

**M O P O L I**

PALMBOOMEN CULTUUR MAATSCHAPPIJ MOPOLI N.V.

**FINANCIAL STATEMENTS**

**2015 - 2016**





PALMBOOMEN CULTUUR MAATSCHAPPIJ MOPOLI  
Naamloze Vennootschap  
(PALMERAIES DE MOPOLI)  
Société Anonyme

Registered office : 13, J.W. Frisolaan-2517 JS LA HAYE  
Headquarter : 2, Place du Champ de Mars-1050 BRUXELLES

# **MOPOLI**

FINANCIAL STATEMENTS

103th FINANCIAL YEAR 2015/2016

General meeting of shareholders  
as at 23th December 2016



## BOARD OF DIRECTORS

Mr Hubert FABRI, President

Mr Philippe de TRAUX, Director

AFICO, represented by Mr Luc BOEDT

Mr Daniel HAAS, Director

## PUBLIC ACCOUNTANT

Ernst & Young Accountants LLP, represented by

Mr Steven Spiessens

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## TRUE AND FAIR VIEW STATEMENT

We hereby confirm to the best of our knowledge:

- that the financial statements which have been prepared in accordance with IFRS adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code gives a true and fair view of the assets, liabilities, financial position and profit or loss of Mopoli;
- that the directors' report provides a fair review of the situation on the balance sheet date and of developments during the financial year of the issuer and of its affiliated companies whose information has been included in its financial statements, together with a description of the main risks the issuer faces.

Brussels,

Daniel Haas  
Director

Philippe de Traux  
Director

AFICO represented by Luc Boedt  
Director

Hubert Fabri  
Director

## **DIRECTORS' REPORT**

To be presented to the Annual Ordinary General Meeting of Shareholders of 23 December 2016.

Directors have pleasure in submitting their report together with the audited financial statements for the year ended the 30<sup>th</sup> June 2016.

### **1. BUSINESS ACTIVITIES**

Mopoli NV is a holding company with its main activity is holding an available for sales investment in the company Socfin. The company is listed to the Belgium stock exchange.

The general meeting of shareholders has authorized the company to buy back its own shares. This program has been active for several years, however the availability of shares is limited. The strategy of the company remains to buy back their own shares in case any shares are offered to the market.

Mopoli has invested in Socfin shares and has an outstanding loan to Socfin. As such, management recognizes that the main risks are market risks regarding the development in the Socfin shares and credit risk regarding the recoverability of the outstanding loan.

For both risks management is willing to accept these risks and does not hedge or mitigate these factors.

No formal risk procedures are implemented to mitigate the identified risks.

### **2. INVESTMENTS**

#### **SOCIÉTÉ FINANCIÈRE DE CAOUTCHOUCS “SOCFIN” S.A. SOPARFI**

Socfin, a holding company established under Luxembourg law, has a diversified share portfolio in the sector of tropical plantations.

At 30 June 2016, the net income reached EUR 5.1 million compared to EUR 6 million in June 2015. The accounts of Socfin at 30 June 2016 are unaudited.

The unrealized capital gains on the portfolio were valued at EUR 176.0 million on 30 June 2016 compared to EUR 200.0 million on 30 June 2015.

Except exceptional events, the 2016 financial year is expected to end with earnings lower than the previous financial year.

At 30 June 2016, the unrealized capital gain of Socfin shares in the Mopoli NV portfolio is EUR 14.0 million (versus EUR 17.3 million as at 30 June 2015).

### 3. FINANCIAL STATEMENTS ON 30 JUNE 2016

At the closing date, the profit after taxes is EUR 1.65 million, and comes mainly from:

- Financial earnings (interest) for EUR 1.40 million;
- Operational expenses made up of services and various goods for 0.17 million;
- Dividends for EUR 0.42 million;

The total equity is EUR 55 million against EUR 57 million a year ago.

As of 30 June 2016 the Company is highly solvent as equity far exceeds the companies' liabilities. The cash flow for this year has been positive. Furthermore the liquidity position of the company is good and has proven to be stable. As such, the Company does not expect any need to obtain external financing in the coming year.

### 4. CAPITAL STRUCTURE

The subscribed and fully paid capital of EUR 2,314,279 is represented as follows:

- 100,000: Common shares of a nominal value of NLG 50 (EUR 22.69) (listed on Euronext Brussels) - 1 vote per share - 98.04% of issued capital.
- 100: Preferred stock of a nominal value of NLG 1,000 (EUR 453.78) (not listed on the stock exchange) - 20 votes per share - 1.96% of issued capital.
- 2,400: Founders' shares with no nominal value. (listed on Euronext Brussels) - No voting right

There is no restriction on share transfer. The voting rights attached to the common and the preferred shares can only be executed by the shareholders during the general meeting for shareholders.

Notification of shareholding :

Shareholders	Number of shares	Percentage held	Voting rights	Date of notification
AFICO SA L-1650 Luxembourg	6,809	6.68%	6.80%	05/14/2007
GESELFINA SA FL-9490 Vaduz	76,536	76.13%	76.46%	25/02/1992

### 5. TREASURY SHARES

The Extraordinary General Meeting held on the 10<sup>th</sup> June 2008 authorized the company to buy back its own shares with due observance of article 2:98 of the Dutch Civil code. A third renewal was approved by the General Meeting on 15th December 2015 for 18 months from 10th December 2015.

Today, the company holds 5,524 common and 218 founders shares.

### 6. POST BALANCE SHEET EVENT

None.

### 7. DIRECTORS' REGULATIONS

Directors are appointed, dismissed or suspended by the General Meeting of Shareholders.

