

# Condensed Consolidated Interim Financial Statements

31 March 2013



# **CONTENTS**

1	The Board of Directors' and CEO's Report	2
2	Condensed Consolidated Statement of Comprehensive Income	3
3	Condensed Consolidated Statement of Financial Position	4
4	Condensed Consolidated Statement of Changes in Equity	5
5	Condensed Consolidated Statement of Cash Flows	6
6	Notes to the Condensed Consolidated Financial Statements	7



#### 1 The Board of Directors' and CEO's Report

According to our best knowledge it is our opinion that the condensed consolidated interim information gives a true and fair view of the consolidated financial performance of the Company for the three-month period ended 31 March 2013, its assets, liabilities and consolidated financial position as at 31 March 2013 and its consolidated cash flows for the three-month period ended 31 March 2013.

Further, in our opinion the condensed consolidated financial interim information and the endorsement of the Board of Directors and the CEO give a fair view of the development and performance of the Group's operations and its position and describe the principal risks and uncertainties faced by the Group.

The Board of Directors and the CEO have today discussed the condensed consolidated interim financial information of Marel hf. for the three-month period ended 31 March 2013 and confirm these by means of their signatures.

Garðabær, 22 April 2013

**Board of Directors** 

Árni Oddur Þórðarson Ásthildur Margrét Otharsdóttir Arnar Þór Másson Ann Elizabeth Savage Helgi Magnússon Margrét Jónsdóttir Theo Bruinsma

Chief Executive Officer

Theo G.M. Hoen



# 2 Condensed Consolidated Statement of Comprehensive Income

		YTD 2013	YTD 2012
	Notes		
Revenues	5	158,028	184,864
Cost of sales		(100,519)	(116,872)
Gross profit	_	57,509	67,992
Selling and marketing expenses		(24,072)	(21,913)
Research and development expenses		(11,197)	(10,045)
Administrative expenses		(11,911)	(14,656)
Other operating income (expenses)	6 _	2	(258)
Result from operations		10,331	21,119
Finance costs	7	(3,815)	(4,689)
Finance income	7	72	582
Net finance costs	7	(3,743)	(4,107)
Result before income tax		6,588	17,012
Income tax	8	(866)	(3,944)
Profit for the period		5,722	13,068
Other Comprehensive Income  Currency translation differences		(214)	128
Cash flow hedges		487	360
Income tax relating to cash flow hedges		(121)	(90)
Other comprehensive income for the period, net of tax	_	152	398
Total comprehensive income for the period	_	5,874	13,466
	_		
Profit attributable to:			
Shareholders of the Company	_	5,722	13,068
	_	5,722	13,068
Comprehensive income attributable to:			
Shareholders of the Company		5,874	13,466
	_	5,874	13,466
Earnings per share for result attributable to equity holders of the company during the period (expressed in EUR cent per share):			
- basic	9	0.78	1.80
- diluted	9	0.77	1.78
Earnings per share for total comprehensive income attributable to equity holders			
of the company during the period (expressed in EUR cent per share):			
- basic		0.80	1.85
- diluted		0.79	1.83

The notes on pages 7 - 14 are an integral part of the Condensed Consolidated Interim Financial Statements



## 3 Condensed Consolidated Statement of Financial Position

ASSETS	Notes	31/03 2013	31/12 2012
Non-current assets			
Property, plant and equipment	10	107,491	108,034
Goodwill	11	380,328	379,984
Other intangible assets	11	115,189	112,779
Trade receivables	12	1,218	2,584
Deferred income tax assets	13 _	8,487 612,713	7,988 611,369
Current assets		012,710	011,000
Inventories	14	102,498	99,178
Production contracts		39,528	40,163
Trade receivables		79,391	70,816
Other receivables and prepayments		33,513	27,657
Cash and cash equivalents		14,726	15,945
·	_	269,656	253,759
Total assets		882,369	865,128
	=	002,000	000,120
EQUITY			
Capital and reserves attributable to equity holders of Marel hf.			
Share capital	15	6,700	6,691
Share premium	15	317,797	317,178
Reserves		(7,487)	(7,639)
Retained earnings	_	86,204	87,518
Total equity		403,214	403,748
LIABILITIES			
Non-current liabilities			
Borrowings	16	234,650	239,747
Deferred income tax liabilities	13	11,304	11,194
Provisions	17	4,948	4,941
Derivative financial instruments	_	10,328	10,815
Current liabilities		261,230	266,697
Production Contracts		54,909	43,847
		136,474	43,647 125,417
Trade and other payables  Current income tax liabilities		4,320	3,090
Borrowings	16	4,320 19,416	19,440
Provisions	10	2,806	2,889
I IUVISIUIS	_	217,925	194,683
		211,320	194,000
Total liabilities		479,155	461,380
Total equity and liabilities	=	882,369	865,128

