Annual Report 2015
– Wind-down progressing as expected

2015 reflected the wind-down of Auriga, progressing as expected. A share buy-back program in Q4 2015 distributing remaining funds to the shareholders is followed by the completion of the wind-down in Q1 2016. A compulsory redemption of the remaining shareholders has been initiated, and Auriga will be delisted end of 29 January 2016.

Highlights 2015

- On 21 April 2015, the transaction divesting Cheminova A/S from the Auriga group was closed, and the net cash proceeds of DKK 8.5 billion were received from FMC Corporation.
- In parallel, the wind-down of all activities and the associated reduction of assets and liabilities progressed.
- On 16 June 2015, extraordinary dividends of DKK 8.2 billion were distributed, corresponding to DKK 323 per share.
- On 16 December 2015, a share buy-back program of DKKm 32.7 was completed, corresponding to DKK 2.60 per share. This was equal to approximately 81 % of the Class B shares not held by Aarhus University Research Foundation (AUFF) or by Auriga.
- On 31 December 2015, supplementary share buy-backs at the same price as used in the share buy-back program amounted to DKKm 1.4. In the period 1-28 January 2016, additional share buy-backs amounted to DKKm 4, increasing the ownership share of Auriga's treasury shares to 58 % of total share capital and 16 % of total votes.
- Net profits of DKKm 5,731 was posted for the Group for 2015, primarily due to the profit on discontinued operations. The accounting gain from discontinued operations amounted to DKKm 7,528 for the Parent company measured against cost price and DKKm 5,770 for the Group measured against net asset value.
- Administrative costs amounted to DKKm 28 and net financial costs to DKKm 14. A tax income of DKKm 3 was realized. In the interim reports for Q2 2015 and Q3 2015, transaction costs of DKKm 89 related to the divestment were included in the administrative costs, but have at year-end been reclassified to discontinued operations.
- As at 31 December 2015, remaining funds in Auriga consisted of equity reserves of DKKm 35, and liabilities were DKKm 5. Assets consisted of DKKm 39 in cash and DKKm 1 in other receivables.

Remaining activities in 2016

- Today, 29 January 2016, is the last day of trading of Auriga's shares on Nasdaq Copenhagen (delisting).
- Adjusted for Auriga's treasury shares, AUFF owned 92 % of the adjusted share capital and 99 % of the adjusted votes end of 28 January 2016. The requirements to redeem any remaining shareholders are fulfilled, and AUFF has initiated a compulsory redemption.
- The Annual General Meeting 2016 will be held on Friday 26 February 2016. At this stage, the Board of Directors considers its role fulfilled and will resign. The future board of directors will be appointed by AUFF.

Key figures

DKKm	2015	2014	2013	2012	2011
Income statement:					
Administrative costs *	**28**	22	17	10	12
Operating loss, EBIT *	**(28)**	(22)	(17)	(10)	(12)
Net financials *	**(14)**	(1)	(1)	(1)	(1)
Loss before tax *	**(42)**	(23)	(18)	(26)	(13)
Net loss from continuing operations *	**(39)**	(34)	(20)	(18)	(11)
Net profit/(loss) from discontinued operations *	**5,770**	202	311	140	(4)
Net profit/(loss) after tax	**5,731**	167	290	122	(15)
Balance sheet:					
Balance sheet total	**40**	7,246	6,341	6,381	6,048
Assets held for sale	**-**	7,236	-	-	-
Liabilities held for sale	**-**	4,771	-	-	-
Share capital	**5**	255	255	255	255
Equity	**35**	2,385	2,255	2,044	1,914
Interest-bearing debt	**-**	73	1,965	2,388	2,470
Cash flow:					
Cash flow from operating activities	**(94)**	(657)	518	513	207
Cash flow from investing activities	**8,435**	(345)	(180)	(204)	(293)
- of which invested in property, plant and equipment	**-**	(130)	(82)	(117)	(116)
Free cash flow	**8,342**	(1,002)	338	309	(86)
Cash flow from financing activities **	**(8,230)**	722	(144)	(160)	(113)
Ratios and share data:					
Book value per share in DKK	**1.37**	94.0	88.9	80.6	75.8
Dividend per share in DKK **	**323.00**	0.00	0.00	0.00	0.00
Share price at year-end in DKK	**2.60**	307.5	185.5	87.5	74.5
Market price/Book value	**1.89**	3.27	2.09	1.09	0.98
Number of shares in millions	**25.5**	25.5	25.5	25.5	25.5
Market capitalization in DKKm	**66.3**	7.841	4.730	2.231	1.900

The ratios have been calculated in accordance with the recommendations of the Danish Finance Society (Finansforeningen).

* Comparative figures for 2011-2014 have been restated, as Cheminova A/S is presented as discontinued operations.

** Extraordinary dividends of DKKm 8,237 paid, less received dividend on treasury shares of DKKm 41, in addition to share buy-backs of DKKm 34. Extraordinary dividends of DKK 323 per share were distributed to the shareholders on 16 June 2015 and share buy-backs of DKK 2.60 per share were conducted in Q4 2015.

Definitions of ratios

Book value per share in DKK	=	Equity value : Average number of shares
Dividend per share in DKK	=	Dividend : Average number of shares
Market price/Book value	=	Market capitalization : equity value

Management's review

To our shareholders

The year 2015 reflected the wind-down process of Auriga, following the closing of the transaction divesting Cheminova A/S from the Auriga group on 21 April 2015. The ambition of the Board of Directors has been to determine the best possible method for distributing the proceeds for the benefit of the shareholders and to ensure the subsequent delisting of Auriga from Nasdaq Copenhagen. The last day of trading of Auriga's shares at the stock exchange is Friday 29 January 2016. The wind-down is thus on track for completion in Q1 2016 as previously announced.

Final distribution as share buy-back program

On 16 June 2015, almost all of the net proceeds from the divestment were distributed to the shareholders as extraordinary dividends of DKK 323 per share, less Danish withholding tax. Determining the best solution for the final distribution of the remaining funds in Auriga to the shareholders required thorough investigation and correspondence with various parties and authorities, and ultimately, the Board of Directors concluded that an overall liquidation of Auriga was not a viable option. Accordingly, a share buy-back program was launched in Q4 2015 for the purpose of distributing the remaining funds in Auriga attributable to the Class B shares.

The share buy-back program ran over a three-week period from 24 November 2015 to 15 December 2015, during which the Class B shareholders were able to sell their Auriga shares at a price of DKK 2.60 per share to obtain their proportionate share of the remaining funds in Auriga.

On 16 December 2015, the Board of Directors decided to buy back more than 12.5 million Class B shares, equivalent to a total purchase price of just under DKKm 33. This resulted in a significant increase in Auriga's holding of treasury shares to more than 50 % of total share capital. Reference is made to note 11 for further information on the share capital.

The major shareholder, Aarhus University Research Foundation (AUFF), remained a controlling shareholder holding all Class A shares and some Class B shares, equivalent to 39 % of total share capital and 83 % of total voting rights. See page 5 for further information on the shareholder structure.

In prolongation of the share buy-back program, and in accordance with the decision at the extraordinary general meeting on 23 November 2015, Auriga applied for delisting from Nasdaq Copenhagen, which was accommodated for 29 January 2016.

Supplementary share buy-backs

In the period until delisting, supplementary share buy-backs are conducted. These trades are made through ordinary acquisitions in the market at the same price as used in the share buy-back program and in accordance with the authorization adopted at the extraordinary general meeting on 23 November 2015.

As per 28 January 2016, Auriga owned 14,781,329 treasury shares, equivalent to 57.97 % of total share capital and 15.89 % of total votes. Accordingly, the ownership share of the remaining 1,675 shareholders, when excluding AUFF and Auriga, was 887,294 shares or 3.48 % of total share capital and 0.95 % of total votes. Further information on page 5.

Compulsory redemption initiated

Due to AUFF's obligations as a foundation, there will be no subsequent liquidation event. AUFF has initiated a compulsory redemption of the remaining shareholders, as AUFF's ownership share exceeds 90 % of share capital and votes when adjusting for Auriga's treasury shares. Adjusted for Auriga's treasury shares, AUFF owned 91.72 % of the adjusted share capital and 98.87 % of the adjusted votes end of 28 January 2016.