They are appointed for a mandate of six years. They can be reappointed. The board only consists of male members. For any new appointing of board members, this balance will be taken into account, but the quality of the board members prevails over the sex of these members. Directors' remuneration is regulated by art. 12 of the articles of association standing that the Directors fee is equivalent of 10% of the distributed profit. No director's remuneration will be paid in 2016-2017.

Composition of the board of directors:

Name	First nomination	End of mandate
Hubert Fabri	AGM 1998	AGM 2016
Philippe de Traux	AGM 2001	AGM 2020
Daniel Haas	AGM 2008	AGM 2020
AFICO represented by Luc Boedt	AGM 2014	AGM 2021

Hubert Fabri's term of office will expire at the Annual General Meeting. Its renewal will be proposed at the next General Meeting.

## 8. STATUTORY REQUIREMENTS

The General Meeting of Shareholders by a majority of two thirds of the votes has the right to change the statutory requirements.

## 9. CORPORATE GOVERNANCE

The company is a small holding company without employees. The only activities at 30 June 2016 is the participation in one available-for-sale investment and the cash loan to Socfinaf. The company has no routine business processes and no Supervisory Board. The Board of Directors is aware that the company does not comply with the Dutch Corporate Governance Code. However, the company has started a buy back of its own shares. At the end of the program, the Board will estimate how the Corporate Governance code is applicable and to what extent the Code can be implemented taking into account the size and nature of the company at that time.

There is no audit committee or other oversight board implemented.

## 10. INVESTMENT POLICY

Mopoli NV is a holding company investing in agro industry projects.

## 11. RISK MANAGEMENT POLICIES

### *Line of Guidance*

The purpose of the company is the exploitation of palm oil and rubber oil, either directly or indirectly. This is a sector of risk and we do not have the skills and knowledge to achieve that goal as an operating company.

The current policy is therefore to invest indirectly in this sector.

### *Business risk*

As investor in tropical agro business projects, the company has to deal with potential high risk. That is why the company is not investing directly in the projects but through well struc-

tured listed companies that have developed the know-how in that business and are designed to manage the risk.

#### *Market risk*

The Company invested in Socfin whose shares are listed on Luxembourg stock exchange. Nevertheless, it is a long term investment with no resale purposes. The current main risk is a decrease in the company's equity.

At 30 June 2016, the shares have lost 16.6% of their value compared to June 30, 2015 (-1.9% previous year) with a 5.8% negative impact on equity (-0.7% previous year).

For this year, we assess that a decrease risk of the shares held of 5% will negatively affect equity for 1.5%.

#### *Credit risk*

Last year we have entered into a loan agreement with the company Socfinaf. We consider this as a limit credit risk since Socfinaf is a listed company with a low debt ratio. Funds are advanced in the context of new investments.

#### *Liquidity risk*

Prudent liquidity risk management implies maintaining cash available for investment opportunities. Mopoli NV manages cash and short term deposit according to the needs. Mopoli NV currently has limited liquidity risk.

#### *Hedging of risks*

The policy of the company is not to hedge any of the aforementioned risks.

#### *Modifications*

No significant changes are expected to be made to the risk management system.

### 12. FORECAST FOR 2016/2017

Earnings will depend on the dividends collected from shares and remuneration of loan and cash deposits.

### 13. SUGGESTION FOR DIVIDENDS

In accordance with the statutory disposition regarding the affectation of results, the Board of Directors proposes the following suggestion for dividends:

- EUR 31.76 to the 100 preferred shares

If you approve this proposal, the dividends will be payable from 31 December 2016 at the desk of ING Luxembourg, Route d'Esch, 52 – 2965 Luxembourg.

Brussels, 20th December 2016  
MOPOLI  
BOARD OF DIRECTORS

# **FINANCIAL STATEMENTS**

## STATEMENT OF FINANCIAL POSITION as at 30 June 2016

### ASSETS

(in thousands of euro)

	Notes	30 June 2016	30 June 2015
<b>NON-CURRENT ASSETS</b>		<b>16,528</b>	<b>19,825</b>
I. Available for sale investments	2	16,528	19,825
<b>CURRENT ASSETS</b>		<b>38,879</b>	<b>37,315</b>
II. Other receivables	4	35,001	35,410
III. Cash and short-term deposits	5	3,875	1,902
IV. Other current assets	6	3	3
<b>TOTAL ASSETS</b>		<b>55,407</b>	<b>57,140</b>

## **EQUITY AND LIABILITIES**

(in thousands of euro)

Notes

30 June 2016

30 June 2015

<b>EQUITY</b>			<b>55,316</b>	<b>57,019</b>
I.	Share capital	7	2,314	2,314
II.	Revaluation reserves	7	13,941	17,225
III.	Statutory reserves	7	231	231
IV.	Available reserves	7	523	523
V.	Result for the year	7	1,653	1,154
VI.	Retained earnings	7	39,910	38,759
VII.	Treasury Shares	7	-3,256	-3,187
<b>NON-CURRENT LIABILITIES</b>			<b>58</b>	<b>71</b>
VIII.	Deferred tax	8	58	71
IX.	Other long-term payables		0	0
<b>CURRENT LIABILITIES</b>			<b>33</b>	<b>50</b>
X.	Trade and other payables	9	32	50
XI.	Other current liabilities		1	0
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>55,407</b>	<b>57,140</b>

## STATEMENT OF COMPREHENSIVE INCOME

For the year-ended 30 June 2016

(in thousands of euro)

