

Tecnoglass Inc.
Form 424B3
November 03, 2016

Filed Pursuant to Rule 424(b)(3)

SEC File No. 333-193882

Prospectus Supplement No. 2

(To Prospectus dated August 3, 2016)

TECNOGLASS INC.

This Prospectus Supplement No. 2 amends and supplements the Prospectus dated August 3, 2016 (“Prospectus”) originally relating to (i) the resale of up to an aggregate of 5,904,484 ordinary shares and 3,416,681 warrants that were able to be sold from time to time by the Selling Securityholders named therein and (ii) the issuance of up to an aggregate of 7,191,973 ordinary shares and 66,514 warrants upon the exercise of certain warrants and unit purchase options, all as set forth in the Prospectus.

We will not receive any proceeds from the sale of the securities under the Prospectus, although we could receive up to \$10,206,584 upon the exercise for cash of all remaining warrants, up to \$627,519 upon the exercise for cash of the remaining unit purchase options and up to \$462,568 upon the exercise for cash of all of the warrants underlying such unit purchase options. Any amounts we receive from such exercises will be used for working capital and other general corporate purposes.

The securities have been registered to permit the Selling Securityholders to sell the securities from time to time in the public market at prices determined by the prevailing market prices or in privately negotiated transactions. Information regarding the Selling Securityholders, the amounts of ordinary shares and warrants that may be sold by them and the times and manner in which they may offer and sell the ordinary shares and warrants under the Prospectus is provided under the sections titled “*Selling Securityholders*” and “*Plan of Distribution*,” respectively, in the Prospectus. We do not know when or in what amount the Selling Securityholders may offer the securities for sale. The Selling Securityholders may sell any, all, or none of the securities offered by the Prospectus.

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.” On November 2, 2016, the last reported sales price of our ordinary shares and warrants were \$11.64 and \$3.70, respectively.

Our ordinary shares have also traded on the Colombia Stock Exchange, the Bolsa de Valores de Colombia, since January 6, 2016 under the symbol “TGLSC”. The Colombia listing is secondary to Tecnoglass’ primary listing on the NASDAQ Capital Market. No new shares were issued in connection with the admission to trading on the Bolsa de Valores de Colombia.

This Prospectus Supplement No. 2 is being filed to include the information set forth in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed on October 31, 2016, which is set forth below. This Prospectus Supplement No. 2 should be read in conjunction with the Prospectus dated August 3, 2016, which is to be delivered with this prospectus supplement. This Prospectus Supplement No. 2 is not complete without, and may not be delivered or utilized except in conjunction with, the Prospectus, including any amendments or supplements thereto.

Investing in our securities involves significant risks. See the section entitled “Risk Factors” beginning on page 8 of the Prospectus to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 2 is November 3, 2016.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended September 30, 2016

**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 (I.R.S. Employer
of incorporation or organization) Identification No.)

Avenida Circunvalar a 100 mts de la Via 40, Barrio Las Flores Barranquilla, Colombia

(Address of principal executive offices)

(57)(5) 3734000

(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since last report):

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company
(Do not check if 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 30,146,390 ordinary shares as of September 30, 2016.

TECNOGLASS INC.

FORM 10-Q FOR THE PERIOD ENDED SEPTEMBER 30, 2016

TABLE OF CONTENTS

| | Page |
|--|------|
| <u>Part I. Financial Information</u> | |
| <u>Item 1. Financial Statements (Unaudited)</u> | 3 |
| <u>Condensed Consolidated Balance Sheets</u> | 3 |
| <u>Condensed Consolidated Statements of Operations and Comprehensive Income</u> | 4 |
| <u>Condensed Consolidated Statements of Cash Flows</u> | 5 |
| <u>Condensed Consolidated Statements of Shareholders' Equity</u> | 6 |
| <u>Notes to Condensed Consolidated Financial Statements</u> | 7 |
| | |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 22 |
| | |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u> | 28 |
| | |
| <u>Item 4. Controls and Procedures</u> | 28 |
| | |
| <u>Part II. Other Information</u> | |
| <u>Item 1. Legal Proceedings</u> | 29 |
| | |
| <u>Item 6. Exhibits</u> | 29 |
| <u>Signatures</u> | 30 |

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements.****Tecnoglass Inc. and Subsidiaries****Condensed Consolidated Balance Sheets****(In thousands, except share and per share data)****(Unaudited)**

| | September 30, 2016 | December 31, 2015 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 18,125 | \$ 18,496 |
| Investments | 2,016 | 1,470 |
| Trade accounts receivable, net | 84,629 | 52,515 |
| Due from related parties | 32,350 | 28,073 |
| Inventories | 60,747 | 46,011 |
| Other current assets | 26,324 | 20,814 |
| Total current assets | \$ 224,191 | \$ 167,379 |
| Long term assets: | | |
| Property, plant and equipment, net | \$ 174,818 | \$ 135,974 |
| Long term receivables from related parties | 1,688 | 2,536 |
| Other long term assets | 11,075 | 10,310 |
| Total long term assets | 187,581 | 148,820 |
| Total assets | \$ 411,772 | \$ 316,199 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Short-term debt and current portion of long term debt | \$ 62,401 | \$ 16,921 |
| Note payable to shareholder | 79 | 79 |
| Trade accounts payable | 49,984 | 39,142 |
| Due to related parties | 1,780 | 1,283 |
| Dividends payable | 4,857 | - |
| Current portion of customer advances on uncompleted contracts | 10,836 | 11,841 |
| Earnout Share Liability | 18,060 | 13,740 |
| Warrant liability | 4,963 | 31,213 |
| Other current liabilities | 18,059 | 22,530 |

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| | | |
|---|------------|------------|
| Total current liabilities | \$ 171,019 | \$ 136,749 |
| Long term liabilities: | | |
| Earnout Share Liability | \$ - | \$ 20,414 |
| Customer advances on uncompleted contracts | 4,847 | 4,404 |
| Long term debt | 140,189 | 121,493 |
| Total Long Term Liabilities | 145,036 | 146,311 |
| Total liabilities | \$ 316,055 | \$ 283,060 |
| COMMITMENTS AND CONTINGENCIES | | |
| SHAREHOLDERS' EQUITY | | |
| Preferred shares, \$0.0001 par value, 1,000,000 shares authorized, 0 shares issued and outstanding at September 30, 2016 and December 31, 2015 respectively | \$ - | \$ - |
| Ordinary shares, \$0.0001 par value, 100,000,000 shares authorized, 30,146,390 and 26,895,636 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively | 3 | 3 |
| Legal Reserves | 1,367 | 1,367 |
| Additional paid-in capital | 95,403 | 45,584 |
| Retained earnings | 21,423 | 17,354 |
| Accumulated other comprehensive (loss) | (22,479) | (31,169) |
| Total shareholders' equity | 95,717 | 33,139 |
| Total liabilities and shareholders' equity | \$ 411,772 | \$ 316,199 |

