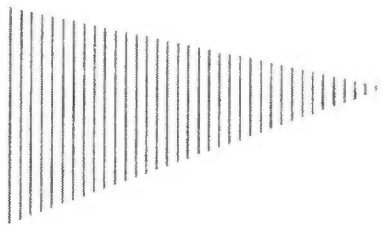


# NP Sweet A/S

c/o Nordic Sugar A/S  
Langebrogade 1, 1014 Copenhagen K

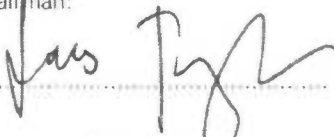
CVR no. 33 57 68 54



## Annual report 2016/17

Approved at the annual general meeting of shareholders on 31 July 2017

Chairman:

  
Lars Terp  
Advokat



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### Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of NP Sweet A/S for the financial year 1 March 2016 - 28 February 2017.

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 of the Company at 28 February 2017 and of the results of the Company's operations for the financial year 1 March 2016 - 28 February 2017.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 31 July 2017  
Executive Board:

\_\_\_\_\_  
Lars Bo Jørgensen

  
\_\_\_\_\_  
Suzanna Collette Bancroft

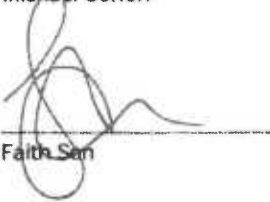
Board of Directors:

  
\_\_\_\_\_  
Rakesh Ranjan Sinha  
Chairman

\_\_\_\_\_  
Michael Gerloff

  
\_\_\_\_\_  
Suzanna Collette Bancroft

\_\_\_\_\_  
Dr. Michael Jürgen Noth

  
\_\_\_\_\_  
Faith San

\_\_\_\_\_  
Ingo Sass

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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 of the Company at 28 February 2017 and of the results of the Company's operations for the financial year 1 March 2016 - 28 February 2017.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 31 July 2017

Executive Board:

Lars Bo Jørgensen

Suzanna Collette Bancroft

Board of Directors:

Rakesh Ranjan Sinha  
Chairman

Dr. Michael Jürgen Noth

Michael Gerloff

Faith Son

Suzanna Collette Bancroft

Ingo Sass



## Independent auditor's report

To the shareholders of NP Sweet A/S

### Opinion

We have audited the financial statements of NP Sweet A/S for the financial year 1 March 2016 - 28 February 2017, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are 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 of the Company at 28 February 2017 and of the results of the Company's operations for the financial year 1 March 2016 - 28 February 2017 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Management's responsibilities 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.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Obtain an understanding of internal control relevant to the audit 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.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

## Independent auditor's report

Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### Statement on Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 31 July 2017  
ERNST & YOUNG  
Godkendt Revisionspartnerskab  
CVR no. 30 70 02 28

Jan C. Olsen  
State Authorised Public Accountant



## Management's review

### Company details

Name	NP Sweet A/S
Address, Postal code, City	c/o Nordic Sugar A/S Langebrogade 1, 1014 Copenhagen K
CVR no.	33 57 68 54
Established	17 March 2011
Registered office	Copenhagen
Financial year	1 March 2016 - 28 February 2017
Website	<a href="http://www.npsweet.com">www.npsweet.com</a>
E-mail	<a href="mailto:info@npsweet.com">info@npsweet.com</a>
Board of Directors	Rakesh Ranjan Sinha, Chairman Michael Gerloff Suzanna Collette Bancroft Dr. Michael Jürgen Noth Faith Son Ingo Sass
Executive Board	Lars Bo Jørgensen Suzanna Collette Bancroft
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg, Denmark

## Management's review

### Management commentary

#### Business review

NP Sweet A/S ("NP Sweet" or "NPS" or "the Company") was founded in March 2011 as a joint venture between the Nordzucker AG Group ("Nordzucker") and the PureCircle Limited Group ("PureCircle") with an ownership of 50% to each party.

