

Oud-Beijerland, 11 April 2019

Südzucker International Finance B.V.

FINANCIAL REPORT
for the financial year
1 March 2018 to 28 February 2019

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Directors' report for the financial year 2018/19

We have pleasure in presenting the Financial Report of Südzucker International Finance B.V. ('SZIF', or 'the Company') for the financial year 1 March 2018 up to and including 28 February 2019.

Group structure

SZIF was incorporated on 13 January 1994. The Company is a wholly-owned subsidiary of Südzucker AG, Mannheim, Germany.

The Company's purpose is to finance affiliated companies, within the Südzucker AG group structure, through, among others, the issuance of bonds listed on public markets. The loans currently issued are listed on the Frankfurt Stock Exchange and the Luxembourg Stock Exchange.

Business review and activities during this year

On 29 March 2018 the bond of EUR 400 million has been redeemed at their principal amount. In the financial year 2018/19 SZIF did not conclude any new capital market transaction due to the continued strong liquidity position of the Südzucker Group.

Additionally, SZIF continues to be a potential issuer under the EUR 600 million commercial paper program. During the financial year 2018/19 no drawings were made on behalf of SZIF.

SZIF continued to be an important liquidity provider within Südzucker Group.

The interest rate for the loans to affiliated companies is disclosed in the Loan Pricing Policy of the Company. The interest rate on the credit facilities is based on the weighted average yield of all bonds issued in the market by SZIF. The costs related to the bonds (i.e. guarantee fee, the annualized bank costs, annualized discount and the required spread for the Company's financing activities) are added to the weighted average yield.

At the annual General Meeting of the Company held on 2 May 2018 the general assembly has been decided upon the allocation of the results of the financial year 2017/18 to pay a dividend of EUR 1 million on 4 May 2018.

As all bonds are issued by the Company and are guaranteed by Südzucker AG, the ratings continue to be a significant support of the bond business of SZIF as well as the issue of commercial papers.

Südzucker AG continues to have credit ratings assigned from both Moody's Investors Service and Standard & Poor's Global Ratings.

Moody's current rating for Südzucker is Baa3/P-3 with a negative outlook (December 2018) and placed under review for downgrade (3 April 2019). The Moody's rating for the hybrid bond is B1 (December 2018) and downgraded to B2 and placed under review for downgrade (3 April 2019).

Standard & Poor's current rating for Südzucker is BBB-/A-3 with a stable outlook (January 2019) and all ratings have been placed on credit watch with negative implications (2 April 2019). Standard & Poor's rating for the hybrid bond is B+ (January 2019) and has been lowered to CC (2 April 2019).

Facilities

On 28 February 2019 the Company has the following facilities at its disposal:

- On 30 June/15 August 2005 a fixed-rate coupon of 5.25% perpetual hybrid bond was issued to a total amount of EUR 700 million. Since 30 June 2015 the subordinated bond has a variable coupon of the 3 month Euribor interest rate plus 3.10 % p.a.
On the 28 February 2019 the interest rate applied 2.791 % p.a. for the period from 31 December 2018 to 29 March 2019 exclusively (88 days).

Südzucker currently does not meet the requisite conditions for termination and repayment of the bond. Neither does Südzucker currently intend to take any action, such as increase capital for cash or issue a new hybrid bond to fulfil the conditions for termination nor make a public offer to buy back any bonds by way of meeting a capital market compliant procedure, since this could negatively impact the rating agencies' assessment of the company's equity credit.

On 27 March 2019 SZIF has published an Insider Information according to section 17 MAR. SZIF announced that it expects the audited consolidated annual report of Südzucker AG for the year ending on 28 February 2019 to record the existence of a Cash Flow-Event as defined in § 5(4) of the Conditions of Issue applicable to the bonds.

See Note 9 of the financial statements.

- On 22 November 2016 a 1.25% bond issued and paid on 29 November 2016 to an amount of EUR 300 million for a 7-years period. The Notes shall be redeemed at their principal amount on 29 November 2023 (maturity date).
- On 21 November 2017 a 1.00% bond was issued and paid on 28 November 2017 to an amount of EUR 500 million for an 8-years period. The Notes shall be redeemed at their principal amount on 28 November 2025 (maturity date).
- A EUR 600 million short term commercial paper facility together with Südzucker AG, which was not used by SZIF at year end.

