

Andrew Peller Limited

Condensed Interim Consolidated Financial Statements

September 30, 2016

ANDREW PELLER LIMITED

Condensed Consolidated Balance Sheets

Unaudited

These financial statements have not been reviewed by our auditors

(in thousands of Canadian dollars)	September 30 2016 \$	March 31 2016 \$
Assets		
Current Assets		
Accounts receivable	30,887	28,223
Inventory	122,826	119,666
Biological assets	2,475	1,196
Prepaid expenses and other assets	1,928	1,782
	<u>158,116</u>	<u>150,867</u>
Property, plant, and equipment	113,589	108,929
Intangibles	10,427	11,040
Goodwill	37,473	37,473
	<u>319,605</u>	<u>308,309</u>
Liabilities		
Current Liabilities		
Bank indebtedness	29,874	33,701
Accounts payable and accrued liabilities	41,154	36,772
Dividends payable	1,691	1,553
Income taxes payable	2,428	2,425
Current portion of derivative financial instruments (note 7)	617	645
Current portion of long-term debt	4,106	4,106
	<u>79,870</u>	<u>79,202</u>
Long-term debt	46,257	48,202
Long-term derivative financial instruments (note 7)	1,199	1,529
Post-employment benefit obligations	7,556	5,947
Deferred income	-	102
Deferred income taxes	15,627	15,591
	<u>150,509</u>	<u>150,573</u>
Shareholders' Equity		
Capital stock (note 8)	6,967	6,967
Retained earnings	167,426	154,605
Accumulated other comprehensive loss	(5,297)	(3,836)
	<u>169,096</u>	<u>157,736</u>
	<u>319,605</u>	<u>308,309</u>

The accompanying notes are an integral part of these condensed interim consolidated financial statements

ANDREW PELLER LIMITED**Condensed Consolidated Statements of Earnings**

Unaudited

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	For the three months ended	For the three months ended	For the six months ended	For the six months ended
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
(in thousands of Canadian dollars)	\$	\$	\$	\$
Sales	88,357	85,200	176,263	168,318
Cost of goods sold (note 4)	54,713	52,484	108,476	103,791
Amortization of plant and equipment used in production	1,601	1,453	3,187	3,019
Gross profit	32,043	31,263	64,600	61,508
Selling and administration (note 4)	21,061	20,705	40,401	39,670
Amortization of plant, equipment, and intangibles used in selling and administration	838	926	1,668	1,734
Interest	780	937	1,563	2,018
Net unrealized gains on derivative financial instruments (note 7)	(1,128)	(711)	(1,175)	(396)
Other expenses (income)	56	(68)	83	(129)
Earnings before income taxes	10,436	9,474	22,060	18,611
Provision for (recovery of) income taxes				
Current	2,299	2,721	5,308	4,977
Deferred	507	(270)	549	(78)
	2,806	2,451	5,857	4,899
Net earnings for the period	7,630	7,023	16,203	13,712
Net earnings per share (note 8)				
Basic and diluted				
Class A shares	0.18	0.17	0.39	0.33
Class B shares	0.16	0.15	0.34	0.29

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ANDREW PELLER LIMITED

Condensed Consolidated Statements of Comprehensive Income

Unaudited	For the three	For the three	For the six months	For the six months
These financial statements have not been reviewed by our auditors	months ended	months ended	ended	ended
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
(in thousands of Canadian dollars)	\$	\$	\$	\$
Net earnings for the period	7,630	7,023	16,203	13,712
Items that are never reclassified to net earnings				
Net actuarial (losses) gains on post-employment benefit plans	(551)	(576)	(1,974)	696
Deferred income tax recovery (provision)	143	150	513	(181)
Other comprehensive (loss) income for the period	(408)	(426)	(1,461)	515
Net comprehensive income for the period	7,222	6,597	14,742	14,227

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ANDREW PELLER LIMITED

Condensed Consolidated Statements of Changes in Equity

For the six months ended September 30, 2016 and 2015

Unaudited

These financial statements have not been reviewed by our auditors

(in thousands of Canadian dollars)

