PROSPECTUS

Camposol Holding Plc

Listing of the shares of Camposol Holding Plc on Oslo Axess

This Prospectus does not constitute an offer to buy, subscribe or sell the securities described herein. This Prospectus serves as a prospectus for listing of shares as required by applicable laws and no securities are being offered or sold pursuant to this Prospectus.

Managers:

14 May 2008

IMPORTANT INFORMATION

This Prospectus has been prepared in connection with the listing of the shares (the "**Shares**") of Camposol Holding plc (the "**Company**") on Oslo Axess.

This Prospectus has been prepared to comply with the Securities Trading Act and related secondary legislation including the EC Commission Regulation EC/809/2004 as well as Oslo Børs, Continuing Obligations. Oslo Børs has reviewed and approved this Prospectus in accordance with the Securities Trading Act Sections 7-8 and 7-7. The Prospectus has been prepared in the English language only.

Please note that no securities are being offered or sold pursuant to this Prospectus.

All inquiries relating to this Prospectus should be directed to the Company or the Managers. No other person has been authorized to give any information about, or make any representation on behalf of, the Company in connection with the completed private placements and acquisitions and, if given or made, such other information or representation must not be relied upon as having been authorized by the Company or the Managers.

Neither the delivery of this Prospectus nor the listing of the Shares on Oslo Axess at any time after the date hereof will, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or that the information set forth in this Prospectus is correct as of any time since its date. Any new material information and any material inaccuracy that might have an effect on the assessment of the Shares arising after the publication of this Prospectus and before the Shares are listed on Oslo Børs, will be published and announced promptly as a supplement to this Prospectus in accordance with the Securities Trading Act section 7-15.

The contents of this Prospectus are not to be construed as legal, business or tax advice. Each reader of this Prospectus should consult with its own legal, business or tax advisor as to legal, business or tax advice.

Investing in the Company's Shares involves certain risks. See chapter 2 "Risk Factors" of this Prospectus.

The distribution of this Prospectus and any separate summary documentation may be restricted by law in certain jurisdictions and neither this document nor any such summary, constitutes an offer to sell or a solicitation of an offer to buy securities in any jurisdiction.

THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR UNDER ANY OF THE RELEVANT SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATES SECURITIES COMMISSION HAS APPROVED OF THE SHARES OR DETERMINED IF THIS DOCUMENT IS ACCURATE OR COMPLETE.

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APPENDICES

SUMMARY

This summary includes a brief description of the Company. Investors are advised that (a) it should be read as an introduction to the Prospectus; (b) any decision to invest in the Shares should be based on consideration of the Prospectus as a whole by the investor; (c) where a claim in relation to the information contained in a prospectus is brought before a court, the plaintiff investor might have to bear the costs of translating the prospectus before the legal proceedings are initiated; and (d) civil liability attaches to those persons who have tabled the summary including any translation thereof, and applied for its notification, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

1.1 The Listing and Admission to Trading

The board of Oslo Børs approved Camposol Holding Plc's application for listing of the Shares on Oslo Axess at its meeting held on 23 April 2008. It is expected that the first day of trading of the Shares will be on or around 15 May2008. The Shares are expected to trade in round lots of 200 Shares with the ticker symbol "CSOL".

The main purpose of the Listing is to organise the trading of the Shares on a regulated market, which will increase liquidity in the Shares and make the Shares more attractive as an investment. A listing will also improve the Company's ability to access the capital markets, and make the Shares more attractive as consideration in strategic transactions.

1.2 Information about the Company

1.2.1 General

Camposol is the leading non-traditional agribusiness company in Peru.

Camposol AS, a Norwegian limited liability company, was established in October 2007 as a single purpose company in connection with a USD 185 millions private placement, the proceeds of which were used, in part, to acquire, indirectly, Camposol S.A. ("**Camposol Peru**").

Camposol Holding Plc was incorporated in Cyprus on 9 July 2007, but was dormant until January 2008. Camposol Holding Plc is a public limited company, with business address at Arch. Kyprianou & Ag. Andreou Loukaides Court, 2nd floor P.C. 3036, Limassol, Cyprus. Camposol Holding Plc acquired 99.7% of all the shares of Camposol AS in April 2008 with consideration in shares, and acquired the remaining 0.3% of the shares with consideration in cash on 8 May 2008.

Following the abovementioned reorganization, Camposol Holding Plc is the ultimate parent company of the Camposol Group. Camposol Holding Plc owns, indirectly, all the parts in Camposol Peru, a Peruvian limited company, with business address at Calle Augusto Tamayo 180, San Isidro, Lima 27, Peru, incorporated in 1997 under the laws of Peru. Camposol Peru, with its Peruvian subsidiaries, is the operating company of the Camposol Group. Camposol Holding Plc further owns, indirectly, all the shares in Campoinca S.A., a Peruvian private limited company. It is intended that Campoinca S.A. will be merged with Camposol Peru.

Whenever one of the terms "**Camposol**" or the "**Camposol Group**" are used, reference is made to the entire group of companies in the Camposol Group, if not otherwise follows from the context, with Camposol Holding Plc as the ultimate holding company, and Camposol S.A. as the operating company. Please see section 0 "Organisational Structure" for a further description of the group structure.

1.2.2 History and development of the Camposol Group

An overview of the Camposol Group's history is given below:

Figure 1-1: Camposol Group's history

YEAR	MILESTONES
1997	Camposol Peru was founded and starts the first asparagus plantations in "Agromas" farm of 414 has. Acquisition of additional 245 has. in Viru.
1998	First harvest of asparagus in "Agromas" farm for the sale to exporters. Acquisition of 4,454 ha. in Viru and 2,670 ha. in Piura.
1999	Start operations of processing factory in Chao and start de asparagus exports.
2001	Start the harvest and export of piquillo peppers.
2002	Start the harvest and export of avocados and Start the operation of frozen factory In Chao.
2003	Start the harvest and export of artichokes and mangoes. Acquisition of 1,000 has. in Viru.
2005	Acquisition of 2,200 has. additional land in Viru, Peru.
2007	SAP implementation process begun (will be completed in April 2008)
2007	Incorporation of Camposol AS
2007	Completed private placement of USD 183 millions to replace previous shareholders of Camposol Peru and improve liquidity of the company.
2007	Camposol Peru obtained a Credit Suisse loan of USD 65 millions to finance new investments in 2007-2008. Acquisition of 4,500 has. additional land in Viru, Peru.
2008	Camposol Holding Plc became the new ultimate holding company of the Camposol group

On 6 May 2008, Fondo de Inversión en Desarrollo Agroindustrial y Forestal (FIDAF) signed a subscription agreement in which they committed to invest USD 15 million in Camposol Holding Plc through the subscription of 1,908,750 Ordinary Shares. This represented an offer price of approximately NOK 40 per share. The private placement was completed on 13 May 2008. Following completion of the private placement, FIDAF holds approximately 6.4% of the Shares in Camposol Holding Plc.

1.2.3 Business description

Camposol Peru is the leading non-traditional agribusiness company in Peru, and has been one of the fastest growing companies in the Peruvian agribusiness industry over the last few years. Peru is one of the leading exporters of asparagus in the world.

Camposol Peru's production comprises asparagus, avocado, mango, sweet pepper and artichoke. Among these products, asparagus is the most important. Camposol Peru has invested approximately USD 135 million in its business over the last 10 years.

Camposol Peru owns approximately 15,500 ha of land of which approximately 5,500 ha is planted. In addition, Camposol Peru has approximately 900 ha of planted leased land. In addition to the land, Camposol Peru also owns a processing plant in the Trujillo area for frozen, preserved and fresh products and owns 40% of a processing plant for fresh mangos.

Camposol Peru employs around 7,000 workers on an average basis. The majority of Camposol Peru's production is exported. Europe represents the main export market representing approximately 75% of the 2007 revenues. Camposol Peru harvested approximately 21,000 tons of asparagus of which ~20% was sold as fresh, ~70% as preserved and ~10% as frozen. Also, the company produced around 20,000 tons of avocados, 7,000 tons of mangos, 20,000 tons of pepper and 24,000 tons of artichoke.

1.2.4 Vision, mission and strategy

The vision of the Camposol Group is to become a leading agribusiness group worldwide, and has as its mission to supply high-quality products to meet the growing market's demands. To this end, it exploits agribusiness resources in

a responsible and efficient manner thanks to its workers' commitment and knowledge, supported by appropriate technology.

For the next two to three years, the Camposol Group wants to consolidate its market share through acquiring new land, planted land and other operating companies in order to improve its profitability as economies of scale and synergies are attained.

1.2.5 Trends

The Camposol Group has not experienced any changes or trends outside the ordinary course of business that are significant to the group between 31 December 2007 and the date of this Prospectus.

1.3 Selected Financial Information

The consolidated financial statements attached hereto and summarised below relate to the Camposol AS group for 2007 (the transfer of ownership to Camposol Holding Plc took place in April 2008) on a consolidated basis. These audited consolidated financial statements are prepared in compliance with. As the consolidated financial statements present operations from 17 October 2007 (the acquisition date of Camposol Peru) the consolidated financial statements are identical with 4Q interim report for the Camposol AS group. Subsequent to the reverse takeover by Camposol Holding Plc of the shares in Camposol AS in April 2008, these historical financial statements will, however, under IFRS also constitute the historical consolidated financial statements of the new holding company of the Camposol Group, being Camposol Holding Plc.

In addition, historical consolidated IFRS financial statements of Camposol SA and subsidiaries (Camposol Peru) are included in this Prospectus for the years ended 31 December 2007, 2006 and 2005 reflecting the business operations of the three year period.

Table 1-2: – Camposol AS' Consolidated Income statement for the period 25 September to 31 December 2007 (IFRS) USD '000

Revenue	36,192
Cost of sales	(25,952)
Gross profit	**10,240**
Revenue adjustment from change in fair value of biological assets	16,945
Cost of crops during the period	(5,001)
Change in fair value of biological assets	11,944
Profit after adjustment from biological assets	**22,184**
Administrative expenses	(3,484)
Selling expenses	(4,472)
Other income	(528)
Other expenses	(196)
Operating profit	**14,560**
Share of loss of associated companies	(741)
Finance income	779
Finance costs	(798)
Change in fair value of derivative financial instrument	(937)
Currency translation differences	(85)
Profit before income tax	**12,778**
Income tax expense	(1,715)
Profit for the year	**11,063**

Table 1-3: – Camposol Peru's Consolidated Historical Summary Financials (IFRS)
USD'000

	Camposol AS	Camposol Peru		
	2007	2007	2006	2005
Sales	36,192	125,962	103,867	78,341
Gross profit	10,24	35,381	30,511	26,809
EBITDA	16,35	37,837	28,941	12,302
Operating profit	14,56	31,560	23,536	9,547
Profit for the year	11,063	24,348	18,782	5,757
Unaudited:				
Sales growth	N/A	21.3%	32.5%	
Gross profit margin (%)	28.0%	28.1%	29.3%	34.2%
EBITDA Margin (%)	45.0%	30.0%	28.0%	15.0%
Operating profit margin (%)	40.0%	25.1%	22.7%	12.2%
Total assets	399,672	261,413	168,633	138,381
Working Capital	93,105	10,451	20,877	20,316
Long term liabilities	84,697	71,498	7,524	8,197
Total equity	207,415	76,155	106,425	87,103

Source: Company Information

There have been no significant changes in the financial or trading position of Camposol Peru since 31 December 2007.

1.4 Summary unaudited condensed pro forma financial information

The Unaudited Pro Forma Condensed Financial Information for Camposol Holding Plc consists of the unaudited pro forma condensed statements of income and balance sheet for the year ended 31 December 2007 together with a description of the notes. The Unaudited Pro Forma Information has been prepared for inclusion in this Prospectus to give effect to the acquisition of Camposol Peru as further described in section 18 of this Prospectus.

Table 1-3: Unaudited Combined Pro Forma summary financials

In USD '000	2007 31 December
Sales	125,984
Gross profit	32,931
Operating profit	28,317
Profit for the period and the year	21,680

1.5 Capitalisation and Indebtedness

Figure 1-3: Camposol Group Capitalisation and Indebtedness (IFRS)

Capitalisation and indebtedness (IFRS) USD '000	2007 31 December
Unguaranteed / Unsecured	35,237
Guaranteed	1,478
Secured	68,613
Current debt	**105,328**
Unguaranteed / Unsecured	21,406
Guaranteed	
Secured	65,523
Non-current debt	**86,929**
Share capital	24,788

Share premium	171,476
Other Reserves	-
Other equity	11,063
Shareholders equity	**207,327**
Total Capitalisation	**399,584**

Source: Company Information

Figure 1-4: Camposol Consolidated Net Indebtedness (IFRS)

Consolidated net indebtedness (IFRS) USD'000	**2007 31 December**
Cash and cash equivalents	89,728
Trading securities	61,353
Liquidity	**151,082**
Current bank debt	64,943
Current portion non-current debt	5,148
Other current financial debt	37,469
Current financial debt	**107,560**
Non-current bank loans	65,523
Other non-current loans	19,174
Non-current financial debt	**84,697**
Net indebtedness	**41,176**

Source: Company Information

The Capitalisation and Indebtedness table is presented in detail in Chapter 12.1. The table presents the Camposol AS group as at 31 December 2007. The reverse takeover of Camposol Holding Plc in April 2008 do not affect the figures. Consequently, the figures presented and the comments given refer to the situation for the Camposol Holding Plc Group as per the date of this Prospectus. The figures are more than 90 days old. On 13 May 2008, Camposol Holding Plc completed a private placement of USD 15 million, by issuing 1,908,750 Shares, which increased the share capital with EUR 190,875.0 and the share premium with approx. USD 14,970,700.

1.6 Board of Directors and Senior Management

The Board of Directors consists of Samuel Dyer Ampudia (Chairman), Samuel Barnaby Dyer Coriat, Christian Selmer, Synne Syrrist, Pavlos Aristodemou and Frixos Savvides.

The senior management consists of:

- Juan Jose Gal'Lino, CEO
- Piero Dyer, CFO
- Edwin Alvarado, Controller
- Michael Horney
- Edgardo Huallanca, Human Resources Manager
- Mario Deza, Plant Manager
- Gustavo Guerrero, Agricultural Production Manager
- Guillermo Lohmann, Legal Manager
- Maria Lip, Quality Assurance Manager
- Angel Suarez, Internal auditor

1.7 Major Shareholders

As of the date of this Prospectus, the Company's 20 largest shareholders are:

NAME	NUMBER OF SHARES	PERCENTAGE
DYER-CORIAT HOLDING,	8 571 000	28.73%
DEUTSCHE BANK AG LON PRIME BROKERAGE FULL	4 350 018	14.58%
MORGAN STANLEY & CO. CLIENT EQUITY ACCOUN	2 000 000	6.70%
FONDO DE INVERSIóN A Y FORESTAL	1 908 750	6.40%
ARION CUSTODY	1 820 000	6.10%

NAME	NUMBER OF SHARES	PERCENTAGE
SOUTH WINDS AS	1 753 000	5.88%
ANDEAN FISCHING L.L.	1 360 000	4.56%
PERU LAND FARMING LL	1 195 950	4.01%
BEAR STEARNS SECURIT A/C CLEARING ACCOUNT	927 500	3.11%
ORKLA ASA	750 000	2.51%
GLITNIR BANKI HF	740 000	2.48%
NORDEA BANK PLC FINL CLIENTS ACC	457 000	1.53%
STOREBRAND LIVSFORSI P980, AKSJEFONDET	445 300	1.49%
BROWN BROTHERS HARRI S/A GENESIS EME OPP	404 000	1.35%
DEUTSCHE BANK AG LON DEUTSCHE BANK AG NY	393 482	1.32%
JPMORGAN CHASE BANK CLIENTS NON TREATY A	201 500	0.68%
GOLDMAN SACHS INT. - SECURITY CLIENT SEGR	190 000	0.64%
VERDIPAPIRFONDET NOR V/NORDEA FONDENE AS	181 300	0.61%
SEB ENSKILDA ASA EGENHANDELSKONTO	173 220	0.58%
DNB NOR SMB VPF	165 000	0.55%
Total	**27,987,020**	**93,80%**

1.8 Related Party Transactions

The related party transactions described in this section are mainly the relevant transactions entered into by Camposol Peru and Camposol AS in the said period.

1.8.1 Options, subscription rights and discounted share price

In connection with the share issue in Camposol AS in relation to the acquisition of Camposol S.A. the main shareholder, Dyer Coriat Holding SL was granted a discount on the share price compared to the pricing in the private placement towards new investors and, in addition, received subscription rights/warrants, both as a "finder's fee". The warrants are further described in section 19.4 below. The discount on the share price and the warrants represented a finder's fee with a total value of approximately USD 19 millions.

Share options valued at USD 257,000 were granted to the previous deputy chairman of the Board, Wilfredo Caceres, in connection with the acquisition of Camposol S.A for services rendered in the capitalisation process. The deputy chairman represented the main shareholder, Dyer Coriat Holding SL. The share options are further described in section 19.4.

In connection with the acquisition of Camposol S.A. a minority shareholder, Peru Land & Farming LLC ("**PLF**"), received a right to acquire shares in Camposol AS valued at USD 2.2 million. Consequently, PLF obtained a discount on their subscription of shares in Camposol AS in 2008, basically exchanging their 5.25% previous shareholding in Camposol Peru with a 4.28% shareholding in Camposol AS.

In 2008 the board of Camposol has granted options to key employees (550,000 options) and to the board of directors (300,000 options). Based on valuations performed for the above options and warrants, the value of the options is estimated to approximately USD 1.5 millions. The share options are further described in section 19.4.

1.8.2 Agreement with Peru Land & Farming ("PLF")

Camposol Peru has entered into an agreement with PLF, considering a reciprocal right of first refusal to purchase all or some of the avocado crop produced by Camposol Peru which are to be delivered to the US Market, according to the schedule contained therein. PLF holds a 4.28% shareholding in Camposol Holding Plc.

1.8.3 Acico S.A. and Gola S.A.

The following table presents the main transactions carried out between the Group and its previous shareholders and related companies during the year 2005, 2006 and 2007:

	2007	2006	2005
Shareholders			
Siboure Holdings Inc.			
Loans received			2,130
Gola S.A.			
Loans received		8,715	550
Related companies			
Mission Asparagus LLC	3,447		
Sales of finished products			
Empacadora de Frutos Tropicales			
Sales of finished products	6		
Purchase of services	469		
SP of Delaware			
Aircraft lease and Maintenance	177		
Acico S.A.			
Sales of finished products		23,790	25,122
Purchase of merchandise		46	1,474
Purchase of machinery			546
Purchase of services		57	

Gola S.A. was one of the previous shareholders of Camposol Peru prior to October 2007. Acico S.A. is a distributor and producer of preserved products in Spain, which is related to Gola S.A. Siboure Holding Inc is the intermediate holding company of Camposol Peru.

As a consequence of the abovementioned transactions and other minor operations, the Group had the following accounts receivable from and payable to related parties as of 31 December 2007, 2006 and 2005:

	2007	2006	2005
Accounts receivable			
Acico S.A.		13,187	17,619
Mission Asparragus LLC**	1,360	212	
Empacadora de Frutos Tropicales S.A.C.***	1	6	
Total	1,361	13,405	
Trade accounts payable			
Mission Asparragus LLC**	146		
Empacadora de Frutos Tropicales S.A.C.***	36		
Acico S.A. (*)		2,250	2,250
Total	182	2,250	2,250
Accounts payable to shareholders			
Siboure Holdings Inc.			622
Gola S.A.			466
D.C. Holding S.L.	415		
Total	145		1088
Loans from shareholder's			
Gola S.A. (c)		8,715	
Prepaid expenses			
SP Delaware Inc.	350		

(*) This corresponds to advances received on the purchase of finished products, which are applied against invoices pending collection related to the sale of such products over a period of less than 3 months.

(**) Camposol Peru owns and controls 50% of Mission Asparagus LLC. The other 50% is owned by a company related to PLF.

(***) Camposol Peru ownes and controls 40% of Empacadora de Frutos Tropicales SAC.

1.8.4 SP of Delaware

SP of Delaware is a US company owning an airplane, which is leased to Camposol Peru. SP of Delaware´s shareholders are related to DC Holding SL, the largest shareholder in the Camposol group. The yearly lease is about USD 410,000. Camposol Peru and SP of Delaware have agreed to terminate the lease contract prior to 31 March 2008.

1.8.5 Industria Constructora de Viviendas S.A.

Camposol Peru rented a truck from Industria Constructora de Viviendas S.A. for USD 8,800.00. Industria Constructora de Viviendas's shareholders are related to DC Holding SL, the largest shareholder in the Camposol group.

1.9 Expenses

The estimated expenses related to the Listing are USD 750,000 (exclusive of VAT).

1.10 Share Capital

The Company's authorised share capital is EUR 400,000 comprising 40,000,000 Shares with a par value of EUR 0.01 each.

The Company has issued 29,833,820 ordinary shares with a par value of EUR 0.01 each. Each Share carries one vote, and gives equal rights in the Company.

In addition to this, the Company has issued 2,570,000 dormant shares each with a par value of EUR 0.01 (the "**Dormant Shares**"). The Dormant Shares will not be listed on Oslo Axess and not be registered with the VPS. The Dormant Shares have no voting rights and no dividend rights, and or only existing due to requirements under Cypriot law to have seven registered shareholders in a public company. The Dormant Shares are not included for the purposes of calculating the mandatory bid requirements and the requirements relating to disclosure of large shareholdings.

1.11 Registered Shares

The ordinary shares in the Company are all registered in the name of DnB NOR Bank ASA as the nominee holder on behalf of the beneficial owners of the shares as registered in the VPS. Whenever the term "**Shares**" is used in this Prospectus, this refers to the deposit rights attached to the registered ordinary shares in the Company (the "**Registered Shares**"). The Registrar agreement between the Company and DnB NOR Bank ASA is attached this Prospectus as Appendix 6.

1.12 Additional Information

1.12.1 Articles of Association

The Company's Articles of Association is set out in Appendix 1. See also chapter 19.5 "Share capital and shareholder matters" for a summary of the Articles.

1.12.2 Documents on display

Copies of the following documents will, during the life of this Prospectus, be available for inspection at any time during normal business hours on any business day free of charge at the registered office of the Company: (i) the Articles of Association of the Company; (ii) the Memorandum of Incorporation of the Company; (iii) the Corporate Governance Policy of the Company; (iv) the annual reports of Camposol Peru as at 31 December 2007, 2006 and 2005 prepared in accordance with Peruvian GAAP; (v) the audited annual report for Camposol Peru for the financial year to 31 December 2007, prepared in accordance with IFRS.

1.12.3 Advisors and Auditors

Independent Auditor

The Company's independent auditor is Ernst & Young Cyprus Ltd.

Managers

Glitnir Securities AS and SEB Enskilda AS have acted as managers in connection with the Listing.

Legal counsel

Thommessen Krefting Greve Lund AS has acted as Norwegian legal counsel in connection with the Listing. Aristodemou Loizides Yiolitis & Co has acted as the Company's Cypriot legal counsel in connection with the Listing.

1.13 Summary of Risk Factors

A number of risk factors may adversely affect the Company. Below is a brief summary of some of the most relevant risk factors described in chapter 2 "Risk Factors". The risks described in chapter 2 "Risk Factors" are not the only ones facing the Company and additional risks not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations and adversely affect the price of the Shares.

1.13.1 Market risks

The Company's financial position and future development depend to a considerable extent on the prices of asparagus, avocados and of the other products of the Company.

Lower economic growth or a downturn in the Camposol Group's export markets could have a negative effect on the group's business and profitability.

Increased demands from customers and legislators for internal control, food authority monitoring program and testing in the future may adversely affect the Camposol Group's financial results.

Political events could change the business climate and water supply regulation in a way that has a negative impact on the value of the Camposol Group's operations.

Current legislation related to environmental issues may change and incur expenses for the Camposol Group to comply with the environmental regulations.

The threat of bio-terrorism may limit the international flow of food products.

1.13.2 Operational risk

The production of agricultural products always involves elements of risk with respect to weather conditions, the supply of water, pests, and the functioning of equipment in the fields and plants.

When a natural phenomenon such as El Niño or La Niña occurs it threatens the supply for that entire season.

The Camposol Group may not be able to insure against all risks on commercially viable terms, and there will always be a risk that certain events may occur for which only partial or no indemnity is payable according to the group's insurance.

The loss of any of the members of its senior management or other key personnel or the inability to attract a sufficient number of qualified employees could adversely affect its business and results of operations.

Unrest amongst the labour force may negatively influence operations and potentially increase the cost levels long term.

Reduced reliability of third party transportation may make it difficult to deliver goods as agreed with customers and reduce the Company's market share.

Potential acquisitions of other companies and integration of such may not go as planned, and negatively impact the Company relatively to the price that has been paid.

Camposol Peru is dependent on further licenses for the use of water if the water requirements should increase.

1.13.3 Risk factors relating to the Shares

The Company's share price may experience substantial volatility in response to, *inter alia*, variations in operating results, adverse business developments, interest rate changes, changes in financial estimates by securities analysts, matters announced in respect of major customers or competitors or changes to the regulatory environment in which the Camposol Group operates.

Substantial share ownership in the Company will also after the Listing be controlled by certain major shareholders.

Holders of the Shares that are registered in a nominee account may not be able to exercise voting rights as readily as shareholders whose shares are registered in their own names with the Norwegian Central Securities Depository (VPS).

It may be difficult for investors based in the United States to enforce civil liabilities predicated on U.S. securities laws against the Company, the Company's Peruvian affiliates or the Company's directors and executive officers.

Pre-emptive rights may not be available to U.S. holders of the Company's Shares.

1.13.4 Financial risk factors

A considerable portion of the Company's operating revenues and expenses are exposed to fluctuations in various foreign currencies.

A lack of access to external capital or material changes in the terms and conditions relating to the same could limit the Company's future growth and strategy and have an impact on the Company's finance costs.

The payment of dividends from Camposol S.A. to its foreign holding company is subject to withholding tax of 4.1 % There can be no assurance that the withholding tax rate will not be amended.

1.13.5 Other risks

There may be integration risks in the event of future acquisitions.

Changes in international trade agreements, monetary trade barriers and other non-monetary barriers could have a material adverse effect on the Company's business, results of operations and financial condition

Political events could change the business climate, tax regime, land rights and water rights in a way that has a negative impact on the value of the Company's operations.

2 RISK FACTORS

Investing in the Camposol group involves inherent risks. Prospective investors should consider, among other things, the risk factors set out herein in the Prospectus before making an investment decision. The risks described below are not the only ones facing the Camposol Group. Additional risks not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations and adversely affect the price of the Shares. If any of the following risks actually occur, the Camposol Group's business, financial position and operating results could be materially and adversely affected.

A prospective investor should consider carefully the factors set forth below, along with all information provided elsewhere in the Prospectus, and should consult his or her own expert advisors as to the suitability of an investment in the Shares.

An investment in the Shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment. Such information is presented as of the date hereof and is subject to change, completion or amendment without notice.

This Prospectus includes "forward-looking" statements, including, without limitation, projections and expectations regarding the Camposol Group's future financial position, business strategy, plans and objectives. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate. Factors that could cause the Company's actual results, performance or achievements to materially differ from those in the forward-looking statements include but are not limited to, the competitive nature of the markets in which the Company operates, technological developments, government regulations, changes in economical conditions or political events. These forward-looking statements reflect only the Company's views and assessment as of the date of this Prospectus. The Company expressly disclaims any obligation or undertaking to release any updates or revisions of the forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, other than information which the Company pursuant to any laws and regulations would be obliged to release.

2.1 Market Risks

Prices of fruits and vegetables

Camposol's financial position and future development depend to a considerable extent on the prices of the fruits and vegetables they produce. Most of the products sold are soft commodities, and it is therefore reasonable to assume that the market prices will continue to follow a cyclical pattern.

Consumption level of fruits and vegetables is an important force that drives the prices. This force is explained by the important nutritional level of fruits and vegetables and the world trend towards vegetable consumption and healthy living.

Short term supply is mainly threatened by climate events that could affect field yields and consequently affecting volumes. Also, supply of annual crops such a pepper and artichoke are driven in the short term by cultivated area. Long term supply is driven mainly by cultivated area of the crop.

Fresh products are more price sensitive then the preserved products because of the possibility to store the preserved products for longer periods.

Economic developments

Exports account for a considerable proportion of the Camposol Group's total sales. Lower economic growth or a downturn in the group's export markets could have a negative effect on the company's business and profitability. This

could take the form of reduced demand, losses on receivables resulting from customers' inability to pay their debts, etc. This could have a negative impact on the Camposol Group's sales and profitability.

Political and economic risk

Historically South America has been an area with political issues. However, Mr. Alan Garcia, a Social Democrat, was elected President in June 2006 in an orderly government transition process. His policy aims at reducing poverty while maintaining a pro-business economic approach.

Mr. Garcia has emphasised the continuance of market economic policies with no limitations on international investments, liberal competitive legislation and all industries, including agribusiness, being open to international investors.

The current trend in Peru and in most of the surrounding countries is to welcome foreign and private investment, and the political situation appears stable.

Peruvian GDP has experienced steady growth in recent years, rising 22.4% between 2001 and 2005, outperforming the world average of 20.0% over that period[1]. GDP growth was 8.03% in 2006 and 5.0% in 2007[2]. Inflation has been minimal over the last five years between 0.2% in 2002 and 3.7% in 2004[3]. The inflation rate in 2005 was a modest 1.6%, 1.1% in 2006 and 3.9% in 2007, below the world's average. Price stability, improving fiscal accounts, public debt decrease, strong external accounts, private investment growth, steady improvement in employment and a rise in consumer and business confidence has contributed to a healthy and sustainable economic platform.

In case of a political change in Peru, this would potentially mean a different environment for the business of the Camposol group, and possibly make it harder for the Company to operate a profitable business.

Environmental issues

Current legislation is in the process of being amended in order to include specific regulations for the agricultural business that may increase Camposol Peru's production costs. Nevertheless, there are general national civil, criminal and administrative regulations in force which establish the obligation to repair the environmental damages caused in any activity.

With the rising threat of bio-terrorism, the flow of food products on the international market could be adversely affected.

2.2 Operational Risks

Processing

The processing of the Camposol Peru's products follow established methods with automated and controlled processes. However, any production is vulnerable to down-time and possible insufficient supply of raw material input.

Resources

Although the Peruvian lands have good growing conditions, when a natural phenomenon such as El Niño or La Niña occurs, the supply is threatened for that season. The second season of the year is normally not significantly affected by the phenomenon. La Niña does not have a significant negative impact on operations, but it can constitute a disruption to operations. El Niño can be forecasted a few months before its occurrence and will significantly reduce the amount of crops available for harvesting. The last two important El Niño events occurred in 1983 and 1998. However, the year following the occurrence of El Niño has usually been very strong and partly compensated for the decrease in supply the year before. It should be noted though that when El Niño occurs the cash flows of agribusinesses are temporarily at risk during that season. There is a strong chance that the next El Niño event will occur within the next five years.

The Camposol Group is dependent on further licenses or the acquisition of water from third parties for the use of water if its water requirements should increase.

[1] Source: IMF, World Economic Outlook Database for September 2006

Insurance

The Camposol Group maintains a level of insurance cover on its fixed assets, property and production facilities in line with industry standards. Insurance will primarily act as catastrophe coverage. There will always be a risk that certain events may occur for which only partial or no indemnity is payable. In such situations the Camposol Group may have to self-insure.

Retention of key personnel

The Camposol Group's business and prospects depend to a significant extent on the continued services of its key personnel in its various business areas. Financial difficulties and other factors could negatively impact the Camposol Group's ability to retain key employees. The loss of any of the members of its senior management or other key personnel or the inability to attract a sufficient number of qualified employees could adversely affect its business and results of operations.

Labor force

Unrest amongst the labour force may negatively influence operations and potentially increase the cost levels long term.

Transportation

Reduced reliability of third party transportation may make it difficult to deliver goods as agreed with customers and reduce the Camposol group's market share.

Acquisitions

Potential acquisitions of other companies and integration of such may not go as planned, and negatively impact the Camposol group relatively to the price that has been paid.

2.3 Risk Factors Relating to the Shares

The price of the Shares are subject to volatility

The price of the Company's Shares may experience substantial volatility. The trading price of the Shares could fluctuate significantly in response to variations in operating results, adverse business developments, interest rate changes, changes in financial estimates by securities analysts, matters announced in respect of major customers or competitors or changes to the regulatory environment in which the Camposol Group operates. The market price of the Shares could decline due to sales of a large number of Shares in the market or the perception that such sales could occur. Such sales could also make it more difficult for the Company to offer equity securities in the future at a time and at a price that are deemed appropriate.

Control by major shareholders

Also after the Listing, substantial share ownership will be held by DC Holding (see chapter 15 – "Major shareholders"), and future sales of Shares by the existing major shareholders could impact the market price of the Shares.

Exercise of voting rights for nominee shareholders

Beneficial owners of the Shares that are registered in a nominee account (e.g. through brokers, dealers or other third parties) may not be able to vote such Shares unless their ownership is re-registered in their names with the Norwegian Central Securities Depository (VPS) prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Shares will receive the notice for a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote their Shares in the manner desired by such beneficial owners.

Transfer restrictions

The Company has not registered the Shares under the US Securities Act of 1933 or the securities laws of other jurisdictions than Norway and the Company does not expect to do so in the future. The Shares may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the US Securities Act of 1933) nor may they be offered or sold in any other jurisdiction in which the registration of the Shares is required but has not taken place, unless an exemption from the applicable registration requirement is available or the offer or sale of the Shares occurs in connection with a transaction that is not subject to these provisions. In addition, there can be no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases or subscription rights.

U.S. Shareholders and certain other foreign shareholders may be diluted if they are unable to participate in future offerings

The general meeting of the Company may decide to issue new shares in the Company, and that the existing shareholders shall have a pre-emptive right to subscribe for such shares.

U.S. holders of the Shares may not be able to receive, trade or exercise pre-emptive rights for new Shares unless a registration statement under the US Securities Act of 1933 is effective with respect to such rights or an exemption from the registration requirements of the US Securities Act of 1933 is available. The Company is not a registrant under the U.S. securities laws. If U.S. holders of the Shares are not able to receive, trade or exercise pre-emptive rights granted in respect of their Shares in any rights offering by the Company, then they may not receive the economic benefit of such rights. In addition, their proportional ownership interests in the Company will be diluted. Inability to receive, trade or exercise pre-emptive rights for new Shares due to local restrictions may also apply in other jurisdictions.

VPS registration in order to facilitate the listing of the Company's shares and the registration of the company's shares with the VPS, the VPS registrar will be registered as the legal owner of the Company's shares to be listed on Oslo Axess in the register of members which the Company is required to maintain pursuant to Cyprus law. The relationship between the VPS registrar, the Company and the shareholders in the Company is governed by the VPS registrar agreement entered into between the Company and the VPS registrar. In the event that the VPS registrar agreement is terminated there can be no assurance that the Company will enter into a replacement agreement on substantially the same terms or at all. A termination of the VPS registrar agreement could therefore adversely affect the listing of the Company's shares on Oslo Axess. If the VPS registrar agreement is terminated and not replaced, the VPS registrar will use reasonable efforts to cooperate with investors in converting their shares in the Company that are listed in the VPS into shares in the Company in the name of the respective shareholder.¨

The ability to bring an action against the Company may be limited under Cyprus law

The Company is a public limited company incorporated under the laws of Cyprus. The rights of holders of Shares are governed by Cyprus law and by the Articles of Association. These rights differ from the rights of shareholders in other jurisdictions, e.g. typical U.S. corporations. Only the registered shareholders are recognised as having rights as against the company and other shareholders. These rights can be enforced as against the Company and/or other shareholders by petitioning the court. Claims to be brought by the company are a matter reserved for decision of the directors. There are exceptions to this. When the directors are in breach of their duties toward the company and the board refuses to sue on its behalf, the shareholders may sue in the name of the Company. Where however the majority shareholders, being involved with the directors, ratify this wrongful act, the minority shareholders may by derivative action sue in the name and on behalf of the Company to recover any loss suffered as a result of such wrongful action.

In addition, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, U.S. securities laws.

2.4 Financial risk factors

Foreign currency risk

A considerable amount of the Camposol group's operating revenues and expenses are exposed to fluctuations in various foreign currencies.

Interest rate risk

The Camposol Group's future development and growth may be dependent on access to external capital, in the form of debt and/or equity capital. A lack of access to such capital or material changes in the terms and conditions relating to the same, could limit the group's future growth and strategy.

The Camposol group's financial structure and estimates are based upon an economic development of the Camposol Group in more or less stable and predictable markets, with more or less stable prices of its products. Should the market conditions deteriorate for a long period of time, Camposol might, due to the covenants in its loan agreement with Credit Suisse, be forced into a renegotiation or refinancing of the loans outstanding.

Exchange rate risk

Investors will be exposed to currency fluctuations between the trading currency (Norwegian Kroner) and the currencies that Camposol Group will be trading in, mainly US dollar, Peruvian Nuevo Sol and Euro.

2.5 Other risks

There may be integration risks in the event of future acquisitions.

Changes in international trade agreements, monetary trade barriers and other non-monetary barriers could have a material adverse effect on the Camposol group's business, results of operations and financial condition

Political events could change the business climate, tax regime, land rights and water rights in a way that has a negative impact on the value of the Company's operations.

3 STATEMENT OF RESPONSIBILITY OF THE BOARD

This Prospectus has been prepared in connection with the listing of the Camposol Holding Plc shares on Oslo Axess. The board of directors of Camposol Holding Plc accepts responsibility for the information contained in this Prospectus.

The board of directors of Camposol Holding Plc hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of our knowledge, in accordance with the facts and contains no omissions likely to affect its import.

14 May 2008

The Board of Directors of Camposol Holding Plc

Samuel Edward Dyer Ampudia Chairman	Christian Selmer Board member
Samuel Barnaby Dyer Coriat Board member	Synne Syrrist Board member
Pavlos Aristodemou Board member	Frixos Savvides Board member

4 INDEPENDENT AUDITOR

Ernst & Young ("E&Y") Cyprus Ltd. in Cyprus is the independent auditor of the Company. Their address is 36 Byron Avenue, P O Box 21656, 1511 Nicosia, Cyprus. E&Y in Cyprus has a license to practice from the Institute of Certified Public Accountants of Cyprus. Ernst & Young AS in Norway has been the independent auditor of Camposol AS since its inception in October 2007. Their registered address is at Christian Fredericks plass 6, P.O.Box 20, N-0051 Oslo Norway. E&Y in Norway is a member of the Norwegian Institute of Public Accountants. Medina, Zaldivar, Paredes & Asociados S.C.R.L., Member of Ernst & Young International, in Peru has been the independent auditor of Camposol SA and subsidiaries for each of the years ended 31 December 2007, 2006 and 2005. Their address is Av Victor Andres Belaunde 171, San Isidro, Lima, Peru. E&Y in Peru has a license from the Institute of Certified Public Accountants of Lima.

5 SELECTED FINANCIAL INFORMATION

The historical consolidated financial statements included in this Prospectus are those of Camposol AS, which was the parent company of the Camposol Group since October 2007 and as at 31 December 2007. These historical financial statements will, however, under IFRS also constitute the historical consolidated financial statements of the new holding company of the Camposol Group, being Camposol Holding Plc.

In addition, historical consolidated IFRS financial statements of Camposol SA and subsidiaries (Camposol Peru) are included in this Prospectus for the years ended 31 December 2007, 2006 and 2005 reflecting the business operations of the three year period.

Table 5-1: –Camposol AS' Consolidated Income statement for the period 25 September to 31 December 2007 (IFRS) USD '000

Revenue	36,192
Cost of sales	(25,952)
Gross profit	**10,240**
Revenue adjustment from change in fair value of biological assets	16,945
Cost of crops during the period	(5,001)
Change in fair value of biological assets	11,944
Profit after adjustment from biological assets	**22,184**
Administrative expenses	(3,484)
Selling expenses	(4,472)
Other income	528
Other expenses	(196)
Operating profit	**14,560**
Share of loss of associated companies	(741)
Finance income	779
Finance costs	(798)
Change in fair value of derivative financial instrument	(937)
Currency translation differences	(85)
Profit before income tax	**12,778**
Income tax expense	(1,715)
Profit for the year	**11,063**

Figure 5-2: Camposol AS and Camposol Peru's Historical Summary Financials (IFRS)

	Camposol AS	Camposol Peru		
	2007	**2007**	**2006**	**2005**
Sales	36,192	125,962	103,867	78,341
Gross profit	10,24	35,381	30,511	26,809
EBITDA	16,35	37,837	28,941	12,302
Operating profit	14,56	31,560	23,536	9,547
Profit for the year	11,063	24,348	18,782	5,757
Unaudited:				
Sales growth	N/A	21.3%	32.5%	
Gross profit margin (%)	28.0%	28.1%	29.3%	34.2%
EBITDA Margin (%)	45.0%	30.0%	28.0%	15.0%
Operating profit margin (%)	40.0%	25.1%	22.7%	12.2%
Total assets	399,672	261,413	168,633	138,381
Working Capital	93,105	10,451	20,877	20,316
Long term liabilities	84,697	71,498	7,524	8,197
Total equity	207,415	76,155	106,425	87,103

Source: Company Information

There have been no significant changes in the financial or trading position of Camposol Peru since 31 December 2007

Selected historical financial information regarding Camposol Peru is set out in chapter 17 – "Financial information".

6 INFORMATION ABOUT THE COMPANY

6.1 Incorporation, Registered Office and Registration Number

Camposol Holding Plc was incorporated in July 2007 by Altruco Holdings Ltd as the majority shareholder, as a Cyprus private limited liability company, which later has been converted to a public limited liability company for the purpose of becoming the new ultimate holding company of the Camposol group. The Company's registered address is Arch. Kyprianou & Ag. Andreou, Loukaides Court, 2nd floor, P.C.3036, Limassol, Cyprus. Its principal place of business is Calle Augusto Tamayo 180, Lima 27, Peru, and its phone number is +511 441 5134. The Company's registration number is HE 203524.

6.2 History and Development

Camposol Peru was founded by Austral Group S.A. in 1997 and has since then been one of the fastest-growing companies in the Peruvian agribusiness industry.

In 1999, the Camposol Peru completed its first processing plant in the Viru (Trujillo) area and started exporting asparagus to both Europe and the United States. Following the successful start of its business, Camposol Peru continued to acquire new land in the Trujillo and Piura area, and planted new crops such as sweet (piquillo) pepper, avocado, mangos and artichoke. Today Camposol Peru has around 18,500 Has of owned land of which 5,500 Has have been planted. Camposol Peru has been the leading exporter of non traditional agriculture products in Peru for the last four years due to its accelerated growth in the exports of fresh, preserved and frozen products.

In October 2007 Camposol Peru was acquired by Camposol AS.

An overview of the Camposol Group's history is given below:

Figure 6-1: Milestones in the Camposol Group's history

YEAR	MILESTONES
1997	Camposol Peru was founded and starts the first asparagus plantations in "Agromas" farm of 414 has. Acquisition of additional 245 has. in Viru.
1998	First harvest of asparagus in "Agromas" farm for the sale to exporters. Acquisition of 4,454 has. in Viru and 2,670 has. in Piura.
1999	Started operations of processing factory in Chao and started asparagus exports.
2001	Started the harvest and export of piquillo peppers.
2002	Started the harvest and export of avocados and started the operation of frozen factory In Chao.
2003	Started the harvest and export of artichokes and mangoes. Acquisition of 1,000 has. additional land in Viru, Peru.
2005	Acquisition of 2,200 has. additional land in Viru, Peru.
2007	SAP implementation process begun (will be completed in April 2008)
2007	Completed private placement of USD 183 millions to replace previous shareholders and improve liquidity of the company.
2007	Camposol Peru obtained a Credit Suisse loan of USD 65 millions for finance new investments in 2007-2008. Acquisition of 4,500 has. additional land in Viru, Peru.
2008	Camposol Holding Plc became the new ultimate holding company of the Camposol group

6.3 Private placement in May 2008

On 6 May 2008, Fondo de Inversión en Desarrollo Agroindustrial y Forestal (FIDAF) signed a subscription agreement in which they committed to invest USD 15 million in Camposol Holding Plc through the subscription of 1,908,750 Ordinary Shares. This represented an offer price of approximately NOK 40 per share. The private placement was completed on 13 May 2008. Following completion of the private placement, FIDAF holds approximately 6.4% of the Shares in Camposol Holding Plc.

FIDAF is the first investment fund specialized in the agroindustrial and forestry sectors in Peru. The investment fund is a product of a joint effort between two leading companies in their respective areas of specialization: the fund administrator AC Capitales SAFI (www.apoyo.com/SAFI) and the technical advisor ACM Peru. FIDAF's initial committed capital is of S/. 150 million (approximately USD 55 million) and it has a life span of 15 years.

The Shares offered under this private placement have the same rights as the rest of the Shares in the Company, please see section 25 for further information.

6.4 Investments

In 2006, Camposol Peru sowed 641 new hectares of asparagus crop investing 4.4 million.

In 2007, Camposol Peru invested in the development of 645 hectares of new asparagus crops and 15 hectares of new avocado crops investing USD 8.8 million. After these investments in 2006 and 2007 the company has 3,318 hectares of asparagus and 840 hectares of avocado.

Camposol Peru is planning to sow 2,007 new hectares of asparagus and 700 new hectares of avocado during the 2008 and 2009 period, as well as to acquire new land for future land reserves. The investment program consists of hydraulics civil works, sowings and plant capacity increase. This project has a required investment of USD 84 million and will be funded with the credit Suisse loan agreement of USD 65 million and working capital.

7 BUSINESS OVERVIEW

7.1 Business Description

The business operations of the Camposol Group are carried out by Camposol Peru.

7.2 The Company's Vision, Mission and Strategy

Camposol Group's vision is to become a leading international agricultural products group worldwide, and has as its mission to supply high-quality agricultural products to meet the market's demands. To this end, it exploits resources in a responsible and efficient manner thanks to its workers' commitment and knowledge, supported by appropriate technology.

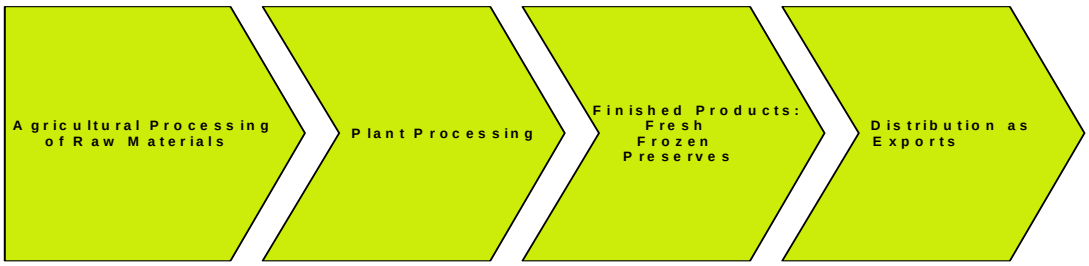
For the next two to three years, the Camposol Group wants to consolidate its market share through acquiring new undeveloped land, planted land and other operating companies in order to improve its profitability as economies of scale and synergies are attained.

7.3 Overview of Camposol Peru's Operations

7.3.1 General

Camposol Peru is an agricultural industry company dedicated to the planting, harvesting, processing and export of its products. For time being, Camposol Peru has a total of 18,800 hectares of land located in the states of Piura and La Libertad. About 5,500 ha of this land are currently being planted. Its industrial complex consists of 6 processing plants, all in a single facility, where several production processes take place in order to produce in fresh form: white and green asparagus, mangos and avocado; in preserved form: white and green asparagus, artichoke and piquillo pepper; and in frozen form: white and green asparagus, artichoke and red pepper and mango. The capacity of this industrial complex is of 6,750 Kg/H of asparagus; 25,000 Kg/H of fresh fruit; 10,500 Kg/H of preserved products; and 1,500 Kg/H of frozen products.

Camposol's Value Chain



7.3.2 Asparagus

7.3.2.1 Agricultural process

For newly acquired land, the terrain must be leveled, prepared and all the appropriate equipment must be installed. The leveling of the land and installation of the irrigation equipment must be completed by the end of March in year 1.

During the month of April, the land is furrowed, fertilized, and mixed in order for the plantins (previously grown in a greenhouse by third party growers) to be planted. Tractors mark the furrows where the plants will be set up. Fertilizers are added to those furrows, as well as base fertilizers that dissolve at a slower pace. The soil is then mixed in order to obtain a uniform mix of soil and fertilizer.

By May, the asparagus plantin is planted in the furrows leaving an appropriate distance between them. The plantins are then irrigated through a technified irrigation system. Fertilizers are also introduced according to the irrigation and fertirrigation schedule. Along with the irrigation process, sanitation duties are performed in order to maintain the plants free from insects, plagues, fungi, viruses, weeds, and bacteria. Other agricultural maintenance is carried out so

as to keep the plant healthy up to its harvest. The plantins must be left one year in this constant state of fertilizing, sanitizing, and irrigating until the first harvest, which happens in May-June of year 2.

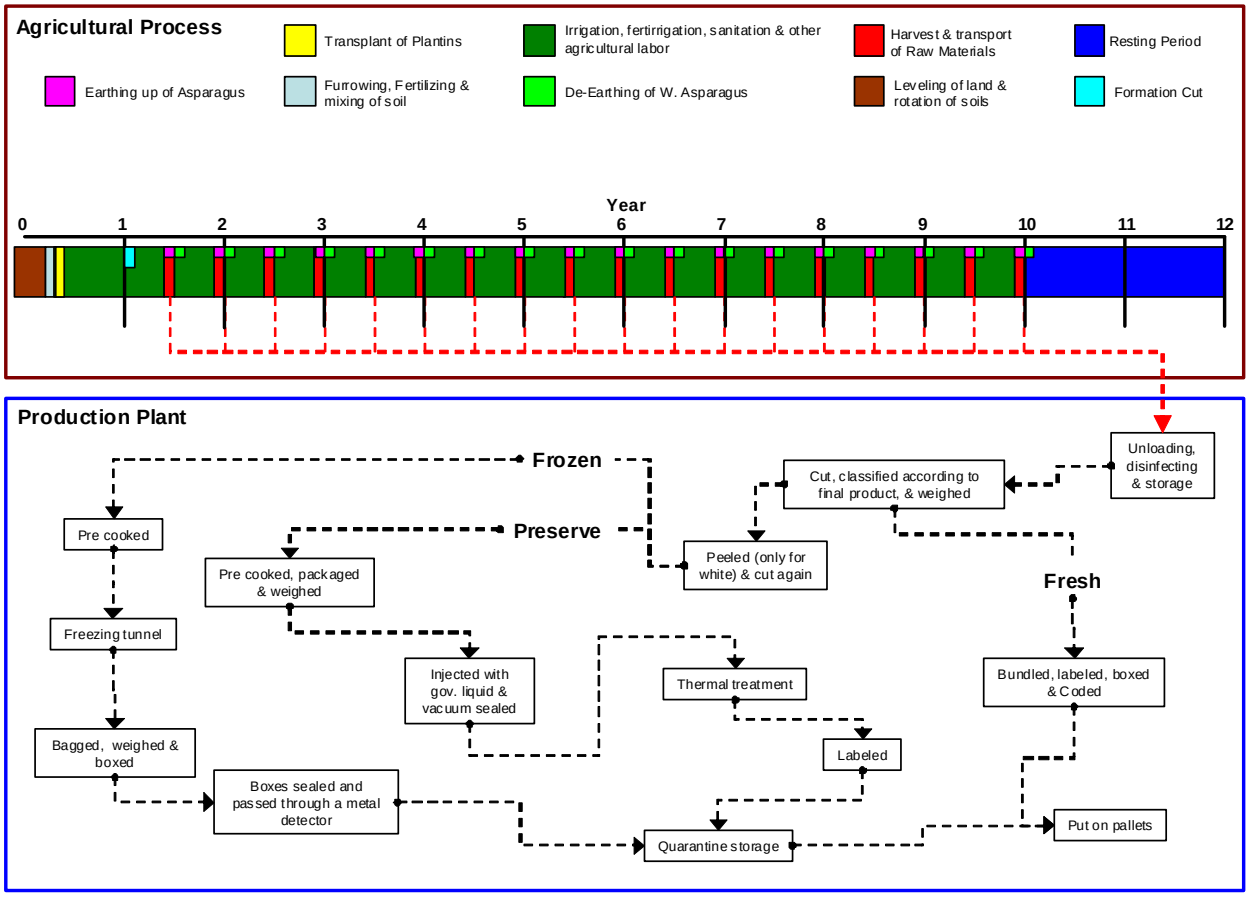
During December of year 1 and January of year 2, the crops go through a process called formation cut. Here, the foliage of the asparagus is cut to ground level, leaving the roots and crowns in the subsoil. Then, the stem is left to sprout so that it can grow back and keep on accumulating energy.

Throughout June of year 2, the crops are cut again but to prepare them for harvest. Once it is determined that the harvest should begin, the soil on the white asparagus is removed and along with the green asparagus, it is harvested. The harvested crops are then transported to the processing plants.

After the first harvest in June of year 2 there is another harvest in December of that same year. This 2-harvest per annum setting will continue up to year 10. The first harvest of every year will contain roughly 30% of that year's asparagus production. The second harvest will generate about 60% of production. The yield per hectare will usually reach its peak at about year 4 and start decreasing in year 9.

The soil of the asparagus has a life cycle of 10-11 years. After that period, the earth needs a resting period of about 2 years for which it can be used for cultivating other types of crops. Past the resting period, asparagus can be grown again for another 10-11 years.

Flow Diagram of Asparagus Production



7.3.2.2 Plant process

Fresh

After the gathering of green and white asparagus from the fields, it is first sent to the Classification and Fresh asparagus plant. This plant has a processing capacity of 10 MT/H of classified asparagus; and employs an average of 400 operators working on two shifts. This capacity is exploited to the maximum in the months of October and December, where farming production is at its peak. As soon as the product arrives to the plant, it is weighted and

washed in order to remove sand, hydrated, lower its temperature and disinfected. From the time of the harvest of the asparagus to its first cold storing, a maximum of 2 hours is allowed for the above mentioned process to take place. This ensures freshness and quality of the asparagus. The second stage of this productive process is the actual classification of the product.

Usually, the best quality asparagus stays in the Classification and Fresh asparagus plant. Currently, this plant has the capacity to produce 1,200 boxes/H of fresh asparagus; and employs an average of 180 operators. Once the asparagus is classified as "fresh", it is removed from storage, bundled, and boxed according to the customer's specifications. Finally, the fresh asparagus is palletized, loaded into trucks and taken to port.

Preserved

The processing of preserved asparagus takes place in the Preserved Asparagus Plant. Currently, this plant has a processing capacity of 6 MT/h of white asparagus or 3 MT/h of green asparagus. This capacity reaches its maximum level during the months of October and December. This plant employs around 700 operators for processing white asparagus, and 300 for green asparagus per shift.

