

## Report of Factual Findings

To the Board of Directors of La Lorraine Bakery Group  
To Mr. Luc Verhasselt, CFO  
La Lorraine Bakery Group NV  
Elisabethlaan 143  
9400 Ninove

Dear Sirs,

### La Lorraine Bakery Group Compliance Certificate

We refer to our engagement letter dated 18 May 2015 with respect to the compliance on the financial covenants of La Lorraine Bakery Group NV ("the Company") as described in clause 21 'Financial Covenants' of the 'EUR 125.000.000 Facilities Agreement' (the 'Facilities Agreement') dated 23 December 2013 with BNP Paribas Fortis SA/NV, ING Bank N.V. and KBC Bank NV. We have performed the following procedures, agreed with you, on the La Lorraine Bakery Group Compliance Certificate ("the Certificate") as included in appendix 1 and prepared by management, in order to report to you in respect of the calculation of the financial covenants disclosed in the Certificate. Our engagement was undertaken in accordance with the International Standard on Related Services applicable to agreed-upon procedures engagements.

The procedures were performed solely to assist you to comply with clause 21 'Financial Covenants' of the Facilities Agreement and are summarized as follows:

1. We have recomputed the "Consolidated Tangible Net Worth" as disclosed in the Certificate and based on the definition "Consolidated Tangible Net Worth" as set forth in clause 21.1 "Definitions" of the Facilities Agreement. We have agreed the elements of that definition to data included in the audited consolidated financial statements of the Company as of 31 December 2014 and for the year then ended, prepared in conformity with Belgian accounting standards. We do not express any assurance on the appropriateness of the definition of "Consolidated Tangible Net Worth", a non-accounting term.
2. We have recomputed the "Senior Leverage" as disclosed in the Certificate and based on the definition "Consolidated EBITDA" and "Consolidated Net Senior Debt" as set forth in clause 21.1 "Definitions" of the Facilities Agreement. We have agreed the elements of that definition to data from the audited consolidated financial statements as of 31 December 2014 and for the year then ended, prepared in conformity with Belgian accounting standards. We do not express any assurance on the appropriateness of the definition of "Consolidated EBITDA" and "Consolidated Net Senior Debt", non-accounting terms.
3. We have recomputed the "Guarantor Cover" as disclosed in the Certificate and based on the "Consolidated Turnover" and the "Turnover of the Guarantors" as set forth in clause 21.6 "Guarantor Cover" of the Facilities Agreement. We have agreed the elements of the Guarantor Cover to data from the audited consolidated financial statements and underlying accounting records as of 31 December 2014 and for the year then ended, prepared in conformity with Belgian accounting standards. We do not express any assurance on the appropriateness of the definition of the "Guarantor Cover", a non-accounting term.



We report our findings below:

1. With respect to procedure 1, we found the amounts compared to be in agreement, and to be arithmetically correct. For the purpose of calculating the "Consolidated Tangible Net Worth", the net amount standing to the credit (or debit) of the consolidated reserves of the Company includes the following captions: (i) the consolidated reserves (€ 80.721.000) and (ii) the negative consolidation differences (€ 15.322.000).
2. With respect to procedure 2, we found the amounts compared to be in agreement, and to be arithmetically correct;
3. With respect to procedure 3, we found the amounts compared to be in agreement, and to be arithmetically correct.

Because the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express any assurance on Consolidated Tangible Net Worth, Senior Leverage and Guarantor Cover.

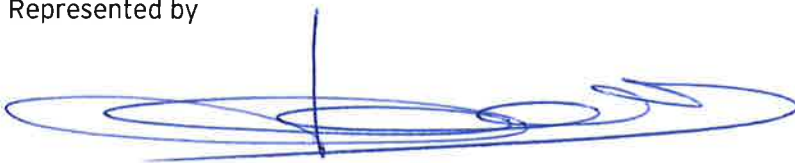
We have not undertaken any further work other than set out above. We therefore do not express an opinion on any other potential undertakings included in the above mentioned Facilities Agreement. Had we performed additional procedures or had we performed an audit or review of the financial information in accordance with International Standards on Auditing or International Standards on Review engagements, other matters might have come to our attention that would be reported to you.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties without our prior written consent. This report relates only to the financial data and items specified above and does not extend to any financial statements of La Lorraine Bakery Group NV, taken as a whole.

