



Productive Business Solutions Limited

Consolidated Financial Statements

For the Quarter Ended

December 31st, 2018

UNAUDITED



**Productive Business Solutions Limited
Directors' Statement**

INTERIM REPORT TO OUR STOCKHOLDERS

The Board of Directors presents the unaudited results of the Group

For the quarter ended December 31st, 2018.

Net Profit for the period was US\$ 1.5 million versus prior year loss of US\$ 1.6 million.

The change was primarily attributable to:

- The Group achieved revenue for the period of US\$ 57.8 million, an increase of US\$ 11.5 million from the corresponding period of 2017.
- Gross profit increased US\$ 1.4 million to US\$ 21.6 million reflecting impact of increased sales vs the comparable 2017 period.
- Operating profit increased by US\$ 4.4 million relative to the third quarter of 2017 reflecting increased gross profit and lower selling, general and administrative expenses.
- EBITDA, a non IFRS performance measure which excludes depreciation, amortization, other tax, finance costs and other non-operating income, as of third quarter 2018 was US\$ 9.1 million, higher by US\$ 4.5 million from same period of prior year.
- Finance costs were higher by US \$1.2 million versus comparable prior year period primarily due to Foreign Exchange losses associated with the appreciation of the Jamaican dollar versus the United States dollar in last quarter of 2018.



**Productive Business Solutions Limited
Directors' Statement**

For the twelve months ended, December 31th, 2018.

Net Profit for the period was US\$ 0.1 million versus prior year loss of US\$ 4.8 million.

The change was primarily attributable to.

- The Group achieved revenue for the period of US\$ 185.5million, an increase of US\$ 13.5 million from the corresponding period of 2017.
- Gross profit increased US\$ 1.4 million to US\$ 75.2 million increased revenue versus the comparable 2017 period.
- Operating profit increased by US\$ 5.5 million relative to the 2017 reflecting higher revenue and lower selling, general and administrative expenses.
- EBITDA, a non IFRS performance measure which excludes depreciation, amortization, other tax, finance costs and other non-operating income, 2018 was US\$ 20.8 million, higher by US\$ 5.3 million from same period of prior year.
- Finances cost were slightly higher US\$ 45 thousand versus comparable prior year.

Approved on behalf of the Board:

**P.B. Scott
Chairman**

**Pedro Paris
Director**

Productive Business Solutions Limited
Consolidated Statement of Comprehensive Income
For the year ending December 31st, 2018
(expressed in United States dollars unless otherwise indicated)

	Fourth Quarter		For the Year Ending December 31 st	
	2018 Unaudited USD'000	2017 Unaudited USD'000	2018 Unaudited USD'000	2017 Audited USD'000
Continuing Operations:				
Revenue	57,789	46,342	185,497	171,993
Direct expenses	(36,166)	(26,153)	(109,757)	(98,126)
Gross Profit	21,623	20,189	75,740	73,857
Other income	480	220	878	757
Selling, general and administrative	(15,299)	(18,049)	(64,647)	(68,126)
Operating Profit	6,814	2,360	11,971	6,489
Finance costs	(3,969)	(2,725)	(9,159)	(9,204)
Profit before Taxation	2,845	(365)	2,811	(2,715)
Taxation	(1,384)	(1,246)	(2,690)	(2,031)
Profit/(loss) for the period	1,461	(1,611)	121	(4,746)
Items that may be subsequently reclassified to profit or loss:				
Currency translation differences on net assets of subsidiaries	(722)	13	(2,464)	(265)
Actuarial losses on termination benefits	-	(163)	-	(163)
TOTAL COMPREHENSIVE (LOSS)/INCOME	739	(1,761)	(2,343)	(5,174)
(Loss)/Profit for the Year is Attributable to:				
Shareholders of the Company	1,400	(1,653)	60	(4,878)
Non-controlling interests	61	42	61	132
	1,461	(1,611)	121	(4,746)
Comprehensive (Loss)/Profit for the Year is Attributable to:				
Shareholders of the Company	678	(1,803)	(2,404)	(5,306)
Non-controlling interests	61	42	61	132
	739	(1,761)	(2,343)	(5,174)
Ordinary Shares ('000)	123,273	123,273	123,273	123,273
	Cents	Cents	Cents	Cents
Basic and diluted earnings per share for (loss)/profit from continuing operation attributable to ordinary share holders	1.14	(1.34)	0.05	(3.96)