As soon as the asparagus reaches the plant, the green asparagus is cut, while the white asparagus is peeled and cut. Both types of asparagus pass through a pre cooking process (achieved through vapor injection); then cooled, and sent to the packaging area of the plant. It is then dried, coded and sent for storage. In storage, the preserved asparagus go through a quarantine stage where they are submitted to different kinds of analysis (physical, microbiological, and organoleptic). After the product passes rigorous quality controls, it is then labeled and/or put in pallets and are ready to leave the plant.

Frozen

The Frozen Products plant is used to process and freeze all Camposol Peru's products: green and white asparagus, artichoke, piquillo pepper, mango, and avocado. The plant has a capacity of 1.5 MT/h and employs up to 400 operators.

Just like the processing of asparagus in the Preserves plant, the white asparagus here is manually peeled and then both the green and white asparagus are cut according to its future packaging. After the quarantine period, when all the pertinent quality controls were applied, the pallets full of frozen asparagus are ready to leave the plant.

7.3.3 Avocado and Mango

7.3.3.1 Agricultural Process

Avocado

As like the asparagus plantation, when dealing with newly acquired land, the land has to be leveled, furrows marked, and the soil rotated. The irrigation equipment must be installed, and the soils have to be fertilized.

The growing of avocado starts by transplanting the plantins into the prepared land. The land is then irrigated, fertirrigated, and maintained; this is constant all throughout the cycle. After about 4 months of the transplant, commercial leaf buds are selected and implanted over the plantins. By June of year 2, the crops are pruned in order to encourage the formation of new fruitful branches for the coming harvest. A few months before the harvest, the fruits are lifted or raised by tying them to stakes.

The first harvest begins in April of year 3 and lasts for about 5 months. During this time, the crops scheduled to be harvested next are being pruned. By the beginning of year 4, crops that were pruned the year before are now being pruned in pyramid form. This involves cutting branches so that the roads in between the furrows are clear and air could circulate with ease.

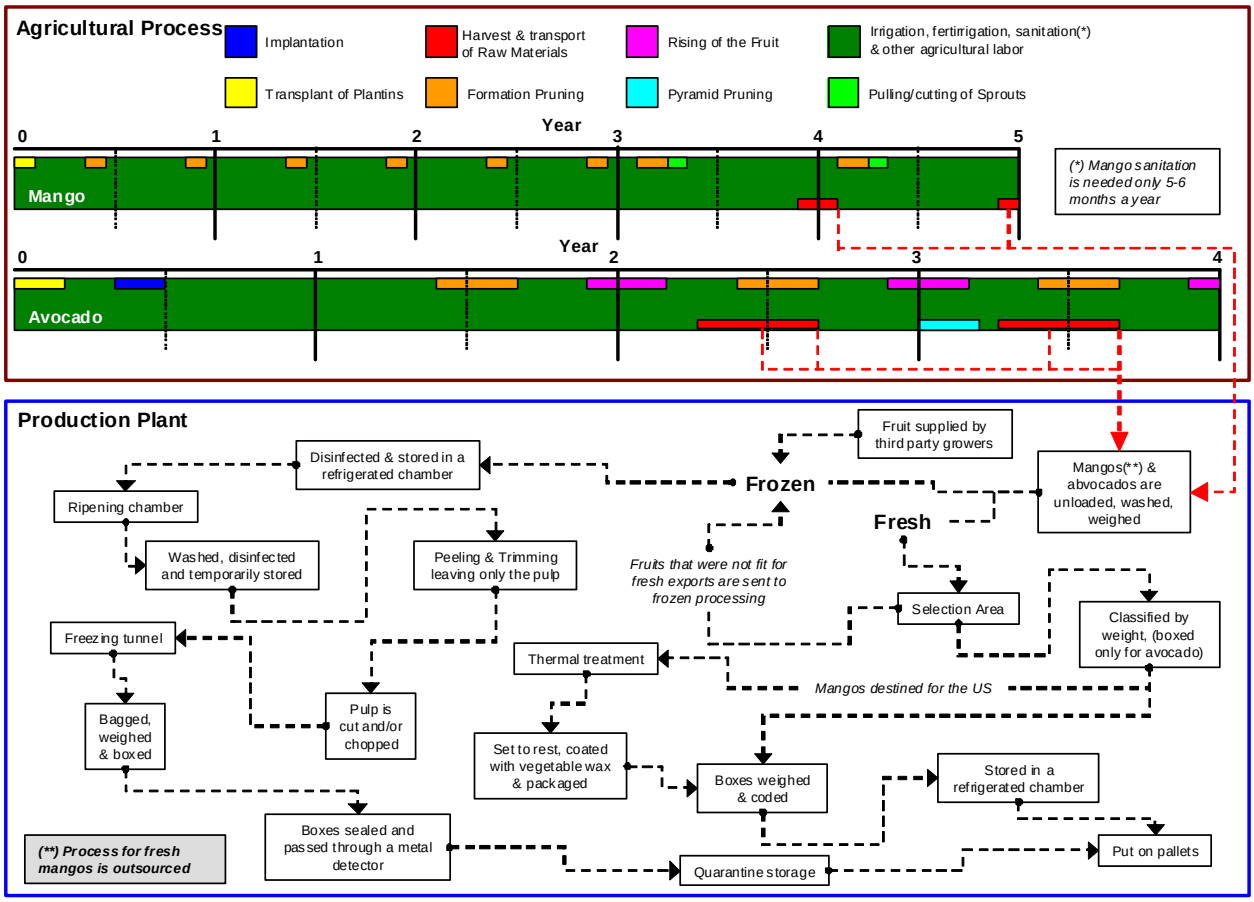
The life cycle of the avocado land is projected by Camposol engineers to be 15 years (official figure and the one used to program the harvests), but it could go up to 20-25 years.

Mango

Following the leveling and preparation of the land, as well as the installation of irrigation equipment, mango plantins are transplanted to the fields and fertirrigation, sanitation, and maintenance duties begin. Like the avocado, this maintenance is performed all throughout the cycle; however, sanitation duties are needed only 5-6 months per year.

The first 3 years of the cycle, the crops are pruned in order to encourage the formation of more. This is done twice every year; one in May, the other in November. In February of year 4, the crops are pruned once again and 2 weeks later, some sprouts appear. The excess sprouts are removed from the plant, and the better positioned sprouts are left behind. The first harvest occurs on December of year 4. The life cycle of the mango land is projected to be 15 years, but it could go up to 30 years.

Flow Diagram of Avocado & Mango Production



7.3.3.2 Plant Process

Fresh

Avocado

The processing of fresh avocado is performed in the Fresh Fruit plant. This plant has a capacity of 26 MT of raw materials/H. The avocado campaign is developed between the months of April and August, whereby 160 operators are employed. The kinds of avocado that are processed in this plant are Hass, Etinger and Strong.

After the avocado is collected from the fields, it is sent to this plant and immediately weighed and washed. It is then sent to a selection area where operators pick out the avocado that is not fit for export, leaving only the ones that can be exported as fresh avocado. The avocado is then classified by weight and packaged in boxes. These boxes are weighed, coded and put on pallets, loaded into trucks, and sent out of the plant.

Mango

The processing of fresh mango is done in association with third party processors and performed in other geographical areas. The mango is picked from Camposol Peru's fields and sent to third party processing plants in the area. It is then classified by weight and sent to various other processes depending on its destination

Frozen

Mango and Avocado

The productive processes for both mango and avocado are divided in two major phases: The ripening of the fruit phase, and the freezing and packaging phase. Additionally, Camposol buys from third party mango producers in order to cover any mango scarcity. Upon arrival to the plant, the fruit is washed, disinfected, and stored in refrigerate chambers. Once the fruit ripens to its needed condition, the mangos and avocados are sent to be washed, disinfected, and temporarily stored; awaiting to be shifted to the second phase of this freezing process.

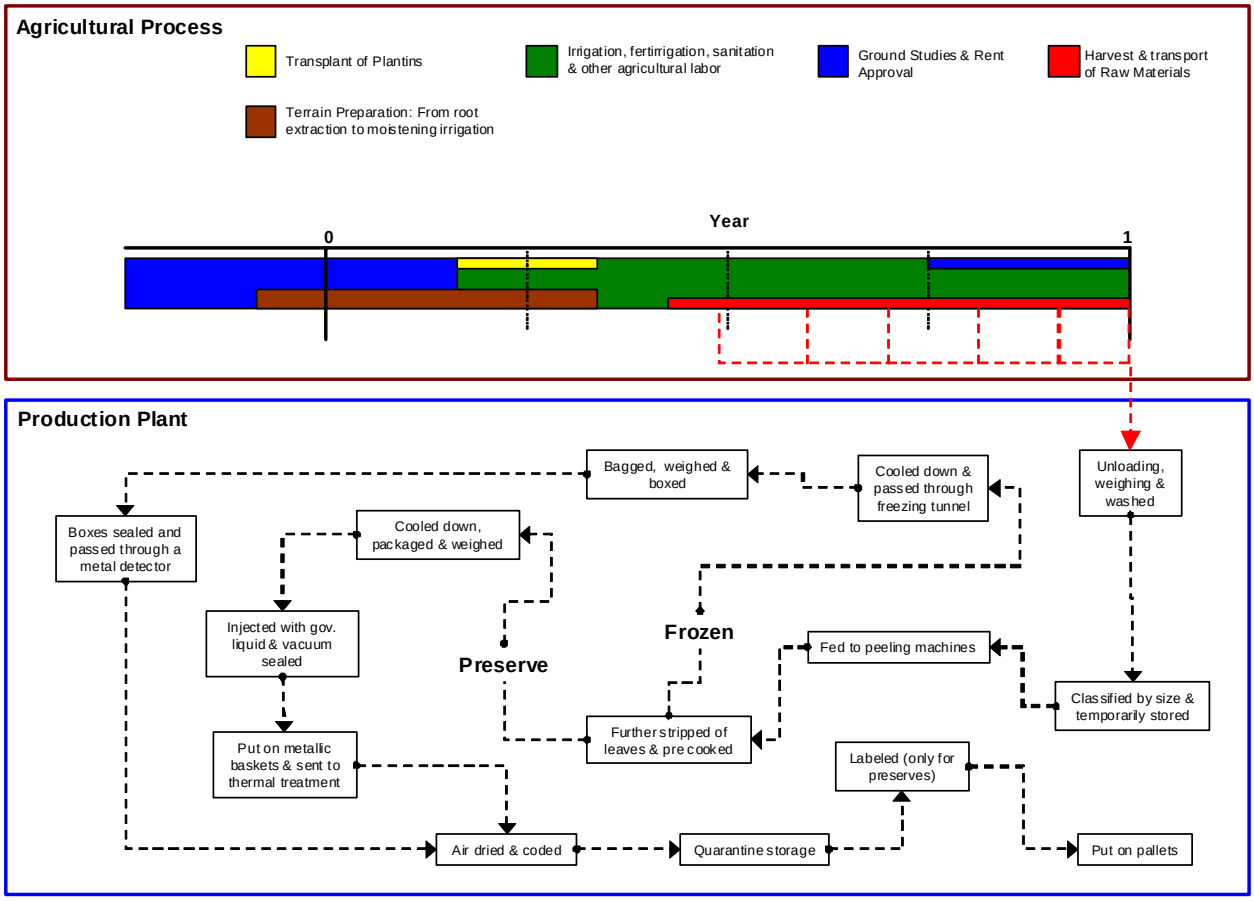
The second phase of this productive process starts by supplying the peeling and trimming production lines of with ripen fruit (in the case of mango, the fruit is peeled and the seed is separated from the pulp; in the case of the avocado, the fruit is split in half, the seed is removed and the skin is separated from the pulp). After the quarantine period and all the quality control measures, the pallets are ready to leave the plant.

7.3.4 Artichokes

7.3.4.1 Agricultural process

First of all, soil studies must be conducted prior to the preparation of the land and transplant of the plantins. From October to February of year 1, the soils conductivity and pH levels are analyzed in order to determine if it's adequate to grow artichoke. Subsequent to the approval, a series of steps are taken to prepare the terrain to receive the plantins. Maintenance of the crops, which includes irrigation, fertilization, sanitation, and other agricultural duties, take place from March until December of year 1. Harvesting of the crops (as soon as the fruit reaches a certain diameter) begins in June and ends in December of the same year. There is no limit to the life of the artichoke land; year 1 from the flow diagram will repeat itself.

Flow Diagram of Artichoke Production



7.3.4.2 Plant Process

Camposol Peru only produces artichoke as preserved and frozen.

Preserved

To make artichoke into preserved product, it goes to the Preserved Artichoke plant. The capacity for this plant is of 2.7 MT/h of drained artichoke and it is exploited to its fullness in the months of August and November. It employs around 1,000 operators divided into two shifts.

The artichoke is received in the plant, weighed and washed. It is then classified according to its size and is temporarily stored. The artichoke is then fed to the peeling machines where most of the leaves that are not fit for packaging are taken out. The product is further stripped of leaves and pre cooked in tubs of hot water. It is then cooled down, handled by operators into its package and weighed. Afterwards, a governing liquid is administered which may be made from a formula provided by the customer, or one suggested by Camposol Peru. The packages are then sealed in a vacuum, put on metallic baskets and sent to the thermal treatment. Finally, they are then air dried, coded, quarantined for quality control, labeled, and/or put on pallets ready to be picked up by cargo trucks.

Frozen

This process is executed in two plants. The first stage of the process is performed in Preserved Artichoke plant, where the raw material runs through the process comprised between the reception of the artichoke and the peeling of its leaves. The second stage of this productive process occurs in the Freezing plant where the artichoke begins in the stage of pre cooking and follows through all the way to the end.

7.3.5 Piquillo pepper

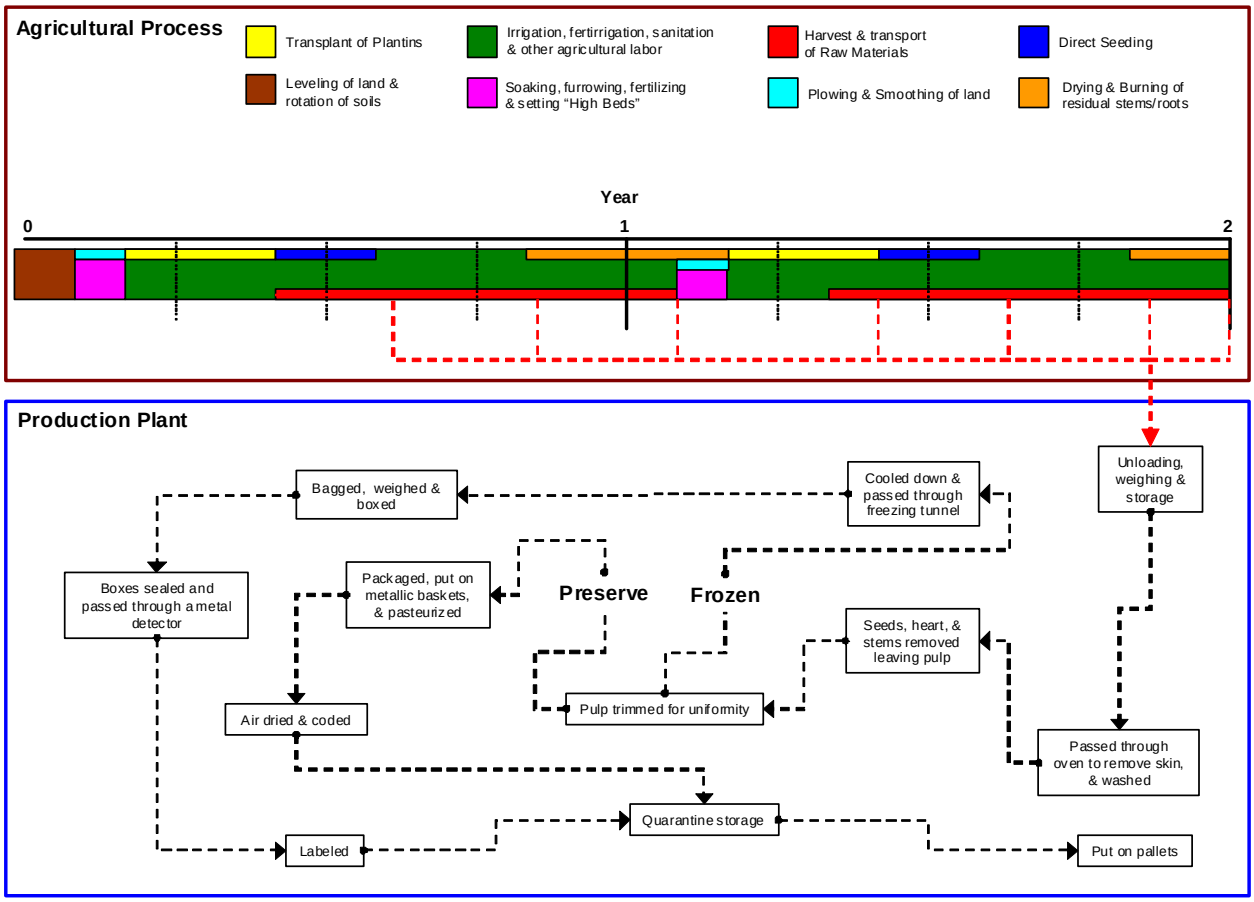
7.3.5.1 Agricultural Process

Newly acquired land must be leveled and prepared. Immediately after the plantin or seed has been placed, it goes through similar processes of fertirrigation, sanitation, and maintenance duties described in the above sections. However, this process takes place from March until January of the following year. By June of year 1, the harvest season begins and those crops that are ripen and red in color are gathered and transported to the processing plants.

Between November and February (between year 1 and 2), after the crops have been harvested, it is left to dry. Once dry, their stem is cut and chopped by a machine. The roots and part of the plant's stem that was left behind is also removed from the ground. All this residual matter is then burnt.

The life of the Piquillo pepper land is indefinite, running at one-year cycles. After the land has been leveled and the respective gear has been mounted, the land can produce crops every year. In other words, year 2 of the flow diagram will repeat itself until upper management decides otherwise.

Flow Diagram of Piquillo Pepper Production



7.3.5.2 Plant Process

Camposol Peru only produces piquillo peppers as preserved or frozen.

Preserved

Piquillo pepper is processed in the Preserved Pepper plant. It has a capacity of 3.5 MT/h of finished goods. Its full capacity is used during the months of October and December, and it employs about 600 operators distributed in two shifts.

Frozen

This process is executed in two plants. The first stage of the process is performed in Preserved Pepper plant, where the raw material runs through the process comprised between the reception of the pepper and the trimming of imperfections. The second stage of this productive process occurs in the Freezing plant where the pepper begins in the stage where it is cooled down and disinfected, and follows through all the way to the end.

7.3.6 Other products

7.3.6.1 Shrimp

One of Camposol Peru's subsidiaries, Marinazul, is a shrimp cultivating enterprise. Their installations are located in the department of Tumbes. This industrial complex has basically two forms of cultivating the shrimp, extensive and intensive cultivation.

Extensive Cultivation: The shrimp larvae population lies between 160,000 and 200,000 units per hectare, on average. The pools occupy a surface that varies between 5 and 15 hectares.

Intensive Cultivation: The shrimp larvae population lies between 800,000 and 1,200,000 units per hectare, on average. The pools occupy a surface that varies between 0.5 and 1.50 hectares. These could be open (no roof), or covered (with plastic roofs and walls).

These covered pools have plastic roofs and walls, supported by structures made of PVC tubing with a series of doors well distributed in order to control the temperature. A series of ventilators are installed in a way that creates a current of water providing permanent oxygenation. Due to the high density of biomass and the elevated amount of food necessary, it is imperative to keep these units of production under rigorous controlled conditions with respect to temperature, oxygen, salinity, and chemical-biological parameters for the water as much as the shrimp.

It is the policy of Marinazul to produce shrimp of 18-20 grams per unit. Also, the life cycle of the pools reaches a maximum of 160 days, for which one must add the days taken to dry and prepare the product. Two cultivation cycles can be completed per annum on average.

7.3.7 Handling and shipping

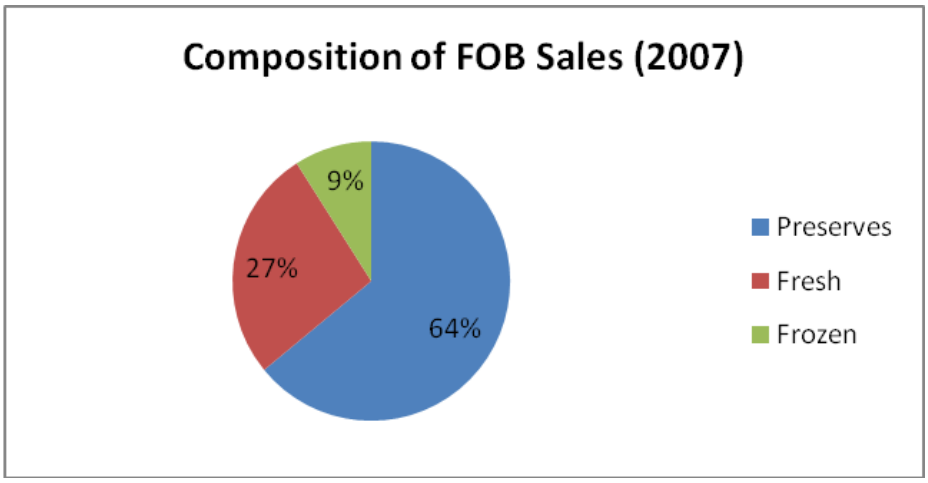
Camposol Peru's products are sold in FOB, CIF and CFR terms for exports. The containers used for exports are of 20` or 40` in capacity and can hold dry or refrigerated cargo, depending on the product (frozen, fresh, or preserves). In 2007, Camposol Peru utilized a total of 3,583 containers (2,486 in preserved products, 828 in fresh, and 269 in frozen).

Handling of such containers and processing of custom paperwork in the various ports Camposol Peru works in are outsourced through two types of services: (A) Integral Logistics Services, which includes transportation and exporting expenditures. Among Camposol Peru's main providers of this service are APM Global Logistics, DHL, New Transport and Servicios Aduaneros Salaverry. (B) Agency Services, where by Camposol Peru subcontracts the transportation of its products and the customs agent in port. Camposol Peru's main customs agents are Beagle, Aduamerica, DHL, and Hamburg Sud

7.4 Sales, Marketing and Customers

7.4.1 Sales

Camposol Peru's sales have had a sustainable growth over the past couple of years. Its sales growth rate is estimated at over 20% for the next fiscal year. Camposol Peru expects to grow in all its business units, especially in its Fresh production department. For the year 2007, Camposol Peru's marketing figures as regards fresh, preserves and frozen food w27%, 64% and 9%, respectively. In the case of fresh asparagus, Camposol Peru's sales have shown a negative trend during the last two years. Both in 2006 and in 2005, sales dropped by 9% over the previous year. This drop was due to a decline in the volume of fresh asparagus exported by the company (-13% in 2005, -29% in 2006), which could not be offset by an improvement in the average price of its exports. The current composition of Camposol Peru, in terms of FOB sales, can be appreciated in the following graph:



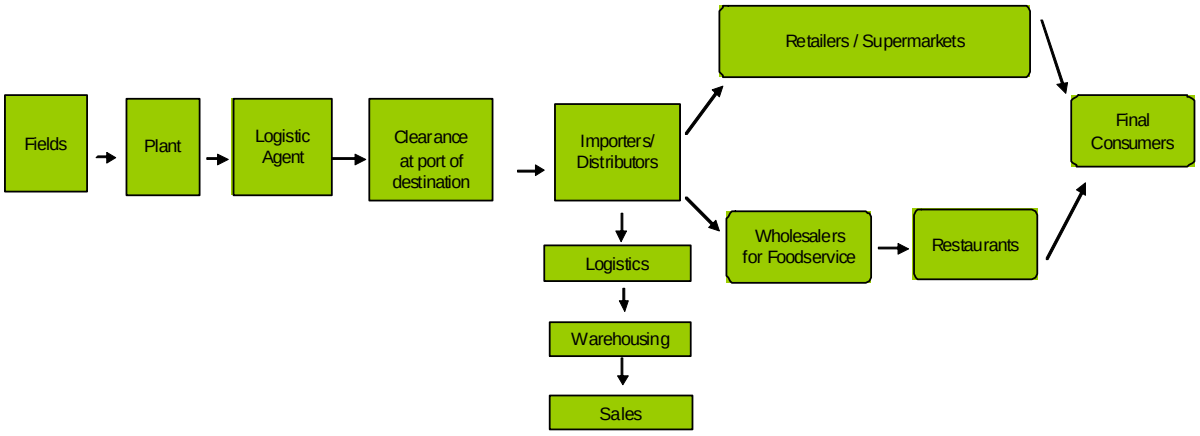
Source: Camposol Peru, 2007

7.4.2 Marketing

Marketing of Camposol Peru and its products is done through the attendance of fairs, visiting potential customers, monitoring major markets in order to spot trends in products and packaging, as well as visiting main customers with the purpose of strengthening commercial bonds.

7.4.3 Distribution and customers

Camposol Peru's channels of sales are mainly comprised of large importing companies. Eurobanan, Cultivar, Commercial Fruit and Dole are Camposol Peru's main customers of fresh products. For preserved products we have EMC Distribution, General Mills, Del Monte, Acico and Conservas Terramar, which allow Camposol Peru to enter into main target markets providing an integral weekly distribution service to all their logistical platforms in Spain. As for frozen products, Superior Foods, J.R. Simplot Co., Ultracongelados Vitro, and Crops are amongst Camposol Peru's main customers. Below is a simplified diagram of Camposol Peru's channel of distribution:



Source: Camposol Peru, 2007

To complement the distribution component, Camposol Peru uses different brands when packing asparagus. Some of these brands belong to Camposol Peru (Camposol, Sol Produce, Andes, and Amazonas) and some others belong to the importers (Five, Black Sensation, DFM). In this way, it can conduct a better follow-up of the prices at which the product is sold and can also reduce the risk of having its product compete against itself in the destination markets.

Finally, in order to increasingly optimize the export of fresh asparagus, Camposol Peru is taking part in the launching of the Pre-Clearance Program for fresh green asparagus exported to the United States. With the implementation of this procedure, the Camposol Peru will be able to fumigate fresh green asparagus in its own facilities before each shipment is made. This will avoid the phytosanitary treatment that the product receives at the point of destination, which is expected to generate savings in the logistical chain, and improve the quality of the product when it arrives to its final destination.

7.4.4 *Export*

The various destination markets are dependent on the business unit of Camposol Peru and the product it is commercializing. The tables below show the main markets for each product in the various business units in Camposol Peru:

Fresh Products		
Product	Destination	%
White Asparagus	USA	40%
Green Asparagus	USA	95%
Mango	USA	56%
Avocado	Spain	47%

Preserved Products		
Product	Destination	%
White Asparagus	Spain	41%
Green Asparagus	USA	54%
Piquillo pepper	Spain	96%
Artichoke	USA	66%

Frozen Products		
Product	Destination	%
White Asparagus	Spain	56%
Green Asparagus	USA	54%
Mango	USA	41%
Avocado	USA	68%

Source: Camposol Peru, 2007

In 2006 fresh green asparagus exports declined 65% in volume and increased 6% in fresh white asparagus exports. However, these changes in fresh asparagus exports should not be interpreted hastily. If one is to analyze Camposol Peru's asparagus business taking it as a whole, one would see that the available volume of green asparagus has remained relatively stable in the company during the last three years, for which reason the above-mentioned changes could be due to Camposol Peru's decision to redirect available green asparagus to a segment other than fresh asparagus.

In the case of asparagus preserves, although Camposol Peru was the second largest exporter in 2006, it led national exports of white asparagus preserves in 2006, with US$ 19.6M. White asparagus accounted for 71% of all of Camposol Peru's asparagus preserves exports in 2006. Concerning the evolution of Camposol Peru's asparagus preserves exports, export volumes have remained relatively steady during the last few years. However, the composition of exports has changed. Although in 2004, green asparagus accounted for only 13% of all asparagus preserves exports, this figure gradually increased to 29% in 2006.

Finally, referring to frozen asparagus, after showing a 51% growth from 2004 to 2005, Camposol Peru's exports dropped by 14% in 2006. This drop was mainly due to a strong decrease in frozen white asparagus sales in 2006, for which reason this product accounted for only 3% of frozen asparagus exports.

7.4.5 *Accreditations and certifications*

The plant has a valid authorization from DIGESA, as well as the following certifications:

- GMP - Davis Fresh Technologies: Base program for the control of routine operations that represent a potential risk for food sanitation.
- HACCP - Lloyds Register: Control system based on monitoring, control, and action in critical sanitation stages of the product.
- KHOSHER - Authorized rabbi
- Sysco IPM - AIB International
- Member of the FPA (Food Products Association)
- BASC – *Currently under renewal*
- EUREGAP Fruit and Vegetables - Certificate N CERT-00001-92065
- Codex Almentarius - Annex to CAC/RCP 1-1969 (Rev.4-2003)

7.4.6 Other authorizations

Chemical supplies and Controlled products

- IQF 101-0004431 User Certificate N 20340584237-A-130101
  Date of Expire: May 10, 2009
  Reason: Usage of Kerosene Turbo A-1; 35,000 gallons annually

- IQF 101-0000786 User Certificate N 20340584237
  Date of Expire: March 25, 2008
  Reason: Usage of calcium oxide, ammonium chloride, standard thinner, sulfuric acid, and sodium hypochlorite.

Forestry

Through the administrative resolution Nº 101-2007-INRENA-ATFFS-TUMBES-PIURA, Camposol Peru is to leave a minimum of 30% of its deforested land under a different modality (live hedges, windbreakers, or agroforestry systems) in order to compensate for deforestation. Currently, the only lands with dry forests are located in Piura region.

7.4.7 Certifications accepted in the US market

These are certifications requested by the buyer as a contractual requirement for renewal or single execution. Camposol Peru has also certifications obtained with Private Protocols.

Certifications obtained with Private Protocols:

Buyer	Product	Year	Frequency
Mack Multiples	Avocados	2006	Annual
Superior Foods	Asparagus	2007	Semi annual
SACEUR – Sumitomo	Asparagus	2007	Annual
Sysco	Asparagus, Mango	2007	Annual
Del Monte		2005	Not defined
Simplot		2005 - 2006	Annual
Camerican		2005 - 2006 - 2007	Annual
Borges		2006	Not defined

The protocols particularly required by each customer or primary buyer stress the requirement of having preventive control, monitoring, and action in direct control operations: targeted to the final quality of the product. In the European market, protocols are being reinforced aimed at rationally and intelligently managing non-renewable resources with the purpose of minimizing the impact of operations with the perspective of preventing microbiological and chemical contamination. This goal is covered by the current tertiary and secondary certifications.

The trend of considering the food quality and security issue as an intrinsic factor of a product fosters new protocols with emphasis on each immediate control, both in the ethical and social responsibility areas in favor of maintaining the unstable environmental balance. However, the US market demands more preventive awareness in microbiological, biosafety, and bioterrorism control, incorporating chemical and environmental control requirements, and verifying compliance with the labor laws of supplier countries. The Asian continent requires comprehensive controls under the ISO structure, which articulate production operations based on planning, performance, verification and action.

7.5 Country Overview

7.5.1 Economical and political background

Peru is located in western South America bordering Bolivia, Brazil, Chile, Colombia and Ecuador. Its coast is 3,080 km long giving Peru privileged access to the Pacific Ocean. Peru has a population of approximately 27 million people growing at approx. 1.5% per annum. The vast majority of the population is located in the cities with urban population representing 72% of the total. The country's capital, Lima, and the Callao region house just below 32% of the

population. Peru's poverty level[2] is at 52%[2], with 19%[2] of the population living in extreme poverty[1]; however the literacy rate is 89%[3].

Mr. Alan Garcia, the leader of the centre-left Partido Aprista Peruano ("Apra") was inaugurated as president for a five-year term in July 2006. Apra has 36 of 120 seats in the Congress.

Peruvian GDP has experienced steady growth in recent years, rising 22.4% between 2001 and 2005, outperforming the world average of 20.0% over that period[4]. GDP growth was 8.03% in 2006 and 5.0% in 2007[2]. Inflation has been minimal over the last five years between 0.2% in 2002 and 3.7% in 2004[3]. The inflation rate in 2005 was a modest 1.6%, 1.1% in 2006 and 3.9% in 2007, below the world's average. Price stability, improving fiscal accounts, public debt decrease, strong external accounts, private investment growth, steady improvement in employment and a rise in consumer and business confidence has contributed to a healthy and sustainable economic platform.

7.5.2 Agricultural market background

In the Peruvian Constitution article 63, it is stated that any foreign investor shall have the same rights as domestic investors. This constitutional guarantee is developed in the Marco Law for Private Investment Growth, LD 757, approved in November of 1991. Through this law, investors have the right to freely transfer abroad foreign currency, dividends, profits, royalties, and/or compensation for usage of technologies and equipment of industrial nature. In case there is the need for a currency exchange, the investor has the right to the most favorable exchange rate available. The only restriction allowed by the Constitution with regard to foreigners is that they may not acquire nor possess, within 50Km of the border, mines, land, forests, and/or water reservoirs.

The Legislative Decree 653, Law of Investment Promotion in the Agricultural Sector, in accordance with Law #26505, establishes that the development of agricultural activities performed by natural or legal entities, whether foreign or domestic, are free of maximum ownership limits for their land. Therefore, agricultural property can be transferred and subject to taxation, without the need for government authorisation.

Likewise, investments in agricultural activities are not subject to legal or administrative conditions that limit their installation, functioning, operations, and/or commerce of the derived products. Moreover, prices for such products are determined by free market conditions.

According to Law #27360 (law that approves the norms for the promotion of the agrarian sector) and its regulations, which were approved by SD No.049-2002-AG, state that a natural or legal entity that grows crops is entitled to certain tributary and labor benefits until the date of December 31st, 2021.

In addition, the General Law for Waters states that water, without exception, is property of the State and its domain is unalienable. There is no private property or acquired rights over waters. Water is a good with public domain, which implies that it could be used, under certain conditions, by individuals through the granting of an enabling title (license, permit, or authorisation). Currently, Camposol Peru has all the proper licenses and authorisations needed for the usage of water for the planted area.

[2] The poverty level represents the percentage of people with income or consumption per capita that is lower than the cost of a total basket of goods and minimal essential services over the total population. Extreme Poverty represents the percentage of people with income or consumption per capita that is lower than the value of a minimal basket of food over the total population

[3] Source: APOYO Consultoria

[4] Source: IMF, World Economic Outlook Database for September 2006

8 PRINCIPLE MARKETS

8.1 Industry global overview

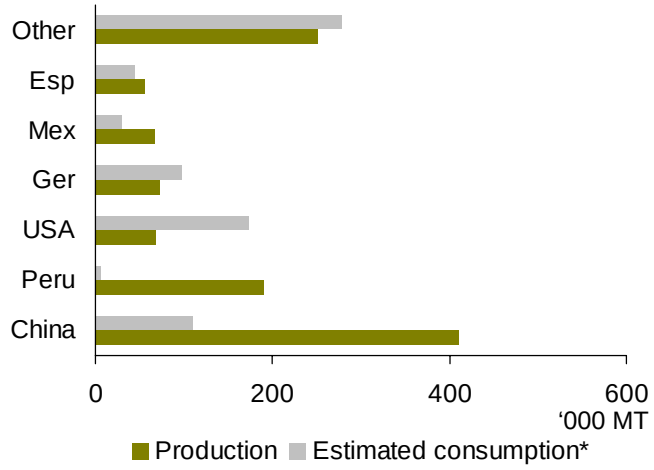
The main producers and exporters of the products previously mentioned are shown below:

Product	Country
Asparagus	China, Mexico, USA, Peru, Spain
Mango	Brazil, Peru, Ecuador, Israel
Avocado	Mexico, Israel, Peru, Kenya
Piquillo Pepper	Peru, France, China
Artichoke	Peru, Chile, Italy, Spain, China, Egypt

Asparagus

The largest asparagus producer in the world is China (36%), followed by Peru (17%) and Spain (6%). Peru is the world's largest exporter of fresh asparagus, followed by Mexico, Spain, Greece, and the United States. China is the largest producer of preserved asparagus. As far as product quality is concerned, specifically for fresh asparagus, Peru is best prepared to compete globally; the only disadvantage being the low efficiency of its logistical and distribution costs. Concerning the preserves market, China basically produces green asparagus for preserves, while Camposol produces green asparagus to meet the needs of the important market niche. It should be pointed out that Peru produces the same amount of asparagus with half the total sown area due to its outstanding yields per hectare and weather conditions.

World production and estimated consumption of fresh asparagus [5]



*Estimated consumption = Imports + Domestic production – Exports. In some cases includes the use of this product in manufacturing (canned and frozen) and does not necessarily account for domestic consumption

In 2006, world asparagus production reached 5.5 million tons. China was the largest asparagus producer in the world, with 87.6% of production, followed by Peru and the United States with smaller percentages. China is the main world competitor and is mainly focused on the frozen and asparagus preserves industry. As for fresh asparagus, exportable world supply exceeds 280,000 tons and comes from 55 exporting countries, China being the largest supplier with a 36% share, followed by Mexico (17%), United States (10%), Spain (9%), and Greece (7%). Regarding asparagus preserves, the exportable world supply exceeds 280,000 tons and comes from 55 exporting countries, China being the largest supplier with a 36% share, followed by Mexico (17%), United States (10%), Spain (9%), and Greece (7%).

As regards to consumption, Europe leads the world demand, Germany being one of the largest consumers (1.5kg per capita/year), mainly of white asparagus preserves. The Asian region, particularly Japan, comes second and the United States, which mainly consumes fresh asparagus, comes third (Source: ACM Consulting[6]).

[5] Source: APOYO; Customs; USDA

Peru has around 26,000 hectares planted with asparagus in the departments of La Libertad and Ica. From this figure, local consumption accounts for 1-2% and the remaining 98% is exported with a FOB value of US$ 318 MM (US$ 186 MM for fresh asparagus, US$ 104 MM for asparagus preserves, US$ 26 MM for frozen asparagus) in 2006 (Source: ACM Consulting). Export figures for Peru and Camposol Peru are shown below:

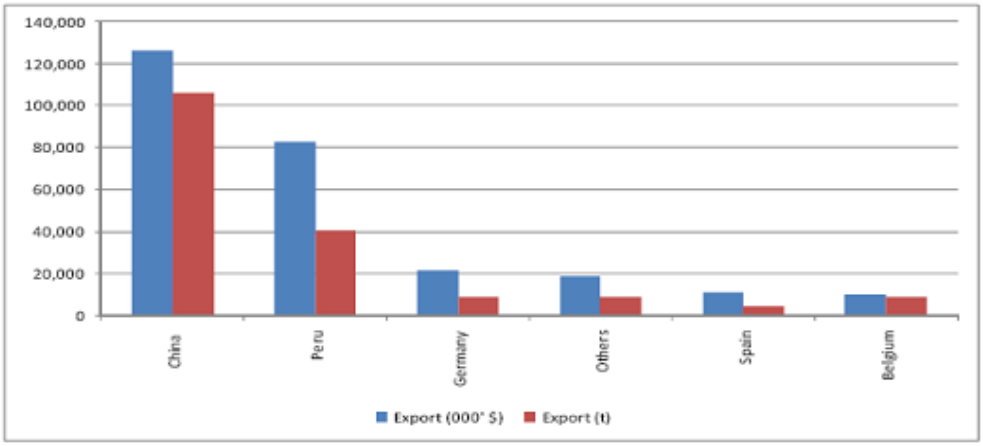
TOTAL EXPORTS IN FOB US$ FOR ASPARAGUS									
in (US$)	1999	2000	2001	2002	2003	2004	2005	2006	2007*
TOTAL CAMPOSOL	0	9,773,300	18,809,000	25,623,800	29,908,900	38,453,600	40,317,000	38,325,600	37,918,000
TOTAL PERÚ	149,492,720	148,247,679	159,876,985	184,350,007	206,633,718	235,272,281	262,664,473	317,960,335	177,669,965
% CAMPOSOL	**0%**	**7%**	**12%**	**14%**	**14%**	**16%**	**15%**	**12%**	**21%**

* Preliminary to July

Source: Camposol Peru

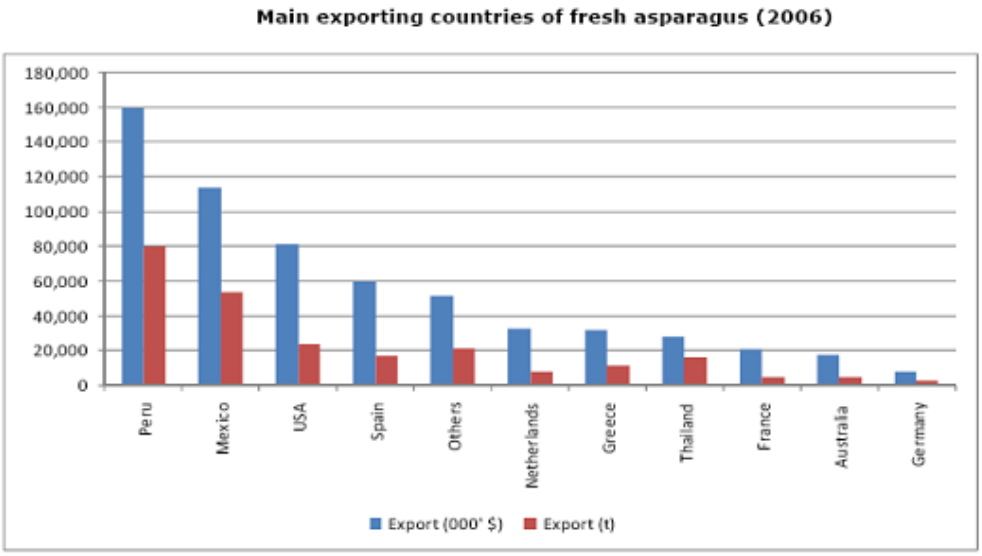
World demand grew by more than 10% per year in the early 90s and continues to grow at a similar rate. This high consumption level is explained by the important nutritional level of the product and the world trend towards vegetable consumption. The green asparagus industry worldwide is expected to grow between 5% - 10%, except in Mexico where such growth rate is estimated at 15%. Consumption of green asparagus in the USA, which is a major destination for Camposol Peru's products, is growing at 10% - 15% annually. As for white asparagus, the industry is projected to grow worldwide between 10% - 15%; and in Peru, it is estimated that very few companies will plant new fields of such product (Source: Camposol Peru).

Main exporting countries of preserved asparagus (2006)



Source: FAOstat

[6] Whenever reference is made to ACM Consulting, it refers to two reports prepared at the request of the acquiror in connection with the acquisition of Camposol Peru in October 2007; "Camposol - Business Plan & Expansion Strategy, October 2007" and "Camposol Due Diligence, August 2007". Please visit www.acmperu.com.pe for more information regarding ACM Consulting.



Source: FAOstat

Avocado

The world avocado market is 3.7 million tons per year, 70% of which is mainly of the Hass variety. The main Hass avocado producing countries in order of importance are Mexico, United States, Chile, South Africa, Spain and Israel (Source: ACM Consulting).

According to Peruvian avocado exports in the last 5 years, the volume or value category has increased exponentially in the last few years, reaching an average of US$ 35 M in 2006, where Camposol Peru accounts for 45% of these exports. The main destination of Peruvian avocado is the EU, it being necessary to open markets such as the United States and Japan, which are now closed due to phytosanitary barriers, basically linked to the fruit fly. The UK is also a potential market for Peruvian products (Source: ACM Consulting).

The Peruvian avocado competes on the market basically with the commercial Windows of Mexico and South Africa, taking into account that Kenya mainly produces "Fuerte" avocado, and that Australia is mainly focused on satisfying the Asian market and that the US peaks do not coincide with Peruvian peaks (Source: ACM Consulting).

As far as competitors are concerned, in the case of Mexico, although they have more than 120,000ha planted with Hass avocado, in a sophisticated market such as that of the EU, it is very difficult for Mexican exporters to compete due to quality requirements, but they have no problem in entering the US. However, internal logistics problems, the deficient control of temperature in certain shipments, the broad fluctuations in the quality of the fruit they offer and the discredited reputation of some of their exporters – due to failure to comply with contracts and BPA requirements – make Mexico a rival with certain weaknesses. On the other hand, South Africa has over 10,000ha, but only exports part of its production, having exported some 9.5 million boxes (40,000 t) in this campaign. Nevertheless, they do not have the intention of expanding their avocado industry since the plantations are located in the northern area of the country and are sometimes subject to temperatures of over 40°C and rains, besides the fact that they must transport their production in long train journeys, sacrificing quality (Source: ACM Consulting).

It is also estimated that Spain could increase its avocado production from 35 to 45 thousand tons for next year, which represents a rise of 28%. Other countries like South Africa, Mexico and Kenya are expected to maintain current levels of production. Peru should experience a 20% increase in its avocado exports (Source: Camposol Peru).

Artichoke

The largest artichoke producer is Spain, as evidenced by large volumes of fresh artichoke exports that account for almost one third of the market value, estimated at around US$ 100 MM. At a worldwide level, artichoke production stands at approximately 1.5 MM tons. World production of artichoke preserves has been estimated at US$ 120 MM. It should be pointed out that Europe leads artichoke exports (79%), followed by America (12%) and Africa (6%) (Source: ACM Consulting).

During the last few years, Italian companies have started to offer added value products that no longer compete with the traditional baby artichokes or canned artichoke hearts. As in the case of paprika and Piquillo pepper, Spain has realized that Morocco's and Peru's land is ideal for artichoke production and is in a capacity to produce high-quality artichoke at low prices, besides providing skilled manpower (the same manpower used for the asparagus campaign), and is thus investing in projects oversees to supply artichoke to the European market all year round (Source: ACM Consulting).

The import of world processed artichoke grew at an average rate of 7% from 1995 to 2006. There is strong demand for artichoke in the international market, particularly in the US, which accounts for over 50% of the total value imported during the last 3 years, allowing the entry of fresh and processed products from the southern hemisphere (Source: ACM Consulting).

In 2006, the US was the main destination of Peruvian artichoke exports, with almost 62% of the total value exported. Spain (17%) and France (13%) are other important points of destination of Peruvian artichoke preserves. Peruvian exporters have still not taken enough advantage of other important markets like Italy, Germany or the United Kingdom.

Pertaining to the production of Artichoke, Peru and Chile are the worldwide leaders with a growth rate of 25% and 30% respectively (Source: ACM Consulting).

Peru is improving its position in international markets. From 0.2% of US imports of artichoke preserves in 2001, it jumped to 33.2% in 2006, competing with countries like Spain, Chile, Italy and China. Moreover, as regards the Spanish market, Peru has become the main supplier of artichoke. In fact, in 2006 it accounted for 91.2% of Spain's total imports of artichoke preserves, competing with countries like Egypt, France, China and the United States.

Piquillo pepper

The world market for the consumption of piquillo pepper has been traditionally Spain, with production fields in the region of Murcia. In the last few years, Spanish companies, as in the case of paprika, discovered in Morocco and Peru, land with ideal conditions and the capacity to produce good quality pepper at low cost, in addition to having skilled labor (they use the expertise of the labor force employed in preparing asparagus preserves and the experience of agronomical management of paprika), and started to invest in projects outside Spain to supply its market year round. Moreover, the United States has registered a consumption of 15% of the world market, offering diversification alternatives (Source: ACM Consulting).

Piquillo pepper is mainly consumed in Spain, France, Italy, Greece and the United States (mainly because of the large number of immigrants from the Mediterranean area). It should also be stated that, as a substantial ingredient of Spanish cuisine, piquillo pepper not only gives an exquisite flavor to food, but is also cherished in the markets as a functional food due to its high carotene content (Source: ACM Consulting).

The world importation of pepper and other vegetable preserves has grown at an average annual rate of 6% from 2002 to 2004, Germany being the main market for this product, accounting for nearly 21% of the value of world imports in 2005. This and other important markets such as the United Kingdom, France and Belgium have still not been exploited by Peru at full scale, since in 2005 the most relevant destinations for Peruvian piquillo were Spain (73.5% of the exported value) and the United States (16.5%) (Source: ACM Consulting).

Peruvian piquillo pepper is well positioned in two of the main markets to which its exports are destined. Peru is Spain's major supplier, accounting for 49.8% of the quantity of piquillo pepper and other vegetable preserves imported by this country in 2006. Its main competitors in the Spanish market are France, China, Turkey, Belgium, Holland and Germany. In the US market, Peru's share shifted from 0.2% of pepper preserves in 2001, to 12.6% in 2006. Peruvian competitors that have a greater share in this market are Spain (the main supplier with 40.1% of the imports in 2006) Turkey (18.1%) and Chile (9.7%) (Source: ACM Consulting).

In Peru, the production areas according to participation in the sowed area in Peru (some 2,400ha, are La Libertad (62%), Lambayeque (9.5%), Piura (6.9%), Ica (3%) and Lima (1.9%). The production of La Libertad is concentrated in the Chavimochic irrigation zone. According to national statistics, sales have increased significantly in the last 3 years, from US$ 11 million in 2002 up to US$ 31 million in 2004, reaching US$50.16 million in 2006, which places Peru in 4th position in world exports of pepper and other vegetable preserves (Source: ACM Consulting).

In the world piquillo pepper market, new competitors like China and Turkey are entering the market, although still with low volumes and inferior quality. Peruvian pepper exports may experience a 10% - 15% increase (Source: Camposol Peru).

Mango

The areas in the world where mango is being grown have increased significantly in the last 10 years, reaching 3,870,070ha in 2005. Similarly, the production of this fruit exceeded 27 million tons in the same year. The main mango-growing areas worldwide are: Asia 75.1% (led by the production of India), North America 10.4%, Africa 9.8% and South America 4.5% (Source: ACM Consulting).

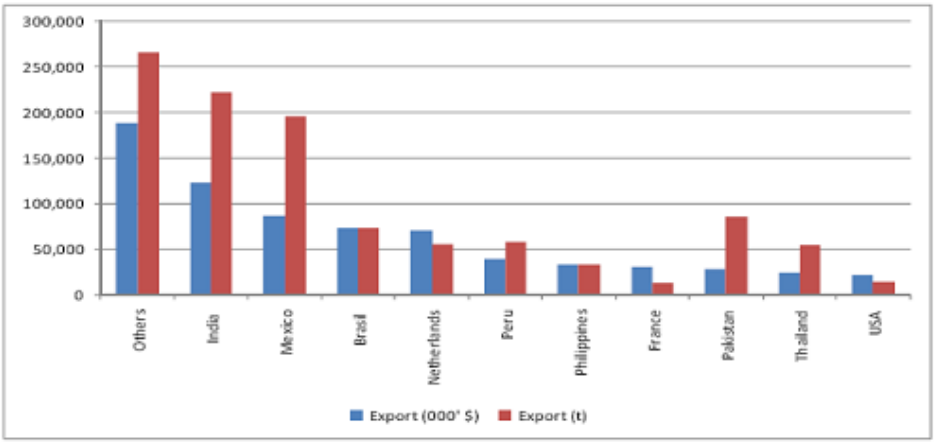
At a world level, large farming areas have been implemented lately in China, India and Brazil, which are countries with a better logistics infrastructure and lower production costs (due to production technologies and scale economies). The world market for fresh mango imports is led by the USA (24%), which is supplied mainly by Mexico. In the last few years, Mexican and Hispanic immigrants in general have caused mango to increase its presence in the fruit and exotic juice markets. The exotic flavor of mango is also significantly increasing its sales in European countries through the migration of Indian and Pakistani consumers (Source: ACM Consulting).

The pulp market accounts for only between 20-25% of the total market of pure processed mango products; the major part of the market being concentrated mango juice. Moreover, within the mango pulp market, only 30% is sold frozen. Apparently, the market requires mostly pulp in sterilized unfrozen containers due to their low transportation and storage cost (with the risk of losing some of its organoleptic properties) (Source: ACM Consulting).

In Peru, the harvested area of this crop was approximately 12,000ha, 25% of which are plantations of mango for export. In the last 2-3 years new areas of this crop have been incorporated, which will determine the presence of some 2,000 new hectares of export mango in high production during the next 3-4 years. Although most Peruvian mango is consumed locally, during this campaign, exports of over US$ 45 million were made, barely exceeding the 60,000 t of exported product. The pulp category accounts for only 10% of the value, due to the fact that the product is mostly exported fresh (ranks 2nd in the country's non-traditional exports) (Source: ACM Consulting).

Mango production in Peru is expected to have an important increase of 70% with respect to 2006. Ecuador, a direct competitor of Peru in the mango industry, is anticipated to have virtually no change in its production volume. Brazil, however, is projected to have a 10% increment with respect to its previous production volume.

Main exporting countries of mango (2006)



Source: FAOstat

8.2 Farming in Peru

8.2.1 Volumes

The agricultural sector in Peru has gained stability during the past few years. Peru has 7.6 million ha (6% of the total area) of arable land for agricultural uses, and the sector employs approximately 33% of the population and contributes

to 7.6% of GDP. In 2007, the exports of agricultural products were over US$2,000 million, about 9% of the total Peruvian exports. However, in general, Peru's agriculture is still characterized by small farming and traditional methods.

Large irrigation projects along the Peruvian coast made available great extensions of arable land with access to water. Comparative advantages of Peruvian coast are reflected in high productivity and low production costs, directly influenced by climatic, soil and biological variables.

The main traditional export product of this sector is coffee (USD 514m exported in 2005), where Peru is one of the most important specialty coffee exporters worldwide. Regarding non-traditional products, the most successful ones are asparagus (USD 290m exported in 2005), mango, paprika, and table grapes.

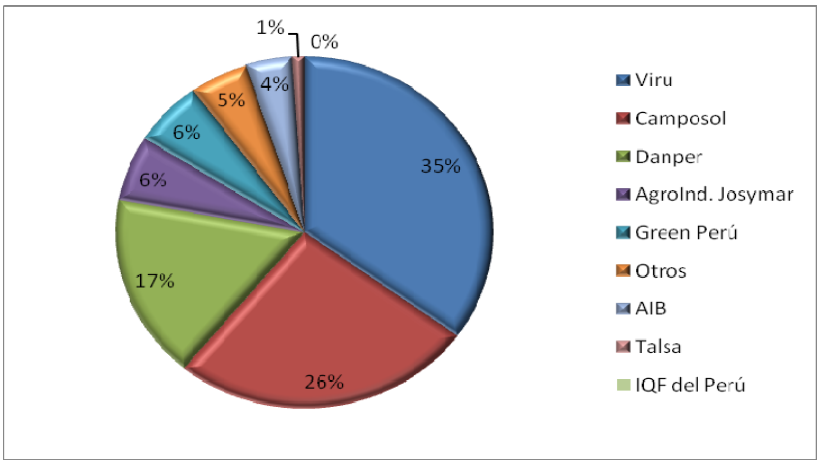
Fresh asparagus

Camposol Peru is the fourth largest exporter (4%), behind Agrokasa (15%), Agroindustrias Beta (7%) and Athos (6%). Agrícola Chapi is almost at the same level, with 4% of the export share (supply is concentrated in the hands of 5 companies). In 2006, total exports amounted to US$ 186.2 MM (FOB value) (Source: ACM Consulting).

