

# KENON HOLDINGS LTD.

## **FORM 6-K** (Report of Foreign Issuer)

Filed 03/29/17 for the Period Ending 03/29/17

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Symbol	KEN
SIC Code	4400 - Water transportation
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF A FOREIGN ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**March 29, 2017**

**Commission File Number 001-36761**

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**Kenon Holdings Ltd.**

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**1 Temasek Avenue #36-01  
Millenia Tower  
Singapore 039192  
(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

EXHIBITS 99.1 AND 99.2 TO THIS REPORT ON FORM 6-K ARE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-201716) OF KENON HOLDINGS LTD. AND IN THE PROSPECTUSES RELATING TO SUCH REGISTRATION STATEMENT.

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Exhibits

- 99.1 Press Release, dated March 29, 2017: Kenon Holdings Reports Full Year 2016 Results and Additional Updates
  - 99.2 Financial Information for the Year Ended December 31, 2016 of Kenon, IC Power and Qoros and Reconciliation of Certain non-IFRS Financial Information
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**SIGNATURES**

Pursuant to the requirements 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.

KENON HOLDINGS LTD.

Date: March 29, 2017

By: /s/ Yoav Doppelt

Name: Yoav Doppelt

Title: Chief Executive Officer

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**Kenon Holdings Reports Full Year 2016 Results and Additional Updates**

**—IC Power continued to grow in 2016—**

*Growth driven by completion of three greenfield projects which added 1,269 MW of installed capacity and acquisition of distribution business*

**Singapore, March 29, 2017. Kenon Holdings Ltd. (NYSE: KEN, TASE: KEN)** announces its results for 2016 and additional updates to its businesses.

**Key Highlights**

**IC Power**

- IC Power's revenues in 2016 were \$1,874 million, as compared to \$1,289 million in 2015.
- IC Power's net income attributable to Kenon in 2016 was \$3 million (\$15 million excluding finance expenses due to intercompany loans owing to Kenon <sup>1</sup>), as compared to \$36 million in 2015.
- IC Power's Adjusted EBITDA <sup>2</sup> in 2016 was \$420 million, as compared to \$326 million in 2015.
- By February 2017, all four units of Samay I, IC Power's 632 MW cold-reserve thermoelectric plant in Peru, had been declared available to the system.
- In March 2017, following the completion of CDA's acceptance tests, COES, the Peruvian system operator, declared that the installed capacity of CDA had tested at 545 MW, representing a 35 MW increase from CDA's planned installed capacity.

**Qoros**

- In 2016, Qoros' sales increased by approximately 70% to approximately 24,000 cars, as compared to approximately 14,000 cars in 2015.
- In March 2017, Kenon agreed to fund up to RMB777 million (approximately \$114 million) to Qoros in two equal tranches in connection with the full release of its remaining RMB850 million (approximately \$125 million) back-to-back guarantee obligations to its joint venture partner Chery. Kenon funded the first tranche of RMB388.5 million (approximately \$57 million) to Qoros in March 2017, and the provision of the second tranche is at Kenon's discretion.

**Kenon's Annual Report on Form 20-F**

Kenon's Annual Report on Form 20-F for the year ended December 31, 2016, which will contain additional information about Kenon and its businesses, will be filed with the U.S. Securities and Exchange Commission in April 2017.

**Kenon's Strategy**

Kenon remains committed to its strategy to realize the value of its businesses for its shareholders. In connection with this strategy, Kenon may provide its shareholders with direct access to its businesses, which may include spin-offs, listings, offerings, distributions or monetization of its businesses. Kenon is actively exploring various ways to materialize this strategy in a rational and expeditious manner.

**Discussion of Results for the Year ended December 31, 2016**

Kenon's consolidated results of operations from its operating companies essentially comprise the consolidated results of IC Power Ltd. ("IC Power"). The results of Qoros Automotive Co., Ltd. ("Qoros") and ZIM Integrated Shipping Ltd. ("ZIM") are reflected under results from associates.

See Exhibit 99.2 of Kenon's Form 6-K dated March 29, 2017, for summary Kenon consolidated financial information; summary IC Power consolidated financial information; the definition of IC Power's Adjusted EBITDA (which is a non-IFRS measure) and for a reconciliation to IC Power's, and each of its segments', net income; summary operational information of each of IC Power's generation businesses; summary financial information for each of IC Power's businesses; summary Qoros consolidated financial information; and the definition of Qoros' EBITDA (which is a non-IFRS measure) and for a reconciliation to Qoros' total losses.

<sup>1</sup> Net income excluding finance expenses due to intercompany loans owing to Kenon is a non-IFRS measure. IC Power's finance expenses relating to intercompany notes owing to Kenon were \$12 million in 2016.

<sup>2</sup> Adjusted EBITDA is a non-IFRS measure. See Exhibit 99.2 of Kenon's Form 6-K dated March 29, 2017 for the definition of IC Power's Adjusted EBITDA and

a reconciliation to IC Power's, and each of its segments', net income.

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## IC Power

IC Power's segments are Generation and Distribution. IC Power's Generation business is further segmented by geography: Peru, Israel, Central America and Other.

The following discussion of IC Power's results of operations is derived from IC Power's consolidated financial statements.

### Summary Financial Information of IC Power by Segment <sup>3</sup>

For the Year Ended December 31, 2016							
<i>(in USD millions)</i>							
	Generation				Distribution	Adjustments	Total
	Peru	Israel	Central America	Other <sup>1</sup>	Guatemala		
Revenues	528	356	326	157	509	(2)	1,874
Cost of Sales <sup>2</sup>	(323)	(282)	(252)	(101)	(403)	2	(1,359)
Net Income	33	24	4	(84)	35	9	21
Adjusted EBITDA	189	67	60	22	82	-	420

  

For the Year Ended December 31, 2015							
<i>(in USD millions)</i>							
	Generation				Distribution	Adjustments	Total
	Peru	Israel	Central America	Other <sup>1</sup>	Guatemala		
Revenues	448	326	337	178	-	-	1,289
Cost of Sales <sup>2</sup>	(279)	(242)	(265)	(123)	-	-	(909)
Net Income	31	22	23	(31)	-	8	53
Adjusted EBITDA	152	79	62	33	-	-	326

1. IC Power's Other segment includes the results of certain of IC Power's generation assets. In addition, IC Power's Other segment includes expenses and other adjustments relating to its headquarters and intermediate holding companies, including amortization of purchase price allocations recorded in connection with IC Power's acquisition of Energuate.

2. Excludes depreciation and amortization.

- *Revenues* —\$1,874 million in 2016, as compared to \$1,289 million in 2015. This increase was primarily due to the acquisition of IC Power's distribution business in January 2016, as well as the commencement of commercial operations of Kanan (Central America segment) in April 2016, Samay I (Peru segment) in May 2016, and CDA (Peru segment) in August 2016;
- *Cost of sales* —\$1,359 million in 2016, as compared to \$909 million in 2015, primarily as a result of the items described above with respect to the increase in revenues;
- *Net income* —\$21 million in 2016, as compared to \$53 million in 2015. The decrease in net income was primarily due to
  - o a \$35 million increase in finance expenses in IC Power's holding companies (which expenses are not tax deductible), including \$12 million in finance expenses related to the notes issued by IC Power to Kenon, \$8 million in finance expenses related to the \$120 million ICPDH Credit Agreement due to the acquisition of Energuate, and a \$7 million increase of finance expenses in Inkia related to the cessation of capitalization of finance expenses due to the commencement of commercial operations of CDA;
  - o Kallpa's recognition of a \$10 million expense resulting from the early redemption premium paid in respect of a portion of the Kallpa bonds redeemed in May 2016;
  - o a \$7 million increase in operating expenses at the holding company level due to costs incurred in 2016 in connection with the withdrawn IPO of IC Power; and

<sup>3</sup> In March 2016, Kenon conducted an internal restructuring pursuant to which its subsidiary IC Power Ltd., which was a holding company with no material assets, acquired I.C. Power Asia Development Ltd., which held interests in power generation and distribution assets. As a result, IC Power Ltd. (formerly IC Power Pte. Ltd.) became the parent holding company of I.C. Power Asia Development Ltd. (formerly I.C. Power Ltd.) and the results of IC Power for 2015 are the results of IC Power Asia Development Ltd.

- o a \$19 million decrease in net income of the Central America segment.

These decreases were partially offset by the \$35 million contribution from IC Power's distribution business.

IC Power's net income attributable to Kenon in 2016 was \$3 million (\$15 million excluding finance expenses due to intercompany loans owing to Kenon), as compared to \$36 million in 2015; and

- *Adjusted EBITDA*—\$420 million in 2016, as compared to \$326 million in 2015. The increase in 2016 was primarily the result of the Adjusted EBITDA recorded by IC Power's distribution business and an increase in the Adjusted EBITDA of the Peru segment, due to the commencement of commercial operations of Samay I in May 2016 and CDA in August 2016. These increases were partially offset by lower Adjusted EBITDA of Kallpa and OPC-Rotem, as discussed below.