The notes on pages 7 - 14 are an integral part of the Condensed Consolidated Interim Financial Statements



# 4 Condensed Consolidated Statement of Changes in Equity

	Attributable to equity holders of the Company					
		Share	Hedge	Translation	Retained	
	Share Capital	premium *)	reserve	reserve	earnings	Total equity
Balance at 1 January 2012	6,667	317,100	(9,314)	702	58,316	373,471
Profit for the period  Total other comprehensive income			270	128	13,068	13,068 398
Employee share option scheme: Treasury shares purchased Treasury shares sold	(28) 5	(2,551) 280				(2,579) 285
Treasury shares, transaction costs		(8)			(6,900)	(8) (6,900)
Value of services provided  Value of services provided released		120 (39)			39	159 (39)
	(23)	(2,198)	270	128	6,207	4,384
Balance at 31 March 2012	6,644	314,902	(9,044)	830	64,523	377,855
Profit for the period  Total other comprehensive income			932	(357)	22,541	22,541 575
Employee share option scheme: Treasury shares purchased	(10)	(993)				(1,003)
Treasury shares sold  Treasury shares, transaction costs	57	3,345 (2)				3,402 (2)
Value of services provided		462				462
Value of services provided released	47	(536) 2,276	932	(357)	454 22,995	(82) 25,893
Balance at 31 December 2012	6,691	317,178	(8,112)	473	87,518	403,748
Profit for the period					5,722	5,722
Total other comprehensive income			366	(214)		152
Dividends declared					(7,105)	(7,105)
Treasury shares sold  Value of services provided	9	535 84			69	544 153
	9	619	366	(214)	(1,314)	(534)
Balance at 31 March 2013	6,700	317,797	(7,746)	259	86,204	403,214

<sup>\*)</sup> Includes reserve for share based payments as per 31 March 2013 of EUR 1,700 (31 December 2012: EUR 1,617).

#### **Dividends**

In March 2013 a dividend of EUR 7,105 (EUR 0.97 cent per share) was declared (2012: EUR 6,900 or 0.95 cent per share). The declared dividend over 2012 is paid in Q2 2013.

The notes on pages 7 - 14 are an integral part of the Condensed Consolidated Interim Financial Statements



