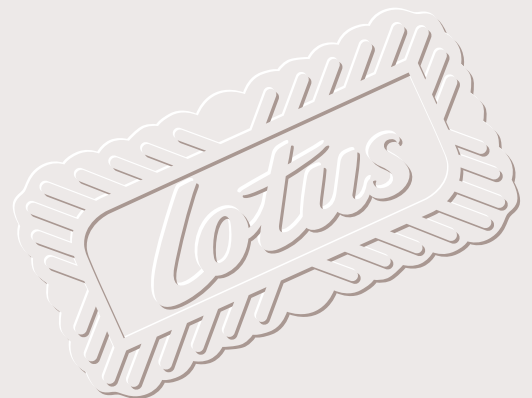




# BEING GREAT IN LITTLE THINGS



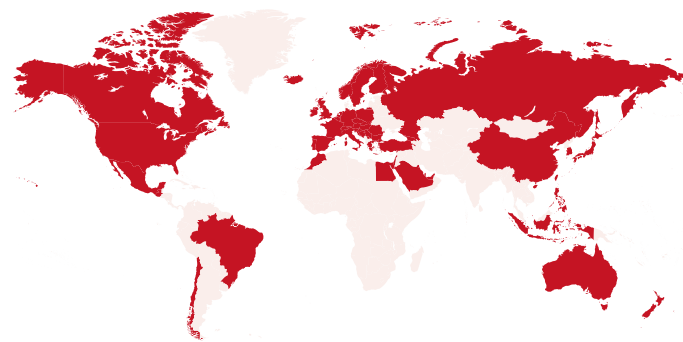
Annual review 2016





Tokyo  
(Japan)





This is for the little moments.

At Lotus we are constantly amazed  
how little things deliver instant  
pleasure.

And those little things are at the  
heart of our company. We believe  
that true greatness consists of  
being great in little things. We  
want people all around the world  
to enjoy these little moments.





## MESSAGE FROM THE CHAIRMAN AND THE CEO

2016 was a very dynamic year for Lotus Bakeries, featuring strong growth in almost all countries supported by many new projects.

### Investment in production

In view of the strong volume growth for Lotus Biscoff biscuits and spread, the focus lay on investing in extra production and packaging capacity in 2016. We installed a new production line in the existing second production hall. Furthermore we started building a third production hall on our site in Lembeke. And, as announced last year, in 2017 we will start building a Lotus Biscoff factory in the United States.

In view of the strong volume growth for Lotus Biscoff biscuits and spread, the focus lay on investing in extra production and packaging capacity in 2016.

In 2016, we also invested heavily in our waffle factory in Courcelles. The challenge was to make up for lost capacity following the fire which devastated our waffle factory in Meise. In just 16 months, alongside everyday operations, the team has impressively managed to bring two new waffle lines up and running - on schedule.

### Quality first

In the midst of all this activity, we never forgot what we are all about: the best quality and the best taste. Any day of the week, busy or quiet, winter or summer, every Lotus product must reach our consumers with the same consistent top quality.

### Continuing to build sustainably on success

The last few years have been successful. However, we have no intention of resting on our laurels and "getting complacent" - a major pitfall for a successful business. We want to keep on raising the bar day by day by taking an open and critical view of the world and dealing with challenges.

&lt;

Jan Vander Stichele  
Chairman  
Jan Boone  
CEO

We will continue to value and explore the existing success factors of our corporate culture. So we always keep sight of our business strategy, prioritise long-term thinking in each budgetary decision, promote innovation and renewal and embrace change. The “voice of the consumer” will continue to play a central role in every meeting and decision. Finally, a close focus on costs is and will continue to be required.

### Passionate employees

The roots of our success lie in a combination of working hard, resolutely sticking to our strategy and above all having the right people on board. To stay successful, we need employees who identify with our shared ambition, who want to help realise our dream: to make Lotus Bakeries grow worldwide. In view of this, we remain dedicated to increasing our employees' opportunities for development to ensure the sustainable growth of Lotus Bakeries.

### Lotus Biscoff worldwide

It is our mission and our dream to be present in all households all over the world with Lotus Biscoff and Lotus Biscoff spread. We aim to achieve this through dedicated marketing campaigns with which we can reach a large group of consumers. After all, Lotus Biscoff is for everyone. For each of our brands we will commit to big promotions, TV commercials, new packaging designs and product innovations.

Once again, in 2016 we came a step closer to our ultimate dream. The dream of having Lotus Biscoff on the shelves in every country, and above all making everyone all over the world happy with our unique Lotus Biscoff taste. In all countries where we have our own sales offices, Lotus Biscoff is available in more and more retail shops. We have moreover made great strides in the Middle East and moved into several new countries in Asia and Latin America. The enthusiasm and fantastic passion these new partners show for Lotus Biscoff is a huge source of inspiration.

**It is our mission and our dream to be present in all households all over the world with Lotus Biscoff and Lotus Biscoff spread, and above all to make everyone all over the world happy with our unique Lotus Biscoff taste.**

### Natural Foods

Lotus Bakeries wants to offer delicious, high-quality snacks, in both the biscuits and pastries and the natural snacking category. Last year, the natural snacking segment - with the Näkd & Trek and BEAR & Urban Fruit brands - was brought under the new business unit 'Natural Foods'.

The home market for these products is the UK, where we can call upon highly passionate and

driven teams in London and Oxford. We intend to continue to grow our Natural Foods brands, in the British home market and internationally.

**The launch of our Natural Foods brands in the Netherlands exceeded our expectations.**

In 2016, we opened a sales office in Geldrop in the Netherlands with a motivated team who will launch Natural Foods in Europe. Last year's launch of Nākd and Trek in the Netherlands exceeded our expectations. Next year, alongside Nākd, we intend to roll out BEAR in the Netherlands and launch these brands in Belgium, Germany and France. Also next year, a team in the United States will be fully dedicated to launching BEAR and Nākd there. And finally, in markets where Lotus Bakeries does not have an own sales office, following the example of Lotus Biscoff, we have an International Distributors team for BEAR and Nākd.

Natural snacking is booming worldwide, but it will take time to launch these brands as we introduce consumers to a new type of snacking.

### **Building the future together**

2016 was another amazing but busy year for Lotus Bakeries. We know that our employees have given their best to make this possible and that we were able to count on their passion, team spirit and dedication. This is highly appreciated by the company.

We will continue to drive growth, value long-term thinking and constantly invest in Lotus Bakeries. We did so in the past. We do so today. And we intend to carry on doing so in the future.



Jan Boone  
CEO



Jan Vander Stichele  
Chairman

# 2016 AT A GLANCE

## January



### Integration of Urban Fresh Foods within the Group Lotus Bakeries

Following the acquisition of Urban Fresh Foods in December 2015, a motivated team is ready to launch BEAR natural snacks in Europe and expand further in the United Kingdom.

## March

### Launch of Lotus Biscoff ice cream on a stick in Belgium

The newest member of our ice cream range is an instant hit: over a million were sold in 2016.



## Retirement of Chairman of the Board of Directors, Matthieu Boone

After a career spanning over 46 years at Lotus Bakeries, Matthieu Boone retires. He served as Managing Director, CEO and Chairman of the Board.



## May

### New Chairman of Board of Directors

Jan Vander Stichele succeeds Matthieu Boone as Chairman of the Board.

### Appointment of new director

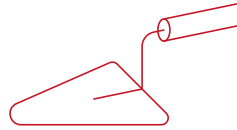
Sofie Boone is appointed non-executive director on the Board of Directors of Lotus Bakeries.



### Product of the year

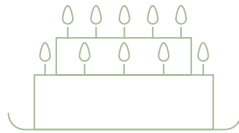
Peijenburg Zero wins the award for product of the year in the snack category in the Netherlands.





## Laying of the first stone for Plant 3 in Lembeke

In Lembeke, the first stone is laid for a third production hall for Lotus Biscoff. Construction has been completed end of 2016, with a first production line being installed. The latter has gone into operation in March 2017.



## June

### Tenth anniversary

Koninklijke Peijnenburg celebrates its tenth anniversary as part of Lotus Bakeries Group.



### Launch of Natural Foods in the United States

A new sales office Natural Foods is set up to prepare for the launch of Nākd and BEAR in the United States.

## July



### New line in Lembeke

A new line goes into service at the Lotus Biscoff factory in Lembeke for Lotus Biscoff.

## August

### 'The Perfect Kick' campaign with Eden Hazard

The closing event is held of the international campaign 'The Perfect Kick' competition with Eden Hazard. From all over the world, the 50 winners, accompanied by a guest, travel to London to meet the football star during an unforgettable weekend.

## Announcement of first Lotus Biscoff manufacturing facility outside Belgium

The first Lotus Biscoff manufacturing facility outside Belgium will be built in the United States (Mebane, North Carolina). Work will begin in mid-2017 and the first Biscoff cookies should roll off the production line in 2019.

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September



## Two new production lines become operational for waffles in Courcelles

We start up two new production lines at the waffle factory in Courcelles: one for Lotus Suzy and one for Lotus soft waffles. The investments are in line with the centralization of the waffle production at the Hainaut plant.

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October




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December

### First Latin American partners' meeting

Lotus Bakeries' various commercial partners in Latin America sit around the table for the first time in Guatemala. The partners' meeting is designed to act as a forum for sharing best practices and experiences and expanding the distributors' knowledge of Lotus Bakeries.

# SUBSTANTIAL INVESTMENT IN NEW OFFICES



## July

### Urban Fresh Foods

BEAR gets a bigger 'cave': the Urban Fresh Foods team moves into brand-new offices on London's South Bank .



## August

### Lotus Bakeries Korea

Following the acquisition of Lotus Korea in 2015, the team gets a brand-new office in the centre of Seoul .

### Natural Balance Foods

The team relocates to bigger offices in Oxford.

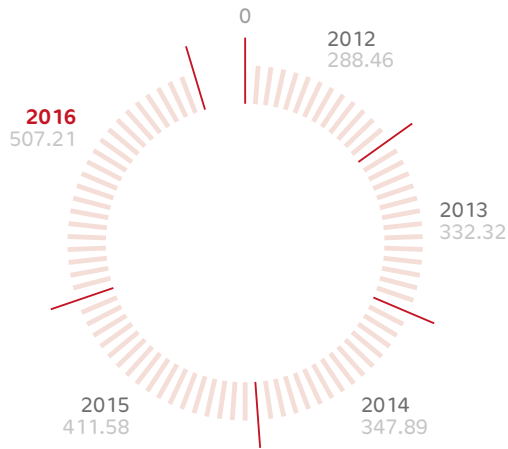


## November

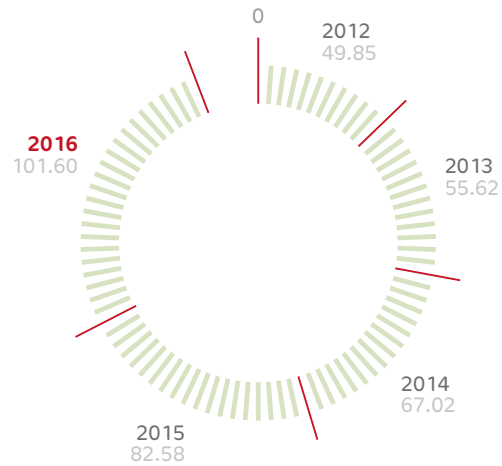
### Lotus Bakeries France

The offices of our French team in Comines are fully refurbished with matching Lotus look and feel.

Turnover  
(IN MILLIONS OF EUR)



REBITDA  
(IN MILLIONS OF EUR)



Gross dividend 2016  
EUR16.20 per share

Number of  
employees 2016  
1,464

# CONSOLIDATED KEY FIGURES OF THE LOTUS BAKERIES GROUP

- (1) Depreciation and amounts written off consist of depreciation and amortization of tangible and intangible fixed assets, and amounts written off on inventories, orders in progress and trade receivables
- (2) Recurrent operating cash flow is defined as recurrent operating result + depreciation + provisions and amounts written off + non-cash costs valuation option- and warrantplan
- (3) EBIT is defined as recurrent operating result + non-recurrent operating result
- (4) Investments in tangible and intangible fixed assets
- (5) Net financial debt is defined as interest bearing financial debt - investments - cash and cash equivalents - treasury shares
- (6) Compared to the weighted average number of shares
- (7) For 2016: dividend will be proposed to the Ordinary General Shareholders' Meeting of 12 May 2017

IN MILLIONS OF EUR	2016	2015	2014	2013	2012
<b>INCOME STATEMENT</b>					
Turnover	507.21	411.58	347.89	332.32	288.46
Raw materials, consumables and goods for resale	(168.31)	(121.80)	(104.43)	(111.43)	(91.15)
Services and other goods	(133.10)	(117.96)	(96.48)	(87.26)	(78.39)
Employee benefit expense	(101.64)	(88.53)	(78.89)	(78.90)	(69.97)
Depreciation and amounts written off <sup>(1)</sup>	(16.70)	(17.01)	(16.66)	(14.16)	(12.84)
Other operating income and charges (net)	(3.51)	(1.52)	(1.99)	0.80	0.57
Recurrent operating result (REBIT)	83.95	64.76	49.43	41.37	36.68
Recurrent operating cash flow (REBITDA) <sup>(2)</sup>	101.60	82.58	67.02	55.62	49.85
Non-recurrent operating result	4.51	(1.75)	(0.26)	(3.65)	(1.95)
Operating result (EBIT) <sup>(3)</sup>	88.46	63.01	49.17	37.72	34.73
Financial result	(2.68)	(0.78)	0.02	(1.74)	(1.57)
Profit for the year before taxes	85.78	62.23	49.19	35.98	33.16
Taxes	(23.32)	(16.62)	(12.42)	(8.06)	(7.41)
NET RESULT	62.46	45.61	36.77	27.92	25.75
Net result: non-controlling interests	1.21	0.20	-	-	0.01
Net result: Group share	61.25	45.41	36.77	27.92	25.74
<b>BALANCE SHEET</b>					
Balance sheet total	548.00	571.22	336.99	334.10	270.62
Equity	248.46	217.53	200.63	171.38	145.21
Investments <sup>(4)</sup>	37.50	16.07	16.55	33.16	40.54
Net financial debts <sup>(5)</sup>	94.06	163.86	20.20	48.89	24.16
<b>NUMBER OF PERSONS EMPLOYED</b>					
	<b>1,464</b>	<b>1,339</b>	<b>1,221</b>	<b>1,244</b>	<b>1,218</b>
<b>CONSOLIDATED KEY FIGURES PER SHARE in EUR <sup>(6)</sup></b>					
Recurrent operating result (REBIT)	105.84	82.15	63.46	54.09	49.17
Recurrent operating cash flow (REBITDA) <sup>(2)</sup>	128.09	104.76	86.03	72.72	66.82
Net result: share of the Group	77.22	57.61	47.21	36.50	34.50
Gross dividend <sup>(7)</sup>	16.20	14.20	12.40	10.80	9.80
Net dividend	11.34	10.37	9.30	8.10	7.35
Weighted average number of shares	793,147	788,341	778,944	764,828	746,052
<b>Total number of shares per 31 December</b>	<b>812,513</b>	<b>811,863</b>	<b>803,013</b>	<b>795,113</b>	<b>779,643</b>

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CSR: 'CARE FOR TODAY,  
RESPECT FOR TOMORROW' . . . . .82



San Francisco  
(California - United States)



## STRATEGY LOTUS BAKERIES

Lotus Bakeries is active worldwide in the snacking segment with the Lotus, Lotus Biscoff, Lotus Dinosaurus, Lotus Suzy, Peijnenburg, Snelle Jelle, Annas, Nâkd, Trek, BEAR and Urban Fruit brands. By maintaining a healthy balance between tradition and innovation, the Lotus brand indulges consumers with a unique range of high-quality, tasty products.

Lotus Bakeries is a dynamic, internationally oriented company with a clear long-term vision based on continuous investment in employees, marketing, R&D and production.

Building brands is central to Lotus Bakeries. Through our brands, we want to become market leaders in our traditional markets while continuing to pursue the internationalization of certain brands. Since every strong brand has a unique personality, specific DNA and its own consumers, brand ownership is kept separate for each brand. Parallel to this, we focus strongly on our unique capacity to stimulate growth through our extensive international network of sales offices and commercial partners, across all brands.

### **Lotus Bakeries' strategy is based on the following pillars:**

1. An offer of delicious, high quality products to all consumers.  
For this reason, the range has been expanded to include natural, unprocessed fruit and nut-based products for adults and children. All products in each of our categories must stand out by offering a superior taste experience.
2. A strong focus on the best performing products.
3. Clear and consistent communication with the consumer is key, and sufficient resources are allocated to this.
4. Targeted product innovations, primarily based on format innovations to constantly introduce our best performing products to new groups of consumers and achieve new consumption moments.
5. A clear focus on continuously improving the manufacturing efficiency. This is in order to continue to produce the best quality products at the most competitive cost.
6. Continuous commitment to Corporate Social Responsibility.  
The Corporate Social Responsibility theme is implemented in the organization as 'Care for Today - Respect for Tomorrow'.

### **MISSION STATEMENT LOTUS BAKERIES**

**Lotus Bakeries wishes to base its sustainable growth and profitability on meeting the needs of the present generations, without compromising the opportunities of the next generations.**



# PROFILE LOTUS BAKERIES



Krefeld  
(Germany)











# 1. BRANDS AND PRODUCTS

The global brand portfolio is of invaluable importance to the Lotus Bakeries Group. In both the category of biscuits and pastries as well as in the natural snacking category, we have strong brands which we intend to develop in the long term. We implement our marketing strategy by continuously investing in our brands in our home markets whilst also stimulating the international growth of certain brands such as Lotus Biscoff, Lotus Dinosaurus, Nâkd and BEAR. Every Lotus Bakeries brand has its own DNA and target group, and its own story.



## Lotus

Ever since Jan Boone senior founded Lotus Bakeries in 1932, the Lotus brand has been inextricably linked with original caramelized biscuits: a thoroughly Belgian product whose typical taste is due to the caramelization during the baking process. Our caramelized biscuits only contain carefully selected ingredients and are free from artificial colourings and flavourings. The superior quality is reflected in the brand name. It refers to the lotus flower, the ultimate symbol of purity. With its iconic shape and jagged edge, our original caramelized biscuit is gradually conquering the world.

Lotus Bakeries also incorporates the unique flavour of Lotus Biscoff biscuits in spreads and ice cream. Our original caramelized biscuit spread is a perfectly spreadable sweet spread with the familiar, unique taste of Lotus original caramelized biscuits. There are two varieties: crunchy and smooth. As well as being delicious on bread, the spread is also a favourite ingredient for desserts. Lotus Biscoff ice cream is a soft-scoop ice cream

containing crunchy pieces of Lotus Biscoff biscuits and Lotus Biscoff spread. In 2016, Lotus Bakeries launched a new version of Lotus Biscoff ice cream on the market. The Lotus Biscoff ice cream on a stick is made up of a core of Lotus Biscoff ice cream covered in a layer of crunchy Lotus Biscoff spread with a final coating of cracking real Belgian chocolate.

Lotus also offers consumers in Belgium a wide range of cake specialties, including frangipane, madeleine, carré confiture and Zebra, and Breton butter specialties in France. Each of these local traditional cake specialties strongly contributes to Lotus' popularity in the markets in question.

In Belgium and France, both renowned for their waffle culture, Lotus offers an extensive range of waffles: Liège waffles, soft waffles, filled waffles and crunchy galettes.



### Lotus Biscoff

Over the next years, Lotus Bakeries continues to focus fully on the sustainable internationalization of caramelized biscuits and spread. Outside our home markets of Belgium, the Netherlands and France, Lotus original caramelized biscuits are marketed under the brand name 'Lotus Biscoff', a contraction of 'Biscuit with coffee' and a reference to the complementarity of the two tastes. Research shows that whenever coffee and Lotus Biscoff biscuits are consumed together, the two flavours lift one another to a higher level. Our international strategy therefore consists in introducing new consumers to Lotus Biscoff during their regular coffee time.



### Lotus Dinosaurus

These crunchy biscuits are made from a balanced combination of high quality ingredients. The brand inspires and motivates children and young people to discover the world, face challenges and let their imagination run wild. They can count on Lotus Dinosaurus for the energy they need.

Besides the three basic varieties – milk chocolate, dark chocolate and wholewheat – the range also includes 'Lotus Dinosaurus filled' with a light filling of Belgian milk or dark chocolate or vanilla.



### Lotus Suzy

Lotus Bakeries markets waffles with pieces of pearl sugar as well as vanilla waffles under this brand, plain or covered with dark chocolate. The waffles stand out thanks to their high quality, taste and texture. There are several varieties: the classic format, the XL version and the mini-version.

The figurehead of Lotus Suzy is the young lady of the same name who promotes the waffles from her retro van, winning many hearts in the process. Through her presence at heartwarming occasions with family and friends, Suzy always makes a difference. The packaging of the waffles and the communication around the brand exude the same atmosphere.



### Peijnenburg

When baker Harry Peijnenburg started selling his freshly baked gingerbread in Geldrop in the Netherlands in 1883, the Peijnenburg brand was born. The gingerbread was an instant hit and over the years the bakery grew into a proper factory.

Peijnenburg stands for moist gingerbread made from specially selected rye and spices, according to a traditional preparation and baking process. The typical product of the Low Countries is especially popular in the Netherlands. Koninklijke Peijnenburg, the company behind the gingerbread brand, has almost 60% of the gingerbread market there.

Peijnenburg offers gingerbread in a variety of flavours and different formats, including Peijnenburg Zero, a variety with no added sugar. The gingerbread contains only natural sweeteners, without affecting the taste, moistness or structure. The huge popularity of this variety in the Netherlands was demonstrated when Peijnenburg Zero won the award for product of the year in the snack category in 2016.



### Snelle Jelle

In 2002, Dutch brand Snelle Jelle was born. This tasty wholemeal gingerbread snack is packed with carbohydrates and handy to eat on the go. Snelle Jelle focuses on a target group of sporty men and women looking for natural energy for their activities.

Snelle Jelle is a hit and is currently available in eight different flavours. There are also handy takeaway formats, including 'Snelle Jelle Tussendoor': small gingerbread bars with the same familiar taste. Following the success of Peijnenburg Zero, in 2016, the Snelle Jelle range was expanded to include several flavours of Snelle Jelle Zero, a tasty gingerbread with no added sugar.



### Annas

The Annas brand dates from 1929, the year in which Anna and Emma Karlsson opened their bakery near Stockholm (Sweden). There they baked the typical Swedish speciality of pepparkakor biscuits: thin, crunchy biscuits flavoured with ginger and cinnamon.

Annas is a success story in its home markets of Sweden and Finland. The biscuits can also be found on the shelves in some twenty other countries, including the US, Canada and a number of Asian markets.

There are now four different flavours. Although Annas pepparkakor biscuits are available all year round, in Scandinavia they are especially popular at Christmas. Special Annas pepparkakor houses are also sold at that time of the year.

For the 2016 pepparkakor season, Lotus Bakeries launched a special edition on the Swedish market - Annas Ekologiska, an Annas variety made from organic ingredients that bears the EU organic label.



### Nākd

With uncomplicated snacks and bars, Nākd's approach is 100% natural.

The raw, all-natural ingredients – fruit and nuts – are unprocessed (cold pressed), never baked and wheat, lactose and gluten free. Nākd bars contain no added sugars, syrups or other additives.

Nākd is available in more than 25 different flavours. Each variety has its own bright, appealing name and packaging. The ambition? To turn every natural snack into a feast.



### Trek

Trek shares Nākd's natural philosophy, but these snacks are also packed with protein. The nutritionally balanced energy bars and flapjacks help keep blood sugar levels stable and supply long-lasting energy. This makes Trek ideal for anyone wanting a handy energy boost during or after playing sport.

The bars are made from different kinds of fruit and gluten-free cereals with extra protein crunchies. The gluten free cereals in the flapjacks give a healthy boost. The snacks are available in ten different flavours, including Peanut Power, Cocoa Coconut and Morning Berry.



## BEAR

BEAR offers an extensive range of healthy snacks and breakfast cereals. The snacks are made from pure fruit (not concentrate) and vegetables. The philosophy behind the brand is as simple as it is ambitious: making families happier and healthier with products that children enjoy and their parents can trust.

The innovative range of healthy snacks from BEAR includes Yoyos (fruit rolls), Paws (fruit snacks for toddlers) and Claws (shapes made of one third vegetables and two thirds fruit). BEAR only uses gently baked, freshly picked seasonal fruits. The products are free from added sugars, concentrate, preservatives and stabilizers.

BEAR Yoyos make it easier for parents to get their children to eat more fruit. Every Yoyos pack contains a set of cards to collect, to make it even more fun. BEAR Paws are the first ready-to-eat snack for toddlers made from pure fruit. This snack contains a fun element too: matching the shape with the correct animal encourages shape recognition.



## Urban Fruit

With its modern product range, Urban Fruit has been offering a healthy, natural and tasty alternative to traditional snacks since 2010. The products are gently baked, natural pure fruit snacks. Urban Fruit wants to offer a solution to busy young adults who like eating fruit but in a handy way, on the go.

As Urban Fruit stands for pure nature, there are no added sugars, sulphites or fats. The brand also offers appealing snacks made from more unusual fruits such as strawberries or raspberries. There are a total of eight varieties. They are offered in snack packs to eat on the go as well as larger packaging formats.







Tel Aviv  
(Israel)



## 2. LOTUS BAKERIES 2016: WE ARE CONSTANTLY PUSHING OUR BOUNDARIES

Our dream of conquering the world with Lotus Biscoff is gradually coming true. Sales of our Lotus Biscoff biscuits are growing strongly in the US and UK and Lotus Biscoff spread is winning over the Middle East in particular. But we are spreading our wings just as wide with the natural snacking segment. So last year strengthening was the buzzword. For our sales offices and support departments - not forgetting production of course.

### 01. AROUND THE WORLD WITH LOTUS BISCOFF

Besides our 16 own sales offices in Europe, the United States and Asia, we work closely with distributors in more than 40 export markets. These are local partners with their own strong business networks. All of these commercial partnerships are brought together in the International Distributors area.

Linking up with the right distributor is key to success in certain export markets. So we do not take any risks when adding new partners to our network. When exploring new markets and selecting and guiding distributors, we follow a tried and tested step-by-step plan, using set checklists, closely aligned with our global sales strategy.

International Distributors is dedicated to the internationalisation of Lotus Biscoff, for both biscuits and spread. The most important markets we approached in this way in 2016 are Saudi Arabia, Israel, Kuwait, Japan, the United Arab Emirates, Italy, Bahrain, Lebanon and Australia.



## “Lotus Biscoff spread is breaking through as an ingredient in the Middle East”

**Bart Bauwens**

General Manager International Distributors

“The rise of Lotus Biscoff in the Middle East is one of the key trends of last year for International Distributors. Bahrain and Qatar were the rising stars among the emerging markets of 2016. Not only did we strengthen our position in the foodservice and out-of-home channels with Lotus Biscoff biscuits, we also successfully launched our Lotus Biscoff spread in the Middle East. Unlike many other countries where consumers enjoy Lotus Biscoff spread on bread, our spread is breaking through as an ingredient in the Middle East. The fact that all of our products are halal obviously contributes to the success of our product in Middle East.

Last year, we also made great strides in understanding our export markets better, so we can offer our distributors more targeted guidance. And we put considerable effort into strengthening and improving our network itself.

For instance, a new partnership led to a breakthrough in Japan, especially in the convenience stores segment. In Brazil, we managed to consolidate our position in the out-of-home channel by joining forces with the largest coffee chain in the country. What better way to introduce the biscuit with coffee to this major Latin American market?”



## 02. READY FOR FUTURE VOLUMES

Thanks to several major new contracts, both from our own sales offices and via International Distributors, we experienced very strong volume growth for Lotus Biscoff biscuits and spread in 2016. This continues the momentum of 2015.

### Even greater volumes

For decades, we achieved steady growth for Lotus Biscoff in markets such as the US and the UK, but in the last few years sales have shot up. “Since its launch in the 80s, Lotus Biscoff has really caught on in the US as the airline cookie”, says Jean-Paul Van Hoydonck, production manager Lembeke. “When we recently tied up with another major airline, this suddenly gave demand for portion packs of Lotus Biscoff biscuits a serious boost. In the UK, we also managed to add an extra supermarket chain to our distribution portfolio.”

### Expansion in hall two

The result: the factory in Lembeke, where all Lotus Biscoff for the whole world are manufactured, was finding it harder and harder to keep up. Extra production and packaging capacity was urgently needed. First of all, we investigated whether further expansion was possible on the existing production floor. There was an opportunity in the second hall, where there was enough room for an extra production line. Over the summer, this line was installed to produce portion packs of Lotus Biscoff.



Lotus Biscoff production team Lembeke

### Third production hall under construction

“Thanks to this extra line in the second hall and round-the-clock production, we were able to move up a gear, but our capacity problem was still not totally eliminated”, continues the production manager. “So, just before the summer, we laid the first stone for a third production hall, which can house extra production lines for Lotus Biscoff. At this stage a first production line will be installed and since March 2017, the first Lotus Biscoff biscuits are rolling off its conveyor belt.”

### Other investments

Besides Lotus Biscoff biscuits, the plant in Lembeke also houses the production of Lotus Biscoff spread. And sales of this product also enjoyed a boost last year, led by the Middle East, where they love the taste of Lotus Biscoff. Jean-Paul Van Hoydonck: “We’ve considerably strengthened

the machinery we have available for producing Lotus Biscoff spread. We’ve also invested in our margarine production, which already supplies our other sites. Extra storage capacity has been provided for this in the chiller hall.”

### New facilities

“Naturally, all of this additional production capacity goes hand in hand with extra staff to keep the entire production and logistics chain on track”, assures Jean-Paul Van Hoydonck. “So we’re also working on new changing rooms, toilet facilities and a canteen for a total of eighty staff. The staff facilities are in addition to the production hall and will be ready by June 2017.”



On 3 June 2015, a major fire destroyed our waffle factory in Meise. In the subsequent months, it was decided not to rebuild the factory, but to centralise waffle production at our waffle and galette factory in Courcelles. Plant manager Courcelles Yves Boisdhengien:

**“Thanks to the new production lines we’ve been able to more than double our capacity in Courcelles”**

“We studied a variety of scenarios for making up production capacity at Meise: rebuilding the factory from scratch in the same location, a new factory on a nearby industrial estate or moving production to Courcelles. After a thorough evaluation, the third option was given the green light.

To make up the production volume at Meise, we started building extra lines in the spring of 2016. This led to the doubling of capacity at Courcelles.

Besides new production lines, the existing infrastructure was also given an update. For example, the automatic dosing systems for ingredients were replaced on all existing workstations. An extra flour silo was also installed and the storage capacity was temporarily expanded by clever interventions with storage space. There are also plans on the table to build additional storage space, for both raw materials and finished products.

Finally, we have been able to welcome lots of new colleagues to help keep production on track.”

Waffles production team Courcelles



### 03.

## NATURAL SNACKING SPREADS ITS WINGS

All over the world, natural snacking is on the rise. For this reason, in 2015, Lotus Bakeries decided to invest in two innovative British companies: Natural Balance Foods and Urban Fresh Foods. The first offers fresh date and cashew nut bars under the Nākd and Trek brands and the second brings fruit snacks to the market. This is under the BEAR brand for kids, while Urban Fruit is aimed at adults.

The activities in the natural snacking segment are housed in a brand-new Natural Foods business unit. Natural Balance Foods' and Urban Fresh Foods' offices in the UK are responsible for the local commercialisation

of the brands and also determine the brand strategy. In addition two new sales offices were set up in 2016: one sales team focuses on the European market, and the other prepares for the launch of the brands in the United States in 2017. In countries where Lotus Bakeries has its own sales office, they can of course call upon the teams and the extensive local network. As with Lotus Biscoff, we rely on local commercial partners for countries in which Lotus Bakeries does not have its own sales offices. In the first instance, the focus lies on the internationalisation of Nākd and BEAR.

#### Nākd conquers the Netherlands

For Nākd, 2016 was the year in which it was introduced into the Dutch market. Business Unit Manager Natural Foods Europe Leon Broer:

"Retail in the Netherlands has a product range strongly geared to healthy food and snacks and believed in this new product category from day one. Together with a retail partner, we managed a large-scale rollout of seven different varieties of Nākd in store. In addition to a prominent presence in a variety of strategic locations in store – including the snack aisle itself, the till and separate displays – we also used online and offline promotions to familiarise consumers with the category.





Team Natural Foods Europe

The launch of Nākd in a variety of out-of-home channels – petrol stations, vending machines in school cafeterias and catering companies – was an important step in this direction. The results were impressive: in just one year we achieved a nice turnover in the Netherlands.”

#### **Internationalisation of BEAR out of the starting blocks**

In 2016, BEAR Yoyos experienced a huge increase in turnover globally compared with the previous year. The lion’s share of sales took place in their home country, the UK. There, BEAR rose to the number one spot for natural fruit-based snacks for kids in just seven years. The promotion with collection cards boosted sales there, as did back-to-school and Halloween campaigns.

But BEAR moved up a gear in terms of internationalisation as well. Paul Hunter, managing director Urban Fresh Foods: “We recorded our first sales results in Belgium and the Netherlands and the International Distributors area was off the blocks with launches in amongst others



Management team Urban Fresh Foods

**“The further internationalisation  
of BEAR will also remain  
our top priority for the next  
few years”**

**Paul Hunter**

Managing director Urban Fresh Foods

Sweden, Ireland, the Middle East and Iceland. In Iceland, for instance, over five rolls per child were sold. BEAR isn't yet on the shelves in the US, but the Natural Foods United States team is hard at work preparing for the launch.

The further internationalisation of BEAR will also remain our top priority for the next few years.”

## MAPPING OUR INTERNATIONAL PRESENCE

### CANADA

New commercial partner for Lotus Biscoff, Lotus Biscoff spread and Annas.



### UNITED STATES

As of 2016, the US is our largest market for Lotus Biscoff.

### UNITED STATES, CHARLOTTE (NORTH CAROLINA)

To prepare for the launch of Nākd and BEAR in the US, we set up a Natural Foods sales office.

### UNITED STATES, MEBANE (NORTH CAROLINA)

Announcement of the location of the first Lotus Biscoff manufacturing facility outside Belgium.



### UNITED KINGDOM

Urban Fresh Foods becomes the number one branded dried fruit snacking manufacturer. Nākd becomes the number four in the category cereal bars & healthy biscuits.



### BRAZIL

Largest Brazilian coffee chain now serves each of its 750,000 coffees a month with a Lotus Biscoff.



## BENELUX

Brand new Natural Foods Europe team starts out with the launch of Nâkd.

## BELGIUM

Construction of a third production hall for Lotus Biscoff and commissioning of an extra production line for Lotus Biscoff in Lembeke.

Centralization of the waffle production at the plant in Courcelles.

## THE NETHERLANDS

Launch of Snelle Jelle Zero.



## SWEDEN

Special edition Annas Ekologiska, a variety with organic ingredients.

## CHINA

Launch of Lotus Biscoff on a Chinese airline.



## FRANCE

Household penetration for Lotus Biscoff in France reaches the 20% mark for the first time.

## JAPAN

Lotus Biscoff takes its place on the shelves of the second largest chain of convenience stores.

## BAHREIN - QATAR

Emerging market for Lotus Biscoff and Lotus Biscoff spread.



## THAILAND - MALAYSIA

Start of cooperation with a new commercial partner for Lotus Biscoff.