Remaining activities

The Board of Directors aims to complete Auriga's wind-down in Q1 2016. Remaining activities include the release of this annual report for 2015, today's delisting from Nasdaq Copenhagen, and the annual general meeting planned for 26 February 2016. At the annual general meeting, the Board of Directors considers its role fulfilled and will resign. The future board of directors will be appointed by AUFF. Auriga's wind-down and hand-over to AUFF could be impacted by unexpected events that might occur in the coming month, but the Board of Directors judges this very unlikely.

Financial review

The transaction divesting Cheminova from Auriga was closed on April 21, 2015. Until April 21, 2015, Cheminova was a wholly owned subsidiary held for sale and consolidated into Auriga's financial statements accordingly.

Following the divestment, Auriga no longer has any operational activities. Cheminova is presented as discontinued operations, and Auriga is presented as continuing operations during the wind-down process. Due to the ownership relation, there will be no liquidation of Auriga.

The gain from the sale of Cheminova is recognized as net profit from discontinued operations in the income statement and the cash flow statement. See the financial statements and notes 1, 6, 7 and 14 for further information.

Income statement

In 2015, Auriga posted an operating loss (EBIT) of DKKm -28 (DKKm -22), which reflected the administrative costs, including costs of DKKm 3 due to the share buy-back program in Q4 2015. In the interim reports for Q2 2015 and Q3 2015, transaction costs of DKKm 89 were included in the administrative costs, but have in the annual report been reclassified to discontinued operations.

After net financials of DKKm -14 (DKKm -1), mainly due to the negative effective interest paid on short-term bonds in the period from closing in April 2015 until distribution in June 2015, the loss before tax amounted to DKKm -42 (DKKm -23).

A tax income of DKKm 3 (DKKm -11) was realized, leading to a net loss from continuing operations of DKKm -39 (DKKm -34).

Net profits of DKKm 5,731 was posted for the Group for 2015, due to the profit on discontinued operations of DKKm 5,770 (DKKm 202), when adjusted for transaction costs of DKKm 89. The accounting gain from the discontinued operations amounted to DKKm 7,528 for the Parent company measured against cost price and DKKm 5,770 for the Group measured against net asset value. Further information on the results of the discontinued operations for the period 1 January-20 April 2015 is disclosed in note 6.

Balance sheet

At the end of December 2015, the balance sheet total was DKKm 40 (DKKm 7,246). The year-on-year deviation is attributable to the divestment of Cheminova.

Remaining assets in Auriga consist of cash of DKKm 39 (DKKm 0) and other receivables, related to outstanding tax issues, of DKKm 1 (DKKm 1).

Equity and liabilities consist of equity totaling DKKm 35 (DKKm 2,385), trade payables of DKKm 3 (DKKm 16) and other payables of DKKm 2 (DKKm 1), the latter reflecting provisions related to the remaining wind-down activities.

Cash flow statement

Free cash flow was DKKm 8,342 (DKKm -1,002), positively impacted by a cash flow from investing activities of DKKm 8,435 (DKKm -345), due to the sale of financial assets of DKKm 8,435 (DKKm 1), representing the net proceeds from the divestment of Cheminova after sales costs.

The cash flow from financing activities was DKKm -8,230 (DKKm 722), primarily impacted by the distribution in Q2 2015 of extraordinary dividends of DKKm -8,196 (DKKm -1), when deducted for dividend received on treasury shares of DKKm 41. In addition, the share buy-backs in Q4 2015 totaled DKKm -34 (DKKm -9).

Risks in 2015

In 2015, the sole business purpose of Auriga was to close the sale transaction and distribute the net proceeds from the divestment to the shareholders.

Closing of the divestment of Cheminova, which represented all the operational activities of Auriga, changed Auriga's risk exposure significantly. Consequently, after April 21, 2015, Auriga was no longer exposed to the commercial risks related to Cheminova and the global agrochemical market.

Given that Auriga had no more operational activities, a financial risk related to Auriga's cash and cash equivalents existed in 2015. The Board of Directors adopted a policy for the treasury management, aiming at preserving the nominal value of the cash during the period of Auriga's wind-down.

During 2015, risks existed related to unforeseen events and expenses that might occur before payment of the extraordinary dividends and completion of the share buy-back program, respectively. In order to ensure a correct basis for calculating the share price for the distributions to shareholders, key figures in the income statement and balance sheet as at 31 May 2015 and 30 September 2015, as well as the accounting policies, were audited by the company's auditors.

Corporate matters

Shareholder information

Auriga will be delisted end of 29 January 2016. On 18 December 2015, Nasdaq Copenhagen decided to accommodate Auriga's application for the delisting of Auriga from trading at the stock exchange. The last day of trading of Auriga's shares on Nasdaq Copenhagen will be Friday 29 January 2016. Until delisting, supplementary acquisitions of shares will be made over the stock exchange at a price of DKK 2.60, which is the same price as used in the completed share buy-back program.

Auriga shares in 2015

In 2015, the development in the share price reflected the wind-down of Auriga's activities with closing of the sale transaction in April, the distribution of extraordinary dividends of DKK 323 per share in June, corresponding to almost all of the net proceeds from the sale, and finally the share buy-back program with a purchase price of DKK 2.60 towards the end of the year.

At the end of 2015, the closing price was DKK 2.60 against DKK 307.50 at the end of 2014. The highest and lowest prices quoted for the Auriga share were DKK 322.50 and DKK 2.01, respectively. In 2015, 35.3 million shares were traded with a total market value of DKK 3.8 billion against the trading of 15.8 million shares with a total market value of just above DKK 4.2 billion in 2014. An average of 141,963 Auriga shares were traded a day, compared to 63,724 shares a day in 2014, corresponding to an average daily trading value of approx. DKKm 15.4. The increase in traded shares can be explained by the implemented share buy-back program.

Share capital

Auriga's share capital of 25.5 million shares is divided into two share classes, both with a nominal value of DKK 0.20 per share. The total share capital with a nominal value of DKKm 5.1 consists of 7.5 million non-negotiable Class A shares and 18 million freely negotiable Class B shares. Each Class A share carries ten voting rights, and each Class B share carries one voting right, totaling 93 million votes.

The Aarhus University Research Foundation (AUFF), Aarhus, Denmark, holds all Class A shares and 2,331,377 Class B shares. As at 31 December 2015, AUFF was a major shareholder holding 38.55 % of total share capital and 83.15 % of total voting rights, unchanged relative to last year.

At the end of 2015, 1,943 remaining shareholders owned 2,423,573 Class B shares or 9.5 % of total share capital and 2.61 % of total voting rights.

After delisting, any remaining shareholders will become shareholders of an unlisted company. AUFF will remain the controlling shareholder and has initiated a compulsory redemption of the remaining Class B shareholders. See page 3 for more information.

Treasury shares

As at 31 December 2015, Auriga held 13,245,050 treasury shares, corresponding to 51.94 % of total share capital and 14.24 % of total voting rights, thus being a major shareholder. At the end of 2014, Auriga held 125,680 treasury shares, corresponding to 0.49 % of the share capital and 0.14 % of the votes. The year-on-year increase in treasury shares can be explained by the implemented share buy-back program.

Auriga shares held by management

The members of the Board of Directors and the Executive Board and their related parties no longer own Auriga shares. Reference is made to company announcement no. 27/2015, in which their trades were reported. End of 2014, the members of the Board of Directors and their related parties held a total of 13,729 shares.

Annual General Meeting

The Annual General Meeting will be held on Friday 26 February 2016.

Last year, an extraordinary general meeting was held on 23 November 2015 to approve the Board of Directors' proposal regarding the acquisition of treasury Class B shares at a purchase price of DKK 2.60 per share with a nominal value of DKK 0.20 in the period until the annual general meeting in 2016. The authorization was granted in order to initiate the share buy-back program, running from 24 November to 15 December 2015. The share buy-backs enabled the Class B shareholders to sell their Class B shares and obtain their proportionate share of the remaining funds in Auriga. Furthermore, the Board of Directors' proposal to subsequently apply for delisting from Nasdaq Copenhagen was adopted.

The latest update of Auriga's Articles of Association was announced in company announcement no. 10/2015 of 5 May 2015, following the Annual General Meeting on 30 April 2015.

