

Tecnoglass Inc.  
Form 10-K  
May 31, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-K**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **001-35436**

**TECNOGLASS INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Cayman Islands**

**98-1271120**

(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification Number)

Organization)

**Avenida Circunvalar a 100 mts de la Via 40**

**Barrio Las Flores, Barranquilla**

**Colombia**

(Address of Principal Executive Offices) (Zip Code)

**(57)(5)3734000**

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                           | Name of each exchange on which registered |
|---|---|
| Ordinary Shares, par value \$0.0001 per share | The NASDAQ Stock Market LLC               |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/>                    |
| Non-accelerated filer <input type="checkbox"/>   | Smaller reporting company <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of June 30, 2015 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the ordinary shares held by non-affiliates of the registrant was approximately \$53,475,319 based on its last reported sales price of \$12.63 on the NASDAQ Capital Market.

As of March 28, 2016, there were **26,914,764** ordinary shares, \$0.0001 par value per share, outstanding.

Documents Incorporated by Reference: None.

**TECNOGLASS INC.**

**FORM 10-K**

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## FORWARD LOOKING STATEMENTS AND INTRODUCTION

All statements other than statements of historical fact included in this Annual Report on Form 10-K (this “Form 10-K”) including, without limitation, statements under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” regarding our financial position, business strategy and the plans and objectives of management for future operations, are forward looking statements. When used in this Form 10-K, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to us or our management, identify forward looking statements. Such forward looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, our management. Actual results could differ materially from those contemplated by the forward looking statements as a result of certain factors detailed in our filings with the Securities and Exchange Commission. All subsequent written or oral forward looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph.

Unless the context otherwise requires:

- references to the “Company” , “TGI” and to “we, ” “us” or “our” are to Tecnoglass Inc., a Cayman Islands exempted company and its subsidiaries;
- references to “Tecnoglass Holding” are to Tecno Corporation;
- references to “Tecnoglass” and “TG” are to Tecnoglass S.A.;
- references to “ES” are to C.I. Energía Solar S.A. E.S. Windows;
- references to “Tecno LLC” are to Tecnoglass LLC; and
- references to “Tecno RE” are to Tecno RE LLC.

## EXPLANATORY NOTE

This Annual Report on Form 10-K for the year ended December 31, 2015 includes consolidated financial statements for the years ended December 31, 2015 and 2014. The consolidated financial statements for the year ended December 31, 2014 are restated.

On April 11, 2016, the Audit Committee of the Board of Directors of Tecnoglass Inc. (the “Company”) and management, after a discussion with PricewaterhouseCoopers Ltda., the Company’s independent registered public accounting firm (“PWC”), determined that the Company’s previously-filed audited financial statements for the fiscal years ended December 31, 2014 and 2013 (the “Prior Audited Financial Statements”) and its previously-filed quarterly reports on Form 10-Q for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015 (collectively the “Quarterly Financial Statements”) should no longer be relied upon (PWC was the independent registered public

accounting firm for all of the aforementioned periods except for the fiscal year ended December 31, 2013 which was audited by Marcum LLP). The Company will file a separate Annual Report on Form 10-K for 2013 in order to address the restatement associated with that period.

In preparing the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, the Company identified six non-cash errors: (1) in the way the Company had accounted for the fair value and classification of its "earnout shares", (2) in the classification and presentation of deferred tax assets and liabilities on the consolidated balance sheets, (3) in the classification of its shipping and handling costs in the statement of operations, (4) in the presentation of related party revenue on consolidated statements of operations and comprehensive income, (5) in the classification of purchases and sales of investments in the consolidated statements of cash flows, and (6) in the calculation of diluted earnings per share.

In accordance with accounting guidance presented in ASC 250-10 and SEC Staff Accounting Bulletin No. 99, Materiality, the Company's management assessed the materiality of the errors on a consolidated basis and concluded they were material to the financial statements for the year ended December 31, 2014 and the quarterly periods within both 2015 and 2014. With respect to the financial statements for the year ended December 31, 2014, the errors have been corrected in the Company's 2015 10-K by form of a restatement, which is further described in Note 2, Restatement, to the Notes to our consolidated financial statements under the caption Item 15, "Exhibits, Financial Statement Schedules". The Company will amend its Forms 10-Q for the quarterly periods after the issuance of this Form 10-K.

Based on the above restatement, the Audit Committee and management have concluded that there were material weaknesses in our internal control over financial reporting that contributed to the material misstatements in the 2014 consolidated financial statements. For further information regarding management's assessment of internal control over financial reporting, please see Item 9A, "Controls and Procedures," in this Annual Report on Form 10-K.

## PART I

### **Item 1. Business.**

#### **Overview**

We were originally formed under the name “Andina Acquisition Corporation” for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities. On March 22, 2012, we consummated our initial public offering (the “IPO”), and on December 20, 2013, we consummated our initial business combination (the “Merger”), whereby our wholly-owned subsidiary merged with and into Tecnoglass Holding. As a result of the Merger, Tecnoglass Holding and its indirect, wholly-owned subsidiaries, Tecnoglass and ES, became our direct and indirect subsidiaries. Accordingly, the business of Tecnoglass Holding and its subsidiaries became our business. We are now a holding company operating through our direct and indirect subsidiaries.

The Merger was accounted for as a reverse acquisition with Tecnoglass Holding being considered the accounting acquirer in the Merger. For accounting and financial purposes, we were treated as the acquired company, and Tecnoglass Holding was treated as the acquiring company. Accordingly, historical information, including historical financial information and the historical description of our business, for periods and dates prior to December 20, 2013, include information for Tecnoglass Holding and its subsidiaries.

#### **Our Business**

##### *General*

We are a leading manufacturer of hi-spec architectural glass and windows for the western hemisphere residential and commercial construction industries, operating through our direct and indirect subsidiaries. Headquartered in Barranquilla, Colombia, we operate out of a 2.8 million square foot vertically-integrated, state-of-the-art manufacturing complex that provides easy access to the Americas, the Caribbean, and the Pacific.

We sell our products to more than 900 customers in North, Central and South America. The United States accounted for approximately 59% and 51% of our combined revenues in 2015 and 2014, while Colombia accounted for approximately 34% and 41%, and Panama for approximately 3% and 6% of our combined revenues in those years. Our tailored, high-end products are found on some of the world's most distinctive properties, including the El Dorado Airport (Bogota), 50 UN Plaza (New York), Fordham University Law School (New York), Trump Tower (Panama), Brickell City Centre (Miami), and The Woodlands (Houston).



*Tecnoglass.* Tecnoglass is a leading manufacturer of a variety of glass products installed primarily in commercial and residential buildings, including tempered safety, double thermo-acoustic and laminated glass. Tecnoglass products are installed in hotels, residential buildings, commercial and corporate centers, universities, airports and hospitals in a variety of applications such as floating facades, curtain walls, windows, doors, handrails, interior and bathroom spatial dividers. Approximately 57% of Tecnoglass products are supplied to ES for installation in various products that ES manufactures, with the balance of Tecnoglass products being sold to customers throughout North, Central and South America. In 2015 Tecnoglass established its Solartec plant, to produce low emissivity glass with high thermal insulation specifications using soft coat technology.

Tecnoglass also produces aluminum products such as profiles, rods, bars, plates and other hardware used in the manufacture of windows. In 2007, Tecnoglass established its Alutions plant in Barranquilla, Colombia for extrusion, smelting, painting and anodizing processes, and for exporting, importing and marketing aluminum products. The Alutions plant contributes more than 90% of the raw materials needed for production of Tecnoglass aluminum products.

Glass Magazine ranked Tecnoglass as the second largest glass fabricator serving the U.S. market in 2013. We believe that it is the leading glass transformation company in Colombia, capturing 40% of the market share in the country.

*ES.* ES is a leader in the production of high-end windows, with more than 29 years of experience in the glass and aluminum structure assembly market in Colombia. ES designs, manufactures, markets and installs architectural systems for high, medium and low rise construction, glass and aluminum windows and doors, office dividers and interiors, floating facades and commercial display windows.

ES has expanded its U.S. sales outside of the Florida market for windows, into the high-tech market for curtain walls, a product that is in high demand and represents a new trend in architecture, and floating facades. Due to the sophistication of these new products, ES believes that sales of curtain walls will generate higher margins as compared to traditional window frames from walls or floor to ceiling windows. Curtain walls produced by ES are composed of “high performance” materials that are produced by Alutions, the aluminum smelting plant, and Tecnoglass with state of the art technology.

Since 2004, we have a strategic commercial relationship with ES Windows LLC (“ESW LLC”), a Florida-based company partially owned by Christian T. Daes and José M. Daes, who are also our executive officers and directors. ESW LLC is a member of the American Architectural Manufacturers Association, a technical information center for the architecture industry with highest standards. ESW LLC sends project specifications and orders from its clients to ES, and in turn, receives pricing quotes from ES which are conveyed to the client.

In 2014, we established two entities in South Florida, Tecno LLC and Tecno RE, to acquire manufacturing and warehousing facilities, customer lists and exclusive design permits in order to support sales growth in the United States. We will continue to manufacture our products at our facilities in Barranquilla, Colombia while performing select manufacturing and light assembly in the U.S. to enhance client service and create certain cost efficiencies.

In Panama, ES sells products primarily to companies participating in large construction projects in the most exclusive areas of Panama City. For example, ES products were supplied in the construction of the tallest building in Central and South America, The Point, as well as in the construction of other modern hotels in the region such as Megapolis and The Trump. Based on ES's knowledge of the construction market in Central America, we believe that it has also entered into one of the highest value window supply contracts in the hotel industry in Central America for the Soho Plaza.

### *Competitive Strengths*

#### *Vertical Integration*

We believe we are unique in vertically integrating the purchase of raw materials, the manufacture of glass and aluminum products and the subsequent production of customized glass and windows for architectural and industrial settings. By vertically integrating these functions, we are able to price our products competitively while maintaining strict quality control measures to guarantee the high quality of our products. Additionally, we benefit from significant advantages in efficiency and time-to-market for new or customized products. This vertically integrated model provides attractive margins with significant operating leverage.

### *Innovation*

We have made significant investments in machinery and equipment in order to utilize the latest technology on our production lines, including a recently completed approximately \$80.2 million capital investment in land, warehouses and state-of-the-art glass making equipment thereby expanding our manufacturing capacity. In August 2014, we entered into a contract to purchase equipment from Magnetron Sputter Vacuum Deposition to produce soft coated low emissivity glass as part of our improvements plan, which started production in the last quarter of 2015. The investment for this project is estimated at \$45 million for the equipment and facilities.

Additionally, we purchased two glass laminating and tempering furnaces that use new technologies to produce tempered glass with no distortion using air cushion technology and to produce curved glass in a broad range of easily modifiable curvatures.

For certain of our products, we offer DuPont Sentryglass® laminated glass interlayers which are recognized as industry-leading laminated glass solutions with five times the resistance strength of other materials available on the market. We also use a laminator and jumbo tempering oven capable of producing extra-large slabs of laminated glass which are sought after in the high-end window market. These investments in machinery and equipment, together with our highly trained labor force, allow us to offer state-of-the-art custom designed products quickly modified to meet customer demands. We also have a staff of specialists dedicated to product design in order to meet customer specifications.

### *Superior Customer Service*

In addition to manufacturing high quality products, our value proposition to our customers is based on industry-leading lead times, on-time delivery and superior after-sale support. Through the coordinated efforts of our sales teams, product specialists, and field service teams, we deliver high quality service to our customers, from the time the initial order is placed through the delivery and installation of our products. By providing an efficient flow of product from order through delivery, our manufacturing processes allow us to deliver made-to-order products consistently on time, which we believe is an important competitive strength.

### *Management Experience*

José Daes, our chief executive officer, and Christian Daes, our chief operating officer, have more than 30 and 20 years of industry experience, respectively. In addition, our executive management teams have worked together for many years at our operating subsidiaries. This long tenure in the industry, and as a team, has enabled our management to

build significant relationships with both clients and field level management. We believe that these relationships, coupled with management's strong technical expertise, create a significant competitive advantage.

### *Location*

Our headquarters and principal manufacturing facilities are located in Barranquilla, Colombia, which is strategically located near three major ports in Barranquilla, Cartagena and Santa Marta. These ports, which are only two hours' drive from each other, provide us with sea access to all major markets globally.

### *High Barriers to Entry*

Entry into many of the markets that we serve is limited due to the technical certifications required on high specification building projects. Our success is due in large part to the breadth of our product offering and our reputation for delivering high quality, made-to-order architectural glass on time. These factors are required to compete successfully for multimillion dollar projects typical of our business. Given the vertically-integrated nature of our operations, including the aluminum extrusion products provided by Tecnoglass, there is a more limited set of competitors and entry into these markets. In addition, the equipment needed to operate in the glass and window industry is expensive, requiring a significant upfront capital investment.

### *Competitive pricing*

We offer our customers highly competitive prices due to efficiencies realized from vertical integration and low labor costs. These competitive advantages allow us great flexibility in pricing their components to be competitive in a variety of markets.

### *Strategy*

We have identified the following items that we believe are important in advancing our business:

*Continued investments in machinery and equipment with state-of-the-art technology*

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We have made investments of approximately \$142.6 million since 2014, including \$80.2 million in 2015 in state-of-the-art glass making equipment, the installation of new laminating lines, high-volume insulating equipment, a new aluminum extrusion press with the capacity for an additional one thousand tons per month, a new paint line with the capacity to treat one million pounds of aluminum per month, and a new aluminum foundry.

*Development of additional high value products*

We have a demonstrated track record of developing new products and will continue to focus on capitalizing on new product opportunities in the future. We constantly identify shifting global trends and growing marketplace needs, and design proposals to meet those needs. A feasibility and tuning program, including testing at specialized laboratories in the U.S., is carried out before marketing a new product. In 2014 we started producing architectural systems that integrate LED lighting allowing the façade of the building to display different colors and patterns.

Additionally, we are in the process of implementing new technologies to produce tempered glass that offers notably more transparency with significantly less distortion than industry standard using air cushion technology, as well as new technology used to produce curved glass in a broad range of easily modifiable curvatures.

*Manufacture the highest quality products in the market through a rigorous quality assurance program*

Our plants are organized internally by processes, each of which is independently and continually supervised by the Quality Assurance department. The Quality Assurance department maintains rigorous oversight over energy, water, recyclable waste and process optimization indicators, in order to produce high quality sustainable products. Approximately 30% of all our waste is recycled.

*Continued vertical integration provides margin enhancement*

We benefit from operating together under a combined facility, providing advantages in meeting customer and market needs and managing costs. By continuing to expand our degree of vertical integration, we can further enhance productivity, create cost efficiencies and increase operating margins.

*Leverage strength in Colombia market to further penetrate Latin America*

With a strong base in Colombia, we have already successfully expanded into nearby geographies. Our glass products are featured in major construction projects in Argentina, Aruba, Costa Rica, Panama and Puerto Rico. As the construction market throughout Latin America grows, we are positioned to capture new growth in the markets we have currently penetrated, as well as in new high growth countries.

*Leverage strength in Florida market to further penetrate U.S.*

We believe we have an established and leading presence in the Florida construction market as providers of high value, impact-resistant glass products. ES's hurricane-proof products are certified in compliance with the stringent requirements of hurricane-proof windows in accordance with applicable U.S. regulations. With a quality of product proven by our success and compliance in the impact-resistant market, we have successfully entered the U.S. remodeling and replacement parts market. In addition, we have the opportunity to grow geographically in the U.S., particularly into other coastal markets on the East Coast which are affected by hurricanes, significant temperature fluctuations and other extreme weather.

*Maintain fast and reliable delivery to customers due to strategic location*

From the Port of Barranquilla, products can be transported to Panama by air in one hour and to Houston and Miami within two hours, within two days by sea to Panama and within four days by sea to Houston and Miami.

*Penetrate additional markets*

With a strong base in Colombia and Florida, we will seek to expand into further geographies, such as Asia and Europe. We believe the centralized location of the Port of Barranquilla will aid in our expanding into such new markets.

***Products***

TG manufactures and sells the following products:

*Soft Coat Glass* – manufactured by depositing metal particles on the surface of the glass inside a vacuum chamber. This product offers excellent thermal insulation designed to improve energy efficiency of buildings.

*Laminated/Thermo-Laminated Glass* - produced by bonding two glass sheets with an intermediate film in-between. As a safety feature, this product fractures into small pieces if it breaks

*Thermo-Acoustic Glass* - manufactured with two or more glass sheets separated by an aluminum or micro-perforated steel profile. This product has a double-seal system that ensures the unit's tightness, buffering noise and improving thermal control. This product serves as an excellent noise barrier, which is used especially in zones close to airports, traffic or wherever there are unpleasant sounds.

*Tempered Glass* - glass subject to a tempering process through elevated temperatures resulting in greater superficial elasticity and resistance than conventional glass.

*Silk-Screened Glass* - special paint is applied to glass using automatic machinery and numerical control which ensures paint homogeneity and an excellent finish.

*Curved Glass* - produced by bending a flat glass sheet over a mold, using an automated heat process, which maintains the glass' physical properties.

*Digital Print Glass* - digital printing allows any kind of appearance required by the client, offering versatility to projects.

TG's aluminum products sold through its Alutions brand include bars, plates, profiles, rods and tubes used primarily in the manufacture of architectural glass settings including windows, doors, spatial separators and similar products.

ES manufactures and sells the following products:

*Floating facades* - act as a window screen hanging outside a building and are available in many technical specifications and profiles to define colors, thickness, glass types and finishes, and types of ventilation and design complements.

*Windows and Doors* - line of window and door products defined by the different types of glass finish, such as normal, impact resistant, hurricane-proof, safety, soundproof and thermal. Additionally, they are available in numerous



structures, including fixed body, sliding windows, projecting windows, guillotine windows, sliding doors and swinging doors.

*Commercial display windows* - commercial and interior display windows with a broad range of profiles, colors and crystal finishes. Products combine functionality, aesthetics and elegance and are available in a broad range of structures and materials.

*Hurricane-proof windows* - combine heavy-duty aluminum or vinyl frames with special laminated glass to provide protection from hurricane-force winds up to 180 mph and wind-borne debris by maintaining their structural integrity and preventing penetration by impacting objects.

*Automatic doors* - exclusive representative in Colombia of Horton Automatics, a manufacturer of automatic doors including glass window systems.

*Bathroom dividers* - bathroom cubicle division systems, formed by combining glass panels, frames and doors.

*Other* - photovoltaic structures and other components of architectural systems.

### ***Brands and Trademarks***

Our brands include Tecnoglass, ES Windows and Alutions. Our registered trademarks include “Alutions by Tecnoglass” with the accompanying logo and “Alutions”. Tecnoglass and ES Windows are not registered as trademarks by us.

### ***Sales, Marketing and Customer Service***

#### *Sales and marketing*

Our sales strategy primarily focuses on attracting and retaining customers by consistently providing exceptional customer service, leading product quality, and competitive pricing. Our customers also value their shorter lead times, knowledge of building code requirements and technical expertise, which collectively generate significant customer loyalty. Our products are marketed using a combination of their internal sales representatives and independent sales representatives and directly to distributors. Our internal sales representatives receive performance-based compensation based on sales and profitability metrics. We primarily market our products based on product quality, outstanding service, shorter lead times and on-time delivery.

#### *Customer Service*

We believe that our ability to provide customers outstanding service quality serves as a strong competitive differentiator. Our customer relationships are established and maintained through the coordinated efforts of our sales and production teams. We employ a team of highly seasoned professionals devoted to addressing customer support with the goal of resolving any issue in a timely manner. In order to promote customer loyalty and employee development, we developed ES Windows University with the primary objectives of training employees to be aware of client and supplier needs and familiarizing them with our strategic goals in order to improve the competitiveness, productivity and quality of all products offered.

### **Working Capital Requirements**

Trade accounts receivable is the largest component of working capital, including receivables relating to contractual retention amounts that can be outstanding throughout the project duration for large-scale architectural projects. Our

inventory requirements are not significant since our products are made-to-order rather than build-to-stock. As a result, inventory levels follow customer demand for products produced.

## **Customers**

Our customers include architects, building owners, general contractors and glazing subcontractors in the commercial construction market. We have over 900 customers. Of our 100 most representative customers, which represent over 92% of our sales, about 33% are located in North America, 10% in Central America and the Caribbean, and 57% in South America. Excluding revenue from related parties, only one customer accounted for more than 10% or more of our net sales during 2015 or 2014 with 14% of sales during both 2015 and 2014.

## **Backlog**

We had combined outstanding orders of \$375 million as of December 31, 2015 as compared to \$280 million as of December 31, 2014. We do not believe that backlog is indicative of our future results of operations or prospects. Although we seek commitments from customers well in advance of shipment dates, actual confirmed orders are typically not received until close to the required shipment dates.

## **Materials and Suppliers**

Our primary manufacturing materials include glass, ionoplast, polyvinyl butyral, and aluminum and vinyl extrusions. Although in some instances we have agreements with our suppliers, these agreements are generally terminable by us or the supplier counterparties on limited notice. Typically, all of our materials are readily available from a number of sources, and no supplier delays or shortages are anticipated.

We source raw materials and glass necessary to manufacture our products from a variety of domestic and foreign suppliers. For the year ended December 31, 2015, no single supplier accounted for more than 10% of total raw material purchases.

## **Warranties**

We offer product warranties which we believe are competitive for the markets in which our products are sold. The nature and extent of these warranties depend upon the product. Our standard warranties are generally from five to ten years for architectural glass, curtain wall, laminated and tempered glass, window and door products. Warranties are not priced or sold separately and do not provide the customer with services or coverages in addition to the assurance that the product complies with original agreed-upon specifications. In the event of a claim against a product for which we have received a warranty from the supplier, we transfer the claim back to the supplier. The Company evaluated historical information regarding claims for replacements under warranties and concluded that the costs that the Company have incurred in relation to these warranties have not been material.

## **Certifications**

Among our many designations and certifications, Tecnoglass has earned the Miami-Dade County Notice of Acceptance (“NOA”), one of the most demanding certificates in the industry and a requirement to market hurricane-resistant glass in Florida. Tecnoglass’ products comply with Miami-Dade county’s safety code standards as its laminated anti-hurricane glass resists impact, pressure, water and wind. Tecnoglass is also the only company in Latin America authorized by PPG Industries and Guardian Industries to manufacture floating glass facades.

Our subsidiaries have received a number of other certifications from other national and international standard-setting bodies.

Tecnoglass Certifications include:

- NTC-1578
- ASTM E774 1997
- ISO 9001: 2008 Certificate of Quality Assurance
- ISO 14001: 2004 Certificate of Environmental Management
- Safety Glazing Certification Council (SGCC) for tempered and laminated glass: ANZI Z97 1-2004
- International Glass Certification Council (IGCC) for insulated glass: ASTM E774 - 97
- Pittsburgh Plate Glass (PPG) certified supplier

- Member of ACOLVISE (Colombia Association of Safety Glass Transformers)

ES Certifications include:

- NTC-ISO 9001: 2008 Certificate of Quality Assurance
- NTC-ISO 14001: 2004 Certificate of Environmental Management
- Member of the American Architectural Manufacturers Association (AAMA)
- Complies with Miami-Dade County's stringent safety code regulations for hurricane-proof windows

### **Competitors**

We have local competitors in Colombia as well as competitors in the markets internationally, in each of the glass, aluminum and finished products sectors. Glass Tecnologia en Vidrios y Ventanas S.A., Arquicentro S.A., Aluminum Estructural S.A. and Ventanar Ltda, compete with us in the finished products market in Colombia. Apogee Enterprises, Inc., PGT, Inc. and WinDoor Inc. compete with us in the U.S. finished products market. Golden Glass Security, Vid-plex Universal S.A., Aluace Ltda and Laminados y Blindados compete with us locally in the glass and aluminum markets. Oldcastle, Inc., Trulite Inc., and PRL Glass Systems are among others that compete with us in the U.S. glass and aluminum products markets.

The key factors on which we and our competitors compete for business include: quality, price and reputation, breadth of products and service offerings, and production speed. We face intense competition from both smaller and larger market players who compete against us in our various markets including glass, window and aluminum manufacturing.

The principal methods of competition in the window and door industry are the development of long-term relationships with window and door distributors and dealers, and the retention of customers by delivering a full range of high-quality customized products on demand with short turnaround times while offering competitive pricing. The vertical integration of our operations, our geographic scope, low labor costs and economies of scale have helped our subsidiaries consolidate their leading position in Colombia and bolstered their expansion in the U.S. and other foreign markets.

### **Sales and Marketing**

We employ a limited number of in-house sales employees. Most of our sales and marketing efforts are handled by area sales representatives who work on a commission basis.

We do not rely on significant traditional advertising expenditures to drive net sales. We have established and maintain credibility primarily through the strength of our products, our customer service and quality assurance, the speed at which we deliver finished products and the attractiveness of our pricing. Our advertising expenditures consist primarily of maintaining our subsidiaries' websites.

### **Government Regulations**

We are subject to extensive and varied federal, state and local government regulation in the jurisdictions in which we operate, including laws and regulations relating to our relationships with our employees, public health and safety and fire codes. Additionally, certain of the jurisdictions in which we operate require that installation of doors and windows be approved by competent authorities that grant distribution licenses.

Although our business and facilities are subject to federal, state and local environmental regulation, environmental regulation does not have a material impact on our operations.

### **Research and Development**

During the years ended December 31, 2015 and December 31, 2014, we spent approximately \$2.0 and \$1.3 million, respectively, in research and development.

