

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATION**

You should read this discussion in conjunction with the consolidated financial statements of Sigma Alimentos, S.A. de C.V. (the "Company"), as well as related notes and other financial information included in the audited financial statements. The financial statements are prepared in accordance with IFRS. The IFRS include all the effective International Accounting Standards ("IAS"), and the related interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), including those issued previously by the Standing Interpretations Committee ("SIC").

The Company changed its accounting policies from Mexican Financial Reporting Standards ("MFRS") to comply with IFRS as of January 1, 2012. The transition from MFRS to IFRS has been registered in accordance with IFRS 1, setting January 1, 2011 as the transition date.

This section contains forward-looking statements that involve risks and uncertainties. The actual results may vary materially from those discussed in the forward-looking statements due to various factors.

### **Overview**

Sigma Alimentos is one of the largest branded refrigerated foods companies in the world focused on the production, marketing and distribution of quality branded foods, including packaged meats, cheese, yogurt and other refrigerated and frozen foods. Through brand development, quality products and continuous innovation, Sigma has established a leading market position in the United States, Europe, Mexico and Latin America.

The brand portfolio has a number of unique products; focus on optimizing production processes, technology, and a robust distribution network which have allowed the Company to continue to grow net sales and cash flow. In 2015, the Company generated consolidated net sales of Ps. 93,568 million and Adjusted EBITDA of Ps. 13,891 million; and consolidated net sales of Ps. 106,341 million and Adjusted EBITDA of Ps. 12,374 million for 2016.

### **Economic Environment and other Macroeconomic Factors**

Sigma's business is closely tied to general economic conditions in the countries where the Company operates. Therefore, the Company's economic performance and ability to implement its business strategies may be affected by changes in general economic conditions in those regions.

Macroeconomic conditions in the countries where the Company operates have historically affected its operating results and distribution of sales across the product mix. Customers may switch from branded to lower-cost unbranded products in periods of recession, when GDP declines, in any or all the counties in which the Company operates. In recent years, certain markets have experienced economic weakness with tighter credit conditions and slower or declining growth. In addition, exchange rate fluctuations may result from weaker macroeconomic conditions. Since a significant portion of costs and net sales are either denominated in or linked to the value of the U.S. Dollar, margins could be influenced by the fluctuation of the currencies from the different countries in which the Company conducts its business. Prices for raw materials may fluctuate due to changes in the price of commodities, such as corn and other grains, fuel and transportation, all of which may be affected by overall trends in GDP and demand.

### **Factors Affecting the Company's Results of Operation**

#### ***Net Sales***

Net sales consist of revenue generated from sales of packaged meats, dairy products and other products. Net sales and are a result of sales volume, price (after reduction from rebates and invoice discounts) and product mix. The main drivers of sales volume include:

- Available production capacity, either by acquisition of new production facilities or the expansion of existing plant capacity (see “—Effect of Acquisitions, Capacity Expansion and Production Efficiencies” below)
- Capacity utilization rate and the existence or absence of operational disruptions
- Demand for packaged meats, dairy products and other refrigerated foods. Also economic growth or contraction in the countries in which the Company operates and resilience to adverse economic scenarios
- Competition from substitute products, including those outside the categories in which the Company participates
- Ability to develop new products and product characteristics that meet consumers’ changing needs and preferences

The main factors affecting the pricing of products include:

- Market conditions and the regional supply and demand for packaged meats, dairy products and other refrigerated food products
- Competitive pricing strategies
- Product mix, ranging from premium to economic brands
- Changes in raw material prices and in other costs
- Changes in the exchange rate of local currencies of the countries in which the Company operates

### ***Cost of Sales***

Cost of sales consists primarily of (i) raw materials, particularly poultry, pork and fluid and dry milk, (ii) energy, including natural gas, motor fuel and electricity, (iii) labor costs other than reorganization costs, (iv) transportation costs and (v) depreciation and amortization of plant and equipment. The main factors that affect cost of sales include:

- Raw material prices, particularly for pork and poultry, which are closely related to the cost of grains, such as corn, which is the major cost of raising such animals, as well as for fluid and dry milk
- Changes in the price of imported raw materials due to changes in the exchange rate against the local currencies
- Sales volume
- Product mix
- Ability to streamline or create efficiencies in production processes
- Energy costs

### ***Gross Profit***

Gross profit is defined as net sales less cost of sales. Gross profit as a percentage of net sales is not a meaningful measure of financial performance.

