Condensed Consolidated Interim Financial Statements

30 June 2016

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The Board of Directors' and CEO's Report

Marel is a leading global provider of advanced equipment, systems and services for the poultry, fish and meat industries. Marel has offices and subsidiaries in over 30 countries and a global network of more than 100 agents and distributors.

The Condensed Consolidated Interim Financial Statements for the six-month period ended 30 June 2016 comprise the financial statements of Marel hf. (“the Company”) and its subsidiaries (together “the Group ” or “Marel”). The Condensed Consolidated Interim Financial Statements are prepared in accordance with IAS 34 Interim Financial Reporting and should be read in conjunction with the Group’s Annual Consolidated Financial Statements as at and for the year ended 31 December 2015. The Condensed Consolidated Interim Financial Statements do not include all of the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to understand the changes in the Group’s financial position and performance from year end 2015.

Operations in the six-month period ended 30 June 2016

MPS Holding III B.V. (“MPS”) and its subsidiaries were acquired with effective date 29 January 2016. Further information is provided in Note 22 of the Condensed Consolidated Interim Financial Statements. The comparative information for 2015 is not adjusted as a result of this acquisition.

The bridge from adjusted result from operations to result from operations as shown in the Consolidated Statement of Comprehensive Income is as follows:

	YTD 2016	YTD 2015
Adjusted result from operations	70,872	53,496
Adjustment for refocusing costs	-	(8,715)
Adjustment for amortization of acquisition-related intangible assets	(11,134)	-
Result from operations	**59,738**	**44,781**

The pro forma revenues for Marel, including MPS for the full half year, are EUR 498 million YTD 2016 and EUR 497 million YTD 2015. The pro forma adjusted results from operations for the same periods are EUR 75.0 million or 15.1% of revenues YTD 2016 and EUR 73.6 million or 14.8% of revenues YTD 2015.

Marel entered into a EUR 670 million facilities agreement with eight international banks, led by ING bank, Rabobank and ABN Amro. The facility converts the previous facility into an all senior facility, extends the term to 2020 as well as provides funds for the acquisition of MPS. Further details available see Note 17.

The order book amounted to EUR 307 million as at 30 June 2016 compared to a pro forma order book of EUR 320 million as at 31 December 2015.

Statement by the Board of Directors and the CEO

According to Board of Directors' and CEO's best knowledge, the Condensed Consolidated Interim Financial Statements give a true and fair view of the consolidated financial performance of the Group for the six-month period ended 30 June 2016, its assets, liabilities and consolidated financial position as at 30 June 2016 and its consolidated cash flows for the six-month period ended 30 June 2016.

Further, in our opinion the Condensed Consolidated Interim Financial Statements 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 Statements of Marel hf. for the six-month period ended 30 June 2016 and ratify the Condensed Consolidated Interim Financial Statements of Marel hf. for six-month period ended 30 June 2016 with their signatures.

Garðabær, 27 July 2016

Board of Directors

Ásthildur Margrét Otharsdóttir
Arnar Þór Másson
Ann Elizabeth Savage
Ástvaldur Jóhannsson
Margrét Jónsdóttir
Ólafur S. Guðmundsson

Chief Executive Officer

Árni Oddur Þórðarson

Consolidated Statement of Comprehensive Income

	Notes	Q2 2016	Q2 2015	YTD 2016	YTD 2015
Revenues	5	264,208	218,272	484,839	427,583
Cost of sales	7	(155,009)	(134,008)	(283,033)	(261,855)
Gross profit		109,199	84,264	201,806	165,728
Selling and marketing expenses	7	(33,893)	(29,510)	(64,345)	(57,621)
Research and development expenses	7	(17,857)	(12,917)	(33,164)	(28,803)
Administrative expenses	7	(17,700)	(12,168)	(33,506)	(25,787)
Other operating income / (expenses)	7	-	(10)	81	(21)
Adjusted result from operations *)	5	**39,749**	**29,659**	**70,872**	**53,496**
Total refocusing costs	6	-	(1,122)	-	(8,715)
Total amortization of acquisition-related intangible assets	22	(6,587)	-	(11,134)	-
Result from operations		**33,162**	**28,537**	**59,738**	**44,781**
Finance costs	8	(6,784)	(3,345)	(15,862)	(6,836)
Finance income	8	-	(129)	130	3,350
Net finance costs	8	(6,784)	(3,474)	(15,732)	(3,486)
Result before income tax		26,378	25,063	44,006	41,295
Income tax	9	(4,250)	(5,547)	(8,126)	(9,159)
Profit (loss) for the period		**22,128**	**19,516**	**35,880**	**32,136**

Other Comprehensive Income / (loss)

	Notes	Q2 2016	Q2 2015	YTD 2016	YTD 2015
Items that are or will be reclassified to profit or loss:					
Currency translation differences		728	482	(605)	721
Cash flow hedges		(1,272)	1,020	(1,615)	949
Income tax relating to cash flow hedges		351	(243)	456	(209)
Other comprehensive income / (loss) for the period, net of tax		(193)	1,259	(1,764)	1,461
Total comprehensive income for the period		**21,935**	**20,775**	**34,116**	**33,597**
Profit (loss) attributable to Shareholders of the Company		**22,128**	**19,516**	**35,880**	**32,136**
Comprehensive income attributable to Shareholders of the Company		**21,935**	**20,775**	**34,116**	**33,597**
Earnings per share for result attributable to Shareholders of the Company during the period (expressed in EUR cent per share):					
- basic	10	3.09	2.71	5.02	4.44
- diluted	10	3.07	2.70	5.00	4.43
Earnings per share for total comprehensive income attributable to Shareholders of the Company during the period (expressed in EUR cent per share):					
- basic	10	3.06	2.89	4.78	4.64
- diluted	10	3.05	2.88	4.76	4.63

*) Adjusted result from operations: for 2016 this means adjusted for amortization of acquisition-related intangible assets and for 2015 adjusted for refocusing costs.

