entidad representante es Lorca Telecom Bidco, S.A.

La Sociedad mantiene las bases imponibles negativas generadas en ejercicios anteriores por el grupo de consolidación fiscal número 0218/16.

La conciliación entre el importe neto de los ingresos y gastos del ejercicio y la base imponible es como sigue:

	Miles de euros							
				2021				
	Cuenta	Cuenta de pérdidas y ganancias			Ingresos y gastos imputados al patrimonio neto			
	Aumentos	Disminuciones	Neto	Aumentos	Disminuciones	Neto	Total	
Saldo de ingresos y gastos del ejercicio			(59.357)			(44)	(59.401)	
Impuesto sobre sociedades		-	(15.555)			(14)	(15.569)	
Resultado antes de impuestos			(74.912)			(58)	(74.970)	
Diferencias permanentes	2	-	2			-	-	
Diferencias temporarias	6.343	16	6.326			-		
Base imponible (Resultado fiscal)			(68.584)				(74.970)	

Las diferencias temporarias corresponden a los gastos financieros que no tienen la calificación de fiscalmente deducibles por exceder de los limites previstos en el artículo 16.1 de la LIS.

			Mile	s de euros			
				2020			
	Cuenta de pérdidas y ganancias			Ingresos y pa	os al		
	Aumentos	Disminuciones	Neto	Aumentos	Disminuciones	Neto	Total
Saldo de ingresos y gastos del ejercicio	-	-	(31.330)	_	-	_	(31.330)
Impuesto sobre sociedades	-	- -	(10.005)	-	-		(10.005)
Resultado antes de impuestos			(41.335)				(41.335)
Diferencias permanentes (*)	1.885	-	1.885	-	-	-	-
Diferencias temporarias	-	(42.832)	(42.832)	-	-	-	
Base imponible (Resultado fiscal)			(82.282)				(41.335)

^(*) Las diferencias permanentes recogen fundamentalmente los dividendos recibidos de MASMOVIL Phone & Internet, S.A.U. durante el ejercicio (véase nota 8 (a)).

Diferencias temporarias en 2020 recoge la reversión de la provisión por obligaciones con el personal, y los gastos financieros que, de acuerdo con la legislación aplicable, no fueron deducibles en el ejercicio en el que se devengaron.

El gasto por el impuesto sobre sociedades se compone de:

		Miles de euros				
		2021			2020	
	Impuesto corriente	Variación impuesto diferido	Total	Impuesto corriente	Variación impuesto diferido	Total
Imputación a pérdidas y ganancias: - A operaciones continuadas - A operaciones interrumpidas	17.147	(1.592)	15.555	20.713	(10.708)	10.005
, operaciones internal place	17.147	(1.592)	15.555	20.713	(10.708)	10.005

El detalle de activos y pasivos por impuesto diferido por tipos de activo y pasivo al 31 de diciembre es como sigue:

	Miles de euros					
	Activos		Activos Pas		Pasiv	/os
	2021	2020	2021	2020		
Subvenciones		•••	-	17		
Créditos por pérdidas a compensar	16.467	40.147	~	-		
Gastos financieros no deducibles	5.004	102	_	-		
Total activos/pasivos	21.471	40.249	w	17		

Los activos y pasivos por impuestos se compensan si en ese momento la Sociedad tiene el derecho exigible de compensar los importes reconocidos y tiene la intención de liquidar las cantidades por el neto o de realizar el activo y cancelar el pasivo simultáneamente.

Los activos y pasivos por impuestos diferidos compensados son los siguientes:

Miles de euros		
2021	2020	
21.471	40.249	
21.471	40.249	
<u>-</u>	(17)	
-	(17)	
21.471	40.232	
	2021 21.471 21.471	

La variación del impuesto diferido de activo y de pasivo durante los ejercicios 2021 y 2020 ha sido la siguiente:

	Miles de euros				
	2020	Altas	Bajas	2021	
Activos	Made and the second sec	40,000,000,000			
Imputación a pérdidas y ganancias: Crédito impositivo por bases imponibles negativas	40.145	-	(23.678)	16.467	
Gastos financieros	103	4.901	-	5.004	
Total activos por impuesto diferido	40.248	4.901	(23.678)	21.471	
Pasivos Imputación a pérdidas y ganancias: Subvenciones	(17)	17	-	_	
Total pasivos por impuesto diferido	(17)	17			
	2019	Altas	Bajas	2020	
Activos			4		
Imputación a pérdidas y ganancias: Diferencias temporarias					
Provisiones	7.392	-	(7.392)	-	
Crédito impositivo por bases imponibles negativas	12.834	27.313	-	40.147	
Gastos financieros no deducibles	1.836	-	(1.734)	102	
Total activos por impuesto diferido	22.062	27.312	(9.126)	40.249	
Pasivos					
Imputación a pérdidas y ganancias:	(70)		64	(47)	
Subvenciones	(78)	-	61	(17)	
				/ 4 = 2 1	

A 31 de diciembre de 2021, existen pasivos por impuesto diferido no reconocidos resultantes de diferencias temporarias imponibles por importe de 3.174 miles de euros, dichos impuestos diferidos corresponden a bases imponibles negativas que la Sociedad tenía registradas y que ha revertido durante el 2021.

Total pasivos por impuesto diferido

(78)

(17)

61

Al 31 de diciembre la Sociedad dispone de deducciones pendientes de aplicar cuyos importes y plazos de reversión son los que siguen:

	Miles de euros				
Año de origen	2021	2020	Ultimo año		
2006	488	488	2021		
2007	49	49	2022		
2008	16	16	2023		
2009	87	87	2024		
2010	69	69	2025		
2011	68	68	2026		
2012	99	99	2027		
2013	217	217	2028		
2014	86	86	2029		
2015	103	103	2030		
2016	199	199	2031		
2017	220	220	2032		
	1.701	1.701			

La Sociedad tiene el compromiso de mantener durante cinco años los activos afectos a la desgravación por inversión.

