



Financial Statements of Barry Callebaut AG

Income Statement

for the fiscal year in thousands of CHF	2019/20	2018/19
Income		
Dividend income	100,000	101,300
License income	61,721	65,294
Management fees	45,040	44,513
Other finance income	1,645	2,260
Other operating income	118	1,113
Total income	208,524	214,480
Expenses		
Finance expense	(14,264)	(12,719)
Personnel expense	(47,680)	(68,689)
Other operating expense	(35,874)	(36,550)
Depreciation of property, plant and equipment	(721)	(539)
Amortization of intangible assets	(1,106)	(661)
Total expenses	(99,645)	(119,158)
Profit before taxes	108,879	95,322
Direct taxes	(1,180)	457
Net profit for the year	107,699	95,779

Available earnings

in thousands of CHF	2019/20	2018/19
Available earnings as of September 1,	1,475,805	1,511,488
Dividends to shareholders (gross)	(142,710)	(131,461)
Net profit	107,699	95,779
Available earnings as of August 31,	1,440,794	1,475,805

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Balance Sheet

Assets	2020	2019
as of August 31, in thousands of CHF		
Current assets		
Cash and cash equivalents	605	307
Other short-term receivables		
Other short-term receivables from third parties	411	357
Other short-term receivables from Group companies	27,802	36,403
Prepaid expenses and accrued income	159	702
Total current assets	28,977	37,769
Non-current assets		
Investments in Group companies	2,280,816	2,257,326
Property, plant and equipment	1,551	1,786
Intangible assets		
Trademarks	91	261
Patents/R&D Development projects	1,394	1,419
Other	269	764
Total non-current assets	2,284,121	2,261,556
Total assets	2,313,098	2,299,325
Liabilities and shareholders' equity		
as of August 31, in thousands of CHF		
Current liabilities		
Bank overdrafts	–	11
Other short-term payables		
to third parties	6,524	7,871
to Group companies	13,723	14,907
to shareholders	–	89
Short-term interest-bearing loans from Group companies	222,635	578,596
Short-term provisions	30,082	45,617
Accrued expenses and deferred income		
to third parties	14,352	17,843
to Group companies	1,827	276
to shareholders	117	67
Total current liabilities	289,260	665,277
Non-current liabilities		
Long-term interest-bearing loans from Group companies	580,600	152,000
Total non-current liabilities	580,600	152,000
Total liabilities	869,860	817,277
Shareholders' equity		
Share capital ¹	110	110
Legal capital reserves		
Reserves from capital contributions	39	39
Legal retained earnings		
General legal retained earnings	25,600	25,600
Voluntary retained earnings		
Available earnings		
Profit brought forward	1,333,095	1,380,026
Net profit for the year	107,699	95,779
Treasury shares	(23,305)	(19,506)
Total shareholders' equity	1,443,238	1,482,048
Total liabilities and shareholders' equity	2,313,098	2,299,325

1 The share capital as of August 31, 2020, consists of 5,488,858 fully paid-in shares at a nominal value of CHF 0.02 (prior year: 5,488,858 shares with a nominal value of CHF 0.02).

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Notes to the Financial Statements

1 Principles

1.1 General aspects

These financial statements have been prepared in accordance with the provisions of the Law on Accounting and Financial Reporting (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

Due to rounding, the figures presented in the tables may not add up precisely.

1.2 Investments

Investments are stated at historical costs less any allowance for impairment.

1.3 Treasury shares

Treasury shares are recognized at acquisition cost and deducted from shareholders' equity at the date of acquisition. In case of a resale of treasury shares, the gain or loss is recognized through the income statement as other finance income or finance expense.

1.4 Share-based payments

Should treasury shares be used for share-based payment programs for Board members and employees, the difference between the original acquisition costs and any consideration paid by the employees at grant date is recognized as personnel expenses.

1.5 Short-term interest-bearing loans

Short-term interest-bearing loans are recognized on the balance sheet at nominal value.

1.6 Long-term interest-bearing loans

Long-term interest-bearing loans are recognized on the balance sheet at nominal value.

1.7 Revenue recognition for Management fees and Licence income

Management fees and license income are recorded as revenue when realized.