## 5 Condensed Consolidated Statement of Cash Flows

Cash flows from operating activities         10,331         21,119           Result from operations to reconcile result from operations to net cash provided by operating activities:         10         2,434         2,440           Depreciation and impairment of property, plant and equipment         11         4,092         3,840         66         60		Notes	YTD 2013	YTD 2012
Adjustments to reconcile result from operations to net cash provided by operating activities         1         2,434         2,440           Depreciation and impairment of property, plant and equipment         11         4,992         3,840           Amordisation and impairment of intangible assets         11         4,992         3,840           Changes in non current receivables         18,218         27,645           Working capital:         18,218         27,645           Inventories and production contracts         9,190         (1,568)           Inventories and production contracts         9,190         (1,568)           Inventories and other receivables         4,008         3,984           Provisions         10,33         591           Changes in operating assets and liabilities         (983)         (14,178)           Changes in operating assets and liabilities         17,235         13,509           Income tax paid         478         22           Income tax paid         478         22           Interest and finance costs paid         4,323         3,935           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Interest received         7         6 <td>Cash flows from operating activities</td> <td></td> <td></td> <td></td>	Cash flows from operating activities			
Depreciation and impairment of property, plant and equipment         10         2.434         2.440           Amontisation and impairment of intengible assets         11         4.092         3.840           Gain on sale of property, plant and equipment         (26)         (60)           Working capital provided by operating activities         3.919         (1,568)           Changes in working capital:         9,190         (1,568)           Trade and other receivables         4,008         3,948           Provisions and production contracts         4,008         3,948           Trade and other receivables         4,008         3,948           Trade and other payables         4,008         3,948           Provisions         1,033         591           Changes in operating assets and liabilities         1,235         13,309           Cash generated from operating activities         1,235         13,309           Income tax paid         4,323         1,339         1,596           Interest and finance costs paid         4,323         1,339         9,596           Cash flows from Investing activities         7         76         76         76           Interest received         7         76         86           Purchase of property, plant	Result from operations		10,331	21,119
Amortisation and impairment of intangible assets         11         4,092         3,840           Gain on sale of property, plant and equipment         (26)         (60)           Changes in non current receivables         1,387         306           Working capital provided by operating activities         18,218         27,645           Changes in working capital:         1,140         (17,148)           Inventories and production contracts         (14,078)         (17,143)           Trade and other receivables         (103)         591           Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         4,323         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         5           Interest received         76         5           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, pl	Adjustments to reconcile result from operations to net cash provided by operating activities:			
Gain on sale of property, plant and equipment         (26)         (60)           Changes in non current receivables         13,387         306           Working capital provided by operating activities         18,218         27,645           Changes in working capital:         1         17,268         17,268           Inventories and production contracts         9,190         (1,568)         17,268         17,216         17,216         17,216         3,984         17,216         17,216         17,216         17,216         17,216         17,216         17,216         13,398         1993         (14,136)         591         17,216         13,390         591         12,309         19,309         11,4136         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,390         19,509         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,609         13,60	Depreciation and impairment of property, plant and equipment	. 10	2,434	2,440
Gain on sale of property, plant and equipment         (26) (60) (20) (20) (20) (20) (20) (20) (20) (2	Amortisation and impairment of intangible assets	. 11	4,092	3,840
Changes in non current receivables         1,387         306           Working capital provided by operating activities         18,218         27,645           Changes in working capital: Inventories and production contracts         9,190         (1,568)           Trade and other receivables         (14,078)         (17,143)           Trade and other payables         4008         3,984           Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         7,201         (7,184)           Cash flows from financing activities         2,257           Proc	· · · · · · · · · · · · · · · · · · ·		(26)	(60)
Working capital provided by operating activities         18,218         27,645           Changes in working capital: Inventories and production contracts         9,190         (1,568)           Trade and other receivables         (14,078)         (17,143)           Trade and other payables         4,008         3,984           Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Income tax paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Interest received         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         7         (2,587)           Purchase of treasury shares         544         285           Sale of treasury shares         544			1,387	306
Inventories and production contracts         9,190         (1,568)           Trade and other receivables         (14,078)         (17,143)           Trade and other payables         4,008         3,984           Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         -         (2,587)           Sale of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         -         6,020 <td>· ·</td> <td></td> <td></td> <td>27,645</td>	· ·			27,645
Trade and other receivables         (14,078)         (17,143)           Trade and other payables         4,008         3,984           Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Increst and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         7(7,201)         (7,184)           Cash flows from financing activities         233         813           Net cash used in financing activities         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         (13,614)	Changes in working capital:			
Trade and other payables         4,008         3,984           Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         7(7,201)         (7,184)           Cash flows from financing activities         2         233         813           Net cash used in results plant and equipment         4         285           Purchase of treasury shares         544         285           Proceeds from borrowings         (13,614)         (7,724)           Dividends paid         6 <td>Inventories and production contracts</td> <td></td> <td>9,190</td> <td>(1,568)</td>	Inventories and production contracts		9,190	(1,568)
Provisions         (103)         591           Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         478         22           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Interest received         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         7,201         (7,184)           Cash flows from financing activities         5         4         285           Purchase of treasury shares         5         4         285           Sale of treasury shares         5         4         285           Sale of treasury shares         5         4         285           Sepayments of borrowings         4,909         15,168           Repayments of borrowings         6	Trade and other receivables		(14,078)	(17,143)
