

CERTIFIED ACCOUNTANT REPORT AND ACCOUNTS

SARANTIS PORTUGAL

Financial Year ending on the 31st of December 2016

MANAGEMENT REPORT

FINANCIAL YEAR 2016

<u>Index</u>

- Management Report 2016
- Individual Financial Statements for the year ended on 31 December 2016
- Individual Balance Sheet as of December 31, 2016
- Statement of Individual Income as of 30 June 2016
- Statement of Individual Cash Flows as of June 30, 2016
- Statement of Individual Changes in Shareholders' Equity as of 30 June 2016

Annex to the Individual Financial Statements

- 1. Introductory note
- 2. Accounting reference framework for the preparation of the financial statements
- 3. Significant accounting policies
- 4. Intangible Assets
- 5. Other Financial Assets
- 6. Inventories
- 7. Customers
- 8. State and other public law entities
- 9. Cash and bank deposits
- 10. Subscribed capital
- 11. Statutory Reserve and Retained Earnings
- 12. Suppliers
- 13. Other Accounts Receivable
- 14. Other Accounts Payable
- 15. Roll-Overs
- 16. Advances to Customers
- 17. Sales and services
- 18. Cost of sales
- 19. Supplies and external services
- 20. Staff-related Expenditure
- 21. Other income
- 22. Other expenditure
- 23. Expenses / Reversals of Depreciation and Amortization
- 24. Financial results
- 25. Related parties
- 26. Subsequent events
- 27. Information required by law

MANAGEMENT REPORT

FINANCIAL YEAR 2016

In compliance with the terms under Articles 65 and 66 of the Portuguese Code of Commercial Corporations, and in accordance with relevant statutory requirements, the Management of the Company "SARANTIS UNIPESSOAL, LDA.", fiscally identified under Fiscal Identification Number 510 829 929, with registered offices in the Vendas Novas Industrial Park, (Lote 41, Vendas Novas), lawfully registered with the Trade Registry of the District of Vendas Novas under R.N. 510829929, hereby files its Management Report, together with the corporate Balance Sheet, for the Financial Year ended on the 31st of December 2016.

1. Operational Activities

The year of 2016 registered a sales increase of 14.26% in relation to the previous period. The Company recorded sales of 2,670,544.52 Euros, the highest turnover since the beginning of its activities in Portugal.

The increase in operating activity resulted in the need to hire a Commercial Director at the beginning of the year.

The Company recorded the following significant expenses: Commercial costs in the amount of 1,498,146.58 Euros; Supplies and External Services at the amount of 221,292.77 Euros; Personnel Expenses at the amount of 50,782.11 Euros and Sales Costs at the amount of 839,484.94 Euros.

In 2016 the Company posted a Positive Net Result of 47,549.20 Euros, after deducting a Provision for Taxes at the amount of 10,644.24 Euros. Management proposes that such Net Result be transferred to the Retained Earnings Account.

2. Other considerations

In 2016, the Company maintained its momentum of growth, already experienced over the previous year, thanks to the diversity and quality of the products, combined with an excellent commercial strategy, the result achieved being attributed to the appointment of a Commercial Director in charge of the corporate operational activities. The good signs of recovery of the Portuguese economy also contributed to such improved result – the best this Company has to this day registered in Portugal.

The Company continued to improve and innovate in inventory management and logistics procedures in general while at the same time bettering control and communication with the customer.

Likewise, a better articulation of the treatment of the accounting flows was put in place, in order to obtain financial statements within reasonably short time and towards a timely provision of information to the auditors, within the context of the audit review.

The Management wishes to thank all customers for preferring this Company" products while also expressing its appreciation to all partners involved in its operational activity in Portugal, namely the suppliers and the logistics operator who are to be sincerely credited for the amount and quality of the services rendered, all of which has greatly contributed to such positive financial results for 2016.

Vendas Novas, 26 January 2017

The Management

Parque industrial de Vendas Novas Lote 41,7080-341, Vendas Novas NIPC: 510 829 929

Capital Social: €5.000,00



SARANTIS PORTUGAL Lda.

