



## **CAMPOFRIO FOOD GROUP**

UNAUDITED INTERIM SELECTED  
CONSOLIDATED FINANCIAL INFORMATION  
NINE MONTH PERIOD ENDED  
SEPTEMBER 30, 2015

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## INTRODUCTION

In March 2015, CAMPOFRIO FOOD GROUP, S.A.U. (“Campofrio Food Group” or the “Company”), incorporated as a public limited company (*sociedad anónima*) under the laws of Spain, issued €500 million aggregate principal amount of its 3.375% Senior Notes due 2022 (the “Notes”) at a price of 100.000%. The Company pays interest on the Notes semi-annually on each March 15 and September 15. At any time on or after March 15, 2018, the Company may redeem all or part of the Notes by paying a specified premium to the holders. If the Company undergoes a change of control or sells certain of its assets, it may be required to make an offer to purchase the Notes. In the event of certain developments affecting taxation, the Company may redeem all, but not less than all, of the Notes.

The Company may from time to time seek to retire or purchase its outstanding debt through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, the Company’s liquidity requirements, contractual restrictions and other factors.

The Notes are senior debt of Campofrio Food Group and rank *pari passu* in right of payment to all of Campofrio Food Group’s existing and future senior indebtedness. The Notes are guaranteed on a senior basis by certain of the Company’s subsidiaries.

The Notes are admitted to listing on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF market.

The Notes and the Guarantees have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”). The Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the U.S. Securities Act (“Rule 144A”) and to certain persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act (“Regulation S”). You are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A.

Following the issuance of the new 3.375% Notes maturing in 2022, the Company redeemed all of its outstanding 8.250% Senior Notes due 2016, including applicable premium and accrued and unpaid interest, and paid related fees and expenses in connections with the Offering. The redemption of the outstanding 8.250% Senior Notes due 2016 was executed on April 2, 2015.

This Unaudited Selected Consolidated Financial Information is provided to the holders of the Notes pursuant to Section “Description of the Notes - Reports (2)” of the indenture.

## CONSOLIDATED INCOME STATEMENT

Campofrio Food Group  
(In Thousands of Euros)

	Nine month period ended September 30,			
	2015		2014	
	Actual (unaudited)	% of total oper. revenue	Restated (unaudited)	% of total oper. revenues
<b>Operating revenues</b>				
Net sales and services	1,418,391	91.8%	1,411,857	96.5%
Increase in inventories	25,119	1.6%	43,042	2.9%
Capitalized expenses on Company's work on assets	87	0.0%	400	0.0%
Other operating revenue	101,414	6.6%	8,123	0.6%
<u>Total operating revenues</u>	<u>1,545,011</u>	<u>100.0%</u>	<u>1,463,422</u>	<u>100.0%</u>
<b>Operating expenses</b>				
Consumption of goods and other external charges	(816,235)	(52.8%)	(834,824)	(57.0%)
Employee benefits expense	(237,200)	(15.4%)	(240,588)	(16.4%)
Depreciation and amortization	(49,956)	(3.2%)	(52,720)	(3.6%)
Changes in trade provisions	(1,881)	(0.1%)	(2,964)	(0.2%)
Other operating expenses	(321,721)	(20.8%)	(280,329)	(19.2%)
<u>Total operating expenses</u>	<u>(1,426,993)</u>	<u>(92.4%)</u>	<u>(1,411,425)</u>	<u>(96.4%)</u>
<u>Impairment of non - current assets</u>	(321)	(0.0%)	-	(0.0%)
<b>Operating profit</b>	<b>117,697</b>	<b>7.6%</b>	<b>51,997</b>	<b>3.6%</b>
Financial expenses, net	(40,143)	(2.6%)	(38,690)	(2.6%)
Other results	(24,475)	(1.6%)	(10,252)	(0.7%)
<b>Profit (loss) before tax</b>	<b>53,079</b>	<b>3.4%</b>	<b>3,055</b>	<b>0.2%</b>
Income taxes	(18,541)	(1.2%)	(6,874)	(0.5%)
<b>Profit for the period from continuing operations</b>	<b>34,538</b>	<b>2.2%</b>	<b>(3,819)</b>	<b>(0.3%)</b>
Profit (loss) after tax for the period from discontinued operations	103	0.0%	804	0.1%
<b>Profit for the period</b>	<b>34,641</b>	<b>2.2%</b>	<b>(3,015)</b>	<b>(0.2%)</b>
Non-controlling interests	-	-	-	-
Attributable to equity holders of the parent company	34,641	2.2%	(3,015)	(0.2%)

The accompanying notes are an integral part of this consolidated financial information.

## CONSOLIDATED INCOME STATEMENT

Campofrio Food Group  
(In Thousands of Euros)

	Three month period ended September 30,			
	2015		2014	
	Actual (unaudited)	% of total oper. revenue	Restated (unaudited)	% of total oper. revenues
<b>Operating revenues</b>				
Net sales and services	498,249	89.8%	498,976	98.2%
Increase in inventories	4,602	0.8%	5,850	1.2%
Capitalized expenses on Company's work on assets	20	0.0%	284	0.1%
Other operating revenue	52,159	9.4%	2,983	0.6%
<u>Total operating revenues</u>	<u>555,030</u>	<u>100.0%</u>	<u>508,093</u>	<u>100.0%</u>
<b>Operating expenses</b>				
Consumption of goods and other external charges	(288,641)	(52.0%)	(290,238)	(57.1%)
Employee benefits expense	(77,127)	(13.9%)	(77,599)	(15.3%)
Depreciation and amortization	(17,001)	(3.1%)	(17,590)	(3.5%)
Changes in trade provisions	(124)	0.0%	(1,171)	(0.2%)
Other operating expenses	(111,293)	(20.1%)	(97,617)	(19.2%)
<u>Total operating expenses</u>	<u>(494,186)</u>	<u>(89.0%)</u>	<u>(484,215)</u>	<u>(95.3%)</u>
<u>Impairment of non - current assets</u>	-	0.0%	-	0.0%
<b>Operating profit</b>	<b>60,844</b>	<b>11.0%</b>	<b>23,878</b>	<b>4.7%</b>
Financial expenses, net	(6,262)	(1.1%)	(13,149)	(2.6%)
Other results	953	0.2%	(3,590)	(0.7%)
<b>Profit (loss) before tax</b>	<b>55,535</b>	<b>10.0%</b>	<b>7,139</b>	<b>1.4%</b>
Income taxes	(17,645)	(3.2%)	(5,845)	(1.2%)
<b>Profit for the period from continuing operations</b>	<b>37,890</b>	<b>6.8%</b>	<b>1,294</b>	<b>0.3%</b>
Profit (loss) after tax for the period from discontinued operations	95	0.0%	(102)	0.0%
<b>Profit for the period</b>	<b>37,985</b>	<b>6.8%</b>	<b>1,192</b>	<b>0.2%</b>
Non-controlling interests	-	-	-	-
Attributable to equity holders of the parent company	37,985	6.8%	1,192	0.2%

The accompanying notes are an integral part of this consolidated financial information.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### Campofrio Food Group

(In Thousands of Euros)