The notes on pages 8-24 are an integral part of the Condensed Consolidated Interim Financial Statements.

Consolidated Statement of Financial Position

ASSETS	Notes	30/06 2016	31/12 2015
Non-current assets			
Property, plant and equipment	11	112,869	89,005
Goodwill	12	633,993	389,407
Other intangible assets	12	293,707	107,018
Trade receivables		334	443
Deferred income tax assets	13	10,022	10,029
		1,050,925	595,902
Current assets			
Inventories	14	121,787	99,382
Production contracts		46,117	17,261
Trade receivables		110,975	99,696
Assets held for sale	15	-	3,799
Other receivables and prepayments		37,264	29,139
Cash and cash equivalents		20,011	92,976
		336,154	342,253
Total assets		**1,387,079**	**938,155**
EQUITY			
Capital and reserves attributable to shareholders of Marel hf.			
Share capital	16	6,563	6,445
Share premium	16	296,005	277,919
Hedge reserve	16	(3,680)	(2,521)
Translation reserve	16	(3,185)	(2,580)
Retained earnings		192,297	167,476
Total equity		488,000	446,739
LIABILITIES			
Non-current liabilities			
Borrowings	17	458,509	217,287
Deferred income tax liabilities	13	65,779	15,943
Provisions	18	6,846	6,943
Derivative financial instruments	19	10,711	3,057
		541,845	243,230
Current liabilities			
Production contracts		133,479	78,330
Trade and other payables		171,415	139,227
Derivative financial instruments		45	-
Current income tax liabilities		10,274	3,221
Borrowings	17	24,113	18,449
Provisions	18	17,908	8,959
		357,234	248,186
Total liabilities		899,079	491,416
Total equity and liabilities		**1,387,079**	**938,155**

The notes on pages 8-24 are an integral part of the Condensed Consolidated Interim Financial Statements.

Consolidated Statement of Changes in Equity

	Attributable to Shareholders of the Company					
	Share capital	Share premium *	Hedge reserve	Translation reserve	Retained earnings	Total equity
Balance at 1 January 2015	6,664	311,748	(3,974)	(618)	113,678	427,498
Profit (loss) for the period					32,136	32,136
Total other comprehensive income			740	721		1,461
Transactions with owners of the Company						
Treasury shares purchased	(192)	(24,041)				(24,233)
Treasury shares sold	57	3,493				3,550
Treasury shares, transaction costs		(37)				(37)
Value of services provided		64				64
Value of services provided released		(543)			486	(57)
Dividend					(3,484)	(3,484)
	(135)	(21,064)	740	721	29,138	9,400
Balance at 30 June 2015	**6,529**	**290,684**	**(3,234)**	**103**	**142,816**	**436,898**
Profit (loss) for the period					24,560	24,560
Total other comprehensive income			713	(2,683)		(1,970)
Transactions with owners of the Company						
Treasury shares purchased	(92)	(13,670)				(13,762)
Treasury shares sold	8	847				855
Treasury shares, transaction costs		(21)				(21)
Value of services provided		185				185
Value of services provided released		(106)			100	(6)
	(84)	(12,765)	713	(2,683)	24,660	9,841
Balance at 31 December 2015	**6,445**	**277,919**	**(2,521)**	**(2,580)**	**167,476**	**446,739**
Profit (loss) for the period					35,880	35,880
Total other comprehensive income			(1,159)	(605)		(1,764)
Transactions with owners of the Company						
Treasury shares sold	118	18,261				18,379
Treasury shares, transaction costs		(16)				(16)
Value of services provided		93				93
Value of services provided released		(252)			245	(7)
Dividend					(11,304)	(11,304)
	118	18,086	(1,159)	(605)	24,821	41,261
Balance at 30 June 2016	**6,563**	**296,005**	**(3,680)**	**(3,185)**	**192,297**	**488,000**

*) Includes reserve for share based payments as per 30 June 2016 of EUR 707 (31 December 2015: EUR 864).

Dividends

In March 2016 a dividend of EUR 11,304 (EUR 1.58 cents per share) was declared for the operational year 2015, of which EUR 10,302 was paid in Q1 2016 and EUR 1,002 withholding tax was paid in Q2 2016 (in 2015, a dividend of EUR 3,484 (EUR 0.48 cents per share) was declared and paid for the operational year 2014).

Treasury shares

In Q1 2016, Marel sold 10.8 million treasury shares for a total amount of EUR 16.3 million in relation to the acquisition of MPS. In Q2 2016, Marel sold 2.0 million treasury shares for a total amount of EUR 2.1 million in relation to exercises of stock options. At end of Q2 2016, Marel has 18.1 million treasury shares (end of Q4 2015: 30.9 million treasury shares).

The notes on pages 8-24 are an integral part of the Condensed Consolidated Interim Financial Statements.