The Company's business focuses on the development of stevia as the next mass volume natural sweetener ingredient for food and beverage manufacturers in the Central, Northern and Eastern European region ("the NPS Region").

The Company's business objective is to optimise the growth of the stevia market in the NPS Region both to support the growth of PureCircle's leading global stevia business and to complement Nordzucker's regional leading sugar business.

#### Stevia market developments

Since stevia was approved as a food ingredient within the EU in late 2011, more than 2,000 food and beverage products have been launched in the NPS Region using stevia as an ingredient. The pace and size of such launches and rollouts has, however, decreased notably during the financial year 2016/17 compared to the financial year 2015/16, also reflected in a decrease in NP Sweet's revenues.

#### Financial review

NP Sweet realised a gross profit of EUR 118 thousand (2015/16: EUR 200 thousand) from stevia sales. The results before and after tax were a loss of EUR 637 thousand (2015/16: EUR 621 thousand) and EUR 1,120 thousand (2015/16: EUR 621 thousand) respectively. Results were behind expectations.

Calendar years 2017-2018 are not expected to bring sufficient growth in the Company's stevia sales in the NPS region to deliver satisfactory financial results for the Company.

Based on the outlook for the Company's stevia sales in the NPS region over the next years, seen relative to the cost needed to operate the Company, the Company's shareholders have decided to terminate the joint venture through a solvent liquidation. The aim is to terminate the Company per 31 October 2017. The shareholders have issued a letter of comfort at a total of EUR 1,000 thousand to ensure the solvent liquidation.



## Financial statements for the period 1 March 2016 - 28 February 2017

## Income statement

Note	EUR'000	2016/17	2015/16
	Gross margin	118	200
6	Distribution costs	-631	-685
6	Administrative expenses	-64	-67
	Operating profit/loss	-577	-552
	Research and development costs	-35	-39
	Profit/loss before net financials	-612	-591
	Financial expenses	-25	-30
	Profit/loss before tax	-637	-621
	Tax for the year	-483	0
	Profit/loss for the year	-1,120	-621
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-1,120	-621
		-1,120	-621

## Financial statements for the period 1 March 2016 - 28 February 2017

## Balance sheet

Note	EUR'000	<u>2016/17</u>	<u>2015/16</u>
	ASSETS		
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	3,646	2,638
		<u>3,646</u>	<u>2,638</u>
	Receivables		
	Trade receivables	231	371
	Receivables from associates	80	0
5	Deferred tax assets	0	500
	Income taxes receivable	8	0
	Other receivables	0	51
		<u>319</u>	<u>922</u>
	Cash	483	102
	Total non-fixed assets	<u>4,448</u>	<u>3,662</u>
	TOTAL ASSETS	<u><u>4,448</u></u>	<u><u>3,662</u></u>



## Financial statements for the period 1 March 2016 - 28 February 2017

## Statement of changes in equity

EUR'000	Share capital	Share premium account	Retained earnings	Total
Equity at 1 March 2016	82	3,878	-3,743	217
Capital increase	2	998	0	1,000
Transfer through appropriation of loss	0	0	-1,120	-1,120
Equity at 28 February 2017	84	4,876	-4,863	97

The shareholders have issued a letter of comfort whereby each shareholder is committed to contribute EUR 0.5 million to the Company. The letter of comfort is valid until 28 February 2018.

## Financial statements for the period 1 March 2016 - 28 February 2017

### Notes to the financial statements

#### 1 Accounting policies

The annual report of NP Sweet A/S for 2016/17 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

##### Changes to presentation and disclosures only

Effective 1 March 2016, the Company has implemented act no. 738 of 1 June 2015 with amendments to the Danish Financial Statements Act. As the implementation of the amendment act has no impact in terms of value on the income statement or the balance sheet in the financial year, nor on the comparative figures, the financial statements have been prepared based on the same accounting policies as last year.

The amendment act has solely implied new or changed presentation and disclosure requirements, which have been incorporated in the financial statements.