## AUSTRALIA

Lotus Biscoff conquers the shelves of one of the largest Australian retailers.







# 3. ORGANIZATION

## 1. Group structure and day-to-day management

The Executive Committee ("EXCO") defines Lotus Bakeries Group's strategy and objectives and submits them to the Board of Directors for approval. This strategy is implemented by the country and regional organizations ("areas") in the different business units, supported by the various corporate departments.

### Executive Committee 2016

Composition of the EXCO since 1 January 2016:

- Jan Boone, CEO
- Isabelle Maes, CFO
- Ignace Heyman, COO
- William Du Pré, Corporate Director Quality, Procurement and R&D Management

### Business Units

#### Business Unit Biscuits & Bakeries

- Belgium
- Netherlands
- France
- Sales Offices Europe
- United States
- Sales Offices Asia
- International Distributors

#### Business Unit Natural Foods

- Natural Balance Foods
- Urban Fresh Foods
- Sales Offices Europe
- Sales Offices United States

#### Business Unit Customer Brand Business

### Corporate Departments

Corporate Controlling / Treasury / Tax  
R&D / Corporate Quality & Food Law  
Corporate Procurement  
Global Brand & Customer Development  
Corporate HR  
ICT (IT/SAP)  
Legal, IP & Corporate Communication

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William Du Pré - Corporate Director Quality, Procurement and R&D Management

Ignace Heyman - COO

Jan Boone - CEO

Isabelle Maes - CFO





**Jan Boone** has been CEO of Lotus Bakeries Group since 2011 and leads the members of the EXCO on a day-to-day basis. He began his career in the audit department of PwC. From 2000-2005, he was responsible for corporate controlling, reporting and M&A at pharmaceutical company Omega Pharma. He sat on the Executive Committee and Board of Directors there. Jan joined Lotus Bakeries as General Manager and Director in May 2005.

**Isabelle Maes** is CFO of Lotus Bakeries Group. She began her career as an auditor for PwC. In May 2001, she moved to the Barry Callebaut chocolate company. Having fulfilled various roles and been involved in various projects in Finance and SAP, she was appointed Finance Officer of Barry Callebaut Belgium in 2006. Since May 2014, Isabelle has fulfilled the role of CFO at Lotus Bakeries Group.

**Ignace Heyman** is COO of Lotus Bakeries Group. He pursued a career in marketing in both Belgium and France, firstly at Procter & Gamble, PAB Benelux (Panzani-Amora-Blédina) and then at Reckitt Benckiser. In 2008, Ignace joined Lotus Bakeries as Marketing Director Belgium, before going on to become Corporate Director Marketing in 2011. From mid-2012 to the end of 2015 he was General Manager France.

**William Du Pré** is Corporate Director Quality, Procurement and R&D, in charge of these corporate departments. William's career with Lotus Bakeries began in 1982. Over the years, he has occupied a variety of sales roles. He has been General Manager Belgium for almost ten years (2007-2015).

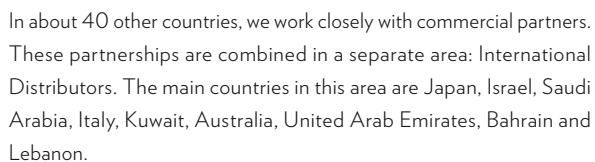
In September 2017, **Mike Cuvelier** will take over as the new CFO and the EXCO will be expanded with the role of CEO Natural Foods. This new role will be fulfilled by Isabelle Maes. Mike began his career in 1996 as an auditor for PwC. Between 2000 and 2013 he fulfilled various controlling roles at Bekaert in the US, Asia and finally Vice President Control Global Business Platforms in Belgium. From June 2013 onwards Mike was CFO of the Unilin Group, part of Mohawk Industries.

Together with the general managers from the various areas within the business units, the EXCO members form the Group Management Team ("GMT"). Each area implements the Lotus Bakeries strategy according to a clearly defined business model. The corporate departments advise and support the Lotus Bakeries Group across all business units and areas and report directly to the EXCO.

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The former presbytery in Lembeke has been fully renovated and incorporated into a modern office complex accommodating Lotus Bakeries headquarters.

Lotus Bakeries has a total of sixteen Sales Offices in Belgium (3), France, the Netherlands, the UK (3), Spain, Germany, Sweden, Switzerland, the Czech Republic, the US, China and South Korea.

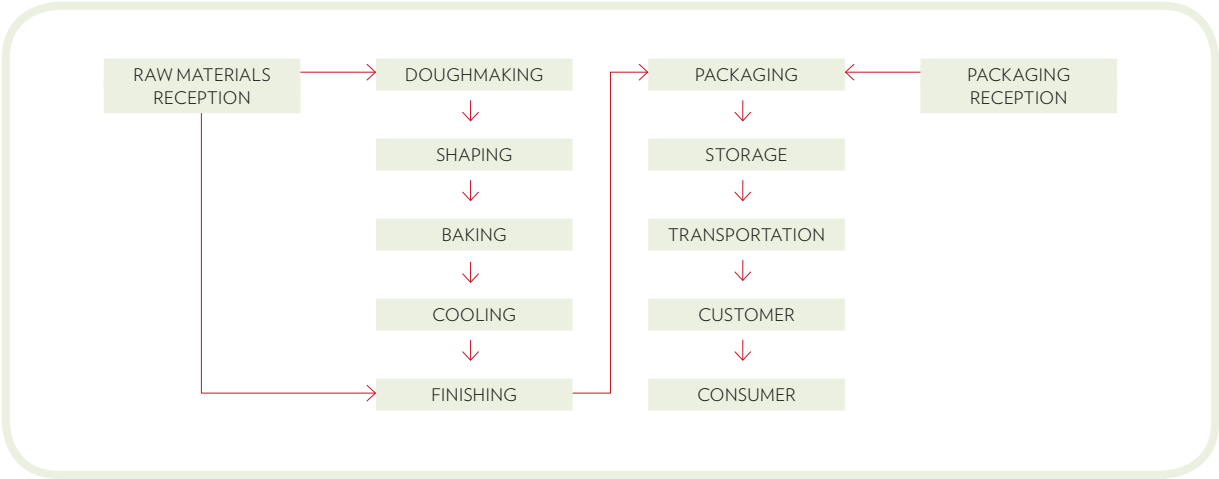


The business unit 'Natural Foods' combines all of Lotus Bakeries' activities in the natural snacking segment. This business unit covers the Natural Balance Foods and Urban Fresh Foods teams as well as the new Natural Foods sales teams for Europe and the United States, which were established in 2016.

3. Production sites

Production for the traditional specialities takes place at various Lotus Bakeries sites. To guarantee the typical characteristics of our extensive product range, we deploy various production technologies. Mastering, managing and developing these technologies represent a permanent challenge for Lotus Bakeries Group. We therefore try to limit the number of products and technologies for each production site and to centralize production processes in specialized plants.

Lotus Bakeries has a total of ten production sites. They are spread across Belgium, France, the Netherlands and Sweden. We also have our own distribution centre in Lokeren (Belgium). Each production site focuses on a specific product or product category. Since September 2015, Lotus Bakeries has borne the CO<sub>2</sub>-Neutral Label.



**Belgium**

Lembeke	Lotus Biscoff, Lotus Biscoff spread and Lotus Dinosaurus
Courcelles	Lotus Suzy waffles, soft waffles and galettes
Oostakker	Lotus cake specialties
Eeklo	Caramelized biscuits, caramelized biscuits spread
Lokeren	Distribution centre

**France**

Briec-de-L'Odét	Breton butter specialties
Comines	Lotus cake specialties and filled waffles

After the devastating fire in our factory in Meise (Belgium) on 3 June 2015, we invested in new production lines at our waffle factory in Courcelles (Belgium). The new production lines have been operational since the end of 2016.

In July 2016, an extra production line came into service at our factory in Lembeke (Belgium) for production of portion packs of Lotus Biscoff biscuits. By the second half of 2016, construction of the third production hall for Lotus Biscoff was well underway, in which extra production lines will be installed. A first production line has become operational in March 2017.

In September 2016, Lotus Bakeries announced the location for the construction of the first Lotus Biscoff manufacturing facility outside Belgium, in Mebane, North Carolina (USA). Work started in 2017 and the first Lotus Biscoff cookies should roll off the conveyor belt at the start of 2019.

**The Netherlands**

Enkhuizen	Enkhuizer biscuits and cake specialties
Geldrop	Peijnenburg gingerbread
Sintjohannesga	Peijnenburg gingerbread, Snelle Jelle gingerbread

**Zweden**

Tyresö	Annas pepparkakor biscuits
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4. Personnel

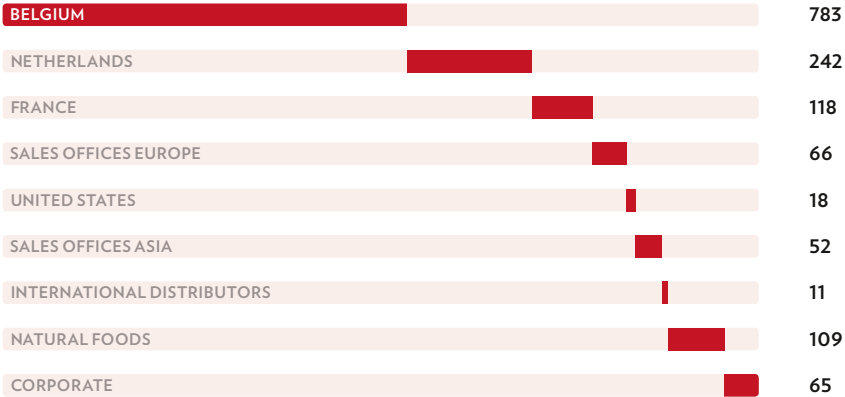
Evolution



The proportion of men and women



Number of employees per area





# REPORT OF THE BOARD OF DIRECTORS



Guatemala City  
(Guatemala)







# 1. ACTIVITIES IN 2016

## 1.1 Market situation and sales results in 2016

### General evolution of turnover

2016 was a historic year for Lotus Bakeries Group in which our turnover exceeded half a billion EUR for the first time. Turnover increased by 23% to EUR 507 million. The organic growth is due almost entirely to continuing international growth of Lotus Biscoff and Lotus Biscoff spread plus the contribution of Natural Foods. It amounts to EUR 54 million or 11,6%<sup>(1)</sup>.

As of this year, the United States is Lotus Bakeries' largest market for **Lotus Biscoff** (the word Biscoff is a contraction of 'Biscuit with Coffee'). Lotus Biscoff has been sold in the United States for almost 30 years. The biscuit has grown from the out-of-home channel, where it was mainly offered during domestic flights in the United States. For about a decade, Lotus Biscoff has been available in most supermarket chains, where the product has also experienced very strong growth. Lotus Biscoff has also managed to win over more and more people in the Middle East, Europe and Asia. Globally, around 6.2 billion Lotus Biscoff biscuits were consumed this year.

**Lotus Biscoff spread** has also grown very strongly in Europe and experienced exponential growth in the Middle East. Lotus Biscoff is a popular flavour in that region and Lotus Biscoff spread is used in many ways, including on bread, as a topping or in desserts.

In the **gingerbread** category, Peijnenburg's market share remains stable, thanks to the launch of Peijnenburg Zero, a no added sugar version that is on trend and very popular with consumers.

In the home markets, Lotus **waffles and pastries** remains a very important category which has experienced slight growth.

As of last year, Lotus Bakeries is also active in the **natural snacking** market with the four brands Năkd, Trek, BEAR and Urban Fruit. These Natural Foods brands have continued to grow strongly in 2016, making a significant contribution to Lotus Bakeries' organic growth.

Since nearly 20% of the turnover is generated in the United Kingdom, the weakening of the pound sterling in the second half of the year had a significant impact on Lotus Bakeries' turnover.

### Evolution of turnover

(in millions of EUR)

2016	507.2
2015	411.6
2014	347.9
2013	332.3
2012	288.5

(1) Organic growth including exchange rate effects amounts to 8.8%.

1.2 Main projects and investments

In 2016, Lotus Bakeries mainly invested in the expansion of capacity. Investments totalled EUR 37.5 million. 2017 will also be a year of significant investment, both in additional capacity and in efficiency improvements.

Here is an overview of the main projects:

1.2.1 Expansion of Lotus Biscoff factory in Lembeke

An extra production line was installed in July 2016 capable of producing portion packs of Lotus Biscoff. The construction of the third production hall is well underway, with an extra production line already being installed, which is operational since March 2017.

1.2.2 New Lotus Biscoff factory in the United States

At the end of 2015, it was decided to build a Lotus Biscoff factory in the United States. An improved ecological footprint and shorter delivery times, meaning even fresher products for end-consumers, are the key factors underlying this strategic decision.

For the first time, Lotus Biscoff will be made on a different continent, a major and strategic step for Lotus Bakeries.

Following in-depth studies of various locations, it was decided to build the factory in Mebane, North Carolina (United States). According to the current schedule, construction is set to start in 2017 and will last just under two years.

1.2.3 Waffle production at Courcelles

On 3 June 2015, the waffle factory at Meise was totally destroyed by a major fire. By investing in two new production lines at Courcelles the entire waffle and galette production in Belgium could be housed in a single factory. The new lines have been operational since the end of 2016.

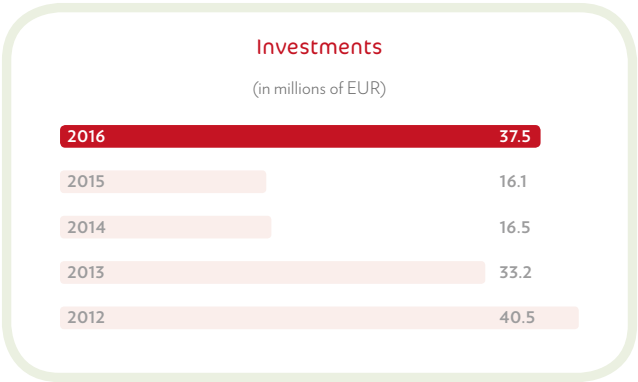
In October 2015, a social plan was agreed with the former employees of the factory at Meise.

Following constructive meetings with the insurance companies, an agreement was reached in October 2016 regarding the compensation for the loss suffered as a result of the fire.

1.2.4 Other investments

Besides investing in the expansion of capacity, we continue to invest in initiatives to increase the operational efficiency of the factories. For example, a new oven and a new line for Lotus Zebra have been installed in the cake factory at Oostakker. Further automation has also taken place in the gingerbread factory at Sintjohannesga (Netherlands).

Creating an optimal working environment for our employees is crucial. New offices have been opened for the Lotus teams in France and South Korea, as well as for the new Natural Foods colleagues in London, Oxford and Geldrop.



## 2. FINANCIAL INFORMATION

### 2.1 Profitability and evolution of costs

The recurrent operating result (EUR 83.9 million) and recurrent operating cash flow (EUR 101.6 million) increased by almost EUR 20 million compared to the previous year.

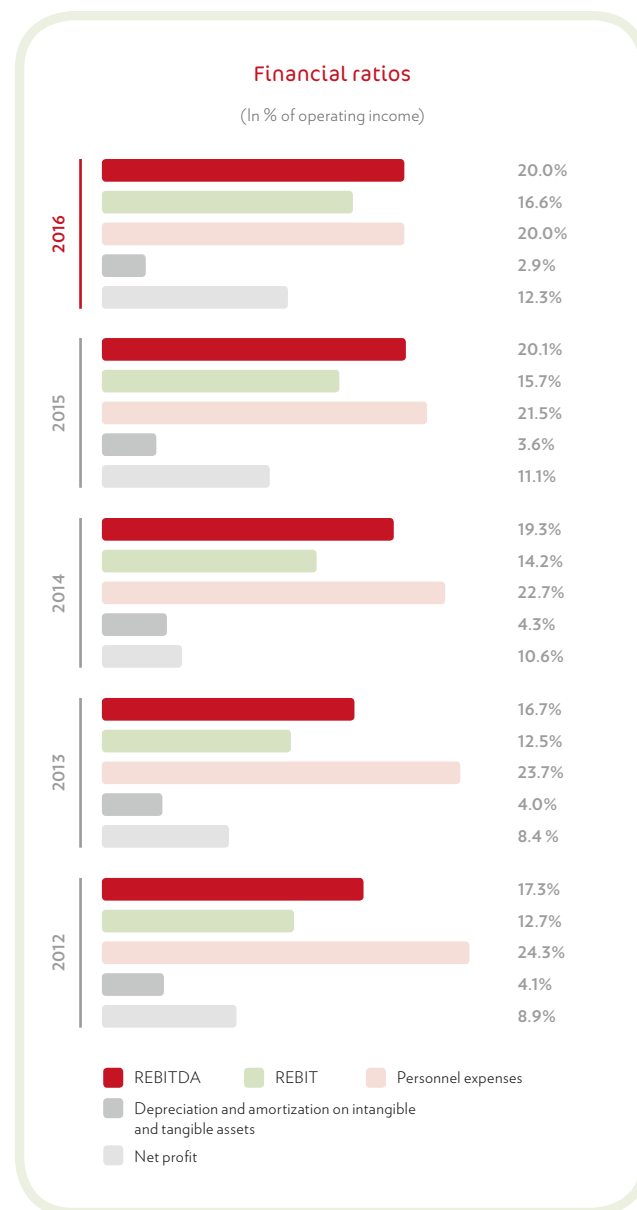
The increase in the operating result is due to strong growth in turnover for Lotus Biscoff, Lotus Biscoff spread and natural snacks. This has also led to more efficient use of the available production capacity.

A strong presence in the out-of-home segment, major emphasis on promotional activities at the point of sale and investment in media campaigns for our key products remain the three basic pillars of growth, on which the company continued to focus in 2016.

We are also convinced that people make the difference, and continue to build strong teams which pass on and implement Lotus Bakeries' strategy thoroughly and consistently.

The non-recurrent operating result amounts to EUR 4.5 million and mainly relates to the compensation received for the Meise waffle factory, which was destroyed by a major fire in June 2015. Most of the costs for this occurred in 2015. The non-recurrent result also encompasses restructuring costs and the amortization of the Wieger Ketellapper brand.

The financial result of EUR -2.7 million is largely made up of interest expenses.





The tax expense is EUR 23.3 million or 27.2% of the profit before tax. This is in line with the tax burden in 2015.

The net result increases by EUR 16.8 million (+36.9%) compared with 2015 to stand at EUR 62.5 million. The net result is increasing proportionately stronger than the recurrent operating result in view of the significant non-recurrent income.

The Lotus Bakeries policy of passing on changes in raw materials and packaging prices and other cost elements, in combination with production efficiencies, will be consistently continued.

## 2.2 Principal risks and uncertainties

The text below describes the business risks as assessed by the Executive Committee of Lotus Bakeries. The Lotus Bakeries Group's greatest market risks are fluctuations in raw material and packaging prices, and exchange rates.

### 2.2.1 Raw material and packaging costs

The risk of negative consequences of fluctuations in raw material prices on the results is limited by the signing of forward contracts with a fixed price for the most important volatile raw materials. For other raw materials and for packaging, yearly agreements are made when possible.

### 2.2.2 Currency risk

Purchasing takes place predominantly in euros. On the sales side too, a very significant portion of the turnover is invoiced in euros. The main foreign currency transactions related to buying and selling are in USD, GBP, CHF, SEK, CNY and KRW. Lotus Bakeries Group seeks to net out as far as possible its purchases and sales in foreign currencies, with net foreign exchange risks hedged if necessary by forward and/or option contracts if there is a material unhedged net risk for the Group.

Lotus Bakeries' consolidated financial statements are presented in euros. The operating results and financial position of each Lotus Bakeries company whose functional currency is not the euro have to be converted into euros at the applicable exchange rate for inclusion in the Group's consolidated financial statements. Lotus Bakeries does not hedge against this "translation risk". However, the Group does try to limit this exposure by financing the activities of Lotus Bakeries companies in their functional currency where possible.

A 5% lower average rate for Lotus Bakeries' key foreign currencies would have had a negative impact on the net profit amounting to a total of kEUR 1,546. A 5% higher average rate for Lotus Bakeries' key foreign currencies would have had a positive impact on the net profit amounting to a total of kEUR 1,709.

CURRENCY RISK

	EFFECT ON THE NET RESULT OF THE LOWER AVERAGE RATE OF 5% (AMOUNT IN KEUR)	EFFECT ON THE NET RESULT OF THE HIGHER AVERAGE RATE OF 5% (AMOUNT IN KEUR)
USD	(597)	660
GBP	(520)	575
CNY	(192)	212
Other	(237)	262
Total	(1,546)	1,709

2.2.3 Interest rate risk

The interest rate risk is the risk associated with interest-bearing financial instruments and relates to the risk of the fair value or related interest cash flows of the underlying financial instrument fluctuating due to future changes in market interest rates.

Lotus Bakeries Group's objectives with regard to interest rate risks are to reduce fluctuations in income, limit interest expenses in the long term and protect future cash flows against the impact of significant negative interest rate fluctuations.

As part of managing its interest rate risks, where necessary, the Group enters into interest rate agreements to convert a variable rate into a fixed rate. As of 31 December 2016, the majority of financial interest-bearing liabilities (kEUR 115,000) were hedged at a variable rate under such agreements.

A change in the Euribor rate by ten basis points in 2016 would have had an impact on interest expenses amounting to approximately kEUR 91.

2.2.4 Credit risk

The Lotus Bakeries Group opts to conclude contracts as far as possible with creditworthy parties or to limit the credit risk by means of securities.

The Lotus Bakeries Group has a diversified international customer portfolio, consisting mainly of large retail, cash-and-carry and food service customers in various countries. For export outside Western and Northern Europe, the United States, South Korea and China, the Lotus Bakeries Group works on a documentary credit basis or uses credit insurance. The average number of days' customer credit is relatively limited. Within the Lotus Bakeries Group, there are strict procedures to accurately follow up on customers and to handle possible risks as quickly and as efficiently as possible.

For financial operations, credit and hedging, the Lotus Bakeries Group works only with established financial institutions.

2.2.5 Liquidity risk

Lotus Bakeries uses an international cash pooling structure for daily cash pooling where possible. Lotus Bakeries also closely monitors the amount of short-term funds and the ratio of short-term funds to its total debts, as well as the availability of committed lines of credit in relation to the level of outstanding short-term debt.

In connection with the acquisition of Natural Balance Foods Ltd in 2015, put options were granted to third parties with respect to the remaining non-controlling interests, where these put options give holders the right to sell part or the whole of their investment in this subsidiary. A financial liability is shown on the consolidated balance sheet for this, which could potentially result in a larger cash outlay if the acquired entity performs better than forecast in the long-term business plan. Further details are given in note 21 in part 2 of the 2016 annual review.

In view of the significant cash flow from operations compared with the net financial debt position, and the available committed lines of credit, the liquidity risk for the Lotus Bakeries Group is low.

### 2.2.6 Balance sheet structure

Lotus Bakeries aims for a capital structure (the balance between debt and capital) which will give it the required financial flexibility to implement its growth strategy.

Lotus Bakeries strives to keep the proportion of net financial debt (defined as interest-bearing financial debt - monetary investments - liquid assets - treasury shares) and the recurrent company cash flow (REBITDA) at what is considered to be a normal healthy level in the financial market.

FINANCIAL RATIOS	2016	2015	2014	2013	2012
Days customer credit	37	45	41	40	38
Solvency ratio (%)	45.3	38.1	59.5	51.3	53.7
Net financial debts / Rebitda*	0.93	1.83	0.30	0.88	0.48
Net profitability of equity (%)	25.1	21.0	18.3	16.3	17.7

(\*) REBITDA normalized for the impact of acquisitions

### 2.2.7 Product liability risks

The production, packing and sale of food products give rise to product liability risks. Lotus Bakeries applies the highest product safety standards to the entire production and distribution process, from the purchase of raw materials through to the distribution of the final product, supported and guaranteed by structured procedures and systematic internal quality audits. External audits take place at regular intervals.

The necessary product liability insurance has been subscribed within reasonable limits.

### 2.2.8 Pension scheme risks

The form of and benefits under pension schemes existing within the Lotus Bakeries Group depend on the conditions and customs in the countries involved. Pension benefits can be provided under defined contribution schemes or defined benefit schemes.

A major portion of these pension schemes are defined contribution schemes, including in Belgium, France, Sweden and the United States.

These are funded by employer and employee contributions and charged to the income statement of the year in question. Under this type of scheme, there is no legal or constructive obligation to pay further contributions irrespective of the capacity of the funds to pay future pension contributions.

Because of the Belgian legislation applicable to second pillar pension plans (so-called 'Vandenbroucke Law'), basically all Belgian defined contribution plans have to be considered under IFRS as defined benefit plans because of the minimum guaranteed return, although it is normally insured by an external insurance company that collects and manages the contributions. This 'Vandenbroucke Law', which came into force in 2004, stipulates that, in the context of a defined contribution plan, the employer must guarantee a minimum return of 3.75% on employee contributions and 3.25% on employer contributions. As from 1 January 2016, these percentages were replaced by a single percentage which changes in line with market rates, subject to a minimum of 1.75% and a maximum of 3.75%, which reduces the risk for the employer.

In the Netherlands a defined benefit pension plan has been concluded with BPF. Because employers pay a fixed contribution, the scheme falls under the defined contribution scheme.

Defined benefit pension schemes exist in the Dutch and German subsidiaries. In certain companies provisions also exist for early retirement ('bridge') pensions (Belgium) and pension obligations resulting from legal requirements (France). These are also treated as defined benefit schemes. For these defined benefit schemes the necessary provisions are set up based on the actuarial present value of the future obligations to the employees concerned.

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

- Changes in bond yields: a decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's bond holdings.
- Salary risk: the majority of the plans' benefit obligations are calculated by reference to the future salaries of plan members. As such, a salary increase of plan members higher than expected will lead to higher liabilities.
- Longevity risk: pension plans provide benefits to the participants throughout their remaining lives. An increase in life expectancy will therefore result in an increase in the pension plan obligations.

## 2.3 Financial instruments

The Lotus Bakeries Group uses financial instruments to hedge the risk of adverse exchange and interest rate fluctuations. No derivatives are used for trading purposes. Derivatives are initially measured at cost and thereafter at fair value.

## 2.4 Research and development, innovation and sustainability

### 2.4.1 Innovation and product development

The quality of all Lotus Bakeries products is an absolute priority and all employees are intensely involved in the continuous drive for high quality products and processes, which are audited internally as well as externally.

The R&D department hopes to contribute to better products with new insights into processes and the interactions between various ingredients. In this, Lotus Bakeries does not only employ its own expertise but also calls on the expertise of well-known university knowledge centres, and of existing innovation platforms set up by the food industry. According to the calculation method of the IWT, Lotus Bakeries invests more than twice the average of the food sector into R&D.

The continuous flow of ideas into the innovation funnel is managed efficiently by R&D.

### 2.4.2 Sustainability

The 'Care for Today - Respect for Tomorrow' programme represents in a clear way how Lotus Bakeries is handling sustainability. This programme has been widely communicated to all employees and the Board of Directors. At the end of 2014, Lotus Bakeries began testing this programme with all its stakeholders in accordance with the Global Reporting Initiative (GRI), version GRI-G4. You can read the result about the progress so far in the chapter 'Care for Today - Respect for Tomorrow'

## 2.5 Significant facts after 31 December 2016

No significant events have occurred after 31 December 2016.



### 3. PROSPECTS FOR 2017

2016 was a historic year for Lotus Bakeries in which turnover for the first time exceeded half a billion EUR (EUR 507 million) and recurrent operating cash flow surpassed EUR 100 million (EUR 102 million). The 23% growth was due to very strong international growth of Lotus Biscoff and Lotus Biscoff spread, and the growth of natural snacking.

In 2016, the first steps were also taken towards further internationalization of natural snacks under the Nākd and BEAR brands. Nākd was successfully launched in the Netherlands. Investment was also made in a team ready to roll out BEAR, in addition to Nākd, in the Netherlands in 2017, and to introduce these brands to Belgium, Germany and the United States.

2016 was also a year of very heavy investment in expanding production capacity. In 2017 the Lotus Biscoff factory in Lembeke will be further expanding and construction works will be started for a Lotus Biscoff factory in the United States. Work is on schedule, so that the first Lotus Biscoff should roll off the production line at the beginning of 2019. As far as waffles are concerned, all production in Belgium is now centralized in one single factory.

The first half of the year saw unprecedentedly strong growth for Lotus Biscoff and Lotus Biscoff spread in the Middle East and the United States. Turnover also grew strongly in the United Kingdom, for both Lotus Biscoff and natural snacking. Lotus Bakeries also achieved strong organic growth in the second half of the year. However, the weaker pound sterling following the Brexit referendum result is having a significant impact on the consolidated turnover.

Following a year of record growth in absolute terms, the aim is to consolidate this turnover in 2017. A challenging ambition, bearing in mind the negative impact of the weaker pound sterling. This impact is expected to be greatest in the first half of 2017.

The Management and the Board of Directors of Lotus Bakeries are convinced that the current strategy is the right way to continue to grow in the long term, in a sustainable and profitable manner.

## 4. RESULTS AND PROPOSAL FOR APPROPRIATION OF RESULTS

### Consolidated

The consolidated net profit for 2016 amounted to EUR 62.5 million as compared to EUR 45.6 million last year.

### Statutory

The results for 2016 for the parent company Lotus Bakeries NV are as follows:

IN EUR	
Profit for the financial year	18,689,724.41
Transfer from untaxed reserves	-
Transfer to untaxed reserves	-
<b>Profit for the year available for appropriation</b>	<b>18,689,724.41</b>

The Board of Directors proposes to appropriate the profit as follows:

IN EUR	
Allocation to legal reserves	286.00
Allocation to other reserves	5,248,053.81
Distribution of a gross dividend <sup>(1)</sup>	13,191,384.60
Distribution of emoluments to directors	250,000.00
<b>TOTAL</b>	<b>18,689,724.41</b>

(1) The dividends on the purchased Lotus Bakeries shares will be paid to Lotus Bakeries NV and, as a consequence, will not be suspended.

In line with legal requirements, the balance sheet presented for the approval of the shareholders has been drawn up based on this distribution.

If the Ordinary General Meeting of Shareholders of 12 May 2017 accepts the Board of Directors' proposal to distribute a gross dividend of EUR 16.20 per share, this gross dividend per share - after deducting a withholding tax of 30% - will be payable as from 22 May 2017 on surrender of coupon no. 29 at Degroof - Petercam, BNP Paribas Fortis, Belfius, ING Bank and KBC Bank.

### Gross dividend

(in EUR)

<b>2016</b>	<b>16.20</b>
2015	14.20
2014	12.40
2013	10.80
2012	9.80

## 5. CORPORATE GOVERNANCE DECLARATION

Lotus Bakeries has adopted a Corporate Governance Charter under which we commit to apply the principles of the Corporate Governance Code of 12 March 2009 and to respect the associated legal norms and regulations. The charter outlines our corporate governance policy and the internal rules of procedure of the Board of Directors, the Committees and the Executive Committee. It can be consulted on our website ([www.lotusbakeries.com](http://www.lotusbakeries.com)).

Based on the relevant legislation or developments in corporate governance policy, we adapt the charter as necessary or advisable. In this annual review, we report actual changes to the Corporate Governance Charter. There are no deviations from the provisions of the Corporate Governance Code.

### 5.1 Share capital

#### 5.1.1 Capital

As a result of the exercise of warrants the share capital of Lotus Bakeries NV was increased on 4 April 2016 by EUR 1,980.00 from EUR 3,572,923.65 to EUR 3,574,903.65. This was followed by another increase on 5 October 2016: by EUR 880.00. This brought the share capital to EUR 3,575,783.65.

#### 5.1.2 Shares

Through the exercise of warrants and subsequent capital increases, new shares of Lotus Bakeries NV were issued: 450 on 4 April 2016 and 200 on 5 October 2016. As a result, the total number of shares of Lotus Bakeries increased from 811,863 to 812,313 and subsequently to 812,513.

As of 31 December 2016, there were 812,513 shares of Lotus Bakeries NV, in registered or dematerialised form.

#### 5.1.3 Share options

In the context of the Lotus Bakeries share option scheme, 2,751 share options were issued in 2016. Per 31 December 2016 the total number of unexercised share options was 17,187.

YEAR OF ISSUE OF THE OPTIONS	NUMBER OF ALLOCATED OPTIONS <sup>(1)</sup>	NUMBER OF OPTIONS EXERCISED <sup>(2)</sup>	TOTAL OF AVAILABLE OPTIONS
2007	11,950	11,350	600
2010	2,400	2,400	-
2011	1,300	1,300	-
2012	5,109	4,325	784
2013	4,058	-	4,058
2014	5,561	-	5,561
2015	3,473	-	3,473
2016	2,711	-	2,711

(1) Cumulative number allocated minus cumulative number lapsed.

(2) Cumulative number exercised.

#### 5.1.4 Warrants

The key conditions of the warrant plan set out in 2007, the exercise conditions and the key consequences of the abolition of the pre-emptive right for shareholders are set out in note 24 of the financial appendix.

### 5.1.5 Purchase of treasury shares

The Extraordinary General Meeting of 9 May 2014 authorized the Board of Directors of Lotus Bakeries NV for 5 years (i) to acquire the shares or profit certificates of the company in an amount of up to 20 percent of the issued capital under the conditions stipulated by the Companies Code, with as compensation the average closing share price of the company over the last 30 calendar days prior to the date of purchase, reduced by 20 per cent as a minimum price and increased by 10 percent as a maximum price; this authorization also applying to the acquisition of shares and profit certificates of the company by one of its directly controlled subsidiaries under Article 627 of the Companies Code, and (ii) to dispose of any shares or profit certificates of the company, regardless of when and on what basis they were acquired, if this divestment either forms part of a stock option plan approved by the Board of Directors of the Company, subject to payment of the agreed option price, or takes place against compensation that is higher than the average closing share price of the company over the last 30 calendar days prior to the date of sale reduced by 20 percent and lower than this average increased by 20 percent.

In 2016 no treasury shares were purchased. The total number of purchased treasury shares in the portfolio at the end of the financial year is 17,630. They represent an accounting par value of EUR 77,572 or 2.17% of the issued capital.

All stock market transactions were executed in accordance with the various mandates granted by the Extraordinary General Meeting of Shareholders to the Board of Directors.



5.2 Shareholders and shareholders structure

The shareholding structure of Lotus Bakeries NV on 31 December 2016:

	NO. OF VOTING RIGHTS	% OF VOTING RIGHTS
Stichting Administratiekantoor van Aandelen Lotus Bakeries <sup>(1)</sup>	455,323	56.04%
Lotus Bakeries NV <sup>(2)</sup>	17,630	2.17%
<b>Total held by Stichting Administratiekantoor van Aandelen Lotus Bakeries</b>	<b>472,953</b>	<b>58.21%</b>
Holding Biloba BVBA <sup>(3)</sup>	27,000	3.32%
Christavest Comm.VA <sup>(4)</sup>	20,298	2.50%
Publicly held	292,262	35.97%
<b>Total</b>	<b>812,513</b>	<b>100.00%</b>

(1) Stichting Administratiekantoor van Aandelen Lotus Bakeries is not controlled. The interest of Stichting Administratiekantoor van Aandelen Lotus Bakeries in Lotus Bakeries NV appears in the transparency notification that Lotus Bakeries NV received on 5 April 2013\* and in the notification to Lotus Bakeries NV of the certification of Lotus Bakeries shares in July 2014.

(2) The voting rights attached to the shares held by Lotus Bakeries NV have been suspended. The dividends have not been suspended and will be distributed to Lotus Bakeries NV.