Preserved asparagus

Camposol Peru is the second largest exporter of preserved asparagus with 26% of the export share, behind Sociedad Agrícola Virú (35%). Danper Trujillo comes third with 17% of the export share (supply is concentrated in the hands of 7 companies). In 2006, total exports amounted to US$ 104.9 MM (FOB value) (Source: ACM Consulting).

Peruvian Asparagus Preserves Supply



Frozen asparagus

Camposol Peru is also the second largest exporter of frozen asparagus with 15% of the export share, behind IQF del Perú (56%). Agroindustrias AIB comes third with a 10% share (the supply of frozen asparagus is concentrated in the hands of these three companies, considering that Agroempaques has gone out of business). In 2006, total exports amounted to US$ 26.4 MM (FOB value) (Source: ACM Consulting).

Artichoke

The world's largest artichoke producer is Spain, as evidenced by large volumes of fresh artichoke exports that account for almost one third of the market value, estimated at around USD 100 million. (Source: ACM Consulting).

In Peru, according to national statistics, since 1993 companies have been exporting small amounts of fresh artichoke to the United States and processed artichoke to European countries. During 1998 and 1999, there was an increase in the cultivated surface area due to the introduction of thornless artichoke varieties like Green Globe and Imperial Star, mainly because of a greater demand for this product in the international market. During 2004, Peru's exports amounted to 9,764 tons worth USD 22.5 million (USD 18 million for artichoke preserves, USD 4 million for frozen artichoke). (Source: ACM Consulting)

Peru is improving its position in international markets. From 0.2% of US imports of artichoke preserves in 2001, it jumped to 33.2% in 2006, competing with countries like Spain, Chile, Italy and China. (Source: ACM Consulting)

Moreover, as regards the Spanish market, Peru has become the main supplier of artichoke. In fact, in 2006 it accounted for 91.2% of Spain's total imports of artichoke preserves, competing with countries like Egypt, France, China and the United States. (Source: ACM Consulting)

Piquillo pepper

Among the main exporting companies in 2006 are: Camposol Peru, Sociedad Agrícola Virú, Eco-Acuícola and AIB. The four companies account for 85%, with partial shares of 32%, 25%, 16% and 12% respectively. Peru exports to Spain between 75-80% of the total exports. (Source: ACM Consulting).

Avocado

Among the main exporting countries of avocado, the leader is Mexico (135,000t), closely followed by Chile (118,500t). Then come Spain (49,000t), Israel (45,000t - 30% Hass) and South Africa (40,000t). It is worth mentioning that in 2006 Peruvian exports stood at 27,000t, Camposol Peru accounting for 17,000t. (Source: ACM Consulting)

Camposol Peru is the largest Peruvian producer and exporter of avocado, with a 61% market share in 2006, followed by Consorcio de Productores de Fruta (CPF) with 15% and Agroindustrias Verdeflor with 6%. Due to crop rotation issues, during this campaign Camposol Peru's production dropped, accounting for only 40% of exports, CPF maintains its 15% and Agroindustrias Verdeflor has increased to 10%. (Source: ACM Consulting)

8.2.2 Geographical markets

Destination markets show different levels of concentration, depending on each specific product. The main destinations are:

- United States (74%)
- Spain (8%)
- Holland (7%)
- England (6%)

However, many companies participate in the market. In 2006, there were 232 importers, of which 31 (13%) accounted for 80% of the exports; 9 of these account for 50% of the total volume.

Concerning asparagus preserves, although there are several importing companies, two of them have strong international presence: General Mills and Del Monte. Unlike the fresh asparagus market, the asparagus preserves sector allows the development of brands, which gives the market a different vitality. The main destinations of Peruvian exports are:

- Spain (29%)
- United States (26%)
- France (21%)
- Germany (5%).

Finally, in the case of frozen asparagus, since the product is used as an ingredient in food preparations (by companies like Unilever) or as a finished product (by customers like Ultracongelados Virto in Spain), this gives heterogeneity in the composition of the market. The main destination countries are:

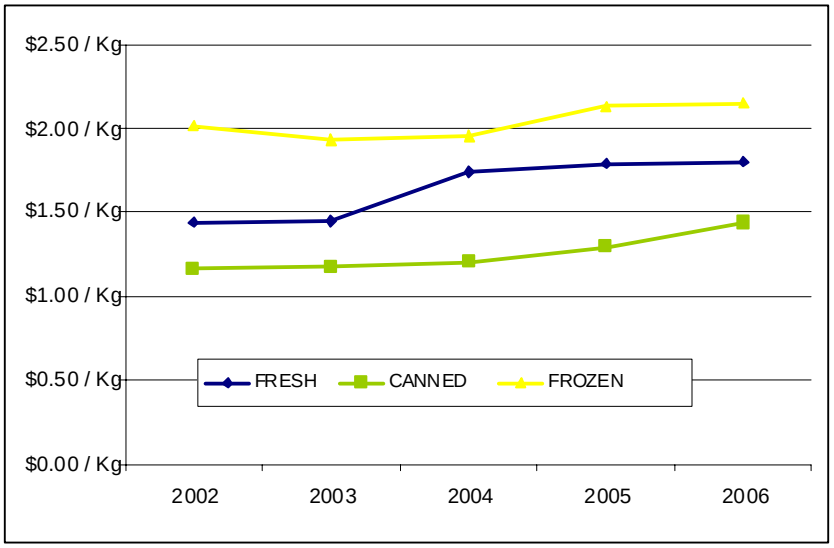
- United States (36%)
- Spain (23%)
- Italy (11%)
- England (8%)

8.2.3 Prices

Concerning average prices for fresh asparagus, Camposol Peru's figures have evolved positively during the last few years. From US$ 1.59/net kg in 2003, Camposol Peru obtained US$ 2.77/net kg in 20067. This improvement in the average price of fresh asparagus is due to a combination of factors, as follows:

- A larger amount of white asparagus in the mix.
- Efficient logistics, supported by the nearness of the port of Salaverry.
- A large number of sea shipments, which in 2006 amounted to 70% of its fresh asparagus exports8.

The following graphs show the prices and monthly exports of fresh, preserves and frozen asparagus during the last three years. It is worth stressing that the prices obtained from Customs define market trends better than the absolute values that can be used as a reference for Camposol Peru's projections.



It is important to mention that the FOB prices paid for Peruvian exports are following an upward trend, both for fresh asparagus, as well as for preserves and frozen asparagus. The model includes average fresh asparagus prices of US$ 2,605 for 2007 and US$ US$ 2,570 for the projection. In the case of asparagus preserves, prices stand at US$ 3,540 and US$ 3,400 and, for frozen asparagus, they stand at US$ 2,810 and US$ 2,770, respectively.

In the local market, the price paid to farmers is US$ 1.10 per kilogram of fresh green asparagus and US$ 0.90 per kilogram of asparagus preserves. During the last 3 years, the price of fresh asparagus has gone up from US$ 0.70 to US$ 1.20.

7

9 PROPERTY, PLANT AND EQUIPMENT

9.1 Land description

Region	Lands	Lots	HECTARES						
			Gross Area	Net Area (1)	USED			UNUSED	
					Total Used Area (2)	Cultivated Area (3)	Services (4)	Agricultural (5)	Other Uses (6)
CHAO-VIRU	MAR VERDE ALTO	7B-I(1) / 7C(1)	1 268	1 013	1 006	933	73	7	255
	MAR VERDE BAJO	7B-I(2) / 7C(2)	1 228	1 044	938	840	98	107	184
	AGROMÁS	7D-1	414	414	373	318	55	41	0
		VIVERO AGROMÁS	0	0	0	0	0	0	0
	PUR-PUR	10.4 A-V/VD-16	245	245	213	213	0	33	0
	GLORIA	7B-II	1 018	707	627	546	82	79	312
	SAN JOSÉ	Various	231	231	125	103	21	107	0
	7A	Undefined	2 761	2 126	0	0	0	2 126	0
	COMPOSITAN II , III		3 778	1 500	0	0	0	1 500	2 278
	NAPO II		170	150	0	0	0	150	20
	AGRICULTOR	1/3/4/3C	1 702	1 390	1 179	1 064			
		OASIS		146	142	142	115	211	312
	PLANTA	2	24	24	9	0	9	15	0
		TOTAL CHAO-VIRU	**12 841**	**8 990**	**4 611**	**4 158**	**453**	**4 375**	**3 851**
PIURA	HUANGALÁ	Various	1 641	1 149	164	152	12	985	492
	SANTA ANA	Undefined	3 370	2 191	0	0	0	2 191	1 180
	TERRA	Various	593	593	484	467	18	109	0
	OTHERS PIURA	Various	450	450	43	33			
					117	117	10	290	0
		TOTAL PIURA	**6 054**	**4 383**	**808**	**768**	**40**	**3 575**	**1 672**
TOTAL OWNED			**18 896**	**13 373**	**5 418**	**4 926**	**493**	**7 950**	**5 523**

(1) Useable land excluding dunnes, land not fit for agriculture, wildlife reserves, etc.
(2) Used area which includes land fit for agriculture, land used for roads, watch towers, etc.
(3) Land currently used for growing crops as of December 2007
(4) Land used for other purposes other that growing crops (e.g. roads, water pumps, watch towers, etc.)
(5) Land fit for agriculture, but not yet planted
(6) Land area unfit for agriculture: duunes, wildlife reserves, beaches, etc.

All of Camposol land is under development except for land specified as unused. Developed land means that the land has already been leveled, has a water distribution system in place and is ready to be cultivated, or is already being cultivated. The following is a description of the main unused land:

7A: This lot is under development under the current 2008-2009 investment program. This investment program consists of water channels from the Chavimochic channel to the lot, a 500 meter tunnel, land leveling, soil preparation and all water distribution systems in the lot. By the end of 2007, most of the land leveling was complete; and work on the tunnel and channel is already on its way. This land was water permit from the Chavimochic channel.

Compositan II, III: This land is currently not in development. Water wells and infrastructure will be developed in the 2008 investment program. Land leveling will be done in 2009 together with the installation of the land's water distribution system.

Santa Ana: Land is currently not developed and the company has no mayor investment programmed in the future, other than water studies. 30% of this land was to be reserved as natural dry forest. The water source for this land will probably be water wells.

9.2 Plants and property

The production plant is located in the Agro Industrial Complex of Chao and was acquired by Camposol Peru in 1999. The land has been fitted out for industrial use as a Single Property, and has around 51,000m2 with approximately 3,000 workers.

Camposol Peru's industrial complex consists of 6 processing plants and production lines where several processes take place in order to produce in fresh form: white and green asparagus, mangos and avocado; in preserved form: white and green asparagus, artichoke and piquillo pepper; and in frozen form: white and green asparagus, artichoke and red pepper and mango. The capacity of this industrial complex is of 6,750 Kg/H of asparagus; 25,000 Kg/H of fresh fruit; 10,500 Kg/H of preserved products; and 1,500 Kg/H of frozen products.

Classification and Fresh asparagus plant

This plant has a processing capacity of 10 MT/H of classified asparagus; and employs an average of 400 operators working on two shifts. This capacity is exploited to the maximum in the months of October and December, where farming production is at its peak.

Fresh Fruit plant

This plant has a capacity of 26 MT of raw materials/H. The avocado campaign is developed between the months of April and August, whereby 160 operators are employed. The kinds of avocado that are processed in this plant are Hass, Etinger and Strong.

Preserved Asparagus Plant

Currently, this plant has a processing capacity of 6 MT/h of white asparagus or 3 MT/h of green asparagus. This capacity reaches its maximum level during the months of October and December. The plant employs around 700 operators for processing white asparagus, and 300 for green asparagus per shift.

Preserved Artichoke plant

The capacity for this plant is of 2.7 MT/h of drained artichoke and it is exploited to its fullness in the months of August and November. It employs around 1,000 operators divided into two shifts.

Preserved Pepper plant

It has a capacity of 3.5 MT/h of finished goods. Its full capacity is used during the months of October and December, and it employs about 600 operators distributed in two shifts.

Frozen Products plant

This plant is used to process and freeze all Camposol products available in this form: green and white asparagus, artichoke, piquillo pepper, mango, and avocado. The plant has a capacity of 1.5 MT/h and employs up to 400 operators.

Note: Contrary to the previous productive plants, all located in the Camposol industrial complex, the processing of fresh mango is outsourced. The mango is picked from Camposol fields and the high quality Mango is sent to Empafrut SA, where Camposol holds a 40% ownership, to be processed as fresh quality, and the low quality Mango is sent to the Chao plant where it is processed as frozen.

9.3 Equipment

Camposol assures that most of the manufacturing process equipment is state-of-the-art equipment as well as the materials used to build them. This allows a smooth process with insignificant efficiency losses. The plant has a building with top quality facilities. It has up-to-date and dynamic cleanliness, maintenance and human relations procedures in place.

The following table shows the main equipment used in the different processes, comparing them with the equipment available in companies of the competition.

Main Plant Equipment

Process Line	Rating
Asparagus line	
- Receiving line	B
- Receiving chambers	B
- Fresh asparagus classification lines	B
- Hydro cooler	B
- White asparagus classification lines	B
- Autoclaves	A
IQG Freezing Line	
- IQF Tunnel	B
- Preparation lines	C
- Packing lines	B
- Freezing chamber	B
Artichoke preserves line	
- Process line	A
- Horizontal autoclaves	B
- Vertical autoclaves	A
Fresh avocado line	
- Process line – calibration	B
- Cold tunnel	A
Labeling line	C
Services	
- Cold storage system - compressors	B
- Generator sets	B
- Boilers	B
- Compressed air	B
Labs	
- Physical-chemical	B
- Microbiological	A

Total Installed Capacity per Campaign

Production Line	MT of RM/day	Months of RM
Classification of Asparagus	200	8
Preserved Asparagus	80	8
Fresh Green Asparagus	115	8
Fresh White Asparagus	35	8
Frozen Asparagus	40	8
Preserved Piquillo pepper	110	7
Preserved artichoke	162	5
Frozen Artiochoke	64	5
Frozen Mango	50	3
Frozen Avocado	44	4
Fresh Avocado	240	4

Source: ACM Consulting – Camposol Peru Due Dilligence

Notes:

1. For full capacity, 21 effective working hours have been considered, with a 3-hour break for lunch and cleaning, 26 days per month.
2. The freezing line processes avocado, artichokes, mangos and asparagus. Asparagus, artichokes and avocados have been considered as being independent since they are processed in different months of the year.
3. For full capacity, 20 effective working hours have been considered, with a 4 hour break for lunch, defrosting and cleaning.

9.4 Environmental issues

Camposol Peru is in the process of formalizing its sustainable development strategy. It is believed that the concept of Corporate Social Responsibility (CSR) is practiced by companies which voluntarily decide to contribute to a better society and a cleaner environment. Global companies, such as the Camposol group, must respond to the need of stakeholders and find ways to creating and maintaining shared value.

As a first step, Camposol Peru is working with PricewaterhouseCoopers's Sustainability practice in order to identify our stakeholders and design our CSR/Sustainable Development strategy. This effort will include Management and all areas of the Camposol group in order to implement CSR in our day to day processes. Likewise, Camposol Peru aims to measure and communicate its progress appropriately in a transparent fashion, and plan to issue a Sustainability Report in the coming years.

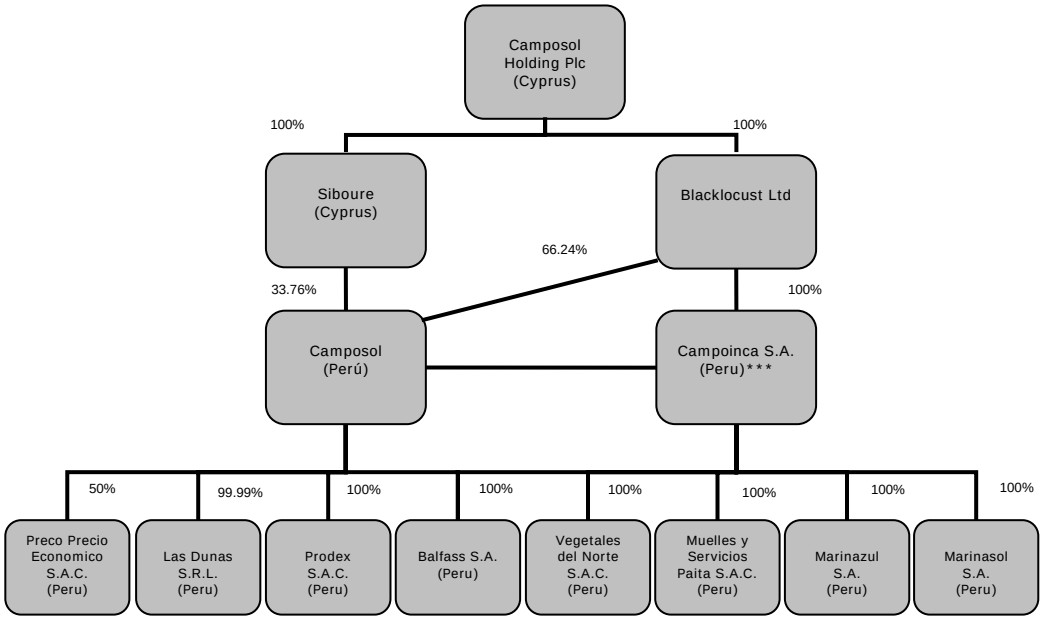
As of the date of the drafting of this Prospectus, the Camposol Group is in compliance with all environmental regulations and in the process of completing an administrative proceeding in order to obtain a fluid waste permission for its plant in Chao.

9.5 Encumbrances

None of the plants and equipment described in thos section 9 are subject to any major encumbrances.

10 ORGANISATIONAL STRUCTURE

The Camposol Group currently consists of Camposol Holding Plc and its subsidiaries as follows:



Camposol AS is currently an intermediate holding company, but will be dissolved in the near future.

Camposol Holding Plc is the ultimate holding company of the Camposol group. Its main function is to act as the ultimate holding company of the group.

Siboure Ltd and Blacklocust Ltd are intermediate holding companies. These subsidiaries are domiciled in Cyprus.

Camposol SA is the main operating company of the Camposol group domiciled in Peru. Camposol SA holds all the plants facilities and the main operating fields of the group.

Campoinca S.A., Las Dunas SRL, Prodex SAC, Vegetales del Norte SAC and Balfass SA hold land property. These subsidiaries will be merged into Camposol SA in the future and are domiciled in Peru.

Preco Precio Economico SAC is a subsidiary with no activity. It was created by the former administration of Camposol Peru to be involved in marketing products. The group is studying the possibility to liquidate this subsidiary which is domiciled in Peru.

Marinazul S.A. is a subsidiary that holds and operates all the shrimp assets and business. This subsidiary is domiciled in Peru.

Marinasol S.A. holds only fishing assets. The company started investing in the fishing business at the beginning of 2007, but is no longer doing this. The company has no operating activity and is domiciled in Peru.

Muelles y Servicios Paita SAC is a company that holds a peer and permits for the business of Marinasol. The subsidiary does not have any activity other than leasing the peer to third parties.

11 OPERATING AND FINANCIAL REVIEW

The following discussion of the financial condition and results of operations should be read in conjunction with the financial statements included in this Prospectus. The following discussion may contain forward-looking statements that are based on current assumptions and estimates by the Company's management regarding future events and circumstances. The Company's actual results could differ materially from those expressed or implied by the forward-looking statements as a result of many factors, including those described in Section 2 "Risk Factors".

11.1 Operating and financial review of consolidated financials

11.1.1 Comparison for the financial years ended 31 December 2007 and 2006

Camposol SA (Peru) Profit/loss and operations

Camposol Peru net sales mainly result from the sale of fresh, preserved and frozen white and green asparagus, piquillo pepper, avocado, mango and artichoke.

Included within asparagus, avocado and mango revenue are the provisional pricing adjustments to sales of fresh products, which represents net changes in the fair value of embedded derivatives of USD 627,000 for 2007 and USD836,000 for 2006, which have been debited to revenue.

Sales revenues for 2007 were USD 126.0 million compared to USD 103.9 million in 2006. COGS in 2007 were USD 90.6 million, up from USD 73.3 million the year before.

EBITDA before fair value adjustment as of December 31, 2007 totaled USD 19.4 million compared with USD 18.3 million for the same period the year before. The EBITDA before fair value adjustment differs from the Company's previous expectations for the following main reasons:

- Higher inventory than expected due to production shift towards end of year and delayed shipments due to labor strike in Peru port during December.
- Lower than expected artichoke crop and sales
- High administrative expenses in Q4 due to professional fees relating restructuring of the company, IFRS conversion and auditing for listing

EBITDA including fair value adjustment as of 31 December 31 2007 was USD 37.8 million compared to USD 28.9 million for the same period last year.

Gross profit increased by USD 5 million compared to the previous year, from USD 30.5 million in 2006 to USD 35.4 million in 2007.

Administrative expenses increased by USD 3.4 million compared to 2006. Main items were transport, travel and business expenses, audit and advisory fees, legal consulting services and tax contingencies.

Financial expenses increased by USD 0.8 million due to the increased debt from the new Credit Suisse loan. The tranche A loan of USD 65.0 million was received in November while the tranche B loans of USD 64.0 million was received at the end of December.

For the year 2007, Camposol Peru had an operating profit of USD 31.6 million, compared with USD 23.5 million the year before. The main reason for the increase is the increase of cultivated land which increases the advance sowing adjustment.

Profit before income taxes for the year amounted to USD 27.9 million compared to USD 20.8 million in 2006. Net profit for the year was USD 24.3 million (USD 18.8 million).

Camposol SA (Peru) Balance Sheet, cash flow and liquidity

Net property, plant and equipment increased by 41.6%, from USD 40.9 million to USD 57.9 million

Cash and cash equivalents increased dramatically from USD 3.4 million in 2006, up to USD 21.0 million. This is mainly due to the loan received from Credit Suisse.

Long term debt increased as well and stands as USD 65.5 million as of December 31st 2007 due to the Credit Suisse loan. The current portion of the long term debt stands at USD 68.6 million. However, Bank loans decreased from USD 19.6 million in 2006 to USD 1.5 million in 2007.

Total assets increased from USD 168.6 million in 2006 to USD 261.4 million in 2007 representing a 55% increase.

Cash flow from operating activities was USD (26.8) million in 2007 compared to USD 2.3 million because the company had to pay significantly more taxes than the previous year and also due to an increase in payment to suppliers and employees.

Cash flow from investing activities was also negative standing at USD (17.2) million in 2007. This is because the company nearly doubled its purchases in property, plant and equipment compared to the previous years. Purchases of intangibles and payments of permanent plantations also contributed to a negative cash flow from investing activities since no cash flow was directed into these items in the previous year.

Cash flow from financial activities increased from USD 9.0 million in 2006 to USD 61.6 million in 2007. Such an increase is mainly due to the credit agreement incurred with Credit Suisse.

11.1.2 Comparison for the financial years ended 31 December 2006 and 2005

Camposol SA (Peru) Profit/loss and operations

Sales increased from USD 78.3 million in 2005 to USD 103.9 million in 2006, reflecting an increase of 32.5%. COGS also increased by USD 21.8 millions standing at USD 73.4 million in 2006. As a consequence, gross profit increased by 13.8% to be USD 30.5 million.

Operating profit increased from USD 9.5 million in 2005 to USD 23.5 million in 2006. Financial income and expenses did not have significant differences between the periods.

Therefore, profit for the year increased to USD 18.8 million from USD 5.8 million. Such a difference represents a 226% increase and is mainly due to increased production.

Balance Sheet, cash flow and liquidity

Net property, plant and equipment increased to USD 40.9 million from USD 36.2 million.

Cash and cash equivalents increased dramatically from USD 0.7 million in 2005, up to USD 3.4 million in 2006. Investments in associated companies increased from zero to USD 1.1 million.

Inventories increased from USD 17.6 million in 2005 to USD 26.3 million in 2006.

Total assets increased to USD 168.6 million from USD 138.4 million in 2005.

Cash flow from operating activities was USD 2.3 million in 2006 compared to USD (5.1) million in 2005.

11.2 Property, plant and equipment

The following table presents the components of this caption, as of the date of the balance sheet for Camposol AS and subsidiaries. The table includes the impact of the purchase price allocation related to the acquisition of Camposol SA. The balances will constitute the historical property, plant and equipment for Camposol Holding Plc and subsidiaries:

Land	Buildings and other constructions	Plant and equipment	Furniture, fixtures and other equipment	Vehicles	Construc-tion in progress	Total
US$000	US$000	US$000	US$000	US$000	US$000	US$000

2007 -

Cost							
Opening balance	-	-	-	-	-	-	-
Additions as of acquisition date	33,454	13,762	27,450	4,286	1,561	5,499	86,012
Other additions	1,090	159	565	342	184	6,968	9,308
Retirements	-	-	(458)	-	(126)	-	(584)
Transfers	(84)	54	4,369	(2,170)	-	(2,169)	-
Balance as of 31 December	34,460	13,975	31,926	2,458	1,619	10,298	94,736
Cumulative Depreciation							
Charge for the year	-	(119)	(523)	(109)	(134)	-	(885)
Retirements	-	-	206	-		-	206
Balance as of 31 December	-	(119)	(317)	(109)	(134)	-	(679)
Net book value	34,460	13,856	31,609	2,349	1,485	10,298	94,057

For the period to 31 December 2007, the main acquisitions of property, plant and equipment mainly include assets needed to increase the production capacity of the processing plants, water equipment and agricultural machinery.

As of 31 December 2007, the land, property, plant and equipment captions include fixed assets acquired under finance leases for US$7,561,000 net of their corresponding cumulative depreciation, which are guaranteed with the same assets.

As of 31 December 2007, the Group has insured its fixed assets to cover the property, plant and equipment up to a value of US$40,000,000. The Group´s Management believes that this policy is consistent with international practices in the industry and the risk of eventual losses has taken into account considering the type of assets.

12 CAPITAL RESOURCES

12.1 Capitalisation and indebtedness

Camposol Group

CAPITALISATION AND INDEBTEDNESS

Camposol's capitalisation as of 31 December 2007 consisted of USD 207,327 thousands in equity and USD 86,929 thousands in long-term debt. Camposol believes that the capitalisation as of of 31 december 2007 represents an adequate capital structure.

The table below shows a statement of capitalisation and indebtedness as of 31 December 2007 Indebtedness also includes indirect and contingent indebtedness.

Capitalization as at 31 December 2007		USD 1,000	
Total Current Debt	A	**107 560**	
- Guaranteed		1 478	
- Secured loans		63 465	**1**
- Secured - finance leases		5 148	
- Unguaranteed/unsecured		37 469	
Total Non-Current Debt	B	**84 697**	
- Guaranteed			
- Secured loans		63 383	**2**
- Secured - finance leases		2 140	
- Unguaranteed/unsecured		19 174	
Shareholders Equity	C	**207 327**	
Paid in capital			
Paid in share capital		24 788	
Share premium		171 476	
Retained Earnings		11 063	
Total capitalization (A+B+C)		**399 584**	
Indebtedness as of 31 December 2007			
Liquidity	A	**89 728**	
Cash at bank and hand		89 728	**1**
Current trade and other receivables	B	**61 353**	
Trade accounts receivable		43 369	
Other accounts receivable		17 984	
Current financial debt	C	**-107 560**	
Current portion of non current debts		-5 148	
Short term loan		-63 465	**1**
Payable and warrants		-9 142	**3**
Bank loans		-1 478	
Current trade and other payables		-26 217	
Other current liabilities		-2 110	
Net current financial indebtedness (A+B-C)	D	**43 521**	

Non current financial indebtedness	E	**-84 697**	
Non current bank loans		-65 523	**2**
Other non current liabilities		-19 174	
Net financial indebtedness (A+B-C-E)		**-41 176**	

Comments:

1 Short term loan in Credit Suisse equals deposit
2 Loans from Credit Suisse with mortage in lands
3 Peru Land & Farming - warrants and contribution in kind
4 Commitments and guarantees are presented in notes to the financial statements

Changes in net financial indebtedness after 1 January 2008:

- On 5 March 2008 total payable to Peru Land & Farming, included warrants issued in 2007 has been converted to share capital and reserves (contribution in kind)
- Short term loand to Credit Suisse was paid on 31 March 2008.
- The two transactions result in a reduction of total Capitalisation of and fiancial indebtedness of USD 72,607 thousands
- Apart from these two transactions, no transactions has occured in 1Q 2008 that were not in ordinary course of business. The operations in 1Q 2008 has been in line with previous periods.

The information in the table above has been derived from the audited consolidated financial statements of Camposol AS for the fiscal year ended 31 December 2007 as included in this Prospectus

The table presents the Camposol AS group as at 31 December 2007. The reverse takeover of Camposol Holding Plc in April 2008 do not affect the figures. Consequently, the figures presented and the comments given refer to the situation for the Camposol Holding Plc Group as per the date of this Prospectus. The figures are more than 90 days old. On 13 May 2008, Camposol Holding Plc completed a private placement of USD 15 million, by issuing 1,908,750 Shares, which increased the share capital with EUR 19,087.50 and the share premium with approx. USD 14,970,700.

12.2 Capital resources and cash flow

The following discussion of capital resources and cash flow relates to Camposol AS and subsidiaries which is reflective of how the historical 2007 amounts for Camposol Holding Plc and subsidiaries will be included in the 2008 financial statements of the Group.

On 8 October 2007, Camposol AS completed a Private Placement with gross proceeds of approximately NOK 1,000 million (approx. USD 184 million). Of the net proceeds of approx. NOK 963 million (approx. USD 177 million), USD 27 million increased the cash level, USD 150 million was used in the acquisition of Siboure Holding Inc. and USD 177 increased in share capital.

As of 31 December 2007, Camposol reported cash and cash equivalents of USD 90 million and interest-bearing debt of USD 136 million. Camposol AS's consolidated book value of equity at the end of 2007 is approx. USD 207 million, resulting in a debt to equity ratio of approx. 66% based on an interest bearing debt of USD 136 million. The gross interest coverage ratio for the Company for the year 2007 was approx. 21:1 based on an EBITDA before fair value adjustment of USD 19.5 million.

In November 2007 Camposol received a loan from Credit Suisse in the amount of USD 65 million and in December 2007 a loan in the amount of USD 64 million. Parts of the proceeds raised in the Private Placement and part of the Credit Suisse loans will be used for new investments.

Camposol Peru's cash flows from operations (which will be the source of Camposol Holding Plc's cash flows from operations) are generally strong, although dependent on asparagus and avocado prices, and are also affected by the planting and sowing investments made in any given year. The negative cash flow from operations of Camposol Peru for 2007 (USD (26.8) million as compared to USD 2.2 million for 2006) was due to the sowing investment in 2007.

Camposol believes that the funds from Camposol Peru's operations together with the funds available from the working capital facility, the credit Suisse loan and the proceeds from the Private Placement will be sufficient not only to sustain all the current operations, but also to support some the future growth initiative as explained in section 6.3. The Company also plans to raise additional debt.

12.3 Borrowings

MUSD 65 Loan Agreement. In November 2007, Camposol Peru entered into a loan agreement with Credit Suisse. The loan amount was USD 65 million. The interest rate is fixed at 7.85% per annum, and is secured by certain real estate assets of Camposol Peru and certain receivables from selected customers. The term of the agreement is five (5) years, with a 13.5% balloon payment, and a natural disruption event provision. Under this provision Camposol is allowed to defer the repayment schedule of the loan in a natural disruption event (for example an El Niño event), once during the lifetime of the loan. The term of the agreement can be extended for 1 more year by the borrower or the lender. Some of the proceeds have been used to refinance several previous loans. The remaining funds will be used for further investments to be carried out by Camposol Peru. As part of the agreement, Camposol Peru may not distribute any dividends before September 30, 2009 and they shall lie between 25% and 33% of the previous year's net income, depending on the ratio Total Debt to EBITDA.

MUSD 64 Loan Agreement. In December 2007, the Company entered into a second loan agreement with Credit Suisse. The loan amount was USD 64 million. The interest rate was fixed at 7.85% per annum, and was secured by a certificate of deposit of the Camposol group. The loan was due and repaid on 31 March 2008 with funds from the group certificate of deposit.

The *MUSD 65 Loan Agreement* includes customary covenants regarding interest charges, loan debt service and leverage ratios, as well as capital expenditure limits.

Restrictive covenants of the loan agreements:

a) create, incur, issue or suffer to exist any debt, except for the following: (i) Debt under the Agreement; (ii) Debt subject to repayment; (iii) additional Debt not exceeding USD 15'000,000, consisting of intercompany loans adequately documented, not secured by Liens on Camposol's assets and as long as no later than 30 days following the incurrence of such debt, a Lien by Camposol is created in favor of the Onshore Collateral Agent; and (iv) Debt incurred exclusively to pay the capital reduction and fees related thereof.

b) make any Capital Expenditures without the prior written consent of the Majority Lenders, when combined to CapEx of all Camposol Parties, it exceeds in such period:

- USD 61,000,000, between October 2007 and December 2008;
- USD 3,250,000, for each fiscal quarter in years 2009 and 2010 to the extent that the Total Debt to EBITDA Ratio is not greater than 1:00:1x; or USD 2,000,000, to the extent that the Total Debt to EBITDA Ratio as of the immediately preceding fiscal quarter is greater than 1:00:1x, provided that CapEx made during the period described (Oct. 2007 – Dec. 2008) are less than USD 61,000,000.
- USD 22,000,000, for fiscal year 2011; and
- USD 3,250,000, for each fiscal quarter thereafter, to the extent that the Total Debt to EBITDA Ratio as of the immediately preceding fiscal quarter is not greater than 1:00:1x; or USD 2,000,000, to the extent that the Total Debt to EBITDA Ratio as of the immediately preceding fiscal quarter is greater than 1:00:1x, provided that CapEx during any year in which a Natural Disruption Deferment is in effect or an Event of Default has occurred do not exceed USD 5,000,000.

c) make or acquire any Investment, other than: in Cash Equivalents; Investments made after the Original Effective Date in Subsidiaries not exceeding USD 500,000; Investments in kind, intercompany loans or Guaranties of unsecured Debt, by Camposol in favor of Marinasol, not exceeding USD 15,000,000; entry of Camposol into any Hedging Agreement; Investments in existence on the Original Effective Date;

Investments in prepaid expenses, deposits, and negotiable instruments; extension by Camposol or its subsidiaries of credit in the form of receivables; Investments by any Obligor in any entity that becomes a wholly owned subsidiary of such Obligor; Investments Permitted pursuant section 8.24; and other investments not in excess of USD 500,000 at any time outstanding.

d) shall create or acquire any new subsidiary unless: (i) such subsidiary guarantees all obligations of the Borrower under the Agreement to the same extent and in form and substance satisfactory to the Majority Lenders; (ii) all capital stock of such subsidiary are pledged to secure such obligations under the Agreement; (iii) local legal counsel have issued favorable opinion as to the execution and enforcement of such guaranty and the relevant collateral documents; (iv) by Investment Permitted under section 8.19 (h); or (v) the aggregate amount of Investments by such Obligor in such new subsidiary combined with Investments by such Obligor made after the Original Effective Date does not exceed USD 500,000.

Financial obligations under the loan agreements:

a) The EBITDA to Interest Expense Ratio at the end of each fiscal quarter shall be at least, for each fiscal quarter in fiscal year 2007, 3.50:1x and thereafter, 4.00:1x.

b) The Total Debt to EBITDA Ratio shall not be greater than, as of the end of each fiscal quarter in year 2007, 3.5:1x; as of the end of the first fiscal quarter in year 2008, 3.25:1x; as of the end of the second fiscal quarter in year 2008, 3.00:1x; as of the end of the third fiscal quarter in year 2008, 2.75:1x; and, thereafter, 2.50:1x.

c) Camposol shall maintain a Quarterly Debt Service Coverage Ratio of at least 2.00:1x at all times.

d) The Total Debt of the Camposol Parties taken as a whole shall not exceed USD 92,500,000.

e) The Tangible Net Worth of Camposol Peru and its consolidated Subsidiaries shall not be less than: (a) (i) USD 48,000,000, as of 31 December 2007, to the extent that the Cash Contribution constitutes shareholders' equity on the books and records of the Borrower as of such date in accordance with Peruvian GAAP or (ii) USD 33,000,00, as of 31 December 2007, to the extent that the Cash Contribution constitutes a liability on the books and records of the Borrower as of such date in accordance with Peruvian GAAP and (b) USD 112,000,000, as of 31 March 2008 and as of the end of each fiscal quarter thereafter.

12.4 Funds to Fulfil Commitments

The Company has the necessary funds for the investments described in section 6.3 – "Investments".

13 TREND INFORMATION

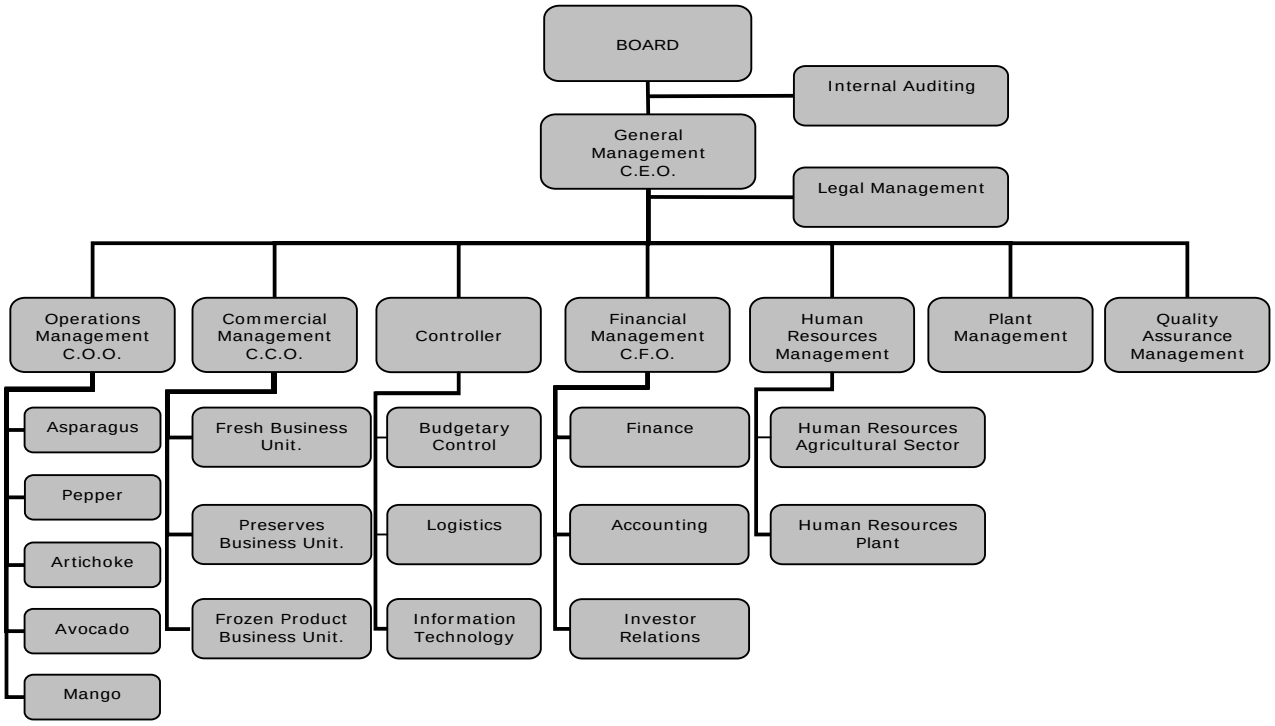
The Camposol Group has not experienced any changes or trends outside the ordinary course of business that are significant to the group between 31 December 2007 and the date of this Prospectus.

14 BOARD OF DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

14.1 Organisational Structure

The figure below shows the organisation of Camposol.

Figure 14-1: Camposol's Organisational Chart



Source: Company Information

The internal auditor is reporting directly to the Board of Directors.

14.2 Board of Directors

The Board of Directors consists of the following members:

Samuel Dyer Ampudia, *55*, *Chairman of the Board*. Mr. Dyer Ampudia graduated as an Administrator from the Universidad Nacional Federico Villarreal (Peru). He also completed a program for High Management and Business given by Universidad de Piura (Peru). He joined the board of Camposol Peru in October 2007. He is the main shareholder of D&C Group S.A.C. Mr. Dyer Ampudia resides in Lima, Peru and has business address Francisco Graña 155, Sta. Catalina, Lima 13, Peru.

Christian Selmer, 62, *Deputy chairman*. Mr. Selmer is the founder and partner of Selmer DA, a law firm in Oslo, Norway. He holds a law degree from the University of Oslo, and was admitted to the Norwegian Bar Association in 1974. Mr. Selmer has extensive experience in the legal arena in Norway. His previous experience includes: Consultant to the Ministry of Administration and Consumer Affairs, Associate Judge at the District Court of Orkdal, Associate lawyer at BAHR law firm in Oslo, Consultant to the Oslo Tax Assessment Office and Partner in Meyer, Jørgensen, Selmer law firm in Oslo. Mr Selmer joined the Board in March 2008. He resides in Oslo, Norway and his business address is Støperigaten 2, Oslo, Norway. Mr. Selmer is an independent director.

Samuel Dyer Coriat, *32, Board Member.* Mr. Dyer holds a degree in Business Administration and a Master in Finance and Administration from the University of Miami, Florida, USA. He has extensive experience within food industry and

started his career with Copeinca SA. Mr. Dyer has held many positions within Copeinca. He became the CEO of Copeinca in 2002. Since then, he has had a clear approach to transform Copeinca into a business organisation based on corporate governance. Mr. Dyer Coriat resides in Lima, Peru and has business address Francisco Graña 155, Sta. Catalina, Lima 13, Peru.

Synne Syrrist, 36, *Board member*. Ms. Syrrist is an independent consultant providing. She is an authorised financial analyst (AFA/CFA) from the Norwegian School of Economics and Business Administration, and holds a Master of Science degree in Industrial Engineering. Previous work experience includes: Financial Analyst at First Securities and Elcon Securities. Ms. Syrrist joined the Board in March 2008. Ms. Syrrist serves as a Board member in several listed companies on OSE. She resides in Oslo, Norway and has business address Rundhaugveien 5A, Oslo, Norway. Ms. Syrrist is an independent director.

Pavlos Aristodemou, 32, *Board member,* is a partner of the Cyprus law firm Aristodemou Loizides Yiolitis & Co. Mr. Aristodemou's work is mainly concentrated on serving international clients including large multinational corporations and financial institutions. Mr. Aristodemou specializes in taxation, banking and financial law. He is often instructed by leading international firms including "magic circle" firms and acts for international banks in connection with syndicated loans, pre export finance agreements, aircraft purchase and leasing agreements. Mr. Aristodemou is also involved in corporate and company law matters involving but not limited to due diligence for Cypriot companies. Mr. Aristodemou holds an LLB degree from Oxford Brookes University and an LLM (International Banking and Financial Law) from Boston University in the US. Mr. Aristodemou is a member of the Cyprus Bar Association, ITPA and he is the national representative of AIJA in Cyprus. He often publishes articles related to taxation and general legal issues related to Cypriot commercial law. He is also a speaker in many international conferences. His business address is Loucaides Building, 2nd Floor. Arch Kyprianou & Ayiou Andreou Street, 3036 Limassol, Cyprus.

Frixos Savvides, 56, *Board member,* a Chartered Accountant, is a Fellow of the Institute of Chartered Accountants of England and Wales. He was the founder of the audit firm PKF Savvides and Partners in Cyprus and held the position of Managing Partner until 1999 when he became Minister of Health of the Republic of Cyprus. He held this office until 2003. Mr. Savvides is currently a senior independent business consultant, and holds several Board positions including his recent appointment as Vice Chairman of Cyprus Airways. Frixos Savvides was appointed to the Board of Directors of Frontline Ltd 31 July, 2005. He is also a member of the Board of Golar and Deep Sea Supply and other companies active in shipping listed on the Oslo, Nasdaq and NYSE stock exchange. His business address is Meliza Court 229 Arch. Makarios III, Ave 3105 Limassol, Cyprus.

The original shareholders in Camposol Peru have been aware of the importance of having a professional and independent Board, however the importance of continuity of some Board members, shareholder representation, and domicile have also been taken into consideration when electing the first Board of the Company. Neither of Mr. Selmer, Mr. Aristodemou, Mr. Savvides or Ms. Syrrist have any ties with any major shareholder or their related parties, any employee of the Camposol Group or any business relation of the Camposol Group. The majority of Board members are independent of the Company, its shareholders and business relations. The Board of Directors more than complies with the recommendations set out in the Norwegian Code of Practice for Corporate Governance with regard to the independence of the Board.

To facilitate for future elections of Board members, the Company's articles of Association sets out that the Company shall have a nomination committee in line with the Norwegian Code of Practice for Corporate Governance. The members of the nomination committee shall be elected at the first Annual General Meeting to be held after the Listing. The Company is also considering whether to adapt a remuneration committee and an audit committee. See also section 0 – "Corporate Governance".

14.3 Management

The senior management of the Camposol Group consists of the following persons:

Figure 14-2:Camposol Group's Senior Management

Name	Responsibility	Age	Tenure in the Food industry (Years)
Juan Jose Gal'Lino	CEO	37	13
Piero Dyer Coriat	CFO	28	4
Edwin Alvarado	Controller	38	7
Edgardo Huallanca	Human Resources Manager	61	5

Mario Deza	Plant Manager	48	20
Gustavo Guerrero	Agricultural Manager	44	15
Maria Lip	Quality Assurance Manager	45	22
Angel Suarez	Internal Auditor	46	1
Guillermo Lohmann	Legal Manager	27	1

Source: Company Information

Juan Jose Gallino, *37, CEO*. Mr. Gallino holds a Masters Degree in Business from ESAN (Peru). He has experience in Agro-industrial exporting companies of important economic groups in Peru, in the area of Finance and Administration. Has great capacity for teamwork and in people management. Has ability to face difficult situations both administrative as well as economic and in the preparation of medium and long term work plans. Has worked in the following companies: Agroindustrias Backus S.A. (1992/1997), Embotelladora Latinoamericano S.A –ELSA (1997/1998) from 1998 he has worked as Manager of Administration and Finance. He resides in Lima, Peru and has business address Augusto Tamayo 180, San Isidro, Lima 27, Peru.

Piero Dyer Coriat, *28, CFO*. Mr. Dyer Coriat holds a Masters Degree in Business Administration and a Bachelor's degree in Mechanical Engineering from the University of Miami (USA). Previous work experience includes: General Manager of the iron mining project Apurimac Ferrum S.A. from 2004 to 2007, and Financial Manager of DC Holding SL in 2007. Mr. Dyer Coriat worked in the structure and financing of the acquisition of Camposol Peru and affiliates in 2007. After that he became CFO of Camposol. He resides in Lima, Peru and has business address Augusto Tamayo 180, San Isidro, Lima 27, Peru.

Edwin Alvarado, 38, Controller. MBA of ESAN with mention in finances and Industrial Engineer from the National University of Trujillo. He has experience in accounting, costs, budget, evaluation of financing alternatives, financial economic analysis, credits and foreign trade. He has worked in the following companies: Southern Peru in imports / exports (1995), Orion Bank in credits (1996-1999) and from 2001 in Camposol S.A. evolved like head of the following areas: Accounting, Systems, Finances, Budget and Control of Management. He resides in Lima, Peru and has business address Augusto Tamayo 180, San Isidro, Lima 27, Peru.

Michael Horney, *Commercial Manager*. Mr. Horney has an extensive carrier in the agroindustrial sector, specializing in the commercialization of agricultural products in developed markets. He has worked for Camposol in the past, from 1999-2006, as Assistant Commercial Manager where he managed a portfolio of about 70 world class clients in over 15 countries. Mr. Horney was also Head of Exports at Procesos Agroindusriales S.A., and he's been CEO of Agroexportadora del Colca S.A.C.; both companies dedicated to the production, processing and commercializing of agricultural products. Mr. Horney's recent positions have been CEO of Gourmet trading Peru S.R.L., an American company based in Los Angeles dedicated to the production, packaging and distribution of fresh asparagus; and CEO of Procesos AQR S.A.C., a company that develops concepts, processes and products for restaurants. Michael Horney holds a BA degree in Business Administration from Universidad del Pacífico and a MBA degree from Escuela de Administración de Negocios para Graduados (ESAN).

Edgardo Huallanca Salinas, *61, Human Resources Manager***.** He is a lawyer by profession having graduated from the Catholic University of Peru. For the past 20 years has worked in the area of Human Resources in several industrial companies with payrolls of over 3,000 workers. He is specialized in mergers and company reorganization and has developed policies of human resource management oriented to contract processes, payroll administration, industrial safety and security, job evaluation and personnel appraisal, development and promotion of personnel, succession lines in key positions, compliance with labor and tax legislation in his area as well as being the company representative in collective bargaining and human resource rationalization. He has worked in the following companies: Fabrica de Calzado Peruano – BATA, Fabrica de Calzado - El Diamante A. Pinasco S.A., Asesoria Laboral y Selección de Personal – Alasel S.A., Servicio de Vigilancia Industrial y Comercial – Servinco, Pan Todos, COS Inc. – Miami, Edwin Díaz Solís – Abogados – Miami, Perla Velaochaga Lawyers, from 2003 onwards. He has held the position of Human Resources Manager of Camposol Peru. He resides in Viru, Peru and has business address Carretera Panamericana Norte Km. 497, Viru, La Libertad, Peru.

Mario Deza Neyra, *48, Plant Production Manager***.** Mr. Deza holds a Bachelor's degree in Industrial Engineer from the University of Piura. He carried out studies in the use of steel in the Petroleum Industry in the same University, Efficient Supervision in the Peruvian Institute for Business Administration (IPAE) Total Safety for Company and Institutional Efficiency – La Libertad Chamber of Commerce, Food Quality Assurance based on HACCP in San Ignacio de Loyola University, Irrigation System Analysis and Control of Critical Points- DIGESA (Government Health and Sanitation

Agency), training in the HACCP Program – NMFS HACCP- Based Certification Training Program. He has worked in the following companies: Jugos del Norte (Backus), IQF of Peru in Ica, Empresa Industrial S.A. Viru, Empresas Agroindustriales Salaverry, Tal S.A. in 1999 he became Plant Production Manager of Camposol Peru. He resides in Viru, Peru and has business address Carretera Panamericana Norte Km. 497, Viru, La Libertad, Peru.

Gustavo Guerrero Parreto, *44, Agricultural Manager***.** An engineer graduated from the National Agrarian University, with specialized postgraduate studies in Soils and Fertilizers. Participated in the following courses: Post harvest management of fruit and vegetables-University of Chile, training in irrigation systems, valves, filters, and automation of systems of the company Netafim- Israel, Mineral Nutrition –Mexico. He leads a team of 16 agronomists, 5 industrial engineers and 2 systems engineers. He has worked in the following companies: Roots Peru S.A. and Tal S.A. He has held his current position in Camposol Peru since 2001. He resides in Viru, Peru and has business address Carretera Panamericana Norte Km. 497, Viru, La Libertad, Peru.

Maria lip, 45, *Quality Assurance Manager.* Graduated from the National Agrarian University as an engineer specialized in Food Industries, she followed Post Graduate Studies in Modern standards in Food Technology in the Federal German Republic, Specialized Practical and Theoretical Professional Enhancement: Fruit and Vegetable Manufacturing Institute-Weihenstephan- Federal Republic of Germany, Marketing and Production Management Courses in the Food Industry and Methods to Increase Creativity – Cartagena, Colombia, GMP in Canned Food- Better Process Control School, San Jose- Costa Rica, Training for Experts in Industrial Plant Administration, Quality Auditing - National Society of Industries, Training Program in the Microbiological Laboratory, Minneapolis – USA, ISO 9000 Internal Auditor Course organized by Lloyd's Register. She has worked in the following companies: Perulac, Gloria S.A. Comestibles Finos Lokky, Comestible Finos Voss, Conservas Ebbrecht, Industrias San Jose S.A. Altec S.A., Agroindustrias Backus S.A. She became CAMPOSOL Quality Assurance Manager in 2005.

Angel Suarez, 46, *Internal Auditor.* Certified Accountant specialized in financial auditing with ample experience in accounting, controllership and auditing in leading transnational companies in massive consumption, financial, tax and business consulting, oriented towards the improvement of company management based on a process focus, risk evaluation and general information systems. Graduated form the Peruvian Catholic University he has worked in the following companies: Price Waterhouse Coopers, Embotelladora Latinoamericana S.A. – Coca Cola, Deloitte and Touche. He resides in Lima, Peru and has business address Augusto Tamayo 180, San Isidro, Lima 27, Peru.

Guillermo Lohmann Gandini, *27, Legal Manager*. Mr. Lohmann holds a law degree from Pontificia Universidad Católica del Perú, Lima, Perú. He worked for six years in Rodrigo, Elías & Medrano, a Law Firm in Lima Peru. Mr. Lohmann was admitted to the Lima Bar Association in 2005, but his experience in commercial law, commercial litigation (judicial and arbitration) and litigation in general started in 2002, when he took part –at first as a trainee– in many of the most important judicial and arbitral proceedings in Perú pertaining commercial conflicts. Mr. Lohmann joined Camposol as Legal Manager in December 2007. He resides in Lima, Peru and has business address Augusto Tamayo 180, San Isidro, Lima 27, Peru.

14.4 Conflicts of Interests, Family Relationship, Directorships etc.

Dyer-Coriat Holding, S.L. holds approximately 30.65% of the Shares and is the Company's largest shareholder. Mr. Samuel Dyer Ampudia (Chairman of the Board), Mr. Samuel Dyer Coriat (Board member) and Piero Dyer Coriat (CFO) are all major shareholders of Dyer-Coriat Holding, S.L.

Other than as mentioned above, there are no potential conflicts of interests between any duties to the Company of any of the Board members or members of the management as set out above and their private interests and/or other duties.

Samuel Dyer Coriat, Board member, and Piero Dyer Coriat, CFO, are Samuel Dyer Ampudia's sons.

No members of management or the Board of Directors has been associated with any bankruptcies, receiverships, or liquidations for the last five years. None of the managers and the directors have been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies, or been disqualified by a court from acting as a member of the administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of any issuer, or convicted of any fraudulent offences, for the last five years.

