

Bønnelykken A/S
Central Business Registration No
73321417
Mellem Broerne 12
4100 Ringsted

Annual report 2015

The Annual General Meeting adopted the annual report on 30.05.2016

Chairman of the General Meeting

Name: Ursula Essemann

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Entity details

Entity

Bønnelykken A/S
Mellem Broerne 12
4100 Ringsted

Central Business Registration No: 73321417

Registered in: Ringsted

Financial year: 01.01.2015 - 31.12.2015

Phone: +4557685555

Fax: +4557610102

Board of Directors

Franciscus Maria Hessing

Ursula Essemann

Wouter Harlaar

Executive Board

Ursula Essemann, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Egtved Allé 4

6000 Kolding

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Bønnelykken A/S for the financial year 01.01.2015 - 31.12.2015.

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 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

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.

Ringsted, 30.05.2016

Executive Board

Ursula Essemann
CEO

Board of Directors

Franciscus Maria Hessing

Ursula Essemann

Wouter Harlaar

Independent auditor's reports

To the owners of Bønnelykken A/S

Report on the financial statements

We have audited the financial statements of Bønnelykken A/S for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 about 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 auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity'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 Entity'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 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 Company's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

Independent auditor's reports

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Kolding, 30.05.2016

Deloitte

Statsautoriseret Revisionspartnerselskab

Leo Gilling

State Authorised Public Accountant

CVR-nr. 33963556

Management commentary

Primary activities

The Company's activities consist in the production and sale of sliced salads and seeds products primarily to the Danish market.

Development in activities and finances

Profit for the year amounts to DKK 88k against a profit last year of DKK 4,875k.

The Board of Directors considers the enterprise's operating profit for 2015 as expected.

Management's assessment is that the existing credit facilities can be maintained and evaluates the future prospects of the Company favourable.

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.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

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

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

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 one 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. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Accounting policies

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

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.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary write-downs of the relevant inventories.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Accounting policies

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Income taxes

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.

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Goodwill

Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. The amortisation period is usually 10 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

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	3-8 years
Leasehold improvements	5 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

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

Accounting policies

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or minus unamortised positive, or negative, goodwill and minus or plus unrealised intra-group profits or losses.

Group enterprises with negative equity are measured at DKK 0, and any receivables from these enterprises are written down by the Parent's share of such negative equity value if it is deemed irrecoverable. If the negative equity value exceeds the amount receivable, the remaining amount is recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Deferred tax

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

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.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

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

Income statement for 2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Gross profit		10.470.808	12.971.237
Staff costs	1	(9.802.888)	(7.564.295)
Depreciation, amortisation and impairment losses	2	<u>(353.203)</u>	<u>(358.658)</u>
Operating profit/loss		314.717	5.048.284
Income from investments in group enterprises		0	1.210.664
Other financial income	3	0	1.313
Other financial expenses	4	<u>(205.573)</u>	<u>(164.393)</u>
Profit/loss from ordinary activities before tax		109.144	6.095.868
Tax on profit/loss from ordinary activities	5	<u>(21.078)</u>	<u>(1.221.301)</u>
Profit/loss for the year		<u>88.066</u>	<u>4.874.567</u>
Proposed distribution of profit/loss			
Retained earnings		<u>88.066</u>	<u>4.874.567</u>
		<u>88.066</u>	<u>4.874.567</u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Goodwill		0	0
Intangible assets	6	0	0
Other fixtures and fittings, tools and equipment		169.005	146.976
Leasehold improvements		1.646.672	1.678.286
Property, plant and equipment	7	1.815.677	1.825.262
Investments in group enterprises		396.135	396.135
Fixed asset investments	8	396.135	396.135
Fixed assets		2.211.812	2.221.397
Raw materials and consumables		1.480.058	417.890
Manufactured goods and goods for resale		45.954	238.000
Inventories		1.526.012	655.890
Trade receivables		6.806.075	5.056.203
Receivables from group enterprises		272.763	101.623
Deferred tax assets		880.509	858.628
Other short-term receivables		66.897	111.248
Prepayments		234.827	43.612
Receivables		8.261.071	6.171.314
Cash		105	0
Current assets		9.787.188	6.827.204
Assets		11.999.000	9.048.601