	Notes	30 June 2016	30 June 2015
<b>I. Revenue</b>		<b>422</b>	<b>492</b>
A. Dividends		422	492
B. Other operating revenues		0	0
<b>II. Other operating expenses</b>		<b>-169</b>	<b>-149</b>
A. Administrative costs		-169	-149
B. Other operating expenses		0	0
<b><i>Operating profit</i></b>	<b>10</b>	<b>253</b>	<b>343</b>
<b>III. Profit/Loss from non-current assets</b>		<b>0</b>	<b>0</b>
<b>IV. Financial income</b>	<b>11</b>	<b>1,402</b>	<b>812</b>
<b>V. Financial expenses</b>	<b>11</b>	<b>-2</b>	<b>-1</b>
<b><i>Profit before tax</i></b>		<b>1,653</b>	<b>1,154</b>
<b>VI. Income tax expense</b>	<b>12</b>	<b>0</b>	<b>0</b>
<b><i>Profit for the year</i></b>		<b>1,653</b>	<b>1,154</b>
<b>Other comprehensive income</b>		30 June 2016	30 June 2015
Net loss/gain on available for-sale financial Assets	2	-3,297	-386
Deferred taxes liabilities on unrealized gain on AFS	8	13	2
<b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b>		<b>-3,284</b>	<b>-384</b>
<b>Total comprehensive income for the year, net of tax</b>		<b>-1,631</b>	<b>770</b>
Profit Attributable to equity holders of the parent		<b>1,653</b>	<b>1,154</b>
Total comprehensive income attributable to equity holders of the parent		-1,631	770
Earnings per share (profit for the year attributable to common shares) :	13		
Basic earnings per share		9.33	6.69
Diluted earnings per share		9.33	6.69
Earnings per share (profit for the year attributable to founder shares) :	13		
Basic earnings per share		281.17	189.54
Diluted earnings per share		281.17	189.54

**CASH FLOW STATEMENT**  
**For the year ended 30 June 2016**

(in thousands of euro)	Notes	30 June 2016	30 June 2015
Profit for the year	7	1,653	1,154
Adjustments for:			
Dividend income	10	-422	-492
Interest income	11	-1,402	-812
Changes in working capital			
Variation other current assets	6	0	35
Variation trade payables	9	-18	-43
Variation other current liabilities		1	0
Variation other rec (excl. loan and accrued interest)	4	60	12
Dividends received	10	422	492
Interest received		1,751	463
<b>Operating cash flows</b>		<b>2,045</b>	<b>809</b>
Purchase of available-for-sale investments	2	0	0
Loan granted	4	0	-35,000
<b>Investing cash flows</b>		<b>0</b>	<b>-35,000</b>
Dividend paid	7	-3	-3
Purchase treasury shares		-69	-32
<b>Financing cash flows</b>		<b>-72</b>	<b>-35</b>
<b>Net cash flow</b>		<b>1,973</b>	<b>-34,226</b>
Cash and cash equivalent at beginning of year	5	1,902	36,128
Cash and cash equivalent at end of year		3,875	1,902
<b>Movement of the year</b>		<b>1,973</b>	<b>-34,226</b>

The comparative figures have been adjusted to allow comparison with current year

## STATEMENT OF CHANGES IN EQUITY

As at 30th June 2016

(in thousands of euro)	Number of Share	Share capital	Revalua- tion re- serves	Statutory reserves	Available reserves	Retained earnings	Profit for the year	Treasury Shares	Total
<b>As at 30th June 2014</b>									
	100,100	2,314	17,609	231	523	37,764	998	-3,155	56,284
Other comprehensive income			-384						-384
Profit for the year							1,154		1,154
<i>Total comprehensive Income for the year</i>			-384				1,154		770
Dividends						-3			-3
Transfer from previous year					998		-998		0
Treasury Shares							-32		-32
<b>As at 30th June 2015</b>									
	100,100	2,314	17,225	231	523	38,759	1,154	-3,187	57,019
Other comprehensive income			-3,284						-3,284
Profit for the year						1,653			1,653
<i>Total comprehensive income for the year</i>			-3,284				1,653		-1,631
Dividends						-3			-3
Transfer from previous year					1,154		-1,154		0
Treasury shares							-69		-69
<b>As at 30th June 2016</b>									
	100,100	2,314	13,941	231	523	39,910	1,653	-3,256	55,316

See Note 7 for details

# Disclosures

## **Note 1: Accounting Principles and Methods of Appraisal**

### **A. Corporate information**

Palmboomen Cultuur Maatschappij Mopoli NV (here after referred to as Mopoli) is a public limited company governed by Dutch law, subject to all legislative texts applicable to commercial companies in the Netherlands. Its registered offices are located at 13, J.W. Frisolaan, 2517 JS the Hague, and its administrative headquarters are located at 2, Place du Champ de Mars, 1050 Ixelles. The company is listed on Euronext Brussels.

Mopoli NV is a holding company investing in agro industry project.

### **B. Accounting policies**

#### **B.1 Basis of preparation**

##### **Statement of compliance**

In application of European Regulation no. 1606/2002 of 19 July 2002 on International Accounting Standards, the accounts for the 2015-2016 financial period are draw up in conformity with IFRS (International Financial Reporting Standards) as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code. This reference system includes the International Accounting Standards and interpretations issued by the International Financial Reporting Interpretation Committee (IFRIC) and its predecessor, the Standard Interpretation Committee (SIC).

The financial statements have been prepared on a historical cost basis, except for available-for-sale investments that have been measured at fair-value.

