(A free translation of the original in Portuguese)

Coromandel Brasil Ltda.

Financial statements at
December 31, 2014
and independent auditor's report

(A free translation of the original in Portuguese)

Independent auditor's report

To the Management and Quotaholders
Coromandel Brasil Ltda.

We have audited the accompanying financial statements of Coromandel Brasil Ltda. ("Company"), which comprise the balance sheet as at December 31, 2014 and the statements of operations, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting practices adopted in Brazil, 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Brazilian and International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers, Rua Riachuelo, 460 5º Andar Sorocaba, SP, Brasil 18035-330, Caixa Postal 241
T: (15) 3332-8080, F: (15) 3332-8076, www.pwc.com/br

pwc

Coromandel Brasil Ltda.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Coromandel Brasil Ltda. as at December 31, 2014, and its financial performance, changes in equity and cash flows for the year then ended, in accordance with accounting practices adopted in Brazil.

Emphasis of matter – Going concern

We draw attention to Note 1 to these financial statements, which states the Company has incurred recurring losses and that the Company's current liabilities exceeds its current assets by R$ 290,002 and had a net capital deficiency by R$406.143 at December 31, 2014. The parent company Coromandel International Limited formally expressed that will maintain the financial support necessary to the Company's operations in Brazil until the Company obtain the licenses of its products by the Agência Nacional de Vigilância Sanitária – ANVISA. No adjustments arising from these uncertainties were included in the financial statements. Our opinion is not qualified in respect of this matter.

Emphasis of matter – Related parties

We draw attention to Note 7 to these financial statements, which states the Company has balances and carries out transactions with its parent company and other related parties in significant amounts in relation to the financial position and operations results. Our opinion is not qualified in respect of this matter.

Sorocaba, May 13, 2015

PricewaterhouseCoopers
Auditores Independentes
CRC 2SP000160/O-5 "F"

Alexandre Fermino Alvares
Contador CRC 1SP211793/O-5

Coromandel Brasil Ltda.

Balance sheet at December 31

All amounts in reais

(A free translation of the original in Portuguese)

Assets	2014	2013
Current assets		
Cash and cash equivalents (Note 4)	60,977	43,368
Receivables from related parties (Note 7)		33,006
Taxes recoverable	1,380	1,380
Advances for rental deposit (Note 5)	28,842	
Advances to the General Manager (Note 7)		9,000
Other assets	1,904	1,306
	93,139	88,060
Long-term receivables		
Advances for rental deposit (Note 5)		28,842
Property and equipment (Note 6)	8,793	22,885
	8,793	51,727
Total assets	101,932	139,787

Liabilities and equity (net capital deficiency)	2014	2013
Current liabilities		
Accounts payable	5,530	3,529
Salaries and social charges (Note 8)	160,209	56,828
Taxes payable (Note 9)	196,587	158,151
Advances for future capital increase (Note 7)	20,815	20,815
	383,141	239,323
Non-current liabilities		
Provision for contingencies (Note 10)	124,934	83,686
Total liabilities	508,075	323,009
Equity (net capital deficiency) (Note 11)		
Capital	1,850,000	1,850,000
Unpaid capital	(26,780)	(26,780)
Accumulated deficit	(2,229,363)	(2,006,442)
Total equity	(406,143)	(183,222)
Total liabilities and equity (net capital deficiency)	101,932	139,787

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

Coromandel Brasil Ltda.

Statement of operations
Years ended December 31
All amounts in reais (A free translation of the original in Portuguese)

	2014	2013
Revenue (Note 13)	685,775	500,809
Operating expenses		
Salaries and social charges	(448,069)	(345,766)
Rent	(59,803)	(47,146)
Professional fees	(59,408)	(47,781)
Fees and product registration costs	(12,825)	(26,732)
Provision for contingencies (Note 10)	(41,248)	(10,420)
Depreciation (Note 6)	(14,092)	(13,013)
Travel and accommodation	(107,753)	(92,493)
Courses		(40,050)
Other operating expenses	(86,977)	(71,190)
Operating loss	(144,400)	(193,782)
Finance costs (Note 14)	(74,253)	(62,737)
Foreign exchange losses, net (Note 14)	7,419	
Finance income (costs), net	(66,834)	(62,737)
Profit before taxation	(211,234)	(256,519)
Income tax and social contribution (Note 12)	(11,687)	
Loss for the year	(222,921)	(256,519)
Number of shares at end of year	18.500	18.500
Earnings (loss) per share of net capital at end of year	(0,01)	(0,01)

At December 31, 2014 and 2013, there were no components of comprehensive income (loss) besides the loss for the year; accordingly, no statement of comprehensive income (loss) is being presented.

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

Coromandel Brasil Ltda.