The following table sets out the directorships and partnerships currently held by members of the Camposol Holding Plc Board members and senior management and held for the previous five years (not including any company in the Camposol Group):

NAME	CURRENT	PREVIOUS FIVE YEARS
Board of Directors		
Christian Selmer	Advokatfirma Selmer DA (partner) Metalock Norge AS (deputy member) Piano Forte AS (deputy member) Bele AS (board member) Black & Decker Norge AS (chairman) Cata AS (board member) Procter & Gamble Norge AS (chairman) Handsel AS (board member) Ingeborg og Per Palle Storms Legat (chairman) Lisi AS (deputy) Copeinca ASA (chairman) Metalock Industrier AS (chairman)	Fjord Seafood ASA (board member) Zeekit AS (board member) Alpina Norge AS Crispi Norge AS Gillette Norge AS Advokatfirma Selmer DA (chairman)
Samuel Dyer Coriat	DC Holding SL (board member)	Apurimac Ferrum S.A.
Samuel Dyer Ampudia	(chairman) D & C Group (chairman) Galvanizadora Peruana S.A. Copeinca ASA (deputy chairman)	Apurimac Ferrum S.A. Consortium Latin American Corp. Fihesa Trading S.A. Association for Sechura Producers Association of Industries for the Peruvian Amazon The Managerial Coalition Against Smuggling and Drugs
Synne Syrrist	Gregoire ASA Nordisk Energiforvaltning ASA Faktor Eiendom ASA (board member) Copeinca ASA (board member) Castelar Corporate Finance ASA (board member) Ocean Heavylift ASA (board member) Wavefiled Inseis ASA (board member) Cecon ASA (board member) Nordisk Industriutvikling AS (board member) DnB NOR ShippingInvest I ASA (Chairman) DnB NOR SkipsHolding I AS DnB NOR Shipping I AS DnB NOR Skipseiende 1 AS (chairman) DnB NOR Skipseiende 2 AS (chairman) DnB NOR Skipseiende 3 AS (chairman) DnB NOR Skipseiende 4 AS (chairman) DnB NOR Skipseiende 5 AS (chairman) DnB NOR Skipseiende 6 AS (chairman) DnB NOR Skipseiende 7 AS (chairman) DnB NOR Skipseiende 8 AS (chairman) DnB NOR Profesjonell Shippinginvestor I AS (chairman	Blom ASA (board member) Eastern Drilling ASA (board member) APL ASA (board member) AGR Group ASA (board member) Scan Subsea ASA
Pavlos Aristodemou		
Frixos Savvides	Frontline Ltd. (board member)	
Management		
Piero Dyer Coriat	Apurimac Ferrum S.A. (board member) Copeinca ASA (board member) D&C Group S.A.C. (board member) DC Holding SL (board member)	

14.5 Remuneration and Benefits

The remuneration to the Board of Directors will be resolved on the next annual general meeting in the Company.

The current remuneration and benefits are entitling the group of management set forth in section 14.3. Excluding the CEO, the amount of aggregate annual compensation is approximately USD 1,000,000 and a total bonus of approximately USD 350,000. Other benefits such as life insurance, private health insurance, fuel coupons and car renting amount to approx. USD 200,000.

The table below sets out the remuneration of the management on an individual basis:

Name	Position	Total remun. USD	Benefits USD	Total cost USD
		Annual	Annual	Annual
DEZA NEYRA MARIO	PLANT MANAGER	132 000	12 931	**144 931**
GAL'LINO JUAN JOSE	CEO	197 640	46 267	**243 907**
GUERRERO PARETTO GUSTAVO	AGRICULTRAL MANAGER	156 000	13 893	**169 893**
HUALLANCA SALINAS EDGARDO	HR MANAGER	138 000	13 118	**151 118**
LIP LICHAM MARIA	QUALITY ASSURANCE MANAGER	105 600	9 985	**115 585**
DYER CORIAT PIERO	CFO	129 996	36 375	**166 371**
LOHMANN GUILLERMO	LEGAL MANAGER	84 700	23 696	**108 396**
		1 179 784	**222 315**	**1 402 099**

Figures as of February 2008

Each of the directors has been granted 50,000 share options in the Company, with an exercise price of NOK 40.

The Board is responsible for deciding the CEO's compensation. The current remuneration scheme entitles the CEO to a basic yearly salary of approx. USD 210 000, with a possible bonus of USD 30 000. Apart from that the company pays mandatory government insurance of 9% of the remuneration and other yearly benefits such as group life insurance, health insurance and company car of approx. USD 70 000.

14.6 Board Practices

14.6.1 Board members' term of office

The following table sets forth the term of office of the Board:

Figure 14-3: Camposol Holding Plc Board's term of office:

Name	Position	Has served since	Term Expires
Samuel Dyer Ampudia	Chairman	2008	2009
Christian Selmer	Director	2008	2009
Samuel Dyer Coriat	Director	2008	2009
Synne Syrrist	Director	2008	2009
Pavlos Aristodemou	Director	2008	2009
Frixos Savvides	Director	2008	2009

14.6.2 Benefits upon termination

No contracts have been entered into with any of the Board members entitling them to any benefits upon termination of their function as member of the Board.

With regard to the managers, in the event of a voluntary retirement, Camposol Peru pays the benefits required by Peruvian law, which are compensation by time of service (CTS), outstanding vacations and outstanding bonus. If the employee's employment is terminated with cause, the company pays the same benefits. If the employee is requested to retire or to leave the job, the company pays the same benefits and in addition gives a severance payment determined by law, consisting of one and a half monthly salary per each year of service (with a maximum amount of 12 monthly salaries). In addition, Camposol Peru gives an outplacement program for managers and division heads. Also there is an internal policy which indicates that the company could approve additional benefits, which would form part of the total severance payments.

14.6.3 Corporate Governance

The Company's corporate governance principles are based on, and comply with, the Norwegian Code of Practice for Corporate Governance (the "Code of Practice") issued by the Norwegian Corporate Governance Board on 4 December 2007. The Company has disclosed its corporate governance principles on its website www.camposol.com.pe

In compliance with the Code of Practice, the Company's Articles of Association allow for the election of a Nomination Committee by the General Meeting. The Company will elect such nomination committee at the first Annual General Meeting following the Listing of the Company's shares on Oslo Børs.

Under the laws of Cyprus, the implementation of the corporate governance code is not compulsory. To this end, the Company considers that the Norwegian Code of Corporate Governance fully covers the need of such principles, and thus, has not specifically implemented the Cyprus code.

See section 14.2 – "Board of Directors" for information on the independence of the Board.

14.6.4 Audit committee

The Company's audit committee consists of Synne Syrrist (Chairman), Frixos Savvides and Samuel Dyer Ampudia.

The Company's Articles of Association section 100a sets out the terms of reference for the Company's nomination committee:

"The Company shall have a Nomination Committee. The committee shall have three members, to be elected by the General Meeting, one of whom shall be a director of the Company. The function of the Nomination Committee shall be limited to proposing to the General Meeting persons to be elected as Board members and the remuneration for the Board members. The first Annual General Meeting held after the Listing shall appoint the first members of the Nomination Committee."

The Company will elect a nomination committee on the next general meeting, which also will act as the Company's remuneration committee.

14.7 Employees

Figure 14-4: Current Employee Breakdown by Division

DIVISION	NUMBER OF EMPLOYEES
Camposol Employees	
Administrational management	1
Quality control management	1
Commercial Management	2
General Management	1
Agricultural Production Management	5
Production Plant Management	1
Human Resource Management	1
Gathering and Fresh of Asparagus	7
Administration	8
Artichoke	6
Warehouse	17
Audit.	3
Quality	39
Commercial	20
Purchase	18
Frozen	8
Preserved Asparagus	5
Agricultural Costs	9
Expeditions	4
Finance	10
Fresh Fruit	5
General Management	4
Legal	3
Docks	2

DIVISION	NUMBER OF EMPLOYEES
Agricultural Operations	67
Pepper	2
Pepper and Artichoke	3
Budget and Information	5
Agricultural production	309
Plant Production	11
Agricultural Forecasts	4
Human Resource	60
Security	13
Systems	14
Accounting	22
Plant Maintenance	11
Plant production	2,862
Field production	5,268

The total number of employees was 291, 430 and 520 for the end of year 2004, 2005 and 2006 respectively. Camposol Peru currently employs 701 part time and full time personnel. The number of workers in plant and field production totalled 8,130 (as of Jan. 31, 2008). The average number of temporary employees was 5,414 for 2005, 6,228 for 2006 and 6,766 for 2007. Recently, the Human Resource department obtained its BASC certification for the third year in a row. In 2005, it received the Award for Best HR Practice – Big Businesses category, organized by the Universidad Pacifico and the Peruvian-British Chamber of Commerce.

14.8 Shareholdings

The following table sets forth the number of Shares owned by the members of the Board and the management as of at the date of this Prospectus. See section 19.4 about options and warrants.

Figure 14-5: Shareholding by Board and management

Name	No. of Shares	% of share capital
Piero Dyer Coriat, Samuel Dyer Ampudia, Samuel Dyer Coriat*	8,571,000	30.65%

*Through Dyer-Coriat Holding S.L. as a shareholder

The Board members and members of management that are not mentioned in the table above, do not hold Camposol Shares.

In 2008, the Company has granted the following options to the management of the Camposol group and the directors of the Company, all having an exercise price of NOK 40.

Name	Number of options
Juan José Gal'Lino (CEO)	110,000
Piero Dyer (CFO)	75,000
Gustavo Guerrero (COO)	75,000
Mario Deza (PLANT MANAGER)	50,000
Edgardo Huallanca (HR MANAGER)	50,000
María Lip (QA MANAGER)	40,000
Guillermo Lohmann (LEGAL MGR)	40,000
Edwin Alvarado (CONTROLLER)	20,000
Total to management	460,000

15 MAJOR SHAREHOLDERS

As at the date of this Prospectus, the 20 largest shareholders of the Company are:

NAME	NUMBER OF SHARES	PERCENTAGE
DYER-CORIAT HOLDING,	8 571 000	28.73%
DEUTSCHE BANK AG LON PRIME BROKERAGE FULL	4 350 018	14.58%
MORGAN STANLEY & CO. CLIENT EQUITY ACCOUN	2 000 000	6.70%
FONDO DE INVERSIóN A Y FORESTAL	1 908 750	6.40%
ARION CUSTODY	1 820 000	6.10%
SOUTH WINDS AS	1 753 000	5.88%
ANDEAN FISCHING L.L.	1 360 000	4.56%
PERU LAND FARMING LL	1 195 950	4.01%
BEAR STEARNS SECURIT A/C CLEARING ACCOUNT	927 500	3.11%
ORKLA ASA	750 000	2.51%
GLITNIR BANKI HF	740 000	2.48%
NORDEA BANK PLC FINL CLIENTS ACC	457 000	1.53%
STOREBRAND LIVSFORSI P980, AKSJEFONDET	445 300	1.49%
BROWN BROTHERS HARRI S/A GENESIS EME OPP	404 000	1.35%
DEUTSCHE BANK AG LON DEUTSCHE BANK AG NY	393 482	1.32%
JPMORGAN CHASE BANK CLIENTS NON TREATY A	201 500	0.68%
GOLDMAN SACHS INT. - SECURITY CLIENT SEGR	190 000	0.64%
VERDIPAPIRFONDET NOR V/NORDEA FONDENE AS	181 300	0.61%
SEB ENSKILDA ASA EGENHANDELSKONTO	173 220	0.58%
DNB NOR SMB VPF	165 000	0.55%
Total	**27,987,020**	**93,80%**

Note: (1) Shares held through various funds

As the table shows, the Company has 6 shareholders each holding more than 5% of the shares and voting rights of the Company. Of these, only Dyer Coriat Holding S.L., which is controlled by the Chairman of the Board of Camposol Holding Plc, Samuel Dyer Ampudia, are in any way connected with the Company's administrative, management or supervisory bodies.

All of the Company's shareholders have the same voting rights.

16 RELATED PARTY TRANSACTIONS

Camposol Holding Plc has not entered into any related party transactions for the last three financial years and up to the date of this Prospectus. The related party transactions described in this section are the relevant transactions entered into by Camposol Peru in the said period.

16.1 Options, subscription rights and discounted share price

In connection with the share issue in Camposol AS in relation to the acquisition of Camposol S.A. the main shareholder, Dyer Coriat Holding SL was granted a discount on the share price compared to the pricing in the private placement towards new investors and, in addition, received subscription rights/warrantsas a "finder's fee". The warrants are further described in section 19.4. The discount on the share price and the warrants represented a finder's fee with a total value of approximately USD 19 millions.

Share options valued at USD 257,000 were granted to the previous deputy chairman of the Board, Wilfredo Caceres, in connection with the acquisition of Camposol S.A for services rendered in the capitalisation process. The deputy chairman represented the main shareholder, Dyer Coriat Holding SL. The share options are further described in section 19.4.

In connection with the acquisition of Camposol S.A. a minority shareholder, Peru Land & Farming LLC ("**PLF**"), received a right to acquire shares in Camposol AS valued at USD 2.2 million. Consequently, PLF obtained a discount on their subscription of shares in Camposol AS in 2008, basically exchanging their 5.25% previous shareholding in Camposol Peru with a 4.28% shareholding in Camposol AS.

In 2008 the Group has granted options to the key employees (460,000 options) and the board of directors (300,000 options). Based on valuations performed for the above options and warrants, the value of the options is estimated to approximately USD 1.5 millions. The share options are further described in section 19.4.

16.2 Agreement with Peru Land & Farming ("PLF")

Camposol Peru has entered into an agreement with PLF, considering a reciprocal right of first refusal to purchase all or some of the avocado crop produced by Camposol Peru which are to be delivered to the US Market, according to the schedule contained therein. PLF holds a 4.28% shareholding in Camposol Holding Plc.

16.3 Acico S.A. and Gola S.A.

The following table presents the main transactions carried out between the Group and its previous shareholders and related companies during the year 2005 and 2006:

	2007	2006	2005
Shareholders			
Siboure Holdings Inc.			
Loans received			2,130
Gola S.A.			
Loans received		8,715	550
Related companies			
Mission Asparagus LLC	3,447		
Sales of finished products			
Empacadora de Frutos Tropicales			
Sales of finished products	6		
Purchase of services	469		
SP of Delaware			
Aircraft lease and Maintenance	177		
Acico S.A.			
Sales of finished products		23,790	25,122

Purchase of merchandise	46	1,474
Purchase of machinery		546
Purchase of services	57	

Gola S.A. was one of the previous shareholders of Camposol Peru prior to October 2007. Acico S.A. is a distributor and producer of preserved products in Spain, which is related to Gola S.A. Siboure Holding Inc is the intermediate holding company of Camposol Peru.

As a consequence of the abovementioned transactions and other minor operations, the Group had the following accounts receivable from and payable to related parties as of 31 December 2006 and 2005:

	2007	2006	2005
Accounts receivable			
Acico S.A.		13,187	17,619
Mission Asparragus LLC**	1,360	212	
Empacadora de Frutos Tropicales S.A.C.***	1	6	
Total	1,361	13,405	
Trade accounts payable			
Mission Asparragus LLC**	146		
Empacadora de Frutos Tropicales S.A.C.***	36		
Acico S.A. (*)		2,250	2,250
Total	182	2,250	2,250
Accounts payable to shareholders			
Siboure Holdings Inc.			622
Gola S.A.			466
D.C. Holding S.L.	415		
Total	145		1088
Loans from shareholder's			
Gola S.A. (c)		8,715	
Prepaid expenses			
SP Delaware Inc.	350		

16.4 SP of Delaware

SP of Delaware is a US company owning an airplane, which is leased to Camposol Peru. SP of Delaware´s shareholders are related to DC Holding SL, the largest shareholder of Camposol. The yearly lease is about USD 410,000. Camposol Peru and SP of Delaware have agreed to terminate the lease contract prior to 31 March 2008.

16.5 Industria Constructora de Viviendas S.A.

Camposol Peru rented a truck from Industria Constructora de Viviendas S.A. for USD 8,800.00. Industria Constructora de Viviendas's shareholders are related to DC Holding SL, the largest shareholder of Camposol.

17 FINANCIAL INFORMATION

17.1 Financial statements

The historical consolidated financial statements included in this Prospectus are those of Camposol AS, which was the parent company of the Camposol Group since October 2007 and as at 31 December 2007. These historical financial statements will, however, under IFRS also constitute the historical consolidated financial statements of the new holding company of the Camposol Group, being Camposol Holding Plc.

In addition, historical consolidated IFRS financial statements of Camposol SA and subsidiaries (Camposol Peru) are included in this Prospectus for the years ended 31 December 2007, 2006 and 2005 reflecting the business operations of the three year period.

Also included in this prospectus is the financial statement for Camposol Holding Plc for the year ended 31 December 2007 on a stand alone basis. This financial statement is attached to this prospectus as **appendix 1.**

Income Statements

CAMPOSOL AS AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT
For the period 25 September to 31 December 2007

	Notes	USD '000
Revenue	5	36,192
Cost of sales	6	(25,952)
Gross profit		10,240
Revenue adjustment from change in fair value of biological assets	16	16,945
Cost of crops during the period	16	(5,001)
Change in fair value of biological assets		11,944
Profit after adjustment from biological assets		22,184
Administrative expenses	7	(3,484)
Selling expenses	8	(4,472)
Other income	10	528
Other expenses	10	(196)
		(7,624)
Operating profit		14,560
Share of loss of associated companies	15	(741)
Finance income		779
Finance costs	11	(798)
Change in fair value of derivative financial instrument	23	(937)
Currency translation differences		(85)
Profit before income tax		12,778
Income tax expense	12	(1,715)
Profit for the year		11,063
Attributable to:		
Equity shareholders of the Group		11,063
Minority interests		-
		11,063
Basic earnings per ordinary share (expressed in US dollars per share)	13	0.452
Diluted earnings per ordinary share (expressed in US dollars per share)	13	0.382

Balance Sheets

CAMPOSOL AS AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
AS OF 31 DECEMBER 2007

	Notes	USD '000
Assets		
Non-current assets		
Property, plant and equipment, net	14	94,057
Investments in associated companies	15	353
Intangibles	3	27,042
Non-current portion of biological assets	16	77,555
		199,007
Current assets		
Other assets		109
Prepaid expenses		1,676
Embedded derivative	24	379
Current portion of biological assets	16	9,133
Inventories	17	38,287
Other accounts receivable	18	17,984
Trade accounts receivable	19	43,369
Cash and cash equivalents	20	89,728
		200,665
Total assets		399,672
Equity and liabilities		
Capital and reserves attributable to shareholders of the Company	21	
Capital stock		24,788
Share premium		171,476
Retained earnings		11,063
		207,327
Minority interests		88
Total equity		207,415
Non-current liabilities		
Long- term debt	24	65,523
Deferred income tax	22	12,262
Other payables		6,912
		84,697
Current liabilities		
Accounts payable to related companies	27	597
Current portion of long-term debt	24	68,613
Trade payables	25	17,513
Other payables		17,848
Income tax payable		1,511
Bank loans	26	1,478
		107,560
Total liabilities		192,257
Total equity and liabilities		399,672

Cash Flow Statements

CAMPOSOL AS AND SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD
25 SEPTEMBER TO 31 DECEMBER 2007

	Notes	USD '000
Cash flows from operating activities	28	
Collections		16,044
Payment to suppliers and employees		(33,226)
Interest paid		(1,346)
Other collections		1,012
Income tax paid		(10,301)
Net cash used in operating activities		(27,817)
Cash flows from investing activities		
Purchases of property, plant and equipment		(14,484)
Acquisition of subsidiaries		(149,520)
Cash from Company acquired		2,579
Proceeds from sale of property, plant and equipment		727
Net cash used in investing activities		(160,698)
Cash flows from financial activities		
Repayment of borrowings		(30,370)
Incorporation contribution		24
Capital contribution, net of transaction cost		176,999
Proceeds from long-term debt, net		131,590
Net cash provided by financial activities		278,243
Net increase in cash and cash equivalents during the period		89,728
Cash and cash equivalents at beginning of period		-
Cash and cash equivalents at end of year	20	89,728

Changes in Equity

CAMPOSOL AS AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 25 SEPTEMBER TO 31 DECEMBER 2007

	Note	Number of shares	Capital stock US$000	Share Premium US$000	Retained earnings US$000	Capital and reserves attributable to shareholders of Company US$000	Minority interests US$000	Total equity US$000
Incorporation 25 September	21	20	18	6	-	24	88	112
Private placement		26,751	24,770	159,062	-	183,832	-	183, 832
Discount on share premium		-	-	12,851	-	12,851	-	12,851
- fees and expenses		-	-	(6,833)	-	(6,833)	-	(6,833)
Warrants and options		-	-	6,390	-	6,390	-	6,390
Net income		-	-	-	11,063	11,063	-	11,063
Balance sheet as at 31 December		26,771	24,788	171,476	11,063	207,327	88	207,415

17.2 Summary of significant accounting policies

a) Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by EU.

The basis of preparation and accounting policies used in preparing the consolidated financial statements for the year ended 31 December 2007 are set out below. These accounting policies have been consistently applied.

The consolidated financial statements have been prepared on historical cost basis, except biological assets and derivative financial instruments which have been measured at fair value. The financial statements are presented in United States dollars and all monetary amounts are rounded to the nearest thousand (US$000) except when otherwise indicated.

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

Certain new standards, amendments and interpretations to existing standards have been published and are mandatory for the Group accounting periods beginning on or after 1 January 2008 or later periods but which the Group have not early adopted. Those applicable to the Group are as follows:

(i) IFRS 8, *'Operating Segments'* applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures to the financial statements of the Group.

(ii) IFRS 2 amendment Amendments to IFRS 2 'Share Based Payment' – Vesting Conditions and Cancellations (effective for annual periods beginning on or after 1 January 2009)

The amendment clarifies two issues: The definition of 'vesting condition', introducing the term 'non-vesting condition' for conditions other than service conditions and performance conditions. It also clarifies that the same accounting treatment applies to awards that are effectively cancelled by either the entity or the counterparty. The Group expects that this Interpretation will have no impact on its financial statements.

(iii) IFRS 3 Amendment, 'Business Combinations', applicable for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. The application of this standard will be applied prospectively and will affect future acquisitions and transactions with minority interests.

(iv) IAS 1 Amendment, 'Presentation of Financial Statements', applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures to the financial statements of the Group.

(v) IAS 1 & IAS 32 Amendment, 'Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation', applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures and presentation of the financial statements of the Group.

(vi) IAS 23 Amendment, 'Borrowing Costs', applicable for annual periods beginning on or after 1 January 2009. The application of this standard will result in the capitalization of borrowing costs. No changes will be made for borrowing costs incurred to this date that have been expensed.

(vii) IAS 27 Amendment, 'Consolidated and Separate Financial Statements', for annual periods beginning on or after 1 July 2009. The application of this standard will be applied prospectively and will affect future acquisitions and transactions with minority interests.

(viii) IFRIC 11, IFRS 2 'Group and Treasury Shares Transactions', applicable for annual periods beginning on or after 1 March 2007. The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

(ix) IFRIC 14, IAS 19, 'The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction', applicable for annual periods beginning on or after 1 January 2008. The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

(x) IFRIC 12, 'Service Concession Arrangements', which is effective for periods beginning on or after 1 January 2008 is not relevant for the Group.

(xi) IFRIC 13, 'Customer Loyalty Programs, which is effective for periods beginning on or after 1 July 2008 are not relevant for the Group.

b) Judgments in applying accounting policies and key sources of estimation uncertainty -

Many of the amounts included in the financial statements involve the use of judgment and estimation. These judgments and estimates are based on managements' best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgments and estimation is contained in the accounting policies and other the Notes to the financial statements. The key areas are summarised below.

Significant areas of estimation uncertainty and critical judgments made by management in preparing the consolidated financial statements include:

- Determination of functional currency - Note 2 (d);
- Determination of useful lives of assets for depreciation purposes - Note 2 (e);
- Recognition and determination of useful lives of intangibles assets - Note 2 (f);
- Review of asset carrying values and impairment charges - Note 2 (g);
- Determining the fair value of biological assets - Note 2 (j);
- Contingencies - Note 2 (r);
- Certain Income tax matters - Notes 12 and 22

c) Basis of consolidation

The consolidated financial statements set comprise the financial statements of the Company and its subsidiaries as at 31 December each year.

(i) Subsidiaries and business combinations

Subsidiaries are those enterprises controlled by the Group regardless of the amount of shares owned by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement. Companies acquired during 2007 have been accounted in the consolidated financial statements according to IFRS 3 - Business Combinations.

The financial statements of subsidiaries are prepared for the same reporting periods as the Group using consistent accounting policies. All inter-companies balances and transactions, including unrealized profits arising, have been eliminated on consolidation. Unrealized losses are eliminated in full in the same way as unrealized gains.

(ii) Equity transactions in business combinations

In business combinations and preceding capitalization (private placement), an identified shareholder has been granted warrants for no consideration and has paid a discounted price (compared to the other investors in the private placement) for shares in Camposol AS. The warrants and the discounted price represent a type of finder's fee for identifying the acquisition of Camposol Peru.

The discounted share price and warrants fall under the scope of IFRS 2 for equity-settled share-based payments. IFRS 2 has a rebuttable presumption that the fair value of services rendered (finder's fee) can be reliably estimated. Since the other shareholders to the private placement elected to participate in the offering, their "acceptance" of the terms for identified shareholder seems to be a clear indication that the services rendered by this shareholder were identifiable and had perceived value. IFRS 2.13 provides that the fair value can be measured indirectly by reference to

the fair value of the equity instruments granted (i.e., shares and warrants). This would mean that the fair value of the services would be 1) the difference between the price per share paid by the other shareholders and the cash per share paid in by the identified shareholder for the total shares acquired; plus 2) the fair value of the warrants. The fair value of the warrants should be determined consistently with IFRS 2.17.

The fair value of the services rendered will be recorded by increasing equity with the offset to an asset. The finder's fee is a part of the total cost of the business combination.

In addition a previous minority shareholder in the acquired company has, in combination with a preceding capital reduction, been granted warrants and a right to subscribe shares on a contribution in kind equal to the capital reduction The substance (rather that the form) of the equity transaction is that this previous shareholder swapped it's interest in Camposol Peru for a interest in Camposol AS.

IFRS 2.5 provides that IFRS 2 will not apply to equity transactions where the goods received are part of the net assets acquired in a business combination. For similar reasons, the transaction is outside the scope of IAS 32. The accounting for the consideration will fall under the scope of IFRS 3. IFRS 3.24 and .25 provide that the cost of a business combination is based on the fair value of assets given up, liabilities assumed and equity instruments issued at the date of the exchange. At the end of 2007, Camposol AS has a liability to issue shares to the identified previous minority shareholder.

Based on IFRS 3, the shares to be issued to the minority shareholder are recorded based upon their fair value (not the cash paid in).

(iii) Minority Interests

Minority shareholders' interest represents the interests in Preco Precio Economico S.A.C and Sociedad Agricola Las Dunas S.R.L. not held by the Group. In the event of a purchase of minority shareholders' interest when the Group holds the majority of shares of a subsidiary, any excess of the consideration given over the Group's share of net assets is recorded in retained earnings in equity.

d) Currency translation

(i) Functional and presentation currency

The functional currency for Camposol AS and its subsidiaries is determined by the currency of the primary economic environment in which it operates. The Group's financial information is presented in US dollars, which is the functional currency of its main subsidiaries.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

(iii) Group companies

The income statement and balance sheet of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
ii) income and expenses for each income statement are translated at average exchange rates; and
iii) all resulting exchanges differences are recognized as a separate component of equity. As of 31 December 2007 the net amount approximated zero.

e) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses. Cost comprises its purchase price and any cost directly attributable to bringing it into working condition for its intended use.

The cost less the residual value of each item of property, plant and equipment is depreciated over its useful life. Each item's estimated useful life has been assessed with regard to its own physical life limitations. Estimates of remaining useful lives are made on a regular basis for buildings, plant and equipment, with annual reassessments for major items. Depreciation is calculated on a straight-line basis over the estimated useful life of the individual asset. Depreciation commences when assets are available for use. Land is not depreciated.

An asset carrying amount is written-down immediately to its recoverable amount if the asset carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amounts and are recognized within other income or expenses, as appropriate in the income statement.

(i) Useful life

The expected useful life under the straight-line method is as follows:

	Years
Buildings and other construction	33
Plant and equipment	Between 5 and 10
Furniture and fixtures	10
Other equipment	Between 3 and 10
Vehicles	5

The useful life and the depreciation method are periodically reviewed to ensure that both, the method and the depreciation period are consistent with the foreseen pattern of economic benefit from the items under the property, plant and equipment caption.

(ii) Interest borrowing costs

Interest borrowing costs are not capitalized. They are expensed as incurred.

(iii) Construction in progress

Represent property under construction and are recorded at cost. Constructions in progress are not depreciated until the relevant assets are completed and installed in an operating condition.

(iv) Subsequent expenditure

Expenditure incurred to replace a component of an item of property, plant and equipment is capitalized separately with the carrying amount of the component being written-off.

Other subsequent expenditures are capitalized if future economic benefits will arise from the expenditure. All other expenditures including repairs and maintenance expenditures are recognized in the income statement as incurred.

f) Intangible assets

(i) Goodwill

Goodwill is inititially measured at cost being the excess of the cost of the business combination over the group's share of the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities at the date of acquisition.

Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. After initial recognition, goodwill is recognised at cost less any accumulated impairment losses. Separately recognized goodwill is tested annually for impairment. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(ii) Customer Relationship

The relationships with customers established over time become a valuable intangible for the Group. The loyalty of the customers has had a positive impact on sales and profits during the last 10 years of operation of Camposol S.A., allowing it to have foreseeable growth. Currently, Camposol S.A. has a base of 59 customers, 16 of which explain 72% of sales (according to 2007 commercial statistics).

Predictable commercial relationships generate a set of economic benefits for the Group. Among those benefits are: i) boost in sales, ii) minimize the risks of sharp fluctuations in sales.

Camposol S.A. has not reported any subscribed contracts with its customers that would allow to establish a strong and clear relationship in terms of effective duration and other commercial specifications. Nonetheless, management estimates that relationships with the main customers will continue over time.

Due to the important economic benefits that customer relationships imply, the most suitable valuation methodology is the income approach. The cost approach does not capture all the monetary benefits while the market approach is not applicable because there is not a dynamic market for transactions of customer lists or contracts in the industry, therefore these methods were discarded to value customer relationships. Within the income approach, the "multi-period excess earnings" method is definitely the most widely accepted among valuation experts when valuing customer relationships.

This method consists of estimating the present value of the excess of earnings attributable to customer relationships during its economic life. The excess of earnings is defined as the difference between:

- After-tax operating cash flow generated by the existing customers at the acquisition date; and,
- Cost contribution required by the remaining assets (tangible and intangible) for maintaining the relationships with customer.

The application of the "multi-period excess earnings" requires the following estimations:

1. Future sales attributable to the existing customer list at the acquisition date, excluding any sales from other customers without an established and clear relationship. The sales forecast for each customer, or customer category, must take into consideration organic sales growth as well as the deterioration rate for this customer list.
2. Calculation of operating margins (EBIT), taking into account only costs related to the existing customer base at the acquisition date.

Customer relationships are initially recognized at cost (fair value at the date of acquisition in a business combination) and subsequently at cost less amortization over their estimated useful lives of between 2 to 20 years.

(iii) Computer Software

Acquired computer software licenses are initially measured at cost which comprises of the costs incurred to acquire the computer software licenses and directly attributable costs of preparing the asset for its intended. Subsequent to initial recognition, computer software licenses are carried at cost less any accumulated amortization and any accumulated impairment loss.

Computer software licences are amortized over their estimated useful lives (four years).

Costs associated with maintaining computer software programmers are recognized as an expense as incurred. Costs that are directly associated with the development of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognized as intangible assets.

g) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. At each reporting date the Group assess if there are indicators of impairment; an exercise is undertaken to determine whether the carrying values are in excess of their recoverable amount. Such review is undertaken on an asset by asset basis, except where such assets do not generate cash flows independent of other assets, and then the review is undertaken at the cash generating unit level.

If the carrying amount of an asset or its cash generating unit exceeds the recoverable amount, a provision is recorded to reflect the asset at the lower amount. Impairment losses are recognized in the income statement.

(i) Calculation of recoverable amount

The recoverable amount of assets is the greater of their value in use or fair value less costs to sell. Fair value is based on an estimate of the amount that the Group may obtain in a sale transaction on an arm-length basis. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The Group's cash generating units are the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

(ii) Reversal of impairment

An impairment loss not related to goodwill is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

h) Leases

The determination whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

(i) Finance leases

Finance leases that transfer to the Group substantially all risks and benefits incidental to ownership of the leased items are capitalized at the inception of the lease at the fair value of the leased goods , or if lower, at the present value of the minimum lease payments. Finance lease payments are apportioned between financial charges and reduction in the lease liability so that a constant interest rate can be obtained for the outstanding liability balance. Finance costs are recorded directly in the income statement of the year. Capitalized leased assets are depreciated over the shorter of their estimated useful life and the lease term, if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

(ii) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight line basis over the period of the lease.

i) Investments in associated companies

An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor joint venture. The investments in shares of the associated companies are recorded using the equity method. Under the equity method, the investment in the associate is carried at cost plus the post acquisition changes in the Group's share of net assets of the associate. Consequently, the Group's participation in the associate's profits or losses is recognized in the results of the period in which they occur. When the Group's portion in the losses of an associate is equal or exceeds the book value of the investment, the Group no longer includes its corresponding part in the losses and the investment is presented with nil value. In case the associated companies are not able to meet payments for financial obligations guaranteed by the Group, additional losses would be recorded.

j) Biological assets

The plantations of asparagus, avocados, mangoes, artichokes and piquillo pepper and the shrimp farming are stated at their fair value according to IAS 41 - Biological Assets. Fair value is determined using the present value method. All changes in fair value are recognized in income in the period in which they arise. Land and related facilities are accounted for under property, plant and equipment.

Assumptions are used to estimate the plantation volumes, cost per ton, and depletion. Changes in the assumptions or estimates used in these calculations may affect the Group's results. The inputs growth models involve estimations, which are regularly updated. The discount rate used to estimate the present values is estimated based on the pre-tax weighted average cost of capital method.

Cost of delivery includes all costs associated with getting the harvested agricultural and shrimp produce to the market, being harvesting, loading, transport and allocated fixed overheads.

k) Inventories

The cost of inventories includes the cost related to industrial activity and other costs such as packing and transportation.

Inventories are valued at the lower of average cost or net realization value. The net realization value is the sale price during the normal course of business, less costs to place inventories in selling condition and commercialization and distribution expenses. The cost is determined based on a weighted average, except in the case of in-transit inventories, which are recorded at their specific acquisition cost.

The cost of inventories may not be recovered if those inventories are damaged, on become wholly or partially obsolete, their selling prices have declined or the estimated costs to be incurred to make the sale have increased. In such circumstances, inventories are written down to their net realizable value, charging to the income statement on item by item basis.

l) Accounts receivable

Current trade receivables are recognized initially at fair value and subsequently remeasured at amortized cost using the effective interest method, less the provision for impairment. A provision for impairment of trade receivables is estimated when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the invoice. The amount of the provision is the difference between the carrying amount and the present value of the recoverable amount and this difference is recognized in the income statement. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.

m) Share capital

Ordinary shares are classified as equity. Excess to par value of shares received upon issuance of shares is classified as share premium.

n) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a financial expense.

o) Worker's profit sharing and other employee benefits

In accordance to Peruvian Legislation the Group shall provide for worker's profit sharing equivalent to 10 % of taxable income of each year. This amount is charged to the income statement and is considered deductible for income tax purposes. The Group has no pension or retirement benefit schemes.

Deferred workers' profit sharing liability is presented in Other payables in the balance sheet. The workers´ profit sharing liability is computed using the balance sheet liability method and reflects the effects of temporary differences between asset and liability balances for accounting purposes and those determined for tax purpose. The liability is measured using the workers´ profit sharing rates expected to be applied to the taxable income in the years in which these differences are recovered or eliminated. Effects corresponding to changes in workers` profit sharing rates are recognized in the results of the year in which the change is known.

p) Income tax

The income tax rate in Norway (Camposol AS) is 28%. Income tax rates for subsidiaries in Cyprus and most subsidiaries in Peru are 10% and 15%, respectively. Income tax is calculated using tax rates and tax laws that are enacted or substantively enacted at the balance sheet date.

Income tax expenses are computed based on the profit of the year and taking into account the effect of deferred taxes, which is computed using the balance sheet liability method. Deferred taxes reflect the effects of temporary differences between asset and liability balances for accounting purposes and those determined for tax purposes. Deferred assets and liabilities are measured using the income tax rates expected to be applied to the taxable income in the years in which these differences are recovered or eliminated. Measurements of deferred assets and liabilities

reflect the tax consequences derived from the manner in which it is expected to recover or settle the value of the assets and liabilities as of the date of the balance sheet.

Deferred assets are recognized when it is probable that there will be sufficient future tax benefits against which the deferred asset may be applied; the Group evaluates unrecognized deferred assets and the balance of recognized assets as of the date of the balance sheet. A previously unrecognized deferred asset is recognized if it is probable that sufficient future taxable income will permit its recoverability. Likewise, a deferred asset is reduced if it is not probable that sufficient taxable income will permit using part or the total of the recognized deferred asset.

Effects corresponding to changes in income tax rates are recognized in the results of the year in which the change is known.

q) Trade payables

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

r) Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowing using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

s) Contingencies

Contingent liabilities, other than those recognized in business combination, are not recognized in the financial statements. They are disclosed in the notes to the financial statements unless the possibility of an economic outflow is remote. A contingent asset is not recognized in the financial statements, but is disclosed when the degree of contingency is probable.

t) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases their estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Sales of goods

Sales of goods are recognized when all risks inherent to the product delivered have been transferred, which occur when the products are delivered to the customer. Delivery is considered executed when title has passed to the customer. Sales of goods comprise:

Exports of fresh products

They are mainly fresh products of asparagus, avocado and mango. These exports are invoiced on a preliminary liquidation basis (provisionally priced) which amount is determined on current market prices at the date of export invoice issuance.

Subsequently, an adjustment to the provisional prices, are determined based on current market prices at the date that was agreed with the customer, in a period ranging from 7 to 30 days after the export delivery. In consequence, the respective credit/debits notes will be generated as to this adjustment.

Accordingly, the arrangements under these conditions entail an embedded derivative. The price exposure arose per such adjustment is considered an embedded derivative and hence separated from the sales contract at each

reporting date; then, such provisionally priced fresh product is revalued based on the forward selling price for the respective quotational period agreed with the customer until this quotational period ends. The selling price of those fresh products can be measured reliably as these products are actively traded on international markets. The revaluing of provisionally priced contracts is recorded as an adjustment to revenue and debited or credited to accounts receivable.

On *exports of canned products* revenue is recognized when export delivery conditions are met.
On *export of frozen products* revenue is recognized when export delivery conditions are met.
On *domestic sales* revenue is recognized on a delivery basis.

(ii) Change in fair value of biological assets
In addition, the Group recognizes in its results the effect of adjustments originated by income for biological assets, which correspond to changes in fair value of agricultural crops and shrimps made as of the date of the balance sheet.

(iii) Interest income
Revenue is recognized as interest accrues using the effective interest rate.

(iv) Income (or loss) from associates
It is recognized in income using the equity method.

(v) Docking services rendered
Revenues from these services provided to third-parties are recognized when they are rendered.

(vi) Drawback of custom duties
In Peru, Camposol S.A is a beneficiary of a simplified procedure for drawback of customs duties, being the drawback rate 5 % of the FOB export value (Note 6). This benefit is recognized net of cost of sales monthly based on the export realized.

u) Costs and expenses
The cost of sales that corresponds to the cost of production of the products commercialized by the Group are recorded when the goods are delivered, simultaneously with the recognition of the revenues from the corresponding sale.

Other costs and expenses are recognized as accrued and recorded in the periods to which they are related.

v) Financial instruments
The Group's financial instruments comprise accounts receivables, trade payables, borrowing and derivatives financial instruments.

(i) Recognition
The Group recognizes financial assets and liabilities on its balance sheet when, and only when, it becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet only when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

(ii) Measurement
Financial assets and liabilities are initially recognized at cost, which is the fair value of consideration given or received, respectively, including, or net of, any transaction costs incurred.

Changes in the fair value of financial assets at fair value through profit and loss are recognized directly in the income statement.

Loans and receivables are loans and receivables created by the Group providing money or goods to a debtor. Loans and receivables are initially recognized in accordance with the policy stated above and subsequently remeasured at amortized cost using the effective interest method. Financial liabilities are initially recognized in accordance with the policy stated above and subsequently remeasured at amortized cost using the effective interest method.

(iii) De-recognition

Financial instruments are de-recognized when the Group transfers all risks and rewards of ownership.

(iv) Derivatives

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value at each balance sheet date. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Currently the Group has not designated any derivative as a hedging instrument. Therefore, changes in the fair value of derivative instruments are recognized immediately in the income statement with the offset to the derivative recorded in other payables or receivable in the balance sheet.

Embedded derivatives incorporated in host contracts of financial instruments are accounted for at its fair value separately from the host contract if such embedded derivative is not closely related to the host contract.

w) Dividend distribution

Dividend distribution to the Group's shareholders is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved by the Group's shareholders.

x) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the balance sheet and the cash flow statement, cash and cash equivalents comprise cash in hand and short term deposits held with banks with an original maturity of three months or less and which are subject to insignificant risk of changes in value.

y) Segment reporting

A business segment is a distinguishable component of the Group engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is a distinguishable component of the Group engaged in providing products or service within a particular economic environment that are subject to risk and returns that are different from those segments operating in other economic environment.

Management considers that the Group operates in one business segment, which is the production and sale of farmed products as fresh, canned and frozen, and operates in different geographical segments on which its products are distributed.

z) Share-based compensation

A related party (previously deputy chairman of the board) received options for coordination of the work related to the capitalisation of the company. The options are fully vested and there are no further conditions that he must comply with to qualify to exercise the options. The options are considered to fall under the scope of IFRS 2 for equity-settled share-based payments. The options have been valued consistently with IFRS 2.17. Since they are fully vested, the fair value of the option has been recorded as an increase to expense and an increase to equity.

In addition, the group operates a number of equity-settled, share-based compensation plans. The cost of the equity-settled transactions are measured by reference to their fair value at the date on which they are granted. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

17.3 Dividend Policy

Camposol shall aim at making the Shares an attractive investment object. The Company shall provide its shareholders with a competitive return on investment over time, in terms of dividend and development in the share price. Camposol's target is that the underlying values shall be reflected in the share price. However, pursuant to the loan agreements with Credit Suisse described under section 12.3, the Company may not distribute any dividends until 30 September 2009.

Camposol has not, since its incorporation, paid any dividends.

17.4 Legal and Arbitration Proceedings

No company in the Camposol Group is or has during the previous 12 months been, engaged in any governmental, legal or arbitration proceedings, including pending or threatened proceedings, which have or may have significant effects on the Camposol Group's financial position or profitability.

18 PRO FORMA INFORMATION

The Unaudited Pro Forma Condensed Financial Information consists of the unaudited pro forma condensed statements of income and balance sheet for the year ended 31 December 2007 together with a description of the notes. The Unaudited Pro Forma Information has been prepared for inclusion in this Prospectus to give effect to the acquisition of Camposol Peru.

18.1 Description of the acquisition

Camposol AS was established on 25 September 2007. The Company was capitalized through a Private Placement on 8 October 2007. On 17 October 2007 Camposol AS acquired 100% of the shares in Siboure Holding Inc (BVI) which at that time controlled all the shares in Camposol SA (Peru). The ownership in Siboure Holding Inc. has later been structured through two intermediate holding companies, Grainlens plc and Blacklocust plc, both incorporated in Cyprus. As of 31 December 2007, Camposol AS owned the two intermediate holding companies. Camposol AS has also acquired a small consulting and investment company in Peru, Campoinca SA.

Camposol AS is domiciled in Norway. However, it has been decided to establish the ultimate parent company in Cyprus. A new holding company, Camposol Holding plc, has been established in Cyprus. In 2008, Camposol Holding P Plc made a voluntary offer to all existing shareholders in Camposol AS to acquire all of the shares in Camposol AS in exchange for shares in Camposol Holding plc. Camposol AS will subsequently be dissolved.

Camposol S.A. operates in Peru and is a producer and seller of asparagus and other non-traditional agricultural products. The acquired business contributed substantially all of Camposol AS group's revenue and net profit for 2007. The consolidated financial statements of the Camposol AS group present the revenues and net profit from the date of acquisition being the period from 17 October 2007 to 31 December 2007.

Camposol Holding Plc's acquisition of shares in Camposol AS will be treated as a reverse acquisition for accounting purposes. Accounting for the acquisition will be at carry over basis (like a pooling of interests method) and 2007 financial statements will be restated as if the companies had always been combined. As a result, the 2007 historical consolidated financial statements of Camposol Holding plc and subsidiaries (the "Camposol Group" or "Group") will be substantially the same as the audited consolidated financial statements of the Camposol AS. Camposol Holding Plc has a minimal amount of cash and cash equivalents as its only asset at 31 December 2007.

18.2 Purpose of the unaudited pro forma financial information

The unaudited pro forma financial information for the Camposol Group consists of the unaudited pro forma income statement for the year ended 31 December 2007. The consolidated balance sheet of Camposol AS and subsidiaries presented as of 31 December 2007 is substantially consistent with what the historical consolidated balance sheet of Camposol Holding plc would have been and consequently no separate pro forma balance sheet has been prepared. Had a pro forma balance sheet been presented, the only pro forma adjustment would have been to reflect an increase in the Group equity by approximately USD 9,100 with a corresponding reduction in liabilities incurred in the business combination to issue shares to Peru Land & Farming LLC.

The unaudited pro forma financial information presented below shows the pro forma income statement for the Camposol Holding plc group as if it had acquired the shares of Camposol AS in 2007 and the acquisition of Camposol SA (the Peruvian operations) had been part of the group for the whole financial year ended 31 December 2007.

The unaudited pro forma income statement has been prepared for illustrative purposes only and is based on certain assumptions to show what the significant effects might have been had the transactions described below, occurred at 1 January 2007.

The unaudited pro forma financial information is based on certain assumptions that would not necessarily have been applicable to the Peruvian operations if Camposol SA had been part of the group in the period presented in the pro forma financial information. No adjustments have been made as regards possible changes in operating strategies, etc.

18.3 Basis for preparation

The unaudited pro forma consolidated financial information for Camposol Holding Plc for 2007 is prepared based on the historical financial statements of Camposol Holding plc and the consolidated financial statements of Camposol SA group.

The unaudited pro forma financial information should be read in conjunction with the historical consolidated financial statements of Camposol AS and Camposol SA for the year ended 31 December 2007. The consolidated financials statements of Camposol AS include the results of Camposol SA's operations since the acquisition date as well as the impact of the preliminary purchase price allocation since the acquisition price exceeded the Camposol SA' book values of net assets. The Camposol SA group financial statements present the historical balance sheet and the profit for the operations for the whole year of 2007 but do not include the impact of the purchase price allocation.

Due to its nature, there is uncertainty related to the pro forma financial information since certain simplifications and uncertain estimates and assumptions have been made as set out in the subsequent paragraphs.

The pro forma financial information has been prepared on the following basis:

- The historical consolidated income statement of Camposol Holding plc for 2007 has been derived from the audited financial statements for the year. Camposol Holding plc was a dormant company in 2007; however, minor expenses were incurred related to the establishment and registration of the company.
- The historical consolidated income statement of Camposol AS group for 2007 has been derived from the audited consolidated financial statements for the year. This includes the results of Camposol AS from its inception date and the results of its subsidiaries from acquisition or inception dates, as applicable. For Camposol SA, this included the results of operations from 17 October 2007 until 31 December 2007.
- All figures related to Camposol SA group in the pro forma information for the 3rd quarter of 2007 (Camposol SA as per 3Q 2007) are based on the unaudited historical interim consolidated financial statements of Camposol SA for the period ended 30 September 2007.
- In addition, the pro forma information includes the results for the period 1 October 2007 to 16 October based on management accounts extracted from the accounting records (Camposol SA Adjustments 1 October to 16 October).

  On a combined basis, this reflects the acquisition of Camposol SA into the pro forma income statement as if the purchase had been effective on 1 January 2007.
- Camposol AS' acquisition of Camposol SA was accounted for using the purchase method of accounting. All information related to the purchase price allocation is based upon the Note 3. "Business Combinations" in the notes to the audited consolidated financial statements of Camposol AS for the year ended 31 December 2007. The provisional purchase price allocation was recorded in the consolidated balance sheet of Camposol AS as of 31 December 2007. Therefore, there would be no pro forma adjustments related to the acquisition for purposes of an unaudited pro forma balance sheet. However, the income statement effects of the purchase price allocations are included as pro forma adjustments for the period from 1 January 2007 until 16 October 2007 to reflect the acquisition as if it occurred on 1 January 2007.

18.4 Uniform and consistent accounting principles

The unaudited pro forma information has been prepared using the same accounting principles as the Camposol AS' 2007 audited consolidated financial statements and are consistent with those that will be applied by the Camposol Holding plc group for its historical financial information. The accounting principles are in accordance with International Financial Reporting Standards as adopted by the EU and as issued by the IASB (IFRS). The IFRS consolidated financial statements for Camposol AS group are prepared since the inception date of 25 September 2007 and presented for the purpose of the application for listing. As a newly established company, Camposol AS is not required to present statutory accounts until 2008 (up to 18 months after inception).

The audited historical consolidated financial statements for Camposol SA group are also prepared in compliance with IFRS using the accounting principles of the Group.

18.5 Hypothetical situation

Due to its nature, the unaudited pro forma financial information address a hypothetical situation and, therefore, does not represent what the statements of operations would actually have been if the transactions had in fact occurred on the date and is not representative of the results of operations for any future periods.

Investors are cautioned not to place undue reliance on this unaudited pro forma financial information. The unaudited pro forma financial information has been prepared for inclusion in this listing Prospectus for the purposes of complying with EU Regulation No. 809/2004 and for no other purpose. This information is not in compliance with SEC Regulation S-X, and had the securities been registered under the US Securities Act of 1933, this pro forma information, including the report by the auditor, would have to have been amended and / or removed from the offering document.

18.6 Pro forma financial information - income statement for Camposol Holding Plc

PRO FORMA FINANCIAL INFORMATION INCOME STATEMENT Amount in USD1,000	Camposol Holding plc 2007	Camposol AS group 2007	Camposol SA as per 3Q 2007	Camposol AS Adjustments 1 October to 16 October	Pro forma adjust-ments	Note	Camposol Holding plc Pro forma income statement 2007
REVENUES							
Operating revenues		36 192	84 929	4 863			125 984
COST OF SALES							
Cost of sales		(25 952)	(62 800)	(3 150)	(1 151)	1	(93 053)
GROSS PROFIT	-	10 240	22 129	1 713			32 931
Revenue adjustment from change in fair value of biological assets		16 945	11 317				28 262
Cost of crops		(5 001)	(3 300)				(8 301)
CHANGE IN VALUES OF BIOLOGICAL ASSETS	-	11 944	8 017	-			19 961
	-						
Profit after adjustment for biological assets	-	22 184	30 146	1 713			52 892
GENERAL EXPENSES							
Administrative expenses	(38)	(3 484)	(7 283)	(308)	-		(11 113)
Selling expenses		(4 472)	(7 991)	(358)	(878)	2	(13 699)
Other gains and losses (net)		332	(137)	42			237
	(38)	(7 624)	(15 411)	(624)			(24 575)
OPERATING PROFIT	(38)	14 560	14 735	1 089			28 317
FINANCIAL ITEMS							
Share in loss of associated companies		(741)					(741)
Financial income		779	108	32			919
Financial expenses		(798)	(2 485)	(183)			(3 466)
Change in derivative financial instruments		(937)					(937)
Currency gains and losses (net)		(85)	719				634
	-	(1 782)	(1 658)	(151)			(3 591)
PROFIT BEFORE TAXES	(38)	12 778	13 077	938			24 726
Income tax		(1 715)	(1 635)		304	3	(3 046)
NET PROFIT	-38	11 063	11 442	938			21 680

18.7 Pro forma financial information adjustments

Adjustments in the pro forma income statements refer to:

- Linear depreciation of surplus value assigned in the purchase price allocation to tangible assets as if the acquisition had been effective on 1 January 2007. The increase in estimated depreciation amounts to USD 1,151 thousands.
- Linear amortization of surplus value assigned in the purchase price allocation to intangible assets (customer relationships) as if the acquisition had been effective on 1 January 2007. The increase in estimated amortization amounts to USD 878 thousands.
- Reduced income tax cost i.e. reversal of deferred tax USD 304 thousands (at the enacted tax rate in Peru of 15%).

In relation to the acquisition, no additional finance costs are included as pro forma adjustments since the purchase price is financed through equity.

No inter-company transactions prior to the acquisition

All of the adjustments listed above will also apply for and impact the financial statements going forward.

The depreciation and amortisation adjustments are based upon the purchase price allocation for Camposol AS group. Refer to Note 3. "Business Combinations" in the notes to the audited consolidated financial statements of Camposol SA for the year ended 31 December 2007 and the additional discussion below.

Purchase Accounting

Estimation of value of identifiable assets (tangible and intangible assets), liabilities and goodwill as well as the depreciation period as a basis for pro forma adjustments are based on an external Purchase Price Allocation (PPA) provisional report prepared in accordance with IFRS 3 *Business Combinations*, relating to the acquisition of Camposol SA (Siboure Holdings Inc).

Depreciation is calculated on a linear basis over the estimated useful lives of the assets. As of 31 December 2007, the purchase price allocation has been determined provisionally pending availability of complete information. The final purchase price allocation may vary from those presented in the pro forma information.

The purchase price allocation conclude that around 90% of the net fair value should be allocated to tangible assets, net working capital and intangible assets, the latter mainly being customer relationships. Land, property, plant and larger equipment, are valued based on independent appraisals. Values of biological assets are consistent with valuation methods used to comply with IAS41 Agriculture which requires fair value accounting. Average useful lives of customer relationships are estimated to be 7 years.

The 10% residual value is classified as goodwill amounting to approximately USD 17.2 millions. In accordance with IFRS goodwill is not amortized. However, fair value of goodwill is to be tested annually for impairment.

The cost of the business combination amounted to USD 170,734,959. The result of the PPA analyses shows the following numbers:

USD1,000	**Fair value**	**Booked value**	**Surplus value**	**Useful life in years**	**Increase in pro forma deprec-iation**
Property, Plant & Equipment	52 558	38 109	14 449	5 to 33	1 151
Land	33 454	11 930	21 524	Indefinite	
Investments in associated companies	353	353	-		
Customer relationship	9 566	-	9 566	2 to 20	878
Software	1 428	1 428	-		
Inventories	28 538	27 786	752		
Goodwill (including workforce)	16 279	-	16 279	n/a	
Biological assets	69 704	69 704	-		
Current assets	46 434	46 434	-		
	258 314	195 744	62 570		
Borrowings	(39 570)	(39 570)	-		
Liabilities	(35 977)	(33 221)	(2 756)		
Deferred taxes	(10 768)	(3 910)	(6 858)		
Contingent liabilities	(1 265)		(1 265)		
	170 734	119 043	51 691		2 029

19 SHARE CAPITAL AND SHAREHOLDER MATTERS

19.1 Share capital

The Company's authorised share capital is EUR 400,000 comprising 40,000,000 Shares with a par value of EUR 0.01 each. The Company has issued 29,833,820 ordinary shares with a par value of EUR 0.01 each. Each Share carries one vote, and gives equal rights in the Company.