The board of Directors have authorised the financial statement for issue on 20th December 2016. The financial statements are presented in euros and all values are rounded to the nearest thousand ('000) except when otherwise indicated.

##### **Significant judgments, estimates and assumptions**

In the process of applying the company's accounting policies, management may have to use its judgements and made estimates in determining amounts recognised in the financial statements.

The Company has accumulated net notional interest deductions at June 30, 2016 useable to offset future taxable profits in Belgium for K€ 101 expiring in 2018. The company has not recognized deferred tax assets in relation to these amounts. The valuation of this asset depends on a number of judgmental assumptions regarding the future probable taxable profits before expiration date of the unused tax deductions. These estimates are made prudently in the limit of the best current knowledge. Where circumstances should change and the final tax outcome would be different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax assets in the period in which such determination is made.

A treasury agreement was signed with Socfinaf.

Since the amount paid can be claimed on demand, this transaction has been recognized as a current receivable.

Despite the fact that this loan is outstanding since 20th November 2014, we consider it as a current receivable.

Indeed, we intend to recover a substantial portion of this loan next year. Nevertheless, the value of this reimbursement is not yet defined in agreement with Socfinaf.

## Risk Management Policies

### *Line of Guidance*

The purpose of the company is the exploitation of palm oil and rubber oil, either directly or indirectly. This is a sector of risk and we do not have the skills and knowledge to achieve that goal as an operating company.

The current policy is therefore to invest indirectly in this sector.

### *Business risk*

As investor in tropical agro business projects, the company has to deal with potential high risk. That is why the company is not investing directly in the projects but through well structured listed companies that have developed the know-how in that business and are designed to manage the risk.

### *Market risk*

The Company invested in Socfin whose shares are listed on Luxembourg stock exchange. Nevertheless, it is a long term investment with no resale purposes. The current main risk is a decrease in the company's equity.

At 30 June 2016, the shares have lost 16.6% of their value compared to June 30, 2015 (-1.9% previous year) with a 5.8% negative impact on equity (-0.7% previous year).

For this year, we assess that a decrease risk of the shares held of 5% will negatively affect equity for 1.5%.

### *Credit risk*

Last year we have entered into a loan agreement with the company Socfinaf. We consider this as a limit credit risk since Socfinaf is a listed company with a low debt ratio. Funds are advanced in the context of new investments.

### *Liquidity risk*

Prudent liquidity risk management implies maintaining cash available for investment opportunities. Mopoli NV manages cash and short term deposit according to the needs. Mopoli NV currently has limited liquidity risk.

### *Hedging of risks*

The policy of the company is not to hedge any of the aforementioned risks.

### *Modifications*

No significant changes are expected to be made to the risk management system.

## **C. Summary of significant accounting policies**

### **Conversion of foreign currency transactions**

No foreign currency transactions occurred and was subject to conversion.

The functional currency is the euro.

### **Revenue recognition**

Interest revenue is recognised as interest accrues using the effective interest rate.

Dividends from investment are accounted upon establishment of the right of the shareholders to receive payment.

### **Financial charges**

The cost includes the interest charged on the debt. If applicable, the Company applies the IFRS standards related to borrowing costs.

### **Income taxes**

The Company calculates current taxes on income in compliance with the applicable tax legislation. According to IAS 12 standard "Income Taxes", any temporary difference between the accounting values of the assets and liabilities and their taxes bases will give rise to the computation of a deferred tax, according to the variable carry-forward method, using the tax rate adopted, or substantively-adopted, at balance sheet date. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available. This assessment is made annually.

### **Available-for-sale financial investments**

Available-for-sale financial investments are those which are designated as such or do not qualify to be classified as designated at fair value through profit or loss, held to maturity or loans and advances.

Initial value of assets is measured at cost, i.e., generally, at acquisition cost, plus transaction costs.

The fair value of shares in listed companies is the stock exchange price as at balance sheet date while the fair value of the shares of non listed companies is based in generally accepted valuation models like discounted cash flow.

Unrealised variations in fair value are recognised directly through other comprehensive income. When the shares are disposed, the cumulative gains and losses are transferred from equity to the income statement.

If the fair value cannot be reliably determined, the shares are entered at their purchase price. In the event of an objective indication of durable depreciation, an irreversible loss of value is noted against the results.

### **Derecognition of financial assets and liabilities**

#### *Financial assets*

A Financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flow the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Company has transferred its right to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset and has neither transferred substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### *Financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

### **Other receivables**

Trade and other accounts receivables are current financial assets initially recognized at fair value; this generally corresponds to the nominal value, in the absence of a significant discounting effect.

Upon each closing, the receivables are appraised at amortized cost, minus any losses in value taking account of any possible risk of non-collection.

### **Cash assets and cash-equivalents**

Cash and cash-equivalents consist of cash in hand, bank balances and short-term deposits in money market instruments. These investments, with maturities less than three months, are easily convertible into cash, and are subject to negligible risks of changes in value and risks of non-transferability.

### **Segment reporting**

No segment reporting is disclosed, since the business segment is unique, i.e., finance, and since the geographical segment is also unique (Belgian).

### **Deferred tax liabilities**

Deferred tax liabilities reflect the net tax effect of timing differences between the carrying amounts of the customer bases for financial reporting purposes and the amounts used for income tax purposes.

Deferred income tax liabilities are measured at the tax rates that are expected to apply to the year when the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

### **Cash flow statement**

The cash flow statement is prepared by using the indirect method. The cash flow statement distinguishes operating, investing and financing activities. When applicable, cash flows in foreign currencies are converted at the average rates during the reporting period. Currency exchange differences are separately presented. Payments and receipts of corporate taxes as well as financial income (dividend, interest) and expenses are included in cash flows from operating activities. Cash flows resulting from acquisitions/divestitures of financial interests in subsidiaries are included in cash flows from investments activities, net of cash acquired. Dividends paid are part of the cash flow from financing activities.

