DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Financial Statements

Years Ended March 31, 2017 and 2016, with Independent Auditor's Report

DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Financial Statements

Years Ended March 31, 2017 and 2016

Contents:

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INDEPENDENT AUDITOR'S REPORT

To the Stockholders of
Decco Jifkins Mexico, S.A.P.I. de C.V.

Report on the Audit of the Financial Statements

Opinion

1. We have audited the financial statements of Decco Jifkins Mexico, S.A.P.I. de C.V. (the Company), which comprise the statement of financial position as at March 31, 2017, and the statement of operations and comprehensive loss, statement of changes in equity (deficit) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

2. In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Decco Jifkins Mexico, S.A.P.I. de C.V. as at March 31, 2017, and its financial performance and its cash flows for the year then ended in accordance with Mexican Financial Reporting Standards (MFRSs).

Basis for Opinion

3. We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Mexico, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matters

4. This audit report and the accompanying financial statements and their notes have been translated into English solely for the convenience of readers outside of Mexico.

5. Dated April 6, 2016, Other Accountants issued an unqualified opinion on financial statements as of March 31, 2016.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

6. Management is responsible for the preparation and fair presentation of the financial statements in accordance with MFRSs and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern including the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

8. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

10. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

RSM Bogarín y Cía., S.C.

Mauricio Gonzalez
Partner

Guadalajara, Jalisco, Mexico
April 21, 2017

DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Statements of financial position

(Amounts in Mexican pesos)

	Notes		At March 31, 2017		2016
Assets					
Current assets:					
Cash		**Ps.**	**610,408**	Ps.	1,799,992
Accounts receivable, net (net of allowance for doubtful accounts of $1,366,379 in 2017 and $1,304,624 in 2016)			**7,556,487**		6,566,941
Recoverable taxes and trade receivables			**1,332,715**		967,273
Inventories of finished products			**9,226,468**		8,783,124
Total current assets			**18,726,078**		18,117,330
Machinery, furniture and equipment, net	*Note 3*		**375,438**		461,824
Total assets		**Ps.**	**19,101,516**	Ps.	18,579,154
Liabilities and shareholders' equity (deficit)					
Current liabilities:					
Related parties	*Note 2*	**Ps.**	**10,288,320**	Ps.	24,483,687
Taxes payable			**36,937**		64,221
Other accounts payable and accrued liabilities			**680,392**		1,434,485
Total current liabilities			**11,005,649**		25,982,393
Long liabilities:					
Related parties	*Note 2*		**25,282,658**		5,143,003
Total liabilities			**36,288,307**		31,125,396
Stockholders' equity (deficit)	*Note 5*				
Capital stock			**50,000**		50,000
Accumulated deficit		**(**	**17,236,791)**	(	12,596,242)
Total stockholders' equity (deficit)		**(**	**17,186,791)**	(	12,546,242)
Total liabilities and stockholders' equity (deficit)		**Ps.**	**19,101,516**	Ps.	18,579,154

The accompanying notes are an integral part of these financial statements.

DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Statements of operations and comprehensive loss

(Amounts in Mexican pesos)

	Notes	Years ended March 31, 2017		2016	
Net sales		**Ps.**	**24,656,316**	Ps.	20,249,630
Cost of sales			**17,514,955**		14,891,668
Gross profit			**7,141,361**		5,357,962
Operating expenses			**8,017,253**		9,003,620
Other income, net			**64,919**		279,400
Operating loss		**(**	**810,973)**	(	3,366,258)
Financing cost:					
Interest expense		**(**	**169,821)**	(	161,759)
Exchange loss, net		**(**	**3,659,755)**	(	1,746,380)
		(	**3,829,576)**	(	1,908,139)
Net loss and Comprehensive loss		**Ps.(**	**4,640,549)**	Ps.(	5,274,397)

The accompanying notes are an integral part of these financial statements.

DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Statements of Changes in Stockholders' Equity (deficit)

Years ended March 31, 2017 and 2016

(Amounts in Mexican pesos)

	Capital stock		Accumulated deficit		Total stockholders' equity (deficit)	
Balance at March 31, 2015 (deficit)	Ps.	50,000	Ps. (	7,321,845)	Ps. (	7,271,845)
Comprehensive loss			(	5,274,397)	(	5,274,397)
Balance at March 31, 2016 (deficit)		50,000	(	12,596,242)	(	12,546,242)
Comprehensive loss			(	4,640,549)	(	4,640,549)
Balance at March 31, 2017 (deficit)	**Ps.**	**50,000**	**Ps.(**	**17,236,791)**	**Ps.(**	**17,186,791)**

The accompanying notes are an integral part of these financial statements.

DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Statements of Cash Flows

(Amounts in Mexican pesos)

	Years ended March 31	
	2017	2016
Operating activities		
Comprehensive loss	**Ps.(4,640,549)**	Ps.(5,274,397)
Item related to investing activities:		
Depreciation	**228,230**	274,478
Item related to financing activities:		
Interest	**169,821**	161,759
Changes in operating assets and liabilities:		
Accounts receivable	**(989,546)**	2,713,247
Recoverable taxes and trade receivables	**(365,443)**	(342,647)
Inventories of finished products	**(443,345)**	(2,512,428)
Related parties	**5,602,671**	2,158,212
Taxes payable	**(27,284)**	3,745
Other accounts payable and accrued liabilities	**(754,093)**	1,309,993
Net cash flow from operating activities	**(1,219,538)**	(1,508,038)
Investing activities		
Net cash flow by investing activities for acquisition of machinery, furniture and equipment	**(141,842)**	(138,514)
Cash to be obtained of financing activities	**(1,361,380)**	(1,646,552)
Financing activities		
Related parties	**341,617**	1,706,121
Interest paid	**(169,821)**	(161,759)
Net cash flow by financing activities	**171,796**	1,544,362
Net decrease in cash	**(1,189,584)**	(102,190)
Cash at beginning of year	**1,799,992**	1,902,182
Cash at end of year	**Ps. 610,408**	Ps. 1,799,992

The accompanying notes are an integral part of these financial statements.

DECCO JIFKINS MEXICO, S.A.P.I. DE C.V.

Notes to Financial Statements

Years Ended March 31, 2017 and 2016

(Amounts in Mexican pesos)

Note 1. Operations and summary of significant accounting policies

Decco Jifkins Mexico, S.A.P.I. de C.V., was incorporated on January 21, 2011, the principal activity is purchase, sale, distribution and import of goods and services post-harvest, including without limitation, wax, additives, soaps, fungicides products for coating, cleaning, sanitation, regulation of growth as well as distribution and commercialization of agrochemicals products and raw materials. The company is a subsidiary of Decco Worldwide Post-Harvest Holdings BV. At March 31, 2017 the Company only has 6 operating employees.

On April 21, 2017, the accompanying financial statements and these notes were authorized by Willian Santo Ruggero, Administration and Operation Manager, for their issuance and subsequent approval by the Board of Directors and stockholders. These financial statements will be submitted to the ordinary shareholders for approval who have the authority to modify the Company's financial statements.

Significant accounting policies applied

a) Compliance with Mexican Financial Reporting Standards

The accompanying financial statements were prepared in conformity with Mexican Financial Reporting Standards (Mexican MFRSs).

b) Basis of preparation

Recognition of annual rate of inflation on financial information

The accompanying financial statements were prepared on historical cost basis.