Results

The net result after tax for the 12-month period ended at 28 February 2019, amounts to EUR 1,184 thousand (2017/18: EUR 1,285 thousand). The net result after tax for the fiscal year 2018/19 is in line with the tax ruling obtained from the Dutch tax authorities about the application of Dutch tax law for its activities in the Netherlands (APA).

Composition of the board

The size and composition of the Board of Management and the combined experience and expertise should reflect the best fit for the profile and strategy of the Company. Currently the Board consists of two male board members. The Company is aware that the gender diversity is below the goals as set out in article 2.276 section 2 of the Dutch Civil Code and the Company will pay close attention to gender diversity in the process of future recruiting and appointing new managing directors.

Financial risk management

The risk appetite of the Company is limited. This is also embedded in the structure of the Company, in which external financing is applied only for internal financing purposes with very limited risks. Reference is also made to disclosures below on separate risks. As part of the applicable tax ruling (APA) a fixed spread is set on the interest expenses resulting in a higher interest income on the intercompany loan receivable. The Company has designed and implemented control measures in order to mitigate risks. These control measures are both automated and manual. Amongst others the control measures are monitoring, reviewing, 4-eye principles and authorization matrices within Südzucker group.

SZIF's financing needs are directly related to funding requests of other Südzucker Group companies. The Company's activities might expose it to a variety of financial risks: market risk (including fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

The risk profile is not significant changed in comparison with the last years.

Market risk

Market risk is defined as the risk of a loss due to a change of market prices. The Company's market risk is limited to the bonds issued by the Company. These amounts are secured by Südzucker AG and on-lent within the Group. There is a difference in maturity of the bonds and the amounts lent. This mismatch is managed by updates of the Südzucker International Finance Loan Pricing Policy.

Credit risk

Credit risk is the risk of loss due to a counterparty's non-payment of a loan or other receivable. Following the purpose of the Company, its counterparties for loans and receivables are all related parties and hence members of the Südzucker Group. These companies have a long and proven track record of being reliable creditors, and their suitability for future credit is monitored on an ongoing basis. Therefore the company's exposure to credit risk is influenced mainly by the characteristics of Südzucker Group related default risk. In case of a non-payment of a loan or other receivable the risk is limited at 1% of the outstanding amount with a maximum of EUR 10 million. Südzucker AG, Mannheim, which has issued an unconditional and irrevocable guarantee in relation to every single bond and the Commercial Paper Program, at year-end has a short-term A-3 rating by Standard & Poor's and a P-3 rating by Moody's. The associated expenses are charged on to the lending companies through an additional risk premium on top of the base rate.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash in order to ensure payment of short-term liabilities. Liquidity risk is the risk that liabilities cannot be met when they fall due. Also a substantial and / or a simultaneous withdrawal of loans fall into such risks. The Company addresses such risk by matching the cash flows resulting from assets and liabilities wherever economically viable but also by maintaining a range of financing possibilities. As such the Company has to option on a short term deposits available with Südzucker AG, but also continues to be an issuer under the EUR 600 million Commercial Paper program.

Interest rate risk

The Company's interest rate risk arises from assets and liabilities having either a different interest rate base (fixed vs. variable) or different tenures (short term vs. long term). The Company's external borrowings are at a fixed interest rate until the maturity of these borrowings and at quarter based variable interest rate. The loans are lent to the parent company and affiliated companies. Interest rates applied for intercompany loans under the SZIF Loan Pricing Policy are continuously adopted to the actual interest cost situation of the Company. These intercompany interest rates are based on the average interest expenses for the Company, including a spread. As such, the Company's cash flow interest rate risk is limited.

Governance

Based on Article 1, par. 1, sub 1 in the Audit Firms Supervision Act (*Wet toezicht accountantsorganisaties*) the Company is considered as a public interest entity (*Organisatie van openbaar belang*) and following the Royal Decree of 26 July 2008, concerning the implementation of Article 41 of EC directive 2006/43 the Management of the Company assigned the Audit Committee tasks to the Audit Committee of Südzucker on 10 September 2012.

The members of Südzucker Audit Committee are Helmut Friedl (chairman), Dr. Hans-Jörg Gebhard, Veronika Haslinger, Franz-Josef Möllenberg, Franz-Rudolf Vogel and Rolf Wiederhold; the Audit Committee meeting to review the financial statements and management report of SZIF 2017/18 took place on 8 May 2018.