Al 31 de diciembre la Sociedad dispone bases imponibles negativas generadas antes de la entrada en el grupo de consolidación fiscal pendientes de compensar cuyos importes y plazos de reversión son los que siguen:

	Miles de euros				
Año	2021	2020			
2008	596	596			
2009	583	583			
2011	63	63			
2012	728	728			
2013	649	649			
2014	5.299	5.299			
2015	6.019	6.019			
2016	23.148	23.148			
2017	6.914	6.914			
- -	43.999	43.999			

Estas bases imponibles negativas no han sido activadas como crédito fiscal.

Los Administradores de la Sociedad consideran que, de acuerdo con las estimaciones de beneficios fiscales futuros que generará el negocio de la Sociedad, es probable que se recuperen los créditos fiscales activados, no habiéndose activado las bases imponibles negativas cuya compensación se espera más allá del horizonte temporal contemplado por la legislación vigente.

(16) Información medioambiental

La Sociedad no ha realizado inversiones ni ha incurrido en gastos durante los ejercicios 2021 y 2020 en relación con la protección y mejora del medio ambiente.

La Sociedad no ha recibido durante ambos ejercicios subvenciones ni ingresos relacionados con el medio ambiente.

Al 31 de diciembre de 2021 y 2020 la Sociedad no tiene registrada provisión alguna por posibles riesgos medioambientales, dado que los Administradores estiman que no existen contingencias significativas relacionadas con posibles litigios, indemnizaciones u otros conceptos.

(17) Combinación de negocios

Durante el 2021 no se han producido operaciones de combinación de negocios.

2020

<u>Fusión por absorción de MASMOVIL Phone and Internet, S.A.U y MASMOVIL</u> Holphone S.A.U.:

Con fecha 25 de junio de 2020, la Sociedad, en su condición de Accionista Único, aprobó el proceso de fusión por absorción en virtud del cual la Sociedad absorbió a su sociedad participada de forma directa MASMOVIL Phone and Internet, S.A.U. (en adelante, MASMOVIL Phone and Internet), y la sociedad participada de forma indirecta MASMOVIL Holdphone S.A.U (en adelante MASMOVIL Holdphone) elevándose a público este acuerdo el 30 de noviembre de 2020. Dicha fusión fue inscrita en el Registro Mercantil de Madrid con fecha 21 de diciembre de 2020 y en el Registro Mercantil de Guipúzcoa con fecha 24 de diciembre de 2020.

La fusión tiene como finalidad primordial la reestructuración, el ahorro de costes y la obtención de sinergias en una única sociedad. Por lo tanto, se prevé que la fusión permita la racionalización y unificación de la gestión de las sociedades participantes y en un mejor posicionamiento de los productos y servicios de la Sociedad absorbente.

En consecuencia, la Sociedad integró la totalidad del patrimonio de MASMOVIL Phone and Internet y de MASMOVIL Holdphone, quedando las sociedades absorbidas automáticamente disueltas, sin necesidad de liquidación, por sucesión universal de todos sus derechos y obligaciones por parte de la Sociedad.

De acuerdo con lo dispuesto en la Norma de Registro y Valoración 21ª, en relación con la Norma 13ª de elaboración de cuentas anuales, del Plan General de Contabilidad, aprobado por el Real Decreto 1514/2007, de 16 de noviembre, se ha establecido el día 1 de enero de 2020 como fecha a partir de la cual las operaciones de MASMOVIL Phone and Internet se han considerado realizadas a efectos contables por cuenta de la Sociedad.

Con anterioridad a la fusión, la Sociedad mantenía una participación directa en MASMOVIL Phone and Internet por un valor neto contable de 343.960 miles de euros (véase nota 8) correspondiente a 30.212.000 acciones, siendo su accionista único. Asimismo, la Sociedad mantenía una participación indirecta del 100% en MASMOVIL Holphone S.A.U. Por lo tanto, como consecuencia del mencionado proceso de fusión surge una reserva de fusión negativa por importe total de 288.095 miles de euros, como

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resultado de la diferencia entre el valor razonable de la inversión en la fecha de la fusión y los activos netos adquiridos. De acuerdo con lo dispuesto en la Norma de Registro y Valoración 21ª, los activos netos adquiridos se han reconocido y valorado por el importe que correspondería a los mismos en las cuentas anuales consolidadas según las Normas de Formulación de las Cuentas Anuales Consolidadas (NOFCAC).

El balance de fusión de las sociedades absorbidas a fecha del 1 de enero de 2020, una vez incluidas las eliminaciones de saldos con la Sociedad, y valorados los activos netos por el importe que correspondería a los mismos en las cuentas anuales consolidadas es el siguiente:

Miles de euros

	MASMOVIL Holdphone	MASMOVIL Phone and Internet	Agregado
Activos			
Inversión en empresas del Grupo y asociadas	357.355	-	357.355
Créditos a empresas del Grupo asociadas	524	17.003	17.527
Activos por Impuestos diferidos	256	-	256
Activos por impuesto corriente	-	18	18
Periodificaciones a corto plazo	54	-	54
Efectivo y otros activos líquidos equivalentes	185	67	252
Total activos	358.374	17.088	375.462
Pasivos			
Derivados	56	-	56
Deudas con entidades de crédito	292.066	-	292.066
Deudas con empresas del Grupo y asociadas a corto plazo	27.454	-	27.454
Deudas a corto plazo	8	-	8
Acreedores comerciales y otras cuentas a pagar	9	5	14
Total pasivos	319.593	5	319.598
Total activos netos			55.864
Inversión de MASMOVIL Ibercom			(343.960)
Reserva por fusión (nota 11)			(288.096)

(18) Saldos y transacciones con partes vinculadas

(a) Saldos con partes vinculadas

El desglose de los saldos por categorías es el siguiente:

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	Miles de euros				
	2021		202	20	
	Sociedades del grupo y asociadas	Otras partes vinculadas	Sociedades del grupo	Otras partes vinculadas	
Inversiones en empresas del grupo y asociadas Instrumentos de patrimonio (Nota 8) Créditos a empresas (Nota 10)	1.946.981 76.415	-	370.792 74.551	-	
Total activos no corrientes	2.023.396		445.343	-	
Deudores comerciales y otras cuentas a cobrar Clientes por ventas y prestaciones de servicios (Nota 10)	6.933	-	13.501	-	
Inversiones en empresas del Grupo y asociadas Créditos a empresas (Nota 10)	137.495		6.094		
Total activos corrientes	144.428	Part	19.595		
Total activo	2.167.824	**	464.938	_	
Deudas a largo plazo Deudas con empresas del grupo y asociadas	2.029.287		302.694	140	
Total pasivos no corrientes	2.029.287		302.694	140	
Deudas a corto plazo Deudas con empresas del Grupo y asociadas a c/p Acreedores comerciales y otras cuentas a pagar	13.896	-	41.334	-	
Proveedores	853	-	66		
Total pasivos corrientes	14.749		41.400	-	
Total pasivo	2.044.036	account of the second of the s	344.094	140	

(b) Transacciones de la Sociedad con partes vinculadas

	Miles de euros					
_		2021				
	Sociedades del Grupo	Otras partes vinculadas	Total	Sociedades del Grupo	Otras partes vinculadas	Total
Importe neto de la cifra de negocios (Nota 19(a))	49.870	-	49.870	98.289	-	98.289
Trabajos realizados por la empresa para su activo	9	-	-	-	-	-
Aprovisionamientos	(8)	-	(8)	(21)	-	(21)
Otros ingresos de explotación (nota 19 (c))	2.555	-	2.555	7.591	-	7.592
Otros gastos de explotación	(695)	-	(695)	(23)	_	(23)
Gastos por remuneraciones y dietas Gastos financieros	- (47.500)	(156)	(156) (47.500)	(5.139)	(3.057)	(3.057) (5.139)

(c) Información relativa a Administradores y personal de Alta Dirección de la Sociedad

Durante el ejercicio anual finalizado el 31 de diciembre de 2021 los Administradores de la Sociedad han percibido remuneraciones y dietas por importe de 753 miles de euros por el desempeño de dicho cargo (49.459 miles de euros durante el ejercicio 2020). Las retribuciones devengadas por la Alta Dirección durante el ejercicio anual finalizado el 31 de diciembre de 2021 ascienden a 156 miles de euros (3.057 miles de euros durante el ejercicio 2020).

Los Administradores no tienen concedidos anticipos o créditos y no se han asumido obligaciones por cuenta de ellos a título de garantía. La Sociedad no tiene contraídas obligaciones en materia de pensiones y de seguros de vida con respecto a antiguos o actuales Administradores de la Sociedad.

(d) Situaciones de conflicto de interés de los Administradores

Durante los ejercicios 2021 y 2020, los Administradores no han realizado con ésta ni con sociedades del Grupo operaciones ajenas al tráfico ordinario o en condiciones distintas a las de mercado.

Los Administradores de la Sociedad y las personas vinculadas a los mismos no han incurrido durante los ejercicios 2021 y 2020 en ninguna situación de conflicto de interés que haya tenido que ser objeto de comunicación de acuerdo con lo dispuesto en el art. 229 del TRLSC.

(19) Ingresos y Gastos

(a) Importe neto de la cifra de negocios

El detalle del importe neto de la cifra de negocios por categorías de actividades, realizadas todas ellas en el mercado nacional, es como siguientes:

	Miles de euros		
	2021	2020	
Prestación de servicios Ingresos de carácter financiero de las sociedades holding (Nota 9 (b))	48.019 2.010	97.316 1.564	
	50.029	98.880	

Prestación de servicios corresponde a los prestados a otras sociedades del Grupo por importe de 48.019 miles de euros (97.316 miles de euros en 2020). Dichos servicios se han prestado a precios de mercado.

(b) Aprovisionamientos

El detalle de los Consumos de mercaderías, materias primas y otros aprovisionamientos, es como sigue:

	Miles de euros		
	2021	2020	
Aprovisionamientos Compras nacionales	42.081	77.254	
Trabajos realizados	73		
•	42.154	77.254	

(c) Otros ingresos de explotación

Otros ingresos de explotación incluyen los ingresos por servicios de intermediación en la financiación de terminales para los clientes del Grupo por importe de 465 miles de euros (1.525 miles de euros en 2020) e ingresos por gastos de explotación refacturados a sociedades del Grupo por importe de 2.555 miles de euros (7.592 miles de euros en 2020) (ver nota 18(b)).

(d) Gastos de personal

El detalle de gastos de personal es como sigue:

	Miles de euros		
	2021	2020	
Cargas Sociales			
Seguridad Social a cargo de la empresa	42	87	
Otros gastos sociales	9	66	
Sueldos y salarios	1.101	1.014	
	1.152	1.167	

(e) Otros gastos de explotación

El detalle de gastos de explotación es como sigue:

	Miles de	euros
	2021	2020
Arrendamientos	69	347
Reparaciones y conservación	533	380
Servicios profesionales independientes	25.566	23.932
Publicidad, propaganda y relaciones públicas	4	73
Servicios bancaria y similares	11	42
Primas de seguros	1.877	1.058
Suministros	740	156
Otros	269	300
Tributos	49	278
Pérdidas, deterioro y variación de provisiones (Nota 10)	47	35
_	29.165	26.601

(f) Información sobre empleados

El número medio de empleados de la Sociedad mantenido durante los ejercicios 2021 y 2020, desglosado por categorías es como sigue:

2021	2020
-	13
1	2
1	1
-	-
-	3
2	19
	- 1 1 - -

La distribución por sexos al final de los ejercicios 2021 y 2020 del personal y de los Administradores es como sigue:

		Nún	nero	
	20	21	20	20
	Hombres	Mujeres	Hombres	Mujeres
Consejeros	_	-	12	1
Directivos	-	-	2	-
Técnicos	1		1	-
Administrativos	-	-	-	-
Resto de personal		-	2	
	1	P	17	1

La Sociedad no tiene empleados con discapacidad mayor o igual del 33% (o calificación equivalente local) durante los ejercicios 2021 y 2020.