### ***Selling and Administrative Expenses***

Selling and administrative expenses consist principally of selling expenses, including salaries and commissions paid to sales force, as well as distribution, marketing and administrative expenses.

### ***Comprehensive Financing Expense, Net***

The components of comprehensive financing expense, net are comprised of:

- Financial expense, including fixed and variable interest expense. This is mainly a function of the principal amount of debt outstanding and the interest rates in effect
- Financial income, which includes interest income earned on cash and cash equivalents
- Exchange loss (gain), net, which includes net gains or losses relating to foreign currency exchange rate movements, as further described below under “—Effects of Foreign Currency Exchange Rate Fluctuations”
- Valuation of derivative financial instruments, which reflect changes in the fair value of derivative financial instruments designated as held for trading because they do not satisfy the accounting requirements for hedge accounting, including instruments with respect to exchange rates, interest rates and natural gas prices and, if applicable, the ineffective portion of instruments qualified as hedge accounting. The designation as hedge accounting is documented at the inception of the transaction, specifying the related objective, initial position, risk to be hedged, type of relationship, characteristics, accounting recognition and how their effectiveness will be assessed.

In the past, the Company has used derivative financial instruments to manage the risk profile associated with interest rates and currency exposure, reduce financing costs and hedge some of commodity and financial market risks. The Company did not have any derivative financial instruments outstanding for the years ended December 31, 2015 and 2016. Internal policy prohibits any derivative financial instruments for speculative purposes, however, they can be used as an economic hedge against certain business risks, even if these instruments do not qualify for hedge accounting under IFRS. In addition, the Company may be required to record fair value losses in the future that could be material. The mark-to-market accounting for derivative financial instruments is reflected in the income statement and has resulted in volatility in earnings. In addition, the Company may incur future losses in connection with derivative financial instruments transactions, which could have a material adverse effect on financial condition and results of operations.

### ***Effect of Acquisitions, Capacity Expansion and Production Efficiencies***

Financial results for the periods presented below were materially affected by acquisitions, capacity expansion and efficiency improvements.

In July 2015, Sigma entered into a strategic alliance with Kinesis Food Service S.A. de C.V. in the administration of Proveedores de Alimentos de Cancun, S.A. de C.V. (“Pacsa”), a company engaged in the distribution of meat and dairy products in the foodservice market in certain regions of Mexico, mainly Southeast Mexico.

In August 2015, Sigma acquired Elaborados Cárnicos S.A. (“Ecarni”), a company engaged in the production of packaged meats, which sells under the Don Diego and La Castilla brands. The company is based in Quito, Ecuador and has operated for more than 30 years.

In January 2016, Sigma acquired RJ Trading, S.A. de C.V., a distributor of dry products in the foodservice market in the North of Mexico.

### ***Effects of Foreign Currency Exchange Rate Fluctuations***

There is exposure to foreign exchange rate risks, since Sigma operates in several countries, most notably the U.S. Dollar and the Euro conversion to Pesos. In order to report consolidated financial statements, Sigma must effectively convert multiple currencies into a single reporting currency. Fluctuations in currency rates could affect the income statement, even if local currency results remain the same. Changes relative to the value of the Peso vis-à-vis the U.S. Dollar have an effect on operating results.

### ***Change in Functional Currency***

The financial statements of each of the subsidiaries should be measured using the currency of the primary economic environment in which each such entity operates (“the functional currency”). In the case of the Issuer, up to June 30, 2015 the functional currency was determined to be the Mexican Peso.