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

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

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|-------------|------------------------------------|-------------|
| | 2016 | 2015 | 2016 | 2015 |
| Operating revenues: | | | | |
| External customers | \$65,429 | \$47,148 | \$175,100 | \$131,078 |
| Related parties | 14,596 | 15,744 | 43,341 | 41,910 |
| Total operating revenues | 80,025 | 62,892 | 218,441 | 172,988 |
| Cost of sales | 50,407 | 39,186 | 139,149 | 109,798 |
| Gross Profit | 29,618 | 23,706 | 79,292 | 63,190 |
| Operating expenses | (14,284) | (12,890) | (39,997) | (35,064) |
| Operating income | 15,334 | 10,816 | 39,295 | 28,126 |
| Gain (Loss) on change in fair value of earnout shares liabilities | (2,630) | (2,519) | 4,404 | (10,191) |
| Gain (Loss) on change in fair value of warrant liability | (12,885) | (10,148) | (287) | (21,461) |
| Non-operating income (loss), net | 630 | 2,608 | 2,164 | 4,377 |
| Foreign currency transactions gains (losses) | 2,434 | 8,136 | 168 | 11,509 |
| Interest expense | (4,771) | (2,307) | (12,137) | (6,509) |
| Income (Loss) before taxes | (1,888) | 6,586 | 33,607 | 5,851 |
| Income tax provision | 6,035 | 8,524 | 13,493 | 16,927 |
| Net income (loss) | \$(7,923) | \$(1,938) | \$20,114 | \$(11,076) |
| Comprehensive income (loss): | | | | |
| Net income (loss) | \$(7,923) | \$(1,938) | \$20,114 | \$(11,076) |
| Foreign currency translation adjustments | 3,459 | (14,111) | 8,690 | (19,688) |
| Total comprehensive income (loss) | \$(4,464) | \$(16,049) | \$28,804 | \$(30,764) |
| Basic income (loss) per share | \$(0.28) | \$(0.08) | \$0.73 | \$(0.44) |
| Diluted income (loss) per share | \$(0.28) | \$(0.08) | \$0.65 | \$(0.44) |

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| | | | | |
|--|------------|------------|------------|------------|
| Basic weighted average common shares outstanding | 28,312,368 | 25,426,250 | 27,489,954 | 25,127,179 |
| Diluted weighted average common shares outstanding | 28,312,368 | 25,426,250 | 30,746,922 | 25,127,179 |

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

Tecnoglass Inc. and Subsidiaries**Condensed Consolidated Statements of Cash Flows****(Amounts in thousands)****(Unaudited)**

| | Nine Months Ended September 30, | |
|---|------------------------------------|-----------------|
| | 2016 | 2015 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income (loss) | \$20,114 | \$(11,076) |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | |
| Provision for bad debt | - | 1,210 |
| Provision for obsolete inventories | - | (265) |
| Director share-based compensation | 229 | - |
| Depreciation and amortization | 10,912 | 8,331 |
| Other income and expenses | (58) | 105 |
| Change in fair value of warrant liability | 287 | 21,461 |
| Change in fair value of earnout share liability | (4,404) | 10,191 |
| Deferred income taxes | (233) | (1,058) |
| Changes in operating assets and liabilities: | | |
| Trade accounts receivable | (25,600) | (18,429) |
| Inventories | (9,699) | (21,129) |
| Prepaid expenses and other current assets | 1,184 | 360 |
| Other assets | (6,702) | (5,849) |
| Trade accounts payable | 6,710 | 20,566 |
| Customer advances on uncompleted contracts | (1,958) | 5,324 |
| Related parties | (392) | (10,766) |
| Other current liabilities | (4,474) | 11,266 |
| CASH (USED) PROVIDED BY OPERATING ACTIVITIES | (14,084) | 10,242 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Proceeds from sale of investments | 24,226 | 376 |
| Proceeds from sale of property and equipment | - | 143 |
| Purchase of investments | (25,077) | (1,444) |
| Acquisition of property and equipment | (15,862) | (18,228) |
| CASH USED IN INVESTING ACTIVITIES | (16,713) | (19,153) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from exercise of Unit Purchase Options | 404 | - |
| Proceeds from debt | 187,442 | 79,608 |
| Repayments of debt | (158,181) | (72,461) |
| CASH PROVIDED BY FINANCING ACTIVITIES | 29,665 | 7,147 |

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| | | |
|--|----------|----------|
| Effect of exchange rate changes on cash and cash equivalents | 761 | 2,705 |
| NET (DECREASE) INCREASE IN CASH | (371) | 941 |
| Cash and equivalents - Beginning of period | 18,496 | 15,930 |
| Cash and equivalents - End of period | \$18,125 | \$16,871 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | |
| Cash paid during the period for: | | |
| Interest | \$8,718 | \$4,778 |
| Taxes | \$20,415 | \$7,018 |
| NON-CASH INVESTING AND FINANCING ACTIVITIES: | | |
| Assets acquired under capital lease and debt | \$19,249 | \$44,624 |
| Ordinary shares issued in cashless exercise of warrants | \$26,537 | \$- |
| Shares issued under earnout share program | \$11,690 | \$5,765 |
| Dividend Payable | \$4,963 | \$- |

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

Tecnoglass Inc. and Subsidiaries**Condensed Consolidated Statements of Shareholders' Equity****For the nine months ended September 30, 2016****(In thousands, except share data)****(Unaudited)**

| | Ordinary Shares, \$0.0001 Par Value Shares | \$ | Additional Paid in Capital | \$ | Legal Reserve | Retained Earnings | Accumulated Other Comprehensive (Loss) | Total Shareholders' Equity |
|--------------------------------------|---|-----------|---|-----------|--------------------------|------------------------------|---|---|
| Balance at December 30, 2015 | 26,895,636 | \$ 3 | \$ 45,584 | \$ 1,367 | \$ 17,354 | \$ (31,169) | \$ 33,139 | |
| Cash Dividend | - | - | - | - | (4,857) | - | (4,857) | |
| Earnout shares released | 1,000,000 | - | 11,690 | - | - | - | 11,690 | |
| Stock dividend | - | - | 11,188 | - | (11,188) | - | - | |
| Exercise of warrants | 2,212,043 | - | 26,537 | - | - | - | 26,537 | |
| Exercise of Unit Purchase Options | 38,711 | - | 404 | - | - | - | 404 | |
| Foreign currency translation | - | - | - | - | - | 8,690 | 8,690 | |
| Net income | - | - | - | - | 20,114 | - | 20,114 | |
| Balance at September 30, 2016 | 30,146,390 | \$ 3 | \$ 95,403 | \$ 1,367 | \$ 21,423 | \$ (22,479) | \$ 95,717 | |

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

Tecnoglass Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

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

(Unaudited)

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 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. 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 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 more than 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 Use of Estimates

The accompanying unaudited, condensed 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”) for interim reporting purposes. The results reported in these unaudited condensed consolidated financial statements are not necessarily indicative of results that may be expected for the entire year. These unaudited condensed consolidated financial statements should be read in conjunction with the information contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by US GAAP.

These unaudited condensed consolidated financial statements include the consolidated results of TGI, its indirect wholly owned subsidiaries TG and ES, and its direct subsidiaries Tecno LLC and Tecno RE. Material intercompany accounts, transactions and profits are eliminated in consolidation.

The preparation of these unaudited, condensed consolidated financial statements requires the Company to make estimates and judgments 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 or conditions. Estimates inherent in the preparation of these, condensed 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, earnout shares, investments and other derivative financial instruments. Based on information known before these unaudited, condensed consolidated financial statements were available to be issued, there are no estimates included in these statements for which it is reasonably possible that the estimate will change in the near term up to one year from the date of these financial statements and the effect of the change will be material, except for earnout share liability and warrant liability further discussed below in this note and Notes 10 and 11, respectively. These financial statements reflect all adjustments that in the opinion of management are necessary for a fair statement of the financial position, results of operations and cash flows for the period presented, and are of a normal, recurring nature.

Note 2. Summary of significant accounting policies

Foreign Currency Translation

The condensed 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 of 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 condensed consolidated statement of operations as foreign exchange gains and losses within non-operating income, net.

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 17% and 20% of the Company's sales for the nine months ended September 30, 2016 and 2015, respectively, and 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 have not had a material effect on the Company's financial statements.