	Consolidated statement of financial position at,	
	Sep 30, 2015	Sep 30, 2014
	(unaudited)	(unaudited)
<b><u>ASSETS</u></b>		
Property, plant and equipment	529,779	571,371
Goodwill	460,124	459,291
Other intangible assets	274,932	282,764
Non-current financial assets	3,384	40,084
Investments accounted for under the equity method	32,223	31,002
Deferred tax assets	137,872	154,350
<b><u>Total non-current assets</u></b>	<b><u>1,438,314</u></b>	<b><u>1,538,862</u></b>
Inventories	371,832	387,910
Trade and other receivables	215,396	176,100
Other current financial assets	388	390
Other current assets	7,471	5,463
Cash and cash equivalents	179,937	109,284
<b><u>Total current assets</u></b>	<b><u>775,024</u></b>	<b><u>679,147</u></b>
<b><u>Assets classified as held for sale and discontinued operations</u></b>	<b><u>725</u></b>	<b><u>1,100</u></b>
<b><u>TOTAL ASSETS</u></b>	<b><u>2,214,063</u></b>	<b><u>2,219,109</u></b>
<b><u>EQUITY AND LIABILITIES</u></b>		
Equity attributable to equity holders of the parent	664,076	618,500
<b><u>Equity</u></b>	<b><u>664,076</u></b>	<b><u>618,500</u></b>
Debentures	492,850	485,562
Interest-bearing loans and borrowings	83	15,029
Other financial liabilities	11,860	10,804
Deferred tax liabilities	155,187	163,150
Other non-current liabilities	9,994	12,928
Provisions	52,627	100,710
<b><u>Total non-current liabilities</u></b>	<b><u>722,601</u></b>	<b><u>788,183</u></b>
Debentures	703	16,894
Interest-bearing loans and borrowings	19,982	48,932
Trade and other payables	722,556	667,217
Other financial liabilities	2,384	2,288
Creditor for income tax	4,487	3,410
Provisions	10,140	14,281
Other current liabilities	67,134	59,402
<b><u>Total current liabilities</u></b>	<b><u>827,386</u></b>	<b><u>812,424</u></b>
<b><u>Liabilities associated to operations on sale or discontinued</u></b>	<b><u>-</u></b>	<b><u>2</u></b>
<b><u>TOTAL EQUITY AND LIABILITIES</u></b>	<b><u>2,214,063</u></b>	<b><u>2,219,109</u></b>

The accompanying notes are an integral part of this consolidated financial information.

## CONSOLIDATED CASH FLOW STATEMENT

### Campofrio Food Group

(In Thousands of Euros)

	Nine month period ended Sep 30,	
	2015	2014
	Actual (unaudited)	Actual (unaudited)
<b>Operating flows before changes in working capital</b>	<b>72,419</b>	<b>104,462</b>
Changes in working capital	882	(40,920)
<b>Cash flows from operating activities</b>	<b>73,301</b>	<b>63,542</b>
Net interest payments	(30,028)	(27,318)
Provision and pensions payment	(8,740)	(28,606)
Income tax paid	(6,783)	880
Other collection and payments	73,495	1,493
<b>Net cash flows from operating activities</b>	<b>101,245</b>	<b>9,991</b>
Investments in property, plant and equipment	(41,408)	(39,860)
Divestment in Joint Ventures	(33,136)	-
Other cash flows from investing operations, net	4,390	390
<b>Net cash flows from investing activities</b>	<b>(70,154)</b>	<b>(39,470)</b>
Changes in financial assets and liabilities	(21,919)	(19,162)
Issuance of debentures and bonds	492,330	(8,509)
Repayment of debentures and bonds	(501,717)	-
Amortization of capital shares	(7,283)	-
Sales of treasury shares	--	20,477
<b>Net cash flows from financing activities</b>	<b>(38,589)</b>	<b>(7,194)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(7,498)</b>	<b>(36,673)</b>
Cash and cash equivalents at beginning of period	187,435	145,957
Cash and cash equivalents at end of period	179,937	109,284

  

	Three month period ended Sep 30,	
	2015	2014
	Actual (unaudited)	Actual (unaudited)
<b>Operating flows before changes in working capital</b>	<b>27,625</b>	<b>41,258</b>
Changes in working capital	12,242	(11,084)
<b>Cash flows from operating activities</b>	<b>39,867</b>	<b>30,174</b>
Net interest payments	(9,997)	(2,441)
Provision and pensions payment	(2,373)	(3,773)
Income tax paid	(2,699)	1,697
Other collection and payments	5,593	10
<b>Net cash flows from operating activities</b>	<b>30,391</b>	<b>25,667</b>
Investments in property, plant and equipment	(19,964)	(15,280)
Divestment in Joint Ventures	(194)	-
Other cash flows from investing operations, net	(3)	19
<b>Net cash flows from investing activities</b>	<b>(20,161)</b>	<b>(15,261)</b>
Changes in financial assets and liabilities	(5,674)	(9,930)
Issuance of debentures and bonds	(38)	-
Repayment of debentures and bonds	-	-
Amortization of capital shares	-	-
Sales of treasury shares	--	-
<b>Net cash flows from financing activities</b>	<b>(5,712)</b>	<b>(9,930)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>4,518</b>	<b>476</b>
Cash and cash equivalents at beginning of period	175,419	108,808
Cash and cash equivalents at end of period	179,937	109,284

The accompanying notes are an integral part of this consolidated financial information.

OTHER SELECTED CONSOLIDATED FINANCIAL INFORMATION  
Campofrio Food Group  
(In Thousands of Euros)

**Conciliation from Profit for the period to EBITDA  
normalized**

	Nine month period ended September 30,	
	2015	2014
	Actual (unaudited)	Actual (unaudited)
<b>Profit for the period attributable to equity holders of the parent company</b>	34,641	(3,015)
Profit (loss) after tax for the period from discontinued operations	(103)	(804)
Income taxes	18,541	6,874
Other results	24,475	10,252
Financial expenses, net	40,143	38,690
Impairment of assets	321	-
Depreciation and amortization	49,956	52,720
<b><u>EBITDA</u></b>	<b><u>167,974</u></b>	<b><u>104,717</u></b>
<u>Total adjustments</u>	(60,455)	132
<b><u>EBITDA (normalized)</u></b>	<b><u>107,519</u></b>	<b><u>104,849</u></b>

**Conciliation from Profit for the period to EBITDA  
normalized**

	Three month period ended September 30,	
	2015	2014
	Actual (unaudited)	Actual (unaudited)
<b>Profit for the period attributable to equity holders of the parent company</b>	37,985	1,192
Profit (loss) after tax for the period from discontinued operations	(95)	102
Income taxes	17,645	5,845
Other results	(953)	3,590
Financial expenses, net	6,262	13,149
Impairment of assets	-	-
Depreciation and amortization	17,001	17,590
<b><u>EBITDA</u></b>	<b><u>77,845</u></b>	<b><u>41,468</u></b>
<u>Total adjustments</u>	(37,219)	73
<b><u>EBITDA (normalized)</u></b>	<b><u>40,626</u></b>	<b><u>41,541</u></b>

The accompanying notes are an integral part of this consolidated financial information.



## **EXPLANATORY NOTES TO THE UNAUDITED INTERIM SELECTED CONSOLIDATED FINANCIAL INFORMATION**

### ***Corporate Information***

Campofrio Food Group, S.A.U. (the “Company”), with registered office at Avda. de Europa, Parque Empresarial La Moraleja in Alcobendas (Madrid), was incorporated as a private limited company in Spain on September 1, 1944, under the registered name Conservera Campofrío, S.A. On September 5, 1996, the Company’s name was changed to Campofrío Alimentación, S.A. and on December 30, 2008, it was changed to its current name, Campofrio Food Group, S.A.U. On May 14, 2015 the Company became a sole shareholder company (*sociedad unipersonal*) thus starting to use the acronym “S.A.U”.

Campofrio Food Group, S.A.U. is the parent of a group of companies consolidated under the full and equity consolidation methods.

The Company manufactures and sells products mainly for human consumption. The principal activities of the parent company and the group companies are to manufacture, sell and distribute processed and canned meat and derivatives from pork, poultry and beef by-products and other food products.

The Group operates in Spain, France, Belgium, the Netherlands, Portugal, Germany, Italy, United Kingdom, USA and Romania.