As of July 1, 2015, Sigma concluded that the most adequate functional currency for the Issuer is the U.S. Dollar. This was based on the economic environment where the entity generates and uses cash. Revenues from dividends and revenues from brand use are collected in U.S. Dollars. The previous functional currency was the Mexican Peso and in accordance with the International Accounting Standard 21 “Effects of changes in foreign exchange rates” (“IAS 21”), the changes are made prospectively. At the date of the change in the functional currency, all assets, liabilities, capital and income statement items were translated into U.S. Dollars at the exchange rate at that date

### ***Limited Seasonality***

Operating results are not materially affected by seasonality, although Campofrio experiences higher sales of packaged meats during the year-end holiday season. Bar-S has higher sales of sausages, cooked ham and hot dogs during the summer months.

### ***Key Drivers of Profitability***

The key drivers of profitability include:

- ***The Company’s ability to respond to economic conditions in its markets.*** In periods of recession when GDP declines in any or all of the Company’s markets, consumers may switch from high to lower-cost products. In order to maintain its profitability, the Company must continue to offer its broad portfolio of brands across the diverse consumer base the Company serves in. In periods of economic growth, consumers are more willing to purchase premium or higher-end branded products and the Company’s challenge in such periods is to encourage consumers, through marketing and other initiatives, to switch to those products.
- ***The Company’s ability to understand and attend to consumer needs through innovation.*** The Company believes that enlarging its sales volume is critical for its profitability and therefore the Company must continue to innovate through the introduction of new products. By focusing the Company’s research and development activities on tailoring its products to the preferences and needs of consumers, the Company believes that it will increase sales volumes and improve profitability.
- ***The Company’s ability to integrate acquisitions.*** The Company’s ability to carry out M&A and post-merger integration in different markets has enabled it to successfully execute and integrate a number of acquisitions. The Company’s due diligence and post-merger integration experience process help it identify and execute value generating strategies that result in significant synergies.
- ***The Company’s ability to achieve efficiencies and economies of scale.*** The ability to grow the Company’s sales volume while maintaining its current cost structure is essential in order to achieve profitable results. In order to increase the Company’s productivity, the Company needs to efficiently use its production and distribution facilities and control variable costs and expenses. In addition, within fixed costs and expenses the Company needs to achieve economies of scale as it intends to increase its sales volumes without using increasingly more resources.

### ***Critical Accounting Policies***

There are certain key accounting indicators and estimates that affect the Company’s financial condition and operating results. These indicators are based on subjective judgments or decisions that require management to estimate and make assumptions that affect the amounts reported in the Annual Audited Financial Statements and Interim Unaudited Financial Statements. Estimates are based on historical information and other assumptions that the Company believes are reasonable under the circumstances.

Actual results may differ from estimates under different assumptions or conditions. Estimates routinely require adjustments based on changing circumstances and new or more accurate information. In the opinion of management, the most critical accounting estimates under IFRS are those that require management to make estimates and assumptions that affect the reported amounts related to accounting for estimated impairment of goodwill, income taxes and pension benefits, long-lived assets, revenue recognition and recognition of deferred tax assets. For a full description of all accounting policies, see Note 3 to Annual Audited Financial Statements included in this offering memorandum.

There are certain critical estimates that require significant judgment in the preparation of consolidated financial statements. Accounting estimates are considered as critical if:

- It requires the Company to make assumptions due to lack of information or if it included matter that were highly uncertain at the time the estimate was made
- Changes in the estimate or different estimates that would have had a material impact on the financial condition or operating results

### ***Estimated Impairment of Goodwill***

Goodwill is tested annually to determine if it suffers any impairment, in accordance with the established accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

### ***Income Taxes***

The Company is subject to income taxes in numerous jurisdictions. Significant judgment is required to determine the worldwide provision for income taxes. There are many transactions and calculations, therefore the final tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of when additional taxes will be due. In the event the final tax outcome of these matters is different from the amounts that were initially recorded, the difference will impact the current and deferred income tax assets and liabilities for the period in which such determination is made. As of December 31, 2016, if income before taxes increased/decreased by 5%, income tax would have increased/decreased by Ps. 87 million.