Consolidated Statement of Cash Flows

Cash flows from operating activities	Notes	Q2 2016	Q2 2015	YTD 2016	YTD 2015
Result from operations		33,162	28,537	59,738	44,781
Adjustments to reconcile result from operations to net cash provided by / (used in) operating activities:					
Depreciation and impairment of property, plant and equipment	11	2,395	2,324	4,627	4,479
Amortization and impairment of intangible assets	12	12,821	7,272	22,197	18,266
Loss / (gain) on sale of property, plant and equipment		-	(3,057)	-	325
Changes in non-current receivables		3	(1)	109	77
Working capital provided by / (used in) operating activities		48,381	35,075	86,671	67,928
Changes in working capital:					
Inventories and production contracts		(15,339)	7,323	(23,319)	9,654
Trade and other receivables		5,935	(14,443)	(769)	(22,303)
Trade and other payables		4,216	(6,156)	12,258	4,989
Provisions		515	1,915	(3,247)	2,961
Changes in operating assets and liabilities		(4,673)	(11,361)	(15,077)	(4,699)
Cash generated from operating activities		43,708	23,714	71,594	63,229
Taxes paid		(1,661)	(3,938)	(3,100)	(7,122)
Interest and finance income		-	209	429	262
Interest and finance costs		(4,606)	(3,585)	(25,147)	(7,838)
Net cash from operating activities		37,441	16,400	43,776	48,531
Cash flows from investing activities					
Purchase of property, plant and equipment	11	(5,855)	(1,260)	(11,229)	(2,108)
Investments in intangibles	12	(5,784)	(5,128)	(10,683)	(9,822)
Proceeds from sale of property, plant and equipment		39	2,906	4,200	3,158
Business combinations net of cash	22	-	9,005	(368,408)	6,655
Net cash provided by / (used in) investing activities		(11,600)	5,523	(386,119)	(2,117)
Cash flows from financing activities					
Purchase of treasury shares		-	(18,210)	-	(24,233)
Sale of treasury shares		2,110	1,760	18,362	3,550
Proceeds from borrowings		7,000	-	350,300	50,000
Repayments of borrowings		(45,000)	(9,985)	(87,500)	(13,411)
Dividends paid		(1,002)	(327)	(11,304)	(3,484)
Net cash from / (used in) financing activities		(36,892)	(26,762)	269,858	12,422
Net increase (decrease) in net cash		**(11,051)**	**(4,839)**	**(72,485)**	**58,836**
Exchange (loss) / gain on net cash		(211)	(1,398)	(480)	4,055
Net cash at beginning of the period		31,273	93,694	92,976	24,566
Net cash at end of the period		20,011	87,457	20,011	87,457

The notes on pages 8-24 are an integral part of the Condensed Consolidated Interim Financial Statements.

Notes to the Condensed Consolidated Interim Financial Statements

1. General information

Marel hf. ("the Company") is a limited liability company incorporated and domiciled in Iceland. The address of its registered office is Austurhraun 9, Garðabær.

The Condensed Consolidated Interim Financial Statements of the Company as at and for the six-month period ended 30 June 2016 comprise the Company and its subsidiaries (together referred to as "the Group" or "Marel"). The Group is a leading global provider of advanced equipment, systems and services for the poultry, fish and meat industries and is involved in the manufacturing, development, distribution and sales of solutions for these industries.

The Condensed Consolidated Interim Financial Statements for the six-month period 30 June 2016 have not been audited nor reviewed by an external auditor.

The Company is listed on the Nasdaq OMX Nordic Iceland exchange.

These Condensed Consolidated Interim Financial Statements have been approved for issue by the Board of Directors on 27 July 2016.

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 six-month period ended 30 June 2016. These have been prepared in accordance with IAS 34 as adopted by the European Union. The Condensed Consolidated Interim Financial Statements should be read in conjunction with the Group's Annual Consolidated Financial Statements for the year ended 31 December 2015. The Consolidated Financial Statements for the Group for the period ended 31 December 2015 are available upon request from the Company's registered office at Austurhraun 9, Garðabær, Iceland or at www.marel.com.

On 29 January 2016 Marel concluded the acquisition of MPS Holding III B.V. ("MPS") and obtained control through acquiring 100% of the issued shares of MPS. Comparative financial information presented in the Condensed Consolidated Interim Financial Statements does not include information on MPS.

3. Accounting policies

The accounting policies adopted are consistent with those of the Annual Consolidated Financial Statements for the year ended 31 December 2015, as described in the Annual Consolidated Financial Statements for the year ended 31 December 2015, except for the below change in accounting policies.

Expenditure to acquire patents, trademarks and licenses is capitalized and amortized using the straight-line method over their useful lives, but not exceeding 8 years, or 11 years in case of trademarks.

In March 2016, Marel announced a new branding strategy. As of that time the industries poultry, meat and fish are united under common Marel brand, with one Marel logo and tag line. As of now, the trade names used in the poultry industry (Marel Stork Poultry Processing) and further processing business (Marel Townsend Further Processing) will be used in product descriptions for equipment and Marel will continue to use these brands in spare parts business. These tradenames will be amortized in 10 years. Consequently Marel started to amortize mentioned trade names as from March 2016. The impact of these amortizations for the period ended 30 June 2016 is EUR 0.4 million.

4. Financial 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.

In November 2015, the Group entered into a new EUR 670 million facilities agreement with eight international banks, led by ING bank, Rabobank and ABN Amro. The terms and conditions are generally in line with Loan Market Association corporate standards. The new facility was utilized to repay the previous facility from 2010 as well as providing funds for the acquisition of MPS. The facility converts the previous facility into an all senior facility, extends the term to 2020 as well as provides funds for the acquisition of MPS.

The key elements of the financing are:

- A five-year all senior loan and revolver, consisting of a EUR 343 million and a USD 105 million term loan and EUR 225 million multicurrency revolver, with final maturity in November 2020.
- Initial interest terms are EURIBOR/LIBOR + 275 bps, which will vary in line with Marel's leverage ratio (Net debt/EBITDA) at the end of each quarter.

The Group has a financing structure which can accommodate the Group's financing requirements until 2020 with USD and EUR borrowings matching the Group's exposure in these currencies to a large extent.