Changes in operating assets and liabilities         (983)         (14,136)           Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         -         (2,587)           Purchase of treasury shares         -         (2,587)           Sale of treasury shares         -         (2,587)           Sale of treasury shares         -         (2,587)           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         4,909         15,168           Repayments of borrowings         6         6           Net cash used in financing activities         (8,161)         (872	Trade and other payables		4,008	3,984
Cash generated from operating activities         17,235         13,509           Income tax paid         478         22           Interest and finance costs paid         (4,323)         (3,335)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities           Interest received         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         -         (2,587)           Sale of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         (13,614)         (7,724)           Dividends paid         -         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net c	Provisions		(103)	591
Income tax paid         478         22           Interest and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities           Interest received         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         7,201         (7,184)           Cash flows from financing activities         544         285           Purchase of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         (13,614)         (7,724)           Dividends paid         2         6           Other changes         6         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Net cash at beginning of	Changes in operating assets and liabilities		(983)	(14,136)
Interest and finance costs paid         (4,323)         (3,935)           Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         -         (2,587)           Sale of treasury shares         -         (2,587)           Sale of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         4,909         15,168           Repayments of borrowings         (13,614)         (7,724)           Dividends paid         -         6           Other changes         -         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)	Cash generated from operating activities		17,235	13,509
Net cash from operating activities         13,390         9,596           Cash flows from Investing activities         76         56           Interest received         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         -         (2,587)           Sale of treasury shares         -         (2,587)           Sale of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         (13,614)         (7,724)           Dividends paid         -         (6,020)           Other changes         -         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net cash at beginning of the period         15,945         30,934	Income tax paid		478	22
Cash flows from Investing activities         Interest received       76       56         Purchase of property, plant and equipment       (1,523)       (2,231)         Investments in intangibles       (5,987)       (5,822)         Proceeds from sale of property, plant and equipment       233       813         Net cash used in investing activities       (7,201)       (7,184)         Cash flows from financing activities       -       (2,587)         Purchase of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Interest and finance costs paid		(4,323)	(3,935)
Interest received         76         56           Purchase of property, plant and equipment         (1,523)         (2,231)           Investments in intangibles         (5,987)         (5,822)           Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities         -         (2,587)           Sale of treasury shares         -         (2,587)           Sale of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         (13,614)         (7,724)           Dividends paid         -         (6,020)           Other changes         -         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net cash at beginning of the period         15,945         30,934	Net cash from operating activities	_	13,390	9,596
Purchase of property, plant and equipment       (1,523)       (2,231)         Investments in intangibles       (5,987)       (5,822)         Proceeds from sale of property, plant and equipment       233       813         Net cash used in investing activities       (7,201)       (7,184)         Cash flows from financing activities         Purchase of treasury shares       -       (2,587)         Sale of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Cash flows from Investing activities			
Investments in intangibles       (5,987)       (5,822)         Proceeds from sale of property, plant and equipment       233       813         Net cash used in investing activities       (7,201)       (7,184)         Cash flows from financing activities       -       (2,587)         Sale of treasury shares       -       (2,587)         Sale of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934			_	56
Proceeds from sale of property, plant and equipment         233         813           Net cash used in investing activities         (7,201)         (7,184)           Cash flows from financing activities           Purchase of treasury shares         -         (2,587)           Sale of treasury shares         544         285           Proceeds from borrowings         4,909         15,168           Repayments of borrowings         (13,614)         (7,724)           Dividends paid         -         (6,020)           Other changes         -         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net cash at beginning of the period         15,945         30,934				,
Net cash used in investing activities       (7,201)       (7,184)         Cash flows from financing activities         Purchase of treasury shares       -       (2,587)         Sale of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	<u> </u>		(5,987)	(5,822)
Cash flows from financing activities         Purchase of treasury shares       -       (2,587)         Sale of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Proceeds from sale of property, plant and equipment	·	233	813
Purchase of treasury shares       -       (2,587)         Sale of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Net cash used in investing activities		(7,201)	(7,184)
Sale of treasury shares       544       285         Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Cash flows from financing activities			
Proceeds from borrowings       4,909       15,168         Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Purchase of treasury shares		-	(2,587)
Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Sale of treasury shares		544	285
Repayments of borrowings       (13,614)       (7,724)         Dividends paid       -       (6,020)         Other changes       -       6         Net cash used in financing activities       (8,161)       (872)         Net (decrease) / increase in net cash       (1,972)       1,540         Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934	Proceeds from borrowings		4.909	15.168
Dividends paid         - (6,020)           Other changes         - 6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net cash at beginning of the period         15,945         30,934	Repayments of borrowings		(13,614)	(7,724)
Other changes         -         6           Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net cash at beginning of the period         15,945         30,934	, ,			
Net cash used in financing activities         (8,161)         (872)           Net (decrease) / increase in net cash         (1,972)         1,540           Exchange gains / (losses) on net cash         753         (257)           Net cash at beginning of the period         15,945         30,934	Other changes		-	
Exchange gains / (losses) on net cash       753       (257)         Net cash at beginning of the period       15,945       30,934		_	(8,161)	
Net cash at beginning of the period	Net (decrease) / increase in net cash		(1,972)	1,540
Net cash at beginning of the period	Exchange gains / (losses) on net cash		753	(257)
	Net cash at beginning of the period		15,945	
Net cash at end of the period 14,726 32,217	Net cash at end of the period	_	14,726	32,217