The annual rate of inflation for 2016 and 2015, as determined based on the National Consumer Price Index (NCPI). In conformity with MFRSs, this cumulative inflation rate represents the condition for considering Mexico as having a non-inflationary economic environment.

c) Recognition of revenues

The Company recognizes revenues at the time ownership of products sold is transferred to the customers, which occurs once products have been delivered to the customer.

d) Use of estimates

The preparation of financial statements in conformity with Mexican Financial Reporting Standards (MFRSs) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses included in the reporting period. Actual results could differ from those estimates.

e) Cash

Cash principally consist of bank deposits.

f) Inventories

Inventories are recognized at historical acquisition cost and are valued using the average cost method. The carrying value of inventories is not in excess of their net realizable value.

g) Machinery, furniture and equipment

Machinery, furniture and equipment are recorded at acquisition cost.

Depreciation of machinery, furniture and equipment is computed on historical cost using the straight-line method, based on the estimated useful lives of the related assets.

The value of machinery, furniture and equipment is checked when there are signs of impairment in the value of these assets. When the value of recovery, which is the largest between the selling price and its value in use (which is the present value of future cash flows), is lower than the net book value, the difference is recognized as an impairment loss.

At March 31, 2017 and 2016, there were no signs of impairment.

h) Accrued liabilities, reserves, contingent assets and liabilities and commitments

Accrued liabilities are recognized whenever: (i) the Company has current obligations (legal or assumed) resulting from a past event, (ii) when it is probable the obligation will most likely give rise to a future cash disbursement for its settlement and (iii) the amount of the obligation can be reasonably estimated.

When the effect of the time value of money is significant, the amount of the liability is determined as the present value of the expected disbursements to settle the obligation. The discount rate applied is determined on a pre-tax basis and reflects current market conditions at the balance sheet date and, where appropriate, the risks specific to the liability.

Contingent liabilities are recognized only when it is probable they will give rise to a future cash disbursement for their settlement. Also, commitments are only recognized when they will generate a loss.

i) Labor obligations

Seniority premiums are paid to workers as required by Mexican labor law. Under Mexican labor law, the Company is also liable for certain benefits accruing to workers who leave the Company or who were dismissed in certain circumstances.

At March 31, 2017 and 2016, the Company has no provision for labor obligations, as it considers the related liability to be immaterial for the financial statements taken as a whole in view of the limited number of workers and their little acquired seniority.

j) Exchange differences

Transactions in foreign currency are recorded at the prevailing exchange rate on the day of the related transactions. Foreign currency denominated assets and liabilities are valued at the prevailing exchange rate at the latest balance sheet date. Exchange differences determined from the transaction date to the time foreign currency denominated assets and liabilities are settled or translated at the balance sheet date.

k) Comprehensive loss

Comprehensive loss consists of the net profit for the period plus, if applicable, those items that are reflected directly in stockholders' equity and that do not constitute capital contributions, reductions or distributions.

l) Taxes on profits

Current year taxes on profits are presented as a short-term liability, net of prepayments made during the year.

Deferred taxes on profits are recognized using the asset and liability method. Under this method, deferred taxes on profits are recognized on all differences between the financial reporting and tax values of assets and liabilities, applying the enacted income tax rate or flat-rate business tax rate effective as of the balance sheet date, or the enacted rate at the balance sheet date that will be in effect when deferred tax assets and liabilities are expected to be recovered or settled.

The Company periodically evaluates the possibility of recovering deferred tax assets and, if necessary, creates a valuation allowance for those assets that do not have a high probability of being realized.

m) Income statement presentation

Cost and expenses in the income statements are presented in accordance with its function, since this classification allow us to evaluate properly gross profit margins and operational.

The presentation of operating income is not required; however it is presented as an important indicator of our results.

Note 2. Related parties

a) An analysis of this caption at March 31, 2017 and 2016, is a follows:

		2017		2016
Due to:				
Short term(1)				
Decco US Post-Harvest, Inc.	**Ps.**	**9,642,221**	Ps.	22,900,793
Decco Iberica Post Cosecha, SAU		**646,099**		552,856
Decco Worlwide Post-harvest Holdings BV		**-**		1,030,038
	Ps.	**10,288,320**	Ps.	24,483,687

		2017		2016
Due to:				
Long term(2)				
Decco US Post-Harvest, Inc. (2)	**Ps.**	**18,768,000**	Ps.	-
Decco Worlwide Post-harvest Holdings BV (3)		**6,514,658**		5,143,003
	Ps.	**25,282,658**	Ps.	5,143,003

(1) As of March 31, 2017 and 2016, the balances due to related parties are the balances of current accounts without interest.