(20) Honorarios de auditoría

La empresa auditora de las cuentas anuales de la Sociedad, KPMG Auditores, S.L., ha devengado durante los ejercicios terminados el 31 de diciembre de 2021 y 2020 honorarios por servicios profesionales según el siguiente detalle:

	Miles de	Euros
	2021	2020
Por servicios de auditoría	125	21
Por otros servicios de verificación contable	-	75
Por otros servicios	365	525
	490	621

Los importes incluidos en el cuadro anterior incluyen la totalidad de los honorarios relativos a los servicios realizados durante los ejercicios 2021 y 2020, con independencia del momento de su facturación.

(21) Hechos posteriores

El 15 de febrero de 2022, la Autoridad de la Competencia de Portugal (ANACOM) tomó la decisión de no oponerse a la posibilidad de cambiar el accionariado de Cabonitel, S.A. dado que no es probable que cree obstáculos significativos a la competencia efectiva en el mercado nacional portugués o en una parte de él. En consecuencia, el ejercicio de las opciones de compra cruzada y de compra la Sociedad y GAEA Inversión SCR, S.A., deja de estar condicionado a partir de esta fecha, pudiendo ejecutarse hasta su vencimiento.

Dentro del programa de pagarés que la Sociedad tiene registrado en el Mercado Alternativo de Renta Fija (MARF) (véase nota 13(b)), se han renovado 95.600 miles de euros durante los meses de enero a marzo de 2022 y se han cancelado pagarés por importe de 119.600 miles de euros. Por tanto, el importe total dispuesto a la fecha de formulación de estas cuentas anuales asciende a 215.713 miles de euros de estos programas.

MÁSMÓVIL IBERCOM, S.A.U. Información relativa a Empresas del Grupo 31 de diciembre de 2021 (Expresado en miles de euros)

Denominación social	Domicilio social	Actividad	Auditor	% participación	% derechos de voto	Capital	Reservas	Otras partidas de patrimonio neto	Resultado	Total Patrimonio neto
Lorca Telecom BondCo, S.A.U	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades de financiación	KPMG	100%	100%	70	(1.831)	2.030	(694)	(425)
Xfera Móviles, S.A.U	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	1.000	177.919	53.365	139.172	371.456
MASMOVIL Broadband, S.A.U	Ávda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	5.000	(6.652)	230.692	161.885	390.925
Xtra Telecom, S.A.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	377	(13.461)	22.193	11.131	20.240
Embou Nuevas Tecnologías, S.L.U.	Calle Bari 33, Edificio 1, 2 píanta Zaragoza	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	10	1.584	1.885	(425)	3.054
Pepeworld, S.L.U.	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	1	100%	100%	720	836		(42)	1.514
Pepe Energy, S.L.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	100	(65)		672	707
Pepemobile, S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	9	25.076	639	6.057	31,832
The Bymovil Spain, S.L.U.	Polígono Mies de Molladar D-9. Cartes (Cantabria)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	20	37.295	,	5.812	43.127
Senior Telecomunicaciones y Servicios Avanzados S.L.	Calle María Tubau 8. Madrid	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	•	85%	%26	833	(1.270)	1.750	425	1.738
Guuk Telecom, S.A.U	Parque Empresarial Zuatzu, Edificio Easo, 2da planta Nº 8 (Guipúzcoa) San Sebastián	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	1	100%	100%	141	(3.533)	6.430	(3.463)	(425)
Lycamobile S.L.U.	Avda de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	400	35.061	1	3.143	38.604
Cabonitel, S.A.	Alameda dos Oceanos 21101A, Lisboa, Portugal	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	Deloitte Portugal	20%	20%	22.200		1.524	(2.788)	20.936
Spotting Developments, S.L.U	Calle Ramon y Cajal 2. Las Rozas de Madrid, (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones		100%	100%	1.000	1,499	558	592	3.649
Xfera Consumer Finance Establecimiento Financiero de Crédito, S.A.	Calle Retama 3. Madrid	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	Mazars	49%	49%	16.250	(1.330)	ı	(1.610)	13.310
Medbuying Technologies Group, S.L.	Vía de las dos Castillas 33. Complejo Ática, Pozuelo de Alarcón (Madrid).	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	49%	49%	10.000	4	1	9	10.023
Red LTE MM, S.L.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	t	100%	100%	728	(712)	•	(181)	(165)
Spotting Brands Technologies, S.L.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	100%	14.353	(4.359)	12.872	(6.454)	16.412
TV Alcantarilla Comunicaciones, S.L.U	Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	1	100%	100%	94	239	82	548	921
Oriol Fibra, S.L.U	Orihuela (Alicante)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	ι	100%	100%	ო	(175)	1	(304)	(476)
Ahi Mas Nash, S.L.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	í	100%	100%	ო	23	i	70	96
Ahimas Vinfortei, S.L.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	•	100%	100%	0	56	.100 00	4	239

MÁSMÓVIL IBERCOM, S.A.U. Información relativa a Empresas del Grupo 31 de diciembre de 2021 (Expresado en miles de euros)