### ***Pension Benefits***

The present value of the pension obligations depends on several factors that are determined on an actuarial basis using several assumptions. The assumptions used in determining the net cost (income) for pensions include a discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The discount rate is calculated at the end of each year. The discount rate is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Company considers the interest according to IAS 19 "Employees' benefits" that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for pension obligations are based in part on current market conditions.

### ***Long-lived Assets***

The Company estimates the useful lives of long-lived assets in order to determine the depreciation and amortization expenses to be recorded during the reporting period. The useful life of an asset is determined when the asset is acquired based on past experience with similar assets and considering anticipated technological changes or any other type of changes. When technological changes occur faster or differently than estimated, the useful lives assigned to the assets could be reduced. This would lead to the recognition of a higher depreciation and amortization expense in future periods. Alternatively, these types of technological changes could result in the recognition of a charge for impairment to reflect the reduction in the value of the assets. The Company reviews assets on an annual

basis for signs of impairment, or when certain events or circumstances indicate that the value in books may not be recovered during the remaining useful life of the assets.

To evaluate the impairment, the Company uses cash flows that consider the administrative estimates for future transactions, including estimates for revenues, costs, operating expenses, capital expenses and debt service. In accordance with IFRS, if an assessment is required, future discounted cash flows associated with an asset would be compared to the value in books of the asset to determine if an asset is impaired. In this case, the asset is reduced to its fair value. Based on analysis of cash flow, there was no impairment at December 31, 2016.

### ***Revenue Recognition***

The Company recognized revenues of Ps 106,341 million from the sale of goods to third parties during 2016. Customers have the right to return the products if not satisfied. Based on previous experience in similar sales, the dissatisfaction rate and maturity will not exceed 1%. Consequently, the Company has recognized revenues from these transactions with the corresponding provision against revenues from the estimate of returns. If the estimate were to change by 10%, revenues would decrease/increase by Ps 106.3 million.

### ***Recognition of Deferred Tax Assets***

The Company has tax losses derived mainly from exchange losses in U.S. dollar-denominated debt originated during 2016 and 2015, which can be used in the following years expiring beginning in 2024.

Based on future projections of tax revenues and gains that include a solid business plan, new services rendered to the Company's entities and increase in royalties, among others, as of 2016, management considered using current tax losses before they expire. Therefore, it has been deemed adequate to record a deferred tax asset for those losses.

## **Results of Operations**

	For the Year Ended December 31,				Percentage
	2015	Percent of Net Sales	2016	Percent of Net Sales	2016 vs. 2015
	(in millions of Pesos, except percentages)				
Net sales .....	93,568	100.0%	106,341	100.0%	13.7
Cost of sales .....	<u>(66,708)</u>	(71.3)	<u>(75,370)</u>	(70.9)	13.0
Gross profit .....	26,860	28.7	30,971	29.1	15.3
Selling and administrative.....	(19,462)	(20.8)	(21,977)	(20.7)	12.9
Other expenses, net.....	<u>3,506</u>	3.7	<u>(476)</u>	(0.4)	(113.6)
Operating profit .....	10,904	11.7	8,519	8.0	(21.9)
Financial income .....	901	1.0	2,071	1.9	129.8
Financial expenses .....	<u>(3,507)</u>	(3.7)	<u>(4,828)</u>	(4.5)	37.7
Comprehensive financing expense .....	(2,606)	(2.8)	(2,757)	(2.6)	5.8
Share of losses of investments accounted for using the equity method.....	(401)	(0.4)	50	0.0	(112.5)
Profit before income tax .....	7,896	8.4	5,812	5.5	(26.4)
Income tax .....	<u>(1,586)</u>	(1.7)	<u>(860)</u>	(0.8)	(45.8)
Net profit.....	<u>6,310</u>	6.7	<u>4,953</u>	4.7	(21.5)
Adjusted EBITDA .....	<u>13,891</u>	14.8	<u>12,374</u>	11.6	(10.9)

The following table provides a breakdown of net sales by product line for 2015 and 2016:

	For the Year Ended December 31,				Percentage
	2015	Percent of Net Sales	2016	Percent of Net Sales	2016 vs. 2015
	(in millions of Pesos, except percentages)				
<u>Product lines:</u>					
Packaged meats .....	72,807	77.8	82,109	77.2	12.8
Dairy products .....	16,927	18.1	19,235	18.1	13.6
Other products .....	3,834	4.1	4,997	4.7	30.3
Total .....	93,568	100.0	106,341	100.0	13.7

The following table provides a breakdown of net sales by geographic region for 2015 and 2016:

	For the Year Ended December 31,				Percentage
	2015	Percent of Net Sales	2016	Percent of Net Sales	2016 vs. 2015
	(in millions of Pesos, except percentages)				
<u>Geographic region:</u>					
Mexico .....	39,915	42.7	43,433	40.8	8.8
USA .....	13,697	14.6	15,308	14.4	11.8
Europe .....	33,892	36.2	40,002	37.6	18.0
Other countries .....	6,064	6.5	7,598	7.2	25.3
Total .....	93,568	100.0	106,341	100.0	13.7

## 2016 compared with 2015

### *Net Sales by Product Line*

*Net sales of packaged meats* for the year ended December 31, 2016 were Ps. 82,109 million, an increase of 12.8% from the Ps. 72,807 million reported in 2015. This increase was primarily due to higher average prices in Mexico and higher net sales from U.S. and Europe operations when converted into Pesos as a result of a Peso devaluation against the U.S. Dollar and the Euro.

*Net sales of dairy products* for the year ended December 31, 2016 were Ps. 19,235 million, an increase of 13.6% from the Ps. 16,927 million reported in 2015. This increase was primarily due to higher sales volume.

Net sales of other products for the year ended December 31, 2016 were Ps. 4,997 million, an increase of 30.3% from the Ps. 3,834 million reported in 2015. This increase was primarily due to the expansion of the foodservice business which requires a broad portfolio of products.

### *Net Sales by Geographic Region*

Net sales in Mexico for the year ended December 31, 2016 were Ps. 43,433 million, an increase of 8.8% from the Ps. 39,915 million reported in 2015. This increase was primarily due to increases in sales volume and higher average prices.

Net sales in the U.S. for the year ended December 31, 2016 were Ps. 15,308 million, an increase of 11.8% from the Ps. 13,697 million reported in 2015. This increase was primarily due to higher net sales when converted into Pesos as a result of a Peso devaluation against the U.S. Dollar.

Net sales in Europe for the year ended December 31, 2016 were Ps. 40,002 million, an increase of 18.0% from the Ps. 33,892 million reported in 2015. This increase was primarily due to higher net sales when converted into Pesos as a result of a Peso devaluation against the Euro.

Net sales in other countries for the year ended December 31, 2016 were Ps. 7,598 million, an increase of 25.3% from the Ps. 6,064 million reported in 2015. This increase was primarily due to increases in sales volume.

### **General**

*Net sales* for the year ended December 31, 2016 were Ps. 106,341 million, an increase of 13.7% from the Ps. 93,568 million reported in 2015. This increase was primarily due to higher average prices and higher net sales from U.S. and Europe operations when converted into Pesos as a result of a Peso devaluation against the U.S. Dollar and the Euro. As a percentage of total sales, sales in Mexico accounted for 40.8%, sales in Europe accounted for 37.6%, sales in the United States accounted for 14.4% and sales in other countries accounted for 7.2%.

*Cost of sales* for the year ended December 31, 2016 was Ps. 75,370 million, an increase of 13.0% from the Ps. 66,708 million reported in 2015. This increase was primarily driven by higher prices of raw materials as a result of the Peso devaluation.

*Gross profit*, defined as the difference between net sales and cost of sales, for the year ended December 31, 2016 was Ps. 30,971 million, an increase of 15.3% from the Ps. 26,860 million reported in 2015. This increase was primarily due to the factors discussed above.

*Selling and administrative expenses* for the year ended December 31, 2016 were Ps. 21,977 million, an increase of 12.9% from the Ps. 19,462 million reported in 2015. This increase was primarily due to the effect of the exchange rate in operations outside Mexico.