Outlook for the financial year 2019/20

The Company's management expects for the fiscal year 2019/20 a profit which is lower than FY 2018/19, but in line with the APA.

Directors' responsibility statement

All directors confirm that, to the best of their knowledge:

- the financial statements which have been prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Directors' report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties they face as required pursuant to section 5:25d(8)/(9) of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*).

Events after 28 February 2019

An event, which occurs after 28 February 2019 is the publishing of the insider information according to section 17 MAR at 27 March 2019 regarding the undated subordinated fixed to floating rate bonds ("hybrid bond"). See note 9 of the financial statements for more details.

There are no other events occurred after 28 February 2019, which need to be disclosed in these financial statements.

Oud-Beijerland, 11 April 2019

The Managing Directors:

G.P. Nota

A.J. Dorleijn

Financial statements

Balance sheet as at 28 February 2019

(Before profit appropriation of the year)

Assets				
(in € thousand)	Notes	28 February 2019	28 February 2018	
Non-current assets				
Receivables from the shareholder	4	151,800	649,900	
Receivables from affiliated companies	5	1,366,045	1,281,990	
		1,517,845		1,931,890
Current assets				
Receivables from affiliated companies		6	-	
Receivables from tax authorities	6	60	-	
Other receivables and prepaid expenses		5	2	
Cash at banks	7	86	208	
		157		210
Total assets		1,518,002	1,932,100	

Equity and liabilities			
(in € thousand)	Notes	28 February 2019	28 February 2018
Shareholder's equity	8		
Share capital		10,000	10,000
Retained earnings		7,246	6,961
Profit financial year		1,184	1,285
		<hr/>	<hr/>
		18,430	18,246
Long-term liabilities			
Bond € 300 million	9+10	298,415	298,081
Bond € 500 million	9+10	495,584	494,930
Hybrid bond € 700 million	9+10	700,000	700,000
		<hr/>	<hr/>
		1,493,999	1,493,011
Provisions			
Deferred tax liabilities		-	1
Short term liabilities			
Bond € 400 million	9+10	-	399,949
Liabilities to affiliated companies		54	1
Payable to tax authorities	11	18	58
Other payables	12	5,501	20,834
		<hr/>	<hr/>
		5,573	420,842
Total equity and liabilities		<hr/>	<hr/>
		1,518,002	1,932,100

Profit and loss account for the year

(in € thousand)	Notes	ended 28 February 2019	ended 28 February 2018
Financial income or interest and similar income			
Interest income from:			
the shareholder	4	5,117	17,635
affiliated companies	5	29,185	28,485
Other financing income		(1)	(1)
		<hr/> 34,301	<hr/> 46,119
Financial expenses or interest and similar expenses			
Interest expenses:			
bonds	9	29,777	41,177
Amortisation bonds discount	10	1,039	1,141
Other financing expenses	13	1,791	1,865
		<hr/> (32,607)	<hr/> (44,183)
Results from financing activities		<hr/> 1,694	<hr/> 1,936
Other income	14	69	-
Other expenses			
Wages and salaries	15	139	79
Social security and pension expenses		29	21
Other operating expenses	16	122	111
		<hr/> (290)	<hr/> (211)
Profit before taxation		<hr/> 1,473	<hr/> 1,725
Taxation	17	(289)	(440)
Net profit		<hr/> 1,184	<hr/> 1,285

Cash flow statement

(in € thousand)	Notes	1 March 2018 - 28 February 2019	1 March 2017 - 28 February 2018
Cash flow from operating activities			
Result before taxation		1,473	1,725
Adjustment for:			
Movements in deferred tax		(1)	(19)
Amortisation discount on bonds issued	10	1,039	1,141
Other		(115)	(138)
Net cash (used in)/from operating activities		2,396	2,709
Changes in working capital:			
Movements interest payable	12	(15,274)	1,302
Cash flow generated from operating activities			
Income tax paid	17	(289)	(440)
Net cash generated from operating activities		(13,167)	3,571
Cash flows used in investment activities			
Decrease/(increase) in loans to aff. companies I.t.	4+5	414,045	(497,262)
Net cash used in investment activities		414,045	(497,262)
Cash flows generated from financing activities			
Issuance/(redemption) of long-term bond	9	(400,000)	494,765
Dividend payment for prior year	8	(1,000)	(1,000)
Net cash generated from financing activities		(401,000)	493,765
Change in cash		(122)	74
Cash as at 1 March	7	208	134
Cash as at 28/29 February		86	208

Notes

General

1. Group affiliation and principal activity

Südzucker International Finance B.V. ('SZIF', or 'the Company'), a private company with limited liability incorporated under the laws of The Netherlands on 13 January 1994, having its corporate seat in Oud-Beijerland, the Netherlands and its registered office at Laurens Jzn. Costerstraat 12, 3261 LH Oud-Beijerland, the Netherlands and registered with the Dutch Chamber of Commerce under 33255988.