An amendment to the Articles of Association related to the size of the Board of Directors was adopted to the effect that the Board of Directors will consist of 3-6 members elected by the general meeting instead of previously 4-6 members. Due to the wind-down situation, the Board of Directors consists of three members. Towards the end of August 2015, the CEO left his position, and the Board of Directors thus decided to change their composition and appoint the ordinary member of the Board of Directors as CEO, also, thus running the company in a cost efficient manner.

At the general meeting, the Board of Directors were authorized, up until the next annual general meeting, to acquire treasury shares with a nominal value of up to 10 % of the share capital, to distribute extraordinary dividends, and to reduce the share capital with nominally DKKm 249.9 from DKKm 255 to DKKm 5.1 through a transfer to distributable reserves. Reference is made to company announcement no. 9/2015 of 30 April 2015.

On 3 June 2015, the capital decrease was carried out through a reduction of the nominal value of the shares from DKK 10 to DKK 0.20, thereby enabling the distribution of a total amount of DKKm 8,236.5 to Auriga's shareholders, equivalent to DKK 323 per share. The extraordinary dividends, less Danish withholding tax, were distributed on 16 June 2015.

Financial calendar 2015

14 January 2016	Deadline for agenda items to AGM 2016
29 January 2016	Annual Report 2015
29 January 2016	Last day of trading of Auriga's shares on Nasdaq Copenhagen (delisting)
26 February 2016	Annual General Meeting 2016

No further announcements of financial statements are expected, due to the delisting of Auriga at Nasdaq Copenhagen on 29 January 2016.

Company announcements 2015-2016

12.02.2015	No.	1/2015	Revised financial calendar 2015 – Changed date for AGM
20.02.2015	No.	2/2015	Annual Report 2014 - Satisfactory year
02.04.2015	No.	3/2015	Auriga expects to close the divestment of Cheminova A/S in mid-April
08.04.2015	No.	4/2015	Notice convening the Annual General Meeting 2015
21.04.2015	No.	5/2015	Auriga completes divestment of Cheminova to FMC Corporation
27.04.2015	No	6/2015	Revised financial calendar 2015 – Changed date for Q1 2015
30.04.2015	No.	7/2015	Interim report, Q1 2015: Excellent results in divested operations
30.04.2015	No.	8/2015	Shareholder proposals at the AGM 2015 - Suspension of trading
30.04.2015	No.	9/2015	Proceedings at the AGM 2015 - Shareholder proposals not adopted
05.05.2015	No.	10/2015	Updated articles of association 2015
20.05.2015	No.	11/2015	Distribution of extraordinary dividends – indicative time table
08.06.2015	No.	12/2015	Reduction of the share capital
08.06.2015	No.	13/2015	Updated articles of association 2015
11.06.2015	No.	14/2015	Distribution of extraordinary dividends
16.06.2015	No.	15/2015	CEO to resign from position by end of August
30.06.2015	No.	16/2015	Share capital and votes
18.08.2015	No.	17/2015	Interim report, Q2 2015: Financials as expected after dividend pay-out
01.09.2015	No.	18/2015	Management change and constitution of the Board of Directors as of September 1, 2015
28.10.2015	No.	19/2015	Revised financial calendar 2015 – Changed date for Q3 2015
30.10.2015	No.	20/2015	Interim report, Q3 2015: Last stage of the wind-down initiated
30.10.2015	No.	21/2015	Plan for share buy-back of Class B shares and possible delisting of the company
30.10.2015	No.	22/2015	Notice convening extraordinary general meeting 2015

23.11.2015	No.	23/2015	Proceedings at the extraordinary general meeting on 23 November 2015 – adoption of authorization for share buy-back and authorization to delist the company
24.11.2015	No.	24/2015	Initiation of share buy-back program
16.12.2015	No.	25/2015	Result of the share buy-back program and application for delisting from Nasdaq Copenhagen
16.12.2015	No.	26/2015	Major shareholder announcement
16.12.2015	No.	27/2015	Reporting of insider transactions in Auriga shares
16.12.2015	No.	28/2015	Major shareholder announcement
17.12.2015	No.	29/2015	Major shareholder announcement
18.12.2015	No.	30/2015	Auriga will be delisted on 29 January 2016
21.12.2015	No.	31/2015	Financial calendar 2016
19.01.2016	No.	1/2016	Major shareholder announcement
28.01.2016	No.	2/2016	Redemption of minority shareholders

Sustainability and diversity

Auriga reports sustainability in this annual report only. After closing of the sale transaction, Auriga no longer has policies on CSR, climate, human rights, or diversity. Auriga is not a member of the UN Global Compact and does not comply with the aim of publishing a Communications On Progress (COP) report.

Due to the wind-down situation and size of Auriga, the Board of Directors has decided that it is no longer relevant to define new CSR targets, promote diversity on the Board of Directors and at other management levels, or conduct new employee surveys etc. A CEO and one employee remain in Auriga to handle the current wind-down process together with three board members, and bookkeeping has been outsourced.

In 2013, a diversity policy was implemented to promote diversity in the Board of Directors over a four-year period. The aim was a proportion of women in the Board of Directors reflecting that of the Danish organization, which was approx. 24 % at the time. One out of three board members is female, corresponding to 33 %.

Internal controls

Auriga has decided to publish the main elements of its internal control and risk management systems in relation to the annual financial reporting at www.auriga-industries.com > Corporate governance (http://www.auriga-industries.com/en/corporate_governance/report-on-the-financial-reporting-process-and-internal-controls/).

Corporate Governance

Auriga has decided to publish a report on corporate governance in relation to the annual financial reporting at www.auriga-industries.com > Corporate governance (http://www.auriga-industries.com/en/corporate_governance/).

Management boards

Board of Directors

Jens Due Olsen
Chairman of the Board of Directors

Directorships

Chairman: Auris Luxembourg III S.A., Bladt Industries A/S, NKT Holding A/S.
Deputy Chairman: PFA.
Board member: Cryptomathic A/S, Gyldendal A/S, Heptagon Advanced Micro Optics Inc., pierre.dk A/S, Royal Unibrew A/S.

Jutta af Rosenborg
Deputy Chairman of the Board of Directors
Chairman of the Audit Committee

Directorships

Chairman: Det Danske Klasselotteri A/S.
Board member: Aberdeen Asset Management PLC, JPMorgan European Investment Trust plc, NKT Holding A/S, PGA European Tour.

Torben Svejgård
Member of the Board of Directors

Directorships

Board member: R2 Agro A/S, REALLY ApS, DCH International A/S.
Advisory board: BHJ A/S.

Executive Board

Torben Svejgård
CEO

Board of Directors 2015

Name	Born	Nationality	First elected	Term	Independent *	Annual Remuneration, DKK **	Shares 2015	Shares 2014
Jens Due Olsen	1963	Danish	2011	1 year	Yes	500,000	0	4,122
Jutta af Rosenborg	1958	Danish	2010	1 year	Yes	400,000	0	0
Torben Svejgård	1955	Danish	2010	1 year	Yes	200,000	0	2,375

* Independence is explained at www.auriga-industries.com > Management and structure > Board of Directors > Independence.
** The board members receive fixed annual remuneration only, which is elaborated in note 2, Staff costs.

After the annual general meeting on 30 April 2015, the number of board members was reduced from nine to three. In connection with changes in management and constitution of the Board of Directors as of 1 September 2015, it was decided that Torben Svejgård from this date would receive an additional monthly amount corresponding to DKK 200,000 on an annual basis for undertaking the position as CEO.

The details were updated mid-January 2016. The full presentations including the special skills of each board member are available at www.auriga-industries.com > Management and structure > Board of Directors.

Management's statement

The Board of Directors and the Executive Board have today considered and approved the Annual Report of Auriga Industries A/S for the financial year of 1 January to 31 December 2015.

The Annual Report is prepared in accordance with International Financial Reporting Standards, as adopted by the EU, and Danish disclosure requirements for listed companies.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the group's and the parent's financial position as at 31 December 2015, as well as of their financial performance and their cash flow for the financial year of 1 January - 31 December 2015.

We believe that the management commentary contains a fair review of the development and performance of the group's and the parent's business and of their position as well as the parent's financial position, and the financial position as a whole of the entities included in the consolidated financial statements, together with a description of the principal risks and uncertainties that the group and the parent face.