### **Treasury shares**

Own equity instruments which are reacquired (treasury shares) are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

## **IFRS Standards and IFRIC Interpretations**

### *New and amended standards and interpretations*

- Annual improvements to IFRSs 2011-2013 cycle (issued December 2013), effective 1 January 2015
- Annual improvements to IFRSs 2010-2012 cycle (issued December 2013), effective 1 February 2015
- Amendments to IAS 19 Employee benefits - Defined benefit Plans: Employee contributions, effective 1 February 2015

### *Changes in accounting policy and disclosure*

There is no change in the accounting policy and disclosures for the period covered by those financial statements.

### *Standards issued but not yet effective*

- Amendments to IFRS 10, IFRS 12 and IAS 28 – Investment Entities: Applying the Consolidation Exception, effective 1 January 2016
- Amendments to IFRS 11 *Joint Arrangements* – Accounting for Acquisitions of Interests in Joint Operations, effective 1 January 2016
- Amendments to IAS 1 *Presentation of Financial Statements* – Disclosure Initiative, effective 1 January 2016
- Amendments to IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets* – Clarification of Acceptable Methods of Depreciation and Amortisation, effective 1 January 2016
- Amendments to IAS 16 *Property, Plant and Equipment* and IAS 41 *Agriculture* – Bearer Plants, effective 1 January 2016
- Amendments to IAS 27 *Separate Financial Statements* – Equity Method in Separate Financial Statements, effective 1 January 2016
- Annual Improvements to IFRSs - 2012-2014 Cycle (Issued September 2014), effective 1 January 2016

- Amendments to IFRS 2 *Share-based Payment* - Classification and Measurement of Share-based Payment Transactions, effective 1 January 2018 (\*)
- IFRS 9 *Financial Instruments*, effective 1 January 2018 (\*)
- IFRS 15 *Revenue from Contracts with Customers*, including amendments to IFRS 15, effective 1 January 2018
- Clarifications to IFRS 15 *Revenue from Contracts with Customers*, effective 1 January 2018 (\*)
- IFRS 16 *Leases*, effective 1 January 2019 (\*)
- Amendments to IAS 7 *Statement of Cash Flows* – Disclosure Initiative, effective 1 January 2017 (\*)
- Amendments to IAS 12 *Income Taxes* – Recognition of Deferred Tax Assets for Unrealised Losses, effective 1 January 2017 (\*)
- Amendments to IFRS 4 *Insurance contracts*- applying IFRS 9 *Financial instruments* with IFRS 4, effective 1 January 2018 (\*)

(\*) not yet endorsed by EU

None of the new standards is expected to have significant impact. However, under IFRS 9 the company will have the choice to recognise fair value changes on equity shares currently held as AFS through profit or loss or through OCI. The former would increase volatility in recorded profit or loss. In case of the latter, previously unrealised gains/losses would remain in OCI when the equity instruments are impaired or derecognised, without recycling to profit or loss. The company has not yet made a decision on this policy choice.

## Note 2 : Non-current financial assets

### Financial Fixed Assets

	2016	2015		
	Number of Shares	%	Number of Shares	%
<u><i>Other Financial fixed assets</i></u>				
SOCFIN S.A.	703,000	4.94	703,000	4.94

(in thousands of euro) Available- for-sale investments

<u>As at 30 June 2014</u>	<u>20,211</u>
Sales	0
Acquisitions	0
Fair value adjustment	-386
<u>As at 30 June 2015</u>	<u>19,825</u>
Sales	0
Acquisitions	0
Fair value adjustment	-3,297
<u>As at 30 June 2016</u>	<u>16,528</u>

(in thousands of euro)	Evaluation at cost (historical)		Evaluation at fair value	
	30 June 2016	30 June 2015	30 June 2016	30 June 2015

#### Available-for-sale investments

Shares	2,529	2,529	16,528	19,825
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Available-for-sale investments are invested in shares listed on regulated European markets and may be subject to large and/or sudden variation of price. In 2016, the only shares held are Socfin shares (listed and quoted).

This instrument is qualified as a level 1 according to the fair value hierarchy.

### **Note 3 : Subsidiary companies, associated companies**

There is no subsidiary.

### **Note 4 : Other receivables**

(in thousands of euro)	30 June 2016	30 June 2015
Loan granted	35,000	35,000
Other receivables	1	61
Interest to be received on loan granted	0	349
<b>Total of Other receivables</b>	<b>35,001</b>	<b>35,410</b>
<b>Other receivables whose recovery is awaited 1 year at the most</b>	<b>35,001</b>	<b>35,410</b>

The decrease of the trade and other receivables (KEUR 409) is explained by the fact that there is no due interest on the loan to SOCFINAF for the last quarter (as this was paid before year-end) meanwhile last quarterly interest of previous year was paid in July 2015.

### **Note 5 : Cash and cash equivalents**

Cash and cash-equivalents consist of cash in hand, bank balances and short-term deposits in money market instruments.

(in thousands of euro)	30 June 2016	30 June 2015
Cash at banks and in hand	1,402	430
Short-term deposits	2,473	1,472
<b>Cash and cash equivalents</b>	<b>3,875</b>	<b>1,902</b>

There are not undrawn borrowing facilities.

There is no restriction to the availability of cash and cash equivalents.