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 incurred 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 operating 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 |

Earnout shares liability

In accordance with ASC 815 - Derivatives and hedging, the Company's obligation to issue ordinary shares upon the achievement of certain financial targets ("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 condensed consolidated statements of operations and comprehensive income. This liability is subject to re-measurement at each balance sheet date and adjusted at each reporting period until released or until the expiration of the liability upon the release of the Company's audited financial statements for the year ended December 31, 2016 under the governing agreement, and any change in fair value is recognized in the Company's condensed consolidated statement of operations.

When the earnout shares are released from the escrow account upon achievement of the conditions set forth in the earnout share agreement, the Company records the fair value of the released shares out of the earnout share liability and into ordinary shares and additional paid-in capital within the shareholders equity section of the Company's condensed consolidated balance sheet.

Warrant liability

The Company accounts for the warrants against its ordinary shares as a derivative liability. The Company classifies the warrant instrument as a liability at its fair value because the warrants do not meet the criteria for equity treatment under guidance contained in ASC 815-40-15-7D. This liability is subject to re-measurement at each balance sheet date

and adjusted at each reporting period until the warrants are exercised by warrant holder or they expire, and any change in fair value is recognized in the Company's condensed consolidated statement of operations.

The Company determines the fair value of warrant liability at each reporting period using the Binomial Lattice options pricing model. In general, the inputs used are unobservable and the fair value measurement of the warrant liability is classified as a Level 3 measurement under guidance for fair value measurements hierarchy of categorization to reflect the level of judgment and observability of the inputs involved in estimating fair values. Refer to Note 11 for additional details about the Company's warrants.

When the warrants are exercised for ordinary shares, the Company remeasures the fair value of the exercised warrants as of the date of exercise using the over-the-counter fair market value and records the change in fair value from the last reporting date to the date of exercise in the Company's condensed consolidated statement of operations. The fair value of the exercised warrants on the date of exercise is recorded as a charge to additional paid-in capital in shareholders' equity.

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.

The Company 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 losses and tax credit carry forwards if any.

The Company believes that its income tax positions and deductions used in its tax filings would be sustained on audit and does not anticipate any adjustments that would result in a material changes to its financial position.

Earnings per Share

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, earnout shares, and other potential ordinary shares outstanding during the period. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

The calculation of diluted earnings per share for the nine months ended September 30, 2016 reflects 3,256,968 dilutive securities, including 1,313,139 related to the annualized dividend declared of \$0.50 per share authorized on August 4, 2016 by the Board of Directors.

The following table sets forth the computation of the basic and diluted earnings per share for the three and nine months ended September 30, 2016 and 2015:

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|------------|
| | 2016 | 2015 | 2016 | 2015 |
| Net Income (Loss) | \$(7,923 |) \$(1,938 |) \$20,114 | \$(11,076 |
| Denominator | | | | |
| Denominator for basic earnings per ordinary share - weighted average shares outstanding | 28,312,368 | 25,426,250 | 27,489,954 | 25,125,179 |
| Effect of dilutive warrants, options, earnout shares, and stock dividends declared | - | - | 3,256,968 | - |
| Denominator for diluted earnings per ordinary share - weighted average shares outstanding | 28,312,368 | 25,426,250 | 30,746,922 | 25,127,179 |

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| | | | | | |
|-------------------------------------|---------|-----------|----------|---------|---|
| Basic earnings per ordinary share | \$(0.28 |) \$(0.08 |) \$0.73 | \$(0.44 |) |
| Diluted earnings per ordinary share | \$(0.28 |) \$(0.08 |) \$0.65 | \$(0.44 |) |

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 has incurred in relation to these warranties have not been material.

Non-Operating Income, net

The Company recognizes non-operating income from foreign currency transaction gains and losses, interest income on receivables, proceeds from sales of scrap materials and other activities not related to the Company's operations. Foreign currency transaction gains and losses occur when monetary assets, liabilities, payments and receipts that are denominated in currencies other than the Company's functional currency are recorded in the Colombian peso accounts of the Company in Colombia.

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. Shipping and handling costs for the nine months ended September 30, 2016 and 2015 were \$10,891 and \$8,207, respectively.

Dividends Payable

The company accounts for its dividend declared as a liability under ASC 480 - Distinguishing Liabilities from Equity since the shareholder have the option to elect cash or stock, and reclassifies from dividend payable to additional paid-in capital when shareholders elects a stock dividend instead of cash. The dividend payable is not subject to re-measurement at each balance sheet date since the dividend is a fixed monetary amount known at inception and thus no change in fair value adjustment is necessary.

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 condensed 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.

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 3. - Inventories, net

Inventories are comprised of the following:

| | September 30, 2016 | December 31, 2015 |
|-------------------|-----------------------|----------------------|
| Raw materials | \$ 42,656 | \$ 36,254 |
| Work in process | 6,356 | 3,451 |
| Finished goods | 6,634 | 2,875 |
| Stores and spares | 4,842 | 3,190 |
| Packing material | 259 | 241 |
| | \$ 60,747 | \$ 46,011 |

Note 4. Other Current Assets and Other Long Term Assets

Other current assets are comprised of the following:

| | September 30, 2016 | December 31, 2015 |
|---|-----------------------|----------------------|
| Unbilled receivables on uncompleted contracts | \$ 10,302 | \$ 9,868 |
| Prepaid Expenses | 607 | 3,152 |
| Prepaid Taxes | 13,188 | 6,069 |
| Advances and other receivables | 2,227 | 1,725 |
| Other current assets | \$ 26,324 | \$ 20,814 |

Other long term assets are comprised of the following:

| | September 30, 2016 | December 31, 2015 |
|-------------------------|-----------------------|----------------------|
| Intangible assets | \$ 1,453 | \$ 1,920 |
| Goodwill | 1,330 | 1,330 |
| Deferred income taxes | 371 | 640 |
| Real estate investments | 7,921 | 6,420 |
| Other long term assets | \$ 11,075 | \$ 10,310 |

Intangible assets are comprised of Miami-Dade County Notices of Acceptance (“NOAs”). The weighted average amortization period is 10 years.

Note 5. Property, Plant and Equipment, Net

Property, plant and equipment consist of the following:

| | September 30, 2016 | December 31, 2015 |
|---|-----------------------|----------------------|
| Building | \$ 52,674 | \$ 41,804 |
| Machinery and equipment | 132,338 | 105,000 |
| Office equipment and software | 4,870 | 3,528 |
| Vehicles | 1,716 | 1,402 |
| Furniture and fixtures | 2,209 | 1,569 |
| Total property, plant and equipment | 193,807 | 153,303 |
| Accumulated depreciation and amortization | (47,057) | (33,018) |
| Net value of property and equipment | 146,750 | 120,285 |
| Land | 28,068 | 15,689 |
| Total property, plant and equipment, net | \$ 174,818 | \$ 135,974 |

Depreciation and amortization expense, inclusive of capital lease amortization, for the three and nine months ended September 30, 2016 amounted to \$3,992 and \$10,912, respectively, and \$3,085 and \$8,331 for the three and nine months ended September 30, 2015.

Note 6. Debt

As of September 30, 2016, the Company owed \$202,590 under its various borrowing arrangements with several banks in Colombia, Panama, the United States and including obligations under various capital leases. The bank obligations have maturities ranging from six months to 15 years that bear interest at rates ranging from 2.7% to 22.9% and a weighted average of 8.6%. Certain obligations include covenants and events of default including requirements that the Company maintain a minimum debt to EBITDA ratio, a minimum debt service ratio, total debt to total assets ratio and sales growth ratios.