A discussion of revenues, cost of sales, net income and Adjusted EBITDA for IC Power's generation business by segment for 2016, as compared to 2015 is as follows:

#### Generation - Peru Segment

For the Year Ended December 31, 2016						
Entity	Ownership Interest (%)	Revenues	Cost of Sales	Adjusted EBITDA	Net Income	
(\$ millions)						
Kallpa	75	\$ 438	\$ 293	\$ 139	\$ 32	
Samay I	75	40	16	19	1	
CDA	75	50	14	31	-	
<b>TOTAL</b>	<b>75</b>	<b>\$ 528</b>	<b>\$ 323</b>	<b>\$ 189</b>	<b>\$ 33</b>	

  

For the Year Ended December 31, 2015						
Entity	Ownership Interest (%)	Revenues	Cost of Sales	Adjusted EBITDA	Net Income	
(\$ millions)						
Kallpa	75	\$ 448	\$ 279	\$ 152	\$ 43	
Samay I	75	-	-	-	(4)	
CDA	75	-	-	-	(8)	
<b>TOTAL</b>		<b>\$ 448</b>	<b>\$ 279</b>	<b>\$ 152</b>	<b>\$ 31</b>	

- *Revenues*—\$528 million in 2016, as compared to \$448 million in 2015, primarily as a result of the commencement of commercial operations of Samay I and CDA. The increase was partially offset by a \$10 million decrease in Kallpa's revenues, primarily as a result of a 4% decrease in Kallpa's average selling price, due to the current oversupply of capacity in the Peruvian power market;
- *Cost of sales*—\$323 million in 2016, as compared to \$279 million in 2015, primarily as a result of the cost of sales recorded by Samay I and CDA and an increase in Kallpa's gas supply, transportation and distribution costs, due to an increase in Kallpa's gas consumption, as a result of a 16% increase in the volume of energy generated during 2016;
- *Net income*—\$33 million in 2016, as compared to \$31 million in 2015, primarily as a result of an increase in operating income in the second half of 2016, as a result of the commencement of commercial operations of Samay I and CDA. This increase was partially offset by Kallpa's recognition of a \$10 million expense resulting from the early redemption premium paid in respect of a portion of the Kallpa bonds redeemed in May 2016; and
- *Adjusted EBITDA*—\$189 million in 2016, as compared to \$152 million in 2015, primarily as a result of the commencement of commercial operations of Samay I and CDA. This increase was partially offset by a \$3 million (negative) revenue adjustment incurred by Samay I as a result of its unavailability in 2016 and a reduction in Kallpa's Adjusted EBITDA, due to the factors described above. The decrease in Kallpa's Adjusted EBITDA was partially offset by a \$7 million compensation payment received in 2016 in connection with the early termination of a Kallpa power purchase agreement.

**Generation - Israel Segment**
**For the Year Ended December 31, 2016**

Entity	Ownership Interest (%)	(\$ millions)			
		Revenues	Cost of Sales	Adjusted EBITDA	Net Income
OPC-Rotem	80	\$ 311	\$ 239	\$ 65	\$ 24
OPC-Hadera	100	45	43	2	-
<b>TOTAL</b>		<b>\$ 356</b>	<b>\$ 282</b>	<b>\$ 67</b>	<b>\$ 24</b>

**For the Year Ended December 31, 2015**

Entity	Ownership Interest (%)	(\$ millions)			
		Revenues	Cost of Sales	Adjusted EBITDA	Net Income
OPC-Rotem	80	\$ 318	\$ 235	\$ 79	\$ 20
OPC-Hadera	100	8	7	-	2
<b>TOTAL</b>		<b>\$ 326</b>	<b>\$ 242</b>	<b>\$ 79</b>	<b>\$ 22</b>

- *Revenues* —\$356 million in 2016, as compared to \$326 million in 2015, primarily as a result of a \$37 million increase in revenues from OPC-Hadera (acquired in August 2015). The increase was offset by a \$7 million reduction in OPC-Rotem’s revenues as a result of declines in the EA generation component tariff in August 2015;
- *Cost of sales* —\$282 million in 2016, as compared to \$242 million in 2015, primarily as a result of a \$36 million increase in OPC-Hadera’s cost of sales and a \$4 million increase in OPC-Rotem’s cost of sales due to higher energy purchases, as a result of scheduled maintenance performed at OPC-Rotem in Q2 2016, partially offset by lower consumption of natural gas;
- *Net income* —\$24 million in 2016, as compared to \$22 million in 2015; and
- *Adjusted EBITDA* —\$67 million in 2016, as compared to \$79 million in 2015, primarily due to lower Adjusted EBITDA in the first half of 2016, as compared to the first half of 2015, as a result of the EA generation component tariff update in August 2015, as well as the scheduled maintenance performed in Q2 2016.

**Generation - Central America Segment**
**For the Year Ended December 31, 2016**

Entity (Country)	Ownership Interest (%)	(\$ millions)			
		Revenues	Cost of Sales	Adjusted EBITDA	Net Income
ICPNH (Nicaragua)	61-65	90	59	28	8
Kanan (Panama)	100	67	55	11	(8)
Nejapa and Cenérgica (El Salvador)	100	107	82	16	6
Puerto Quetzal (Guatemala)	100	55	52	5	(2)
Guatemel (Guatemala) <sup>1</sup>	100	7	4	-	-
<b>TOTAL</b>		<b>\$ 326</b>	<b>\$ 252</b>	<b>\$ 60</b>	<b>\$ 4</b>

1. In January 2016, IC Power acquired Guatemel, an electricity trading company, as part of its acquisition of its distribution business. However, Guatemel’s results are included within IC Power’s generation business as a result of its business line.

**For the Year Ended December 31, 2015**

Entity (Country)	Ownership Interest (%)	Revenues	Cost of Sales	Adjusted EBITDA	Net Income
(\$ millions)					
ICPNH (Nicaragua)	61-65	111	73	36	17
Kanan (Panama)	100	—	—	—	—
Nejapa and Cenérgica (El Salvador)	100	117	98	16	4
Puerto Quetzal (Guatemala)	100	109	94	10	2
<b>TOTAL</b>		<u>\$ 337</u>	<u>\$ 265</u>	<u>\$ 62</u>	<u>\$ 23</u>

- *Revenues* —\$326 million in 2016, as compared to \$337 million in 2015. The decrease in revenues was primarily due to (1) a \$54 million reduction in Puerto Quetzal’s revenues due to the expiration of a short-term PPA, which resulted in a decrease in the volume of energy sold, and a decrease in Puerto Quetzal’s average selling prices as a result of lower HFO prices, (2) a \$21 million reduction in ICPNH’s revenues due to a decrease in the average selling price of the thermal plants (Corinto and Tipitapa) as a result of lower HFO prices and decreased energy sales for the wind farms (Amayo I and Amayo II) due to lower wind levels and (3) a \$10 million decrease in revenues of Nejapa and Cenérgica, primarily due to declines in both Nejapa’s selling prices and volume sold. These decreases were offset by a \$67 million contribution in revenues from Kanan, which commenced commercial operations in April 2016;
- *Cost of sales* —\$252 million in 2016, as compared to \$265 million in 2015, primarily as a result of (1) a \$42 million decrease in Puerto Quetzal’s cost of sales due to a decline in fuel expenses as a result of a reduction in HFO prices and the volume of energy generated and (2) an \$18 million decrease in Nejapa’s cost of sales, due to a decrease in fuel costs as a result of a decline in the volume of energy generated and lower HFO prices. These effects were offset by the cost of sales recorded by Kanan;
- *Net income* —\$4 million in 2016, as compared to \$23 million in 2015, primarily due to (1) an \$8 million net loss recorded by Kanan, as a result of the recording of depreciation and amortization expenses of Kanan following the commencement of its commercial operations in April 2016 and (2) a \$9 million decrease in ICPNH’s net income as a result of the decreased energy sales for wind farms (Amayo I and Amayo II) due to lower wind levels; and
- *Adjusted EBITDA* —\$60 million in 2016, as compared to \$62 million in 2015, primarily due to the factors discussed above.

**Generation - Other Segment**

**For the Year Ended December 31, 2016**

Entity (Country)	Ownership Interest (%)	Revenues	Cost of Sales	Adjusted EBITDA	Net Income
(\$ millions)					
COBEE (Bolivia)	100	40	14	20	4
Central Cardones (Chile)	87	13	1	9	2
Colmito (Chile)	100	21	17	3	-
CEPP (Dominican Republic)	97	29	24	3	(1)
JPPC (Jamaica)	100	42	35	4	(1)
Surpetroil (Colombia)	60	8	8	-	(1)
RECSA (Guatemala) <sup>1</sup>	100	1	-	-	-
IC Power Distribution Holdings (non-operating holdco)	100	-	-	-	(8)
Inkia & Other (non-operating holdcos)	100	1	-	(5)	(48)
IC Power, ICPI & Other (non-operating holdcos)	100	-	-	(12)	(31)
<b>TOTAL</b>		<u>\$ 155</u>	<u>\$ 991</u>	<u>\$ 22</u>	<u>\$ (84)</u>

1. In January 2016, IC Power acquired RECSA, an electricity transmission company, as part of its acquisition of its distribution business. However, RECSA’s results are included within IC Power’s generation business as a result of its business line.

**For the Year Ended December 31, 2015**

<b>Entity (Country)</b>	<b>Ownership Interest (%)</b>	<b>Revenues</b>	<b>Cost of Sales</b>	<b>Adjusted EBITDA</b>	<b>Net Income</b>
				(\$ millions)	
COBEE (Bolivia)	100	43	18	21	5
Central Cardones (Chile)	87	14	2	10	3
Colmito (Chile)	100	28	25	3	1
CEPP (Dominican Republic)	97	39	31	6	2
JPPC (Jamaica)	100	45	41	2	(2)
Surpetroil (Colombia)	60	8	6	1	(1)
IC Power Distribution Holdings (non-operating holdco)	100	—	—	—	—
Inkia & Other (non-operating holdcos)	100	1	—	(4)	(32)
IC Power, ICPI & Other (non-operating holdcos)	100	—	—	(6)	(7)
<b>TOTAL</b>		<u>\$ 178</u>	<u>\$ 123</u>	<u>\$ 33</u>	<u>\$ (31)</u>

- *Revenues*—\$155 million in 2016, as compared to \$178 million in 2015, primarily as a result of (1) a \$10 million decline in CEPP’s revenues as a result of a reduction in spot market prices and (2) a \$7 million decline in Colmito’s revenues as a result of a reduction in Colmito’s selling prices, due to higher hydrology levels in Chile, which reduced spot market prices;
- *Cost of sales*—\$99 million in 2016, as compared to \$123 million in 2015, primarily as a result of (1) a \$7 million decline in CEPP’s cost of sales due to a reduction in fuel expenses and (2) an \$8 million decline in Colmito’s cost of sales due to a decline in spot market energy purchase prices (as discussed above);
- *Net loss*—\$84 million loss in 2016, as compared to \$31 million loss in 2015, primarily due to (1) a \$35 million increase in finance expenses in IC Power’s holding companies, including (i) a \$7 million increase of finance expenses in Inkia related to the cessation of capitalization of finance expenses due to the commencement of commercial operations of CDA in 2016; (ii) \$8 million of finance expenses related to the \$120 million ICPDH Credit Agreement entered into in connection with IC Power’s acquisition of its distribution business; (iii) \$3 million of finance expenses related to the \$100 million Overseas Facility; and (iv) \$12 million of finance expenses related to the \$220 million of notes issued by IC Power to Kenon in March 2016, and (2) a \$7 million increase in operating expenses at the holding company level due to costs incurred in 2016 in connection with the withdrawn IPO of IC Power; and
- *Adjusted EBITDA*—\$22 million in 2016, as compared to \$33 million in 2015, primarily due to the increased costs of IC Power’s holding companies.