#### 6 Notes to the Condensed Consolidated Financial Statements

#### 1. General information

Marel hf. (the Company) is a limited liability company incorporated and domiciled in Iceland. The Company has its listing on the Nasdaq OMX Iceland.

These condensed consolidated interim financial statements have been approved for issue by the board of directors on 22 April 2013. The information included herein is not audited.

All amounts are in thousands of EUR, unless otherwise stated.

#### 2. Basis of preparation

These condensed consolidated interim financial statements of the Company and its subsidiaries (the Group) are for the three months ended 31 March 2013. These have been prepared in accordance with IAS 34 as adopted by the EU. The condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2012. The consolidated financial statements for the Group as for the period ended 31 December 2012 are available upon request from the Company's registered office at Austurhraun 9, Gardabær or at www.marel.com.

#### 3. Accounting policies

The accounting policies adopted are consistent with those of the annual consolidated financial statements for the year ended 31 December 2012, as described in the annual Financial Statements for the year ended 31 December 2012.

#### 4. Financial risk management

The company's policy is to finance its operations in its revenue currencies. More than 99% of Marel's revenues originate outside of Iceland and there is a good currency balance between the company's revenues and costs. Efforts have been made to systematically reduce currency risk in the company's financing and to reduce interest cost.



#### 5. Segment information

#### **Operating segments**

The segments comprise the industries, which form the basis for managerial decision taking.

Results are monitored and managed at the level of the identified operating segments, up to the result from operations. Decisions on Tax and Financing structures are taken on corporate level therefore no financial income and expenses nor tax are allocated to operating segments. The measure of profit or loss per operating segment is provided as result from operations; finance costs and taxes are reported in the column Total.

Intercompany transactions are entered into under at arm's length terms and conditions comparable to those available to unrelated parties. Information on liabilities per operating segment is not provided to the chief operating decision maker and as such not included in this disclosure.

The 'Others' segment includes any business to customers outside the core industries as well as the holding companies (excluding goodwill, which is allocated to the operating segments).

#### The segment information for the period ended 31 March 2013 is as follows:

	Poultry	Fish	Meat	Further Processing	Others	Total
Third Party Revenues	77,185	26,807	25,769	25,204	3,063	158,028
Result from operations Finance costs- net	9,711	160	(1,285)	1,382	363	10,331 (3,743)
Result before income tax Income tax  Profit (loss) for the period					 	6,588 (866) 5,722
Assets  Depreciation and amortisation	522,064 (2,196)	113,253 (984)	105,255 (929)	108,972 (1,631)	32,825 (786)	882,369 (6,526)

#### The segment information for the period ended 31 March 2012 is as follows\*):

	Poultry	Fish	Meat	Further Processing	Others	Total
Third Party revenues	104,766	28,834	24,696	22,800	3,768	184,864
Result from operations Finance costs- net	16,371	3,330	(749)	1,676	491	21,119 (4,107)
Result before income tax Income tax Profit (loss) for the period					- -	17,012 (3,944) 13,068
Assets*)  Depreciation and amortisation	560,632 (2,326)	106,907 (991)	100,404 (940)	100,427 (1,478)	44,280 (545)	912,650 (6,280)

<sup>&</sup>lt;sup>\*)</sup> The assets of 2012 have been restated to enable comparison to the 2013 numbers. In 2013 we allocated the goodwill to the operating segments, which was formerly included in the 'Others' segment



### 6. Other operating income (expenses)

No extraordinary events took place in the first quarter of 2013.