Statement of changes in equity (net capital deficiency)

All amounts in reais (A free translation of the original in Portuguese)

	Share capital			
	Subscribed	Unpaid	Accumulated deficit	Total
At January 1, 2013	1,850,000	(26,780)	(1,749,923)	73,297
Loss for the year			(256,519)	(256,519)
At December 31, 2013	1,850,000	(26,780)	(2,006,442)	(183,222)
Loss for the year			(222,921)	(222,921)
At December 31, 2014	1,850,000	(26,780)	(2,229,363)	(406,143)

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

Coromandel Brasil Ltda.

Statement of cash flows
Years ended December 31
All amounts in reais (A free translation of the original in Portuguese)

	2014	2013
Cash flows from operating activities		
Loss before taxation	(211,234)	(253,556)
Adjustments arising from:		
Depreciation (Note 6)	14,092	13,013
Provision for contingencies (Note 9)	41,248	10,420
Financial charges on tax and labor liabilities	70,979	36,688
Other		(4,269)
Changes in assets and liabilities		
Receivables from related parties	33,006	53,348
Advances for rental deposit		3,387
Advances to the General Manager	9,000	18,000
Taxes recoverable	2,001	
Accounts payable	32,402	(6,114)
Salaries and social charges	26,749	24,801
Taxes payable	(634)	73,973
Net cash generated by (used in) operating activities	17,609	(30,308)
Cash flows from investing activities		
Purchase of property and equipment		(4,483)
Net cash used in investing activities		(4,483)
Net decrease in cash and cash equivalents	17,609	(34,791)
Cash and cash equivalents at the beginning of the year (Note 4)	43,368	78,159
Cash and cash equivalents at the end of the year (Note 4)	60,977	43,368

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

1 General Information

The Company was established on November 24, 2008 and is headquartered in Cotia, state of São Paulo. The Company's objectives are the import and sale of chemical and biological products for use in agriculture (pesticides, herbicides, fertilizers, additives and other agricultural inputs), other chemical specialty products, machines, appliances, equipment and other engineering products for industrial and agricultural use, including parts and components, as well as sales representation and rendering of services in general.

The Company's activities are in the initial stage and, therefore, it has not yet generated sales revenues. The revenue recorded in 2014 and 2013 arises from commissions for representation services relating to sales made directly by the parent company Coromandel International Limited. Accordingly, the Company has spent significant amounts on organization, development and pre-operating costs which, in accordance with the Company's estimates and projections, are expected to be recovered from future operations. This will occur once the Company's products have been accepted by, and registered with, the related Brazilian authorities.

The Company has incurred recurring losses and the Company's current liabilities exceeded its current assets by R$ 290,002 and it had a net capital deficiency of R$406.143 at December 31, 2014. The parent company Coromandel International Limited formally expressed that it will maintain the financial support necessary to the Company's operations in Brazil until the Company obtains the licenses for its products from the regulatory agency, Agência Nacional de Vigilância Sanitária – ANVISA

These financial statements were approved by the Company's management on April 28, 2014.

2 Summary of significant accounting policies

The main accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the years presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements were prepared and are being presented in accordance with accounting practices adopted in Brazil issued by the Brazilian Accounting Pronouncements Committee, considering the historical cost as the basis of value.

The preparation of financial statements requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

2.2 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Brazilian reais, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currency are recognized in the statement of operations.

2.3 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less, and with immaterial risk of change in value.

2.4 Financial assets

2.4.1 Classification and measurement

The Company classifies its financial assets as loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

(a) Loans and receivables

Included in this category are loans and receivables which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date (these are classified as non-current assets). The Company 's loans and receivables comprise accounts receivable from related parties, other assets, and cash and cash equivalents.

2.4.2 Recognition and measurement

Loans and receivables are measured at amortized cost using the effective interest method.

2.4.3 Compensation of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

2.4.4 Impairment of financial assets

(a) Assets carried at amortized cost

The Company assesses at the end of each year whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

(i) significant financial difficulty of the issuer or debtor;

(ii) a breach of contract, such as a default or delinquency in interest or principal payments;

(iii) the Company, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that a lender would not otherwise consider;

(iv) it becomes probable that the borrower will enter bankruptcy or other financial reorganization;

(v) the disappearance of an active market for that financial asset because of financial difficulties; or

(vi) observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:

- adverse changes in the payment status of borrowers in the portfolio; and
- national or local economic conditions that correlate with defaults on the assets in the portfolio.

The amount of any impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the statement of operations. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Company may measure impairment loss on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the reversal of the previously recorded loss is recognized in the statement of operations.

2.5 Accounts receivable

Accounts receivable are amounts due for services rendered in the ordinary course of the Company's business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Accounts receivable are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate method, less provision for impairment of receivables (Note 7), when applicable.