The facility has an embedded 0% floor in the EURIBOR and LIBOR rates. At the date of utilization of the loans (29 January 2016) the 5 year EURIBOR curve was negative and consequently the floor has intrinsic value at the date of inception. In accordance to IAS 39 Financial Instruments, Marel has separated the embedded derivative from the facility and reports the intrinsic value on a fair value basis as a financial derivative on the Consolidated Statement of Financial Position. For further details see Notes 17 and 19.

5. Segment information

Operating segments

The identified operating segments comprise the three industries, which are the reporting segments. These operating segments form the basis for managerial decision taking. The following summary describes the operations in each of the Group's reportable segments:

- Poultry processing: Our poultry processing product range offers integrated systems for processing broilers, turkeys and ducks;
- Fish processing: Marel provides advanced equipment and systems for salmon and whitefish processing, both farmed and wild, onboard and ashore;
- Meat processing: Our Meat Industry specializes in the key processes of slaughtering, deboning and trimming, case ready food service and bacon processing;
- The 'Others' segment includes the holding companies as well as any revenues, result from operations and assets which do not belong to the three core industries.

The reporting entities are reporting their revenues per operating segment based on the industry for which the customer is using Marel's product range. Therefore inter-segment revenues do not exist, only intercompany revenues within the same segment.

Results are monitored and managed at the operating segment level, up to the result from operations. The Group's CEO reviews the internal management reports of each segment on a monthly basis. The business of the Company is not highly seasonable; fluctuations between quarters are mainly due to timing of receiving orders and completion of orders. Decisions on tax and financing structures including cash and cash equivalents are taken at a corporate level, therefore no financial income and expenses nor tax are allocated to the operating segments. The profit or loss per operating segment is the adjusted result from operations (before refocusing costs and amortization of acquisition related intangible assets); finance costs and taxes are reported in the column Total.

Intercompany transactions are entered into at arm's length terms and conditions comparable to those available to unrelated parties. Information on assets per operating segment is reported; however, decisions on liabilities are taken at a corporate level and as such are not included in this disclosure.

The Company has changed its internal reporting structure of the segments and the allocation of operating expenses to these three operating segments from 1 January 2016 to reflect the new organizational structure. Allocation to these three operating segments is mainly done based on a detailed review of equipment revenues and installed base for segments where the customers operate in. The Company is now managed on the basis of three industries with functions that work across all segments to effectively manage business operations. Comparative amounts in this note to the Condensed Consolidated Interim Financial Statements have been restated. The change into three operating segments does not have any impact on consolidated revenue, operational profit or net profit.

The segment information for the period ended 30 June 2016 is as follows:

	Poultry	Fish	Meat	Others	Total
Third Party Revenues	**270,994**	**63,393**	**146,654**	**3,798**	**484,839**
Adjusted result from operations	**47,799**	**3,089**	**18,265**	**1,719**	**70,872**
Amortization of acquisition-related intangible assets					(11,134)
Result from operations					**59,738**
Finance costs - net					(15,732)
Result before income tax					**44,006**
Income tax					(8,126)
Profit (loss) for the period					**35,880**
Assets	612,949	104,190	647,722	22,218	1,387,079
Depreciation and amortization	(8,939)	(2,360)	(15,493)	(32)	(26,824)
Of which Impairments	(391)	(66)	(703)	-	(1,160)

The segment information for the period ended 30 June 2015 is as follows:

	Poultry	Fish	Meat	Others	Total
Third Party Revenues	**260,661**	**70,579**	**89,356**	**6,987**	**427,583**
Adjusted result from operations	**39,437**	**6,958**	**5,880**	**1,221**	**53,496**
Refocusing costs					(8,715)
Result from operations					**44,781**
Finance costs - net					(3,486)
Result before income tax					**41,295**
Income tax					(9,159)
Profit (loss) for the period					**32,136**
Assets	604,746	105,043	126,706	88,818	925,313
Depreciation and amortization	(12,480)	(3,066)	(4,307)	(2,893)	(22,746)
Of which Impairments	(1,588)	(416)	(562)	(2,154)	(4,720)

6. Refocusing costs

In the Consolidated Statement of Comprehensive Income and Note 5 Segment information, refocusing costs are shown separately in order to give transparency on the ordinary business, excluding these costs. Refocusing costs are defined as the costs in relation to the Simpler, Smarter & Faster program of the Group. This program started in January 2014 and was successfully concluded in 2015 with the following goals:

- Combine business units that serve the same customer needs and rely on the same technical capabilities.
- Optimize the manufacturing footprint to balance utilization of resources within the Company.

The refocusing costs consist of:

	YTD 2016	YTD 2015
Streamlining Sales, Service, Innovation and Administration	-	510
Manufacturing and Product portfolio optimization	-	6,564
Other costs	-	1,641
	-	8,715

By nature of cost:

	YTD 2016	YTD 2015
Personnel related (severance, outplacement)	-	2,552
Relocation / building related	-	400
Depreciation and amortization (including impairments)	-	466
Divestment	-	3,047
Other costs	-	2,250
	-	8,715

Refocusing costs are presented in the Consolidated Statement of Comprehensive Income as follows:

	YTD 2016	YTD 2015
Cost of sales	-	2,666
Selling and marketing expenses	-	255
Research and development expenses	-	169
Administrative expenses	-	2,578
Other operating income / (expenses)	-	3,047
	-	8,715

7. Expenses by nature

	YTD 2016	YTD 2015
Cost of goods sold	169,945	160,849
Employee benefits	174,130	145,533
Depreciation and amortization	25,665	20,591
Maintenance and rent of buildings and equipment	7,317	7,148
Other	48,044	48,681
	425,101	382,802