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Contributed capital	9	2.470.000	2.470.000
Retained earnings		<u>(831.554)</u>	<u>(919.620)</u>
Equity		<u>1.638.446</u>	<u>1.550.380</u>
Bank loans		1.566.504	3.912.833
Trade payables		1.690.409	1.436.849
Debt to group enterprises		5.134.567	1.011.126
Other payables		<u>1.969.074</u>	<u>1.137.413</u>
Current liabilities other than provisions		<u>10.360.554</u>	<u>7.498.221</u>
Liabilities other than provisions		<u>10.360.554</u>	<u>7.498.221</u>
Equity and liabilities		<u>11.999.000</u>	<u>9.048.601</u>
Unrecognised rental and lease commitments	10		
Contingent liabilities	11		
Assets charged and collateral	12		
Ownership	13		

Statement of changes in equity for 2015

	Contributed capital DKK	Retained ear- nings DKK	Total DKK
Equity beginning of year	2.470.000	(919.620)	1.550.380
Profit/loss for the year	0	88.066	88.066
Equity end of year	2.470.000	(831.554)	1.638.446

Notes

	2015 DKK	2014 DKK
1. Staff costs		
Wages and salaries	8.776.242	6.748.375
Pension costs	675.382	545.790
Other social security costs	268.116	204.281
Other staff costs	83.148	65.849
	9.802.888	7.564.295
	2015 DKK	2014 DKK
2. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	353.203	358.658
	353.203	358.658
	2015 DKK	2014 DKK
3. Other financial income		
Exchange rate adjustments	0	1.313
	0	1.313
	2015 DKK	2014 DKK
4. Other financial expenses		
Interest expenses	120.622	74.309
Other financial expenses	84.951	90.084
	205.573	164.393
	2015 DKK	2014 DKK
5. Tax on ordinary profit/loss for the year		
Change in deferred tax for the year	21.078	1.221.301
	21.078	1.221.301

Notes

	Goodwill DKK	
6. Intangible assets		
Cost beginning of year		3.050.000
Cost end of year		3.050.000
Amortisation and impairment losses beginning of year		(3.050.000)
Amortisation and impairment losses end of year		(3.050.000)
Carrying amount end of year		0
	Other fix- tures and fittings, tools and equipment DKK	Leasehold improve- ments DKK
7. Property, plant and equipment		
Cost beginning of year	5.343.810	4.530.156
Additions	124.828	218.790
Cost end of year	5.468.638	4.748.946
Depreciation and impairment losses beginning of the year	(5.196.834)	(2.851.870)
Depreciation for the year	(102.799)	(250.404)
Depreciation and impairment losses end of the year	(5.299.633)	(3.102.274)
Carrying amount end of year	169.005	1.646.672

Notes

	Investments in group en- terprises DKK
8. Fixed asset investments	
Cost beginning of year	1.676.250
Cost end of year	1.676.250
Impairment losses beginning of year	(1.280.115)
Impairment losses end of year	(1.280.115)
Carrying amount end of year	396.135

	Registered in	Corpo- rate form	Equity interest %
Subsidiaries:			
Grønne Mølle A/S	Ringsted	A/S	100,00

	2015 DKK	2014 DKK	2013 DKK	2012 DKK	2011 DKK
9. Contributed capital					
Changes in contributed capital					
Contributed capital beginning of year	2.470.000	2.470.000	2.470.000	1.800.000	1.800.000
Increase of capital	0	0	0	670.000	0
Contributed capital end of year	2.470.000	2.470.000	2.470.000	2.470.000	1.800.000

	2015 DKK	2014 DKK
10. Unrecognised rental and lease commitments		
Commitments under rental agreements or leases until expiry	222.600	286.200

Notes

11. Contingent liabilities

The Entity participated until 31 July 2014 in a Danish joint taxation arrangement in which Ejendomsselskabet af 1/10 1990, Ringsted ApS served as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

From 1 August 2014 the Entity serves as the administration company in a Danish joint taxation. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these companies.

12. Assets charged and collateral

The Company has provided a company pledge in the amount of DKK 5 million in favour of lender.

Collateral securities provided for subsidiaries and group enterprises

The Entity has guaranteed for the subsidiary Grønne Mølle A/S' debt to lender. At 31.12.2015 the subsidiary's bank debt amounts to a deposit of DKK 37,199.

13. Ownership

The Company has registered the following shareholders to hold more than 5% of the voting share capital or of the nominal value of the share capital:

Hessing BV, Chember of Commerce: 39099739.

Ejendomsselskabet af 1/10 1990, Ringsted ApS, Central Business Reg. No. 10554985.