We recommend the Annual Report 2015 for adoption at the Annual General Meeting.

Aarhus, 29 January 2016

Board of Directors:

Jens Due Olsen
Chairman

Jutta af Rosenborg
Deputy Chairman

Torben Svejgård
Board member

Executive Board:

Torben Svejgård
Chief Executive Officer (CEO)

Independent auditor's reports

To the shareholders of Auriga Industries A/S

Report on the consolidated financial statements and parent financial statements

We have audited the consolidated financial statements and parent financial statements of Auriga Industries A/S for the financial year of 1 January - 31 December 2015, which comprise the income statement, statement of comprehensive income, balance sheet, cash flow statement, statement of changes in equity and notes, including the accounting policies for the Group as well as for the Parent. The consolidated financial statements and parent financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies.

Management's responsibility for the consolidated financial statements and parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies and for such internal control that Management determines is necessary to enable the preparation and fair presentation of consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the consolidated financial statements and parent financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements and parent financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements and parent financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the consolidated financial statements and parent financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements and parent financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the consolidated financial statements and parent financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. Our audit has not resulted in any qualification.

Opinion

In our opinion, the consolidated financial statements and parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31 December 2015, and of the results of their operations and cash flows for the financial year of 1 January - 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies.

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the consolidated financial statements and parent financial statements. On this basis, it is our opinion that the information provided in the management commentary is consistent with the consolidated financial statements and parent financial statements.

Aarhus, 29 January 2016

Deloitte
Statsautoriseret Revisionspartnerselskab
Central Business Registration no 33963556

Kirsten Aaskov Mikkelsen
State-Authorised
Public Accountant

Torben Aunbøl
State-Authorised
Public Accountant

Income statement

		Group		Parent	
DKK '000	**Note**	**2015**	**2014**	**2015**	**2014**
Other operating income		-	-	675	2,700
Administrative costs	2,3	28,169	21,957	28,844	24,657
Operating loss, EBIT		**(28,169)**	(21,957)	**(28,169)**	(21,957)
Net financials	4	(13,836)	(1,408)	(13,836)	(2,341)
Loss before tax		**(42,005)**	(23,365)	**(42,005)**	(24,298)
Tax on profit/loss for the year	5	2,953	(10,798)	2,953	(10,798)
Net loss from continuing operations		**(39,052)**	(34,163)	**(39,052)**	(35,096)
Net profit/(loss) from discontinued operations	6	5,770,215	201,598	7,527,965	(27,019)
Net profit/(loss) for the year		**5,731,163**	167,435	**7,488,913**	(62,115)
To be distributed as follows:					
Shareholders of Auriga Industries A/S		5,731,163	167,435	-	-
		5,731,163	167,435	**-**	-
Earnings per share (EPS), in DKK:					
From continuing and discontinued operations *		-	6.60	-	-
From continuing and discontinued operations, diluted *		-	6.60	-	-
From continuing operations *		-	(2.41)	-	-
From continuing operations, diluted *		-	(2.41)	-	-

* EPS calculation for 2015 has not been included, as the profit/loss for analysis purposes, cf. the recommendations of the Danish Finance Society (Finansforeningen), – defined as the ordinary profit/loss after tax adjusted for conditions of extraordinary significance – does not make sense in the current situation, due to the wind-down of Auriga's activities.

Statement of other comprehensive income

		Group		Parent	
DKK '000	**Note**	**2015**	**2014**	**2015**	**2014**
Net profit/(loss) for the period		**5,731,163**	167,435	**7,488,913**	(62,115)
Other comprehensive income					
Items for reclassification to the income statement:					
Foreign currency translation adj., foreign enterprises		41,000	(922)	-	-
Fair value adjustment of financial instruments		13,000	(15,393)	-	-
Other movements		-	(9,715)	-	-
Re-classification adjustments for amounts recognized in income statement		-	(8,195)		
Tax on other comprehensive income	5	-	(3,037)	-	-
Other comprehensive income		**54,000**	(37,262)	**-**	-
Total comprehensive income		**5,785,163**	130,173	**7,488,913**	(62,115)
To be distributed as follows:					
Shareholders of Auriga Industries A/S		**5,785,163**	133,342	-	-
Minority interests		-	(3,169)	-	-
		5,785,163	130,173	**-**	-

Balance sheet

		Group		Parent	
DKK '000	Note	31.12 2015	31.12 2014	31.12 2015	31.12 2014
ASSETS					
Non-current assets					
Financial assets	10	-	8,738	-	8,738
Total non-current assets		**-**	8,738	**-**	8,738
Current assets					
Other receivables		859	1,004	859	1,004
Securities		105	198	105	198
Cash	8	39,036	-	39,036	-
Assets held for sale	6, 9	-	7,235,721	-	899,450
Total current assets		**40,000**	7,236,923	**40,000**	900,652
Total assets		**40,000**	7,245,661	**40,000**	909,390
EQUITY AND LIABILITIES					
Equity					
Share capital		5,100	255,000	5,100	255,000
Retained earnings		29,780	2,278,733	29,780	520,983
Accumulated fair value adjustments		-	(46,262)	-	-
Accumulated translation adjustments		-	(102,417)	-	-
Total equity		**34,880**	2,385,054	**34,880**	775,983
Non-current liabilities					
Retirement benefit obligations		-	235	-	235
Total non-current liabilities		**-**	235	**-**	235
Current liabilities					
Non-current payables falling due within one year		-	190	-	190
Credit institutions etc.		-	72,596	-	72,596
Trade payables		2,763	15,932	2,763	15,932
Payables to subsidiaries		-	-	-	44,165
Other payables		2,357	74	2,357	74
Other provisions		-	215	-	215
Liabilities held for sale	6	-	4,771,365	-	-
Total current liabilities		**5,120**	4,860,372	**5,120**	133,172
Total liabilities		**5,120**	4,860,607	**5,120**	133,407
Total equity and liabilities		**40,000**	7,245,661	**40,000**	909,390

Cash flow statement

		Group		Parent	
DKK ’000	**Note**	**2015**	**2014**	**2015**	**2014**
Net loss from continuing operations		(39,052)	(34,163)	(39,052)	(35,096)
Net profit/(loss) from discontinued operations	6	5,770,215	201,598	7,527,965	(27,019)
Depreciation, amortization and impairment losses		-	184,006	-	-
Other adjustments	7	(5,802,826)	462,765	(7,516,412)	13,139
Change in working capital	7	(11,383)	(1,000,037)	(55,547)	38,073
Operating cash flow		**(83,046)**	(185,831)	**(83,046)**	(10,903)
Net financials, paid		(13,836)	(350,140)	(13,836)	(2,341)
Cash flow generated from operations		**(96,882)**	(535,971)	**(96,882)**	(13,244)
Income tax received/paid		2,953	(121,096)	2,953	-
Cash flow from operating activities		**(93,929)**	(657,067)	**(93,929)**	(13,244)
Acquisition of intangible assets		-	(65,649)	-	-
Investment concerning intangible assets under development		-	(148,744)	-	-
Sale of intangible assets		-	1,077	-	-
Acquisition of property, plant and equipment		-	(130,368)	-	-
Sale of property, plant and equipment		-	5,601	-	-
Acquisition of financial assets		-	(7,843)	-	-
Sale of financial assets, net after sales costs		8,435,483	1,240	8,435,483	-
Cash flow from investing activities		**8,435,483**	(344,686)	**8,435,483**	-
Free cash flow		**8,341,554**	(1,001,753)	**8,341,554**	(13,244)
Repayment of non-current payables		-	(210,192)	-	-
Raising of long-term loan		-	942,406	-	-
Dividend paid *		(8,195,905)	(806)	(8,195,905)	-
Share buy-backs / acquisition of minority interests	11	(34,110)	(9,475)	(34,110)	-
Cash flow from financing activities		**(8,230,015)**	721,933	**(8,230,015)**	-
Change in cash and cash equivalents		**111,539**	(279,820)	**111,539**	(13,244)
Cash and cash equivalents, beginning of period	8	(465,824)	(202,940)	(72,398)	(59,154)
Cash and cash equivalents sold		393,426			
Foreign currency translation adjustment	8	-	16,936	-	-
Cash and cash equivalents, end of period	8	**39,141**	(465,824)	**39,141**	(72,398)

Due to difficulties consolidating cash flows in a true and accurate manner after the ownership change of Cheminova A/S, it was not possible to include the cash flow for the discontinued operations for the period April 1-20, 2015, in the cash flow statement. Consequently, the cash flow for the discontinued operations has been included for Q1 2015 and in comparative figures only.