Productive Business Solutions Limited
Non-IFRS Performance Measures - Unaudited
For the year ending December 31st, 2018
(expressed in United States dollars unless otherwise indicated)

	Fourth Quarter		For the Year Ending December 31 st	
	2018 USD'000	2017 USD'000	2018 USD'000	2017 USD'000
Operating profit	6,814	2,360	11,971	6,489
(+) Depreciation amortization and gain loss on disposition of property (included in Operating profit)				
Depreciation	2,017	1,794	7,645	7,014
Amortization	248	364	1,224	1,455
Gain or loss in disposition of fixed Assets	1	97	(2)	589
EBITDA	9,080	4,615	20,837	15,547



Productive Business Solutions Limited
Non-IFRS Performance Measures - Unaudited
For the year ending December 31st, 2018
(expressed in United States dollars unless otherwise indicated)



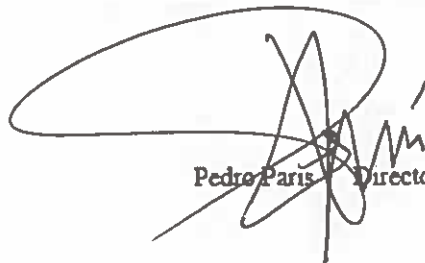
Productive Business Solutions Limited
Consolidated Statement of Financial Position
December 31st, 2018

(Expressed in United States dollars unless otherwise indicated)

	December 2018	December 2017
	Unaudited	Audited
Non-Current Assets		
Property plant and equipment	23,186	20,291
Intangible assets	18,392	19,618
Lease receivables	2,336	2,082
Long term receivables	1,497	1,386
Deferred tax assets	1,663	1,015
	<u>47,074</u>	<u>44,392</u>
Current Assets		
Due from related parties	7,176	6,231
Inventories	42,807	42,700
Trade and other receivables	50,983	43,593
Current portion of lease receivables	2,105	1,885
Taxation recoverable	10,022	9,565
Cash and cash equivalents	6,689	12,097
	<u>119,781</u>	<u>116,071</u>
Current Liabilities		
Trade and other payables	42,176	39,059
Due to related parties	8,494	7,249
Taxation payable	2,820	2,407
Short term loans	4,602	1,991
Current portion of long term loans	351	627
	<u>58,443</u>	<u>51,333</u>
Net Current Assets	<u>61,339</u>	<u>64,738</u>
	<u>108,412</u>	<u>109,130</u>
Equity		
Attributable to Shareholder of the Company		
Share capital	57,318	57,317
Other reserves	(16,215)	(13,751)
Accumulated deficit	(6,042)	(5,533)
	<u>35,061</u>	<u>38,033</u>
Non-controlling Interests	<u>549</u>	<u>484</u>
	<u>35,610</u>	<u>38,517</u>
Non-Current Liabilities		
Retirement benefit obligation	579	579
Deferred income tax liabilities	562	152
Borrowings	71,662	69,882
	<u>72,803</u>	<u>70,613</u>
	<u>108,412</u>	<u>109,130</u>

Approved on behalf of the Board


P.B. Scott Chairman


Pedro Paris Director



Productive Business Solutions Limited
Consolidated Statement of Cash Flows
December 31st, 2018
(Expressed in United States dollars unless otherwise indicated)

	For the year ending	
	December 2018	December 2017
	Unaudited USD'000	Audited USD'000
Net profit/(loss)	121	(4,746)
Items not affecting cash:		
Depreciation	7,645	7,015
Change in accounting policies	(564)	-
Amortization	1,224	1,455
Actuarial losses	-	114
Taxation expense	2,690	2,031
Foreign exchange losses	(2,698)	1,213
Interest income	-	(13)
Interest expense	6,830	7,229
Gain on disposal of PPE	-	589
Deferred tax	(373)	-
	<u>14,875</u>	<u>14,887</u>
Changes in non-cash working capital balances		
Inventories	(5,737)	(12,974)
Accounts receivable	(6,885)	(6,661)
Due from related parties	(1,154)	(2,278)
Long-term receivable	(244)	(493)
Lease receivables	(474)	(409)
Taxation recoverable/paid	450	(2,304)
Retirement benefit obligation	-	(100)
Accounts payable	(694)	7,824
Due to related parties	901	(3,378)
Cash provided by (used in) operations	<u>1,038</u>	<u>(5,886)</u>
Cash Flows from Financing Activities		
Interest paid	(4,907)	(4,154)
Issuance of Shares	-	12,316
Proceeds from borrowing	5,656	22,082
Repayments of borrowings	(1,025)	(17,450)
Net cash (used in)/provided by financing activities	<u>(276)</u>	<u>12,794</u>
Cash Flows from Investing Activities		
Interest received	-	13
Purchase of property, plant and equipment	(6,167)	(5,422)
Proceeds on disposal of property, plant and equipment	-	5,631
Net cash (used in)/provided by investing activities	<u>(6,167)</u>	<u>222</u>
Net (Decrease)/Increase in Cash and Cash Equivalents	(5,405)	7,130
Cash and cash equivalents at beginning of the year	12,097	4,962
Exchange losses on cash and cash equivalents	(3)	5
Cash and Cash Equivalents at end of Period	<u>6,689</u>	<u>12,097</u>