### ***Basis of preparation***

The amounts of the consolidated income statement, consolidated statement of financial position and consolidated cash flow statement were prepared in accordance with International Financial Reporting Standards, adopted by the European Union (the “IFRS-EU”), in conformity with EU Regulation no. 1606/2002 of the European Parliament and Council. The rest of information and disclosures that are necessary in financial statements elaborated under IFRS-EU are not included since they are not applicable for the purpose of this document.

In any case, this selected financial information here presented and the explanatory notes should be read in conjunction with the Campofrío Food Group, S.A.U. and subsidiaries Consolidated Financial Statements and Consolidated Management Report for the year ended December 31, 2014.

### ***Comparability of the information***

In order to allow for a better comparability of the information, the Income Statement for the 2014 period has been restated reflecting mainly a reclassification between Net sales and services and Consumptions of goods and other external charges, together with other minor reclassification impacting Consumption of goods and other external charges, Personnel benefit expenses and Other operating expenses. All this changed do not have any impact in Depreciations and amortization, Operating profit or Net income.

### ***Critical Accounting Policies***

Our consolidated financial statements are prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“IFRS-EU”) in conformity with Regulation (EC) no. 1606/2002 of the European Parliament and of the Council.

The discussion and analysis of our results of operations and financial conditions are based on our consolidated financial statements, which have been prepared in accordance with IFRS-EU. The preparation of our consolidated financial statements requires us to apply accounting methods and policies that are based on difficult or subjective judgments, estimates based on past experience and assumptions determined to be reasonable and realistic based on the related circumstances. The application of these estimates and assumptions affects the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of income and expenses during the reporting period. Actual results may differ from these estimates given the uncertainty surrounding the assumptions and conditions upon which the estimates are based.

Detailed information regarding the Company’s accounting policies is provided in Note 2 to our Consolidated Financial Statements for the year ended December 31, 2014.

### ***Non IFRS-EU Financial Measures***

This selected financial information could contain non-IFRS-EU measures and ratios, including EBITDA, normalized EBITDA, net debt and leverage and coverage ratios that are not required by, or presented in accordance with, IFRS-EU. We present non-IFRS-EU measures because we believe that they and similar

measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The non-IFRS-EU measures may not be comparable to other similarly titled measures of other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results as reported under IFRS-EU. Non-IFRS-EU measures and ratios such as EBITDA, normalized EBITDA, net debt and leverage and coverage ratios are not measurements of our performance or liquidity under IFRS-EU and should not be considered as alternatives to operating profit or profit for the year or any other performance measures derived in accordance with IFRS-EU or any other generally accepted accounting principles or as alternatives to cash flow from operating, investing or financing activities.

### ***Operating Segment Reporting***

Results are presented in accordance with following strategic reporting segments:

- Southern Europe: includes mainly operating activities managed in Spain, Portugal & Italy.
- Northern Europe: includes operating activities managed primarily in France, the Netherlands, Belgium & Germany.
- Other: includes mainly corporate monitoring and supervising activities and operating activities managed in USA.

Note: Elimination in Net Sales and Services segment reporting refers to the elimination of inter-segment sales (i.e.: sales between Southern and Northern Europe) eliminated at consolidated level. Segment information is presented net of intra-segment sales (i.e.: sales between Spain and Portugal)

### ***Net Financial Debt, Liquidity and Capital Resources***

The following chart sets forth the Company's net Financial debt position as of September 30, 2015 and September 30, 2014.

<b>NET FINANCIAL DEBT</b> <i>(In Thousands of Euros)</i>	<b>Nine month period ended September 30,</b>	
	<b>2015</b>	<b>2014</b>
<u>Non-current financial debt</u>		
Debentures	492,850	485,562
Interest-bearing loans and borrowings	83	15,029
Other financial liabilities	11,860	10,804
Financial derivatives instruments	-	-
<u>Current financial debt</u>		
Debentures	703	16,894
Interest-bearing loans and borrowings	19,982	48,932
Other financial liabilities	2,384	2,288
<u>Current financial assets</u>		
Other current financial assets	(388)	(390)
Cash and cash equivalents	(179,937)	(109,284)
<b><u>Total Net Financial Debt</u></b>	<b><u>347,537</u></b>	<b><u>469,835</u></b>

As of September 30, 2015, the Company's debt structure remains essentially as in the prior quarter and it consists of the Notes issued in 2015 which amounts to €493.6 million, including accrued and unpaid interest and net of issuance cost after having successfully completed the refinancing process of the former Notes issued in 2009 on April 2.

In addition, there only remains one last €15.0 million instalment maturing in October pertaining to the Senior Term Loan Facility closed in April 2011 under a club deal facility scheme with nine different banks to partially refinance the outstanding debt of Cesare Fiorucci S.p.A., the acquired Italian subsidiary.

As a result, the consolidated balance sheet continues being unusually straight-forward, with practically all the debt held at parent company level and most of it long-term without any refinancing concerns. In this sense, subsidiaries are typically debt-free with the exception of some minor local credit lines mainly in Italy and a number of other debt items (i.e. leasing, reimbursable grants, etc.) of rather negligible value on a global basis.

Net financial debt as of September 30, 2015 amounted to €347.5 million compared to €469.8 million as of September, 2014. This €122.3 million reduction shows the recurrent ability of the Company in terms of positive cash flow generation and our deleveraging commitment over time, once offset the extraordinary collections associated to the insurance down payments and other one-offs cash-outs reported during the period (i.e. refinancing transactions costs, Jean Caby closing and treasury shares capital reduction). In this sense, gross debt also diminished by €52.0 million with respect to last year as the bank club deal facility continues being amortized and other minor bank lines are further reduced.

The Company's liquidity position remained very solid amounting to €438.2 million as of September 30, 2015, consisting of €180.0 million in cash and cash equivalents, €250.0 million of fully available and committed bank lines provided by a number of different international banks and unused €8.4 million of uncommitted bank lines. As anticipated, the cash and liquidity positions remain strong after having completed the refinancing process as it has been a recurrent feature for the Company over time.

To this extent, it is worth pointing out that the Company has benefitted from a wide range of diversified banking relationships over the last years even during the most acute turmoil in the financial markets, while it is nowadays taking advantage to further improve the applicable terms and conditions, as well of the tenor of our bank lines under a more favourable credit environment and taking advantage of our significantly improved credit profile including a substantial reduction of our cost of capital, which may also imply the possibility to reduce and/or cancel some of the existing bank lines in order to rationalize bank fees and to keep on optimizing the overall financing expenses.

The following tables set forth the situation of the Company's two main financing sources as of September 30, 2015 and September 30, 2014.

<b>Debentures</b> (In Thousands of Euros)	<b>Consolidated position at</b>	
	<b>30/09/2015</b>	<b>30/09/2014</b>
Non-current debentures	492,850	485,562
Current debentures	703	16,894
Principal	-	-
Accrued interest	703	16,894
<b>Total debentures</b>	<b>493,553</b>	<b>502,456</b>

<b>Interest-bearing loans and borrowings</b> (In Thousands of Euros)	<b>Consolidated position at</b>	
	<b>30/09/2015</b>	<b>30/09/2014</b>
Bank loans and credit facilities	18,770	60,203
Senior term loan	15,203	45,164
Credit lines	3,567	15,039
Discounted bills payable	735	2,506
Interest payable	560	1,252
<b>Total</b>	<b>20,065</b>	<b>63,961</b>

The following table sets forth the situation of the Company's current and non-current other financial liabilities as of September 30, 2015 and September 30, 2014.

