

Financial Statements of Barry Callebaut AG

Income Statement

for the fiscal year ended August 31, in CHF	2014/15	2013/14
Income		
Dividend income	33,500,000	43,500,000
Finance income	3,114,521	882,102
License income	44,048,739	39,928,580
Management fees	28,323,362	32,619,948
Other income	13,455,111	24,042,542
Total income	122,441,733	140,973,172
Expenses		
Personnel expenses	(39,387,370)	(50,993,301)
Finance costs	(9,206,786)	(9,795,021)
Depreciation of property, plant and equipment	(515,835)	(436,361)
Amortization of intangible assets	(2,499,301)	(3,971,765)
Unrealized loss on treasury shares	–	(615,138)
Other expenses	(32,307,270)	(40,247,295)
Total expenses	(83,916,562)	(106,058,881)
Profit before income taxes	38,525,171	34,914,291
Income taxes	(1,413,367)	(555,066)
Net profit for the year	37,111,804	34,359,225

Retained earnings

in CHF	2014/15	2013/14
Retained earnings as of September 1,	1,432,489,439	1,406,242,319
Dividend on treasury shares	27,652	87
Decrease/(increase) of reserve for treasury shares	(143,115)	(8,112,192)
Capital reduction on treasury shares	–	–
Net profit for the year	37,111,804	34,359,225
Retained earnings as of August 31,	1,469,485,780	1,432,489,439

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Balance Sheet

Assets	2015	2014
as of August 31, in CHF		
Current assets		
Cash and cash equivalents	110,174	208,890
Treasury shares	10,963,982	10,820,867
Accounts receivable from Group companies	22,475,758	31,064,593
Short-term loans granted to Group companies	73,060	49,311
Other current assets	1,656,806	2,515,073
Total current assets	35,279,780	44,658,734
Non-current assets		
Property, plant and equipment	1,393,372	1,247,605
Investments in Group companies	2,250,912,768	2,250,912,768
Intangible assets		
Trademarks	168,447	1,609,947
Patents/Product development costs	1,478,337	1,710,399
Other	329,679	626,983
Total non-current assets	2,254,282,603	2,256,107,702
Total assets	2,289,562,383	2,300,766,436
Liabilities and shareholders' equity		
as of August 31, in CHF		
Current liabilities		
Bank overdrafts	7,980	1,572,897
Accounts payable to third parties	2,323,034	2,378,338
Accounts payable to Group companies	43,541,624	9,103,773
Accounts payable to shareholders	135,000	7,125
Short-term loans from Group companies	351,055,795	488,938,491
Accrued liabilities	29,988,493	38,993,041
Accrued taxes	1,124,748	449,219
Total current liabilities	428,176,674	541,442,884
Non-current liabilities		
Long-term loans from Group companies	150,000,000	–
Total non-current liabilities	150,000,000	–
Total liabilities	578,176,674	541,442,884
Shareholders' equity		
Share capital ¹	102,092,759	102,092,759
Legal reserves		
Reserves from capital contributions	102,625,860	187,703,159
Other legal reserves	25,600,070	25,600,070
Reserve for treasury shares	11,581,240	11,438,125
Retained earnings	1,469,485,780	1,432,489,439
Total shareholders' equity	1,711,385,709	1,759,323,552
Total liabilities and shareholders' equity	2,289,562,383	2,300,766,436

1 The share capital as of August 31, 2015 consists of 5,488,858 fully paid-in shares at a nominal value of CHF 18.60 as in prior year.

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Notes to the Financial Statements

1 Liens, guarantees and pledges in favor of third parties

The Company is a co-debtor for bank loans of max. EUR 775 million (CHF 833.0 million; 2013/2014: CHF 934.2 million) obtained by Barry Callebaut Services N.V., Belgium, whereof the maximal liability is limited to the freely distributable retained earnings (CHF 1,469.5 million less 35% withholding tax). The Company is a co-debtor for related party loans of CHF 150 million obtained by Barry Callebaut Services N.V., Belgium, on February 25, 2015 and of CHF 100 million obtained by Barry Callebaut Services N.V., Belgium, on June 26, 2015. Furthermore, the Company is also a co-debtor to the Senior Notes of EUR 350 million (CHF 376.2 million; 2013/2014: CHF 421.9 million) issued by Barry Callebaut Services

N.V., Belgium, on July 13, 2007, to the Senior Notes of EUR 250 million (CHF 268.7 million; 2013/2014: CHF 301.4 million) issued by Barry Callebaut Services N.V., Belgium, on June 15, 2011, as well as to the Senior Notes of USD 400 million (CHF 385.1 million; 2013/2014: CHF 365.9 million) issued by Barry Callebaut Services N.V., Belgium, on June 20, 2013. Additionally, the Company issued several guarantees for various credit facilities granted to direct and indirect subsidiaries for an amount of up to CHF 3,139.7 million (2013/2014: CHF 1,140.4 million).

The Swiss Barry Callebaut entities form a VAT subgroup and, hence, every company participating in the subgroup is liable for VAT liabilities of other subgroup participants.