All shares were issued to Südzucker AG, Mannheim, Germany.

The principal activity of the Company is to facilitate financing of Südzucker AG and group companies.

2. Basis of presentation

These financial statements have been prepared in accordance with the provisions of the Netherlands Civil Code, Book 2, Part 9 and the accounting principles generally accepted in the Netherlands.

The financial statements are expressed in thousand Euro.

3. Significant accounting policies

3.1 General

In general, assets and liabilities are stated at the amounts at which they were acquired or incurred, if not specially stated otherwise. The balance sheet and profit and loss account include references to the notes.

3.2 Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. If necessary the nature of these estimates and judgements, including the related assumptions, is disclosed in the applicable notes to the financial statement items in question.

3.3 Loans to shareholder and loans to affiliated companies

Loans to group companies included in financial assets are initially measured at fair value, and subsequently carried at amortised cost.

The interest rate charged on loans to group companies has been set in conformity with the tax ruling obtained from the local tax authorities (APA).

The Company assesses at the reporting date whether there is any objective evidence that a financial asset or group of financial assets is impaired. A financial asset is considered impaired if, and only if, there is objective evidence of impairment as a result of one or more loss events that occurred after the initial

recognition of the asset and prior to the statement of financial position date, and that loss event has had an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

For loans and receivables, the amount of impairment loss is measured as the difference between the assets carrying amount and the present value of expected future cash flows discounted at the assets original effective interest rate. The amount of the loss is included in the profit and loss statement. If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed in the profit and loss statement.

3.4 Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost with use of the effective interest rate method. When a trade receivable is not collectible, it is written off against the allowance for trade receivables.

3.5 Cash

Cash consist of cash at banks and deposits with a maturity of less than three months. Current account liabilities at banks are recognised under bank overdrafts forming part of current liabilities. Cash are stated at nominal value.

3.6 Equity

The Company has no statutory or mandatory reserves.

3.7 Deferred tax liabilities

Deferred tax liabilities are recognised to provide for timing differences between the value of the assets and liabilities for financial reporting purposes on the one hand and for tax purposes on the other. Deferred tax liabilities are calculated based on the tax rate prevailing on the balance sheet date or the rates that will apply in the future, insofar as these have been set by law.

3.8 Non-current liabilities

Bonds included in non-current liabilities are initially measured at fair value net of transaction costs and subsequently valued at amortised costs.

3.9 Other payables

Other payables include short-term liabilities relating to unpaid interest on the bonds. These are stated at amortised cost.

Accounting policies for the profit and loss account

3.10 General

Results on transactions are recognised in the year in which they are realised; losses are recognized in the period in which they pertain.

Income and expenses are recognised on an accrual basis in accordance with the relevant agreements.

Premiums and discounts on loans are amortised over the term of the loans in accordance with the effective interest method.

Interest paid and received is recognised on a time-weighted basis, applying the effective interest rate of the assets and liabilities concerned.

3.11 Employee related costs

Short term employee benefits

Salaries, wages and social security contributions are taken to the income statement based on the terms of employment, where they are due to employees.

3.12 Taxation

Corporate income tax is calculated on the profit/loss before taxation in the profit and loss account, taking into account tax-exempt items and non-deductible expenses, and using current tax rates.

3.13 Related-party transactions

All legal entities that can be controlled, jointly controlled or significantly influenced are considered to be a related party. Also entities which can control the Company are considered a related party. In addition, statutory directors, other key management of SZIF or Südzucker AG and close relatives are regarded as related parties.

3.14 Cash flow statement

The Cash flow statement has been prepared using the indirect method. The cash items disclosed in the cash flow statement are comprised of cash. Interest paid and received and income taxes are included in cash from operating activities. Transactions not resulting in inflow or outflow cash are not recognized in the cash flow statements.