2.6 Property and equipment

Property and equipment are stated at acquisition cost and depreciated using the straight-line method to reduce their costs to their residual values over their estimated useful lives (IT equipment - five years, vehicles - five years; and furniture and fixtures - ten years).

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with these costs will flow to the Company and they can be measured reliably. The carrying amount of the replaced items or parts is derecognized. All other repairs and maintenance are charged to the statement of operations during the financial period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if it is above the estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within "Other operating expenses" in the statement of operations.

2.7 Impairment of financial assets

Property and equipment and other non-current assets are reviewed annually to identify evidence of impairment and, also, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In this case, the recoverable value is calculated to verify if there is any loss. An impairment loss is recognized for the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's net sales price and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. As a result of this evaluation, no loss to be recognized was identified up to December 31, 2014.

2.8 Current liabilities

Current liabilities are stated at known or calculated amounts, plus, when applicable, the corresponding charges and monetary variations incurred.

2.9 Current and deferred income tax and social contribution

The current and deferred income tax and social contribution charge is calculated on the basis of tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken by the Company in income tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

The current income tax and social contribution are presented net, in liabilities when there are amounts payable, or in assets when the amounts prepaid exceed the total amount due on the reporting date.

Deferred income tax and social contribution are recognized, using the liability method, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognized only to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax assets and liabilities are presented net in the balance sheet when there is a legally enforceable right and the intention to offset them upon the calculation of current taxes, generally when related to the same legal entity and the same tax authority.

2.10 Capital

The capital quotas are classified in equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.11 Distribution of dividends and interest on capital

Dividends and interest on capital payable to the Company's quotaholders are recognized as a liability in the financial statements in the period in which the distribution is approved. As provided in the Company's partnership agreement, the partners representing the majority of capital will decide on the distribution and appropriation of the profit for the year.

2.12 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and, when applicable, is adjusted to present value, and is recognized when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and when specific criteria have been met for each of the Company's activities, as described below.

(a) Sales of services

The Company provides sales representation services which are rendered based on fixed price agreements. Services revenue is recognized as the services are rendered.

3 Critical accounting estimates and judgments

The preparation of financial statements requires the use of estimates to record certain assets, liabilities and other transactions. Accordingly, the Company's financial statements include estimates related to the selection of the useful lives of property and equipment and the determination of the provision for contingencies. The actual results may differ from those estimated.

Based on assumptions, the Company makes estimates concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

4 Cash and cash equivalents

	2014	2013
Cash and banks	60,977	43,368
	60,977	43,368

5 Advances for rental deposit

The advances for rental deposit at December 31, 2014 and 2013 substantially refer to a prepayment made for the rental of a property located at Rua Jericó, 39 - Vila Madalena - Pinheiros - in the City of São Paulo. The contract expires on April 30, 2015.

6 Property and equipment

	IT equipment	Vehicles and machinery	Furniture, fittings and equipment	Total
At January 1, 2013				
Opening balance	712	23,064	7,639	31,415
Purchases	4,483			4,483
Depreciation	(751)	(11,275)	(987)	(13,013)
Net book value	4,444	11,789	6,652	22,885
At December 31, 2013				
Cost	6,131	61,500	10,769	78,400
Accumulated depreciation	(1,687)	(49,711)	(4,117)	(55,515)
Net book value	4,444	11,789	6,652	22,885
At December 31, 2014				
Opening balance	4,444	11,789	6,652	22,885
Depreciation	(1,226)	(11,079)	(1,077)	(14,092)
Net book value	3,218		5,575	8,793
At December 31, 2014				
Cost	6,131	61,500	10,769	78,400
Accumulated depreciation	(2,913)	(61,500)	(5,194)	(69,607)
Net book value	3,218		5,575	8,793

7 Related parties

(a) Transactions and balances

The balance at December 31, 2014 refers to: (i) a loan granted to the General Manager of R$ 0 (2013 – R$ 9,000), as a salary advance, which was settled in ten payments; and (ii) the accounts receivable related to commissions for representation services for sales made in Latin America by Coromandel International Limited, of R$ 0 (2013 – R$33,006).

(b) Transactions

Transactions with related parties correspond to revenue sales commissions in intermediation sales made directly by its parent company Coromandel International Limited of R$ 700,818 (2013 - R $ 507,478).

(c) Key management remuneration

The remuneration paid or payable to key management for services rendered amounted to R$ 373,391 (2013 - R$ 288,478).

(d) Advances for future capital increase

The advances for future capital increase at December 31, 2014 and 2013, of R$ 20,815, were not classified in a specific equity account because they did not meet the criteria established by accounting standards adopted in Brazil.

