KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø
Denmark

Telephone +45 70 70 77 60
www.kpmg.dk
CVR no. 25 57 81 98

Plumlatam Holding ApS

c/o ERRIA A/S
Amager Strandvej 390, 2.

Annual report 2015

The annual report was presented and adopted at the Company's annual general meeting

on ______________________ 20 ___

____
chairman

CVR no. 34 89 90 29

Contents

Statement by the the Executive Board

The Executive Board have today approved the annual report of Plumlatam Holding ApS for 2015.

The annual report has been prepared in accordance with International Financial reporting Standards as adopted by the EU and Danish disclosure requirements in the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2015 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2015.

Further, in our opinion, the Management's review includes a fair review of the development in the Company's operations and financial matters, results for the year, cash flows and financial position as well as describes the most significant risks and uncertainties affecting the Company.

We recommend that the annual general meeting approve the annual report.

Copenhagen, 17 June 2016
Executive Board:

Bent U. Porsborg

Independent auditor's report

To the shareholder of Plumlatam Holding ApS

Independent auditors' report on the financial statements

We have audited the financial statements of Plumlatam Holding ApS for the financial year 1 January – 31 December 2015. The financial statements comprise income statement and other comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including a summary of significant accounting policies for Company. The financial statements are prepared in accordance with International Financial reporting Standards as adopted by the EU and Danish disclosure requirements in the Danish Financial Statements Act.

Management's responsibility for financial statements

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

Auditors' 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 as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, 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 auditors consider 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 obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2015 in accordance with International Financial reporting Standards as adopted by the EU and Danish disclosure requirements in the Danish Financial Statements Act.

Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any further procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Copenhagen, 17 June 2016
KPMG
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Niels Vendelbo
State Authorised
Public Accountant

Management's review

Company details

Plumlatam Holding ApS
c/o Erria A/S
Amager Strandvej 390, 2
DK-2700 Kastrup

CVR no.:	34 89 90 29
Founded	1 January 2013
Registered office:	Copenhagen
Financial year:	1 January – 31 December

Executive Board

Bent U. Porsborg

Auditors

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 Copenhagen Ø

Operating review

Principal activities of the Company

The activity of the Company is to hold the Plumrose trademarks and brands and to receive royalties from related parties for the use of the brands on products sold by the related parties.

The Company is 100% owned by Latam Foods Holding ApS.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

Financial statements 1 January – 31 December

Income statement and other comprehensive loss

USD thousands	Note	2015	2014
Dividend income from subsidiaries		-	3,002
Royalty income from subsidiaries		(4,432)	5,140
Income		**(4,432)**	**8,142**
Other expenses		(306)	(1,392)
Amortisation and impairment		(1,703)	(95)
Operating profit/loss		**(6,441)**	**6,655**
Foreign exchange (losses)		(16)	(1,238)
Loss on disposal of investments in subsidiaries		-	(7,055)
Finance costs		**(16)**	**(8,293)**
Loss before tax		**(6,457)**	**(1,638)**
Tax on loss for the year	3	(222)	(2,184)
Net loss for the year		**(6,679)**	**(3,822)**
Other comprehensive income, net of tax		-	-
Total comprehensive loss		**(6,679)**	**(3,822)**

Proposed loss appropriation

Interim dividend	-	54,077
Retained earnings	(6,679)	(57,899)
	(6,679)	(3,822)

Balance sheet

USD thousands	Note	2015	2014
ASSETS			
Trademarks and trademark rights	5	-	1,703
Intangible assets		-	**1,703**
Investments in subsidiaries	4	-	-
Investments		-	-
Non-current assets		-	**1,703**
Trade and other receivables	6	1,804	7,624
Cash and cash equivalents		146	145
Current assets		**1,950**	**7,769**
TOTAL ASSETS		**1,950**	**9,472**
EQUITY AND LIABILITIES			
Equity			
Share capital		15	15
Retained earnings		1,918	8,597
Total equity	7	**1,933**	**8,612**
Liabilities			
Deferred tax	8	-	699
Non-current liabilities		-	**699**
Other payables		17	161
Current liabilities		**17**	**161**
Total liabilities		**17**	**860**
TOTAL EQUITY AND LIABILITIES		**1,950**	**9,472**