### **Note 6 : Other current assets**

(in thousands of euro)	30 June 2016	30 June 2015
Deferred charges	3	3
Accrued income	0	0
<b>Total of other current assets</b>	<b>3</b>	<b>3</b>

**Note 7 : Equity**

(In units)

Common shares Preferred shares Founder shares

<b>Number of shares as at 30 June 2014</b>	<b>100,000</b>	<b>100</b>	<b>2,400</b>
Changes during the year	0	0	0
<b>Number of shares as at 30 June 2015</b>	<b>100,000</b>	<b>100</b>	<b>2,400</b>
Changes during the year	0	0	0
<b>Number of shares as at 30 June 2016</b>	<b>100,000</b>	<b>100</b>	<b>2,400</b>
Number of shares issued, fully paid	100,000	100	2,400

The subscribed and fully paid capital of EUR 2,314,279 is represented as follows:

100,000: Common shares of a nominal value of Nlg 50 (EUR 22.69) (listed on Euronext Brussels)  
 100: Preferred stock of a nominal value of Nlg 1,000 (EUR 453.78) (not listed on Euronext Brussels)  
 2,400: Founders' shares with no nominal value. (listed on Euronext Brussels)

At year end, the company owned 5,524 (2015 : 5,447) of its own common shares, and 218 (2015 : 212) of its founders shares.

(in thousands of euro)	30 June 2016	30 June 2015
Revaluation reserves - Available-for-sale investments	13,941	17,225
<b>Total of revaluation reserves</b>	<b>13,941</b>	<b>17,225</b>
Statutory reserves (not distributable)	231	231
Available reserves (distributable)	523	523
<b>Total of the other reserves</b>	<b>754</b>	<b>754</b>

The extraordinary general meeting as at 10th June 2008 authorised the company to acquire its own shares.

The General Meeting as at 15th December 2015 renewed the authorization for 18 months from 10th December 2015. At the end of the year, 218 founder's shares and 5.524 have been bought back for a total of 3.256 million euros, deducted from the Shareholder's equity.

The revaluation reserve available-for-sale is not distributable.

(in thousands of euro)	Retained earnings	Result for the year
<b>30 June 2014</b>	<b>37,764</b>	<b>998</b>
Profit of the year		1,154
Dividends	-3	
Transfer from previous year	998	-998
<b>30 June 2015</b>	<b>38,759</b>	<b>1,154</b>
Profit of the year		1,653
Dividends	-3	
Transfer from previous year	1,154	-1,154
<b>30 June 2016</b>	<b>39,910</b>	<b>1,653</b>

A dividend of 3K euros will be proposed at the next General Meeting. The dividend of 3K euros related to 2014/2015 was adopted at the AGM and paid in March 2016

#### **Note 8 : Deferred tax**

(in thousands of euro)

30 June 2016 30 June 2015

<b>As at 1 July</b>	<b>71</b>	<b>73</b>
Revaluation of available-for-sale investments	-13	-2
Change in tax rate	0	0
<b>As at 30 June</b>	<b>58</b>	<b>71</b>

Given the size of the company and the value of the participation, the revaluation of available-for-sale investments is not subject to income tax but to a specific tax on capital gains of 0.412%.

The Deduction for Notional Interest unused is 101,185 euros for current year (expiration date : 31/12/2018). These deferred tax assets on unused notional interest deductions have not been recognised.

#### **Note 9 : Trade and other payables**

(in thousands of euro)

30 June 2016

30 June 2015

Trade	32	50
Other payables	0	0
<b>Total of Trade and other payables</b>	<b>32</b>	<b>50</b>
<b>Trade and other payables whose recovery is awaited 1 year at the most</b>	<b>32</b>	<b>50</b>

#### **Note 10 : Operating profit**

(in thousands of euro)

30 June 2016

30 June 2015

Other operating income (Dividends)	422	492
Other operating revenues	0	0
Administrative costs	-169	-149
Other operating expenses	0	0
<b>Operating profit</b>	<b>253</b>	<b>343</b>

## Note 11 : Financial income and expense

(in thousands of euro)	30 June 2016	30 June 2015
Other financial costs	-2	-1
<b>Total of financial costs</b>	<b>-2</b>	<b>-1</b>
Interests	1,402	812
<b>Other financial revenue</b>	<b>1,402</b>	<b>812</b>
<b>Financial result</b>	<b>1,400</b>	<b>811</b>

The interests received is mainly related to the loan granted to a related party , bearing a higher interest rate than the bank account.

The increase is due to the duration of the loan (12 months for this year compared to 7 months last year).

## Note 12 : Income taxes

### Components of income tax

(in thousands of euro)	30 June 2016	30 June 2015
Current income tax	0	0
<b>Income tax expense</b>	<b>0</b>	<b>0</b>

### Reconciliation of income tax expense

Profit before tax	1,653	1,154
Income tax	0	0
<b>Profit after tax</b>	<b>1,653</b>	<b>1,154</b>
Profit before tax	1,653	1,154
Non-deductible expenses	30	26
Revenue exempt from tax	-401	-467
Deduction for notional interest current year	-793	-713
Deduction for notional interest from previous year	-489	0
<b>Profit to be taxable</b>	<b>0</b>	<b>0</b>

Applicable local rate	33.99%	33.99%
<b>Tax at the applicable local rate</b>	<b>0</b>	<b>0</b>

The comparative figures have been adjusted to allow comparison with current year.