(3) Holding Biloba BVBA is not controlled. The interest of Holding Biloba BVBA in Lotus Bakeries NV appears in the transparency notification that Lotus Bakeries NV received on 3 July 2014\*.

(4) Christavest Comm.VA is 82.82% controlled by Holding Biloba BVBA, which in turn has no controlling shareholder. Mr. Stanislas Boone and Mrs. Christiane De Nie are the statutory business managers of Christavest Comm.VA. The interest of Christavest Comm.VA in Lotus Bakeries NV appears in the transparency notification that Lotus Bakeries NV received on 3 July 2014\*.

(\*) Pursuant to article 6 of the Law of 2 May 2007 on disclosure of major holdings.

Communication according to article 74§7 of the Law of 1 April 2007 on public takeover bids

Lotus Bakeries NV is not aware of any updates to any communication according to article 74 of the Law of 1 April 2007.

## 5.3 Board of Directors and Committees of the Board of Directors

### 5.3.1 Board of Directors

#### 5.3.1.1 Composition

The composition of the Board of Directors as of 13 May 2016:

**Chairman:**

Vasticom BVBA, represented by its permanent representative Jan Vander Stichele

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**Managing director:**

Mercur Consult BVBA, represented by its permanent representative Jan Boone

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**Non-executive directors:**

- o PMF NV, represented by its permanent representative Johan Boone
  - o Anton Stevens
  - o Beneconsult BVBA, represented by its permanent representative Benedikte Boone
  - o Concellent NV, represented by its permanent representative Sofie Boone
- 

**Independent directors:**

- o Herman Van de Velde NV, represented by its permanent representative Herman Van de Velde
  - o Benoit Graulich BVBA, represented by its permanent representative Benoit Graulich
  - o Dominique Leroy
  - o Sabine Sagaert BVBA, represented by its permanent representative Sabine Sagaert
-

**Jan Vander Stichele** Chairman of the Board of Directors

- Master's degree in Civil Engineering (KU Leuven) and Candidate degree in Applied Economics (KU Leuven)
  - Was technical director of the Verlipack Group
  - Since the end of 1996 active in the Lotus Bakeries Group as General Manager Lotus Bakeries France, thereafter as General Manager Operations and between 2011 and 2016 as Executive Director
  - Since 2005, member of the Board of Directors at Lotus Bakeries and between May 2011 and May 2016, managing director
  - Chairman of the Board of Directors at Team Industries and Fevia Vlaanderen/Flanders' Food
  - Member of the Committee of Directors at Voka
- 

**Jan Boone** CEO / Managing director

- Master's degree in Applied Economics (KU Leuven); Master in Audit (UMH)
- Started his career in the Audit department of PwC
- Between 2000 and 2005 Head of Corporate Controlling, member of the Executive Committee and Board of Directors at Omega Pharma
- Since 2005, active at Lotus Bakeries as managing director and since 2011 as CEO
- Since 2005, member of the Board of Directors at Lotus Bakeries and managing director since 2011
- Member of the Board of Directors of Omega Pharma and director at Club Brugge

**Johan Boone** Non-executive director

- Master's degree in dentistry (KU Leuven)
  - Dentist
  - Member of the Board of Directors at Lotus Bakeries since 1996
- 

**Anton Stevens** Non-executive director

- Master's degree in Law (UGent) and in Notarial law (UGent)
  - Member of the Board of Directors at Lotus Bakeries since 2002
- 

**Benedikte Boone** Non-executive director

- Master's degree in Applied Economics (KU Leuven)
- She has held positions at Creyf's Interim and Avasco Industries
- Director in various family companies (Bene Invest BVBA, Holve NV and Harpis NV) and also director at Deceuninck NV
- Member of the Board of Directors at Lotus Bakeries since 2012

**Sofie Boone** Non-executive director

- Master's degree in Pharmaceutical Sciences (KU Leuven), post-graduate degree in Business Economics (Vlekho) and Business Management for pharmacists (Vlerick)
  - Between 1996 and 2001 deputy pharmacist and titular pharmacist at different pharmacies. Since 1999, also active as volunteer as departmental pharmacist at the Red Cross Tervuren
  - Since 2002, owner and titular pharmacist of pharmacy Boone in Tervuren
  - Member of the Board of Directors at Lotus Bakeries since 2016
- 

**Herman Van de Velde** Independent director

- Master's degree in Applied Economics (KU Leuven) and post-graduate degree in Business Management (UFSIA)
  - Chairman of Van de Velde NV
  - Since 2005, member of the Board of Directors at Lotus Bakeries
  - Director at Top Form International (Hong Kong), the Arteveldehogeschool and Flanders Synergy
  - Commissioner at Brabantia in the Netherlands
  - Chairman of Ondernemersplatform Etion and Vlajo (Jonge Vlaamse Ondernemingen)
- 

**Benoit Graulich** Independent director

- Master's degrees in Law, Business and Finance (KU Leuven)
- Began his professional career at PwC and then at Paribas Bank/ Artesia Bank. In 2000 he became a partner at Ernst & Young. Currently he is a managing partner at Bencis Capital Partners
- Different mandates at a.o. Van de Velde
- Member of the Board of Directors at Lotus Bakeries since 2009

**Dominique Leroy** Independent director

- Master's degree in Commercial Engineering (Solvay Business School)
  - She has a 24-year career with Unilever, beginning in finance and followed by various sales and marketing functions. In 2007 she became Managing Director of Unilever BeLux and was also member of the Unilever Benelux Board
  - Since 2011, working at Proximus (former Belgacom), initially as Vice President Sales for the consumer division. As of 2012 Executive Vice President of the Consumer Business Unit and since January 2014, managing director of Proximus Group and president of the Executive Committee
  - President of the Board of Directors of BICS, Be-Mobile and the International Advisory Board of Solvay Brussels School of Economics & Management
  - Member of the Supervisory Board of Directors of Koninklijke Ahold Delhaize NV
  - Member of the Board of Directors at Lotus Bakeries since 2009
- 

**Sabine Sagaert** Independent director

- Master's degree in Commercial Engineering (KU Leuven), Master in Economic Legislation (UCL) and MBA (KU Leuven), graduate degree in Taxation (Fiscale Hogeschool Brussel)
- Held various logistics and commercial positions in the Benelux at CBR cement companies. Thereafter she held various positions at AB InBev, most recently as Business Unit President Belux. Subsequently, she led the Dental Division at Arseus
- Since 2 years President, Global Managing Director Malt Business at Cargill
- Director at Miko and vzw Spullenhulp
- Member of the Board of Directors at Lotus Bakeries since 2011

Since May of the 2016 financial year, the Board of Directors has been composed of the above directors. For the composition of the Board of Directors in the first four months of 2016, please refer to the annual review of the 2015 financial year. With this composition, Lotus Bakeries meets the requirement that at least one third of directors be of a different gender than that of the other members. The aforementioned obligation is contained in Art. 518bis, §1 of the Companies Code.

The abovementioned independent directors fulfil the independence criteria of Article 526-ter of the Companies Code.

This means Lotus Bakeries has a balanced Board of Directors in which the majority shareholder, the independent directors and the executive board are sufficiently represented.

### 5.3.1.2 Activities of the Board of Directors

The Board of Directors met six times in 2016. All directors were present at all meetings, except for Dominique Leroy and Sabine Sagaert BVBA, represented by its permanent representative Sabine Sagaert, both of whom were not present at one meeting of the Board of Directors. Herman Van de Velde NV, represented by its permanent representative Herman Van de Velde did not attend two meetings of the Board of Directors.

The subjects dealt with at the meetings were:

- recent sales and financial results
- results at 30/06 and 31/12 and proposed press release
- results at 29/02 and 30/09
- investment budget and global budget
- clarification of the year action plans of the different countries
- appointment of the chairman of the Board of Directors
- insurance claim for Meise fire
- marketing strategy blueprint and implementation
- Natural Foods sales office in Benelux

- expansion of Lembeke factory
- review of prices of raw materials and packaging
- presentation Lotus Bakeries Germany
- product developments and innovations
- reports and recommendations from Committees
- evaluation of Board of Directors
- agenda for Annual General Shareholders meeting

An induction training programme is provided for new directors and for the Committees.

In the course of 2016, there were no incidences within the Board of Directors which led to the application of the conflict of interest procedure as set out in Article 523 of the Companies Code.

All transactions involving shares of Lotus Bakeries NV carried out in 2016 by persons considered as insiders and by persons with executive responsibility were undertaken in accordance with the internal rules of Lotus Bakeries for the prevention of market abuse.

### 5.3.2 Audit Committee

The Audit Committee consists of two independent directors and one non-executive director. The two independent directors are Benoit Graulich BVBA, represented by its permanent representative Benoit Graulich (Chairman) and Dominique Leroy. Till May 2016, the non-executive director was Beukenlaan NV, represented by its permanent representative Matthieu Boone and since May 2016 Vasticom BVBA, represented by its permanent representative Jan Vander Stichele. All members have accounting and audit experience.

The Audit Committee met three times in 2016 and all members were present at all meetings, except Dominique Leroy, who did not attend one meeting. The Auditor participated in all three meetings, at which he presented his findings to the Audit Committee.



The subjects examined were:

- non-audit services and independence requirements of the Statutory Auditor
- risk management
- discussion of report and internal controls / recommendations of the Statutory Auditor
- reappointment of the Statutory Auditor
- discussion of annual and interim results.

### 5.3.3 Remuneration and Nomination Committee

The Remuneration and Nomination Committee consists of two independent directors and one non-executive director. The independent directors are Herman Van de Velde NV, represented by its permanent representative Herman Van de Velde (Chairman) and Benoit Graulich BVBA represented by its permanent representative Benoit Graulich. Till May 2016, the non-executive director was Beukenlaan NV, represented by its permanent representative Matthieu Boone and since May 2016 Vasticom BVBA, represented by its permanent representative Jan Vander Stichele. All members have both HR management and remuneration policy experience.

The Committee met twice in 2016, with all members present

The subjects examined were:

- remuneration Executive Committee
- remuneration policy and its application
- results of external salaries measurement
- changes in the composition and appointment of new members of the Executive Committee.

### 5.3.4 Evaluation of the Board of Directors and its Committees

The operation of the Board of Directors and of the Committees is evaluated every three years. The evaluation of the effectiveness of the Board of Directors is undertaken by the board itself under the leadership of its Chairman. This evaluation covers the size of the Board, the general functioning of the Board of Directors, the way meetings are prepared, the contribution of each individual director to the work of the Board, the presence and involvement of each individual director at meetings and decision-making, the composition of the Board of Directors and the interaction with the Executive Committee.

This assessment makes it possible to constantly optimize the management of Lotus Bakeries. Where appropriate, based on this review, and eventually in consultation with external experts, the Remuneration and Nomination Committee presents a report on the strengths and weaknesses of the Board of Directors and, where necessary, a proposal for the appointment of a new director or the non-prolongation of a directorship. The non-executive directors evaluate annually the interaction of the Board of Directors and the Executive Committee and when appropriate, submit proposals for improving cooperation. The CEO and the Remuneration and Nominations Committee also together evaluate annually the operation and performance of the Executive Committee. The CEO is not present at his own evaluation.

## 5.4 Executive Committee

As of 1 January 2016, the Executive Committee consists out of the following members:

- Jan Boone, permanent representative of Mercuur Consult BVBA, CEO
- Isabelle Maes, permanent representative of Valseba BVBA, CFO
- Ignace Heyman, COO
- Willam Du Pré, Corporate Director Quality, Procurement and R&D Management.

In September 2017, Mike Cuvelier will take over as the new CFO and the EXCO will be expanded with the role of CEO Natural Foods. This new role will be fulfilled by Isabelle Maes.

The Executive Committee met twenty-seven times in 2016. All members were present at all meetings.

## 5.5 Remuneration report

### 5.5.1 Introduction

The purpose of the 2016 remuneration report is to provide transparent information about the specific remuneration policy adopted by Lotus Bakeries for directors and executive managers.

The remuneration report below will be submitted to the General Meeting of 12 May 2017 for approval. The works council has been informed in accordance with the provisions of the Act. The report has also been reviewed by the Auditor.

### 5.5.2 Procedure for defining remuneration policy and remuneration

#### 5.5.2.1 Directors

The Remuneration and Nomination Committee set up by the Board of Directors makes specific recommendations to the Board of Directors with regard to remuneration policy and its application to executive and non-executive directors.

The current remuneration policy for directors was approved by the General Meeting of 13 May 2011, based on a proposal by the Board of Directors, on the advice of the Remuneration and Nomination Committee.

Directors' remuneration is benchmarked every two years against a relevant sample of other listed companies to enable Lotus Bakeries to attract directors with appropriate competences according to its ambitions.

#### 5.5.2.2 Executive managers

For the purpose of determining who falls into the category of 'executive managers' according to the Act of 6 April 2010 to strengthen corporate governance, Lotus Bakeries considers the members of its Executive Committee as falling into this category. The Executive Committee is responsible for the management of the company.

The remuneration policy for members of the Executive Committee is set every two years based on a proposal by the Remuneration and Nomination Committee. Individual remuneration is reviewed annually. For this Lotus Bakeries uses the services of an international HR consultancy firm, that assesses the functions and presents the corresponding salary package as commonly awarded in the relevant market. The consultant reports directly to the Remuneration and Nomination Committee and provides verbal explanations.

#### **5.5.2.3 Senior managers**

Remuneration policy for senior managers ('kaderleden') is set by the Executive Committee. This is then approved by the Remuneration and Nomination Committee.

### **5.5.3 Statement on remuneration policy applied in 2016**

#### **5.5.3.1 Non-executive and executive directors**

##### **Policy criteria**

The non-executive directors receive a remuneration as indicated in the table on the opposite page, with no performance-based remuneration such as bonuses, stock-related long-term incentive schemes, fringe benefits or pension plan-related benefits.

Neither Lotus Bakeries nor its subsidiaries provide any personal loans, guarantees or the like to other members of the Board of Directors.

Besides the fee, all reasonable expenses of members of the Board of Directors incurred with the consent of the Chairman of the Board of Directors are reimbursed.

The provisions concerning the remuneration of non-executive directors apply equally to executive directors in their capacity as directors.

Lotus Bakeries aims at a competitive remuneration, based on a comparison of directors' remuneration in companies that are comparable in terms of size, complexity and international activity.

Directors' remuneration is benchmarked every two years against a relevant selection of listed companies, to enable Lotus Bakeries to attract directors with appropriate competences according to its ambitions.

##### **Remuneration**

Members of the Board of Directors each receive EUR 20,000 a year. The Chairman receives EUR 40,000 a year. Each member of the Audit and Remuneration and Nomination Committee receives a fee of EUR 5,000 a year. No other compensation is provided to non-executive directors, such as performance bonuses in cash, shares or options. The table on the opposite page shows the remuneration awarded for 2016 to each member of the Board of Directors.

NAME	BORD OF DIRECTORS	AUDIT COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE	TOTAL REMUNERATION 2016
Vasticom BVBA, represented by its permanent representative Jan Vander Stichele	Chairman	Member	Member	50,000 EUR
Mercur Consult BVBA, represented by its permanent representative	Managing director	-	-	20,000 EUR
PMF NV, represented by its permanent representative Johan Boone	Non-executive	-	-	20,000 EUR
Anton Stevens	Non-executive	-	-	20,000 EUR
Beneconsult BVBA, represented by its permanent representative	Non-executive	-	-	20,000 EUR
Concellent NV, represented by its permanent representative Sofie Boone	Non-executive	-	-	20,000 EUR
Herman Van de Velde NV, represented by its permanent Herman Van de Velde	Independent director	-	Chairman	25,000 EUR
Benoit Graulich BVBA, represented by its permanent representative Benoit Graulich	Independent director	Chairman	Member	30,000 EUR
Dominique Leroy	Independent director	Member	-	25,000 EUR
Sabine Sagaert BVBA, represented by its permanent representative Sabine Sagaert	Independent director	-	-	20,000 EUR

The Chairman of the Board of Directors shall be provided with the necessary material resources to perform his task properly.

The Chairman receives an additional compensation of EUR 100,000 for representing the company with respect to interest groups.

### 5.5.3.2 Executive managers

#### Policy criteria

The Remuneration and Nomination Committee makes specific recommendations to the Board of Directors on the remuneration of the members of the Executive Committee.

The level and structure of the remuneration of the Executive Committee must be such as to attract, retain and continually motivate qualified and skilled managers, taking into account the nature and scope of their individual responsibilities. To this end, a survey is carried out every two years of the remuneration of managers in Belgium in order to facilitate an external comparison of key functions.

In order to ensure an internal logic between remuneration levels, in defining the remuneration for executive managers for each function, account is taken of the way the function is fulfilled at Lotus Bakeries.

In addition to their fixed remuneration, there is a variable compensation. For executive managers, this depends on the results of Lotus Bakeries, based on well-defined criteria with a one year evaluation period and evaluation periods of two and three years.

The evaluation criteria used to determine the variable compensation in 2016 are the main performance indicators based on the objectives for 2016. The evaluation period for this is one year.

Already since the financial year 2011, a long-term incentive plan is in place for Executive Managers with objectives set over 2 and 3-year periods. The criteria used are the objectives of the strategic plan of the Lotus Bakeries Group.

There is an additional pension plan, on the basis of a predetermined contribution. The plan is placed with an insurance company.

There also exists a stock option plan with a fixed number of options for the members of the Executive Committee.

In principle shares which have been allotted or other forms of deferred compensation are not deemed to be acquired, and options may not be exercised during the first three and a half year after being allocated.

The Board of Directors does not plan any changes in the existing remuneration policy in the coming years.

#### Recovery provisions

The bonus plan for executive management provides that the bonus is earned only after approval of the consolidated figures by the Auditor and then by the Remuneration and Nomination Committee.

#### 5.5.4 Evaluation criteria for the performance-based remuneration of executive managers

The objectives for 2016 were presented to the Remuneration and Nomination Committee. The evaluation criteria used to determine the variable compensation in 2016 are the main performance indicators based on the objectives for 2016. The evaluation period is one year. The bonus plan for executive management provides that the bonus is earned only after approval of the consolidated figures by the Auditor and then by the Remuneration and Nomination Committee.

In 2014, objectives for 2015 and 2016 were presented to the Remuneration and Nomination Committee for determining the long-term remuneration. The main performance indicators are taken from the strategic plan of the Lotus Bakeries Group. The evaluation periods are two and three years. In 2016, bonuses were paid as part of the long-term remuneration policy.

#### 5.5.5 CEO's remuneration in 2016

The CEO is paid on a self-employed basis and via a number of directorships. The remunerations mentioned are expressed as cost for the company.

The cost of the fixed basic salary in 2016 amounts to EUR 739,994. The variable portion based on the 2016 targets amounts to EUR 414,092 and will be paid in 2017. The contributions to the pension scheme amount

to EUR 114,547. Other components of the remuneration amount to EUR 32,268. There is no recovery provision. Evaluation of the performance is based on the audited results.

#### 5.5.6 Remuneration of executive managers in 2016 (excluding CEO)

In 2016, two members of the EXCO were paid on a self-employed basis and via directorships and one member through an employment contract. In the case of pay through an employment contract, the amounts given do not include social insurance contributions and in the case of pay on a self-employed basis, the full cost is given.

The remuneration for all executive managers together on a full year's basis, are the following for 2016.

The fixed annual salary in 2016 amounts to EUR 1,073,859. The variable portion based on the 2016 targets amounts to EUR 485,877 and will be paid in 2017. The contributions to the pension scheme amount to EUR 163,342. Other components of the remuneration amount to EUR 37,015. There is no recovery provision. Evaluation of the performance is based on the audited results.

#### 5.5.7 Arrangements for the Executive Committee as a whole

The pension plan is based on defined contributions as a function of the annual base salary. The other compensation relates primarily to insured benefits such as guaranteed income and the cost of a company car. A share option plan also exists.



## 5.5.8 Share-based compensation

### 5.5.8.1 Allocations in 2016

In 2016, share options relating to the book year 2015 were granted to members of the former Executive Committee.

NAME	OF ALLOCATION	AOF OPTIONS	EXERCISE PRICE
Jan Boone	2016	366	1,702.49 EUR
Jan Vander Stichele	2016	366	1,702.49 EUR
Isabelle Maes	2016	183	1,702.49 EUR
John Van de Par	2016	183	1,702.49 EUR

### 5.5.8.2 Exercise of stock options and/or warrants in 2016

The members of the Executive Committee have exercised the following share options or warrants in 2016:

DATE	NAME	TRANSACTION	AMOUNT	PRICE	TOT. VALUE
02/06/2016	William Du Pré	Exerc. options	156	496,77 EUR	77,496 EUR
29/04/2016	Jan Vander Stichele	Exerc. options	500	496,77 EUR	248,385 EUR
08/04/2016	Jan Boone	Exerc. options	500	496,77 EUR	248,385 EUR

In 2016 there are no lapsed unexercised options relating to members of the Executive Committee.

## 5.5.9 Severance pay

No special severance arrangements have been agreed with members of the Executive Committee. Members of the Executive Committee compensated on a self-employed basis and via directorships are entitled to severance pay equal to 12 months' fixed and variable remuneration. The other member of the Executive Committee is bound by a salaried employee contract. In 2016 no severance pay was paid to members of the Executive Committee.

## 5.6 Internal control and risk management

In running its business, Lotus Bakeries seeks to implement a sustainable policy regarding internal control and risk management.

### 5.6.1 Control environment

The organization of the finance function is based on three pillars.

First, the responsibilities of the various financial departments in the Lotus Bakeries Group are set out in general corporate guidelines ('General Directives') at Group level so that each employee clearly knows his or her role and responsibility. These are set out for all operational finance-related fields such as accounting and consolidation, management reporting, costing, planning, budgeting and forecasting processes, the central master data management, the treasury function, approval of investments, insurance and the internal control environment.

Second, there is a Lotus Bakeries Accounting Manual which establishes the accounting policies and procedures. There are also financial management reporting standards to ensure that the financial information can be interpreted unambiguously in the whole organization.

Thirdly, Lotus Bakeries has opted to implement the financial function in the same ERP package (SAP). This offers comprehensive capabilities for internal control and management and facilitates the internal audits carried out by the Corporate Finance department.

### 5.6.2 Risk management process

Lotus Bakeries implemented an ongoing process of risk management aimed at ensuring that this is organized so that risks are identified, assessed, controlled and monitored in such a way that they can be kept at an acceptable level. The risk management process fits very closely with the implementation of the strategic, operational and financial objectives of the company. The entire risk management process is based on the COSO Internal Control Framework.

The Executive Committee has total responsibility for the risk management process for Lotus Bakeries. The Corporate Director Quality, Procurement and R&D is responsible for coordination.

The Executive Committee has defined special risks which are considered to be the most important at group level. These risks, which are defined very specifically, are tackled with the highest priority. A process owner is appointed for each of these risks who puts in place a specific action plan to avert or mitigate the risks or be as well prepared as possible. The process owner is also responsible for following up the specified actions. This top-down approach was proposed and approved at the meeting of the Audit Committee on 2 December 2016. The results will be reported to the Audit Committee on an annual basis.

### 5.6.3 Control activities

Each month the results of each area within the business units are discussed and explained by the area manager. The Executive Committee also discusses the results on a monthly basis at its meeting.

The Corporate Finance department directs the whole process.

For this Lotus Bakeries has developed various KPIs for the sales operations, for the financial reporting of each area and for the consolidated results. There are also KPIs relating to personnel and for factory operations, purchasing and logistics. These KPIs and reports exist for each area separately and are aggregated for the Lotus Bakeries Group.

The Corporate Treasury department monitors the cash position closely on a daily basis.

Finally, various internal audits are organized by the corporate departments in their areas of expertise: Corporate Finance for proper compliance with accounting principles and standards or the investment procedure, Corporate Treasury for the authorisation of payments, the Corporate Quality department for quality standards in the production plants.

#### 5.6.4 Information and communication

Lotus Bakeries has chosen to manage all key business processes through a single ERP package (SAP). This not only offers extensive functionality with regard to internal reporting and communication, but also the ability to manage and audit access rights and authorization management on a centralized basis.

As mentioned above, the results of each area within the business units are reported in writing on a monthly basis and discussed and explained verbally by the area manager. The Executive Committee also discusses the results on a monthly basis at its meeting. The Corporate Finance department directs the information and communication process. For both internal and external information reporting and communication there exists an annual financial calendar in which all reporting dates are set out and which is communicated to all parties involved.

For the provision of information Lotus Bakeries has developed various KPIs for its sales operations, for the financial reporting, as well as KPIs relating to personnel, factory operations, purchasing and logistics. These reports are available on an individual basis, but also aggregated at area or group level.

#### 5.6.5 Control

Lotus Bakeries evaluates every internal audit and takes appropriate steps to avoid any deficiencies in the future by means of concrete action points. Employees from within the Lotus competencies are asked to constantly question and improve existing procedures and practices.

First and foremost both the Audit Committee and the Auditor play an important role in internal control and risk management. Any remarks by the Auditor are discussed in the Audit Committee and monitored for improvement.

Finally, the shareholders have a right to ask questions during the General Meeting, and the company falls under the supervision of the Financial Services and Markets Authority (FSMA).

### 5.7 Announcements according to article 34 of the Royal Decree of 14 November 2007 - protective constructions

1. The Board of Directors of Lotus Bakeries NV is authorized by the Extraordinary General Meeting of Shareholders of 8 May 2015, in the event of a public takeover bid on the shares of the company, and by application of the authorized capital, to increase the capital of the company under the conditions of Article 607 of the Companies Code. This authorisation was granted for a period of three years from 8 May 2015.
2. By resolution of the Extraordinary General Meeting of Shareholders of 8 May 2015 the Board of Directors is authorized, in accordance with the provisions of Article 620 of the Companies Code, to acquire shares in the company for the account of the same, whenever such acquisition is necessary to prevent the company from suffering serious and imminent disadvantage. This authorization is granted for a period of three years from 27 May 2015 and is renewable.

### 5.8 External audit

PwC Bedrijfsrevisoren BCVBA, represented by Mr. Peter Opsomer, 'bedrijfsrevisor', was reappointed as Auditor of Lotus Bakeries NV on 13 May 2016 by the Ordinary General Meeting for a term of three years. Its mandate expires immediately after the Ordinary General Meeting of 2019. The compensation received in 2016 for auditing and non-auditing services by PwC Bedrijfsrevisoren BCVBA and by people connected to PwC Bedrijfsrevisoren BCVBA, is described in note 38 of the financial supplement.

AUDIT FEE FOR THE GROUP AUDIT 2016	IN THOUSANDS OF EUR
Lotus Bakeries NV	75
Lotus Bakeries Group	339
<b>Total</b>	<b>414</b>

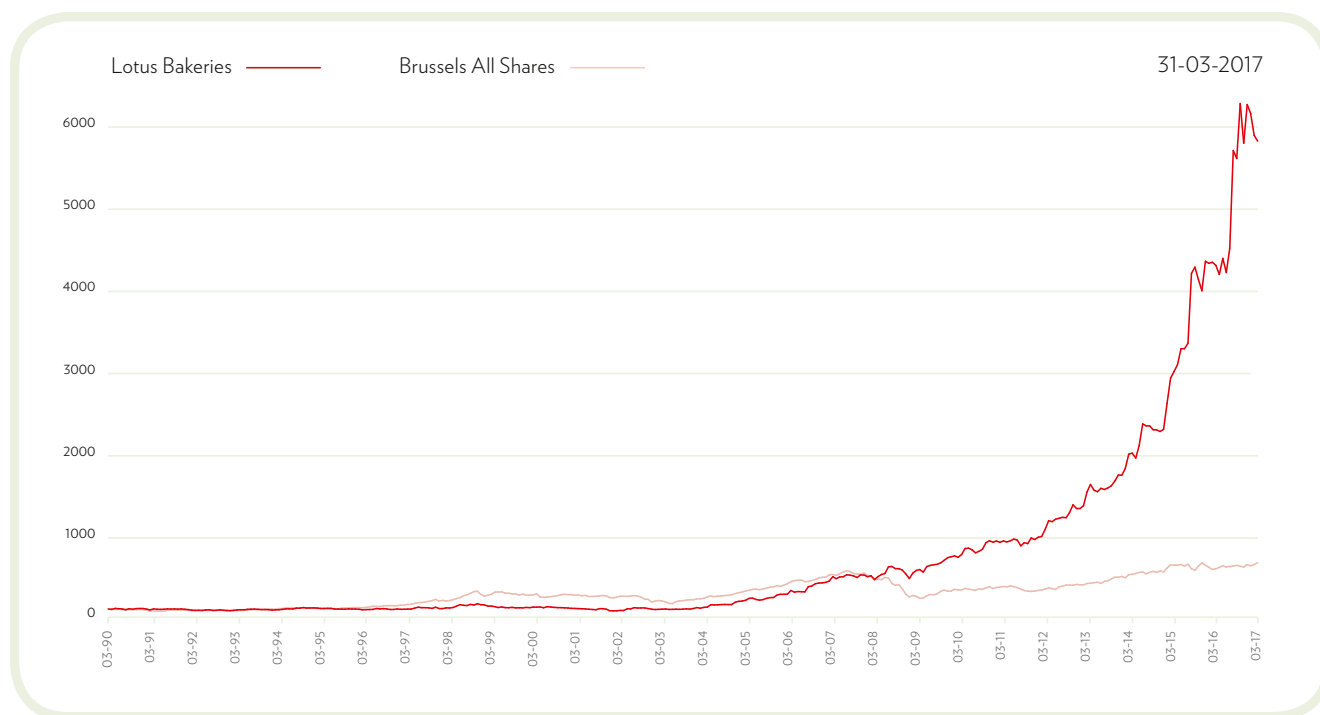


Riyadh  
(Saudi Arabia)



# STOCK MARKET AND SHAREHOLDERS' INFORMATION

Evolution of the Lotus Bakeries share in  
comparison to the BASR-index



Both share evolutions are with reinvested net dividend.

STOCK DATA ABOUT THE LOTUS BAKERIES SHARE IN EUR	31-03-2017	2016	2015	2014	2013	2012
Highest price till 31/12 (till 31/03 in 2017)	2,529.00	2,617.95	1,845.00	989.95	725.00	615.00
Lowest price till 31/12 (till 31/03 in 2017)	2,309.00	1,550.00	926.10	711.00	555.00	407.00
Price per 31/12 (per 31/03 in 2017)	2,321.70	2,500.00	1,750.00	933.00	713.63	555.00
Market capitalization per 31/12 in millions of EUR (per 31/03 in 2017 in millions of EUR)	1,886.41	2,031.28	1,420.76	749.21	567.42	432.70
Number of shares per 31/12 (per 31/03 in 2017)	812,513	812,513	811,863	803,013	795,113	779,643
Ratio price/earning (PER) (1) per 31/03 in 2017	30.80	33.17	31.29	20.37	20.32	16.81

(1) PER: Price Earnings Ratio: The price at the end of the year (per 31 March in 2017 respectively) divided by net result, per share at the end of the year.

## 1. Stock market listing

The Lotus Bakeries shares have been listed since the beginning of January 2002 on the continuous market of Euronext (Brussels). Previously, the shares were listed on the spot market with double fixing. The share code is LOTB (ISIN code 0003604155).

## 2. Financial service

Financial servicing for the Lotus Bakeries share is provided by Degroof - Petercam, BNP Paribas Fortis, Belfius, ING Bank and KBC Bank. The main paying agent is BNP Paribas Fortis.

## 3. Liquidity and visibility of the share

Lotus Bakeries has appointed the stock market company Degroof - Petercam as 'liquidity provider'. The liquidity and market activation agreement that was agreed with Degroof - Petercam lies within the context of the care taken by Lotus Bakeries to ensure a sufficiently active market in the share so that in normal circumstances adequate liquidity can be maintained.

## 4. Market capitalization

On 31 December 2016, market capitalization of Lotus Bakeries amounted to EUR 2,031.28 million.

## 5. Evolution of the Lotus Bakeries share

The graph on page 74 shows the evolution of the share price with reinvested net dividend as from 31 December 1988 of the Lotus Bakeries share in comparison to the BASR (Brussels All Share Return) index. The BASR-index reflects the price of the total Belgian market.

## 6. Stock data on the Lotus Bakeries share

Charts with the consolidated key figures per share and the stock market performance of the Lotus Bakeries share can be found on pages 13 and 74 of this annual review.

## 7. Corporate website

A substantial portion of the corporate website is reserved for investor relations. The website ([www.lotusbakeries.com](http://www.lotusbakeries.com)) thus plays an increasingly important role in the Lotus Bakeries Group's financial communication.

## 8. Financial calendar

### **Wednesday 12 April 2017**

Annual review 2016 available on [www.lotusbakeries.com](http://www.lotusbakeries.com)

### **Friday 12 May 2017**

Ordinary General Meeting of Shareholders at 4.30 p.m

### **Monday 22 May 2017**

Payment of dividend for the 2016 financial year

### **Friday 18 August 2017**

Announcement of the half-year results for 2017

### **Friday 9 February 2018**

Announcement of the year results for 2017

### **Tuesday 15 May 2018**

Ordinary General Meeting of Shareholders

## 9. Annual review

This annual review is also available on the internet site:  
[www.lotusbakeries.com](http://www.lotusbakeries.com)

The first part of this annual review is also available in Dutch and in French.

The financial supplement (the second part) of the annual review is available in Dutch and in English.

In matters of any misinterpretation, the Dutch annual review will prevail.

# FINANCIAL STATEMENTS

In this section of the 2016 annual review, only the consolidated balance sheet, the consolidated income statement and the abridged five-year financial summary for the Lotus Bakeries Group are presented. The financial supplement to this annual review contains the entire consolidated annual account, including the consolidated external Auditor's report, and is available in Dutch and English.

The consolidated financial statements for 2016 shown, are based on the 2016 consolidated annual account, which has been prepared in accordance with IFRS rules as adopted for use within the European Union with comparative IFRS figures for 2015.

The statutory financial statements that have been condensed are presented in the financial supplement and are prepared in accordance with Belgian accounting standards (BGAAP).

Only the consolidated annual financial statements present a faithful picture of the assets, financial position and results of the Lotus Bakeries Group.

In light of the fact that the statutory annual financial statements give only a limited picture of the financial situation of the Group, the Board of Directors considers it appropriate to only present an abridged version of the statutory annual financial statements of Lotus Bakeries NV, in accordance with Article 105 of the Belgian Companies Code.

The full statutory annual financial statements, together with the statutory annual report of the Board of Directors and the statutory audit report of the Auditor, will be submitted to the National Bank of Belgium within the legally prescribed term. These documents are available on the website [www.lotusbakeries.com](http://www.lotusbakeries.com) (Investor Relations) or can be obtained for free from the Corporate Secretary of Lotus Bakeries on simple request.

The Auditor has issued an unqualified audit opinion without reservation with respect to the consolidated and the statutory annual financial statements of Lotus Bakeries NV.