##### Basis of recognition and measurement

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

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

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below.

In recognising and measuring profits, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement as earned. Equally, costs incurred to generate the year's earnings are recognised, including depreciation, impairment, accrued liabilities and reversal as a result of changes in accounting estimates of amounts which were previously recognised in the income statement.

Risk perception and risk management are mentioned in the Management's review.

##### Reporting currency

The financial statements are presented in euros (EUR), as the Company's most significant transactions are settled in EUR.

##### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rate at the transaction date and the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at closing rates. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

## Financial statements for the period 1 March 2016 - 28 February 2017

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Income statement

###### Revenue

Income from the sale of goods for resale and finished goods is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

###### Gross margin

The items revenue, production costs and other operating income have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

###### Cost of sales

Cost of sales includes purchase costs for goods for resale and other purchase costs.

###### Distribution costs

Distribution and sales expenses comprise transportation costs, advertising and exhibition expenses and other indirect expenses.

###### Administrative expenses

Administrative expenses comprise expenses paid in the year to manage and administer the Company, including expenses related to management fee for administrative staff, management, office premises/expenses, etc.

###### Development costs

Research and development expenses are recognised in the income statement in the year in which they are incurred.

###### Financial expenses

Financial income and expenses comprise interest income and expense, realised and unrealised exchange rate gains and losses regarding receivables, liabilities and transactions in foreign currency.

###### Tax

Tax for the year, which comprises current tax for the year and changes in deferred tax, is recognised in the income statement.

## Financial statements for the period 1 March 2016 - 28 February 2017

## Notes to the financial statements

## 1 Accounting policies (continued)

## Balance sheet

## Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is determined on the weighted average basis, and comprises the purchase price and incidentals incurred in bringing the inventories to their present location and condition. Cost of finished goods and work-in-progress includes the cost of materials, labour and production overheads.

Net realisable value represents the estimated selling price less the estimated costs of completion and the estimated costs necessary to perform the sale.

Where necessary, due allowance is made for all damaged, obsolete and slow-moving items.

## Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired.

## Income taxes

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior year taxable income and tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets or liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are recognised at the expected realised values to reduce future tax payments.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Change in deferred tax in consequence of changes in tax rates are recognised in the income statement.

## Liabilities

Liabilities comprise financial liabilities to financial institutions and other liabilities owed to trade payables and related parties, which are measured to realisable value.

## Financial statements for the period 1 March 2016 - 28 February 2017

## Notes to the financial statements

## 2 Recognition and measurement uncertainties

The Company's total basis for calculating tax assets is approx. EUR 4,393 thousand equivalent to a potential tax asset of approx. EUR 966 thousand. Based on the expected termination of the company at 31 October 2017, the Company has capitalised EUR 0 thousand in 2016/17 compared to a capitalisation of EUR 500 thousand in 2015/16.

## 3 Events after the balance sheet date

Based on the outlook for the Company's stevia sales in the NPS region over the next years, seen relative to the cost needed to operate the Company, the Company's shareholders have decided to terminate the joint venture through a solvent liquidation. The aim is to terminate the Company per 31 October 2017. The shareholders have issued a letter of comfort at a total of EUR 1,000 thousand to ensure the solvent liquidation.

## 4 Share capital

Analysis of changes in the share capital over the past 5 years:

EUR'000	2016/17	2015/16	2014/15	2013/14	2012/13
Opening balance	82	80	76	74	70
Capital increase	2	2	4	2	4
	<u>84</u>	<u>82</u>	<u>80</u>	<u>76</u>	<u>74</u>

EUR'000	2016/17	2015/16
5 Deferred tax		
Deferred tax relates to:		
Tax loss	0	-500
	<u>0</u>	<u>-500</u>

## 6 Staff costs

The Company has no employees.

## 7 Contractual obligations and contingencies, etc.

Other contingent liabilities		
Guarantee commitments	75	75
	<u>75</u>	<u>75</u>