
Danimex-Food Holding A/S

Ryttervangen 1, DK-7323 Give

Annual Report for 1 January - 31 December 2015

CVR No 15 15 03 78

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
27/5 2016

Peter Worre Bech
Chairman



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Danimex-Food Holding A/S for the financial year 1 January - 31 December 2015.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2015 of the Company and of the results of the Company operations for 2015.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 27 May 2016

Direktion

Carl Bruun Jørgensen

Bestyrelse

Peter Worre Bech
Chairman

Eric Gue Thierry Delarue

Pascale Denise Delarue

Søren Karim Bech

Steen Bitsch

Independent Auditor's Report on the Financial Statements

To the Shareholders of Danimex-Food Holding A/S

Report on the Financial Statements

We have audited the Financial Statements of Danimex-Food Holding A/S for the financial year 1 January - 31 December 2015, which comprise income statement, balance sheet, notes and summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the Financial Statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Financial Statements are free from material misstatement.

An audit involves performing audit procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2015 and of the results of the Company operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

Independent Auditor's Report on the Financial Statements

Statement on Management's Review

We have read Management's Review in accordance with the Danish Financial Statements Act. We have not performed any procedures additional to the audit of the Financial Statements. On this basis, in our opinion, the information provided in Management's Review is in accordance with the Financial Statements.

Aarhus, 27 May 2016

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Kristian B. Lassen
State Authorised Public Accountant

Rasmus Møllergaard Stenskrøge
State Authorised Public Accountant

Company Information

The Company

Danimex-Food Holding A/S
Ryttervangen 1
DK-7323 Give

CVR No: 15 15 03 78
Financial period: 1 January - 31 December
Incorporated: 1 May 1991
Municipality of reg. office: Vejle

Bestyrelse

Peter Worre Bech, Chairman
Eric Gue Thierry Delarue
Pascale Denise Delarue
Søren Karim Bech
Steen Bitsch

Executive Board

Carl Bruun Jørgensen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Nobelparken
Jens Chr. Skous Vej 1
DK-8000 Aarhus C

Bankers

Nordea Bank Danmark A/S

Management's Review

Main activity

The Company's main activity is investment in other enterprises within ingredients and raw materials for the food industry and within machinery for the food and refrigeration industry in selected export markets.

Development in the year

The income statement of the Company for 2015 shows a profit of DKK 3,548,332, and at 31 December 2015 the balance sheet of the Company shows equity of DKK 13,559,477.

The Company has in 2015 sold 100% of the shares in Danimex-Algéria EURL to its subsidiary. Danimex-Algéria EURL was sold 30 September 2015.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

	<u>Note</u>	2015 <u>12 months</u> DKK	2014 <u>6 months</u> DKK
Income from investments in subsidiaries	1	3.406.799	-6.904.865
Other external expenses		<u>-626</u>	<u>-28.750</u>
Profit/loss before financial income and expenses		3.406.173	-6.933.615
Other financial income	2	483.035	0
Other financial expenses		<u>-314.509</u>	<u>0</u>
Profit/loss before tax		3.574.699	-6.933.615
Tax on profit/loss for the year	3	<u>-26.367</u>	<u>0</u>
Net profit/loss for the year		<u>3.548.332</u>	<u>-6.933.615</u>

Distribution of profit

Proposed distribution of profit

Reserve for net revaluation under the equity method	3.406.799	-3.686.324
Retained earnings	<u>141.533</u>	<u>-3.247.291</u>
	3.548.332	-6.933.615

Balance Sheet 31 December

Assets

	Note	2015 DKK	2014 DKK
Investments in subsidiaries	4	4.222.986	7.248.404
Fixed asset investments		4.222.986	7.248.404
Fixed assets		4.222.986	7.248.404
Receivables from group enterprises		14.943.484	4.280.960
Receivables		14.943.484	4.280.960
Cash at bank and in hand		9.197	4.009.197
Current assets		14.952.681	8.290.157
Assets		19.175.667	15.538.561