Annex to the Individual Financial Statements For the year ended 31 December 2016

(Amounts quoted in Euro)

1. Introductory note

Established on the 25th of September 2013, Company Sarantis Portugal, Lda., maintains its registered offices in the Industrial Park of Vendas Novas, 41 in Vendas Novas. The Company's main activity consists in importing cosmetics, fragrances, perfumes and hygiene products, such as household cleaning products as well as in the distribution of such products to supermarkets and other concerns active within the same field of activities, as well as to perfume and similar ware stores, in Portugal.

The Management is of the opinion that these financial statements fairly and appropriately reflect operations of *Sarantis Portugal*, as well as its financial position, performance and cash flows.

2. Accounting reference framework for the preparation of the financial statements

A) Accounting Framework

As of December 31, 2016, the financial statements of Sarantis Portugal, Lda. were prepared in accordance with the Portuguese Accounting Standardization System (Sistema Normalização Contabilística: SNC), which integrates Accounting and Financial Reporting Standards adopted in Portugal (Normas Contabilísticas de Relato Financeiro: NCRF), adapted by the Portuguese Accounting Standards Committee (Comissão de Normalização Contabilística: CNC) on the basis of the International Financial Reporting Standards (IFRS - formerly International Accounting Standards) issued by the International Accounting Standards Board (IASB) and adopted by the European Union (EU).

B) Assumption of Continuity

The Financial Statements hereto appended were prepared on the basis of an Assumption of Continuity, by reference to relevant entries in the accounting books and records of the Company, maintained in accordance with accounting principles generally accepted in Portugal.

C) Accrual Basis

The Company records its income and expenses on an Accrual Basis, whereby income and expenses are recognized as they arise, regardless of when they are received or paid. The differences between the amounts received and paid and the corresponding income and expenses are recorded under "Debtors and Creditors for Accruals and Deferrals".

D) Classification of non-current assets and liabilities

Assets and liabilities payable within more than one year from the date of the financial position statement are classified, respectively, as non-current assets and liabilities. Additionally, given their nature, 'Deferred Taxes' and 'Provisions' are classified as non-current assets and liabilities.

E) Contingent liabilities

Contingent liabilities are not accounted for in the balance sheet although set forth in the Annex, unless the possibility of an outflow of funds affecting future economic benefits is remote.

F) Financial liabilities

Financial liabilities are classified according to the actual impact of the respective contractual commitments, regardless of the legal form of the covenants involved.

G) Subsequent events

Events subsequent to the balance sheet date that provide additional information on conditions that existed on that date are reflected in the financial statements.

Materially relevant events occurring subsequent to the date of establishment of the balance sheet date are disclosed in the Annex to the financial statements.

H) Derogation from the provisions of the SNC

During the year covered by these financial statements, there were no exceptional cases involving the derogation of any provision provided for by the SNC.

3. Main accounting policies

The main accounting policies used in preparing the financial statements have been those described below. These policies were consistently applied over all financial years reported, unless otherwise indicated.

3.1. Functional and Reporting Currency

The financial statements of *Sarantis Portugal*, *Lda* are reported in Euros. Euro is both the functional *and* the presentation currency.

Transactions in foreign currency are translated into the functional currency applying the exchange rates prevailing at the date of the transaction.

Foreign exchange gains or losses resulting from the payments / receipts generated from the transactions as well as from the exchange rate translation, on the balance sheet date, of monetary assets and liabilities denominated in foreign currency have been accounted for in the income statement under "Financing expenses", if related to loans or under "Other operating expenses or losses", for all other balances / transactions.

3.2. Intangible Assets

Intangible assets are measured at acquisition cost, less amortization and accumulated impairment losses. These assets are only recognized if they are likely to result in future economic benefits to the Company, are controllable by the Company and may reasonably be measured in value.

Intangible assets, excluding Goodwill, are amortized on a straight-line basis, from the month in which they are available for use, during their estimated useful life or, if less, the contract periods.

The useful lives and method of amortization of intangible assets are reviewed at the end of each reporting period. The effect of any change in these estimates is recognized prospectively in the income statement.

3.3. Income tax

The income tax for the period corresponds to the sum of current tax and deferred tax, and is recognized in accordance with the provisions of NCRF Article 25 – "Income Taxes".

In measuring the cost of income tax for the period, the deferred tax effect is also calculated, in addition to the current tax, based on the difference between the book value of the assets and liabilities and the corresponding amount for tax purposes.