Our commercial ally and related party in the United States, ES Windows LLC, bears significant costs related to the development of new products, since they pay for the external tests that need to be performed on our products in order to comply with strict building codes. ES Windows LLC is fully permitted to commercialize hurricane windows in the Miami-Dade County, Florida, which has one of the most demanding certifications in the world of window frames.

## Employees

As of December 31, 2015, we had a total of 5,380 employees, with 3,251 employed by ES and 2,129 employed by Tecnoglass, none of whom is represented by a union. Most of our employees are hired through seven temporary staffing companies and are employed under one-year fixed-term employment contracts. Management believes it has good relations with our employees. We provide ongoing training programs to our employees through the self-established E.S. Windows University.

## Company History

We were formed under the name “Andina Acquisition Corporation” as an exempted company incorporated in the Cayman Islands on September 21, 2011 in order to effect a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities.

In March, 2012, we closed our IPO of 4,200,000 units, with each unit consisting of one ordinary share and one warrant to purchase one ordinary share at an exercise price of \$8.00 per share, at an offering price of \$10.00 per unit, generating total gross proceeds of \$42,000,000. Simultaneously with the consummation of the IPO, we consummated a private placement of 4,800,000 warrants (“private warrants”) at a price of \$0.50 per warrant and, to the underwriters, options to purchase an aggregate of 900,000 units at a price of \$500,100, generating total proceeds of \$2,900,100. After deducting the underwriting discounts and commissions and the offering expenses, the total net proceeds to us were \$43,163,000 of which \$42,740,000 was deposited into a trust account. The remaining proceeds of \$423,000 became available to be used as working capital to provide for business, legal and accounting due diligence on prospective business combinations and continuing general and administrative expenses. The IPO was conducted pursuant to a registration statement on Form S-1 (Reg. No. 333-178061), that became effective on March 16, 2012.

From the consummation of our IPO until August 17, 2013, we were searching for a suitable target business to acquire. On August 17, 2013, we entered into an agreement and plan of reorganization, pursuant to which agreement, as amended, we acquired Tecnoglass Holding, Tecnoglass and ES as direct and indirect subsidiaries. On December 20, 2013, we held an extraordinary general meeting of our shareholders, at which our shareholders approved the Merger and other related proposals. On the same date, we closed the Merger and Tecnoglass Holding and its indirect, wholly-owned subsidiaries, Tecnoglass and ES, became our direct and indirect subsidiaries.

Tecnoglass Holding is a corporation formed under the laws of the Cayman Islands that was founded in 2014 in connection with the Merger. Tecnoglass is a corporation formed under the laws of Colombia that was founded in 1994 by Jose M. Daes, our Chief Executive Officer, and Christian T. Daes, our Chief Operating Officer. ES is a corporation formed under the laws of Colombia that was founded in 1984 by Jose M. Daes and Christian T. Daes.



At the closing of the Merger, 2,251,853 of the 4,200,000 public shares sold in our IPO were converted to cash at a conversion price of approximately \$10.18 per share, or an aggregate of approximately \$22.9 million of the approximately \$42.7 million held in the trust account. As consideration for the Merger, we issued Energy Holding Corp., a holding company and sole shareholder of Tecnoglass Holding, of which former shareholders of Tecnoglass and ES are the sole shareholders, an aggregate of 20,567,141 ordinary shares, or approximately 87% of the outstanding ordinary shares. Pursuant to the agreement and plan of reorganization, we also issued to Energy Holding Corp. an additional 500,000 ordinary shares upon the achievement of specified EBITDA targets in the fiscal year ended December 31, 2014 and we will issue 1,000,000 ordinary shares upon achievement of specified EBITDA target in the fiscal year ended December 31, 2015. Additionally, Energy Holding Corp. also has the contractual right to receive an additional 1,500,000 ordinary shares, to be released upon the attainment of specified share price targets or targets based on our EBITDA in the fiscal year ending December 31, 2016.

In connection with the Merger, we changed our name to “Tecnoglass Inc.” We also changed our fiscal year end from February 28 to December 31 in order to coincide with the fiscal year end of Tecnoglass Holding and its subsidiaries.

In 2014, we established two entities in South Florida, Tecno LLC and Tecno RE, to acquire manufacturing and sales-related assets to support sales and customer service in the United States.

### **Additional Information About the Company**

We maintain websites for our subsidiaries, TG and ES, which can be found at [www.tecnoglass.com](http://www.tecnoglass.com) and [www.energiasolarsa.com](http://www.energiasolarsa.com), respectively. Although we do not have a website dedicated to Tecnoglass Inc., the corporate filings of Tecnoglass Inc., including our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, our proxy statements and reports filed by our executive officers and directors under Section 16(a) of the Securities Exchange Act, and any amendments to those filings, are available free of charge on the Investor Relations page of each of the subsidiary websites, which are updated as soon as reasonably practicable after we electronically file (or furnish in certain cases) such material with the Securities and Exchange Commission, and can also be found at the SEC's website at <http://sec.gov>. We do not intend for information contained in either subsidiary website, including the Investor Relations pages, to be a part of this Form 10-K. Also, the public may read and copy any materials the Company files with the SEC at the SEC's public reference room at 100 F St NE, Washington D.C, 20549 or by calling 1-800-SEC-0330.

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act (or JOBS Act), and are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies. However, we have irrevocably opted not to take advantage of one such exemption which would have allowed us an extended transition period for complying with new or revised accounting standards. We are, and will continue to be, subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

We could remain an emerging growth company until the last day of our fiscal year following March 22, 2017 (the fifth anniversary of the consummation of our initial public offering). However, if our non-convertible debt issued within a three-year period or our total revenues exceed \$1 billion or the market value of our ordinary shares that are held by non-affiliates exceeds \$700 million on the last day of the second fiscal quarter of any given fiscal year, we would cease to be an emerging growth company as of the following fiscal year.

### **Item 1A. Risk Factors.**

Not Applicable.

**Item 1B. Unresolved Staff Comments.**

Not Applicable.

## **Item 2. Properties.**

We own and operate a 2.8 million square foot manufacturing complex located in Barranquilla, Colombia. This manufacturing campus houses a glass production plant, aluminum plant and window and facade assembly plant. The glass plant has four lamination machines with independent assembly rooms, six specialized tempering furnaces and glass molding furnaces, a computer numerical-controlled profile bending machine, as well as five silk-screening machines. The Alutions plant has an effective installed capacity of 1,000 tons per month and can create a variety of shapes and forms for windows, doors and related products. We also own three natural gas power generation plants with a capacity of 1,750 kilowatts each which supply the electricity requirements of the entire manufacturing complex and are supported by three emergency generators.

In December 2014, we acquired a 160,000 square foot manufacturing and warehousing facility in Miami-Dade County, Florida, United States. The facility houses manufacturing and assembly equipment, warehouse space, and administrative and sales offices.

We believe that our existing properties are adequate for the current operating requirements of our business and that additional space will be available as needed.

## **Item 3. Legal Proceedings.**

TG is a named defendant in the matter of Diplomat Properties, Limited Partnership as assignee of Shower Concepts, Inc. versus Tecnoglass Colombia, S.A. et al., Case No. CACE 11-02811(09), 17th Judicial Circuit in and for Broward County, Florida. Plaintiff Diplomat Properties, Limited (“Diplomat”) has asserted a claim for indemnification against TG and Tecnoglass USA, a related party. The claim arises from the supplying of glass shower doors to a hotel/spa in Broward County, Florida. Specifically, in 2006, Diplomat commenced arbitration against Shower Concepts, Inc. seeking damages for breach of contract due to fractures in the installed glass shower doors. The claim was based upon a contract between Diplomat and Shower Concepts for the sale and installation of glass shower and bath doors to be used by Diplomat in hotel that it owned. Shower Concepts chose not to defend against the breach of contract claim and in 2007, the arbitrator rendered an award in the amount of approximately \$2 million in favor of Diplomat and against Shower Concepts. The award was confirmed by the Circuit Court and, on July 23, 2008, a final judgment for breach of contract was entered against Shower Concepts. No appeal of the decision was made. On August 11, 2009, Shower Concepts assigned its rights under the contract to Diplomat. On November 9, 2011, Diplomat initiated the underlying action against the Tecnoglass entities and co-defendant, Guardian Industries Corp. The complaint asserted various claims which were dismissed with prejudice. The only remaining claim against the Tecnoglass entities is common law indemnification. TG denies liability and asserts that Shower Concepts was at fault and that as a joint tortfeasor, it cannot sue for indemnity. The claim was settled in December 2015 at no cost to the Company.

**Item 4. Mine Safety Disclosures.**

Not Applicable.

## PART II

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.****Market Information**

Currently, our ordinary shares are listed on the NASDAQ Capital Market under the symbol TGLS, and our warrants are quoted on the OTC Pink marketplace under the symbol TGLSW. Effective January 6, 2016, the Company's shares also commenced trading on the Bolsa de Valores de Colombia ("BVC"), the principal stock exchange of Colombia, under the symbol TGLSC. The listing of the Company's shares on the BVC is secondary to the primary listing on the NASDAQ Market. No new shares were issued in connection with the admission to trading on the BVC.

Until January 2014, our warrants were listed on the NASDAQ Capital Market. Prior to the Merger, the trading symbols of our ordinary shares and warrants were ANDA and ANDAW, respectively. From March 2012 through November 2013, our units, sold in our IPO and described elsewhere in this Form 10-K, were traded on the NASDAQ Capital Market under the symbol ANDAU. However, as a condition to the Merger, we separated the units into their component securities (one ordinary share and one warrant) on a mandatory basis and the units ceased public trading.

The following table sets forth the high and low sales prices for our ordinary shares and warrants for the periods indicated since our ordinary shares and warrants commenced trading on May 10, 2012.

| Period         | Ordinary Shares |         | Warrants |        |
|----------------|-----------------|---------|----------|--------|
|                | High            | Low     | High     | Low    |
| Fiscal 2016:   |                 |         |          |        |
| First Quarter* | \$14.30         | \$9.82  | \$5.60   | \$3.01 |
| Fiscal 2015:   |                 |         |          |        |
| Fourth Quarter | \$15.59         | \$13.05 | \$9.00   | \$5.02 |
| Third Quarter  | \$15.95         | \$12.39 | \$5.96   | \$4.27 |
| Second Quarter | \$13.74         | \$8.50  | \$5.00   | \$2.05 |
| First Quarter  | \$10.73         | \$9.16  | \$2.75   | \$2.20 |
| Fiscal 2014:   |                 |         |          |        |

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|                |         |         |        |        |
|----------------|---------|---------|--------|--------|
| Fourth Quarter | \$12.00 | \$9.80  | \$3.44 | \$2.10 |
| Third Quarter  | \$12.29 | \$10.70 | \$4.15 | \$3.06 |
| Second Quarter | \$15.00 | \$10.20 | \$4.85 | \$2.20 |
| First Quarter  | \$11.15 | \$8.50  | \$2.95 | \$1.08 |

\* Through March 30, 2016.

## Holders

As of December 31, 2015, there were 318 holders of record of our ordinary shares and 14 holders of record of our warrants.

## Dividends

We have not paid any dividends on our ordinary shares to date. On April 14, 2015, the Company's Board of Directors authorized the payment of regular quarterly dividends to holders of its ordinary shares at a quarterly rate of \$0.125 per share (or \$0.50 per share on an annual basis). As of December 31, 2015 no dividends have been declared. The Board of Directors subsequently approved an Exchange Offer as amended to exchange all of the Company's outstanding warrants in exchange for ordinary shares of the Company at conversion ratio of 2.3 warrants in exchange for one ordinary share (subsequently amended to 2.5 warrants for one ordinary share). The Exchange Offer will remain open for a period of at least 30 business days once exchange documentation is sent to warrant holders and the first quarterly dividend payment will be made to shareholders of record 15 days after the end of the Exchange Offer. As of April 1, 2016, the SEC had not yet declared effective the Exchange Offer.

### **Purchases of Equity Securities by Issuer and Affiliates**

No purchases of our equity securities have been made by us or affiliated purchasers within the fourth quarter of the fiscal year ended December 31, 2015.

### **Item 6. Selected Financial Data.**

Not Applicable.

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*The following discussion of the Company's financial condition and results of operations should be read in conjunction with the Company's consolidated financial statements and notes to those statements included in this Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Please see the section entitled "Forward-Looking Statements and Introduction" in this Form 10-K.*

#### **Overview**

We are a holding company operating through our wholly-owned subsidiaries: TG, which manufactures, transforms, markets and exports a variety of glass products since 1994 and established the Alutions plant in 2007 for aluminum products, and ES, a leader in the production of high-end windows and architectural glass systems. We have more than 30 years' experience in the glass and aluminum structure assembly market in Colombia.

We manufacture hi-specification architectural glass and windows for the global residential and commercial construction industries. Currently we offer design, production, marketing, and installation of architectural systems for buildings of high, medium and low elevation size. Products include windows and doors in glass and aluminum, floating façades, office partitions and interior divisions, and commercial window showcases.

In recent years, we have expanded our US sales outside of the Florida market, entering into high-tech markets for curtain walls, obtaining a niche market access since this product is in high demand and marks a new trend in architecture. This product is a very sophisticated product and therefore garners high margins for us. These products



involve high performance materials that are produced by Alutions and TG with state of the art technology.

In Panama, ES sells products primarily to companies participating in large construction projects in the most exclusive areas of the city. For example, ES products were supplied in the construction of the tallest building in Central and South America, The Point, as well as in the construction of the most modern hotels in the region such as Megapolis and The Trump. Based on ES's knowledge of the construction market in Central America, ES has entered into one of the highest value window supply contracts in the hotel industry in Central America for the Soho Plaza.

## **How We Generate Revenue**

TG manufactures both glass and aluminum products. Its glass products include tempered glass, laminated glass, thermo-acoustic glass, curved glass, silk-screened glass, and digital print glass as well as mill finished, anodized, painted aluminum profiles and produces rods, tubes, bars and plates.

Window production lines are defined depending on the different types of windows: normal, impact resistant, hurricane-proof, safety, soundproof and thermal. ES produces fixed body, sliding windows, projecting windows, guillotine windows, sliding doors and swinging doors. ES produces façade products which include: floating facades, automatic doors, bathroom dividers and commercial display windows.

TG sells to over 400 customers using several sales teams based out of Colombia to specifically target regional markets in South, Central and North America. TG has sales representatives in the United States to address that market specifically. In addition, TG has approximately 10 free-lance sales representatives in North America.

ES sells its products through four main offices/sales teams based out of Colombia, Panama and the US. The Colombia sales team is our largest sales group, which has deep contacts throughout the construction industry. The Colombia sales team markets both ES's products as well as installation services. The Peruvian office is responsible for South American sales, excluding Colombia. Sales forces in Panama and in the US are not via subsidiaries but under agreements with sales representatives. ES has two types of sales operations: Contract sales, which are the high-dollar, specifically-tailored customer projects; and Standard Form Sales.

## **Liquidity and Cash Flow**

During the years ended December 31, 2015 and 2014, \$0.8 million and \$4.8 million, respectively, were generated and used in operations, respectively. Principal uses of cash were accounts receivable and inventories. While the trade accounts receivable cycle improved from 82 days in 2014 to 80 days in 2015, due to the increase in revenues, trade accounts receivable resulted in a use of \$22.9 million. \$27.8 million were used in inventories as the Company's inventory levels have risen due to strategic purchases of aluminum in order to protect prices and secure the raw materials necessary to fulfill the Company's backlog.

During the years ended December 31, 2015 and 2014, \$10.4 million and \$9.2 million were generated from debt, respectively (excluding other financing activities). Principal use of debt proceeds has been used in the acquisition of property and equipment. However, most of the company's acquisitions of property and equipment have been financed with capital leases and debt.

As of December 31, 2015 and December 31, 2014, we had cash and cash equivalents of approximately \$18.5 million and \$15.9 million, respectively. We expect that cash flow from operations, proceeds from borrowings under our lines of credit, including the refinancing discussed below, and the proceeds from the 2013 Merger will be our primary sources of liquidity and will be sufficient to fund our cash requirements for the next twelve months.

As a subsequent event, on January 7, 2016, we entered into a \$109.5 million, seven-year senior secured credit facility. Proceeds from the new facility were used to refinance \$83.5 million of existing debt, with the remaining \$26.0 million available to the Company for capital expenditures and working capital needs. Approximately \$51.6 million of the new facility were used to refinance current borrowings into long term debt. The Company's consolidated balance sheets as of December 31, 2015 reflects the effect of this refinance of the Company's current portion of long term debt and other current borrowings into long term debt based on the Company's intent as of that date. The new facility features two tranches, including one tranche denominated in USD representing 71% of the facility and another tranche denominated in Colombian Pesos (COP) representing the remaining 29%. Borrowings under the facility will bear interest at a weighted average interest rate of 7% for the first year, and thereafter at a rate of LIBOR plus 5.25% and DTF (Colombian index) plus 5.00% for the respective USD and COP denominated tranches.

Additionally, until the redemption of certain warrants and unit purchase options or their expiration in December 2016, we could receive up to \$56.0 million from the exercise of warrants and unit purchase options comprised of: up to \$33.5 million upon the exercise of all of the insider warrants and working capital warrants, up to \$1.0 million upon the exercise of the unit purchase options, up to \$0.8 million upon the exercise of the warrants underlying such unit purchase options and up to \$20.7 million upon the exercise of the warrants issued in our IPO. As of December 31, 2014, 102,570 warrants have been exercised for proceeds of \$0.8 million. During the year ended December 31, 2015 there were no warrants exercised for cash.

**Capital Resources**

We transform glass and aluminum into high specification architectural glass which requires significant investments in state of the art technology. During the years ended December 31, 2015 and 2014, we made investments primarily in building and construction, and machinery and equipment in the amount of \$80.2 million and \$56.6 million, respectively.

In August 2014, we entered into a contract to purchase equipment from Magnetron Sputter Vacuum Deposition to produce soft coated low emissivity glass as part of our improvements plan that entered production in the last quarter of 2015. The investment for this project is estimated at \$45 million for the equipment and facilities, financed primarily with a credit facility with an export credit guarantee by the German Federal Government.

**Restatement**

The accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations gives effect to the restatement adjustments made to the previously reported Consolidated Financial Statements for the year ended December 31, 2014. For additional information and a detailed discussion of the restatement, see Note 2, "Restatement" to the Notes to our consolidated financial statements included in this Annual Report under the caption Item 15, "Exhibits, Financial Statement Schedules".

**Results of Operations (Amounts in thousands)**

|                       | For the Years ended<br>December 31, |                     |
|-----------------------|-------------------------------------|---------------------|
|                       | 2015                                | 2014<br>(Restated)* |
| Net operating revenue | \$238,833                           | \$ 197,452          |
| Cost of sales         | 153,252                             | 131,156             |
| Gross Profit          | 85,581                              | 66,296              |
| Operating expenses    | 46,499                              | 39,064              |
| Operating income      | 39,082                              | 27,232              |

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|   |             |           |
|---|-------------|-----------|
| Change in fair value of warrant liability       | (24,901 )   | (1,711 )  |
| Change in fair value of earnout share liability | (10,858 )   | (10,807 ) |
| Non-operating income, net                       | 13,877      | 12,235    |
| Interest expense                                | (9,274 )    | (8,900 )  |
| Income tax provision                            | (20,691 )   | (8,538 )  |
| Net (loss) income                               | \$(12,765 ) | \$ 9,511  |

(\*) The data presented represents financial data on a restated basis. For more information on the restatement, see Note 2, "Restatement" to the Notes to our consolidated financial statements included in this Annual Report under the caption Item 15, "Exhibits, Financial Statement Schedules".

## Comparison of years ended December 31, 2015 and December 31, 2014

### Revenue

Our operating revenue increased from \$197.5 million in 2014 to \$238.8 million in 2015, or 21%. The increase mostly was driven by planning strategies designed to increase participation in the U.S. market.

The increase is partially due to high quality, reliability, and competitive prices which allowed us to further penetrate our existing markets and sell a larger volume of Company products. Sales in the U.S. market accounted for a \$40.2 million increase, which represents 39.6% as compared to 2014. The increase is also partially due to a diversification of markets within the country since our sales in the U.S. have historically been in the South Florida region where sales continue to increase significantly, but have also expanded to other regions of the United States. Sales to the US markets include, in average, more sophisticated products than the other markets in which the Company participates which also makes them higher priced products. Sales in Colombia, priced in Colombian pesos, increased by \$1.2 million, or approximately 2%, however, in terms of local currency represented a 39% increase, offset by unfavorable exchange rates. Sales in Panama decreased by \$4.0 million, or 35%, and sales to other territories increased by \$4.0 million, which represents a 90% increase.

### Cost of sales and gross profit margins

Cost of sales increased \$22.1 million or 17% from \$131.2 million during the year ended December 31, 2014 to \$153.3 million during the year ended December 31, 2015, below the growth in the Company's operating revenue. Sales margins calculated by dividing the gross profit by operating revenue increased from 34% to 36% between the years ended December 31, 2014 and 2015, respectively. We believe this is the result of a combination of favorable exchange rates for fixed costs in Colombian pesos, as well as a higher degree of vertical integration in which more Company products are used as raw materials to manufacture other finished goods. The amount of Company products used to manufacture other products increased from 27% of total consolidated sales during the year ended December 31, 2014 to 29% during the year ended December 31, 2015.

### Operating Expenses

Selling, general and administrative expenses increased 19%, or \$7.4 million, from the year ended December 31, 2014 to December 31, 2015. The principal factors of this increase were an increase of \$2.1 million in shipping expense as sales to more distant markets increase, \$1.4 million in sales commissions as part of our efforts to increase sales in the United States, \$1.3 million bad debt write-offs and a Capital Tax levied on the Colombian subsidiaries in the

Colombian tax reform of December 2014 that amounted to \$0.9 million in 2015. Additionally, there were smaller increases of \$0.8 million in higher depreciation and amortization, primarily for assets acquired during 2014 from RC Aluminum and Glasswall LLC, an increase in consulting fees of approximately \$0.6 million as well as \$0.5 million higher publicity related expenses and other small increases partially offset with decreases of Colombian Peso denominated expenses, such as personnel which decreased approximately \$0.3 million due to favorable exchange rates, in spite of there being 255 more employees hired.

#### **Change in Fair Value of Warrant Liability**

We incurred a non-cash, non-operating loss of \$24.9 million in the year ended December 31, 2015 due to the increase in the fair value of warrants relative to their last reported fair value at December 31, 2014. The fair value of the warrants changes in response to market factors not controlled by us such as the market price of our shares and the volatility index of comparable companies. There are no income tax effects of this warrant liability due to our company being registered in the Cayman Islands. Management does not consider the effects of the change in the fair value of the warrants to be indicative of our ongoing operating performance.

#### **Change in Fair Value of Earnout share liability**

We incurred a non-cash, non-operating loss of \$10.9 million in the year ended December 31, 2015 due to the increase in the fair value of earnout share liability relative to their last reported fair value at December 31, 2014. The fair value of the earnout shares changes in response to market factors such as the market price of our shares and the volatility index of comparable companies and the Company's forecasted EBITDA. There are no income tax effects of this earnout liability due to our company being registered in the Cayman Islands. Management does not consider the effects of the change in the fair value of the earnout shares to be indicative of our ongoing operating performance.

#### **Interest Expense**

Between the years ended December 31, 2015 and 2014, interest expense increased by \$0.4 million, or approximately 4%, from \$8.9 million to \$9.3 million as our debt increased from \$94.2 million as of December 31, 2014 to \$138.4 million in December 31, 2015.

#### **Non-Operating Income**

Non-operating income increased \$1.7 million, from \$12.2 million in the year ended December 31, 2014 to \$13.9 million in the year ended December 31, 2015, primarily as a result of an increase in financial revenues of \$1.1 million

comprised of interest income on receivable, as well as recoveries of scrap materials of \$0.5 million. Non-Operating Income is comprised mostly of foreign currency transaction gains which amounted to \$10.1 million and \$10.8 million during the year ended December 31, 2015 and 2014, respectively, related to the Company's Colombian subsidiaries ES and TG which have the Colombian Peso as functional currency, yet have important US Dollar denominated transactions.

**Off-Balance Sheet Arrangements**

We did not have any material off-balance sheet arrangements as of December 31, 2015.

**Contractual Obligations**

Future contractual obligations represent an impact to future cash flows as shown in the table for the period ended December 31, 2015:

| Contractual Obligations    | Payments Due by Period (In thousands) |                  |           |           |                   |
|----------------------------|---------------------------------------|------------------|-----------|-----------|-------------------|
|                            | TOTAL                                 | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Long Term Debt Obligations | \$ 112,332                            | \$ 20,961        | \$ 15,736 | \$ 25,740 | \$ 49,895         |
| Interest Obligations       | 32,972                                | 6,370            | 12,209    | 9,860     | 4,533             |
| Capital Lease Obligations  | 26,082                                | 2,851            | 4,985     | 7,887     | 10,359            |
| Total                      | \$ 171,386                            | \$ 30,182        | \$ 32,930 | \$ 43,487 | \$ 64,787         |

Future interest obligations are estimated assuming constant reference rates for obligations with variable interest rates. The average interest rate is approximately 7.3% and 10.4% per annum for long term debt and capital lease obligations respectively, and can vary up or down in accordance with money market rates in Colombia.