1.8 Foregoing a cash flow statement and additional disclosures in the notes

As Barry Callebaut AG has prepared its Consolidated Financial Statements in accordance with International Financial Reporting Standards (IFRS), the Company elected to forego presenting additional information on interest-bearing loans and audit fees in the notes as well as a cash flow statement in accordance with the law.

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2 Information on balance sheet and income statement items

2.1 Prepaid expenses and accrued income

Short-term prepaid expenses and accrued income mainly consist of prepayments for licences, rents and leases.

2.2 Investments

as of August 31,					2020	2019
Name and domicile	Municipality of registration	Share capital		Purpose	Percentage of ownership ¹	
Barry Callebaut Belgium N.V., Belgium	Lebbeke-Wieze	EUR	61,521,544	Production, sales	100%	99.99%
Barry Callebaut Cocoa AG, Switzerland	Zurich	EUR	81,515	Production, sales	100%	100%
Barry Callebaut Decorations B.V., The Netherlands	Zundert	EUR	18,242	Production, sales	100%	100%
Barry Callebaut Management Services AG, Switzerland	Zurich	CHF	100,000	Management services	100%	100%
Barry Callebaut Manufacturing Halle B.V., Belgium	Halle	EUR	15,488,952	Production, sales	100%	100%
Barry Callebaut Nederland B.V., The Netherlands	Zundert	EUR	21,435,000	Sales	100%	100%
BC Nigeria Cocoa & Chocolate Limited, Nigeria	Lagos	NGN	10,000,000	Dormant	1%	1%
Barry Callebaut Schweiz AG, Switzerland	Dübendorf	CHF	4,600,000	Production, sales	100%	100%
Barry Callebaut Services N.V., Belgium	Lebbeke-Wieze	EUR	929,286,000	Centralized treasury, management services	100%	99.99%
Barry Callebaut Sourcing AG, Switzerland	Zurich	CHF	2,000,000	Sourcing	100%	100%
Cabosse Naturals N.V., Belgium	Halle	EUR	2,076,411	Research and Development	100%	99%
Cabosse Naturals Switzerland AG, Switzerland	Zurich	CHF	1,000,000	Research and Development	100%	100%
C.J. van Houten & Zoon Holding GmbH, Germany	Norderstedt	EUR	72,092,155	Holding	100%	100%
Tagungs- und Seminarzentrum Schloss Marbach GmbH, Germany	Öhningen	EUR	1,600,000	Conference and training center	100%	100%
Adis Holding Inc., Panama	Panama City	CHF	41,624,342	In liquidation	100%	100%

¹ Capital rights (percentage of ownership) correspond with voting rights.

Barry Callebaut AG controls all entities of the Barry Callebaut Group either directly or indirectly through the above listed companies. All subsidiaries are listed in Note 5.3 – “Group entities” to the Consolidated Financial Statements of Barry Callebaut AG.

2.3 Short-term interest-bearing loans from Group companies

as of August 31, in thousands of CHF	Maturity	Interest	2020	2019
Short-term loan from Group companies	20.09.2019	0.000%	–	578,500
Short-term loan from Group companies	21.09.2020	1.106%	222,600	–
Bank overdraft from Group companies	n/a	0.315%	35	96
Total			222,635	578,596

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2.4 Accrued expenses and deferred income

Accrued expenses and deferred income mainly consist of capital and income tax payables and accruals related to short-term incentives to employees.

2.5 Long-term interest-bearing loans from Group companies

as of August 31, in thousands of CHF	Maturity	Interest	2020	2019
Loan from Group companies	13.02.2027	1.455%	21,000	21,000
Loan from Group companies	13.02.2026	1.351%	11,000	11,000
Loan from Group companies	13.02.2027	1.495%	110,000	110,000
Loan from Group companies	13.02.2029	1.636%	10,000	10,000
Loan from Group companies	28.07.2025	1.685%	15,000	–
Loan from Group companies	28.07.2025	1.531%	36,500	–
Loan from Group companies	13.02.2026	1.426%	69,000	–
Loan from Group companies	13.02.2026	1.800%	115,000	–
Loan from Group companies	27.01.2027	1.639%	58,600	–
Loan from Group companies	27.01.2027	1.768%	5,000	–
Loan from Group companies	13.02.2027	1.605%	67,000	–
Loan from Group companies	27.07.2028	1.897%	49,500	–
Loan from Group companies	13.02.2029	2.299%	13,000	–
Total			580,600	152,000

2.6 Lease commitments

The future non-cancellable lease commitments are related to a new lease agreement entered during the fiscal year 2019/20.

for the fiscal year in thousands of CHF	2019/20
Future lease commitments	
within the next 5 years	5,680
more than 5 years	805
Total future lease commitments	6,485

2.7 Share capital and authorized capital

Share capital in the amount of CHF 109,777.16 consists of 5,488,858 registered shares at a par value of CHF 0.02 each.