*Other income (expenses), net* for the year ended December 31, 2016 was an expense of Ps. 476 million, compared to an income of Ps. 3,506 million in 2015, primarily due to insurance proceeds received in connection with the fire at the La Bureba facility.

*Operating profit* for the year ended December 31, 2016 was Ps. 8,519 million, a decrease of 21.9% from the Ps. 10,904 million reported in 2015. This decrease was primarily due to the factors discussed above.

*Comprehensive financing expense, net* for the year ended December 31, 2016 was an expense of Ps. 2,757 million, compared to an expense of Ps. 2,606 million reported in 2015. This increase was primarily due to lower foreign exchange losses due to the change in functional currency effective in the third quarter of 2015.

*Income tax* for the year ended December 31, 2016 was a tax expense of Ps. 860 million, a decrease of 45.8% from the tax expense of Ps. 1,586 million reported in 2015. This decrease was mainly due to a decrease in taxable income primarily caused by foreign exchange effects.

*Net profit* for the year ended December 31, 2016 was Ps. 4,953 million, a decrease of 21.5% from the Ps. 6,310 million reported in 2015, primarily due to the factors discussed above.

### **New Accounting Policies**

A new number of standards, amendments and interpretations to the accounting policies have been published, which are not effective for reporting periods at December 31, 2016, and have not been applied in advance by the Company. The Company's assessment of the effects of those new standards and interpretations are detailed below:

IFRS 9 - "Financial instruments", addresses the classification, measurement and recognition of financial assets and liabilities and introduces new rules for hedge accounting. In July 2014, the IASB made additional changes to the classification and measurement rules and also introduced a new impairment model. These last changes now comprise the entire new financial instruments standard. Following the approved changes, the Company no longer expects any impact from the new rules of classification, measurement and disposal of its financial assets or liabilities. There will be no impact on the Company's accounting from financial liabilities, since the new requirements only affect financial liabilities at fair value through income and the Company has no such liabilities. The new rule also introduces requirements regarding extense disclosure and presentation changes, which are still under evaluation by the Company. The new impairment model is a model of expected credit losses; therefore, it would result in advance recognition of credit losses. The Company continues assessing how its hedge agreements

and impairment provisions are affected by the new rules. The standard is effective for the periods beginning on or after January 1, 2018. Early adoption is allowed.

IFRS 15 - "Revenue from contracts with customers", is a new standard issued by the IASB for revenue recognition. This standard replaces IAS 18 "Revenues", IAS 11 "Construction contracts", as well as the interpretations to the aforementioned standards. The new standard is based on the fact that revenue should be recorded when control over the different good or service is transferred to the customer, and therefore this control notion replaces the existing notion of risks and benefits.

This standard is effective for periods beginning on or after January 1, 2018. The standard allows for a complete retrospective approach and a modified retrospective approach for its adoption. The Company is assessing which of the two approaches it can use and to date, it considers that the modified retrospective approach might be used for adoption. Under this approach the entities will recognize adjustments from the effect of initial application (January 1, 2018) in retained earnings in the financial statements at December 2018 without restating comparative periods, by applying the new rules to contracts effective as of January 1, 2018 or those that even when held in prior years continue to be effective at the date of initial application.

For purposes of disclosure in the 2018 financial statements, the amounts of affected items must be disclosed, considering the application of the current revenue standard, as well as an explanation of the reason for the significant changes made.

During 2016, management conducted an assessment to identify areas of possible impact of the new revenue standard. The most relevant issues that Management is evaluating are the following:

- There are variable considerations such as returns and discounts. Management should evaluate and apply the most appropriate method to estimate the variable consideration.
- The Company makes different payments to customers; this makes it necessary to analyze whether they should be classified as "different" under IFRS 15. If so, they will not be considered an income reduction and will be accounted for in the same manner as purchases of goods or services.

As of December 31, 2016, the Company is in the process of evaluating the impact of this new standard on its financial statements.

This standard is effective for periods beginning on or after January 1, 2018. The expected application date for the Company is January 2018.