								Otras	•	Total
Denominación social	Domicilio social	Actividad	Auditor	% participación	% derechos de voto	Capital	Reservas	partidas de patrimonio neto	Resultado	Patrimonio neto
Alma Telecom, S.L.U	Almansa (Albacete)	Prestación de servicios de telecomunicaciones	į į	100%	100%	96	4.164	12	1.520	5.792
Blu so Easy, S.L.U	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	r	100%	100%	70	210	130	32	392
	Avda. de Bruselas 38, Alcobendas	Prestación de servicios de telecomunicaciones	ı	100%	100%	2.600	(37)	,	(298)	2.265
Ani+ Europa Network, o.c.o	(Madrid)									
Wimax On Line, S.L.U	Lorca (Murcia)	Prestación de servicios de telecomunicaciones	,	100%	100%	188	2.319		404	2.911
Ahimas Comunitelia, S.L.U	Avda, de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	1	100%	100%	2.000	158	1	116	2.274
Ahimas Sur. S.L.	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	ı	20%	20%	72	(192)	190	(81)	(11)
SPF Franquicia Tarifa,S.L	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	•	20%	20%	15	(25)	42	(23)	(21)
E-Conectia Uniasser, S.L.U	Avda. de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones		100%	100%	80	140	125	(428)	(83)
Schedia Ingeniería, S.L.U	Avda. de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	ī	100%	100%	42	577	28	299	976
Astronetz Poniente, S.L.U	Roquetas de Mar (Almería)	Prestación de servicios de telecomunicaciones	1	100%	75%	ო	T-	t	48	162
Onlycable Comunicaciones, S.L.	c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Prestación de servicios de telecomunicaciones	KPMG	75%	75%	1.100	1.349	37	1.406	3.892
Onlycable Fibra, S.L.U.	c/ Verde Hierba, 7. Mairena de Aliarafe. Sevilla.	Prestación de servicios de telecomunicaciones	n/a	75%	75%	984	(657)		281	809
Onlycable, S.L.U.	c/ Verde Hierba, 7. Mairena de Aliarafe, Sevilla,	Prestación de servicios de telecomunicaciones	1	75%	75%	284	4.208	10	4.115	8.617
Wíwai Telecomunicaciones, S.L.	c/ Verde Hierba, 7. Mairena de Aliarafe, Sevilla.	Prestación de servicios de telecomunicaciones	•	75%	75%	ю	10		(5)	ω
ISP Cable Networks Telecom España, S.L.	c/ Verde Hierba, 7. Mairena de Aliarafe. Sevilla.	Prestación de servicios de telecomunicaciones	n/a	75%	100%	ო	35	1	(11)	27
Ahimas Next Almería, S.L.U	Avda. de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	1	100%	100%	358	1.099	1	315	1.772
Rebeloak, S.L.U	Avda. de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	ı	100%	%09	ო	287	~	194	485
Innovaciones Tecnológicas del Sur, S.L.	Mengíbar (Jaén)	Prestación de servicios de telecomunicaciones	1	20%	54%	73	(956)	1,000	(2.373)	(4.256)
Energia Colectiva, S.L.	Calle joan D'austria, 28 - PTAS 3 Y 4, Valencia, 46002 , Valencia	Suministro energía eléctrica	KPMG	54%	20%	6	(3.737)	4.570	845	1.688
Ucles Infraco, S.L.	Camino Cerro de los Gamos, 1, Pozuelo de Alarcon, 28224, Madrid	Prestación de servicios de telecomunicaciones	•	20%	%06	4	,	•	(20.643)	(20.639)
Comlocal, S.L.	Avda, de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	•	%06	100%	1.497	•		(225)	1.272
Kaixo Bondco Telecom, S.A.U.	Ávda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades de financiación	•	100%	100%	09			(38)	22
Kaixo Telecom, S.A.U	Parque Empresarial Zuatzu	Prestación de servicios de telecomunicaciones	,	100%	100%	120		1.575.908	(10.873)	1.565.155
Euskaltel, S.A.U.	CL Tecnológico, Derio (Bilbao)	Prestación de servicios de telecomunicaciones	KPMG	100%	20%	535.936	96.450	356.280	(173.845)	814.821
R Cable y Telecable Telecomunicaciones S.A.U	Calle Real 85	Prestación de servicios de telecomunicaciones	KPMG	100%	100%	40.144	147.074	53.786	(59.005)	181.999
EKT Cable y Telecomunicaciones, S.A.U	CL Tecnológico, Derio (Bilbao)	Prestación de servicios de telecomunicaciones	KPMG	100%	100%	ო	2.766	1	(671)	2.098

MÁSMÓVIL IBERCOM, S.A.U. Información relativa a Empresas del Grupo 31 de diciembre de 2020 (Expresado en miles de euros)

Denominación social	Domicilio Social	Actividad	Auditor	% participación Directo	% participación Indirecto	Capital	Reservas	Otras partidas de patrimonio neto	Resultado	Total patrimonio neto
Xtra Telecom, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área telecomunicaciones	KPMG	1	100%	377	(11.573)	22.420	(1.889)	9.335
MASMOVIL Broadband, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desamollo de actividades y prestación de servicios en el área telecomunicaciones	KPMG	ı	100%	5.000	7.609	244.690	(14.260)	243.039
Embou Nuevas Tecnologías, S.L.U.	Calle Bari 33, Edificio 1, 2 planta Zaragoza	Prestación de servicios de consultoría y asesoramiento de empresas en el ámbito de telecomunicaciones y nuevas tecnologías	n/a	,	100%	6	1.403	2.061	181	3.655
Xfera Móviles, S.A.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área de telecomunicaciones	KPMG	100%	1	1.000	74.362	53.566	13.740	142.668
Pepeworld, S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Holding, tenedora de participaciones	n/a	ı	100%	720	862		(26)	1.556
Pepe Energy, S.L.	Avda. de Bruselas 38, Alcobendas (Madrid)	Suministro energía eléctrica	n/a	ı	94%	100	(121)	ř	56	35
Pepemobile, S.L.	Avda. de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones; prestación de servicios informáticos, desarrollo, venta y distribución de programas y material informático	KPMG	ı	100%	09	13.589	639	10.771	25.059
The Bymovil Spain, S.L.U.	Polígono Mies de Molladar D-9. Cartes (Cantabria)	Comercialización y venta de material eléctrico, electrónico y de telefonía	KPMG	1	100%	20	30.486	1	6.809	37.315
Spotting Developments, S.L.	Calle Ramon y Cajal 2. Las Rozas de Madrid, (Madrid)	Desarrollo de actividades y prestación de servicios en el área telecomunicaciones	n/a	ı	100%			ŧ	ı	ı
Guuk Telecom, S.A.	Parque Empresarial Zuatzu, Edificio Easo, 2da planta № 8 (Guipúzcoa) San Sebastián	Desarrollo de actividades y prestación de servicios en el área telecomunicaciones	n/a	1	%0 <i>L</i>	133	ı	4.767	(3.569)	1.331
Lycamobile S.L.U.	Avda. de Bruselas 38, Alcobendas (Madrid)	Desarrollo de actividades y prestación de servicios en el área telecomunicaciones	KPMG	ı	100%	400	23.276	i	11.785	35.461
Cabonitel, S.A.	Alameda dos Oceanos 21101A, Lisboa, Portugal	Desarrollo de actividades y prestación de servicios en el área telecomunicaciones	Deloitte Portugal	20%	1	22.200	80.920	(62.191)	(16.549)	24.379
Senior Telecomunicaciones y Servicios Avanzados S.L.	Calle María Tubau 8. Madrid	Prestación y comercialización de servicios de telemedicina.	n/a	ı		833	(563)	1.750	(707)	1.313