8. Net Finance costs

	YTD 2016	YTD 2015
Finance costs:		
Interest on borrowings	(11,210)	(5,474)
Interest on finance leases	(1)	(1)
Other finance expenses	(3,647)	(1,361)
Net foreign exchange transaction losses	(1,004)	-
Subtotal Finance costs	(15,862)	(6,836)
Finance income:		
Interest income	130	221
Net foreign exchange transaction gains	-	3,129
Subtotal Finance income	130	3,350
Net Finance costs	(15,732)	(3,486)

The Group’s net finance cost increase significantly between years as borrowings increase due to the acquisition of MPS. Interest on borrowings in YTD in 2016 are exceptionally high due to one off repayment fee (EUR 2,424) on the junior loan acquired in Q1 2015. Other finance costs YTD 2016 increase due to new capitalized finance charges in connection with the new facility as well as revaluation of the embedded derivative increases finance cost by EUR 890.

9. Income tax

Income tax recognized in the Consolidated Statement of Comprehensive Income	YTD 2016	YTD 2015
Current tax	(9,281)	(7,635)
Deferred tax	1,155	(1,524)
	(8,126)	(9,159)

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 2016		YTD 2015	
		%		%
Result before income tax	44,006		41,295	
Income tax using Iceland rate	(8,801)	20.0	(8,259)	20.0
Effect of tax rates in other jurisdictions	(1,979)	4.5	(3,781)	9.2
Weighted average applicable tax	(10,780)	24.5	(12,040)	29.2
FX effect Iceland	270	(0.6)	270	(0.7)
R&D tax incentives	2,395	(5.4)	1,781	(4.3)
Permanent differences	(69)	0.2	340	(0.8)
Tax losses (un)recognized	(118)	0.3	(55)	0.1
(Impairment)/reversal of tax losses	6	(0.0)	67	(0.2)
Effect of tax rate changes	(23)	0.1	370	(0.9)
Others	193	(0.4)	108	(0.3)
Tax charge included in the profit or loss for the period	(8,126)	18.7	(9,159)	22.1

The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax laws and prior experience.

10. Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders 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.

Basic earnings per share (EUR cent per share)

	YTD 2016	YTD 2015
Net profit (loss) attributable to Shareholders	35,880	32,136
Weighted average number of outstanding shares in issue (thousands)	714,124	723,749
Basic earnings per share (EUR cent per share)	5.02	4.44

	YTD 2016	YTD 2015
Comprehensive income attributable to Shareholders	34,116	33,597
Weighted average number of outstanding shares in issue (thousands)	714,124	723,749
Basic earnings per share (EUR cent per share)	4.78	4.64

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.

Diluted earnings per share (EUR cent)

	YTD 2016	YTD 2015
Net profit (loss) used to determine diluted earnings per share	35,880	32,136
Weighted average number of outstanding shares in issue (thousands)	714,124	723,749
Adjustments for share options (thousands)	3,171	1,247
Weighted average number of outstanding shares for diluted earnings per share (thousands)	717,295	724,996
Diluted earnings per share (EUR cent per share)	5.00	4.43

	YTD 2016	YTD 2015
Comprehensive income used to determine diluted earnings per share	34,116	33,597
Weighted average number of outstanding shares in issue (thousands)	714,124	723,749
Adjustments for share options (thousands)	3,171	1,247
Weighted average number of outstanding shares for diluted earnings per share (thousands)	717,295	724,996
Diluted earnings per share (EUR cent per share)	4.76	4.63

11. Property, plant and equipment

	Land & buildings	Plant & machinery	Vehicles & equipment	Total
At 1 January 2016				
Cost	105,966	66,899	40,807	213,672
Accumulated depreciation	(37,952)	(50,457)	(36,258)	(124,667)
Net book amount	68,014	16,442	4,549	89,005
Six months ended 30 June 2016				
Opening net book amount	68,014	16,442	4,549	89,005
Divestments	(423)	-	(282)	(705)
Effect of movements in exchange rates	(20)	(66)	93	7
Additions	4,427	5,895	907	11,229
Business combinations, see Note 22	12,885	4,610	465	17,960
Depreciation charge	(1,360)	(2,391)	(876)	(4,627)
Closing net book amount	83,523	24,490	4,856	112,869
At 30 June 2016				
Cost	125,419	92,138	40,401	257,958
Accumulated depreciation	(41,896)	(67,648)	(35,545)	(145,089)
Net book amount	83,523	24,490	4,856	112,869

Depreciation of property, plant and equipment analyzes as follows in the Consolidated Statement of Comprehensive Income:

	YTD 2016	**YTD 2015**
Cost of sales	2,537	2,610
Selling and marketing expenses	353	377
Research and development expenses	151	179
Administrative expenses	1,586	961
	4,627	4,127

12. Intangible assets and Goodwill

	Goodwill	Technology & Develop-ment costs	Customer relations, Patents & Trade name	Other Intangibles	Total other Intangibles
At 1 January 2016					
Cost	389,407	148,735	56,842	32,665	238,242
Accumulated amortization	-	(82,204)	(30,201)	(18,819)	(131,224)
Net book amount	389,407	66,531	26,641	13,846	107,018
Six months ended 30 June 2016					
Opening net book amount	389,407	66,531	26,641	13,846	107,018
Business combination, see Note 22	245,622	56,385	119,137	23,457	198,979
Exchange differences	(1,036)	(310)	(345)	(121)	(776)
Additions	-	7,029	-	3,654	10,683
Impairment charge	-	(1,160)	-	-	(1,160)
Amortization charge	-	(6,929)	(10,313)	(3,795)	(21,037)
Closing net book amount	633,993	121,546	135,120	37,041	293,707
At 30 June 2016					
Cost	633,993	211,051	175,402	59,965	446,418
Accumulated amortization	-	(89,505)	(40,282)	(22,924)	(152,711)
Net book amount	633,993	121,546	135,120	37,041	293,707

The additions for 2016 predominantly comprise internally generated assets of EUR 10,683 (31 December 2015: EUR 20,267) for product development costs and for development of software products.