(2) On March 27, 2017 the Company has an agreement with their related parties to recognize USD$1,000,000 as long-term debt, this agreement established an interest for London InterBank Offered Rate (LIBOR) plus 2 points.

(3) As of March 31, 2017 and 2016, the loan agreement, with simple interest at 3.06% annual rate.

b) The following are the details of the transactions entered by the Company for the year ended March 31, 2017 and 2016:

		2017		2016
Purchases				
Decco US Post-Harvest, Inc.	**Ps.**	**17,648,129**	Ps.	13,642,710
Decco Iberica Post Cosecha, SAU		**1,529,179**		2,696,205
Selling, general and administrative expense				
Decco Worlwide Post-harvest Holdings BV		**890,176**		1,030,038
Interest expense				
Decco Worlwide Post-harvest Holdings BV		**144,744**		137,318
Decco US Post-Harvest, Inc.		**4,756**		-

Note 3. Machinery, furniture and equipment

a) An analysis of this caption at March 31, 2017 and 2016, is a follows:

		2017		2016	Estimated useful life
Automotive equipment	**Ps.**	**943,574**	Ps.	932,086	4 years
Wax sprinkler equipment		**553,391**		553,391	10 years
Computer equipment		**208,381**		138,647	3.3 years
Machinery and equipment		**199,741**		139,119	10 years
Office furniture and equipment		**87,516**		87,516	10 years
		1,992,603		1,850,759	
Accumulated depreciation		**(1,617,165)**		(1,388,935)	
	Ps.	**375,438**	Ps.	461,824	

b) Depreciation expense for the years ended March 31, 2017 and 2016, aggregated Ps.228,230 and Ps.274,478, respectively.

Note 4. Foreign Currency Balances and Transactions

a) The financial statements at March 31, 2017 and 2016 include the following U.S. dollar denominated assets and liabilities:

	(Amounts in dollars) **2017**	2016
Current Assets	**USD $ 513,112**	USD $ 541,513
Liabilities	**(583,831)**	(1,434,015)
Long Liabilities	**(1,347,115)**	(299,581)
Monetary liability position, net	**USD $ (1,417,834)**	USD $ (1,192,083)

At March 31, 2017 and 2016, the exchange rates used to translate the above amounts to Mexican pesos were Ps.18.7680 and Ps. 17.1673, respectively, per U.S. dollar. At April 21, 2017, the date of the audit report on these financial statements, the exchange rate is Ps. 18.8187 per U.S. dollar.

b) The main foreign currency transactions made by the Company during 2017 and 2016 were for purchases of inventories, which amounted to USD $801,668 and $990,312, respectively.

Note 5. Shareholders' Equity

a) Capital stock

At March 31, 2017 and 2016, the Company's capital stock is represented by 2 common, registered shares, issued and outstanding, with a par value of Ps.49,900 and Ps.100 Mexican peso each.

b) Legal reserve

In conformity with the Mexican Corporations Act, the Company is required to appropriate at least 5% of the net income of each year to increase the legal reserve. This practice must be continued until the legal reserve reaches 20% of the value of capital stock. At the date, the Company has no created legal reserve.

c) Tax accounts

Any distribution of dividends in excess of the Net taxed profits account (CUFIN) balance will be subject to payment of corporate income tax at the statutory rate at the time of payment.

The Restated contributed capital account (CUCA) represents the amount of capital that, under certain circumstances, may be withdrawn without paying income tax.