Tecnoglass' wholly owned subsidiary, Tecno RE ("the Obligor"), obtained a \$3,920 loan in December 2014 from TD Bank N.A ("the Bank"), for the acquisition of property and equipment from Glasswall LLC and for which ES Windows LLC, a Related Party, is guarantor. The obligation requires the Obligor to be in compliance with certain administrative and financial covenants. As of December 31, 2015, the "Minimum Debt Service Ratio" of 1.0:1.0 was not met but the Obligor obtained a waiver from the Bank through December 31, 2016 at which point the covenant will be tested again and the Obligor expects to be in compliance.

The Company's debt is comprised of the following:

| | September 30, 2016 | December 31, 2015 |
|--|-----------------------|----------------------|
| Revolving lines of credit | \$ 12,536 | \$ 4,640 |
| Loans | 164,326 | 107,692 |
| Capital Lease | 25,728 | 26,082 |
| Obligations under borrowing arrangements | 202,590 | 138,414 |
| Less: Current portion of long-term debt and other current borrowings | 62,401 | 16,921 |
| Long-term debt | \$ 140,189 | \$ 121,493 |

Maturities of long term debt and other current borrowings are as follows as of September 30, 2016:

2017 \$62,401

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| | |
|------------|-----------|
| 2018 | 13,510 |
| 2019 | 16,571 |
| 2020 | 24,005 |
| 2021 | 29,718 |
| Thereafter | 56,385 |
| Total | \$202,590 |

The Company had \$13,717, and \$8,524 of property, plant and equipment pledged to secure \$103,207 and \$48,056 under various lines of credit as of September 30, 2016 and December 31, 2015, respectively. The Company also had \$11,200 and \$7,066 of inventories pledged as of September 30, 2016 and December 31, 2015, respectively, to secure the same amounts of debt.

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 current borrowings into long term debt. The Company's condensed 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. The Senior Secured Facility includes financial covenants that are tested twice each year as of June 30 and December 31. The Company has been in compliance with these covenants and expects to continue to comply.

In February 2016, the Company entered into a Colombian Peso denominated credit facility for an equivalent amount of \$25 million, and immediately placed it in a 180 day term cash deposit in U.S Dollars with the objective of hedging its monetary assets' and liabilities' foreign currency exposure risk. This credit facility was repaid in August 2016 with proceeds from aforementioned deposit, decreasing the investment account by \$25 million and the local denominated debt by the peso amount equivalent to the monetized dollars at the date of repayment.

In October 2016, the Company obtained formal Board approval to issue unregistered bonds to qualified institutional buyers in reliance on Rule 144A and to persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended, for up to of \$225 million which will refinance a substantial portion of all its existing debt and support general corporate purposes mainly related to supporting bonding requirements for new projects. The bonds will be senior unsecured and will have a maturity of up to seven years with a bullet structure and a coupon paid semi-annually. The bonds will not have been registered under the Securities Act of 1933, as amended, and management does not intend to register these bonds with the SEC in the future. The bonds may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Revolving Lines of Credit

The Company has approximately \$1,353 available in two lines of credit under a revolving note arrangement as of September 30, 2016. The floating interest rates on the revolving notes are between DTF+4.2% and DTF+7.0%. DTF, the primary measure of interest rates in Colombia, was 7.13% and 5.2% as of September 30, 2016 and December 31, 2015, respectively. At September 30, 2016 and December 31, 2015, \$12,536 and \$4,640 were outstanding under these lines, respectively.

Capital lease obligations

The Company acquired assets under capital leases and debt during the nine months ended September 30, 2016 and 2015 for \$19,249 and \$44,624, respectively.

The future minimum lease payments under all capital leases at September 30, 2016 are as follows:

| | |
|------------|--------|
| 2017 | 3,089 |
| 2018 | 2,975 |
| 2019 | 3,489 |
| 2020 | 4,075 |
| 2021 | 4,418 |
| Thereafter | 7,682 |
| Total | 25,728 |

Note 7. Income Taxes

The Company files income tax returns for TG and ES in the Republic of Colombia. Colombia's Tax Statute was reformed in December 2014. A general corporate income Tax Rate applies at 25% and a CREE Tax based on taxable income applies at a rate of 9% to certain taxpayers including the Company. Prior to the reform, the CREE Tax would only apply up to tax years 2015. The reform made the CREE tax rate of 9% permanent and an additional CREE Surtax will apply for the years 2015 through 2018 at varying 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:

| | Three months ended September 30, | | Nine months ended September 30, | |
|--------------------------------|----------------------------------|---------|---------------------------------|----------|
| | 2016 | 2015 | 2016 | 2015 |
| Current income tax | | | | |
| Foreign | \$6,063 | \$8,728 | \$13,725 | \$17,985 |
| Deferred income tax | | | | |
| Foreign | (28) | (204) | (232) | (1,058) |
| Total Provision for Income tax | \$6,035 | \$8,524 | \$13,493 | \$16,927 |
| Effective tax rate | -320 % | 129 % | 40 % | 289 % |

The Company's effective tax rates for the periods ended September 30, 2016 and 2015 reflect the non-cash, non-deductible losses and non-taxable gains from changes in the fair values of the Company's warrant and earnout shares liabilities in the table below:

| | Three months ended September 30, | Nine months ended September |
|--|-------------------------------------|--------------------------------|
|--|-------------------------------------|--------------------------------|

| | 2016 | 2015 | 30, 2016 | 2015 |
|--|------------|------------|-------------|------------|
| Change in fair value of warrant liability | \$(12,885) | \$(10,148) | \$(287) | \$(21,461) |
| Change in fair value of earnout shares liability | (2,630) | (2,519) | 4,404 | (10,191) |
| Total non-cash, nontaxable effects of changes in fair value of liabilities | \$(15,515) | \$12,667 | \$4,117 | \$(31,652) |

In addition, the Company's statutory tax rate increased from 39% in 2015 to 40% in 2016 because of the tax reform mentioned above.

Note 8. 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. The classification of a financial asset or liability within the hierarchy is determined by the lowest level inputs that are significant to the fair value measurement. Results of operations are impacted by the movement in the level 2 and 3 instruments on a periodic basis.

Assets and Liabilities Measured at Fair Value on a Recurring Basis at September 30, 2016:

| | Quotes Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|--|
| Warrant Liability | - | - | 4,963 |
| Earnout shares liability | - | - | 18,060 |
| Interest Rate Swap Derivative Liability | - | 18 | - |
| Marketable Equity Securities | 535 | - | - |

Assets and Liabilities Measured at Fair Value on a Recurring Basis at December 31, 2015:

| | Quotes Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|--|
| Warrant Liability | - | - | 31,213 |
| Earnout shares liability | - | - | 34,154 |
| Interest Rate Swap Derivative Liability | - | 42 | - |
| Marketable Equity Securities | 428 | - | - |

As of December 31, 2015, financial instruments carried at amortized cost that do not approximate fair value consist of long-term debt. See Note 7 - Debt. The fair value of long term debt was calculated based on an analysis of future cash flows discounted with our weighted average cost of debt which is based on market rates, which are level 2 inputs. Other financial instruments such as accounts receivable have carrying values that approximate fair value as they are short-term in nature.

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

| September 30, 2016 | December 31, 2015 |
|-----------------------|----------------------|
|-----------------------|----------------------|

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| | | |
|----------------------------|------------|------------|
| Fair Value | \$ 159,763 | \$ 138,347 |
| Gross Carrying Value | 142,584 | 121,493 |
| Deferred financing expense | (2,394) | - |
| Net Carrying Value | \$ 140,190 | \$ 121,493 |

16

Note 9. Segment and Geographic Information

The Company operates a single reportable segment business for product consisting of four geographical sales territories as follows:

| | Three months ended September 30, | | Nine months ended September 30, | |
|----------------|--|----------|------------------------------------|-----------|
| | 2016 | 2015 | 2016 | 2015 |
| Colombia | \$26,461 | \$17,591 | \$73,339 | \$56,842 |
| United States | 49,870 | 42,942 | 132,510 | 107,964 |
| Panama | 3,096 | 2,000 | 7,521 | 4,823 |
| Other | 598 | 359 | 5,071 | 3,359 |
| Total Revenues | \$80,025 | \$62,892 | \$218,441 | \$172,988 |

Note 10. Earnout Share Liability

The earnout shares liability is subject to re-measurement at each balance sheet date until the shares are released or until the expiration of the liability at December 31, 2016 under the governing agreement, and any change in fair value is recognized in the Company's condensed consolidated statement of operations. The earnout shares are expected to be released within ten business days from the date the Company files its Annual Report with the SEC.