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## CONSOLIDATED BALANCE SHEET

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
<b>ASSETS</b>		
<b>NON CURRENT ASSETS</b>	<b>437,310</b>	<b>442,884</b>
Property, plant and equipment	161,590	139,377
Goodwill	144,368	93,229
Intangible assets	126,006	107,901
Investment in other companies	37	96,244
Deferred tax assets	4,854	5,889
Other non current assets	455	244
<b>CURRENT ASSETS</b>	<b>110,692</b>	<b>128,337</b>
Inventories	32,175	35,659
Trade receivables	50,922	56,143
VAT receivables	4,235	4,868
Income tax receivables	1,061	938
Other amounts receivable	485	10,504
Cash and cash equivalents	19,932	18,547
Deferred charges and accrued income	1,882	1,678
<b>TOTAL ASSETS</b>	<b>548,002</b>	<b>571,221</b>

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
<b>EQUITY</b>		
<b>EQUITY AND LIABILITIES</b>	<b>248,464</b>	<b>217,525</b>
Share Capital	15,527	15,367
Retained earnings	267,947	219,109
Treasury shares	(12,038)	(13,677)
Other reserves	(23,038)	(3,249)
Non-controlling interests	66	(25)
<b>NON-CURRENT LIABILITIES</b>	<b>197,245</b>	<b>169,242</b>
Interest-bearing loans and borrowings	118,500	97,000
Deferred tax liabilities	50,666	44,607
Net employee defined benefit liabilities	3,114	3,225
Provisions	1,986	726
Derivative financial instruments	3,419	869
Other non-current liabilities	19,560	22,815
<b>CURRENT LIABILITIES</b>	<b>102,293</b>	<b>184,454</b>
Interest-bearing loans and borrowings	7,533	99,086
Net employee defined benefit liabilities	89	32
Provisions	21	521
Trade payables	54,742	42,498
Employee benefit expenses and social security	18,418	18,336
VAT payables	225	1,017
Tax payables	15,097	10,861
Derivative financial instruments	4	7
Other current liabilities	2,133	9,070
Accrued charges and deferred income	4,031	3,026
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>548,002</b>	<b>571,221</b>



# CONSOLIDATED INCOME STATEMENT

IN THOUSANDS OF EUR	2016	2015
<b>TURNOVER</b>	<b>507,208</b>	<b>411,576</b>
Raw materials, consumables and goods for resale	(168,310)	(121,803)
Services and other goods	(133,095)	(117,959)
Employee benefit expense	(101,639)	(88,527)
Depreciation and amortization on intangible and tangible assets	(14,796)	(14,919)
Impairment on inventories, contracts in progress and trade debtors	(1,905)	(2,086)
Other operating charges	(6,411)	(3,566)
Other operating income	2,893	2,048
<b>RECURRENT OPERATING RESULT (REBIT)<sup>(1)</sup></b>	<b>83,945</b>	<b>64,764</b>
Non-recurrent operating result	4,507	(1,748)
<b>OPERATING RESULT (EBIT)<sup>(2)</sup></b>	<b>88,452</b>	<b>63,016</b>
Interest income (cost)	(2,209)	(806)
Currency gains (loss)	(189)	336
Other financial income (cost)	(277)	(308)
<b>PROFIT FOR THE YEAR BEFORE TAXES</b>	<b>85,777</b>	<b>62,238</b>
Taxes	(23,322)	(16,623)
<b>RESULT AFTER TAXES</b>	<b>62,455</b>	<b>45,615</b>
<b>NET RESULT</b>	<b>62,455</b>	<b>45,615</b>
Attributable to:		
Non-controlling interests	1,210	202
Equity holders of Lotus Bakeries	61,245	45,413

IN THOUSANDS OF EUR	2016	2015
<b>OTHER COMPREHENSIVE INCOME</b>		
<b>Items that may be subsequently reclassified to profit and loss</b>	<b>(22,747)</b>	<b>(5,125)</b>
Currency translation differences	(21,064)	(4,551)
Gain/(Loss) on cash flow hedges, net of tax	(1,683)	(574)
<b>Items that will not be reclassified to profit and loss</b>	<b>(36)</b>	<b>494</b>
Remeasurement gains/(losses) on defined benefit plans	(36)	494
<b>Other comprehensive income</b>	<b>(22,783)</b>	<b>(4,631)</b>
<b>Total comprehensive income</b>	<b>39,672</b>	<b>40,984</b>
Attributable to:		
Non-controlling interests	(1,784)	(524)
Equity holders of Lotus Bakeries	41,456	41,508
<b>EARNINGS PER SHARE (EUR)</b>		
Weighted average number of shares	793,147	788,341
<b>Basic earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.53	0.26
Equity holders of Lotus Bakeries	77.22	57.61
Weighted average number of shares after effect of dilution	806,206	803,247
<b>Diluted earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.50	0.25
Equity holders of Lotus Bakeries	75.97	56.54
Total number of shares <sup>(3)</sup>	812,513	811,863
<b>Earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.49	0.25
Equity holders of Lotus Bakeries	75.38	55.94

(1) REBIT is defined as the recurrent trading result, consisting of all the proceeds and costs relating to normal business

(2) EBIT is defined as recurrent operating result + non-recurrent operating result

(3) Total number of shares including treasury shares

# ABRIDGED FIVE-YEAR FINANCIAL SUMMARY

## Consolidated balance sheet

IN THOUSANDS OF EUR	31-12-2016	31-12-2015	31-12-2014	31-12-2013	31-12-2012
<b>NON CURRENT ASSETS</b>	<b>437,310</b>	<b>442,884</b>	<b>263,881</b>	<b>262,729</b>	<b>214,154</b>
Property, plant and equipment	161,590	139,377	137,569	136,489	109,064
Goodwill	144,368	93,229	46,135	46,517	25,960
Intangible assets	126,006	107,901	74,674	75,744	76,248
Investment in other companies	37	96,244	22	27	32
Deferred tax assets	4,854	5,889	5,275	3,859	2,691
Other non current assets	455	244	206	93	159
<b>CURRENT ASSETS</b>	<b>110,692</b>	<b>128,337</b>	<b>73,108</b>	<b>71,375</b>	<b>56,461</b>
Inventories	32,175	35,659	17,898	16,665	14,917
Trade receivables	50,922	56,143	38,804	36,036	29,751
Cash and cash equivalents	19,932	18,547	11,855	11,933	6,452
<b>TOTAL ASSETS</b>	<b>548,002</b>	<b>571,221</b>	<b>336,989</b>	<b>334,104</b>	<b>270,615</b>
<b>EQUITY</b>	<b>248,464</b>	<b>217,525</b>	<b>200,629</b>	<b>171,375</b>	<b>145,206</b>
<b>NON-CURRENT LIABILITIES</b>	<b>197,245</b>	<b>169,242</b>	<b>39,506</b>	<b>43,984</b>	<b>34,041</b>
Interest-bearing loans and borrowings	118,500	97,000	325	7,925	-
Deferred tax liabilities	50,666	44,607	34,905	32,687	30,323
Other non-current liabilities	19,560	22,815	57	5	5
<b>CURRENT LIABILITIES</b>	<b>102,293</b>	<b>184,454</b>	<b>96,854</b>	<b>118,745</b>	<b>91,368</b>
Interest-bearing loans and borrowings	7,533	99,086	41,144	62,337	41,675
Trade payables	54,742	42,498	33,309	34,249	30,886
Employee benefit expenses and social security	18,418	18,336	12,357	12,525	10,792
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>548,002</b>	<b>571,221</b>	<b>336,989</b>	<b>334,104</b>	<b>270,615</b>

## Consolidated income statement

IN THOUSANDS OF EUR	2016	2015	2014	2013	2012
<b>TURNOVER</b>	<b>507,208</b>	<b>411,576</b>	<b>347,890</b>	<b>332,319</b>	<b>288,455</b>
<b>RECURRENT OPERATING RESULT (REBIT)</b>	<b>83,945</b>	<b>64,764</b>	<b>49,433</b>	<b>41,371</b>	<b>36,680</b>
Non-recurrent operating result	4,507	(1,748)	(261)	(3,655)	(1,953)
<b>OPERATING RESULT (EBIT)</b>	<b>88,452</b>	<b>63,016</b>	<b>49,172</b>	<b>37,716</b>	<b>34,727</b>
Financial result	(2,675)	(778)	16	(1,740)	(1,569)
<b>PROFIT FOR THE YEAR BEFORE TAXES</b>	<b>85,777</b>	<b>62,238</b>	<b>49,188</b>	<b>35,976</b>	<b>33,158</b>
Taxes	(23,322)	(16,623)	(12,415)	(8,057)	(7,408)
<b>RESULT AFTER TAXES</b>	<b>62,455</b>	<b>45,615</b>	<b>36,773</b>	<b>27,919</b>	<b>25,750</b>
<b>NET RESULT - attributable to:</b>	<b>62,455</b>	<b>45,615</b>	<b>36,773</b>	<b>27,919</b>	<b>25,750</b>
Non-controlling interests	1,210	202	(2)	(1)	13
Equity holders of Lotus Bakeries	61,245	45,413	36,775	27,920	25,737

# CORPORATE SOCIAL RESPONSIBILITY:



Future location

Lotus Biscoff factory

Mebane


(North Carolina - United States)

**Care for Today**  
**Respect for Tomorrow**







A close-up photograph of a person's hands holding a single, rectangular, golden-brown Lotus Biscoff cookie. The cookie has the word "Lotus" embossed on it. The person is wearing a white t-shirt with a colorful floral pattern. A semi-transparent white text box with rounded corners is overlaid on the upper part of the image, containing text about the company's history.

It was not by chance that founder Jan Boone named his company Lotus in 1932. It was a reference to the purity of the lotus flower. Right from the start, the recipe for Lotus Biscoff has consisted solely (and exclusively) of natural ingredients. We still respect his decision today.



Our objective is to make Lotus Bakeries products more and more sustainable. This ambition involves much more than the production process. People, environment and society - we treat them all with care and respect. So that we remain successful as a company - today and tomorrow. And consumers can continue to enjoy our products.

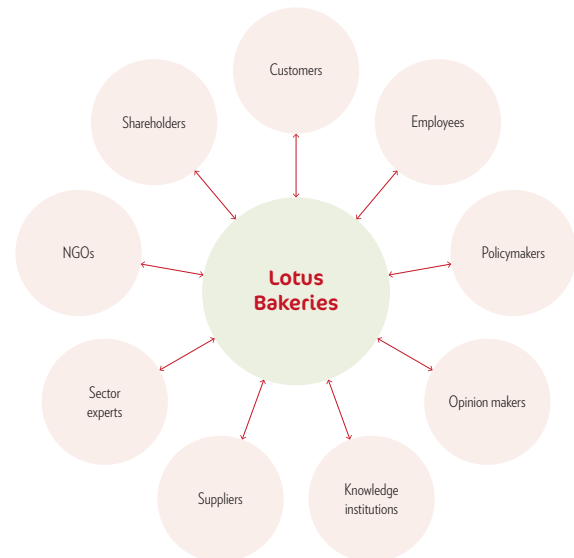
## THE STARTING POINT: THE MATERIALITY MATRIX

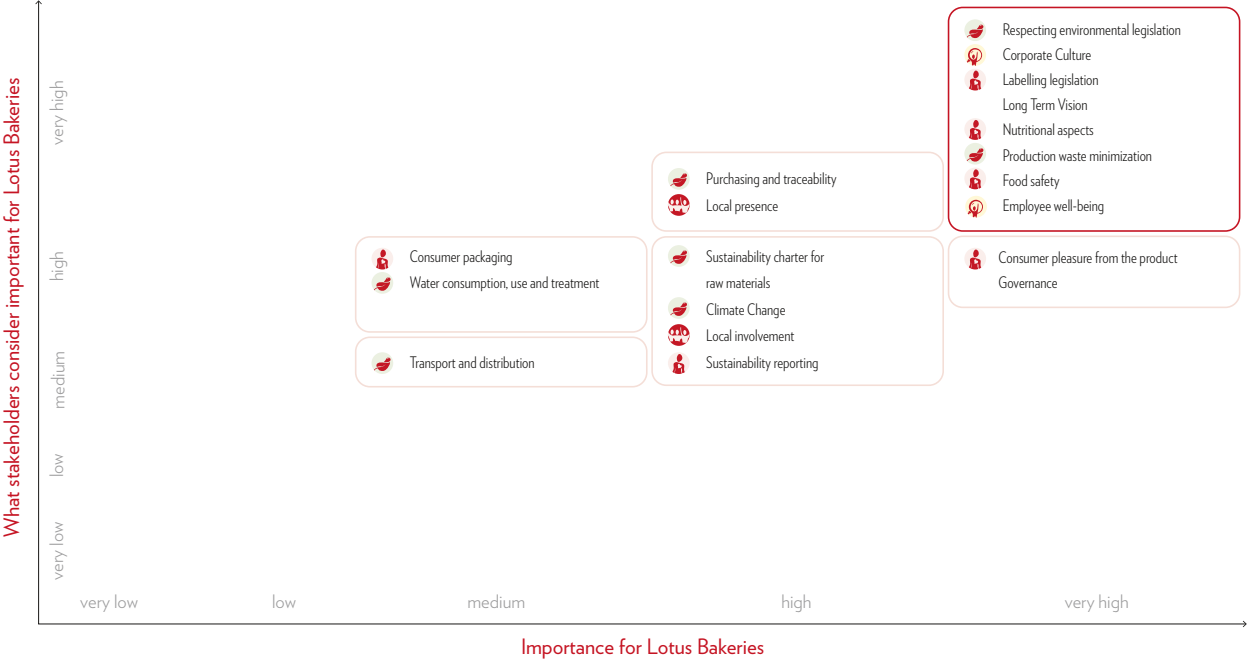
Lotus Bakeries' approach to Corporate Social Responsibility (CSR) is reflected in its sustainability programme 'Care for Today – Respect for Tomorrow'. In 2015, we began reporting on the rollout of this programme, in accordance with the Global Reporting Initiative (GRI G4 standard).

To ensure that the outside world was sufficiently represented in our Corporate Social Responsibility policy (CSR), we carried out a materiality analysis at the end of 2014. For this, we identified several issues that are important to our stakeholders as well as the company.

Using a questionnaire, we gauged the relevance and importance of these issues. This is based on the GRI G4 standards and the themes of our sustainability programme 'Care for Today – Respect for Tomorrow'. We also took inspiration from the latest trend analyses in CSR. Besides the stakeholders, we also submitted the questionnaire to the Executive Committee.

We plotted the stakeholders' answers on the y-axis theme by theme and the Executive Committee's answers on the x-axis. The result of the exercise is known as the 'materiality matrix'. As there have been no fundamental changes to the environment, concerns and interests of stakeholders since this survey, we were also able to use it as a basis for 2016.





The box at the top right of the materiality matrix contains the aspects viewed by both Lotus Bakeries and its stakeholders as most important. We have grouped them into four pillars of sustainability which form the basis for the 'Care for Today - Respect for Tomorrow' programme: employees, people, environment and society.



#### 4 pillars of sustainability



##### **Employees**

Every employee deserves our respect. After all, it is thanks to the motivation and commitment of our employees that we make a difference.



##### **People**

Our aim is to ensure in a responsible way that consumers can enjoy products produced by us in a sustainable manner.



##### **Environment**

Because all of our ingredients come from nature, we like to give something back.



##### **Society**

Lotus Bakeries has a role to play in society. We are only too happy to assume our responsibilities, time and time again.

# OUR SUSTAINABILITY PROGRAMME IN PRACTICE



## 01. THANKS TO OUR EMPLOYEES, WE MAKE A DIFFERENCE

Offering pleasant work in a challenging environment is our motto. Our employees' well-being and an inspirational corporate culture form the key objectives of our first pillar of sustainability.



### Our corporate values are TOP

**Team spirit:** each link in the process is equally important, from marketing to production and packaging. It is essential to work as a well-oiled team. We work together every day to make Lotus Bakeries a success, in a safe and pleasant working environment.

**Open dialogue:** we inform our employees of important decisions through regular departmental meetings and internal communication platforms. We also encourage managers to enter into a dialogue with their teams, putting transparency into practice.

**Passion:** our employees' dedication and commitment are evident on a daily basis in the workplace. In their justified pride in our products, for example. Investing in our employees benefits the whole company.

### Clear about our objectives

Only when we are all working towards the same goal can we realize our long-term objectives together and with even greater pleasure in our work. For this reason, we communicate about our long-term objectives via various internal channels. The various departments then determine their own priorities based on this general direction and devise an action plan to achieve this.

### ‘Safety first’ top of the agenda

Our employees’ well-being depends first and foremost on a safe working environment. An accident can happen any time, and a moment’s carelessness can have serious consequences on a production floor. That’s why ‘safety first’ is always top of the agenda at work meetings. Our employees and managers discuss safety situations on a daily basis and we are committed to bringing about improvements across the board.

These efforts have led to a fall in the number of occupational accidents compared with 2015. Some departments even recorded no accidents this year. However in our own production sites, a total of thirty occupational accidents occurred in 2016 and that is thirty too many. We therefore need to continue our efforts just as strongly to achieve our ultimate goal: ‘zero’ occupational accidents across all group sites.



### Arbogignet for Lotus Bakeries Netherlands

The Dutch Working Conditions Act, known as the Arboret for short, contains rules for promoting the health, safety and well-being of employees and preventing occupational accidents. The Dutch Association for the Baking and Confectionary Industry (VBZ) has developed an “Arbogignet” or occupational health and safety label for the industry. In 2015, Lotus Bakeries Netherlands took part in the pilot project at the Enkhuizen plant. When accreditation became a reality, the high quality standards were also rolled out at the other Dutch plants. In the meantime, the plant in Geldrop has also achieved the label.

### Plenty of growth within the organization

We are convinced that internal mobility is one of the keys to greater commitment and improved employability for our employees.

At Lotus Bakeries Netherlands, for instance, last year we managed to fill more than seven out of ten of our vacancies internally. Employees are given a new set of tasks or different responsibilities to enable them to develop to the full within the organization.

In South Africa, where the entire, largely handmade production process for fruit rolls – BEAR ‘Yoyos’ – takes place, the employees who launched production there have now risen to the level of team leader. They know the handmade process like the back of their hand and are now passing on their knowhow to the next generation.

### Healthy and fit for the day

At Lotus Bakeries Netherlands, all employees were given the opportunity to take part in a health check in 2015. Based on a range of parameters, including cholesterol level and BMI, the potential health risks of their lifestyle were identified. Then a detailed action plan was devised. For example, employees and their partners could receive coaching to stop smoking. In addition, fried food is only on the menu in the canteens on the Dutch sites once a week and employees are encouraged to move as much as possible, after and during working hours.



René Groen, General Manager Netherlands: "Sitting is sometimes called the new smoking. So we launched a pilot project to counter sitting for long periods. We installed standing desks to encourage working standing up and several meeting rooms have been equipped for standing during meetings. Our boot camps in the office's car park also remain a big hit. Once a week, we work out together for an hour. It gives us a lift at the end of the working day and also boosts team spirit."





## 02. ENJOYING OUR SUSTAINABLE PRODUCTS RESPONSIBLY

Ensuring that people enjoy our products to the full but responsibly, now and in the future. We are committed to this day after day as part of our second pillar of sustainability. Ensuring the quality, origin, composition and safety of our products is vital.



### Top quality right down the line

We work to achieve high-quality products and processes every day, accompanied by high levels of investment in research. At Lotus Bakeries, we put more than twice as much into research compared to the average European food company. Accordingly, our R&D department refines the composition of our products. In addition to their own expertise, they also rely on new insights into various ingredients from well-respected knowledge institutions and innovation platforms in the food industry. We learn a lot from one another too. In order to apply best practices in the other plants as soon as possible, we use a system of organized consultation. The constant striving for high-quality products and processes is audited both externally and internally (IFS, BRC, ACG, HACCP) and all of our employees are closely involved in this.

### Less sugar and smaller portions

Offering both large and small packs means that consumers can deliberately opt to consume fewer calories. In this way we are responding to growing awareness of healthy eating. But we are also working on reducing sugar and salt content, the amount of saturated fat in our products and identifying natural flavourings.

This is paying off, as shown by the success of our 'Zero' concept, in which sugar is replaced by a natural substitute. Following Peijnenburg Zero, a version with no added sugar was also added to the Snelle Jelle range in 2016. We also launched the [www.rogge.nl](http://www.rogge.nl) website on which we reveal the composition of our various varieties of gingerbread, including the number of calories per portion.

	100 g	1 Frangipane 32,5 g	%
Energie/Energiewaarde	1860 kJ/445 kcal	604 kJ/145 kcal	7 %
Vetten/Lipiden/grasstoffen/Fat	23,3 g	7,6 g	11 %
van welke aardig/containing saturated/unsaturated fatty acids	11,5 g	3,7 g	19 %
Koolhydraten/Carbohydrates/Kohlenhydrate	55,4 g	18,0 g	7 %
van welke aardig/containing sugars/starch	29,7 g	9,6 g	11 %
Voedingsvezels/Fibres alimentaires/Food fibre	0,7 g	0,2 g	
Eiwitten/Proteïnes/Protein	4,6 g	1,5 g	3 %
Zout/Salt/Salt	0,57 g	0,18 g	3 %

\*Referentie-inname van een gemiddelde volwassene (8400 kJ / 2000 kcal). / Apport de référence pour un adulte-type (8400 kJ / 2000 kcal). / Referenzmenge für einen durchschnittlichen Erwachsenen (8400 kJ / 2000 kcal).



### The right snack for all times of the day

Breakfast, coffee break, on the go ... Every consumption moment needs the right snack. To fulfil customer requirements, we are constantly looking for new opportunities. We found these in 2015 in the natural snacks of Natural Balance Foods (Näkd and Trek) and Urban Fresh Foods (BEAR and Urban Fruit). Our Natural Foods business unit is not just experiencing growth in its home market, the UK. In 2016 we also convinced Dutch consumers in particular of these products. And we are well on the way to continued expansion in Europe and the US.

Isabelle Maes, CFO:

"Our strategy is to offer every consumer a versatile range of responsible snacks for every consumption moment. We're investing heavily in R&D to make our existing range healthier and healthier. Without impacting on taste or quality, because it still needs to be a treat. Eighteen months ago, we also began exploring the whole new natural snacking segment based on dried fruit and nuts. With Näkd, Trek and Urban Fruit, we target active twenty and thirty-year-olds, while BEAR is aimed at kids with its colourfully packaged fruit rolls.





### 03.

## SYSTEMATICALLY REDUCING OUR IMPACT ON THE ENVIRONMENT

When it comes to respect for the environment, we leave nothing to chance. From purchasing to production and packaging: care for our living environment is key. As part of the third pillar of sustainability, we continuously monitor and improve the impact of all of our processes on nature.

#### Reducing and preventing waste

By systematically optimizing the production process, we keep our production waste as low as possible. Anything left over from production is processed into animal feed, but we also intend to reduce waste flows by more efficient use of ingredients.

We also help consumers waste less food by offering a choice of different packaging formats. And we are increasingly using portion packs. The idea behind this: throwing away food is much more damaging to the environment than using a few extra grams of plastic to package portions separately.



### Deliberate choice of plastic

Through our packaging, we are responding to two major trends: less damage to the environment and longer shelf life. Since our plastic packaging keeps the product fresh during a longer period of time, we prefer that material. And despite its not so good reputation, the lion's share of our consumer packaging is made of plastic. Because if we take into account the overall impact on the environment, plastic packaging scores well. This is because the material guarantees a longer shelf life, protect the products better during transport and is much lighter than say cardboard, so we need much less of it.

### FOST Plus tests purple bags in Belgium

We consider it our job to keep a close eye on trends and developments in the area of recycling and implement them where possible. There are currently lots of developments around the end of the lifecycle of packaging material. For example, Belgian waste management organization FOST Plus has launched a pilot project using purple bags. Unlike ordinary PMD bags, Lotus plastic packaging could be collected in them for recycling.

### Reducing energy consumption and emissions

The 2015 climate summit in Paris highlighted once again that climate change is caused by human actions. Our aim is therefore to consume every year 2% less energy and gas per kilogramme produced. We are therefore delighted to report that, thanks to the efforts made on all our production sites, energy consumption per kilogramme produced has fallen by over 10% since 2012.

We have invested in new ovens which consume less gas and therefore create less emissions.

Our gas consumption is also offset via the WWF Gold Standard programme and our electricity is green. The result of all these efforts: since 2015, Lotus Bakeries' production has been CO<sub>2</sub> neutral.



### Local production in our largest export market

When developing a new product or a different packaging format, we always take the whole logistics chain into account, such as optimal loading of pallets and trucks. In this way we minimize the impact of transport.

To supply our largest export market for Lotus Biscoff, we are going a step further. The first Lotus Biscoff manufacturing facility outside Belgium will be built in North Carolina in the USA. The aim is to organize all production for the US market locally. This will not only have a significant impact on our ecological footprint but it will also create new jobs in the region. The first Lotus Biscoff cookies will roll off the production line there in 2019.

### Traceable right back to the origin

We aim to make the industry as a whole and our supply chain in particular more sustainable. When we negotiate with a supplier, this topic is on the table. What's more, our partners have already said on multiple occasions that Lotus Bakeries plays a leading role in shaping their own CSR policy.

Traceability is a key aspect of our supply chain policy. After all, once we know the origin of a product or ingredient, we can begin managing it. As far as possible, we use local ingredients and/or growing and harvesting conditions. Apart from less transport, this offers many other advantages as far as sustainability is concerned, including greater control over cultivation, land use and working conditions.

# RSPO

Roundtable on Sustainable Palm Oil



- 100% of our eggs are free range.
- Our ingredients are locally sourced as far as possible.
- The chocolate processed in the Netherlands is 100% UTZ certified.
- We only use palm oil that is 100% RSPO segregated. We score a maximum of 9 out of 9 on the WWF 'Palmoil buyers scorecard'.



## 04. WE PLAY OUR PART IN SOCIETY

Lotus Bakeries is in the midst of society and we are fully aware of our social responsibility. Under the fourth pillar of sustainability, we enthusiastically take on this role. At local level, naturally, where we are present through our plants and sales organizations. But we also support social and development projects nationally and internationally.

### Healthy lifestyle: catch them young

Anyone who learns about healthy eating and a healthy lifestyle as a child will reap the rewards in later life. Based on this reasoning, our plant at Geldrop in the Netherlands has teamed up with the JOGG organization, which promotes a healthy weight among young people. In partnership with JOGG, we offer healthy alternatives for breaktime by introducing Nākd and Peijnenburg Zero in school canteens.



### WWF Gold

As already mentioned, our gas consumption is offset via a WWF Gold Standard programme. We have chosen a project in Uganda called 'Saving trees'. The project facilitates the dissemination of different cooking technology by using new cookstoves. This is having a significant impact, including: reducing deforestation, reducing CO<sub>2</sub> emissions and saving time and money for users.







### Partner of Entrepreneurs for Entrepreneurs

When Entrepreneurs for Entrepreneurs was founded almost two decades ago, Lotus Bakeries was one of its partners right from the start. After all, the mission of helping entrepreneurs in developing countries was a perfect fit for our family values. Today we are still actively involved as a key member of this not-for-profit organization.

#### Tanzanian farmers get off to a flying start

As part of Entrepreneurs for Entrepreneurs, together with ngo Trias, we help young people in Tanzania who want to start their own business. Agriculture is the largest employer in the East African country, but due to limited access to land and means of production, this sector has less and less to offer young farmers.

So, in conjunction with two nationally recognized membership organizations, Trias provides training, support and finance for over 2,000 young farmers. The focus is on improving crops and increasing production, along with the commercial side of the business. We want to train them



up to become enthusiastic entrepreneurs so they can take their future in their own hands.

#### Boost for Bolivian quinoa growing

The ngo Louvain Coopération is rolling out a programme in Bolivia – the largest producer of quinoa in the world – for quinoa growing and processing. Thanks to the popularity of this superfood in Europe, crop prices have risen sharply. This means that the local people can no longer afford to consume this local grain on a regular basis themselves. Nevertheless, its high nutritional value could save many children from malnutrition.

Through Entrepreneurs for Entrepreneurs, we give Louvain Coopération's Bolivian quinoa project a boost. The ngo has also set up several small businesses to process the nutritious grain into biscuits and cereal bars. The snacks are then offered in school canteens so that quinoa reaches the local population once more.



## INDEPENDENT LIMITED ASSURANCE REPORT ON CARE FOR TODAY – RESPECT FOR TOMORROW SECTION OF THE ANNUAL REPORT 2016 OF LOTUS BAKERIES AND ITS SUBSIDIARIES

This report has been prepared in accordance with the terms of our engagement contract dated 14 November 2016, whereby we have been engaged to issue an independent limited assurance report in connection with the Care for Today – Respect for Tomorrow section as of and for the year ended 31 December 2016 in the accompanying Annual Report 2016 of Lotus Bakeries and its subsidiaries (the “Report”).

### **Responsibility of Board of Directors**

The Board of Directors of Lotus Bakeries (the “Company”) is responsible for the preparation of the selected indicators for the year 2016 marked in the GRI table with a tick mark (‘v’) in the Care for Today – Respect for Tomorrow section set forth in the Report of Lotus Bakeries and its subsidiaries and the declaration that its reporting meets the requirements of the Global Reporting Initiative (GRI) G4 (the “Subject Matter Information”), in accordance with the criteria disclosed in the Care for Today – Respect for Tomorrow section and with the recommendations of the GRI (the “Criteria”).

This responsibility includes the selection and application of appropriate methods for the preparation of the Subject Matter Information, for ensuring the reliability of the underlying information and for the use of assumptions and estimates for individual sustainability disclosures which are reasonable in the circumstances. Furthermore, the responsibility of the Board of Directors includes the design implementation and maintenance of systems and processes relevant for the preparation of the Subject Matter Information.

### **Auditor’s Responsibility**

Our responsibility is to express an independent conclusion about the Subject Matter Information set forth in the Report based on the work we have performed.

We conducted our work in accordance with the International Standard on Assurance Engagements (ISAE) 3000 “Assurance Engagements other than Audits or Reviews of Historical Financial Information”. This standard requires that we comply with ethical requirements and that we plan and perform the engagement to obtain limited assurance as to whether nothing has come to our attention that causes us to believe that the Subject Matter Information is not fairly stated, in all material respects, based on the Criteria.

The objective of a limited-assurance engagement is to perform the procedures we consider necessary to provide us with sufficient appropriate evidence to support the expression of a conclusion in the negative form on the Subject Matter Information. The selection of such procedures depends on our professional judgment, including the assessment of the risks of management’s assertion being materially misstated.

The scope of our work comprised the following procedures:

- assessing and testing the design and functioning of the systems and processes used for data-gathering, collation, consolidation and validation, including the methods used

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for calculating and estimating the information and data presented in the Subject Matter Information;

- conducting interviews with responsible officers;
- inspecting internal and external documents.

We have evaluated the Subject Matter Information against the Criteria. The accuracy and completeness of the Subject Matter Information are subject to inherent limitations given their nature and the methods for determining, calculating or estimating such information. Our Limited Assurance Report should therefore be read in connection with the Criteria.

#### ***Our Independence and Quality Control***

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior. Our audit firm applies International Standard on Quality Control (ISQC) n° 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### ***Conclusion***

Based on our work, as described in this Independent Limited Assurance Report, nothing has come to our attention that causes us to believe that the selected indicators for the year 2016 marked in the GRI table with a tick mark (‘v’) in the Care for Today – Respect for Tomorrow section for the year ended 31 December 2016 included in the Annual Report of the Company, and the Company’s assertion that the Report meets the requirements of GRI G4, are not fairly stated, in all material respects, in accordance with the Criteria.

#### ***Restriction on Use and Distribution of our Report***

Our assurance report has been made in accordance with the terms of our engagement contract. Our report is intended solely for the use of the Company, in connection with their Report as of and for the year ended 31 December 2016 and should not be used for any other purpose. We do not accept, or assume responsibility to anyone else, except to the Company for our work, for this report, or for the conclusions that we have reached.