2.8 Treasury shares

	Number of transactions	Lowest rate in CHF	Highest rate in CHF	Average rate of transaction in CHF	Quantity
Inventory as of September 1, 2018	–	–	–	–	11,661
Purchase	8	1,702	1,952	1,726	13,200
Allocations to management	2	–	–	1,784	(11,733)
Allocations to board members	1	–	–	–	(1,830)
Inventory as of August 31, 2019	–	–	–	–	11,298
Purchase	12	1,678	2,023	1,842	14,840
Allocations to management	2	–	–	1,727	(11,111)
Allocations to board members	1	–	–	–	(2,190)
Inventory as of August 31, 2020	–	–	–	–	12,837

As at balance sheet date, acquisition costs for directly held treasury shares amounted to CHF 23.3 million (previous year: CHF 19.5 million).



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2.9 Dividend income

In the reporting year, dividend income amounted to CHF 100 million (previous year: CHF 101.3 million). The amount in this year was fully related to the dividend distributed by Barry Callebaut Sourcing AG, Switzerland for fiscal year 2018/19.

2.10 Other finance income

Other finance income consists mostly of foreign exchange and hedging gains.

2.11 License income

License income contains royalties from Group companies that are related to the usage of brands and trademarks.

2.12 Management fees

Barry Callebaut AG provides a wide variety of business support services for the benefit of its Group companies, such as management support services, information management services (i.e. information-technology-related services), accounting and finance, human resources, consulting, tax and legal service.

2.13 Finance expense

for the fiscal year in thousands of CHF	2019/20	2018/19
Bank interest and charges	36	109
Interest to Group companies	9,020	4,180
Foreign exchange losses	5,208	8,430
Total	14,264	12,719

2.14 Other operating expense

for the fiscal year in thousands of CHF	2019/20	2018/19
Fees lawyers and consulting	10,885	11,109
Other expenses third parties	7,531	8,689
Assistance fees related parties	250	817
Assistance fees Group companies	17,208	15,935
Total	35,874	36,550

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3 Other information

3.1 Full-time equivalents

In line with prior fiscal year, the average number of employees (full-time equivalents) of Barry Callebaut AG exceeded 50, but did not exceed 250.

3.2 Liens, guarantees and pledges in favor of third parties

- The Company is a co-debtor for bank loans of max. EUR 1,000 million (CHF 1,075.52 million; 2018/19: CHF 816.9 million) obtained by Barry Callebaut Services N.V., Belgium, on March 24, 2020, whereof the maximal liability is limited to the freely distributable retained earnings (CHF 1,417.5 million less 35% withholding tax).
- The Company is also a co-debtor to the Senior Notes of USD 400 million (CHF 361.52 million; 2018/19: CHF 394 million) issued by Barry Callebaut Services N.V., Belgium, on June 20, 2013, to the Senior Notes of EUR 450 million (CHF 483.99 million; 2018/19: CHF 490.2 million) issued by Barry Callebaut Services N.V., Belgium, on May 24, 2016, to the Schuldscheindarlehen of EUR 467 million (CHF 502.27 million) and CHF 152 million disbursed by Barry Callebaut Services N.V., Belgium, on February 13, 2019, to a private placement of EUR 60 million (CHF 64.53 million) disbursed by Barry Callebaut Services N.V., Belgium, on May 27, 2020, as well as to the Schuldscheindarlehen of EUR 402.5 million (CHF 432.90 million) and CHF 20 million disbursed by Barry Callebaut Services N.V., Belgium, on July 27, 2020. The maximal liability is limited to the freely distributable retained earnings (CHF 1,417.5 million less 35% withholding tax).
- The Company issued several guarantees for various credit facilities granted to direct and indirect subsidiaries for an amount of up to CHF 1,288.5 million (2018/19: CHF 1,323.4 million).