The Company determines the fair value of the earnout share liability using a Monte Carlo simulation, which models future EBITDA and ordinary share stock prices during the earn-out period using the Geometric Brownian Motion. This model is dependent upon several variables such as the earnout share agreement's expected term, expected risk-free interest rate over the expected 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 earnout shares agreement is expected to be outstanding. The risk-free rates are based on U.S. Treasury securities with similar maturities as the expected term of the earnout share agreement 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, the earnout share liability is classified as Level 3 under guidance for fair value measurements hierarchy.

Out of the 3,000,000 earnout shares initially placed in escrow, 500,000 shares were released in April 2015 upon achievement of the EBITDA target for the fiscal year ended December 31, 2014 and 1,000,000 shares were released in June 2016 upon achievement of the EBITDA target for the fiscal year ended December 31, 2015.

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, 2015 | \$ | 34,154 | |
| Fair value adjustment - three months ended March 31, 2016 | | (3,704 |) |
| Balance – March 31, 2016 | | 30,450 | |
| Fair value adjustment of released earn out shares - three months ended June 30, 2016 | | (11,691 |) |
| Fair value adjustment of outstanding earn out shares - three months ended June 30, 2016 | | (3,330 |) |
| Balance – June 30, 2016 | \$ | 15,429 | |
| Fair value adjustment of outstanding earn out shares - three months ended September 30, 2016 | | 2,631 | |
| Balance – September 30, 2016 | \$ | 18,060 | |

The change in fair value of the earnout share liability was heavily impacted by the release of 1,000,000 shares, which reduced the number of earnout shares outstanding and the stock price which declined from \$13.74 to \$12.04 as of December 31, 2015 to September 30, 2016, respectively. As of September 30, 2016, the earnout share liability was recorded for the full amount of shares pending release as the EBITDA target for the year was already met for the period.

Note 11. Warrant Liability

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:

The inputs to the model were as follows:

| | September 30, 2016 | December 31, 2015 | | |
|---------------------|-----------------------|----------------------|---|--|
| Stock Price | \$ 12.04 | \$ 13.74 | | |
| Dividend Yield* | \$ 0.125 | \$ 0.125 | | |
| Risk-free rate | 0.49 | % 0.65 | % | |
| Expected Term | 0.22 | 0.97 | | |
| Expected Volatility | 28.13 | % 37.69 | % | |

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

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, 2015 | \$ 31,213 |
| Adjustment to fair value of warrants exercised cashlessly | (222) |
| Adjustment to fair value of unexercised warrants | (5,911) |
| Balance – March 31, 2016 | 25,080 |
| Adjustment to fair value of warrants exercised cashlessly | (15) |
| Adjustment to fair value of unexercised warrants | (6,687) |
| Balance – June 30, 2016 | 18,378 |
| Adjustment to fair value of warrants exercised cashlessly | (26,300) |

| | |
|--|---------|
| Adjustment to fair value of unexercised warrants | 12,885 |
| Balance – September, 2016 | \$4,963 |

The main variable that affected the change in fair value of the warrant liability was the stock price which declined from \$13.74 to \$12.04 from December 31, 2015 to September 30, 2016, respectively.

The Company’s equity 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”).

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 condensed 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.

On August 4, 2016, the Company commenced a warrant exchange offer, under which each Tecnoglass warrant holder had the opportunity to receive one Tecnoglass ordinary share in exchange for every 2.5 of the Company’s outstanding warrants tendered by the holder and exchanged pursuant to the offer. As of the expiration of the exchange offer period on September 8, 2016, 5,479,049 outstanding warrants, or approximately 82% of the outstanding warrants, were tendered. Those tenders were accepted by Tecnoglass, which issued 2,191,608 new ordinary shares on September 14, 2016. As a result, the warrant liability decreased by \$26,300 and the additional paid in capital increased by the same amount.

Of 7,962,888 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 7,860,318 warrants for 3,211,277 ordinary shares on a cashless basis.

Note 12. Related Parties

The Company's major related party entities are: ESWindows LLC ("ESW LLC"), a Florida limited liability company substantially owned by the Company's Chief Executive Officer and Chief Operating Officer, Ventanas Solar S.A. ("VS"), an importer and installer based in Panama owned by related party family members, and Union Temporal ESW ("UT ESW"), a temporary contractual joint venture under Colombian law with Ventanar S. A. managed by related parties that expires at the end of its applicable contracts.

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

| | Three months ended September 30, 2016 | | Nine months ended September 30, 2015 | |
|-------------------------------------|--|-----------|---|-----------|
| Revenues | | | | |
| Sales to ESW LLC | \$ 11,599 | \$ 14,366 | \$ 35,913 | \$ 37,264 |
| Sales to VS | 2,554 | 1,229 | 6,500 | 3,828 |
| Sales to other related parties | 443 | 149 | 928 | 818 |
| | 14,596 | 15,744 | 43,341 | 41,910 |
| Expenses | | | | |
| Fees paid to directors and officers | \$ 418 | \$ 235 | \$ 1,254 | \$ 1,012 |
| Payments to other related parties | 647 | 385 | 2,080 | 1,250 |

| | September 30, 2016 | December 31, 2015 |
|-------------------------------------|-----------------------|----------------------|
| Current Assets | | |
| Due from ESW LLC | \$ 19,814 | \$ 17,887 |
| Due from VS | 10,772 | 6,895 |
| Due from other related parties | 1,764 | 3,291 |
| | \$ 32,350 | \$ 28,073 |
| Long term payment agreement from VS | \$ 1,688 | \$ 2,536 |

Liabilities

| | | |
|------------------------|----------|----------|
| Due to related parties | \$ 1,780 | \$ 1,283 |
|------------------------|----------|----------|

Due from other related parties as of September 30, 2016 includes \$502 due from Daesmo, and \$460 from Consorcio Ventanar ESW - Boca Grande, and \$660 from A Construir SA. 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 of \$0 and \$256 as of September 30, 2016 and December 31, 2015, respectively. Related party receivables continue to be paid as per the contractual agreements currently in place.

Payments to other related parties during the nine months ended September 30, 2016 include charitable contributions to the Company's foundation for \$1,044 and sales commissions for \$933.

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 the three-year agreement and short-term agreement , respectively. In August 2016 the Company received full payment from VS on the short-term payment agreement.

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 Tecno RE.

Analysis of Variable Interest Entities

The Company conducted an evaluation as a reporting entity of its involvement with certain significant related party business entities as of December 31, 2015 in order to determine whether these entities were variable interest entities 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, the Company concluded that both entities are not deemed VIEs and as such these entities should not be consolidated within the Company's condensed consolidated financial statements.

Note 13. Note Payable to Shareholder and Dividends Payable

From September 5, 2013 to November 7, 2013, A. Lorne Weil, the Company's non-executive Chairman of the Board, loaned the Company \$150 of which \$70 was paid at closing of the Merger and \$79 remained unpaid as of September 30, 2016 and December 31, 2015.