* Extraordinary dividends of DKKm 8,237 paid on 16 June 2015, less received dividend on Auriga’s holding of 125,680 treasury shares at the date of distribution.

Statement of changes in equity

EQUITY, GROUP

DKK '000	Share capital	Retained earnings	Accumu-lated fair value adjust-ment	Accumu-lated trans-lation adjust-ment	Total	Minority interests	Total
Equity as at 1 January 2014	**255,000**	**2,111,298**	**(17,840)**	**(96,746)**	**2,151,712**	**3,169**	**2,254,881**
Net profit for the year	-	167,435	-	-	167,435	-	167,435
Other comprehensive income							
Foreign currency translation adj. of foreign enterprises	-	-	-	(922)	(922)	-	(922)
Fair value adjustment of financial instruments	-	-	(15,393)	-	(15,393)		(15,393)
Other movements	-	-	-	(6,546)	(6,546)	(3,169)	(9,715)
Re-classification adjustment for amounts recognized in income statement	-	-	(8,195)	-	(8,195)	-	(8,195)
Tax on other comprehensive income	-	-	(4,834)	1,797	(3,037)	-	(3,037)
Total comprehensive income	**-**	**167,435**	**(28,422)**	**(5,671)**	**133,342**	**(3,169)**	**130,173**
Total changes in equity in 2014	**-**	**167,435**	**(28,422)**	**(5,671)**	**133,342**	**(3,169)**	**130,173**
Equity as at 31 December 2014	**255,000**	**2,278,733**	**(46,262)**	**(102,417)**	**2,385,054**	**-**	**2,385,054**
Net profit for the year	-	5,731,163	-	-	5,731,163	-	5,731,163
Other comprehensive income	-		13,000	41,000	54,000	-	54,000
Recycled to Income statement	-		33,262	61,417	94,679	-	94,679
Transactions shareholders:							
Dividend paid	-	(8,195,906)	-	-	(8,195,906)	-	(8,195,906)
Share buy-backs	-	(34,110)	-	-	(34,110)	-	(34,110)
Reduction of share capital	(249,900)	249,900	-	-	-	-	-
Total changes in equity in 2015	**(249,900)**	**(2,248,953)**	**46,262**	**102,417**	**(2,349,774)**	**-**	**(2,350,174)**
Equity as at 31 December 2015	**5,100**	**29,780**	**-**	**-**	**34,880**	**-**	**34,880**

EQUITY, PARENT

DKK '000	Share capital	Retained earnings	Total
Equity as at 1 January 2014	**255,000**	**583,098**	**838,098**
Net loss for the year	-	(62,115)	(62,115)
Total comprehensive income	**-**	**(62,115)**	**(62,115)**
Total changes in equity in 2014	**-**	**(62,115)**	**(62,115**
Equity as at 31 December 2014	**255,000**	**520,983**	**775,983**
Net profit for the year	-	7,488,913	7,488,913
Transactions shareholders:			
Dividend paid	-	(8,195,906)	(8,195,906)
Share buy-back	-	(34,110)	(34,110)
Reduction of share capital	(249,900)	249,900	-
Total changes in equity in 2015	**(249,900)**	**(491,203)**	**(741,103)**
Equity as at 31 December 2015	**5,100**	**29,780**	**34,880**

Notes

Unless otherwise indicated, all figures are stated in DKK '000.

Note 1 – Accounting policies

General

The Annual Report of Auriga Industries A/S, which comprises both the consolidated financial statements and the financial statements of the parent, is presented in compliance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies.

The Annual Report has been prepared on the historical cost basis, except for derivative financial instruments, which are measured at fair value. The principal accounting policies adopted are set out below.

The accounting policies are applied consistently with last year, except for the implementation of new and revised standards. Annual reporting figures are stated in Danish kroner.

Discontinued operations

Assets are classified as assets held for sale, when their carrying amount is primarily expected to be realized in connection with a disposal within 12 months. Such assets and related liabilities are presented separately in the balance sheet. Assets held for sale are measured at the lower of carrying amount and fair value less cost to sell. Profit/loss after tax from discontinued operations, which represented a separate major line of business, is presented separately in the income statement, and comparative figures are restated. The gain on the sale of Cheminova is presented as net profit from discontinued operations after closing of the sale transaction. No tax is payable on the sale of the shares in Cheminova A/S.

Divestment of Cheminova

In connection with the divestment of Cheminova announced on September 8, 2014, the Cheminova business is presented as discontinued operations at 31 December 2015. Further information on the divestment and accounting treatments are disclosed in notes 6 and 14.

Implementation of new and changed standards and interpretations

The Annual Report for 2015 is presented in accordance with the new and changed standards and new interpretations effective for financial years beginning on or after 1 January 2015, including amendment to IAS 19, parts of Annual Improvements to IFRSs 2010-12 Cycle and Annual Improvements to IFRSs 2011-13 Cycle, non of which impacted recognition and measurement in 2015.

Standards and interpretations not yet effective

Changes in standards and interpretations approved by IASB, but not yet effective at the time of publication of this Annual Report, have not been incorporated into the financial statements.

New standards which do not become effective until after 1 January 2015, include IFRS 9, Financial Instruments, IFRS 15, Revenue from Contracts with Customers, and IFRS 16, Leases, as well as amendments to IAS 16 and 38 and IFRS 11. In the opinion of management, the future implementation of these will not have a significant impact on the financial statements.

Basis of consolidation

The consolidated financial statements include the financial statements of Auriga Industries A/S (the parent) and the subsidiaries in which the parent has a direct or indirect control as well as associates.

The consolidated financial statements are prepared on the basis of the financial statements of the parent and subsidiaries through a consolidation of items of a similar nature according to the group's accounting policies. Intercompany income and expenditure, shareholdings, balances and dividend, and unrealized intercompany profits and losses have been eliminated.

End of 2015, Auriga Industries A/S no longer owns any subsidiaries and consists of the parent company only.

Profit or loss from the divestment of subsidiaries

Profit or loss from the divestment of subsidiaries that leads to the loss of control is calculated as the difference between the fair value of the proceeds and the fair value of any remaining equity investments offset against the carrying amount of the net assets at the date of divestment, including goodwill, less any minority interests. The then calculated profit or loss is recognized in the income statement together with accumulated foreign currency translation adjustments, which were previously recognized in other comprehensive income.

The profit or loss of subsidiaries divested during the year is included in the consolidated income statement up until the date of divestment.

Foreign currency translation

The individual financial statements of subsidiaries are presented in the currency of the primary economic environment in which the subsidiary operates (its functional currency).

Transactions in currencies other than the functional currency of the individual subsidiary are recognized on initial recognition using the exchange rate at the transaction date. Monetary assets and liabilities that are denominated in foreign currencies are translated into Danish kroner at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on translation are recognized in the income statement, except for exchange rate differences arising on non-monetary assets and liabilities where the changes in fair value are recognized directly in other comprehensive income.

On consolidation, the assets and liabilities of the group's foreign operations are translated at the exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless these deviate significantly from the actual exchange rates at the transaction dates. In the latter case, the actual exchange rates are used. Translation differences arising, if any, are recognized in other comprehensive income as foreign currency translation adjustments of foreign entities. Such translation differences are recognized as profit or loss in the income statement in the period in which the equity interest is disposed of.

Translation adjustments of receivables from or payables to subsidiaries that are considered to be part of the parent's total investment in the subsidiary in question are recognized in other comprehensive income for the group and in the income statement of the parent. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the rate prevailing on the balance sheet date.

Significant accounting estimates and judgements

In preparing the Annual Report, management necessarily makes estimates and assumptions, which form the basis of the presentation, recognition and measurement of the reported assets and liabilities as at the balance sheet date as well as the income and expenses reported for the financial period.

The estimates made by management are based on historical experience and on a number of other assumptions and factors that are deemed to be reasonable in the circumstances. The result of this process forms the basis of the assessment of the income and expenses reported, which do not appear from other material.