**Critical Accounting Policies**

The preparation of financial statements in conformity with U.S. GAAP requires that management make significant estimates and assumptions that affect the assets, liabilities, revenues and expenses, and other related amounts during the periods covered by the financial statements. Management routinely makes judgments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the future resolution of the uncertainties increases, these judgments become more subjective and complex. We have identified the following accounting policies as the most important to the portrayal of our current financial condition and results of operations.



### *Revenue Recognition*

Our principal sources of revenue are derived from product sales of manufactured glass and aluminum products. Delivery to the customer is deemed to have occurred when the title is passed to the customer. Generally, the title passes to the customer upon shipment, but could occur when the customer receives the product based on the terms of the agreement with the customer. The selling prices of all goods that the Company sells are fixed, and agreed to with the customer, prior to shipment. Selling prices are generally based on established list prices.

The Company recognizes revenue for standard form sales. Standard form sales are customer sales comprising low value installations that are of short duration. A standard form agreement is executed between the Company and its customer. Services are performed by the Company during the installation process. The price quote is determined by the Company, based on the requested installation, and approved by the customer before the Company proceeds with the installation. The customer's credit worthiness and payment capacity is evaluated before the Company will proceed with the initial order process.

Revenues from fixed price contracts, which represent approximately 22% of the Company's sales for the year ended December 31, 2015 are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract. These contracts typically have a duration ranging between one and three years. Revenues recognized in advance of amounts billable pursuant to contracts terms are recorded as unbilled receivables on uncompleted contracts based on work performed and costs to date. Unbilled receivables on uncompleted contracts are billable upon various events, including the attainment of performance milestones, delivery and installation of product, or completion of the contract. Revisions to cost estimates as contracts progress have the effect of increasing or decreasing expected profits each period. Changes in contract estimates occur for a variety of reasons, including changes in contract scope, estimated revenue and cost estimates. Change in contract estimates have not had a material effect on our financial statements.

### *Related party transactions*

The Company has related party transactions such as sales, purchases, leases, guarantees, and other payments. We perform a related party analysis to identify transactions to disclose quarterly. Depending on the transactions, we aggregate some related party information by type. When necessary we also disclose the name of a related party, if doing so is required to understand the relationship.

### *Estimation of Fair Value of warrant liability*

The best evidence of fair value is current prices in an active market for similar financial instruments. We determine the fair value of warrant liability by the Company using the Binomial Lattice pricing model. This model is dependent

upon several variables such as the instrument's expected term, expected strike price, expected risk-free interest rate over the expected instrument term, the expected dividend yield rate over the expected instrument term and the expected volatility of the Company's stock price over the expected term. The expected term represents the period of time that the instruments granted are expected to be outstanding. The expected strike price is based upon a weighted average probability analysis of the strike price changes expected during the term as a result of the down round protection. The risk-free rates are based on U.S. Treasury securities with similar maturities as the expected terms of the options at the date of valuation. Expected dividend yield is based on historical trends. The Company measures volatility using a blended weighted average of the volatility rates for a number of similar publicly-traded companies. The inputs to the model were stock price, dividend yield, risk-free rate, expected term and volatility.

In general, the inputs used are unobservable; therefore unless indicated otherwise, warrant liability is classified as level 3 under guidance for fair value measurements hierarchy.

*Estimation of Fair Value of Earnout share liability*

The best evidence of fair value is current prices in an active market for similar financial instruments. We determine the fair value of earnout share liability by the Company using Monte Carlo simulation, which models future EBITDA and stock prices during the earn-out period using the Geometric Brownian Motion. This model is dependent upon several variables such as the instrument's expected term, expected risk-free interest rate over the expected instrument term, the equity volatility of the Company's stock price over the expected term, the asset volatility, and the Company's forecasted EBITDA. The expected term represents the period of time that the instruments granted are expected to be outstanding. The risk-free rates are based on U.S. Treasury securities with similar maturities as the expected terms of the options at the date of valuation. The Company measures volatility using a blended weighted average of the volatility rates for a number of similar publicly-traded companies. The inputs to the model were stock price, risk-free rate, expected term and volatility.

In general, the inputs used are unobservable; therefore unless indicated otherwise, earnout share liability is classified as level 3 under guidance for fair value measurements hierarchy.

*Derivative Financial Instruments*

We conduct interest rate swap (IRS) transaction with key non-related financial entities to reduce the effect of interest rate fluctuations as economic hedges against interest rate risk. We have designated these derivatives at fair value and the accounting for changes is recorded in the statement of operations. The inputs used are similar to the prices for similar assets and liabilities in active markets directly or indirectly through market corroboration; therefore unless indicated otherwise, derivatives are classified as level 2 under guidance for fair value measurements hierarchy.

*Foreign currency transactions*

The functional currency of most of the Company's foreign subsidiaries and branches is the applicable local currency. Assets and liabilities are translated into U.S. dollars using the current exchange rates in effect at the balance sheet date, while revenues and expenses are translated at the average exchange rates during the period. The resulting translation adjustments are recorded as a component of accumulated other comprehensive earnings within stockholders' equity. The Company also recognizes gains and losses associated with transactions that are denominated in foreign currencies within non-operating income in the Company's consolidated statement of operations.

*Income taxes*

The Company is subject to income taxes in some jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

### *Business combinations*

We allocate the total purchase price of the acquired tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the business combination date, with the excess purchase price recorded as goodwill. The purchase price allocation process required us to use significant estimates and assumptions, including fair value estimates, as of the business combination date. Although we believe the assumptions and estimates we have made are reasonable and appropriate, they are based in part on historical experience and information obtained from management of the acquired company, in part based on valuation models that incorporate projections of expected future cash flows and operating plans and are inherently uncertain. Valuations are performed by management or third party valuation specialists under management's supervision. In determining the fair value of assets acquired and liabilities assumed in business combinations, as appropriate, we may use one of the following recognized valuation methods: the income approach (including the cost saving method and the discounted cash flows from relief from royalty), the market approach and/or the replacement cost approach.

Examples of significant estimates used to value certain intangible assets acquired include but are not limited to:

- sales volume, pricing and future cash flows of the business overall

- future expected cash flows from customer relationships, and other identifiable intangible assets, including future price levels, rates of increase in revenue and appropriate attrition rate

- the acquired company's brand and competitive position, royalty rate, as well as assumptions about the period of time the acquired brand will continue to benefit to the combined company's product portfolio

- cost of capital, risk-adjusted discount rates and income tax rates

However, different assumptions regarding projected performance and other factors associated with the acquired assets may affect the amount recorded under each type of assets and liabilities, mainly between property plant and equipment, intangibles assets, goodwill and deferred income tax liabilities and subsequent assessment could result in future impairment charges. The purchase price allocation process also entails us to refine these estimates over a

measurement period not to exceed one year to reflect new information obtained surrounding facts and circumstances existing at acquisition date.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Not Applicable.

**Item 8. Financial Statements and Supplementary Data.**

This information appears following Item 15 of this Report and is included herein by reference.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures.**

None.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of Tecnoglass, Inc.'s "disclosure controls and procedures" as of the end of the period covered by this Annual Report. Based on this evaluation, our principal executive officer and principal financial officer concluded that, because of the material weaknesses in our internal control over financial reporting described below, our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, were not effective as of December 31, 2015. Notwithstanding the material weaknesses in our internal control over financial reporting as of December 31, 2015 described below, we believe the consolidated financial statements are fairly stated in all material respects in accordance with generally accepted accounting principles in the United States of America for each of the periods presented herein.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended.

A company's internal control over financial reporting includes policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2015, based on criteria set forth in the "*Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*".

Based on this evaluation, our management concluded that, because of the material weaknesses described below, our internal control over financial reporting as of December 31, 2015, was not effective.

A "material weakness" is a deficiency or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

We have identified, as of December 31, 2015, the following material weaknesses in our internal control over financial reporting:

Entity-Level Controls - The Company has not finished the process of establishing the proper design of the Entity Level Controls which support the effectiveness of the internal control over financial reporting, therefore, certain deficiencies in these controls may not assure the proper control environment for risk and fraud management. Regarding the Information Technology General Controls (ITGC's), we determined the designed controls did not operate effectively in order to prevent, detect and correct errors or prevent frauds within the Information Technology environment.

Financial Closing and Reporting Process - We have not implemented controls over the identification, accounting treatment classification and nature of non-routine, unusual transactions, inclusive of significant related party transactions and for policies related to management evaluation of certain accounting estimates. Specifically we determined several controls deficiencies that resulted in audit adjustments to the company's consolidated financial statements regarding warrant liabilities, earnout shares, shipping costs, netting of deferred taxes, revenue from related parties, earnings per share calculations, cash flow statement preparation, sale leaseback transactions and the classification of debt instruments. The aforementioned transactions' accounting treatment affected financial statements assertions such as completeness, accuracy, rights and obligations, cutoff and presentation and disclosure related to assets, liabilities, equity, revenues, operating and non-operating income and expense accounts. Regarding the basis for calculating diluted earnings per share, we did not adequately take into account the effect of dilutive earnout shares.

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

#### **Remediation regarding the Revenue Recognition Material Weakness identified for the Fiscal Year Ended December 31, 2014**

As stated in our annual report on Form 10K, for the fiscal year ended December 31, 2014, management identified some material weakness in our processes regarding Revenue Recognition.

In September of 2015, the Company implemented the required controls and additional procedures in order to improve the processes related to the Percentage of Completion Method, which allowed for a more accurate and reliable information. The Company's remediation actions included:

- Assurance of the Percentage of Completion Method completeness by validating the information source (i.e. contract price, initial estimated cost, period actual invoicing, accumulated invoicing, actual cost) contained in our Enterprise Resource Planning ("ERP"). In addition, validation of changes in contract prices and costs.

- Review of the projects advance with Project Managers and reconciling the costs recorded in our ERP.

- Monthly comparison between actual costs and amounts recorded in our ERP and information oversight (i.e. accounts receivable, engineering, invoicing and finance) for performing the projects closing process in our ERP.



Once the Percentage of Completion Method is automatically calculated in our ERP, several manual controls were established for validating accuracy, completeness and cutoff.

- Disclosures regarding revenue recognition are documented in a checklist approved by the Disclosure Committee.

The controls implemented through the remediation plan were validated by our Internal Control staff, as follows:

- Comparison between the SAP Percentage of Completion calculation and the spreadsheet results.
- Review of project advancement with Project Managers.
- Validation of the journal entries approval by our CFO.
- New projects' accounting treatment review related to the Percentage of Completion Method.
- Project closing review in our ERP.
- Monitoring significant changes regarding the Percentage of Completion Method.

**Remediation regarding the Entity Level Controls and ITGC's Material Weakness identified for the Fiscal Year Ended December 31, 2015 and 2014**

Created an internal control department with five experienced members who are now leading the SOX Compliance project and the internal audit procedures. Developed the internal audit plan for strengthening our control activities and therefore our Entity Level Controls.

Contracted a co-sourcing with Deloitte for identifying risks and implementing internal controls over financial reporting in order to become SOX compliant. As of December 31, 2015, a total of 256 SOX control were designed. Plan to start performing quarterly SOX control tests beginning in May 2016 in order to ensure that such controls are appropriately designed and effectively operating.

Created a Financial Reporting unit in the United States responsible for the SEC reporting process and implementing SOX controls related to financial reporting.

Trained our international finance and accounting personnel considering relevant topics under USGAAP based on the company's transactions (i.e. revenue recognition, inventories, long-lived assets, financial instruments, deferred taxes, etc.).

Increased management oversight by creating a Disclosure Committee comprised of senior managers with responsibility for responding to issues raised during the financial reporting process and assessing disclosure completeness.

Performed the ERP users roles analysis, segregation of duties and the internal audit of the IT issues. In addition, key account processes such as Percentage of Completion (POC), Financial Instruments Management, depreciation and amortization and foreign exchange calculations were automated. Plan to acquire and implement a software for optimizing the Information Systems Access Management in April 2016. Regarding the Information Technology General Controls (ITGC's), control operating effectiveness testing is planned to be performed quarterly beginning in May, 2016, in order to prevent, detect and correct errors or prevent frauds within the Information Technology environment.

Implemented a reporting channel (i.e. Web Case Management and Hotline) with NAVEX Global for reporting violations to our Code of Ethics. Established an ethics training for our personnel to begin in March 2016; furthermore, we will create a public reporting channel in case of ethical dilemmas so that our Corporate Governance may strengthen.

**Financial Closing and Reporting:** We performed additional manual procedures and analysis such as validation of sources of information that impact our financial statements, the translation process into US GAAP and other post-closing procedures in order to prepare the consolidated financial statements and disclosures included in this Annual Report. In addition, during the fourth quarter of 2015, implemented 34 SOX controls in order to comply with the aforementioned procedures, as follows:

Established formal procedures for appropriately performing the closing related activities, journal entries and accruals.

Implemented reconciliation processes for validating intercompany and related party transactions and key balance sheet accounts such as accounts receivable, inventories, property, plant and equipment, payroll, payables and debt.

Designed a formal review process for unusual transactions in order to determine the proper accounting treatment and developed procedures that improved the interim and annual financial statements review. Review and update the accounting policies that address the appropriate procedures for significant, non-routine, unusual, or complex events or transactions. Strengthen the process for reconciling and determining the appropriate recording for related party transactions.

### **Changes in Internal Control Over Financial Reporting**

As discussed in the sections “Remediation of Material Weaknesses in Internal Control over Financial Reporting” and “Managements Actions to Remediate Material Weaknesses”, there were changes in our internal control over financial reporting during the fourth quarter of 2015.

### **Item 9B. Other Information.**

None.

PART III

**Item 10. Directors, Executive Officers and Corporate Governance.**

**Directors and Executive Officers**

Our current directors and executive officers are as follows:

| <b>Name</b>               | <b>Age</b> | <b>Position</b>                      |
|---------------------------|------------|--------------------------------------|
| José M. Daes              | 55         | Chief Executive Officer and Director |
| Christian T. Daes         | 51         | Chief Operating Officer and Director |
| Joaquin Fernandez         | 55         | Chief Financial Officer              |
| A. Lorne Weil             | 65         | Non-Executive Chairman of the Board  |
| Samuel R. Azout           | 56         | Independent Director                 |
| Juan Carlos Vilariño      | 53         | Independent Director                 |
| Martha (Stormy) L. Byorum | 61         | Independent Director                 |
| Julio A. Torres           | 48         | Independent Director                 |

**José M. Daes** has served as our chief executive officer and a director since December 2013. Mr. Daes has over 30 years' experience starting and operating various businesses in Colombia and the U.S. Mr. Daes has served as chief executive officer of ES since its inception in 1984, responsible for all aspects of ES's operations. Mr. Daes began his career in textiles, importing textiles from Japan to Colombia and later owned and operated an upscale clothing store with multiple locations in Miami. Mr. Daes is the older brother of Christian T. Daes, our chief operating officer and director.

We believe Mr. Daes is well-qualified to serve as a member of our board of directors due to his operational experience with ES and TG and his knowledge of the industry within which they operate.

**Christian T. Daes** has served as our chief operating officer and a director since December 2013. Mr. Daes has served as the chief executive officer of Tecnoglass since its inception in 1994, responsible for all aspects of Tecnoglass's operations. Mr. Daes's philanthropic activities include founding the Tecnoglass-ES Windows Foundation, which promotes local development, health and social programs in Barranquilla, Colombia. Mr. Daes is the younger brother of José M. Daes, our chief executive officer and director.

We believe Mr. Daes is well-qualified to serve as a member of our board of directors due to his operational experience with ES and TG and his knowledge of the industry within which they operate.

**Joaquín F. Fernández** has served as our chief financial officer since December 2013 and the chief financial officer for TG and ES since 2007. He has also served as a director of ES since January 2002. Mr. Fernández oversees the gathering, reporting, presentation and interpretation of the historical financial information for us and our subsidiaries, as well as implementation of financial strategy for us. Prior to joining TG and ES, Mr. Fernández worked at fuel distribution, outsourcing, and public utility companies.

**A. Lorne Weil** has served as a member of our board of directors and non-executive chairman of the board since our inception. He has also served as a director of Sportech Plc, one of the largest suppliers and operators of pools/tote (often also referred to as pari-mutuel) betting in the world, since October 2010. From October 1991 to November 2013, Mr. Weil served as chairman of the board of Scientific Games Corporation, a supplier of technology-based products, systems and services to gaming markets worldwide, and served as its chief executive officer from April 1992 until November 2013. Mr. Weil also served as president of Scientific Games from August 1997 to June 2005. From 1979 to November 1992, Mr. Weil was president of Lorne Weil, Inc., a firm providing strategic planning and corporate development services to high technology industries. Previously, Mr. Weil was vice president of corporate development at General Instrument Corporation, working with wagering and cable systems.

We believe Mr. Weil is well-qualified to serve as a member of our board of directors due to his extensive business experience in strategic planning and corporate development, his contacts he has fostered throughout his career, as well as his operational experience.

**Samuel R. Azout** has served on our board of directors since December 2013 and on the board of TG since February 2009. Since March 2013, Mr. Azout has served as an investment manager for Abacus Real Estate. From January 2012 to March 2013, Mr. Azout served as the chief executive officer of the National Agency for Overcoming Extreme Poverty in Colombia, an organization formed by the government of Colombia to assist families in poverty. From September 2008 to January 2012, Mr. Azout was the senior presidential advisor for Social Prosperity, employed by the administration of the President of Colombia. Prior to this, Mr. Azout served as chief executive officer of Carulla Vivero S.A., the second largest retailer in Colombia, for 10 years, until he led its sale to Grupo Exito in 2006.

We believe Mr. Azout is well-qualified to serve as a member of our board of directors due to his contacts and business relationships in Colombia.

**Juan Carlos Vilariño** has served on our board of directors since December 2013, on the board of TG since November 1995 and on the board of ES since March 1997. Mr. Vilariño has worked as the general manager of various business highway concession consortiums in Colombia including the Malla Vial del Atlántico Highway Concession Consortium since 1993 and the Barranquilla-Ciénaga Highway Concession consortium since 1999. Mr. Vilariño began his career as the assistant vice president in the general consulting department of Finance Corporation of the North, S.A. We believe Mr. Vilariño is well-qualified to serve as a member of our board of directors due to his contacts and business relationships in Colombia.

**Martha (Stormy) L. Byorum** has served as a member of our board of directors since November 2011. Ms. Byorum is founder and chief executive officer of Cori Investment Advisors, LLC (Cori Capital), a financial services entity that was most recently (January 2005 through August 2013) a division of Stephens Inc., a private investment banking firm founded in 1933. Ms. Byorum was also an executive vice president of Stephens Inc. from January 2005 until August 2013. From March 2003 to December 2004, Ms. Byorum served as chief executive officer of Cori Investment Advisors, LLC, which was spun off from VB&P in 2003. Ms. Byorum co-founded VB&P in 1996 and served as a Partner until February 2003. Prior to co-founding VB&P in 1996, Ms. Byorum had a 24-year career at Citibank, where, among other things, she served as chief of staff and chief financial officer for Citibank's Latin American Banking Group from 1986 to 1990, overseeing \$15 billion of loans and coordinating activities in 22 countries. She was later appointed the head of Citibank's U.S. Corporate Banking Business and a member of the bank's Operating Committee and a Customer Group Executive with global responsibilities.

Ms. Byorum is a Life Trustee of Amherst College and a chairman of the finance committee of the board of directors of Northwest Natural Gas, a large distributor of natural gas services in the Pacific Northwest.

We believe Ms. Byorum is well-qualified to serve as a member of the board of directors due to her operational experience with Cori Capital Advisors, VB&P and Citibank and her financial background, which includes having served on the audit committees of four publicly-traded companies.

**Julio A. Torres** has served on our board of directors since October 2011. He previously served as our co-chief executive officer from October 2011 through January 2013. Since March 2008, Mr. Torres has served as managing director of Nexus Capital Partners, a private equity firm. From April 2006 to February 2008, Mr. Torres served with the Colombian Ministry of Finance acting as general director of public credit and the treasury. From June 2002 to April 2006, Mr. Torres served as managing director of Diligo Advisory Group, an investment banking firm. From September 1994 to June 2002, Mr. Torres served as vice president with JPMorgan Chase Bank.

We believe Mr. Torres is well-qualified to serve as a member of our board of directors due to his operational experience with Nexus Capital Partners, his work with the Colombian government and his extensive contacts he has fostered while working at Nexus Capital Partners, JPMorgan Chase Bank and in the Colombian government.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and ten percent shareholders are required by regulation to furnish us with copies of all Section 16(a) reports they file. Based solely on a review of such reports received by us and written representations from certain reporting persons that no Form 5s were required for those persons, we believe that, during the fiscal year ended December 31, 2015, all reports required to be filed by our officers, directors and persons who own more than ten percent of a registered class of our equity securities were filed on a timely basis.

### **Code of Ethics**

In March 2012, we adopted a code of ethics that applies to all of our executive officers, directors and employees. The code of ethics codifies the business and ethical principles that govern all aspects of our business. We will provide, without charge, upon request, copies of our code of ethics. Requests for copies of our code of ethics should be sent in writing to Tecnoglass Inc., Avenida Circunvalar a 100 mts de la Via 40, Barrio Las Flores, Barranquilla, Colombia, Attn: Corporate Secretary.

## Corporate Governance

### *Audit Committee*

We have a standing audit committee of the board of directors, which consists of Martha L. Byorum, Samuel R. Azout and Julio Torres, with Martha L. Byorum serving as chairman. Each of the members of the audit committee is independent under the applicable NASDAQ listing standards.

The audit committee has a written charter, a copy of which was filed with our Definitive Proxy Statement on Schedule 14A filed with the SEC on December 4, 2013. The purpose of the audit committee is to appoint, retain, set compensation of, and supervise our independent accountants, review the results and scope of the audit and other accounting related services and review our accounting practices and systems of internal accounting and disclosure controls. The audit committee's duties, which are specified in the audit committee charter, include, but are not limited to:

- reviewing and discussing with management and the independent auditor the annual audited financial statements, and recommending to the board whether the audited financial statements should be included in our Form 10-K;
- discussing with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of our financial statements;
- discussing with management major risk assessment and risk management policies;
- monitoring the independence of the independent auditor;
- verifying the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
- reviewing and approving all related-party transactions;
- inquiring and discussing with management our compliance with applicable laws and regulations;
  
- pre-approving all audit services and permitted non-audit services to be performed by our independent auditor, including the fees and terms of the services to be performed;
- appointing or replacing the independent auditor;
- determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; and
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or reports which raise material issues regarding its financial statements or accounting policies

The audit committee has discussed with the independent auditors the matters required by the Public Company Accounting Oversight Board ("PCAOB") auditing standard No. 16 – Communication with Audit Committees, including



independent accountant's independence.

#### *Financial Experts on Audit Committee*

The audit committee will at all times be composed exclusively of "independent directors," as defined for audit committee members under the NASDAQ listing standards and the rules and regulations of the Securities and Exchange Commission, who are "financially literate," as defined under NASDAQ's listing standards. NASDAQ's listing standards define "financially literate" as being able to read and understand fundamental financial statements, including a company's balance sheet, statement of operations and cash flow statement. The board of directors has determined that Martha Byorum satisfies NASDAQ's definition of financial sophistication and also qualifies as an "audit committee financial expert" as defined under rules and regulations of the Securities and Exchange Commission.

#### *Nominating Committee*

We have a standing nominating committee, which consists of A. Lorne Weil, Martha L. Byorum, Samuel R. Azout and Juan Carlos Vilariño, with A. Lorne Weil serving as chairperson. Each member of the nominating committee is an "independent director" as defined under NASDAQ listing standards. Pursuant to its written charter, a copy of which was filed with our Definitive Proxy Statement on Schedule 14A filed with the SEC on December 4, 2013, our nominating committee is responsible for overseeing the selection of persons to be nominated to serve on our board of directors.

#### *Guidelines for Selecting Director Nominees*

The nominating committee considers persons identified by its members, management, shareholders, investment bankers and others. Currently, the guidelines for selecting nominees, which are specified in the nominating committee charter, generally provide that persons to be nominated:

· should have demonstrated notable or significant achievements in business, education or public service;  
· should possess the requisite intelligence, education and experience to make a significant contribution to the board of directors and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and

· should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the shareholders.

The nominating committee will consider a number of qualifications relating to management and leadership experience, background and integrity and professionalism in evaluating a person's candidacy for membership on the board of directors. The nominating committee may require certain skills or attributes, such as financial or accounting experience, to meet specific board needs that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of board members. The nominating committee does not distinguish among nominees recommended by shareholders and other persons.

There have been no material changes to the procedures by which shareholders may recommend nominees to the nominating committee.

#### *Compensation Committee*

We have a standing compensation committee consisting of Julio Torres, Samuel R. Azout and Juan Carlos Vilariño, with Julio Torres serving as chairperson. Pursuant to the compensation committee charter, a copy of which was filed with our Definitive Proxy Statement on Schedule 14A filed with the SEC on December 4, 2013, the compensation committee oversees our compensation and employee benefit plans and practices, including our executive, director and other incentive and equity-based compensation plans. The specific responsibilities of the compensation committee include making recommendations to the board regarding executive compensation of our executive officers and non-employee directors, administering our 2013 Long-Term Incentive Equity Plan, and preparing and reviewing compensation-related disclosure, including a compensation discussion and analysis and compensation committee report (if required), for our filings with the Securities and Exchange Commission.

### **Item 11. Executive Compensation.**

#### **Overview**

Our policies with respect to the compensation of our executive officers are administered by our board in consultation with our compensation committee. Our compensation policies are intended to provide for compensation that is sufficient to attract, motivate and retain executives of outstanding ability and potential and to establish an appropriate relationship between executive compensation and the creation of shareholder value. To meet these goals, the compensation committee is charged with recommending executive compensation packages to our board.