Statement of changes in equity

USD thousands	Share capital	Retained earnings	Total equity
Equity at 1 January 2015	15	8,597	8,612
Comprehensive loss for 2015			
Loss for the year	-	(6,679)	(6,679)
Other comprehensive loss	-	-	-
Total comprehensive loss for the period	-	(6,679)	(6,679)
Equity at 31 December 2015	15	1,918	1,933
Equity at 1 January 2014	15	66,496	66,511
Comprehensive loss for 2014			
Loss for the year	-	(3,822)	(3,822)
Other comprehensive income	-	-	-
Comprehensive loss for the year	-	(3,822)	(3,822)
Transactions with equity owners			
Distribution of non-cash asset, December 2014	-	(54,077)	(54,077)
Total transactions with equity owners	-	(54,077)	(54,077)
Equity at 31 December 2014	15	8,597	8,612

Cash flow statement

USD'000	Note	2015	2014
Net loss for the year		(6,679)	(3,822)
Adjustment for:			
Amortisation and impairment		1,703	95
Foreign exchange gains/(losses)		-	1,238
Financial expenses		-	-
Dividends received		-	(3,002)
Loss on sale of investment in subsidiaries		-	7,055
Income taxes		222	2,184
		(4,754)	3,748
(Increase)/decrease in trade and other receivables		5.820	(2,238)
Increase in other payables		(144)	75
		5.676	1,585
Corporation tax paid		(921)	(1,532)
Cash flows from operating activities		1	53
Acquisition of subsidiary, net of cash acquired		-	-
Cash flows from investing activities		-	-
Total cash flows		1	53
Cash and cash equivalents at 1 January		145	92
Cash and cash equivalents at 31 December		146	145

Outline of notes to the financial statements

Notes

1 Significant accounting policies

Plumlatam Holding ApS is a private limited company domiciled in Denmark.

In accordance with section 112(1) to the Danish Financial Statements Act, the Company has not prepared consolidated financial statements. The financial statements of Plumlatam Holding ApS and its subsidiaries are included in the consolidated financial statements of Latam Foods Holding ApS. The annual report includes separate financial statements for the parent company.

The financial statements are presented in accordance with International Financial reporting Standards as adopted by the EU and Danish disclosure requirements in the Danish Financial Statements Act for annual reports of reporting class B enterprises.

In addition, the financial statements complies with International Financial reporting Standards issued by the IASB.

Going concern

According to the regulations governing the preparation of financial statements, Management is required to determine whether the financial statements can be presented on a "going concern" basis. Based on estimated future prospects, projected future cash flows, availability of credit facilities, etc., Management has concluded that there are no factors giving reason to doubt the Company's ability to continue in operation for at least 12 months from the balance sheet date.

Basis of preparation

The financial statements are presented in USD.

The annual report is prepared in accordance with the historical cost principle. The accounting policies as set out below have been consistently applied during the financial year and the comparative figures.

Accounting estimates and judgements considered material to the preparation of the financial statements are described in note 2.

1 Significant accounting policies (continued)

Foreign currency translation

The Company's functional currency is USD.

Transactions in other currencies than the functional currency are considered transactions in foreign currencies.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency translation adjustments resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Multitier exchange rates

Where a system of multitier exchange rates exists, individual transactions and monetary items denominated in foreign currencies are translated into the functional currency at the expected settlement rate of the transaction. The Company has used the SIMADI in 2015 and SICAD II in 2014 as exchange rate to value financial instruments denominated in Venezuelan Bolivars at the year-end.

Income statement

Recognition of income

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

Dividend income is recognised when the right to receive payment has been established.

Other expenses

Other expenses comprise expenses for fees for registration, trademarks, software, audit and advisory and insurance expenses.

Financial income and expense

Financial items comprise interest expenses, exchange gains and losses on debt and transactions in foreign currencies and impairment of investments in subsidiaries.