On August 4, 2016, the Company's Board of Directors authorized the payment of regular quarterly dividends to holders of ordinary shares at a quarterly rate of \$0.125 per share, or \$0.50 per share on an annual basis. The first quarterly dividend will be paid on November 1, 2016. The dividend will be paid in cash or ordinary shares, chosen at the option of holders of ordinary shares during an election period that began on September 23, 2016 and lasted until October 14, 2016. The value of the ordinary shares to be used to calculate the number of shares to be issued with respect to that portion of the dividend payable in ordinary shares was the average of the closing price of the Company's ordinary shares on NASDAQ during the three-day period from October 12, 2016 through October 14, 2016. Those

holders that did not provide a choice during the election period, were paid out in cash. Energy Holding Corporation, the majority shareholder of the Company, has irrevocably elected to receive such dividend and the next three quarterly dividend payments in ordinary shares, as opposed to cash. As a result, the Company has a dividend payable amounting to \$4,857 as of September 30, 2016.

The company analyzed the accounting guidance under ASC 505 and determined that this guidance is not applicable since the dividend are shares of the same class in which each shareholder is given an election to receive cash or shares. As such, the company analyzed the dividend under ASC 480 — Distinguishing Liabilities from Equity and concluded that the dividend should be accounted for as a liability since the dividend is a fixed monetary amount known at inception. A reclassification from dividend payable to additional paid-in capital was done for the stocks dividend elections that shareholders have already made.

Note 14. Commitments and Contingencies

Guarantees

Guarantees on behalf of, or from related parties are disclosed in Note 12 - Related Parties.

Legal Matters

On March 2, 2016 ES filed a lawsuit against Bagatelos Architectural Glass Systems, Inc (“Bagatelos”) in Colombia. In addition, we also filed a lawsuit against Bagatelos in the State of California for breach of contract. In order to lift the lien declared by the Court in California, Bagatelos submitted a bond for \$2.0 million in favor of ES and subject to the court’s ruling. This bond is a “mechanics lien surety bond” which guarantees ES, who had placed a lien on the property, payment that is still due with interest and cost should the company wins the case. The Parties have begun discovery and mediation has been scheduled for January 11, 2017. Bagatelos as defendant presented a cross complaint on September 23rd, 2016 seeking damages. Although we already received a payment order from the Colombian judge, the Company continues to pursue its rights, remedies and defenses in the U.S. We received on October 11, 2016 a case update from our U.S. counsel stating that due to ES’ favorable terms and conditions and the fact that Bagatelos has overstated their claim and ignored their contractual duties and it is probable that the Company will be able to recover the outstanding amount of \$2,021.

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 15. Subsequent Events

On November 1, 2016, the Company will pay \$789 and issue 275,049 shares for the first quarterly dividend to shareholders of record at the close of business on September 23, 2016.

In October 2016, the Company obtained formal Board approval to issue unregistered bonds to qualified institutional buyers in reliance on Rule 144A and to persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended, for up to of \$225 million which will refinance a substantial portion of all its existing debt and support general corporate purposes mainly related to supporting bonding requirements for new projects. The bonds will be senior unsecured and will have a maturity of up to seven years with a bullet structure and a coupon paid semi-annually. The bonds have not been registered under the Securities Act of 1933, as amended, and management does not intend to register these bonds with the SEC in the future. The bonds may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

As part of our continued strategy to vertically integrate our operations, we intend to directly or indirectly acquire 100% of the equity of ESW LLC, a Florida-based related party company that acts as one of ES's importers and distributors in the U.S. Although no binding agreement has been entered into as of the date of this filing, we expect the transaction to be completed prior to December 31, 2016 for a purchase price of approximately \$14.5 million. This transaction is not considered a significant acquisition as defined per Rule 1-02 (W) of Regulation S-X, and will be accounted for as a common control acquisition under ASC 805. This calls for financial information as of December 31, 2015 to be retrospectively adjusted to furnish comparative information indicating that financial data of previously separate entities are combined. ESW LLC's unaudited financial statements shows total net assets of \$4.8 million and \$3.9 million as of December 31, 2015 and September 30, 2016, respectively, and net income of \$1.9 million and \$358 thousands for the twelve months ended December 31, 2015 and the nine months ended September 30, 2016, respectively.

Management concluded that no additional subsequent events required disclosure other than those disclosed in these financial statements.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “continue,” or the negative of such terms or similar expressions. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our other Securities and Exchange Commission (“SEC”) filings. References to “we,” “us” or “our” are to Tecnoglass Inc. (formerly Andina Acquisition Corporation), except where the context requires otherwise. The following discussion should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this report.

Overview

Tecnoglass Inc. (“TGI,” the “Company,” “we,” “us” or “our”) is a holding company operating through its indirect, wholly owned subsidiaries: TG, which manufactures, 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. The Company has more than 30 years’ experience in the glass and aluminum structure assembly market in Colombia.

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 more than 900 customers in North, Central and South America, and exports more than half of its production to foreign countries.

In Panama, ES sells products primarily to companies participating in large construction projects in the higher income 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.

ES products were supplied in the Soho Plaza, a complex of a shopping mall and two skyscrapers.

TG sells to its customers using several sales teams based out of Colombia to specifically target regional markets in South, Central and North America. In addition, TG has approximately ten free-lance sales representatives based in North America.

ES sells its products through four sales teams based out of Colombia, Panama and the US. The Colombia sales team is the largest sales group and has deep contacts throughout the construction industry, and markets ES's products and installation services. Sales forces in Panama and the US are not through subsidiaries but arms-length agreements with sales representatives.

As part of our continued strategy to vertically integrate our operations, we intend to directly or indirectly acquire 100% of the equity of ESW LLC, a Florida-based company that acts as one of ES's importers and distributors in the U.S. We expect the transaction to be completed prior to December 31, 2016 for a purchase price of approximately \$14.5 million. This transaction is not considered a significant acquisition as defined per Rule 1-02 (W) of Regulation S-X.

Liquidity

As of September 30, 2016 and December 31, 2015, the Company had cash and cash equivalents of approximately \$18.1 million and \$18.5 million, respectively. The Company's primary sources of liquidity to support its working capital needs and short term capital expenditures will be its readily available cash balance and its available lines of credit with financial institutions.

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 current borrowings into long term debt. The Company's condensed 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. The Senior Secured Facility includes financial covenants that are tested twice each year as of June 30 and December 31. As of June 30, 2016, the Company was in full compliance with its financial covenants.

On August 4, 2016, the Company's Board of Directors authorized the payment of regular quarterly dividends to holders of ordinary shares at a quarterly rate of \$0.125 per share, or \$0.50 per share on an annual basis. The first quarterly dividend will be paid on November 1, 2016, to shareholders of record at the close of business on September 23, 2016. The dividend was payable in cash or ordinary shares, to be chosen at the option of holders of ordinary shares during an election period that began on September 23, 2016 and ended on October 14, 2016. The value of the ordinary shares to be used to calculate the number of shares to be issued with respect to that portion of the dividend payable in ordinary shares was the average of the closing price of the Company's ordinary shares on NASDAQ during the three day period from October 12, 2016 through October 14, 2016. Those holders that did not provide a choice during this election period, the dividend for this first election period were paid out in cash. Energy Holding Corporation, the majority shareholder of the Company, has irrevocably elected to receive such dividend and the next three quarterly dividend payments in ordinary shares, as opposed to cash. As a result, the Company has a dividend payable amounting to \$4,857 as of September 30, 2016.