The Deduction for Notional Interest unused is 101,185 euros at the end of this year (expiration date : 31/12/2018)

### Note 13 : Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to common equity holders of the parent by the weighted average number of common shares outstanding during the year and by dividing net profit for the year attributable to founder shares by the weighted average number of founder shares outstanding during the year.

The company did not issued any financing instrument requiring to disclose a diluted earnings per share.

(in thousands of euro)	30 June 2016	30 June 2015
<b><u>Numerator</u></b>		
Net profit from continuing operations	1,653	1,154
Preference dividends	-3	-3
Net profit	1,650	1,151
 <b><u>Net profit attributable to common shares</u></b>	 882	 632
<b><u>Net profit attributable to founder shares</u></b>	<b>615</b>	<b>415</b>
 <b><u>Denominator</u></b>		
Weighted average number of common shares	94,521	94,556
Weighted average number of founder shares	2,186	2,190
 <b><u>Net profit attributable to common shares per common share (in euro)</u></b>	 <b>9.33</b>	 <b>6.69</b>
 <b><u>Net profit attributable to founder shares per founder share (in euro)</u></b>	 <b>281.17</b>	 <b>189.54</b>

The common shares are entitled to a 5% interest distribution on the subscribed and fully paid share capital (2016: €113k, 2015: €113k). After this allocation 50% of the remaining Net profit is allocated to common shares (2016: €769k, 2015: €519k) and 40% is allocated to founder shares (2016: €615k, 2015: € 415k). The remainder is not allocated, as when the AGM decides to pay out dividend the Board of Directors is entitled to 10% of the dividend.

It should also be noted that, in case of liquidation, the Board of Directors is not entitled to any remaining balances. In this case the EPS will exceed the above calculation. For further details we refer to the Statutory Provisions Concerning The Distribution of Profit, as included in the other information to these financial statements. The last time Mopoli paid out dividend was in 2001.

Previous financial statements erroneously did not disclose the EPS separately for common and founder shares. Furthermore the EPS were erroneously calculated by dividing net profit by the weighted average number of outstanding common shares. As IAS 33.66 prescribes a distinction between common and founder shares we have adjusted the EPS calculation for the previous period.

### Note 14 : Related parties

(in thousands of euro)	30 June 2016	30 June 2015
Attendance fees (1)	0	0

(1) Amount actually paid to the Directors during the year

According to a declaration of participation (25 February 1992) Geselfina holds 76% of ordinary shares and 59% of the preferred shares of Mopoli.

The company paid an amount of € 72,600 for administrative assistance to Centrages in which Mopoli has an indirect share interest of 2.2% via Socfin. All administrative and accounting services are provided by Centrages.

The Company has granted a loan of € 35 million to Socfinaf, a company affiliated to Socfin. This loan bears an interest rate of 4% and has an indefinite term, but it can be recalled at any time. The loan is measured at amortized cost, which is equal to the nominal value of the loan. The fair value of the loan equals the valuation at amortized cost.

The transactions with related parties are done at arm's length.

#### **Note 15 : Off balance sheet rights and commitments**

(in thousands of euro)	30 June 2016	30 June 2015
Statutory deposits	1	1
<b>Total of rights and commitments received</b>	<b>1</b>	<b>1</b>

#### **Note 16 : Subsidiaries**

None

#### **Note 17 : Subsequent events**

On 13 December 2016, Mopoli recovered 15 million of the loan granted to Socfinaf.

#### **Note 18 : Board remuneration**

No remuneration was paid to directors this year.

Directors' fee is regulated in the article of incorporation related to distribution of result.

#### **Note 19 : Auditor fees**

(in thousands of euro)

	2016	2015
Ernst & Young Accountants LLP (Netherlands)	22.5	11

These fees solely relate to the audit of the financial statements.

#### BOARD OF DIRECTORS

Mr Hubert FABRI, President

Mr Philippe de TRAUX, Director

AFICO, represented by Mr Luc BOEDT

Mr Daniel HAAS, Director

## OTHER INFORMATION

### SHARE CAPITAL

The subscribed and fully paid capital of EUR 2,314,279 is represented as follows:

100,000: Common shares of a nominal value of NLG 50 (EUR 22.69) (listed on Euronext Brussels)  
100: Preferred stock of a nominal value of NLG 1,000 (EUR 453.78) (not listed in the stock exchange)  
2,400: Founders' shares with no nominal value and no voting rights. (listed on Euronext Brussels)

The profit sharing is described in the following paragraph.

### STATUTORY PROVISIONS CONCERNING THE DISTRIBUTION OF PROFIT (TRANSLATION)

#### **Statutory provisions covered in articles 12, for as long as they are applicable, state that:**

1. The Meeting, under article 14, decides what amortisations to apply.
2. After deduction of the aforementioned amortisations/ depreciation, at first a 7% dividend amount over the subscribed and paid preferred shares will be paid to the preferred shareholders. The annual dividend payment on these preferred shares will never exceed 7%.
3. Of the amount after this distribution to preferred shareholders if possible:
  - a) an amount of 5% will be used to add to a reserve. As soon (and as long) as this reserve is 10% of the issued and paid up capital, no additional profits can be reserved for this purpose.
  - b) After this an amount will be due as a 5% interest amount on the subscribed and paid common shares.
4. The remaining profit after the aforementioned deductions and dividend payments will be distributed as follows:

10% to the Board of Directors  
50% to the common shareholders  
40% to founder shareholders
5. However, the Ordinary Annual Meeting of Shareholders can decide upon request of the Board of Directors that the 50% intended for ordinary shareholders will be fully or partially transferred to a special account or will be allocated to a special reserve.
6. The date on which the dividend amounts are payable, will be decided by the general meeting for shareholders.
7. Dividend amounts which are not claimed, five years after the date on which the dividend amount have been declared payable, will be released and booked as profit in the profit and loss account of the entity.
8. When a loss is recorded according to the income statement, which can not be compensated by any other reserve, no dividend payments will take place, as long as these losses are not compensated first.