	Capital stock	Retained earnings	Accumulated other comprehensive loss	Total shareholders' equity
	\$	\$		\$
Balance at April 1, 2015	7,026	143,847	(3,498)	147,375
Net earnings for the period	-	13,712	-	13,712
Net actuarial gains (net of deferred tax provision)	-	-	515	515
Net comprehensive income for the period	-	13,712	515	14,227
Dividends (Class A \$0.075 per share, Class B \$0.065 per share)	-	(3,128)	-	(3,128)
Balance at September 30, 2015	7,026	154,431	(2,983)	158,474
Balance at April 1, 2016	6,967	154,605	(3,836)	157,736
Net earnings for the period	-	16,203	-	16,203
Net actuarial losses (net of deferred tax recovery)	-	-	(1,461)	(1,461)
Net comprehensive income for the period	-	16,203	(1,461)	14,742
Dividends (Class A \$0.082 per share, Class B \$0.071 per share)	-	(3,382)	-	(3,382)
Balance at September 30, 2016	6,967	167,426	(5,297)	169,096

The accompanying notes are an integral part of these condensed interim consolidated financial statements

ANDREW PELLER LIMITED
Condensed Consolidated Statements of Cash Flows
Unaudited

These financial statements have not been reviewed by our auditors

	For the six months ended September 30, 2016	For the six months ended September 30, 2015
(in thousands of Canadian dollars)	\$	\$
Cash provided by (used in)		
Operating activities		
Net earnings for the period	16,203	13,712
Adjustments for:		
Gain on disposal of property and equipment	(175)	-
Amortization of plant, equipment, and intangible assets	4,855	4,753
Interest expense	1,563	2,018
Provision for income taxes	5,857	4,899
Post-employment benefits	(365)	(434)
Deferred income	(102)	(203)
Net unrealized gain on derivative financial instruments	(1,175)	(396)
Interest paid	(1,486)	(1,957)
Income taxes paid	(5,305)	(2,656)
	<u>19,870</u>	<u>19,736</u>
Changes in non-cash working capital items related to operations (note 5)	<u>386</u>	<u>605</u>
	<u>20,256</u>	<u>20,341</u>
Investing activities		
Proceeds from disposal of property, plant and equipment	175	-
Purchase of property, plant and equipment	(11,360)	(4,552)
	<u>(11,185)</u>	<u>(4,552)</u>
Financing activities		
Decrease in bank indebtedness	(3,827)	(10,621)
Repayment of long-term debt	(2,000)	(2,048)
Deferred financing costs	-	(96)
Dividends paid	(3,244)	(3,024)
	<u>(9,071)</u>	<u>(15,789)</u>
Increase (decrease) in cash during the period	-	-
Cash, beginning of period	-	-
Cash, end of period	-	-

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Notes to the Condensed Interim Consolidated Financial Statements
Andrew Peller Limited
Unaudited
September 30, 2016 and September 30, 2015
(in thousands of Canadian dollars, except per share amounts)

1 Nature of operations

Andrew Peller Limited (the “Company”) produces and markets wine and wine related products. The Company’s products are produced and sold predominantly in Canada. The Company is incorporated under the Canada Business Corporations Act and is domiciled in Canada. The address of its head office is 697 South Service Road, Grimsby, Ontario, L3M 4E8.

2 Significant accounting policies

(A) Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of condensed interim financial statements, including International Accounting Standard (“IAS”) 34 – Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the years ended March 31, 2016 and 2015, which have been prepared in accordance with IFRS as issued by the IASB.

The note disclosures for these condensed interim consolidated financial statements only present material changes to the disclosure found in the Company’s audited consolidated financial statements for the years ended March 31, 2016 and 2015. Changes to the Company’s accounting policies from those disclosed in its consolidated financial statements for the years ended March 31, 2016 and March 31, 2015 are described in note 2 (B), recently adopted accounting pronouncements.