Corporation tax and deferred tax

Tax for the year consists of current tax and movements in deferred tax for the year. Tax relating to the profit/loss for the year is recognised in the income statement, other comprehensive income or equity.

1 Significant accounting policies (continued)

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences which is not deductible for tax purposes and on other items where temporary differences do not affect either profit/loss for the year or taxable income. Deferred tax is measured at the tax rates (and in accordance with the tax rules) applicable in the respective countries at the date when the deferred tax is expected to be realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the temporary differences can be used.

Changes in deferred tax due to changed tax rates are recognised in the income statement.

The Company is jointly taxed with the parent company, Latam Foods Holding ApS, which is the administration company for the joint taxation.

Balance sheet

Intangible assets

Trademarks and trademark rights are stated at cost less accumulated amortisation and less accumulated write-downs.

Amortisation is charged on a straight-line basis over their estimated useful life of 20 years.

Investment in subsidiaries

Investment in subsidiaries is measured at cost. Cost comprises the purchase price stated at fair value with the addition of direct purchase costs.

If there is any indication of impairment, an impairment test is made. Write-down is made to the lower of carrying amount and the recoverable amount.

Upon distribution of other reserves than profits from subsidiaries, the distributed amount will reduce the cost of the investments when the distribution takes the form of repayment of the parent company's investment.

Impairment of non-current assets

Assets with indefinite useful lives are subject to annual impairment tests. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use.

1 **Significant accounting policies (continued)**

Trade and other receivables

Receivables are initially measured at fair value and subsequently at amortised cost using the effective interest method, less write-down for bad debts. Write-down for bad debts is effected when there is objective evidence that Plumlatam Holding ApS will not be able to collect all amounts due according to the original terms of receivables.

Write-down of receivables is stated as the difference between the carrying amount and the net present of value of projected cash flows, including realisable value of collateral received. The effective rate of interest used for the initial recognition of the individual receivable or portfolio of receivables is used as discount rate.

Other payables

Other financial liabilities are measured at amortised cost.

Statement of cash flows

The cash flow statement presents cash flows broken down to operating activities, investing activities and financing activities for the year, changes for the year in cash and cash equivalents and cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities are presented using the indirect method and stated as profit/loss adjusted for non-cash operating items, including amortisation and write-downs, interest received and paid and corporation taxes paid.

Cash flows from investing activities comprise cash flows from the purchase and sale of intangible assets.

Cash flows from financing activities comprise changes in the amount or composition of the share capital and related expenses as well as cash flows from draw down and repayment of borrowings as well as the payment of dividends to shareholders.

Cash and cash equivalents comprise cash as well as short-term securities with a term to maturity of less than three months, which are easily realisable and only subject to an immaterial risk of changes in value.

2 Use of judgements and estimates

In connection with the preparation of the financial statements, Management has made accounting estimates and judgements that affect the assets and liabilities reported at the balance sheet date as well as the income and expenses reported for the financial period. Management continuously reassesses these estimates and judgments based on a number of other factors in the given circumstances.

The following accounting estimates are considered significant to the financial reporting.

Due to the economic circumstances and systems in Venezuela it is less likely that the Group will receive payment for the royalty receivables in the next financial year. The receivables are subject to regular impairment review by management and written down so the carrying value estimates the present value of future cash flows.

3 Income tax

USD'000	2015	2014
Tax on loss for the year is specified as follows:		
Current tax for the year	921	1,532
Adjustment of deferred tax for the year	(699)	652
	222	2,184

Tax on loss for the year is broken down as follows:		
Computed tax credit at 23,5% (2014: 24,5%) on loss before tax	(1,517)	(401)
Reduction in Danish corporation tax rate from 23.5% to 22% until 2016	-	73
Withholding taxes on royalty invoices to Venezuela	921	874
Tax effect of:		
Non-taxable income	-	(735)
Non-deductible costs	818	2,373
	222	2,184
Effective tax rate	(3.4%)	(133.3)%

4 Investments in subsidiaries

USD'000	2015	2014
Costs at 1 January	-	177,358
Additions for the period	-	-
Disposal	-	(177,358)
Costs at 31 December	-	-
Impairment at 1 January	-	116,226
Impairment for the period	-	-
Disposal	-	(116,226)
Impairment at 31 December	-	-
Carrying amount at 31 December	-	-

Plumlatam Holding ApS holds the following equity investments in subsidiaries:

		Ownership share		Financial information*	
Name	Registered office	2015	2014	Net loss for the year	Equity
Plumrose, S.A.	Caracas, Venezuela	100%	100%	(1,075)	311

*) USD'000 - Based on last approved annual report (2015) prepared in accordance with local accounting policies (Venezuela account policies).