#### 7. Net finance costs

	YTD 2013	YTD 2012
Finance costs:		
Interest on borrowings	(3,164)	(3,973)
Interest on finance leases	(2)	(20)
Other finance expenses	(627)	(697)
Net foreign exchange transaction losses	(22)	-
Subtotal Finance costs	(3,815)	(4,689)
Finance income:		
Interest income	72	193
Net foreign exchange transaction gains		390
Subtotal Finance income	72	582
Net Finance costs	(3,743)	(4,107)

#### 8. Income tax

	YTD 2013	YTD 2012
Current tax	(1,226)	(1,254)
Deferred tax	360	(2,690)
	(866)	(3,944)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

Reconciliation of effective income tax	YTD	2013	YTD 2012	
		%		%
Result before income tax	6,588		17,012	
Income tax using Iceland rate	(1,318)	20.0	(3,403)	20.0
Effect tax rates in other jurisdictions	(683)	10.4	(930)	5.5
Weighted average applicable tax	(2,001)	30.4	(4,333)	25.5
Fx effect Iceland	361	(5.5)	(111)	0.7
R&D tax incentives	757	(11.5)	517	(3.0)
Permanent differences	121	(1.8)	63	(0.4)
Tax losses (un)recognised	(211)	3.2	(68)	0.4
Effect of tax rate changes	0	0.0	(45)	0.3
Others	107	(1.6)	33	(0.2)
Tax charge included in the profit for the period	(866)	13.2	(3,944)	23.2



#### 9. Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to share holders by the weighted average number of ordinary shares in issue during the period, excluding ordinary shares purchased by the Company and held as treasury shares.

	1 1 D 2013	1102012
Net profit attributable to share holders	5,722	13,068
Weighted average number of outstanding shares in issue (thousands)	731,847	727,229
Basic earnings per share (EUR cent per share)	0.78	1.80

The diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options. For the share options a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	YTD 2013	YTD 2012
Net profit used to determine diluted earnings per share	5,722	13,068
Weighted average number of outstanding shares in issue (thousands)	731,847	727,229
Adjustments for share options (thousands)	7,731	8,262
Weighted average number of outstanding shares for diluted earnings per share (thousands)	739,578	735,491
Diluted earnings per share (EUR cent)	0.77	1.78

#### 10. Property, plant and equipment

Land & Plant & Vehicles & buildings machinery equipment	Total
	lotai
At 1 January 2013	
•	3.237
-, -	, -
·	<u>,203)</u>
Net book amount	3,034
Three months ended 31 March 2013	
Opening net book amount	3,034
Exchange differences	401
	.523
Disposals (33)	(33)
	.434)
	,491
	<del></del>
At 31 March 2013	
Cost	,875
	,384)
	,491
YTD 2013 YTD	2012
Additions	2,231
Disposals(33)	(193)



Depreciation of property, plant and equipment analyses as follows in the Condensed Consolidated Statement of Comprehensive income:

	YTD 2013	YTD 2012
Cost of sales	1,481	1,571
Selling and marketing expenses	219	181
Research and development expenses	113	80
Administrative expenses	621	608
	2,434	2,440

#### 11. Intangible assets

	Goodwill	Developm. costs	Patents & Trade name	Other Intangibles	Total other Intangibles
At 1 January 2013					
Cost	379,984	103,575	50,985	19,187	173,747
Accumulated depreciation	0	(38,143)	(16,051)	(6,774)	(60,968)
Net book amount	379,984	65,432	34,934	12,413	112,779
Three months ended 31 March 2013					
Opening net book amount	379,984	65,432	34,934	12,413	112,779
Exchange differences	344	29	653	9	691
Additions	-	5,006	-	981	5,987
Disposals	-	-	-	(176)	(176)
Amortisation charge	-	(2,635)	(850)	(607)	(4,092)
Closing net book amount	380,328	67,832	34,737	12,620	115,189
At 31 March 2013					
Cost	380,328	108,573	51,977	20,007	180,557
Accumulated amortisation		(40,741)	(17,240)	(7,387)	(65,368)
Net book amount	380,328	67,832	34,737	12,620	115,189

Amortization of intangible assets analyses as follows in the Condensed Consolidated Statement of Comprehensive income:

	YTD 2013	YTD 2012
Cost of sales	25	18
Selling and marketing expenses	87	87
Research and development expenses	2,910	2,827
Administrative expenses	1,070	908
	4,092	3,840

#### Impairment of Goodwill

The Group has tested end 2012 whether goodwill has suffered any impairment. At the closing of Q1 2013, there are no reasons to deviate from the conclusions taken at year-end.