In addition to this, the Company has issued 2,570,000 dormant shares each with a par value of EUR 0.01 (the "**Dormant Shares**"). The Dormant Shares will not be listed on Oslo Axess and not be registered with the VPS. The Dormant Shares have no voting rights and no dividend rights, and or only existing due to requirements under Cypriot law to have seven registered shareholders in a public company. The Dormant Shares are not included for the purposes of calculating the mandatory bid requirements and the requirements relating to disclosure of large shareholdings. The Shares in the Company are all fully paid up. Out the 29,833,820 Shares, 27,925,070 were paid up by way of contribution in kind. The contribution was made up for by the shares of Camposol AS, with the exchange ratio of 1:1.

The Company was incorporated with a share capital of EUR 25,700. Prior to the share issue to the current shareholders, the Company split every Share into a 100 new Shares, by changing the par value of the Shares from EUR 1 to EUR 0.01.

In connection with the settlement of the voluntary offer for all the shares in Camposol AS, the authorised share capital was increased to EUR 400,000, while the issued share capital was increased to 306,750.7. After issuing 27,925,070 new Shares, the Company changed its initial 2,570,000 shares into the Dormant Shares.

In connection with the private placement towards Fondo de Inversión en Desarrollo Agroindustrial y Forestal completed on 13 May 2008, the Company issued 1,908,750 ordinary shares, leaving the Company with an issued share capital of EUR 324,038.2 divided into 29,833,820 ordinary shares and 2,570,000 Dormant Shares each having a par value of EUR 0.01 per the date of this Prospectus.

19.2 Registered Shares

19.2.1 Introduction

The Company's register of shareholders is maintained by the Company and kept in physical form at its registered office at Arch. Kyprianou & Ag. Andreou, Loukaides Court, 2nd floor, P.C.3036, Limassol, Cyprus.

In order for a foreign company to be listed on Oslo Axess, the company must have as large a proportion of its share capital as the amount of share capital for which it is applying for listing on Oslo Axess registered with VPS or another securities registry approved by Oslo Axess and satisfy the requirements of the Axess Rules Listing Conditions regarding spread of ownership, etc., for this proportion of its share capital.

To achieve compatibility of the requirements of Cyprus company law as to the registration and transfer of shares with Norwegian requirements, the Shares have for the purpose of Cyprus company law, been entered in the Company's register of shareholders in the name of the VPS Registrar. The VPS Registrar holds the Shares as nominee on behalf of the beneficial owners. For the purpose of facilitating trading of the Shares on Oslo Axess, the Company has registered the Shares in the Norwegian Central Securities Depository ("VPS") register with ISIN CY 0110601115. The registrar of the Company is DnB NOR Bank ASA, Registrar Department. The VPS Registrar shall register interest in the Shares in the VPS (in Norwegian: *depotbevis*) on the Shareholder's individual VPS account. Therefore, the interests in the Shares issued by the VPS Registrar, not the Shares, are registered in the VPS and will be listed on Oslo Axess. These arrangements are set out in the Registrar Agreement between the Company and the VPS Registrar.

All transactions related to securities registered with the VPS must be recorded in the VPS and the transactions are recorded through computerised book-entries. No physical share certificates are or can be issued for securities registered with VPS. VPS confirms each entry by sending a notification of the transaction to the relevant investor, regardless of beneficial ownership. The evidence of ownership through the VPS is the only formality required in order to acquire and sell beneficial ownership of the Shares. To affect these entries, the investor must establish a securities account with a Norwegian account operator unless the investor's securities are registered in the name of a nominee. Norwegian banks, authorised investment firms in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account operators. The entry of a transaction in VPS is under Norwegian law prima facie evidence in determining the legal rights of parties as towards the issuing company and against a third party claiming an interest in the security. All transactions related to the beneficial ownership interest in the Shares

must be recorded in VPS. The evidence of ownership through the VPS is the only formality required in order to acquire and sell beneficial ownership of the Shares.

The depositary ownership of the Shareholders is registered in the VPS under the category of a "share" and the depositary ownership will be listed and traded on Oslo Axess. Investors who purchase the Shares (although recorded as owners of the Shares in the VPS) will have no direct shareholder rights in the Company. For the purpose of Cyprus company law, the VPS Registrar will, however, be regarded as the sole owner of the Shares and investors registered as owners of the Shares in VPS will have to exercise, indirectly through the VPS Registrar as their nominee, all rights of ownership relating to the Shares. Investors holding such VPS registered Shares must therefore solely look to the VPS Registrar for the payment of dividends, for the exercise of voting rights attaching to the Shares and for all other rights arising in respect of the Shares.

The Shares registered with the VPS will be freely transferable, with delivery and settlement through the VPS system.

19.2.2 Voting and dividends

The VPS Registrar has towards is the Company undertaken to ensure that whenever it receives notice that the Company calls for a general meeting of shareholders, it shall promptly dispatch to each Shareholder a copy of the notice of the meeting along with any proxy documents and other material accompanying such notice. The VPS Registrar has undertaken not to attend or vote at any general meetings other than in accordance with instructions of the Shareholders. If requested by a Shareholder, the VPS Registrar shall issue in favour of the Shareholder, or its nominee, an instrument of proxy to allow the Shareholder to attend and vote at a general meeting of the Company as if he was a direct Shareholder in the Company in respect of the number of Shares for which he is registered in the VPS as the owner in the Registrar of Members of Camposol Holding Plc.

The Company will pay dividend directly to the VPS Registrar, which has undertaken, in turn, to distribute the dividend to the Shareholders in accordance with the Registrar Agreement.

Shareholders who maintain a Norwegian address in the Norwegian Registrar or have supplied VPS with details of their NOK account, shall receive their dividend payment in NOK to such account. VPS-Shareholders whose address registered with the VPS is outside Norway and who have not supplied the VPS with details of any Norwegian kroner account, will receive dividends by cheque in their local currency. If it is not practical in the VPS Registrar's sole opinion to issue a cheque in local currency, a cheque will be issued in USD.

19.2.3 Amendment and termination

Each of the Company and the VPS Registrar may terminate the Registrar Agreement at any time with 3 months written notice, or immediately upon written notice of a material breach by the other party of the Registrar Agreement. In the event that the VPS Registrar Agreement is terminated, the Company will use its reasonable best efforts to enter into a replacement agreement for purposes of permitting the uninterrupted listing of the Shares on Oslo Axess. There can be no assurance, however, that it will enter into such an agreement on substantially the same terms or at all. A termination of the Registrar Agreement could, therefore, adversely affect the listing of the Shares on Oslo Axess. If the Registrar Agreement is terminated and not replaced, the VPS Registrar will use reasonable efforts to cooperate with Shareholders in converting their Shares that are listed on the VPS into Shares registered in the name of the respective Shareholder.

19.2.4 Notices

The Registrar Agreement provides that the VPS Registrar shall assist in expediently forwarding all reports, accounts, financial statements, circulars or other similar documents issued by the Company to its Shareholders, to each Shareholder at the address recorded in the VPS in respect of each Shareholder, always including, in connection with the annual general meeting of the Company, the notice of such meeting, a proxy form and the annual report.

19.2.5 Requests for Shares

A Shareholder may at any time request that the VPS Registrar arrange for that Shareholder to be registered in the Register of Members that the Company is required to maintain pursuant to Cyprus companies law (in place of the VPS Registrar as nominee) as the legal owner of a number of Shares equal to the number of shares in the Company of which that Shareholder is recorded in the VPS, and vice versa, subject to compliance with any relevant provisions of Cyprus law and the Company's Articles of Association and at the expenses of the Shareholder.

19.3 Own Shares

As at the date of this Prospectus, the Company does not own any Shares and the Board has not been granted authority to acquire own shares by the general meeting.

19.4 Information on options, convertibles, warrants etc

The Company has granted the following options to the management of the Camposol group and the directors of the Company, all having an exercise price of NOK 40.

Name	**Number of options**
Juan José Gal'Lino (CEO)	110,000
Piero Dyer (CFO)	75,000
Gustavo Guerrero (COO)	75,000
Mario Deza (PLANT MANAGER)	50,000
Edgardo Huallanca (HR MANAGER)	50,000
María Lip (QA MANAGER)	40,000
Guillermo Lohmann (LEGAL MGR)	40,000
Edwin Alvarado (CONTROLLER)	20,000
Total to management	**460,000**
To each of the 6 board members/directors	50,000
Total to board members/directors	**300,000**
Total	**760,000**

Mr. Wilfredo Caceres, who is no longer related to the Company, holds the following share options in Camposol AS, to be converted to share options in Camposol Holding Plc:

	Number of options	**Exercise price**	**Exercise period**
Class A	50 000	NOK 40	8 Apr 2008 - 8 Oct 2008
Class B	50 000	NOK 46	8 Oct 2008 – 8 Oct 2009
Class C	50 000	NOK 52	8 Oct 2009 – 8 Oct 2010

The Company has also issued warrants to its largest shareholder, Dyer Coriat Holding S.L. The warrants are divided into three tranches, each tranche with a different exercise price and period. In total, the warrants grant the holder of such the right to receive 3,628,344 shares in the Company. Below is a table outlining the number of warrants issued, the exercise price and periods.

	Number of warrants	**Exercise price**	**Exercise period**
Class A	1,375,000	NOK 40	8 Apr 2008 - 8 Oct 2008
Class B	1,195,652	NOK 46	8 Oct 2008 – 8 Oct 2009
Class C	1,057,692	NOK 52	8 Oct 2009 – 8 Oct 2010

19.5 Summary of Certain provisions of the Company's Articles of Association

The following is a summary of provisions of the Company's Articles of Association as of the date of this Prospectus, some of which have not been addressed in the preceding discussion. A complete copy of the Company's Articles of Association is attached as Appendix I.

Name of the Company: Camposol Holding Plc

Registered Office: Arch. Kyprianou & Ag. Andreou, Loukaides Court, 2nd floor, P.C.3036, Limassol, Cyprus

Authorized Share Capital: EUR 400,000

Issued Share Capital: EUR 324,038.2

Issued Shares: 29,833,820 ordinary shares and 2,570,000 dormant shares

Nominal Value of Shares: EUR 0.01.

Board of Directors: The Board shall have at least 2 members, as decided by the General Meeting. The Board of Directors shall elect the Chairman and the Vice Chairman of the Board.

Nomination Committee: The Company shall have a Nomination Committee. The committee shall have three members, to be elected by the General Meeting, one of whom shall be a director of the Company. The function of the Nomination Committee shall be limited to proposing to the General Meeting persons to be elected as Board members and the remuneration for the Board members. The first Annual General Meeting held after the Listing shall appoint the first members of the Nomination Committee.

Signatory Powers: Any Board member having been authorised by the Board of Directors.

Annual General Meeting: The AGM shall approve the annual report and accounts, including, however subject to the maximum amount recommended by the Board of Directors, the distribution of dividends, and shall deal with any other matters as required by law or the Company's Articles of Association.

Transfer of Shares: Transfer of Shares does not require the Company's consent where the Shares are fully paid up, and the shareholders do not have preferential rights to acquire Shares.

20 MATERIAL CONTRACTS

The following gives a summary of the contracts which are material to the Camposol Group, other than contracts entered into in the ordinary course of business, for the two years preceding the publication of this Prospectus.

20.1 Loan agreements with Credit Suisse

MUSD 65 Loan Agreement. In November 2007, Camposol Peru entered into a loan agreement with Credit Suisse. The loan amount was USD 65 million.

MUSD 64 Loan Agreement. In December 2007, the Company entered into a second loan agreement with Credit Suisse. The loan amount was USD 64 million, which was repaid in March 2008.

Both loan agreements include customary covenants regarding interest charges, loan debt service and leverage ratios, as well as capital expenditure limits.

Please see section 12.3 for a further description of the loans agreement.

20.2 Agreement with Peru Land & Farming ("PLF")

Camposol Peru has entered into an agreement with PLF, considering a reciprocal right of first refusal to purchase all or some of the avocado crop produced by Camposol Peru which are to be delivered to the US Market, according to the schedule contained therein.

20.3 Construction Agreement with Tati Constructores SRL ("Tati")

Camposol Peru has entered into a Construction Agreement with Tati for the construction of the irrigation works in the properties called "Lote 7-A" and "Compositan". The consideration to be paid to Tati amounts US$8'420,881.05, with a down payment of 35% of the total consideration. This consideration includes materials and all necessary works for the completion of the irrigation works. The works are expected to be finished by 30 October 2008.

20.4 Letter of Intent regarding acquisition of new land in the ICA region

On 29 April 2008, Camposol Peru signed a letter of intent to acquire approximately 1,000 ha of new land and a processing plant with a capacity of canning 1200 cans per hour, processing 2000 kg of grapes per hour and processing 6000 kg of avocado per hour. Both the new land and the processing plant are located in the ICA region of Peru. The total consideration for the assets is USD 18 million, of which USD 15 million cash and USD 3 million in Shares in the Company based on a share price of NOK 40. The letter of intent is not binding on Camposol Peru.

21 THIRD PARTY INFORMATION

The information in this Prospectus that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

22 DOCUMENTS ON DISPLAY

Copies of the following documents will during the life of this Prospectus be available for inspection at any time during normal business hours on any business day free of charge at the registered office of the Company:

- The Company's Articles of Association. The present Articles of Association, as of the date of this Prospectus, is attached to this Prospectus as Appendix I;
- The Memorandum of Incorporation of the Company;
- The Company's Corporate Governance Policy;
- The financial statements for Camposol Peru for 2007 and 2006, prepared in accordance with IFRS; and
- The consolidated financial statement for Camposol AS and subsidiaries as at 31 December 2007; and
- Financial statement for Camposol Holding Plc as at 31 December 2007

23 INFORMATION ON HOLDINGS

Camposol does not have any ownership interests or investments that are likely to have a significant effect on the assessment of the Company's own assets and liabilities, financial position or profit of losses, other than those subsidiaries described under section 10.

24 KEY INFORMATION

24.1 Working Capital Statement

Camposol's working capital is sufficient to cover all present requirements for at least the 12 coming months.

24.2 Capitalisation and Indebtedness

Camposol's capitalisation as of 31 December 2007 consisted of USD 207 million in equity and USD 65 million in long-term debt. Camposol believes that the capitalisation as of 31 December 2007 represents an adequate capital structure.

A statement of capitalisation and indebtedness as of 31 December 2007 is included in section 12.1. Indebtedness also includes indirect and contingent indebtedness.

25 INFORMATION CONCERNING THE SECURITIES TO BE ADMITTED TO TRADING

25.1 Type, Class and ISIN number of the Shares

The Company has two classes of shares, being Ordinary Shares and Dormant Shares in the Company each having a par value of 0.01 EUR.

The Shares are registered with VPS under the International Securities Identification Number (ISIN) CY 0110601115.

The Company's account operator is DnB NOR Bank ASA, Verdipapirservice, Stranden 21, N-0021 Oslo, Norway.

The Shares will be listed and traded on Oslo Axess with ticker "CSOL"

The Dormant Shares have no voting or dividend rights, and are only existing due to the requirement under Cypriot law of having a minimum of seven shareholders registered in a public company. Since all the Registered Shares in the Company are registered under the name of DnB NOR Bank ASA as the nominee holder of such, the Company is required to have six other registered shareholders. The shares held by these six shareholders were therefore made dormant, in order to disable them from participating in any voting or dividend distribution in the Company.

25.2 Legislation

The Shares have been created under the laws of Cyprus.

25.3 Share Rights

All the issued shares in the Company rank pari passu, and each Share confers on its holder a right to one vote.

25.4 Certain issues regarding Shareholding in Camposol Holding Plc

Limitations on the right to own and transfer shares

There are no restrictions affecting the right of Norwegian or non-Norwegian residents or citizens to own shares in a public limited company. A company's Articles of Association may in principle provide such restrictions, but not in publicly traded companies (Oslo Børs will generally deem the company's shares to be unfit for trading).

General meetings

According to the Cyprus Companies Law, Cap 113 ("Company Law"), a company's shareholders may exercise authority in the company through the general meeting.

A shareholder may attend the general meeting either in person or by proxy. The company must send proxy forms to the shareholders entitled to attend and vote at a general meeting with the notice of such meeting. The appointment of a proxy and any authority under which the appointment is made in accordance with the provisions of the Articles of Association or a copy of the certified authority shall be delivered to the Chairman of the general meeting at which the proxy shall attend or shall be deposited at the registered office or delivered to the secretary or the board of directors, 48 hours prior to the time appointed for holding the general meeting at which the proxy is to attend.

In accordance with the Company Law, the first annual general meeting of the company's shareholders shall be held at any time before the 31st of December 2008 and thereafter every annual general meeting shall take place not more than 15 months from the previous annual general meeting. The board of directors will propose that the annual general meeting be held on or prior to 30 June each year. The following business must be transacted at the annual general meeting:

- presentation of the annual accounts, financial accounts, including balance sheet and profit and loss accounts, chairman's report, directors report and auditors report; and
- the statement from the board of directors with regard to remuneration and benefits to the company's managing director and other senior management employees;

The Company Law requires that written notice of an annual general meeting and any other general meeting at which a special resolution is proposed to be passed by 21 clear days notice. This is also in accordance with the guidelines for corporate governance policy adopted by the company, which states that the notice for all general meetings shall be

made available for the shareholders at least 21 days prior to the meeting. Every shareholder who is entitled to attend and vote at a general meeting is entitled to speak at such general meeting.

In addition to the annual general meeting, extraordinary general meetings of shareholders may be held if deemed necessary by the company's board of directors. An extraordinary general meeting must also be convened by the board of directors for the consideration of specific matters at the written request of the company's shareholders representing a total of at least 5% of the issued share capital and in default may be convened by such shareholders themselves.

Voting rights

Pursuant to the Company Law, each issued share in the company confers on its holder a right to one vote. All matters raised at the general meeting require decision by simple majority except, inter alia, the following which under the Articles of Association of the company require special resolution being at least 75% of the shareholders with a right to vote and who are present at the general meeting in person or by proxy ("Special Resolution") and except any other matters for which the Company Law requires a specified majority:

- amend the articles of association of the Company;
- change of name of the Company;
- reduction of the share capital which also requires court sanction;
- reduction of the share premium account which also requires court sanction;
- reduction of the capital redemption reserve;
- merger and de-merger;
- buy-back of shares ;
- change of the objects which also requires court sanction;

No business shall be transacted at any general meeting unless a quorum is present. At least three shareholders present in person or by proxy and together representing at least 20% of all the issued shares which confer on their holders the right to vote upon the business to be transacted at the general meeting, shall be a quorum.

Amendments to the company's Articles of Association, including variation of rights

Pursuant to the Company's Articles, the affirmative vote by Special Resolution at a general meeting is required to amend the company's Articles of Association.

Additional issue of shares and preferential rights

Pursuant to the Company's Articles, the Company may issue any new shares of any class (out of the available but unissued share capital). The company may also issue bonus shares out of the share premium account or revenue reserves. In cases where redeemable preference shares are redeemed and the company wishes to issue bonus shares to satisfy the cancellation, this may take place from the share premium account or capital redemption reserve created for that purpose.

The general meeting may, by ordinary resolution, issue shares out of the available but unissued share capital and attached to them rights and restrictions as the general meeting may decide by a simple majority, including the issue of redeemable preference shares and attached to them such rights and/or restrictions as the general meeting may determine by Special Resolution. Unless the general meeting provides otherwise by a simple majority, the shares proposed to be issued may be allotted by the board of directors to such persons and on such terms as they think fit. The issue of shares at a discount is prohibited.

Related party transactions

Section 181 of the Companies Law makes it unlawful for a company to pay remuneration to a director, whether as director or otherwise, free of income tax. Section 182 of the Companies Law makes it unlawful for a company to make a loan to any person who is a director of a company or a director of its holding company, or to enter into any guarantee or provide any security in connection with a loan made to such a person as aforesaid by any other person. There are certain exceptions to the above provisions.

Section 191 of the Companies Law, requires any director who is in any way interested in a contract or proposed contract with the company, to disclose and declare the nature of his interest at a meeting of the directors of the company.

Minority rights

The Company Law contains a number of protections for specified minority shareholders including but not limited to those described in this and preceding sections. These include, inter alia, the following;

- requiring of a majority of at least 75% of the shareholders with a right to vote and who are present at the general meeting in person or by proxy for the taking of certain decisions as opposed to requiring a simple majority;

- the ability of shareholders holding at least 5% of the issued share capital to require the convening of a general meeting;

- decisions which require extraordinary resolution, i.e. a majority of at least 75% of the shareholders with a right to vote and who are present at the general meeting in person or by proxy which relate to the winding up of the company and for which notice of the general meeting must specify that the resolution proposed is to be taken as an extraordinary resolution; and

- in the case of mergers and demergers, a minority shareholder dissenting to the said merger or demerger, may petition the court.

In addition, any shareholder may demand that the company places an item on the agenda for any general meeting if the company is notified in time for such item to be included in the notice of the meeting.

Claims against the Company

A shareholder may sue in its own name where his personal and individual rights as a shareholder have been infringed.

There may also be a representative action where the right that has been infringed affects in a similar way all or a number of shareholders unless of course the right that has been infringed purely belongs to the company in its corporate capacity in which case the only proper claimant would be the company itself. The Cyprus Civil Procedure Rules provide that where there are numerous persons having the same interest in one cause or matter, one or more of such persons may be authorised by the Court to sue under a class action or defend in such case or matter, on behalf or for the benefit of all persons so interested.

Shareholders may bring a type of representative action on behalf of the company which is referred to as "derivative action". Derivative actions can be brought where the company itself has a right of action but is itself precluded from bringing the action, normally because it is controlled by the wrongdoers. In such circumstances, a shareholder may seek to enforce not his own right of action but a right of action which is derived from the company. The company itself is being joined as a nominal defendant even though it is the primary beneficiary of the proceedings so as to be bound by the judgment.

Furthermore, if a shareholder of a company feels that the affairs of the company are being conducted in a manner oppressive to some part of the shareholders (including himself) he may proceed with the filing of an application to the Court seeking relief as provided in section 202 of the Companies Law. If on any such application, the Court is of opinion:

- that the company's affairs are being conducted in the manner complained of; and
- that to wind up the company would unfairly prejudice that part of the shareholders, but otherwise the facts would justify the making of a winding-up order on the ground that it was just and equitable that the company should be would up,

the Court may, with a view to bringing to an end the matters complained of, make such order as it thinks fit. This order may have the effect of regulating the conduct of the company's affairs in future, or it may be an order for the purchase of the shares of any shareholders of the company by other shareholders of the company or by the company itself together with an order for the reduction of the company's capital, if necessary, or otherwise.

Disclosure of significant shareholdings

A shareholder, natural person or entity that acquires or disposes of shares with voting rights attached, or the right to acquire or exercise voting rights, or financial instruments (in accordance to Directive 2007/14/EC), resulting in direct or indirect ownership or beneficial ownership, the holding of which meets or exceeds the thresholds of, 5%, 10%, 20%, 30%, 50% or 75% of the total voting rights of the the Company, has an obligation under Cyprus law to notify the Company, the regulated market on which the shares are admitted to listing (Oslo Axess), and the Cyprus Securities and Exchange Commission immediately.

Mandatory offer requirements

Pursuant to section 34B of the Articles of the Company, Law 41(I)/2007 (the "Takeover Bids Law"), which is the main legislation in Cyprus on takeover bids is made applicable to the Company. The competence to regulate issues relating to takeover bids is separated between the competent authority in Norway and the competent authority in Cyprus (CySEC). Section 34B of the Articles of the Company implements the Take-Over Directive article 4(2) lit. e), and reads as follows:

> "Without prejudice to Regulation 34 A above, the provisions of the Takeover Bids Law shall apply to the Company. In case the Shares of the Company have been admitted to trading only on one regulated market in either any member state of the European Union (other than the regulated market of Cyprus), or in any member state of the European Economic Area, then (1) the competent authority to supervise the bid shall be that of the member state in which the Shares of the Company have been admitted to trading and matters relating to the consideration offered in the case of a bid, in particular the price, and matters relating to the bid procedure, in particular the notification of the Offeror's (as defined in the Takeover Bids Law) decision to make a bid, the contents of the offer document and the disclosure of the bid, shall be dealt with in accordance with the rules of the member state of the competent authority supervising the bid and (2) in matters relating to the information to be provided to the employees of the Company and in matters relating to company law, in particular the percentage of voting rights which confers control and any derogation from the obligation to launch a bid, as well as the conditions under which the board of the Company may undertake any action which might result in the frustration of the bid, the applicable rules (including, without limitation, the Takeover Bids Law) and the competent authority shall be those of the member state in which the Company has its registered office."

Matters relating to the consideration offered in the case of a bid, in particular the price, and matters relating to the bid procedure, in particular the information on the offeror's decision to make a bid, the contents of the offer document and the disclosure of the bid, shall be dealt with in accordance with the rules of Norwegian Securities Trading Act chapter 6. Under Norwegian law, a mandatory offer will be subject to approval by Oslo Børs before submission of the offer to the shareholders. The offer price must be at least as high as the highest price paid or agreed by the offeror in the six month period prior to the mandatory bid was triggered, but equal to the market price of the market price was higher when the offer was triggered. In the event that the acquirer thereafter, but prior to the expiration of the bid period acquires, or agrees to acquire, additional shares at a higher price, the acquirer is obliged to restate its bid at that higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered. A shareholder who fails to make the required offer must within four weeks dispose of sufficient shares so that the obligation ceases to apply. Oslo Børs may impose a daily fine upon a shareholder who fails to make the required offer.

However, matters relating to the information to be provided to the employees of the offeree company and in matters relating to company law, in particular the percentage of voting rights which triggers the obligation to launch a mandatory bid, as well as the conditions under which the board of the offeree company may undertake any action which might result in the frustration of the bid, the applicable rules and the competent authority shall be those of Cyprus.

The provisions concerning mandatory bids are set out in s.13(1) of the Cyprus Takeover Bids Law. This obliges any person who as a result of his own acquisition or the acquisition of person acting in concert with him, holds shares which when added to his existing holdings and those of persons acting in concert with him, directly or indirectly give him 30% or more of the voting rights in that company, to make a bid for the outstanding shares. Such a bid must be addressed immediately to all remaining shareholders for all their shares at a fair price. These provisions will fall under the authority of the competent authority in Cyprus, being CySEC.

Pursuant to s.34(1) of the Cyprus Takeover Bids Law, the board of the Company may not take any action, other than seeking alternative bids, which may result in the frustration of the bid without prior authorisation of the general meeting of the shareholders

Compulsory acquisition

Pursuant to section 34 A in the Company's Articles, a person, after complying with mandatory or voluntary offer requirements, becomes a majority shareholder holding 90% or more of the issued share capital of the company, is entitled to acquire the shares of the remaining holders and the remaining holders are also entitled (whether or not they made an offer to buy the majority shareholders shares) to cause the majority shareholder to buy their shares.

Such compulsory acquisition would imply that the majority shareholder becomes the owner of the thus acquired shares with immediate effect. Upon effecting the compulsory acquisition the majority shareholder would have to offer the minority shareholders a specific price per share, Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months' duration, request that the price be set by the Norwegian courts. Absent such request or other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the two months deadline. The cost of such court procedure would, as a general rule, be for the account of the majority shareholder, and the courts would have full discretion in respect of the valuation of the shares as per the effectuation of the compulsory acquisition.

Repurchase of shares

The implementation in Cyprus of the Second European Council Directive (77/91/EEC) imported powers and conditions concerning the purchase by a company of its own shares. Such conditions include:

- authorization has been given to the directors by a special resolution taken at a general meeting of the company, for the purpose of acquiring the company's own shares within a time period of twelve months from the date of the passing of the special resolution which also determines the terms and manner of acquiring same, and in particular the maximum number of shares that may be acquired, the duration of the period for which the authorization is given (which may not exceed two years) and in the case of acquisition for monetary value, the maximum and minimum consideration for acquiring same;
- the total of the nominal value of the shares acquired by the company itself, including shares previously acquired by the company and held by it as an investment, and shares acquired by a person acting in his own name but on the company's behalf, may not at any time exceed ten per cent (10%) of the issued share capital or in the case of a company whose shares are listed on the Stock Exchange, twenty five per cent (25%) of the average value of transactions which, had been negotiated during the last thirty days, whichever of the said amounts is the lowest;
- The monetary value of the transaction for the acquisition by the company of its own shares must be paid out of the realised and undistributed gains.
- The capital that remains available for distribution (after the proposed purchase by the company) must be at least equal to the prescribed statutory minimum;
- The price of the acquired shares shall be fully paid up.

Pursuant to the provisions of section 57D(1) of the Companies Law, where a company acquires its own shares these shares shall be held subject to the following conditions:

- The right to vote and to pay dividends out of the shares acquired in this manner shall be suspended.
- If these shares are included among the assets shown in the balance sheet, a reserve of the same amount, unavailable for distribution, must be included among the liabilities.

There are various other substantive and procedural restrictions as well as derogations and exceptions from the above. Although the relevant provisions are not expressly stated to apply solely to public companies, we understand that the Registrar of Companies interprets them as if they apply only to public companies.

Liability of chief executive officer and directors

The liability of the directors of the company, its chief executive officers and other officials is generally limited. A director may however be held liable for negligence, default, breach of duty or breach of trust in relation to the affairs of the company. Under the company Law, the directors have certain duties, amongst other, briefly, the following:

- a duty to ensure that proper books of account are kept and such books must give a true and fair view of the company's affairs and explains its transactions and a further duty to provide additional information in the notes of the financial accounts to ensure compliance;
- a duty to ensure that a full set of financial accounts are drawn up in accordance to International Accounting Standards ("IAS") and the signing of such financial account by two directors on behalf of the board of directors;
- a duty to prepare a directors report to be attached to every financial accounts report;
- a duty to lay before the company in general meeting the financial accounts, directors report and auditors reports and the directors must send copies of these documents together with the balance sheet to every shareholder of the company at least 21 days before the date of the meeting

The company's board of directors and the CEO owe a fiduciary duty to the company and its shareholders. Such fiduciary duty requires that the board members and CEO act in the company's best interests when exercising their functions and exercise a general duty of loyalty and care towards the company. Their principal task is to safeguard the interests of the company.

Indemnification of directors and officers

The company may indemnify any director or other officer out of the assets of the company in respect of (i) any liability incurred by a director in defending any proceedings, whether criminal or civil in which judgement is given in his favour or in which he was acquitted; or (ii) where relief is granted to the directors by the court in proceedings for negligence, breach of trust or duty, but where the court is of the opinion that the said director acted reasonably and honestly and ought fairly to be excused. The company is permitted to purchase insurance to cover the members of its board of directors against certain liabilities that they may incur in their capacity as directors.

Dividends

Pursuant to the Company's Articles, the Company may, at a general meeting of its shareholders, declare dividends to be paid out of profits according to the members' respective rights and interests in the profit but no dividend will exceed the amount recommended by the Directors. The Directors may declare interim dividends as appear to the Directors to be justified by the profits of the Company.

Except for cases of reductions of issued capital, no distribution to shareholders may be made by a public company when on the closing date of the last financial year the net assets, as already set out in the company's annual accounts are, or following such a distribution would become, lower than the amount of the subscribed capital plus those reserves which may not be distributed under the Companies Law or the company's Articles of Association. Where the uncalled part of the issued capital is not included in the assets shown in the balance sheet, this amount shall not be calculated as part of the subscribed capital.

The amount of a distribution to shareholders may not exceed the amount of the profits at the end of the last financial year, plus any profits brought forward and sums drawn from reserves available for this purpose, less any losses brought forward and sums placed to reserve in accordance with the Companies Law or the Articles of Association.

As regards interim dividends, these may be declared by a public company only if the following conditions are satisfied:

- Interim accounts are prepared which show that the funds available are sufficient for the distribution of interim dividends,
- The amount to be distributed can not exceed the total profits made since the end of the last financial year, increased by the amounts of the profits that have been brought forward from the last financial year and the retentions from the reserves that are available for this purpose, but reduced by the amount of losses of previous financial years as well as by the amounts that need to be credited to the reserves in accordance with the provisions of the Law or the Articles of Association of the Company.

The members that have received dividend, in contravention to any of the above provisions of the Companies Law, will need to return it to the company provided the company proves that the said members

- had knowledge of the irregularity of the payments made in their favour, or;
- could not, in view of the circumstances have been unaware of it.

The board will consider the amount of dividend (if any) to recommend for approval by the company's shareholders, on an annual basis, based upon the earnings of the company for the years just ended and the financial situation of the company at the relevant point in time.

Distribution of assets on liquidation

According to the Company Law, a company may be wound-up by a resolution of the company's shareholders in a general meeting passed as a Special Resolution. The shares rank equally in the event of a return on capital by the company upon a winding-up or otherwise.

The VPS and transfer of shares

The shares in the Company are all registered in the name of DnB NOR Bank ASA as the nominee holder of such on behalf of the beneficial owners of the shares as registered in the VPS. Whenever the term "**Shares**" is used in this Prospectus, this refers to the deposit rights attached to the registered shares in the Company (the "**Registered Shares**"). The Registrar agreement between the Company and DnB NOR Bank ASA is attached this Prospectus as Appendix 6.

The VPS is the Norwegian paperless centralized securities registry. It is a computerized bookkeeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The company's share register is operated through the VPS. All transactions relating to securities registered with the VPS are made through computerized book entries. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To effect such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, the Bank of Norway, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

The entry of a transaction in the VPS is prima facie evidence in determining the legal rights of parties as against the issuing company or a third party claiming an interest in the given security.

The VPS is strictly liable for any loss resulting from an error in connection with registering, altering or cancelling a right, except in the event of contributory negligence, in which event compensation owed by the VPS may be reduced or withdrawn.

A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition of shares is not prevented by law, the Articles of Association or otherwise.

Shares may be registered in the VPS by a fund manager (bank or other nominee) approved by the Norwegian Ministry of Finance, as the nominee of foreign shareholders. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In the case of registration by nominees, registration with the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions but cannot vote at general meetings on behalf of the beneficial owners. Beneficial owners must register with the VPS or provide other sufficient proof of their ownership to the shares in order to vote at general meetings.

26 TAXATION

The statements herein regarding taxation are unless otherwise stated based on the laws in force in Norway and Cyprus as of the date of this Prospectus, and are subject to any changes in law occurring after such date, changes which, in respect of Norwegian taxes, could be made on a retrospective basis (changes made in Cyprus do not have retrospective basis save for particular tax cases which do not apply herein).

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to acquire, own or dispose of the Shares. Furthermore, the summary only focuses on the shareholder categories explicitly mentioned below (personal shareholders and limited liability companies). Investors should consult their professional advisers on the possible tax consequences of their subscribing for, purchasing, holding, selling or redeeming Shares under the laws of their countries of citizenship, residence, ordinary residence or domicile.

Please note that for the purpose of the summary below, a reference to a Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

26.1 Taxation in Norway

26.1.1 Norwegian Shareholders

26.1.1.1 Taxation of dividends

Norwegian personal shareholders

Dividends distributed by companies within the European Economic Area ("EEA") to shareholders who are individuals resident in Norway for tax purposes ("Norwegian personal shareholders") are taxable as ordinary income for such shareholders at a flat rate of 28%.

However, Norwegian personal shareholders are entitled to deduct a calculated allowance when calculating their taxable dividend income. The allowance is calculated on a share-by-share basis, and the allowance for each share is equal to the cost price of the share multiplied by a risk free interest rate. Any part of the calculated allowance one year exceeding the dividend distributed on the share is added to the cost price of the share and included in the basis for calculating the allowance the following year.

Norwegian corporate shareholders

Dividends distributed by companies within the EEA to shareholders who are limited liability companies resident in Norway for tax purposes ("Norwegian corporate shareholders") are as a main rule not taxable for such shareholders. However, if the country where the company is resident for tax purposes is considered as a "low tax country", and the company is not (a) considered to be genuinely established in an EEA country or (b) does not have genuine economic business activities in the EEA country, dividends distributed to the Norwegian corporate shareholders will be taxed in Norway as ordinary income at flat rate of 28%.

26.1.1.2 Capital gains tax

Norwegian personal shareholders

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. A capital gain or loss derived by a Norwegian personal shareholder from a disposal of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the basis for computation of ordinary income in the year of disposal. The ordinary income is taxable at a rate of 28%. The gain is subject to tax and the loss is deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is set to the sales price less transactional expenses and the Norwegian personal shareholder's cost price of the shares. From this capital gain, Norwegian personal shareholders are entitled to deduct a calculated allowance when calculating their taxable gain, provided that the allowance has not already been used to reduce taxable dividend income, cf. above. The allowance for each share is equal to the cost price of the share multiplied by a determined risk free interest rate. The allowance may only be deducted in order to reduce a taxable gain, and may not be deducted in order to increase or produce a deductible loss. The calculated allowance is allocated to personal shareholders holding shares at the end of each calendar year. Norwegian personal shareholders who transfer shares before 31 December in the relevant year will therefore not be entitled to deduct any such calculated allowance from their taxable income.

If the Norwegian personal shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Norwegian personal shareholders who move abroad and ceases to be tax resident in Norway as a result of this, are deemed taxable in Norway for any potential gain related to the shares held at the time the tax residency ceased, as if the shares were realised for tax purposes at this time. Gains of NOK 500,000 or less are not taxable. Potential losses are as a main rule not deductible. If the person moves to an EEA country, potential losses related to shares held at the time the tax residency ceases will be tax deducible when exceeding the NOK 500,000 threshold. The actual taxation (or loss deduction) will occur at the time the shares are actually sold or otherwise disposed of. However, the Norwegian Personal Shareholders may be granted a postponement of the tax payment, provided that security for the tax claim is provided. If the taxpayer moves to an EEA country, the Norwegian personal shareholder will usually be given a postponement without providing security for the tax claim. If the shares are not disposed of within five years after the shareholder ceased to be resident in Norway for tax purposes, the tax liability calculated under these provisions will not apply.

Norwegian corporate shareholders

Norwegian corporate shareholders are as a main rule not taxable in Norway on capital gains related to realisation of shares, and losses related to such realisation are not tax deductible. However, if the country where the company is resident for tax purposes is considered as a "low tax country", and the company is not (a) considered to be genuinely established in an EEA country or (b) does not have genuine economic business activities in the EEA country, capital gains will be subject to capital gains tax at a 28% rate. Losses will not in any case be deductible.

26.1.1.3 Net wealth tax

Norwegian personal shareholders

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian personal shareholders. Currently, the marginal wealth tax rate is 1.1% of the value assessed. The value for assessment purposes for shares that are quoted on the stock exchange, are valued at their quoted value as of 1 January in the assessment year.

Norwegian corporate shareholders

Norwegian corporate shareholders are not subject to net wealth tax.

26.1.2 Non-Norwegian shareholders

Dividends distributed from companies not resident in Norway for tax purposes to non-Norwegian shareholders and capital gains derived by non-Norwegian shareholders from the realisation of shares in companies not resident in Norway for tax purposes, are as a main rule not subject to Norwegian taxation. If a non-Norwegian shareholder is carrying on or participates in business activities performed in or managed from Norway, and the relevant shares are effectively connected with such activities, the shareholder will be subject to the same Norwegian taxation as a Norwegian shareholder, cf. above.

Non-Norwegian Shareholders are not subject to net wealth tax in Norway on shares unless the shareholder is an individual and the shareholding is effectively connected with business activities which the individual shareholder performs or participates in, and which is managed from or performed in Norway.

26.1.3 Inheritance Tax

When shares are transferred either through inheritance or as a gift, such transfer may give rise to inheritance or gift tax in Norway if the deceased, at the time of death, or the donor, at the time of the gift, is a resident or citizen of Norway.

26.2 Taxation in Cyprus

26.2.1 Cypriot Shareholders

26.2.1.1 Dividends

Cypriot (Corporate) Income Tax law provides for an exemption of dividends received by Cypriot corporate shareholders, irrespective of the holding period.

Cypriot shareholders who are individuals are subject to a 15% Defence Tax which is withheld by the Company on the payment of dividend.

26.2.1.2 Capital gains

Cypriot Income Tax law provides for a tax exemption for capital gains realized by Cypriot shareholders upon the sale of shares, irrespective of the holding period, number of shares held or trading nature of the gain whereas capital losses resulting from the sale of securities are not tax deductible. A gain arising on the sale of the shares of the Company by Cypriot shareholders shall therefore not be subject to tax in Cyprus.

An exception to the above mentioned rule is a 20% capital gain tax on the gains realised on the sale of shares in a company which holds immovable property in Cyprus.

26.2.2 Non-Cypriot shareholders

26.2.2.1 Dividends

Cyprus does not levy any withholding taxes on payments of dividends to non-Cypriot shareholders and therefore dividends distributed to its non-Cypriot shareholders shall not be subject to withholding tax.

26.2.2.2 Capital gains

Cypriot Income Tax law provides for a tax exemption for capital gains realized by non Cypriot shareholders upon the sale of shares, irrespective of the holding period, number of shares held or trading nature of the gain whereas capital losses resulting from the sale of shares are not tax deductible. A gain arising on the sale of the shares of the Company by non-Cypriot shareholders shall therefore not be subject to tax in Cyprus.

An exception to the above mentioned rule is a 20% capital gain on the gains realised on the sale of shares in company which holds immovable property in Cyprus.

26.2.3 Inheritance Tax

There is no Inheritance Tax in Cyprus.

26.2.4 Net Wealth Tax

There is no net wealth tax in Cyprus.

27 THE LISTING, ADMISSION TO TRADING AND EXPENSES

27.1 Admission to Trading

The board of Oslo Børs approved Camposol Holding Plc's application for listing of all its shares on Oslo Axess in its meeting on 23 April 2008.

27.2 Purpose of the Listing

The main purpose of the Listing is to organise the trading of the Shares on a regulated market, which will increase liquidity in the Share and make the Shares more attractive as an investment. A listing will also improve the Company's ability to access the capital markets, and make the Shares more attractive as consideration in strategic transactions.

Prior to the Listing, there has been no public market for the Company's Shares. The Company and the Manager cannot assure any investor that a liquid trading market for the Shares will be created or sustained through the Listing.

27.3 Expenses

The Company estimates that its expenses in connection with the Listing will amount to approximately USD 750,000 (exclusive of VAT). These expenses will be borne by the Company and paid in cash.

28 ADDITIONAL IMPORTANT INFORMATION

28.1 Forward-looking statements

This Prospectus includes "forward-looking" statements, including, without limitation, projections and expectations regarding Camposol and the Camposol Group's future financial position, business strategy, plans and objectives. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate. Factors that could cause the Company's actual results, performance or achievements to materially differ from those in the forward-looking statements include but are not limited to, the competitive nature of the markets in which the Company operates, technological developments, government regulations, changes in economical conditions or political events. These forward-looking statements reflect only the Company's views and assessment as of the date of this Prospectus. The Company expressly disclaims any obligation or undertaking to release any updates or revisions of the forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, other than information which the Company pursuant to any laws and regulations would be obliged to release.

28.2 The Managers

In the ordinary course of their respective businesses, the Managers and certain of its respective affiliates have engaged and may continue to engage themselves in investment and commercial banking transactions with the Company and its subsidiaries. Glitnir Banki hf, Equity Investments holds Shares, equal to 2.5% of the share capital of Camposol.

The Managers makes no representation, warranty or undertaking, express or implied, and accepts no responsibility or liability as to the accuracy or the completeness of the information contained in this Prospectus or any other information supplied in connection with the Listing. Nor can the Managers accept any legal or financial liability in relation to any decision to invest in Camposol on the basis of the information in this Prospectus or any other information supplied in connection with the Listing.

28.3 Financial Statements

Certain financial and other information set forth in a number of tables in this Prospectus has been rounded, for the convenience of readers. Accordingly, in certain instances, the sum of the numbers in a column may not conform exactly to the total figure given. Any such rounding differences are not material.

28.4 Governing Law

This Prospectus shall be governed by Norwegian law, and any disputes relating to this Prospectus or the Listing are subject to the sole jurisdiction of Norwegian courts, with Oslo District Court as legal venue.

* * *

This Prospectus has not been approved or recommended by any United States federal or state securities commission or regulatory authority nor have such entities confirmed its adequacy or accuracy. Any representation to the contrary is a criminal offence.

THE SECURITIES DESCRIBED IN THIS PROSPECTUS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S OF THE U.S. SECURITIES ACT) UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE PURSUANT TO THE US SECURITIES ACT.

DEFINITIONS AND GLOSSARY OF TERMS

The following definitions and glossary apply in this Prospectus unless otherwise dictated by the context, including the foregoing pages of this Prospectus.

Definitions

Articles or Articles of Association	The Articles of Association of the Company
Board or Board of Directors	The board of directors of the Company
CEO	Chief Executive Officer
CFO	Chief Financial Officer
COO	Chief Operational Officer
Company or Camposol	Camposol Holding Plc
Camposol Group	Camposol Holding Plc and its subsidiaries
Camposol Peru	Camposol S.A.
DC Holding	Dyer Coriat Holding S.L.
Dormant Shares	The shares held by the six registered shareholders in the Company, which have no voting or dividend rights, each having a par value of EUR 0.01.
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
EUR	Euro
FY	Financial Year
IFRS	International Financial Reporting Standards
Listing	The listing of the Shares on Oslo Børs
Managers	Glitnir Securities AS, SEB Enskilda AS
NOK	Norwegian kroner, the lawful currency of Norway
Norwegian Code of Practice	The Norwegian Code of Practice for Corporate Governance Code dated 4 December 2007
Oslo Børs	Oslo Børs ASA (the Oslo Stock Exchange)
PEN	Peruvian Nuevo Soles, the lawful currency of Peru
Prospectus	This Prospectus dated [•] 2008, prepared in connection with the Listing
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, including the EC Commission Regulation 809/2004
Registered Shares	All issued ordinary shares in the Company, each with a par value of EUR 0.01
Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 No. 75
Shares	The deposit rights each representing one Registered Share in the Company
USD	United States Dollars, the lawful currency of the United States of America
VPS	The Norwegian Central Securities Depository, who organizes the Norwegian paperless securities registration system (*Verdipapirsentralen* or *VPS*)

Glossary of Terms

Terms and expressions used in the industry and technical terms used in the description of the Camposol Group are set out below.

°C	Celsius Degrees
AFP	Private Administrative Pension Funds
BASC	Business Alliance for Secure Commerce
CFR	Cost Freight
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
EIA	Environmental Impact Assessment
Field yield	Tons harvested per hectare
FOB	Free on Board
GDP	Gross Domestic Product
GMP	Good Manufacturing Practices
Ha(s)	Hectares
IMF	International Monetary Fund
IT	Information Technology
M	Million
m^2	Square Meters
m^3	Cubic Meters
MIGA	Multilateral Investment Guarantee Agency
MT	Metric Tons
MT/h	Metric Tons per Hour
Plantins	Small plants sowed in controlled environment.
Produce	Peruvian Ministry of Production
SAP	Service Access Point
SGS	Societe Generale de Surveillance
USD '000	United States Dollar in Thousands
YTD	Year to Date

APPENDICES

APPENDIX 1:	Halemondi PLC (renamed Camposol Holding PLC) Financial Statements for the period 9 July 2007 to 31 December 2007
APPENDIX 2:	Camposol AS and subsidiaries; Consolidated Financial Statements for the period 25 September 2007 to 31 December 2007
APPENDIX 3:	Camposol S.A. and subsidiaries; Consolidated Financial Statements as of 31 December 2007 and 2006
APPENDIX 4:	Camposol S.A. and subsidiaries; Consolidated Financial Statements as of 31 December 2006 and 2005
APPENDIX 5:	Independent Assurance Report on Pro Forma Financial Information
APPENDIX 6:	Registrar agreement between Camposol Holding Plc and DnB NOR Bank ASA
APPENDIX 7:	Articles of Association for Camposol Holding Plc

APPENDIX 1:

Halemondi PLC (renamed Camposol Holding PLC) Financial Statements for the period 9 July 2007 to 31 December 2007

Halemondi PLC
(renamed Camposol Holding PLC)

For the period 9 July 2007 to 31 December 2007

Contents **Page**

GENERAL INFORMATION

Directors

Samuel Dyer Ampudia	Chairman
Christian Selmer	Deputy Chairman
Samuel Barnaby Dyer Coriat	
Synne Syrrist	
Pavlos Aristodemou	
Frixos Savvides	

Company Secretary

Altruco Secretarial Limited
Arch. Kyprianou & Ag. Andreou,
Loucaides Court, 2nd Floor
3036 Limassol,
Cyprus

Registered office

Arch. Kyprianou & Ag. Andreou,
Loucaides Court, 2nd Floor
3036 Limassol,
Cyprus

Independent auditors

Ernst & Young
Cyprus

DIRECTORS' REPORT

The Directors submit their report together with the audited financial statements for the period since incorporation on 9 July 2007 to 31 December 2007.

Activities

The Company remained dormant during the period.

Results

The net loss for the period amounted to €17.598.

Share capital

During the period the Company has issued 25700 shares of €1 each, at par.

Events subsequent to the balance sheet date

The name of the Company was changed from Halemondi PLC to Camposol Holding PLC on 11 February 2008.

The Company decided to list its shares on the Oslo Axess Stock Exchange.

On 3 March 2008 the Company made a voluntary offer to the shareholders of Camposol AS to exchange their shares and warrants for shares and warrants in Camposol Holding PLC. The offer period started on 5 March and expires on 14 March 2008.

On 3 March 2008, the Company has granted 300.000 share options to directors and 705.000 share options to current and former employees of the Camposol Group exercisable at the price of NOK 40 per share (note 5).

Directors

The Directors of the Company at the date of this report are as shown on page 1.

The Directors who served from the date of incorporation to the date of this report are the following:

	Appointed	*Resigned*
Altruco Management Ltd	9 July 2007	15 January 2008
Altruco Ltd	8 November 2007	15 January 2008
Samuel Dyer Ampudia	15 January 2008	
Christian Selmer	15 January 2008	
Samuel Barnaby Dyer Coriat	15 January 2008	
Synne Syrrist	15 January 2008	
Pavlos Aristodemou	15 January 2008	
Frixos Savvides	15 January 2008	

All of the Directors appointed on 15 January 2008 shall hold office until the next General Meeting and are eligible for re-appointment by the shareholders.

DIRECTORS' REPORT (continued)

Independent auditors

The Directors have appointed Ernst & Young as independent auditors of the Company.
Ernst & Young have expressed their willingness to continue in office. A resolution proposing their re-appointment and fixing their remuneration will be put to the shareholders at the Annual General Meeting.

By order of the Board

ALTRUCO SECRETARIAL LIMITED

Altruco Secretarial Limited
Secretary

Cyprus
7 March 2008

ERNST & YOUNG

Chartered Accountants
Nicosia Tower Centre
36 Byron Avenue
P O Box 21656
1511 Nicosia, Cyprus

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Independent Auditors' Report to the Members of Halemondi PLC (renamed Camposol Holding PLC)

Report on the Financial Statements

We have audited the financial statements of Halemondi PLC (the "Company") on pages 6 to 11, which comprise the balance sheet as at 31 December 2007, and the income statement, statement of changes in equity and cash flow statement for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Board of Directors' Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and International Financial Reporting Standards as issued by the International Accounting Standards Board and the requirements of the Cyprus Companies Law, Cap 113. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to the Company's members, as a body, in accordance with Article 156 of the Cyprus Companies Law, Cap. 113. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report or for the opinions we have formed. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 the Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

ERNST & YOUNG

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of Halemondi PLC as of 31 December 2007, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union and International Financial Reporting Standards as issued by the International Accounting Standards Board and the requirements of the Cyprus Companies Law, Cap. 113.

Report on Other Legal Requirements

Pursuant to the requirements of the Cyprus Companies Law, Cap. 113, we report the following:

- We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- In our opinion, proper books of account have been kept by the Company.
- The Company's financial statements are in agreement with the books of account.
- In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Cyprus Companies Law, Cap. 113, in the manner so required.
- In our opinion, the information given in the Directors' report on pages 2 and 3 is consistent with the financial statements.

Ernst + Young

Ernst & Young
Chartered Accountants

Nicosia
7 March 2008

Halemondi PLC
(renamed Camposol Holding PLC)

INCOME STATEMENT
for the period 9 July 2007 to 31 December 2007

	Note	€
Income		-
Expenses		
Formation expenses		9.430
Auditor's remuneration		1.700
Directors' remuneration		2.300
Corporate secretarial services		4.094
Finance charges		74
		17.598
Operating loss before income tax		
Income tax	3	-
Loss for the period		17.598

Halemondi PLC
(renamed Camposol Holding PLC)

BALANCE SHEET
as at 31 December 2007

	Notes	*2007* *€*
ASSETS		
Current assets		
Cash at bank	4	25.613
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	5	25.700
Accumulated losses		(17.598)
Total equity		8.102
Current liabilities		
Accrued expenses		1.700
Due to Camposol AS		15.811
		17.511
TOTAL EQUITY AND LIABILITIES		25.613

Samuel Dyer Ampudia Chairman

Christian Selmer Deputy Chairman

Halemondi PLC
(renamed Camposol Holding PLC)

CASH FLOW STATEMENT
for the period 9 July 2007 to 31 December 2007

	€
Cash flows from operating activities	
Loss for the period before income tax	(17.598)
Operating loss before working capital changes	
Increase in accrued expenses	1.700
Increase in amounts due to Camposol AS	15.811
Net cash flows from operating activities	(87)
Cash flows from financing activities	
Proceeds from issue of share capital	25.700
Net decrease in cash and cash equivalents	
Cash and cash equivalents at 9 July	-
Cash and cash equivalents at 31 December	25.613

STATEMENT OF CHANGES IN EQUITY
for the period 9 July 2007 to 31 December 2007

	Share capital C£	*Accumulated losses C£*	*Total C£*
Issue of capital	25.700	-	25.700
Loss for the period	-	(17.598)	(17.598)
At 31 December 2007	25.700	(17.598)	(8.102)

NOTES TO THE FINANCIAL STATEMENTS
for the period 9 July 2007 to 31 December 2007

1. Corporate information

The financial statements of Halemondi PLC for the period 9 July 2007 to 31 December 2007 were authorised for issue in accordance with a resolution of the Directors on 7 March 2008.

Halemondi PLC was incorporated in Cyprus on 9 July 13 May 2007 as a limited liability company under the provisions of the Cyprus Companies Law, Cap. 113, and was converted to a Public Limited liability company on 8 November 2007.

The name of the Company was changed to Camposol Holding PLC on 11 February 2008

The Company remained dormant during the period 9 July 2007 to 31 December 2007.

2. Summary of significant accounting policies

Basis of preparation

The financial statements of Halemondi PLC (renamed Camposol Holding PLC) have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union and IFRS as issued by the International Accounting Standards Board, and the applicable requirements of the Cyprus Companies Law, Cap. 113.

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet as well as income and expenses for the period under review. Consequently, actual results may vary from the current estimates. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the period they become known.