MÁSMÓVIL IBERCOM, S.A. Información relativa a Empresas del Grupo 31 de diciembre de 2020 (Expresado en miles de euros)

Denominación social	Domicilio Social	Actividad	Auditor	% participación Directo	% participación Indirecto	Capital	Reservas	Otras partidas de patrimonio neto	Resultado p	Total patrimonio neto
Inversiones Locua, S.L.	Camino de las Ceudas, 2 bis. Las Rozas de Madrid (Madrid)	Comercialización o tenencia de red fija o móvil	KPMG	I	32%	3.624	4.322	2.349	566	10.861
Xfera Consumer Finance Establecimiento Financiero de Crédito, S.A.	Calle Retama 3. Madrid	Concesión de préstamos y créditos personales	Mazars	ı	49%	12.050	1	(22)	(1.253)	10.720
Medbuying Technologies Group, S.L.	Vía de las dos Castillas 33. Complejo Ática. Pozuelo de Alarcón (Madrid).	Comercio al por mayor de aparatos y material radioeléctrico y electrónico	KPMG	ı	45%	10.000	(12)	·	21	10.009
Onlycable Comunicación, S.L.	c/ Verde Hierba, 7. Mairena de Aljarafe, Sevilla.	Prestación de servicios de telecomunicaciones	KPMG	ı	75%	1.100	1.349	37	1.406	3.892
Onlycable Fibra, S.L.U.	c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Prestación de servicios de telecomunicaciones	n/a	ı	100%	984	(657)	ı	281	808
Onlycable, S.L.U.	c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Prestación de servicios de telecomunicaciones	KPMG	ı	100%	284	4.208	10	4.115	8.617
Wiwai Telecomunicaciones, S.L.U.	c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Prestación de servicios de telecomunicaciones	n/a	ı	100%	ო	10	t	(5)	ω
ISP Cable Networks Telecom España, S.L.U.	c/ Verde Hierba, 7. Mairena de Aljarafe. Sevilla.	Prestación de servicios de telecomunicaciones	n/a	1	100%	ო	35	•	(11)	27
Spotting Brands Technologies, S.L.	Avda. de Bruselas 38, Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	KPMG	1	100%	14.359	(2.833)	2.036	(2.630)	10.932
Ahimas Comunitelia, S.L.	Tomelloso (Ciudad Real)	Prestación de servicios de telecomunicaciones		1	%09	2.000	(83)	1	241	2.158
Ahimas Europa S.L.	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	,	ı	100%	1.300	(76)	t	39	1.263
Ahimas Nash S.L.	Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones		ı	100%	ო	ω	1	15	26
Ahimas Next, S.L.	Aguaduice (Almería)	Prestación de servicios de telecomunicaciones	ı	ı	20%	358	•	613	471	1.442
Ahimas Suroeste, S.L.	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	•	ı	20%	72	(180)	190	(12)	70
Ahimas Vinfortel, S.L.	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	ŧ	1	100%	10	(10)	735	36	771
TV Alcantarilla Comunicaciones S.L.	Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	ı	1	100%	49	5	06	218	372
Alma Telecom S.L.	Almansa (Albacete)	Prestación de servicios de telecomunicaciones	1	ı	100%	96	1.278	1.362	1.513	4.249
Opencable Telecomunicaciones S.L.	Almansa (Albacete)	Prestación de servicios de telecomunicaciones	1	1	18%					
Astronetz Poniente, S.L.	Roquetas de Mar (Almería)	Prestación de servicios de telecomunicaciones	•	ı	20%	က	(11)	51	70	113
Econectia Uniasser, S.L.	Vila-Real (Castellón)	Prestación de servicios de telecomunicaciones	1	1	%09	80	1	206	20	345

MÁSMÓVIL IBERCOM, S.A.