<b>Other financial liabilities</b> (In thousands of €)	<b>Consolidated position at</b>			<b>Consolidated position at</b>		
	<b>30/09/2015</b>			<b>30/09/2014</b>		
	<b>Non-current</b>	<b>Current</b>	<b>Total</b>	<b>Non-current</b>	<b>Current</b>	<b>Total</b>
Financial leases	6,263	955	7,218	6,491	579	7,070
Other financial liabilities	5,597	1,429	7,026	4,313	1,709	6,022
<b>Total</b>	<b>11,860</b>	<b>2,384</b>	<b>14,244</b>	<b>10,804</b>	<b>2,288</b>	<b>13,092</b>

## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

Campofrio Food Group is the largest European producer of processed meat products based on net sales. Its products, which are sold under well established and leading brands or unbranded products for third parties, cover a broad range of processed meat categories, including cooked ham, dry sausages, dry ham, hot dogs, poultry products, cold cuts and pâtés. The Company was founded in 1944 in Burgos, Spain and has expanded to achieve a direct presence in seven European countries (Spain, France, Portugal, The Netherlands, Belgium, Italy and Germany) and in the United States; although we generate sales in approximately 80 countries worldwide through independent distributors. The Company's market leading brands include *Campofrio* and *Navidul* in Spain, *Aoste*, *Justin Bridou* and *Cochonou* in France, *Nobre* in Portugal, *Marcassou* in Belgium, *Stegeman* in The Netherlands and *Fiorucci* in Italy. For the nine month period ended September 30, 2015, the Company had Net Sales and Services and Reported EBITDA of €1,418.4 million and €168.0 million, respectively. The Company is headquartered in Madrid, Spain.

The Company is primarily engaged in the production and sale of processed meat products with a focus on cooked ham, dry sausages, dry ham, hot dogs and poultry products. The Company sources meat primarily from third party suppliers which it monitors on a regular basis to ensure that high-quality and hygienic standards are maintained. The meat is then processed in one, or a combination, of our 27 facilities and the final products are sold directly to customers, which include some of the largest retailers in Europe, including Carrefour, Ahold, Auchan, Delhaize and Lidl, as well as directly or through wholesalers to a large number of food service specialists and traditional retail outlets. As a result of its strong relationships with retail and food specialist customers, the Company has also developed a strong private label or retailer brand business.

### Factors Affecting Our Results of Operations

#### Raw Material Prices

Pig carcass average price	Nine month period ended September 30,			% Increase (decrease) over prior period	
	2013	2014	2015	2014 vs. 2013	2015 vs. 2014
	(price in €/kg)				
Spain Mercolleida	1.80	1.72	1.51	-4.6	-11.9
France MPB	1.64	1.55	1.42	-5.7	-8.5
Netherlands Monfoort	1.67	1.55	1.33	-7.1	-14.2
Belgium Danis	1.53	1.42	1.22	-6.8	-14.2
Germany AIM	1.73	1.62	1.43	-6.4	-11.9
Denmark DC	1.61	1.51	1.33	-5.9	-12.1

For 4 of the last 7 years, rising grain prices had negatively affected meat protein prices. During 2013 and 2014, record consecutive grain and oilseed crops worldwide have brought the return of profitability back to EU28 pork meat production and caused its supply to increase significantly since the fall of 2014.

During 2015, grain quotations continued their corrections initiated in the fall 2012, although at a lesser pace. EU28 grain prices decreased 10 euro/ton below their year ago levels (Soft Wheat: -7%, Corn: -6% and Soybean: -11%). EU28 cereals production decreased to 308 MT (down -6%) but still provided the second largest harvest on record after last year. On one hand, soft wheat rose to another consecutive record (+1% at 149,5 MT) due to large crops in the key producing countries (France, UK, Germany and Poland). The barley harvest is steady at 60,5 MT. On the other, the corn harvest is forecasted to drop 24% from 80MT to 57MT on sharply lower yields (6,1 T/ha) in France, Romania, Hungary and Italy.

US corn and soybean production is forecasted to reach respectively 13,6 (-4,6%) and 3,9 (-1%) billion bushels, slightly below the historical records of 2014. However, stocks and stock to use ratios are at a decade high, pressuring prices lower. US ethanol generation now consumes 39% of the North American corn crop. In addition, South America (Brazil [est. 100MT] and Argentina [est. 57MT]) is planning to harvest new a record soybean crop next winter, for the third consecutive time surpassing the output from the United States. On a global basis, total world grain production is expected to be marginally lower at 1996 MT, down -1% from the record 2017 MT reached last year. Wheat output will surpass year ago levels to a new all-time high (727MT, up +1%) and corn will decrease to 967MT due to lower US production.

Global cereals consumption is forecasted to rise slightly +1% to 1986 MT and campaign end stocks will be up +2% to 456 MT.

Wheat, barley, corn and soybean meal are all key components of the feed ration for pork and poultry production. Their lower prices are widening the margins for both meat production, leading to the current growth in output.

From 2010 to summer 2014, EU pork farmers responded to the lack of profitability by cutting sow herds (-3,9% in December 2012 survey, -1.8% in December 2013). However, during the Spring 2013, a combination of lower cereals prices, and 15 to 20 year high pork carcass quotations led to a return of profitability. This pattern continued during 2014, due to further drops in cereals price levels. And despite the implementation of the new EU legislation on sow stall barns, sow populations rebounded with the Spring 2014 survey showing a trend reversal and small increase of +0.8%. Additionally, the December 2014 EU28 sow population survey consolidated the trend by increasing +0.4%. During H1 2015, this trend has been reversed again due to a combination of sharply lower pork prices and stable grain quotations. As a result, the May-June survey showed a decrease of -0,8% in sow herds.

Population results from individual countries varied. Germany: -2,7%, France: 0,5%, Poland: -6,1%, Belgium: -5,8% and UK: -3,5% were the most important contributors to the new recent trend. On the other hand, Spain (+2,3%), Denmark (+0,5%), Netherlands (+0,9%) and Romania (+1,5%) pushed ahead. These decisions impact pork meat output with a 10 to 12 months delayed effect.

During 2014, EU28 pork production rose significantly, in particular during the second half of the year. Total estimated output rose 1.5% to 22.2 million MT, with both Q3 and Q4 displaying strong result +2.8% and +3.4% respectively. On one hand, the production increased in Germany (+0.3%), Netherlands (+4.5%), Spain (+3.3%), United Kingdom (+3.5%), France (+0.2%) and Poland (+7.6%). On the other hand, the opposite occurred in Denmark (-0.5%), Italy (-7.3%) and Belgium (-0.9%). As a result, prices have risen less than anticipated during H1, and dropped sharply during Q4.

That trend accelerated during 2015. Year to date, pig slaughter has risen in the following countries: DE: +1,6%, ES: +6,9%, NL: +2.0%, UK: +3,4%. In addition, the carcass weights have been at or above year ago levels due to lower feed prices.

Last July 2015, the Russian ban was extended again well into 2016, and continues to affect North Europe export oriented countries and slaughter companies. During the summer 2015, widespread farmer discontent over low commodity prices in EU28 led to the establishment of political prices and financial support measures. The EU agricultural commission hinted at the possibility of private storage initiatives but no measure has been confirmed so far as extra demand from China is propping up prices.

China's pig and sow population estimated decrease of 100 and 10 million head respectively could lead to a loss of -5% to -6% in pork meat production, rising the export prospects of USA, Canada and Europe.

In USA, the PED (Porcine Epidemic Diarrhea) event that so affected the 2014 pork supply and prices is clearly behind. After dropping -5.2% last year, a substantially increase has followed in 2015 with slaughter activity up +8,1% year to date. Pork prices have responded accordingly, dropping sharply -30% below 2014, and further weakness is expected during Q4.

For the period of January to July 2015, EU28 pork exports to third countries increased +4.9% against last year, supported by a weaker euro and strong demand from Asia. European clients decreased their pork orders by -44%, with Russia lower by -86%, Belarus (-36%) and Ukraine (+2%). The large drop was partially offset by rising Asian imports (+7%) with two distinct groups. On one hand, China and South Korea traded volumes rose +14% and +31%. On the other hand, Philippines and Japan dropped by -9% and -19% respectively. China consolidates its position as the largest client of EU28 trade bloc with 41% of transacted volumes.