**Distribution Segment**

**For the Year Ended December 31, 2016**

<b>Entity</b>	<b>Ownership Interest (%)</b>	<b>Revenues</b>	<b>Cost of Sales</b>	<b>Adjusted EBITDA</b>	<b>Net Income</b>
				(\$ millions)	
DEORSA	93	\$ 225	\$ 177	\$ 36	\$ 16
DEOCSA	91	284	226	46	19
<b>TOTAL</b>		<u>\$ 509</u>	<u>\$ 403</u>	<u>\$ 82</u>	<u>\$ 35</u>

The results of IC Power’s distribution segment reflect the results of such segment since January 22, 2016, the date on which IC Power’s distribution business was acquired and consolidated.

**Capital Expenditures**

IC Power’s capital expenditures were \$496 million in 2016, including (1) \$413 million in capital expenditures on construction projects in 2016, consisting of Samay I (\$66 million), CDA (\$72 million), Kanan (\$16 million), OPC-Hadera (\$53 million) and the acquisition of Energuate (\$206 million, net of cash acquired of \$60 million), (2) \$70 million in capital expenditures for maintenance of existing facilities (which included \$28 million for Energuate), and (3) \$13 million for new projects, facility recovery and capitalized interest expense.

**Liquidity and Capital Resources**

As of December 31, 2016, IC Power had cash and cash equivalents of \$219 million, restricted cash of \$89 million, and total outstanding consolidated indebtedness of \$3,072 million (excluding IC Power’s \$145 million note payable to Kenon), consisting of \$483 million of short-term indebtedness, including the current portion of long-term indebtedness, and \$2,589 million of long-term indebtedness.

IC Power’s \$120 million ICPDH Credit Agreement and \$100 million Overseas Facility mature in June 2017 and November 2017, respectively. IC Power may seek to refinance or extend the maturity of such indebtedness.

**Business Developments**

*Update on the Construction of the OPC-Hadera Plant*

OPC-Hadera is constructing a 140 MW co-generation power plant in Israel. IC Power expects that the total cost of completing the OPC-Hadera plant will be approximately \$250 million (including the acquisition price of NIS 60 million (approximately \$16 million) of OPC-Hadera).

Construction of the OPC-Hadera plant began in June 2016, and the plant is expected to commence commercial operations by early 2019. As of December 31, 2016, OPC-Hadera had invested an aggregate of \$70 million in the project and completed approximately 35% of the project.

In March 2017, following the full investment of the project's equity contribution, OPC-Hadera made its first drawings under the NIS 1 billion (approximately \$261 million) loan agreement relating to the project.

#### ***Update on Samay I Plant***

By February 2017, all four units of Samay I, IC Power's 632 MW cold-reserve thermoelectric project in Peru, had been declared available to the system. The four units had been declared unavailable to the system in July 2016 after inspections had revealed damage to the shafts in three of the plant's four units.

While the units were unavailable, Samay I continued to receive payments under its PPA, but such payments were subject to adjustments depending on the amount of time the plant was unavailable when called for dispatch. In 2016, Samay I was subject to (negative) revenue adjustments of approximately \$3 million as a result of Samay I's unavailability.

The cost of the repairs was paid by the EPC contractor. To the extent IC Power is required to incur costs relating to the outage, including repair costs and loss of profits, IC Power intends to seek coverage from the EPC contractor and/or the insurance coverage (subject to deductibles).

#### ***Update on CDA Plant***

In March 2017, following the completion of CDA's acceptance tests, COES, the Peruvian system operator, declared that the installed capacity of CDA had tested at 545 MW, representing a 35 MW increase from CDA's planned installed capacity. CDA is under discussions with the EPC contractor regarding the final reconciliation of construction costs.

#### ***Withdrawal of IC Power IPO***

In January 2017, Kenon and IC Power announced the commencement of a roadshow for an IPO for IC Power's ordinary shares. In February 2017, IC Power withdrew the IPO in light of market conditions, as the IPO was not deemed to be in the best interests of IC Power and Kenon at such time. Kenon is continuing to evaluate various strategic alternatives with respect to its interest in IC Power and its businesses, which may include a future listing, offering, distribution or monetization of IC Power or its subsidiaries.

#### **Qoros<sup>4</sup>**

The following discussion of Qoros' results of operations below is derived from Qoros' consolidated financial statements.

#### **Revenues**

Revenues increased by 72% to RMB2,512 million (\$369 million) in 2016, as compared to RMB1,459 million (\$215 million) in 2015. Qoros' increased revenues in 2016 reflect an approximately 70% increase in car sales from approximately 14,000 cars in 2015 to approximately 24,000 cars in 2016. The launch of the Qoros 5 SUV in March 2016 was a major contributor to the increase in Qoros' car sales.

#### **Cost of Sales**

Cost of sales increased by 76% to RMB3,009 million (\$443 million) in 2016, as compared to RMB1,713 million (\$252 million) in 2015. The increase in cost of sales is primarily due to the increase in the number of cars sold, as well as an increase in amortization of capitalized research and development costs and an increase in depreciation of property, plant and equipment.

Cost of sales included depreciation and amortization expenses of RMB659 million (\$97 million) in 2016, as compared to RMB230 million (\$34 million) in 2015.

#### **Gross Loss**

Gross loss increased to RMB497 million (\$73 million) in 2016, as compared to RMB254 million (\$37 million) in 2015.

Excluding depreciation and amortization allocated to cost of sales, gross income was RMB162 million (\$24 million) in 2016, as compared to gross loss excluding depreciation and amortization allocated to cost of sales RMB24 million (\$4 million) in 2015.<sup>5</sup>

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<sup>4</sup> Convenience translations of RMB amounts into US Dollars use a rate of 6.8:1.

## **Selling, General and Administrative Expenses**

Selling, general and administrative expenses decreased by 51% to RMB763 million (\$112 million) in 2016, as compared to RMB1,560 million (\$229 million) in 2015. The decrease reflects cost-cutting measures implemented by Qoros in 2016, including a reduction in advertising, marketing and promoting, consulting fees and personnel expenses.

## **Net Finance Costs**

Net finance costs increased by 16% to RMB403 million (\$59 million) in 2016, as compared to RMB346 million (\$51 million) in 2015, primarily due to exchange rate effects.

## **Loss for the Period**

For the reasons set forth above, loss for the period decreased to RMB1.9 billion (\$279 million) in 2016, as compared to RMB2.5 billion (\$368 million) in 2015.

## **EBITDA <sup>6</sup>**

Qoros' negative EBITDA improved by 58%, or RMB956 million (\$141 million), to negative RMB706 million (\$104 million) in 2016 from negative RMB1,662 million (\$244 million) in 2015. The improvement in EBITDA is mainly due to the increase in car sales, as well as cost-cutting measures implemented by Qoros in 2016.

## **Liquidity**

As of December 31, 2016, Qoros had total loans and borrowings (excluding shareholder loans) of RMB5.5 billion (\$809 million) and current liabilities (excluding shareholder loans) of RMB4.0 billion (\$588 million), including trade and other payables of RMB2.7 billion (\$397 million), and current assets of RMB1.8 billion (\$265 million), including cash and cash equivalents of RMB465 million (\$68 million), of which RMB194 million (\$29 million) was used in January 2017 by Qoros to make payments under its RMB3 billion (\$441 million) facility. Qoros uses a portion of its liquidity to make debt service payments, including amortization payments on its RMB3 billion facility. Qoros is currently required to make amortizations payments on its RMB3 billion facility and will begin to make amortization payments on its RMB1.2 billion facility (\$176 million) and RMB700 million (\$103 million) facility in August 2017 and May 2018, respectively. Qoros' lenders have agreed in principle to reschedule amortization payments from 2017 and 2018 until 2019 through 2022, with the final payment schedule to be agreed. Qoros actively manages its trade payables, accrued expenses and other operating expenses in connection with the management of its liquidity requirements and resources.

Qoros' principal sources of liquidity are cash inflows received from financing activities, including long-term loans, short-term facilities and capital contributions (in the form of equity contributions, or convertible or non-convertible shareholder loans), and cash flows from car sales. Qoros has fully utilized its RMB3 billion syndicated credit facility, RMB1.2 billion syndicated credit facility and its RMB700 million credit facility, and will require additional financing, including the renewal or refinancing of its working capital facilities, to fund its development and operations. The RMB3 billion syndicated credit facility contains financial covenants, including debt-to-asset and current ratio covenants, which covenants had been waived up to July 2017. Qoros' lenders have agreed to waive compliance with these financial covenants from July 2017 to July 2020.

In March 2017, Kenon agreed to fund up to RMB777 million (approximately \$114 million) to Qoros in two equal tranches. The first tranche of loans were provided to Qoros in March 2017 in the amount of RMB388.5 million (approximately \$57 million). The proceeds of the first tranche loans will be used to support Qoros' ordinary course working capital requirements, debt service requirements and investments in new initiatives, such as new-energy vehicles, while Qoros continues its fund raising efforts. The provision of the second tranche loans shall be at Kenon's discretion.

## **Business Updates**

### ***Car Sales***

In the three months ended December 31, 2016 Qoros' sales increased by approximately 58% to approximately 7,600 vehicles, as compared to the three months ended December 31, 2015.