Información relativa a Empresas del Grupo 31 de diciembre de 2020

(Expresado en miles de euros)

Denominación social	Domicilio Social	Actividad	Auditor	% participación Directo	% participación Indirecto	Capital	Reservas	Otras partidas de patrimonio neto	Resultado	Total patrimonio neto
Innovaciones Tecnológicas del Sur S.L.	Mengíbar (Jaén)	Prestación de servicios de telecomunicaciones	•	ı	20%	73	(111)	2.551	132	2.645
Oriol Fibra S.L.	Orihuela (Alicante)	Prestación de servicios de telecomunicaciones	•	1	100%	ო	27		(203)	(173)
Rebeloak S.L.	Algarrobo (Málaga)	Prestación de servicios de telecomunicaciones		1	20%	က	4	28	292	364
Red LTE MM, S.L.	Alcobendas (Madrid)	Prestación de servicios de telecomunicaciones	,	ı	100%	728	(444)	(16)	(253)	15
Schedia Ingenieria, S.L.	Roquetas de Mar (Almería)	Prestación de servicios de telecomunicaciones		1	20%	42	ı	466	164	672
SPF Franquicia Tarifa, S.L.	Las Rozas (Madrid)	Prestación de servicios de telecomunicaciones	ſ	1	%29	15	ı	50	(33)	32
Wimax Online S.L.	Lorca (Murcia)	Prestación de servicios de telecomunicaciones	1	ŧ	100%	188	664	925	871	2.648

Informe de Gestión del Ejercicio 2021

EXPOSICIÓN FIEL DEL NEGOCIO

Durante el ejercicio 2021, el Grupo al que pertenece la Sociedad, a través de la sociedad participada de Kaixo Telecom, S.A.U. ha realizado la adquisición del Grupo Euskaltel, quinto operador en España del sector de las telecomunicaciones, a través de una oferta pública de adquisición (OPA) de carácter voluntario, habiendo excluido de cotización de las acciones de Euskaltel una vez materializada la mencionada OPA. Dicha combinación de negocios ha supuesto que el Grupo al que pertenece la Sociedad se consolide como el cuarto operador del sector de telecomunicaciones en España, y consecuentemente en este informe de gestión se desarrolla lo realizado por el Grupo al que pertenece la Sociedad durante el ejercicio 2021.

EVOLUCIÓN PREVISIBLE

El ejercicio 2021 ha sido un ejercicio de reforzamiento de la posición del Grupo al que pertenece la Sociedad como cuarto operador español, tanto a nivel operativo cómo comercial, integrando los diferentes negocios y capturando sinergias bajo el paraguas de un único Grupo que desarrolla su actividad con una estrategia multimarca y multiservicio.

Desde un punto de vista corporativo, en 2021 se ha cerrado con éxito la adquisición del Grupo Euskaltel. Con esta nueva operación, el Grupo al que pertenece la Sociedad se consolida como cuarto operador del mercado de las telecomunicaciones en España creando un proyecto industrial sólido y de crecimiento, que permitirá ampliar y complementar su presencia geográfica, para continuar liderando el crecimiento del mercado de las telecomunicaciones en España.

La integración del Grupo al que pertenece la Sociedad con el Grupo Euskaltel ha resultado ser muy complementarias tanto a nivel de infraestructuras como en su actividad comercial. Euskaltel concentra la mayor parte de sus infraestructuras en Euskadi, Galicia y Asturias y no cuenta con red móvil propia, frente a la implantación nacional y red móvil propia de MASMOVIL. Comercialmente, MASMOVIL cuenta con una presencia muy relevante a nivel residencial y Euskaltel también dispone de una amplia presencia en el segmento de empresas y Administraciones Públicas, donde cuenta con una gran experiencia y una oferta muy competitiva que va a poder liderar comercialmente para el Grupo en toda España.

Este proyecto de vocación inversora permitirá acelerar las inversiones necesarias a nivel nacional en red -fibra óptica y 5G-, que repercutirán en beneficio del consumidor con una mayor aceleración en la disponibilidad de estas nuevas tecnologías y en el nivel de satisfacción de los clientes con los servicios del Grupo al que pertenece la Sociedad.

La suma de los Grupos MASMOVIL junto a Euskaltel ha dado lugar a un Grupo con más de 11.4 millones de líneas, unos ingresos de aproximadamente 2.550 miles de euros, 27 millones de hogares conectados con fibra, y más de 1.700 empleados, con fuerte presencia en todo el territorio nacional y capaz de afrontar las inversiones necesarias para seguir compitiendo en el mercado español de las telecomunicaciones. El nuevo Grupo al que pertenece la Sociedad mantendrá su fuerte compromiso con Euskadi y los territorios de Galicia y Asturias, priorizando inversiones y conservando las marcas Euskaltel, R y Telecable.

Durante el 2022, el Grupo al que pertenece la Sociedad tiene previsto culminar el proceso de integración del Grupo Euskaltel iniciado tras el cierre de la transacción en agosto de 2021. En otro orden de cosas, el Grupo al que pertenece la Sociedad prevé mantener su favorable

evolución de los últimos años, apoyados en una organización consolidada, una combinación eficiente de activos propios y de terceros de red fija y móvil y una estrategia comercial multimarca y multiproducto centrada en incrementar el nivel de satisfacción de nuestros clientes.

ACTIVIDADES DE INVESTIGACIÓN Y DESARROLLO DEL GRUPO

El Grupo al que pertenece la Sociedad, desde sus inicios, ha apostado fuertemente por las actividades de I+D+i como herramienta para la capacitación tecnológica y como vía para conseguir diferenciarse del resto de actores del sector. La estrategia de I+D+i del Grupo al que pertenece la Sociedad obtiene el respaldo de los programas y herramientas que permiten subvencionar y financiar dichas actividades con el objeto de incrementar el alcance y las posibilidades de éxito de sus iniciativas en este ámbito, y se beneficia de las deducciones fiscales ligadas a su actividad de I+D+i.

En lo que respecta a la línea de convocatorias de subvenciones públicas de ámbito nacional, durante 2021 el Grupo al que pertenece la Sociedad ha participado, como uno de los principales cooperantes, en la ejecución de dos proyectos adjudicados en las convocatorias orientadas a impulsar el desarrollo de proyectos piloto de tecnología 5G, enmarcadas en del Plan Nacional 5G y en el Plan Nacional de Territorios Inteligentes y ejecutadas por Red.es, entidad pública empresarial adscrita al Ministerio de Asuntos Económicos y Transformación Digital.