3.3 Contingent liabilities

Until December 31, 2015, the Swiss Barry Callebaut entities formed a VAT subgroup. As long as respective period has not been closed by VAT authorities, liabilities among subgroup participants are still possible.

3.4 Significant shareholders

The following shareholders hold a participation of more than 3% of the issued share capital of the Group's ultimate parent Barry Callebaut AG:

as of August 31,	2020	2019
Jacobs Holding AG	40.1%	50.1%
Renata Jacobs	5.0%	5.0%
BlackRock, Inc. ¹	3.1%	3.1%
Invesco Ltd.	n/a	3.0%

¹ Based on notifications through the electronic publication platform of the SIX Swiss Exchange.

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3.5 Shareholdings of the Board of Directors and the Executive Committee

Shareholdings of the Board of Directors

Number of shares as of August 31,		2020	2019
Name	Function		
Patrick De Maeseneire	Chairman	1,750	1,250
Markus R. Neuhaus	Vice Chairman; Chairman of the AFRQCC	256	–
Fernando Aguirre	Member of the NCC	820	640
Jakob Baer	Vice Chairman and Chairman of the AFRQCC (until December 11, 2019)	n/a	1,580
Suja Chandrasekaran	Member of the NCC	180	–
Nicolas Jacobs ¹	Member of the AFRQCC	18,426	33,246
Elio Leoni Sceti	Member of the NCC	360	180
Timothy Mingos	Chairman of the NCC; member of the AFRQCC	1,215	1,035
Juergen Steinemann	Member of the NCC (until December 11, 2019)	n/a	13,505
Angela Wei Dong	Member of the AFRQCC	180	–
Total shares held by Board of Directors		23,187	51,436

1 Excluding the 40.1% participation held by Jacobs Holding AG (see Note 3.4 “Significant shareholders”).

Shareholdings of the Executive Committee

Number of shares as of August 31,		2020	2019
Name	Function		
Antoine de Saint-Affrique	Chief Executive Officer	5,394	3,385
Peter Boone	CEO & President Americas	100	300
Ben De Schryver	President APAC	150	33
Olivier Delaunay	Chief Operations Officer (as from September 1, 2019)	144	n/a
Isabelle Esser	Chief Human Resources Officer	29	n/a
Andrew Fleming	Co-President EMEA (as from May 1, 2020)	163	–
Massimo Garavaglia	President EMEA (until April 30, 2020)	n/a	2,500
Pablo Perversi	Chief Innovation, Sustainability & Quality Officer; Global Head of Gourmet	311	311
Dirk Poelman	Chief Operations Officer (until August 31, 2019)	n/a	2,028
Steven Retzlaff	President Global Cocoa	2,054	2,000
Remco Steenbergen	Chief Financial Officer	437	281
Rogier van Slijter	Co-President EMEA (as from May 1, 2020)	–	n/a
Total shares held by Executive Committee		8,782	10,838

3.6 Shares granted to the Board of Directors and employees

	2019/20	2019/20	2018/19	2018/19
	Quantity	Value (CHF)	Quantity	Value (CHF)
Granted to members of the Board	1,830	3,658,170	2,190	3,534,660
Granted to employees ¹ of Barry Callebaut AG and subsidiaries	5,439	11,698,106	7,056	12,547,866

1 Employees include all participants in the share plan of the Group including employees on the payroll of subsidiaries of which Barry Callebaut AG is the ultimate parent.



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3.7 Significant events after the balance sheet date

There are no significant events that would require any modification of the value of the assets and liabilities or additional disclosures after the balance sheet date.

3.8 Proposed appropriation of available earnings

in thousands of CHF	
Balance carried forward as of September 1, 2019	1,475,805
Dividend to shareholders (gross)	(142,710)
Net income	107,699
Voluntary retained earnings as of August 31, 2020	1,440,794
Treasury shares	(23,305)
Available retained earnings as of August 31, 2020	1,417,489
Proposed appropriation of available earnings by the Board of Directors	
Dividend of CHF 22.00 per share	(120,755)
Balance carryforward	1,296,734

The Board of Directors proposes to the 2020 Annual General Meeting a dividend of CHF 22.00 per share.

The dividend is expected to be paid on or around January 7, 2021.