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Sint-Stevens-Woluwe, 7 April 2017

PwC Bedrijfsrevisoren bvba,  
represented by




















Marc Daelman  
Registered auditor

Peter Opsomer  
Registered auditor

## GRI - G4 REPORTING




## IN ACCORDANCE - OPTIE 'CORE'

STRATEGY AND ANALYSIS		WHERE IN AR 2016	*	**	***
G4-1	Statement from the CEO about the relevance of sustainability to the organization and the organization's strategy for addressing sustainability	p. 5-7; p. 84-86			
G4-2	Description of key impacts, risks, and opportunities	p. 51-53; p. 70-71; p. 84-86			✓
ORGANIZATIONAL PROFILE		WHERE IN AR 2016	*	**	***
G4-3	Name of the organization	frontpage			✓
G4-4	Primary brands, products, and services	p. 21-26; p. 29-37; p. 42-43			✓
G4-5	Location of the organization's headquarters	p. 40; p. 106			✓
G4-6	Number of countries where the organization operates, and names of countries where either the organization has significant operations	p. 39; p. 42-43			✓
G4-7	Nature of ownership and legal form	p. 59			✓
G4-8	Markets served (including geographic breakdown, sectors served, and types of customers and beneficiaries)	p. 29-37; p. 42-43			✓
G4-9	Scale of the organization, including number of employees, number of operations, net sales, total capitalization broken down in terms of debt and equity, quantity of products or services provided	p. 12-13; p. 42-43; p. 45; p. 78-81			✓
G4-10	Workforce	p. 45; p. 88-90		(note 1)	✓
G4-11	Percentage of total employees covered by CBA (collective bargaining agreements)	> 90%		(note 2)	✓
G4-12	Organization's supply chain	p. 43		(note 3)	✓
G4-13	Changes during the reporting period regarding the organization's size, structure, ownership, or its supply chain	p. 8-11; p. 29-37; p. 48-49			✓
G4-14	Precautionary approach or principle <sup>a</sup> approach taken to address potential environmental impacts	p. 68-72			
G4-15	Externally developed economic, environmental and social charters, principles, or other initiatives	p. 82-105			
IDENTIFIED MATERIAL ASPECTS AND BOUNDARIES		WHERE IN AR 2016	*	**	***
G4-17	All entities included in the organization's consolidated financial statements	p. 42-43; part 2			✓
G4-18	Process for defining the report content and the Aspect Boundaries, Explain how the organization has implemented the Reporting Principles for Defining Report Content	p. 84-86			✓
G4-19	Material Aspects identified in the process for defining report content	p. 84-86			✓
G4-20	Aspect Boundary within the organization	p. 84-86			✓
G4-21	Aspect Boundary outside the organization	p. 84-86			✓
G4-22	Restatements of information provided in previous reports	p. 5-7; p. 12-13; p. 48-54; p. 56			
G4-23	Changes from previous reporting periods in the Scope and Aspect Boundaries	p. 80-82			✓

GRI - G4 REPORTING			IN ACCORDANCE - OPTIE 'CORE'		
STAKEHOLDER ENGAGEMENT		WHERE IN AR 2016	*	**	***
G4-24	List of stakeholder groups engaged by the organization	p. 85			✓
G4-25	Basis for identification and selection of stakeholders with whom to engage	p. 84-86			✓
G4-26	Approach to stakeholder engagement	p. 84-86			✓
G4-27	Key topics and concerns that have been raised through stakeholder engagement	p. 84-86			✓
REPORT PROFILE		WHERE IN AR 2016	*	**	***
G4-28	Reporting period	year 2016			✓
G4-29	Date of most recent previous report	year 2015, 13/04/2016			✓
G4-30	Reporting cycle	yearly			✓
G4-31	Contact point for questions regarding the report or its contents	p. 106			✓
G4-32	In accordance, GRI Content Index, External Assurance	p. 98-99; p. 100-105			✓
G4-33	Policy and current practice with regard to seeking external assurance for the report	p. 98-99			✓
GOVERNANCE		WHERE IN AR 2016	*	**	***
G4-34	Governance structure	p. 57-58			✓
G4-35	Delegating authority for economic, environmental and social topics to senior executives and other employees	p. 63-64			✓
G4-36	Executive-level position	p. 65			✓
G4-38	Composition of the highest governance body and its committees	p. 60-62			✓
G4-39	Chair of the highest governance body is also an executive officer	p. 60-62			✓
G4-42	Highest governance body's and senior executives' roles in the development, approval, and updating of the organization's purpose, value or mission statements, strategies, policies, and goals related to economic, environmental and social impacts	p. 59-60			✓
G4-51	Remuneration policies for the highest governance body and senior executives	p. 65-69			✓
G4-52	Process for determining remuneration	p. 65-66			✓
ETHICS AND INTEGRITY		WHERE IN AR 2016	*	**	***
G4-56	Organization's values, principles, standards and norms of behavior such as codes of conduct and codes of ethics	p. 17; p. 88			✓

**Legend**

\* how is it reported

-  fully
-  partially
-  not

\*\* omissions - not applicable except as indicated






- (note 1) no details on employment- nor contract-type, by gender only global
- (note 2) in area NL, not all of the personnel is covered in the CBA, as this is also the case for the smaller SOF's
- (note 3) only high level approach










\*\*\* external validation

- ✓ external assurance by PwC (p. 98-99)

MATERIAL ASPECTS		DMA AND INDICATORS					
CATEGORY	ECONOMIC		where in AR	*	comment	***	
Long Term Vision		DMA (°/°°)	(° : very high/°° : very high)	p. 84-86		✓	
		G4-EC1	Coverage of the organization's results, financial performance, taxes paid, dividends paid, investments, salaries	p. 48-72	●	✓	
Sourcing and traceability		DMA (°/°°)	(° : high/°° : very high)	p. 84-86		✓	
CATEGORY	ENVIRON- MENTAL		where in AR	*	comment	***	
Climate Change		DMA (°/°°)	(° : high/°° : high)	p. 84-86		✓	
	Materials				Fost+, Eco-Emballages, Dutch covenant, ...		
	Energy						
		G4-EN3	Energy consumption within the organization	p. 93-95	●	is expressed in total	✓
		G4-EN6	Reduction of energy consumption	p. 94	●	is expressed in total	✓
	Emissions						
		G4-EN15	Direct greenhouse gas (ghg) emissions (scope 1)	p. 94	●	external report <sup>(1)</sup> , disclosed in total and relative to production as this is the most relevant information	✓
		G4-EN16	Energy indirect greenhouse gas (ghg) emissions (scope 2)	p. 94	●	external report <sup>(1)</sup> , disclosed in total and relative to production as this is the most relevant information	✓
		G4-EN18	Greenhouse gas (ghg) emissions intensity		●	external report <sup>(1)</sup>	✓
		G4-EN19	Reduction of greenhouse gas (ghg) emissions	p. 94	●	external report <sup>(1)</sup> , disclosed in total and relative to production as this is the most relevant information	✓
		G4-EN20	Emissions of ozone-depleting substances (ods)	p. 94	●	external report <sup>(1)</sup> , disclosed in total and relative to production as this is the most relevant information	
	Effluents and Waste						
Environmental compliance		DMA (°/°°)	(° : very high/°° : very high)	p. 84-86		✓	
		G4-EN29	Monetary value of significant fines and total number of non-monetary sanctions for noncompliance with environmental laws and regulations	0 euro	●	✓	



MATERIAL ASPECTS		DMA AND INDICATORS					
CATEGORY	SOCIAL			where in AR	*	comment	***
SUB-CATEGORY: LABOR PRACTICES							
Employee well being		DMA (°/°°)	(° : very high/°° : very high)	p. 84-86			✓
	Occupational Health & Safety						
		G4-LA6	Type of injury and rates of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities, by region and by gender	p. 89		100% on labor accidents (2), no fatalities and no breakdown given the limited numbers	✓
Company culture		DMA (°/°°)	(° : very high/°° : very high)	p. 84-86			✓
	Training & Education			p. 88-90		TOP-values	
		G4-LA9	Average hours of training per year and per gender, and by employee categorie			External training hours are registred in area Be, area Fr and Corporate (total: 33,301 hours)	✓
SUB-CATEGORY: HUMAN RIGHTS							
Sustainability charter suppliers raw materials		DMA (°/°°)	(° : high/°° : high)	p. 84-86			✓
	Freedom of association collective bargaining						
		G4-HR4	Operations and suppliers identified in which the right to exercise freedom of association and collective bargaining may be violated or at significant risk, and measures taken to support these rights	p. 94-95		100% for operations, for the 'others' we will start up analysis in 2016	
	Child Labor						
		G4-HR5	Operations and suppliers identified as having significant risk for incidents of child labor, and measures taken to contribute to the effective abolition of child labor	p. 95		we will start up analysis	
	Forced or Compulsory Labor						
		G4-HR6	Operations and suppliers identified as having significant risk for incidents of forced or compulsory labor, and measures to contribute to the elimination of all forms of forced or compulsory labor	p. 95		we will start up analysis	

MATERIAL ASPECTS		DMA AND INDICATORS					
CATEGORY	SOCIAL			where in AR	*	comment	***
SUB-CATEGORY: SOCIETY							
Community engagement		DMA (°/°°)	(° : high/°° : high)	p. 84-86			✓
	Local Communities						
		G4-SO1	Percentage of operations with implemented local community engagement, impact assessments, and development programs	p. 96		100% on community engagement nearby our plants, for the "others" we will start up analysis	✓
	Anti-corruption						
		G4-SO4	Communication and training on anti-corruption policies and procedures	p. 70-71		100 % as included in the general directives	✓
	Public Policy						
		G4-SO6	Total value of political contributions by country and recipient/beneficiary	0 euro			✓
	Compliance						
		G4-SO8	Monetary value of significant fines and total number of non-monetary sanctions for noncompliance with laws and regulations	0 euro			✓
	Animal Welfare						
		FP11	Percentage and total of animals raised and/or processed, by species and breed type, per housing type	p. 95		relevant animal welfare is limited to the bought eggs : 100% barn eggs	✓
SUB-CATEGORY: PRODUCT RESPONSIBILITY							
Food security & safety		DMA (°/°°)	(° : very high/°° : very high)	p. 84-86			✓
	Customer Health and Safety						
		G4-PR1	Percentage of significant product and service categories for which health and safety impacts are assessed for improvement	p. 54; p. 91-92			
		FP5	External Quality-certification (HACCP, BRC, IFS, ACG)	p. 91		verification PwC only BRC and IFS	✓
Nutritional aspects		DMA (°/°°)	(° : very high/°° : very high)	p. 84-86			✓
	Customer Health and Safety						
		FP6	Percentage of total sales volume of consumer products, by category, lowered in fat, trans fat, sodium, added sugars	p. 8; p. 23-26; p. 33-37; p. 54; p. 91-92			
		FP7	Percentage of total sales volume of consumer products, by category, containing increased nutritious ingredients (fiber, vitamins, minerals, phytochemicals or functional food additives)	p. 8; p. 23-26; p. 33-37; p. 54; p. 91-92			

MATERIAL ASPECTS		DMA AND INDICATORS					
CATEGORY	SOCIAL			where in AR	*	comment	***
SUB-CATEGORY: PRODUCT RESPONSIBILITY							
Labelling regulation	Product and Service Labeling	DMA (°/°°)	(° : very high/°° : very high)	p. 84-86			✓
		G4-PR3	Type of product and service information required by the organization's procedures for product and service information and labeling, and percentage of significant product and service categories subject to such information requirements	p. 91			
Product's pleasure	Compliance	DMA (°/°°)	(° : very high/°° : high)	p. 84-86			✓
		G4-PR5	Results of surveys measuring consumers satisfaction	p. 54; p. 85-86; p. 91-92			
		G4-PR9	Monetary value of significant fines for non-compliance with laws and regulations concerning the provision and use of products and services	0 euro			✓

Legend

- \* how is it reported
- fully
  - partially
  - not

DMA (°/°°) assessed by the stakeholders as (°) and by impact on the organisation (°°)

references

- (1) according to the “Bilan Carbone”-methodology
- (2) accident is counted as accident if = a leave from work of minimum 24 hours

- \*\*\* external validation
- ✓ external assurance by PwC (p. 98-99)

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Register of legal persons of Ghent,  
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[www.lotusbakeries.com](http://www.lotusbakeries.com)

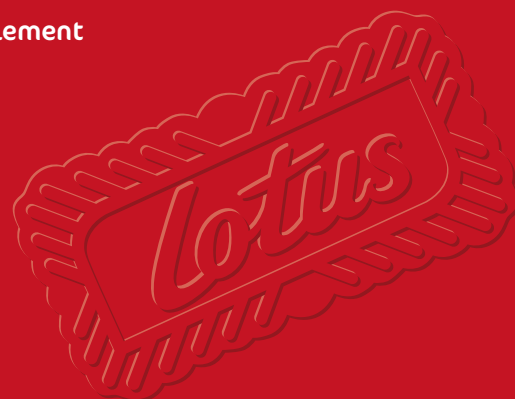




# BEING GREAT IN LITTLE THINGS



Annual review 2016 - Financial supplement



The consolidated financial statements for 2016 shown below have been prepared in accordance with IFRS as adopted for application within the European Union with comparative IFRS figures for 2015.

The statutory financial statements that have been condensed are presented in the financial supplement and are prepared in accordance with Belgian accounting standards (BGAAP).

Only the consolidated annual financial statements present a faithful picture of the assets, financial position and results of the Lotus Bakeries Group.

In light of the fact that the statutory annual financial statements give only a limited picture of the financial situation of the Lotus Bakeries Group, the Board of Directors considers it appropriate to only present an abridged version of the statutory annual statements of Lotus Bakeries NV, in accordance with Article 105 of the Belgian Companies Code.

The full statutory annual statements, together with the statutory annual report of the Board of Directors and the statutory audit report of the Auditor, will be submitted to the National Bank of Belgium within the legally prescribed term. These documents are available on the corporate website of Lotus Bakeries, [www.lotusbakeries.com](http://www.lotusbakeries.com) (Investor Relations) or can be obtained for free from the Corporate Secretary of Lotus Bakeries on simple request.

This financial supplement is a part of the 2016 annual review of Lotus Bakeries NV. This annual review is in two parts which are available on the Lotus Bakeries corporate website and also on simple request, separately and free of charge, from the Lotus Bakeries Corporate Secretary.

The Auditor has issued an unqualified audit opinion with respect to the consolidated and the statutory annual statements of Lotus Bakeries NV.

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# CONSOLIDATED FINANCIAL STATEMENTS

## Consolidated balance sheet

IN THOUSANDS OF EUR	NOTES	31-12-2016	31-12-2015
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>		<b>437,310</b>	<b>442,884</b>
Property, plant and equipment	5	161,590	139,377
Goodwill	6	144,368	93,229
Intangible assets	7	126,006	107,901
Investment in other companies	4	37	96,244
Deferred tax assets	8	4,854	5,889
Other non current assets	9	455	244
<b>CURRENT ASSETS</b>		<b>110,692</b>	<b>128,337</b>
Inventories	10	32,175	35,659
Trade receivables	11	50,922	56,143
VAT receivables	11	4,235	4,868
Income tax receivables	11	1,061	938
Other amounts receivable	11	485	10,504
Cash and cash equivalents	12,13	19,932	18,547
Deferred charges and accrued income		1,882	1,678
<b>TOTAL ASSETS</b>		<b>548,002</b>	<b>571,221</b>

IN THOUSANDS OF EUR	NOTES	31-12-2016	31-12-2015
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>		<b>248,464</b>	<b>217,525</b>
Share Capital	14	15,527	15,367
Retained earnings		267,947	219,109
Treasury shares	13, 16, 24	(12,038)	(13,677)
Other reserves	18	(23,038)	(3,249)
Non-controlling interests		66	(25)
<b>NON-CURRENT LIABILITIES</b>		<b>197,245</b>	<b>169,242</b>
Interest-bearing loans and borrowings	13, 17	118,500	97,000
Deferred tax liabilities	8	50,666	44,607
Net employee defined benefit liabilities	18	3,114	3,225
Provisions	19	1,986	726
Derivative financial instruments	20	3,419	869
Other non-current liabilities	21	19,560	22,815
<b>CURRENT LIABILITIES</b>		<b>102,293</b>	<b>184,454</b>
Interest-bearing loans and borrowings	13, 17	7,533	99,086
Net employee defined benefit liabilities	18	89	32
Provisions	19	21	521
Trade payables	22	54,742	42,498
Employee benefit expenses and social security	22	18,418	18,336
VAT payables	22	225	1,017
Tax payables	22	15,097	10,861
Derivative financial instruments	20, 22	4	7
Other current liabilities	22	2,133	9,070
Accrued charges and deferred income	22	4,031	3,026
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>548,002</b>	<b>571,221</b>

## Consolidated income statement

IN THOUSANDS OF EUR	NOTES	2016	2015
<b>TURNOVER</b>		<b>507,208</b>	<b>411,576</b>
Raw materials, consumables and goods for resale		(168,310)	(121,803)
Services and other goods		(133,095)	(117,959)
Employee benefit expense	23	(101,639)	(88,527)
Depreciation and amortization on intangible and tangible assets	25	(14,796)	(14,919)
Impairment on inventories, contracts in progress and trade debtors	10, 11	(1,905)	(2,086)
Other operating charges	26	(6,411)	(3,566)
Other operating income	26	2,893	2,048
<b>RECURRENT OPERATING RESULT (REBIT) <sup>(1)</sup></b>		<b>83,945</b>	<b>64,764</b>
Non-recurrent operating result	27	4,507	(1,748)
<b>OPERATING RESULT (EBIT) <sup>(2)</sup></b>		<b>88,452</b>	<b>63,016</b>
Interest income (expense)	28	(2,209)	(806)
Foreign exchange gains (losses)	28	(189)	336
Other financial income (expense)	28	(277)	(308)
<b>PROFIT FOR THE YEAR BEFORE TAXES</b>		<b>85,777</b>	<b>62,238</b>
Taxes	8, 29	(23,322)	(16,623)
<b>RESULT AFTER TAXES</b>		<b>62,455</b>	<b>45,615</b>
<b>NET RESULT - attributable to:</b>		<b>62,455</b>	<b>45,615</b>
Non-controlling interests		1,210	202
Equity holders of Lotus Bakeries		61,245	45,413

IN THOUSANDS OF EUR	NOTES	2016	2015
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that may be subsequently reclassified to profit and loss</b>		<b>(22,747)</b>	<b>(5,125)</b>
Currency translation differences		(21,064)	(4,551)
Gain/(Loss) on cash flow hedges, net of tax		(1,683)	(574)
<b>Items that will not be reclassified to profit and loss</b>		<b>(36)</b>	<b>494</b>
Remeasurement gains/(losses) on defined benefit plans	18	(36)	494
<b>Other comprehensive income</b>		<b>(22,783)</b>	<b>(4,631)</b>
<b>Total comprehensive income - attributable to:</b>		<b>39,672</b>	<b>40,984</b>
Non-controlling interests		(1,784)	(524)
Equity holders of Lotus Bakeries		41,456	41,508
<b>EARNINGS PER SHARE</b>	30		
Weighted average number of shares		793,147	788,341
<b>Basic earnings per share (EUR) - attributable to:</b>			
Non-controlling interests		<b>1.53</b>	<b>0.26</b>
Equity holders of Lotus Bakeries		<b>77.22</b>	<b>57.61</b>
Weighted average number of shares after effect of dilution		806,206	803,247
<b>Diluted earnings per share (EUR) - attributable to:</b>			
Non-controlling interests		<b>1.50</b>	<b>0.25</b>
Equity holders of Lotus Bakeries		<b>75.97</b>	<b>56.54</b>
Total number of shares <sup>(3)</sup>		812,513	811,863
<b>Earnings per share (EUR) - attributable to:</b>			
Non-controlling interests		<b>1.49</b>	<b>0.25</b>
Equity holders of Lotus Bakeries		<b>75.38</b>	<b>55.94</b>

(1) REBIT is defined as the recurrent trading result, consisting of all the proceeds and costs relating to normal business.

(2) EBIT is defined as recurrent operating result + non-recurrent operating result.

(3) Total number of shares including treasury shares at 31 December.

## Consolidated statement of changes in equity

IN THOUSANDS OF EUR	ISSUED CAPITAL	SHARE PREMIUM	CAPITAL	RETAINED EARNINGS
<b>EQUITY as on 1 January 2015</b>	<b>3,534</b>	<b>9,656</b>	<b>13,190</b>	<b>196,147</b>
Net result of the financial year	-	-	-	45,413
Currency translation differences	-	-	-	-
Remeasurement gains/(losses) on defined benefit plans	-	-	-	-
Cash flow hedge reserves	-	-	-	-
Taxes on items taken directly to or transferred from equity	-	-	-	-
Net income/(expense) for the period recognised directly in equity	-	-	-	-
<b>Total comprehensive income/(expense) for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45,413</b>
Dividend to shareholders	-	-	-	(10,293)
Increase in capital	39	2,138	2,177	-
Acquisition/sale own shares	-	-	-	-
Employee share-based compensation expense	-	-	-	479
Non-controlling interests resulting from business combinations	-	-	-	-
Impact written put options on non-controlling interests	-	-	-	(12,892)
Other	-	-	-	255
<b>EQUITY as on 31 December 2015</b>	<b>3,573</b>	<b>11,794</b>	<b>15,367</b>	<b>219,109</b>
Net result of the financial year	-	-	-	61,245
Currency translation differences	-	-	-	-
Remeasurement gains/(losses) on defined benefit plans	-	-	-	-
Cash flow hedge reserves	-	-	-	-
Taxes on items taken directly to or transferred from equity	-	-	-	-
Net income/(expense) for the period recognised directly in equity	-	-	-	-
<b>Total comprehensive income/(expense) for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61,245</b>
Dividend to shareholders	-	-	-	(11,535)
Increase in capital	3	157	160	-
Acquisition/sale own shares	-	-	-	-
Employee share-based compensation expense	-	-	-	515
Impact written put options on non-controlling interests	-	-	-	(2,175)
Other	-	-	-	788
<b>EQUITY as on 31 December 2016</b>	<b>3,576</b>	<b>11,951</b>	<b>15,527</b>	<b>267,947</b>



TREASURY SHARES	TRANSLATION DIFFERENCES	REMEASUREMENT GAINS/(LOSSES) ON DEFINED BENEFIT PLANS	CASH FLOW HEDGE RESERVES	OTHER RESERVES	EQUITY - PART OF THE GROUP	NON-CONTROLLING INTERESTS	TOTAL EQUITY
<b>(9,419)</b>	<b>811</b>	<b>(155)</b>	-	<b>656</b>	<b>200,574</b>	<b>55</b>	<b>200,629</b>
-	-	-	-	-	45,413	202	45,615
-	(3,825)	-	-	(3,825)	(3,825)	(726)	(4,551)
-	-	515	-	515	515	-	515
-	-	-	(869)	(869)	(869)	-	(869)
-	-	(21)	295	274	274	-	274
-	(3,825)	494	(574)	(3,905)	(3,905)	(726)	(4,631)
-	<b>(3,825)</b>	<b>494</b>	<b>(574)</b>	<b>(3,905)</b>	<b>41,508</b>	<b>(524)</b>	<b>40,984</b>
-	-	-	-	-	(10,293)	-	(10,293)
-	-	-	-	-	2,177	-	2,177
(4,258)	-	-	-	-	(4,258)	-	(4,258)
-	-	-	-	-	479	-	479
-	-	-	-	-	-	10,362	10,362
-	-	-	-	-	(12,892)	(9,919)	(22,811)
-	-	-	-	-	255	1	256
<b>(13,677)</b>	<b>(3,014)</b>	<b>339</b>	<b>(574)</b>	<b>(3,249)</b>	<b>217,550</b>	<b>(25)</b>	<b>217,525</b>
-	-	-	-	-	61,245	1,210	62,455
-	(18,070)	-	-	(18,070)	(18,070)	(2,994)	(21,064)
-	-	123	-	123	123	-	123
-	-	-	(2,550)	(2,550)	(2,550)	-	(2,550)
-	-	(159)	867	708	708	-	708
-	(18,070)	(36)	(1,683)	(19,789)	(19,789)	(2,994)	(22,783)
-	<b>(18,070)</b>	<b>(36)</b>	<b>(1,683)</b>	<b>(19,789)</b>	<b>41,456</b>	<b>(1,784)</b>	<b>39,672</b>
-	-	-	-	-	(11,535)	(300)	(11,835)
-	-	-	-	-	160	-	160
1,639	-	-	-	-	1,639	-	1,639
-	-	-	-	-	515	-	515
-	-	-	-	-	(2,175)	2,175	-
-	-	-	-	-	788	-	788
<b>(12,038)</b>	<b>(21,084)</b>	<b>303</b>	<b>(2,257)</b>	<b>(23,038)</b>	<b>248,398</b>	<b>66</b>	<b>248,464</b>

## Consolidated cash flow statement

IN THOUSANDS OF EUR	2016	2015
<b>Operating activities</b>		
Net result (Group)	61,245	45,413
Depreciation and amortization of (in) tangible assets	15,088	15,382
Net valuation allowances current assets	1,852	2,029
Provisions	1,690	881
Fair value adjustment of goodwill and contingent considerations	48	-
Capital loss on disposal of fixed assets	261	162
Financial result	2,675	778
Taxes	23,322	16,623
Employee share-based compensation expense	515	479
Non-controlling interests	1,210	202
<b>Gross cash provided by operating activities</b>	<b>107,906</b>	<b>81,949</b>
Decrease/(Increase) in inventories	3,938	(4,793)
Decrease/(Increase) in trade accounts receivable	6,222	(6,635)
Decrease/(Increase) in other assets	11,031	(8,439)
Increase/(Decrease) in trade accounts payable	11,383	(3,823)
Increase/(Decrease) in other liabilities	(4,023)	3,607
<b>Change in operating working capital</b>	<b>28,551</b>	<b>(20,083)</b>
Income tax paid	(15,289)	(12,680)
Interest paid	(2,270)	(643)
Other financial income and charges received/(paid)	(685)	(734)
<b>Net cash provided by operating activities</b>	<b>118,213</b>	<b>47,809</b>

IN THOUSANDS OF EUR	2016	2015
<b>Investing activities</b>		
(In) tangible assets - acquisitions	(38,281)	(14,357)
(In) tangible assets - other changes	(3)	1,063
Acquisition of subsidiaries	3,703	(65,313)
Financial assets - other changes	(20)	(97,269)
<b>Net cash used in investing activities</b>	<b>(34,601)</b>	<b>(175,876)</b>
<b>Net cash flow before financing activities</b>	<b>83,612</b>	<b>(128,067)</b>
<b>Financing activities</b>		
Dividends paid	(11,606)	(9,876)
Treasury shares	2,169	(4,251)
Proceeds of capital increase	160	2,177
Proceeds / (Reimbursement) of long-term borrowings	21,500	89,052
Proceeds / (Reimbursement) of short-term borrowings	(93,289)	56,481
Proceeds / (Reimbursement) of long-term receivables	(223)	876
<b>Cash flow from financing activities</b>	<b>(81,289)</b>	<b>134,459</b>
<b>Net change in cash and cash equivalents</b>	<b>2,323</b>	<b>6,392</b>
Cash and cash equivalents on January 1	18,547	11,855
Effect of exchange rate fluctuations	(938)	300
Cash and cash equivalents on December 31	19,932	18,547
<b>Net change in cash and cash equivalents</b>	<b>2,323</b>	<b>6,392</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Consolidated companies

1.1 List of consolidated companies

	ADDRESS	VAT OR NATIONAL NUMBER	31-12-2016	31-12-2015
A. Fully consolidated subsidiaries			%	%
Cremers-Ribert NV	Gentstraat 52. B-9971 Lembeke	VAT BE 0427.808.008	100.0	100.0
Interwaffles SA	Rue de Liège 39. B-6180 Courcelles	VAT BE 0439.312.406	100.0	100.0
Lotus Bakeries NV	Gentstraat 1. B-9971 Lembeke	VAT BE 0401.030.860	100.0	100.0
Lotus Bakeries Corporate NV	Gentstraat 1. B-9971 Lembeke	VAT BE 0881.664.870	100.0	100.0
Lotus Bakeries België NV	Gentstraat 52. B-9971 Lembeke	VAT BE 0421.694.038	100.0	100.0
Biscuiterie Willems BVBA	Nieuwendorpe 33 Bus C. B-9900 Eeklo	VAT BE 0401.006.413	100.0	100.0
B.W.I. BVBA	Ambachtenstraat 5. B-9900 Eeklo	VAT BE 0898.518.522	100.0	100.0
Lotus Bakeries Schweiz AG	Nordstrasse 3. 6300 Zug	VAT CHE 105.424.218	100.0	100.0
Lotus Bakeries CZ s.r.o.	Praag 3. Slezská 844/96. CZ-130 00 Praag	VAT CZ 271 447 55	100.0	100.0
Lotus Bakeries GmbH	Schumanstrasse 33. D-52146 Würselen	VAT DE 811 842 770	100.0	100.0
Biscuiterie Le Glazik SAS	Zone Industrielle 2. F-29510 Briec-de-l'Odet	VAT FR95 377 380 985	100.0	100.0
Biscuiterie Vander SAS	Place du Château BP 70091. F-59560 Comines	VAT FR28 472 500 941	100.0	100.0
Lotus Bakeries France SAS	Place du Château BP 50125. F-59560 Comines	VAT FR93 320 509 755	100.0	100.0
Lotus Bakeries UK Ltd.	3000 Manchester Business Park. Aviator Way. Manchester. M22 5TG UK	VAT GB 606 739 232	100.0	100.0
Natural Balance Foods Ltd.	Unit 1A Drakes Drive. Longcrendon. Bucks. HP18 9BA	VAT GB 841 254 348	67.2	67.2
Urban Fresh Foods Ltd.	The Emerson Building. 4-8 Emerson Street. London. SE1 9DU. UK	VAT GB 883 0600 32	100.0	100.0
Lotus Bakeries Réassurances SA	74. Rue de Merl. L-2146 Luxembourg	R.C.S. Luxembourg B53262	100.0	100.0
Koninklijke Peijnenburg BV	Nieuwendijk 45. 5664 HB Geldrop	VAT NL003897187B01	100.0	100.0
Peijnenburg's Koekfabrieken BV	Nieuwendijk 45. 5664 HB Geldrop	VAT NL001351576B01	100.0	100.0
WK Koek Beheer BV	Streek 71. 8464 NE Sintjohannesga	VAT NL006634199B01	100.0	100.0
WK Koek Bakkerij BV	Streek 71. 8464 NE Sintjohannesga	VAT NL006634151B01	100.0	100.0
Enkhuizer Koekfabriek BV	Oosterdijk 3e. NL-1601 DA Enkhuizen	VAT NL823011112B01	100.0	100.0
Lotus Bakeries Nederland BV	Nieuwendijk 45. 5664 HB Geldrop	VAT NL004458953B01	100.0	100.0
Lotus Bakeries Asia Pacific Limited	Room 2302. 23rd floor. Caroline Centre. Lee Garden Two. 28 Yun Ping road. Hong Kong	Inland Revenue Department file no. 22/51477387	100.0	100.0
Lotus Bakeries North America Inc.	1000 Sansome - Suite 220. San Francisco. CA. 94111	IRS 94-3124525	100.0	100.0
Natural Balance Foods USA Inc.	406 Bryant Circle. Unit G. Ojai. CA. 93023 USA	C3598146	67.2	67.2
Lotus Bakeries Ibérica S.L.	C/ Severo Ochoa. 3. 2a Planta Oficina 8A. 28232 Las Rozas (Madrid). Spain	VAT ESB80405137	95.0	95.0
Annas - Lotus Bakeries Holding AB	Radiovägen 23. SE 135 48 Tyresö. Sweden	Registration nr. 556757-7241	100.0	100.0
Annas Pepparkakor Holding AB	Radiovägen 23. SE 135 48 Tyresö. Sweden	Registration nr. 556675-9030	100.0	100.0

	ADDRESS	VAT OR NATIONAL NUMBER	31-12-2016	31-12-2015
A. Fully consolidated subsidiaries			%	%
AB Annas Pepparkakor	Radiovägen 23, SE 135 48 Tyresö, Sweden	VAT SE556149914501	100.0	100.0
Pepparkakshuset i Tyresö AB	Radiovägen 23, SE 135 48 Tyresö, Sweden	VAT SE556736094501	100.0	100.0
Lotus Bakeries North America Calgary Inc.	L.M. Gordon LAW Office, 2213 - 20th Street P.O. Box 586, Nanton, Alberta, Canada, T0L 1R0	GST 131 644 205	100.0	100.0
Lotus Bakeries Chile SpA	Nueva Tajamar #555 OF401, Las Condes, Santiago, Chile 7550099	VAT (RUT) 76.215.081-6	100.0	100.0
Lotus Bakeries China Ltd	Unit 516-517, Front Hall Of Shanghai Exhibition Centre, 1000 Yan An Middle Road, Shanghai 200040, P.R. China	Registration nr.913100000781169357	100.0	100.0
Lotus Bakeries Korea Co. Ltd.	4/F, AIA Tower, 16 Tongil-ro-2-gil, Jung-gu, Seoul 04511, South Korea	Registration nr. 128-81-19621	100.0	100.0

On the basis of Section 479A of UK company law, Lotus Bakeries UK Ltd. and Urban Fresh Foods Ltd. are exempt from the requirement for a local statutory audit. The holding entity guarantees the debts of these two companies as at 31 December 2016.

## 1.2 Changes in the group structure

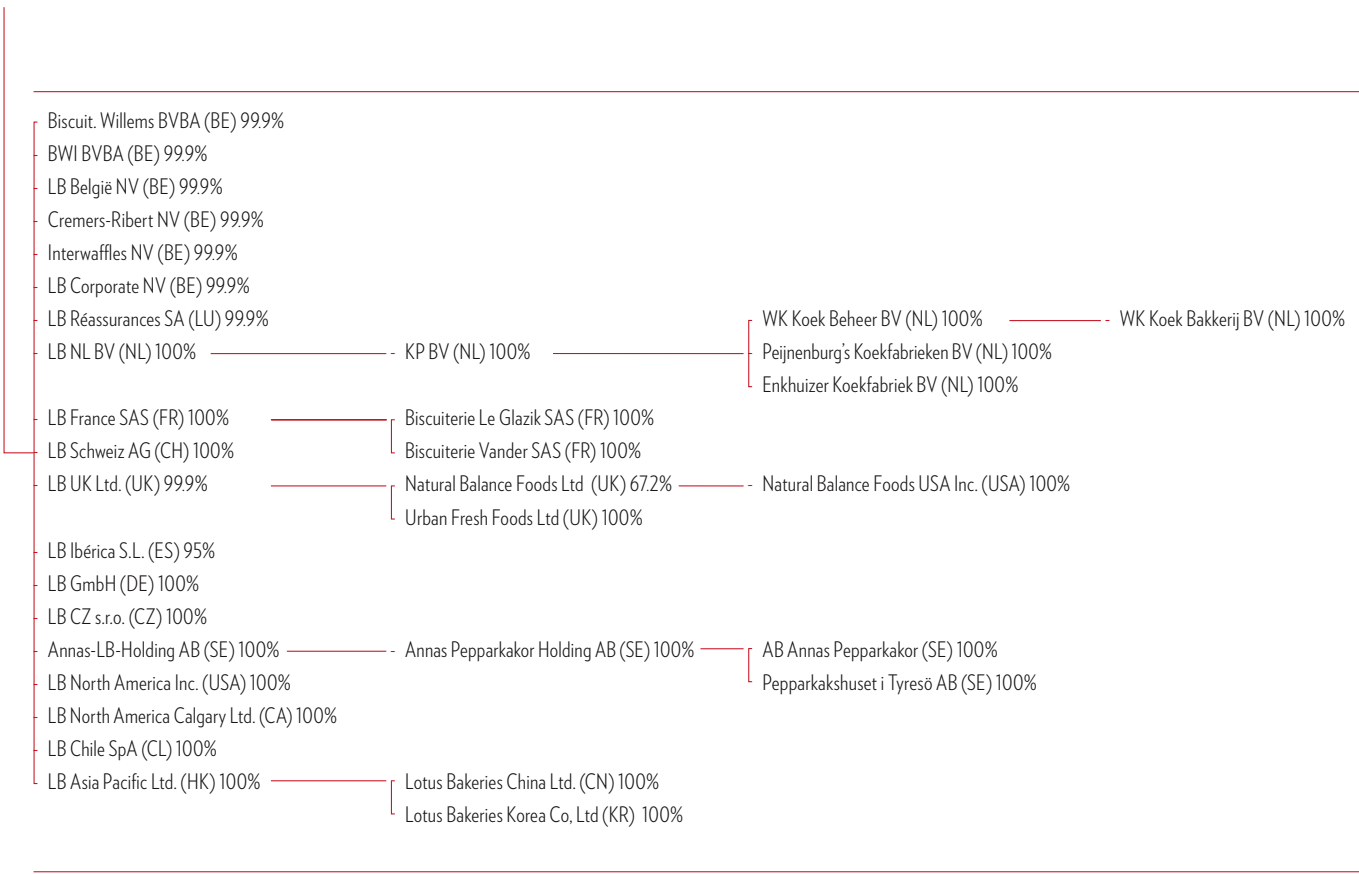
The following change to the group structure took place in 2016:

### Urban Fresh Foods Ltd.

In December 2015, Lotus Bakeries UK Ltd. acquired 100% of the shares of Urban Fresh Foods Ltd. This entity is consolidated as from 1 January 2016.

1.3 Legal Structure of the Lotus Bakeries Group at 31 December 2016

LOTUS BAKERIES NV (\*)



(\*) Deviations in percentages with note 1.1 are due to insignificant non-controlling interests held by group entities other than Lotus Bakeries NV. For reasons of simplicity, they are not included in the above legal organization chart.

## 2. Accounting principles

### 2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as endorsed by the European Union. Lotus Bakeries has used IFRS as its only accounting standards since 1 January 2005.

### 2.2 Basis of presentation

The consolidated financial statements are presented in thousands of euros and present the financial situation as of 31 December 2016.

The accounting principles were applied consistently.

The consolidated financial statements are presented on the basis of the historical cost price method, with the exception of the measurement at fair value of derivatives and financial assets available for sale.

The consolidated financial statements are presented before allocation of the parent company's result, as proposed to the General Meeting of Shareholders and approved by the Board of Directors on 9 February 2017 for publication.

### Recent IFRS pronouncements

#### Endorsement status of the new standards as at 31 December 2016

The following interpretation and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2016:

- Amendments to IAS 1 'Presentation of financial statements', effective for annual periods beginning on or after 1 January 2016. The amendments to IAS 1 are part of the initiative of the IASB to improve presentation and disclosure in financial reports and are designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements. The amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.
- Amendments to IAS 19 'Employee benefits', on defined benefit plans (effective 1 July 2014 and endorsed for 1 February 2015). The amendment seeks clarification for the accounting of employee contributions set out in the formal terms of a defined benefit plan.
- Annual improvements 2012-2014 (effective and endorsed for 1 January 2016). This set of amendments impacts 4 standards: IFRS 5 'Non-current assets held for sale and discontinued operations' regarding methods of disposal; IFRS 7 'Financial instruments: Disclosures', (with consequential

amendments to IFRS 1) regarding servicing contracts; IAS 19 'Employee benefits' regarding discount rates; IAS 34 'Interim financial reporting' regarding disclosure of information.