3.15 Financial risk factors

The Company's activities might expose it to a variety of financial risks: market risk (including fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

The risk profile is not significant changed in comparison with the last fiscal years.

■ *Market risk*

Market risk is defined as the risk of a loss due to a change of market prices. The Company's market risk is limited to the bonds issued by the Company. These amounts are secured by Südzucker AG and on-lent within the Group. There is a difference in maturity of the bonds and the amounts lent. This mismatch is managed by updates of the Südzucker International Finance Loan Pricing Policy.

■ *Credit risk*

Credit risk is the risk of loss due to a counterparty's non-payment of a loan or other receivable. Following the purpose of the Company, its main counterparties for loans and receivables are all related parties and hence members of the Südzucker Group. These companies have a long and proven track record of being reliable creditors, and their suitability for future credit is monitored on an ongoing basis. In cooperation with Südzucker AG headquarters, assessments of credit risk are made. The maximum credit risk exposure is EUR 1.5 billion (2017/18: EUR 1.9 billion). The company's exposure to credit risk is influenced mainly by the characteristics of Südzucker Group related default risk. In case of a non-payment of a loan or other receivable the risk is limited at 1% of the outstanding amount with a maximum of EUR 10 million. Südzucker AG, Mannheim, which has issued an unconditional and irrevocable guarantee in relation to every single bond and the Commercial Paper Program, at year-end has a short-term A-3 rating by Standard & Poor's and a P-3 rating by Moody's. The associated expenses are charged on to the lending companies through an additional risk premium on top of the base rate.

■ *Liquidity risk*

Prudent liquidity risk management implies maintaining sufficient cash in order to ensure payment of short-term liabilities. Liquidity risk is the risk that liabilities cannot be met when they fall due. Also a substantial and / or a simultaneous withdrawal of loans fall into such risks. The Company addresses such risk by matching the cash flows resulting from assets and liabilities wherever economically viable but also by maintaining a range of financing possibilities. As such the Company has the option on a short term deposits readily available with Südzucker AG, but also continues to be an issuer under the EUR 600 million Commercial Paper Programme. The Company has various possibilities for liquidity facilities. A concentration of liquidity risk has not been identified.

■ *Interest rate risk*

The Company's interest rate risk arises from assets and liabilities having either a different interest rate base (fixed vs. variable) or different tenures (short term vs. long term). The Company's external borrowings are at a fixed interest rate until the maturity of these borrowings and at quarter based variable interest rate. The loans are lent to the parent company and affiliated companies. Interest rates applied for intercompany loans under the SZIF Loan Pricing Policy are continuously adopted to the actual interest cost situation of the Company. These intercompany interest rates are based on the average interest expenses for the Company, including a spread. The interest rates and interest conditions on the issued bonds are equal to these on the loans to affiliated companies. Therefore the Company is not exposed to variability of cash flows due to market developments in interest rates.

Balance sheet

4. Receivables from the shareholder

(in € thousand)	28 February 2019	28 February 2018
Loans	151,800	649,900
	<u>151,800</u>	<u>649,900</u>

The loan to the shareholder is a long-term loan with no scaled maturity which bears interest at 2.12% since 29 March 2018 in accordance with the loan policy. The interest is variable and will change every calendar quarter end depending on the interest rate of the hybrid bond.

Due to the quarterly interest rates revisions the interest rate is assumed to be equal to the effective interest rate.

The fair value of the loans does not differ materially from the recorded amount in the balance sheet due to the variable interest on the loans.

5. Receivables from affiliated companies

(in € thousand)	28 February 2019	28 February 2018
Loans to affiliated companies	1,366,045	1,281,990
	<u>1,366,045</u>	<u>1,281,990</u>

The loans to affiliated companies consist of:

- EUR 114,850,000 long-term loan to Südzucker Polska Sp.z.o.o. and Südzucker Moldova S.A. which bears interest at 2.31% since 29 March 2018 in accordance with the loan policy. This includes an additional spread for withholding tax.
- EUR 1,251,195,000 long-term loans to other affiliated companies which bear interest at 2.12% since 29 March 2018 in accordance with the loan policy.

The interest is variable and will change every calendar quarter end depending on the interest rate of the hybrid bond. Due to the quarterly interest rates revisions the interest rate is assumed to be equal to the effective interest rate. The decrease of the loan amount reflects the redemption of the EUR 400m bond in March 2018.