In October 2016, the Company obtained formal Board approval to issue unregistered bonds to qualified institutional buyers in reliance on Rule 144A and to persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended, for up to of \$225 million which will refinance a substantial portion of all its existing debt and support general corporate purposes mainly related to supporting bonding requirements for new projects. The bonds will not have been registered under the Securities Act of 1933, as amended and management does not intend to register these bonds with the SEC in the future. The bonds may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Capital Resources

New investments

During the nine months ended in September 30, 2016, the Company made capital expenditures of approximately \$35.1 million, of which \$15.9 million were paid for in cash and \$19.2 million were acquired with capital lease and debt. This includes the construction of new warehouses, improvements to the plant and office buildings for approximately \$5.5 million in and approximately \$19.1 million in several pieces of machinery and equipment and \$9.7 million for a lot of land adjacent to the Company's current facilities, and other smaller fixed assets.

The Company expects that current installed capacity will be enough to service our backlog and expected sales through the year 2018. Capital expenditures in the near future are expected to be limited to maintaining installed capacity.

Results of Operations

| | Three Months Ended September 30, 2016 | Three Months Ended September 30, 2015 | Nine Months Ended September 30, 2016 | Nine Months Ended September 30, 2015 |
|--|---|---|--|--|
| Operating Revenues | \$ 80,025 | \$ 62,892 | \$ 218,441 | \$ 172,988 |
| Cost of sales | 50,407 | 39,186 | 139,149 | 109,798 |
| Gross profit | 29,618 | 23,706 | 79,292 | 63,190 |
| Operating expenses | (14,284) | (12,890) | (39,997) | (35,064) |
| Operating income | 15,334 | 10,816 | 39,295 | 28,126 |
| Non-operating income (loss), net | 3,064 | 10,744 | 2,332 | 15,886 |
| Interest Expense | (4,771) | (2,307) | (12,137) | (6,509) |
| Change in fair value of earnout shares liability | (2,630) | (2,519) | 4,404 | (10,191) |
| Change in fair value of warrant liability | (12,885) | (10,148) | (287) | (21,461) |
| Income tax provision | (6,035) | (8,524) | (13,493) | (16,927) |
| Net income (loss) | \$ (7,923) | \$ (1,938) | \$ 20,114 | \$ (11,076) |

Comparison of quarterly periods ended September 30, 2016 and September 30, 2015

Revenues

The Company's net operating revenues increased \$17.1 million or 27% from \$62.9 million to \$80.0 million for the quarterly period ended September 30, 2016 compared with the quarterly period ended September 30, 2015.

Sales in the U.S. market for the quarterly period ended September 30, 2016 increased \$6.9 million or 16% compared to the quarterly period ended September 30, 2015. The Company's sales in the American market continue to grow primarily in the South Florida region, where the Company has historically had a strong presence as a supplier of windows and doors for high-rise buildings. Sales in the Colombian market increased \$8.8 million, or 50%, partly because of several large projects, including the latest phase of the Bogotá airport, that individually add important amounts to the sales growth compared to projects with smaller individual contributions to sales during the same period of 2015. Sales to Panama increased \$1.1 million or 55% in the three months ended September 30, 2016 compared to

the three months ended September 30, 2015 as projects the Company partakes in in the country are being executed.

Margins

Sales margins calculated by dividing the gross profit by operating revenues remained relatively stable, decreasing slightly from 37.7% to 37.0% in the quarterly periods ended September 30, 2015 and 2016, respectively due to stable raw material margins and a growth in overhead proportional with the increase in sales.

Expenses

Operating expenses increased 11% from \$12.9 million to \$14.3 million, for the quarterly period ended September 30, 2016 when compared to the quarterly period ended September 30, 2015. The increase was primarily the result of a \$0.8 million increase in shipping expenses associated with incremental business in more distant markets within the United States that require more land transportation to reach its final destination. The Company's personnel expenses have also increased by \$0.8 million.

Warrants Liability

A non-cash, non-operating loss of \$12.9 million arose as an effect of \$26.5 million credited to Additional paid in capital related to the exercise of warrants offset by a decrease in the fair value of the warrant liability in the three months ended September 30, 2016. On August 4, 2016, the Company commenced a warrant exchange offer, under which each Tecnoglass warrant holder had the opportunity to receive one Tecnoglass ordinary share in exchange for every 2.5 of the Company's outstanding warrants tendered by the holder and exchanged pursuant to the offer. As of the expiration of the exchange offer period on September 8, 2016, 5,479,049 outstanding warrants, or approximately 82% of the outstanding warrants, were tendered. Those tenders were accepted by the Company, which issued 2,191,608 new ordinary shares on September 14, 2016. The fair value of the warrant liability as of September 30, 2016 amounted to approximately \$5.0 million which represents 1% of total assets, comparable to a fair value of approximately \$18.4 million, or 5% of total assets as of June 30, 2016. The fair value of the warrant liability changes in response to market factors not directly controlled by the Company such as the market price of the Company's shares and the volatility index of comparable companies. There are no income tax effects as the Company is registered in the Cayman Islands.

Earnout Shares Liability

A non-cash, non-operating loss of \$2.6 million arose from the increase in the fair value of the earnout shares liability in the three months ended September 30, 2016, as the liability amounted to \$18.4 million, or 4% of total assets, relative to its fair value at June 30, 2015, which amounted to \$34.2 million, or 11% of total assets. The fair value of the earnout shares liability changes in response to market factors not directly controlled by the Company such as the market price of the Company's shares and the volatility index of comparable companies. There are no income tax effects as the Company is registered in the Cayman Islands.

Non-operating Income (Loss)

During the three months ended September 30, 2016, the Company reported net non-operating gain of \$3.1 million comprised of income from rental properties, gain on sale of scrap materials and a net gain of \$2.4 million in foreign currency transactions, compared with net non-operating income of \$10.8 million during the same period of 2015, which included a net gain of \$8.2 million due to foreign currency exchange.

As a result of the foregoing, the Company recorded a net loss for the three months ended September 30, 2016 of \$7.9 million compared to net loss of \$1.9 million in the three months ended September 30, 2015.

Results of operations for the nine months ended September 30, 2016 and 2015

Revenues

The Company's net operating revenues increased \$45.5 million or 26% from \$173.0 million to \$218.4 million for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015.

Sales in the U.S. market for the nine months ended September 30, 2016 increased \$24.5 million or 23% compared to the nine months ended September 30, 2015. The Company's sales in the American market continue to grow in the South Florida region, where the Company has historically had a stronger presence as a supplier of windows and doors for high-rise buildings, and in other markets including the northeast and other southern states. Sales in the Colombian market increased \$16.5 million, or 29%, from \$56.8 million to \$73.4 million, partly because of several large projects, including the latest phase of the Bogotá airport, that individually add important amounts to the sales growth compared to projects with smaller individual contributions to sales during the same period of 2015. Sales to Panama increased \$2.6 million, or 56% for the nine months ended September 30, 2016 compared to the same period of 2015 as projects the Company partakes in in the country are being executed.

Margins

Sales margins calculated by dividing the gross profit by operating revenues remained relatively stable, decreasing slightly from 36.5% to 36.3% in the nine months ended September 30, 2016 and 2015. We believe this is the result of a combination increases in cost of labor of \$4.2 million, or 19%, as well as a \$3.5 million or 56% increase in depreciation and amortization expense due to recently acquired assets primarily related to the soft coating plant that are not yet operating at full capacity offset by improvements in raw material efficiencies.

Expenses

Operating Expenses increased 14% from \$35.1 million to \$40.0, in the nine months ended September 30, 2016 when compared to the nine months ended September 30, 2015. The increase was primarily associated with a \$2.7 million increase, or 33% in shipping expenses as sales to distant markets increase, increases related to personnel expenses of \$1.7 million, and smaller increases in professional fees, a Colombian tax on financial transactions and bank charges and commission expenses that were partially offset by a decreases in receivable write-offs and amortization expense, which decreased \$0.9 million due to some of the Company's NOAs being fully amortized.