Due to increased pork meat production and the persistence of the ban on European export of pork meat to Russia, EU28 pork carcass prices were sharply lower than year ago levels. Their evolution reflected the heterogeneous supply and demand conditions in each production basin. Compared to year ago levels, YTD 2015 pork quotations decreased significantly in all countries: Spain (-11,9%), France (-8,5%), Netherlands (-14,2%), Germany (-11,9%), Belgium (-14,2%), Denmark (-12,1%).

Among all pork cuts, the year to date public market value of hams decreased in all key countries : France (-3,2%) , Spain (-13,3%) and Germany (-7,3%). They dropped more significantly in the Northern countries most penalized by the Russian ban (Germany, Denmark and Netherlands) and Spain due to the sharp rise in pork meat production. The ham to pig price ratios traded during the summer at their lowest historical levels, a confirmation of the oversupply plaguing the internal EU28 market. Shoulders decreased

everywhere, from -16,7% in Spain, -17,8% in France to -9,1% in Italy and -5,5% in Belgium. After dropping all last year, belly prices continued their fall in Spain (-15,1%), France (-2,1%), Germany (-7,1%). Fat, jowls, trimmings all traded significantly below their year ago levels as well, but saw a recent uptick due to China demand.

Also positively affected by lower feeding costs, European chicken carcass prices have decreased during 2015 (from -1,2% in France to -4,2% in Spain, or -5,5% in Poland). Fresh French turkey (-4,5%) was also lower during the same period on higher production, but breast meat reached new highs year to date, from Spain to Poland.

The pork and chicken meat market trends stated above affected the Company's raw material costs only indirectly. First, the Company purchases pork and poultry cuts in different proportions, each one following its own supply and demand dynamics. During 2015, the average pork meat price purchased by the Company decreased -9,1% versus year ago levels. Second, and more importantly, the cost of goods sold of long-cycle products (cured products) reflects evolutions in raw material prices with a lag time which can vary between 6 and 24 months. Taking into consideration these factors, the pork meat costs for 2015 YTD dropped by -7,5% versus the same period last year.

## Results of Operations

### Comparison of the nine month period ended September 30, 2015 and the nine month period ended September 30, 2014

#### Operating Revenues

The following table sets forth a detailed breakdown of our operating revenues for the nine month period ended September 30, 2015 and September 30, 2014.

Operating revenues (in thousands of €)	Nine month period ended September 30,			
	2015		2014	
	Actual (unaudited)	% of total oper. revenues	Restated (unaudited)	% of total oper. revenues
Net sales and services	1,418,391	91,8%	1,411,857	96,5%
<i>% increase in Net sales and services</i>	<i>0,5%</i>			
Increase in inventories of finished products and work in progress	25,119	1.6%	43,042	2.9%
Capitalized expenses on Company's work on assets	87	0,0%	400	0.0%
Other operating revenue	101,414	6.6%	8,123	0.6%
<b>Total operating revenues</b>	<b><u>1,545,011</u></b>	<b><u>100,0%</u></b>	<b><u>1,463,422</u></b>	<b><u>100,0%</u></b>
<i>% increase in total operating revenues</i>	<i>5,6%</i>			

Operating revenues increased by 5.6% to €1,545.0 million in the nine month period ended September 30, 2015 compared to €1,463.4 million for the nine month period ended September 30, 2014. This result reflects an increase in net sales and services of 0.5% to €1,418.4 million for the nine month period ended September 30, 2015 compared to €1,411.9 million in nine month period ended September 30, 2014, an increase in other operating revenue due to a €95.7 million income recognized from the insurance company, comprised of Business Interruption compensation for €30.4 million and €65.3 million of Property Damage compensation (net of inventory impairment), offset by a lower increase in inventories of finished products and work-in-progress. The increase in Net sales and services was primarily due to an increase in net sales in Other segment and in the Northern Europe segment offset by a decrease in Net sales and services in the Southern Europe segment.

#### Operating Expenses

The following table sets forth a detailed breakdown of operating expenses for the nine month period ended September 30, 2015 and September 30, 2014.

**Operating expenses***(In thousands of €)*

	Nine month period ended September 30,			
	2015		2014	
	Actual (unaudited)	% of total oper. revenues	Restated (unaudited)	% of total oper. revenues
Consumption of goods and other external charges	(816,235)	(52.8%)	(834,824)	(57.0%)
Employee benefits expense	(237,200)	(15.4%)	(240,588)	(16.4%)
Depreciation and amortization	(49,956)	(3.2%)	(52,720)	(3.6%)
Changes in trade provisions	(1,881)	(0.1%)	(2,964)	(0.2%)
Other operating expenses	(321,721)	(20.8%)	(280,329)	(19.2%)
<b>Total operating expenses</b>	<b>(1,426,993)</b>	<b>(92.4%)</b>	<b>(1,411,425)</b>	<b>(96.4%)</b>
<i>% increase in total operating expenses</i>		<i>1.1%</i>		

Total operating expenses increased by 1.1% to €1,427.0 million for the nine month period ended September 30, 2015 from €1,411.4 million for the nine month period ended September 30, 2014. The increase in Total operating expenses was primarily attributable to an increase in Other operating expenses, partially offset by lower Employee benefit expense, lower Consumption of goods and lower Depreciations and amortization charges. Operating expenses constituted 92.4% and 96.4% of Total operating revenues for the nine month period ended September 30, 2015 and 2014, respectively. The comparability of expenses by line has been altered as a consequence of a temporary different business model after La Bureba fire in the frame-work of the contingency plans until the new factory will be operational.

***Consumption of Goods and Other External Charges***

Consumption of goods and other external charges decreased by 2.2% to €816.2 million for the nine month period ended September 30, 2015 from €834.8 million for the nine month period ended September 30, 2014. Consumption of goods and other external charges constituted 52.8% and 57.0% of total operating revenues for the nine month period ended September 30, 2015 and 2014, respectively. Considered together with the increase in inventories of finished products and work-in-progress presented above, consumption of goods and other external charges decreased by 0.1% the nine month period ended September 30, 2015 compared to the same period of 2014.

***Employee Benefits Expenses***

Employee benefits expenses decreased by 1.4% to €237.2 million for the nine month period ended September 30, 2015 from €240.6 million for the nine month period ended September 30, 2014. Employee benefits expenses constituted 15.4% and 16.4% of total operating revenues for the nine month period ended September 30, 2015 and 2014, respectively.

***Depreciation and Amortization***

Depreciation and amortization decreased by 5.2% to €50.0 million for the nine month period ended September 30, 2015 from €52.8 million for the nine month period ended September 30, 2014. Depreciation and amortization represented 3.2% and 3.6% of total operating revenues for the nine month period ended September 30, 2015 and 2014, respectively.

***Other Operating Expenses***

Other operating expenses increased by 14.8% to €321.7 million for the nine month period ended September 30, 2015 compared to €280.3 million for the nine month period ended September 30, 2014. Other operating expenses constituted 20.8% and 19.2% of total operating revenue for the nine month period ended September 30, 2015 and 2014, respectively.

***Changes in Trade Provisions***

Changes in trade provisions decreased by 36.5% to €1.8 million for the nine month period ended September 30, 2015 from €3.0 million for the nine month period ended September 30, 2014.

**Results of Companies Accounted for Using the Equity Method**

For the nine month period ended September 30, 2015 and 2014, results of companies accounted for using the equity method amounted to a €24.5 million and a €10.3 million loss, respectively. Results of companies accounted for using the equity method are comprised of our share of profit / (loss) of investments accounted for using the equity method as well as accrued provision to cover risk associated to those

investments. The loss in September 30, 2015 was primarily attributable to the disposal of our stake in the joint venture with Foxlease Food, S.A. in France.