Yours faithfully,

Ghent, 18 May 2015

Ernst & Young Bedrijfsrevisoren BCVBA  
Statutory auditor  
Represented by



Marnix Van Dooren\*  
Partner  
\* Acting on behalf of a BVBA/SPRL

Ref: 16MVD0009

Club Deal Covenants

a) Consolidated tangible net worth  
Minimum required level is

LLBG Calculation	
31/12/2014	
129.683.000	OK
95.000.000	OK
<hr/>	
140.303.000	
72.372.000	
<hr/>	
1,94	
no exceed 3.00 to 1	OK
<hr/>	
96,3%	OK

*OK*

*126.433.000*

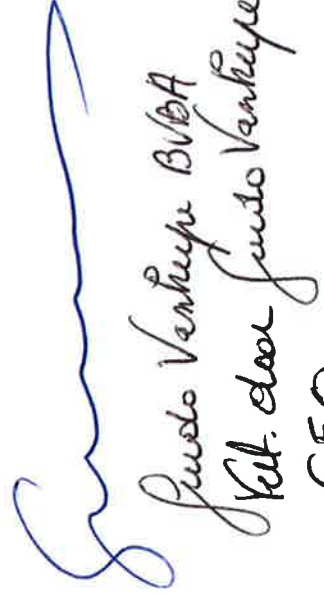
b) Senior Leverage =  $\frac{\text{consolidated net senior debt}}{\text{consolidated EBITDA}}$

Minimum required level is

c) Consolidated turnover or assets or EBITDA realised by the 'Guarantor Companies' is a least 90% of consolidated assets, consolidated EBITDA or consolidated turnover of the Group at any time



*A. Buisson Connault BVA  
Vet. cloze des Vehemelt.  
CFO*



*Guido Vanhuyse BVA  
Vet. cloze Guido Vanhuyse  
CEO*

**"Consolidated Senior Debt"** means, in respect of the Group, at any time, the aggregate of the following liabilities calculated at the nominal, principal or other amount at which the liabilities would be carried in a consolidated balance sheet of the Company drawn up at that time, to the extent not expressly subordinated at such time in payment of principal and interest to the Loans:

(a)	any moneys borrowed;	a)	# 17	148,973
			#42	2,913
			#43	491
(b)	any redeemable preference shares;			
(c)	any acceptance under any acceptance credit (including any dematerialised equivalent);	b)	N/A	
		c)	N/A	
		d)	included in nr #17	
(d)	any bond, note, debenture, loan stock or other similar instrument;			
(e)	any indebtedness under an agreement treated as an on balance finance or capital lease in accordance with GAAP, excluding for the avoidance of doubt any Operational Lease;	e)	included in nr #17	
(f)	any moneys owing in connection with the sale or discounting of receivables (except to the extent that there is no recourse);	f)	N/A	
(g)	any indebtedness owing to the shareholders of the Company on account of any current account; and	g)	#47-48	3,848
(h)	any indebtedness arising in connection with any other transaction (including any forward sale or purchase agreement whether or not related to a Permitted Acquisition) which has the commercial effect of a borrowing.	h)	N/A	

**"Consolidated Net Senior Debt"** means at any time Consolidated Senior Debt less Consolidated Eligible Cash and Cash Equivalents. #50-53-54-58 -15,922  
140,303

**"Consolidated EBITDA"** means in relation to a Measurement Period, Consolidated EBIT for that Measurement Period after adding back any depreciation and amortisation and taking no account of any charge for impairment or any reversal of any previous impairment charge made in the period, adjusted by: #9901 34,438  
#9960 2,784  
#630 34,939  
#631A 356  
#6357 -142