- Annual improvements 2010-2012 (effective 1 July 2014 and endorsed for 1 February 2015). These amendments include changes from the 2010-12 cycle of the annual improvements project, that affect 7 standards: IFRS 2 'Share-based payment', IFRS 3 'Business Combinations', IFRS 8 'Operating segments', IFRS 13 'Fair value measurement', IAS 16 'Property, plant and equipment', and IAS 38 'Intangible assets', Consequential amendments to IFRS 9 'Financial instruments', IAS 37 'Provisions, contingent liabilities and contingent assets', and IAS 39 'Financial instruments – Recognition and measurement'.

The following new standards and amendments to standards have been issued, but are not mandatory for the first time for the financial year beginning 1 January 2016 and have been endorsed by the European Union:

- IFRS 9 'Financial instruments', effective for annual periods beginning on or after 1 January 2018. The standard addresses the classification, measurement, derecognition of financial assets and financial liabilities and general hedge accounting.
- IFRS 15 'Revenue from contracts with customers'. The IASB and FASB have jointly issued a converged standard on the recognition of revenue from contracts with customers. The standard will improve the financial reporting of revenue and improve comparability of the top line in financial statements globally. Companies using IFRS will be



required to apply the revenue standard for annual periods beginning on or after 1 January 2018.

The following new standard, amendments and interpretation to standards have been issued, but are not mandatory for the first time for the financial year beginning 1 January 2016 and have not been endorsed by the European Union:

- IFRS 16 'Leases' (effective 1 January 2019). This standard replaces the current guidance in IAS 17 and is a far reaching change in accounting by lessees in particular. Under IAS 17, lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 requires lessees to recognize a lease liability reflecting future lease payments and a 'right-of-use asset' for virtually all lease contracts. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- Amendments to IAS 7 'Statement of cash flows' (effective 1 January 2017). These amendments to IAS 7 introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendment is part of the IASB's Disclosure Initiative, which continues to explore how financial statement disclosure can be improved.
- Amendments to IFRS 15 'Revenue from contracts with customers' - Clarifications (effective 1 January 2018). These amendments comprise clarification guidance on identifying performance obligations, accounting for licences of intellectual property and the principle versus agent assessment.

The amendment also includes more illustrative examples.

- Amendments to IFRS 2 'Share-based payments' (effective 1 January 2018): The amendment clarifies the measurement basis for cash-settled payments and the accounting for modifications that change an award from cash settled to equity settled. It also introduces an exception to the principles in IFRS 2 that will require an award to be treated as if it was wholly equity-settled, where an employer is obliged to withhold an amount for the employee's tax obligation associated with a share-based payment and pay the amount to the tax authorities.
- Annual improvements 2014-2016 applicable to three standards of which changes on IFRS 1 and IAS 28 are applicable as of 1 January 2018 and changes on IFRS 12 are applicable as of 1 January 2017. This set of amendments impacts 3 standards: IFRS 1 'First-time adoption of IFRS', regarding the deletion of short-term exemptions for first-time adopters regarding IFRS 7, IAS 19 and IFRS 10; IFRS 12 'Disclosure of interests in other entities' regarding clarification of the scope of the standard (these amendments should be applied retrospectively for annual periods beginning on or after 1 January 2017) and IAS 28 'Investments in associates and joint ventures' regarding measuring an associate or joint venture at fair value.
- IFRIC 22 'Foreign currency transactions and advance consideration' (effective 1 January 2018): This IFRIC addresses foreign currency transactions or parts of transactions where there is consideration that is denominated or priced in a foreign currency. The interpretation provides guidance for when a single payment/receipt is made as well as for situa-

tions where multiple payments/receipts are made. The guidance aims to reduce diversity in practice.

Lotus Bakeries expects that the application of the above new standards and amendments to the standards will not have a material impact on the consolidated financial statements. For IFRS 15 'Revenue from contracts with customers', we have made an initial estimate which will be further elaborated in 2017.

#### **Initial assessment impact IFRS 15 'Revenue from contracts with customers'**

IFRS 15 introduces a five-step model for recognizing revenue from contracts with customers. Under IFRS 15, revenue from the transfer of goods or services is recognized at the amount of consideration to which the company expects to be entitled.

The new standard replaces all existing IFRS requirements for the recognition of revenue. Either full retrospective application or modified retrospective application is required for financial years beginning on or after 1 January 2018. Early application is permitted.

During 2016, the Group began an impact analysis in view of the application of IFRS 15 as from 1 January 2018. An inventory was completed of the various contracts within the Group. Current accounting practice was compared with the principles under IFRS 15. Since the Group is mainly engaged in the sale of goods, the Group considers that it has few performance obligations in a single contract. The Group expects to recognize the revenue at the time at which physical possession of the asset is transferred to the

customer, generally upon delivery of the goods. As far as the transaction price is concerned, the Group may be impacted with respect to the presentation between turnover and costs. In 2017, the Group will supply quantitative information on this and then refine the impact analysis based on the underlying contracts.

IFRS 15 contains more detailed presentation and disclosure requirements than those applying under the current IFRS. The presentation requirements involve a significant change compared with current practice and mean that the number of disclosures required in the Group's financial statements is significantly increased. Many of the disclosure requirements in IFRS 15 are completely new. In 2017, the Group will develop the appropriate systems, internal controls, policy and procedures necessary in order to collect and disclose the required information.

## 2.3 Consolidation principles

The consolidated financial statements comprise the financial statements of Lotus Bakeries NV and its subsidiaries (collectively referred to as the 'Group'). All material balances and transactions within the Group have been eliminated.

### Subsidiaries

Subsidiaries are entities that the Group controls. The Group has control over an investee when it is exposed to, or has the right to, variable returns arising from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of the subsidiaries are included in the consolidation scope as from the date that the Group obtains control until the date such control ceases.

Acquisition of subsidiaries is accounted for according to the acquisition method. The financial statements of the subsidiaries have the same financial year as the Group and are prepared in accordance with the accounting principles of the Group.

A list of subsidiaries of the Group is disclosed in the relevant notes.

### Liabilities related to put options granted to non-controlling interests

The Group granted put options to third parties with non-controlling interests in a subsidiary, with these options given the holders the right to sell part or all of their investment in the subsidiary. These financial liabilities do not bear interest. In accordance with IAS 32, when non-controlling interests hold put options enabling them to sell their investment in the Group, a financial liability is recognized in an amount corresponding to the present value of the estimated exercise price. This financial liability is included in the other non-current liabilities. The counterpart of this liability is a write down of the value of the non-controlling interest underlying the option. The difference between the value of the non-controlling interest and the fair value of the liability is allocated to the retained earnings (Group share).

This item is adjusted at the end of each reporting period to reflect changes in the estimated exercise price of the option and the carrying amount of non-controlling interests. If the option matures without exercising, then the liability is written off against non-controlling interests and retained earnings (Group share).

## 2.4 Use of estimates

In order to prepare the financial statements in accordance with IFRS, management has to make judgements, estimates and assumptions which have an impact on the financial statements and notes.

Estimates made on the reporting date reflect existing conditions on that date (for example: market prices, interest rates and foreign exchange rates). Though these estimates are made by management based on maximum knowledge of ongoing business and of the actions that the Group may undertake, the actual results may be different.

The assumptions made for measuring goodwill, intangible assets, post-employment benefits and financial derivatives are included in notes 6, 7, 18 and 20.

## 2.5 Foreign currencies

The Group's reporting currency is the euro.

### Transactions in foreign currencies

Transactions in foreign currencies are converted using the exchange rate applicable on the date of the transaction. Monetary assets and liabilities in foreign currencies are converted to the closing rate on the reporting date.

### Financial statements of foreign entities

For foreign entities using a different functional currency than the euro:

- assets and liabilities are converted to the euro using the exchange rate on the reporting date.
- income statements are converted at annual average exchange rate.
- equity items are converted at the historic exchange rate.

Translation differences resulting from conversion of equity into euro using the rate at the end of the reporting period are recognised as translation differences under equity. Translation differences remain in equity up to the disposal of the company. In case of disposal, the deferred cumulative amount included in equity is included in the results for the foreign activity in question.

Goodwill from the acquisition of a foreign entity and possible fair value changes in carrying amount of the acquired assets and liabilities at the moment of acquisition, are considered as assets and liabilities of the foreign activity and are converted using the closing rate.

The Group has no entities in hyper-inflationary economies.

### Exchange rates

The following exchange rates were used in preparing the financial statements:

	CLOSING RATE		AVERAGE RATE	
	2016	2015	2016	2015
EUR/CAD	1.4188	1.5116	1.4589	1.4251
EUR/CHF	1.0739	1.0835	1.0909	1.0646
EUR/CLP	698.8190	773.9070	738.6247	726.6616
EUR/CNY	7.3202	7.0608	7.3415	6.9471
EUR/CZK	27.0210	27.0230	27.0423	27.2695
EUR/GBP	0.8561	0.7339	0.8227	0.7242
EUR/KRW	1,269.3600	1,280.7800	1,279.9175	1,252.6100
EUR/PLN	4.4103	4.2639	4.3744	4.1841
EUR/SEK	9.5525	9.1895	9.4713	9.3371
EUR/USD	1.0541	1.0887	1.1032	1.1046

## 2.6 Intangible assets

Intangible assets which are acquired separately are measured initially at cost. After initial recognition, intangible assets are measured at cost less cumulative amortization and impairment. The residual value of intangible assets is assumed to be zero.

Intangible assets acquired upon acquisition of a subsidiary or as a result of the acquisition of a customer portfolio, are recognised separately in the balance sheet at their estimated fair value at acquisition date.

Costs for internally generated goodwill are recognised as costs in the income statement when they occur.

### Amortization

Intangible assets with a finite life are amortized on a straight-line basis over the estimated useful life and reviewed for impairment whenever there is an indication that the intangible asset may be impaired. Amortization begins when the intangible asset is ready for its intended use.

Intangible assets with indefinite useful lives are not amortised, but tested for impairment annually or whenever there is a valid reason to do so. The indefinite life is re-assessed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made prospectively.

The investments in software and licences are amortized over a period of three to five years. The brands acquired in acquisitions or the value of the customer portfolio's obtained through acquisition are amortized on a straight-line basis over a maximum period of ten years, except when the brand can be regarded as having an indefinite life.

### Goodwill

Goodwill arising from a business combination is initially measured at cost (i.e. the positive difference between the cost of the business combination and the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities). After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Goodwill is tested for impairment annually or more often if events or changes in circumstances indicate that the carrying amount may have been impaired. For the purpose of impairment testing, goodwill acquired in a business combination is, from acquisition date onwards, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

## 2.7 Property, Plant and Equipment

Property, Plant and Equipment is valued at cost less cumulative depreciation and impairment. Cost includes the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of self-produced assets includes direct material costs, direct labour costs and a proportional part of the production overhead.

If the various parts of a tangible asset have different useful lives, they are depreciated according to their respective useful lives.

The depreciation methods, residual value, as well as the useful lives of the Property, Plant and Equipment is reassessed and adjusted if appropriate, annually.

### Subsequent expenditure

Costs of maintenance and repair of Property, Plant and Equipment are capitalised if the cost can be measured reliably and the expenditure will result in a future economic benefit.

All other costs are recognised as operating charges when they occur.

**Depreciation**

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. Depreciation of an asset begins when the asset is ready for its intended use.

Useful life is assigned as follows:

Buildings and warehouses	25-30 years
Plant and equipment	15 years
Basic machines	20-25 years
Common machines, tools	10-15 years
Furniture	15 years
Office equipment	5 years
Computer equipment	3-5 years
Passenger vehicles	4-5 years
Trucks	10 years

Land is not depreciated given that it has an undefined useful life.

**2.8 Leasing**

**Financial leases**

A financial lease is a lease that transfers substantially all risks and rewards incidental to ownership of an asset to the lessee. Fixed assets held under a financial lease are, at the beginning of the lease term, measured at present value of the future minimum lease payments during the lease term. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge shall be allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

**Operating lease**

Leases in which a significant portion of the risks and rewards of ownership remain with the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

**2.9 Government grants**

Government grants are recognised at fair value when it is probable that they will be received and that the Group will comply with the conditions attached to the grant. If the grant is related to a cost item, the grant is systematically recognised as income over the periods required to attribute these grants to the costs which they are intended to compensate. When the grant is related to an asset, it is presented in the balance sheet deducted from the asset. Grants are recognised in income net of the depreciation of the related asset.

## 2.10 Impairment of non-current assets

For the Group's non-current assets, other than deferred tax assets, the Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and the value in use. In assessing value in use, the estimated future cash flows are discounted using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset or cash generating unit.

When the carrying amount exceeds the recoverable amount, an impairment loss is recognised as an operating charge in the income statement.

### Reversal of impairments

Impairments for financial assets normally held by the Group until maturity or receivables are reversed if a subsequent increase in their net asset value can be objectively associated with an event arising after the recording of the loss.

A previously recognised impairment for other assets is reversed where there has been a change in the assumptions used to determine the recoverable amount. An increase in the carrying amount of an asset resulting from the reversal of an impairment cannot be higher than the carrying amount (after depreciation) that would have been determined had no impairment loss been recognised in prior years.

An impairment loss recognised on goodwill is never reversed in a subsequent period.

## 2.11 Financial assets available for sale

Financial assets available for sale include shares in companies in which the Group does not exercise control nor significant influence.

Financial assets are initially measured at cost. The cost includes the fair value of the compensation provided and acquisition costs associated with the investment.

After the initial recognition, the financial assets are measured at fair value. Changes in fair value are directly recognised in a separate component of other comprehensive income. For listed companies, the share price is the best estimate of the fair value. Investments for which no fair value can be determined, are recognised at historical cost.

The Group assesses at each reporting date whether there is objective evidence that the asset is impaired. Objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost.

If the financial asset is sold or an impairment loss is recognised, the cumulative profits or losses recognised in equity are transferred to profit or loss. An impairment loss on a financial asset available for sale is not reversed through the income statement, unless it includes a debt instrument.



## 2.12 Other long-term receivables

Long-term receivables are valued at their actual net value based on an average market interest rate in accordance with the useful life of the receivable.

## 2.13 Inventories

Raw materials, consumables and goods for resale are measured at purchase price on a FIFO basis.

Finished products are measured at the standard manufacturing cost price. This includes, in addition to direct production and material costs, a proportional part of the fixed and variable overhead costs based on the normal production capacity.

If the purchase price or the manufacturing price exceeds the net realisable value, the stock is measured at the lower net realisable value.

The net realisable value is defined as the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

## 2.14 Trade receivables and other amounts receivable

Trade receivables and other amounts receivable are measured at their nominal value less impairment, if any.

Impairments are recognised in the operating results if it becomes probable that the Group will not be able to collect all outstanding amounts.

At each reporting date, the Group estimates the impairment by evaluating all outstanding amounts individually. An impairment is recognised in the results of the period in which it was identified as such.

## 2.15 Cash and cash equivalents

Cash and cash equivalents include liquid assets and bank balances (current and deposit accounts). In general, investments are held until the expiration date. Profits and losses are recognised in the income statement when the investment is realized or impaired.

For the cash flow statement, cash and cash equivalents include cash and bank balances. Possible negative cash is recognised as short-term interest-bearing loans and borrowings with credit institutions.

## 2.16 Non-current assets (or disposal groups) held for sale and discontinued operations

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

A non-current asset (or a disposal group) is classified as held for sale if the carrying amount will be recovered principally through a sale transaction rather than through continuing use.

A non-current asset (or a disposal group) classified as held for sale is recognised at the lower of the carrying amount and the fair value less cost to sell.

An impairment test is performed on these assets at the end of each reporting date.

## 2.17 Share capital and treasury shares

For the purchase of treasury shares, the amount paid, including any directly attributable costs, is recognised as a change in this section. Treasury shares purchased are considered as a reduction in equity.

## 2.18 Interest-bearing financial debts

All interest-bearing financial debts are initially recognised at fair value less direct attributable transaction costs. After initial recognition, the interest-bearing financial debts will be recognised at the amortized cost price based on the effective interest rate method.

## 2.19 Provisions

Provisions are recognised in the balance sheet if the Group has obligations (legal or constructive) resulting from a past event and if it is probable that fulfilment of these commitments will incur expenses that can be estimated reliably on reporting date.

No provisions are recognised for future operating costs. If the effect of the time value of money is material, the provisions are discounted.

## Restructuring

A provision for restructuring is recognised when a formal, detailed restructuring plan is approved by the Group and if this restructuring has either begun or announced to the ones concerned.

## 2.20 Financial derivatives

The Group uses financial derivatives to limit risks from adverse exchange rate and interest rate fluctuations. No derivatives are used for trading purposes.

Financial derivatives are initially recognised at cost. After initial recognition, these instruments are recognised at their fair value.

Changes in fair value of the Group's derivatives that do not meet the criteria of IAS 39 for hedge accounting, are recognized in the income statement.

The effective portion of the change in fair value of derivative financial instruments that are identified as cash flow hedges is recognized in other comprehensive income. The gain or loss on the ineffective portion is immediately recognized in the income statement. Amounts accumulated in equity are reclassified to the income statement in the periods in which the hedged position impacts the income statement.

All regular purchases and sales of financial assets are recognised on transaction date.

## 2.21 Trade payables and other debts

Trade payables and other debts are recognised at their nominal value. A financial obligation is derecognised once the obligation is fulfilled, settled or lapsed.

## 2.22 Dividends

Dividends payable to shareholders of the Group are recognised as a liability in the balance sheet in the period in which the dividends are approved by the shareholders of the Group.

## 2.23 Revenues

Revenues are included in the income statement when it is probable that the Group will receive economic benefits from the transaction and the revenues can be measured reliably.

### Sale of goods and delivery of services

Revenue is deemed to have been earned when the risks and rewards of the sale are payable by the purchaser and any uncertainty has been removed in terms of the collection of the agreed amount, transaction costs and any return of the goods.

### Financial income

Financial income (interests, dividends, royalties, etc.) are considered to be realized once it is probable that the Group will receive the economic benefits from the transaction and the revenues can be measured reliably.

## 2.24 Employee benefits

### Pension plans

The Group holds a number of defined contribution plans. These pension plans are funded by members of personnel and the employer and are recognised in the income statement of the reporting period to which they refer.

In addition, there is also a defined benefit pension plan in the subsidiary in Germany and the Netherlands.

There are also provisions in some companies for early retirement (Belgium) and pension obligations arising from legal requirements (France). These are classified as employment benefits of the defined benefit pension plans.

For the defined benefit pension plans, provisions are measured by calculating the present value of future amounts payable to the employees.

Defined benefit costs are divided into 2 categories:

- Current service cost, past-service cost, gains and losses on curtailments and settlements;
- Net interest expense or income.

The current and past service cost, the net interest expense, the remeasurement of other long term personnel expenses, administrative expenses and taxes for the reporting period are included in the personnel expenses in the statement of profit or loss. The remeasurement on the net defined benefit liability as a consequence of actuarial gains or losses is included in the statement of comprehensive income as part of other comprehensive income.

### Share-based payment

The stock option plan and the warrant plan allow employees to acquire shares in the company at relatively advantageous conditions. The exercise price of the option and warrant is equal to the average stock market closing price of the Lotus Bakeries share during the thirty calendar days preceding the date of offering. A personnel cost is recognised for options and warrants granted to employees as part of the stock option plan or warrant plan. The cost is determined based on the fair value of the stock options and warrants on the grant date and, together with an equal increase in equity, is recognised over the vesting period, ending on the date when the employees receive full right to the options. When the options or warrants are exercised, equity is increased by the amount of the revenues.

### Bonuses

Bonuses for employees and management are calculated based on key financial objectives and individual objectives. The estimated amount of the bonuses is recognised as a charge for the financial year based on an estimate on the reporting date.

## 2.25 Income tax

Income taxes in the result of the reporting period include current and deferred taxes. Both taxes are recognised in the income statement except if they have been recognised directly in other comprehensive income. If so, these taxes are also directly recognised in other comprehensive income.

Current taxes include the amount of tax payable on the taxable earnings for the period calculated at the tax rate applicable on the reporting date. They also include adjustments of fiscal liabilities for previous years.

In line with IAS 12S46 'Income Taxes', management assesses on a periodic basis the positions taken in tax declarations in respect of items subject to interpretation in the tax legislation, and records – if necessary – additional income tax liabilities based on the expected amounts payable to the tax authorities. The evaluation is made for all fiscal periods still subject to controls by the authorities.

Deferred taxes are calculated using the balance sheet method and result mainly from temporary differences between the carrying amount of both assets and liabilities in the balance sheet and their respective taxable base. Deferred taxes are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at reporting date. Deferred taxes are recognised at their nominal value and are not discounted.

Deferred tax assets from deductible temporary differences and unused tax loss carry forwards are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reassessed at each reporting date and reduced when it is no longer probable that the related tax savings can be generated. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it is probable that future taxable profits allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 2.26 Earnings per share

The Group calculates the ordinary profit per share on the basis of the weighted average of the number of outstanding shares during the period. For the diluted profit per share, the dilutive effect of stock options during the period is also taken into account.

## 2.27 Segment reporting

Group turnover is centralised around a number of products that are all included in the traditional and natural snack segment. For these products, the Group is organized according to geographical regions for sales, production and internal reporting. As a result, segment reporting presents the geographical markets.

The Group's geographical segments are based on the location of the assets. The results of a segment include the income and charges directly generated by a segment. To this is added the portion of the income and charges that can be reasonably attributed to the segment. Intersegment price-fixing is defined based on the 'at arms length' principle.

The assets and liabilities of a segment are reported excluding taxes and after deduction of depreciation, impairments and valuation allowances.

### 3. Segment reporting by geographical region

#### Segment reporting by geographical region (2016)

For the purpose of sales, production and internal reporting, the Group is classified according to geographical regions. The regions presented in the segment reporting, which are based on the internal reporting system, are composed as follows:

- Belgium: sales by Sales Office Belgium and intra-group sales by factories in Belgium
- France: sales by Sales Office France and intra-group sales by factories in France
- The Netherlands: sales by Sales Office Netherlands and intra-group sales by factories in the Netherlands
- UK: sales by Sales Office UK, Natural Balance Foods and Urban Fresh Foods

- Other: sales from Belgium to countries without own Sales Office and by own Sales Offices in Germany/Austria, Switzerland, the Czech Republic/Slovakia, North America, Spain, China, South Korea, Sweden and Finland plus production in Sweden.

Sales between the various segments are carried out at arms length.

YEAR ENDED 31 DECEMBER 2016	CONTINUING OPERATIONS						
IN THOUSANDS OF EUR	BELGIUM	FRANCE	NETHERLANDS	U.K.	OTHER <sup>(1)</sup>	ELIMINATIONS + CORPORATE COMPANIES	TOTAL
<b>TURNOVER</b>							
Sales to external customers	138,471	65,520	88,171	93,780	121,266	-	507,208
Inter-segment sales	94,425	10,889	1,490	2,921	539	(110,264)	-
<b>Total turnover</b>	<b>232,896</b>	<b>76,409</b>	<b>89,661</b>	<b>96,701</b>	<b>121,805</b>	<b>(110,264)</b>	<b>507,208</b>
<b>RESULTS</b>							
Segment result REBIT	32,315	350	15,877	10,108	14,912	10,383	83,945
Non-recurrent operating result	6,572	165	(1,631)	(44)	(555)	-	4,507
Segment result EBIT	38,887	515	14,246	10,064	14,357	10,383	88,452
Financial result							(2,675)
Profit for the year before taxes							85,777
Taxes							(23,322)
<b>Result after taxes</b>							<b>62,455</b>
<b>ASSETS AND LIABILITIES</b>							
Non-current assets	124,741	7,233	103,509	141,641	37,214	18,092	437,310
Segment assets	124,741	7,233	103,509	141,641	37,214	18,092	432,430
Unallocated assets:							4,880
Deferred tax assets							4,854
Financial receivables							26

YEAR ENDED 31 DECEMBER 2016	CONTINUING OPERATIONS						
IN THOUSANDS OF EUR	BELGIUM	FRANCE	NETHERLANDS	U.K.	OTHER <sup>(1)</sup>	ELIMINATIONS + CORPORATE COMPANIES	TOTAL
Current assets	20,286	12,061	13,308	22,744	14,959	2,106	110,692
Segment assets	20,286	12,061	13,308	22,744	14,959	2,106	85,464
Unallocated assets:							25,228
VAT receivables							4,235
Income tax receivables							1,061
Cash and cash equivalents							19,932
<b>Total assets</b>							<b>548,002</b>
Non-current liabilities	1,609	700	1,766	-	644	3,800	197,245
Segment liabilities	1,609	700	1,766	-	644	3,800	8,519
Unallocated liabilities:							188,726
Deferred tax liabilities							50,666
Interest-bearing loans and borrowings							118,500
Other non-current liabilities							19,560
Current liabilities	26,651	7,672	5,394	13,925	15,876	9,920	102,293
Segment liabilities	26,651	7,672	5,394	13,925	15,876	9,920	79,438
Unallocated liabilities:							22,855
VAT payables							225
Tax payables							15,097
Interest-bearing loans and borrowings							7,533
<b>Total liabilities</b>							<b>299,538</b>
<b>OTHER SEGMENT INFORMATION</b>							
Capital expenditure:							
Tangible fixed assets	32,131	1,677	1,361	507	894	392	36,962
Intangible assets	-	-	20	-	-	516	536
Depreciation	8,360	1,133	2,953	122	744	1,484	14,796
Increase/(decrease) in amounts written off stocks, contracts in progress and trade debtors	955	242	286	66	354	2	1,905
Fair value adjustment of goodwill and contingent considerations	-	-	-	-	48	-	48

(1) 'Other' segment: there are no geographical regions representing more than 10% of total sales



## Segment reporting by geographical region (2015)

For the purpose of sales, production and internal reporting, the Group is classified according to geographical regions. The regions presented in the segment reporting, which are based on the internal reporting system are composed as follows:

- Belgium: sales by Sales Office Belgium and intra-group sales by factories in Belgium
- France: sales by Sales Office France and intra-group sales by factories in France
- The Netherlands: sales by Sales Office Netherlands and intra-group sales by factories in the Netherlands
- UK: sales by Sales Office UK and Natural Balance Foods

- Other: sales from Belgium to countries without own Sales Office (such as South Korea until April 2015, Japan, etc.) and by own Sales Offices in Germany/Austria, Switzerland, the Czech Republic/Slovakia, North America and Chile, Spain, China, South Korea (since April 2015), Sweden and Finland plus production in Sweden.

Sales between the various segments are carried out at arms length.

YEAR ENDED 31 DECEMBER 2015		CONTINUING OPERATIONS					
IN THOUSANDS OF EUR	BELGIUM	FRANCE	NETHERLANDS	U.K.	OTHER <sup>(1)</sup>	ELIMINATIONS + CORPORATE COMPANIES	TOTAL
<b>TURNOVER</b>							
Sales to external customers	129,957	66,521	87,425	33,629	94,044	-	411,576
Inter-segment sales	82,231	12,801	1,695	-	2,253	(98,980)	-
<b>Total turnover</b>	<b>212,188</b>	<b>79,322</b>	<b>89,120</b>	<b>33,629</b>	<b>96,297</b>	<b>(98,980)</b>	<b>411,576</b>
<b>RESULTS</b>							
Segment result REBIT	27,863	1,613	16,524	4,581	8,791	5,392	64,764
Non-recurrent operating result	1,918	(498)	(463)	(2,134)	(457)	(114)	(1,748)
Segment result EBIT	29,781	1,115	16,061	2,447	8,334	5,278	63,016
Financial result							(778)
Profit for the year before taxes							62,238
Taxes							(16,623)
<b>Result after taxes</b>							<b>45,615</b>
<b>ASSETS AND LIABILITIES</b>							
Non-current assets	101,127	6,682	105,317	161,852	43,429	18,545	442,884
Segment assets	101,127	6,682	105,317	161,852	43,429	18,545	436,952
Unallocated assets:							5,932
Deferred tax assets							5,889
Financial receivables							43

## YEAR ENDED 31 DECEMBER 2015

## CONTINUING OPERATIONS

IN THOUSANDS OF EUR	BELGIUM	FRANCE	NETHERLANDS	U.K.	OTHER <sup>(1)</sup>	ELIMINATIONS + CORPORATE COMPANIES	TOTAL
Current assets	32,865	11,897	11,686	17,185	27,129	3,222	128,337
Segment assets	32,865	11,897	11,686	17,185	27,129	3,222	103,984
Unallocated assets:							24,353
VAT receivables							4,868
Income tax receivables							938
Cash and cash equivalents							18,547
<b>Total assets</b>							<b>571,221</b>
Non-current liabilities	1,651	722	537	-	523	1,387	169,242
Segment liabilities	1,651	722	537	-	523	1,387	4,820
Unallocated liabilities:							164,422
Deferred tax liabilities							44,607
Interest-bearing loans and borrowings							97,000
Other non-current liabilities							22,815
Current liabilities	24,417	7,949	4,240	7,628	21,079	8,177	184,454
Segment liabilities	24,417	7,949	4,240	7,628	21,079	8,177	73,490
Unallocated liabilities:							110,964
VAT payables							1,017
Tax payables							10,861
Interest-bearing loans and borrowings							99,086
<b>Total liabilities</b>							<b>353,696</b>
<b>OTHER SEGMENT INFORMATION</b>							
Capital expenditure:							
Tangible fixed assets	9,186	760	2,838	19	258	2,441	15,502
Intangible assets	-	-	67	-	1	496	564
Depreciation	8,372	1,219	2,969	33	1,042	1,284	14,919
Increase/(decrease) in amounts written off stocks, contracts in progress and trade debtors	1,232	73	328	(4)	455	2	2,086

(1) 'Other' segment: there are no geographical regions representing more than 10% of total sales

#### 4. Acquisitions and disposal of subsidiaries

No subsidiaries were acquired, established or disposed of in 2016.

In 2015, Lotus Bakeries invested in the acquisition of Lotus Korea (included in the consolidation as from 1 April 2015), Natural Balance Foods (included in the consolidation as from 1 September 2015) and Urban Fresh Foods (included in the consolidation as from 1 January 2016).

##### Urban Fresh Foods and Natural Balance Foods

In December 2015, Lotus Bakeries acquired 100% of the shares of Urban Fresh Foods Ltd., famous for the BEAR and Urban Fruit brands. The BEAR brand is the market leader in the UK for pure fruit snacks for children. Under the Urban Fruit brand,

the company offers a range of 100% fruit snacks aimed at young adults. The total purchase price was EUR 97.5 million.

The results of Urban Fresh Foods Ltd are included in the consolidation as from 1 January 2016. At 30 June 2016, the fair value of the acquired assets and liabilities was determined in order to calculate provisionally the goodwill arising from this acquisition. This analysis has been finetuned in the second half of 2016. Thus, the final value of the acquired assets and liabilities was calculated during a period of twelve months following the acquisition date.

In August 2015, Lotus Bakeries acquired 67.2% of the shares of Natural Balance Foods Ltd, famous for the Nākd and Trek brands, who offer bars and snacks made of cashew nuts and dates, unprocessed and with 100% natural ingredients. The total purchase price amounts to 53.8 million EUR. There were also put options granted to third parties concerning the entire remaining non-controlling interest. Further information is included in note 21.

At 31 December 2015, the fair value of the acquired assets and liabilities was determined provisionally in order to calculate the goodwill arising from this acquisition. Further analyses in 2016 confirmed that no further adjustment was required to the fair value. Thus, the final value of the acquired assets and liabilities was calculated during a period of twelve months following the acquisition date.

The purchase price of Urban Fresh Foods Ltd. is composed as follows:

IN THOUSANDS OF EUR	PROVISIONAL FAIR VALUE AT 30 JUNE 2016	FINAL FAIR VALUE AT 31 DECEMBER 2016
<b>Purchase Price</b>	<b>97,274</b>	<b>97,465</b>
Intangible assets	27,814	27,814
Stocks	3,531	3,531
Trade and other receivables	3,412	3,412
Cash and cash equivalents	3,894	3,894
Deferred tax liabilities	(5,104)	(5,104)
Interest-bearing loans and borrowings	(2,520)	(2,520)
Trade and other payables	(2,923)	(2,923)
Other liabilities	(3,203)	(3,203)
<b>TOTAL NET ASSETS</b>	<b>24,901</b>	<b>24,901</b>
<b>GOODWILL</b>	<b>72,373</b>	<b>72,564</b>

The purchase price of Natural Balance Foods Ltd. is composed as follows:

IN THOUSANDS OF EUR	FAIR VALUE
<b>Purchase Price</b>	<b>53,808</b>
Tangible assets	569
Intangible assets	34,781
Stocks	7,113
Trade and other receivables	7,569
Cash and cash equivalents	436
Non-controlling interest	(10,362)
Interest-bearing loans and borrowings	(1,020)
Deferred tax liabilities	(6,352)
Trade and other payables	(9,067)
Other liabilities	(2,464)
<b>TOTAL NET ASSETS</b>	<b>21,203</b>
<b>GOODWILL</b>	<b>32,605</b>

The total goodwill of EUR 105.2 million arising from the acquisition of Urban Fresh Foods and Natural Balance Foods relates to various components. In the past, Lotus Bakeries' main focus was on the traditional biscuits segment, in which we continue to grow strongly and where there remains a great deal of potential for our products and brands internationally. However, there is growing global demand for healthy and tasty alternatives. As a Group, Lotus Bakeries wants to be able to offer high-quality, tasty products to all consumers, in the form of more traditional biscuits and bakery products as well as healthy snacks. These acquisitions make Lotus Bakeries 'Category Captain' in the healthy snacking category in the United Kingdom and we are able to offer healthy and tasty alternatives to all consumers, with the right product for each age group. Moreover, both Urban Fresh Foods and Natural Balance Foods are profitable businesses, with sufficient scale - together with a qualified research and sales team - to allow Lotus Bakeries to continue to grow in this promising market.

The combined activities of Natural Balance Foods and Urban Fresh Foods represent the lowest level (cash generating unit) within the Group at which goodwill is monitored for internal management purposes.

The results of Urban Fresh Foods Ltd and Natural

Balance Foods Ltd are included in the consolidation as from 1 January 2016 and 1 September 2015 respectively. The investment in Urban Fresh Foods Ltd was included in the consolidated balance sheet as at 31 December 2015 under Investments in other companies.

Lotus Korea

In March 2015, Lotus Bakeries acquired 100% of the shares of Lotus Korea Co, Ltd ('Lotus Korea'), a leading distributor of biscuits and chocolate in South Korea. With this acquisition, the Lotus Bakeries Group further consolidates its position in Asia, where it is now present with a sales office in China and South Korea, two growing economies with enormous potential. The total purchase price amounted to 18,5 million EUR, of which 6,2 million EUR conditional based on the continuation of certain distribution agreements.

At 30 June 2015, the fair value of the acquired assets and liabilities was determined in order to calculate provisionally the goodwill arising from this acquisition. This analysis has been finetuned in the second half of 2015, leading to adjusted fair values of the acquired assets and liabilities. Additional analyses in 2016 confirmed that no additional adjustment was required to the fair value. Thus, the final value of the acquired assets and liabilities was calculated during a period of twelve months following the acquisition date.

