

NORDISK KELLOGG ApS

Vandtårnsvej 62 A, 5. e.

2860 Søborg

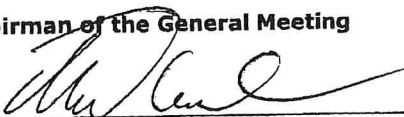
Business Registration No.

45434117

Annual report 2018

The Annual General Meeting adopted the annual report on ~~24~~25.05.2019

Chairman of the General Meeting



Name: Michael Greve

Contents

	Page
Entity details	1
Statement by Management on the annual report	2
Independent auditor's report	3
Management commentary	6
Income statement for 2018	9
Balance sheet at 31.12.2018	10
Statement of changes in equity for 2018	12
Notes	13
Accounting policies	18

Entity details

Entity

NORDISK KELLOGG ApS
Vandtårnsvej 62 A, 5. e.
2860 Søborg

Central Business Registration No (CVR): 45434117
Registered in: Gladsaxe
Financial year: 01.01.2018 - 31.12.2018

Phone: +4532727557
Website: www.kelloggs.dk

Board of Directors

Michael Greve, Chairman
Armando Santacesaria
Paul Vincent Tunney
Kresten Hellberg

Executive Board

Michael Greve, Chief Executive Officer

Entity auditors

Beierholm Statsautoriseret Revisionspartnerselskab
Knud Højgaards vej 9
2860 Søborg

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of NORDISK KELLOGG ApS for the financial year 01.01.2018 - 31.12.2018.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Søborg, 27.05.2019

Executive Board



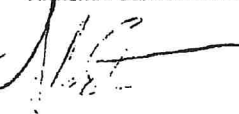
Michael Greve
Chief Executive Officer

Board of Directors

Michael Greve
Chairman



Arrnando Santacesaria



Paul Vincent Tunney



Kresten Hellberg



Independent auditor's report

To the shareholders of NORDISK KELLOGG ApS

Opinion

We have audited the financial statements of Nordisk Kellogg ApS for the financial year 1 January 2018 - 31 December 2018, which comprise the income statement, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act (*Årsregnskabsloven*).

In our opinion, the accompanying financial statements present fairly, in all material respects, the company's assets, equity and liabilities and financial position as at 31 December 2018 and the company's financial performance for the financial year 1 January 2018 - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing 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 the auditor's 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) together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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

The management is responsible for the preparation and fair presentation of the financial statements in accordance with the Danish Financial Statements Act and for such internal control as the 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, the 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 unless the 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 International Standards on Auditing 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 these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with International Standards on Auditing and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional scepticism 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 the management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting in its preparation of 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 conclusions are 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 content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 the management commentary

The management is responsible for the management's review.

Our opinion on the financial statements does not include the management's review, and we do not express any form of opinion on the management's review.

In connection with our audit of the financial statements, it is our responsibility to read the management's review and in this connection consider whether the management's review is materially inconsistent with the financial statements or the knowledge we have obtained during our audit, or in any other way appears to be materially misstated.

Independent auditor's report

Furthermore, it is our responsibility to consider whether the management's review contains the information required under the Danish Financial Statements Act.

Based on the work performed, we believe that the management's review is in accordance with the financial statements and has been prepared in accordance with the provisions of the Danish Financial Statements Act. We have not detected any material misstatement in the management's review.

Søborg,  .05.2019

Beierholm

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 32895468



Kim Larsen
State Authorized Public Accountant
Identification No (MNE) mne32179

Management commentary

	2018	2017	2016	2015	2014
	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>
Financial highlights					
Key figures					
Revenue	573.961	539.903	620.669	597.178	651.419
Gross profit/loss	70.074	78.395	76.704	93.490	101.572
Operating profit/loss	12.061	10.704	9.269	6.172	14.549
Net financials	1.031	(839)	(3.686)	(654)	(3.164)
Profit/loss for the year	1.631	8.329	3.165	5.196	9.870
Total assets	127.230	203.844	201.297	211.500	219.441
Investments in property, plant and equipment	1.028	191	425	0	0
Equity	26.597	124.966	116.637	113.472	108.276
Ratios					
Return on equity (%)	2,2	6,9	2,8	4,7	9,6
Equity ratio (%)	20,9	61,3	57,9	53,7	49,3
Return on assets (%)	8,3	5,3	4,6	2,7	6,6