## **Finance and Tax Expenses**

### ***Finance Revenue and Finance Costs***

Net finance cost increased to €40.1 million for the nine month period ended September 30, 2015, compared to €38.7 million in the same period 2014. This increase was mainly due to a one-off impact of the refinancing process associated transaction costs in connection to the early redemption of the 2009 Notes that has finally taken place on April 2 for which a €14.8 million non-recurrent expense was recognized including a “make whole” premium together with the recycle of related issuance costs and transaction expenses that had been originally capitalized, which were accounted for in the first quarter of the year.

Nevertheless, this one-off impact will be more than offset by the dramatic reduction of the financing expenses stemming from the interest rate differential between the former and the new bonds of around €25.0 million per year from 2016 onwards (3.375% versus 8.375% given that the 2009 Notes had been issued at a discount with a resulting yield of 8.375%), whilst even this year, we expect total net savings of around €4.0 million after having offset all the associated transaction costs and ancillary accounting effects.

The highly positive outcome of the Refinancing process has therefore implied a material impact not only in terms of Income Statement but also as far as positive cash flow generation is concerned at the same time that the resulting cost of capital of the Company has been more than halved.

### ***Income Tax Expenses***

An income tax charge of €18.5 million was recognized for the nine month period ended September 30, 2015 compared to a €6.9 million charge in the same period of 2014. The effective tax rate was hardly comparable due to the different taxable income across different jurisdictions.

<i>(In thousands of €)</i>	<b>Nine month period ended September 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>Actual (unaudited)</b>	<b>Actual (unaudited)</b>
Profit before tax	53,079	3,055
Income tax	(18,541)	(6,874)
Profit for the year from continuing operations	34,538	(3,819)

## **Results from Discontinued Operations**

For the nine month period ended September 30, 2015 and 2014, results from discontinued operations amounted to a €0.1 million gain and a €0.8 million gain, respectively.

## **Profit (Loss) for the Period**

Profit for the period amounted to €34.6 million gain for the nine month period ended September 30, 2015, compared to €3.0 million loss in the same period of 2014.



## Operating Segment Reporting

Net sales and services <i>(In thousands of €)</i>	Nine month period ended September 30,			
	2015		2014	
	Actual (unaudited)	% of total	Restated (unaudited)	% of total
Southern Europe	804,180	56,7%	820,133	58,1%
Northern Europe	609,387	43,0%	590,763	41,8%
Other	67,394	4,8%	46,661	3,3%
Eliminations	(62,570)	(4,4%)	(45,700)	(3,2%)
<b><u>Total net sales and services</u></b>	<b><u>1,418,391</u></b>	<b><u>100,0%</u></b>	<b><u>1,411,857</u></b>	<b><u>100,0%</u></b>

EBITDA (normalized) <i>(In thousands of €)</i>	Nine month period ended September 30,			
	2015		2014	
	Actual (unaudited)	% of total	Restated (unaudited)	% of total
Southern Europe	44,712	41,6%	52,254	49,8%
Northern Europe	56,621	52,7%	49,360	47,1%
Other	6,186	5,8%	3,235	3,1%
<b><u>Total EBITDA</u></b>	<b><u>107,519</u></b>	<b><u>100,0%</u></b>	<b><u>104,849</u></b>	<b><u>100,0%</u></b>

### % EBITDA normalized margin over Net Sales

Southern Europe	5,6%	6,4%
Northern Europe	9,3%	8,4%
Other	9,2%	6,9%
<b><u>Total EBITDA</u></b>	<b><u>7,6%</u></b>	<b><u>7,4%</u></b>

### *Southern Europe*

Net sales and services in Southern Europe decreased by 1.9% to €804.2 million for the nine month period ended September 30, 2015 from €820.1 million for the same period of 2014. The decrease was mainly due to the lower Net sales in processed meat business in Spain, partially offset by higher fresh meat Net sales. Italy and Portugal still suffering from weak market conditions. Normalized EBITDA in the Southern Europe segment includes a €30.4 million income related to the insurance Business Interruption compensation.

### *Northern Europe*

Net Sales in Northern Europe increase by 3.2% to €609.4 million in the nine month period ended September 30, 2015 compared to €590.8 million for the same period of 2014. The increase was attributable to higher net sales in France, The Netherlands and Belgium, offset by lower Net sales value in Germany due to sales mix.

### *Other*

The “Other” segment mainly refers our business in U.S., which, during the nine month period ended September 30, 2015, continued to outperform in both volume and Net sales value due to improved top line strategy together with a positive exchange rate impact.

## Cash Flow

### *Cash Flows from Operating Activities*

For the nine month period ended September 30, 2015, the Company generated net cash flows from operating activities amounting to €101.2 million cash in compared to €10.0 million cash in for the nine month period ended September 30, 2014. This increase was primarily attributable to a reduction in cash flow before changes in working capital offset with lower increase in working capital, lower provision payments and a €72.3 million collection from the insurance company.

### ***Cash Used in Investing Activities***

For the nine month period ended September 30, 2015, net cash used in investing activities amounted to €70.2 million cash out, compared to €39.5 million cash out for the same period in 2014. This increase in cash out is mainly related to a €33.1 million cash out in relation with the divestment in the Joint Venture with Foxlease, S.A. in France offset by the proceeds on disposals of fixed assets. Capital expenditures amounted to €41.4 million for the nine month period ended September 30, 2015 and €39.9 million for the nine month period ended September 30, 2014.

### ***Cash Flow from Financing Activities***

For the nine month period ended September 30, 2015, net cash flow used in financing activities was €38.6 million cash out, compared to €7.2 million cash out for the same period of 2014. The cash flow from financing operations for the nine month period ended September 30, 2015 includes the net cash proceed related to the 2015 Notes issuance and the 2009 Notes redemption occurred on April 2, 2015, and a €7.2 million cash out related to the capital redemption. The cash flow from financing operations for the nine month period ended September 30, 2014 includes a €20.5 million cash out related to the purchase of treasury shares.

### **Comparison of the three month period ended September 30, 2015 and the three month period ended September 30, 2014**

#### **Operating Revenues**

The following table sets forth a detailed breakdown of our operating revenues for the three month period ended September 30, 2015 and September 30, 2014.

<b>Operating revenues</b> <i>(in thousands of €)</i>	<b>Three month period ended September 30,</b>			
	<b>2015</b>		<b>2014</b>	
	<b>Actual (unaudited)</b>	<b>% of total oper. revenues</b>	<b>Restated (unaudited)</b>	<b>% of total oper. revenues</b>
Net sales and services	498,249	89.8%	498,976	98.2%
<i>% increase in Net sales and services</i>	<i>-0.1%</i>			
Increase in inventories of finished products and work in progress	4,602	0.8%	5,850	1.2%
Capitalized expenses on Company's work on assets	20	0.0%	284	0.0%
Other operating revenue	52,159	9.4%	2,983	0.6%
<b><u>Total operating revenues</u></b>	<b><u>555,030</u></b>	<b><u>100.0%</u></b>	<b><u>508,093</u></b>	<b><u>100.0%</u></b>
<i>% increase in total operating revenues</i>	<i>9.2%</i>			

Operating revenues increased by 9.2% to €555.0 million in the three month period ended September 30, 2015 compared to €508.1 million for the three month period ended September 30, 2014. This result reflects a decrease in net sales and services of 0.1% to €498.2 million for the three month period ended September 30, 2015 compared to €499.0 million for three month period ended September 30, 2014, an increase in other operating revenue due to a €50.7 million income recognized from the insurance company, comprised of Business Interruption compensation for €10.7 million and €40.0 million of Property Damage compensation (net of inventory impairment), offset by a lower increase in inventories of finished products and work-in-progress. The reduction in Net sales and services was primarily due to a decrease in Net sales and services in the Southern Europe segment, impact offset with an increase in net sales in the Other segment and in the Northern Europe segment.

#### **Operating Expenses**

The following table sets forth a detailed breakdown of our operating expenses for the three month period ended September 30, 2015 and September 30, 2014.