IFRS 16 - "Leases". In January 2016, the IASB issued a new standard for lease accounting. This standard will replace current standard IAS 17, which classifies leases into financial and operating. IAS 17 identifies leases as financial in nature when the risks and benefits of an asset are transferred, and identifies the rest as operating leases. IFRS 16 eliminates the classification between financial and operating leases and requires the recognition of a liability showing future payments and assets for "right of use" in most leases. The IASB has included some exceptions in short-term leases and in low-value assets. The aforementioned amendments are applicable to the lease accounting of the lessee, while the lessor maintains similar conditions to those currently available. The most significant effect of the new requirements is an increase in leasing assets and liabilities, also affecting the statement of income in depreciation expenses and financing of recorded assets and liabilities, respectively, and decreasing expenses for leases previously recognized as operating leases. As of the date of issuance of these financial statements, the Company has non-cancelable operating lease commitments of Ps961,723; however, it has not yet been determined to what extent those commitments will result in recognition of an asset and a liability for future payments and how this affects the gain and classification of the Company's cash flows. This standard is effective for periods beginning on or after January 1, 2019.

There are no other additional standards, amendments, or interpretations issued but not effective that might have a significant impact on the Company.

## Liquidity and Capital Resources

### Overview

Historically, Sigma has generated and expect to continue to generate positive cash flow from operations. Cash flow from operations represents inflows from net earnings (adjusted for depreciation and other non-cash items) and outflows from increases in working capital needed to grow the Company's business. Cash flow used in investing activities represents an investment in property and capital equipment required for growth, as well as acquisition activity. Cash flow from financing activities is primarily related to changes in indebtedness borrowed to grow the business or indebtedness repaid with cash from operations or refinancing transactions as well as dividends paid.

The main capital needs are for working capital, capital expenditures related to maintenance, expansion and acquisitions and debt service. The ability to fund capital needs depends on ongoing ability to generate cash from operations, overall capacity and terms of financing arrangements and access to the capital markets. The Company believes that future cash from operations together with access to funds available under such financing arrangements and the capital markets will provide adequate resources to fund both short-term and long-term operating requirements, capital expenditures, acquisitions and new business development activities.

### Liquidity

Sigma is a holding company and has no operations of its own. The ability to meet debt and other obligations is primarily dependent on the earnings and cash flows of subsidiaries and the ability of those subsidiaries to pay interest or principal payments on intercompany loans, dividends or other amounts or to make intercompany loans to the Company.

The following table summarizes the cash flows from operating, investing and financing activities for the years ended December 31, 2015 and 2016:

	Year Ended December 31,	
	2015	2016
	(in millions of Pesos)	
Net resources generated from operating activities .....	11,773	14,578
Net resources (used in) provided by investing activities .....	(4,928)	(6,156)
Net resources provided by (used in) financing activities.....	(3,651)	(5,270)
Cash and cash equivalents at period end .....	8,448	12,838

### Operating Activities

In 2016, net resources generated from operating activities were Ps. 14,578 million, primarily attributable to the net consolidated profit for the period and a change in working capital.

In 2015, net resources generated from operating activities were Ps. 11,773 million, primarily attributable to the net consolidated profit for the period and a change in working capital.

### Investing Activities

In 2016, net resources used in investing activities were Ps. 6,156 million, primarily attributable to the construction of the new plant in Burgos, Spain.

In 2015, net resources used in investing activities were Ps. 4,928 million, primarily attributable to the acquisition of the remaining shares of Campofrío.

### Financing Activities

In 2016, net resources used in financing activities were Ps. 5,270 million, primarily attributable to the payments of loans and other debt and interest paid.

In 2015, net resources used in financing activities were Ps. 3,651 million, primarily attributable to the payments of loans and other debt and interest paid.

In the years ended 2015 and 2016 the Company paid dividends of Ps. 1,080 million and Ps. 1,713 million, respectively.

As a holding company, the Company financed the operations of subsidiaries through normal internal cash management and treasury functions. To the extent subsidiaries are not able to satisfy their financing needs through internal cash generations, the Company provides centralized financing through intercompany loans.