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Calculation formula reflects
Return on equity (%)	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	$\frac{\text{Equity} \times 100}{\text{Total assets}}$	The financial strength of the entity.
Return on assets (%)	$\frac{\text{Operating profit} \times 100}{\text{Total assets}}$	The Entity's return on the total capital in the Entity

Management commentary

Primary activities

The Entity's activities are ordinary commercial activities, including marketing, sales and distribution of ready-made breakfast cereals and salty snacks to the Nordic markets under brands like: Kellogg's Corn Flakes, Kellogg's Special K, Kellogg's All-Bran, Kellogg's Frosties, Kellogg's Coco Pops, Kellogg's Rice Krispies and Pringles.

Development in activities and finances

The revenue for 2018 has increased by 6 % compared to 2017. The increase was primarily driven by one off prior year sales activities and retaliation activities on the cereal category after price increases were implemented in Q1 2018.

Profit before tax for 2018 amounted to DKK 13.092 thousand compared to a profit before tax of DKK 9.865 thousand in 2017, due to product cost improvements and trade spend efficiencies during 2018.

Management considers the results for the year to be in line with expectations.

Outlook

The Entity expects the revenue of ready-made breakfast cereals as well as snacks for 2019 to grow since there will be innovations launched; especially on the ready-made breakfast category with the launch of a brand new range. Furthermore, the launch of Muesli products in 2016 is still driving the growth of the ready-made breakfast cereal category and shows a stable growth rate.

Particular risks

The Entity's key operating risk is related to the ability to be category leader on ready-made breakfast cereals in the Nordic countries. In order to keep this position, it is essential for the Kellogg Group to continuously be at the leading edge of product development; therefore, research and development programs are carried out by specific Kellogg companies located in the US and Europe, none of which are located in the Nordic countries.

Group relations

The Entity's share capital is fully owned by Kellogg Group S.a.r.l., 560A, rue de Neudrof, L-2220 Luxembourg.

Foreign branches

The Entity has branches in Norway and Finland, and since 1st January 2016, sells via a distributor in Sweden. In all three markets, the Entity is category leader in cereal.

Statutory report on corporate social responsibility

Management refers to Corporate social responsibility in our global annual report of Kellogg Company, Battle Creek, Michigan. Furthermore, reference is made to: www.kelloggcompany.com/corporateresponsibility.aspx, where you can always find the Kellogg Company's updated corporate Responsibility Report, which tells about our involvement in this field worldwide.

Management commentary

Statutory statement regarding social responsibility according to section 99b in the Danish Financial Statements Act

At Nordisk Kellogg ApS we believe that diversity contributes to creating better results and helps us make better decisions. That is why we strive for increased diversity in the organisation. Our objective is to improve the balance between men and women in the management of our organisation.

Target figures for the board of Directors

At 1 May 2019, women in the Entity's Board of Directors make up 0%, corresponding to 0 persons. Based on a specific assessment of the Entity's circumstances, including in particular the industry within which we operate, and the talents which accordingly must be present in the Board of Directors, the overall long-term ambition is to reach a 25% share of female directors, or one person.

This target figure is considered both realistic and ambitious.

Policy for other management levels

Nordisk Kellogg ApS' policy with regards to gender diversity for all other management levels of the organization is to aim for a balanced proportion of male and female employees.

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.