#### 12. Trade receivables (non-current)

The vendor loans of EUR 2 million in relation to the divestment of Stork Food & Dairy Systems, which were reported in the Non-Current receivables as per 31 December 2012, have become current and are now included in Other receivables and prepayments.



#### 13. Deferred income tax

Deferred income taxes are calculated in full on temporary differences under the liability method. The gross movement on the deferred income tax account is as follows:

At 1 January 2013	(3,206)
Exchange differences and changes within the Group	149
Consolidated Statement of Comprehensive Income charge (excluding rate change)	360
Hedge reserve & translation reserve directly booked through equity	(121)
Others	1_
Three months ended 31 March 2013	(2,817)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated Statement of Financial Position:

	31/03 2013	31/12 2012
Deferred tax assets	8,487	7,988
Deferred tax Iliabilities	(11,304)	(11,194)
	(2,817)	(3,206)

#### 14. Inventories

There were no material reversals of write-downs to fair value. Any write-downs concluded from a recoverability analysis are recognized in Cost of sales.

#### 15. Equity

Share capital	Ordinary shares	Treasury shares	Number of shares (thousands)
At 1 January 2012	735,569	(6,725)	728,844
Treasury shares - purchased	-	(3,000)	(3,000)
Treasury shares - sold	-	500	500
At 31 March 2012	735,569	(9,225)	726,344
Treasury shares - purchased	-	(1,070)	(1,070)
Treasury shares - sold		6,166	6,166
At 1 January 2013	735,569	(4,129)	731,440
Treasury shares - sold		988	988
At 31 March 2013	735,569	(3,141)	732,428
Class of share capital: Nominal value			6,700
Share premium			316,097
Reserve for share based payments			1,700
Total share premium reserve			317,797

The total authorized number of ordinary shares is 735.6 million shares (2012: 735.6 million shares) with a par value of ISK 1 per share. All issued shares are fully paid.



#### 16. Borrowings

Non-current:  Bank borrowings  Finance lease liabilities				31/03 2013 234,592 58 234,650	31/12 2012 239,572 175 239,747
Current: Bank borrowings excluding bank overdrafts				19,232	19,244
Finance lease liabilities				184	196
				19,416	19,440
Total borrowings				254,066	259,187
	Finance lease liabilities	Capatilised finance charges	Other borrowings	Total 31/03 2013	Total 31/12 2012
Liabilities in DKK	59	-	8,757	8,816	8,998
Liabilities in EUR	9	(3,756)	145,000	141,253	149,494
Liabilities in USD	115	(1,507)	105,330	103,938	100,628
Liabilities in other currencies	59	-	-	59	67
	242	(5,263)	259,087	254,066	259,187
Current matures	(184)	1,403	(20,635)	(19,416)	(19,440)
	58	(3,860)	238,452	234,650	239,747

#### 17. Provisions

In 2013 the provision for early retirement rights has increased with an amount of EUR 274.

### 18. Contingencies

At 31 March 2013 the Group had contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities will arise. In the ordinary course of business the Group has given guarantees amounting to EUR 18,014 (31 December 2012: EUR 15,882) to third parties.

#### 19. Related party transactions

At the end of March 2013, there are no loans to directors (31 December 2012: EUR nil).



## 20. Quarterly results

	Q1 2013	Q4 2012	Q3 2012	Q2 2012	Q1 2012
Revenues  Cost of sales	158,028 (100,519)	178,363 (118,277)	164,264 (105,393)	186,469 (124,192)	184,864 (116,872)
Gross profit	57,509	60,086	58,871	62,277	67,992
Selling and marketing expenses	(24,072) (11,197) (11,911)	(23,100) (9,943) (14,061)	(21,440) (10,638) (12,547)	(23,666) (10,940) (15,681)	(21,913) (10,045) (14,656)
Other operating income (expenses)	, ,	650 13,632	(127) 14,119	220 12,210	(258) 21,119
Finance costs	(3,815) 72 (3,743)	(5,271) (6) (5,278)	(4,303) (264) (4,567)	(4,103) 24 (4,079)	(4,689) 582 (4,107)
Result before income tax	6,588	8,354	9,552	8,131	17,012
Income taxProfit for the period	(866) 5,722	(1,211) 7,143	(1,144) 8,408	(1,143) 6,988	(3,944) 13,068
Profit before deprec. & amortisation (EBITDA)	16,858	19,527	20,465	18,570	27,401