### **Capital Resources**

#### **Existing Indebtedness**

At December 31, 2016, the Company's total indebtedness was Ps. 47,843 million, of which Ps. 1,757 million was denominated in pesos (including UDIs), Ps. 35,086 million was denominated in U.S. dollars, and Ps. 11,000 million was denominated in Euros. Of this total amount, Ps. 442 million constituted short-term debt and Ps. 47,401 constituted long-term debt. The primary use of debt has been to fund acquisitions and capital expenditures. As of December 31, 2016, the Company had committed credit facilities available for an amount of Ps. 2,066 million for working capital and other requirements. UDIs (Unidades de Inversión) are instruments denominated in pesos that automatically adjust the principal amount of an obligation to the inflation rate officially recognized by Banco de México.

#### **Capital Expenditures**

In 2015 and 2016 the capital expenditures were Ps. 3,638 million and Ps. 6,297 million respectively. These capital expenditures were used for maintenance and replacement of productive assets, such as maintenance of production facilities, replacement of delivery vehicles and strategic capital expenditures for organic growth. These capital expenditures include the construction of the new plant in Burgos, Spain, which began operations in November 2016.

### **Tabular Disclosure of Contractual Obligations**

The following is a summary of contractual obligations (other than operating leases) as of December 31, 2016:

	<b>Payments Due By Period</b>				
	<b>Total</b>	<b>Less than 1 Year</b>	<b>1-2 Years</b>	<b>3-5 Years</b>	<b>More than 5 Years</b>
			<b>(in millions of Pesos)</b>		
<b>Contractual Obligations</b>					
Short-term debt obligations .....	26,099	26,099	-	-	-
Long-term debt obligations <sup>(1)</sup> .....	47,722	442	10,959	5,114	31,207
Capital lease obligations.....	120	-	26	46	48
Total .....	73,941	26,541	10,985	5,160	31,255

(1) Long-term debt includes interest payable.

### **Quantitative and Qualitative Disclosures about Market Risk**

#### **Derivative Financial Instruments**

Because Sigma operates in several countries and enters into credit agreements in U.S. Dollars, Euros and in Pesos, in the past Sigma has entered into foreign exchange rate and interest rate derivatives when considered necessary to reduce the overall cost of financing and the volatility associated with interest rates.

All derivative financial transactions are subject to guidelines set forth by Alfa's Board of Directors in collaboration with Alfa's Planning, Finance and Audit Committees, and must be authorized by Alfa's Risk Management Committee.

Sigma has internal control system for derivative financial instruments. The negotiation, authorization, contracting, operating, monitoring and recording of derivative financial instruments are subject to IAS 39 "Financial Instruments: Recognition and measurement" by the IASB and to internal control procedures variously overseen by treasury, legal, accounting and auditing departments.

In accordance with policy, the derivatives that are for non-speculative purposes in the ordinary course of business. From an economic point of view, these derivatives are for hedging purposes; however, for accounting purposes, some of derivative financial instruments may not be designated as hedges if they do not meet all the accounting requirements established by IFRS and, may be classified as trading instruments. Derivative financial instruments employed are contracted in the over-the-counter market with international financial institutions. The main characteristics of the transactions refer to the obligation to buy or sell a certain underlying asset given certain criteria such as cap rate, spread and strike price, among others.

There were not any derivative financial instruments for the year ended December 31, 2016

### ***Risk Management Committee***

Alfa has a Risk Management Committee, which supervises hedging and derivative transactions proposed to be entered by its subsidiaries with a risk exposure more than US\$1 million. This committee reports directly to both Alfa's Chairman of the Board of Directors and its President. All new hedging and derivative transactions which the Company proposes to enter into, as well as the renewal or cancellation of existing hedging and derivative arrangements, are required to be approved by senior management of both Sigma and Alfa, including both Alfa's Chairman of the Board of Directors and its President. Proposed transactions must satisfy certain criteria, including entered for non-speculative purposes in the ordinary course of business, based on fundamental analysis and that a sensitivity analysis and other risk analyses have been performed before the transaction is entered.