**Statutory provisions covered in articles 22, for as long as they are applicable, state that:**

The remaining balance after liquidation will at first and for all be used to repay the paid capital of the preferred shareholders including the arrears of the annual 7% dividend due on those preferred shares. After this the remaining balance will be used to repay the paid up capital to the common shareholders.

In case any balances remain after the distributions stated above, this will be distributed as follows:  
55% to common shareholders;  
45% to founder shareholders.

The payments will be made at the time and place to be determined by the general shareholder meeting.

**SUBSEQUENT EVENTS**

On 13 December 2016, Mopoli recovered 15 million of the loan granted to Socfinaf.

**PROPOSAL FOR DISTRIBUTION OF PROFIT (IN EUR)**

The Board of Directors submits the following proposal for the distribution of income and attribution of dividends to the approval of the General Meeting for Shareholders in accordance with article 12 of the Articles of Association. The purchased treasury shares corrected for the available reserves restrict the distributable reserves (2.733).

	EUR
Net result of the financial	1,653
Profit brought forward	39,913
Profit to be distributed	41,566
<hr/>	
First :	
Dividend to preferred shares	3
Transferred to profit carried forward	41,563

## Independent auditor's report

To: the shareholders of Palmboomen Cultuur Maatschappij Mopoli N.V.

## Report on the audit of the financial statements 2015/2016

### Our opinion

We have audited the financial statements for the year ended 30 June 2016 of Palmboomen Cultuur Maatschappij Mopoli N.V., based in The Hague.

In our opinion the financial statements give a true and fair view of the financial position of Palmboomen Cultuur Maatschappij Mopoli N.V. as at 30 June 2016 and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- ▶ The statement of financial position as at 30 June 2016.
- ▶ The following statements for the year then ended: the income statement, the statements of comprehensive income, changes in equity and cash flows.
- ▶ The notes comprising a summary of the significant accounting policies and other explanatory information.

### Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Palmboomen Cultuur Maatschappij Mopoli N.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Materiality

Materiality	€553,000
Benchmark used	1% of Equity
Additional explanation	We have used equity as a basis for determining our materiality. We consider a capital based indicator the most appropriate driver for setting materiality as Palmboomen Cultuur Maatschappij Mopoli N.V. has limited activities and one of its focuses is to maintain its equity position.

Ernst & Young Accountants LLP is a limited liability partnership incorporated under the laws of England and Wales and registered with Companies House under number OC335594. The term partner in relation to Ernst & Young Accountants LLP is used to refer to (the representative of) a member of Ernst & Young Accountants LLP. Ernst & Young Accountants LLP has its registered office at 6 More London Place, London, SE1 2DA, United Kingdom. Its principal place of business at Boomgasse 25B, 3011 XZ Rotterdam, the Netherlands and is registered with the Chamber of Commerce Rotterdam number 24432944. Our services are subject to general terms and conditions, which contain a limitation of liability clause.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the board of directors that misstatements in excess of EUR27,650, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

**Our key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matter to the board of directors. The key audit matter is not a comprehensive reflection of all matters discussed.

This matter was addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our audit response
<b>Valuation and presentation of the loan to Socfinaf S.A.</b> Palmboomen Cultuur Maatschappij Mopoli N.V. has issued a material loan to Socfinaf S.A, which is one of the most significant accounts in the financial statements of the company. Socfinaf S.A. is a subsidiary of Socfin S.A. Palmboomen Cultuur Maatschappij has a financial interest of 4.94% in the entity Socfin S.A. The loan, with a nominal amount of €35 million, and an interest rate of 4% has an indefinite term, but can be recalled by Palmboomen Cultuur Maatschappij Mopoli N.V. at any point in time. The loan can be classified as a related party transaction, and is disclosed as such in the financial statements. As no guarantees have been provided this exposes Palmboomen Cultuur Maatschappij Mopoli N.V. to a credit risk.	To address this risk we have assessed that Socfinaf S.A. paid all interest due and that Socfinaf S.A. is a company with sufficient solvability. Furthermore, we note that in December 2016 a total amount of € 15 million has been repaid. For more information about this related party loan we refer to notes 4,14 and the subsequent events section of the financial statements.

**Responsibilities of management for the financial statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all errors and fraud.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included, e.g.:

- ▶ Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- ▶ Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- ▶ Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- ▶ Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

We provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

## Report on other legal and regulatory requirements

Report on the management board report and the other information

Pursuant to legal requirements of Part 9 of Book 2 of the Dutch Civil Code (concerning our obligation to report about the management board report and other information):

- ▶ We have no deficiencies to report as a result of our examination whether the management board report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code, and whether the information as required by Part 9 of Book 2 of the Dutch Civil Code has been annexed.
- ▶ We report that the management board report, to the extent we can assess, is consistent with the financial statements.

### Emphasis of a matter

We draw attention to paragraph 9 of the Director's Report, which indicates the non-compliance with the Dutch Corporate Governance Code and the lack of a supervisory board and audit committee.

### Engagement

We were appointed by the general shareholders meeting as auditor of Palmboomen Cultuur Maatschappij Mopoli N.V. in 2007 and have operated as statutory auditor since that date.

The Hague, 20 December 2016

Ernst & Young Accountants LLP

signed by S. Spiessens