As set forth in NCRF 25, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets only when there is reasonable assurance that they may be used to reduce future taxable income, or when there are deferred tax liabilities. Reversal is expected to occur over the same period in which deferred tax assets are reversed. At the end of the reporting period, these deferred tax assets are reviewed and reduced whenever their future use is no longer probable.

The amount of tax to be included, either in current tax or in deferred tax, resulting from transactions or events recognized directly in shareholders' equity, is recorded directly under these same headings, without affecting the result of the period.

3.4. Inventory

Commodities, subsidiary and consumable raw materials are valued at acquisition cost, which is lower than market cost, using the weighted average cost as the costing method. Impairment for depreciation of inventories is recorded in cases where the value of these assets is less than the lower of the average cost of acquisition or production.

3.5. Customers and other Receivables

The items "Customers" and "Other accounts receivable" bear no implicit interest and as such are recorded at their nominal value less any accumulated impairment losses.

Whenever there is evidence of a possible loss of value or, at the very least, at the end of each reporting period, the financial assets included in these items are assessed for impairment. Any impairment loss is recognized immediately in the income statement.

Impairment losses correspond to the difference between the carrying amounts of receivables and the best estimate of related cash inflows.

Subsequently, if the amount of the impairment loss decreases and such decrease can be objectively related to an event occurring after the recognition of the loss, it is reversed in the income statement. The reversal is made only up to the amount that would be recognized if the loss had not previously been recorded.

3.6. Cash and cash equivalents

This item includes cash, sight deposits with banks and other highly liquid short-term investments with maturities of up to three months. Bank

overdrafts are included in the caption "Financing obtained", expressed in "current liabilities".

3.7. Share capital

The common shares are classified under Corporate Equity.

Costs directly attributable to the issuance of new shares are presented as a deduction, net of taxes, from the received amount resulting from this issue. Costs directly attributable to the issuance of new shares or options or to the acquisition of a business are included in the cost of acquisition, as part of the purchase price.

3.8. Provisions

The Company periodically analyses any obligations arising from past events that should be recognized or disclosed. The subjectivity inherent in determining the likelihood and amount of internal resources required to honour the obligations may lead to significant adjustments, either by varying the assumptions used or by the future recognition of provisions previously disclosed as contingent liabilities.

3.9. Suppliers and other accounts payable

Non-interest bearing accounts payable to suppliers and other creditors are recorded at their nominal value, which is substantially equivalent to their fair value.

3.10. Revenue and accrual scheme

The revenue comprises the fair value of the consideration received or receivable for the rendering of services arising from the normal activity of the Company. Revenue is recognized net of Value Added Tax (VAT), rebates and discounts.

The Company recognizes revenue when it can be reasonably measurable, should it be considered probable that the Company will obtain future economic benefits and that the specific criteria set forth below are met. The amount of revenue is not considered to be reasonably measurable until all contingencies relating to a sale are substantially comforted. The Company bases its estimates on historical results, considering the type of customer, the nature of the transaction and the specificity of each agreement.

Income is recognized on the date the services are rendered.

Interest received is recognized on the basis of the accrual basis, taking into account the amount outstanding and the effective rate during the period up to maturity.

Dividends are recognized under "Other Net Gains and Losses" when there is a right to receive them.

4. Intangible Assets

	Balance on 01- 01-2016	Acquisitions / Dotações	Abates	Transfers	Perdas por imparidade	Balance on 31-12- 2016
Cost						
Development Projects (I)			1.0		+	
Software	14.900	(5)	87			14.900
Industrial Property				*	*	
Other Intangible Assets		1,70	1/4	4.1		1.7
	14.900					14.900
Accumulated Depreciations						
Development Projects (i)					-	
Software	414	4.966		-		5.380
Industrial Property	2		95			
Other Intangible Assets	<u> </u>	15.47	779		590	5.40
	414	4.966				5.380
TOTAL						9.520
	Balance on 01- 01-2016	Acquisitions / Appropriations	Write-Offs	Transfers	Impairment losses	Balance on 31-12- 2016
Cost						
Development Projects (1)						
Software		14.900				14.900
Industrial Property					- 1	
Other Intangible Assets		£1	79	20		4.3.5
	•	14.900		•		14.900
Accumulated Depredations						
Development Projects (1)	4		1	27		
Software	-	414			3.5	414
Industrial Property		40	1.2			
Other Intangible Assets			(/e)J			A1.8.16
		414		•		414
TOTAL						14.486