Productive Business Solutions Limited
Consolidated Statement of Changes in Equity - Unaudited
December 31st, 2018
(Expressed in United States dollars unless otherwise indicated)

	Number of Shares	Share Capital	Other Reserves	Accumulated (Deficit)/Profit	Non- controlling Interest	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Balance at 1 January 2017	45,001	45,001	(11,026)	(2,984)	352	31,343
Currency translation differences			(265)			(265)
Actuarial losses - termination benefits	-	-	117	(283)	-	(166)
Net loss	-	-	-	(4,878)	132	(4,746)
Total comprehensive income	-	-	(148)	(5,161)	132	(5,177)
Transfer from reserve			(2,577)	2,612		35
Increase in share capital	78,271	12,316				12,316
Balance at 31 December 2017	123,272	57,317	(13,751)	(5,533)	484	38,517
Currency translation differences			(2,464)			(2,464)
Adjustment to initial balance change in policy	-	-	-	(629)	65	(564)
Net gain	-	-	-	121	-	121
Total comprehensive income	-	-	(2,464)	(508)	65	(2,907)
Balance at 31 December 2018	123,272	57,317	(16,215)	(6,041)	549	35,610



Productive Business Solutions Limited
Notes to the Financial Statements
December 31st, 2018
(Expressed in United States dollars unless otherwise indicated)

1. Identification and Principal Activities

Productive Business Solutions Limited ("the Company") is a company incorporated and domiciled in Barbados under the International Business Corporation (IBC) Act Cap. 77 on 18 December 2010. The registered office of the Company is at Corporate Services Limited, Erin Court, Bishop Court's Hill, and St. Michael, Barbados.

The principal activities of the Company and its subsidiaries, (referred to as "Group") are the distribution of printing equipment, business machines, handsets and related accessories.

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements, herein after referred to as the financial statements, are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretation Committee (IFRS IC) applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain items of property, plant and equipment.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Although these estimates are based on managements' best knowledge of current events and action, actual results could differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Standards, interpretations and amendments to published standards effective in current year

Certain new standards, amendments and interpretations to existing standards have been published that became effective during the current financial year. The Group has assessed the relevance of all such new standards, interpretations and amendments and has effected the following, which are immediately relevant to its operations:

- ***Amendments to IAS 16, 'Property, Plant and Equipment' and IAS 38, 'Intangible Assets'*** - Clarification of Acceptable Methods of Depreciation and Amortisation, (effective for the periods beginning on or after 1 January 2016). In these amendments, the IASB has clarified that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. There was no impact from the adoption of the amendments on its financial statements as currently the Group does not use revenue-based depreciation or amortisation methods.
- ***Annual Improvements 2014***, (effective for annual periods beginning on or after 1 January 2016). The amendments impact the following standards. IFRS 5 was amended to clarify that change in the manner of disposal (reclassification from "held for sale" to "held for distribution" or vice versa) does not constitute a change to a plan of sale or distribution, and does not have to be accounted for as such. The amendment to IFRS 7 adds guidance to help management determine whether the terms of an arrangement to service a financial asset which has been transferred constitute continuing involvement, for the purposes of disclosures required by IFRS 7. The amendment also clarifies that the offsetting disclosures of IFRS 7 are not specifically required for all interim periods, unless required by IAS 34. There was no material impact from adoption of this standard on its financial statements.
- ***Annual Improvements to IFRS Standards 2014–2016*** (effective for annual periods beginning on or after 1 January 2016). The amendments impact the following standards. IFRS 12, 'Disclosure of Interests in Other Entities' clarified the scope of the standard by specifying that the disclosure requirements in the standard, except for those in paragraphs B10–B16, apply to an entity's interests listed in paragraph 5 that are classified as held for sale, as held for distribution or as discontinued operations in accordance with IFRS 5, 'Non-current Assets Held for Sale and Discontinued Operations'. The amendment to



Productive Business Solutions Limited
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Summary of Significant Accounting Policies (Continued)

(a) Basis of preparation (continued)

IAS 28, 'Investments in Associates and Joint Ventures' clarified that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organisation, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition. There was no material impact from adoption of this standard on its financial statements.