In 2016, Qoros' sales increased by approximately 70% to approximately 24,000 cars, as compared to approximately 14,000 cars in 2015, primarily as a result of the launch of the Qoros 5 SUV in March 2016.

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<sup>5</sup> Gross income (loss) excluding depreciation and amortization allocated to cost of sales is a non-IFRS measures. Qoros' depreciation and amortization allocated to cost of sales was RMB 659 million and RMB230 million in 2016 and 2015, respectively.

<sup>6</sup> EBITDA is a non-IFRS measure. See Exhibit 99.2 of Kenon's Form 6-K dated March 29, 2017 for the definition of Qoros' EBITDA and a reconciliation to its total loss for the applicable period.

## ***Dealerships***

Qoros' strategy is to expand its dealer network and open new points of sales. As of December 31, 2016, Qoros' dealership network included 115 points of sales, 18 additional points of sales under construction and Memorandums of Understanding with respect to the potential development of 18 additional points of sales.

Qoros is seeking to increase the size of its dealer network by expanding into smaller Chinese cities (i.e., Tier 3 and Tier 4 cities) and creating incentives for its high-performing dealers to open additional points of sales.

## ***Qoros Executive Management Change***

In March 2017, the board of directors of Qoros appointed Mr. Leon Liu, who previously served as the Chief Operating Officer of Qoros, to serve as the Chief Executive Officer of Qoros.

## ***ZIM***

### ***Discussion of ZIM's Results for 2016***

ZIM carried approximately 2,429 thousand TEUs in 2016, representing a 5% increase as compared to 2015, in which ZIM carried approximately 2,308 thousand TEUs. Despite the increase in carried quantities in 2016, ZIM's revenues decreased by 15% in 2016 to approximately \$2.5 billion, as compared to approximately \$3.0 billion in 2015, due to the decline in container freight rates. The reduction in revenues was partially offset by an 11% reduction in ZIM's operating expenses and cost of services to approximately \$2.4 billion in 2016, as compared to \$2.7 billion in 2015, primarily as a result of a decrease in bunker prices, as well as a decrease in charter hire expenses and cargo handling expenses, as a result of steps implemented by ZIM to manage its costs.

ZIM's net loss attributable to ZIM's owners in 2016 was \$168 million, as compared to net income of \$2 million in 2015.

ZIM publishes its results on its website. For more information, see [www.ZIM.com](http://www.ZIM.com). This website, and any information referenced therein, is not incorporated by reference herein.

### ***ZIM Executive Management Changes***

In March 2017, ZIM announced personnel changes at the executive management level. ZIM's board of directors has nominated Eli Glickman to serve as President and Chief Executive Officer of the company, effective July 1, 2017. Mr. Glickman will replace Rafi Danieli, the current Chief Executive Officer, who in 2016 had advised ZIM that he would be stepping down from his role. In addition, ZIM's Chief Financial Officer Guy Eldar has requested to leave ZIM for personal reasons; at this time, a replacement has yet to be nominated.

### **Additional Kenon Updates and Information**

#### ***Reduction of Back-to-Back Guarantees in Respect of Qoros' Debt in Connection with Shareholder Loans to Qoros***

In March 2017, Kenon agreed to fund up to RMB777 million (approximately \$114 million) to Qoros in two equal tranches in connection with the full release of its remaining RMB850 million (approximately \$125 million) back-to-back guarantee obligations (plus related interest and fees) to its joint venture partner Chery.

The first tranche of loans were provided to Qoros in March 2017 in the amount of RMB388.5 million (approximately \$57 million), reducing Kenon's back-to-back guarantee obligations to Chery by RMB425 million (approximately \$63 million). As part of the RMB388.5 million first tranche loans to Qoros, Kenon funded 50% of this amount on behalf of Chery in connection with 50% of the RMB425 million guarantee reduction discussed above and 50% of this amount on behalf of Kenon. Kenon's wholly-owned subsidiary Quantum (2007) LLC ("Quantum") also pledged Qoros shares to Chery as part of the transaction.

The provision of the second tranche loans, which will be made on substantially similar terms to the first tranche loans, shall be at Kenon's discretion. Kenon's remaining back-to-back guarantee obligations to Chery will be fully released upon its provision of the second tranche loans.

In the event that Chery's obligations under its guarantees are reduced, in whole or in part, through amortization of the loans or guarantee releases, Kenon is entitled to the proportionate return from Chery of the loans provided on Chery's behalf (i.e., up to RMB388.5 million (approximately \$57 million)) or a release of the shares pledged to Chery, as applicable.

The terms of these loans are described in Kenon's Report on Form 6-K furnished to the SEC on March 10, 2017.

Prior to the back-to-back guarantee releases discussed above, Kenon had outstanding guarantee obligations of RMB850 million in respect of Qoros' outstanding indebtedness. Set forth below is an overview of Kenon's back-to-back guarantee obligations, after giving effect to the reduction of the back-to-back guarantees:

	<b>Timing</b>	<b>Amount of Loans to Qoros</b>	<b>Amount of Guarantee Obligations Prior to Loan</b>	<b>Release of Kenon Guarantees to Chery</b>	<b>Remaining Guarantee Obligations Post-Loan</b>
<b>First Tranche Loans</b>	Completed in March 2017	RMB388.5 million	RMB850 million (plus interest and fees) <sup>1</sup>	RMB425 million (plus certain interest and fees)	RMB425 million (plus certain interest and fees)
<b>Second Tranche Loans</b>	At Kenon's discretion	RMB388.5 million	RMB425 million (plus certain interest and fees) <sup>1</sup>	RMB425 million (plus certain interest and fees)	—
<b>Total</b>		RMB777 million	—	RMB850 million (plus interest and fees)	—

1. Kenon's major shareholder Ansonia Holdings Singapore B.V. has committed to fund RMB25 million (approximately \$4 million) of Kenon's back-to-back guarantee obligations in certain circumstances.

As a result of pledges provided by Quantum in connection with these transactions and previous pledges of Qoros shares by Quantum, substantially all of Kenon's interest in Qoros will be pledged, or could be pledged.

#### ***Kenon's (Unconsolidated) Liquidity and Capital Resources***

As of December 31, 2016, cash, gross debt, and net debt<sup>7</sup> (a non-IFRS financial measure, which is defined as gross debt minus cash) of Kenon (unconsolidated) were \$102 million, \$224 million and \$122 million, respectively.

In March 2017, Kenon funded \$57 million to Qoros, as discussed above, reducing Kenon's back-to-back guarantee obligations to Chery from RMB850 million (approximately \$125 million) to RMB425 million (approximately \$63 million).

Kenon has fully drawn its \$200 million credit facility from Israel Corporation Ltd. As of December 31, 2016, \$224 million was outstanding under the facility, including interest and fees of approximately \$24 million.

#### **Investors' Conference Call**

Kenon's management will host a conference call for investors and analysts on March 29, 2017. To participate, please call one of the following teleconferencing numbers:

Singapore: 3158-3851  
 US: 1-866-229-7198  
 Israel: 03-918-0691  
 UK: 0-800-917-9141  
 International: 65-3158-3851

The call will commence at 9:00 am Eastern Time, 6:00 am Pacific Time, 2:00 pm UK Time, 4:00 pm Israel Time and 9:00 pm Singapore Time.

<sup>7</sup> Kenon's gross debt and net debt do not include Kenon's back-to-back guarantee obligations in respect of Qoros' indebtedness, discussed herein.

## **About Kenon**

Kenon is a holding company that operates dynamic, primarily growth-oriented businesses. The companies it owns, in whole or in part, are at various stages of development, ranging from established, cash-generating businesses to early stage development companies. Kenon's businesses consist of:

- IC Power (100% interest) – a leading owner, developer and operator of power generation and distribution facilities in the Latin American, Caribbean and Israeli power markets;
- Qoros (50% interest) – a China-based automotive company;
- ZIM (32% interest) – an international shipping company; and
- Primus Green Energy, Inc. (91% interest) – an early stage developer of alternative fuel technology.

Kenon's primary focus is to grow and develop its primary businesses, IC Power and Qoros. Following the growth and development of its primary businesses, Kenon intends to provide its shareholders with direct access to these businesses, when we believe it is in the best interests of its shareholders for it to do so based on factors specific to each business, market conditions and other relevant information. Kenon intends to support the development of its non-primary businesses, and to act to realize their value for its shareholders by distributing its interests in its non-primary businesses to its shareholders or selling its interests in its non-primary businesses, rationally and expeditiously. For further information on Kenon's businesses and strategy, see Kenon's publicly available filings, which can be found on the SEC's website at [www.sec.gov](http://www.sec.gov). Please also see <http://www.kenon-holdings.com> for additional information.