The fair value of the loans does not differ materially from the recorded amount in the balance sheet due to the variable interest on the loans.

6. Receivables from tax authorities

The prepayments to the Dutch tax authorities is more than the tax calculation for FY 2018/19.

7. Cash at banks

The current accounts are held with Deutsche Bank AG, Amsterdam and ING Bank, Amsterdam. None of this cash is restricted as at 28 February 2019.

8. Shareholder's equity

(in € thousand)	Paid-up and issued capital	Retained earnings	Profit financial year	Total
Shareholder's equity as at 1 March 2017	10,000	6,899	1,062	17,961
Appropriation of net result 2016/17	-	62	(62)	-
Dividend payment	-	-	(1,000)	(1,000)
Net result for the year 1 March 2017- 28 February 2018	-	-	1,285	1,285
Shareholder's equity as at 28 February 2018	10,000	6,961	1,285	18,246
Appropriation of net result 2017/18	-	285	(285)	-
Dividend payment	-	-	(1,000)	(1,000)
Net result for the year 1 March 2018 - 28 February 2019	-	-	1,184	1,184
Shareholder's equity as at 28 February 2019	10,000	7,246	1,184	18,430

As at 28 February 2019, 220,365 ordinary shares have been issued and fully paid of EUR 45.38 each for a total of EUR 10,000,163.70.

The retained earnings represent the withheld profits of prior financial years.

In accordance with Article 18 of the Articles of Association, the net result for the year is at the disposal of the General Meeting of the Shareholders.

The proposal to the General Meeting of the Shareholders will be:

- to pay a dividend for FY 2018/19 of EUR 1 million on 3 May 2019;
- the remaining amount to the retained earnings.

9. Long-term liabilities

SZIF has issued the following bonds under the law of the Federal Republic Germany outstanding per 28 February 2019:

- On 30 June 2005 the Company issued a hybrid bond to an amount of EUR 500 million at a rate of 98.669%. This amount was increased on 15 August 2005 by an amount of EUR 200 million at a rate of 99.113%. The hybrid bond is divided into a nominal value of EUR 1,000 each.
In the first ten years till 30 June 2015 the subordinated bond has a fixed coupon of 5.25%. Since 30 June 2015 the subordinated bond has a variable coupon of the 3 month Euribor interest rate plus 3.10% p.a. effective. The interest rate was set at 2.791% p.a. for the period from 31 December 2018 to 29 March 2019 exclusively.

Südzucker currently does not meet the requisite conditions for termination and repayment of the bond. Neither does Südzucker currently intend to take any action, such as increase capital for cash or issue a new hybrid bond to fulfil the conditions for termination nor make a public offer to buy back

any bonds by way of meeting a capital market compliant procedure, since this could negatively impact the rating agencies' assessment of the company's equity credit. A limited buyback by Südzucker AG has been performed in the past to a current maximum of around 4% of nominal face value.

Furthermore, the terms and conditions of the bond provide Südzucker, in the event of a dividend event, with the option to defer the interest coupon payments. An optional (voluntary) coupon suspension may occur if no dividend was approved for shares of Südzucker at the last annual general meeting. In case of a Cash Flow-Event, SZIF is obliged to suspend remuneration payments. A Cash Flow-Event shall exist if the consolidated Cash Flow of the Guarantor Südzucker AG is less than 5 % of the consolidated Sales Revenues of the Guarantor Südzucker AG, in each case as shown in the annual report containing the audited financial statements of the Guarantor Südzucker AG.

On 27 March 2019 SZIF has published an Insider Information according to section 17 MAR for the hybrid bond. SZIF announced that it expects the audited consolidated annual report of Südzucker AG for the year ending on 28 February 2019 to record the existence of a Cash Flow-Event as defined in § 5(4) of the Conditions of Issue applicable to the bonds.

This hybrid bond is guaranteed by Südzucker AG, Mannheim.

The fair value of this bond as at 28 February 2019 amounts to 76.70% (2017/18: 99.57%) at the Frankfurt Stock Exchange for a total amount of EUR 536.9 million.

- On 22 November 2016 the Company issued a 1.25% bond for an amount of EUR 300 million with a payment date of 29 November 2016 at the Luxembourg Stock Exchange. The bond has been issued against a rate of 99.687%. Redemption of the EUR 300 million takes place on 29 November 2023.

This bond is also guaranteed by Südzucker AG, Mannheim.