Income statement for 2018

	<u>Notes</u>	<u>2018</u> <u>DKK'000</u>	<u>2017</u> <u>DKK'000</u>
Revenue	1	573.961	539.903
Cost of sales		<u>(503.887)</u>	<u>(461.508)</u>
Gross profit/loss		70.074	78.395
Distribution costs	3, 4	(23.522)	(30.016)
Administrative expenses	2, 4	<u>(34.491)</u>	<u>(37.675)</u>
Operating profit/loss		12.061	10.704
Other financial income		9.614	2.232
Other financial expenses		<u>(8.583)</u>	<u>(3.071)</u>
Profit/loss before tax		13.092	9.865
Tax on profit/loss for the year	5	<u>(11.461)</u>	<u>(1.536)</u>
Profit/loss for the year	6	<u>1.631</u>	<u>8.329</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK'000</u>	<u>2017 DKK'000</u>
Other fixtures and fittings, tools and equipment		1.037	420
Property, plant and equipment	7	<u>1.037</u>	<u>420</u>
Fixed assets		<u>1.037</u>	<u>420</u>
Trade receivables		64.599	64.164
Deferred tax	11	2.856	7.960
Other receivables		7.975	2.005
Income tax receivable		0	18.943
Prepayments	8	575	1.009
Receivables		<u>76.005</u>	<u>94.081</u>
Cash	9	<u>50.188</u>	<u>109.343</u>
Current assets		<u>126.193</u>	<u>203.424</u>
Assets		<u>127.230</u>	<u>203.844</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018</u> <u>DKK'000</u>	<u>2017</u> <u>DKK'000</u>
Contributed capital	10	18.000	18.000
Retained earnings		<u>8.597</u>	<u>106.966</u>
Equity		<u>26.597</u>	<u>124.966</u>
Deferred tax	11	<u>15.460</u>	<u>16.002</u>
Provisions		<u>15.460</u>	<u>16.002</u>
Trade payables		4.420	5.501
Payables to group enterprises		34.564	17.450
Income tax payable		832	0
Other payables		<u>45.357</u>	<u>39.925</u>
Current liabilities other than provisions		<u>85.173</u>	<u>62.876</u>
Liabilities other than provisions		<u>85.173</u>	<u>62.876</u>
Equity and liabilities		<u>127.230</u>	<u>203.844</u>
Financial instruments	12		
Contingent liabilities	13		
Related parties with controlling interest	14		
Group relations	15		

Statement of changes in equity for 2018

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	18.000	106.966	124.966
Extraordinary dividend paid	0	(100.000)	(100.000)
Profit/loss for the year	0	1.631	1.631
Equity end of year	18.000	8.597	26.597

Notes

	2018	2017
	DKK'000	DKK'000
1. Revenue		
Denmark	350.454	332.129
Finland	125.812	116.221
Norway	97.695	91.491
Sweden	0	62
	573.961	539.903

All of the Entity's business and profit before taxation arose from its principal activity of marketing, sales and distribution of ready-made breakfast cereals and salty snacks to the Nordics markets. A geographical analysis of turnover by origin is as shown above.

	2018	2017
	DKK'000	DKK'000
2. Fees to the auditor appointed by the Annual General Meeting		
Statutory audit services	270	300
	270	300

The fees to the auditors appointed by the general meeting include fees for audit and other services provided to the Entity and its branches in Norway, Sweden and Finland.

	2018	2017
	DKK'000	DKK'000
3. Staff costs		
Wages and salaries	13.143	13.592
Pension costs	2.869	3.082
Other social security costs	(8)	359
	16.004	17.033
Average number of employees	28	26

	Remunera- tion of manage- ment 2018 DKK'000	Remunera- tion of manage- ment 2017 DKK'000
Executive Board	951	1.243
	951	1.243

Notes

The aggregated staff costs are included in advertising, sales and distribution costs as well as administrative costs. Restricted stock units in Kellogg Company, USA are allocated to the executives. The stock is released during a period of three years.

	2018	2017
	DKK'000	DKK'000
4. Depreciation, amortisation and impairment losses		
Depreciation on property, plant and equipment	411	177
	411	177

	2018	2017
	DKK'000	DKK'000
5. Tax on profit/loss for the year		
Current tax	832	541
Change in deferred tax	4.532	989
Adjustment concerning previous years	6.097	6
	11.461	1.536

	2018	2017
	DKK'000	DKK'000
6. Proposed distribution of profit/loss		
Extraordinary dividend distributed in the financial year	100.000	0
Retained earnings	(98.369)	8.329
	1.631	8.329

Notes

	Other fixtures and fittings, tools and equipment DKK'000
7. Property, plant and equipment	
Cost beginning of year	846
Exchange rate adjustments	(8)
Additions	<u>1.028</u>
Cost end of year	<u>1.866</u>
Depreciation and impairment losses beginning of year	(426)
Exchange rate adjustments	8
Depreciation for the year	<u>(411)</u>
Depreciation and impairment losses end of year	<u>(829)</u>
Carrying amount end of year	<u>1.037</u>

8. Prepayments

Prepayments comprise various prepaid expenses. Prepayments are measured at cost.

9. Cash

Kellogg Europe has an uncommitted overdraft facility with a maximum of DKK 200.778 thousand (2017: DKK 191.120 thousand), which Nordisk Kellogg ApS may share.