<b>Operating expenses</b> <i>(In thousands of €)</i>	<b>Three month period ended September 30,</b>			
	<b>2015</b>		<b>2014</b>	
	<b>Actual (unaudited)</b>	<b>% of total oper. revenues</b>	<b>Restated (unaudited)</b>	<b>% of total oper. revenues</b>
Consumption of goods and other external charges	(288,641)	(52.0%)	(290,238)	(57.1%)

Employee benefits expense	(77,127)	(13.9%)	(77,599)	(15.3%)
Depreciation and amortization	(17,001)	(3.1%)	(17,590)	(3.5%)
Changes in trade provisions	(124)	(0.0%)	(1,171)	(0.2%)
Other operating expenses	(111,293)	(20.1%)	(97,617)	(19.2%)
<b>Total operating expenses</b>	<b>(494,186)</b>	<b>(89.0%)</b>	<b>(484,215)</b>	<b>(95.3%)</b>
<i>% increase in total operating expenses</i>		2.1%		

Total operating expenses increased by 2.1% to €494.2 million in the three month period ended September 30, 2015 compared to €484.2 million for the three month period ended September 30, 2014. The variance in total operating expenses was primarily attributable to an increase in Other operating expenses, offset by lower Consumption of goods and lower trade provision charges. Operating expenses constituted 89.0% and 95.3% of total operating revenues for the three month period ended September 30, 2015 and 2014, respectively. The comparability of expenses by line has been altered as a consequence of a temporary different business model after La Bureba fire in the frame-work of the contingency plans until the new factory will be operational.

#### ***Consumption of Goods and Other External Charges***

Consumption of goods and other external charges decreased by 0.6% to €288.6 million for the three month period ended September 30, 2015 from €290.2 million for the three month period ended September 30, 2014. Consumption of goods and other external charges constituted 52.0% and 57.1% of total operating revenues for the three month ended September 30, 2015 and 2014, respectively. Considered together with the increase in inventories of finished products and work-in-progress presented above, consumption of goods and other external charges decreased by 0.1% the three month period ended September 30, 2015 compared to the 2014.

#### ***Employee Benefits Expenses***

Employee benefits expenses decreased by 0.6% to €77.1 million for the three month period ended September 30, 2015 from €77.6 million for the same period in 2014. Employee benefits expenses constituted 13.9% and 15.3% of total operating revenues for the three month period ended September 30, 2015 and 2014, respectively.

#### ***Depreciation and Amortization***

Depreciation and amortization decreased by 3.3% to €17.0 million for the three month period ended September 30, 2015 from €17.6 million for the same period in 2014. Depreciation and amortization represented 3.1% and 3.5% of total operating revenues for the three month period ended September 30, 2015 and 2014, respectively.

#### ***Other Operating Expenses***

Other operating expenses increased by 14.0% to €111.3 million for the three month period ended September 30, 2015 compared to €97.6 million for the three month period ended September 30, 2014. Other operating expenses constituted 20.1% and 19.2% of total operating revenue for the three month period ended September 30, 2015 and 2014, respectively.

#### ***Changes in Trade Provisions***

Changes in trade provisions decreased to €0.01 million for the three month period ended September 30, 2015 from €1.2 million compared to the same period in 2014.

### **Results of Companies Accounted for Using the Equity Method**

For the three month period ended September 30, 2015 and 2014, results of companies accounted for using the equity method amounted to a €1.0 million gain and a €3.6 million loss, respectively. Results of companies accounted for using the equity method are comprised of our share of profit / (loss) of investments accounted for using the equity method as well as accrued provision to cover risk associated to those investments.

### **Finance and Tax Expenses**

#### ***Finance Revenue and Finance Costs***

Net finance cost decreased to €6.3 million for the three month period ended September 30, 2015, compared to €13.1 million in the same period 2014. As expected and already announced in the first quarter report, the interest expense savings are starting to be realized as a consequence of the improved debt cost and once the

refinancing transactions costs have been accounted for in the previous quarter. Besides, the Company is taking advantage of its enhanced credit profile to additionally reduced other less relevant financing costs and bank fees.

### ***Income Tax Expenses***

An income tax charge of €17.6 million was recognized for the three month period ended September 30, 2015 compared to a €5.8 million charge in the same period of 2014. The effective tax rate was hardly comparable due to the different taxable income across different jurisdictions, as well as to certain one-off items in both years.

<i>(In thousands of €)</i>	<b>Three month period ended September 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>Actual (unaudited)</b>	<b>Actual (unaudited)</b>
Profit before tax	55,535	7,139
Income tax	(17,645)	(5,845)
Profit for the year from continuing operations	37,890	1,294

### **Results from Discontinued Operations**

For the three month period ended September 30, 2015 and 2014, results from discontinued operations amounted to a €0.1 million gain and a €0.1 million loss, respectively.

### **Profit (Loss) for the Period**

Profit for the period amounted to €38.0 million gain for the three month period ended September 30, 2015, compared to €1.2 million gain in the same period of 2014.

### **Operating Segment Reporting**

<b>Net sales and services</b> <i>(In thousands of €)</i>	<b>Three month period ended September 30,</b>			
	<b>2015</b>		<b>2014</b>	
	<b>Actual (unaudited)</b>	<b>% of total</b>	<b>Restated (unaudited)</b>	<b>% of total</b>
Southern Europe	286,376	57.5%	294,400	59.0%
Northern Europe	209,588	42.1%	203,654	40.8%
Other	23,990	4.8%	17,887	3.6%
Eliminations	(21,705)	(4.4%)	(16,965)	(3.4%)
<b><u>Total net sales and services</u></b>	<b><u>498,249</u></b>	<b><u>100.0%</u></b>	<b><u>498,976</u></b>	<b><u>100.0%</u></b>

<b>EBITDA (normalized)</b> <i>(In thousands of €)</i>	<b>Three month period ended September 30,</b>			
	<b>2015</b>		<b>2014</b>	
	<b>Actual (unaudited)</b>	<b>% of total</b>	<b>Restated (unaudited)</b>	<b>% of total</b>
Southern Europe	17,293	42.6%	20,093	48.4%
Northern Europe	22,277	54.8%	18,784	45.2%
Other	1,056	2.6%	2,664	6.4%
<b><u>Total EBITDA</u></b>	<b><u>40,626</u></b>	<b><u>100.0%</u></b>	<b><u>41,541</u></b>	<b><u>100.0%</u></b>

### **% EBITDA normalized margin over Net Sales**

Southern Europe	6.0%	6.8%
Northern Europe	10.6%	9.2%
Other	4.4%	14.9%
<b><u>Total EBITDA</u></b>	<b><u>8.2%</u></b>	<b><u>8.3%</u></b>

### ***Southern Europe***

Net sales and services in Southern Europe decreased by 2.7% to €286.4 million for the three month period ended September 30, 2015 from €294.4 million for the same period of 2014. The decrease was mainly due

to the lower Net sales in processed meat business in Spain and Portugal, partially offset by Italy. Fresh Meat remains flat versus last year. Normalized EBITDA in the Southern Europe segment includes a €10.7 million income related to the insurance Business Interruption compensation.

#### ***Northern Europe***

Net Sales in Northern Europe increase by 2.9% to €209.6 million in the three month period ended September 30, 2015 compared to €203.7 million in the same period of 2014. The increase was attributable to higher net sales in France, Belgium and Germany, offset by lower Net sales in Netherlands.

#### ***Other***

The Other segment mainly refers our business in U.S., which, during the three month period ended September 30, 2015, continued to outperform in both volume and Net sales value due to improved top line strategy together with a positive exchange rate impact.