The purchase price of Lotus Korea is composed as follows:

IN THOUSANDS OF EUR	FAIR VALUE
<b>Purchase Price</b>	<b>18,522</b>
Tangible assets	4,210
Intangible assets	1
Deferred tax assets	772
Stocks	7,594
Trade and other receivables	6,654
Cash and cash equivalents	406
Interest-bearing loans and borrowings	(8,734)
Trade and other payables	(2,757)
Other liabilities	(6,290)
<b>TOTAL NET ASSETS</b>	<b>1,856</b>
<b>GOODWILL</b>	<b>16,666</b>

The goodwill arising from the acquisition amounts to 16.7 million and is explained by several components. Lotus Korea is a leading distributor in biscuits and chocolate, with a qualified sales team covering the South Korean region, and distributes products for a select number of brand manufacturers from Europe and the US. Lotus Korea is a profitable business, has sufficient scale of operations and is acquainted with the Lotus Bakeries' strategy. The acquisition offers Lotus Bakeries the adequate platform to be present at local level and to continue to grow in an interesting market.

The strategical choice of Lotus Bakeries to focus on Lotus Biscoff and a limited number of other brands, together with other circumstances, has led to the discontinuation of the agreements that are linked to the conditional purchase price. Consequently, the related contingent liability is no longer due. Following this change, the goodwill has been reduced. The impact of the reversal of the contingent liability and the fair value adjustment of the goodwill cancel each other substantially and are included in the non-recurrent operating result.

The results of Lotus Korea were consolidated as from 1 April 2015.

In 2015, the costs associated with these acquisitions are included in the non-recurrent operating result. Since the acquisition date, these acquisitions have contributed EUR 17.3 million to turnover in 2015 with a relatively low contribution to the recurrent operating result. Had the business combination taken place at the beginning of the year 2015, the turnover of Lotus Bakeries would have been around EUR 55.3 million higher. This pro forma information is given for information purposes and is not necessarily an indication of the income which would have been recorded had the acquisitions been completed at that time, nor is it a projection of future income. As a result of significant differences in accounting policies between the acquired entities and Lotus Bakeries, it is impossible to reflect the pro forma impact on the Group's consolidated recurrent operating result in 2015.

## 5. Tangible assets

Tangible assets are purchased by and are the full property of Lotus Bakeries. This includes land and buildings, machines and office equipment. The tangible assets are unencumbered with the exception of the notes included in 32.4.

The main investments relate to expansions of capacity. An extra production line was installed in July 2016 capable of producing portion packs of Lotus Biscoff. The construction of the third production hall is well underway, with an extra production line already being installed, which is operational since March 2017. We invested in two new production lines at our factory in Courcelles so that the entire waffle and galette production in Belgium was housed in a single factory. These new lines have been operational since the end of 2016.

Besides investing in the expansion of capacity, we continue to invest in initiatives to increase the operational efficiency of the factories. For example, a new oven and a new line for Lotus Zebra have been installed in the cake factory at Oostakker. Further automation has also taken place in the gingerbread factory at Sintjohannesga (Netherlands).

Creating an optimal working environment for our employees is crucial. New offices have been opened for the Lotus teams in France and South Korea, as well as for the new Natural Foods colleagues in London, Oxford and Geldrop.

IN THOUSANDS OF EUR	LAND AND BUILDINGS	PLANT, MACHINERY AND EQUIPMENT	FURNITURE AND VEHICLES	ASSETS UNDER CONSTRUCTION	TOTAL
<b>On 31 December 2016</b>					
<b>Acquisition cost</b>					
At the end of the preceding year	95,211	233,741	15,193	6,370	350,515
Acquisition during the year	2,510	23,195	903	10,354	36,962
Sales and disposals	(2)	(540)	(923)	-	(1,465)
Transfers from one heading to another	12	4,952	-	(4,964)	-
Translation differences	(248)	(310)	(106)	(9)	(673)
<b>Total acquisition cost</b>	<b>97,483</b>	<b>261,038</b>	<b>15,067</b>	<b>11,751</b>	<b>385,339</b>
<b>Depreciation and amounts written down</b>					
At the end of the preceding year	(37,585)	(160,615)	(12,755)	(183)	(211,138)
Depreciation during the year	(2,532)	(10,855)	(774)	-	(14,161)
Sales and disposals	2	448	727	-	1,177
Translation differences	41	341	(16)	7	373
<b>Total depreciation and amounts written down</b>	<b>(40,074)</b>	<b>(170,681)</b>	<b>(12,818)</b>	<b>(176)</b>	<b>(223,749)</b>
<b>NET BOOK VALUE</b>	<b>57,409</b>	<b>90,357</b>	<b>2,249</b>	<b>11,575</b>	<b>161,590</b>



IN THOUSANDS OF EUR	LAND AND BUILDINGS	PLANT, MACHINERY AND EQUIPMENT	FURNITURE AND VEHICLES	ASSETS UNDER CONSTRUCTION	TOTAL
<b>On 31 December 2015</b>					
<b>Acquisition cost</b>					
At the end of the preceding year	90,011	235,468	13,705	4,848	344,032
Acquisition during the year	6,276	6,904	743	1,579	15,502
Sales and disposals	(3,244)	(10,385)	(703)	(29)	(14,361)
Transfers from one heading to another	(1,838)	1,352	521	(35)	-
Translation differences	(3)	316	243	7	563
Acquisition through business combinations	4,009	86	684	-	4,779
<b>Total acquisition cost</b>	<b>95,211</b>	<b>233,741</b>	<b>15,193</b>	<b>6,370</b>	<b>350,515</b>
<b>Depreciation and amounts written down</b>					
At the end of the preceding year	(36,435)	(157,663)	(12,187)	(178)	(206,463)
Depreciation during the year	(2,609)	(10,824)	(827)	-	(14,260)
Sales and disposals	1,432	8,173	390	-	9,995
Transfers from one heading to another	50	(50)	-	-	-
Translation differences	(23)	(251)	(131)	(5)	(410)
<b>Total depreciation and amounts written down</b>	<b>(37,585)</b>	<b>(160,615)</b>	<b>(12,755)</b>	<b>(183)</b>	<b>(211,138)</b>
<b>NET BOOK VALUE</b>	<b>57,626</b>	<b>73,126</b>	<b>2,438</b>	<b>6,187</b>	<b>139,377</b>

During 2016 kEUR 73 of capital grants were taken into the income statement, giving at year end a remaining balance of kEUR 548, which is deducted from the net book value as reported in the above tables of movements.

INVESTMENT GRANTS	2016	2015
At the end of the preceding year	(621)	(718)
Taken into the income statement	73	97
<b>At the end of the year</b>	<b>(548)</b>	<b>(621)</b>

## 6. Goodwill

The carrying value of goodwill at the end of 2016 was kEUR 144,368.

For sales, production and internal reporting, the Group is organized into geographic regions (see also geographic segment information). The segments consist of underlying business units. These business units represent the lowest level within the Group at which the goodwill is monitored for internal management purposes. These business units are the cash generating units to which goodwill is allocated.

The net carrying value of goodwill has been allocated to the various independent cash generating units as follows:

Cash generating unit	Amount kEUR
Netherlands (Koninklijke Peijnenburg)	17,151
Spain (Lotus Bakeries Iberica)	1,704
Sweden (Annas Pepparkakor Holding AB)	6,408
Customer Brand Business (Biscuiterie Willems BVBA en B.W.I. BVBA)	20,773
Lotus Korea	9,772
Natural Foods	88,560
<b>Total</b>	<b>144,368</b>

The change for the year is mainly due to the integration of Urban Fresh Foods into the consolidation as from 1 January 2016 and the partial impairment of goodwill for Lotus Korea:

IN THOUSANDS OF EUR	2016	2015
<b>Acquisition cost</b>		
Balance at end of previous year	93,229	46,135
Acquisitions of subsidiaries	72,564	49,271
Impairment losses	(5,774)	-
Effect of movements in foreign exchange	(15,651)	(2,177)
<b>Balance at end of year</b>	<b>144,368</b>	<b>93,229</b>

In March 2015, Lotus Bakeries acquired 100% of the shares of Lotus Korea, a leading distributor of biscuits and chocolate in South Korea. The total purchase price was partly conditional on the continuation of certain distribution agreements. The strategical choice of Lotus Bakeries to focus on Lotus Biscoff and a limited number of other brands, together with other circumstances, has led to the discontinuation of these agreements. Consequently, the related contingent liability is no longer due. Following this change, the goodwill has been reduced on 30 June 2016. The impact of the reversal of the contingent liability and the fair value adjustment of the goodwill cancel each other substantially and are included in the non-recurrent operating result.

Goodwill, representing approximately 26.3% of the total assets of Lotus Bakeries at 31 December 2016, is tested for impairment every year (or whenever there is a specific reason to do so) by comparing the carrying value of each cash generating unit (CGU) with its recoverable amount. The recoverable amount of a cash generating unit is determined on the basis of the calculated value in use.

The value in use is determined as the present value of expected future cash flows based on the current long-term planning of the Group. The discount rate used in determining the present value of expected future cash flows is based on a weighted average cost of capital (WACC). The impairment test for goodwill is based on a number of critical judgements, estimates and assumptions. The assumptions are consistent and realistic for the six cash generating units, which are mainly located in Europe:

- Revenue and gross profit margin: revenue and gross profit margin reflect management's expectations based on past experience and taking into account the risks specific to the reportable business unit.
- The first year of the model is based on the budget for the year, taking into account historical results and is management's best estimate of the free cash flow outlook for the current year.

- In years two to five of the model, free cash flows are based on Lotus Bakeries' long-term plan. The long-term plan of Lotus Bakeries is prepared country by country, based on realistic internal plans that take into account the specific market situation and the past.
- Cash flows beyond the first five years are extrapolated by applying a growth rate of 2% to free cash flows.
- Projections are discounted at the weighted average pre-tax cost of capital, which lies between 7 and 10%. The pre-tax discount rate is calculated by dividing the discount rate after tax by one minus the applicable tax rate. This result is not materially different from an iterative calculation method as described in IAS36.

End 2016, Lotus Bakeries has completed its annual impairment test on goodwill and concluded from this that no further impairment allowance is necessary. Lotus Bakeries believes all of its estimates to be reasonable: they are consistent with the internal reporting and reflect management's best estimates.

As a part of the valuation test, Lotus Bakeries carried out a sensitivity analysis for important assumptions used, including the weighted average capital costs, free cash flow and long term growth percentage. Here, a fall in the long-term growth percentage by 100 basis points, an increase in the weighted average capital costs before tax by 100 basis points and a free cash flow of between 95% and 100% of the long-term plan were applied in order to take into account possible fluctuations in volumes and margins.

A change in the estimates used, as described above, does not lead to a potential material impairment.

Although Lotus Bakeries believes that its assessments, assumptions and estimates are suitable, actual results may differ from these estimates in the event of changed assumptions and conditions.

## 7. Intangible assets

Intangible assets refer to brands, software and an acquired customer portfolio.

The brands relate to:

- the brands Peijnenburg and Wieger Ketellapper
- the Annas brand
- the Nâkd brand
- the BEAR brand
- the Dinosaurius brand.

The value of these brands was established as part of the valuation at fair value of the asset and liability components upon first consolidation.

As the Peijnenburg brand serves as the base brand in the Netherlands, it is not amortized. In accordance with the valuation rules, its fair value is tested annually, using the DCF method. The Wieger Ketellapper brand, which serves as a second brand in the Netherlands, is being amortized over a 10-year period. The fair value of this brand is also tested annually. The 'Netherlands' segment is defined here as a cash generating unit.

The Annas brand is used as the base brand for the Nordic region and as the base brand for its pepparkakor products outside the Nordic region. This brand is not being amortized. Here too, the fair value is tested annually using the DCF method. The activity in the Nordic region plus the pepparkakor activity outside this region are defined as a cash generating unit. This cash generating unit is part of the segment 'Other' in note 3.

In 2012 the intellectual property rights in the Dinosaur brand were acquired. Based on an analysis of all relevant factors, there is no foreseeable limit to the period of time over which this brand is expected to generate cash flows. The Dinosaur brand has been assigned indefinite useful life and therefore is not amortized.

In 2015, the Nākd brand was acquired as part of the acquisition of Natural Balance Foods. Nākd is loved by customers for its delicious, innovative products made from 100% natural ingredients with no added sugar. They are dairy, wheat and gluten free. Since Nākd is the base brand of Natural Balance Foods in the UK and elsewhere, it is not amortized. In accordance with the valuation rules, its fair value is tested annually, using the DCF method. Accordingly, the sale of Nākd products in the UK and elsewhere is treated as a cash generating unit.

At the end of 2015, the BEAR brand was acquired as part of the acquisition of Urban Fresh Foods. The BEAR brand is the market leader in the UK for pure fruit snacks for children. Since BEAR is the base brand of Urban Fresh Foods in the UK and elsewhere, it is not amortized. In accordance with the valuation rules, its fair value is tested annually, using the DCF method. Accordingly, the sale of BEAR products in the UK and elsewhere is treated as a cash generating unit.

At year-end 2016, the Group tested the value of these brands for possible impairment. Taking into account the assumptions used, the value in use of the unit exceeds its carrying amount and no impairment loss was recognized.

The main judgements, assumptions and estimates are:

- Revenue and gross profit margin: revenue and gross profit margin reflect management's expectations based on past experience and taking into account the risks specific to the cash generating unit.
- The first year of the model is based on the budget for the year, taking into account historical results and is management's best estimate of the free cash flow outlook for the current year;

- In years two to five of the model, free cash flows are based on Lotus Bakeries' long-term plan. The long-term plan of Lotus Bakeries is prepared country by country, based on realistic internal plans that take into account the specific market situation and the past.
- Cash flows beyond the first five years are extrapolated by applying a growth rate of 2% to free cash flows.

IN THOUSANDS OF EUR	INDEFINITE LIFE BRANDS	DEFINITE LIFE BRANDS	SOFTWARE	CUSTOMER PORTFOLIO	TOTAL
<b>On 31 December 2016</b>					
<b>Acquisition cost</b>					
At the end of the preceding year	105,838	4,627	8,947	1,030	120,442
Acquisition during the year	-	-	536	-	536
Translation differences	(9,316)	-	(3)	-	(9,319)
Acquisition through business combinations	27,814	-	-	-	27,814
<b>Total acquisition cost</b>	<b>124,336</b>	<b>4,627</b>	<b>9,480</b>	<b>1,030</b>	<b>139,473</b>
<b>Depreciation and amounts written down</b>					
At the end of the preceding year	-	(4,396)	(7,707)	(438)	(12,541)
Depreciation during the year	-	(231)	(593)	(103)	(927)
Translation differences	-	-	1	-	1
<b>Total depreciation and amounts written down</b>	<b>-</b>	<b>(4,627)</b>	<b>(8,299)</b>	<b>(541)</b>	<b>(13,467)</b>
<b>NET BOOK VALUE</b>	<b>124,336</b>	<b>-</b>	<b>1,181</b>	<b>489</b>	<b>126,006</b>

- Projections are discounted at the weighted average pre-tax cost of capital, which lies between 7 and 10%. The pre-tax discount rate is calculated by dividing the discount rate after tax by one minus the applicable tax rate. This result is not materially different from an iterative calculation method as described in IAS36.

As a part of the valuation test, Lotus Bakeries carried out a sensitivity analysis for important assumptions used, including the weighted average capital costs,

free cash flow and long term growth percentage. Here, a fall in the long-term growth percentage by 100 basis points, an increase in weighted average capital costs before tax of 100 basis points and free cash flow between 95% and 100% of the long term plan were applied in order to take into account possible fluctuations in volumes and margins. A change in the used estimates, as included above, does not lead to a potential material impairment.

Although Lotus Bakeries believes that its assessments, assumptions and estimates are suitable, actual results may differ from these estimates in the event of changed assumptions and conditions.

Software relates mainly to the capitalized external and internal costs connected with the further basic implementation of the ERP information system SAP.

In 2011 a portfolio of out-of-home customers was purchased in Spain.

IN THOUSANDS OF EUR	INDEFINITE LIFE BRANDS	DEFINITE LIFE BRANDS	SOFTWARE	CUSTOMER PORTFOLIO	TOTAL
<b>On 31 December 2015</b>					
<b>Acquisition cost</b>					
At the end of the preceding year	72,075	4,627	8,149	1,030	85,881
Acquisition during the year	-	-	564	-	564
Sales and disposals	-	-	(3)	-	(3)
Translation differences	(1,018)	-	236	-	(782)
Acquisition through business combinations	34,781	-	1	-	34,782
<b>Total acquisition cost</b>	<b>105,838</b>	<b>4,627</b>	<b>8,947</b>	<b>1,030</b>	<b>120,442</b>
<b>Depreciation and amounts written down</b>					
At the end of the preceding year	-	(3,933)	(6,939)	(335)	(11,207)
Depreciation during the year	-	(463)	(556)	(103)	(1,122)
Sales and disposals	-	-	3	-	3
Translation differences	-	-	(215)	-	(215)
<b>Total depreciation and amounts written down</b>	<b>-</b>	<b>(4,396)</b>	<b>(7,707)</b>	<b>(438)</b>	<b>(12,541)</b>
<b>NET BOOK VALUE</b>	<b>105,838</b>	<b>231</b>	<b>1,240</b>	<b>592</b>	<b>107,901</b>

## 8. Deferred taxes

No deferred tax assets are recorded for the tax losses carried forward of Interwaffles SA given the remaining uncertainty as to whether sufficient taxable revenues will be generated in the future. At the end of 2016 these tax losses carried forward amounted to kEUR 5,295 compared with kEUR 6,744 at the end of 2015.

Deferred tax assets are included for the companies which have a loss at the end of the year, except for Interwaffles SA. The recognition of these deferred tax assets is supported by profit expectations in the foreseeable future.

At the balance sheet date the aggregate amount of deferred taxes associated with the investments in subsidiaries amounts to EUR 2.6 million. No deferred tax liability has been recognized in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future. It should also be noted that the reversal of these differences, for example by way of distribution of dividends by the subsidiaries to the Parent, would generate no (or a marginal) current tax effect.

IN THOUSANDS OF EUR	ON 31 DECEMBER 2015	CHARGED/ CREDITED TO THE INCOME STATEMENT	CHARGED/ CREDITED TO EQUITY	CHARGED/ CREDITED ACQUISITION	EXCHANGE DIFFERENCES	ON 31 DECEMBER 2016
Property, plant and equipment and intangible assets	(40,646)	(4,518)	-	(5,561)	1,828	(48,897)
Inventories	(46)	66	-	22	(18)	24
Employee benefits	707	196	(159)	-	-	744
Tax effect of tax loss carry-forwards	4,436	(1,106)	-	-	(61)	3,269
Provisions	(2,726)	558	-	-	10	(2,158)
Derivative financial instruments	298	(1)	867	-	-	1,164
Other	(741)	458	-	435	(110)	42
<b>Total deferred tax</b>	<b>(38,718)</b>	<b>(4,347)</b>	<b>708</b>	<b>(5,104)</b>	<b>1,649</b>	<b>(45,812)</b>

IN THOUSANDS OF EUR	ON 31 DECEMBER 2014	CHARGED/ CREDITED TO THE INCOME STATEMENT	CHARGED/ CREDITED TO EQUITY	CHARGED/ CREDITED ACQUISITION	EXCHANGE DIFFERENCES	ON 31 DECEMBER 2015
Property, plant and equipment and intangible assets	(32,075)	(1,597)	-	(7,182)	208	(40,646)
Inventories	(253)	(14)	-	250	(29)	(46)
Employee benefits	760	(21)	(21)	-	(11)	707
Tax effect of tax loss carry-forwards	4,030	115	-	-	291	4,436
Provisions	(3,404)	401	-	301	(24)	(2,726)
Derivative financial instruments	3	-	295	-	-	298
Other	1,309	(2,817)	-	1,051	(284)	(741)
<b>Total deferred tax</b>	<b>(29,630)</b>	<b>(3,933)</b>	<b>274</b>	<b>(5,580)</b>	<b>151</b>	<b>(38,718)</b>

## 9. Other long-term receivables

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
Cash guarantees	449	190
Other long-term receivables	6	54
<b>Total</b>	<b>455</b>	<b>244</b>

## 10. Inventories

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
Raw materials and consumables	8,824	8,506
Work in progress	315	441
Finished goods	12,384	10,671
Goods purchased	10,652	16,041
<b>Total</b>	<b>32,175</b>	<b>35,659</b>

Valuation allowances of kEUR 1,731 relate mainly to packaging material (kEUR 261), finished products (kEUR 1,090) and goods for resale (kEUR 139).

In 2015, valuation allowances amounted to kEUR 1,989.

## 11. Trade receivables and other amounts receivable

The amount of valuation allowances in 2016 is kEUR 174. In 2015, kEUR 97 of valuation allowances were charged.

The trade receivables represent an average of 37 days of customer credit (2015: 45 days).

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
<b>Trade receivables</b>	<b>50,922</b>	<b>56,143</b>
<b>Tax receivables</b>		
VAT receivables	4,235	4,868
Income tax receivables	1,061	938
<b>Total</b>	<b>5,296</b>	<b>5,806</b>
<b>Other amounts receivable</b>	<b>485</b>	<b>10,504</b>

The other current amounts receivables item includes inter alia the proportion of long-term receivables that are due within one year, empties in custody and capital subsidies to be received. In 2015, this item also included the insurance claim relating to the fire at the plant in Meise in June 2015.

### Movements in valuation allowances on trade receivables:

IN THOUSANDS OF EUR	2016	2015
<b>Amounts written off on 1 January</b>	<b>1,043</b>	<b>1,000</b>
Increase of amounts written off	174	97
Amounts written off used during the year	(69)	(54)
<b>Amounts written off on 31 December</b>	<b>1,148</b>	<b>1,043</b>

With regard to trade receivables there are no indications that debtors will not meet their payment obligations. Nor are there any customers representing more than 10% of the consolidated turnover. More information regarding the credit risk is included in the chapter 'Report of the Board of Directors' in the first part of the Lotus Bakeries 2016 annual review.



## 12. Cash and cash equivalents

Cash and cash equivalents are balances on bank accounts remunerated at market conditions. The market value of these cash and cash equivalents is therefore equal to the carrying value.

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
Cash	19,932	18,547

## 13. Net financial debt

Net financial debt is defined as interest-bearing financial debt less monetary investments, cash and cash equivalents and treasury shares.

Net financial debt has fallen by kEUR 69,799 compared with the end of the previous financial year. The decrease is due to a very strong operating cash flow, set against investments amounting to kEUR 37,498.

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
Non current interest-bearing liabilities	(118,500)	(97,000)
Current interest-bearing liabilities	(7,533)	(99,086)
Cash and cash equivalents	19,932	18,547
Treasury shares	12,038	13,677
<b>Total</b>	<b>(94,063)</b>	<b>(163,862)</b>

## 14. Issued capital

All shares are ordinary shares, registered or dematerialized. The treasury shares have been bought in within the context of the share option plans mentioned in note 24.

### Ordinary shares, issued and fully paid

IN THOUSANDS OF EUR	2016	2015
On 1 January	3,573	3,534
Increase	3	39
On 31 December	3,576	3,573

### Number of ordinary shares

On 1 January	811,863	803,013
Increase	650	8,850
On 31 December	812,513	811,863
Less: treasury shares held at 31 December	(17,630)	(22,005)
Shares outstanding at 31 December	794,883	789,858

### Amounts of authorized capital, not issued

IN THOUSANDS OF EUR	957	960
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As per 31 December 2014 the amount of unclaimed bearer securities was 449. On 26 August 2015, Lotus Bakeries NV published notice in the Belgian Gazette to sell the outstanding bearer shares, in line with Belgian legislation. The shares were sold on 13 November 2015 for a net proceed of 626,487 euro. The net sales proceeds resulting from the sale of shares were transferred to the Deposito- and Consignatiekas/Caisse des Dépôts et Consignations.

Structure of shareholdings

Further details of the shareholding structure of Lotus Bakeries NV as of 31 December 2016 are contained in the Corporate Governance Statement in part 1 of the 2016 annual review of Lotus Bakeries.

Capital risk management

The goal of Lotus Bakeries as far as capital management is concerned is to ensure that it can continue to operate as a going concern in order to generate a return for shareholders and provide benefits for other stakeholders. Furthermore, Lotus Bakeries aims for a capital structure (balance between debt and equity) that gives it the required financial flexibility to implement its growth strategy. The aim is to maintain the ratio of net financial debt (defined as interest-bearing financial debt less monetary investments, cash and cash equivalents and treasury shares) to recurring operating cash flow (REBITDA) at what is considered as a normal healthy level in the financial market.

15. Dividends

IN THOUSANDS OF EUR	2016	2015
<b>Dividend payments in</b>		
Gross dividend per ordinary share (EUR)	14.20	12.40
Gross dividend on ordinary shares	11,535	10,293
<b>Proposed dividend per ordinary share (EUR)</b>	<b>16.20</b>	<b>14.20</b>
Gross dividend on ordinary shares	13,191	11,535

The Board of Directors will propose to the Ordinary General Meeting of Shareholders of 12 May 2017 to pay a gross dividend of EUR 16.20 per share for 2016 compared with EUR 14.20 per share in 2015.

This amount is not recognised as a debt on 31 December.

The gross dividend takes into account warrants exercised prior to the Ordinary General Meeting of Shareholders of 12 May 2017.

## 16. Treasury shares

Treasury shares purchased as part of the stock option plans as declared in note 24 are subtracted from equity.

IN THOUSANDS OF EUR	2016	2015
On 1 January	13,677	9,419
Purchased during the year	-	5,380
Sold during the year	(1,639)	(1,122)
On 31 December	12,038	13,677
<b>Number of treasury shares</b>		
On 1 January	22,005	21,416
Purchased during the year	-	4,089
Sold during the year	(4,375)	(3,500)
On 31 December	17,630	22,005

## 17. Interest-bearing liabilities

Non-current interest-bearing liabilities with an initial maturity of more than 1 year increased by kEUR 21,500. The current interest bearing-liabilities decreased by kEUR 91,553 on the other hand. The currency of all non-current interest-bearing liabilities is the euro. Current interest-bearing liabilities are mainly expressed in euros, but partially also in pounds sterling (kEUR 1,389).

All interest-bearing liabilities were contracted at market conditions and therefore the carrying amount approximates the fair value.

IN THOUSANDS OF EUR	DUE WITHIN 1 YEAR	DUE BETWEEN 1 TO 5 YEARS	DUE AFTER 5 YEARS	TOTAL
Non current interest-bearing liabilities	-	43,500	75,000	118,500
Current interest-bearing liabilities	7,533	-	-	7,533
<b>Total on 31 December 2016</b>	<b>7,533</b>	<b>43,500</b>	<b>75,000</b>	<b>126,033</b>
Interests due on interest-bearing liabilities	643	2,319	590	3,552

	DUE WITHIN 1 YEAR	DUE BETWEEN 1 TO 5 YEARS	DUE AFTER 5 YEARS	TOTAL
Non current interest-bearing liabilities	-	40,000	57,000	97,000
Current interest-bearing liabilities	99,086	-	-	99,086
<b>Total on 31 December 2015</b>	<b>99,086</b>	<b>40,000</b>	<b>57,000</b>	<b>196,086</b>
Interests due on interest-bearing liabilities	618	1,995	812	3,425

The interests due on the loans with variable interest rate are calculated at the actual interest rate.

The unused committed credit lines came to kEUR 99,399 on 31 December 2016.

## 18. Net employee defined benefit liabilities

### Defined contribution plan

As part of a defined contribution plan, the Group pays contributions to well-defined insurance institutions. Management of the pension plan is outsourced to an insurance company. These employer contributions are subtracted from the results for the year concerned. The Group has no further payment obligations in addition to these contributions.

Because of the Belgian legislation applicable to 2<sup>nd</sup> pillar pension plans (so-called 'Law Vandenbroucke'), all Belgian defined contribution plans have to be considered under IFRS as defined benefit plans. This 'Law Vandenbroucke', which came into force in 2004, states that in the context of defined contribution plans, the employer must guarantee a minimum return of 3.75% on employee contributions and 3.25% on employer contributions. As from 1 January 2016, these percentages were replaced by a single percentage which changes in line with market rates, subject to a minimum of 1.75% and a maximum of 3.75%, reducing the risk for the employer.

Because of this minimum guaranteed return for defined contributions plans in Belgium, the employer is exposed to a financial risk (there is a legal obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods). These plans should therefore in principle be classified and accounted for as defined benefit plans under IAS 19.

In the past the company did not apply the defined benefit accounting for these plans because the return on plan assets provided by insurance companies was sufficient to cover the minimum guaranteed return. As a result of continuous low interest rates offered by the European financial markets, the employers in Belgium effectively assumed a higher financial risk related to the pension plans with a minimum fixed guaranteed return than in the past, requiring them to measure the potential impact of defined benefit accounting for these plans.

We made an estimate of the potential additional liabilities as at 31 December 2016 and these are assessed as not significant. The employer's contribution related to the plans amounted to a total of kEUR 1,088 in 2016.

In the Netherlands a defined benefit pension plan has been concluded with BPF ('Stichting Bedrijfstakpensioenfondsvoor de Zoetwarenindustrie' (collective schemes of several employers in the sector)). The employer pays an annual fixed percentage on a part of the salary (pension base) of the year in which pension is accrued. Because employers pay a fixed contribution, the scheme falls under the defined contribution scheme.

The Group expects to pay around kEUR 2,754 of contributions to these defined contribution plans in respect of 2017.

### Defined benefit pension plan

There is a defined benefit pension plan in the subsidiaries in Germany and the Netherlands. For the Belgian companies, there are provisions for early retirement in accordance with the valid Collective Work Agreement. In France, there are pension requirements deriving from legal requirements.

Defined benefit costs are split into 2 categories:

- Current service cost, past-service cost, gains and losses on curtailments and settlements;
- Net-interest expense or income.

The total service cost, the net interest expense, the remeasurement of other long term personnel charges, administrative expenses and taxes for the year are included in the personnel charges in the consolidated income statement. The remeasurement on the net defined benefit liability is included in the statement of comprehensive income as part of other comprehensive income.

The provisions for early retirement pensions ('bridging pensions') of the Belgian companies make up the largest part of the defined benefit pension liabilities. For the defined benefit pension plan, provisions are formed by calculating the actuarial value of future payments to the employees in question. No investments are held in respect of these pension plans.

The actuarial calculation of these is based on the following assumptions:

	2016	2015
Discount rate:	1.03%	1.40%
Inflation rate:	1.8% p.a.	2% p.a.

No major adaptations were required in the past for pension liabilities.

The Group expects to pay out around kEUR 23 in 2017 under defined benefit pension schemes for Germany and France.

IN THOUSANDS OF EUR	2016	2015
<b>Net periodic cost</b>		
Service cost	101	78
Interest charges	49	52
(Gains) / losses	87	153
<b>NET PERIODIC COST</b>	<b>237</b>	<b>283</b>
<b>Remeasurements (recognised in OCI)</b>		
Remeasurements on the defined benefit obligation	(123)	(515)
<b>REMEASUREMENTS</b>	<b>(123)</b>	<b>(515)</b>
<b>Movement in the net liability</b>		
Net debts as at 1 January	3,257	3,614
Service cost	101	78
Interest charges	49	52
Remeasurements	(123)	(515)
Employers contribution	(167)	(145)
(Gains) / losses	87	153
Other	(1)	20
<b>NET DEBTS AS AT 31 DECEMBER</b>	<b>3,203</b>	<b>3,257</b>

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

- Changes in bond yields: a decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's bond holdings.
- Salary risk: the majority of the plans' benefit obligations are calculated by reference to the future salaries of plan members. As such, a salary increase of plan members higher than expected will lead to higher liabilities.
- Longevity risk: pension plans provide for benefits for the life of the plan members, so increases in life expectancy will result in an increase in the plan's liabilities.

Lotus Bakeries has performed a sensitivity analysis on actuarial assumptions used. In this respect, both the discount rate and the inflation rate were altered by 50 basis points. A change in the estimates used, as recorded above, does not lead to a possible material impact on Lotus Bakeries' financial statements.

## 19. Provisions

The increase of the provision for integration and restructuring in 2016 relates to the costs associated with production optimization in our production plants. The other provisions mainly relate to contractual or legal obligations towards personnel.

IN THOUSANDS OF EUR	INTEGRATION AND RESTRUCTURING	OTHER	TOTAL
<b>Provisions on 1 January 2016</b>	<b>500</b>	<b>746</b>	<b>1,246</b>
Increase of provisions	1,400	414	1,814
Reversal of unutilized provisions	(179)	(182)	(361)
Provisions used during the year	(321)	(371)	(692)
<b>Provisions on 31 December 2016</b>	<b>1,400</b>	<b>607</b>	<b>2,007</b>
Long term	1,400	586	1,986
Short term	-	21	21

	INTEGRATION AND RESTRUCTURING	OTHER	TOTAL
<b>Provisions on 1 January 2015</b>	<b>-</b>	<b>717</b>	<b>717</b>
Increase of provisions	500	150	650
Acquisition through business combinations	-	1,606	1,606
Reversal of unutilized provisions	-	(52)	(52)
Provisions used during the year	-	(1,674)	(1,674)
<b>Provisions on 31 December 2015</b>	<b>500</b>	<b>747</b>	<b>1,247</b>
Long term	-	726	726
Short term	500	21	521

Current provisions are expected to be settled within 12 months.

## 20. Financial derivatives

The Lotus Bakeries Group uses financial derivatives to cover risks from adverse exchange rate and interest rate fluctuations. No derivatives are used for trading purposes. Financial derivatives are initially valued at cost price and thereafter at fair value.

### Interest rate hedges

The interest rate contracts cover the interest rate risk of the financial liabilities with variable interest rates based on the Euribor. The fair value of the interest rate derivatives is calculated using a model that takes into account the available market information on current and expected interest rates (level 2 valuation).

In 2016, Lotus Bakeries acquired additional finance with bank loans worth EUR 18 million over a period of 7 years, for which seven-year interest rate agreements were entered into at the same time (variable for fixed) to hedge against fluctuations in cash flow caused by changes in interest rates. The maturity dates and nominal value of the interest rate swaps ('hedging instrument') correspond to those of the underlying debt ('hedged position'), and the transaction fulfils the conditions for hedge accounting (see IAS 39). The Group has identified and documented the transaction as a 'cashflow hedge' and has processed it in the accounts as such as from the issue date.

In 2015, Lotus Bakeries acquired finance in the form of bank loans worth EUR 40 million (period of 5 years) and EUR 57 million (period of 7 years), for which interest rate agreements were entered into at the same time (variable for fixed) to hedge against fluctuations in cash flow due to changes in interest rates. The maturity dates and nominal value of the interest rate swaps ('hedging instrument') correspond to those of the underlying debt ('hedged position'), and, since 2015, these transactions have been identified and documented as a 'cashflow hedge' and processed in the accounts as such from the issue date.

As of 31 December 2016, the market value of these interest rate swaps was kEUR -3,419, and the change in market value is included in equity under other comprehensive income (loss on cash flow hedge).

Exchange rate hedges

Purchasing and selling takes place predominantly in euro. The main foreign currency transactions related to buying and selling take place in USD, GBP, CHF, SEK, CNY and KRW. The net foreign exchange risk of these currencies is hedged by forward and/or option contracts whenever there exists a material uncovered net risk for the Group.

The fair value of the foreign currency derivatives is calculated using a valuation model based on the available market data on exchange rates and interest rates (level 2 valuation).

Fair value evolution

IN THOUSANDS OF EUR	2016	2015
Interest rate derivatives		
Fair value	(3,423)	(876)
Cost/(revenue) in results	(3)	(3)
Decrease/(increase) in equity	2,550	869

The financial instruments are level 2 instruments. The fair value is calculated on the basis of the available market information. With respect to put options on non-controlling interests, please refer to note 21.