The impairment charge in the intangible assets analyzes as follows in the Consolidated Statement of Comprehensive Income:

	YTD 2016	YTD 2015
Cost of sales	-	528
Selling and marketing expenses	-	1,773
Research and development expenses	1,160	-
Administrative expenses	-	265
Other Operating expenses	-	1,687
	1,160	4,253

Amortization of intangible assets analyzes as follows in the Consolidated Statement of Comprehensive Income:

	YTD 2016	YTD 2015
Cost of sales	6,924	36
Selling and marketing expenses	3,822	303
Research and development expenses	7,972	11,002
Administrative expenses	2,319	2,672
	21,037	14,013

Impairment testing

The Group tested at the end of 2015 whether goodwill and infinite intangible assets had suffered any impairment and the conclusion was there were no triggers indicating that impairment was necessary. At the end of Q2 2016, there is no reason to deviate from the conclusions taken at year-end.

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 2016	(5,914)
Exchange differences and changes within the Group	(129)
Consolidated Statement of Comprehensive Income charge (excluding tax rate change)	1,178
Effect of change in tax rates	(23)
Business combination, see Note 22	(51,325)
Hedge reserve & translation reserve recognized in other Comprehensive Income	456
At 30 June 2016	(55,757)

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.

	30/06 2016	**31/12 2015**
Deferred income tax assets	10,022	10,029
Deferred income tax liabilities	(65,779)	(15,943)
	(55,757)	(5,914)

14. Inventories

There were no material reversals of write-downs to net realizable value. The write-downs recognized following a recoverability analysis are included in Cost of sales.

15. Assets and liabilities held for sale

In 2015, management committed to a plan to transfer production facilities from the Bornholm facility in Denmark to other Marel locations in Denmark and Slovakia, and sell the real estate in Bornholm. The business was serving multiple Marel segments. The real estate was presented as Assets held for sale for EUR 1.6 million as at 31 December 2015. The deal was finalized on 3 June 2015 and the assets have been transferred per 1 January 2016.

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Assets held for sale	
Value 31 December 2015	1,576
Proceeds from sale of production facilities	(1,576)
Value 30 June 2016	-

In 2015, management committed to a plan to transfer production facilities from the Des Moines facility in the United States of America to the Gainesville (Georgia) production facility in the United States of America and sell the real estate in Des Moines. The production facility in Des Moines is serving the Meat segment. The real estate was presented as Assets held for sale for EUR 2.2 million as at 31 December 2015 and is valued at the lower of its carrying amount and its fair value less costs to sell. The deal was finalized and assets have been transferred prior to 31 March 2016.

Marel Meat Processing Inc.

Assets held for sale	
Value 31 December 2015	2,223
Proceeds from sale of production facilities	(2,223)
Value 30 June 2016	-

16. Equity

Share Capital	Ordinary shares (thousands)	Treasury shares (thousands)	Outstanding number of shares (thousands)
At 1 January 2015	735,569	(6,958)	728,611
Treasury shares - purchased	-	(21,000)	(21,000)
Treasury shares - sold	-	6,239	6,239
At 30 June 2015	735,569	(21,719)	713,850
	100.00%	2.95%	97.05%
Treasury shares - purchased	-	(10,000)	(10,000)
Treasury shares - sold	-	816	816
At 1 January 2016	735,569	(30,903)	704,666
	100.00%	4.20%	95.80%
Treasury shares - sold	-	12,812	12,812
At 30 June 2016	735,569	(18,091)	717,478
	100.00%	2.46%	97.54%

Class of share capital:	**30/06 2016**	**31/12 2015**
Nominal value	6,563	6,445
Share premium	295,298	277,055
Reserve for share based payments	707	864
Total share premium reserve	296,005	277,919

The total authorized number of ordinary shares is 735.6 million shares (31 December 2015: 735.6 million shares) with a par value of ISK 1 per share. All issued shares are fully paid. Holders of ordinary shares are entitled to dividends as declared from time to time and are entitled to one vote per share at shareholders meetings of the Company.

17. Borrowings

	30/06 2016	31/12 2015
Non-current:		
Bank borrowings	458,496	217,272
Finance lease liabilities	13	15
	458,509	217,287
Current:		
Bank borrowings excluding bank overdrafts	24,113	18,449
Total borrowings	482,622	235,736
Secured bank loans	482,609	235,721
Finance lease liabilities	13	15
Total borrowings	482,622	235,736

Liabilities in currency recorded in EUR	Secured bank loans	Capitalized finance charges	Embedded Derivative	Finance lease liabilities	Total 30/06 2016	Total 31/12 2015
Liabilities in EUR	407,000	(13,197)	(4,259)	-	389,544	131,794
Liabilities in USD	94,731	(2,692)	-	-	92,039	103,927
Liabilities in DKK	1,026	-	-	-	1,026	-
Liabilities in other currencies	-	-	-	13	13	15
	502,757	(15,889)	(4,259)	13	482,622	235,736
Current maturities	(29,989)	4,657	1,219	-	(24,113)	(18,449)
	472,768	(11,232)	(3,040)	13	458,509	217,287