The fair value of this bond as at 28 February 2019 amounts to 100.35% (2017/18: 102.09%) at the Frankfurt Stock Exchange for a total amount of EUR 301.05 million.

- On 21 November 2017 the Company issued a 1.00% bond for an amount of EUR 500 million with a payment date of 28 November 2017 at the Luxembourg Stock Exchange. The bond has been issued against a rate of 99.367%. Redemption of the EUR 500 million takes place on 28 November 2025.

This bond is also guaranteed by Südzucker AG, Mannheim.

The fair value of this bond as at 28 February 2019 amounts to 97.12% (2017/18: 97.76%) at the Frankfurt Stock Exchange for a total amount of EUR 485.60 million.

The fair values of these loans are determined by market quotations of these bonds on 28 February 2019.

10. Bond discount

All the bonds will be amortised over the term of these loans in accordance with the effective interest method.

(in € thousand)	Bond discount at cost	Amortisation	Saldo end FY	Bond discount book value	
				long-term	short-term
1 March 2017	6,321	(3,375)	2,946	2,946	-
Movements FY 2017/18:					
New bond € 500 million	5,235		5,235		
Amortisation		(1,141)	(1,141)		
28 February 2018	11,556	(4,516)	7,040	6,989	51
Movements FY 2018/19:					
Redemption					
€ 400 million bond	(3,985)	3,985	-		
Amortisation		(1,039)	(1,039)		
28 February 2019	7,571	(1,570)	6,001	6,001	-

11. Payable to tax authorities

(in € thousand)	28 February 2019	28 February 2018
Corporate tax	-	47
Income tax	6	1
VAT	12	10
	18	58

12. Other payables

(in € thousand)	28 February 2019	28 February 2018
Interest accrual on bonds	5,397	20,671
Other payables	104	163
	5,501	20,834

The remaining term of all other payables is less than one year.

Profit and loss account

13. Other financing expenses

(in € thousand)	ended 28 February 2019	ended 28 February 2018
Guarantee fee paid to Südzucker AG	1,553	1,547
Withholding tax Poland and Moldova	146	229
Other financial expenses	92	89
	<hr/> 1,791	<hr/> 1,865

14. Other income

Recharging other affiliated companies for labour and other costs paid by SZIF and made in order of these affiliated companies.

15. Wages and salaries

(in € thousand)	ended 28 February 2019	ended 28 February 2018
Wages (incl. holiday pay)	139	65
Bonus	-	14
	<hr/> 139	<hr/> 79

A general manager is changed per 1 March 2018 from a bonus contract to a labour contract. Additionally the higher labour costs is an effect of the recharged labour in other income.

16. Other operating expenses

The operating expenses can be split in:

(in € thousand)	ended 28 February 2019	ended 28 February 2018
Independent audit of the financial statements	21	20
Other non-audit services	12	12
Tax advice	14	27
Legal advice	53	(1)
Third-party hired management	15	15
Building rental	6	6
IT	5	5
IT Project	(20)	20
Other expenses	16	7
	<u>122</u>	<u>111</u>

The legal advice costs are higher by non-recurring expenses regard to advice on the publication of capital market announcements..

All audit services are provided by Ernst & Young Accountants LLP. In addition to the audit of the financial statements Ernst & Young Accountants LLP provided the following services: consent letter related to the issuance of the new bond.

The tax advices are provided by Meijburg & Co, Belastingadviseurs.

17. Taxation

(in € thousand)	ended 28 February 2019	ended 28 February 2018
Taxable amount	1,624	1,958
Income tax current year	396	480
Nominal tax rate	24.4%	24.5%
Restitution withholding tax	(38)	(25)
	<u>358</u>	<u>455</u>
Income tax previous year	(69)	(15)
	<u>289</u>	<u>440</u>
	=====	=====
Profit before tax	1,473	1,725
Effective tax rate	19.6%	25.5%

18. Related parties

Südzucker International Finance BV is a 100% subsidiary of Südzucker AG, Mannheim, Germany. SZIF supplies financing facilities exclusively to Südzucker AG and other companies within the Südzucker AG group. During the year the Company concluded several financing transactions with its parent and affiliated companies. The interest and other conditions are determined on arm's length basis.

19. Employees

The Company employed 2 persons with 0.7 FTE (2017/18: 0.6 FTE) in the Netherlands. There are no employees abroad.