The financial statements are expressed in Euro (€) and have been prepared on an historical cost basis.

Income tax

Income tax is provided for in accordance with Cyprus income tax regulations.

Income tax payable is recognised as an expense in the period in which the income arises.
Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax basis of assets and liabilities and their book value.

Deferred income tax liabilities are recognised for all taxable temporary differences. Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable income will be available against which the deductible temporary differences can be utilised. The book value of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS
for the period 13 May 2007 to 31 December 2007

3. Taxation

Income tax is calculated at the rate of 10% on the Company's taxable profit for the period.

On 31 December 2007, the Company had tax losses of €8.168, to be utilised against future taxable profits. No deferred income tax asset has been recognised in the balance sheet for these losses as it is not expected that taxable income will be available against which the deferred income tax assets can be utilised.

4. Cash at banks

Represents cash on current account.

5. Share capital

	2007 *€*
Authorised:	
25.700 shares of €1 each	25.700
Issued:	
25.700 shares of €1 each	25.700

The Company decided to list its shares on the Oslo Axess Stock Exchange.

On 3 March 2008 the Company made a voluntary offer to the shareholders of Camposol AS to exchange their shares and warrants for shares and warrants in Camposol Holding PLC. The offer period started on 5 March and expires on 14 March 2008.

On 3 March 2008, the Company has granted 300.000 share options to directors and 705.000 share options to current and former employees of the Camposol Group exercisable at a price of NOK40 per share, in the following periods:

- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2009
- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2010
- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2011
- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2012

In addition to the above options, 3.628.344 warrants granted to Dyer Coriat Holding S.L. in Camposol AS may be exercised to acquire shares in Camposol Holding PLC as follows:

	Number of warrants	*Exercise price*	*Exercise period*
Class A	1,375,000	NOK 40	8 April 2008 - 8 Oct.2008
Class B	1,195,652	NOK 46	8 Oct. 2008 - 8 Oct. 2009
Class C	1,057,692	NOK 52	8 Oct. 2009 - 8 Oct. 2010

APPENDIX 2:

Camposol AS and subsidiaries; Consolidated Financial Statements for the period 25 September 2007 to 31 December 2007

CAMPOSOL AS AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF
31 DECEMBER 2007

CAMPOSOL AS AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2007

CONTENTS

US$ = United States dollar
S/. = Peruvian nuevo soles
€ = Euros
NOK = Norwegian Kroner

ERNST & YOUNG

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Medlemmer av Den norske Revisorforening

To the Shareholders of
Camposol AS

Independent auditor's report for 2007

We have audited the accompanying financial statements of Camposol AS and subsidiaries (the "Group"), which comprise the consolidated balance sheet as at December 31, 2007, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the period from 25 September 2007 to 31 December 2007, and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the financial statements
The Group's management and the Board of Directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with laws, regulations and auditing standards and practices generally accepted in Norway, including the auditing standards adopted by the Norwegian Institute of Public Accounts. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

ERNST & YOUNG

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2007, and its financial performance and its cash flows for the period from 25 September 2007 to 31 December 2007 in accordance with IFRS as adopted by the EU.

Oslo, 31 March 2008
ERNST & YOUNG AS

Tommy Romskaug
State Authorized Public Accountant (Norway)

CAMPOSOL AS AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT
For the period 25 September to 31 December 2007

	Notes	US$000
Revenue	5	36,192
Cost of sales	6	(25,952)
Gross profit		10,240
Revenue adjustment from change in fair value of biological assets	16	16,945
Cost of crops during the period	16	(5,001)
Change in fair value of biological assets		11,944
Profit after adjustment from biological assets		22,184
Administrative expenses	7	(3,484)
Selling expenses	8	(4,472)
Other income	10	528
Other expenses	10	(196)
		(7,624)
Operating profit		14,560
Share of loss of associated companies	15	(741)
Finance income		779
Finance costs	11	(798)
Change in fair value of derivative financial instrument	23	(937)
Currency translation differences		(85)
Profit before income tax		12,778
Income tax expense	12	(1,715)
Profit for the year		11,063
Attributable to:		
Equity shareholders of the Group		11,063
Minority interests		-
		11,063
Basic earnings per ordinary share (expressed in US dollars per share)	13	0.452
Diluted earnings per ordinary share (expressed in US dollars per share)	13	0.382

The accompanying notes are an integral part of the financial statements.

CAMPOSOL AS AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET
AS OF 31 DECEMBER 2007

	Notes	US$000
Assets		
Non-current assets		
Property, plant and equipment, net	14	94,057
Investments in associated companies	15	353
Intangibles	3	27,042
Non-current portion of biological assets	16	77,555
		199,007
Current assets		
Other assets		109
Prepaid expenses		1,676
Embedded derivative	24	379
Current portion of biological assets	16	9,133
Inventories	17	38,287
Other accounts receivable	18	17,984
Trade accounts receivable	19	43,369
Cash and cash equivalents	20	89,728
		200,665
Total assets		399,672
Equity and liabilities		
Capital and reserves attributable to shareholders of the Company	21	
Capital stock		24,788
Share premium		171,476
Retained earnings		11,063
		207,327
Minority interests		88
Total equity		207,415
Non-current liabilities		
Long- term debt	24	65,523
Deferred income tax	22	12,262
Other payables		6,912
		84,697
Current liabilities		
Accounts payable to related companies	27	597
Current portion of long-term debt	24	68,613
Trade payables	25	17,513
Other payables		17,848
Income tax payable		1,511
Bank loans	26	1,478
		107,560
Total liabilities		192,257
Total equity and liabilities		399,672

The accompanying notes are an integral part of the financial statements.

CAMPOSOL AS AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 25 SEPTEMBER TO 31 DECEMBER 2007

	Note	Number of shares	Capital stock US$000	Share Premium US$000	Retained earnings US$000	Capital and reserves attributable to shareholders of Company US$000	Minority interests US$000	Total equity US$000
Incorporation 25 September	21	20	18	6	-	24	88	112
Private placement		26,751	24,770	159,062	-	183,832	-	183, 832
Discount on share premium		-	-	12,851	-	12,851	-	12,851
- fees and expenses		-	-	(6,633)	-	(6,633)	-	(6,633)
Warrants and options		-	-	6,390	-	6,390	-	6,390
Net income		-	-	-	11,063	11,063	-	11,063
Balance sheet as at 31 December		26,771	24,788	171,476	11,063	207,327	88	207,415

The accompanying notes are an integral part of the financial statements.

CAMPOSOL AS AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD
25 SEPTEMBER TO 31 DECEMBER 2007

	Notes	US$000
Cash flows from operating activities	28	
Collections		16,044
Payment to suppliers and employees		(33,226)
Interest paid		(1,346)
Other collections		1,012
Income tax paid		(10,301)
Net cash used in operating activities		(27,817)
Cash flows from investing activities		
Purchases of property, plant and equipment		(14,484)
Acquisition of subsidiaries		(149,520)
Cash from Company acquired		2,579
Proceeds from sale of property, plant and equipment		727
Net cash used in investing activities		(160,698)
Cash flows from financial activities		
Repayment of borrowings		(30,370)
Incorporation contribution		24
Capital contribution, net of transaction cost		176,999
Proceeds from long-term debt, net		131,590
Net cash provided by financial activities		278,243
Net increase in cash and cash equivalents during the period		89,728
Cash and cash equivalents at beginning of period		-
Cash and cash equivalents at end of year	20	89,728

The accompanying notes are an integral part of the financial statements.

CAMPOSOL AS AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 DECEMBER 2007

1 CORPORATE INFORMATION

Camposol AS was established on 25 September 2007. The Company was capitalized through a Private Placement on 8 October 2007. On 17 October 2007 Camposol AS acquired 100% of the shares in Siboure Holding Inc. Siboure Holding Inc has a 100% holding in Camposol S.A., via two holding companies, Grainlens plc and Blacklous plc, both incorporated in Cyprus.

Camposol S.A. is a Peruvian agribusiness corporation incorporated in the city of Lima on 31 January 1997. Camposol S.A. is the world's largest producer and seller of asparagus. Camposol S.A contributed to substantially all the Group's revenue and net profit for the period.

As of 31 December 2006, Camposol S.A. main shareholders were Siboure Holdings Inc., a company domiciled in the British Virgin Islands and Gola S.A., a company incorporated under the laws of Andorra, domiciled in Zaragoza, Spain; holders of 52.11 and 42.64 % of the Company's capital stock, respectively.Siboure Holdings Inc. had established 100% ownership of the Camposol SA group prior to it being acquired by Camposol AS.

DC Holding S.L. is the largest shareholder of the Group, holding 32 % of the shares of Camposol AS as of December 31, 2007 . On March 26, 2008 Camposol Holding plc submitted an application to list its shares in Oslo Axess.

Following the private placement that took place in October 2007, the Board of Directors have evaluated the group structure of Camposol AS. As a result, a new company, Camposol Holding Plc (also referred to as the "Offeror"), was incorporated in Cyprus, for the purposes of becoming the new ultimate holding company of the Camposol group.
In order to achieve the new holding structure Camposol Holding plc is offering to acquire all the shares in Camposol AS in exchange for shares in Camposol Holding plc. The shareholders of Camposol AS will, following completion of the offer, become shareholders in the new holding company, Camposol Holding plc, holding the same proportion of shares in Camposol Holding plc as they did in Camposol AS.

The accompanying financial statements include activities of Camposol AS since inception and its subsidiaries (hereinafter "The Group") from the acquisition dates.

The principal activities of the subsidiaries are as follows:

Company	Principal Activity	Country of incorporation	Equity interest as of 31 December 2007 %
Camposol S.A.	Agribusiness	Peru	100.00
Grainlens plc	Holding	Cyprus	100.00
Blacklocust plc	Holding	Cyprus	100.00

Siboure Holding Inc.	Holding	British Virgin Islands	100.00
Campoinca S.A.	Agriculture	Peru	100.00
Preco Precio Economico S.A.C.	Retail	Peru	50.00
Sociedad Agricola Las Dunas S.R.L.	Agriculture	Peru	99.99
Prodex S.A.C.	Agriculture	Peru	100.00
Balfass S.A.	Agriculture	Peru	100.00
Vegetales del Norte S.A.C.	Agriculture	Peru	100.00
Crofton Finance Ltd.	Real state	British Virgin Islands	100.00
Muelles y Servicios Paita S.A.C	Services	Peru	100.00
Marinazul S.A.	Shrimp farming	Peru	100.00
Marinasol S.A.	Fishing	Peru	100.00

Preco Precio Economico S.A.C. is regarded as a subsidiary as the Group controls its activities according to an agreement with the other shareholders of this entity.

These consolidated financial statements were approved for issuance in board meeting on 27 March 2008.

The Group is engaged mainly in producing, processing and commercializing agricultural products, fresh, canned and frozen, which are exported to European markets and the United States of America. The Group has strategic business partners to perform its activities.

The registered legal address of Camposol AS is c/o Thommessen Krefting Greve Lund AS, 0161 OSLO, Norway.

The registered legal address of Camposol S.A. is Calle Augusto Tamayo 180, District of San Isidro, Province of Lima, and Department of Lima, Peru. In addition, the Company has a commercial office located at Carretera Panamericana Norte Km. 497.5, District of Chao, Province of Viru, Department of La Libertad, and three production establishments or agricultural lands located at Carretera Panamericana Norte Kms. 510, 512, y 527 in the Department of La Libertad, Peru. Camposol S.A. also has two offices in the department of Piura.

The table below presents the agricultural land where the Group develops its activities, as of 31 December 2007:

Agricultural land	Lots	Hectares
Mar verde	7C(1), 7C(2), 7B-I(1), 7B-I(2)	2,496
Piura - Sullana	-	2,662
Agroindustrial Chao Project	1, 2, 3, 4 y 3C	1,726
Gloria	7BII	1,018
Agromás	7D	414
Pur Pur	10.4 A-VI, 10.4 A-VII, 10.5-VIIA, VD16	246
Virú - San José	-	416
Compositan	II y III	3,778
New Lands - Chao	7 A - I, 7A - II, 7A - III, 7A - IV	2,762
Santa Ana - Piura	-	3,370
		18,888

The Group maintains the ownership of its agricultural lands planted with the following types of crops:

	Hectares
Asparagus	3,318
Avocados	840
Mangoes	499
Piquillo pepper	268
	4,925

Artichoke plantations are distributed on leased land as at 31 December 2007.

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation -

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by EU.

The basis of preparation and accounting policies used in preparing the consolidated financial statements for the year ended 31 December 2007 are set out below. These accounting policies have been consistently applied.

The consolidated financial statements have been prepared on historical cost basis, except biological assets and derivative financial instruments which have been measured at fair value. The financial statements are presented in United States dollars and all monetary amounts are rounded to the nearest thousand (US$000) except when otherwise indicated.

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

Certain new standards, amendments and interpretations to existing standards have been published and are mandatory for the Group accounting periods beginning on or after 1 January 2008 or later periods but which the Group have not early adopted. Those applicable to the Group are as follows:

i) IFRS 8, *'Operating Segments'* applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures to the financial statements of the Group.

ii) IFRS 2 amendment *Amendments to IFRS 2 'Share Based Payment' – Vesting Conditions and Cancellations (effective for annual periods beginning on or after 1 January 2009)*

The amendment clarifies two issues: The definition of 'vesting condition', introducing the term 'non-vesting condition' for conditions other than service conditions and performance conditions. It also clarifies that the same accounting treatment applies to awards that are effectively cancelled by either the entity or the counterparty. The Group expects that this Interpretation will have no impact on its financial statements.

iii) IFRS 3 Amendment, *'Business Combinations'*, applicable for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. The application of this standard will be applied prospectively and will affect future acquisitions and transactions with minority interests.

iv) IAS 1 Amendment, *'Presentation of Financial Statements'*, applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures to the financial statements of the Group.

v) IAS 1 & IAS 32 Amendment, *'Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation'*, applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will

only have impact on the disclosures and presentation of the financial statements of the Group.

vi) IAS 23 Amendment, *'Borrowing Costs'*, applicable for annual periods beginning on or after 1 January 2009. The application of this standard will result in the capitalization of borrowing costs. No changes will be made for borrowing costs incurred to this date that have been expensed..

vii) IAS 27 Amendment, *'Consolidated and Separate Financial Statements'*, for annual periods beginning on or after 1 July 2009. The application of this standard will be applied prospectively and will affect future acquisitions and transactions with minority interests.

viii) IFRIC 11, IFRS 2 *'Group and Treasury Shares Transactions'*, applicable for annual periods beginning on or after 1 March 2007. The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

ix) IFRIC 14, IAS 19, *'The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction'*, applicable for annual periods beginning on or after 1 January 2008. The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

x) IFRIC 12, 'Service Concession Arrangements', which is effective for periods beginning on or after 1 January 2008 is not relevant for the Group.

xi) IFRIC 13, 'Customer Loyalty Programms, which is effective for periods beginning on or after 1 July 2008 are not relevant for the Group.

b) Judgments in applying accounting policies and key sources of estimation uncertainty -

Many of the amounts included in the financial statements involve the use of judgment and estimation. These judgments and estimates are based on managements' best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgments and estimation is contained in the accounting policies and other the Notes to the financial statements. The key areas are summarised below.

Significant areas of estimation uncertainty and critical judgments made by management in preparing the consolidated financial statements include:

- Determination of functional currency - Note 2 (d);
- Determination of useful lives of assets for depreciation purposes - Note 2 (e);
- Recognition and determination of useful lives of intangibles assets - Note 2 (f);
- Review of asset carrying values and impairment charges - Note 2 (g);
- Determining the fair value of biological assets - Note 2 (j);
- Contingencies - Note 2 (r);
- Certain Income tax matters - Notes 12 and 22

c) Basis of consolidation -

The consolidated financial statements set comprise the financial statements of the Company and its subsidiaries as at 31 December each year..

(i) Subsidiaries and business combinations

Subsidiaries are those enterprises controlled by the Group regardless of the amount of shares owned by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement. Companies acquired during 2007 have been accounted in the consolidated financial statements according to IFRS 3 - Business Combinations.

The financial statements of subsidiaries are prepared for the same reporting periods as the Group using consistent accounting policies. All inter-companies balances and transactions, including unrealized profits arising, have been eliminated on consolidation. Unrealized losses are eliminated in full in the same way as unrealized gains..

(ii) Equity transactions in business combinations

In business combinations and preceding capitalization (private placement), an identified shareholder has been granted warrants for no consideration and has paid a discounted price (compared to the other investors in the private placement) for shares in Camposol AS. The warrants and the discounted price represent a type of finder's fee for identifying the acquisition of Camposol Peru.

The discounted share price and warrants fall under the scope of IFRS 2 for equity-settled share-based payments. IFRS 2 has a rebuttable presumption that the fair value of services rendered (finder's fee) can be reliably estimated. Since the other shareholders to the private placement elected to participate in the offering, their "acceptance" of the terms for identified shareholder seems to be a clear indication that the services rendered by this shareholder were identifiable and had perceived value. IFRS 2.13 provides that the fair value can be measured indirectly by reference to the fair value of the equity instruments granted (i.e, shares and warrants). This would mean that the fair value of the services would be 1) the difference between the price per share paid by the other shareholders and the cash per share paid in by the identified shareholder for the total shares acquired; plus 2) the fair value of the warrants. The fair value of the warrants should be determined consistently with IFRS 2.17.

The fair value of the services rendered will be recorded by increasing equity with the offset to an asset. The finder's fee is a part of the total cost of the business combination.

In addition a previous minority shareholder in the acquired company has, in combination with a preceding capital reduction, been granted warrants and a right to subscribe shares on a contribution in kind equal to the capital reduction The substance (rather that the form) of the equity transaction is that this previous shareholder swapped it's interest in Camposol Peru for a interest in Camposol AS.

IFRS 2.5 provides that IFRS 2 will not apply to equity transactions where the goods received are part of the net assets acquired in a business combination. For similar reasons, the transaction is outside the scope of IAS 32. The accounting for the consideration will fall under the scope of IFRS 3. IFRS 3.24 and .25 provide that the cost of a business combination is based on the fair value of assets given up, liabilities assumed and equity instruments issued at the date of the exchange. At the end of 2007, Camposol AS has a liability to issue shares to the identified previous minority shareholder.

Based on IFRS 3, the shares to be issued to the minority shareholder are recorded based upon their fair value (not the cash paid in).

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(iii) Minority Interests -

Minority shareholders' interest represents the interests in Preco Precio Economico S.A.C and Sociedad Agricola Las Dunas S.R.L. not held by the Group. In the event of a purchase of minority shareholders' interest when the Group holds the majority of shares of a subsidiary, any excess of the consideration given over the Group's share of net assets is recorded in retained earnings in equity.

d) Currency translation -

Functional and presentation currency -

The functional currency for Camposol AS and its subsidiaries is determined by the currency of the primary economic environment in which it operates. The Group's financial information is presented in US dollars, which is the functional currency of its main subsidiaries.

Transactions and balances -

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Group companies -

The income statement and balance sheet of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
ii) income and expenses for each income statement are translated at average exchange rates; and
iii) all resulting exchanges differences are recognized as a separate component of equity. As of 31 December 2007 the net amount approximated zerol.

e) Property, plant and equipment -

Property, plant and equipment is stated at cost, less accumulated depreciation and impairment losses. Cost comprises its purchase price and any cost directly attributable to bringing it into working condition for its intended use.

The cost less the residual value of each item of property, plant and equipment is depreciated over its useful life. Each item's estimated useful life has been assessed with regard to its own physical life limitations. Estimates of remaining useful lives are made on a regular basis for buildings, plant and equipment, with annual reassessments for major items. Depreciation is calculated on a straight-line basis over the estimated useful life of the individual asset. Depreciation commences when assets are available for use. Land is not depreciated.

An asset carrying amount is written-down immediately to its recoverable amount if the asset carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amounts and are recognized within other income or expenses, as appropriate in the income statement.

Useful life

The expected useful life under the straight-line method is as follows:

	Years
Buildings and other construction	33
Plant and equipment	Between 5 and 10
Furniture and fixtures	10
Other equipment	Between 3 and 10
Vehicles	5

The useful life and the depreciation method are periodically reviewed to ensure that both, the method and the depreciation period are consistent with the foreseen pattern of economic benefit from the items under the property, plant and equipment caption.

Interest borrowing costs

Interest borrowing costs are not capitalized. They are expensed as incurred.

Construction in progress

Represent property under construction and are recorded at cost. Constructions in progress are not depreciated until the relevant assets are completed and installed in an operating condition.

Subsequent expenditure

Expenditure incurred to replace a component of an item of property, plant and equipment is capitalized separately with the carrying amount of the component being written-off.

Other subsequent expenditures are capitalized if future economic benefits will arise from the expenditure. All other expenditures including repairs and maintenance expenditures are recognized in the income statement as incurred.

f) Intangible assets -

(i) Goodwill

Goodwill is inititially measured at cost being the excess of the cost of the business combination over the group's share of the net fair value of of the acquiree's identifiable assets , liabilities and contingent liabilities at the date of acquisition.

Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. After initial recognition, goodwill is recognised at cost less any accumulated impairment losses. Separately recognized goodwill is tested annually for impairment. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(ii) Customer Relationship

The relationships with customers established over time become a valuable intangible for the Group. The loyalty of the customers has had a positive impact on sales and profits during the last 10 years of operation of Camposol S.A., allowing it to have foreseeable growth. Currently, Camposol S.A. has a base of 59 customers, 16 of which explain 72% of sales (according to 2007 commercial statistics).

Predictable commercial relationships generate a set of economic benefits for the Group. Among those benefits are: i) boost in sales, ii) minimize the risks of sharp fluctuations in sales.

Camposol S.A. has not reported any subscribed contracts with its customers that would allow to establish a strong and clear relationship in terms of effective duration and other commercial specifications. Nonetheless, management estimates that relationships with the main customers will continue over time.

Due to the important economic benefits that customer relationships imply, the most suitable valuation methodology is the income approach. The cost approach does not capture all the monetary benefits while the market approach is not applicable because there is not a dynamic market for transactions of customer lists or contracts in the industry, therefore these methods were discarded to value customer relationships. Within the income approach, the "multi-period excess earnings" method is definitely the most widely accepted among valuation experts when valuing customer relationships.

This method consists of estimating the present value of the excess of earnings attributable to customer relationships during its economic life. The excess of earnings is defined as the difference between:

- After-tax operating cash flow generated by the existing customers at the acquisition date; and,
- Cost contribution required by the remaining assets (tangible and intangible) for maintaining the relationships with customer

The application of the "multi-period excess earnings" requires the following estimations:

1. Future sales attributable to the existing customer list at the acquisition date, excluding any sales from other customers without an established and clear relationship. The sales forecast for each customer, or customer category, must take into consideration organic sales growth as well as the deterioration rate for this customer list.
2. Calculation of operating margins (EBIT), taking into account only costs related to the existing customer base at the acquisition date.

Customer relationships are initially recognized at cost (fair value at the date of acquisition in a business combination) and subsequently at cost less amortization over their estimated useful lives of between 2 to 20 years.

(iii) Computer Software

Acquired computer software licenses are initially measured at cost which comprises of the costs incurred to acquire the computer software licenses and and directly attributable costs of preparing the asset for its intended . Subsequent to initial recognition, computer software licenses are carried at cost less any accumulated amortization and any accumulated impairment loss.

Computer software liscences are amortized over their estimated useful lives (four years).

Costs associated with maintaining computer software programmers are recognized as an expense as incurred. Costs that are directly associated with the development of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognized as intangible assets.

g) Impairment of non-financial assets -

The carrying amounts of non-financial assets are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. At each reporting date the Group assess if there are indicators of impairment; an exercise is undertaken to determine whether the carrying values are in excess of their recoverable amount. Such review is undertaken on an asset by asset basis, except where such assets do not generate cash flows independent of other assets, and then the review is undertaken at the cash generating unit level.

If the carrying amount of an asset or its cash generating unit exceeds the recoverable amount, a provision is recorded to reflect the asset at the lower amount. Impairment losses are recognized in the income statement.

Calculation of recoverable amount

The recoverable amount of assets is the greater of their value in use or fair value less costs to sell. Fair value is based on an estimate of the amount that the Group may obtain in a sale transaction on an arm-length basis. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The Group's cash generating units are the smallest

identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Reversal of impairment

An impairment loss not related to goodwill is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

h) Leases -

The determination whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Finance leases

Finance leases that transfer to the Group substantially all risks and benefits incidental to ownership of the leased items are capitalized at the inception of the lease at the fair value of the leased goods , or if lower, at the present value of the minimum lease payments. Finance lease payments are apportioned between financial charges and reduction in the lease liability so that a constant interest rate can be obtained for the outstanding liability balance. Finance costs are recorded directly in the income statement of the year. Capitalized leased assets are depreciated over the shorter of their estimated useful life and the lease term, if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straightñline basis over the period of the lease.

i) Investments in associated companies -

An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor joint venture. The investments in shares of the associated companies are recorded using the equity method. Under the equity method, the investment in the associate is carried at cost plus the post acquisition changes in the Group's share of net assets of the associate. Consequently, the Group's participation in the associate's profits or losses is recognized in the results of the period in which they occur. When the Group's portion in the losses of an associate is equal or exceeds the book value of the investment, the Group no longer includes its corresponding part in the losses and the investment is presented with nil value. In case the associated companies are not able to meet payments for financial obligations guaranteed by the Group, additional losses woud be recorded.

j) Biological assets -

The plantations of asparagus, avocados, mangoes, artichokes and piquillo pepper and the shrimp farming are stated at their fair value according to IAS 41 - Biological Assets. Fair value is determined

using the present value method. All changes in fair value are recognized in income in the period in which they arise. Land, and related facilities are accounted for under property, plant and equipment.

Assumptions are used to estimate the plantation volumes, cost per ton, and depletion. Changes in the assumptions or estimates used in these calculations may effect the Group's results. The inputs the growth model involve estimations, which are regularly updated. The discount rate used to estimate the present values is estimated based on the pre-tax weighted average cost of capital method.

Cost of delivery includes all costs associated with getting the harvested agricultural and shrimp produce to the market, being harvesting, loading, transport and allocated fixed overheads.

k) Inventories -

The cost of inventories includes the cost related to industrial activity and other costs such as packing and transportation.

Inventories are valued at the lower of average cost or net realization value. The net realization value is the sale price during the normal course of business, less costs to place inventories in selling condition and commercialization and distribution expenses. The cost is determined based on a weighted average, except in the case of in-transit inventories, which are recorded at their specific acquisition cost.

The cost of inventories may not be recovered if those inventories are damaged, on become wholly or partially obsolete, their selling prices have declined or the estimated costs to be incurred to make the sale have increased. In such circumstances, inventories are written down to their net realizable value, charging to the income statement on item by item basis.

l) Accounts receivable -

Current trade receivables are recognized initially at fair value and subsequently remeasured at amortized cost using the effective interest method, less the provision for impairment. A provision for impairment of trade receivables is estimated when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the invoice. The amount of the provision is the difference between the carrying amount and the present value of the recoverable amount and this difference is recognized in the income statement. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.

m) Share capital -

Ordinary shares are classified as equity. Excess to par value of shares received upon issuance of shares is classified as share premium.

n) Provisions -

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a financial expense.

Worker's profit sharing and other employee benefits

In accordance to Peruvian Legislation the Group shall provide for worker's profit sharing equivalent to 10 % of taxable income of each year. This amount is charged to the income statement and is considered deductible for income tax purposes. The Group has no pension or retirement benefit schemes.

Deferred workers' profit sharing liability is presented in Other payables in the balance sheet. The workers' profit sharing liability is computed using the balance sheet liability method and reflects the effects of temporary differences between asset and liability balances for accounting purposes and those determined for tax purpose. The liability is measured using the workers' profit sharing rates expected to be applied to the taxable income in the years in which these differences are recovered or

eliminated. Effects corresponding to changes in workers' profit sharing rates are recognized in the results of the year in which the change is known.

o) Income tax -

The income tax rate in Norway (Camposol AS) is 28%.. Income tax rates for subsidiaries in Cyrpus and most subsidiaries in Peru are 10% and 15%, respectively. Income tax is calculated using tax rates and tax laws that are enacted or substantively enacted at the balance sheet date.

Income tax expenses are computed based on the profit of the year and taking into account the effect of deferred taxes, which is computed using the balance sheet liability method. Deferred taxes reflect the effects of temporary differences between asset and liability balances for accounting purposes and those determined for tax purposes. Deferred assets and liabilities are measured using the income tax rates expected to be applied to the taxable income in the years in which these differences are recovered or eliminated. Measurements of deferred assets and liabilities reflect the tax consequences derived from the manner in which it is expected to recover or settle the value of the assets and liabilities as of the date of the balance sheet.

Deferred assets are recognized when it is probable that there will be sufficient future tax benefits against which the deferred asset may be applied; the Group evaluates unrecognized deferred assets and the balance of recognized assets as of the date of the balance sheet. A previously unrecognized deferred asset is recognized if it is probable that sufficient future taxable income will permit its recoverability. Likewise, a deferred asset is reduced if it is not probable that sufficient taxable income will permit using part or the total of the recognized deferred asset.

Effects corresponding to changes in income tax rates are recognized in the results of the year in which the change is known.

p) Trade payables -

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

q) Borrowings -

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowing using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

r) Contingencies -

Contingent liabilities, other than those recognized in business combination, are not recognized in the financial statements. They are disclosed in the notes to the financial statements unless the possibility of an economic outflow is remote. A contingent asset is not recognized in the financial statements, but is disclosed when the degree of contingency is probable.

s) Revenue recognition -

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases their estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Sales of goods -

Sales of goods are recognized when all risks inherent to the product delivered have been transferred, which occur when the products are delivered to the customer. Delivery is considered executed when title has passed to the customer. Sales of goods comprise:

- Exports of fresh products

  They are mainly fresh products of asparagus, avocado and mango. These exports are invoiced on a preliminary liquidation basis (provisionally priced) which amount is determined on current market prices at the date of export invoice issuance.

  Subsequently, an adjustment to the provisional prices, are determined based on current market prices at the date that was agreed with the customer, in a period ranging from 7 to 30 days after the export delivery. In consequence, the respective credit/debits notes will be generated as to this adjustment.

  Accordingly, the arrangements under these conditions entail an embedded derivative. The price exposure arose per such adjustment is considered an embedded derivative and hence separated from the sales contract at each reporting date; then, such provisionally priced fresh product is revalued based on the forward selling price for the respective quotational period agreed with the customer until this quotational period ends. The selling price of those fresh products can be measured reliably as these products are actively traded on international markets. The revaluing of provisionally priced contracts is recorded as an adjustment to revenue and debited or credited to accounts receivable.

- Exports of canned products

  On canned products revenue is recognized when export delivery conditions are met.

- Export of frozen products

  On frozen products revenue is recognized when export delivery conditions are met.

- Domestic sales

  Revenue is recognized on a delivery basis.

Change in fari value of biological assets -

In addition, the Group recognizes in its results the effect of adjustments originated by income for biological assets, which correspond to changes in fair value of agricultural crops and shrimps made as of the date of the balance sheet.

Interest income -

Revenue is recognized as interest accrues using the effective interest rate.
Income (or loss) from associates -

It is recognized in income using the equity method.

Docking services rendered -

Revenues from these services provided to third-parties are recognized when they are rendered.

Drawback of custom duties -

In Peru, Camposol S.A is a beneficiary of a simplified procedure for drawback of customs duties, being the drawback rate 5 % of the FOB export value (Note 6). This benefit is recognized net of cost of sales monthly based on the export realized.

t) Costs and expenses -

The cost of sales that corresponds to the cost of production of the products commercialized by the Group are recorded when the goods are delivered, simultaneously with the recognition of the revenues from the corresponding sale.

Other costs and expenses are recognized as accrued and recorded in the periods to which they are related.

u) Financial instruments -

The Group's financial instruments comprise accounts receivables, trade payables, borrowing and derivatives financial instruments.

(i) Recognition -

The Group recognizes financial assets and liabilities on its balance sheet when, and only when, it becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet only when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

(ii) Measurement -

Financial assets and liabilities are initially recognized at cost, which is the fair value of consideration given or received, respectively, including, or nte of, any transaction costs incurred.

Changes in the fair value of financial assets at fair value through profit and loss are recognized directly in the income statement.

Loans and receivables are loans and receivables created by the Group providing money or goods to a debtor. Loans and receivables are initially recognized in accordance with the policy stated above and subsequently remeasured at amortized cost using the effective interest method. Financial liabilities are initially recognized in accordance with the policy stated above and subsequently remeasured at amortized cost using the effective interest method.

(iii) De-recognition -

Financial instruments are de-recognized when the Group transfers all risks and rewards of ownership.

(iv) Derivatives

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value at each balance sheet date. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Currently the Group has not designated any derivative as a hedging instrument. Therefore, changes in the fair value of derivative instruments are recognized immediately in the income statement with the offset to the derivative recorded in other payables or receivable in the balance sheet.

Embedded derivatives incorporated in host contracts of financial instruments are accounted for at its fair value separately from the host contract if such embedded derivative is not closely related to the host contract.

v) Dividend distribution -

Dividend distribution to the Group's shareholders is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved by the Group's shareholders.

w) Cash and cash equivalents -

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the balance sheet and the cash flow statement, cash and cash equivalents comprise cash in hand and short term deposits held with banks with an original maturity of three months or less and which are subject to insignificant risk of changes in value.

x) Segment reporting -

A business segment is a distinguishable component of the Group engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is a distinguishable component of the Group engaged in providing products or service within a particular economic environment that are subject to risk and returns that are different from those segments operating in other economic environment.

Management considers that the Group operates in one business segment, which is the production and sale of farmed products as fresh, canned and frozen, and operates in different geographical segments on which its products are distributed.

(y) Share-based compensation

A related party (previously deputy chairman of the board) received options for coordination of the work related to the capitalisation of the company. The options are fully vested and there are no further conditions that he must comply with to qualify to exercise the options. The options are considered to fall under the scope of IFRS 2 for equity-settled share-based payments. The options have been valued consistently with IFRS 2.17. Since they are fully vested, the fair value of the option has been recorded as an increase to expense and an increase to equity.

In addition, the group operates a number of equity-settled, share-based compensation plans. . The cost of the equity-settled transactions are measured by reference to their fair value at the date on which they are granted. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

3 BUSINESS COMBINATIONS

Camposol AS was established on 25 September 2007 and capitalised through a Private Placement on 8 October 2007 (see note 21 Share Capital and Share Premium).

On 17 October 2007, Camposol AS acquired 100% of the share capital of Siboure Holding Inc. a company which, prior to the acquisition, had established 100% ownership of the Camposol S.A. group.

On the closing date the company transferred a portion of the selling price to an escrow account the amount of US$2,727,403 as a guaranty.

The guaranty will cover (i) 94.74% of the contingencies and hidden liabilities that could materialize in respect of Camposol SA and its Subsidiaries as from the Closing Date; and (ii) 100% of the

contingencies and hidden liabilities that could materialize in respect of Siboure Holding Inc as from the Closing Date.

In the case of the non-controlled subsidiaries, the guaranty will cover the decrease in the value of the investments in the shares of said companies held by Camposol SA, resulting from the materialization of contingencies or hidden liabilities in such companies other than the contingencies or hidden liabilities of the due diligence process.

The guaranty will remain in force until the financial statement of Camposol SA's 2008 financial year has been published or until April 30, 2009, whichever occurs first.

In connection with the business combination, two minority shareholders in Camposol SA, representing 47.89% of the shares, left this company through a capital reduction in Camposol SA. One of the minority shareholders, Peru Land and Farming LLC (PLF), owned 5.25% in Camposol SA As consideration for PLF relinquishing its ownership in Camposol SA , Camposol AS incurred a liability at the date of the acquisition to issue shares at a reduced price to PLF for the amount of capital reduction. Under IFRS 3, this liability incurred was part of the cost of the business combination and valued at fair value. PLF became as shareholder of Camposol AS on 5 March 2008 and received 1,195,959 shares.

Camposol S.A. group is established in Peru and are the world's largest producer and seller of asparagus. The acquired business contributed to substantially all of the revenues and net profit for the period.

If the acquisition had occurred on 1 January 2007, Group revenue would have been US$125,962,000, and profit would have been US$21,785,000. These amounts have been calculated using the Group's accounting policies and by adjusting the results of the subsidiary to reflect the additional depreciation and amortization that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from 1 January 2007

Details of net assets acquired and goodwill are as follows:

	US$000
Purchase consideration:	
- Cash paid	148,196
- Direct costs relating to the acquisition	1,324
	149,520
- Fair value of warrants to finding shareholder (Note 21)	6,133
- Fair value of discounted share premium to finding shareholder (Note 21)	12,851
- Fair value of liability incurred to previous minority shareholder (PLF)	2,230
Total purchase consideration	170,734
Fair value of net assets acquired	154,455
Goodwill (*)	16,279

The goodwill is attributable mainly to the workforce of the acquired business and systems and processes of the acquired Companies which do not meet criterions to be separately recognized in the financial statements as per IFRS.

The fair value of the discounted share premium is calculated on the difference between share premium paid by the investors and share premium pay by the finding shareholder.

Fair value of warrants and options is set by external valuators.

The provisional fair value of the identifiable assets and liabilities of the acquiree as at 17 October 2007 and the corresponding carrying amounts immediately before acquisition were as follows:

	Fair value US$000	Acquiree's carrying amount US$000
Cash and cash equivalents	2,579	2,579
Property, plant and equipment	86,012	50,039
Customer relationships (*)	9,566	-
Software (*)	1,428	1,428
Investment in associates	353	353
Inventories	28,538	27,786
Biological assets	69,704	69,704
Trade and other receivables and other assets	43,855	43,855
Borrowings	(39,570)	(39,570)
Deferred tax liabilities	(10,768)	(3,910)
Trade and other payables and other accounts	(37,242)	(33,221)
Net assets	154,455	119,043
Goodwill	16,279	-
Total net assets acquired	170,734	119,043

Purchase consideration settled in cash	149,520
Cash and cash equivalents in subsidiaries acquired	(2,579)
Cash outflow on acquisition	146,941

(*) The cost additions and amortization of these intangibles from incorporation date to 31 December 2007 is a follows:

	Cost US$000	Amortization US$000	Net US$000
Goodwill	16,279	-	16,279
Customer relationship	9,566	(231)	9,335
Software	1,428	-	1,428
Total	27,273	(231)	27,042

Profit generated by the acquired entity since acquisition until 31 December 2007 amounts to US$10,989,000.

4 SEGMENT REPORTING

The Group is mainly a farming corporation engaged in producing, processing and commercializing different farmed products as fresh, preserved and frozen, which are mainly exported to European markets and the United States of America. Since all farmed products have similar risk and rewards, managament considers all as a unique business segment to be reported.

Camposol AS, which is located in Norway, has subsidiaries that operate mainly in Peru and has an associated company engaged in the commercialization of asparagus in the west zone of the United States.

Revenue -

Revenue for the year is allocated based on the country in which the customer is located. There are no significant inter-segment revenues. The Group net sales mainly result from the sale of fresh, canned and frozen white and green asparagus, piquillo peppers, avocados, mangoes, artichokes and shrimps. The following table presents the region net sales by geographic area:

	US$000
Europe	25,132
USA	9,942
Peru	226
Other	892
	36,192

Segment reporting information for total segment assets and liabilities, capital expenditure, depreciation and non-cash expenses corresponds mainly to Peru.

5 REVENUE

The key components of the Group's net sales are the sale of fresh, canned and frozen white and green asparagus, piquillo peppers, avocados, mangoes and artichokes. As of 31 December 2007, the following table presents the Group's net sales components of its business segment:

	US$000
Asparagus	24,402
Artichokes	5,929
Piquillo pepper	4,746
Mango	264
Shrimp	827
Other finished products	24
Total	36,192

Included within asparagus, avocado and mango revenue are net changes in the fair value of embedded derivatives of US$627,000 for 2007 (Note 2-s), which have been debited to revenue and credited to accounts receivable.

6 COST OF SALES

The following table presents the components of this caption:

	2007 US$000
Cost of inventories recognized as an expense	15,050
Personnel expenses, Note 9b	11,105
Depreciation, Note 14	875
Workers' profit sharing - Current, Note 9b	36
Workers' profit sharing - Deferred, Note 9b	93
Income from custom duties drawback, Note 29a	(1,207)
Total	25,952

7 ADMINISTRATIVE EXPENSES

The following table presents the components of this caption:

	2007 US$000
Personnel expenses, Note 9b	1,159
Professional fees	551
Expense of share based payments: options (note 21)	257
Software and hardware expenses	32
Travel and business expenses	362
Social work	19
Transport and telecommunications	58
Electricity, maintenance and security	65
Depreciation, Note 14	10
Workers' profit sharing - Current, Note 9b	237
Workers' profit sharing - Deferred, Note 9b	618
Other expenses	116
Total	3,484

8 SELLING EXPENSES

The following table presents the components of this caption:

	2007 US$000
Transport expenses	2,142
Customs expenses	731
Third-party services (a)	658
Personnel expenses, Note 9b	302
Intangibles amortization	231
Travel and business expenses	97
Insurance	98
Samples, promotions and fairs	95
Lease and telephone	65
Workers' profit sharing - Current, Note 9b	12
Workers' profit sharing - Deferred, Note 9b	10
Other expenses	31
Total	4,472

(a) This amount mainly comprises professional fees related to export activities.

9 PERSONNEL EXPENSES

a) The following table presents the components of this caption:

	2007 US$000
Remunerations	11,244
Vacations	504
Other employees benefits	175
Expense of share based payments: options	257
Other expenses	386
Workers' profit sharing	1,006
Total	13,572

b) The following table presents the components of personnel expenses:

	2007 US$000
Cost of sales, Note 6	11,234
Administrative expenses, Note 7	2,014
Selling expenses, Note 8	324
	13,572

10 OTHER INCOME AND EXPENSES

The following table presents the components of this caption:

	2007 US$000
Other income:	
Gain from sale of property, plan and equipment and other assets	307
Recovery of provision for doubtful trade accounts	19
Insurance claims	54
Other	148
	528
Other expenses:	
Loss from sale of property, plant and equipment	(23)
Other	(173)
	(196)

11 FINANCE COSTS

The following table presents the components of this caption:

	2007 US$000
Interest on bank loans	562
Banking expenses for bank letters of guaranty	103
Interest on debt to COFIDE	83
Other finance costsl	50
	798

12 INCOME TAX EXPENSE

a) The following table presents the components of income tax shown in the statement of income:

	2007 US$000
Current	221
Deferred	1,494
	1,715

b) The Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

	2007 US$000	%
Profit before income tax	12,778	100.00
At statutory income tax rate of 28% (*)	3,578	28.00
Excess of income tax rate (*)	(1,662)	(13.00)
Expenses not deductible for tax purposes	57	0.45
Non taxable revenue	(124)	(0.97)
Other	(134)	(1.08)
Taxation charge in the income statement	1,715	13.40

(*) Profit before income tax only corresponds to Peruvian subsidiaries, therefore taxation charge in the income statement is impacted by the tax rate of 15%.

13 BASIC AND DILUTED EARNINGS PER SHARE

Earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of ordinary shares in issue during the year.

	2007
Profit attributable to equity holders of the Group (US$000)	11,063
Weighted average number of ordinary shares in issue (thousands)	24,445
Basic earnings per share	0.452

Camposol AS was incorporated on 25 September 2007 (registered 4 October 2007) with 20,000 shares. The share capital was increased through a Private Placement on 8 October 2007 (registered 10 October) with 26,751,000 shares. Camposol AS acquired and obtained control of the Group on 17 October 2007.

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The company has two categories of dilutive potential ordinary shares: convertible debt and share options which are dilutive A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	2007
Profit attributable to equity holders of the Group	11,063
Profit used to determine diluted earnings per share	
Weighted average number of ordinary shares in issue (thousands)	24,445
Adjustments for:	

- Share options (thousands)	4,542
Weighted average number of ordinary shares for diluted earnings per share (thousands)	28,987
Diluted earnings per share	0.382

Authorization to the board to issue shares for acquisition purposes, options and warrants for employees were approved on general meeting on 8 October 2007 in total 6,692,750 shares.

14 PROPERTY, PLANT AND EQUIPMENT, NET

a) The following table presents the components of this caption, as of the date of the balance sheet:

	Land US$000	Buildings and other constructions US$000	Plant and equipment US$000	Furniture, fixtures and other equipment US$000	Vehicles US$000	Construction in progress US$000	Total US$000
2007 -							
Cost							
Opening balance	-	-	-	-	-	-	-
Additions as of acquisition date	33,454	13,762	27,450	4,286	1,561	5,499	86,012
Other additions	1,090	159	565	342	184	6,968	9,308
Retirements	-	-	(458)	-	(126)	-	(584)
Transfers	(84)	54	4,369	(2,170)	-	(2,169)	-
Balance as of 31 December	34,460	13,975	31,926	2,458	1,619	10,298	94,736
Cumulative Depreciation							
Charge for the year	-	(119)	(523)	(109)	(134)	-	(885)
Retirements	-	-	206	-	-	-	206
Balance as of 31 December	-	(119)	(317)	(109)	(134)	-	(679)
Net book value	34,460	13,856	31,609	2,349	1,485	10,298	94,057

b) For the period to 31 December 2007, the main acquisitions of property, plant and equipment mainly include assets needed to increase the production capacity of the processing plants, water equipment and agricultural machinery.

c) As of 31 December 2007, the land, property, plant and equipment captions include fixed assets acquired under finance leases for US$7,561,000 net of their corresponding cumulative depreciation, which are guaranteed with the same assets.

d) As of 31 December 2007, the Group has insured its fixed assets to cover the property, plant and equipment up to a value of US$40,000,000. The Group's Management believes that this policy is consistent with international practices in the industry and the risk of eventual losses has taken into account considering the type of assets.

15 INVESTMENTS IN ASSOCIATED COMPANIES

As of 31 December this caption comprises the following:

	% share in the capital stock %	2007 US$000

Mission Asparragus LLC (a)	50.0	-
Empacadora de Frutos Tropicales S.A.C. (b)	40.0	353
		353

a) On 1 December 2006, Camposol S.A. participated in the incorporation of Mission Asparagus LLC (Mission Asparagus), a company domiciled in the United States, together with Mission Produces, Inc; each party contributed with 50 % of the capital shares on incorporation. As a result of this transaction Camposol S.A. paid US$750,000.

Mission Asparragus LLC, is a company engaged in the commercialization of asparagus in the west zone of the United States, mainly in the cities of California and maintains the concession in the use of certain important brands; in opinion of the Group's Management, this will improve the yield of asparagus and other crops commercialized through this associate.

For the period 17 October to 31 December 2007 the Group recognized its corresponding participation on the losses of this company by US$626,000. The cumulative excess losses and the loss of the period not recognized amounts to US$482,000.

On December 2006 Mission received two loans from Lee Pacific, Llc and Grovers Express. Llc, both companies incorporated in California, United States of America, amounting to US$1,350,000 and US$495,600, respectively. Camposol S.A. together with Mission Produce Inc., a California Corporation, were constituted as guarantors of the loans, by which they absolutely and unconditionally guarantee the punctual payments when due, whether at stated maturity, by acceleration, or otherwise, of all obligations of Mission existing under the loans whether for principal, interests, fees, expenses or otherwise. These loans are being paid in annual installments as from 2007 until December 2012. As of 31 December 2007 the amounts payable under the two loans are US$ 1,180,000 and US$ 421,600, respectively

b) On 30 September 2006 Camposol S.A. participated in the incorporation of Empacadora de Frutos Tropicales S.A.C (Empafrut), a Peruvian company engaged in the processing and commercialization of fresh fruits products, mainly mango. As a result of this transaction Camposol S.A. paid US$600,000.

For the period 17 October to 31 December 2007 the Group recognized its corresponding participation on the losses of this company by US$ 115,000.

On November 16 2006, Camposol SA and the shareholder of Empafrut signed a shareholder agreement in agree on the terms of which the Empafrut will need to ask approval of Camposol SA. The main terms of the shareholder agreement consist of the following:

1. Camposol SA will have a least two board members in the board of directors or number that corresponds to its shareholding.

2. Camposol SA should participate in the approval of agreements related to the acquisition of property and capital goods, the disposal and transfer of the same, including the establishment of duties, taxes or any other type of charge that could affect them, as well as the provision of personal or real guarantees, initiate a liquidation or bankruptcy process, designate and remove directors, approve the management, memorandum and financial statements; resolve the application of profits; designate external auditors, or delegate said designation to the board.

c) The following table shows summarized financial information for these associated companies for the year as a whole :

	2007	
	Mission (*)	Empafrut
	US$000	US$000
Total assets	3,689	2,785
Total liabilities	4,651	1,878
Total revenue	12,780	3,134
Loss for the year	(2,463)	(174)
Total equity	(963)	907

(*) Figures presented at 31 October 2007 due to this corresponds to its fiscal year - end.

16 BIOLOGICAL ASSETS

a) The Group recognizes the agricultural plants and shrimps using the market reasonable value for asparagus, avocados, mangoes, piquillo pepper and artichokes. Such value is calculated using the expected cash flows and the costs related to those agricultural crops. The application of this accounting practice complies with the International Accounting Standard No 41 – "Agriculture". For that, the Group's management prepared its projections of operative revenues and expenses according to estimated production for each of its plantations or agricultural crops. The projections mentioned have been prepared in United States dollars, because the Group's management has determined that it is the functional currency of the subsidiaries with biological assets within the Group. Also, the discounted cash flows included in the projections has a discount rate that includes the cost of opportunity of capital equivalent to 10.7 % per year. Farming of shrimps, which is a minor activity of the Group, is also in compliance with IAS 41.

b) As result of the application of IAS 41, during the period ended 2007, the Group recognized the net effect of the adjustment for advance in sowing amounting to US$9,137,000. The distribution of such amount between revenue for biological assets and the net cost of biological assets (plantations and inventories) and the income tax and workers' profit sharing are detailed as follows;

	Total US$000
Revenue adjustments from change in fair value of biological assets	16,945
Deferred income tax and workers' profit sharing	(3,982)
Net cost of permanent plantations and maintenance (c)	(5,001)
Deferred income tax and workers' profit sharing	1,175
Net effect for application of IAS 41	9,137

c) Net costt and the net variation of permanent plantations and maintenance of farms (field farming costs and depreciation) recognized during the period ended 31 December 2007 can be analyzed as follows:

	US$000
Permanent plantations	4,901
Farming costs:	
Product in process	331
Finished products	(547)
Raw material	162
	4,847
Depreciation recorded as farming cost	154
Total	5,001

d) The main considerations for the calculation of the reasonable values of the asparagus, avocados and others are:

Asparagus:

- Consideration of 78 parcels in Agromás, Pur Pur, Mar Verde, Gloria, Agricultor, Aeropuerto, Oasis and San Jose.
- Parcels have a useful life of 8 years for white asparagus and 13 for green asparagus. The white asparagus parcels are transformed to green asparagus at the end of the 8 years.
- Each campaign lasts 6 months.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.

Avocados:

- Consideration of 17 parcels.
- Parcels have a useful life of 20 years.
- Every campaign lasts 1 year.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.
- Parcels have its first harvest after 3 years the plants have been seed.

Mangoes:

- Consideration of 12 parcels from Atypsa, Balfass and Dunas.
- Parcels have a useful life of 20 years.
- Every campaign lasts 1 year.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.
- Parcels have its first harvest after 3 years the plants have been seed.

Piquillo Pepper:

- The parcels have a useful life of 8 months.
- Each campaign last 8 months included preparation, maintenance and harvest.
- Consideration of 5 parcels lands from Terra.

Artichokes:

- Each parcel has a useful life of 9 months.
- Each campaign of artichokes last approximately 9 months, included preparation, maintenance and harvest.
- There were no parcels with artichokes campaign at the end of December 2007.

Shrimps:

- Each well has a useful life of 150 days, approximately 22 weeks.
- Each campaign of shrimps last approximately 22 weeks, included preparation, maintenance and harvest.
- 24 wells that cover an area of 177.61 hectares (2007).

17 INVENTORIES

a) This caption comprises the following:

	2007 US$000
Finished products:	
Artichokes	8,722
Asparagus	5,068
Piquillo peppers	3,190
Avocados	221
Mangoes	142
Other	266
	17,609
Supplies (b)	6,292
Containers	4,961
Raw material and others	1,165
Product in process	5,457
Land pre-operative labors	1,811
In-transit raw material and supplies	992
	38,287

b) In the opinion of the Group's management it is not necessary to recognize an allowance either for obsolescence and slow movement or for impairment of inventory, as of 31 December 2007.

18 OTHER ACCOUNTS RECEIVABLE

a) This caption comprises the following:

	2007 US$000
Agreement with Peru Land & Farming (PLF) (*)	6,912
Value added tax (b)	6,654
Import duties, Note 29 (a)	3,276
Claims to insurance entities	255
Other	1,040
	18,137
Less:	
Allowance for doubtful accounts	(153)
	17,984

Changes in allowance for doubtful accounts are as follows:

Balance at acquisition date	153
Additions debited to income	-
Recoveries	-
Balance at the end of the year	153

(*) Corresponds to a capital contribution to be made by PLF in 2008 in exchange of shares of Camposol AS according to an agreement with this company in connection with the acquisition of Camposol S.A. described in note 3.

e) In opinion of the Group's Management, the projections of revenue and expenses calculated according to estimated production for every type of biological asset and the discount rate used in the projected cash flows, reflect reasonably the expectations of the operations of the Group and the economic industrial sector in which the Group operates, as a consequence, the caption biological assets fairly presents, the market value of biological assets as of the date of the balance sheet. The movement for the period of the caption biological assets is, as follows:

	Asparagus		Avocados		Mangoes		Piquillo Pepper		Artichokes		Shrimp		Total	
	Hec. Sares	Estimated market value US$000	Hec. Sares	Estimated market value US$000	Hec. Sares	Estimated market value US$000	Hec. Sares	Estimated market value US$000	Hec. Sares	Estimated market value US$000	Hec. Sares	Estimated market value US$000	Hec. Sares	Estimated market value US$000
Acquisition date	2,673	43,465	658	15,042	499	6,966	235	1,117	835	1,689	250	1,382	5,350	69,705
Additions debited to income	649	14,005	18	3,328	-	800	22	249	(635)	(689)	20	787	(201)	16,865
Balances as of 31 December 2007	3,318	57,470	640	18,370	499	7,796	256	871	-	-	224	2,179	5,149	86,688
Less - current portion		(4,750)		(476)		(807)		(871)				(2,179)		(9,133)
		52,720		17,894		6,941								77,555

b) Correspond to the value added tax credit, which in management opinion, will be recovered within the short term.