8 Salaries and social charges

	2014	2013
Salaries	24,976	21,348
National Social Security (INSS	65,954	28,374
Provision for fines and interest on overdue taxes	69,279	7,106
	160,209	56,828

9 Taxes payable

	2014	2013
Services Tax (ISS)	19,350	5,319
Social Integration Program (PIS)	1,543	872
Social Contribution on Revenues (COFINS)	5,360	4,026
Withholding Income Tax (IRRF)	100,298	71,281
Corporate Income Tax (IRPJ)	21,037	16,607
Social Contribution on Net Income (CSLL)	13,096	7,072
Fees payable		22,363
Provision for fines and interest on overdue taxes	34,818	29,582
Other	1,085	1,029
	196,587	158,151

10 Provision for contingencies

The Company adopts the policy of granting certain benefits to its General Manager. However, these benefits are not included in the calculation basis for payment of social charges and withholding income tax on remuneration. Brazilian law determines that all direct and indirect benefits granted to employees and/or managers must be included in the total remuneration paid to that employee and/or manager and, therefore, be subject to payment of the related social charges and withholding income tax. The Company recorded the amount of R$ 124,934 (2013 - R$ 83,686) in order to provide for any challenges made by the tax authorities.

11 Equity

(a) Capital

Subscribed capital at December 31, 2014, of R$ 1,850,000 (December 31, 2013 - R$ 1,850,000), consists of quotas with a par value of R$ 100.00 each, held as follows:

Quotaholders	Number of quotas
Coromandel International Limited	18,315
CFL Mauritius Ltd.	185
	18,500

Brazilian legislation requires that foreign investments be registered with the Brazilian Central Bank for purposes of capital repatriation and remittance of profits. Capital registered with the Central Bank at December 31, 2014 totaled US$ 962,559 (2013 - US$ 962,559).

12 Income tax and social contribution

Up to 2013, the Company paid income tax and social contribution based on the presumed profit method, which was calculated based on the gross sales revenue, as follows:

- income tax - calculated at the rate of 32% on revenue to establish the taxable profit and, then, at the rate of 15%, plus a surcharge of 10% on taxable profit in excess of R$ 240.000; and
- social contribution - calculated at the rate of 32% on revenue to establish the taxable profit and, then at the rate of 9%.

As mentioned in Note 2.9, as from 2013, income tax and social contribution started to be calculated based on actual taxable income adjusted as per specific legislation. The income tax rate is 15%, with a surcharge of 10% on annual taxable income that exceeds R$ 240,000. The social contribution is calculated on taxable income at the rate of 9%. The combined rate is 34%.

Income tax and social contribution expenses for the year ended December 31, were as follows:

	2014	2013
Loss before income tax and social contribution	(211,234)	(256,519)
Income tax and social contribution at the standard rates - 34%	50,696	87,216
Tax credit not yet recognized	(50,696)	(87,216)
Adjustments to calculate the effective rate:		
Taxable income effect of the third quarter	11,687	
Income tax and social contribution expense	11,687	

The Company has tax loss carryforwards, social contribution and temporarily nondeductible expenses to be offset against future taxable income , amounting to R$ 2,229,363 $ 2,229,363 and R$ 13,871 (2013 - R $ 2,006,442 , R $ 2,006,442 and R $ 24,382), respectively, and the net deferred tax assets in the amount of R$ 757,983 (2013 - R $ 682,190) have not yet accounted for not being possible to say that their achievement is at present , considered likely. According to current tax legislation, the compensation is limited annually to 30 % of taxable income, not having, however, the limitation.

(a) Law 12,973

On May 13, 2014 the Provisional Measure. 627 was converted into Law 12,973/14, confirming the repeal of the Transition Tax Regime from 2015, with an option to anticipate its effects for 2014.

The Company has not yet completed the analysis of the impacts from the provisions of this Law, however, they are not expected to have a material impact on its financial statements either, and the Company shall decide on advancing the adoption of the rules and provisions of the new legislation in the course of 2014.

13 Revenue

The reconciliation between gross sales and net revenue is as follows:

	2014	2013
Gross services revenue	700,818	507,478
Taxes on sales of services	(15,043)	(6,669)
Net revenue	685,775	500,809

14 Finance income and costs

	2014	2013
Foreign exchange effects		
Passive foreign exchange	(2,513)	(25,944)
Positive foreign exchange	9,932	
Total foreign exchange effects, net	7,419	(25,944)
Finance costs		
Provision for fines and interest on overdue taxes	(70,979)	(36,688)
Other finance costs	(3,274)	(105)
Total finance costs	(74,253)	(36,793)
Finance income (costs), net	(66,834)	(62,737)

14 Insurance

At December 31, 2014, the Company had insurance cover for vehicles in the amount of R$ 50,000.

* * *