30/06 2016

Annual maturity of non-current liabilities:	Secured bank loans	Capitalized finance charges	Embedded Derivative	Finance lease liabilities	Total **2016**
Year 2017	15,000	(2,328)	(581)	-	12,091
Year 2018	30,000	(4,658)	(1,055)	13	24,300
Year 2019	30,000	(4,246)	(786)	-	24,968
Year 2020	397,768	-	(618)	-	397,150
Year 2021	-	-	-	-	-
Later	-	-	-	-	-
	472,768	(11,232)	(3,040)	13	458,509

31/12 2015

Annual maturity of non-current liabilities:	Secured bank loans	Capitalized finance charges	Embedded Derivative	Finance lease liabilities	Total **2015**
Year 2017	20,000	(1,551)	-	-	18,449
Year 2018	150,243	(1,420)	-	15	148,838
Year 2019	50,000	-	-	-	50,000
Year 2020	-	-	-	-	-
Year 2021	-	-	-	-	-
Later	-	-	-	-	-
	220,243	(2,971)	-	15	217,287

As of 30 June 2016, interest bearing debt amounted to EUR 497,472 (31 December 2015: EUR 240,258), of which EUR 481,596 (31 December 2015: EUR 240,258) are secured against shares that Marel hf. holds in certain subsidiaries. Lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in the event of default.

The Group loan agreements contain various restrictive covenants, relating to interest cover and leverage. At 30 June 2016 and at year end 2015 the Group complies with all restrictive covenants.

The Group has the following headroom in committed ancillary facilities:

	30/06 2016	31/12 2015
Floating rate:		
- Expiring within one year	-	-
- Expiring beyond one year	107,488	73,517
	107,488	73,517

18. Provisions

	Guarantee commitments	Pension commitments *)	Refocusing provisions	Other Provisions	Total
At 1 January 2015	5,381	5,102	5,911	306	16,700
Release	(1,143)	-	(799)	(113)	(2,055)
Additions	2,157	1,715	3,429	560	7,861
Used	130	(443)	(6,495)	204	(6,604)
At 31 December 2015	6,525	6,374	2,046	957	15,902
At 1 January 2016	6,525	6,374	2,046	957	15,902
Release	(744)	-	-	(195)	(939)
Business combinations, see Note 22	1,376	111	500	7,547	9,534
Additions	2,163	314	(5)	385	2,857
Used	(260)	285	(1,090)	(1,535)	(2,600)
At 30 June 2016	9,060	7,084	1,451	7,159	24,754

*) Including the provision for early retirement rights, which has increased to EUR 3,703 at 30 June 2016 (31 December 2015: EUR 3,541).

Analysis of total provisions	30/06 2016	31/12 2015
Current	17,908	8,959
Non-current	6,846	6,943
	24,754	15,902

19. Derivative financial instruments

Interest-rate swap

To protect Marel from fluctuations in Euribor-EUR-Reuters/Libor-BBA and in accordance with the interest hedge policy Marel has entered into interest rate swaps (the hedging instruments) to receive floating interest and to pay fixed interest.

The notional principal amount of the outstanding active interest rate swap contracts at 30 June 2016 was EUR 297,549 (31 December 2015: EUR 139,061).

In relation to the refinancing utilized on the 29 January 2016 Marel has entered into further interest rate swaps during Q2 2016 to be in line with its risk management policy to have 50 -70% of its exposure to changes in interest rates hedged for 3 – 5 years.

FX Forwards

With the acquisitions of MPS in January 2016, Marel acquired FX forward contracts with principal of approximately EUR 2.9 million and market to market value of EUR 0.05 million. The forward swaps were used for hedging purposes of projects in USD and CAD. These contracts will be held to maturity and Marel's currency risk policy will be applied for future transactions.

2016	**Currency**	**Principal**	**Maturity**	**Interest %**
Interest rate SWAP	USD	70,000	2016	1.8%
Interest rate SWAP	EUR	50,000	2016	3.1%
Forward starting interest rate SWAP	USD	55,000	2017	2.4%
Forward starting interest rate SWAP	EUR	6,000	2017	0.8%
Interest rate SWAP	EUR	25,000	2017	0.1%
Forward starting interest rate SWAP	EUR	55,000	2018	0.2%
Forward starting interest rate SWAP	USD	60,000	2018	2.2%
Embedded floor (0,00% cap on interest rates in financing agreements)	EUR	445,000	2020	0.0%
Interest rate SWAP	USD	10,000	2020	1.3%
Interest rate SWAP	EUR	150,000	2020	-0.1%
Forward starting interest rate SWAP	USD	60,000	2020	1.5%
FX EUR DKK interest rate SWAP (EUR fixed, DKK floating)	EUR	1,079	2027	5.2%

FX Forwards	**Currency**	**Principal**	**Maturity**	**Av. Rate**
FX forwards Sell USD Buy EUR	USD	2,563	2016	1.095
FX forwards Sell CAD Buy EUR	CAD	294	2016	1.584

2015	**Currency**	**Principal**	**Maturity**	**Interest %**
Interest rate SWAP	USD	70,000	2016	1.8%
Interest rate SWAP	EUR	50,000	2016	3.1%
Forward starting interest rate SWAP	USD	55,000	2017	2.4%
Forward starting interest rate SWAP	EUR	6,000	2017	0.8%
Interest rate SWAP	EUR	25,000	2017	0.1%
Forward starting interest rate SWAP	EUR	55,000	2018	0.2%
Forward starting interest rate SWAP	USD	60,000	2018	2.2%

20. Contingencies

At 30 June 2016 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 38,528 (31 December 2015: EUR 27,822) to third parties.

As part of doing business Marel is involved in claims and litigations, under such indemnities and guarantees. These claims are pending and all are contested. Provisions are recognized when an outflow of economic benefits for settlement is probable and the amount can be estimated reliably. It should be understood that, in light of possible future developments, such as (a) potential additional lawsuits, (b) possible future settlements, and (c) rulings or judgments in pending lawsuits, certain cases may result in additional liabilities and related costs.