## **Caution Concerning Forward-Looking Statements**

*This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to statements about (i) with respect to IC Power, statements with respect to the expected cost and timing of the completion of IC Power's OPC-Hadera project, IC Power's strategy with respect to recovering any costs it may be required to incur in connection with the Samay I outage, IC Power's plan to extend the maturity of or refinance certain indebtedness, and final reconciliation of construction costs in connection with the higher installed capacity at which the CDA plant tested in March 2017, (ii) with respect to Qoros, statements with respect to Qoros' liquidity requirements and sources of funding and plans to continue to seek financing, the use of the proceeds of the First Tranche Loans, the expected terms of the Second Tranche Loans, Kenon's back-to-back guarantee obligations and the release of such obligations described above, the agreement by Qoros' lenders to waive certain financial covenants under Qoros' RMB3 billion facility and reschedule amortization payments under Qoros' debt facilities, and Qoros' strategy to expand its dealer network, (iii) with respect to ZIM, statements with respect to changes in ZIM's management team and the timing of such changes, (iv) with respect to Kenon, Kenon's strategy with respect to its interests in its businesses, including transactions Kenon may pursue in connection with such strategy, and the timing of such transactions, and Chery's obligation to return cash and Qoros shares to Kenon in certain circumstances and (v) other non-historical matters. These statements are based on Kenon's management's current expectations or beliefs, and are subject to uncertainty and changes in circumstances. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Kenon's control, which could cause the actual results to differ materially from those indicated in such forward-looking statements. Such risks include (i) with respect to IC Power, risks relating to IC Power's failure to complete the construction of the OPC-Hadera project on a timely basis, within expected budget, or at all, IC Power's ability to recover any costs and losses it may be required to incur in relation to the Samay I outage, including risks relating to IC Power's insurance coverage and IC Power's ability to extend the maturity of or refinance certain indebtedness, (ii) with respect to Qoros, risks relating to changes in events and circumstances with respect to Qoros and its ability to obtain financing, changes which may affect Qoros' agreements with its lenders as discussed above and Qoros' ability to execute its strategy to expand its dealer network (iii) with respect to Kenon, changes in the performance of Qoros and Qoros' financial condition and other events that could affect whether Qoros meets its obligations under its debt facilities or other events that could affect whether Kenon is required to make payments under the back-to-back guarantees described herein or whether Kenon receives a portion of the funds it provided to Qoros or shares it pledged to Chery in March 2017, Kenon's ability to provide the second tranche of loans to Qoros and changes in events and circumstances which may affect Kenon's strategy with respect to IC Power, and changes in events and circumstances which may affect Kenon's strategy, and its ability to execute its strategy in an expeditious manner or at all, and (iv) other risks and factors, including those risks set forth under the heading "Risk Factors" in Kenon's Annual Report on Form 20-F filed with the SEC and other filings. Except as required by law, Kenon undertakes no obligation to update these forward-looking statements, whether as a result of new information, future events, or otherwise.*

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**Financial Information for the Year Ended December 31, 2016 of Kenon, IC Power and Qoros and  
Reconciliation of Certain non-IFRS Financial Information**

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**Appendix A****Summary Kenon consolidated financial information****Kenon Holdings Ltd and subsidiaries  
Consolidated Statements of Financial Position as at December 31, 2016 and 2015**

	As at December 31	
	2016	2015
	\$ millions	
<b>Current assets</b>		
Cash and cash equivalents	327	384
Short-term investments and deposits	90	309
Trade receivables, net	284	124
Other current assets, including derivatives	50	45
Income tax receivable	11	4
Inventories	92	50
<b>Total current assets</b>	<b>854</b>	<b>916</b>
<b>Non-current assets</b>		
Investments in associated companies	208	369
Deposits, loans and other receivables, including derivative instruments	177	88
Deferred taxes, net	25	3
Property, plant and equipment, net	3,497	2,960
Intangible assets, net	377	147
<b>Total non-current assets</b>	<b>4,284</b>	<b>3,567</b>
<b>Total assets</b>	<b>5,138</b>	<b>4,483</b>
<b>Current liabilities</b>		
Loans and debentures	483	353
Trade payables	286	145
Other payables, including derivative instruments	91	108
Guarantee deposits from customers	57	—
Provisions	119	42
Income tax payable	9	5
<b>Total current liabilities</b>	<b>1,045</b>	<b>653</b>
<b>Non-current liabilities</b>		
Loans, excluding current portion	1,973	1,709
Debentures, excluding current portion	857	656
Derivative instruments	45	36
Deferred taxes, net	225	138
Trade payables	44	—
Other non-current liabilities	55	27
<b>Total non-current liabilities</b>	<b>3,199</b>	<b>2,566</b>
<b>Total liabilities</b>	<b>4,244</b>	<b>3,219</b>
<b>Equity</b>		
Share capital	1,267	1,267
Shareholder transaction reserve	27	—
Translation reserve	(22)	(17)
Capital reserve	12	2
Accumulated deficit	(603)	(191)
Equity attributable to owners of the Company	681	1,061
Non-controlling interests	213	203
<b>Total equity</b>	<b>894</b>	<b>1,264</b>
<b>Total liabilities and equity</b>	<b>5,138</b>	<b>4,483</b>

**Kenon Holdings Ltd and subsidiaries**  
**Consolidated Statements of Profit & Loss for the years ended December 31, 2016 and 2015**

	<b>For the year ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>\$ millions</b>	
Revenue	1,874	1,289
Cost of sales and services (excluding depreciation)	(1,359)	(863)
Depreciation	(160)	(111)
<b>Gross profit</b>	<b>355</b>	<b>315</b>
Selling, general and administrative expenses	(147)	(104)
Gain from distribution of dividend in kind	-	210
Impairment of assets and investments	(72)	(7)
Dilution gains from reductions in equity interest held in associates	-	33
Other expenses	(5)	(7)
Other income	21	15
<b>Operating profit</b>	<b>152</b>	<b>456</b>
Financing expenses	(190)	(124)
Financing income	19	13
<b>Financing expenses, net</b>	<b>(171)</b>	<b>(111)</b>
Provision of financial guarantee	(130)	-
Share in losses of associated companies, net of tax	(186)	(187)
<b>Profit (Loss) before income taxes</b>	<b>(335)</b>	<b>158</b>
Income taxes	(59)	(62)
<b>(Loss)/Profit for the year</b>	<b>(394)</b>	<b>96</b>
<b>Attributable to:</b>		
Kenon's shareholders	(412)	73
Non-controlling interests	18	23
<b>(Loss)/Profit for the year</b>	<b>(394)</b>	<b>96</b>
<b>Basic/diluted (loss)/profit per share attributable to Kenon's shareholders (in dollars):</b>		
Basic/diluted profit/(loss) per share	(7.67)	1.36

**Kenon Holdings Ltd and subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2016 and 2015**

	<b>For the year ended December 31</b>	
	<b>2016</b>	<b>2015</b>
	<b>\$ millions</b>	
<b>Cash flows from operating activities</b>		
(Loss)/Profit for the year	(394)	96
Adjustments:		
Depreciation and amortization	172	120
Impairment of assets and investments	72	7
Financing expenses, net	171	111
Share in losses of associated companies, net	186	187
Capital gains, net	3	4
Gain from changes in interest held in associates	-	(33)
Gain from distribution of dividend in kind	-	(210)
Provision for financial guarantee	130	-
Bad debt expense	5	-
Share-based payments	1	1
Income taxes	59	62
	<u>405</u>	<u>345</u>
Change in inventories	(40)	4
Change in trade and other receivables	(70)	36
Change in trade and other payables	23	(30)
Change in provisions and employee benefits	(41)	(33)
Cash generated from operating activities	278	322
Income taxes paid, net	(116)	(36)
Dividends received from investments in associates	1	4
<b>Net cash provided by operating activities</b>	<u><u>162</u></u>	<u><u>290</u></u>

**Kenon Holdings Ltd and subsidiaries**  
**Consolidated Statement of Cash Flows, continued**  
**For the years ended December 31, 2016 and 2015**

	<b>For the year ended December 31</b>	
	<b>2016</b>	<b>2015</b>
	<b>\$ millions</b>	
<b>Cash flows from investing activities</b>		
Proceeds from sale of property, plant and equipment and intangible assets	-	1
Short-term deposits and loans, net	222	(83)
Cash paid for businesses purchased, less cash acquired	(206)	(9)
Disposal of subsidiary, net of cash disposed of and exit from combination	-	-
Investment in associates	(111)	(129)
Sale of securities held for trade and available for sale, net	17	13
Acquisition of property, plant and equipment	(280)	(517)
Acquisition of intangible assets	(10)	(17)
Interest received	6	8
Payment of consideration retained	(2)	(4)
Payment to release financial guarantee	(36)	-
<b>Net cash used in investing activities</b>	<b>(400)</b>	<b>(737)</b>
<b>Cash flows from financing activities</b>		
Dividend paid to non-controlling interests	(33)	(12)
Proceeds from issuance of shares to holders of non-controlling interests in subsidiaries	9	6
Receipt of long-term loans and issuance of debentures	799	334
Repayment of long-term loans and debentures	(444)	(138)
Short-term credit from banks and others, net	(5)	123
Contribution from former parent company	-	34
Purchase of non-controlling interest	-	(20)
Interest paid	(151)	(94)
<b>Net cash provided by financing activities</b>	<b>175</b>	<b>233</b>
<b>Decrease in cash and cash equivalents</b>		
	(63)	(214)
Cash and cash equivalents at beginning of the year	384	610
Effect of exchange rate fluctuations on balances of cash and cash equivalents	6	(12)
<b>Cash and cash equivalents at end of the year</b>	<b>327</b>	<b>384</b>
<b>Significant non-cash investing transactions:</b>		
Purchase of fixed assets on credit and others	(25)	(46)

## Information regarding reportable segments

Information regarding activities of the reportable segments are set forth in the following table.

	<u>I.C. Power Generation</u>	<u>I.C. Power Distribution</u>	<u>Qoros*</u>	<u>Other</u>	<u>Adjustments</u>	<u>Total</u>
	<u>\$ millions</u>					
<b>2016</b>						
Total sales	1,365	509	-	-	-	1,874
Adjusted EBITDA	343	77	-	(24)	-	396
Depreciation and amortization	157	15	-	-	-	172
Financing income	(10)	(4)	-	(17)	12	(19)
Financing expenses	166	19	-	17	(12)	190
Other items:						
Share in losses (income) of associated companies	(1)	-	143	44	-	186
Provision of financial guarantee	-	-	-	130	-	130
Impairment of investments	-	-	-	72	-	72
	312	30	143	246	-	731
Income (loss) before taxes	31	47	(143)	(270)	-	(335)
Income Taxes	45	12	-	2	-	59
Income (loss) from continuing operations	(14)	35	(143)	(272)	-	(394)
Segment assets	4,217	600	-	113	-	4,930
Investments in associated companies	8	-	118	82	-	208
						5,138
Segment liabilities	3,462	542	-	240	-	4,244
Capital expenditure	262	28	-	-	-	290

\* Associated company.