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company’s functional currency and dollar amounts have been rounded to the nearest thousands, except per share amounts.

These condensed interim consolidated financial statements were approved by the Board of Directors on November 9, 2016.

(B) Recently adopted accounting pronouncements

During December 2014, the IASB issued amendments to IAS 1 – Presentation of Financial Statements which clarifies the concept of materiality as it applies to information disclosed in the financial statements. The amendments also provide guidance on the presentation of subtotals, the structure of the notes to the financial statements, and the disclosure of significant accounting policies. The new requirements were adopted effective April 1, 2016. The adoption of these amendments did not have a significant impact on the consolidated financial statements.

Notes to the Condensed Interim Consolidated Financial Statements
Andrew Peller Limited
Unaudited
September 30, 2016 and September 30, 2015
(in thousands of Canadian dollars, except per share amounts)

(C) Recently issued accounting pronouncements

In January 2016, the IASB issued an amendment to IAS 7 – Statement of Cash Flows, introducing additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017. The Company is currently evaluating the impact of the amendments on the consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 12 – Income Taxes 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. The amendments are effective for annual periods beginning on or after January 1, 2017. The Company is currently evaluating the impact of the amendments on the consolidated financial statements.

During July 2014, the IASB issued the complete version of IFRS 9 – Financial Instruments: Classification and Measurement of Financial Assets and Financial Liabilities. IFRS 9 will replace IAS 39 – Financial Instruments: Recognition and Measurement. In addition, IFRS 7 – Financial Instruments: Disclosures was amended to include additional disclosure requirements on transition to IFRS 9. The mandatory effective date of applying these standards is for annual periods beginning on or after January 1, 2018. The standard uses a single approach to determine whether a financial asset is measured at amortized cost or fair value. The approach is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used. The standard requires that for financial liabilities measured at fair value, any changes in an entity's own credit risk are generally to be presented in other comprehensive income instead of net earnings. A new hedge accounting model is included in the standard, as well as increased disclosure requirements about risk management activities for entities that apply hedge accounting. The Company is currently evaluating the potential impact of this standard.

During May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers which supersedes IAS 18 – Revenue and IAS 11 – Construction Contracts. The standard details a revised model for the recognition of revenue from contracts with customers. In April 2016, the IASB has amended IFRS 15 to clarify the guidance on identifying performance obligations, licenses of intellectual property and principal versus agent. The amendments also provide additional practical expedients on transition. The standard is effective for first interim periods within annual periods beginning on or after January 1, 2018. The Company is currently evaluating the potential impact of adopting this amended standard.

In January 2016, the IASB issued IFRS 16 – Leases, which will replace IAS 17 – Leases and related Interpretations. The new standard will be effective for fiscal years beginning on or after January 1, 2019, with early adoption permitted provided the Company has adopted IFRS 15 – Revenue from Contracts with Customers. The new standard requires lessees to recognize a lease liability reflecting future lease payments and a "right-of-use asset" for virtually all leases contracts, and record it on the statement of financial position, except with respect to lease contracts that meet limited exception criteria. Given that the Company has significant contractual obligations in the form of operating leases under IAS 17, there will be a material increase to both assets and liabilities upon adoption of IFRS 16, and material changes to the timing of recognition of expenses associated with the lease arrangements. The Company is analyzing the new standard to potential impact of adopting this standard.

3 Seasonality

The third quarter of each fiscal year is historically the strongest in terms of sales and net earnings due to increased consumer purchasing of the Company's products during the holiday season.