Prior to consummation of the Merger in December 2013, none of our executive officers or directors received compensation for services rendered to the Company. No compensation or fees of any kind, including finders, consulting or other similar fees, were paid to any of our initial shareholders, including our officers and directors, or any of their respective affiliates, prior to, or for any services they rendered in order to effectuate, the consummation of the initial business combination.

### Summary Compensation Table

The following table summarizes the total compensation for the years ended December 31, 2015 and 2014 of each of our named executive officers.

| Name and principal position | Year | Salary    | Bonus     | Total     |
|-----------------------------|------|-----------|-----------|-----------|
| Jose M. Daes (1)            | 2015 | \$720,000 | \$132,000 | \$852,000 |
| Chief Executive Officer     | 2014 | \$683,000 | \$        | \$683,000 |
| Christian T. Daes (2)       | 2015 | \$438,000 | \$        | \$438,000 |
| Chief Operating Officer     | 2014 | \$430,000 | \$        | \$430,000 |
| Joaquin Fernández (3)       | 2015 | \$142,200 | \$12,000  | \$154,200 |
| Chief Financial Officer     | 2014 | \$180,000 | \$34,000  | \$214,000 |

- (1) Mr. Daes was appointed chief executive officer in December 2013 in connection with the Merger. Mr. Daes also serves as chief executive officer of ES.
- (2) Mr. Daes was appointed chief operating officer in December 2013 in connection with the Merger. Mr. Daes also serves as chief executive officer of Tecnoglass.
- (3) Mr. Fernández was appointed chief financial officer in December 2013 in connection the Merger. Mr. Fernandez also serves as chief financial officer of TG and ES.

#### *Compensation Arrangements with Named Executive Officers*

At present, we do not have employment agreements in place for our current executive officers. We have determined to continue the compensation arrangements that were in place for each Messrs. Daes and Daes with ES and Tecnoglass, respectively, providing for an annual base salary of \$720,000, and to provide an annual base salary to Mr. Fernandez equal to approximately \$180,000 going forward. Our compensation committee may determine to award a discretionary cash bonus to such executive officers as has been awarded in the past by Tecnoglass and ES, and may also determine to award to such executive officers share options, share appreciation rights or other awards under our 2013 Long-Term Equity Incentive Plan. We anticipate continuing these compensation arrangements until we enter into employment agreements with our executive officers. Upon entry into employment agreements with our executive officers, we will file a Current Report on Form 8-K to disclose the material terms of such agreements.

#### **Equity Awards at Fiscal Year End**

As of December 31, 2015, we had not granted any share options, share appreciation rights or any other awards under long-term incentive plans to any of our executive officers.

#### **Director Compensation**

For the year ended December 31, 2015, we did not compensate any of our directors for their service on the board. However, we did reimburse our directors for out-of-pocket expenses incurred by them in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Additionally, in October 2015, the Company authorized to grant each non-employee director \$50,000 worth of ordinary shares of the Company payable annually, commencing in October 2016.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following table sets forth information as of December 31, 2015 regarding the beneficial ownership of our ordinary shares by:

- Each person known to be the beneficial owner of more than 5% of our outstanding ordinary shares;
- Each director and each named executive officer; and
- All current executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all ordinary shares beneficially owned by them. This table is prepared solely based on information supplied to us by the listed beneficial owners, any Schedules 13D or 13G and other public documents filed with the SEC. The percentage of beneficial ownership is calculated based on 26,895,636 ordinary shares outstanding as of December 31, 2015. Shares which an individual or group has a right to acquire within 60 days pursuant to the exercise or conversion of options, warrants or other similar convertible or derivative securities are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

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| Name and Address of Beneficial Owner <sup>(1)</sup>              | Amount and<br>Nature<br>of Beneficial<br>Ownership |     | Approximate<br>Percentage of<br>Beneficial<br>Ownership |   |
|--|--|-----|---|---|
| <b>Directors and Named Executive Officers</b>                    |  |     |   |   |
| Jose M. Daes<br>Chief Executive Officer and Director             | 0  | (2) | 0   | % |
| Christian T. Daes<br>Chief Operating Officer and Director        | 0  | (2) | 0   | % |
| Samuel R. Azout<br>Director                                      | 0  |     | 0   | % |
| Juan Carlos Vilariño<br>Director                                 | 0  |     | 0   | % |
| Joaquin F. Fernandez<br>Chief Financial Officer                  | 21,856,223   | (3) | 78.9  | % |
| A. Lorne Weil<br>Chairman of the Board                           | 95,693   | (4) | *   |   |
| Julio A. Torres<br>Director                                      | 104,836  |     | *   |   |
| Martha L. Byorum<br>Director                                     | 190,000  | (5) | *   |   |
| All directors and executive officers as a group (8 persons)      | 22,246,752   |     | 80.5  | % |
| Five Percent Holders:  |  |     |   |   |
| Energy Holding Corporation                                       | 21,856,223   | (3) | 78.9  | % |
| Red Oak Partners, LLC  | 1,969,021  | (6) | 7.3   | % |
| 304 Park Avenue South, 11 <sup>th</sup> Floor, New York NY 10010 |  |     |   |   |

\* Less than 1%

(1) Unless otherwise indicated, the business address of each of the individuals is Avenida Circunvalar a 100 mts de la Via 40, Barrio Las Flores, Barranquilla, Colombia.

(2) Does not include shares held by Energy Holding Corporation, in which this person has an indirect ownership interest.

(3) Represents all ordinary shares held by Energy Holding Corporation, of which Messrs. Joaquin Fernandez and Alberto Velilla Becerra are directors and may be deemed to share voting and dispositive power over such shares. Includes 789,082 ordinary shares issuable upon the exercise of 789,082 private warrants held by Energy Holding Corporation, which became exercisable upon the consummation of our initial business combination. Does not include

the shares that may be issued to Energy Holding Corporation upon achievement of certain share price and earnings targets for the fiscal years ending December 31, 2015 and 2016.

(4) Does not include 253,000 ordinary shares held by Child's Trust f/b/o Francesca Weil u/a dated March 4, 2010 and 253,000 ordinary shares held by Child's Trust f/b/o Alexander Weil u/a dated March 4, 2010, irrevocable trusts established for the benefit of Mr. Weil's children.

(5) Includes 110,000 ordinary shares issuable upon the exercise of 125,000 private warrants held by such reporting person, which became exercisable upon consummation of our initial business combination.

(6) Red Oak Partners may be deemed to beneficially own 1,969,021 ordinary shares which includes: (i) 667,641 ordinary shares beneficially owned by Red Oak Fund including 155,977 ordinary shares, 484,330 ordinary shares issuable upon exercise of warrants held by Red Oak Fund, and 27,334 ordinary shares issuable upon exercise of 13,667 unit purchase options held by Red Oak Fund; (ii) 307,607 ordinary shares beneficially owned by Red Oak Long Fund including 68,561 ordinary shares, 225,962 ordinary shares issuable upon exercise of warrants held by Red Oak Long Fund, and 13,084 ordinary shares issuable upon exercise of 6,542 unit purchase options held by Red Oak Long Fund; (iii) 883,268 ordinary shares beneficially owned by Pinnacle Partners, LLC and Pinnacle Opportunities Fund, LP ("Pinnacle Funds") including 208,981 ordinary shares, 637,282 ordinary shares issuable upon exercise of warrants held by Pinnacle Funds, and 37,004 ordinary shares issuable upon exercise of 18,502 unit purchase options; and (iv) 13,700 ordinary shares beneficially owned by Wolverine Trading LLC ("Wolverine") including 8,900 ordinary shares and 4,800 ordinary shares issuable upon exercise of warrants held by Wolverine. Red Oak Partners has discretionary authority over shares and warrants held by Wolverine. Information was derived from a Schedule 13D filed on February 16, 2016.

**Equity Compensation Plans**

| Category   | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column) |
|--|---|---|---|
| Equity compensation plans approved by security holders     | -   | -   | 1,593,917   |
| Equity compensation plans not approved by security holders | -   | -   | -   |
| Total  | -   | -   | 1,593,917   |

On December 20, 2013, our shareholders approved our 2013 Long-Term Equity Incentive Plan (“2013 Plan”). Under the 2013 Plan, 1,593,917 ordinary shares are reserved for issuance in accordance with the plan’s terms to eligible employees, officers, directors and consultants. As of December 31, 2015, no awards had been made under the 2013 Plan.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.****Related Transactions*****E.S. Windows, LLC***

The majority of shares of ESW LLC, a Florida limited liability company, are owned by Jose Daes, Christian Daes and Evelyn Daes. ESW LLC acts as one of ES’s importers and distributors in the U.S. ESW LLC sends project specifications and orders from its clients to ES, and in turn, receiving pricing quotes from ES which are conveyed to the client. ESW LLC does not install any of our products. The Company’s CEO and COO, other family members, and other related parties own 100% of the equity in ESW LLC. Sales to ESW LLC amounted to \$48.8 and \$37.1 million during the years ended December 31, 2015 and December 31, 2014, respectively.





***Ventanas Solar S.A.***

Ventanas Solar S.A. (“VS”), a Panama *sociedad anonima*, is an importer and installer of the Company’s products in Panama. Family members of the Company’s CEO and COO and other related parties own 100% of the equity in US. The Company’s sales to US for the year ended December 31, 2015 and 2014 were \$5.4 million and \$0.2 million, respectively. Outstanding receivables from VS at December 31, 2015 and 2014 were \$9.4 million and \$12.2 million, respectively, including a long term payment agreement for trade receivables of \$9.2 million as of December 31, 2015 related to two collection agreements, pursuant to which VS collects the Company’s receivables from customers in Panama.

***Merger Consideration***

Energy Holding Corporation, the sole shareholder of Tecnoglass Holding whose shareholders are all of the former shareholders of Tecnoglass and ES, received 20,567,141 ordinary shares in consideration of all of the outstanding and issued ordinary shares of Tecnoglass Holding.

Pursuant to the agreement and plan of reorganization, we issued to Energy Holding Corp. an aggregate of 500,000 ordinary shares based on its achievement of specified EBITDA targets set forth in such agreement for the fiscal year ended December 31, 2014 and we will issue 1,000,000 ordinary shares upon achievement of specified EBITDA target in the fiscal year ended December 31, 2015.

Energy Holding Corp. also has the contractual right to receive an additional 1,500,000 ordinary shares, to be released upon the attainment of specified share price targets or targets based on our EBITDA in the fiscal year ending December 31, 2016. The following table sets forth the targets and the number of earnout shares issuable to Tecnoglass Holding shareholders upon the achievement of such targets:

|                             | Ordinary Share Price Target | EBITDA Target |              | Number of Earnout Shares |           |
|-----------------------------|-----------------------------|---------------|--------------|--------------------------|-----------|
|                             |                             | Minimum       | Maximum      | Minimum                  | Maximum   |
| Fiscal year ending 12/31/16 | \$ 15.00 per share          | \$40,000,000  | \$45,000,000 | 1,333,333                | 1,500,000 |

If either the ordinary share target or the maximum EBITDA target is met in any fiscal year, Energy Holding Corp. receives the maximum number of earnout shares indicated for the year. In the event the ordinary share target is not met but the combined company’s EBITDA falls within the minimum and maximum EBITDA target for a specified year, the number of earnout shares to be issued will be interpolated between such targets. In the event neither the ordinary share target nor the minimum EBITDA target is met in a particular year, but a subsequent year’s share price

or EBITDA target is met, Energy Holding Corp. will earn the earnout shares for the previous year as if the prior year's target had been met.

Joaquin Fernandez and Alberto Velilla Becerra are directors of Energy Holding Corporation. Jose Daes and Christian Daes are shareholders of Energy Holding Corporation.

### ***Registration Rights***

Our initial shareholders, Energy Holding Corporation, holders of the private warrants and warrants issued upon conversion of the promissory note (described above) (and all underlying securities), are entitled to registration rights pursuant to an agreement entered into on December 20, 2013. The holders of a majority of these securities are entitled to make up to two demands that we register such securities, and have certain "piggy-back" registration rights with respect to registration statements filed subsequent to our consummation of the Merger. Pursuant to the agreement, we will bear the expenses incurred in connection with the filing of any such registration statements. All such securities were included on our Registration Statement on Form S-3 filed on February 11, 2014 and later amended on Form S-1, declared effective on June 16, 2014.

### ***Transfer Agreements in connection with Merger***

On December 19, 2013, we entered into an agreement with an affiliate of A. Lorne Weil, our non-executive chairman of the board, and a third party shareholder pursuant to which the third party shareholder agreed to use commercially reasonable efforts to purchase up to 1,000,000 ordinary shares in the open market and agreed that it would not seek conversion or redemption of any such purchased shares in connection with the Merger. This third party shareholder and its affiliates purchased an aggregate of 985,896 ordinary shares pursuant to this agreement. Pursuant to the agreement, Mr. Weil's affiliate transferred to the third party shareholder and its affiliates an aggregate of 2,167,867 private warrants. Additionally, EarlyBirdCapital, Inc., our financial advisor, transferred to the third party shareholder and its affiliates certain unit purchase options, each to purchase one ordinary share and one warrant to purchase one ordinary share. We agreed to file a registration statement with the Securities and Exchange Commission covering the resale of the warrants and shares underlying the warrants, as well as the unit purchase options and underlying securities, transferred to the shareholder and its affiliates, which such registration statement was filed on February 11, 2014 and declared effective on June 16, 2014.

Also on December 19, 2013, we entered into subscription agreements with two investors pursuant to which such investors agreed to purchase an aggregate of 649,382 ordinary shares at \$10.18 per Share, or an aggregate of \$6,610,709. In connection with this purchase, the affiliate of Mr. Weil transferred an aggregate of 608,796 private warrants to such investors. We agreed to file a registration statement with the Securities and Exchange Commission covering the resale of the warrants and shares underlying the warrants, transferred to these investors, which such registration statement was filed on February 11, 2014, and agreed to use our best efforts to have such registration statement declared effective by the Securities and Exchange Commission as soon as possible. Such registration statement was declared effective on June 16, 2014.

### ***Indemnification Agreements***

Effective March 5, 2014, we entered into indemnification agreements with each of our executive officers and members of our board of directors. The indemnification agreements supplement our Third Amended and Restated Memorandum and Articles of Association and Cayman Islands law in providing certain indemnification rights to these individuals. The indemnification agreements provide, among other things, that we will indemnify these individuals to the fullest extent permitted by Cayman Islands law and to any greater extent that Cayman Islands law may in the future permit, including the advancement of attorneys' fees and other expenses incurred by such individuals in connection with any threatened, pending or completed action, suit or other proceeding, whether of a civil, criminal, administrative, regulatory, legislative or investigative nature, relating to any occurrence or event before or after the date of the indemnification agreements, by reason of the fact that such individuals is or were our directors or executive officers, subject to certain exclusions and procedures set forth in the indemnification agreements, including the absence of fraud or willful default on the part of the indemnitee and, with respect to any criminal proceeding, that the indemnitee had no reasonable cause to believe his conduct was unlawful.

### ***Private Placement with Affiliate of A. Lorne Weil***

On March 5, 2014, we entered into a subscription agreement with an affiliate of A. Lorne Weil, our Non-Executive Chairman of the Board, pursuant to which such affiliate agreed to purchase an aggregate of 95,693 ordinary shares at an aggregate price of \$1,000,000, or approximately \$10.45 per share, representing a slight premium to the closing price of our ordinary shares immediately prior to the execution of the subscription agreement. The closing of the purchase took place on March 14, 2014. A registration statement covering the resale of these shares was declared effective on June 16, 2014.

### **Related Person Policy**

Our Code of Ethics requires us to avoid, wherever possible, all related party transactions that could result in actual or potential conflicts of interests, except under guidelines approved by the board of directors (or the audit committee).

Related-party transactions are defined as transactions in which (1) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year, (2) we or any of our subsidiaries are a participant, and (3) any (a) executive officer, director or nominee for election as a director, (b) greater than 5% beneficial owner of our ordinary shares, or (c) immediate family member, of the persons referred to in clauses (a) and (b), has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity). A conflict of interest situation can arise when a person takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise if a person, or a member of his or her family, receives improper personal benefits as a result of his or her position.

Our audit committee, pursuant to its written charter, is responsible for reviewing and approving related-party transactions to the extent we enter into such transactions. The audit committee will consider all relevant factors when determining whether to approve a related party transaction, including whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction. No director may participate in the approval of any transaction in which he is a related party, but that director is required to provide the audit committee with all material information concerning the transaction. Additionally, we require each of our directors and executive officers to complete an annual directors' and officers' questionnaire that elicits information about related party transactions.

These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer.

### **Director Independence**

We adhere to the NASDAQ listing standards in determining whether a director is independent. Our board of directors consults with its counsel to ensure that the board's determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors.

The NASDAQ listing standards define an “independent director” as a person, other than an executive officer of a company or any other individual having a relationship which, in the opinion of the issuer’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Consistent with these considerations, we have affirmatively determined that Messrs. Weil, Azout, Vilariño, Torres and Ms. Byorum qualify as independent directors. Our independent directors have regularly scheduled meetings at which only independent directors are present.

#### **Item 14. Principal Accounting Fees and Services.**

Effective December 30, 2014, the firm of PricewaterhouseCoopers Ltda. acts as our independent registered public accounting firm. Prior to December 30, 2014, the firm of Marcum LLP acted as our independent registered public accounting firm.

During 2015, the Company paid \$0.6 million to PWC and \$0.1 million to Marcum for audit and audit related fees. During 2014, the Company paid \$0.1 million to PwC and \$1.2 million to Marcum for audit and audit related fees.

#### **Audit Committee Approval**

Our audit committee pre-approved all the services performed by PricewaterhouseCoopers Ltda. and Marcum LLP. In accordance with Section 10A(i) of the Securities Exchange Act of 1934, before we engage our independent accountant to render audit or non-audit services on a going-forward basis, the engagement will be approved by our audit committee.

## PART IV

**Item 15. Exhibits, Financial Statement Schedules.**

(a) The following documents are filed as part of this Form 10-K:

(1) Consolidated Financial Statements:

|   | Page |
|---|------|
| Report of Independent Registered Public Accounting Firm | F-2  |
| Balance Sheets  | F-4  |
| Statements of Operations                                | F-5  |
| Statements of Changes in Shareholders' Equity           | F-7  |
| Statements of Cash Flows                                | F-6  |
| Notes to Financial Statements                           | F-8  |

(2) Financial Statement Schedules:

None.

(3) The following exhibits are filed as part of this Form 10-K

| Exhibit<br>No. | Description  | Included        | Form            | Filing Date          |
|----------------|--|-----------------|-----------------|----------------------|
| 2.1            | Agreement and Plan of Reorganization dated as of August 17, 2013 and as amended November 6, 2013, by and among the Company, Andina Merger Sub, Inc., Tecnoglass S.A., C.I. Energia Solar S.A. E.S. Windows and Tecno Corporation | By<br>Reference | Schedule<br>14A | December 4,<br>2013  |
| 3.1            | Third Amended and Restated Memorandum and Articles of Association.   | By<br>Reference | Schedule<br>14A | December 4,<br>2013  |
| 4.1            | Specimen Ordinary Share Certificate.   | By<br>Reference | S-1/A           | January 23,<br>2012  |
| 4.2            | Specimen Warrant Certificate.  | By<br>Reference | S-1/A           | December<br>28, 2011 |
| 4.3            |  |                 | 8-K             |                      |

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|      |   |              |              |                   |
|------|---|--------------|--------------|-------------------|
|      | Warrant Agreement between Continental Stock Transfer & Trust Company and the Company.   | By Reference |              | March 22, 2012    |
| 4.4  | Form of First Unit Purchase Option issued to EarlyBirdCapital, Inc.   | By Reference | S-1/A        | March 12, 2012    |
| 4.5  | Form of Second Unit Purchase Option issued to EarlyBirdCapital, Inc.  | By Reference | S-1/A        | March 7, 2012     |
| 10.1 | Amended and Restated Registration Rights Agreement among the Company, the Initial Shareholders and Energy Holding Corporation.  | By Reference | 8-K          | December 27, 2013 |
| 10.2 | Indemnity Escrow Agreement dated as of December 20, 2013, by and among the Company, Representative, Committee and Continental Stock Transfer and Trust Company.         | By Reference | 8-K          | December 27, 2013 |
| 10.3 | Additional Shares Escrow Agreement dated as of December 20, 2013, by and among the Company, Representative, Committee and Continental Stock Transfer and Trust Company. | By Reference | 8-K          | December 27, 2013 |
| 10.4 | Form of Lock-Up Agreement between the Company and Energy Holding Corporation  | By Reference | 8-K          | August 22, 2013   |
| 10.5 | 2013 Long-Term Incentive Equity Plan  | By Reference | Schedule 14A | December 4, 2013  |
| 10.6 | Form of Subscription Agreement  | By Reference | 8-K          | December 19, 2013 |
| 10.7 | Form of Indemnification Agreement   | By Reference | 8-K          | March 6, 2014     |
| 21   | List of subsidiaries.   | Herewith     |              |                   |
| 24   | Power of Attorney (included on signature page of this Form 10-K).   | Herewith     |              |                   |



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| Exhibit No. | Description  | Included | Form | Filing Date |
|-------------|--|----------|------|-------------|
| 31.1        | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                | Herewith |      |             |
| 31.2        | Certification of Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Herewith |      |             |
| 32          | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Herewith |      |             |
| 101.INS     | XBRL Instance Document   | Herewith |      |             |
| 101.SCH     | XBRL Taxonomy Extension Schema   | Herewith |      |             |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase   | Herewith |      |             |
| 101.DEF     | XBRL Taxonomy Extension Definition Linkbase  | Herewith |      |             |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase   | Herewith |      |             |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase  | Herewith |      |             |

## SIGNATURES

Pursuant to the requirements of the Section 13 or 15 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 31st day of May, 2016.

TECNOGLASS INC.

By: /s/ Joaquin Fernandez  
Name: Joaquin Fernandez  
Title: Chief Financial Officer (Principal  
Financial and Accounting Officer)

## POWER OF ATTORNEY

The undersigned directors and officers of Tecnoglass Inc. hereby constitute and appoint Jose Daes and Joaquin Fernandez with full power to act as our true and lawful attorney-in-fact with full power to execute in our name and behalf in the capacities indicated below, this annual report on Form 10-K and any and all amendments thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm all that such attorneys-in-fact, or any of them, or their substitutes shall lawfully do or cause to be done by virtue hereof.

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name                                       | Title   | Date         |
|--|---|--------------|
| /s/ Jose M. Daes<br>Jose M. Daes           | Chief Executive Officer (Principal<br>Executive Officer)                | May 31, 2016 |
| /s/ Christian T. Daes<br>Christian T. Daes | Chief Operating Officer   | May 31, 2016 |
| /s/ Joaquin Fernandez<br>Joaquin Fernandez | Chief Financial Officer (Principal<br>Financial and Accounting Officer) | May 31, 2016 |

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|  |                                   |              |
|--|-----------------------------------|--------------|
| /s/ A. Lorne Weil<br>A. Lorne Weil               | Director (Non-Executive Chairman) | May 31, 2016 |
| /s/ Samuel R. Azout<br>Samuel R. Azout           | Director                          | May 31, 2016 |
| /s/ Juan Carlos Vilariño<br>Juan Carlos Vilariño | Director                          | May 31, 2016 |
| /s/ Martha Byorum<br>Martha Byorum               | Director                          | May 31, 2016 |
| /s/ Julio A. Torres<br>Julio A. Torres           | Director                          | May 31, 2016 |

**Tecnoglass Inc.**

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| <b>Audited Financial Statements:</b>   |             |
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| <u>Consolidated Balance Sheets at December 31, 2015 and 2014</u>   | F-3         |
| <u>Consolidated Statements of Operations and Comprehensive Income for the Years Ended December 31, 2015 and 2014</u> | F-4         |
| <u>Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2015 and 2014</u>     | F-6         |
| <u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2015 and 2014</u>                          | F-5         |
| <u>Notes to Consolidated Financial Statements</u>  | F-7         |

F-1

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders

of Tecnoglass Inc. and Subsidiaries

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive income, of shareholders' equity and of cash flows present fairly, in all material respects, the financial position of Tecnoglass Inc. and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 2 to the consolidated financial statements, the 2014 financial statements have been restated to correct for misstatements.

/s/ PricewaterhouseCoopers Ltda.

PricewaterhouseCoopers Ltda.