Balance Sheet 31 December

Liabilities and equity

	Note	2015 DKK	2014 DKK
Share capital		1.500.000	1.500.000
Reserve for net revaluation under the equity method		4.323.716	903.261
Retained earnings		7.735.761	7.594.228
Equity	5	13.559.477	9.997.489
Subordinate loan capital		4.500.000	5.500.000
Long-term debt	6	4.500.000	5.500.000
Subordinate loan capital		1.000.000	0
Trade payables		0	22.500
Corporation tax		26.367	0
Other payables		89.823	18.572
Short-term debt		1.116.190	41.072
Debt		5.616.190	5.541.072
Liabilities and equity		19.175.667	15.538.561
Contingent assets, liabilities and other financial obligations	7		

Notes to the Financial Statements

	2015 12 months <u>DKK</u>	2014 6 months <u>DKK</u>
1 Income from investments in subsidiaries		
Share of profits of subsidiaries	3.406.799	0
Share of losses of subsidiaries	<u>0</u>	<u>-6.904.865</u>
	<u>3.406.799</u>	<u>-6.904.865</u>
2 Other financial income		
Interest received from group enterprises	<u>483.035</u>	<u>0</u>
	<u>483.035</u>	<u>0</u>
3 Tax on profit/loss for the year		
Current tax for the year	<u>26.367</u>	<u>0</u>
	<u>26.367</u>	<u>0</u>

Notes to the Financial Statements

	2015 DKK	2014 DKK
4 Investments in subsidiaries		
Cost at 1 January	6.345.143	6.345.143
Disposals for the year	-2.345.143	0
Cost at 31 December	<u>4.000.000</u>	<u>6.345.143</u>
Value adjustments at 1 January	903.261	3.686.324
Disposals for the year	-4.100.730	0
Exchange adjustment	13.656	197.608
Net profit/loss for the year	3.406.799	-6.904.865
Revaluations for the year, net	0	3.924.194
Value adjustments at 31 December	<u>222.986</u>	<u>903.261</u>
Carrying amount at 31 December	<u>4.222.986</u>	<u>7.248.404</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
Danimex-Food A/S	Vejle	TDKK 1.000	100%	4.222.986	2.413.299

Notes to the Financial Statements

5 Equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	1.500.000	903.261	7.594.228	9.997.489
Exchange adjustments relating to foreign entities	0	13.656	0	13.656
Net profit/loss for the year	0	3.406.799	141.533	3.548.332
Equity at 31 December	1.500.000	4.323.716	7.735.761	13.559.477

The share capital consists of 1,500 shares of a nominal value of DKK 1,000. No shares carry any special rights.

The share capital has developed as follows:

	2015	2014	2013	2012	2011
	DKK	DKK	DKK	DKK	DKK
Share capital at 1 January	1.500.000	1.000.000	1.000.000	1.000.000	1.000.000
Capital increase	0	500.000	0	0	0
Capital decrease	0	0	0	0	0
Share capital at 31 December	1.500.000	1.500.000	1.000.000	1.000.000	1.000.000

6 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	2015	2014
	DKK	DKK
Subordinate loan capital		
Between 1 and 5 years	4.500.000	5.500.000
Long-term part	4.500.000	5.500.000
Within 1 year	1.000.000	0
	5.500.000	5.500.000

Notes to the Financial Statements

7 Contingent assets, liabilities and other financial obligations

The Company has provided a guarantee for the Danish subsidiary's bank debt amounting to DKK 5,798k at 31 December 2015

The Company has provided a guarantee for the foreign subsidiary's bank amounting to EUR 1,800k at 31 December 2015.

The Company has provided its shares in the Danish subsidiary as collateral for the subsidiary's bank debt amounting to DKK 5,798k.

Contingent liabilities

The Group's Danish companies are jointly and severally liable for tax on the Group's jointly taxed income and the Danish withholding taxes.

Accounting Policies

Basis of Preparation

The Annual Report of Danimex-Food Holding A/S for 2015 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

A few reclassifications have been made in the comparative figures. The reclassifications do not effect profit and equity.

Financial Statements for 2015 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Danish kroner is used as the measurement currency. All other currencies are regarded as foreign currencies.

Accounting Policies

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Other external expenses

Other external expenses comprise expenses for administration.

Income from investments in subsidiaries

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish subsidiaries. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance Sheet

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

Accounting Policies

The items "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of any remaining value of positive differences (goodwill) and deduction of any remaining value of negative differences (negative goodwill).

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience from previous years.

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Accounting Policies

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.