- **IAS 16, 'Property, Plant and Equipment,' and IAS 38, 'Intangible Assets'** have been amended to clarify how the gross carrying amount and the accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to the revalued amount. The split between gross carrying amount and accumulated depreciation is treated in one of the following ways: either the gross carrying amount is restated in a manner consistent with the revaluation of the carrying amount, and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses; or the accumulated depreciation is eliminated against the gross carrying amount of the asset. There was no material impact from adoption of this standard on its financial statements.
- **Amendment to IAS 1, 'Presentation of Financial Statements'**, (effective for annual periods beginning on or after 1 January 2016). This amendment forms part of the IASB's Disclosure Initiative, which explores how financial statement disclosures can be improved. It clarifies guidance in IAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies. The amendment also clarifies that the share of other comprehensive income (OCI) of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, classified between those items that will or will not be subsequently reclassified to profit or loss. There was no material impact from adoption of this standard on its financial statements.
- **Annual Improvements 2014**, (effective for annual periods beginning on or after 1 January 2016). The improvements consist of changes to a number of standards, of which the following may be relevant to the group's operations. The amendment of IFRS 13 clarifies that the portfolio exception in IFRS 13, which allows an entity to measure the fair value of a group of financial assets and financial liabilities on a net basis, applies to all contracts (including contracts to buy or sell non-financial items) that are within the scope of IAS 39 or IFRS 9. There was no material impact from adoption of this standard on its financial statements.

Standards, interpretations and amendments to published standards that are not yet effective and have not been early adopted by the Group

The Group has concluded that the following standards which are published but not yet effective, are relevant to its operations and will impact the Group's accounting policies and financial disclosures as discussed below. These standards and amendments to existing standards are mandatory for the Group's accounting periods beginning after 1 January 2018, but the Group has not early adopted them:

IFRS 9, 'Financial Instruments' (effective for annual periods beginning on or after 1 January 2018) specifies how an entity should classify and measure financial instruments, including some hybrid contracts. It requires all financial assets to be classified on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset; initially measured at fair value plus, in the case of a financial asset not at fair value through profit or loss, particular transaction costs; and subsequently measured at amortised cost or fair value. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of IAS 39. They apply a consistent approach to classifying financial assets and replace the four categories of financial assets in IAS 39, each of which had its own classification criteria. For



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financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive

Summary of Significant Accounting Policies (Continued)

income rather than the income statement, unless this creates an accounting mismatch. There has been no significant change in the recognition and measurement of financial liabilities carried at amortised cost from that obtained under IAS 39. With the purpose of assessing the implications of the Standard, the Group has organized a project with the participation of the stakeholders grouped in two committees; the Oversight Committee and the Executive Committee. Technical advice is being procured from an audit firm. Periodic reports status reports will liaise the Audit Committee.

- **Basis of preparation (continued)**

the impact on the Group and the timing of its adoption.

IFRS 15, 'Revenue from Contracts with Customers' (effective for the periods beginning on or after 1 January 2018). The new standard introduces the core principle that revenue must be recognised when the goods or services are transferred to the customer, at the transaction price. Any bundled goods or services that are distinct must be separately recognised, and any discounts or rebates on the contract price must generally be allocated to the separate elements. When the consideration varies for any reason, minimum amounts must be recognised if they are not at significant risk of reversal. Costs incurred to secure contracts with customers have to be capitalised and amortised over the period when the benefits of the contract are consumed. With the purpose of assessing the implications of the Standard, the Group has organized a project with the participation of the stakeholders grouped in two committees; the Oversight Committee and the Executive Committee. Technical advice is being procured from an audit firm. Periodic reports status reports will liaise the Audit Committee.