	<u>I.C. Power</u>	<u>Qoros*</u>	<u>Other</u>	<u>Adjustments</u>	<u>Total</u>
	<u>\$ millions</u>				
<b>2015</b>					
Sales to external customers	1,284	—	—	—	1,284
Inter-segment sales	5	—	1	—	6
	<u>1,289</u>	<u>—</u>	<u>1</u>	<u>—</u>	<u>1,290</u>
Elimination of inter-segment sales	(5)	—	(1)	5	(1)
Total sales	<u>1,284</u>	<u>—</u>	<u>—</u>	<u>5</u>	<u>1,289</u>
Adjusted EBITDA	372	—	1	—	373
Depreciation and amortization	119	—	1	—	120
Financing income	(11)	—	(2)	—	(13)
Financing expenses	115	—	9	—	124
Other items:					
Share in losses (income) of associated companies	—	196	(9)	—	187
Gain from distribution of dividend in kind	—	—	(210)	—	(210)
Asset impairment	—	—	7	—	7
	<u>223</u>	<u>196</u>	<u>(204)</u>	<u>—</u>	<u>215</u>
Income (loss) before taxes	149	(196)	205	—	158
Income Taxes	62	—	—	—	62
Income (loss) from continuing operations	<u>87</u>	<u>(196)</u>	<u>205</u>	<u>—</u>	<u>96</u>
Segment assets	4,069	—	45	—	4,114
Investments in associated companies	9	159	201	—	369
					<u>4,483</u>
Segment liabilities	3,063	—	156	—	3,219
Capital expenditure	<u>533</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>533</u>

\* Associated company.

#### Information regarding associated companies

	<u>Carrying amounts of investment</u>		<u>Equity in the net (losses) /</u>	
	<u>in</u>		<u>earnings of associated companies</u>	
	<u>associated companies</u>		<u>for the year ended</u>	
	<u>as at</u>		<u>December 31</u>	
	<u>December 31</u>	<u>December 31</u>	<u>December 31</u>	<u>December 31</u>
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
	<u>\$ millions</u>		<u>\$ millions</u>	
ZIM	82	201	(44)	10
Tower	—	—	—	(1)
Qoros	118	159	(143)	(196)
Others	8	9	1	—
	<u>208</u>	<u>369</u>	<u>(186)</u>	<u>(187)</u>

**Appendix B****Summary IC Power consolidated financial information****IC Power's Consolidated Statement of Income**

	<b>For the year ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
	<b>US\$ million</b>	<b>US\$ million</b>
<b>Continuing Operations</b>		
Sales	1,874	1,289
Cost of sales (excluding depreciation and amortization)	(1,359)	(909)
Depreciation and amortization	(160)	(111)
<b>Gross profit</b>	<b>355</b>	<b>269</b>
General, selling and administrative expenses	(122)	(71)
Other expenses	(5)	(6)
Other income	20	11
<b>Operating income</b>	<b>248</b>	<b>203</b>
Financing expenses	185	115
Financing income	(14)	(11)
<b>Financing expenses, net</b>	<b>171</b>	<b>104</b>
Share in income of associate	1	—
<b>Income before taxes from continuing operations</b>	<b>78</b>	<b>99</b>
Taxes on income	(57)	(50)
<b>Net income from continuing operations</b>	<b>21</b>	<b>49</b>
<b>Discontinued operations</b>		
Net income from discontinued operations, net of tax	—	4
<b>Net income for the period</b>	<b>21</b>	<b>53</b>
<b>Attributable to:</b>		
Equity holders of the company	3	36
Non-controlling interest	18	17
<b>Net income for the period</b>	<b>21</b>	<b>53</b>

**Summary Data from IC Power's Consolidated Statement of Cash Flows**

	<b>Year ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
	<i>(in millions of USD)</i>	
Cash flows provided by operating activities	<b>186</b>	320
Cash flows used in investing activities	<b>(270)</b>	(621)
Cash flows provided by (used in) financing activities	<b>(62)</b>	89
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(146)</b>	<b>(212)</b>
<b>Cash and cash equivalents at end of the period</b>	<b>219</b>	360
Investments in property, plant and equipment	<b>(290)</b>	(518)
Total depreciation and amortization	<b>172</b>	119

**Summary Data from IC Power's Consolidated Statement of Financial Position**

	<b>As at</b>	
	<b>December 31 2016</b>	<b>December 31 2015</b>
	<i>(in millions of USD)</i>	
Total financial liabilities <sup>1</sup>	<b>3,072</b>	2,565
Total monetary assets <sup>2</sup>	<b>308</b>	662
Total equity attributable to the owners	<b>622</b>	826
Total assets	<b>4,840</b>	4,091

1. Including loans from banks and others and debentures

2. Including cash and cash equivalents, short-term deposits and restricted cash.

## Appendix C

### Definition of IC Power's Adjusted EBITDA and non-IFRS reconciliation

This press release, including the financial tables, presents Adjusted EBITDA, net debt and net financial liabilities, which are financial metrics considered to be “non-IFRS financial measures.” Non-IFRS financial measures should be evaluated in conjunction with, and are not a substitute for, IFRS financial measures. The non-IFRS financial information presented herein should not be considered in isolation from or as a substitute for operating income, net income or per share data prepared in accordance with IFRS.

IC Power defines “Adjusted EBITDA” as for each period for each entity as net income before depreciation and amortization, financing expenses, net, income tax expense and share of income of associate. Adjusted EBITDA is not recognized under IFRS or any other generally accepted accounting principles as measures of financial performance and should not be considered as a substitute for net income or loss, cash flow from operations or other measures of operating performance or liquidity determined in accordance with IFRS. Adjusted EBITDA is not intended to represent funds available for dividends or other discretionary uses because those funds may be required for debt service, capital expenditures, working capital and other commitments and contingencies. Adjusted EBITDA presents limitations that impair its use as a measure of our profitability since it does not take into consideration certain costs and expenses that result from our business that could have a significant effect on our net income, such as financial expenses, taxes, depreciation, capital expenses and other related charges.

IC Power believes that the disclosure of Adjusted EBITDA and net debt provides transparent and useful information to investors and financial analysts in their review of the company’s, or its subsidiaries’ and associate’s operating performance and in the comparison of such operating performance to the operating performance of other companies in the same industry or in other industries that have different capital structures, debt levels and/or income tax rates.

Set forth below is a reconciliation of IC Power’s, and each of its segments’, net income to Adjusted EBITDA for the periods presented. Other companies may calculate Adjusted EBITDA differently, and therefore this presentation of Adjusted EBITDA may not be comparable to other similarly titled measures used by other companies.

	Year Ended December 31, 2016					
	<i>(in USD millions)</i>					
	Generation				Distribution	
	Peru	Israel	Central America	Other	Guatemala	Total
Net income for the period	33	24	7	(78)	35	21
Depreciation and amortization	60	27	35	31	19	172
Financing expenses, net	63	16	12	65	15	171
Income tax expense	33	—	6	5	13	57
Share in income of associate	—	—	—	(1)	—	(1)
<b>Adjusted EBITDA</b>	<b>189</b>	<b>67</b>	<b>60</b>	<b>22</b>	<b>82</b>	<b>420</b>

	Year Ended December 31, 2015				
	<i>(in USD millions)</i>				
	Peru	Israel	Central America	Other	Total
Net income for the period	31	22	25	(25)	53
Depreciation and amortization	50	26	18	25	119
Financing expenses, net	42	23	11	28	104
Income tax expense	29	8	8	5	50
<b>Adjusted EBITDA</b>	<b>152</b>	<b>79</b>	<b>62</b>	<b>33</b>	<b>326</b>

## Appendix D

### Summary operational information of IC Power's generation assets

The following table sets forth summary operational information regarding each of IC Power's operating companies and associate in its power generation business as of the date of this report, according to segment:

Segment	Country	Entity	Ownership Percentage (Rounded)	Fuel	Installed Capacity (MW) <sup>1</sup>	Proportionate Capacity <sup>2</sup>	Type of Asset
Peru	Peru	Kallpa	75%	Natural Gas	1,063	797	Greenfield
	Peru	Samay I	75%	Diesel and Natural Gas	632	474	Greenfield
	Peru	CDA	75%	Hydroelectric	545	409	Greenfield
Israel	Israel	OPC-Rotem	80%	Natural Gas and Diesel	440	352	Greenfield
	Israel	OPC-Hadera <sup>3</sup>	100%	Natural Gas	18	18	Acquired
Central America	Nicaragua	Corinto	65%	HFO	71	46	Acquired
	Nicaragua	Tipitapa Power	65%	HFO	51	33	Acquired
	Nicaragua	Amayo I	61%	Wind	40	24	Acquired
	Nicaragua	Amayo II	61%	Wind	23	14	Acquired
	Guatemala	Puerto Quetzal	100%	HFO	179	179	Acquired
	El Salvador	Nejapa	100%	HFO	140	140	Original Inkia Asset
	Panama	Kanan	100%	HFO	92	92	Greenfield
Other	Bolivia	COBEE	100%	Hydroelectric, Natural Gas	228	228	Original Inkia Asset
	Chile	Central Cardones	87%	Diesel	153	133	Acquired
	Chile	Colmito	100%	Natural Gas and Diesel	58	58	Acquired
	Dominican Republic	CEPP	97%	HFO	67	65	Original Inkia Asset
	Jamaica	JPPC	100%	HFO	60	60	Original Inkia Asset
	Colombia	Surpetroil	60%	Natural Gas	31	19	Acquired
	Panama	Pedregal <sup>4</sup>	21%	HFO	54	11	Original Inkia Asset
<b>Total Operating Capacity</b>					<b>3,945</b>	<b>3,152</b>	

- Reflects 100% of the capacity of each of IC Power's assets, regardless of ownership interest in the entity that owns each such asset.
- Reflects the proportionate capacity of each of IC Power's assets, as determined by IC Power's ownership interest in the entity that owns each such asset.
- OPC-Hadera also holds a conditional license for the construction of a cogeneration power station in Israel. This station is being developed as a greenfield project (at an expected cost of \$250 million, including the NIS 60 million (approximately \$16 million) acquisition price of OPC-Hadera), based upon a plant with 140 MW of capacity. Construction commenced in June 2016 and commercial operations are expected to commence by early 2019.
- Although Pedregal is located in Central America, it is a minority investment. Therefore, from an income statement perspective, it is not part of the Central America segment and Pedregal is only reflected in IC Power's share in income of associate.

