

English translation for information purposes only. In the event of discrepancies between English and Spanish version, the Spanish version shall prevail.

REPORT OF THE AUDIT OF SAETA YIELD, S.A. REGARDING THE INDEPENDENCE OF THE AUDITOR OF THE COMPANY

1.- PURPOSE OF THIS REPORT

The Audit Committee of SAETA YIELD, S.A. prepares this report ("**SAETA**" or the "**Company**") pursuant to its obligation under Article 529 of the Corporate Enterprises Law.

The Audit Committee of the Company is required to issue, in advance to the issuance of the audit report of the Company, an annual report setting forth the opinion of that body on the independence of the auditor of the Company, Deloitte, S.L. Applicable laws require that the report deliver, if anything, about the additional services of any kind by the auditor of accounts, or by persons or entities related thereto, to the Company or related entities, directly or indirectly, in accordance with the provisions of Royal Legislative Decree 1/2011, July 1, approving the Restated Text of the Law Account Auditing Law ("**Account Auditing Law**").

Additionally, pursuant with the articles 31.9.5) and 3 1.9.6) of the Rules of the Board of Directors, Audit Commission has attributed the power to ensure the independence of the external auditor of the Company.

Finally, auditor of account shall also submit annual written about their independence from the Company or related entities, directly or indirectly, as well as information on additional services of any kind provided to these entities by the auditor confirmation, or persons or entities related to it.

2.- INDEPENDENCE OF THE AUDITOR OF ACCOUNTS OF THE COMPANY

The Committee has checked that the works contracted with Deloitte, S.L. and the related entities to Deloitte, S.L. meet the requirements of independence established in the Account Auditing Law and that has not occurred any circumstances that might jeopardize their independence.

As indicated in the annual corporate governance of the Company for the year ended December 31, 2016, in that fiscal year, there has not been provision of additional services (other than audit) to SAETA or related entities, directly or indirectly, by Deloitte, S.L., (or persons or entities related to it). The total amount billed by Deloitte, S.L. (or related entities) to SAETA, amounting to €202,000.

Specially, during the year 2016, Deloitte, S.L. or persons or entities related to it, has provided to the Company or related entities, the following services:

Terms	Fees (miles Euros)
Audit Services	195
Other verification services	7
Total amount of Audit services and others	202
Other services	-
Total amount of Professional services	202

In connection with the above services, it becomes apparent that all of them were commissioned to Deloitte, S.L. by the knowledge that the company has about the companies' projects affiliated by SAETA. This services are provided at market prices.

Finally, it is noted that the fees resulting from the provision of services by Deloitte, S.L. for the review of financial ratios of the Company does not constitute a significant percentage of the total annual income of the auditor of accounts, considering the average of the last three years, in accordance with the provisions of article 13.1.h) of the Accounting Auditing Law.

Accordingly, Audit Committee has reviewed and verified the various circumstances explained not jeopardize the independence of the audit firm, in accordance with the Account Auditing Law.

Pursuant to the foregoing, the Audit Committee of the Company concluded that there are no objective reasons to question the independence of the auditor of the Company and its consolidated group.

Madrid, February 28, 2017