2 Fire insurance value of property, plant and equipment

as of August 31, in CHF	2015	2014
Fire insurance value of property, plant and equipment	7,380,000	8,100,000

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3 Investments

as of August, 31				2015	2014
Name and domicile	Municipality of registration	Share capital	Purpose	Percentage of Investment	
ADIS Holding Inc., Panama	Panama City	CHF 41,624,342	Dormant	100%	100%
Barry Callebaut Belgium N.V., Belgium	Lebbeke-Wieze	EUR 61,537,705	Production, sales	99.99%	99.99%
Barry Callebaut Cocoa AG, Switzerland	Zurich	CHF 100,000	Sales	100%	100%
Barry Callebaut Decorations B.V., The Netherlands	Zundert	EUR 18,242	Production, sales	100%	100%
Barry Callebaut Management Services AG, Switzerland	Zurich	CHF 100,000	Management services	100%	100%
Barry Callebaut Nederland B.V., The Netherlands	Zundert	EUR 21,435,000	Holding	100%	100%
Barry Callebaut Nigeria Ltd., Nigeria	Lagos	NGN 10,000,000	Sales	1%	1%
Barry Callebaut Schweiz AG, Switzerland	Dübendorf	CHF 4,600,000	Production, sales	100%	100%
Barry Callebaut Services N.V., Belgium	Lebbeke-Wieze	EUR 929,286,000	Centralized treasury, management services	99.99%	99.99%
Barry Callebaut Sourcing AG, Switzerland	Zurich	CHF 2,000,000	Sourcing	100%	100%
C.J. van Houten & Zoon Holding GmbH, Germany	Norderstedt	EUR 72,092,155	Holding	100%	100%
Schloss Marbach GmbH, Germany	Öhningen	EUR 1,600,000	Conference and training center	100%	100%

Investments are stated at cost less any allowance for impairment.

4 Treasury shares

The Company held 11,084 treasury shares as of August 31, 2015 (2014: 9,756). In 2014/15, the Company bought 15,443 shares at an average price of CHF 1,055.91 per share (2013/14: 17,287 shares at an average price of CHF 1,078.55)

and transferred 14,115 shares at an average price of CHF 1,145.12 per share (2013/14: 11,291 shares transferred at an average price of CHF 887.73). In both years, the Company did not sell any treasury shares. Treasury shares are measured at the lower of cost or market. As of August 31, 2015, the treasury shares have been measured at average price of CHF 1,061.29 per share (2013/14: average price of CHF 1,109.15 per share).

5 Significant shareholders

as of August 31,	2015	2014
Jacobs Holding AG, Zurich, Switzerland	50.11%	50.11%
Renata Jacobs	8.48%	8.48%
Massachusetts Mutual Life Insurance Company ¹	3.09%	3.05%

¹ Including all subsidiaries controlled by the parent company. For further details, see the respective notification published on May 6, 2014 via SIX Exchange Regulation: http://www.six-exchange-regulation.com/obligations/disclosure/major_shareholders_en.html

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6 Disclosures according to Art. 663c Code of Obligations

Holding of shares and options¹

Number of shares as of August 31,	2015	2014
Board of Directors		
Andreas Jacobs (Chairman) ²	3,760	3,260
Andreas Schmid (Vice Chairman)	7,858	7,678
Ajai Puri	–	360
James L. Donald	1,080	900
Jakob Baer	720	540
Nicolas Jacobs	159,359	159,179
Timothy E. Minges	296	116
Fernando Aguirre	296	116
Wai Ling Liu	–	–
Executive Committee		
Juergen Steinemann, CEO Barry Callebaut Group	10,913	8,063
Victor Balli, CFO Barry Callebaut Group	900	729
Massimo Garavaglia, President Western Europe	–	233
David S. Johnson, President Americas	1,964	2,261
Steven Retzlaff, President Global Cocoa	1,000	628
Dirk Poelman, Chief Operations Officer	1,490	1,274
Peter Boone, Chief Innovation & Quality Officer	4	–

- 1 Including shares of related parties to the individual BoD/Executive Committee member.
- 2 Excluding the 50.11% participation held by Jacobs Holding AG (see note 5).

7 Risk assessment disclosures

Barry Callebaut AG as the ultimate parent of the Barry Callebaut Group is fully integrated into the Group-wide Risk Management (GRM) process and the respective Enterprise Risk Management Model.

The Group's general Risk Management process and the Financial Risk Management in particular are described in the Group's Consolidated Financial Statements in notes 26 and 30, respectively.

8 Subsequent events

There are no subsequent events that would require any modification of the value of the assets and liabilities or additional disclosures.

9 Appropriation of available earnings and reserves

The Board of Directors proposes the following appropriation of retained earnings and reserves:

- 9.1 Allocation from reserves from capital contributions to free reserves
in the amount of CHF 79,588,441.
- 9.2 Dividend payout of CHF 14.50 per share out of the free reserves as per note 9.1
in the amount of CHF 79,588,441.
- 9.3 Carry-forward of the balance of retained earnings of CHF 1,469,485,780.