19 TRADE ACCOUNTS RECEIVABLE

a) This caption comprises the following as of the date of the balance sheet:

	2007 US$000
Trade accounts	
Third parties	42,133
Related companies, Note 26	1,361
	43,494
Less:	
Allowance for doubtful accounts	(125)
	43,369

Changes in the allowance for doubtful accounts are as follows:

Balance at acquisition date	31
Additions debited to income	113
Recoveries	(19)
Balance at the end of the year	125

b) Trade accounts receivable mainly correspond to invoices for the sale of fresh and preserved asparagus, canned piquillo pepper and fresh avocados; their average collection term ranges are between 90 and 180 days and do not accrue interest. The Group carries out most of its operations using export letters of credit.

c) Management periodically reviews the situation of its accounts receivable so as to determine the need to make an allowance for those that cannot be recovered. In the opinion of Group's Management, the allowance for doubtful accounts adequately covers the uncollectibity risk as of the date of the balance sheet as of 31 December 2007.

As of 31 December 2007, the aging analysis of trade receivables is as follows:

	Total US$000	Neither Past due Nor impaired US$000	31-90 days US$000	91-180 days US$000	181-360 days US$000	More than 361 days US$000
Trade accounts	42,133	39,653	2,032	219	42	187
Related parties	1,361	590	380	188	203	-
	43,494	40,243	2,412	407	245	187

d) As of 31 December 2007 there are no accounts receivable securing obligations of the Group.

e) Accounts receivable carrying amounts are considered similar to their corresponding fair value due to their short-term maturity.

20 CASH AND CASH EQUIVALENTS

a) This caption comprises the following:

	2007 US$000
Cash	35
Current accounts (b)	89,693
	89,728

b) The Group has current accounts mainly in United States dollars, Euros, Norwegian Kroner and Peruvian nuevos soles. These funds are freely available and bear market floating interest rates except for USD 64 million which bear a fixed rate of 6.13%. until March 31, 2008..

c) Book value of available funds is equal to the corresponding fair value.

21 SHAREHOLDERS' EQUITY

SHARE CAPITAL AND SHARE PREMIUM

		Number of Shares	Nominal value NOK	Nominal value US$	Premium NOK	Premium US$	Warrants and options NOK	Warrants and options US$	Total NOK	Total US$
At 25 September 2007 (incorporation)	Subscription Price									
Proceeds from shares issued	NOK 6.60	20	100	18	30	6			130	
At 8 October 2007										
Capital increase in connection with acquisition of subsidiary		26,751	133,755	24,770	866,245	159,062			1,000,000	183,
Proceeds from shares issued										
Share premium discount as finder' fee					70,040	12,851			70,040	12,
	NOK 40	26,771	133,855	24,788	936,315)	171,919			1,070,170	196,
Fee and expenses private placement					(37,212)	(6,833)			(37,212)	(6,8
					899,103	165,086			1,032,958	189,8
Warrants and options issued		3,778					34,824	6,390	34,824	6,3
									1,067,782)	
		196,264								

The share increase performed in connection with the acquisition was based on a value per share of NOK 40.00.

As a part of finder's fee the main shareholder was granted a discounted subscription price. The value of the finder's fee should be calculated based on the fair value of the assets acquired. As the time difference between the date of the capitalisation of the company and the acquisition of the assets is less than one week, it is believed that the subscription price reflects the acquisition value. On this basis the value of the share premium discount is calculated to NOK 70,040,000 or equivalent to USD 12,851,375 (exchange rate at transition date).

The total paid in number of ordinary shares is 26,771,000 shares with a par value of NOK 5.00 per share.

At a General Meeting held on 8 October it was decided that the following Shares, Warrants and Options should be issued;

a) Dyer Coriat Holding 3,628,344 shares

b) the board be authorised to issue new shares to acquisitions, and to exchange shares in Camposol SA to Peru Land and Farming (refer to note 3)

- Finance possible acquisitions 5,354,000 shares
- Peru Land & Farming of up to 1,500,000 shares (issued 1,195,050 in 2008)

c) the board be authorised to issue stock option plan to employees and directors 1,338,550 shares

d) issue the following share options;
- Wilfredo Manuel Caceres 150,000 shares

Paid in and authorised share capital

	Number	NOK	USD1,000
Paid in			
Share capital subsequent			
Private Placement	26,771,000	133,855,000	24,788
Authorized and issued			
Warrants DCH	3,628,344	18,141,720	3,360
Options Caceres	150,000	750,000	138
Authorized not issued			
General authorization for acquisitions	5,354,200	26,711,000	4,946
Stock Option Plan to employees	1,338,550	6,692,750	1,237
	10,471,094	52,295,470	9,681
	37,242,094	186,150,470	34,469

Warrants and options issued

a) Accounted under IFRS 2 as share based payment

Holder	Issued	Expire	Strike	Number of shares	Fair value	Total fair value NOK1,000	USD1,000
Wilfredo Caceres	Oct 2007	Oct 2008	40.00	50,000	8.00	400	
		Oct 2009	46.00	50,000	9.41	471	
		Oct 2010	52.00	50,000	10.56	528	
Total				**150,000**		**1,399**	**257**

On June 12, 2007 Camposol signed a share option agreement with Mr Walter Carlson, the general manager of Marinazul SA, in which Camposol gives the option to Mr. Carlson to acquire 5% of the shares that Camposol SA owns in Marinazul SA. The option strike price is on the book value of the Camposol divided by its total outstanding shares, and expires on 31 December 2012. In the Group opinion this share option agreement does not have any value that affect its financial statements.

b) Accounted as part of finder fee

Holder	Issued	Expire	Strike	Number of shares	Fair value	Total fair value NOK1,000	USD1,000
Dyer Coriat Holding SL	Oct 2007	Oct 2008	40.00	1,375,000	8.00	11,001	
		Oct 2009	46.00	1,195,652	9.41	11,251	
		Oct 2010	52.00	1,057,692	10.56	11,173	
				3,628,344		**33,425**	**6,133**

c) Total warrants and options issued

	Number of shares	Total fair value NOK1,000	USD1,000
Accounted as share based payment (a)	150,000	1,399	257
Accounted as finder fee (b)	3,628,344	33,425	6,133
Total	**3,778,344**	**34,824**	**6,390**

In connection with the acquisition of subsidiary the main shareholder received a "finder's fee" through warrants to subscribe additional shares in the company. Options were also granted to a board member.

Prior to the acquisition, a minority shareholder in Camposol SA left the company as a consequence of a capital reduction in Camposol SA. Subsequently, the minority shareholder become the holder of warrants in the newly established Camposol AS, which value was calculated based on a fair value of Camposol SA of USD 170,000,000.

Warrants to shareholders

As part of the finder's fee the main shareholder was granted warrants. The warrants are in three classes:

Warrants

	Numbers of warrants	Exercise price	Exercise period
Class A	1,375,000	NOK 40	8 April 2008 - 8 October 2008
Class B	1,195,652	NOK 46	8 October 2008 - 8 October 2009
Class C	1,057,692	NOK 52	8 October 2009 - 8 October 2010
At 31 December	**3,628,344**		

Options to previous board member

As a compensation for his job as a coordinator of the private placement an acting board member granted options. The options are in three classes:

Options to former board member

	Numbers of warrants	Exercise price	Exercise period
	50,000	NOK 40	8 April 2008 - 8 October 2008
	50,000	NOK 46	8 October 2008 - 8 October 2009
	50,000	NOK 52	8 October 2009 - 8 October 2010
At 31 December	150,000		

Warrants to previous shareholder in Camposol SA

As part of the acquisition of Siboure Holdings BVI and the subsidiary Camposol SA a minority shareholder in Camposol SA left the company as a consequence of a capital reduction in Camposol SA. Afterwards, the minority shareholder become the holder of warrants to purchase shares in Camposol AS.

Warrants

	Number of shares	Ordinary shares	Share premium	Total
At 31 December	1,195,950	NOK 32,10	8 January 2008	
At 31 December 2007	26,771,000	133,855	866,275	1,000,130
Increase approved by the board				

9 February 2008	1,195,950	5,980	32,410	38,390

The warrants have been called in January 2008 and are included in a capital increase towards Peru Land & Farming. The share capital is agreed to be increased with 1,195,950 shares at a subscription price of NOK 32.10. The capital is paid through exercise of the warrants, valued at USD2,230,642 and a capital contribution of USD6,912,105.

The calculations of fair value on warrants and options are preformed by external valuators. The fair value is calculated using the Black and Scholes – Merton option pricing model, using the following input:

- issue date share price
- Exercise price
- Option Life
- Volatility
- Risk free interest rate

When considering the volatility the entity has considered implied volatility of similar listed entities for which share price or option price information is available. As peer group are used Fresh Del Monte Produce Inc (traded at NYSE) and Astra Agro Lestari (traded at Jakarta Stock Exchange). Based on this information, and considered that the Norwegian market is more volatile than for instance the US market, the volatility is set in the upper range to 45%.

The term of the rates should be equal to the expected term of the option being valued. For options quoted in NOK, rates from Norges Bank on Issue Date are used (Bonds and Treasury bills). Where there is no exact match between the term of the interest rates and the term of the options, interpolation is used to achieve a comparable term.

22 DEFERRED INCOME TAX

Deferred income tax is recorded using the balance sheet liability method. Accordingly, the Group records an asset or a liability for deferred income tax whenever differences arise between the book value of the assets and liabilities and their value determined for tax purposes. The determination of the liabilities for deferred income tax has been made taking into account rates and tax legislation in force.

The changes in the deferred income tax liabilities are as follows:

	2007 US$000
Acquisition date	10,768
Income statement	1,494
End of the year	12,262

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to the same fiscal authority.

The movement in deferred income tax assets and liabilities before offset during the year considering the nature of the temporary differences is as follows:

	Acquisition date US$000	Income statement US$000	Balance as of 31 December 2007 US$000
Deferred assets -			
Effect of investments in associated companies	104	31	135
Other	228	64	292
	332	95	427
Deferred liability			
Depreciation rates	170	49	219
Application of IAS 41	4,677	1,612	6,289
Fixed assets fair value	4,856	(41)	4,815
Customer relationship fair value	1,291	(31)	1,260
Inventories	106	-	106
	11,100	1,589	12,689
	10,768	1,494	12,262

The companies in Norway (parent company) and Cyprus have no operating income. However, fees and costs relating to the capitalisation (Private Placement) - presented in the balance sheet as a reduction in equity - are deductible for taxes. The same relates to group overhead costs such as remuneration to the board. A deferred tax asset relating to Camposol AS is calculated to be approximately USD 2.1 million. The asset is, however, not considered to qualify as an asset, amongst others due to the decision of moving the holding company to Cyprus. Reference is made to Significant Accounting Policies , Note 2-o).

23 WORKERS PROFIT SHARING

In accordance to Peruvian Legislation the Group shall provide for worker's profit sharing equivalent to 10 percent of taxable income of each year. This amount is charged to the income statement and is considered deductible for income tax purposes. Workers' profit sharing is estimated based on taxable income tax. The movement in workers' profit sharing showing the nature of the temporary differences is as the end of 2007:

	31 December 2007 US$000
Deferred assets -	
Effect of investments	100
Other	436
	536
Deferred liability	
Depreciation rates	163
Application of IAS 41	4,569
	4,732
	4,196

The workers profit sharing liability, included in "other payables" on the balance sheet, has been determined pursuant to applicable legal provisions.

24 LONG-TERM DEBT

a) The following table presents the components of this caption as of the date of the balance sheet. All debts are obtained in United States Dollars :

Creditor and type of debt	Collateral	Annual Interest Rate and Maturity	2007
			US$000
Credit Suisse, to finance the CaAPEX program for 2007 and 2008	The Company's fixed assets (e)	7.85 % year with – installments until year 2012	63,383
Credit Suisse for payment of the reduction of capital	The Company's fixed assets (e)	6.13%. Principal and interests payable at maturity on 30 March 2008.	63,465
Banco Interbank for purchase of tractors	Property subject to financial lease	8.60 % per year with 48 monthly installments until year 2010.	212
Banco Interbank for purchase of water equipment	Property subject to financial lease	8.60 % per year with 48 monthly installments until year 2010.	176
Banco Interbank for purchase of tractors	Property subject to financial lease	8.20 % per year with 49 monthly installments until year 2009.	69
Banco Interbank for purchase of tractors.	Property subject to financial lease	9.20 % per year with 49 monthly installments until year 2008.	22
Banco Interbank for purchase of pick up truck	Property subject to financial lease	8.40 % per year with 36 monthly installments until year 2009.	12
Banco Interbank for purchases of mini-bus	Property subject to financial lease	8.40 % per year with 37 monthly installments until year 2008.	6
Banco Interbank for purchase of tractors	Property subject to financial lease	7.86 % per year with 36 monthly installments until year 2009.	9
Banco Interbank for purchase of a pick up truck	Property subject to financial lease	8.85 % per year with 36 monthly installments until year 2009.	6
Banco Interbank for purchase of an hidraulic excavator	Property subject to financial lease	8.90% per year with 10 installments every six months until 2012	119
Banco Interbank for purchase of a pick up truck	Property subject to financial lease	8.90% per year with 36 monthly installments until year 2010	15
Banco Interbank for purchase of trucks	Property subject to financial lease	8.90% per year with 36 monthly installments until year 2010	40
Banco Interbank for purchase of trucks	Property subject to financial lease	7.95 % per year with 12 installments every three months until 2010	29
Carried forward:			127,563

Creditor and type of debt	Guarantee	Annual Interest Rate and Maturity	2007
Brought forward:			127,563
Banco Interbank for purchase of water equipment	Property subject to financial lease	8.90 % per year with 36 monthly installments until year 2010	143
Banco Interbank for purchase of an automatic can seamer	Property subject to financial lease	8.90% per year with 60 monthly installments until year 2012	146
Banco Interbank for purchase of tools and machines	Property subject to financial lease	8.90 % per year with 36 monthly installments until year 2010	778
Banco Interbank for purchase of equipment and accessories	Property subject to financial lease	7.95 % per year with 12 installments every three months until 2010	392
Banco Interbank for purchase of water equipment	Property subject to financial lease	7.95 % per year with 12 installments every three months until 2010	400
Banco Interbank for purchase of tractors and accessories	Property subject to financial lease	7.95% per year with 12 installments every three months until 2010	861
Banco Interbank for purchase of a Sprayer	Property subject to financial lease	7.95 % per year with 12 installments every three months until 2010	295
Banco Interbank for purchase of a pneumatic seed drill	Property subject to financial lease	7.95 % per year with 12 installments every three months until 2010	27
Banco Interbank for purchase of valves and accessories	Property subject to financial lease	8.20% per year with 12 installments every three months until 2010	148
Banco Interbank for purchase of a rotary labeler	Property subject to financial lease	8.20 % per year with 12 installments every three months until 2010	85
Banco Interbank for purchase of a Sprayer	Property subject to financial lease	8.20 % per year with 12 installments every three months until 2010	169
Banco Interbank for purchase of pipes	Property subject to financial lease	8.20% per year with 12 installments every three months until 2010	216
Banco Interbank for purchase of valves	Property subject to financial lease	8.25 % per year with 12 installments every three months until 2010	17
BBVA Banco Continental for purchase of GRP pipes	Property subject to financial lease	7.30% per year with 12 installments every three months until 2010	1,260
Carried forward:			132,500

Creditor and type of debt	Guarantee	Annual Interest Rate and Maturity	2007
Brought forward:			132,500
BIF for purchase of a Power Generator Cummins	Property subject to financial lease	9.00 % per year with 48 monthly installments until 2011	160
Banco Interbank for purchase of a excavator machine	Property subject to financial lease	9.11 % per year with 20 monthly installments until 2012	144
Banco Interbank for purchase of a truck Daihatsu and pick up Nissan	Property subject to financial lease	8.97 % per year with 48 monthly installments until 2011	33
Banco Interbank for purchase of a Lab equipment for larvaes production	Property subject to financial lease	9.10 % per year with 12 installments every three months until 2010	74
Banco Interbank for purchase of Electric cable Celsa	Property subject to financial lease	8.42 % per year with 12 installments every three months until 2010	50
Banco Interbank for purchase of 2 four- wheel moto Honda I	Property subject to financial lease	8.42 % per year with 12 installments every three months until 2010	14
Banco Interbank of purchase of a air vacuum cleaner MacfmadamM.	Property subject to financial lease	8.42 % per year with 12 installments every three months until 2011	56
Banco Continental for purchase of a Lab larvaes	Property subject to financial lease	7.30 % per year with 12 installments every three months until 2011	1,105
			134,136
Less - current portion			(68,613)
			65,523

b) As of 31 December 2007, the term of the non - current portion of long - term debt, is as follows:

	US$000
1 year	7,143
2 years	20,505
3 years	15,694
More than 3 years	22,181
	65,523

c) As of 31 December 2007, the carrying amount of short-term borrowings approximates their corresponding fair value due to interest rates in the short term do not have significant variances. As of 31 December 2007, the carrying amount of long-term borrowings approximates their corresponding fair value.

d) Future minimum lease payments under finance leases together with the present value of net minimum lease payments are as follows:

	2007 Minimum payments US$000	Present value of payments US$000
Within one year	6,094	5,148
After one year but not more than five years	2,328	2,140
Total minimum lease payments	8,422	7,288
Less amounts representing finance charges	(1,134)	
Present value of minimum lease payments	7,288	

e) As guarantees of Credit Suisse loan, Camposol S.A. has pledged mortgages of lands Mar Verde Agromás, Pur Pur, Gloria, Agricultor, Frusol I, II, III y IV San José and Lote 3-C, according to the contract's payment, range and other conditions. In addition, the Group mantained funds in Credit Swiss amounting to US$64 million, which maturity is 30 March 2008. These funds are included in Cash and cash equivalents in the balance sheet.

In accordance to the contract, Camposol S.A. has to comply with certain laon convenants, the main ones are as follows:

- To maintain a EBITDA to Interest Expense Ratio at least for each quarterly period of year 2007 in 3.50 and thereafter 4.00 to 1.
- To maintain a Total Debt to EBITDA Ratio no higher than 3.5 for each quarterly period of year 2007, 3.25 for the first quarterly period of year 2008, for the second quarterly period of year 2008 in 3.0, for the third quarterly period of year 2008 in 2.75, and thereafter a ratio in 2.50.
- To maintain a Quarterly Debt Service Coverage Ratio of at least 2.00 to 1.
- Maximum Total Debt of Camposol S.A.'s and subsidiaries shall not exceed the amount of US$92,500,000. The Credit Agreement does not consider as total debt the Tranch B – Loan (US$64 million) as debt, until 31 March 2008

- Camposol S.A. and subsidiaries consolidated tangible net worth shall not be less than: (i) US$48,000,000 as of 31 December 2007, to the extent that the cash contributions constitute capital stock in the Camposol S.A.'s books and registers at that date, or (ii) US$33,000,000 to the extent that the cash contributions constitute a liability in Camposol's books and registers at that date and (iii) US$112,000,000 as of March 2008 and as of the end of each fiscal quarter thereafter.

As of 31 December 2007, Camposol S.A. has complied with these loan convenants as stated in the loan contract.

In addition, .the Group has the option to extend the debts' term beyond its original maturity (principal payments may be deferred 12 months). This option has been accounted for as an embedded derivative which has been recognized as an asset in the balance sheet at its fair value of US$379,000 with credit to financial income in the income statement.

f) On 16 November 2007, the same date of the agreement with Credit Suisse, the Company signed a currency swap agreement to cover the risk of increases in the new Peruvian Sol appreciation against the US dollar. The currency swap agreement is settled monthly for an amount of US$2,000,000 at a fixed currency rate of S/.2.9965 per US$1. The monthly settlement period started on 26 December 2007 and will be completed on 26 November 2012. This currency swap is an economic hedge, however does not meet the IFRS requirements to be recognized under hedge accounting. As of 31 December 2007 changes in fair value of the forward contract of US$937,000 have been debited to financial expense in the income statement and credited to other payables account in the balance sheet.

25 TRADE PAYABLES

a) This caption comprises the following items:

	2007 US$000
Invoices payable (b)	13,940
Bills of exchange payable (c)	5,036
	18,976
Less- prepayments granted	(1,463)
	17,513

b) Correspond to debts to domestic suppliers for services and supplies related to the agricultural and shrimp operations. They are mainly stated in us dollars, have current maturity and do not accrue interest.

c) These are mainly related to the funding of invoices originated from the Company's business operations, have current maturity, are stated mainly in foreign currency and some accrue interest at an average annual rate of 12 %, which approximates to its fair value due to its short-term maturity.

d) The fair value of trade accounts payable approximates its book value.

e) Average payment terms of trade payables are between 30 to 60 days.

26 BANK LOANS

a) This caption comprises the following:

	2007 US$000
Loans (b):	
BBVA – Banco Continental	56
Banco Interbank	1,181
Banco Scotiabank	230
Banco de la Nación	11
	1,478

b) As of 31 December 2007, the balance corresponds to promissory notes with maturities up to 180 days, obtained for working capital, with annual interest rates between 6.30 and 7.19 %.

27 TRANSACTIONS WITH SHAREHOLDERS AND RELATED COMPANIES

a) The following table presents the main transactions carried out between the Group and its shareholders and related companies during the year:

	US$000
Related companies -	
Mission Asparagus LLC	
Sales of finished products	3,447
Empacadora de Frutos Tropicales S.A.C.	
Sales of finished products	6
Purchase of services	469
SP of Delaware Inc.	
Aircraft lease and maintenance	177

b) As a consequence of the aforementioned transactions and other operations, the Group has the following accounts receivable from and payable to its shareholders and related companies as of 31 December 2007:

	US$000
Accounts receivable, Note 19	
Mission Asparragus LLC	1,360
Empacadora de Frutos Tropicales S.A.C.	1
	1,361
Trade accounts payable	
Mission Asparragus LLC	146
Empacadora de Frutos Tropicales S.A.C.	36
	182
Other payables	
D.C. Holding S.L.	415
Prepaid expenses	
SP of Delaware Inc.	350

c) In 2001 Camposol S.A. was constituted as guarantor for a debt contracted by its related entity SP of Delaware Inc. with Raytheon Aircraft Credit Corporation for the acquisition of an aircraft. As of 31December 2007 the outstanding debt amount guaranteed by Camposol S.A. is US$2,178,000, which is being paid in quarterly installments until year 2013.

d) Compensation of key management personnel of the Group.

Key management personnel include the members of management board and directors who receive remuneration.

	2007 US$000
Salaries and bonuses	127

Board Remuneration is accrued at US$ 77,500

28 NOTES TO THE CASH FLOW STATEMENT

	Note	2007 US$000
Reconciliation of profit for the year to net cash (used in) generated from operating activities		
Profit for the year after tax		11,063
Adjustments to reconcile Group operating profit to net cash inflows from operating activities:		
Depreciation	14	885
Biological assets	16	(11,944)
Income tax expense	12	1,494
Embedded derivative	24	(379)
Gain on sale of fixed assets		(349)
Change in derivative financial instrument		**937**
Increase (decrease) of cash flows from operations due to changes in assets and liabilities:		
Accounts payable to related companies		482
Trade receivables		(13,243)
Other receivables		(8,128)
Inventories		(14,789)
Prepaid expenses		2,320
Trade payables		(2,741)
Other payables		6,575
Net cash used in operating activities		(27,817)

Transactions not affecting cash flows

	2007 US$000
Fixed assets acquired under financial leases	6,802

29 COMMITMENTS AND GUARANTEES

a) In September 1997 Camposol S.A. acquired, through a privatization process carried out by the Special Committee of Private Investment Promotion (CEPRI), the following lots of land comprised in the Chavimochic Special Project:

Lots	Hectares	Cost US$000	Investment Commitment US$000	Investment Term
10.4 A-VI	100.85	606	65	2 years
10.4 A-VII	70.42	365	49	2 years
7B-I	984.60	2,714	1,595	3 years
7C	1,505.31	5,192	2,247	3 years
	2,661.18	8,877	3,956	

Said acquisition was made by virtue of a contract entered into with the Chavimochic Special Project, which established, among others, to fund the balance contract through Corporación Financiera de Desarrollo (COFIDE) over a term of 10 years by paying 20 semester installments. This obligation was cancelled on November 2007 as per the credit agreement of Credit Suisse (see Note 23).

All mortgages that were securing related obligations assumed by the Group were released in public register.

b) The Group acquired, through a privatization process carried out by the Special Committee of Private Investment Promotion (CEPRI), the following lots of land comprised in the Chavimochic Special Project:

	US$000
1,669 hectares of agricultural land – Lot 7D-1	2,406
Industrial tomato paste plant	448
Buildings and ancillary works	51
Industrial land	16
	2,921

Said acquisition was made by virtue of a contract entered into with the Chavimochic Special Project, which established, among others. to fund the contract balance through Corporación Financiera de Desarrollo - COFIDE over a term of 10 years; which must be paid in 20 semester installments, including a 4-year grace period.

This obligation was cancelled on November 2007 as per the Credit Suisse (see Note 23)

The mortgage on Fundo Agricola Agromas, Lot 7D-1, Sector III of the Chavimochic Special Project, district of Viru, Province of Virú and Department of La Libertad, which lien amounts to US$1,965,000, was released in public register.

c) The Group acquired from a third party corporation on 11 October 2007, the lots of land Compositan II and III, in the Chavimochic Special Project for US$409,000. Said acquisition requires an investment commitment of US$800,000 which is secured by the Group with a bank guarantee for the same amount..

d) Credit Suisse's commitments and guarantees disclosures are presented in Note 23 e).

e) On December 22, 2005 Camposol SA signed an agreement to give Peru Land & Farming, LLC (PLF) a right of first refusal for the marketing of avocado in the United States of America. This right does not have an effect as of December 31, 2007 becasue one of the conditions was have the right for PL&F to be a shareholder in Camposol SA. However, Camposol S.A. has agreed to enter into a new contract with PL&F similar to the first one with new conditions that include a reciprocal benefit (first option to sell avocados to them). This agreement is not in force as of the date of this statement.

30 CONTINGENCIES

a) Income tax refund due -

(1) Camposol has the benefit of the value added tax drawback on its exports. The value added tax paid on purchases as of 31 December 2007 for approximately US$6,654,000 (US$3,212,000 as of 31 December 2006), see Note 18 and can be applied against the tax resulting from its domestic sales, income tax or other taxes; or, a refund can be requested by means of negotiable credit notes or non-negotiable checks.

(2) The General Customs Law approved by Supreme Decree No. 45-94-EF and Supreme Decree No. 104-95-EF, Regulations for Simplified Procedure for Drawback of Customs Duties and its amendments govern the Simplified Drawback Procedure. According to said rules, Camposol is a beneficiary of said system for being a producer and exporter company, whose production costs have been increased by the customs duties that burdened the imports of raw materials, inputs, intermediate products and parts or spares incorporated into or consumed in the production of the goods the Company exports. The applicable drawback rate is five per cent of the FOB export value. During 2007 and 2006, revenues obtained from drawback amounted to approximately US$4,684,000 and US$3,180,000, respectively, which appear in the caption "cost of sales" in the statement of income, see note 6. As of 31 December 2007 and 2006, there are balances pending collection of customs duties drawbacks for approximately US$3,276,000 and US$3,115,000, respectively, see note 18. As of 31 December 2007 and 2006, due to difficulties in recovering part of the balance amounting to US$153,000, Company's Management has decided to record an allowance for doubtful accounts.

b) Labor proceedings -

As of 31 December 2007, the Group has various labor proceedings related to its operations amounting to US$1,361,000 that have pending legal final resolution. In Management's and of its legal advisors opinion, there are arguments of fact and legal right that exist which support a conclusion that the final result of these proceedings will not represent significant expenses for the Group. Therefore, no provisions are needed. However, according to legal advisors, the Group has other labor contingencies that are highly probable of resulting in cash outflows from

the Group for US$607,000. Management considered it appropriate to recognize a provision for this amount which is included in Other payables in the balance sheet.

c) Taxation –

(1) The Group is subject to the Peruvian tax law. In this connection, Camposol S.A. is within the scope of Law for the Promotion of the Agricultural Sector - 27360. The most significant tax benefits that the Company has received by virtue of the regulations set forth in the aforementioned Law are explained as follows:
- Application of a 15 % income tax rate, pursuant to the Income Tax Law and regulations hereunder until year 2021 (30% is the tax rate applicable for the general regime).
- Exoneration from payment of the Extraordinary Tax on Net Assets.
- Exoneration from payment of the Extraordinary Solidarity Tax (before FONAVI) applicable to employee remunerations.
- Exoneration from payment of administrative fees set forth by the Ministry of Labor and Social Promotion.
- Authorization to depreciate, using a 20 % annual rate, the amount of investment in hydraulic infrastructure works and irrigation works to be carried out up to 2007.

(2) For the purpose of determining the income tax and the value added tax, new regulations require that transfer prices among related parties and for transactions with companies domiciled in countries considered tax havens be supported by documentation containing information about the valuation methods applied and criteria used in its determination. Based on an analysis of the Group's operations, Management and its legal advisors do not believe that the new regulations will result in significant contingencies for the Group as of 31 December 2007.

Superintendence Resolution No. 008-2007-SUNAT excludes companies domiciled in Peru from the obligations of having transfer pricing studies for the year 2007 for the transactions with domestic related parties.

(3) Tax authorities are empowered to review and, if applicable, adjust the income tax computed by the Company and the related companies (Frusol S.A.C., Agricultor S.A., y Terra S.A.) taken over by the latter through merger over a period of four years counted as of the filing of the income tax return. The following table presents the income tax returns and value added tax returns pending review by tax authorities, corresponding to Camposol and the related companies taken over by the latter through merger:

	Years open to tax review	
Company	**Income Tax**	**Value Added Tax**
Camposol S.A.	2003 - 2007	Nov 2003 - Dec 2007
Sol Produce S.A.	2003	Oct 2003 - Dec 2003
Terra S.A.	2003	2003
Agritrade S.A.	2003	2003
Frusol S.A.	2003	2003
Essol S.A.	2003	2003
Agroalegre S.A.	2003	2003
Agricultor S.A.	2003	2003
Preco Precio Economico S.A.C.	2003	Jan 2003 – Dec 2007

Sociedad Agrícola Las Dunas S.R.L.	2003	Jan 2003 – Nov 2007
Prodex S.A.C.	(*)	(*)
Balfass S.A.	(*)	(*)
Vegetales del Norte S.A.C.	(*)	(*)
Crofton Finance Ltd sucursal del Peru	2007	Apr 2007 - Dec 2007
Muelles y Servicios Paita S.A.C.	2006 – 2007	Aug 2006 – Dec 2007
Marinasol S.A.	2006 - 2007	Dec 2006 – Dec 2007
Marinazul S.A.	2006	Aug 2006 – Dec 2007

Due to possible different interpretation of legislation in force by tax authorities, it is not possible to determine as of the date of this report, whether pending tax reviews will or will not result in liabilities for the Company; therefore, any eventual greater tax or surcharge that may result therefore would be applied to the results of the year in which it is determined. However, it is the opinion of Group's Management and its legal counsel that any additional tax assessment would not have a material effect on the financial statements as of 31 December 2007.

31 RISK CONCENTRATION

The Group is exposed to different financial risks, including the effect of variations in foreign currency exchange rates, interest rates and liquidity. The Group and its subsidiaries risk management program aims at reducing to a minimum any potential adverse effect on the Group and its subsidiaries financial performance.

Group's Management is aware of the conditions prevailing in the market and based on its knowledge and experience, it controls risks relating to liquidity, interest rate, currency exchange rate, as well as credit risks. The most important aspects of the management of these risks are as follows:

a) Currency exchange risk -

The Group buys and sells its products and services and obtains funding for its working capital and investments mainly in its functional currency. A minor proportion of the Group's costs are incurred in nuevos soles; accordingly the financial results are not significantly affected by exchange rate fluctuations between the US Dollar and the Nuevo Sol. However, on significant transactions management evaluates and decides the use of economically hedge contracts to hedge any possible risk (Note 23).

The translation of foreign currency transactions are done at free market exchange rates published by the Superintendence of Banks, Insurances and AFP (Superintendencia de Banca, Seguros y AFP). The average free market exchange rates for the transactions in Peruvian nuevos soles and Euros were as follows:

Exchange rates	2007
S/. Buying	2.995
S/. Selling	2.997
€ Buying	1.415
€ Selling	1.489

As of December 31, 2007 the Group had the following assets and liabilities in Peruvian nuevos soles and Euros:

	2007 S/.000	€000
Assets -		
Available funds	2,147	56
Accounts receivable	264	2,843
	2,411	2,899
Liabilities -		
Bank overdrafts and loans	15	2
Trade accounts payable, net	8,310	-
	8,325	2
Asset (liability) position, net	(5,914)	2,897

The following table demonstrates the sensitivity to a reasonably possible change in the Peruvian nuevos soles exchange rate and euro exchange rate for twelve months, with all other variables held constant, on the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities and foreign currency derivatives):

	Increase/ decrease in S/. rate	Effect on profit before tax US$000	Increase/ decrease in € rate	Effect on profit before tax US$000
2007 -	+4%	(736)	+4%	(164)
	-4%	724	-4%	164

b) Interest rate risk -

The Group has financial assets and liabilities which are exposed to fixed interest rate. Changes in interest rates impact primarily loans and borrowings by changing either their fair value (fixed rate debt) or their future cash flows (variable rate debt). The Group does not have a formal policy of determining how much of its exposure should be at fixed or at variable rates. However, in taking new loans or borrowings management uses its judgment to decide whether it believes that a fixed or variable rate borrowing would be more favourable to the Group over the expected period until maturity.

The following table shows financial assets and liabilities by maturity and nature of interest rate:

	Within 1 Year US$000	Between 1 and 2 years US$000	Between 2 and 5 years US$000	Over 5 years US$000	Total US$000
At 31 December 2007 -					
Fixed rate					
Financial assets at fair value	109	-	-	-	109
Bank loans	1,478	-	-	-	1,478
Bills of exchange payable	5,036	-	-	-	5,036
Long - term debt	68,278	6,590	50,711	8,557	134,136

c) Credit risk -

The Group's credit originated by its debtors' inability to meet their obligations to the Group as they become due (without taking into account the fair value of any guarantee or other pledged financial instruments) and by default by counterparts in cash transactions is limited, if any, to balances deposited in banks and accounts receivable as of the date of the balance sheet. Therefore, the Group places its excess funds with top ranked financial institutions, establishes conservative credit policies and constantly evaluates the conditions in the market in which it operates. Accordingly, the Group does not anticipate incurring in significant losses arising out of credit risk.

Credit risk concentrations exist whenever there are changes in economic, industrial or geographical factors that affect in the same manner the counterparts interacting with the Group and the Group as well. This aggregate credit risk exposure is significant taking into account the Group's total credit exposure. Transactions are carried out with different credit solvent counterparts, which mitigate any significant credit risk concentration. The accounts receivables are concentrated in 1 client which represents 38 % of the balance as of 31 December 2007 (48 % as of 31 December 2006). However, as these transactions are being executed with a credit solvent related company, any significant credit risk concentration is mitigated. The maximum exposure to credit risk is the carrying amount of accounts receivable by US$43,369,000.

In addition, the Group has a multimarket credit insurance coverage over the exportation of fresh and carried products in an aggregate amount up to US$15,000,000 at 31 December 2007.

d) Liquidity risk -

The liquidity risk caused by inability to obtain funds required to meet the Group's investment commitments associated with financial instruments includes the Group's inability to sell a financial asset in a prompt manner, at a price that approximates its fair value. The Group has sufficient credit capacity to have access to credit lines with top ranked financial institutions under reasonable terms.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date.

	Within 1 year US$000	Between 1 and 2 years US$000	Between 2 and 5 years US$000	Total US$000
At 31 December 2007 -				
Trade payables	23,565	-	-	23,565
Bank loans	1,478	-	-	1,478
Long-term debt	68,278	6,590	59,268	134,136
	93,321	6,590	59,268	159,179
Interest to be paid	980	1,240	25,643	27,863

Management manages risk associated with the amounts included in each of the buckets above include the permanent develop of new local and foreign bank relations in order to have the enough lines of credits available all the time which, as of 31 December 2007, totalized US$23.5 million. It is possible because the strategy of the Group for the gearing ratio is to maintain it under the standards of the industry in the economic sector that participates.

e) Capital risk management -

The Group objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital plus net debt. Net debt is calculated as total borrowings plus trade and other payables, less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated balance sheet, less unrealised gains reserve.

For the period 25 September to 31 December 2007, the Group's strategy was to maintain the gearing ratio in no more than 1. The gearing ratios at 31 December 2007 were as follows:

	2007 US$000
Bank loans	1,478
Long - term debt (*)	134,136
Trade and other payables	27,698
Less available funds	(89,728)
Net debt	73,584
Equity attributable to shareholders	198,494
Retained earnings	10,518
Total equity	209,012
Equity and net debt	282,596
Gearing ratio	0.26

(*) Subsequently on 30 March 2008, the Group will settle the Credit Suisse debt for US$63,465,000 (Note 23) and, accordingly, the net debt will diminish in such a amount be required from the Option holders. The loan will be settled with the company's own cash.

32 SHARE OPTIONS/ SUBSEQUENT EVENTS

1. Share option plan to CEO and management

In the general meeting on 8 October 2007 the shareholders authorised the board to increase the share capital with up to NOK6,692,750 (1,338,550 shares) through Stock Option Programs to employees, directors and/or representatives for the Company and it's subsidiaries.

The board has on 12 November 2007 approved the representation and power to the Chairman to negotiate a Stock Option plan for the Chief Executive officer, which, in turn was requested to present a Stock Option Plan for the rest of the management.

In the board's meeting on 29 January 2008 the board recommended that it should be Camposol Holding PLC the one to issue the stock options for directors and employees, as eventual the ultimate holding of the Group. As a consequence, the board in Camposol Holding PLC agreed to grant, in

aggregate, 555,000 options to management and employees of the Group and, additionally, the board expressed a positive view on setting to the shareholders' consideration the granting of, in aggregate, 360,000 options to the board members of Camposol Holding PLC. All options are to have a strike price at NOK 40.00, equaling the price paid by the investors in October 2007.

Accordingly, on a Voluntary Offer by Camposol Holding PLC to Camposol AS's shareholders for the latter to exchange their shares in Camposol AS for shares in Camposol Holding PLC, it was made public that the above mentioned options (to directors, management and other employees) had already been granted on March 3, 2008.

A draft Option Agreement has been prepared to be entered into by Camposol Holding PLC and the managers, directors and/or employees granted with said options, however, it has not been signed yet.

The drafted Agreement sets forth the following exercise periods for the options:

- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2009;
- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2010;
- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2011; and,
- Up to 1/4 of the Options may be exercised in the period from 1 to 31 March 2012.

2. In a board meeting on 9 February 2008 the warrants held by Peru Land & Farming were executed and the company issued for 1,195,950 shares at a subscription price of NOK 32.10 per share, in total NOK 38,389,995.

APPENDIX 3:

Camposol S.A. and subsidiaries; Consolidated Financial Statements as of 31 December 2007 and 2006

ASSURANCE

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2007 AND 2006 TOGETHER WITH INDEPENDENT AUDITORS' REPORT

ERNST & YOUNG

MEDINA, ZALDIVAR, PAREDES & ASOCIADOS

CAMPOSOL S.A AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2007 AND 2006

CONTENTS

US$ = United States dollar
S/. = Peruvian nuevo soles
€ = Euros

ERNST & YOUNG

Medina, Zaldívar, Paredes & Asociados
Sociedad Civil

Report of Independent Auditors

To the Shareholders of Camposol S.A.

We have audited the accompanying consolidated financial statements of Camposol S.A. (a company incorporated in Peru) and its Subsidiaries ("the Group") which comprise the consolidated balance sheets as of December 31, 2007 and 2006, and the consolidated statements of income, changes in shareholders' equity and cash flows for the years then ended, as well as the summary of significant accounting policies and other explanatory notes.

Management's responsibility for the financial statements

The Group's management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining an internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in Peru. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence supporting the amounts and disclosures in the financial statements. Selected procedures depend on the auditor's judgment, including the assessments of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing and opinion on the effectiveness of the entity's internal control. An audit also includes assessing the appropriateness of the accounting

ERNST & YOUNG

Independent Auditors' Report (continued)

principles used and the reasonableness of significant estimates made by management, as well as evaluating the overall financial statement presentation.

We believe that the supporting audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Camposol S.A. and its Subsidiaries as of December 31, 2007 and 2006, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with International Financial Reporting Standards.

Lima, Perú 31 March 2008
Medina Zaldívar Paredes & Asociados
Ernst & Young

Medina, Zaldívar, Paredes & Asociados

Manuel Díaz
Registered Public Accountant N 19-288

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET

	Notes	As at 31 December 2007	2006
		(in thousand of US dollars)	
Assets			
Non-current assets			
Property, plant and equipment, net	13	57,866	40,872
Investments in associates	14	353	1,094
Other assets		-	109
Intangibles, net		1,428	-
Non-current portion of biological assets	15	77,555	50,997
		137,202	93,072
Current assets			
Other assets		109	-
Prepaid expenses		1,610	1,448
Embedded derivative	22	379	-
Current portion of biological assets	15	9,133	7,430
Inventories	16	37,535	26,336
Other accounts receivable	17	11,072	7,208
Trade accounts receivable	18	43,410	29,777
Cash and cash equivalents	19	20,963	3,362
		124,211	75,561
Total assets		261,413	168,633
Equity and liabilities			
Capital and reserves attributable to shareholders of the Company	20		
Capital stock		36,159	59,523
Legal reserve		4,457	-
Other reserves		1,292	2,059
Retained earnings		34,159	44,755
		76,067	106,337
Minority interests		88	88
Total equity		76,155	106,425
Non-current liabilities			
Long- term debt	22	65,523	4,053
Deferred income tax	21	5,975	3,471
		71,498	7,524
Current liabilities			
Accounts payable to shareholders	25	-	8,715
Accounts payable to related companies	25	15,000	2,250
Current portion of long-term debt	22	68,613	2,016
Trade payables	23	17,396	15,088
Other payables		9,796	6,244
Income tax payable		1,477	767
Bank loans	24	1,478	19,604
		113,760	54,684
Total liabilities		185,258	62,208
Total equity and liabilities		261,413	168,633

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT

	Notes	For the years ended 31 December 2007	2006
		(in thousand of US dollars)	
Revenue	4	125,962	103,867
Cost of sales	5	(90,581)	(73,356)
Gross profit		35,381	30,511
Revenue adjustment from change in fair value of biological assets	15	28,261	14,050
Cost of crops during the period	15	(8,300)	(2,118)
Change in fair value of biological assets		19,961	11,932
Profit after change in fair value of biological assets		55,342	42,443
Administrative expenses	6	(10,363)	(6,969)
Selling expenses	7	(12,601)	(11,121)
Other income	9	950	60
Other expenses	9	(1,768)	(877)
		(23,782)	(18,907)
Operating profit		31,560	23,536
Share of loss of associates	14	(741)	(256)
Finance income		707	23
Finance costs	10	(3,454)	(2,638)
Change in fair value of derivatives financial instrument	22	(937)	-
Net foreign exchange difference		780	143
Profit before income tax		27,915	20,808
Income tax expense	11	(3,567)	(2,026)
Profit for the year		24,348	18,782
Attributable to:			
Equity shareholders of the Group		24,348	18,795
Minority interests		-	(13)
		24,348	18,782
Basic earnings per ordinary share (expressed in US dollars per share)	12	0.119	0.087
Diluted earnings per ordinary share (expressed in US dollars per share)	12	0.115	-

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT

	Notes	For the years ended 31 December 2007	2006
		(In thousand of US dollars)	
Cash flows from operating activities	26		
Collections		115,640	104,576
Payment to suppliers and employees		(129,962)	(99,771)
Interest paid		(2,913)	(2,615)
Other collections		260	706
Income tax paid		(9,811)	(641)
Net cash (used in) generated from operating activities		(26,786)	2,255
Cash flows from investing activities			
Purchases of property, plant and equipment		(14,652)	(7,417)
Purchases of intangibles		(1,428)	-
Payments of permanent plantations		(1,811)	-
Proceeds from investments		-	(1,350)
Proceeds from sale of property, plant and equipment		708	153
Net cash used in investing activities		(17,183)	(8,614)
Cash flows from financial activities			
Proceeds from funds received from shareholders		-	7,627
Proceeds from borrowings		133,243	2,716
Capital contribution		5	-
Capital reduction		(63,052)	-
Proceeds from related companies		15,000	-
Payments of loans from shareholders		(4,323)	-
Payments of long-term debt		(18,126)	(1,367)
Dividends paid		(1,177)	-
Cash flows generated from financial activities		61,570	8,976
Net increase in cash and cash equivalents during the year		17,601	2,617
Cash and cash equivalents at beginning of year		3,362	745
Cash and cash equivalents at end of year	19	20,963	3,362

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEARS ENDED 31 DECEMBER 2007 AND 2006
(In thousand of US dollars)

	Number of shares	Capital stock	Reserves: Legal reserve	Reserves: Other reserves	Retained Earnings	Capital and reserves attributable to the Company	Minority interests	Total equity
Balance as of 1 January 2006	215,334,243	59,023	-	2,019	25,960	87,002	101	87,103
Conversion of debt, note 20	1,022,696	500	-	40	-	540	-	540
Net income	-	-	-	-	18,795	18,795	(13)	18,782
Balance as of 31 December 2006	216,356,939	59,523	-	2,059	44,755	106,337	88	106,425
Foreign currency translation	-	-	-	- 219	-	219	-	219
Capital contribution, note 20	32,608,303	10,292	-	-	-	10,292	-	10,292
Dividends declared, note 20	-	-	-	-	(2,077)	(2,077)	-	(2,077)
Capital reduction, note 20	(119,229,454)	(33,656)	-	(986)	(28,410)	(63,052)	-	(63,052)
Transfer to legal reserve	-	-	4,457	-	(4,457)	-	-	-
Net income	-	-	-	-	24,348	24,348	-	24,348
Balance as of 31 December 2007	129,735,788	36,159	4,457	1,292	34,159	76,067	88	76,155

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As of 31 December 2007 and 2006

1 CORPORATE INFORMATION

Camposol S.A. is a Peruvian agribusiness corporation incorporated in the city of Lima, on 31 January 1997. As of 31 December 2006, Camposol S.A. (hereinafter "the Company") main shareholders were Siboure Holdings Inc., a company domiciled in the British Virgin Islands and Gola S.A., a company incorporated under the laws of Andorra, domiciled in Zaragoza, Spain; holders of 52.11 and 42.64 percent of the Company's capital stock, respectively. As from 17 October 2007, Camposol AS, a Norwegian company, became the ultimate parent company of Camposol Group as a result of a transaction (the sole owner of Camposol Group). DC Holding S.L. became the largest shareholder of Camposol Group since October 2007, holding 32 percent of the shares as of 31 December 2007, of Camposol AS.

The accompanying financial statements correspond to Camposol S.A. and its subsidiaries (hereinafter "The Group").

The principal activities of the subsidiaries are as follows:

Company	Principal Activity	Country of incorporation	Equity interest as of 31 December 2007 %		2006 %
Preco Precio Economico S.A.C.	Retail	Peru	50.00		50.00
Sociedad Agricola Las Dunas S.R.L.	Agriculture	Peru	99.99		99.99
Prodex S.A.C.	Agriculture	Peru	100.00		100.00
Balfass S.A.	Agriculture	Peru	100.00	(i)	99.99
Vegetales del Norte S.A.C.	Agriculture	Peru	100.00	(i)	99.99
Crofton Finance Ltd.	Real state	British Virgin Islands	100.00		100.00
Muelles y Servicios Paita S.A.C	Services	Peru	100.00	(ii)	-
Marinazul S.A.	Shrimp farming	Peru	100.00	(ii)	-
Marinasol S.A.	Fishing	Peru	100.00	(ii)	-

The Group consolidated financial statements for the year ended December 2007 and 2006 authorized for issue in accordance with a resolution of the board of Directors on 31 March 2008.

Preco Precio Economico S.A.C., the subsidiary in which the Company owns 50 percent of the capital share, is included in the consolidation of the Group due to the control on the subsidiary's business i activities the Group has, according to an agreement with the owners of the other 50 percent of the capital share of this entity.

(i) During 2007 Camposol acquired the rest of the participation in these entities, corresponding one share per company at the book value of US$1, total amount US$2 .

(ii) Camposol S.A. acquired 100% of the shares of Muelles y Servicios Paita S.A.C., Marinazul S.A. and Marinasol S.A. on 13 June 2007, paying in total US$6,4 million for the net assets acquired (Note 2-c.i). Due to the operations of these companies substancially began after acquisition date Group revenue would be similar if the acquisition had occurred on 1 January 2007.

The Group is engaged mainly in producing, processing and commercializing mainly agricultural products, fresh, canned and frozen, which are exported to European markets and the United States of America. The Group has strategic business partners to perform its activities.

The registered legal address of Camposol S.A. is Calle Augusto Tamayo 180, District of San Isidro, Province of Lima, and Department of Lima, Peru. In addition, the Company has a commercial office located at Carretera Panamericana Norte Km. 497.5, District of Chao, Province of Viru, Department of La Libertad, and three production establishments or agricultural lands located at Carretera Panamericana Norte Kms. 510, 512, y 527 in the Department of La Libertad, Peru. Camposol S.A. also has two offices in the Department of Piura.

The table below presents the agricultural land where the Group develops its activities, as at 31 December 2007 and 2006:

Agricultural land	Lots	Hectares 2007	2006
Mar verde	7C(1), 7C(2), 7B-I(1), 7B-I(2)	2,496	2,496
Piura - Sullana	-	2,662	2,659
Agroindustrial Chao Project	1, 2, 3, 4 y 3C	1,726	1,726
Gloria	7BII	1,018	1,018
Agromás	7D	414	414
Pur Pur	10.4 A-VI, 10.4 A-VII, 10.5-VIIA, VD16	246	246
Virú – San José	-	416	231
Compositan	II – III	3,778	-
New Lands – Chao	7 A - I, 7A - II, 7A - III, 7A - IV	2,762	2,762
		15,518	11,552

The Group maintains the ownership of its agricultural lands planted with the following types of crops:

	Hectares 2007	2006
Asparagus	3,318	2,673
Artichokes	-	1,176
Avocados	840	858
Mangoes	499	499
Piquillo pepper	268	396
	4,925	5,602

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation -

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

The basis of preparation and accounting policies used in preparing the consolidated financial statements for the years ended 31 December 2007 and 2006 are set out below. These accounting policies have been consistently applied.

The financial statements have been prepared on historical cost basis, except for financial assets at fair value through profit and loss and biological assets which have been measured at fair value. The financial statements are presented in United States dollars and all monetary amounts are rounded to the nearest thousand (US$000) except when otherwise indicated.

Early adoption of standards
The financial information for all periods in this report has been prepared in accordance with IFRS, interpretations and amendments that are effective at 31 December 2007.

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

Certain new standards, amendments and interpretations to existing standards have been published and are mandatory for the Group accounting periods beginning on or after 1 January 2008 or later periods but which the Group have not early adopted.

i) IFRS 8, "Operating Segments" applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures to the financial statements of the Group.

ii) IFRS 2 amendment *Amendments to IFRS 2 'Share Based Payment' – Vesting Conditions and Cancellations (effective for annual periods beginning on or after 1 January 2009)*

The amendment clarifies two issues: The definition of 'vesting condition', introducing the term 'non-vesting condition' for conditions other than service conditions and performance conditions. It also clarifies that the same accounting treatment applies to awards that are effectively cancelled by either the entity or the counterparty. The Group expects that this Interpretation will have no impact on its financial statements.

iii) IFRS 3 Amendment, "Business Combinations", applicable for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. The application of this standard will be applied prospectively and will affect future acquisitions and transactions with minority interests.

iv) IAS 1 Amendment, "Presentation of Financial Statements", applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures to the financial statements of the Group.

v) IAS 1 & IAS 32 Amendment, "Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements - Puttable Financial Instruments and Obligations Arising on Liquidation", applicable for annual periods beginning on or after 1 January 2009. The Directors anticipate that the adoption of this standard in future periods will only have impact on the disclosures and presentation of the financial statements of the Group.

vi) IAS 23 Amendment, "Borrowing Costs", applicable for annual periods beginning on or after 1 January 2009. The application of this standard will result in the capitalization of borrowing costs prospectively. No changes will be made for borrowing costs incurred to this date that have been expensed.

vii) IAS 27 Amendment, "Consolidated and Separate Financial Statements", for annual periods beginning on or after 1 July 2009.. The application of this standard will be applied prospectively and will affect future acquisitions and transactions with minority interests.

viii) IFRIC 11, IFRS 2 "Group and Treasury Shares Transactions", applicable for annual periods beginning on or after 1 March 2007. The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

ix) IFRIC 14, IAS 19, "The Limited on a Defined Benefit Asset, Minimum Funding Requirements and their interaction", applicable for annual periods beginning on or after 1 January 2008. The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

x) IFRIC 12 'Service Concession Arrangements' (effective for annual periods beginning on or after 1 January 2008) outlines an approach to account for contractual (service concession) arrangements arising from entities providing public services. It provides that the operator should not account for the infrastructure as property, plant and equipment, but recognize a financial asset and/or an intangible asset. IFRIC 12 is not relevant to the Group.

xi) IFRIC 13, 'Customer Loyalty Programs, which is effective for periods beginning on or after 1 July 2008 are not relevant for the Group.

b) Judgments in applying accounting policies and key sources of estimation uncertainty -

Many of the amounts included in the financial statements involve the use of judgment and estimation. These judgments and estimates are based on managements' best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgments and estimation is contained in the accounting policies and other Notes to the financial statements. The key areas are summarized below.

Significant areas of estimation uncertainty and critical judgments made by management in preparing the consolidated financial statements include:

- Determination of functional currency - Note 2 (d);
- Determination of useful lives of assets for depreciation purposes - Note 2 (e);
- Review of asset carrying values and impairment charges - Note 2 (g);
- Determining the fair value of biological assets - Note 2 (j);
- Contingencies - Note 2 (r);
- Certain income tax matters - Notes 11 and 21

c) Basis of consolidation -

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December each year.

(i) Subsidiaries and business combinations -
Subsidiaries are those enterprises controlled by the Company regardless of the amount of shares owned by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Company and cease to be consolidated from the date on which control is transferred out of the Company.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement. Companies acquired during 2007 have been accounted in the consolidated financial statements according to IFRS 3 - Business Combinations Fair values of net assets of subsidiaries acquired in 2007 are similar to their corresponding book values at the date of acquisition, therefore any goodwill has been recognized

The financial statements of subsidiaries are prepared for the same reporting periods as the Company using consistent accounting policies. All intercompany balances and transactions, including unrealized profits arising, have been eliminated on consolidation. Unrealized losses are eliminated in full in the same way as unrealized gains..

(ii) Minority Interests -

Minority shareholders' interest represents the interests in Preco Precio Economico S.A.C and Sociedad Agrícola Las Dunas S.R.L in 2007 and Preco Precio Económico S.A.C., Sociedad Agrícola Las Dunas S.R.L., Balfass S.A. and Vegetales del Norte S.A.C in 2006, not held by the Company. In the event of a purchase of minority shareholders' interest when the Company holds the majority of shares of a subsidiary, any excess of the consideration given over the Company's share of net assets is recorded in retained earnings in equity.

d) Currency translation -

Functional and presentation currency -

The functional currency for the Company and each of its subsidiaries is determined by the currency of the primary economic environment in which it operates. The Group's financial information is presented in US dollars, which is its functional currency, of the majority of subsidiaries.