5 Intangible assets

USD'000	2015	2014
Trademarks and trademark rights		
Costs at 1 January	1,893	1,893
Costs at 31 December	1,893	1,893
Accumulated impairment and amortisation at 1 January	190	95
Impairment and amortisation	1,703	95
Accumulated impairment and amortisation at 31 December	1,893	190
Carrying amount at 31 December	-	1,703

6 Trade and other receivables

USD'000	2015	2014
Amounts owed by parent company	270	-
Amounts owed by other group enterprises:		
Royalties	-	5,353
Other	1,442	2,252
Other receivables	-	19
	1,712	7,624

Since 2003 the Venezuelan government has maintained currency controls and a fixed official exchange rate. In 2013, the Venezuelan government introduced a new exchange rate mechanisms, SICAD 1. This mechanism allowed certain companies that operate in designated industry sectors to exchange a limited volume of VEF for USD at a rate establish at regular auctions.

In March 2014, the Venezuelan government opened a second currency exchange mechanism, SICAD 2, which was intended to more closely resemble a market driven exchange rate compared to the official rate and SICAD 1.

In February 2015 was implemented a new exchange system denominated Marginal Currency System "SIMADI" where banks and other authorized entities could acts as intermediaries of controlled USD offer/demand.

In March 2016, another new exchange rate system was established involving two different exchange rates, Protected Exchange Rate (DIPRO) and Complementary Exchange Rate (DICOM).

Due to the above, royalty payments from Venezuela are associated with considerable uncertainty regarding their timing of payment. The Venezuelan operations of the Plumrose group has not made any payments for royalties since 1 October 2009.

Gross royalty receivables at 31 December 2015 amounted to USD 11,032 thousand (2014: USD 14,747 thousand) from Plumrose Latinoamericana, C.A. and La Montserratina C.A.

Recognition and measurement of royalty and amounts owed by group enterprises take into account the uncertainty associated with the amounts outstanding due to the special circumstances

6 Trade and other receivables (continued)

that apply to Venezuela. The carrying amount is impaired to reflect the fair value of amounts owed by other group enterprises at the end of each period.

Gross royalty receivables at 31 December 2015 are USD 11,032 thousand (2014: USD 14,747 thousand), of this amount USD 3,710 thousand (2014: USD 5,762 thousand) are older than 12 months.

7 Equity

Capital management

The capital structure of the Company consists of net assets. The Company manages its capital to safeguard its ability to operate as a going concern and to optimise returns to the shareholders.

The Company manages its capital structure and makes adjustments to it in light of changes to economic conditions and its strategic objectives.

Share capital

	Shares issued			
	Number		Nominal value (USD'000)	
	2015	2014	2015	2014
1 January/31 December	80,002	80,002	15	15

The share capital is divided into 80,002 shares of nominal DKK 1 each. All shares rank equally. There are no limitations in negotiability or voting rights.

8 Deferred tax

USD'000	Assets 2015	Assets 2014	Liabilities 2015	Liabilities 2014
Deferred tax at 1 January	15	-	(714)	(464)
Foreign exchange adjustment	-	-	-	417
Deferred tax for the year recognised in loss for the year	-	15	-	(667)
Write-down of Deferred taxes	-15		714	
Gross tax assets and liabilities	-	15	0	(714)
Net of tax liabilities	-	(714)		
Net tax liabilities	0	(699)		

The gross deferred tax liability relates to royalty receivable from group enterprises measured on the basis of the tax rules and tax rates that will be effective under relevant legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax.