Estos proyectos piloto atienden a tres objetivos: 1) apoyar los despliegues de las primeras redes 5G; 2) experimentar con las técnicas de gestión de red que permite la tecnología 5G; y 3) desarrollar casos de uso, con la implicación de todos los agentes, incluyendo los usuarios, que permitan acreditar las tres grandes mejoras aportadas por el 5G: banda ancha móvil de muy alta velocidad y capacidad, comunicaciones ultra fiables y de baja latencia, y comunicaciones masivas máquina a máquina.

NEGOCIO SOBRE ACCIONES PROPIAS

Durante el ejercicio 2021, la Sociedad no ha realizado adquisición y/o venta de acciones propias. Consecuentemente, a 31 de diciembre de 2021 la Sociedad no posee acciones propias.

USO DE INSTRUMENTOS FINANCIEROS

Al cierre del ejercicio 2021 la Sociedad no tiene contratado ningún producto financiero que pueda ser considerado de riesgo y es firme la convicción de la Dirección del Grupo de no acudir en general a la contratación de este tipo de instrumentos.

Sin prejuicio de lo anterior, el Grupo al que pertenece la Sociedad utiliza instrumentos financieros derivados para cubrir los riesgos a los que se encuentran expuestas sus actividades, operaciones y flujos de efectivo futuros.

Al 31 de diciembre de 2020 en el marco de dichas operaciones el Grupo al que pertenece la Sociedad ha contratado instrumentos de cobertura de tipo de interés con las entidades financieras prestatarias, que cubren un nocional de 725 millones de euros.

Factores de riesgo financiero

Las actividades de la Sociedad están expuestas a diversos riesgos financieros: riesgo de mercado, riesgo de crédito y riesgo de liquidez. El programa de gestión del riesgo global del Grupo se centra en la incertidumbre de los mercados financieros y trata de minimizar los efectos potenciales adversos sobre la rentabilidad financiera del Grupo al que pertenece la Sociedad.

La gestión del riesgo está controlada por la Dirección Financiera del Grupo al que pertenece la Sociedad con arreglo a políticas aprobadas por el Consejo de Administración. La Dirección Financiera identifica, evalúa y cubre los riesgos financieros en estrecha colaboración con las unidades operativas del Grupo. El Consejo de Administración marca las directrices para la gestión del riesgo global, así como para materias concretas tales como riesgo de tipo de cambio, riesgo de tipo de interés, riesgo de liquidez e inversión del excedente de liquidez.

- Riesgo de crédito

La Sociedad no tiene concentraciones significativas de riesgo de crédito y mantiene políticas para asegurar que las ventas se efectúen a clientes con un historial de crédito adecuado.

La Sociedad cuenta con procedimientos formales para la detección del deterioro de créditos comerciales. Mediante estos procedimientos, la Sociedad estima de acuerdo con la experiencia actual de impago durante los últimos 12 meses los porcentajes de impago de los créditos comerciales, registrando la pérdida crediticia esperada al inicio del crédito. Los principales componentes de este deterioro se relacionan con exposiciones individualmente significativas, y un componente de pérdida colectivo establecido para grupos de activos relacionados con pérdidas en las que se ha incurrido pero que aún no se han identificado.

La corrección valorativa por insolvencias de clientes, la revisión de saldos individuales en base a la calidad crediticia de los clientes, tendencias actuales del mercado y análisis histórico de las insolvencias a nivel agregado, implica un elevado grado de estimación. Con relación a la corrección valorativa derivada del análisis agregado de la experiencia histórica de impagados, una reducción en el volumen de saldos implica una reducción de las correcciones valorativas y viceversa.

APLAZAMIENTOS DE PAGOS A PROVEEDORES

El periodo medio de pago a proveedores de la Sociedad durante el ejercicio 2021 ha sido de 46,85 días.

ACONTECIMIENTOS SIGNIFICATIVOS POSTERIORES AL CIERRE

Con fecha 15 de febrero de 2022, la Autoridad de la Competencia en Portugal (ANACOM) ha adoptado la decisión de no oponerse a la posibilidad de cambio de accionistas de Cabonitel, S.A. al no ser probable que cree obstáculos significativos a la competencia efectiva en el mercado nacional portugués o en un parte sustancial de la misma. Consecuentemente, el ejercicio de las opciones de compra y de venta cruzadas entre la Sociedad y GAEA Inversión SCR, S.A., deja de estar condicionado desde dicha fecha, pudiéndose ejecutarse las mismas hasta las fechas de su vencimiento.

Dentro del programa de pagarés que la Sociedad tiene registrado en el Mercado Alternativo de Renta Fija (MARF) (véase nota 13(b)), se han renovado 95.600 miles de euros durante los meses de enero a marzo de 2022 y se han cancelado pagarés por importe de 119.600 miles de euros. Por tanto, el importe total dispuesto a la fecha de formulación de estas cuentas anuales asciende a 215.713 miles de euros de estos programas.

MÁSMÓVIL IBERCOM, S.A.U.

Formulación de Cuentas Anuales e Informe de Gestión del Ejercicio 2021

Reunidos los Administradores de la sociedad MÁSMÓVIL IBERCOM, S.A.U. con fecha 31 de marzo de 2022 y en cumplimiento de los requisitos establecidos en el artículo 253.2 del Texto Refundido de la Ley de Sociedades de Capital y en el artículo 37 del Código de Comercio, proceden a formular las Cuentas Anuales y el Informe de Gestión del ejercicio comprendido entre el 1 de enero de 2021 y el 31 de diciembre de 2021, que vienen constituidos por los documentos anexos que preceden a este escrito.

Firmantes:	
Presidente D. Eduardo Díez-Hochleitner	Consejero Delegado D. Meinrad Spenger
Rodríguez	D. Weilliad openger
D. Jorge Quemada Sáenz-Badillos (Consejero) D. Robert Sudo (Consejero)	D. Jorge Lluch Pauner (Consejero) D. Ştefano Bosia (Consejero)
D. Miguel Juan Segura Martín (Consejero) D. Alberto Castañeda (Secretario del Consejo)	Dña. Cristina Serna García-Conde (Consejera)