Barranquilla, Colombia

May 31, 2016

**Tecnoglass Inc. and Subsidiaries****Consolidated Balance Sheets****(In thousands, except share and per share data)**

|   | December<br>31,<br>2015 | December<br>31,<br>2014<br>(Restated) |
|---|-------------------------|---------------------------------------|
| <b>ASSETS</b>   |                         |                                       |
| Current assets:                                       |                         |                                       |
| Cash  | \$ 18,496               | \$ 15,930                             |
| Investments   | 1,470                   | 1,209                                 |
| Trade accounts receivable, net                        | 52,515                  | 44,718                                |
| Unbilled receivables on uncompleted contracts         | 9,868                   | 9,931                                 |
| Due from related parties                              | 28,073                  | 28,564                                |
| Other assets  | 7,794                   | 5,508                                 |
| Inventories   | 46,011                  | 28,965                                |
| Prepaid expenses                                      | 3,152                   | 1,298                                 |
| Total current assets                                  | 167,379                 | 136,123                               |
| Long term assets:                                     |                         |                                       |
| Property, plant and equipment, net                    | 135,974                 | 103,980                               |
| Long term receivables from related parties            | 2,536                   | 4,220                                 |
| Goodwill and Intangible assets                        | 3,250                   | 1,474                                 |
| Deferred income taxes                                 | 640                     | 5                                     |
| Other long term assets                                | 6,420                   | 4,721                                 |
| Total long term assets                                | 148,820                 | 114,400                               |
| Total assets  | \$ 316,199              | \$ 250,523                            |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>           |                         |                                       |
| Liabilities and shareholders' equity                  |                         |                                       |
| Current liabilities                                   |                         |                                       |
| Short-term debt and current portion of long-term debt | \$ 16,921               | \$ 54,925                             |
| Note payable to shareholder                           | 79                      | 80                                    |
| Trade accounts payable                                | 39,142                  | 32,950                                |
| Due to related parties                                | 1,283                   | 1,999                                 |
| Taxes payable   | 18,228                  | 7,930                                 |
| Deferred income taxes                                 | 3,384                   | 3,048                                 |
| Labor liabilities                                     | 918                     | 954                                   |
| Warrant liability                                     | 31,213                  | -                                     |
| Earnout share liability                               | 13,740                  | 5,075                                 |

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|   |           |           |
|---|-----------|-----------|
| Current portion of customer advances on uncompleted contracts   | 11,841    | 5,782     |
| Total current liabilities   | 136,749   | 112,743   |
| Warrant liability   | -         | 19,991    |
| Earnout share liability   | 20,414    | 23,986    |
| Customer advances on uncompleted contracts  | 4,404     | 8,333     |
| Long-term debt  | 121,493   | 39,273    |
| Total long term liabilities   | 146,311   | 91,583    |
| Total liabilities   | \$283,060 | \$204,326 |
| Commitments and contingencies   | -         | -         |
| Shareholders' equity  |           |           |
| Preferred shares, \$0.0001 par value, 1,000,000 shares authorized, 0 shares issued and outstanding at December 31, 2015 and 2014  | \$-       | \$-       |
| Ordinary shares, \$0.0001 par value, 100,000,000 shares authorized, 26,895,636 and 24,801,132 shares issued and outstanding at December 31, 2015 and 2014, respectively | 3         | 2         |
| Legal reserves  | 1,367     | 1,367     |
| Additional paid capital   | 45,584    | 26,140    |
| Retained earnings   | 17,354    | 30,119    |
| Accumulated other comprehensive income (loss)   | (31,169 ) | (11,431 ) |
| Total shareholders' equity  | 33,139    | 46,197    |
| Total liabilities and shareholders' equity  | \$316,199 | \$250,523 |

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

**Tecnoglass Inc. and Subsidiaries****Consolidated Statements of Operations and Comprehensive Income****(In thousands, except share and per share data)**

|  | Years ended December 31, |                    |
|--|--------------------------|--------------------|
|  | 2015                     | 2014<br>(Restated) |
| Operating revenue:                               |                          |                    |
| Customers  | \$ 180,633               | \$ 149,822         |
| Related Parties                                  | 58,200                   | 47,630             |
| Total Operating Revenue                          | 238,833                  | 197,452            |
| Cost of sales                                    | 153,252                  | 131,156            |
| Gross profit                                     | 85,581                   | 66,296             |
| Operating expenses:                              |                          |                    |
| Selling  | 27,579                   | 22,737             |
| General and administration                       | 18,920                   | 16,327             |
| Operating expenses                               | 46,499                   | 39,064             |
| Operating income                                 | 39,082                   | 27,232             |
| Change in fair value of warrant liability        | (24,901 )                | (1,711 )           |
| Change in fair value of earnout shares liability | (10,858 )                | (10,807 )          |
| Non-operating income, net                        | 13,877                   | 12,235             |
| Interest expense                                 | (9,274 )                 | (8,900 )           |
| Income before taxes                              | 7,926                    | 18,049             |
| Income tax provision                             | 20,691                   | 8,538              |
| Net (loss) income                                | \$(12,765 )              | \$9,511            |
| Comprehensive income:                            |                          |                    |
| Net (loss) income                                | \$(12,765 )              | \$9,511            |
| Foreign currency translation adjustments         | (19,738 )                | (16,001 )          |
| Total comprehensive (loss) income                | \$(32,503 )              | \$(6,490 )         |
| Basic income per share                           | \$(0.50 )                | \$0.39             |
| Diluted income per share                         | \$(0.50 )                | \$0.34             |
| Basic weighted average common shares outstanding | 25,447,564               | 24,347,620         |



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Diluted weighted average common shares outstanding    28,949,642    28,237,679

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

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**Tecnoglass Inc. and Subsidiaries****Consolidated Statements of Cash Flows****(In thousands)**

|   | Years Ended December 31, |                    |
|---|--------------------------|--------------------|
|   | 2015                     | 2014<br>(Restated) |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                          |                    |
| Net (loss) income   | \$ (12,765               | ) \$ 9,511         |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                          |                    |
| Provision for bad debts   | 1,286                    | 20                 |
| Provision for obsolete inventory  | (255                     | ) (1,036 )         |
| Change in fair value of investments held for trading  | 10                       | 168                |
| Depreciation and amortization   | 11,869                   | 8,542              |
| Loss on disposition of assets   | 232                      | 1,300              |
| Change in value of derivative liability   | (69                      | ) (25 )            |
| Change in fair value of earnout share liability   | 10,858                   | 10,807             |
| Change in fair value of warrant liability   | 24,901                   | 1,711              |
| Deferred income taxes   | (119                     | ) (915 )           |
| Changes in operating assets and liabilities, net of effects from acquisitions:              |                          | -                  |
| Trade Accounts Receivable   | (22,376                  | ) (5,002 )         |
| Deferred income taxes   | -                        | 466                |
| Inventories   | (27,820                  | ) (10,696 )        |
| Prepaid expenses  | (1,392                   | ) (761 )           |
| Other assets  | (11,644                  | ) 1,852            |
| Trade accounts payable  | 15,734                   | 11,846             |
| Taxes payable   | 14,006                   | 4,465              |
| Labor liabilities   | 221                      | 530                |
| Related parties   | (8,226                   | ) (19,132 )        |
| Advances from customers   | 6,341                    | (18,461 )          |
| <b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>                                      | <b>792</b>               | <b>(4,810 )</b>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                          |                    |
| Proceeds from sale of investments   | 1,913                    | 2,343              |
| Proceeds from sale of property and equipment  | 4,470                    | 3,609              |
| Purchase of investments   | (877                     | ) (1,118 )         |
| Acquisition of property and equipment   | (14,901                  | ) (24,848 )        |
| Restricted cash   | -                        | 3,633              |
| <b>CASH USED IN INVESTING ACTIVITIES</b>  | <b>(9,395</b>            | <b>) (16,381 )</b> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                          |                    |
| Proceeds from debt  | 112,805                  | 87,109             |

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|   |               |               |
|---|---------------|---------------|
| Proceeds from the sale of common stock                        | -             | 1,000         |
| Proceeds from the exercise of warrants                        | -             | 821           |
| Repayments of debt and capital leases                         | (102,356 )    | (77,924 )     |
| Merger proceeds held in trust                                 | -             | 22,519        |
| <b>CASH PROVIDED BY FINANCING ACTIVITIES</b>                  | <b>10,449</b> | <b>33,525</b> |
| <br>  |               |               |
| Effect of exchange rate changes on cash and cash equivalents  | 720           | 730           |
| <br>  |               |               |
| <b>NET INCREASE IN CASH</b>                                   | <b>2,566</b>  | <b>13,064</b> |
| CASH - Beginning of year                                      | 15,930        | 2,866         |
| CASH - End of year  | \$ 18,496     | \$ 15,930     |
| <br>  |               |               |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>      |               |               |
| Cash paid during the year for:                                |               |               |
| Interest  | \$ 6,916      | \$ 7,451      |
| Taxes   | \$ 13,212     | \$ 3,101      |
| <br>  |               |               |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>           |               |               |
| Assets acquired under capital lease and financial obligations | \$ 65,319     | \$ 27,778     |
| Assets acquired with issuance of common stock                 | \$ -          | \$ 4,000      |

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

**Tecnoglass, Inc. and Subsidiaries****Consolidated Statements of Shareholders' Equity****For the Years Ended December 31, 2015 and 2014****(In thousands, except share data)**

|  | Ordinary Shares,<br>\$0.0001<br>Par Value<br>Shares | Amount | Additional<br>Paid in<br>Capital | Legal<br>Reserve | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Shareholders'<br>Equity |
|--|---|--------|----------------------------------|------------------|----------------------|---|----------------------------------|
| Balance at January 1, 2014<br>(Restated)   | 24,214,670  | 2      | 20,319                           | 1,367            | 20,608               | 4,570   | 46,866                           |
| Issuance of common stock                   | 483,892   | -      | 5,000                            | -                | -                    | -   | 5,000                            |
| Exercise of warrants                       | 102,570   | -      | 821                              | -                | -                    | -   | 821                              |
| Foreign currency translation               | -   | -      | -                                | -                | -                    | (16,001 )                                     | (16,001 )                        |
| Net income                                 | -   | -      | -                                | -                | 9,511                | -   | 9,511                            |
| Balance at December 31,<br>2014 (Restated) | 24,801,132  | 2      | 26,140                           | 1,367            | 30,119               | (11,431 )                                     | 46,197                           |
| Issuance of common stock                   | 500,000   | -      | 5,765                            | -                | -                    | -   | 5,765                            |
| Exercise of warrants                       | 1,001,848   | 1      | 13,679                           | -                | -                    | -   | 13,680                           |
| Exercise of Unit Purchase<br>Options       | 592,656   | -      | -                                | -                | -                    | -   | -                                |
| Foreign currency translation               | -   | -      | -                                | -                | -                    | (19,738 )                                     | (19,738 )                        |
| Net loss                                   | -   | -      | -                                | -                | (12,765 )            | -   | (12,765 )                        |
| Balance at December 31,<br>2015            | 26,895,636  | 3      | 45,584                           | 1,367            | 17,354               | (31,169 )                                     | 33,139                           |

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



## **Tecnoglass Inc. and Subsidiaries**

### **Notes to Consolidated Financial Statements**

**(Amounts in thousands, except share and per share data)**

#### **Note 1. General**

##### ***Business Description***

Tecnoglass Inc. (“TGI,” the “Company,” “we,” “us” or “our”) was incorporated in the Cayman Islands on September 21, 2011 under the name “Andina Acquisition Corporation” (“Andina”) as a blank check company. Andina’s registration statement for its initial public offering (the “Public Offering”) was declared effective on March 16, 2012. Andina consummated the Public Offering, the private placement of warrants (“Private Placement”) and the sale of options to the Underwriters on March 22, 2012, receiving proceeds, net of transaction costs, of \$43,163, of which \$42,740 was placed in a trust account.

Andina’s objective was to acquire, through a merger, share exchange, asset acquisition, share purchase recapitalization, reorganization or other similar business combination, one or more operating businesses. On December 20, 2013, Andina consummated a merger transaction (the “Merger”) with Tecno Corporation (“Tecnoglass Holding”) as ultimate parent of Tecnoglass S.A. (“TG”) and C.I. Energía Solar S.A. ES. Windows (“ES”). The surviving entity was renamed Tecnoglass Inc. The Merger transaction was accounted for as a reverse merger and recapitalization where Tecnoglass Holding was the acquirer and TGI was the acquired company.

The Company manufactures hi-specification, architectural glass and windows for the global residential and commercial construction industries. Currently the Company offers design, production, marketing, and installation of architectural systems for buildings of high, medium and low elevation size. Products include windows and doors in glass and aluminum, office partitions and interior divisions, floating façades and commercial window showcases. The Company sells to customers in North, Central and South America, and exports about half of its production to foreign countries.

TG manufactures both glass and aluminum products. Its glass products include tempered glass, laminated glass, thermo-acoustic glass, curved glass, silk-screened glass, acoustic glass and digital print glass. Its Alutions plant produces mill finished, anodized, painted aluminum profiles and rods, tubes, bars and plates. Alutions’ operations include extrusion, smelting, painting and anodizing processes, and exporting, importing and marketing aluminum products.

ES designs, manufactures, markets and installs architectural systems for high, medium and low rise construction, glass and aluminum windows and doors, office dividers and interiors, floating facades and commercial display windows.

In 2014, the Company established two Florida limited liability companies, Tecnoglass LLC (“Tecno LLC”) and Tecnoglass RE LLC (“Tecno RE”) to acquire manufacturing facilities, manufacturing machinery and equipment, customer lists and exclusive design permits.

***Basis of Presentation and Management’s Estimates***

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and pursuant to the accounting and disclosure rules and regulations of the Securities and Exchange Commission (“SEC”).

The preparation of the accompanying consolidated financial statements requires the Company to make estimates and judgements that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities at the date of the Company’s financial statements. Actual results may differ from these estimates under different assumptions and conditions. Estimates inherent in the preparation of these consolidated financial statements relate to the collectability of account receivables, the valuation of inventories, estimated earnings on uncompleted contracts, useful lives and potential impairment of long-lived assets, and valuation of warrants and other derivative financial instruments.

## **Note 2. Restatements**

### ***Restatement***

This Note 2 to the consolidated financial statements discloses the nature of the restatements and adjustments and shows the impact of the restatements on revenues, expenses, income, assets, liabilities, equity, and cash flows from operating activities, investing activities, and financing activities, and the cumulative effects of these adjustments on the consolidated statement of operations, balance sheet, and cash flows for 2014. In addition, this Note shows the effects of the adjustment to opening retained earnings as of January 1, 2014, which adjustment reflects the impact of the restatement on periods prior to 2014.

The annual impact on 2014 was a reduction in pre-tax income and net income of \$10,807 million.

### ***Description of Restatement Matters and Restatement Adjustment***

In preparing the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, the Company identified six non-cash errors: (1) in the way the Company had accounted for the fair value and classification of its "earnout shares", (2) in the classification and presentation of deferred tax assets and liabilities, (3) in the classification of its shipping and handling costs, (4) in the presentation of related party revenue on consolidated statements of operations and comprehensive income, (5) in the classification of purchases and sales of investments in the consolidated statements of cash flows, and (6) earnings per share.

A description of each of the restatement adjustments is provided below:

(a) The Company entered into an Agreement and Plan of Reorganization (the "Merger Agreement") as of August 17, 2013. Pursuant to the Merger Agreement, on the closing date of December 20, 2013, the Company issued 3,000,000 Ordinary Shares ("Earnout Shares") to be held in escrow and to be released after the closing based on the Company's achievement of specified share price targets or targets based on Tecnoglass Holding's net earnings before interest income or expense, income taxes, depreciation, amortization and any expenses arising solely from the merger charged to income ("EBITDA") in the fiscal years ending December 31, 2014, 2015 or 2016. The following table sets forth the targets and the number of Earnout Shares issuable upon the achievement of such targets:



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|                             | Ordinary Share<br>Price Target | EBITDA Target |          | Number of Earnout<br>Shares |           |
|-----------------------------|--------------------------------|---------------|----------|-----------------------------|-----------|
|                             |                                | Minimum       | Maximum  | Minimum                     | Maximum   |
| Fiscal year ending 12/31/14 | \$12.00 per share              | \$30,000      | \$36,000 | 416,667                     | 500,000   |
| Fiscal year ending 12/31/15 | \$13.00 per share              | \$35,000      | \$40,000 | 875,000                     | 1,000,000 |
| Fiscal year ending 12/31/16 | \$15.00 per share              | \$40,000      | \$45,000 | 1,333,333                   | 1,500,000 |

Prior to December 31, 2015, the earnout shares were accounted for within equity at par value. In accordance with *ASC 815 – Derivatives and hedging*, the earnout shares are not considered indexed to the Company’s own stock and therefore should have been accounted for as a liability with fair value changes being recorded in the consolidated statements of operations and comprehensive income.

(b) Deferred tax assets and liabilities – The Company was presenting deferred tax assets and liabilities gross on the balance sheet as at December 31, 2014. Per *ASC 740 – Income Taxes*, for a particular tax-paying component of an entity and within a particular tax jurisdiction, all current deferred tax liabilities and assets shall be offset and presented as a single amount and all noncurrent deferred tax liabilities and assets shall be offset and presented as a single amount. The deferred tax assets and liabilities have been reclassified on the consolidated balance sheet as at December 31, 2014.

(c) Shipping and handling costs – For the year ended December 31, 2015, the Company records and presents shipping and handling costs in selling expenses whereas in prior financial statements these expenses had been partially reported in cost of sales. The amounts of shipping and handling costs have been reclassified in the consolidated statements of operations and comprehensive income for the year ended December 31, 2014.

(d) Related party revenue – In accordance with Rule 4-08 (k) of Regulation S-X related party revenue should be presented in the statements of operations and other comprehensive income. These amounts were included as part of total Operating Revenues in 2014. Related party revenue has now been separately presented in the consolidated statements of operations and comprehensive income.

(e) Cash flow from investing activities – Cash flows from the sale and purchase of investments were being netted within cash flow from investing activities amounting to \$1,518. The Company is now presenting the sales and purchases of investments on a gross basis within cash flow from investing activities. This did not result in a change in total cash flow from investing activities in 2014.

(f) Earnings per share – For the year ended December 31, 2014, the company presented a diluted weighted average number of common shares outstanding for the calculation of diluted earnings per share that did not include the dilutive effect of earnout shares contingently issuable upon achievement of certain specified EBITDA targets or market share price. This resulted in the inclusion of 500,000 additional dilutive shares included in the calculation of diluted earnings per share.

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The following analysis includes the financial statements as originally reported and as adjusted and takes into account the following adjustments:

***Consolidated Balance Sheets***

|   | December 31, 2014 |            |             |           |
|---|-------------------|------------|-------------|-----------|
|   | As reported       | Adjustment | As Restated | Reference |
| <b>ASSETS</b>   |                   |            |             |           |
| Current assets:   |                   |            |             |           |
| Cash  | \$ 15,930         | -          | \$ 15,930   |           |
| Investments   | 1,209             | -          | 1,209       |           |
| Trade accounts receivable, net                                | 44,955            | (237 )     | 44,718      |           |
| Unbilled receivables on uncompleted contracts                 | 9,931             | -          | 9,931       |           |
| Due from related parties                                      | 28,327            | 237        | 28,564      |           |
| Other assets  | 5,508             | -          | 5,508       |           |
| Deferred income taxes   | 5,373             | (5,373 )   | 0           | b         |
| Inventories   | 28,965            | -          | 28,965      |           |
| Prepaid expenses  | 1,298             | -          | 1,298       |           |
| Total current assets  | 141,496           | (5,373 )   | 136,123     | b         |
| Long term assets:   |                   |            |             |           |
| Property, plant and equipment, net                            | 103,980           | -          | 103,980     |           |
| Long term receivables from related parties                    | 4,220             | -          | 4,220       |           |
| Goodwill and Intangible assets                                | 1,474             | -          | 1,474       |           |
| Deferred income taxes   | 0                 | 5          | 5           | b         |
| Other long term assets  | 4,721             | -          | 4,721       |           |
| Total long term assets  | 114,395           | 5          | 114,400     | b         |
| Total assets  | \$ 255,891        | (5,368 )   | \$ 250,523  | b         |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                   |                   |            |             |           |
| Liabilities and shareholders' equity                          |                   |            |             |           |
| Current liabilities   |                   |            |             |           |
| Short-term debt and current portion of long-term debt         | \$ 54,925         | -          | \$ 54,925   |           |
| Note payable to shareholder                                   | 80                | -          | 80          |           |
| Trade accounts payable  | 33,493            | (543 )     | 32,950      |           |
| Due to related parties  | 1,456             | 543        | 1,999       |           |
| Taxes payable   | 7,930             | -          | 7,930       |           |
| Deferred income taxes   | 8,416             | (5,368 )   | 3,048       | b         |
| Labor liabilities   | 954               | -          | 954         |           |
| Earnout share liability                                       | -                 | 5,075      | 5,075       | a         |
| Current portion of customer advances on uncompleted contracts | 5,782             | -          | 5,782       |           |
| Total current liabilities                                     | 113,036           | (293 )     | 112,743     |           |

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|   |            |           |            |      |
|---|------------|-----------|------------|------|
| Warrant liability   | 19,991     | -         | 19,991     |      |
| Earnout share liability   | -          | 23,986    | 23,986     | a    |
| Customer advances on uncompleted contracts  | 8,333      | -         | 8,333      |      |
| Long-term debt  | 39,273     | -         | 39,273     |      |
| Total long term liabilities   | 67,597     | 23,986    | 91,583     | a, b |
| Total liabilities   | \$ 180,633 | 23,693    | \$ 204,326 | a, b |
| Commitments and contingencies   | -          | -         | -          |      |
| Shareholders' equity  |            |           |            |      |
| Preferred shares, \$0.0001 par value, 1,000,000 shares authorized, 0 shares issued and outstanding at December 31, 2015 and 2014  | \$-        |           | \$-        |      |
| Ordinary shares, \$0.0001 par value, 100,000,000 shares authorized, 26,895,636 and 24,801,132 shares issued and outstanding at December 31, 2015 and 2014, respectively | 2          | -         | 2          |      |
| Legal reserves  | 1,367      | -         | 1,367      |      |
| Additional paid capital   | 46,514     | (20,374 ) | 26,140     | a    |
| Retained earnings   | 38,806     | (8,687 )  | 30,119     | a    |
| Accumulated other comprehensive income  | -11,431    | -         | -11,431    |      |
| Total shareholders' equity  | 75,258     | (29,061 ) | 46,197     | a    |
| Total liabilities and shareholders' equity  | \$255,891  | (5,368 )  | \$ 250,523 | a, b |

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*Consolidated Statement of Operations*

|  | <b>Years ended December 31, 2014</b> |                   |                    |                  |
|--|--------------------------------------|-------------------|--------------------|------------------|
|  | <b>As reported</b>                   | <b>Adjustment</b> | <b>As Restated</b> | <b>Reference</b> |
| Operating revenue:                                 |                                      |                   |                    |                  |
| Customers  | \$197,452                            | (47,630 )         | 149,822            | d                |
| Related Parties                                    | -                                    | 47,630            | 47,630             | d                |
| Total Operating Revenue                            | 197,452                              | -                 | 197,452            |                  |
| Cost of sales                                      | 136,021                              | (4,865 )          | 131,156            | c                |
| Gross profit                                       | 61,431                               | 4,865             | 66,296             |                  |
| Operating expenses:                                |                                      |                   |                    |                  |
| Selling  | 17,872                               | 4,865             | 22,737             | c                |
| General and administration                         | 16,327                               | -                 | 16,327             |                  |
| Operating expenses                                 | 34,199                               | 4,865             | 39,064             |                  |
| Operating income                                   | 27,232                               | -                 | 27,232             |                  |
| Change in fair value of warrant liability          | (1,711 )                             | -                 | (1,711 )           |                  |
| Change in fair value of earnout shares liability   | -                                    | (10,807 )         | (10,807 )          | a                |
| Non-operating income, net                          | 12,235                               | -                 | 12,235             |                  |
| Interest expense                                   | (8,900 )                             | -                 | (8,900 )           |                  |
| Income before taxes                                | 28,856                               | (10,807 )         | 18,049             | a                |
| Income tax provision                               | 8,538                                | -                 | 8,538              |                  |
| Net (loss) income                                  | \$20,318                             | (10,807 )         | \$9,511            |                  |
| Comprehensive income:                              |                                      |                   |                    |                  |
| Net (loss) income                                  | \$20,318                             | (10,807 )         | \$9,511            |                  |
| Foreign currency translation adjustments           | (16,001 )                            | -                 | (16,001 )          |                  |
| Total comprehensive (loss) income                  | \$4,317                              | (10,807 )         | \$(6,490 )         |                  |
| Basic income per share                             | \$0.83                               | (0.44 )           | \$0.39             |                  |
| Diluted income per share                           | \$0.73                               | (0.39 )           | \$0.34             |                  |
| Basic weighted average common shares outstanding   | 24,347,620                           | -                 | 24,347,620         |                  |
| Diluted weighted average common shares outstanding | 27,737,679                           | 500,000           | 28,237,679         | f                |



*Consolidated Statement of Cash Flows*

|   | <b>Years ended December 31, 2014</b> |            |                 |                  |
|---|--------------------------------------|------------|-----------------|------------------|
|   | As<br>reported                       | Adjustment | As<br>Restated  | <b>Reference</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                                      |            |                 |                  |
| Net (loss) income   | 20,318                               | (10,807 )  | 9,511           |                  |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                                      | -          |                 |                  |
| Provision for bad debts   | 20                                   | -          | 20              |                  |
| Provision for obsolete inventory  | (1,036 )                             | -          | (1,036 )        |                  |
| Change in fair value of investments held for trading  | 168                                  | -          | 168             |                  |
| Depreciation and amortization   | 8,542                                | -          | 8,542           |                  |
| Loss on disposition of assets   | 1,300                                | -          | 1,300           |                  |
| Change in value of derivative liability   | (25 )                                | -          | (25 )           |                  |
| Change in value of Earnout Shares liability   | -                                    | 10,807     | 10,807          | a                |
| Change in fair value of warrant liability   | 1,711                                | -          | 1,711           |                  |
| Deferred income taxes   | (915 )                               | -          | (915 )          |                  |
| Changes in operating assets and liabilities, net of effects from acquisitions:              |                                      |            |                 |                  |
| Trade Accounts Receivable   | (5,002 )                             | -          | (5,002 )        |                  |
| Deferred income taxes   | 466                                  | -          | 466             |                  |
| Inventories   | (10,696)                             | -          | (10,696)        |                  |
| Prepaid expenses  | (761 )                               | -          | (761 )          |                  |
| Other assets  | 1,852                                | -          | 1,852           |                  |
| Trade accounts payable  | 11,846                               | -          | 11,846          |                  |
| Taxes payable   | 4,465                                | -          | 4,465           |                  |
| Labor liabilities   | 530                                  | -          | 530             |                  |
| Related parties   | (19,132)                             | -          | (19,132)        |                  |
| Advances from customers   | (18,461)                             | -          | (18,461)        |                  |
| <b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>                                      | <b>(4,810 )</b>                      | <b>-</b>   | <b>(4,810 )</b> |                  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                                      |            |                 |                  |
| Proceeds from sale of investments   | 825                                  | 1,518      | 2,343           | e                |
| Proceeds from sale of property and equipment  | 3,609                                | -          | 3,609           |                  |
| Purchase of investments   | 400                                  | (1,518 )   | (1,118 )        | e                |
| Acquisition of property and equipment   | (24,848)                             | -          | (24,848)        |                  |
| Restricted cash   | 3,633                                | -          | 3,633           |                  |
| <b>CASH USED IN INVESTING ACTIVITIES</b>  | <b>(16,381)</b>                      | <b>-</b>   | <b>(16,381)</b> |                  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                                      |            |                 |                  |
| Proceeds from debt  | 87,109                               | -          | 87,109          |                  |
| Proceeds from the sale of common stock  | 1,000                                | -          | 1,000           |                  |
| Proceeds from the exercise of warrants  | 821                                  | -          | 821             |                  |
| Repayments of debt and capital leases   | (77,924)                             | -          | (77,924)        |                  |

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|   |          |   |          |
|---|----------|---|----------|
| Merger proceeds held in trust                                 | 22,519   | - | 22,519   |
| CASH PROVIDED BY FINANCING ACTIVITIES                         | 33,525   | - | 33,525   |
| Effect of exchange rate changes on cash and cash equivalents  | 730      | - | 730      |
|   |          | - |          |
| NET INCREASE IN CASH  | 13,064   | - | 13,064   |
| CASH - Beginning of year                                      | 2,866    | - | 2,866    |
| CASH - End of year  | \$15,930 | - | \$15,930 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION             |          |   |          |
| Cash paid during the year for:                                |          |   |          |
| Interest  | \$7,451  | - | \$7,451  |
| Taxes   | \$3,101  | - | \$3,101  |
| NON-CASH INVESTING AND FINANCING ACTIVITIES:                  |          |   |          |
| Assets acquired under capital lease and financial obligations | \$27,778 | - | \$27,778 |
| Assets acquired with issuance of common stock                 | \$4,000  | - | \$4,000  |

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### **Note 3. Summary of significant accounting policies**

#### ***Principles of Consolidation***

These financial statements consolidate TGI, its indirect wholly-owned subsidiaries TG and ES, and its direct subsidiaries Tecno LLC and Tecno RE, which are entities in which we have a controlling financial interest because we hold a majority voting interest. To determine if we hold a controlling financial interest in an entity, we first evaluate if we are required to apply the variable interest entity (“VIE”) model to the entity, otherwise the entity is evaluated under the voting interest model. All significant intercompany accounts and transactions are eliminated in consolidation, including unrealized intercompany profits and losses.