The estimates made and the underlying assumptions are reassessed on a regular basis. Changes to accounting estimates are recognized in the financial period in which the change is made, and in future financial periods if the change affects both the period in which the change is made and subsequent financial periods.

The assumptions may be incomplete or inaccurate, and unexpected events or circumstances may arise and lead to the actual results deviating from such estimates. Special risks for the group are described on page 4 of the management's review.

In the financial statements for 2015 given the ongoing wind-down of Auriga Industries A/S, no assumptions of material uncertainties are known:

Income statement

Accounting policies on the income statement shown below describe how transactions are accounted for in 2014 and in 2015.

Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other taxes related to sales. Revenue is recognized in the income statement when goods are delivered, and risk has passed.

Government grants

Government grants comprise development and financing grants, investment grants etc. Grants are recognized when there is reasonable certainty that they will be received. Grants for the purchase of assets and development projects are offset against the cost of such assets. Grants to cover costs incurred are offset against the costs incurred.

Other operating income

Other operating income comprises income of a secondary nature in relation to the companies' main objectives, including, among other things, the disposal of non-current assets and royalties.

Administrative costs

Administrative costs comprise salaries for administrative staff and management plus other office costs, including depreciation, amortization, impairment losses and write-downs, IT operations, and canteen costs. Costs on the divestment of Cheminova have been included in the profit from discontinued operations.

Bonus schemes

The group issues bonus schemes to certain employees. The bonus schemes are debt schemes. The bonus calculated is expensed on a straight-line basis over the vesting period, based on employee vesting and on the group's earnings and value creation. Bonus is provided for under other payables.

Net financials

Financial income and expenses comprise interest, capital gains and losses on securities and write-downs concerning securities, payables and foreign currency transactions, amortization of financial liabilities, including financial lease obligations as well as supplementary payments and refunds under the tax pre-payment scheme etc. Realized and unrealized gains and losses on derivative financial instruments that cannot be classified as hedging agreements are also recognized. Interest income and expenses are accrued based on the principal amount and the effective interest rate.

Tax

The parent is jointly taxed with its Danish sister companies and subsidiaries and with Forskningsfondens Ejendomsselskab A/S as trust company. Current income tax is distributed among the jointly taxed Danish companies in proportion to their taxable incomes.

Current tax payable is based on the taxable profit/loss for the year. The group's current tax liability is calculated using tax rates that have been enacted at the balance sheet date. Tax for the year, comprising the expected current tax for the year and deferred tax for the year, is recognized in the income statement with the portion attributable to the net profit/loss for the year, and in other comprehensive income with the portion attributable to other comprehensive income. Current tax is recognized in the balance sheet under receivables where excess on-account tax has been paid, and under payables where the on-account tax paid does not cover the current tax.

Deferred tax is measured using the balance sheet liability method on all temporary differences between carrying amount and tax base of assets and liabilities. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent that it is probable that tax losses allowed for carry-forward can be offset against tax profits. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit or loss nor the accounting profit or loss.

Deferred tax liabilities are recognized for taxable temporary differences arising on equity investments in subsidiaries or associates, except where the group is able to control the reversal of the temporary difference, and it is probable that the temporary difference will not be reversed in the foreseeable future.

The carrying amount of deferred tax assets is reviewed on the balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, and when they relate to income taxes levied by the same taxation authority and the group intends to settle its current tax assets and liabilities on a net basis.

Balance sheet

Accounting policies on the balance sheet shown below describe how assets, equity and liabilities are accounted for in 2014 and in 2015.

Receivables
Receivables comprise trade receivables and other receivables. Receivables are included in the category loans and receivables, which are financial assets with fixed or identifiable payments, which are not listed in an active market, and which are not derivative financial instruments.

Receivables are measured at amortized cost and are initially recognized at fair value. Write-down is carried out to cover expected bad debts on the basis of individual assessments of the risk of loss.

Factoring arrangements, which transfer all significant financial risks and benefits in respect of receivables to third parties, are recognized by offsetting the cash proceeds from the factoring arrangement against the receivable.

Securitization arrangements, under which some, but not all financial risks and benefits are transferred to third parties, are recognized by continuing to recognize the receivable in the balance sheet and by recognizing the cash proceeds as a liability.

Securitization arrangements that transfer all significant financial risks and benefits in respect of receivables to third parties are recognized by offsetting the cash proceeds from the securitization arrangement against the receivable and alone recognize the group’s own risk as a receivable.

Securities and other investments
Securities are recognized and derecognized on the trading date, and are initially measured at fair value.

Securities are classified as securities available for sale and are subsequently measured at fair value. Gains and losses arising from changes in fair value are recognized in other comprehensive income.

Fair value is stated as the listed price of listed securities.

Equity investments that are not traded in an active market and in respect of which the fair value cannot be calculated in a sufficiently reliable manner are measured at cost. Securities and investments are included in the category financial assets available for sale. Financial assets available for sale are financial assets that cannot be classified as either loans or receivables, financial assets measured at fair value via the income statement or held-to-maturity financial assets.

Equity
Equity instruments issued by the company are recognized at the proceeds received, net of direct costs.

Accumulated fair value adjustment includes the accumulated net change in the fair value of hedging transactions satisfying the criteria for hedging of future cash flows and where the hedged transaction has not yet been completed.

Accumulated translation adjustment includes all translation adjustments arising on translation of the financial statements of entities with a functional currency other than Danish kroner, and translation adjustments concerning assets and liabilities that are part of the group’s net investment in such entities as well as translation adjustments concerning hedging transactions hedging the group’s net investment in such entities.

Dividend is recognized as a liability at the time of adoption by the general meeting. The acquisition of treasury shares is recognized directly in equity at cost under ‘Retained earnings’. Proceeds from the disposal of treasury shares and dividends received are also recognized directly in equity.

Retirement benefit obligations
Payments to defined-contribution plans are charged as an expense for the period in which the employee has performed the work entitling him or her to the payments. Payments to state-managed retirement benefit plans are treated as payments to defined-contribution plans where the group’s obligations under the plan are equivalent to those arising in a defined-contribution plan.

For defined-benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the period in which they occur. They are not recognized in the income statement but presented as other comprehensive income in the statement of comprehensive income.

Pension costs relating to previous years are recognized immediately in the income statement if the vesting period has terminated, and is otherwise depreciated on a straight-line basis over the average period until the vesting period terminates.

The retirement benefit obligation recognized in the balance sheet represents the present value of the defined-benefit obligation reduced by the fair value of plan assets. Any net asset cannot exceed the present value of refunds and reductions in future contributions to the plan.

The cost of providing benefits for defined-benefit plans represents DKKm 7 (DKKm 4). The management has estimated that the obligation is immaterial for the group and has omitted specifications requested by IAS 19.

Payables

Interest-bearing bank loans and overdrafts etc. are recognized initially at fair value, net of direct borrowing costs.

Subsequent measurements are made at amortized cost. Finance costs, including premiums payable on settlement or redemption and direct costs, are accounted for on an accrual basis in the income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that the loans are not settled in the period in which they arise. As regards securitization arrangements, under which not all financial risks and benefits have been transferred to a third party, the related obligation is recognized under interest-bearing liabilities.

Trade payables

Trade payables are non-interest-bearing and are measured on initial recognition at fair value. Subsequent measurements are made at amortized cost.

Derivative financial instruments and foreign currency hedging

The group's activities expose it primarily to the financial risks of changes in exchange rates and interest rates. The group uses, among other things, forward exchange contracts and interest rate swap contracts to hedge these exposures.

Derivative financial statements are measured at cost on initial recognition. Subsequent measurements are made at fair value.

Changes in the fair values of derivative financial instruments that are designated and effective as hedges of future cash flows are recognized directly in other comprehensive income, and the ineffective portion is recognized immediately in the income statement. If the hedging of a cash flow from a firm commitment or forecast transaction results in the recognition of an asset or a liability, amounts offset against other comprehensive income are transferred from other comprehensive income and recognized in the cost of the asset or liability. Where the forecast transaction results in income or expenses, amounts offset against other comprehensive income are transferred to the income statement. The transfer is effected in the period in which the hedged transaction is completed.