One person of the management is hired externally (see note 16).

20. Benefits management board

The total remuneration of the members of the management board of the Company is:

(in € thousand)	ended 28 February 2019	ended 28 February 2018
Wages and salaries		
Wages	63	-
Bonus	-	14
Social security and pension expenses	7	-
Purchased management services	15	15
	<u>85</u>	<u>29</u>

One of the managing directors has a labour contract started from 1 March 2018 including EUR 51,000 recharged labour costs (see note 14).

The other managing director is external and for the services provided, SZIF receives an invoice. These expenses are recorded as purchased management services (see note 16).

21. Commitments and contingencies not included in the balance sheet

There are no commitments and contingencies, which are not included in the balance sheet.

22. Events after the balance sheet date

An event, which occurs after 28 February 2019 is the publishing of the insider information according to section 17 MAR at 27 March 2019 regarding the subordinated fixed to floating rate hybrid bond (See note 9).

There are no other events occurred after the balance sheet date.

23. Profit appropriation

In accordance with Article 18 of the Articles of Association, the net result for the year is at the disposal of the General Meeting of the Shareholders.

The proposal to the General Meeting of the Shareholders will be:

- to pay a dividend of EUR 1 million on 3 May 2019;
- the remaining amount to the retained earnings.

Oud-Beijerland, 11 April 2019
The Managing Directors:

G.P. Nota

A.J. Dorleijn

Other information

Independent auditor's report

The independent auditor's report is taken up on the following page.

Independent auditor's report

To: the shareholders of Südzucker International Finance B.V.

Report on the audit of the financial statements 2018/2019 included in the annual report

Our opinion

We have audited the financial statements for the year ended 28 February 2019 of Südzucker International Finance B.V., based in Oud-Beijerland.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Südzucker International Finance B.V. as at 28 February 2019, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- ▶ The balance sheet as at 28 February 2019
- ▶ The profit and loss account for the year then ended
- ▶ The notes comprising a summary of the 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 Südzucker International Finance B.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Materiality

Materiality	€7.6 million (2017: €9.6 million)
Benchmark applied	0.5% of total assets (2017: 0.5% of total assets)
Explanation	Based on the type of business the total assets is an appropriate and stable benchmark.

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

We agreed with the managing directors that misstatements in excess of €380 thousand, 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 matters to the managing directors. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were 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.

Measurement of the outstanding loans

Key audit matter	The main activity of Südzucker International Finance B.V. is to finance affiliated companies through, among others, the issuance of loans on public markets. The company runs the risk that an affiliated company defaults on meeting its obligations to Südzucker International Finance B.V. The outstanding loans are significant to Südzucker International Finance B.V. as these represent approximately 100% of the total assets in the financial statements of the company. Therefore, we consider this risk as a key audit matter.
Our audit approach	We have performed, among others, the following procedures with respect to the loans: <ul style="list-style-type: none"> ▶ We challenged the appropriateness of management's assumptions and estimates in relation to the recoverability of the outstanding loans. ▶ We inspected the loan agreements. ▶ We inspected the agreement between Südzucker International Finance B.V. and Südzucker AG that limits the credit risks of Südzucker International Finance B.V. ▶ We inspected the financial position of Südzucker AG. ▶ We determined that the affiliated companies have met their financial obligations towards Südzucker International Finance B.V. throughout the year.
Key observations	Based on our procedures performed, we consider the measurement of the outstanding loans to be reasonable and concur with the related disclosures in the financial statements.

Report on other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- ▶ The director's report
- ▶ Other information as required by Part 9 of Book 2 of the Dutch Civil Code

Based on the following procedures performed, we conclude that the other information:

- ▶ Is consistent with the financial statements and does not contain material misstatements
- ▶ Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the director's report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Engagement

We were engaged by the shareholder as auditor of Südzucker International Finance B.V. on 14 January 2015, as of the audit for the year 2014/2015 and have operated as statutory auditor ever since that date.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

Other non-prohibited services provided

Our services are only related to the audit of the financial statements.

Description of responsibilities for the financial statements

Responsibilities of managing directors for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements 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 framework 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 engagement 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 detect all material errors and fraud during our audit.

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 among others:

- ▶ 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 a 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 managing 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 managing 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 managing directors, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. 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.

Amsterdam, 11 April 2019

Ernst & Young Accountants LLP

signed by P.J.A.J. Nijssen