**Appendix E**

*Summary Financial Information of IC Power's Subsidiaries and Associate*

Entity	Year Ended December 31, 2016					
	Ownership Interest (%)	Sales	Cost of Sales	Adjusted EBITDA <sup>1</sup> (\$ millions)	Outstanding Debt <sup>2</sup>	Net Debt <sup>3</sup>
<b>GENERATION</b>						
<b>Peru segment</b>						
Kallpa	75	\$ 438	\$ 293	\$ 139	\$ 414	\$ 393
CDA	75	50	14	31	593	556
Samay I	75	40	16	19	339	321
<b>Israel segment</b>						
OPC-Rotem	80	311	239	65	365	328
OPC-Hadera	100	45	43	2	—	(1)
<b>Central America segment</b>						
ICPNH <sup>4</sup>	61-65	90	59	28	88	79
Puerto Quetzal	100	55	52	5	18	13
Nejapa	100	83	67	12	4	3
Cenérgica	100	24	15	4	—	(1)
Kanan	100	67	55	11	46	44
Guatemel	100	7	4	—	—	(1)
<b>Other segment</b>						
COBEE	100	40	14	20	88	51
Central Cardones	87	13	1	9	35	32
Colmito	100	21	17	3	17	16
CEPP	97	29	24	3	11	9
JPPC	100	42	35	4	1	(2)
Surpetroil	60	8	8	—	2	1
RECSA	100	1	—	—	5	3
<b>Holdings<sup>5</sup></b>						
IC Power Distribution Holdings	100	—	—	—	119	119
Inkia & Other <sup>6</sup>	100	1	—	(5)	448	394
IC Power, ICPI & Other <sup>7</sup>	100	—	—	(12)	162	106
<b>DISTRIBUTION</b>						
DEORSA	93	225	177	36	125	118
DEOCSA	91	284	226	46	192	183
<b>TOTAL</b>		<b>\$ 1,874</b>	<b>\$ 1,359</b>	<b>\$ 420</b>	<b>\$ 3,072</b>	<b>\$ 2,764</b>

1. “Adjusted EBITDA” for each entity for the period is defined as net income (loss) before depreciation and amortization, finance expenses, net, income tax expense (benefit) and share in income of associate.
2. Includes short-term and long-term debt and excludes loans and notes owed to Kenon.
3. Net debt is defined as total debt attributable to each of IC Power’s subsidiaries, excluding debt owed to Kenon, minus the cash and short term deposits and restricted cash of such companies. Net debt is not a measure of liabilities in accordance with IFRS. The tables below set forth a reconciliation of net debt to total debt for IC Power’s subsidiaries.
4. Through ICPNH, IC Power indirectly holds 65% interests in Corinto and Tipitapa Power and 61% interests in Amayo I and Amayo II.
5. In addition to the results of certain of IC Power’s generation assets, IC Power’s Other segment also includes expenses and other adjustments relating to its headquarters and intermediate holding companies, including purchase price allocations recorded in connection with IC Power’s acquisition of Energuate, which allocations were recorded by Inkia, one of IC Power’s intermediate holding companies.
6. Outstanding debt includes \$448 million for Inkia.
7. Includes \$12 million of IC Power’s outstanding debt, \$52 million of ICPI’s debt and \$97 million of Overseas Investment Peru’s debt.

The following tables set forth a reconciliation of income (loss) to Adjusted EBITDA for IC Power's subsidiaries for year ended December 31, 2016:

	<u>Kallpa</u>	<u>CDA</u>	<u>Samay I</u>	<u>OPC-Rotem</u>	<u>OPC-Hadera</u>	<u>ICPNH</u>	<u>Puerto Quetzal</u>
	(\$ millions)						
Net income (loss)	\$ 32	\$ —	\$ 1	\$ 24	\$ —	\$ 8	\$ (2)
Depreciation and amortization	45	7	8	25	2	11	3
Finance expenses, net	37	17	9	16	—	8	2
Income tax expense (benefit)	25	7	1	—	—	1	2
<b>Adjusted EBITDA</b>	<b>\$ 139</b>	<b>\$ 31</b>	<b>\$ 19</b>	<b>\$ 65</b>	<b>\$ 2</b>	<b>\$ 28</b>	<b>\$ 5</b>

	<u>Nejapa</u>	<u>Cenérgica</u>	<u>Kanan</u>	<u>Guatemel</u>	<u>COBEE</u>	<u>Central Cardones</u>	<u>Colmito</u>
	(\$ millions)						
Net income (loss)	\$ 6	\$ 3	\$ (8)	\$ —	\$ 9	\$ 2	\$ —
Depreciation and amortization	3	—	18	—	4	5	1
Finance expenses, net	—	—	2	—	4	1	2
Income tax expense	3	1	(1)	—	3	1	—
<b>Adjusted EBITDA</b>	<b>\$ 12</b>	<b>\$ 4</b>	<b>\$ 11</b>	<b>\$ —</b>	<b>\$ 20</b>	<b>\$ 9</b>	<b>\$ 3</b>

	<u>CEPP</u>	<u>JPPC</u>	<u>Surpetroil</u>	<u>RECSA</u>	<u>IC Power Distribution Holdings</u>	<u>Inkia &amp; Other</u>	<u>IC Power &amp; Other</u>
	(\$ millions)						
Net income (loss)	\$ —	\$ (1)	\$ (1)	\$ —	\$ (8)	\$ (48)	\$ (31)
Depreciation and amortization	3	4	1	—	—	13	—
Finance expenses, net	—	1	—	—	8	30	19
Share in income of associate	—	—	—	—	—	(1)	—
Income tax expense (benefit)	—	—	—	—	—	1	—
<b>Adjusted EBITDA</b>	<b>\$ 3</b>	<b>\$ 4</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (5)</b>	<b>\$ (12)</b>

	<u>DEOCSA</u>	<u>DEORSA</u>	<u>IC Power Total</u>
	(\$ millions)		
Net income (loss)	\$ 19	\$ 16	\$ 21
Depreciation and amortization	11	8	172
Finance expenses, net	9	6	171
Share in income of associate	—	—	(1)
Income tax expense	7	6	57
<b>Adjusted EBITDA</b>	<b>\$ 46</b>	<b>\$ 36</b>	<b>\$ 420</b>

The tables below set forth a reconciliation of net debt to total debt for IC Power's subsidiaries as of December 31, 2016.

	<u>Kallpa</u>	<u>CDA</u>	<u>Samay I</u>	<u>OPC-Rotem</u>	<u>OPC-Hadera</u>	<u>ICPNH</u>	<u>Puerto Quetzal</u>	<u>Nejapa</u>	<u>Cenérgica</u>	<u>Kanan</u>
	(\$ millions)									
Total debt	\$ 414	\$ 593	\$ 339	\$ 365	\$ —	\$ 88	\$ 18	\$ 4	\$ —	\$ 46
Cash	21	37	18	37	1	9	5	1	1	2
<b>Net Debt</b>	<b>\$ 393</b>	<b>\$ 556</b>	<b>\$ 321</b>	<b>\$ 328</b>	<b>\$ (1)</b>	<b>\$ 79</b>	<b>\$ 13</b>	<b>\$ 3</b>	<b>\$ (1)</b>	<b>\$ 44</b>

	<u>Guatemel</u>	<u>COBEE</u>	<u>Central Cardones</u>	<u>Colmito</u>	<u>CEPP</u>	<u>JPPC</u>	<u>Surpetroil</u>	<u>RECSA</u>	<u>IC Power Distribution Holdings</u>	<u>Inkia &amp; Other</u>
	(\$ millions)									
Total debt	\$ —	\$ 88	\$ 35	\$ 17	\$ 11	\$ 1	\$ 2	\$ 5	\$ 119	\$ 448
Cash	1	37	3	1	2	3	1	2	—	54
<b>Net Debt</b>	<b>\$ (1)</b>	<b>\$ 51</b>	<b>\$ 32</b>	<b>\$ 16</b>	<b>\$ 9</b>	<b>\$ (2)</b>	<b>\$ 1</b>	<b>\$ 3</b>	<b>\$ 119</b>	<b>\$ 394</b>

	<u>IC Power &amp; Other</u>	<u>DEOCSA</u>	<u>DEORSA</u>	<u>Total IC Power</u>
	(\$ millions)			
Total debt	\$ 162	\$ 192	\$ 125	\$ 3,072
Cash	56	9	7	308
<b>Net debt</b>	<b>\$ 106</b>	<b>\$ 183</b>	<b>\$ 118</b>	<b>\$ 2,764</b>

The following table sets forth summary financial information for IC Power's generation subsidiaries and associates for the year ended December 31, 2015:

Entity	Year Ended December 31, 2015					
	Ownership Interest (%)	Sales	Cost of Sales	Adjusted EBITDA <sup>1</sup>	Outstanding debt <sup>2</sup>	Net debt <sup>3</sup>
	(\$ millions)					
<b>Peru segment</b>						
Kallpa	75	\$ 448	\$ 279	\$ 152	\$ 416	\$ 388
<i>Assets in advance stages of construction</i>						
CDA	75	—	—	—	536	519
Samay I	75	—	—	—	285	253
<b>Israel segment</b>						
OPC-Rotem	80	318	235	79	383	255
OPC-Hadera	100	8	7	—	—	—
<b>Central America segment</b>						
ICPNH <sup>4</sup>	61-65	111	73	36	99	76
Puerto Quetzal	100	109	94	10	15	7
Nejapa	100	100	85	12	6	(3)
Cenérgica	100	17	13	4	1	(1)
<i>Assets in advance stages of construction</i>						
Kanan	100	—	—	—	—	(3)
<b>Other segment</b>						
COBEE	100	43	18	21	69	50
Central Cardones	87	14	2	10	44	39
Colmito	100	28	25	3	16	15
CEPP	97	39	31	6	13	8
JPPC	100	45	41	2	5	1
Surpetroil	60	8	6	1	3	2
<b>Holdings</b>						
Inkia & Other <sup>5</sup>	100	1	—	(4)	565	273
IC Power, ICPI & Other <sup>6</sup>	100	—	—	(6)	109	24
<b>Total</b>		<b>\$ 1,289</b>	<b>\$ 909</b>	<b>\$ 326</b>	<b>\$ 2,565</b>	<b>\$ 1,903</b>

1. "Adjusted EBITDA" for each entity for the period is defined as income (loss) before depreciation and amortization, finance expenses, net, income tax expense (benefit) and share in income of associate.
2. Includes short-term and long-term debt.
3. Net debt is defined as total debt attributable to each of IC Power's subsidiaries, minus the cash and short term deposits and restricted cash of such companies. Net debt is not a measure of liabilities in accordance with IFRS. The tables below set forth a reconciliation of net debt to total debt for IC Power's subsidiaries.
4. Through ICPNH, IC Power indirectly holds 65% interests in Corinto and Tipitapa Power and 61% interests in Amayo I and Amayo II.
5. Outstanding debt includes Inkia for \$448 million and \$117 million for IC Power Distribution Holdings.
6. Includes \$12 million of outstanding IC Power debt and \$97 million of ICPI debt.