The gross deferred tax asset relates to tax losses that expect to be utilised against the deferred tax liability.

9 Financial instruments

The company has exposure to credit, liquidity and market risks from its use of financial instruments.

IAS 39 categories of financial instruments

USD'000	2015 Level 2	2015 Level 3	2014 Level 2	2014 Level 3
Loans and receivables (including cash and cash equivalents)	1,950	-	2,416	5,353
Financial liabilities measured at amortised cost	17	-	161	-

The table above analyses financial instruments, into a fair value hierarchy based on the valuation technique used to determine fair value. The carrying value disclosed above is a deemed to be a reasonable approximation of fair value.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

9 Financial instruments (continued)

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable input).

Loans and receivables which are level 3 represent royalty receivables from related parties, see note 6 for a description of the valuation technique and the unobservable inputs used.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from related parties and cash held at financial institutions.

Exposure to credit risk

USD'000	2015	2014
Royalty receivables from related parties	-	5,353
Other amounts owed by related parties	1,442	2,252
Cash and cash equivalents	146	145
	1,588	7,750

Royalty receivables from related parties

See note 6 for an analysis of the credit risk related to these amounts owed.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The liquidity risk is managed by maintaining sufficient cash balances and credit facilities to meet working capital requirements.

Contractual maturities of non-derivative financial liabilities

USD'000	2015	2014
Current liabilities		
Other payables	17	161

Trade and other payables shown as current liabilities are expected to mature within six months of the balance sheet date.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. Exposure to interest and currency risks arises in the normal course of the Company's business. The Company did not have any interest bearing assets or liabilities as at 31 December 2015.

9 Financial instruments (continued)

Foreign currency risk

The Company's exposure to foreign currency risk is as follows:

2015 USD thousands	USD	EUR	DKK	VEF	Total
Cash and cash equivalents	-	4	142	-	146
Other receivables	1,432	-	372	-	1,804
Other payables	(2)	-	(15)	-	(17)
	1,430	4	499	-	1,933

2014 USD'000	USD	EUR	DKK	VEF	Total
Cash and cash equivalents	-	4	141	-	145
Royalty receivables from related parties	-	-	-	5,353	5,353
Other receivables	2,252	-	19	-	2,271
Other payables	(72)	-	(89)	-	(161)
	2,180	4	71	5,353	7,608

Sensitivity to foreign exchange rates

If VEF SICAD II rate had been 10% stronger/weaker at 31 December 2014, the Company's equity would have increased/decreased by USD 535 thousand.

10 Contingent liabilities

The Company is jointly taxed with other Danish companies in the Latam Foods Holding Group. As a wholly owned subsidiary of Latam Foods Holding 'the Company is jointly and severally liable for all taxes due by the other companies in the joint taxation. Any subsequent corrections of the taxable income in the joint taxation or withholding taxes could lead to the company's tax liabilities increasing.

11 Disclosure of events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of the financial statements.

12 New standards and interpretations not yet adopted

The IASB has issued new accounting standards (IFRS and IAS) and interpretations (IFRICs) which are not mandatory for Plumlatam Holding ApS in the preparation of the financial statements for 2015.

The Company expects to adopt the new accounting standards and interpretations when they become mandatory according to the effective dates adopted by the EU.

None of the new standards or interpretations are expected to have a significant effect on the financial reporting of Plumlatam Holding ApS.

13 Related party disclosures

The Company's related parties include its subsidiaries, the parent company, Latam Foods Holding ApS, which is the sole owner of the share capital of Plumlatam Holding ApS and the ultimate owner, Valartis Opportunities Funds and its other investments.

The Company's financial statements are included in the consolidated financial statements of Latamfoods Holding ApS.

Plumlatam Holding ApS received dividends from subsidiaries of USD 0 thousand (2014: USD 3,002 thousand) and royalty of USD -4,432 thousand (2014: USD 5,140 thousand).

Amounts owed by subsidiaries and the parent company are disclosed in note 6.

All transactions were effected on contractual basis and in accordance with the Plumrose Groups policies for transfer pricing.