Notes to the Condensed Interim Consolidated Financial Statements
Andrew Peller Limited
Unaudited
September 30, 2016 and September 30, 2015
(in thousands of Canadian dollars, except per share amounts)

4 Expenses

The nature of the expenses included in selling and administration and cost of goods sold are as follows:

	For the three months ended September 30, 2016	For the three months ended September 30, 2015	For the six months ended September 30, 2016	For the six months ended September 30, 2015
Raw materials and consumables	\$ 44,933	\$ 43,154	\$ 89,356	\$ 84,740
Employee compensation and benefits	15,697	14,674	30,685	28,992
Advertising, promotion and distribution	5,687	7,086	11,123	13,279
Occupancy	3,325	2,815	6,088	5,471
Repairs and maintenance	1,836	1,328	3,175	2,674
Other external charges	4,296	4,132	8,450	8,305
	\$ 75,774	\$ 73,189	\$ 148,877	\$ 143,461

5 Non-cash working capital items

The change in non-cash working capital items related to operations is comprised of the change in the following items:

	For the six months ended September 30, 2016	For the six months ended September 30, 2015
Accounts receivable	\$ (2,664)	\$ (3,999)
Inventory	(3,160)	(2,810)
Biological assets	(1,279)	(868)
Prepaid expenses and other assets	(146)	453
Accounts payable and accrued liabilities	7,635	7,829
	\$ 386	\$ 605

6 Related parties and management compensation

The compensation expense recorded for directors and members of the Executive Management Team of the Company was \$1,312 (2015 - \$1,346) for the three months ended September 30, 2016 and \$2,772 (2015 - \$2,606) for the six months ended September 30, 2016. The compensation expense consists of amounts that will primarily be settled within twelve months of being earned.

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7 Financial instruments

Fair value

The fair value of accounts receivable, accounts payable and accrued liabilities and dividends payable approximates their carrying values because of the short-term maturity of these instruments.

The fair value of long-term debt is equivalent to its carrying value because the variable interest rate is comparable to market rates. The fair value of interest rate swaps used to fix this interest rate is included in the current and long-term derivative financial instruments in the condensed consolidated balance sheets.

The fair value of foreign exchange forward contracts is determined based on the difference between the contract rate and the forward rate at the date of valuation and is included in accounts payable and accrued liabilities in the condensed consolidated balance sheets.

The fair value of interest rate swaps is determined based on the difference between the fixed interest rate in the contracts that will be paid by the Company and the forward curve of the floating interest rates that are expected to be paid by the counterparty. The fair value of foreign exchange forward contracts and the interest rate swap are adjusted to reflect any changes in the Company's or the counterparty's credit risk.

Fair value estimates are made at a specific point in time, using available information about the instrument. These estimates are subjective in nature and often cannot be determined with precision.

The net unrealized (gains) losses on derivative financial instruments are comprised of:

	For the three months ended September 30, 2016	For the three months ended September 30, 2015	For the six months ended September 30, 2016	For the six months ended September 30, 2015
Unrealized gains on foreign exchange forward contracts	\$ 908	\$ 719	\$ 817	\$ 49
Unrealized gains (losses) on interest rate swaps	220	(8)	358	347
	\$ 1,128	\$ 711	\$ 1,175	\$ 396

The fair value measurements of the Company's financial instruments are classified in the hierarchy below according to the significance of the inputs used in making the fair value measurements.

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(in thousands of Canadian dollars, except per share amounts)

	September 30, 2016		
Asset/liability	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)
Interest rate swap liability	\$ -	\$ 1,816	\$ -
Foreign exchange forward contracts liability	-	309	-
	March 31, 2016		
Asset/liability	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)
Interest rate swap liability	\$ -	\$ 2,174	\$ -
Foreign exchange forward contracts liability	-	1,126	-

There were no transfers of financial instruments between levels during the quarter.

8 Capital stock

At the Annual and Special Meeting of Shareholders held on September 9, 2016, the Company's Class B shareholders approved a three-for-one share split for both the Company's Class A and Class B common shares. The additional shares were issued on October 14, 2016 to shareholders of record on September 23, 2016. The Company recorded the effect of the share split retroactively to all disclosures of share capital and per share amounts.

As a result, as at September 30, 2016 and March 31, 2016, there were 33,581,487 Class A shares issued and outstanding and 9,012,123 Class B shares issued and outstanding.