Warrants Liability

A non-cash, loss of \$0.3 million arose as an effect of \$26.3 million credited to Additional paid in capital in the shareholders' equity related to the exercise of warrants offset by a decrease in the fair value of the warrant liability in the nine months ended September 30, 2016 offset by. On August 4, 2016, the Company commenced a warrant exchange offer, under which each of Tecnoglass' warrant holders had the opportunity to receive one Tecnoglass ordinary share in exchange for every 2.5 of the Company's outstanding warrants tendered by the holder and exchanged pursuant to the offer. As of the expiration of the exchange offer period on September 8, 2016, 5,479,049 outstanding warrants, or approximately 82% of the outstanding warrants, were tendered. Those tenders were accepted by Tecnoglass, which issued 2,191,608 shares on September 14, 2016. The fair value of the warrant liability as of September 30, 2016 amounted to \$5.0 million which represents 1% of total assets, comparable to a fair value of \$31.2 million, or 10% of total assets as of December 31, 2015. The fair value of the warrants liability changes in response to market factors not directly controlled by the Company such as the market price of the Company's shares and the volatility index of comparable companies. There are no income tax effects as the Company is registered in the Cayman Islands.

Earnout Shares Liability

A non-cash, non-operating gain of \$4.4 million arose from the increase in the fair value of the earnout shares liability in the nine months ended September 30, 2016, as the liability amounted to approximately \$18.1 million, or 4% of total assets, relative to its fair value at December 31, 2015, which amounted to \$34.2 million, or 11% of total assets. The fair value of the earnout shares liability changes in response to market factors not directly controlled by the Company such as the market price of the Company's shares and the volatility index of comparable companies. There are no income tax effects as the Company is registered in the Cayman Islands.

Non-operating Income (Loss)

During the nine months ended September 30, 2016 the Company reported net non-operating income of \$2.3 million comprised mostly of income from rental properties, gain on sale of scrap materials, interest income for \$2.2 million and a net gain of \$0.2 million in foreign currency transactions, compared with net non-operating income of \$15.9 million during the same period of 2015, primarily comprised of net foreign currency transaction gains of \$11.5 million.

As a result of the foregoing, the Company recorded a net income for the nine months ended September 30, 2016 of \$20.1 million compared to a net loss of \$11.1 million in the nine months ended September 30, 2015.

Cash Flow from Operations, Investing and Financing Activities

During the nine months ended September 30, 2016 and 2015, \$14.1 million and \$10.2 million were used and provided by operating activities, respectively. The principal use of cash was an increase in trade accounts receivable which totaled \$25.6 million in the nine months ended September 30, 2016 due to incremental credit terms extended to our main client in Florida, and higher demand from our related parties. On a nominal basis, such receivables increased \$32.1 million, including a \$6.5 million effect of foreign currency translation, going from \$52.5 million as of December 31, 2015 to \$84.6 million as of September 30, 2016. Similarly, during the nine months ended September 30, 2015, the Company had a use of \$18.4 million use of cash derived from an increase in accounts receivable associated with the revenue growth during the year.

Cash used from operating activities in the change in trade accounts receivable increased from \$18.4 million to \$25.6 million for the nine months ended September 31, 2015 and 2016, respectively. This represents an increase of 38.9% which is commensurate with the 33.6% increase in operating revenues to external customers (going from of \$131.1 million to \$175.1 million). Other factors influencing the cash flow uses as it related to the Company's account receivables are related to the type of more sophisticated, long-lead projects in which the Company is currently bidding. These projects typically have a longer cash cycle as distributors also have to collect from end-users, and for that, certain performance conditions must always be met. Secondly, the Company's strategy continues to be to further penetrate additional, more distant markets within the United States, which also may contribute to longer collection cycles. Albeit these factors, the Company doesn't foresee a deterioration in its ability to collect from its direct or indirect clients (as evidenced by its relatively stable days sales outstanding relation without accounting for foreign currency translation) and is rather focusing on ways to improve collection times with some of its most representative clients, including related parties.

Also, a principal use of cash was purchase of inventories which amounted to \$9.7 million during the nine months ended September 30, 2016 and \$21.1 million during the same period of 2015 as the Company builds up inventories of raw materials, commensurate with current and expected future sales. This was partially offset by cash generated by trade accounts payables which amounted to \$6.7 million during the nine months ended September 30, 2016, compared with \$20.6 million during the same period of 2015. Customer advances on uncompleted contracts, mainly comprised of ES long term projects, resulted in a use of \$2.0 million during the nine months ended September 30, 2016 compared with \$5.3 million provided during the same period of the previous year as numerous projects reached stages closer to completion in which the advances applied.

During the nine months ended September 30, 2016, cash used in investing activities decreased to \$16.7 million compared with \$19.2 million during the same period of 2015 primarily as a \$2.4 million reduction in the acquisition of property, plant and equipment paid for with cash, while total acquisitions of property, and equipment, including property acquired through debt and capital leases also decreased \$25.4 million between the nine months ended September 30, 2016 and September 30, 2015. During the nine months ended in September 30, 2016, and in addition to the cash capital expenditures of \$15.8 million during the period the Company made capital expenditures for \$19.2

million that were primarily financed with bank loans and capital leases.

Cash provided by financing activities increased from \$7.1 million during the nine months ended September 30, 2015 to \$29.7 million during the nine months ended September 30, 2016, primarily due to increases in proceeds from debt. As can be seen in the statement of cash flows, the Company has used the proceeds of the debt increase to support its rapid expansion and the related capital expenditures and working capital needs

| | Nine months ended September 30, | |
|---|------------------------------------|----------|
| | 2016 | 2015 |
| Cash Flow from Operating Activities | \$(14,084) | \$10,242 |
| Cash Flow from Investing Activities | (16,713) | (19,153) |
| Cash Flow from Financing Activities | 29,665 | 7,147 |
| Effect of exchange rates on cash and cash equivalents | 761 | 2,705 |
| Cash Balance - Beginning of Period | 18,496 | 15,930 |
| Cash Balance - End of Period | \$18,125 | \$16,871 |

Off-Balance Sheet Arrangements

None

Item 3. Quantitative and Qualitative Disclosures about Market Risk

None

Item 4. 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 Quarterly 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 as described in our Annual Report on Form 10-K for the year ended December 31, 2015, our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, were not effective as of September 30, 2016. Notwithstanding the material weaknesses in our internal control over financial reporting, we believe the condensed 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.

Remediation Plan for Material Weaknesses

During the first nine months of 2016, we have been executing our remediation plan, as designed, to strengthen our internal control system regarding the material weaknesses in Entity Level Controls, Financial Closing and Reporting and Information Technology General Controls. During the third quarter of 2016, we continued executing our remediation plan, and performed the design testing of internal controls relevant for external financial reporting. During the fourth quarter of the year, we will be testing the operating effectiveness of such controls.

Changes in Internal Control Over Financial Reporting

For the quarter ended September 30, 2016, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings***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.

Item 6. Exhibits

| Exhibit No. | Description |
|-------------|--|
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification of Chief Executive Officers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | Financial statements from the Quarterly Report on Form 10-Q of Tecnoglass Inc. for the quarter ended September 30, 2016, formatted in XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statement of Changes in Stockholders' Equity, (iv) Condensed Consolidated Statement of Cash Flows and (v) Notes to Unaudited Condensed Consolidated Financial Statements, as blocks of text and in detail. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TECNOGLASS INC.

By: */s/ Jose M. Daes*
Jose M. Daes
Chief Executive Officer
(Principal executive officer)

By: */s/ Joaquin Fernandez*
Joaquin Fernandez
Chief Financial Officer
(Principal financial and accounting officer)

Date: October 31, 2016