#### ***Foreign Currency Translation and Transactions***

The consolidated financial statements are presented in U.S. Dollars, the reporting currency. Our foreign subsidiaries’ local currency is the Colombian Peso, which is also their functional currency as determined by the analysis markets, costs and expenses, assets, liabilities, financing and cash flow indicators. As such, our subsidiaries’ assets and liabilities are translated at the exchange rate in effect at the balance sheet date, with equity being translated at the historical rates. Revenues and expenses of our foreign subsidiaries are translated at the average exchange rates for the period. The resulting cumulative foreign currency translation adjustments from this process are included as a component of accumulated other comprehensive income (loss). Therefore, the U.S. Dollar value of these items in our financial statements fluctuates from period to period.

Also, exchange gains and losses arising from transactions denominated in a currency other than the functional currency are included in the consolidated statement of operations as foreign exchange gains and losses within non-operating income, net.

#### ***Cash and Cash Equivalents***

Cash and cash equivalents include investments with original maturities of three months or less. As of December 31, 2015, cash and cash equivalents were primarily comprised of deposits held in operating accounts in Colombia, Panama and United States. As of December 31, 2015 and 2014 the Company had no restricted cash.

***Investments***

The Company's investments are comprised of marketable securities, short term deposits and income producing real estate.

Investments which are held for trading are recorded at fair value and fluctuations in value are recorded as a non-operating income or expense. In addition, we have investments in long-term marketable equity securities which are classified as available-for-sale securities and are recorded at fair value.

Short-term deposits and other financial instruments with maturities greater than 90 days and shares in other companies that do not meet the requirements for equity method treatment are recorded for at cost.

We also have investments in income-producing real estate. This real estate is recorded at cost and is depreciated using the straight-line method over its estimated useful life. The depreciation and rental income associated with this real estate are recognized in the consolidated statement of operations.

***Trade Accounts Receivable***

Trade accounts receivable are recorded net of allowances for cash discounts for prompt payment, doubtful accounts and sales returns. The Company's policy is to reserve for uncollectible accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance for doubtful accounts is necessary based on an analysis of past due accounts and other factors that may indicate that the collectability of an account may be in doubt. Other factors that the Company considers include its existing contractual obligations, historical payment patterns of its customers and individual customer circumstances, and a review of the local economic environment and its potential impact on the collectability of accounts receivable. Account balances deemed to be uncollectible are written off after all means of collection have been exhausted and the potential for recovery is considered remote. As of December 31, 2015 and 2014, the allowance for doubtful accounts was \$32 and \$110, respectively.

### ***Concentration of Risks and Uncertainties***

Financial instruments which potentially subject the Company to credit risk consist primarily of cash and trade accounts receivable. The Company mitigates its cash risk by maintaining its cash deposits with major financial institutions in Colombia and the Cayman Islands. At times the balances held at financial institutions in Colombia may exceed the Colombia government insured limits of the Ministerio de Hacienda y Crédito Público. The Company has not experienced such losses in such accounts. As discussed above, the Company mitigates its risk to trade accounts receivable by performing on-going credit evaluations of its customers.

### ***Related party transactions***

The Company has related party transactions such as sales, purchases, leases, guarantees, and other payments. We periodically performed a related party analysis to identify transactions to disclose. Depending on the transactions, we aggregate some related party information by type. When necessary we also disclose the name of a related party, if doing so is required to understand the relationship.

### ***Inventories***

Inventories of raw materials, which consist primarily of purchased and processed glass, aluminum, parts and supplies held for use in the ordinary course of business, are valued at the lower of cost or market. Cost is determined using a weighted-average method. Inventory consisting of certain job specific materials not yet installed (work in process) are valued using the specific identification method. Cost for finished product inventory are recorded and maintained at the lower of cost or market. Cost includes raw materials and direct and applicable indirect manufacturing overheads. Also, inventories related to contracts in progress are included within work in process and finished goods, and are stated at using the specific identification method and lower cost of market, respectively, and are expected to turn over in less than one year.

Reserves for excess or slow-moving raw materials inventories are updated based on historical experience of a variety of factors including sales volume and levels of inventories at the end of the period. The Company's reserve for excess or slow-moving inventories at December 31, 2015 and 2014 amounted to \$0 and \$292, respectively. The Company does not maintain allowances for the lower of cost or market for inventories of finished products as its products are manufactured based on firm orders rather than built-to-stock.

### ***Property, Plant and Equipment***

Property, plant and equipment are recorded at cost. Significant improvements and renewals that extend the useful life of the asset are capitalized. Interest caused while acquired property is under construction and installation are capitalized. Repairs and maintenance are charged to expense as incurred. When property is retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any related gains or losses are included in income as a reduction to or increase in selling, general and administrative expenses. Depreciation is computed on a straight-line basis, based on the following estimated useful lives:

|                               |          |
|-------------------------------|----------|
| Buildings                     | 20 years |
| Machinery and equipment       | 10 years |
| Furniture and fixtures        | 10 years |
| Office equipment and software | 5 years  |
| Vehicles                      | 5 years  |

The Company also records within fixed assets all the underlying assets of a capital lease. Initial recognition of these assets are done at the present value of all future lease payments. A capital lease is a lease in which the lessor transferred substantially all of the benefits and risks associated with the ownership of the property.

### ***Long Lived Assets***

The Company periodically reviews the carrying values of its long lived assets when events or changes in circumstances would indicate that it is more likely than not that their carrying values may exceed their realizable values, and record impairment charges when considered necessary.

When circumstances indicate that an impairment may have occurred, the Company tests such assets for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of such assets and their eventual disposition to their carrying amounts. If the undiscounted future cash flows are less than the carrying amount of the asset, an impairment loss, measured as the excess of the carrying value of the asset over its estimated fair value, is recognized. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

### ***Goodwill***

We review goodwill for impairment each year on December 31<sup>st</sup> or more frequently when events or significant changes in circumstances indicate that the carrying value may not be recoverable. Under ASC 350-20-35-4 through 35-8A, the goodwill impairment test requires a comparison of the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit is greater than zero and its fair value exceeds

its carrying amount, goodwill of the reporting unit is considered not impaired. The Company has only one reporting unit and as such the impairment analysis was done by comparing the Company's market capitalization with its book value of equity. As of our December 31, 2015, the Company's market capitalization exceeded its book value of equity and as such no impairment of goodwill was indicated. See Note 7– Goodwill and Intangible Assets for additional information.

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### ***Intangible Assets***

Intangible assets with definite lives subject to amortization are amortized on a straight-line basis. We also review these intangibles for impairment when events or significant changes in circumstance indicate that the carrying value may not be recoverable. Events or circumstances that indicate that impairment testing may be required include the loss of a significant customer, loss of key personnel or a significant adverse change in business climate or regulations. There were no events or circumstances noted and as such no impairment analysis was done for intangible assets subject to amortization. See Note 7 – Goodwill and Intangible Assets for additional information.

### ***Common Stock Purchase Warrants***

The Company classifies as equity any warrants contracts that (i) require physical settlement or net-share settlement or (ii) gives the Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside the Company's control) or (ii) gives the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement).

The Company assesses classification of its common stock purchase warrants and other freestanding derivatives, if any, at each reporting date to determine whether a change in classification between assets and liabilities is required.

### ***Financial Liabilities***

Financial liabilities correspond to the financing obtained by the Company through bank credit facilities and accounts payable to suppliers and creditors. Financial liabilities are initially recognized based on their fair value, which is usually equal to the transaction value less directly attributable costs. Subsequently, such financial liabilities are carried at their amortized cost according to the effective interest rate method determined at initial recognition, and recognized in the results of the period during the time of amortization of the financial obligation.

### ***Warrant liability***

An aggregate 9,200,000 warrants were issued as a result of the Public Offering, the Private Placement and the Merger. Of the aggregate total, 4,200,000 warrants were issued in connection with the Public Offering ("IPO Warrants"),

4,800,000 warrants were issued in connection with the Private Placement (“Insider Warrants”), and 200,000 warrants were issued upon conversion of a promissory note at the closing of the Merger (“Working Capital Warrants”). The Company classifies the warrant instruments as a liability at their fair value because the warrants do not meet the criteria for equity treatment under guidance contained in ASC 815-40-15-7D. The aggregate liability is subject to re-measurement at each balance sheet date and adjusted at each reporting period until exercised or expired, and any change in fair value is recognized in the Company’s consolidated statement of operations.

When the warrants are exercised for ordinary shares, the Company re-measures the fair value of the exercised warrants as of the date of exercise using available fair value methods and records the change in fair value in the consolidated statement of operations, and records the fair value of the exercised warrants as additional paid in capital in the shareholders equity section of the Company’s consolidated balance sheet.

Following the SEC’s Notice of Effectiveness dated June 16, 2014 of the Company’s registration statement on Form S-1 that registered the IPO Warrants and the Working Capital Warrants, an aggregate of 2,428,494 Warrants have been exercised as of December 31, 2015. See more about the Company’s registration statement at Note 16.

#### ***Earnout shares liability***

In accordance with *ASC 815 – Derivatives and hedging*, the earnout shares are not considered indexed to the Company’s own stock and therefore are accounted for as a liability with fair value changes being recorded in the consolidated statements of operations and comprehensive income. Earnout shares are released from the escrow account upon achievement of the conditions set forth in the earnout share agreement. At this time the shares are recorded out of the earnout share liability and into common stock and additional paid in capital within the shareholders equity section of the Company’s consolidated balance sheets.

#### ***Unit Purchase Options***

The Unit Purchase Options (“UPOs”) are derivative contracts in the entity’s own equity in accordance with guidance in ASC 815-40, paragraphs 15-5 through 15-8 and are not accounted for as assets or liabilities requiring fair value estimates for the derivative contract in each reporting period.

The Company accounted for issued UPOs, at issuance date in March 2012, at their fair market value calculated using a Black-Scholes option-pricing model, including the amount of \$500,100 received in cash payments, as an expense of the Public Offering resulting with a charge directly to shareholders’ equity.

In November and December 2015, holders of UPOs exercised 803,468 unit options (one share and one warrant) and simultaneously exercised the underlying warrants on a cashless basis, resulting in the issuance of 592,656 ordinary shares. No cash was received in this simultaneous transaction. Because of the UPOs are accounted for in shareholders' equity as instruments indexed to the Company's own equity, and no cash or other consideration was received or liabilities were settled, there is no measurement or re-measurement of fair value for the purposes of reclassification out of retained earnings into additional paid in capital (see note 16).

### ***Stock-Based Compensation***

We account for stock-based compensation in accordance with *ASC 718, Compensation – Stock Compensation*. ASC 718 requires compensation costs related to share-based transactions, including employee stock options, to be recognized based on fair value. The Company accounts for share-based awards exchanged for employee services at the estimated grant date fair value of the award. During December 31, 2015 and 2014, no share-based awards have been granted to employees.

### ***Derivative Financial Instruments***

The Company records all derivatives on the balance sheet at fair value, regardless of the purpose or intent for holding them. The Company has not designated its derivatives as hedging instruments; therefore, the Company does not designate them as fair value or cash flow hedging instruments. The accounting for changes in fair value of the derivatives is recorded within the Company's consolidated statement of operations.

### ***Fair Value of Financial Instruments***

ASC 820, *Fair Value Measurements*, establishes a fair value hierarchy which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. We primarily apply the market approach for financial assets and liabilities measured at fair value on a recurring basis. Fair value is the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.



The standard describes three level of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

See Note 13 – Fair value measurements.

### ***Revenue Recognition***

Our principal sources of revenue are derived from product sales of manufactured glass and aluminum products. Revenue is recognized when (i) persuasive evidence of an arrangement exists in the form of a signed purchase order or contract, (ii) delivery has occurred per contracted terms, (iii) fees and prices are fixed and determinable, and (iv) collectability of the sale is reasonably assured. All revenue is recognized net of discounts, returns and allowances. Delivery to the customer is deemed to have occurred when the title is passed to the customer. Generally, title passes to the customer upon shipment, but title transfer may occur when the customer receives the product based on the terms of the agreement with the customer.

Revenues from fixed price contracts, which amount to approximately 22% of the Company's sales for the year ended December 31, 2015 are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract. Revenues recognized in advance of amounts billable pursuant to contracts terms are recorded as unbilled receivables on uncompleted contracts based on work performed and costs to date. Unbilled receivables on uncompleted contracts are billable upon various events, including the attainment of performance milestones, delivery and installation of products, or completion of the contract. Revisions to cost estimates as contracts progress have the effect of increasing or decreasing expected profits each period. Changes in contract estimates occur for a variety of reasons, including changes in contract scope, estimated revenue and estimated costs to complete. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in contract performance and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined and do not have a material effect on the Company's financial statements.

*Shipping and Handling Costs*

The Company classifies amounts billed to customers related to shipping and handling as product revenues. The Company records and presents shipping and handling costs in selling expenses.

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***Sales Tax and Value Added Taxes***

The Company accounts for sales taxes and value added taxes imposed on its goods and services on a net basis - value added taxes paid for goods and services purchased is netted against value added tax collected from customers and the net amount is paid to the government. The current value added tax rate in Colombia for all of the Company's products is 16%. A municipal industry and commerce tax (ICA) sales tax of 0.7% is payable on all of the Company's products sold in the Colombian market.

***Product Warranties***

The Company offers product warranties in connection with the sale and installation of its products that are competitive in the markets in which the products are sold. Standard warranties depend upon the product and service, and are generally from five to ten years for architectural glass, curtain wall, laminated and tempered glass, window and door products. Warranties are not priced or sold separately and do not provide the customer with services or coverages in addition to the assurance that the product complies with original agreed-upon specifications. Claims are settled by replacement of the warranted products.

The Company evaluated historical information regarding claims for replacements under warranties and concluded that the costs that the Company have incurred in relation to these warranties have not been material.

***Other Income (expenses)***

The Company recognizes other income and expenses from gain and losses on change in fair value of warrant liability, gains and losses from change in fair value of earnout share liability, interest expense, interest income, and foreign currency transaction gain and losses, and proceeds from sales of scrap materials and other activities not related to the Company's operations.

Non-operating income (net) on our consolidated statement of operations amounted to \$13,877 and \$12,235, for the years ended December 31, 2015 and 2014, respectively. Included within these amounts there were net gains from foreign currency transactions amounting to \$10,059 and \$10,790, for the years ended December 31, 2015 and 2014, respectively.

***Advertising Costs***

Advertising costs are expensed as they are incurred and are included in general and administrative expenses. Advertising costs for the years ended December 31, 2015 and 2014 amounted to approximately \$936 and \$420, respectively.

### ***Employee Benefits***

The Company provides benefits to its employees in accordance with Colombian labor laws. Employee benefits do not give rise to any long term liability.

### ***Income Taxes***

The Company's operations in Colombia are subject to the taxing jurisdiction of the Republic of Colombia. Tecnoglass LLC and Tecnoglass RE LLC are subject to the taxing jurisdiction of the United States. TGI and Tecnoglass Holding are subject to the taxing jurisdiction of the Cayman Islands. Annual tax periods prior to December 2014 are no longer subject to examination by taxing authorities in Colombia.

The Company believes that its income tax positions and deductions would be sustained on audit and does not anticipate any adjustments that would result in a material changes to its financial position. There are no significant uncertain tax positions requiring recognition in the Company's consolidated financial statements. The Company records interest and penalties, if any, as a component of income tax expense.

The Company accounts for income taxes under the asset and liability model (ASC 740 "Income Taxes") and recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and tax bases of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. A valuation allowance is established when management determines that it is more likely than not that all or a portion of deferred tax assets will not be realized.

The Company presents deferred tax assets and liabilities net as either an asset or liability, depending on the net deferred tax position and separating current deferred income taxes from non-current income taxes.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

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### *Earnings per Share*

The Company computes basic earnings per share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the period. Income per share assuming dilution (diluted earnings per share) would give effect to dilutive options, warrants, and other potential ordinary shares outstanding during the period. The Company considered the dilutive effect of warrants, earnout shares and options to purchase ordinary shares in the calculation of diluted income per share, which resulted in 3,890,059 shares of dilutive securities for the years ended December 31, 2014. Calculation of earnings per share for the year ended December 31, 2015, excludes the effect of 3,502,079 shares of dilutive securities given their inclusion would be antidilutive given the net loss for the period.

### *Recently Issued Accounting Pronouncements*

In August 2015, the FASB issued ASU No. 2015-14, “Revenue from Contracts with Customers – Deferral of the Effective Date.” ASU 2015-14 defers the effective date of Update 2014-09 for all entities by one year. Early adoption is permitted. Below is the description of ASU 2014-09 which the Company is currently evaluating.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers” (ASU 2014-09). ASU 2014-09 provides guidance for revenue recognition and affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets and supersedes the revenue recognition requirements in Topic 605, “Revenue Recognition,” and most industry-specific guidance. The core principle of ASU 2014-09 is the recognition of revenue when a company transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, companies will need to use more judgment and make more estimates than under the current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for fiscal years beginning after December 15, 2017 and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The Company is currently evaluating the method and impact the adoption of ASU 2014-09 will have on the Company’s consolidated financial statements and disclosures.

In September 25, 2015, the FASB issued ASU 2015-16, “Simplifying the Accounting for Measurement-Period Adjustments”, that eliminates the requirement to restate prior period financial statements for measurement period adjustments. The new guidance requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. Early adoption is permitted. The Company early adopted ASU 2015-16 and the impact on prior year is included in note 19.

On February 25, 2016, the FASB released ASU 2016-02, “Leases – ASC 842”, completing its project to overhaul lease accounting under ASC 840. The new guidance requires the recognition of most leases on its balance sheet. Also, a modified retrospective transition will be required, although there are significant elective transition reliefs available for both lessors and lessees. This standard is effective for public companies in fiscal years beginning after December 15, 2018. Early adoption is permitted. The Company is in the process of analyzing the new standard.

**Note 4. Trade Accounts Receivable**

Trade accounts receivable consists of the following:

|                                       | <b>December 31,</b> |                 |
|---------------------------------------|---------------------|-----------------|
|                                       | <b>2015</b>         | <b>2014</b>     |
| Trade accounts receivable             | \$52,547            | \$44,828        |
| Less: Allowance for doubtful accounts | (32 )               | (110 )          |
|                                       | <b>\$52,515</b>     | <b>\$44,718</b> |

The changes in allowances for doubtful accounts for the years ended December 31, 2015 and 2014 are as follows:

|                              | December 31, |              |
|------------------------------|--------------|--------------|
|                              | 2015         | 2014         |
| Balance at beginning of year | \$110        | \$403        |
| Provision for bad debts      | 1,286        | 20           |
| Deductions and write-offs    | (1,364)      | (313)        |
| Balance at end of year       | <b>\$32</b>  | <b>\$110</b> |

**Note 5. Other Assets**

Other assets consists of the following

|                                 | December 31, |         |
|---------------------------------|--------------|---------|
|                                 | 2015         | 2014    |
| Advances to Suppliers and Loans | \$835        | \$1,353 |
| Prepaid Income Taxes            | 6,069        | 3,376   |
| Employee Receivables            | 327          | 552     |
| Other Creditors                 | 563          | 227     |
|                                 | \$7,794      | \$5,508 |

**Note 6. Other Long Term Assets**

|   | December 31, |         |
|---|--------------|---------|
|   | 2015         | 2014    |
| Real estate Investments                           | \$4,944      | \$-     |
| Acquired assets pending purchase price allocation | -            | 4,134   |
| Other Long Term Assets                            | 1,476        | 587     |
|   | \$6,420      | \$4,721 |

Acquired assets pending purchase price allocation are assets acquired from Glasswall LLC in December of 2014. See Note 19– Business Combinations for more information.

**Note 7. Goodwill and Intangible Assets*****Goodwill***

The only goodwill the Company has on its balance sheet is in connection with the acquisition of Glasswall LLC. As of December 31, 2014, the Company's provisional amounts for the fair value of the assets acquired did not result in goodwill. However, after the measurement period adjustments became finalized, the Company reallocated \$1,330 from Acquired assets pending purchase price allocation under Other long term assets to goodwill.



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The Company has only one reporting unit and as such the impairment analysis was done by comparing the Company's market capitalization with its book value of equity. For purposes of testing goodwill for impairment as of December 31, 2015, the Company compared its market capitalization amounting to \$366 million to its book value of equity amounting to \$67.7 million. No goodwill impairment was necessary since the Company's market capitalization exceeded its book value of equity.

During 2015 there was no impairments, foreign currency exchange movements, or acquisitions and as such the goodwill balance did not change after the measurement period adjustment related to December 31, 2014.

|  |       |
|--|-------|
| Goodwill as of 12/31/2014 before measurement period adjustment | \$-   |
| Measurement period adjustment                                  | 1,330 |
| Goodwill as of 12/31/2014                                      | 1,330 |
| Goodwill as of 12/31/2015                                      | 1,330 |

*Intangible Assets, Net*

In connection to our acquisitions of RC Aluminum and Glasswall LLC, our intangible assets were recorded at their estimated fair value. In relation to the Glasswall LLC acquisition, we have recognized measurement period adjustments as provisional amounts became finalized during the final valuation assessment of the intangibles assets that existed as of the acquisition date.

Intangible assets, net include the following Miami-Dade County Notices of Acceptances (NOA's):

|                          | December 31, |        |
|--------------------------|--------------|--------|
|                          | 2015         | 2014   |
| Gross amount             | 3,455        | 1,944  |
| Accumulated Amortization | (1,535)      | (470 ) |
| Intangible assets, net   | 1,920        | 1,474  |

The weighted average amortization period is 10 years.

During the twelve months ended December 31, 2015 and December 31 2014, the amortization expense amounted to \$1,063 and \$470, respectively, and was included within the general and administration expenses in our consolidated statement of operations. Also, during the twelve months ended December 31, 2015 NOAs amounting to \$1,500 were reclassified from other long term assets pursuant to the final purchase price allocation of the Glasswall acquisition (See note 19) upon completion of the measurement period adjustment. There were no acquisitions or impairment and these intangibles are not subject to foreign currency translation adjustments since they are recorded at the Company's reporting currency.