Changes in the fair values of derivative financial instruments, classified as and satisfying the criteria for hedging of the fair value of a recognized asset or a recognized liability, are recognized in the income statement together with the changes in value of the hedged asset or hedged liability. Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the income statement as they arise.

Cash flow statement

The cash flow statement, which is presented in accordance with the indirect method, shows cash flows by operating, investing and financing activities for the year, changes in cash and cash equivalents for the year and cash and cash equivalents at the beginning and end of the year.

Cash flow from operating activities is calculated as the net profit or loss adjusted for non-cash operating items, changes in working capital, including securitization debt, interest income and expenses and income tax.

Cash flow from investing activities comprise payments made in connection with the acquisition and divestment of enterprises, the purchase and sale of intangible assets, property, plant and equipment and financial assets as well as dividend received from associates.

Cash flow from financing activities comprises changes in share capital and the arrangement and repayment of loans, repayments of interest-bearing debt, the purchase and sale of treasury shares, the purchase of minority shares and the distribution of dividend.

Cash and cash equivalents comprises cash and securities, net of the share of the short-term bank debt included in the company's continuous liquidity management. The cash flow statement cannot be compiled exclusively on the basis of the published financial statements.

Unless otherwise indicated, all figures are stated in DKK ‘000.

Note 2 – Staff costs

Staff costs include the following main items:

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Wages and salaries	16,620	10,153	16,620	10,153
Severance pay	-	-	-	-
Retirement benefit payments	1,059	622	1,059	622
Social security expenses	19	17	19	17
Total staff costs, administrative costs	**17,698**	10,792	**17,698**	10,792

Wages and salaries of DKKm 17,698 include the remuneration of the Board of Directors and the Executive Board. The average number of full-time employees in the continuing operations is calculated as 2 in 2015 (2014: 2). Members of the Executive Board had a company car at disposal.

Remuneration of the Board of Directors and Executive Board:

	Board of Directors		Executive Board	
	2015	**2014**	**2015**	**2014**
Remuneration	4,542	2,800	4,967	3,399
Severance pay	-	-	-	-
Retirement benefit contributions	-	-	321	313
Bonus	-	-	4,775	2,490
Total	**4,542**	2,800	**10,063**	6,202

The remuneration policy, which is published on the website, sets out the general guidelines concerning performance-related remuneration of the Board of Directors and the Executive Board. The members of the Board of Directors are not comprised by any incentive scheme, but receive a fixed annual remuneration.

In 2015, the bonus and incentive schemes for the Executive Board related to the divestment of Cheminova A/S were disbursed. In March 2015, a cash bonus earned for 2014 by the Executive Board was disbursed. The size of this cash bonus depended on the earnings and value created in 2014 in Cheminova A/S. Bonus schemes to the CEO for 2011, 2012 and 2013, based on the development in the Auriga share (shadow shares) and to be disbursed over a four-year period, were provisioned and disbursed in full by closing of the sale transaction on 21 April 2015. In addition, a retention bonus for the CEO was paid.

According to the decision at the annual general meeting on 30 April 2015, the basic annual remuneration fees for 2014 of DKK 500,000 for the Chairman, DKK 300,000 for the Deputy Chairman and DKK 225,000 for the ordinary members of the Board of Directors were doubled and paid out in 2015, totaling additional board remuneration of DKK 2,375,000. In addition, the resigning members of the Board of Directors received a proportional amount of DKK 525,000 in total.

The number of board members was reduced from nine to three after the annual general meeting on 30 April 2015. The preliminary annual board member remuneration fees for the period after the annual general meeting of DKK 500,000 for the Chairman, DKK 300,000 for the Deputy Chairman, DKK 200,000 for the ordinary member and additional DKK 200,000 for the Chairman of the Audit Committee were adopted at the annual general meeting on 30 April 2015. The remuneration, which is paid out on a monthly basis, was thereby reduced with effect for the period after the annual general meeting.

As part of the re-composition of the three remaining board members per 1 September 2015, the annual fee for the role as Chairman of the Audit Committee was reduced to DKK 100,000 with effect for the period after 1 September 2015. Furthermore, the ordinary board member was appointed CEO of Auriga. For the period after 1 September 2015, the CEO receives a monthly salary, corresponding to an annual salary of DKK 200,000.

Note 3 – Auditor cost

Remuneration for auditors appointed by the general meeting:

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Deloitte, audit of annual report	263	250	263	250
Deloitte, tax advice	207	2,347	207	2,347
Deloitte, other services	1,089	6,185	1,089	6,185
Total	**1,559**	8,782	**1,559**	8,782

Tax advice and other services include costs related to the divestment process.

Note 4 – Net financials

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Net financials:				
Interest income	14,282	403	14,282	403
Interest expenses to subsidiaries	-	-	(133)	(933)
Realized loss on short term bonds, held until dividend payment	(26,201)		(26,201)	
Other interest expenses	(1,917)	(1,811)	(1,784)	(1,811)
Total net financials	**(13,836)**	(1,408)	**(13,836)**	(2,341)

Note 5 – Tax on profit/(loss) for the year

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Tax for the year can be categorized as follows:				
Tax on profit/(loss) for the year	2,953	(10,798)	2,953	(10,798)
Tax on discontinued operations	(94,351)	(126,910)	-	-
Tax on other comprehensive income, financial instruments and translation adjustment of loans	-	(3,037)	-	-
Tax for the year	**(91,398)**	(140,745)	**2,953**	(10,798)
Tax on profit/(loss) for the year is calculated as follows:				
Tax refund relating to previous years	2,953	-	2,953	-
Adjustment of tax relating to previous years	-	(10,798)	-	(10,798)
Total	**2,953**	(10,798)	**2,953**	(10,798)

No tax is payable on the sale of Cheminova A/S.

Note 6 – Discontinued operations

	Cheminova A/S	
DKKm	**2015**	**2014**
Income statement:		
Revenue	2,358,251	6,755,138
Production costs	(1,648,516)	(4,677,211)
Gross profit	**708,735**	2,077,927
Other operating income	38,196	37,953
Selling and distribution costs	-	(885,586)
Administrative costs	-	(339,547)
Development and registration costs	-	(240,531)
Operating profit	**291,183**	650,216
Net financials	(97,587)	(294,689)
Profit before tax	**193,596**	355,527
Tax on profit/(loss)	(94,351)	(126,910)
Net profit from discontinued operations	**99,245**	228,617
Gain from sale of Cheminova	5,854,594	0
Sales cost	(88,945)	(27,019)
Gain from sale	**5,765,649**	(27,019)
Accumulated fair value adjustment and translation adjustments regarding discontinued operations recycled to income statement	(94,679)	-
Net profit from discontinued operations	**5,770,215**	201,598
Balance sheet		
Intangible assets	-	1,359,230
Property, plant and equipment	-	577,984
Financial assets	-	226,721
Inventories	-	1,953,235
Receivables	-	2,917,182
Cash and securities	-	201,369
Total assets, discontinued operations	**-**	7,235,721
Liabilities:		
Credit institutions (interest-bearing debt)	-	2,727,468
Trade payables	-	1,398,194
Income taxes payable	-	90,235
Other payables	-	555,468
Total liabilities, discontinued operations	**-**	4,771,365
Net assets, discontinued operations	**-**	2,464,356
Cash flow statement:		
Cash flow from operating activities	-	(609,476)
Cash flow from investing activities	-	(344,686)
Cash flow from financing activities	-	721,933
Total cash flow from discontinued operations	**-**	(232,229)

Note 6 discloses the results of the divested subsidiary until the closing date of April 21, 2015. From April 21, 2015, Cheminova A/S is no longer part of Auriga Industries A/S and is therefore presented as discontinued operations in Auriga's financial reporting. The gain from the sale of Cheminova, adjusted for regulations related to the divestment, is presented as net profit from discontinued operations in the income statement and cash flow statement.