	Number	Par value DKK'000	Nominal value DKK'000
10. Contributed capital			
900 shares	900	2	1.800
1 share	1	200	200
2 shares	2	1000	2.000
3 shares	3	2000	6.000
1 share	<u>1</u>	<u>8000</u>	<u>8.000</u>
	<u>907</u>		<u>18.000</u>

Notes

	2018	2017
	DKK'000	DKK'000
11. Deferred tax		
Property, plant and equipment	(41)	3
Provisions	15.460	15.999
Tax losses carried forward	<u>(2.815)</u>	<u>(7.960)</u>
	<u>12.604</u>	<u>8.042</u>
Changes during the year		
Beginning of year	8.042	
Adjustment of deferred tax prior years	30	
Change in deferred tax	<u>4.532</u>	
End of year	<u>12.604</u>	

The Entity has per December 31, 2018 recognized a tax asset of DKK 2.856 thousand. The tax asset to tax losses carried forward and property, plant and equipment.

The management has estimated based on budgets that there will be a future taxable income available in which unutilized tax losses can be utilized.

12. Financial instruments

The Entity has a number of foreign currency forward contracts outstanding at the balance sheet date to hedge the foreign exchange exposure on future expected cash flows denominated in foreign currency. During the year, the Entity entered into an intra-group hedging programme for all contracts maturing post January 2019. In addition the Entity has elected not to apply hedge accounting to these contracts with the changes in fair value being recorded directly in the Profit and Loss Account.

The aggregate principle amount on contracts to buy and sell foreign currency outstanding at the year-end is DKK 171.592 thousand (2017: DKK 176.265 thousand). The fair value of contracts held with an intra-group counterparty is an asset of DKK 771 thousand (2017: DKK 2.274 thousand) and has been recognised as an amount owed to a fellow group undertaking.

The foreign currency contracts are measured at fair value which is determined using valuation techniques that utilise observable inputs. The key assumptions used in valuing the derivatives are the forward exchange rates for SEK:DKK.

	2018	2017
	DKK'000	DKK'000
13. Contingent liabilities		
Recourse and non-recourse guarantee commitments	<u>1.300</u>	<u>1.310</u>
Contingent liabilities in total	<u>1.300</u>	<u>1.310</u>

Notes

Contractual obligations

The Entity has entered into rental and lease agreements on cars and office facilities, etc. which are non-terminable for varying periods until 2019. The total rental obligation at 31 December 2018 for the remainder of the period of non-terminability totals DKK 2.287 thousand (2017: DKK 3.386 thousand).

14. Related parties with controlling interest

Related parties with a controlling interest in Nordisk Kellogg ApS:

Kellogg Group S.a.r.l, 560A, rue de Neudorf, L-2220, Luxembourg – wholly owns the share capital.

Other related parties:

Nordisk Kellogg ApS has related party transactions with a number of companies of the Kellogg Group.

Transactions:

During the financial year, related party transactions have been conducted on arm's length basis.

15. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Kellogg Company, One Kellogg Square, Battle Creek, Michigan 49016-3599, USA

The annual report of Kellogg Company may be obtained at the above address.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

All revenues are recognised in the income statement when earned based on delivery having been made before year-end.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Income statement items in foreign currencies are translated into Danish Kroner using average exchange rates. All exchange adjustments are recognised in the income statement.

Income statement

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Cost of sales

Cost of sales comprises goods consumed to achieve revenue for the year.

Distribution costs

Distribution costs comprise costs incurred for sale and distribution of the Entity's products, including wages and salaries for sales staff, advertising costs, vehicle maintenance, etc as well as depreciation and impairment losses relating to property, plant and equipment attached to the distribution process.

Accounting policies

Administrative costs

Administrative costs comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies as well as depreciation and impairment losses relating to property, plant and equipment used for administration of the Entity.

Other financial income

Other financial income comprises interest income as well as realised and unrealised exchange adjustments.

Other financial expenses

Other financial expenses comprise interest expenses as well as realised and unrealised exchange adjustments.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-7 years
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Upon sale or scrapping of property, plant and equipment, cost of acquisition and accumulated depreciation are deducted from the assets, whereas profits or losses are recognised in the income statement.

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

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

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Accounting policies

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Income tax receivable or payable

Current tax receivable or payable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Cash flow statement

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The cash flow statement of Nordisk Kellogg ApS is included in the annual report of Kellogg Company.