21. Other non-current liabilities

Other non-current liabilities mainly concern the impact of the financial liability relating to put options granted to third parties with respect to the entire non-controlling interest in Natural Balance Foods Ltd, where these put options give holders the right to sell part or the whole of their investment in this subsidiary. This financial liability, amounting to EUR 19.6 million, does not give rise to interest expenses and has decreased compared with the end of 2015 due to changes in the GBP exchange rate. The options are exercisable for the first time in 2017 and expire in 2024.

These put options are unconditional and the exercise price depends on the future results (turnover and operating result) of Natural Balance Foods. In accordance with IAS 32, where non-controlling interests hold put options giving them the right to sell their investment, a financial liability is recorded for the present value of the exercise price expected to be paid. These put options are level 3 instruments.

The counterpart of this liability is a cancellation of the underlying non-controlling interest. The difference between the value of the non-controlling interest and the fair value of the liability is added to the consolidated reserves, which are included in shareholders' equity. This item is adjusted at the end of each reporting period to take into account changes in the exercise price expected to be paid for the option and non-controlling interests. If the option expires without being exercised, the liability is cancelled with the non-controlling interests and consolidated reserves.



## 22. Trade payables and other liabilities

IN THOUSANDS OF EUR	31-12-2016	31-12-2015
Trade payables	54,742	42,498
Remuneration and social security	18,418	18,336
<b>Tax payables</b>		
VAT payables	225	1,017
Tax payables	15,097	10,861
<b>Total</b>	<b>15,322</b>	<b>11,878</b>
Derivative financial instruments	4	7
Other current liabilities	2,133	9,070
Accrued charges and deferred income	4,031	3,026
<b>TOTAL</b>	<b>94,650</b>	<b>84,815</b>

In 2016, the increase is mainly due to the increase in trade payables and tax liabilities as a result of the further organic growth of Lotus Bakeries, combined with the inclusion of Urban Fresh Foods Ltd in the consolidation as from 2016 (see note 4).

Other liabilities have decreased, mainly due to the cancellation of the contingent payment liability for the acquisition of Lotus Korea. Further details are given in note 6.

## 23. Personnel costs

IN THOUSANDS OF EUR	2016	2015
Salaries and wages	65,442	57,060
Social security contributions	12,862	12,955
Contributions for company pension plans with fixed contribution	2,934	2,836
Other personnel costs	20,401	15,676
<b>Total personnel costs</b>	<b>101,639</b>	<b>88,527</b>
Average number of members of personnel	1,401	1,285
Number of members of personnel as at the end of the year	1,464	1,339

The other personnel costs include among other things the costs of temporary staff, training costs and compensation for directors.

Personnel costs increased in 2016 compared with 2015 due to the inclusion of Urban Fresh Foods Ltd in the consolidation as from 2016 (see note 4) and the higher production volumes, which were partially offset by further operational efficiencies resulting from the investment programs of past years.

## 24. Share-based payments

### Stock option plans

The stock option plan ratified by the Board of Directors of March 2012 stipulates that options are granted each book year to executives and senior management, based on category, results and evaluation.

One option gives the holder the right to purchase one normal Lotus Bakeries share at the fixed exercise price. The exercise price is equal to the average closing stock market price of the underlying share during the thirty calendar days prior to offering date. The standing options have a term of five years. After the exercise period, the options are no longer valid. The exercise period of the options granted in 2007 has been extended by five years under the terms of the Economic Recovery Act ('Herstelwet'). To retain their exercise rights, option holders must remain attached to Lotus Bakeries or an Affiliated Company as an employee or executive director. These rights remain in their entirety in the event of pension retirement, early pension retirement, invalidity or death. Options are exercised via equity.

In 2016, 2,751 share options were granted to and also accepted by Lotus Bakeries employees. In 2015, 3,562 share options were granted to and accepted by Lotus Bakeries employees.

### Warrant plan

In 2007, a warrant plan was issued for executives and senior management, with a term of seven years. Each warrant entitles the warrant holder to subscribe one Lotus Bakeries share at the established exercise price. This exercise price is equal to the average stock market closing price of the Lotus Bakeries share during the thirty calendar days preceding the date of offering. After the expiry of the exercise period the warrants become worthless. Upon exercise the company will issue shares in favour of the warrant holder.

Warrants are definitively acquired only three years after the date of the offering, viz. 19 July 2010. All warrants that have been allocated become null and void if the employment contract or directorship is terminated before the end of this three-year period, except where the warrant holder takes retirement pension, early retirement pension, or in the event of definitive disability or death. Where the warrant holder's employment contract or directorship ends in the period between the third and fifth anniversaries of the date of offering, only half of the warrants that have been definitively acquired at that time may be exercised, and the other half of the definitively acquired warrants become null and void and lose all value.

No new warrants were allocated in 2016 and 2015. The warrants run for seven years, with the exercise period of the warrants granted in 2007 extended for five years by the Economic Recovery Act.

The share options and warrants outstanding at the end of 2016 have a weighted average term of two years and seven months (2015: two years and eleven months).

The fair value of the options and warrants is estimated at the time of allotment, using the binomial valuation method. This valuation model is based on the following market data and assumptions: the share price at the time of allotment, the exercise price, the exercise arrangements, the estimated volatility, the dividend expectations and the risk-free interest rate. The fair value of the share options and warrants is charged to the vesting period.

For all allotted and accepted options, a charge of kEUR 515 was recorded in the income statement in 2016 (kEUR 479 in 2015). For share options exercised during 2016, the weighted average share price at exercise date was EUR 1,841.22 (2015: EUR 1,272.24). For the exercised warrants, the weighted average share price at the exercise date was EUR 1,911.70 (2015: EUR 1,267.87).

Number of options and warrants	2016	2015
<b>Outstanding at January, 1</b>	<b>23,425</b>	<b>32,722</b>
Options granted during the year	2,751	3,562
Options exercised during the year	(4,375)	(3,500)
Options expired during the year	(464)	(509)
Warrants exercised during the year	(650)	(8,850)
<b>Outstanding at 31 December</b>	<b>20,687</b>	<b>23,425</b>
Exercisable at 31 December	4,884	4,800
Charge recorded in the income statement (kEUR)	<b>515</b>	<b>479</b>

The weighted average exercise price of options and warrants is as follows:

IN EUR	2016	2015
<b>Outstanding at January, 1</b>	<b>658.70</b>	<b>451.14</b>
Options granted during the year	1,700.06	1,239.03
Options exercised during the year	495.72	322.62
Options expired during the year	797.73	862.56
Warrants exercised during the year	246.02	246.02
<b>Outstanding at 31 December</b>	<b>841.50</b>	<b>658.70</b>
Exercisable at 31 December	284.65	246.03

Weighted average term of the share options and warrants outstanding at the end of the period.

	2016	2015
Number of years	2	2
Number of months	7	11

ALLOTTED IN		NUMBER ALLOTTED <sup>(1)</sup>	NUMBER EXERCISED <sup>(2)</sup>	AVAILABLE BALANCE	EXERCISE PRICE	EXERCISE PERIOD		
2007	Options	11,950	11,350	600	232.82	01/01/2011	-	10/05/2017
						15/03/2016	-	31/03/2016
						15/09/2016	-	30/09/2016
						15/03/2017	-	31/03/2017
						15/09/2017	-	30/09/2017
2007	Warrants	43,450	39,950	3,500	246.02	15/03/2018	-	31/03/2018
						15/09/2018	-	30/09/2018
						15/03/2019	-	31/03/2019
						16/06/2019	-	30/06/2019
2010	Options	2,400	2,400	-	367.72	01/01/2014	-	17/05/2015
2011	Options	800	800	-	405.12	01/01/2015	-	12/05/2016
2011	Options	500	500	-	387.12	18/03/2015	-	29/07/2016
2012	Options	5,109	4,325	784	496.77	01/01/2016	-	10/05/2017
2013	Options	4,058	-	4,058	650.31	01/01/2017	-	13/05/2018
2014	Options	5,561	-	5,561	802.55	01/01/2018	-	08/05/2019
2015	Options	50	-	50	919.92	25/08/2018	-	01/01/2020
2015	Options	3,423	-	3,423	1,243.57	01/01/2019	-	07/05/2020
2016	Options	20	-	20	1,591.00	10/08/2019	-	12/12/2020
2016	Options	2,691	-	2,691	1,702.49	01/01/2020	-	12/05/2021
	<b>Total</b>	<b>80,012</b>	<b>59,325</b>	<b>20,687</b>				

(1) Cumulative number allocated minus cumulative number lapsed.

(2) Cumulative number exercised.

The weighted fair value of the options and assumptions used in applying the option pricing model are as follows:

	2016	2015
Fair value of options granted	231.88	130.04
Share price	1,733.95	1,236.55
Exercise price	1,700.06	1,239.03
Expected volatility	21.45%	18.34%
Expected dividends	1.31%	1.58%
Risk-free interest rate	-0.20%	0.18%

The volatility measured at the standard deviation is based on daily share prices of Lotus Bakeries over the last three years.

## 25. Depreciation and amounts written down on (in)tangible assets

IN THOUSANDS OF EUR	2016	2015
Depreciation of intangible assets	696	659
Depreciation of property, plant & equipment	14,100	14,260
<b>Total</b>	<b>14,796</b>	<b>14,919</b>

See notes 5, 7 and 27 concerning tangible assets, intangible assets and non-recurrent operating result.

## 26. Other operating income and charges

IN THOUSANDS OF EUR	2016	2015
<b>Other costs</b>		
Other taxes	2,874	2,166
Other operating charges	3,537	1,400
<b>Total</b>	<b>6,411</b>	<b>3,566</b>
<b>Other revenues</b>		
Transport charges	(2)	(8)
Fixed assets - own construction	(858)	(317)
Other operating income	(2,033)	(1,723)
<b>Total</b>	<b>(2,893)</b>	<b>(2,048)</b>
<b>Other operating charges (income)</b>	<b>3,518</b>	<b>1,518</b>

The other charges are mainly local indirect taxes (property taxes, municipal taxes, packaging tax, etc.), losses on sales of fixed assets and compensation amounts paid.

The other income consists primarily of various costs recovered at the time of sale, contributions to the cost of training, and damage compensation payments.

## 27. Non-recurrent operating result

Grouped under non-recurrent operating result are those operating income items and charges that do not belong to or derive from the recurrent operating activities of the Group. This category includes primarily results from the disposal of fixed assets, any goodwill impairment losses, write-downs or impairment losses on brands from takeovers, provisions and costs for restructuring and takeovers.

The non-recurrent operating result at the end of 2016 amounts to kEUR 4,507 and is mainly due to the compensation received for the Meise waffle factory, which was destroyed by a major fire in June 2015. Most of the costs for this occurred in 2015. The non-recurrent result also encompasses restructuring costs and the amortization of the Wieger Ketellapper brand.

In 2015 the non-recurrent operating result amounted to kEUR -1,748, mainly due to acquisition costs (Lotus Korea, Natural Balance Foods and Urban Fresh Foods), the amortization of the Wieger Ketellapper brand and the net effect of restructuring in our plants in Belgium and France.

## 28. Financial results

IN THOUSANDS OF EUR	2016	2015
<b>Interest expense (income)</b>	<b>2,209</b>	<b>806</b>
Interest charges	2,292	846
Valuation to the fair value of the financial instruments	(3)	(3)
Interest income	(80)	(37)
<b>Foreign exchange losses (gains)</b>	<b>189</b>	<b>(336)</b>
Exchange rate losses	6,627	7,697
Exchange rate gains	(6,438)	(8,033)
<b>Other financial expenses (income)</b>	<b>277</b>	<b>308</b>
<b>Financial results</b>	<b>2,675</b>	<b>778</b>

On an annual basis, the Group reports a financial charge of kEUR 2,675 versus kEUR 778 in 2015. The net financial result for 2016 consists almost entirely of interest expenses. The higher charge compared with the previous year is mainly due to the higher net financial debt on average in 2016 as a result of the acquisitions of Lotus Korea, Natural Balance Foods and Urban Fresh Foods in 2015 (see note 4).

## 29. Taxes

Nominal tax rose by 40.3%. This is explained by a higher nominal profit before taxation.

IN THOUSANDS OF EUR	2016	2015
<b>Taxes on the results</b>		
Income taxes on the results of the current year	18,016	12,599
Tax adjustments for previous years	1,003	(262)
Deferred taxation of the current year	4,303	4,286
<b>Total tax charge reported in the income statement</b>	<b>23,322</b>	<b>16,623</b>
<b>Profit before tax</b>	<b>85,777</b>	<b>62,238</b>
Effective tax rate of the year	27.2%	26.7%
<b>Reconciliation between theoretical and effective tax rate</b>		
Results before taxation	85,777	62,238
Theoretical tax rate	33.99%	33.99%
Theoretical tax expense	29,156	21,155
Effect of different taxation rates in other countries	(3,896)	(2,444)
Decrease in taxable income (Deduction Notional Interest + various tax credits)	(1,610)	(2,409)
Tax adjustments for previous years	1,003	(262)
Taxes on dividend income	403	200
Disallowed expenses	712	646
Tax free income	(62)	(185)
Tax losses with no deferred tax asset: (use)/non-recognition	(616)	(248)
Change tax rate: effect on prior years	(1,864)	9
Other	96	161
Actual tax expense	23,322	16,623
Effective tax rate	27.2%	26.7%

The average effective tax rate in 2016 was 27.2%. This is in line with the tax burden in 2015. The effect of the change in the tax rate on previous years is mainly due to the future fall in the tax rate in the UK, which has a positive effect on deferred tax liabilities.

### 30. Earnings per share

Earnings per share is calculated by dividing the Group's share in net profit by the weighted average number of outstanding shares over the year (total number of shares - treasury shares).

Diluted earnings per share is calculated by dividing the Group's share in net profit by the weighted average number of outstanding shares over the year, adjusted for the potential dilution of ordinary shares as a result of options and warrants granted under the stock option plan for management (see note 24).

IN THOUSANDS OF EUR	2016	2015
<b>Net result - attributable to:</b>	<b>62,455</b>	<b>45,615</b>
Non-controlling interests	1,210	202
Equity holders of Lotus Bakeries	61,245	45,413
Weighted average number of shares	793,147	788,341
<b>Basic earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.53	0.26
Equity holders of Lotus Bakeries	77.22	57.61
<b>Dilutive effect</b>	<b>13,059</b>	<b>14,906</b>
Weighted average number of shares under option	21,275	25,214
Weighted average number of shares which should be issued at average market rate	(8,216)	(10,308)
Weighted average number of shares after effect of dilution	806,206	803,247
<b>Diluted earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.50	0.25
Equity holders of Lotus Bakeries	75.97	56.54
Total number of shares	812,513	811,863
<b>Earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.49	0.25
Equity holders of Lotus Bakeries	75.38	55.94
Total number of shares less treasury shares	794,883	789,858
<b>Earnings per share (EUR) - attributable to:</b>		
Non-controlling interests	1.52	0.26
Equity holders of Lotus Bakeries	77.05	57.50

### 31. Related parties

A list of all Group companies is provided in note 1. Further details of the shareholding structure of Lotus Bakeries NV as of 31 December 2016 are contained in the Corporate Governance Statement in part 1 of the 2016 annual review of Lotus Bakeries.

For information on the remuneration of the CEO and the remuneration of the executive managers (excluding the CEO) in 2016, we refer to the remuneration report included in Part 1 of the 2016 annual review.

Apart from remuneration and transactions between companies included in the scope of consolidation, no significant transactions took place with related parties.

### 32. Rights and commitments not reflected in the balance sheet

#### 1. Rent

The Group's commitments relate to the leasing of cars in Belgium, France, Germany, the Netherlands, the UK, the United States, the Czech Republic, Sweden, China, Hong Kong, Spain and Switzerland, of office space for Sales Offices other than in Belgium, the Netherlands and France and the leasing of warehouse space. The lease rental payments are charged to the income statement.

#### Future rental charges as of 31 December:

IN THOUSANDS OF EUR	2016	2015
Less than one year	4,419	2,143
Greater than one year and less than five years	7,563	2,984
More than 5 years	3,111	8

The annual rent costs of these commitments totalled kEUR 4,167 in 2016 (kEUR 2,375 in 2015).

Lease agreements in which a significant portion of the risks and benefits of ownership are retained by the lessor are classified as operating lease agreements. Payments made under operating lease agreements are charged to the income statement on a straight-line basis over the life of the lease agreement.



2. Commitments to acquire tangible fixed assets

As of 31 December 2016, the Group had kEUR 18,553 of commitments (2015: kEUR 14,425) for the purchase of fixed assets.

The main commitments relate to the expansion of capacity at the Lembeke and Courcelles plants and a new line for Lotus Zebra in the factory at Oostakker.

3. Contracts for raw materials and finished products

Purchased but not yet delivered raw materials and finished products in 2017 and 2018 amount to kEUR 74,339, as detailed below.

IN THOUSANDS OF EUR	2016	2015
Less than one year	70,173	57,435
Greater than one year and less than five years	4,166	13,610

4. Other rights and commitments

Bank guarantees as of 31 December 2016: kEUR 601 (as of 31 December 2015: kEUR 566).

Lotus Bakeries commits itself not to dispose of, mortgage or pledge any fixed assets without prior consultation with the credit-granting institutions. These assets serve as guarantee for the loans ('full negative pledge').

33. Financial risk management

The Lotus Bakeries Group's greatest market risks are fluctuations in raw material and packaging prices, exchange rates and interest rates.

For a description of these risks, please refer to the financial information contained in the report of the Board of Directors in part 1 of the 2016 annual review of Lotus Bakeries.

34. Categories and fair value of financial instruments

Financial Assets by Class and Measurement Category:

All financial assets (trade receivables, cash and cash equivalents) are measured at amortized cost. The fair value of these assets does not deviate significantly from their nominal value. On 31 December 2016 and 2015, there are no financial assets measured at fair value.

## Financial Liabilities by Class and Measurement Category:

## 31 DECEMBER 2016

IN THOUSANDS OF EUR		NOTE	FINANCIAL LIABILITIES AT FAIR VALUE				TOTAL
			FINANCIAL LIABILITIES AT AMORTIZED COST	DERIVATIVES - THROUGH PROFIT OR LOSS	DERIVATIVES - THROUGH EQUITY	FAIR VALUE HIERARCHY	
Interest-bearing liabilities		13.17	118,500	-	-		118,500
Derivative financial instruments		20	-	-	3,419	Level 2	3,419
Other non-current liabilities		21	5	-	19,555	Level 3	19,560
<b>Non-current liabilities</b>			<b>118,505</b>	<b>-</b>	<b>22,974</b>		<b>141,479</b>
Interest-bearing liabilities		13.17	7,533	-	-		7,533
Trade payables		22	54,742	-	-		54,742
Derivative financial instruments		20.22	-	4	-	Level 2	4
<b>Current liabilities</b>			<b>62,275</b>	<b>4</b>	<b>-</b>		<b>62,279</b>
<b>Total financial liabilities</b>			<b>180,780</b>	<b>4</b>	<b>22,974</b>		<b>203,758</b>

## 31 DECEMBER 2015

Interest-bearing liabilities		13.17	97,000	-	-		97,000
Derivative financial instruments		20	-	-	869	Level 2	869
Other non-current liabilities		21	4	-	22,811	Level 3	22,815
<b>Non-current liabilities</b>			<b>97,004</b>	<b>-</b>	<b>23,680</b>		<b>120,684</b>
Interest-bearing liabilities		13.17	99,086	-	-		99,086
Trade payables		22	42,498	-	-		42,498
Derivative financial instruments		20.22	-	7	-	Level 2	7
<b>Current liabilities</b>			<b>141,584</b>	<b>7</b>	<b>-</b>		<b>141,591</b>
<b>Total financial liabilities</b>			<b>238,588</b>	<b>7</b>	<b>23,680</b>		<b>262,275</b>

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. IFRS 13 requires, for financial instruments that are measured in the balance sheet at fair value, the disclosure of fair value measurements by level of fair value measurement hierarchy. For financial instruments not measured at fair value, the disclosure of their fair value and the fair value measurement level is necessary. The fair value measurements have to be categorized by the following level of fair value measurement hierarchy:

**Level 1:** The fair value of a financial instrument that is traded in an active market is measured based on quoted (unadjusted) prices for identical assets or liabilities. A market is considered as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency. Those prices represent actual and regularly occurring market transactions on an arm's length basis.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, either directly (i.e., as prices) or indirectly (i.e., derived from prices), the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs used in applying the valuation technique is not based on observable market data, the financial instrument is included in Level 3.

No transfers between the different fair value hierarchy levels took place in 2016 and 2015.

The fair value of the financial liabilities at amortized cost does not deviate significantly from their nominal value.

35. Research and development

External and internal costs of research and development are expensed to the income statement during the year in which they are incurred. For 2016 these costs amounted to kEUR 1,320.

YEAR	EXTERNAL AND INTERNAL COSTS OF RESEARCH AND DEVELOPMENT
2016	1,320
2015	1,384
2014	1,434
2013	1,128
2012	974

36. Subsequent events

No significant events have occurred since 31 December 2016 which have a material impact on the financial statements.

37. Management responsibility statement

We hereby certify that, to the best of our knowledge, the consolidated financial statements for the year ended 31 December 2016, which have been prepared in accordance with IFRS (International Financial Reporting Standards), give us a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the subsidiaries included in the consolidation as a whole, and that the annual report includes a fair review of the important events that have occurred during the year 2016 and of the major transactions with the related parties, and their impact on the consolidated financial statements, together with a description of the principal risks and uncertainties with which the company is confronted.

Lembeke, 12 April 2017  
On behalf of the Board of Directors

Jan Boone, CEO

38. Information about the Statutory Auditor, its remuneration and additional services rendered

The company’s Statutory Auditor is PwC Bedrijfsrevisoren BCVBA, represented by Peter Opsomer.

IN THOUSANDS OF EUR	
<b>Audit fee for the Group audit 2016</b>	
Lotus Bakeries NV	75
Lotus Bakeries Group	339
<b>Total</b>	<b>414</b>
Fees for the mandates of PwC Bedrijfsrevisoren	256
Fees for the mandates of persons related to PwC Bedrijfsrevisoren	158
<b>Group’s Auditor fees for additional services rendered</b>	
Other audit-related fees	2
Tax fees	-
Other non-audit fees	-
<b>Fees for additional services rendered by persons related to PwC Bedrijfsrevisoren</b>	
Other audit-related fees	14
Tax fees	393
Other non-audit fees	10

The exceedance of the one to one rule has been approved by the Audit Committee of Lotus Bakeries NV.

## REPORT TO THE GENERAL SHAREHOLDERS

### STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

In accordance with the legal requirements, we report to you on the performance of our mandate of statutory auditor. This report includes our opinion on the consolidated financial statements, as well as the required additional statements. The consolidated financial statements comprise the consolidated balance sheet as at 31 December 2016 and the consolidated income statement, consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

### Report on the consolidated financial statements - Unqualified opinion

We have audited the consolidated financial statements of Lotus Bakeries NV ("the Company") and its subsidiaries (jointly "the Group"), prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. The consolidated accounts of the Group are set forth in the financial supplement to the Annual Review and Annual Review as such. The total of the consolidated balance sheet amounts to EUR'000 548,002 and the consolidated statement of income shows a profit for the year, Group share, of EUR'000 61,245.

### Board of directors' responsibility for the preparation of the consolidated financial statements

The board of directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determine, is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Statutory auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs) as endorsed in Belgium. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the group's preparation and fair presentation of the consolidated financial statements 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 group's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the consolidated financial statements.

We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Unqualified Opinion

In our opinion, the consolidated financial statements give a true and fair view of the group's net equity and consolidated financial position as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

### Report on other legal and regulatory requirements

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated financial statements.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we provide the following additional statement which does not impact our opinion on the consolidated financial statements:

- The directors' report on the consolidated financial statements includes the information required by law, is consistent with the consolidated financial statements and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate.

Ghent, 12 April 2017

The Statutory Auditor  
PwC Bedrijfsrevisoren bcvba  
Represented by

Peter Opsomer  
Bedrijfsrevisor

# ABRIDGED FIVE-YEAR FINANCIAL SUMMARY

## GROUP LOTUS BAKERIES

### Consolidated balance sheet

IN THOUSANDS OF EUR	31-12-2016	31-12-2015	31-12-2014	31-12-2013	31-12-2012
<b>NON CURRENT ASSETS</b>	<b>437,310</b>	<b>442,884</b>	<b>263,881</b>	<b>262,729</b>	<b>214,154</b>
Property, plant and equipment	161,590	139,377	137,569	136,489	109,064
Goodwill	144,368	93,229	46,135	46,517	25,960
Intangible assets	126,006	107,901	74,674	75,744	76,248
Investment in other companies	37	96,244	22	27	32
Deferred tax assets	4,854	5,889	5,275	3,859	2,691
Other non current assets	455	244	206	93	159
<b>CURRENT ASSETS</b>	<b>110,692</b>	<b>128,337</b>	<b>73,108</b>	<b>71,375</b>	<b>56,461</b>
Inventories	32,175	35,659	17,898	16,665	14,917
Trade receivables	50,922	56,143	38,804	36,036	29,751
Cash and cash equivalents	19,932	18,547	11,855	11,933	6,452
<b>TOTAL ASSETS</b>	<b>548,002</b>	<b>571,221</b>	<b>336,989</b>	<b>334,104</b>	<b>270,615</b>
<b>EQUITY</b>	<b>248,464</b>	<b>217,525</b>	<b>200,629</b>	<b>171,375</b>	<b>145,206</b>
<b>Non-current liabilities</b>	<b>197,245</b>	<b>169,242</b>	<b>39,506</b>	<b>43,984</b>	<b>34,041</b>
Interest-bearing loans and borrowings	118,500	97,000	325	7,925	-
Deferred tax liabilities	50,666	44,607	34,905	32,687	30,323
Other non-current liabilities	19,560	22,815	57	5	5
<b>Current liabilities</b>	<b>102,293</b>	<b>184,454</b>	<b>96,854</b>	<b>118,745</b>	<b>91,368</b>
Interest-bearing loans and borrowings	7,533	99,086	41,144	62,337	41,675
Trade payables	54,742	42,498	33,309	34,249	30,886
Employee benefit expenses and social security	18,418	18,336	12,357	12,525	10,792
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>548,002</b>	<b>571,221</b>	<b>336,989</b>	<b>334,104</b>	<b>270,615</b>

## Consolidated income statement

IN THOUSANDS OF EUR	2016	2015	2014	2013	2012
<b>TURNOVER</b>	<b>507,208</b>	<b>411,576</b>	<b>347,890</b>	<b>332,319</b>	<b>288,455</b>
<b>RECURRENT OPERATING RESULT (REBIT)</b>	<b>83,945</b>	<b>64,764</b>	<b>49,433</b>	<b>41,371</b>	<b>36,680</b>
Non-recurrent operating result	4,507	(1,748)	(261)	(3,655)	(1,953)
<b>OPERATING RESULT (EBIT)</b>	<b>88,452</b>	<b>63,016</b>	<b>49,172</b>	<b>37,716</b>	<b>34,727</b>
Financial result	(2,675)	(778)	16	(1,740)	(1,569)
<b>PROFIT FOR THE YEAR BEFORE TAXES</b>	<b>85,777</b>	<b>62,238</b>	<b>49,188</b>	<b>35,976</b>	<b>33,158</b>
Taxes	(23,322)	(16,623)	(12,415)	(8,057)	(7,408)
<b>RESULT AFTER TAXES</b>	<b>62,455</b>	<b>45,615</b>	<b>36,773</b>	<b>27,919</b>	<b>25,750</b>
<b>NET RESULT - attributable to:</b>	<b>62,455</b>	<b>45,615</b>	<b>36,773</b>	<b>27,919</b>	<b>25,750</b>
Non-controlling interests	1,210	202	(2)	(1)	13
Equity holders of Lotus Bakeries	61,245	45,413	36,775	27,920	25,737



# ABRIDGED STATUTORY FINANCIAL STATEMENTS OF LOTUS BAKERIES NV

## Balance sheet after appropriation of profit

ASSETS IN THOUSANDS OF EUR	31-12-2016	31-12-2015
<b>Fixed Assets</b>	<b>375,054</b>	<b>376,225</b>
<b>II. Intangible assets</b>	<b>8,981</b>	<b>10,478</b>
<b>IV. Financial assets</b>	<b>366,073</b>	<b>365,747</b>
A. Affiliated enterprises	366,073	365,747
1. Participating interests	366,073	365,747
<b>Current Assets</b>	<b>24,836</b>	<b>24,537</b>
<b>VII. Amounts receivable within one year</b>	<b>11,792</b>	<b>10,515</b>
A. Trade debtors	11,655	10,117
B. Other amounts receivable	137	398
<b>VIII. Current investments</b>	<b>12,038</b>	<b>13,677</b>
A. Own shares	12,038	13,677
<b>IX. Cash at bank and in hand</b>	<b>996</b>	<b>334</b>
<b>X. Deferred charges and accrued income</b>	<b>10</b>	<b>11</b>
<b>TOTAL ASSETS</b>	<b>399,890</b>	<b>400,762</b>

LIABILITIES IN THOUSANDS OF EUR	31-12-2016	31-12-2015
<b>Capital and reserves</b>	<b>74,646</b>	<b>69,237</b>
<b>I. Capital</b>	<b>3,576</b>	<b>3,573</b>
A. Issued capital	3,576	3,573
<b>II. Share premium account</b>	<b>11,951</b>	<b>11,794</b>
<b>IV. Reserves</b>	<b>59,119</b>	<b>53,870</b>
A. Legal reserve	357	357
B. Reserves not available for distribution	12,110	13,749
1. Own shares	12,038	13,677
2. Other	72	72
C. Untaxed reserves	545	545
D. Reserves available for distribution	46,107	39,219
<b>Amounts payable</b>	<b>325,244</b>	<b>331,525</b>
<b>VIII. Amounts payable after more than one year</b>	<b>107,301</b>	<b>107,168</b>
A. Financial debts	98,140	98,140
5. Other loans	98,140	98,140
D. Other debts	9,161	9,028
<b>IX. Amounts payable within one year</b>	<b>217,939</b>	<b>223,846</b>
A. Current portion of amounts payable after more than one year	-	1,268
B. Financial debts	197,787	204,492
2. Other loans	197,787	204,492
C. Trade debts	6,085	6,371
1. Suppliers	6,085	6,371
E. Taxes, remuneration and social security	782	13
1. Taxes	782	13
F. Other amounts payable	13,285	11,702
<b>X. Accrued charges and deferred income</b>	<b>4</b>	<b>511</b>
<b>TOTAL LIABILITIES</b>	<b>399,890</b>	<b>400,762</b>

## Not-consolidated income statement

IN THOUSANDS OF EUR	2016	2015
<b>I. Operating income</b>	<b>11,523</b>	<b>10,078</b>
D. Other operating income	11,523	10,078
<b>II. Operating charges</b>	<b>(4,671)</b>	<b>(7,068)</b>
B. Services and other goods	3,145	4,407
D. Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets	1,497	1,497
G. Other operating charges	29	42
H. Non-recurring operating charges	-	1,122
<b>III. Operating profit</b>	<b>6,852</b>	<b>3,010</b>
<b>IV. Financial income</b>	<b>16,426</b>	<b>11,917</b>
A. Income from financial fixed assets	15,896	11,749
C. Other financial income	530	168
<b>V. Financial charges</b>	<b>(3,581)</b>	<b>(3,258)</b>
A. Interest and other debt charges	3,307	3,062
C. Other financial charges	274	196
<b>IX. Profit for the year before taxes</b>	<b>19,697</b>	<b>11,669</b>
<b>X. Income taxes</b>	<b>(1,007)</b>	<b>39</b>
A. Income taxes	1,007	14
B. Adjustment of income taxes and write-back of tax provisions	-	(53)
<b>XI. Profit for the year</b>	<b>18,690</b>	<b>11,708</b>
<b>XIII. Profit for the year available for appropriation</b>	<b>18,690</b>	<b>11,708</b>

## Appropriation account

IN THOUSANDS OF EUR	2016	2015
A. Profit to be appropriated	18,690	11,708
1. Profit for the year available for appropriation	18,690	11,708
B. Withdrawals from capital and reserves	-	81
2. From reserves	-	81
C. Transfer to capital and reserves	(5,249)	(4)
2. To legal reserve	-	4
3. To other reserves	5,249	-
F. Distribution of profit	(13,441)	(11,785)
1. Dividends	13,191	11,535
2. Directors' entitlements	250	250

## Extract from the notes

VIII. Statement of capital	2016	2015	2016
	IN THOUSANDS OF EUR	IN THOUSANDS OF EUR	NUMBER OF SHARES
<b>A. Capital</b>			
1. Issued capital			
At the end of the preceding year	3,573	3,534	
At the end of the year	3,576	3,573	
2. Structure of the capital			
2.1. Different categories of shares			
Ordinary shares	3,576	3,573	812,513
2.2. Registered shares and bearer shares			
Registered			1,104
Bearer			-
Dematerialized			811,409
<b>C. Treasury shares held by:</b>			
- Its subsidiaries	-	-	-
<b>E. Amounts of authorized capital, not issued</b>	<b>957</b>	<b>960</b>	

## Accounting principles

### 1. Assets

#### 1.1. Formation expenses

Formation expenses are recorded at cost and depreciated at 100%.

#### 1.2. Intangible fixed assets

Intangible fixed assets are recorded at purchase or transfer price. The amortization percentages applied are:

- brand: 10%
- software: 33%

#### 1.3. Financial fixed assets

Financial fixed assets are valued at acquisition price or contribution value without supplementary costs.

Reductions in value are applied where the estimated value of the financial fixed assets is less than the accounting value and where the loss of value so determined is of a lasting nature in the opinion of the Board of Directors.

The estimated value of the financial fixed assets is determined at the end of the accounting period based on the most recent available balance sheet and on one or more criteria.

Reductions in value are reversed, up to the amount of the previously recorded reductions in value, where the valuation at the closing date of the accounting period concerned significantly exceeds the previous valuation.

#### 1.4. Receivables

The necessary reductions in value are applied to receivables, the collection of which is in doubt.

Receivables are recorded at their nominal value, less any credit notes remaining to be drawn up.

Receivables in foreign currencies are converted at the exchange rate applying on the balance sheet date.

Negative exchange rate differences in non-euro currencies are included in the income statement as in the past.

#### 1.5. Investments and cash at bank and in hand

Treasury shares are valued at purchase price.

Cash at bank and in hand in foreign currency is converted at the exchange rate applying on the balance sheet date.

Both the negative and the positive conversion differences are included in the profit and loss account.

### 2. Liabilities

#### 2.1. Provisions for liabilities and charges

Provisions are made for all normally foreseeable liabilities and charges.

#### 2.2. Amounts payable within one year

##### Suppliers

Debts to suppliers are booked at their nominal value.

Debts in foreign currencies are valued at the rate of exchange on the balance date.

Exchange rate differences are processed in the same way as for foreign currency receivables.

### 3. Additional information

The company is part of a VAT unit which was formed within the Group and to which the following companies belong:

- Lotus Bakeries NV
- Lotus Bakeries België NV
- Cremers-Ribert NV
- Interwaffles SA
- Lotus Bakeries Corporate NV
- Biscuiterie Willems BVBA
- B.W.I. BVBA

Consequently, the company is jointly and severally liable for the tax debts of all the above companies.

**REGISTERED OFFICE**

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[www.lotusbakeries.com](http://www.lotusbakeries.com)

Register of legal persons of Ghent,

Enterprise number 0401.030.860

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