The estimated aggregate amortization expense for each of the five succeeding years as of December 31, 2015 is as follows:

| Year ending | (in<br>thousands) |
|-------------|-------------------|
| 2016        | \$ 496            |
| 2017        | 421               |
| 2018        | 150               |
| 2019        | 150               |
| 2020        | 150               |
|             | \$ 1,367          |

**Note 8. Inventories**

Inventories are comprised of the following

|                            | December 31,<br>2015 | December 31,<br>2014 |   |
|----------------------------|----------------------|----------------------|---|
| Raw materials              | \$ 36,254            | \$ 22,421            |   |
| Work in process            | 3,451                | 2,136                |   |
| Finished goods             | 2,875                | 2,158                |   |
| Stores and spares          | 3,190                | 2,371                |   |
| Packing material           | 241                  | 171                  |   |
|                            | 46,011               | 29,257               |   |
| Less: inventory allowances | -                    | (292                 | ) |
|                            | \$ 46,011            | \$ 28,965            |   |

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**Note 9. Property, Plant and Equipment**

Property, plant and equipment is comprised of the following:

|   | December 31,<br>2015 | December 31,<br>2014 |
|---|----------------------|----------------------|
| Building                                  | \$ 41,804            | \$ 36,228            |
| Machinery and equipment                   | 107,179              | 76,497               |
| Office equipment and software             | 3,528                | 2,868                |
| Vehicles                                  | 1,402                | 1,412                |
| Furniture and fixtures                    | 1,569                | 1,651                |
| Total property, plant and equipment       | 155,482              | 118,656              |
| Accumulated depreciation and amortization | (33,018 )            | (31,646 )            |
| Net book value of property and equipment  | 122,464              | 87,010               |
| Land                                      | 13,510               | 16,970               |
| Total property, plant and equipment, net  | \$ 135,974           | \$ 103,980           |

Depreciation expense was \$9,906 and \$7,531 for the years ended December 31, 2015 and 2014.

Included within the table above are Property, plant and equipment under capital lease, which are comprised of the following:

|                                       | December 31,<br>2015 | December 31,<br>2014 |
|---------------------------------------|----------------------|----------------------|
| Buildings                             | \$ 3,625             | \$ 376               |
| Land                                  | 8,375                | 18,459               |
| Machinery and Equipment               | 26,384               | 3,689                |
| Total assets under capital lease      | 38,384               | 22,525               |
| Accumulated Depreciation              | (3,822 )             | (2,522 )             |
| Total assets under capital lease, net | \$ 34,562            | \$ 20,002            |

For more information on capital lease obligations see note 10 – Debt. Differences between capital lease obligations and the value of property, plant and equipment under capital lease arise from differences in the maturities of capital lease obligations and the useful lives of the underlying assets.

The roll forward of Property, plant and equipment for the years ended December 31, 2015 and 2014 was as follows:

|   | December 31, |             |
|---|--------------|-------------|
|   | 2015         | 2014        |
| Property, Plant and Equipment           |              |             |
| Beginning balance                       | \$ 135,626   | \$ 118,299  |
| Acquisitions                            | 82,032       | 52,626      |
| Purchase price allocation adjustment    | 1,170        | -           |
| Disposals                               | (2,114 )     | (4,909 )    |
| Reclassification to investment property | (5,080 )     | -           |
| Effect of Foreign currency translation  | (42,642 )    | (30,390 )   |
| Ending Balance                          | \$ 168,992   | \$ 135,626  |
| Accumulated Depreciation                |              |             |
| Beginning Balance                       | \$(31,646 )  | \$(30,919 ) |
| Depreciation Expense                    | (9,906 )     | (7,531 )    |
| Disposals                               | 19           | -           |
| Reclassification to investment property | 161          | -           |
| Effect of Foreign Currency Translation  | 8,354        | 6,804       |
| Ending balance                          | \$(33,018 )  | \$(31,646 ) |
| Property, plant and Equipment, Net      | \$ 135,974   | \$ 103,980  |

Reclassification to investment property corresponds to the reclassification to other long term assets for \$4,944 comprised of land and buildings purchased in December 2014 related to the Glasswall acquisition, initially classified as property, plant and equipment. As of December 31, 2015 these assets have been classified as income producing real estate investment included within other long term assets following the Company's decision to use these assets for investment purposes. The effect of foreign currency translation is the adjustment resulting from translating the amounts from Colombian Pesos, functional currency of some of the Company's subsidiaries, into U.S. Dollars, the reporting currency.

**Note 10. Debt**

The Company's debt is comprised of the following:

|  | December 31,<br>2015 | December 31,<br>2014 |
|--|----------------------|----------------------|
| Revolving lines of credit  | 4,640                | 375                  |
| Loans  | 107,692              | 78,318               |
| Capital Lease  | 26,082               | 15,505               |
| Total obligations under borrowing arrangements                       | \$ 138,414           | \$ 94,198            |
| Less: Current portion of long-term debt and other current borrowings | 16,921               | 54,925               |
| Long-term debt   | \$ 121,493           | \$ 39,273            |

At December 31, 2015, the Company owed approximately \$138,414 under its various borrowing arrangements with several banks in Colombia and Panama including obligations under various capital leases as discussed below. The bank obligations have maturities ranging from six months to 15 years that bear interest at rates ranging from 2.3 % to 17.13%. These loans are generally secured by substantially all of the Company's accounts receivable or inventory, except for the 15-year mortgage secured by the Company's real properties in Miami-Dade County. Most of the company's borrowings as of December 31, 2015 were denominated in Colombian pesos except for \$52,964 of U.S. Dollar denominated borrowings.

The mortgage loan with TD Bank secured by Tecno RE in December 2014 to finance the acquisition of real property in Miami-Dade County, Florida with an outstanding balance of \$3,733 as of December 31, 2015, contained a covenant requiring a 1.0:1 debt service coverage ratio measured on an annual basis. At December 31, 2015, the Company did not meet the required covenant and received a waiver from TD Bank to defer testing of the covenant until December 31, 2016 with no other remedy or conditions imposed.

The Company had \$8,524 and \$7,362 of property, plant and equipment as well as \$0 and \$435 of other long term assets pledged to secure \$ 48,056 and \$26,856 under various lines of credit as of December 31, 2015 and 2014, respectively.

Net proceeds from debt were \$10,449 and \$9,185 during the years ended December 31, 2015 and 2014, consisting of \$112,805 and \$87,109 new obligations entered with similar terms to existing debt, and repayments of debt for \$102,356 and \$77,924 for the years ended December 31, 2015 and 2014, respectively.

On January 7, 2016, the Company entered into a \$109.5 million, seven-year senior secured credit facility. Proceeds from the new facility were used to refinance \$83.5 million of existing debt, with the remaining \$26.0 million available to the Company for capital expenditures and working capital needs. Approximately \$48.4 million of the new facility were used to refinance short term debt as long term debt. The Company's consolidated balance sheets as of December 31, 2015 reflects the effect of this refinance of the Company's current portion of long term debt and other current borrowings into long term debt based on the Company's intent as of that date.. The new facility features two tranches, including one tranche denominated in USD representing 71% of the facility and another tranche denominated in Colombian Pesos (COP) representing the remaining 29%. Borrowings under the facility will bear interest at a weighted average interest rate of 7% for the first year, and thereafter at a rate of LIBOR plus 5.25% and DTF (Colombian index) plus 5.00% for the respective USD and COP denominated tranches.

Maturities of long term debt and other current borrowings are as follows as of December 31, 2015:

|                          |            |
|--------------------------|------------|
| Year Ending December 31, |            |
| 2016                     | \$ 16,921  |
| 2017                     | 6,876      |
| 2018                     | 9,649      |
| 2019                     | 14,062     |
| 2020                     | 20,388     |
| Thereafter               | 70,518     |
| Total                    | \$ 138,414 |

### **Revolving Lines of Credit**

The Company has approximately \$7,264 in two lines of credit under a revolving note arrangement as of December 31, 2015. The floating interest rates on the revolving notes are between DTF+4% and DTF+6%. DTF is the primary measure of interest rates in Colombia. The notes are secured by all assets of the Company. At December 31, 2015 and 2014, \$4,640 and \$375 was outstanding under these lines, respectively.

### **Capital Lease Obligations**

The Company is obligated under various capital leases under which the aggregate present value of the minimum lease payments amounted to approximately \$21,161. The present value of the minimum lease payments was calculated using discount rates ranging from 9.2% to 11.4%.

The future minimum lease payments under all capital leases at December 31, 2015 are as follows:

| <b>Year Ending December 31,</b> |          |
|---------------------------------|----------|
| 2016                            | 4,652    |
| 2017                            | 4,005    |
| 2018                            | 4,401    |
| 2019                            | 4,899    |
| 2020                            | 5,567    |
| Thereafter                      | 10,831   |
| Total minimum lease payments    | 34,355   |
| Amount representing interest    | (8,273)  |
| Net minimum lease payments      | \$26,082 |

Differences between capital lease obligations and the value of property, plant and equipment arise from differences in the maturities of capital lease obligations and the useful lives of the underlying assets.

Interest expense for the year ended December 31, 2015 and 2014 was \$9,274 and \$8,900, respectively. During the year ended December 31, 2015, the Company capitalized interests for the amount of \$1,383.

#### **Note 11. Note Payable to Shareholder**

From September 5, 2013 to November 7, 2013 A. Lorne Weil loaned the Company \$150 of which \$70 was paid at closing of the Merger and \$80 remained unpaid as of December 31, 2014 and December 31, 2013. During the second quarter of 2014, the Company paid \$1 and a balance of \$79 remains unpaid as of December 31, 2015.

#### **Note 12. Income Taxes**

The Company files income tax returns for TG and ES in the Republic of Colombia where, as a general rule, taxable income for companies is subject to a 25% Income Tax rate, except for taxpayers with special rates approved by the Congress. A minimum taxable income is calculated as 3% of net equity on the last day of the immediately preceding period and is used as taxable income if it is higher than taxable income otherwise calculated. Tecnoglass Inc, as well as all the other subsidiaries in the Cayman Islands and Panama do not currently have any tax obligations.

On December 23, 2014, Colombia's president signed into effect a tax reform bill amending the Colombian Tax Statute fixing the Income Tax Rate at 25%. An additional income tax for social equity, the CREE Tax, is based on taxable



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income and applies at a rate of 9% to certain taxpayers including the Company. Prior to the reform, the CREE Tax would only apply for years 2013-2015. The reform makes the CREE tax rate of 9% permanent and an additional CREE Surtax will also apply for the years 2015 through 2018 at varying rates. The Income tax reform resulted in deferred tax liabilities being increased by \$286 at December 31, 2014 when compared with previous income tax rates.

The following table summarizes income tax rates under the tax reform law.

|                     | 2015 | 2016 | 2017 | 2018 | 2019 |
|---------------------|------|------|------|------|------|
| Income Tax          | 25 % | 25 % | 25 % | 25 % | 25 % |
| CREE Tax            | 9 %  | 9 %  | 9 %  | 9 %  | 9 %  |
| CREE Surtax         | 5 %  | 6 %  | 8 %  | 9 %  | -    |
| Total Tax on Income | 39 % | 40 % | 42 % | 43 % | 34 % |

The components of income tax expense (benefit) are as follows:

|                                | December 31, |         |
|--------------------------------|--------------|---------|
|                                | 2015         | 2014    |
| Current income tax             |              |         |
| Colombia                       | \$20,810     | \$9,453 |
| Deferred income Tax            |              |         |
| Colombia                       | (119 )       | (915 )  |
| Total Provision for Income Tax | \$20,691     | \$8,538 |

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A reconciliation of the statutory tax rate in Colombia to the Company's effective tax rate is as follows:

|                                       | December 31, |        |
|---------------------------------------|--------------|--------|
|                                       | 2015         | 2014   |
| Income tax expense at statutory rates | 39.0 %       | 34.0 % |
| Non-deductible expenses               | 224.3 %      | 19.3 % |
| Non-taxable income                    | -2.2 %       | -6.0 % |
| Effective tax rate                    | 261.1 %      | 47.3 % |

The Company's effective tax rate of 261% and 47.3% for the year ended December 31, 2015 reflects non-deductible losses of \$24,901 due to the change in fair value of the Company's warrant liability during the year ended December 31, 2015 which contributed to 122.5 percentage points in the reconciliation of the Company's effective income tax rate to the statutory rate and non-deductible losses of \$10,858 and \$10,807 due to the change in fair value of the Company's earnout share liability during the year ended December 31, 2015 and 2014, respectively, which contributed to 53.4 percentage points and 20.4 percentage points in the reconciliation of the Company's effective income tax rate to the statutory rate.. There were no other individual items that contributed 5 percentage points or more in the reconciliation of the Company's effective tax rate and the statutory rate during the years ended December 31, 2015 and none during the year ended December 31, 2014.

The Company has the following net deferred tax assets and liabilities:

|   | December 31, |         |
|---|--------------|---------|
|   | 2015         | 2014    |
| Deferred tax assets:                            |              |         |
| Accounts Receivable Clients - not delivered FOB | \$2,402      | \$1,260 |
| Unbilled receivables on uncompleted contracts   | -            | 2,452   |
| Depreciation                                    | 327          | 1,542   |
| Financial Liabilities                           | 0            | 5       |
| Deferred profit on other assets                 | 433          | -       |
| Provision Inventory obsolescence                | -            | 114     |
| Total deferred tax assets                       | 3,162        | \$5,373 |
| Less: Current portion of deferred tax assets    | 2,271        | 4,960   |
| Long term portion of deferred tax assets        | 891          | 413     |
| Deferred tax liabilities:                       |              |         |
| Inventory - not delivered FOB                   | \$1,646      | \$984   |
| Unbilled receivables uncompleted contracts      | 3,947        | 6,325   |
| Depreciation                                    | 311          | 485     |
| Financials Liabilities                          | 2            | -       |

|   |         |         |
|---|---------|---------|
| Provision Accounts Receivable                   |         | 622     |
| Total deferred tax liabilities                  | \$5,905 | \$8,416 |
| Less: Current portion of deferred tax liability | 5,654   | 8,008   |
| Long term portion of deferred tax liability     | 251     | 408     |
| Net deferred tax liability                      | \$2,744 | \$3,043 |

The Company does not have any uncertain tax positions for which it is reasonably possible that the total amount of gross unrecognized tax benefits will increase or decrease within twelve months of December 31, 2015. The unrecognized tax benefits may increase or change during the next year for items that arise in the ordinary course of business and may be subject to inspection by the Colombian tax authorities for a period of up to two years until the statute of limitations period elapses.

### **Note 13. Fair Value Measurements**

The Company accounts for financial assets and liabilities in accordance with accounting standards that define fair value and establish a framework for measuring fair value. The hierarchy prioritizes the inputs into three broad levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's assumptions used to measure assets and liabilities at fair value. A financial asset's or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and advances from customers approximate their fair value due to their relatively short-term maturities. The Company bases its fair value estimate for long term debt obligations on its internal valuation that all debt is floating rate debt based on current interest rates in Colombia.

Financial assets and liabilities measured at fair value on a recurring basis:

|   | Quotes<br>Prices<br>in<br>Active<br>Markets<br>(Level<br>1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---|---|---|--|
| At December 31, 2015                    |   |   |  |
| Marketable equity securities            | 428   | -   | -  |
| Earnout Shares Liability                | -   | -   | 34,154   |
| Warrant Liability                       | -   | -   | 31,213   |
| Interest Rate Swap Derivative Liability | -   | 42  | -  |

|   | Quotes<br>Prices<br>in<br>Active<br>Markets<br>(Level<br>1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---|---|---|--|
| At December 31, 2014                    |   |   |  |
| Marketable equity securities            | 667   | -   | -  |
| Earnout Shares Liability                | -   | -   | 29,061   |
| Warrant Liability                       | -   | -   | 19,991   |
| Interest Rate Swap Derivative Liability | -   | 134   | -  |

As of December 31, 2015, financial instruments carried at amortized cost that do not approximate fair value consist of long-term debt. See Note 10 – Debt. The fair value of long term debt was calculated based on an analysis of future cash flows discounted with our average cost of debt which is based on market rates, which are level 2 inputs.

The following table summarizes the fair value and carrying amounts of our long term debt:

|            | December 31 |        |
|------------|-------------|--------|
|            | 2015        | 2014   |
| Fair Value | 138,347     | 43,266 |

Carrying Value 121,493 39,273

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**Note 14. Related Parties**

The Company's major related party entities disclosed in this footnote are: (i) ES Windows LLC ("ESW LLC"), a Florida LLC that imports and resells the Company's products and is owned by related party members, (ii) Ventanas Solar S.A. ("VS"), an importer and installer based in Panama and owned by related party family members, and (iii) Union Temporal ESW ("UT ESW"), a temporary contractual joint venture with Ventanar S. A. under Colombian law that is managed by related parties and that expires at the end of its applicable contract.

The following is a summary of assets, liabilities, and income and expense transactions with all related parties, shareholders, directors and managers:

|                                     | At December 31,<br>2015 | At December 31,<br>2014 |
|-------------------------------------|-------------------------|-------------------------|
| <u>Assets</u>                       |                         |                         |
| Current Assets                      |                         |                         |
| Due from ESW LLC                    | \$ 17,887               | \$ 13,814               |
| Due from VS                         | 6,895                   | 7,979                   |
| Due from UT ESW                     | -                       | 2,001                   |
| Due from other related parties      | 3,291                   | 4,770                   |
|                                     | \$ 28,073               | \$ 28,564               |
| Long Term Trade receivable from VS  | \$ 2,536                | \$ 4,220                |
| Investments                         | 64                      | 84                      |
| Liabilities                         |                         |                         |
| Due to related parties              | \$ (1,283 )             | \$ (1,999 )             |
|                                     | December 31,<br>2015    | December 31,<br>2014    |
| Revenues                            | \$ 58,200               | \$ 47,630               |
| Interest Income                     | 451                     | -                       |
| Expenses-                           |                         |                         |
| Fees paid to Directors and Officers | 1,871                   | 1,327                   |
| Paid to other related parties       | 3,036                   | 3,549                   |

Sales to other related parties were less than \$0.1 million in the year ended December 31, 2015 and 2014.

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Due from other related parties as of December 31, 2015 includes \$657 due from Daesmo, \$524 from Consorcio Ventanar ESW – Boca Grande. Also included within due from other related parties is a loan to Finsocial, a company that makes loans to public school system teachers with balances were \$256 and \$2,255 as of December 31, 2015 and 2014, respectively.

Paid to other related parties during the year ended December 31, 2015 include charitable contributions to the Company's foundation for \$1,234, sales commissions for \$1,107 and other services for \$694 .

During 2015 and 2014, the Company and VS executed a short-term payment agreement and a three-year payment agreement that were mainly created to fund working capital to VS due the timing difference between the collections from VS's customers. The interest rate of these payment agreements are Libor + 4.7% paid semiannually and Libor +6.5% paid monthly for the short-term agreement and the three-year agreement, respectively.

In December 2014, ESW LLC, a related party, guaranteed a mortgage loan for \$3,920 for the acquisition of real properties in Miami-Dade County, Florida by Tecnoglass RE LLC, a wholly owned subsidiary of the Company.

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*Analysis of variable interest entities*

The Company conducted an evaluation of its involvement with all its significant related party business entities as of December 31, 2015 and 2014 in order to determine whether these entities were variable interest entities (“VIE”) requiring consolidation or disclosures in the financial statements of the Company. The Company evaluated the purpose for which these entities were created and the nature of the risks in the entities as required by the guidance under ASC 810-10-25 - Consolidation and related Subsections.

From all the entities analyzed, only two entities, ESW LLC and VS, resulted in having variable interests. However, as of the date of the initial evaluation and for the year ended December 31, 2015, the Company concluded that both entities are not deemed VIEs and as such these entities should not be consolidated within the Company’s consolidated financial statements.

The Company’s analysis that was performed previously for the preparation of the financial statements as of December 31, 2014 concluded that these entities were VIEs. However, further analysis of the facts and circumstances surrounding the Company’s accounting of ESW LLC and VS performed during 2015 determined that the prior analysis was in error. The Company considered a quantitative and qualitative materiality assessment of the disclosure error and concluded it was not material to the Company’s previously reported financial statements.

**Note 15. Derivative Financial Instruments**

In 2012, the Company entered into three interest rate swaps (IRS) contracts as economic hedges against interest rate risk through 2017, and two currency forward contracts as economic hedges against foreign currency rate risk on U.S. dollar loans. The currency forwards expired in January 2014. Hedge accounting treatment per guidance in ASC 815-10 and related Subsections was not pursued at inception of the contracts. Changes in the fair value of the derivatives are recorded in current earnings. The derivatives were recorded as a liability on the Company’s balance sheet at an aggregate fair value of \$42 and \$134 as of December 31, 2015 and 2014, respectively.

**Note 16. Warrant Liability and Earnout Shares Liability**

*Warrant Liability*



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The fair value of the warrant liability was determined by the Company using the Binomial Lattice pricing model. This model is dependent upon several variables such as the instrument's expected term, expected strike price, expected risk-free interest rate over the expected instrument term, the expected dividend yield rate over the expected instrument term and the expected volatility of the Company's stock price over the expected term. The expected term represents the period of time that the instruments granted are expected to be outstanding. The expected strike price is based upon a weighted average probability analysis of the strike price changes expected during the term as a result of the down round protection. The risk-free rates are based on U.S. Treasury securities with similar maturities as the expected terms of the options at the date of valuation. Expected dividend yield is based on historical trends. The Company measures volatility using a blended weighted average of the volatility rates for a number of similar publicly-traded companies. The inputs to the model were as follows:

|                                     | December 31, |         |
|-------------------------------------|--------------|---------|
|                                     | 2015         | 2014    |
| Stock Price                         | \$13.74      | \$10.15 |
| Dividend Yield                      | *            | N/A     |
| Risk-free rate                      | 0.65 %       | 0.67 %  |
| Expected Term                       | 0.97         | 1.97    |
| Expected Volatility (level 3 input) | 37.69 %      | 33.62 % |

\*A quarterly dividend of \$0.125 per share commencing in the second quarter of 2016 was assumed.

Changes in assumptions could have significant impact on the fair valuation attributed to the Company's warrants. When these assumptions change or become known in the future, such differences will impact the liability carrying value in the period in which they change or become known. The company performed a sensitivity analysis on the redeemable and non-redeemable warrants to assess the impact of a change in the assumptions.

The value of the redeemable warrants is sensitive to changes in the Company's common share price. An increase or decrease in the common share price of 5% would result in a increase or decrease in the value of the redeemable warrants of approximately 4.5% and 11.5% respectively. The potential increase is limited by the redemption feature. The value of the redeemable warrants is not particularly sensitive to changes in volatility (a 5% increase or decrease would result in a less than a 1% change in the value of the redeemable warrants), or the risk-free rate (a 50bps increase or decrease would result in less than a 0.25% change in value of the redeemable warrants). The value of the redeemable warrants are, in fact, almost completely insensitive to any changes in the risk-free rate or volatility. This is due to combination of the following circumstances 1) being close to their maximum value (i.e \$13.74 common stock price vs. \$14.00 redemption price), 2) their short remaining life (~1 year), and 3) the likelihood of exercise before the first dividend payment.

The value of the non-redeemable warrants is sensitive to changes in the Company's common share price. An increase or decrease in the common share price of 5% would result in an increase or decrease in the value of the non-redeemable warrants of approximately 11.5%, respectively. The value of the non-redeemable warrants is not particularly sensitive to changes in volatility assumption (a 5% increase or decrease would result in a less than a 1% change in the non-redeemable warrant value), or changes in the risk-free rate assumption (a 50bps increase or decrease would result in less than a 0.25% change in the non-redeemable warrant value).



The table below provides a reconciliation of the beginning and ending balances for the warrant liability measured using significant unobservable inputs (Level 3):

|  |           |
|--|-----------|
| Balance - December 31, 2014                            | \$ 19,991 |
| Fair value adjustment for year ended December 31, 2015 | 11,222    |
| Balance at December 31, 2015                           | \$31,213  |

The Company's warrants are exercisable by the warrant holder in either of two modes: (i) by making a cash payment at the exercise price and receiving ordinary shares ("cash exercise"), or (ii) by applying a formula in the warrant agreement that is based on the market price of the shares on the NASDAQ market in order to receive ordinary shares for the warrant with no cash payment ("cashless exercise"). Of 2,428,494 aggregate warrants exercised since the merger in December 2013, warrant holders exercised 102,570 warrants for an equal number of shares on a cash basis, and 2,325,924 warrants for 1,001,848 ordinary shares on a cashless basis.