(a)	including the operating profit before interest, tax, depreciation, amortisation and impairment charges (EBITDA) of a member of the Group or attributable to a business or assets acquired during the Measurement Period for that part of the Measurement Period when it was not a member of the Group and/or the business or assets were not owned by a member of the Group; and	a)	N/A	
(b)	excluding the EBITDA attributable to any member of the Group or to any business or assets sold during that Measurement Period.			

b) N/A  
72,572

**"Consolidated Tangible Net Worth"** means at any time the aggregate of:

- (a) the amount paid up or credited as paid up on the issued share capital of the Company; and
- (b) the net amount standing to the credit (or debit) of the consolidated reserves of the Company,

based on the latest published consolidated balance sheet of the Company being either the audited consolidated balance sheet per 31 December or the non-audited consolidated balance sheet per 30 June (the **"Latest Balance Sheet"**) but adjusted by:

- (i) deducting any dividend or other distribution proposed, declared or made by the Company (except to the extent it has been taken into account in the Latest Balance Sheet);
- (ii) deducting any amount attributable to goodwill or any other intangible asset;
- (iii) deducting any amount attributable to an upward revaluation of assets (other than financial instruments) after the date of the Original Financial Statements or, in the case of assets of a company which becomes a member of the Group after that date, the date on which that company becomes a member of the Group;
- (iv) reflecting any variation in the amount of the issued share capital of the Company after the date of the Latest Balance Sheet (and any change in the consolidated reserves of the Group resulting from that variation);
- (v) reflecting any variation in the interest of the Company in any other member of the Group since the date of the Latest Balance Sheet (to be calculated on the assumption that the variation had occurred immediately before the Latest Balance Sheet date);
- (vi) excluding any amounts debited or credited to deferred tax which relates to the revaluation of any item which is excluded from the calculation;
- (vii) excluding any treasury shares of the Company;
- (viii) including the amount of any subordinated Financial Indebtedness owed by a member of the Group; and
- (ix) including any amount attributable to minority interests.

LLBG Calculation		31/12/2014
# 100		51.156 Geplaatst Kapital
#9910		80.721 Geconsolideerde reserves
#9911		15.322 Negatieve consolidatieverschillen
		147.199
		- 4280
#20		-1.045
#21		-7.129
#9920		-9.903
N/A		
N/A		
N/A		
N/A		
N/A		
N/A		
N/A		
N/A		
		561
		129.683

- 4280  
 125.403

<u>Vennootschappen</u>	EBIDTA 2014	Guarantor	
Les Trois Petit Fours	36.823,00		
Antwerp Bakkerij	2.260.298,00	2.260.298,00	
Brabomills NV	2.872.171,00	2.872.171,00	
Canmar	- 5.882,00		
Derkenne-Couline SA	3.876.538,00	3.876.538,00	
GFSC BVBA	- 4.746,00	- 4.746,00	
La Lorraine Tjsechië	12.967.305,00	12.967.305,00	
La Lorraine Slovakije	127.331,00		
La Lorraine NL (Dauphine NL)	2.142,00		
Deli	408.654,00		
Delta Piekarnie Polska	- 2.441,00		
Flanders Bakkerij NV	1.450.824,00	1.450.824,00	
Franz NV	60.833,00		
Ganda Molens	- 70.626,00		
La Lorraine NV	14.738.784,00	14.738.784,00	
La Lorraine Zweden	242.534,00		
La Lorraine Roemenië	1.756.414,00		
La Lorraine Turkije	- 69.364,00		
La Lorraine US	- 1.253,00		
Manshoven Vers NV	872.221,00	872.221,00	
La Lorraine Polen	12.440.558,00	12.440.558,00	
PanESCO Iberica	- 14.686,00		
Paverko	78.743,00		
Peters Transport NV	100.793,00		
PanESCO Europe NV	1.101.521,00	1.101.521,00	
Ukkelse Bakkerijen NV	86.341,00		
Vanelor NV	4.153.998,00	4.153.998,00	
La Lorraine Bakery Groep	12.958.147,00	12.958.147,00	
Woush LTD	- 51.500,00		
Totaal	72.372.475,00	69.687.619,00	96,29%