### **Cash Flow**

#### ***Cash Flows from Operating Activities***

For the three month period ended September 30, 2015, the Company generated net cash flows from operating activities amounting to €30.4 million cash in compared to €25.7 million cash in generated for the three month period ended September 30, 2014. This increase was primarily attributable to a reduction in cash flow before changes in working capital offset with higher changes in working capital, higher interest payments, lower provision payments and a €5.3 million collection from the insurance company.

#### ***Cash Used in Investing Activities***

For the three month period ended September 30, 2015, net cash used in investing activities was €20.2 million cash out, compared to €15.3 million cash out for the same period in 2014. Capital expenditures amounted to €20.0 million for the three month period ended September 30, 2015 and €15.3 million for the three month period ended September 30, 2014.

#### ***Cash Flow from Financing Activities***

For the three month period ended September 30, 2015, net cash flow used in financing activities was €5.7 million cash out, compared to €9.9 million cash out for the same period of 2014. This decrease in net cash flow is due to a €4.3 million change in financial assets and liabilities, offset by a €8.4 million redemption of the bonds in September 30, 2014.

## RECENT DEVELOPMENTS

### Burgos Plant Incident

On November 16, 2014, a fire occurred at our Burgos, Spain meat processing plant. Emergency response personnel were able to extinguish the fire with no injuries or fatalities to either our staff or emergency responders. The incident resulted in the complete destruction of the Burgos plant, which, prior to the incident, employed 894 employees and had an annual production of approximately 61,700 tons, primarily consisting of cooked ham, poultry and dry sausages products. In response to the Burgos fire, and in an effort to minimize the impact on our on-going operations, we promptly implemented a comprehensive recovery plan. As part of this plan, we transferred approximately 40% of displaced production throughout our extensive network of processing facilities, both in Spain and throughout Europe, and reallocated approximately 60% to third-party processors outside of the Campofrio Food Group.

The new factory construction project to be built in the same location is underway and the corresponding milestones are being accomplished according to the time-schedule. To this extent, the foundation stone ceremony took place on September 16, 2015, and the project is expected to finalize by the end of 2016.

During the nine month period ended September 30, 2015, we have booked an income of €30.4 million related to the Business Interruption insurance compensation, and an income of €65.3 million related to Property Damage insurance compensation (net of inventory impairment). During the nine month period ended September 30, 2015 we had received advanced payments for €72.3 million from our insurers, on top of the €71.6 million received by the end of 2014. Furthermore, on October 2, 2015, the insurance company approved an additional compensation indemnity and the associated collection rights amounting to €50.0 million that was booked in September Financial Statements as a virtually certain item.

From the beginning, we stated our belief in terms of having an adequate insurance coverage out of our comprehensive policies on both property damages and business interruption. As a result, a final settlement with regard to the insurance file has been reached in October for a total gross amount of €312.8 million out of which €243.8 million pertaining to property damages (including inventories) and €68.9 million to business interruption respectively. The remaining indemnity compensation amounting to €117.4 million is expected to be collected in the last quarter of the year. Likewise, the final accounting and tax impacts are expected to be accrued in the last quarter of the year and will be thus accounted for in the 2015 financial results.

We believe that this settlement shall pave the way for a substantial mitigation of the incurred losses and damages, as well as it will allow us to undertake the investments associated to the new factory without any material financial impact. Besides, the smooth negotiation process with regard to the insurance file comes to prove the adequacy of our policies, as well as the fairly clear circumstances of this file.

## **ANNEXE A – EXPLANATION OF INCOME STATEMENT ITEMS**

### **Operating Revenues**

Operating revenues consist of net sales and services, increases in inventories of finished goods and work in progress, capitalized expenses of company work on assets and other operating revenues.

#### ***Net Sales and Services***

Our net sales and services consists primarily of the sales of dry, cooked and other meats products, after deduction of rebates and off invoice discounts.

#### ***Increase in Inventories of Finished Goods and Work in Progress***

Increase in inventories of finished goods and work in progress includes the positive variation between the closing and opening value of finished products and work in progress.

#### ***Capitalized Expenses of Company Work on Assets***

Capitalized expenses of Company work on assets includes personnel costs for staff engaged in facility development and construction and personnel expenses in connection with tangible and intangible assets. Capitalized staff costs are added to the carrying amount for the related asset in property, plant and equipment and amortized over their useful life.

#### ***Other Operating Revenues***

Other operating revenues include other income not related to our core activities, such as capital grants release and operating grants.

### **Operating Expenses**

Operating expenses consist of decrease in inventories of finished goods and work in progress, consumption of goods and other external charges, employee benefits expense, depreciation and amortization, changes in trade provisions and other operating expenses.

#### ***Decrease in Inventories of Finished Goods and Work in Progress***

Decrease in inventories of finished goods and work in progress includes the negative variation between the closing and opening value of finished products and work in progress.

#### ***Consumption of Goods and Other External Charges***

Consumption of goods and other external charges includes primary purchases of raw material, mainly meats, and other product components such as packaging, spices and other auxiliary materials. This item also includes the stock variation of such materials.

#### ***Employee Benefits Expense***

Employee benefits expense includes wages and salaries, dismissal indemnities, social security costs and other employee benefits such as health and life insurance.

#### ***Depreciation and Amortization***

Depreciation and amortization includes property, plant and equipment depreciation charges, amortization of other intangible assets with definitive useful life, such as operating software. Costs of property, plant and equipment in use are depreciated on a straight-line basis at annual rates based on the estimated useful life of the assets.

#### ***Changes in Trade Provisions***

Changes in trade provisions include mainly changes in trade allowances and reversal from doubtful debtors. Also accounted for in this line item generally, are specific, non-recurring items that are not related to our ordinary business activities.

#### ***Other Operating Expenses***

Other operating expenses include all other operating expenses, including services expenses, transport cost, utilities, energies, advertising, marketing and general expenses.

**Impairment of Assets**

Impairment of assets includes losses recognized when the recoverable amount of non-current assets is lower than their carrying value. The recoverable value is defined as the higher of the net fair market value or the value in use of each non-current asset.

**Other extraordinary income and expenses, net**

Other extraordinary income and expenses—net includes the income received and to be received from the relevant insurance companies and losses recognized as a result of the fire at the Burgos plant on November 16, 2014.

**EBIT**

EBIT is equal to operating revenues less operating expenses.

**Net Finance Cost**

Net finance cost includes finance revenue and finance costs. Finance revenue consists of income on loans and other marketable securities, other interest and similar income, exchange rate gains and changes in fair value of financial instruments. Finance cost consists of interest bearing loans and borrowings, other finance costs and exchange losses.

*Income on Loans and other Marketable Securities*

Income on loans and other marketable securities consists principally of interest from deposits.

*Exchange Rate Gains and Losses*

This item includes gains and losses from the variation on financial liabilities denominated in US dollars, which is partially offset by the existing cash flow hedge accounting, and also includes, to a lesser extent gains and losses from the trading generated by accounts payable and receivables denominated in currencies other than euro.

*Change in Fair Value of Financial Instruments*

Change in fair value of financial instruments includes gains and losses from the variation in the fair value of financial instruments that do not qualify for cash flow hedge accounting.

*Interest Bearing Loans and Borrowings*

Interest bearing loans and borrowings includes amounts outstanding under the Company's bank loans, credit lines, payables for discounted bills and interest payable.

**Share of Profit (Losses) of Investments Accounted for Using the Equity Method**

Results of companies accounted for using the equity method include investments in associates over which we exercise significant influence but which are neither subsidiaries nor jointly controlled entities. Investments are measured initially at acquisition cost, subsequently adjusted for changes to each company's equity, taking into consideration the percentage of ownership and any impairment.

**Income Taxes**

Income taxes consists of current tax payable on the taxable profit for the year and deferred tax. The corporate tax rate in Spain is 28% in 2015 and will be 25% in 2016.

**Profit (loss) from Discontinued Operations**

Profit (loss) from discontinued operations represents profit or loss for the year attributable to discontinued operations.