The following tables set forth a reconciliation of income (loss) to Adjusted EBITDA for IC Power's generation subsidiaries for the year ended December 31, 2015:

	<u>Kallpa</u>	<u>CDA</u>	<u>Samay I</u>	<u>OPC-Rotem</u>	<u>OPC-Hadera</u>	<u>ICPNH</u>	<u>Puerto Quetzal</u>
	(\$ millions)						
Income (loss)	\$ 43	\$ (8)	\$ (4)	\$ 20	\$ 2	\$ 17	\$ 2
Depreciation and amortization	50	—	—	26	—	10	3
Finance expenses, net	36	3	3	26	(3)	9	2
Income tax expense (benefit)	23	5	1	7	1	—	3
<b>Adjusted EBITDA</b>	<b>\$ 152</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 79</b>	<b>\$ —</b>	<b>\$ 36</b>	<b>\$ 10</b>

	<u>Nejapa</u>	<u>Cenérgica</u>	<u>Kanan</u>	<u>COBEE</u>	<u>Central Cardones</u>	<u>Colmito</u>
	(\$ millions)					
Income (loss)	\$ 4	\$ 2	\$ —	\$ 10	\$ 3	\$ 1
Depreciation and amortization	4	1	—	4	4	1
Finance expenses, net	—	—	—	5	2	1
Income tax expense (benefit)	4	1	—	2	1	—
<b>Adjusted EBITDA</b>	<b>\$ 12</b>	<b>\$ 4</b>	<b>\$ —</b>	<b>\$ 21</b>	<b>\$ 10</b>	<b>\$ 3</b>

	<u>CEPP</u>	<u>JPPC</u>	<u>Surpetroil</u>	<u>Inkia &amp; Other</u>	<u>IC Power &amp; Others</u>	<u>Total</u>
	(\$ millions)					
Income (loss)	\$ 3	\$ (2)	\$ (1)	\$ (32)	\$ (7)	\$ 53
Depreciation and amortization	3	4	3	6	—	119
Finance expenses, net	(1)	1	—	20	—	104
Income tax expense (benefit)	1	(1)	(1)	2	1	50
<b>Adjusted EBITDA</b>	<b>\$ 6</b>	<b>\$ 2</b>	<b>\$ 1</b>	<b>\$ (4)</b>	<b>\$ (6)</b>	<b>\$ 326</b>

The tables below set forth a reconciliation of net debt to total debt for IC Power's generation subsidiaries as of December 31, 2015.

	<u>Kallpa</u>	<u>CDA</u>	<u>Samay I</u>	<u>OPC-Rotem</u>	<u>OPC-Hadera</u>	<u>ICPNH</u>	<u>Puerto Quetzal</u>	<u>Nejapa</u>	<u>Cenérgica</u>
	(\$ millions)								
Total debt	\$ 416	\$ 536	\$ 285	\$ 383	\$ —	\$ 99	\$ 15	\$ 6	\$ 1
Cash	28	17	32	128	—	23	8	9	2
<b>Net Debt</b>	<b>\$ 388</b>	<b>\$ 519</b>	<b>\$ 253</b>	<b>\$ 255</b>	<b>\$ —</b>	<b>\$ 76</b>	<b>\$ 7</b>	<b>\$ (3)</b>	<b>\$ (1)</b>

	<u>Kanan</u>	<u>COBEE</u>	<u>Central Cardones</u>	<u>Colmito</u>	<u>CEPP</u>	<u>JPPC</u>	<u>Surpetroil</u>	<u>Inkia &amp; Other</u>	<u>ICP&amp; Other</u>	<u>Total</u>
	(\$ millions)									
Total debt	—	\$ 69	\$ 44	\$ 16	\$ 13	\$ 5	\$ 3	\$ 565	\$ 109	\$ 2,565
Cash	3	19	5	1	5	4	1	292	85	662
<b>Net Debt</b>	<b>\$ (3)</b>	<b>\$ 50</b>	<b>\$ 39</b>	<b>\$ 15</b>	<b>\$ 8</b>	<b>\$ 1</b>	<b>\$ 2</b>	<b>\$ 273</b>	<b>\$ 24</b>	<b>\$ 1,903</b>

**Appendix F****Summary Qoros consolidated financial information****Qoros' Consolidated Statement of Profit or Loss**

<i>In millions of RMB</i>	<i>2016</i>	<i>2015</i>
Revenue	2,512	1,459
Cost of sales	(3,009)	(1,713)
<b>Gross loss</b>	(497)	(254)
Other income	77	37
Research and development expenses	(204)	(278)
Selling and distribution expenses	(370)	(820)
Administrative expenses	(393)	(740)
Other expenses	(107)	(74)
<b>Operating loss</b>	(1,494)	(2,129)
Finance income	17	13
Finance costs	(420)	(359)
<b>Net finance costs</b>	(403)	(346)
<b>Loss before tax</b>	(1,897)	(2,475)
Income tax expense	—	(1)
<b>Loss for the year</b>	(1,897)	(2,476)

**Qoros' Consolidated Statement of Financial Position**

<i>In millions of RMB</i>	<i>As of</i>	
	<i>December 31</i>	
	<u>2016</u>	<u>2015</u>
<b>Assets</b>		
Property, plant and equipment	4,219	4,275
Intangible assets	4,323	4,657
Prepayments for purchase of equipment	1	59
Lease prepayments	199	204
Trade and other receivables	92	92
Pledged deposits	8	—
Equity-accounted investee	2	2
<b>Non-current assets</b>	<u>8,844</u>	<u>9,289</u>
Inventories	322	245
VAT recoverable	808	833
Trade and other receivables	60	43
Prepayments	13	36
Available for sale financial assets	100	—
Pledged deposits	36	113
Cash and cash equivalents	465	257
<b>Current assets</b>	<u>1,804</u>	<u>1,527</u>
<b>Total assets</b>	<u>10,648</u>	<u>10,816</u>
<b>Equity</b>		
Paid-in capital	10,426	8,332
Reserves	53	—
Accumulated losses	(10,033)	(8,136)
<b>Total equity</b>	<u>446</u>	<u>196</u>
<b>Liabilities</b>		
Loans and borrowings	4,249	4,660
Deferred income	412	169
Trade and other payables	112	—
Provisions	56	21
<b>Non-current liabilities</b>	<u>4,829</u>	<u>4,850</u>
Loans and borrowings	2,641	2,829
Trade and other payables	2,685	2,616
Deferred income	47	325
<b>Current liabilities</b>	<u>5,373</u>	<u>5,770</u>
<b>Total liabilities</b>	<u>10,202</u>	<u>10,620</u>
<b>Total equity and liabilities</b>	<u>10,648</u>	<u>10,816</u>

## Appendix G

### *Definition of Qoros' EBITDA and non-IFRS Reconciliation*

This press release presents the EBITDA of Qoros, which is a financial metrics considered to be a “non-IFRS financial measure.” Non-IFRS financial measures should be evaluated in conjunction with, and are not a substitute for, IFRS financial measures. The non-IFRS financial information presented herein should not be considered in isolation from or as a substitute for operating income, net income or per share data prepared in accordance with IFRS.

Qoros defines “EBITDA” for each period for as net loss for the year, excluding net finance costs, income tax expense, depreciation, and amortization of intangible assets and lease prepayments. EBITDA is not recognized under IFRS or any other generally accepted accounting principles as measures of financial performance and should not be considered as a substitute for net income or loss, cash flow from operations or other measures of operating performance or liquidity determined in accordance with IFRS. EBITDA is not intended to represent funds available for dividends or other discretionary uses because those funds may be required for debt service, capital expenditures, working capital and other commitments and contingencies. EBITDA presents limitations that impair its use as a measure of our profitability since it does not take into consideration certain costs and expenses that result from our business that could have a significant effect on our net income, such as financial expenses, taxes, depreciation, capital expenses and other related charges.

Qoros believes that the disclosure of EBITDA provides transparent and useful information to investors and financial analysts in their review of Qoros’ operating performance and in the comparison of such operating performance to the operating performance of other companies in the same industry or in other industries that have different capital structures, debt levels and/or income tax rates.

Set forth below is a reconciliation of Qoros’ net loss to EBITDA for the periods presented. Other companies may calculate EBITDA differently, and therefore this presentation of EBITDA may not be comparable to other similarly titled measures used by other companies.

<i>In millions of RMB</i>	<u>2016</u>	<u>2015</u>
<b>Net loss for the year</b>	(1,897)	(2,476)
Net finance costs	403	346
Income tax expense	—	1
Depreciation	362	227
Amortisation of		
- Intangible assets	422	236
- Lease prepayments	4	4
<b>EBITDA</b>	<u>(706)</u>	<u>(1,662)</u>