At March 31, 2017 y 2016, is a follows:

		2017		2016
CUCA	**Ps.**	**61,118**	Ps.	59,131

d) Accumulated deficit

As mentioned in the notes to the financial statements at March 31, 2017 and 2016, the Company has a deficit in its partnership capital. In conformity with the Mexican Corporations Act, this situation could, in the worst of scenarios, constitute cause for the dissolution of the Company at the request of an interested third party. The financial statements do not include those adjustments related to the valuation and classification of assets and liabilities that might be necessary if the Company is unable to continue in operation settings, these adjustments are not included as the group is providing a comfort letter to support the entity in such a situation.

Note 6. Income tax

a) Income tax

The Company is subject to payment of corporate income tax. Book results and tax results differ principally due to temporary differences in items that affect income for financial and tax reporting purposes in different periods, and due to certain permanent differences as well.

For the years ended March 31, 2017 and 2016 the tax rate was 30%.

For the year ended March 31, 2017 and 2016, the Company reported taxable loss of Ps. 5,443,397 and Ps. 3,734,100 respectively; these tax losses are composed as follows:

Reconciliation of the accounting loss to taxable loss	**2017**	2016
Loss after income tax	**Ps. (4,640,549)**	Ps. (5,274,397)
(+) Plus: Fiscal incomes:		
Annual adjustment for inflation	**768,791**	325,158
Financial deductions:		
Depreciation and amortization	**232,267**	407,570
Workers tax-exempt revenues	**16,441**	15,860
Non-deductible expenses	**404,850**	448,180
Decco worldwide post-harves interests	**143,427**	133,990
Others expenses	**-**	300,225
Allowance for doubtful accounts	**-**	413,924
	796,985	1,719,749
(-) Minus: Financial incomes:		
Other incomes	**2,115,940**	-
Fiscal deductions:		
Depreciation	**252,684**	504,610
Net taxable loss	**(5,443,397)**	(3,734,100)

At March 31, 2017, the Company has tax losses from prior years that may be carried forward against the taxable income of future years. An analysis is as follows:

Year of tax payment	**Restated amount at March 31, 2017 Available tax loss carried forward**	**Year of expiration**
2014	Ps. 774,366	2024
2015	3,823,266	2025
2016	5,594,264	2026
	Ps. 10,191,896	

b) Deferred income tax

An analysis of deferred income tax shown in the balance sheet at March 31, 2017 and 2016, is as follows:

	2017	2016
Deferred income tax assets:		
Tax loss carry forward	**Ps. 3,057,569**	Ps. 1,368,677
Allowance for doubtful accounts	**409,914**	391,387
	3 ,467,483	1,760,064
Valuation allowance reserve	**(3,467,483)**	(1,760,064)
	Ps. -	Ps. -

Note 7. New accounting pronouncements

New pronouncements that came into force for the financial year 2017:

The Mexican Board of Financial Reporting Standards promulgated the following Mexican Financial Reporting Standard (NIF), which comes into force from January 1, 2017 as follow: NIF D-3, Employee benefits allowing for their early application starting January 1, 2016. The application of this new NIF did not have significant effect on the financial statements of the company.

Following mention the most relevant of standard that came into force for the subsequent years:

The Mexican Board of Financial Reporting Standards promulgated the following NIF, which come into force from January 1, 2018 as follow: NIF C-3, Accounts receivable and NIF C-20, Receivables financial instruments allowing their early application to January 1, 2017 in conjunction application. Additional promulgates the following NIFs come into force on January 1, 2018 as follows: NIF C-2, Financial instruments, NIF C-9, Liabilities, provisions and contingent, NIF C-16, Impairment in financial instruments receivable, NIF C-19, Financial instruments payable, NIF D-1, Revenue from contracts with customers and NIF D-2, Costs for contracts with customers, NIF B-17 Fair Value Measurement and NIF C-10 Financial Instruments. It is estimated that the application of this new NIF did not have significant effect on the financial statements of the company.