When the warrants are exercised for ordinary shares, the Company re-measures the fair value of the exercised warrants as of the date of exercise using quoted prices on the OTC Pink Markets and records the change in fair value in the consolidated statement of operations, and records the fair value of the exercised warrants as additional paid-in capital in the shareholders equity section of the Company's balance sheet. In the year ended December 31, 2015, the Company recorded \$ 8,591 in the consolidated statement of operations for the change in fair value of exercised warrants and recorded \$13,679 as additional paid-in capital in the shareholders equity section of the Company's consolidated balance sheet as below:

|   | Number of Warrants | Average Value | Fair Value  |
|---|--------------------|---------------|-------------|
| Opening balance as of January 1, 2015   | 9,097,430          | \$ 2.19       | \$ 19,991   |
| Change in fair value to the date of cashless exercise charged to income statement                         | 2,325,924          | \$ 3.69       | \$ 8,591    |
| Fair value of warrants exercised credited to shareholders equity  | 2,325,924          | \$ 5.88       | \$(13,679 ) |
| Change in fair value of unexercised warrants remaining at December 31, 2015                               | 6,771,506          | \$ 2.41       | \$ 16,310   |
| Closing balance as of December 31, 2015   | 6,771,506          | \$ 4.61       | \$ 31,213   |
| Net gain on exercise of warrants  | 2,325,924          | \$ 2.19       | \$(5,088 )  |
| Total change in warrant liability due exercise of warrants and change in fair value of remaining warrants | -                  | -             | \$ 11,222   |

***Earnout Shares Liability***

The fair value of the earnout shares liability is calculated using a Monte Carlo simulation, whereby future net revenue was simulated over the earnout period using a geometric Brownian Motion. Our model utilized management's forecasted net sales and was performed in a risk-neutral environment. The inputs to the model were as follows:

|                                   | December 31, |   |         |   |
|-----------------------------------|--------------|---|---------|---|
|                                   | 2015         |   | 2014    |   |
| Stock Price                       | \$13.74      |   | \$10.15 |   |
| Risk-free rate                    | 0.41         | % | 0.67    | % |
| Expected Term                     | 1 year       |   | 2 years |   |
| Asset Volatility (level 3 input)  | 38           | % | 34      | % |
| Equity Volatility (level 3 input) | 45           | % | 40      | % |

\*A quarterly dividend of \$0.125 per share commencing in the second quarter of 2016 was assumed.

The value of the earnout share liability is sensitive to changes in equity volatility and the forecasted EBITDA of the company. An increase or decrease in the equity volatility of 5% would result in an increase or decrease in the value of the earnout share liability of approximately 0.3%, respectively. An increase or decrease in the EBITDA of 5% would result in an increase or decrease in the value of the earnout share liability of approximately 0.3%, respectively.

The table below provides a reconciliation of the beginning and ending balances for the earnout shares liability measured using significant unobservable inputs (Level 3):

|   |          |
|---|----------|
| Balance - December 31, 2013   | \$18,254 |
| Fair value adjustment for year ended December 31, 2014              | 10,807   |
| Balance - December 31, 2014   | 29,061   |
| Fair value adjustment for year ended December 31, 2015              | 10,858   |
| Fair value of earnout shares issued credited to shareholders equity | (5,765)  |
| Balance at December 31, 2015  | \$34,154 |

The Company entered into an Agreement and Plan of Reorganization (the “Merger Agreement”) as of August 17, 2013. Pursuant to the Merger Agreement, on the closing date of December 20, 2013, the Company issued 3,000,000 Ordinary Shares (“Earnout Shares”) to be held in escrow and to be released after the closing based on the Company’s achievement of specified share price targets or targets based on Tecnoglass Holding’s net earnings before interest income or expense, income taxes, depreciation, amortization and any expenses arising solely from the merger charged to income (“EBITDA”) in the fiscal years ending December 31, 2014, 2015 or 2016. The following table sets forth the targets and the number of Earnout Shares issuable upon the achievement of such targets:

|                             | Ordinary Share<br>Price Target | EBITDA Target |          | Number of Earnout<br>Shares |           |
|-----------------------------|--------------------------------|---------------|----------|-----------------------------|-----------|
|                             |                                | Minimum       | Maximum  | Minimum                     | Maximum   |
| Fiscal year ending 12/31/14 | \$12.00 per share              | \$30,000      | \$36,000 | 416,667                     | 500,000   |
| Fiscal year ending 12/31/15 | \$13.00 per share              | \$35,000      | \$40,000 | 875,000                     | 1,000,000 |
| Fiscal year ending 12/31/16 | \$15.00 per share              | \$40,000      | \$45,000 | 1,333,333                   | 1,500,000 |

If either the ordinary share target or the maximum EBITDA target is met in any fiscal year, Energy Holding Corp. receives the maximum number of earnout shares indicated for the year. In the event the ordinary share target is not met but the combined company’s EBITDA falls within the minimum and maximum EBITDA target for a specified year, the number of earnout shares to be issued will be interpolated between such targets. In the event neither the ordinary share target nor the minimum EBITDA target is met in a particular year, but a subsequent year’s share price or EBITDA target is met, Energy Holding Corp. will earn the earnout shares for the previous year as if the prior year’s target had been met.

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## **Note 17. Commitments and Contingencies**

### ***Guarantees***

Guarantees on behalf of or from related parties are disclosed in Note 14 - Related Parties.

### ***Legal Matters***

Tecnoglass S.A. and Tecnoglass USA, Inc., a related party, were named in a civil action for wrongful death, negligence and negligent infliction of emotional distress arising out of a workplace accident where a crate of glass fell and fatally crushed a worker during the unloading process. TG denied liability and rigorously defended the claim in court. TG's insurance carrier provided coverage to TG under a \$3.0 million wasting policy, which meant that the attorneys' fees and expenses incurred during the defense of the claim reduced the amount of coverage available. On October 1, 2014 the case was settled. The plaintiffs accepted \$1,075, with a payment time of 60 days. The Company's insurance policy covered 90% of the loss.

Tecnoglass S.A. is also a named defendant in the matter of Diplomat Properties, Limited Partnership as assignee of Shower Concepts, Inc. v. Tecnoglass Colombia, S.A. in the 17<sup>th</sup> Judicial Circuit in and for Broward County, Florida. Plaintiff Diplomat Properties, Limited ("Diplomat") has asserted a claim for indemnification against TG and Tecnoglass USA, Inc. The claim arises from the supplying of glass shower doors to a hotel/spa in Broward County, Florida. Specifically, in 2006, Diplomat commenced arbitration against Shower Concepts, Inc. seeking damages for breach of contract due to fractures in the installed glass shower doors. Diplomat initiated a complaint asserting various claims which were dismissed with prejudice. The only remaining claim against the Tecnoglass entities is common law indemnification. TG denies liability and asserts that Shower Concepts was at fault and that as a joint tortfeasor, it cannot sue for indemnity. A trial date has not yet been set for this case. The claim was settled in December 2015 at no cost to the Company.

C.I. Energia Solar S.A. filed a lawsuit against Bagatelos Arch Glass in Colombia for \$1,560 and in March 2, 2016 also filed a lawsuit against Bagatelos Architectural Glass Systems, Inc ("Bagatelos") in California. The Company's claim arises from Bagatelos refusing to pay outstanding accounts with the Company alleging mounting damages in Company products that render them outside the terms of sale. The law suit was first filed in Colombia where the court is likely to have jurisdiction since Bagatelos travelled to the factory and inspected the products and fabrication. It is likely that a court in California shall recognize a foreign-country judgment and it is highly likely that the lawsuit filed in California will be placed on temporary hold until a final resolution in the Colombian lawsuit has been completed. Management and ES' counsel believes that court is likely to rule in favor of the Company and the Company will be able to recover outstanding amount from Bagatelos.

***General Legal Matters***

From time to time, the Company is involved in legal matters arising in the ordinary course of business. While management believes that such matters are currently not material, there can be no assurance that matters arising in the ordinary course of business for which the Company is, or could be, involved in litigation, will not have a material adverse effect on its business, financial condition or results of operations.

**Note 18. Shareholder's Equity**

***Preferred Shares***

TGI is authorized to issue 1,000,000 preferred shares with a par value of \$0.0001 per share with such designation, rights and preferences as may be determined from time to time by the Company's board of directors.

As of December 31, 2015, there are no preferred shares issued or outstanding.



**Ordinary Shares**

The Company is authorized to issue 100,000,000 ordinary shares with a par value of \$0.0001 per share. As of December 31, 2015, a total of 29,395,636 Ordinary shares were issued and outstanding which includes 2,500,000 Earnout shares which have been issued and placed in escrow but have no voting rights. The Earnout shares are not considered issued and outstanding as a matter of Cayman Islands law.

**Legal Reserve**

Colombian regulation requires that companies retain 10% of net income until it accumulates to least 50% of subscribed and paid in capital.

**Earnings per Share**

The following table sets forth the computation of the basic and diluted earnings per share for the years ended December 31, 2015 and 2014:

|   | December 31, |            |
|---|--------------|------------|
|   | 2015         | 2014       |
| Numerator for basic and diluted earnings per shares                                       |              |            |
| Net (Loss) Income   | (12,765      | ) 9,511    |
| Denominator   |              |            |
| Denominator for basic earnings per ordinary share - weighted average shares outstanding   | 25,447,564   | 24,347,620 |
| Effect of dilutive warrants and earnout shares  | 3,502,078    | 3,890,059  |
| Denominator for diluted earnings per ordinary share - weighted average shares outstanding | 28,949,642   | 28,237,679 |
| Basic earnings per ordinary share   | (0.50        | ) 0.39     |
| Diluted earnings per ordinary share   | (0.50        | ) 0.34     |

Calculation of earnings per share for the year ended December 31, 2015 excludes the effect of 3,502,079 dilutive securities because their inclusion would be antidilutive due to the net loss for the period.

***Restricted Securities***

Energy Holding Corporation, the sole shareholder of Tecnoglass Holding whose shareholders are all of the former shareholders of Tecnoglass and ES, received 20,567,141 ordinary shares in consideration of all of the outstanding and issued ordinary shares of Tecnoglass Holding. Under the terms of the merger agreement, the shareholders of Energy Holding Corporation entered into lock-up agreements precluding the sale or transfer of their shares until December 20, 2014. Certain other holders of ordinary shares and warrants had been restricted from selling any of their securities until December 20, 2014. This restriction expired on that date.

Pursuant to the merger agreement and plan of reorganization and on filing of financial statements for the fiscal year ended December 31, 2014, Energy Holding Corporation received an aggregate of 500,000 ordinary shares based on its achievement of specified EBITDA targets set forth in such agreement and the Company will issue 1,000,000 ordinary shares upon achievement of specified EBITDA target in the fiscal year ended December 31, 2015. Energy Holding Corp. also has the contractual right to receive an additional 1,500,000 ordinary shares, to be released upon the attainment of specified share price targets or targets based on our EBITDA in the fiscal year ending December 31, 2016. The following table sets forth the targets and the number of earnout shares issuable to Tecnoglass Holding shareholders upon the achievement of such targets:

|                             | Ordinary Share Price Target | EBITDA Target |              | Number of Earnout Shares |           |
|-----------------------------|-----------------------------|---------------|--------------|--------------------------|-----------|
|                             |                             | Minimum       | Maximum      | Minimum                  | Maximum   |
| Fiscal year ending 12/31/16 | \$ 15.00 per share          | \$40,000,000  | \$45,000,000 | 1,333,333                | 1,500,000 |

If either the ordinary share target or the maximum EBITDA target is met in any fiscal year, Energy Holding Corp. receives the maximum number of earnout shares indicated for the year. In the event the ordinary share target is not met but the combined company's EBITDA falls within the minimum and maximum EBITDA target for a specified year, the number of earnout shares to be issued will be interpolated between such targets. In the event neither the ordinary share target nor the minimum EBITDA target is met in a particular year, but a subsequent year's share price or EBITDA target is met, Energy Holding Corp. will earn the earnout shares for the previous year as if the prior year's target had been met.

### ***Long Term Incentive Compensation Plan***

On December 20, 2013, our shareholders approved our 2013 Long-Term Equity Incentive Plan (“2013 Plan”). Under the 2013 Plan, 1,593,917 ordinary shares are reserved for issuance in accordance with the plan’s terms to eligible employees, officers, directors and consultants. As of December 31, 2015, no awards had been made under the 2013 Plan.

### ***Registration Statements and Company Securities***

On February 11, 2014, the Registrant filed a registration statement on Form S-3 (Registration No. 333-193882), which was subsequently amended on Form S-1 and declared effective by the Securities and Exchange Commission on June 16, 2014 (“2014 Registration Statement”). The 2014 Registration Statement also constituted a Post-Effective Amendment No. 1 to Form S-1 to the Registrant’s Registration Statement No. 333-178061 declared effective on March 16, 2012 (“2012 Registration Statement”).

The Company filed post-effective amendments to the registration statement on Form S-1 filed on Form S-3 pursuant to Section 10(a)(3) of the Securities Act of 1933, as amended, to update the 2014 Registration Statement and 2012 Registration Statement to include the audited consolidated financial statements and the notes thereto included in the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on April 15, 2015 and certain other information in such Registration Statements.

The post effective amendments relate to up to 5,904,484 ordinary shares and 3,416,681 warrants of the Company which may be sold from time to time representing up to (i) 649,382 ordinary shares issued pursuant to two subscription agreements in connection with our initial business combination, (ii) 1,040,000 ordinary shares issued in connection with our formation, (iii) 30,018 ordinary shares and 30,018 warrants underlying unit purchase options originally issued in connection with our initial public offering, (iv) 3,386,663 warrants, or “insider warrants,” (and 3,386,663 ordinary shares underlying the insider warrants) purchased in a private placement that was consummated simultaneously with our initial public offering, (v) 78,401 ordinary shares underlying warrants, or “working capital warrants,” issued upon conversion of a promissory note issued in consideration of a working capital loan Securityholder, (vi) 206,547 ordinary shares underlying warrants, or “insider warrants,” purchased in a private placement that was consummated simultaneously with our initial public offering, and (vii) 95,693 ordinary shares sold pursuant to a subscription agreement in March 2014, and (viii) 417,780 ordinary shares issued upon exercise of certain insider warrants and unit purchase options. No additional securities were registered under the registration statement or the amendments thereto. As of the latest practicable date before these financial statements were available for publication, the registration statement had not been declared effective by the SEC.

The Company has not receive any proceeds from the sale of the securities in the registration statement, although the Company could receive up to \$56.0 million upon the exercise of all of the insider warrants and working capital warrants, up to \$1.0 million upon the exercise of the unit purchase options, up to \$0.8 million upon the exercise of the warrants underlying such unit purchase options and up to \$20.7 million upon the exercise of the warrants issued in the Public Offering. Any amounts received from such exercises will be used for working capital and other general corporate purposes.

On July 9, 2015, the Company filed an *Offer to Exchange Warrants to Acquire Ordinary Shares Of Tecnoglass Inc. for Ordinary Shares of Tecnoglass Inc.* (the “Exchange Offer”) in a registration statement on Form S-4 and amendments thereto. The Exchange Offer proposes to acquire all of the Company’s outstanding warrants in exchange for ordinary shares of the Company at conversion ratio of 2.3 in exchange for one ordinary share and subsequently amending its filing on March 11, 2016 to offer an exchange ratio 2.5 warrants for each ordinary share. warrants. The Exchange Offer will remain open for a period of 30 days once exchange documentation is sent to warrant holders and the first quarterly dividend payment as approved by the Board of Directors will be made to shareholders of record 15 days after the end of the Exchange Offer. As of the latest practicable date before these consolidated financial statements were available for publication, the SEC had not yet declared effective the Exchange Offer.

#### ***Issuance of Common Stock***

In March 2014, the Company entered into an agreement with an affiliate of A Lorne Weil, the Company’s Non-Executive Chairman of the board, for the sale of 95,693 ordinary shares at a price of approximately \$10.45 per share in a private placement transaction, for proceeds to the company of \$1.0 million.

Following the SEC’s Notice of Effectiveness dated June .16, 2014 of the Company’s registration statement on Form S-1 that registered the IPO Warrants and Working Capital Warrants, 102,570 warrants were exercised by warrant holders as of December 31, 2015 resulting in the issuance of the same number of shares and cash proceeds of \$821.

In December 2014, the Company entered into two asset purchase agreements with Glasswall LLC, a south Florida based manufacturer of impact resistant windows and door systems. Total consideration paid by the Company was \$9,000, of which 4,000 were paid with the issuance of 388,199 ordinary shares issued to Glasswall at \$10.30 per share.

In April 2015, 500,000 shares were issued to Energy Holding Corporation, the sole shareholder of Tecnoglass Holding based on its achievement of the specific EBITDA targets for the year ended December 31, 2014.

From July 6, 2015 to December 31, 2015, 200,000 working capital warrants, 609,255 insider warrants and 1,516,669 warrants issued in our initial public offering were exercised on a “cashless basis” which resulted in the issuance of

1,001,848 ordinary shares as more fully described in Note 15 to these financial statements.

In November and December of 2015, the Company issued 592,656 shares in connection with the exercise of 803,462 unit purchase options and the underlying warrants.

The issuances of stock in 2015 are summarized as follows:

|   |           |
|---|-----------|
| Shares issued for achievement of EBITDA targets     | 500,000   |
| Shares issued for warrant exercises                 | 1,001,848 |
| Shares issued for exercise of unit purchase options | 592,656   |
| Total ordinary shares issued                        | 2,094,504 |

As of March 28<sup>th</sup>, 2016, the latest practicable date before these consolidated financial statements were available for publication, 102,570 warrants have been exercised for proceeds of \$820,560. As of the same date, an additional 200,000 working capital warrants, 609,255 insider warrants and 1,516,669 warrants issued in our initial public offering have been exercised on a “cashless basis” as more fully described in the Notes 16 to these financial statements.

**Note 19. Business Combinations**

In June 2014, we acquired selected assets of RC Aluminum Industries, Inc. (“RC Aluminum”) for \$1,900. RC Aluminum designs, manufactures and installs glass products for architects, designers, developers and general contractors. The primary assets acquired include Miami-Dade County Notices of Acceptance (NOA) form more than 50 products manufactured and sold by RC Aluminum and the right to complete two of RC Aluminum’s contracted projects with an estimated value of approximately \$12 million. The assets acquired from RC Aluminum were recorded as intangible assets at fair values including transaction costs of \$1,094 for the NOA permitted designs and \$850 for the customer list of projects.

In December 2014, we acquired assets of Glasswall, LLC, a Miami, South Florida based manufacturer of impact-resistant windows and door systems used in high-rise commercial and residential buildings. As part of the transaction, we acquired a 160,000 square foot warehouse / manufacturing / office facility in Miami for \$5,167, and manufacturing and assembly equipment, and Miami-Dade NOAs for products manufactured and sold by Glasswall and other tangible and intangible assets for \$4,134 accounted under other assets as of December 31, 2014.

Total consideration consisted 388,199 ordinary shares for \$4,000 in our stock and \$5,301 million in cash financed in part by a 15-year, \$3.920 term loan that we secured to acquire the facilities. The allocation of the consideration transferred was based on management’s judgement after evaluation of several factors, including a preliminary valuation assessment. Finalization of the analysis resulted in a change in the composition of other assets into equipment, intangible assets, and goodwill. ASC 805 provides for measurement period adjustments, which is the period of time during which the acquirer may adjust preliminary amounts recognized at the acquisition date to their subsequently determined final acquisition date fair value.

The following table summarizes the purchase price allocation of consideration transferred:

|                    | Preliminary<br>Purchase Price<br>Allocation | Measurement<br>period<br>adjustments | Final Purchase<br>Price<br>Allocation |
|--------------------|---|--------------------------------------|---------------------------------------|
| Land               | 1,952                                       |                                      | 1,952                                 |
| Buildings          | 3,215                                       |                                      | 3,215                                 |
| Equipment          | -   | 1,170                                | 1,170                                 |
| Intangibles (NOAs) | -   | 1,500                                | 1,500                                 |
| Goodwill           | -   | 1,330                                | 1,330                                 |
| Other Assets       | 4,134                                       | (4,000)                              | 134                                   |
| Total              | 9,301                                       |                                      | 9,301                                 |

Consideration Transferred:

|                                 |       |
|---------------------------------|-------|
| Liabilities assumed (mortgage)  | 3,920 |
| Common Stock                    | 4,000 |
| Cash                            | 1,381 |
| Total consideration transferred | 9,301 |

The excess of the consideration transferred over the estimated fair values of assets acquired and liabilities assumed was recorded as goodwill. The only identifiable intangible asset subject to amortization was the NOAs amounting to \$1.5 million, which have a remaining useful life of 10 years. See Note 7 – Goodwill and Intangible Assets for additional information.

**Note 20. Segment and Geographic Information**

The Company has one operating segment, Architectural Glass and Windows, which is also its reporting segment, comprising the design, manufacturing, distribution, marketing and installation of high-specification architectural glass and windows products sold to the construction industry.

In reviewing the Company’s segmentation, the Company followed guidance under ASC 280-10-50-1 which states that “an operating segment is a component of a public entity that has all of the following characteristics: (i) it engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same public entity), (ii) its operating results are regularly reviewed by the public entity’s chief operating decision maker [CODM] to make decisions about resources to be allocated to the segment and assess its performance, and (iii) its discrete financial information is available. Based on the Company’s review discussed below, the Company believes that its identification of a single operating and reportable segment – Architectural Glass and Windows - is consistent with the objectives and basic principles of Segment Reporting, which are to “help financial statement readers better understand the public entity's performance, better assess its prospects for future net cash flows and make more informed judgments about the public entity as a whole.”

The following tables present geographical information about external customers and revenues from external customer by product groups. Geographical information is based on the location where the sale was originated.

|                | December 31, |           |
|----------------|--------------|-----------|
|                | 2015         | 2014      |
| Colombia       | \$81,290     | \$80,062  |
| United States  | 141,801      | 101,612   |
| Panama         | 7,329        | 11,351    |
| Other          | 8,413        | 4,427     |
| Total Revenues | \$238,833    | \$197,452 |

|                                   | December 31, |           |
|-----------------------------------|--------------|-----------|
|                                   | 2015         | 2014      |
| Glass and framing components      | \$85,034     | \$69,122  |
| Windows and architectural systems | 153,799      | 128,330   |
| Total Revenues                    | \$238,833    | \$197,452 |

Excluding related parties, only one customer accounted for more than 10% or more of our net sales, amounting to 32.0 million or 13% of sales each one during the year ended December 31, 2015. The loss of such customer would not have a material adverse effect on the Company.

## Note 21. Operating Expenses

Selling expenses for the years ended December 31, 2015 and 2014 were comprised of the following:

|   | December 31, |          |
|---|--------------|----------|
|   | 2015         | 2014     |
| Personnel                                       | \$4,906      | \$5,318  |
| Shipping and Handling                           | 11,202       | 7,994    |
| Sales commissions                               | 4,073        | 2,652    |
| Allowance for doubtful accounts and write-off's | 1,286        | 20       |
| Services  | 1,735        | 970      |
| Packaging                                       | 1,092        | 929      |
| Other Selling Expenses                          | 3,285        | 4,854    |
| Total Selling Expense                           | \$27,579     | \$22,737 |



General and administrative expenses for the years ended December 31, 2015 and 2014 were comprised of the following:

|   | December 31, |          |
|---|--------------|----------|
|   | 2015         | 2014     |
| Personnel                                 | \$4,359      | \$4,454  |
| Professional Fees                         | 3,645        | 3,070    |
| Taxes                                     | 1,530        | 582      |
| Services                                  | 2,462        | 2,315    |
| Depreciation and Amortization             | 2,303        | 1,315    |
| Other expenses                            | 4,621        | 4,591    |
| Total General and administrative expenses | \$18,920     | \$16,327 |

**Note 22. Non-Operating Income, net**

Non-operating income (net) on our consolidated statement of operations amounted to \$13,877 and \$12,235, for the years ended December 31, 2015 and 2014, respectively. Included within these amounts there were net gains from foreign currency transactions amounting to \$10,059 and \$10,790, for the years ended December 31, 2015 and 2014, respectively.

### **Note 23. Subsequent Events**

On January 6, 2016, the Company's shares commenced trading on the Bolsa de Valores de Colombia ("BVC"), the principal stock exchange of Colombia, under the symbol TGLSC. The listing of the Company's shares on the BVC is secondary to the primary listing on the NASDAQ Market. No new shares were issued in connection with the admission to trading on the BVC.

On January 7, 2016, the Company entered into a \$109.5 million, seven-year senior secured credit facility. Proceeds from the new facility were used to refinance \$83.5 million of existing debt, with the remaining \$26.0 million available to the Company for capital expenditures and working capital needs. Approximately \$51.6 million of the new facility were used to refinance short term debt as long term debt. The Company's consolidated balance sheets as of December 31, 2015 reflects the effect of this refinance of the Company's current portion of long term debt and other current borrowings into long term debt based on the Company's intent as of that date.. The new facility features two tranches, including one tranche denominated in USD representing 71% of the facility and another tranche denominated in Colombian Pesos (COP) representing the remaining 29%. Borrowings under the facility will bear interest at a weighted average interest rate of 7% for the first year, and thereafter at a rate of LIBOR plus 5.25% and DTF (Colombian index) plus 5.00% for the respective USD and COP denominated tranches.

On March 11, 2016, the Company filed a second amendment to its Registration Statement on Form S-4 with the Securities and Exchange Commission ("SEC") in connection with a proposed exchange of its warrants for its ordinary shares. Under the original terms of the warrant exchange offer, each of Company's warrant holders had the opportunity to receive one ordinary share of the Company in exchange for every 2.3 of the Company's outstanding warrants tendered by the holder and exchanged pursuant to the offer. The amended filing changed the exchange ratio from 2.3 to 2.5 to reflect the Company's most recent stock price movement. The Exchange Offer will commence as soon as practicable after the registration statement becomes effective and is expected to remain open for not less than 30 days.

During March, 2016, the Company entered into a credit facility, denominated in Colombian Pesos, for an equivalent amount of US\$ 25 million, and immediately placed it in a short term cash deposit in U.S. dollars, with the objective of hedging its net assets foreign currency exposure risk, estimated in the same amount. This facility will be repaid with the cash from the deposit upon maturity. Additionally, the Company entered into a short term facility for approximately US\$6 million to cover specific seasonal working capital needs which will be repaid out of our cash flow from operations.