5. Other Financial Assets

As of 31 December 2016 and 2015, this heading includes investments in the following entities:

	31/DEC/16	31/DEC/15
Sight deposits	266.493 266.493	212.992 212.992

6. Inventories

As of 31 December 2016, the item "Inventories" was structured as follows:

	31/DEC/16	31/DEC/15
Merchandize	492.545	820,462
Merchandize in trade	271	
	492.816	820.462
Loss incurred as a result of stock impairment		1.00
	492.816	820.462

The Merchandise account includes all products that can be sold and marketed by the Company according to its commercial activity.

7. Customers

		31/DEC/16		31/DEC/15	
	Not cu	rrent	Current	Not current	Current
Customers					_
Customers - Current Accounts		2	603.983		621.522
		•	603.983	•	621.522
Impairment-related loss		-	*		
		<u> </u>	603.983	-	621.522
		31/DEC/	16	31/DEC/	15
Customers	Genera	l Customers	Group / related	General Customers	Group / related
Customers-Current Accounts	c	03.983		C24 F22	
Costomers-Corrent Accounts		03.983 03.983		621.522 621.522	
	0 to 360 days	360 to 540 t	days 540 to 720	days > 720 days	Total
Customers-Current Accounts	603.983		1	발	603.983
	603.983	•			603.983
Impairment-related Loss	31/DEC/16	31/DEC/1	<u>. </u>		
Balance as of January 1		- 10			
Increase					
Reversal					
Settlements	47				
	-				

8. State and other public entities

As of 31 December 2016 and 2014, the caption "State and other public entities" in assets and liabilities, featured the following balances:

	31/DEC/16	31/DEC/15
Assets		
Corporate Tax (Portugal: IRC)	4.203	14.277
Value-Added Tax (VAT)		
	4.203	14.277
Liabilities		
Corporate Tax (Portugal: IRC)	10.644	-
Value-Added Tax (VAT)	67.878	51.785
Personal Income Tax (Portugal(IRS)	646	-
Social Security	869	*
Other taxes and levies	25	
	80.062	51.785

In the year that ended on December 31, 2016, IRC taxation under the applicable legislation was levied at the rate of 17%, up to the amount of the taxable amount of 15,000 Euros, for taxable persons who directly and primarily exercise an economic activity of an agricultural, commercial or industrial nature and which are formally registered as small or medium-sized enterprises, in the sense of relevant stipulations under the Annex to Legislative Decree no. 327/2007 of the 6th of November, applying a remaining rate of 21% to the remaining amount, which may be increased by municipal taxes, to which will be added, when applicable, the state levies in the following terms:

- 3% for taxable profits between 1,500,000 Euros and 7,500,000 Euros:
- 5% for taxable profits in excess of 7,500,000 Euros (divided into two instalments, equal to 6,000,000 million Euros apply 3% and 5% on taxable income in excess of 7,500,000 million Euros);
- 7% for taxable profits in excess of 7,500,000 Euros (divided into three instalments, equal to 6,000,000 million Euros apply 3%, equal to 27,500,000 million Euros apply 5% and 7% Taxable income in excess of 35,000,000 million Euros).

The reconciliation of the tax rate applies as follows:

	31/12/2016	31/12/2015
Result before tax Permanent differences (i)	58.193	(6.188)
Accounting Result	58.193	(6.188)
Deducted fiscal loss	(11.870)	
Fiscal Result	46.324	
Nominal Tax Rate (up to 15.000 Euro)	17,0%	17,0%
Nominal Tax Rate (above 15.000 Euro)	21,00%	21,00%
Surtax	1,50%	1,50%
	10.001	-
Autonomous taxation	643	-
Tax corrections concerning Past financial years		
Income Tax	10.644	
Current Tax Rate	18,29%	0,00%
Current Tax		
Deferred Tax for the Financial Year		*

9. Cash and bank deposits

As at 31 December 2016, the balance of this caption was as follows:

	31/DEC/16	31/DEC/15
Sight Deposits	266.493 266.493	212.992 212.992

10. Subscribed capital

As of December 31, 2016, the Company's capital is fully subscribed and paid up and is distributed as follows:

☐ GR Sarantis Cyprus, Ltd - € 5,000.00

11. Legal Reserve and Retained Earnings

Trade Law has it that a minimum 5% of the annual net result has to be applied towards reinforcement of the statutory reserves until such reserves account for no less than 20% of the corporate capital. Such reserve is not distributable except in the event of liquidation of the Company, but may be used to absorb losses after all other reserves have been exhausted or incorporated in the corporate capital.