At this point in time, we cannot estimate any additional amount of loss or range of loss in excess of the recorded amounts with sufficient certainty to allow such amount or range of amounts to be meaningful. Moreover, if and to the extent that the contingent liabilities materialize, they are often resolved over a number of years and the timing of such payments cannot be predicted with confidence. While the outcome of said cases, claims and disputes cannot be predicted with certainty, we believe, based upon legal advice and information received, that the final outcome will not materially affect our consolidated financial position but could be material to our results of operations or cash flows in any one accounting period.

21. Related party transactions

At 30 June 2016 and at 31 December 2015 there are no loans to the members of the Board of Directors and the CEO. In addition, there were no transactions carried out (purchases of goods and services) between the Group and members of the Board of Directors nor the CEO in the six months period ended 30 June 2016 and the year 2015.

22. Business combinations

Change in Group structure

As of 1 January 2016 three entities in the United States of America, Marel Stork Poultry Processing Inc., Marel Meat Processing Inc. and Marel Inc., have been merged to one legal entity Marel Inc.

Acquisition MPS Holding III B.V.

On 29 January 2016 Marel concluded the acquisition of MPS Holding III B.V. (“MPS”) and obtained control through acquiring 100% of the issued shares of MPS. MPS is a subsidiary of Marel Holding B.V. The purchase price is approximately EUR 368 million on a debt-free and cash-free basis. There are no contingent consideration arrangements.

MPS is a leading company in primary processing solutions for the pork and beef industry as well as in innovative solutions in waste water treatment and food logistics. The acquisition enhances Marel’s position as a leading global provider of advanced equipment and solutions to the poultry, meat and fish industries and is fully in line with the company’s previously announced growth strategy. This step will support Marel’s full line offering in the meat processing industry.

The amounts recorded for the acquisition as disclosed below are provisional. Immediately after the acquisition date the purchase price allocation activities started. As a consequence all of the numbers recorded for the acquisition are provisional. Under IFRS 3, adjustments to provisional fair values and goodwill may be made in the period subsequent to the business combination. The period during which such an adjustment is permitted is limited to 12 months from the date of acquisition.

The following table summarizes the major classes of consideration transferred, and recognized provisional amounts of assets acquired and liabilities assumed at the acquisition date.

Property, plant and equipment	17,960
Other intangible assets	198,979
Inventories	16,693
Trade and other receivables	22,229
Cash and cash equivalents	18,384
Assets acquired	274,245
Long-term debt, current and non-current	92,782
Deferred and other tax liabilities	51,231
Production contracts	43,649
Provisions, current and non-current	9,534
Trade and other payables	27,593
Liabilities assumed	224,789
Total net identified assets	49,456
Consideration paid in cash for the transaction on 29 January 2016	295,078
Consideration transferred	295,078
Goodwill on acquisition (provisional)	245,622

The resulting provisional goodwill from this acquisition is primarily related to the strategic (and cultural) fit with highly complementary product portfolios and geographic presence. The goodwill is not tax deductible.

MPS contributed EUR 76.5 million to revenues and affected result from operation positively.

Amortization of acquisition related intangible assets relate to the following lines in the Consolidated Statement of Comprehensive Income:

	YTD 2016
Cost of sales	6,910
Selling and marketing expenses	3,140
Research and development expenses	1,084
	11,134

EUR 6.9 million related to the fair value lift up on the order back log. EUR 4.2 million of amortization of identified intangible assets and a tax effect of EUR 2.8 million from the period from acquisition to 30 June 2016. The order backlog will be fully amortized in mid-2017, the brand names will amortized before the end of the year and the other identified intangible assets will be amortized in 20 years.

As part of the acquisition of MPS, Marel acquired the 76% shareholding in MPS France S.A.R.L., France. The share of the profit of this joint venture for the period 29 January 2016 to 30 June 2016 is EUR 13. Equity attributable to this joint venture is EUR 173 at 30 June 2016.

23. Events after balance sheet date

None.

24. Quarterly results

	Q2 2016	Q1 2016	Q4 2015	Q3 2015	Q2 2015
Revenue	264,208	220,631	201,913	189,106	218,272
Cost of sales	(155,009)	(128,024)	(122,049)	(115,183)	(134,008)
Gross profit	109,199	92,607	79,864	73,923	84,264
Selling and marketing expenses	(33,893)	(30,452)	(28,449)	(24,368)	(29,510)
Research and development expenses	(17,857)	(15,307)	(15,019)	(13,182)	(12,917)
Administrative expenses	(17,700)	(15,806)	(17,984)	(12,184)	(12,168)
Other operating income / (expenses)	-	81	509	(23)	(10)
Adjusted result from operations*)	39,749	31,123	18,921	24,166	29,659
Refocusing costs	-	-	(4,295)	(1,960)	(1,122)
Amortization of acquisition-related intangible assets	(6,587)	(4,547)	-	-	-
Result from operations (EBIT)	33,162	26,576	14,626	22,206	28,537
Net finance costs	(6,784)	(8,948)	(3,544)	(4,877)	(3,474)
Result before income tax	26,378	17,628	11,082	17,329	25,063
Income tax	(4,250)	(3,876)	(1,220)	(2,631)	(5,547)
Profit (loss) for the period	22,128	13,752	9,862	14,698	19,516
Profit before depreciation & amortization (EBITDA)	48,379	38,185	23,599	29,686	38,135

*) Adjusted result from operations: for 2016 this means adjusted for amortization of acquisition-related intangible assets and for 2015 adjusted for refocusing costs.