- **IFRS 16, 'Leases'** (effective for annual periods beginning on or after 1 January 2019, with earlier application permitted if IFRS 15, 'Revenue from Contracts with Customers', is also applied). The International Accounting Standards Board (IASB) published IFRS 16, 'Leases', which replaces the current guidance in IAS 17. This will require changes in accounting by lessees in particular. IFRS 16 requires lessees to recognise a lease liability reflecting future lease payments and a 'right-of-use asset' for virtually all lease contracts. The IASB has included an optional exemption for certain short-term leases and leases of low-value assets; however, this exemption can only be applied by lessees. For lessors, the accounting stays almost the same. However, as the IASB has updated the guidance on the definition of a lease (as well as the guidance on the combination and separation of contracts), lessors will also be affected by the new standard. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group is currently assessing the impact of future adoption of the new standard on its financial statements.
- **Amendment to IAS 7**, (effective for annual periods beginning on or after 1 January 2017). In January 2016 the International Accounting Standards Board (IASB) published the final Standard Disclosure Initiative (Amendments to IAS 7—2016). These amendments to IAS 7 Statement of Cash Flows require a disclosure of changes in liabilities arising from financing activities, including changes arising from cash flows and non-cash changes. The Group is currently assessing the impact of future adoption of the new standard on its financial statements.
- **Amendments to IAS 12, 'Income Taxes'**, (effective for annual periods beginning on or after 1 January 2017). In January 2016, the International Accounting Standards Board (IASB) issued amendments to clarify the requirements for recognising deferred tax assets on unrealised losses. The amendments clarify the accounting for deferred tax where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets.
- **Amendment to IFRS 15, 'Revenue from contracts with customers'** (effective for accounting periods beginning on or after 1 January 2018). These amendments comprise clarifications of the guidance on identifying performance obligations,



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accounting for licences of intellectual property and the principal versus agent assessment (gross versus net revenue presentation). The IASB has also included additional practical expedients related to transition to the new revenue standard.

Summary of Significant Accounting Policies (Continued)

- *IFRIC 22, 'Foreign currency transactions and advance consideration'* (effective for annual periods beginning on or after 1 January 2018). The amendment clarifies how to account for deferred tax assets related to debt instruments measured at fair value upon the recognition of deferred tax assets for unrealised losses. The Group is currently assessing the impact of future adoption of the new standard on its financial statements.

There are no other new or amended standards and interpretations that are published but not yet effective that would be expected to have an impact on the accounting policies or financial disclosures of the Group.

(b) Consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations involving third parties by the Group. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired and liabilities assumed is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss, in the statement of comprehensive income.



Productive Business Solutions Limited
Notes to the Financial Statements
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(Expressed in United States dollars unless otherwise indicated)



Productive Business Solutions Limited Shareholders

Ten Largest Shareholders

Facey Group Limited	84,181,818
Portland Caribbean Fund II L.P.	21,948,716
Portland Caribbean Fund II Barbados L.P.	4,372,151
Pedro Paris Coronado	3,636,300
NCB Capital Markets (Cayman) Ltd	2,911,894
Portland Fund II Co-Invest Partnership	951,860
Jose Misrahi	727,200
Courtney Sylvester	663,473
Jose Guillermo Rodriguez Perdomo,	363,600
Jason Martin Corrigan	363,600
Marco Antonio Almendarez Cisneros,	363,600

Shareholding of Directors

	Personal	Connected
Paul B Scott	-	84,181,818
Blondel Walker	-	-
Douglas Hewson	-	27,272,727
Edward Ince	-	-
Jose Misrahi	727,200	-
Lois Denny	-	-
Melanie M. Subratie	-	84,181,818
Patrick A.W. Scott	-	-
Pedro Paris Coronado	3,636,300	-
Ricardo Hutchinson	-	27,272,727
Thomas Agnew	-	-

Shareholding of Executives

Pedro Paris Coronado	3,636,300
Jose Guillermo Rodriguez Perdomo	363,600
Jason Martin Corrigan	363,600
Marco Antonio Almendarez Cisneros	363,600
Christian Asdrubal Sanchez Mena	254,500
Leonardo Jesus Velasquez Foucault	163,600
Michael Raphael Lewis	163,600
Elvin Howard Nash	142,700
Molina Barrios Sergio Roberto	127,200
Lucia Vielman Ruiz De Bernard	90,900
Marlo Estuardo Pons Espana	90,900
Lupiac Rodriguez Francisco Jose	90,900
Alvin A. Greene	9,000
Christopher John Derrell	1,800