As of December 31, the balance Retained earnings item has the following balance:

• Retained Earnings: € 32,227

12. Suppliers

As of the 31st of December, the "Suppliers" account was structured as follows:

	31/DEC/16	31/DEC/15
Suppliers – Current Account	1.176-225	1.575.452
• •	1.176.225	1.575.452

As of the 31^{st} of December 2016, the ageing of the Trade Receivables went as follows:

	31/DEC/16		31/DEC/15		
	Supppliers	Groups /	Suppliers	Groups /	
	General	Related	General	Related	
SUPPLIERS	-				
Current Account Suppliers	147.358	1.028.867	178.090	1.397.362	
	147.358	1.028.867	178.090	1.397.362	
	0-30 days	31-60 days	61-90 days	> 90 days	Total
Current Account Suppliers	335.214	83.214	35.701	722.096	1.176.225
	335.214	83.214	35.701	722.096	1.176.225

13. Other Accounts Receivable

As of 31 December, featured under "Other Accounts Receivable" were the following:

	31/DEC/16		31/DEC/15	
	Non current	Current	Non current	Current
Staff		*		
Other		2.907	2	926_
	· ·	2.907	7	926
Accumulated impairment losses			196	
• • • • • • • • • • • • • • • • • • •	-	2.907	- 2	926

14. Other Accounts Payable

As of December 31, 2016, the item "Other Accounts Payable" featured the following items:

	31/DEC/16		31/DEC/15	
	Non current	Current	Non current	Current
Other accounts payable	-	45.151 45.151	[* ·]	33.872 33.872

This item includes provisions for commercial expenses arising from the Company's commercial activity, such as Rappel, In-store investment and customer shares and personnel expenses (Holidays, Holiday Allowance and Christmas Bonus).

15. Roll-Overs

As of December 31, 2016 the item "Roll-Overs" featured the following:

	31/DEC/16	31/DEC/15
Roll-Overs (Assets)		
Amounts to be invoiced		-
Premium deposits	301	
Interest payable	-	-
Other expense to be accounted for	6.750	14.671
	7.051	14.671
Roll-Overs (Liabilities)	/*\.	- A
Income to be accounted for	12	2
Other income items to be accounted for		~
	•	-
	· · ·	

16. Advances to Customers

	31/DEC/16	31/DEC/15
Advances to Customers	36	
	36	

This heading reflects the advances made per customers per sales account.

17. Sales and services rendered

		31/DEC/16			31/DEC/15		
	Domestic Market	Foreign Markets	Total	Domestic Market	Foreign Market	Total	
Sales of goods	2.670.545		2.670.545	2.337.099		2.337.099	
	2.670.545	•	2.670.545	2.337.099		2.337.099	

18. Cost of Sales

	31/DEC/2016		31/DEC/15			
	Raw. subsidiary & Consumer material	Merchandize	Total	Raw, subsidiary & Consumer material	Merchandize	Total
Initial Balance on the 1st of January		820.462 355	820.462 355		569.509	569.509
Settlements						
Purchases		512.797	512.797		948.103	948.103
Final Inventory		492.816	492.816		820.462	820.462
Final Balance on the 31 st of December		840.796	840.796		697.182	697.182

	31/DEC/16				31/DEC/15	
	Raw Material	Goods	Total	Raw Material	Goods	Total
Initial balance as		860.462	860.462		569.509	569.509
of Jan.01						
Settlements		355	355_		32	32
Purchases		512.797	512.797		948.103	948.103
Final Inventory		492.816	492.816		820.462	820.462
Final balance as		840.796	840.796		697.182	697.182
of Dec. 31					l	

19. External supplies and services

The breakdown of external supplies and services for the period ended 31 December 2016 goes as follows:

	31/DEC/16	31/DEC/15
Specialized services	207.516	205.144
Materials	633	109
Energy & fuels	2.018	12
Travel, Accommodation & Transports	3.091	9
Miscellaneous services (*)	8.035	2.775
Hire and Rental Charges	3.809	
Communications	213	-
Insurance, Acc. & Notary, Repr. Exp., Clean.Sanit.	3.988	2.750
Miscellaneous Services	25	25
,	221.293	208.028

20. Staff-related expenses

	31/DEC/16	31/DEC/15
Directors Fees		
Staff payroll	42.152	- 5
Pension schemee	•	
Indemnifications	-	
Social Charges	8.335	-
Insurance	295	
Social Security Expenses	•	-
Other staff-related expenses		
	50.782	

21. Other income

Other income and gains for the year ended 31 December 2016 were as follows:

	31/DEC/16	31/DEC/15
Discounts for prompt payment granted		1.041
Stock-related	3.589	1.628
Other operating income	44	6.432
	3.633	9.102

22. Other expenses

Other expenses and losses for the year ended 31 December 2016 were as follows

	31/DEC/16	31/DEC/15
Taxes	17.177	4,838
Discounts for prompt payment granted	21.441	11,136
Bad debts	-	-
Stock-related loss	4.763	1,611
Other expense and loss items	1.454.766	1.425.774
	1.498.147	1.443.359

This caption includes the costs of commissions paid to Nedphyl for distribution services, as well as all commercial expenses with customers, such as Rappel, Investment and extra investments.

23. Expenses / Reversals of Depreciation and Amortization

		31/DEC/16		31/dez/15		
	Expenses	Reversals	Total	Espenses	Reversals	Total
Investment properties	¥					
Tangible fixed assets		•				-
Intangible Assets	4.966	1.6	4.966	414	*	414
	4.966	<u> </u>	4.966	414	<u> </u>	414

24. Financial results

Financial results as of 31 December 2016 were structured as follows:

	31/DEC/16	31/DEC/15
Interest and similar income obtained	(0)	•
Interest and similar expenses sustained Interest expenses	0	3.406
Foreign Exchange losses		3.406
Financial Results	(0)	(3.406)

25. Related Parties

As of 31 December 2016, Sarantis Portugal is controlled by GR Sarantis Cyprus, Ltd. which holds 100% of the share capital of the Company.

Transactions between related parties:

31/12/2016

	Products Purchase	External Supplies & Services
Mother Company GR Sarantis Cyprus Limited		•
Other related parties GR Sarantis Sarantis Polska Sarantis D.O.O	415.655 66.785 7.227 489.667	41.197
31/12/2015		
	Products Purchase	Interest & other similar expenses
Mother Company GR Sarantis Cyprus Limited		
Other related parties GR Sarantis Sarantis Polska Sarantis D.O.O	814.280 55.805 17.410 887.495	-

Balances resulting from transactions with associates and other related parties are as follows:

31/12/2016

	Suppliers	Shareholders /Partners (credit balance)
Mother Company		
GR Sarantis Cyprus Limited		
Other related parties		
GR Sarantis	1.014.675	•
Sarantis Polska	14.191	•
Sarantis D.O.O		
	1.028.866	•
31/12/2015	Supplier.	Shareholders /Partners
	Suppliers	(credit balance)
Mother Cempany		
GR Sarantis Cyprus Limited		•
Other related parties		
GR Sarantis	1.370.998	•
Sarantis Polska	26.364	
Sarantis D.O.O		
	1.397.362	•

26. Subsequent events

No subsequent events with significant impact on the financial statements as at 31 December 2016 are known to date.

27. Information required by law

The Management informs that the Company does not present debts to the State in default, under the terms of Decree-Law 534/80, of November 7.

In compliance with the provisions of Decree No. 411/91 of 17 October, Management announces that the Company's situation in relation to Social Security is regularized, within the time stipulated by law.

As there no authorizations have been granted pursuant to Article 397 of the Portuguese Corporate Code, there is nothing to indicate for the purposes of paragraph 2, letter e) of Article 66 of said Code.

The Board of Directors

Parque Industrial de Vendas Novas Lote 41, 7080-341, Vendas Novas NIPC: 510 829 929 Capital Social: €5.000,00

Sarantis Portugal Lda.

Individual Financial Statements as of December 31, 2016