Note 7 – Cash flow

Cash flow, other adjustments:

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Net financials	13,836	350,140	13,836	2,341
Tax on profit/(loss) for the year	(2,953)	137,708	(2,953)	10,798
Adjustment of provisions	-	(16,935)	-	-
Gain from divestment of Cheminova	(5,765,649)	-	(7,527,965)	-
Loss on other financial assets	670	-	670	-
Other adjustment discontinued operations	(48,730)	(8,148)	-	-
Total	**(5,802,826)**	462,765	**(7,516,412)**	13,139

Cash flow, change in working capital:

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Change in receivables	144	(260,439)	144	1,387
Change in inventories	-	(231,656)	-	-
Change in trade payables etc.	(11,527)	(147,181)	(55,691)	36,686
Change in factoring and securitization	-	(360,761)	-	-
Total	**(11,383)**	(1,000,037)	**(55,547)**	38,073

Note 8 – Cash

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Cash and cash equivalents as at January 1 include:				
Beginning of year	-	(202,940)	(72,398)	(59,154)
Foreign currency translation adjustment	-	16,936	-	-
Cash and cash equivalents as at January 1	**-**	(186,004)	**(72,398)**	(59,154)
Cash and cash equivalents as at December 31 include:				
Securities	105	198	105	198
Cash	39,036	201,369	39,036	-
Bank debt	-	(667,391)	-	(72,596)
Cash and cash equivalents as at December 31	**39,141**	(465,824)	**39,141**	(72,398)

Note 9 – Investments in subsidiaries

	Parent	
	2015	**2014**
Cost as at January 1	-	899,450
Cost as at December 31	**-**	899,450
Carrying amount as at December 31	**-**	899,450

The parent's investments and voting rights in subsidiaries comprise:

	Investments and voting rights in %	
	2015	**2014**
Cheminova A/S, Harboøre, Denmark	0 %	100 %

Note 10 – Other financial assets, parent

	Parent	
	2015	**2014**
Cost as at January 1	13,451	13,451
Disposals, cost price	(13,451)	-
Cost as at December 31	**-**	13,451
Revaluation and impairment as at January 1	(4,713)	(2,356)
Disposals during the year	4,713)	(2,357)
Revaluation and impairment as at December 31	**-**	(4,713)
Carrying amount as at December 31	**-**	8,738

Note 11 – Share capital

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Share capital:				
Class A shares	1,500	75,000	1,500	75,000
Class B shares	3,600	180,000	3,600	180,000
Total share capital	**5,100**	255,000	**5,100**	255,000

The share capital was fully paid in. A capital reduction of 3 June 2015 reduced the nominal value of the shares to DKK 0.20 from DKK 10. Accordingly, the share capital was reduced by nominally DKKm 249.9 from DKKm 255 to DKKm 5.1. The total number of 25.5 million shares and 93 million votes were not affected by the capital reduction. The 7.5 million Class A shares are non-negotiable and carry ten votes per DKK 0.2 share, and the 18 million Class B shares are freely negotiable and carry one vote per DKK 0.2 share.

Note 11 – Share capital (continued)

Treasury shares, Auriga Industries A/S' holding of Class B shares:

	No. of shares		Nominal value		% of share capital in Auriga Industries A/S	
	2015	**2014**	**2015**	**2014**	**2015**	**2014**
Treasury shares as at January 1	125,680	125,680	1,256,800	1,256,800	0.49 %	0.49 %
Reduction nominal value 2015	-	-	(1,231,664)	-	-	-
Share buy-back program	12,560,951	-	2,512,190	-	49.26 %	-
Additional share buy-backs	558,419	-	111,684	-	2.19 %	-
Shareholding as at December 31	**13,245,050**	125,680	**2,649,010**	1,256,800	**51.94 %**	0.49 %

A share buy-back program was implemented from 24 November 2015 to 15 December 2015 to distribute the remaining funds in Auriga attributable to the Class B shares. On 16 December 2015, the Board of Directors decided to buy back a total of 12.6 million Class B shares, equivalent to a total purchase price of DKKm 32.7, due for settlement on 18 December 2015. Additional share buy-backs at the price of DKK 2.60 per share, which is the same price as used in the share buy-back program, will be conducted in the market until delisting of Auriga on 29 January 2016.

	Group		Parent	
	2015	**2014**	**2015**	**2014**
Value of treasury shares as at December 31	**34,437**	38,647	**34,437**	38,647

Value of the holding of treasury shares was calculated using the closing price of DKK 2.60 for 2015 and DKK 307.50 for 2014.

Note 12 – Contingent liabilities

Auriga Industries A/S is jointly taxed with Forskningsfondens Ejendomsselskab A/S as administration company. Current income tax is distributed among the jointly taxed Danish companies in proportion to their taxable incomes. Auriga Industries A/S is severally liable with the other companies in the joint taxation group for the total income tax and tax at source payable etc. in the joint taxation group.

Note 13 – Related parties

Related parties controlling the company include the Aarhus University Research Foundation (AUFF), Aarhus, Denmark, holding the majority of the voting rights in Auriga Industries A/S.

Related parties with a significant influence comprise members of the Board of Directors and the Executive Board and their related family members. Related parties also comprise companies in which the above-mentioned persons have significant interests. Moreover, all group enterprises and associates are considered to be related parties.

In 2015, no transactions were carried out nor were any other agreements made with related parties.

	Parent	
	2015	**2014**
The parent's transactions with subsidiaries:		
Management fee received	675	2,700
Management fee paid	-	4,800
Interest expenses paid	-	933
Dividend received	-	-
Loans from subsidiaries	-	44,165

Note 14 – Divestment of subsidiary

In early summer 2014, Auriga´s Board of Directors initiated a strategic process with the aim of investigating its strategic options, including alternative ownership structures. In company announcement no. 12/2014 of September 8, 2014, Auriga announced the conditional sale agreement to divest the wholly owned subsidiary Cheminova A/S to FMC Corporation. The selling price totaled DKK 10.5 billion on a net debt free basis, corresponding to a net cash consideration of DKK 8.5 billion adjusted for debt. The sale transaction was closed on 21 April 2015, as disclosed in company announcement no. 5/2015.

Note 15 – Financial instruments, fair value hierarchy

Methods and conditions for calculating fair values:
Level 1, listed prices: The portfolio of listed shares is valued at listed prices.
Level 2, observable input, unlisted shares: Unlisted shares are valued on the basis of market multiples for a group of comparable listed companies reduced by an estimated factor for trade in an unlisted market.

The group's fair value hierarchy for financial instruments measured at fair value in the balance sheet:

		2015	
	Level 1	**Level 2**	**TOTAL**
Financial assets:			
Unlisted shares	-	105	105
Total financial assets	**-**	**105**	**105**

		2014	
	Level 1	**Level 2**	**TOTAL**
Financial assets:			
Listed shares	93	-	93
Unlisted shares	-	105	105
Total financial assets	93	105	198

No transfers between level 1 and level 2 were made in 2015 or 2014.

Note 16 – Financial assets and liabilities, defined in IAS 39

	Group		Parent	
	2015	**2014**	**2015**	**2014**
FINANCIAL ASSETS				
Non-current assets:				
Securities and other investments	105	198	105	198
Financial assets available for sale	**105**	198	**105**	198
Current assets:				
Other receivables	859	1,004	859	1,004
Other financial assets	-	8,738	-	8,738
Cash	39,036	-	39,036	-
Loans and receivables	**39,895**	9,742	**39,895**	9,742
FINANCIAL LIABILITIES				
Current liabilities:				
Payables to mortgage credit institutions	-	190	-	190
Other credit institutions	-	72,786	-	72,596
Other payables	2,357	74	2,357	74
Trade payables	2,763	15,932	2,763	15,932
Financial liabilities measured at amortized cost	**5,120**	88,982	**5,120**	132,957

Note 17 – Events occurring after the balance sheet date

Auriga Industries A/S will be delisted from the stock exchange in Copenhagen on 29 January 2016, which is the last day of trading of Auriga's shares on Nasdaq Copenhagen. In the period until delisting, supplementary share buy-backs are conducted. A compulsory redemption of the remaining shareholders has been initiated, due to the ownership share of Aarhus University Research Foundation (AUFF) of more than 90 % adjusted for Auriga's treasury shares. See page 3 for further information.

Note 18 – Group chart

Overview of group companies and activities:

Company name	Country	Ownership share
Auriga Industries A/S	Denmark	

After closing of the sale transaction divesting Cheminova A/S from the Auriga group, the group consists of Auriga Industries A/S as parent company only. Closing occurred on 21 April 2015.

ABOUT THE ANNUAL REPORTING

The Annual Report 2015 was prepared and released in English, as an electronic version only, and made available at www.auriga-industries.com.