Transactions and balances -

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Group companies -

The income statement and balance sheet of all the Group entities have a functional currency different from the presentation currency are translated into the presentation currency as follows:
i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
ii) income and expenses for each income statement are translated at average exchange rates; and
iii) all resulting exchanges differences are recognized in equity, within other reserves.

e) Property, plant and equipment -

Property, plant and equipment is stated at cost, less accumulated depreciation and impairment losses. Cost comprises its purchase price and any cost directly attributable to bringing it into working condition for its intended use.

The cost less the residual value of each item of property, plant and equipment is depreciated over its useful life. Each item's estimated useful life has been assessed with regard to its own physical life limitations. Estimates of remaining useful lives are made on a regular basis for buildings, plant and equipment, with annual reassessments for major items. Depreciation is calculated on a straight-line basis over the estimated useful life of the individual asset. Depreciation commences when assets are available for use. Land is not depreciated.

An asset carrying amount is written-down immediately to its recoverable amount if the asset carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amounts and are recognized within other income or other expenses as appropriate, in the income statement.
Useful life

The expected useful life under the straight-line method is as follows:

	Years
Buildings and other construction	33
Plant and equipment	Between 5 and 10
Furniture and fixtures	10
Other equipment	Between 3 and 10
Vehicles	5

The useful life and the depreciation method are periodically reviewed to ensure that both, the method and the depreciation period are consistent with the foreseen pattern of economic benefit from the items under the property, plant and equipment caption.

Borrowing costs

Borrowing costs are not capitalized. Those are expensed as incurred.

Construction in progress

Represent property under construction and are recorded at cost. Construction in progress is not depreciated until the relevant assets are completed and installed in an operating condition.

Subsequent expenditure

Expenditure incurred to replace a component of an item of property, plant and equipment is capitalized separately with the carrying amount of the component being written-off.

Other subsequent expenditure is capitalized if future economic benefits will arise from the expenditure. All other expenditures including repairs and maintenance expenditures are recognized in the income statement as incurred.

f) Intangibles -

Acquired computer software licenses are initially measured at cost which comprises of the costs incurred to acquire the computer software licenses and directly attributable costs of preparing the asset for its intended . Subsequent to initial recognition, computer software licenses are carried at cost less any accumulated amortization and any accumulated impairment loss.

Computer software licenses are amortized over their estimated useful lives (four years).

Costs associated with maintaining computer software programmers are recognized as an expense as incurred. Costs that are directly associated with the development of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognized as intangible assets.

g) Impairment of non-financial assets -

The carrying amounts of non-financial assets are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. At each reporting date the Group asses if there are indicators of impairment, an exercise is undertaken to determine whether the carrying values are in excess of their recoverable amount. Such review is undertaken on an asset by asset basis, except where such assets do not generate cash flows independent of other assets, and then the review is undertaken at the cash generating unit level.

If the carrying amount of an asset or its cash generating unit exceeds the recoverable amount, a provision is recorded to reflect the asset at the lower amount. Impairment losses are recognized in the income statement.

Calculation of recoverable amount

The recoverable amount of assets is the greater of their value in use or fair value less costs to sell. Fair value is based on an estimate of the amount that the Group may obtain in a sale transaction on an arm-length basis. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The Group's cash generating units are the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Reversal of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

h) Leases -

The determination whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Finance leases

Finance leases that transfer to the Group substantially all risks and benefits incidental to ownership of the leased items are capitalized at the inception of the lease at the fair value of the leased goods , or if lower, at the present value of the minimum lease payments. Finance lease payments are apportioned between financial charges and reduction in the lease liability so that a constant interest rate can be obtained for the outstanding liability balance. Finance costs are recorded directly in the income statement of the year. Capitalized leased assets are depreciated over the shorter of their estimated useful life and the lease term, if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

i) Investments in associates -

An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor joint venture. The investments in shares of the associated companies are recorded using the equity method. Under the equity method, the investment in the associate is carried at cost plus the post acquisition changes in the Group's share of net assets of the associate. Consequently, the Group's participation in the associate's profits or losses is recognized in the results of the period in which they occur. When the Group's portion in the losses of an associate is equal or exceeds the book value of the investment, the Group no longer includes its corresponding part in the losses and the investment is presented with nil value. In case the associated companies are not able to meet payments for financial obligations guaranteed by the Group, additional losses would be recorded.

j) Biological assets -

The plantations of asparagus, avocados, mangoes, artichokes and piquillo pepper and the shrimp farming are stated at their fair value according to IAS 41 - Agriculture. Fair value is determined using the present value method. All changes in fair value are recognized in income in the period in which they arise. Land and related facilities are accounted for under property, plant and equipment.

Assumptions are used to estimate the plantation volumes, cost per ton, and depletion. Changes in the assumptions or estimates used in these calculations may affect the Group's results. The inputs such ask the growth model, involve estimations, which are regularly updated. The discount rate used to estimate the present values is estimated based on the pre-tax weighted average cost of capital method.

Cost of delivery includes all costs associated with getting the harvested agricultural produce and shrimp to the market, being harvesting, loading, transport and allocated fixed overheads.

k) Inventories -

The cost of inventories includes the cost related to industrial activity and other costs such as packing and transportation.

Inventories are valued at the lower of average cost or net realization value. The net realization value is the sale price during the normal course of business, less costs to place inventories in selling condition and commercialization and distribution expenses. The cost is determined based on a weighted average, except in the case of in-transit inventories, which are recorded at their specific acquisition cost.

The cost of inventories may not be recovered if those inventories are damaged, on become wholly or partially obsolete, their selling prices have declined or the estimated costs to be incurred to make the sale have increased. In such circumstances, inventories are written down to their net realizable value, charging to the income statement on item by item basis.

l) Accounts receivable -

Current trade receivables are recognized initially at fair value and subsequently re-measured at amortized cost using the effective interest method, less the provision for impairment. A provision for impairment of trade receivables is made when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the invoice. The amount of the provision is the difference between the carrying amount and the present value of the recoverable amount and this difference is recognized in the income statement. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.

m) Share capital -

Ordinary shares are classified as equity.

n) Provisions -

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a financial expense.

Worker's profit sharing and other employee benefits

In accordance to Peruvian Legislation the Group shall provide for worker's profit sharing. The annual provision is equal to 10 percent of taxable income of each year. This amount is charged to the income statement (refer to Note 8-a) and is considered deductible for income tax purposes. The Group has no pension or retirement benefit schemes.

The workers profit sharing liability, included in "other payables" on the balance sheet, has been determined pursuant to applicable legal provisions. The workers´ profit sharing liability is computed using the balance sheet liability method and reflects the effects of temporal differences between asset and liability balances for accounting purposes and those determined for tax purpose. The liability is measured using the workers´ profit sharing rates expected to be applied to the taxable income in the years in which these differences are recovered or eliminated. Effects corresponding to changes in workers` profit sharing rates are recognized in the results of the year in which the change is known.

o) Income tax -

Income tax has been determined pursuant to applicable legal provisions. Income tax is calculated using tax rates and tax laws that are enacted or substantively enacted by the balance sheet date. Applicable rates are 15 percent for income tax computed based on the taxable profit determined by Camposol S.A. and Marinazul S.A. (30 percent rate for income tax of other subsidiaries). Income tax is calculated using tax rates and tax laws that are enacted or substantively enacted at the balance sheet date.

Income tax expenses are computed based on the profit of the year and taking into account the effect of deferred taxes, which is computed using the balance sheet liability method. Deferred taxes reflect the effects of temporary differences between asset and liability balances for accounting purposes and those determined for tax purposes. Deferred assets and liabilities are measured using the income tax rates expected to be applied to the taxable income in the years in which these differences are recovered or eliminated. Measurements of deferred assets and liabilities reflect the tax consequences derived from the manner in which it is expected to recover or settle the value of the assets and liabilities as of the date of the balance sheet.

Deferred assets are recognized when it is probable that there will be sufficient future tax benefits against which the deferred asset may be applied; the Group evaluates unrecognized deferred assets and the balance of recognized assets as of the date of the balance sheet. A previously unrecognized deferred asset is recognized if it is probable that sufficient future taxable income will permit its recoverability. Likewise, a deferred asset is reduced if it is not probable that sufficient taxable income will permit using part or the total of the recognized deferred asset.

Effects corresponding to changes in income tax rates are recognized in the results of the year in which the change is known.

p) Trade payables -

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

q) Borrowings -

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowing using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

The component of the convertible loan described in note 25 that exhibits characteristics of a liability is recognized as a liability in the balance sheet. On issuance of the convertible loan, the fair value of the liability component is determined using a market rate for an equivalent non – convertible loan, and this amount is classified as a financial liability measured at amortized cost until it is extinguished on conversion. The remainder of the proceeds is allocated to the conversion right that is recognized

and included as a liability in the financial statements due to its related to a variable number of shares to be issued on conversion are variable and the conversion right does not meet the definition of an equity instrument.

r) Contingencies -

Contingent liabilities are not recognized in the financial statements. They are disclosed in the notes to the financial statements unless the possibility of an economic outflow is remote. A contingent asset is not recognized in the financial statements, but is disclosed when the degree of contingency is probable.

s) Revenue recognition -

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases their estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Sales of goods -

Sales of goods are recognized when all risks inherent to the product delivered have been transferred, which occur when the products are delivered to the customer. Delivery is considered executed when title has passed to the customer. Sales of goods comprise:

- Exports of fresh products

  They are mainly fresh products of asparagus, avocado and mango. These exports are invoiced on a preliminary liquidation basis (provisionally priced) which amount is determined on current market prices at the date of export invoice issuance.

  Subsequently, an adjustment to the provisional prices, are determined based on current market prices at the date that was agreed with the customer, in a period ranging from 7 to 30 days after the export delivery. In consequence, the respective credit/debits notes will be generated as to this adjustment.

  Accordingly, the arrangements under these conditions entail an embedded derivative. The price exposure arose per such adjustment is considered an embedded derivative and hence separated from the sales contract at each reporting date; then, such provisionally priced fresh product is revalued based on the forward selling price for the respective quotation period agreed with the customer until this quotation period ends. The selling price of those fresh products can be measured reliably as these products are actively traded on international markets. The revaluing of provisionally priced contracts is recorded as an adjustment to revenue and debited or credited to accounts receivable.

- Exports of canned products

  On canned products revenue is recognized when export delivery conditions are met.

- Export of frozen products

  On frozen products revenue is recognized when export delivery conditions are met.

- Domestic sales

  Revenue is recognized on a delivery basis.

Change in fair value of biological assets

In addition, the Group recognizes in its results the effect of changes in the fair value of biological assets made as of the balance sheet.

Interest income -

Revenue is recognized as interest accrues using the effective interest rate.

Income (or loss) from associates -

It is recognized in income using the equity method.

Docking services rendered -

Revenues from these services provided to third-parties are recognized when they are rendered.

Drawback of custom duties -

Camposol S.A is a beneficiary of a simplified procedure for drawback of customs duties, being the drawback rate 5 percent of the FOB export value (see Note 5). This benefit is recognized net of cost of sales monthly based on the export realized.

t) Costs and expenses -

The cost of sales that corresponds to the cost of production of the products commercialized by the Group are recorded when the goods are delivered, simultaneously with the recognition of the revenues from the corresponding sale.

Other costs and expenses are recognized as accrued and recorded in the periods to which they are related.

u) Financial instruments –

The Group's financial instruments comprise accounts receivables, trade payables, borrowing and derivatives financial instruments.

(i) Recognition -

The Group recognizes financial assets and liabilities on its balance sheet when, and only when, it becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet only when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

(ii) Measurement -

Financial assets and liabilities are initially recognized at cost, which is the fair value of consideration given or received, respectively, including, in the case of a financial asset or financial liability not at fair value through profit or loss, any transaction costs incurred.

Changes in the fair value of financial assets at fair value through profit and loss are recognized directly in the income statement.

Loans and receivables are loans and receivables created by the Group providing money or goods to a debtor. Loans and receivables are initially recognized in accordance with the policy stated above and subsequently re-measured at amortized cost using the effective interest method. Financial liabilities are initially recognized in accordance with the policy stated above and subsequently re-measured at amortized cost using the effective interest method.

(iii) De-recognition -

Financial instruments are de-recognized when the Group transfers all risks and rewards of ownership.

(iv) Derivatives

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Currently the Group has not designated any derivative as a hedging instrument. Therefore, changes in the fair value of derivative instruments are recognized immediately in the income statement with the offset to the derivate recorded in other payable or receivable in the balance sheet.

Embedded derivatives incorporated in host contracts of financial instruments are accounted for at its fair value separately from the host contract if such embedded derivative is not closely related to the host contract.

v) Dividend distribution -

Dividend distribution to the Group's shareholders is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved by the Group's shareholders.

w) Cash and cash equivalents -

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the balance sheet, cash and cash equivalents comprise cash in hand and short term deposits held with an originally maturity of three months or less and which are subject to insignificant risk of changes in value.

x) Segment reporting -

A business segment is a distinguishable component of the Group engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is a distinguishable component of the Group engaged in providing products or service within a particular economic environment that are subject to risk and returns that are different from those segments operating in other economic environment.

Management considers that the Group operates in one business segment, which is the production and sale of farmed products as fresh, canned and frozen, and operates in different geographical segments on which its products are distributed.

3 SEGMENT REPORTING

The Group is mainly a farming corporation engaged in producing, processing and commercializing different farming products as fresh, canned and frozen, which are mainly exported to European markets and the United States of America. Since all farmed products have similar risk and rewards, management considers all as a unique business segment to be reported.

The Group operates mainly in Peru and has an associated company engaged in the commercialization of asparagus in the west zone of the United States.

Revenue -

Revenue for the year is allocated based on the country in which the customer is located. There are no inter-segment revenues. The key components of the Group's net sales mainly result from the sale of fresh, canned and frozen white and green asparagus, piquillo peppers, avocados mangoes artichokes and shrimps. The following table presents net sales by geographic area:

	Year ended 31 December	
	2007	2006
	US$000	US$000
Europe	86,055	71,206
USA	33,508	28,896
Peru	2,651	1,947
Other	3,748	1,818
	125,962	103,867

Segment reporting information for total segment assets and liabilities, capital expenditure, depreciation and non-cash expenses corresponds to Peru.

4 REVENUE

The Group net sales mainly result from the sale of fresh, canned and frozen white and green asparagus, piquillo peppers, avocados, mangoes and artichokes. The following table presents the Group's net sales components of its business segment:

	2007	2006
	US$000	US$000
Asparagus	65,687	40,623
Avocado	14,756	22,872
Artichokes	15,891	18,611
Piquillo pepper	15,875	14,253
Mango	7,265	5,501
Shrimp	3,214	-
Supplies sales to farmers	2,659	1,365
Other finished products	615	642
Total	125,962	103,867

Included within asparagus, avocado and mango revenue are net changes in the fair value of embedded derivatives of US$627,000 for 2007 (US$836,000 for 2006), which have been debited to revenue and credited to accounts receivable.

5 COST OF SALES

The following table presents the components of this caption:

	2007 US$000	2006 US$000
Cost of inventories recognized as an expense	63,304	51,851
Personnel expenses, Note 8b	28,874	21,540
Depreciation, Note 13	2,955	3,106
Workers' profit sharing, Note 8b	132	39
Income from custom duties drawback, Note 28a	(4,684)	(3,180)
Total	90,581	73,356

6 ADMINISTRATIVE EXPENSES

The following table presents the components of this caption:

	2007 US$000	2006 US$000
Personnel expenses, Note 8b	3,363	2,200
Professional fees	1,386	482
Software and hardware expenses	155	75
Travel and business expenses	1,588	1,049
Social work	255	114
Transport and telecommunications	283	113
Electricity, maintenance and security	314	476
Labor contingencies, Note 28b	-	607
Income tax contingencies	237	63
Other tax contingencies	28	-
Depreciation, Note 13	88	26
Workers' profit sharing, Note 8b	1,928	1,189
Write-off receivable VAT	131	-
Other expenses	607	575
Total	10,363	6,969

7 SELLING EXPENSES

The following table presents the components of this caption:

	2007 US$000	2006 US$000
Transport expenses	5,675	5,109
Customs expenses	2,450	2,437
Third-party services (a)	2,022	1,514
Personnel expenses, Note 8b	988	716
Travel and business expenses	151	114
Insurance	245	309
Samples, promotions and fairs	168	76
Lease and telephone	310	261
Workers' profit sharing, Note 8b	356	228
Other expenses	236	357
Total	12,601	11,121

a) This amount mainly comprises professional fees related to export activities.

8 PERSONNEL EXPENSES

a) The following table presents the components of this caption:

	2007 US$000	2006 US$000
Remunerations	29,817	22,156
Vacations	1,565	1,106
Other employees benefits	1,538	862
Other expenses	305	332
Workers' profit sharing	2,416	1,456
Total	35,641	25,912

b) The following table presents the components of personnel expenses:

	2007 US$000	2006 US$000
Cost of sales, Note 5	29,006	21,579
Administrative expenses, Note 6	5,291	3,389
Selling expenses, Note 7	1,344	944
	35,641	25,912

9 OTHER INCOME AND EXPENSES

The following table presents the components of this caption:

	2007 US$000	2006 US$000
Other income:		
Gain from sale of property, plan and equipment and other assets	358	34
Recovery of provision for doubtful trade accounts	19	-
Insurance claims	108	-
Other	465	26
	950	60
Other expenses:		
Loss from sale of property, plant and equipment	-	(313)
Taxes paid on behalf of former shareholders (a)	(967)	-
Other	(801)	(564)
	(1,768)	(877)

(a) This amount correspond to withholding taxes on capital reduction paid to former shareholder (Note 20), which was assumed by the Company, and it was equivalent to 4.1 percent

10 FINANCE COSTS

The following table presents the components of this caption:

	2007 US$000	2006 US$000
Interest on bank loans	2,603	1,364
Banking expenses for bank letters of guarantee and funding documents	370	456
Interest on debt to COFIDE	396	523
Other	85	295
	3,454	2,638

11 INCOME TAX EXPENSE

a) The following table presents the components of income tax shown in the statement of income:

	2007 US$000	2006 US$000
Current	1,063	1,290
Deferred	2,504	736
	3,567	2,026

b) The Group is profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

	2007 US$000	%	2006 US$000	%
Profit before income tax	27,915	100.00	20,808	100.0
At average statutory income tax rate of 15%	4,187	15.0	3,121	15.0
Expenses not deductible for tax purposes	274	0.9	114	0.5
Amounts exempt from tax	(597)	(2.1)	(1,066)	(5.1)
Other	(297)	(1.0)	(143)	(0.7)
Taxation charge in the income statement	3,567	12.8	2,026	9.7

12 BASIC AND DILUTED EARNINGS PER SHARE

a) Basic -
Earnings per share ("EPS") are calculated by dividing the profit of the year attributable to equity shareholders of the Group by the weighted average number of ordinary shares issued during the year

As of 31 December, earnings per share have been calculated as follows:

	2007 US$000	2006 US$000
Profit attributable to equity holders of the Group	24,348	18,795
Weighted average number of ordinary shares in issue (thousands)	204,104	215,357
Basic earnings per share (US$)	0.119	0.087

b) Diluted -
Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has a convertible debt which is a category of dilutive potential ordinary shares. The convertible debt is assumed to have been converted into ordinary shares, and the net profit is adjusted, if necessary, to eliminate income and expenses related to the debt.

	2007 US$000
Profit attributable to equity holders of the Group	24,348
Weighted average number of ordinary shares in issue (thousands)	204,104
Adjustment for assumed conversion of convertible debt (thousands)	7,375
Weighted average number of ordinary shares for diluted earnings per share (thousands)	211,479
Diluted earnings per share (US$)	0.115

There were no diluted earnings per share for year 2006.

13 PROPERTY, PLANT AND EQUIPMENT, NET

a) The following table presents the components of this caption, as of the date of the balance sheet:

	Land US$000	Buildings and other constructions US$000	Plant and equipment US$000	Furniture, fixtures and other equipment US$000	Vehicles US$000	Construction in progress US$000	Total US$000
2007 -							
Cost							
Balance as of 1 January	10,312	10,504	17,192	4,862	1,054	1,004	44,928
Additions	3,184	1,844	1,852	1,320	584	11,603	20,387
Retirements	-	-	(532)	-	(234)	-	(766)
Transfers	(560)	616	4,613	(2,349)	9	(2,329)	-
Balance as of 31 December	12,936	12,964	23,125	3,833	1,413	10,278	64,549
Cumulative Depreciation							
Balance as of 1 January	-	560	2,022	1,092	382	-	4,056
Additions	-	330	1,883	518	312	-	3,043
Retirements	-	-	(334)	-	(82)	-	(416)
Balance as of 31 December	-	890	3,571	1,610	612	-	6,683
Net book value	12,936	12,074	19,554	2,223	801	10,278	57,866
2006 -							
Cost							
Balance as of 1 January	10,283	6,718	17,815	3,586	862	576	39,840
Additions due to acquisition	33	3,347	908	510	272	2,923	7,993
Retirements	(4)	(3)	(2,807)	(5)	(86)	-	(2,905)
Transfers	-	442	1,276	771	6	(2,495)	-
Balance as of 31 December	10,312	10,504	17,192	4,862	1,054	1,004	44,928
Cumulative Depreciation							
Balance as of 1 January	-	316	2,483	656	221	-	3,676
Additions	-	246	2,255	439	192	-	3,132
Retirements	-	(2)	(2,716)	(3)	(31)	-	(2,752)
Balance as of 31 December	-	560	2,022	1,092	382	-	4,056
Net book value	10,312	9,944	15,170	3,770	672	1,004	40,872

b) During 2007 and 2006, the main acquisitions of property, plant and equipment correspond to assets needed to increase the capability of the processing plants, water equipment and agricultural machinery, among others.

c) As of 31 December 2007 and 2006, property, plant and equipment caption include fixed assets acquired under financial lease contracts for US$7,561,000 and US$1,125,000, respectively, net of their corresponding cumulative depreciation.

d) As of 31 December 2006, the Group has insured its fixed assets to cover the plant and equipment up to a value of US$30,000,000. This amount has been raised as of December 2007 up to US$40,000,000. The Group's Management believes that this policy is consistent with international practices in the industry and the risk of eventual losses has taken into account considering the type of assets.

14 INVESTMENTS IN ASSOCIATED COMPANIES

As of 31 December this caption comprises the following:

	Percent share in the capital stock %	2007 US$000	2006 US$000
Mission Asparagus LLC (a)	50.0	-	626
Empacadora de Frutos Tropicales S.A.C. (b)	40.0	353	468
		353	1,094

a) On 1 December 2006, the Group participated in the incorporation of Mission Asparagus LLC (Mission Asparagus), a company domiciled in the United States, together with Mission Produces, Inc; each party contributed 50 percent of the capital shares on incorporation. As a result of this transaction the Group paid US$750,000.

Mission Asparagus LLC, is a company engaged in the commercialization of asparagus in the west zone of the United States, mainly in the cities of California and maintains the concession for the use of certain important brands; in opinion of the Group's Management, this will improve the yield of asparagus and other crops commercialized through this associate.

During years 2006 and 2007 the Group recognized its corresponding participation on the losses of this company by US$124,000 and US$626,000, respectively. The cumulative excess losses and the loss of the period not recognized amounts to US$482,000.

On December 2006 Mission received two loans from Lee Pacific, Llc and Grovers Express. Llc, both companies incorporated in California, United States of America, amounting to US$1,350,000 and US$495,600, with Camposol S.A. and Mission Produce Inc., a California as guarantors, by which they absolutely and unconditionally guarantees the punctual payments when due, whether at stated maturity, by acceleration, or otherwise, of all obligations of Mission existing under the loan whether for principal, interests, fees, expenses or otherwise. These loans are being paid in annual installments from 2007 until December 2012. As of 31 December 2007 the amounts payable under these loans are US$ 1,180,000 and US$ 421,600, respectively.

b) On 30 September 2006 the Group participated in the incorporation of Empacadora de Frutos Tropicales S.A.C (Empafrut), a Peruvian company engaged in the processing and commercialization of fresh fruits products, mainly mango. As a result of this transaction the Company paid US$600,000.

During years 2006 and 2007 the Group recognized its corresponding participation on the losses of this company by US$132,000 and US$ 115,000, respectively.

On November 16 2006, Camposol SA and the shareholder of Empafrut signed a shareholder agreement in agree on the terms of which the Empafrut will need to ask approval of Camposol SA. The main terms of the shareholder agreement consist of the following:

1. Camposol S.A. will have a least two board members in the board of directors or number that corresponds to its shareholding.

2. Camposol S.A. should participate in the approval of agreements related to the acquisition of property and capital goods, the disposal and transfer of the same, including the establishment of duties, taxes or any other type of charge that could affect them, as well **as the provision of personal or real guarantees, initiate a liquidation or bankruptcy process, designate and remove directors, approve the management, memorandum and financial statements; resolve the application of profits; designate external auditors, or delegate said designation to the board.**

c) The following table shows summarized financial information for these associated companies for the year as a whole:

	2007		2006	
	Mission (*) US$000	Empafrut US$000	Mission (*) US$000	Empafrut US$000
Total assets	3,689	2,785	4,227	3,146
Total liabilities	4,651	1,878	2,975	1,987
Total revenue	12,780	3,134	592	3,622
Loss for the year	(2,463)	(174)	(248)	(408)
Total equity	(963)	907	1,252	1,159

(*) Figures presented at 31 October 2007 due to this correspond to its fiscal year - end.

15 BIOLOGICAL ASSETS

a) The Group recognizes the agricultural plants using the market reasonable value for asparagus, avocados, mangoes, piquillo pepper and artichokes. Such value is calculated using the expected cash flows and the costs related to those agricultural crops. The application of this accounting practice complies with the International Accounting Standard No 41 – "Agriculture". And in line with the standard the Group's management prepared its projections of operative revenues and expenses according to estimated production for each of its plantations or agricultural crops. The projections mentioned have been prepared in United States dollars, (the Group's functional currency). Also, the discounted cash flows included in the projections has a discount rate that includes the cost of opportunity of capital equivalent to 12 percent in 2006 and 10.7 percent in 2007. Farming of shrimps, which is a minor activity of the Group, is also in compliance with IAS 41 Accounting treatment.

b) As result of the application of IAS 41, during year 2007, the Company recognized the net effect of the adjustment for biological assets amounting to US$15,270,000. The distribution of such amount between revenue for biological assets and the net cost of biological assets (plantations and inventories) and the income tax and workers' profit sharing are detailed as follows distributed between the parcels seed as of December 31, 2007 and 2006:

	Parcels seed during 2007 US$000	Parcels seed as of December 31, 2006 US$000	Total US$000
Revenue for biological assets	12,327	15,934	28,261
Net cost of permanent plantations and maintenance (c)	(6,753)	(1,547)	(8,300)
Other	(32)	(10)	(42)
Deferred income tax, Note 21	(3,690)	(959)	(4,649)
Net effect for application of IAS 41	1,852	13,418	15,270

c) The variation of the net cost of the year of permanent plantation and maintenance is a follows:

	2007 US$000	2006 US$000
Permanent plantations	3,890	2,395
Agricultural costs:		
Product in process	3,543	(684)
Finished products	387	408
Raw material	334	(57)
	8,154	2,062
Depreciation recorded as agricultural cost	146	56
Total	8,300	2,118

d) The main considerations for the calculation of the reasonable values of the asparagus, avocados and others are:

Asparagus:

- Consideration of 78 parcels in Agromás, Pur Pur, Mar Verde, Gloria, Agricultor, Aeropuerto, Oasis and San Jose.
- Parcels have a useful life of 8 years for white asparagus and 13 for green asparagus. The white asparagus parcels are transformed to green asparagus at the end of the 8 years.
- Each campaign lasts 6 months.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.

Avocados:

- Consideration of 17 parcels.
- Parcels have a useful life of 20 years.
- Every campaign lasts 1 year.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.
- Parcels have its first harvest after 3 years the plants have been seed.

Notes to the consolidated financial statements (continued)

Mangoes:

- Consideration of 12 parcels from Atypsa, Balfass and Dunas.
- Parcels have a useful life of 20 years.
- Every campaign lasts 1 year.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.
- Parcels have its first harvest after 3 years the plants have been seed.

Piquillo Pepper:

- The parcels have a useful life of 8 months.
- Each campaign last 8 months included preparation, maintenance and harvest.
- Consideration of 5 parcels lands from Terra.

Artichokes:

- Each parcel has a useful life of 9 months.
- Each campaign of artichokes last approximately 9 months, included preparation, maintenance and harvest.
- There were no parcels with artichokes campaign at the end of December 2007.

Shrimps:

- Each well has a useful life of 150 days, approximately 22 weeks.
- Each campaign of shrimps last approximately 22 weeks, included preparation, maintenance and harvest.
- 24 wells that cover an area of 177.61 hectares (2007).

Notes to the consolidated financial statements (continued)

h) In opinion of the Group's Management, the projections of revenue and expenses calculated according to estimated production for every plantation and the discount rate used in the projected cash flows, reflect reasonably the expectations of the operations of the Group and the economic industrial sector in which the Group operates; as a consequence, the caption biological assets fairly presents, the market value of plantations as of the date of the balance sheet. The movement for the period of the caption biological assets is, as follows:

	Asparagus		Avocados		Mangoes		Piquillo Pepper		Artichokes		Shrimp		Total 2007		2006	
	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000	Hec tares	Estimated market value US$000
Balances as of 1 January	2,673	34,523	856	16,897	499	6,666	205	1,110	79	792	919	240	-	2,129	224	2,179
Additions	645	22,947	(16)	1,472	-	1,110	63	1,110	792	671	(919)	(240)	-	-	-	-
Balances as of 31 December	3,318	57,470	840	18,370	499	7,796	268	2,320	871	-	-	-	-	2,129	224	2,179
Less - current portion		(4,750)		(420)		(857)		(857)		(871)		-		(2,129)		-
		52,720		17,894		6,941		1,463		-		-		-		2,179
														(9,133)		86,668
														77,555		86,668
														(7,430)		6,151
														50,992		56,427

16 INVENTORIES

a) This caption comprises the following:

	2007 US$000	2006 US$000
Finished products:		
Artichokes	8,722	8,837
Asparagus	5,068	3,257
Piquillo peppers	3,190	1,083
Avocados	221	268
Mangoes	142	150
Other	266	96
	17,609	13,691
Supplies (c)	6,292	4,735
Containers	4,961	4,164
Raw material and others	1,165	2,149
Product in process	4,705	-
Land pre-operative labors	1,811	1,160
In-transit raw material and supplies	992	437
	37,535	26,336

b) As of 31 December 2006 the Group had inventories securing its obligations with financial institutions under the warrant system for approximately US$1,384,000.

c) In the opinion of the Group's management it is not necessary to recognize an allowance either for obsolescence and slow movement or for impairment of inventory, as of 31 December 2007 and 2006.

17 OTHER ACCOUNTS RECEIVABLE

a) This caption comprises the following:

	2007 US$000	2006 US$000
Value added tax (b)	6,654	3,212
Income tax (c)	-	105
Import duties, Note 28 (a)	3,276	3,115
Claims to insurance entities	255	258
Other	1,040	671
	11,225	7,361
Less:		
Allowance for doubtful accounts	(153)	(153)
	11,072	7,208

Changes in allowance for doubtful accounts are as follows:

Balance at the beginning of the year	153	213
Additions debited to income	-	27
Deductions	-	(87)
Balance at the end of the year	153	153

b) This amount corresponds to the value added tax credit, which in management opinion, will be recovered within the short term.

c) This amount corresponds to income tax prepayments which were made in accordance with applicable tax standards. The balance as of 31 December 2006 was applied against the taxable income generated by the Group in 2007.

18 TRADE ACCOUNTS RECEIVABLE

a) This caption comprises the following as of the date of the balance sheet:

	2007 US$000	2006 US$000
Trade accounts		
Third parties	42,174	16,403
Related companies, Note 25	1,361	13,405
	43,535	29,808
Less:		
Allowance for doubtful accounts	(125)	(31)
	43,410	29,777

Changes in the allowance for doubtful accounts are as follows:

Balance at the beginning of the year	31	4
Recoveries	(19)	-
Additions debited to income	113	27
Balance at the end of the year	125	31

b) Trade accounts receivable mainly correspond to invoices for the sale of fresh and canned asparagus, canned piquillo pepper and fresh avocados; their average collection term ranges are between 90 and 180 days and do not accrue interest. The Group carries out most of its operations using export letters of credit.

Included within accounts receivables for sales of asparagus, avocado and mango are net changes in the fair value of embedded derivatives of US$627,000 for 2007 (US$836,000 for 2006), which have been debited to revenue and credited to accounts receivable

c) Management periodically reviews the situation of its accounts receivable so as to determine the need to make an allowance for those that cannot be recovered. In the opinion of Group's Management, the allowance for doubtful accounts adequately covers the risk related with the collection as of the date of the balance sheet as of 31 December 2007 and 2006.

As of 31 December, the aging analysis of trade receivables is as follows:

	Total US$000	Neither Past due Nor impaired US$000	31-90 days US$000	91-180 days US$000	181-360 days US$000	More than 361 days US$000
2007						
Trade accounts	42,049	39,694	2,032	219	42	62
Related parties	1,361	590	380	188	203	-
	43,410	40,284	2,412	407	245	62

	Total US$000	Neither Past due Nor impaired US$000	31-90 days US$000	91-180 days US$000	181-360 days US$000	More than 361 days US$000
2006						
Trade accounts	16,372	14,817	1,063	339	149	4
Related parties	13,405	12,072	1,333	-	-	-
	29,777	26,889	2,396	339	149	4

d) As of 31 December 2007 and 2006 there is no accounts receivable securing obligations of the Group.

19 CASH AND CASH EQUIVALENTS

a) This caption comprises the following:

	2007 US$000	2006 US$000
Cash	33	19
Current accounts (b)	20,930	3,343
	20,963	3,362

b) The Group has current accounts mainly in domestic banks, in United States dollars and Peruvian nuevos soles. These funds are freely available and bear market interest rates.

c) Book value of available funds is equal to the corresponding fair value.

20 SHAREHOLDERS' EQUITY

a) Capital stock -

Camposol S.A. subscribed and paid-in capital stock as of 31 December 2007 is represented by 129,735,788 common shares, with a nominal value of S/.1.00 per share (216,356,939 as of 31 December 2006). Changes in capital stock are as follows:

	Number of shares	Share capital US$000
Share capital as of 1 January 2006	215,334,243	59,023
Conversion of debt	1,022,696	500
Share capital as of 31 December 2006	216,356,939	59,523
Conversion of debt	15,606,079	4,923
Non – cash contribution	16,986,517	5,364
Capital contribution	15,707	5
Capital reduction	(119,229,454)	(33,656)
Share capital as of 31 December 2007	129,735,788	36,159

Capital contributions -

In a General Shareholders' Meeting held on 22 December 2006 the shareholders approved the increase of capital stock of Camposol S.A. through the capitalization of accounts payable to Peru Land and Farming LLC., a company domiciled in the United States of America (hereafter "PLF") for approximately US$500,000, issuing 1,022,696 common shares.

In a General Shareholder's Meeting held on 21 June 2007 the shareholders approved the capitalization of accounts payable to the shareholder Gola S.A for approximately US$4,923,000, a cash contribution from PLF for approximately US$5,000 and a non-cash contribution from the major shareholder, Siboure Holding Inc., for approximately US$5,364,000.

Capital reduction -

In a General Shareholder's Meeting held on 16 October 2007 it was agreed the reduction of capital stock of S/106,158,779 (US$29,588,516) and S/13,070,675 (US$ 4,067,457) for Gola S.A and PLF, respectively it was agreed. In addition, the reduction of S/63,383,000 (US$21,356,000) and S/7,804,000 (US$2,629,000) for their participation in retained earnings, respectively it was agreed. As a result of these equity reductions, Siboure Holdings Inc. is the holder of 100 per cent of Camposol´s capital stock as from such date.

The United States dollar amount paid to the above–mentioned shareholders is higher than the corresponding dollar amount resulting from the historical accounting records. This difference of approximately US$5,411,000 has been debited to retained earnings.

b) Legal reserve -

The General Corporate Law provides that no less than 10 percent of the distributable income of each fiscal year, net of the income tax, must be transferred to a legal reserve until it equals 20 percent of the capital stock. Legal reserve might be use to offset losses or to be capitalized, in both cases, it is required the amounts used off setting or capitalizing should be replenish. In this regard, in year 2007 the Group has recorded the appropriation of an amount equivalent to US$4,457,000 corresponding to profits from fiscal years 2003 to 2006.

c) Other Reserves -

Other reserves includes:

i) Capital premium -

In General Shareholders' Meeting held on 22 December 2006, the shareholders approved the constitution of a capital premium amounting to US$2,059,000 that was originated by an account payable to PLF. The additional capital can be used to cover losses, can be capitalized according to shareholders' participation in the capital stock or can be distributed according to the decision that would be adopted in General Shareholders' Meeting.

ii) Foreign currency translation –

Subsidiaries financial statements expressed in their corresponding functional currencies are translated into US dollar by applying the exchange rate at period-end for assets and liabilities and the average exchange rate for income statements items. The foreign currency translation recorded in the statement of change in net equity, amounts to US$219,000.

d) Retained Earnings -

In accordance with legal provisions in force at 31 December 2007 and 2006, cash dividends in favor of non-domiciled shareholders are subject to a withholding income tax at a rate of 4.1 percent.

In General Shareholders' Meeting held on 12 September 2007 a dividend per share issued as of 31 December 2006 equivalent to US$0.0096 was agreed to be paid; resulting in a total amount declared equivalent to approximately US$2,077,000. Dividends paid in cash during 2007 amounts to US$1,177,000 and US$900,000 were used to compensate accounts receivables from shareholders .

21 DEFERRED INCOME TAX AND WORKERS PROFIT SHARING

Deferred income tax -

Deferred income tax is recorded using the balance sheet liability method. Accordingly, the Group records an asset or a liability for deferred income tax whenever differences arise between the book value of the assets and liabilities and their value determined for tax purposes. The determination of the liabilities for deferred income tax has been made taking into account rates and tax legislation in force.

The changes in the deferred income tax liabilities and assets are as follows:

	2007 US$000	2006 US$000
Beginning of the year	3,471	2,735
Income statement	2,504	736
End of the year	5,975	3,471

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to the same fiscal authority.

The movement in deferred income tax assets and liabilities before offset during the year considering the nature of the temporary differences is as follows:

	Balance as of 1 January 2006 US$000	Income statement US$000	Balance as of 31 December 2006 US$000	Income statement US$000	Balance as of 31 December 2007 US$000
Deferred assets -					
Effect of investments	-	34	34	101	135
Other	-	198	198	426	624
	-	232	- 232	527	759
Deferred liability					
Depreciation rates	421	(285)	136	87	223
Application of IAS 41	2,314	1,253	3,567	2,722	6,289
Other	-	-	-	222	222
	2,735	968	3,703	3,031	6,374
	2,735	736	3,471	2,504	5,975

Workers profit sharing –

In accordance to Peruvian Legislation the Group shall provide for worker's profit sharing equivalent to 10 percent of taxable income of each year. This amount is charged to the income statement and is considered deductible for income tax purposes. Workers´ profit sharing is estimated based on taxable income tax.

Notes to the consolidated financial statements (continued)

The movement in workers´ profit sharing during the year considering the nature of the temporary differences is as follows:

	Balance as of 1 January 2006 US$000	Income statement US$000	Balance as of 31 December 2006 US$000	Income statement US$000	Balance of 31 December 2007 US$000
Deferred assets -					
Effect of investments	-	26	26	74	100
Other	-	146	146	290	436
	-	172	172	364	536
Deferred liability					
Depreciation rates	311	(212)	99	64	163
Application of IAS 41	1,716	926	2,642	1,927	4,569
	2,027	714	2,741	1,991	4,732
	2,207	542	2,569	1,627	4,196

The workers profit sharing liability, included in "other payables" on the balance sheet, has been determined pursuant to applicable legal provisions.

Notes to the consolidated financial statements (continued)

22 LONG-TERM DEBT

a) The following table presents the components of this caption as of the date of the balance sheet:

Creditor and type of debt	Collateral	Annual Interest Rate and Maturity	2007 US$000	2006 US$000
Credit Suisse "Tranch A" to finance Capex program for 2007 and 2008 (j)	The Company's fixed assets (e)	7.85 %pa with 60 monthly installments until 2012	63,383	-
Credit Suisse "Tranch B" to cover capital reductions	The Company's fixed assets (e)	6.13%. Principal and interest payable at maturity on 30 March 2008.	63,465	-
Corporación Financiera de Desarrollo (COFIDE, acquisition of land, and industrial Plant, paid in 2007	The Company's fixed assets	6M Libor + 2 % and 6M Libor + 5.5 % for the capital renewed.	-	4,971
Finance Lease Agreements				
Banco Interbank for purchase of tractors	Property subject to financial lease	8.60 %pa with 48 monthly installments until 2010.	212	272
Banco Interbank for purchase of water equipment	Property subject to financial lease	8.60 %pa 48 monthly installments until 2010.	176	233
Maria Adelaida Llanos Saldarriaga 4 promissory notes for working capital funding.	-	8 %pa with maturity in December 2005, and paid in the year 2007.	-	200
Scotiabank for purchase of tractors.	Property subject to financial lease	7.2 %pa with 18 installments every three months until 2008.	-	186
Banco Interbank for purchase machinery, vehicles and equipment	Property subject to financial lease	Between 7 and 12 %pa with monthly installments until year 2012.	4,535	207
BBVA Banco Continental for purchase of equipment	Property subject to financial lease	7.3 %pa with payments every three months until 2010	2,365	-
			134,136	6,069
Less - current portion			(68,613)	(2,016)
			65,523	4,053

b) As of 31 December 2007 and 2006, the term of the non - current portion of long - term debt, is as follows:

	2007 US$000	2006 US$000
1 year	7,143	1,776
2 years	20,505	1,617
3 years	15,694	480
More than 3 years	22,181	180
	65,523	4,053

c) The carrying amount of short-term borrowings approximates their fair value. The carrying amount and fair value of the non-current borrowings are as follows:

	Carrying amount as of 31 December		Fair values as of 31 December	
	2007 (*) US$000	2006 US$000	2007 (*) US$000	2006 US$000
Bank loans:				
Secured (floating rates)	-	3,853	-	3,789
Other loans:				
Secured (floating rates)	-	200	-	200
	-	4,053	-	3,989

(*) There are no bank loans with floating rates in 2007

d) Future minimum lease payments under finance leases together with the present value of net minimum lease payments are as follows:

	2007		2006	
	Minimum payments US$000	Present value of payments US$000	Minimum payments US$000	Present value of payments US$000
Within one year	6,094	5,148	433	361
After one year but not more than five years	2,328	2,140	595	537
Total minimum lease payments	8,422	7,288	1,028	898
Less amounts representing finance charges	(1,134)		(130)	
Present value of minimum lease payments	7,288		898	

e) As guarantees of the Credit Suisse loan, The Group has granted mortgages of land held at Mar Verde Agromás, Pur Pur, Gloria, Agricultor, Frusol I, II, III y IV San José and Lote 3-C,. In accordance to the contract, Camposol S.A. has to comply with certain loan covenants, the main ones are as follows:

- To maintain a EBITDA to Interest Expense Ratio at least for each quarterly period of 2007 in 3.50 and thereafter 4.00 to 1.

- To maintain a Total Debt to EBITDA Ratio no higher than 3.25 for each quarterly period of 2007 and first quarterly period of year 2008, for the second quarterly period of 2008 in 3.25 to 1, for the third quarterly period of year 2008 in 2.75 to 1, and thereafter a ratio in 2.50 to 1.
- To maintain a Quarterly Debt Service Coverage Ratio of at least 2.00 to 1.
- Maximum Total Debt of Camposol S.A.'s and subsidiaries shall not exceed the amount of US$92,500,000. The Credit Agreement does not consider as total debt the Tranch B – Loan (US$64 million) as debt, until 31 March 2008.
- Camposol S.A. and subsidiaries consolidated tangible net worth shall not be less than: (i) US$48,000,000 as of 31 December 2007, to the extent that the cash contributions constitute capital stock in the Camposol S.A.'s books and registers at that date, or (ii) US$33,000,000 to the extent that the cash contributions constitute a liability in Camposol's books and registers at that date and (iii) US$112,000,000 as of March 2008 and as of the end of each fiscal quarter thereafter.

As of 31 December 2007, Camposol S.A. has complied with these loan covenants as stated in the loan contract.

In addition, due to the Group has the option to extend the debts' term beyond its original maturity (principal payments may be deferred 12 months). This option has been accounted for as an embedded derivative, being its fair value US$379,000, which has been recognized as an asset in the balance sheet at its fair value of US$379,000 with credit to finance income in the income statement.

f) On 16 November 2007, the same date of the agreement with Credit Suisse, the Company signed a foreign exchange forward agreement to cover the risk of increases in the new Peruvian Sol appreciation against the US dollar. The exchange rates forward contract is settled monthly for an amount of US$2,000,000 at a fixed interest rate of S/.2.9965 per US$1. The monthly settlement period started on 26 December 2007 and will be completed on 26 November 2012. As of 31 December 2007 changes in fair value of the forward contract of US$937,000 have been debited to financial expenses in the income statement and it is included in other accounts payables.

23 TRADE PAYABLES

a) This caption comprises the following items:

	2007 US$000	2006 US$000
Invoices payable (b)	13,823	9,811
Bills of exchange payable (c)	5,036	5,718
	18,859	15,529
Less- prepayments granted	(1,463)	(441)
	17,396	15,088

b) Correspond to debts to domestic suppliers for services and supplies related to the agricultural operations. They are mainly stated in foreign currency, have current maturity and do not accrue interest.

c) These are mainly related to the funding of invoices originated from the Company's business operations, have current maturity, are stated mainly in foreign currency and accrue interest at an average annual rate of 12 percent. Amounts are subject to a variable interest rates.

d) The fair value of trade accounts payable approximates its book value.

e) Average payment terms of trade payables is between 30 to 60 days.

24 BANK LOANS

a) This caption comprises the following:

	2007 US$000	2006 US$000
Loans (b):		
BBVA – Banco Continental	56	10,328
Banco Interbank	1,181	5,995
Banco Scotiabank	230	3,281
Banco de la Nacion	11	-
	1,478	19,604

b) As of 31 December 2007 and 2006, the balance corresponds to foreign currency promissory notes with maturities up to 180 days, obtained for working capital, with annual interest rates between 6.30 and 7.19 percent. Promissory notes were secured by warrants of finished products for approximately US$1,384,000 as of December 2006 (no warrants as of December 2007).

25 TRANSACTIONS WITH SHAREHOLDERS AND RELATED COMPANIES

a) The following table presents the main transactions carried out between the Group and its shareholders and related companies during the year:

	2007 US$000	2006 US$000
Ultimate Parent-		
Camposol AS - Loan received	15,000	-
Gola S.A. (*)		
Loans received	-	8,715
Taxes paid on behalf Gola	954	
Peru Land and Farming LLC		
Taxes paid on behalf PLF	13	
Related companies -		
Acico S.A. (*)		
Sales of finished products	20,092	23,790
Purchase of merchandise	-	46
Purchase of services	2	57
Mission Asparragus LLC		
Sales of finished products	3,447	-
Empacadora de Frutos Tropicales S.A.C.		
Sales of finished products	6	-
Purchase of services	469	-
S P Delaware Inc		
Airplane lease and maintenance	177	-

b) As a consequence of the aforementioned transactions and other operations, the Group has the following accounts receivable from and payable to its shareholders and related companies as of 31 December 2007 and 2006:

	2007 US$000	2006 US$000
Accounts receivable, Note 18		
Acico S.A. (*)	-	13,187
Mission Asparragus LLC	1,360	212
Empacadora de Frutos Tropicales S.A.C.	1	6
	1,361	13,405
Pre paid expenses		
S P Delaware Inc.	350	-
Trade accounts payable		
Acico S.A (*)(**)	-	2,250
Mission Asparragus LLC	146	-
Empacadora de Frutos Tropicales S.A.C.	36	-
	182	2,250
Accounts receivable from shareholders		
Siboure Holdings Inc.	50	-
Loans from shareholder		
Gola S.A. (c) (*)	-	8,715
Loans from related entity		
Blacklocust Limited (d)	15,000	-

(*) Gola S.A. and Acico S.A. a subsidiary of Gola S.A., do not constitute shareholder or related party since 2007 as per disclosed in Note 20 a) regarding the reduction of capital as agreed on October 2007 and, accordingly, their balances as of 31 December 2007 and for the year then ended are not longer disclosed as related companies.

(**) Correspond to advances received on the purchase of finished products, which are applied against invoices pending collection related to the sale of such products over a period of less than 3 months. This balance is included within invoices payable caption in trade payables.

c) Corresponds to a loan in foreign currency than has been cancelled in 2007. This loan does not bear interest.

d) On 26 October 2007, Camposol S.A issued a convertible inter-company loan facility to Camposol AS. The loan facility has an aggregate amount of US$15,000,000 to be convertible into a variable number of fully-paid ordinary shares. It is variable because the option is in US dollar and the price of the shares is in nuevos soles, when the option would be exercised it is not known the exchange rate that will be applicable that date, thus it is not known the number of shares that would be issued. As per the agreement this loan does not bear nominal interests. The loan was issued by the Group on 30 October 2007.

Conversion of the loan's main rights is summarized as follows:

- Camposol AS shall have the right to convert the principal loan amount into a number of fully-paid ordinary shares in Camposol S.A. within a maximum six-month period as from the agreement date.
- Camposol AS shall also have the right to convert the principal loan amount into a number of fully-paid Class "B" shares or any other special kind of shares for which shall grant Camposol AS more economic and political rights than the ordinary shares.
- The dividend rights are cumulative; conversion shares to be delivered to Camposol AS will carry the right to all dividends, bonus and other benefits payable on or accruing, in respect of the shares to the Camposol S.A.'s shareholders on record, generally on and after the date on which Camposol S.A. delivers the shares.

On 7 December 2007 Camposol AS granted its rights over this inter-company loan to its related entity Blacklocust Limited.

The fair value of the consideration received in respect of the liability component (present value of the principal as discounted at annual loan market current rate prevailing at the agreement date) amounts to US$14,450,000. The resulting difference of U$550,000 as compared to the consideration received of US$15,000,000 corresponds to the value of the holder's conversion right and has been recognized within the same liability corresponding to the convertible loan. Interests accrued, according to the effective interest method, amounts to US$183,000 and have been debited to finance expenses.

e) In 2001 Camposol S.A. was constituted as guarantor for a debt contracted by its related entity SP of Delaware Inc. with Raytheon Aircraft Credit Corporation for the acquisition of an aircraft. As of 31December 2007 the outstanding debt amount guaranteed by Camposol S.A. is US$2,178,191 (US$2,385,993 as of 31 December 2006), which is being paid in quarterly installments until year 2013.

SP of Delaware Inc. is a company incorporated in the United States of America and owned by a related party of DC Holding S.L. the largest shareholder of Camposol Group.

f) Compensation of key management personnel of the Group.
Key management personnel include the members of management board and directors who receive remuneration.

	2007 US$000	2006 US$000
Salaries and bonuses	2,122	3,109

26 NOTES TO THE CASH FLOW STATEMENT

	Note	2007 US$000	2006 US$000
Reconciliation of profit for the year to net cash (used in) generated from operating activities			
Net profit of the year after tax		24,348	18,782
Adjustments to reconcile Group operating profit to net cash inflows from operating activities:			
Depreciation	13	3,043	3,132
Loss on sale/disposal of property, plant and equipment and other assets		(358)	34
Adjustments from change in fair value of biological assets	15	(28,261)	(14,051)
Share in loss of associated companies	14	741	256
Income tax expense		3,046	2,363
Provision for contingencies		265	670
Net exchange difference		(780)	(143)
Embedded derivative		(379)	-
Change in derivative financial instruments		937	-
Increase (decrease) of cash flows from operations due to changes in assets and liabilities:			
Trade receivables		(13,633)	1,038
Other receivables		(4,243)	(708)
Inventories		(11,199)	(8,748)
Prepaid expenses		(162)	636
Trade payables		2,308	(1,163)
Other payables		(2,459)	157
Net cash (used in) generated from operating activities		(26,786)	2,255

Transactions not affecting cash flows

	2007 US$000	2006 US$000
Conversion of debt	10,287	540
Fixed assets acquired under financial leases	5,735	576
Acquisition of subsidiaries through application of accounts receivable	5,502	-
Dividends credited to shareholder's receivables	900	-
Embedded derivative	937	-

27 COMMITMENTS AND GUARANTEES

a) In September 1997 Camposol S.A. acquired, through a privatization process carried out by the Special Committee of Private Investment Promotion (CEPRI), the following lots of land comprised in the Chavimochic Special Project:

Lots	Hectares	Cost US$000	Investment Commitment US$000	Investment Term
10.4 A-VI	100.85	606	65	2 years
10.4 A-VII	70.42	365	49	2 years
7B-I	984.60	2,714	1,595	3 years
7C	1,505.31	5,192	2,247	3 years
	2,661.18	8,877	3,956	

Said acquisition was made by virtue of a contract entered into with the Chavimochic Special Project, which established, among others, to fund the balance contract through Corporación Financiera de Desarrollo (COFIDE) over a term of 10 years by paying 20 semester installments. This obligation was cancelled on November 2007 as per the credit agreement of Credit Suisse (see Note 22).

All mortgages that were securing related obligations assumed by the Group were released in public register.

b) The Group acquired, through a privatization process carried out by the Special Committee of Private Investment Promotion (CEPRI), the following lots of land comprised in the Chavimochic Special Project:

	US$000
1,669 hectares of agricultural land – Lot 7D-1	2,406
Industrial tomato paste plant	448
Buildings and ancillary works	51
Industrial land	16
	2,921

Said acquisition was made by virtue of a contract entered into with the Chavimochic Special Project, which established, among others. to fund the contract balance through Corporación Financiera de Desarrollo - COFIDE over a term of 10 years; which must be paid in 20 semester installments, including a 4-year grace period.

This obligation was cancelled on November 2007 as per the Credit Suisse (see Note 22)

The mortgage on Fundo Agricola Agromas, Lot 7D-1, Sector III of the Chavimochic Special Project, district of Viru, Province of Virú and Department of La Libertad, whith lien amounts of US$1,965,000, was released in the public register.

c) The Group acquired from a third Party Corporation on 11 October 2007, the lots of land Compositan II and III, in Chavimochic Special Project for US$409,193. Said acquisition requires an investment commitment of US$800,000 which is secured by the Group with a bank guarantee for the same amount.

d) Credit Suisse's commitments and guarantees disclosures are presented in Note 22 e).

e) On December 22, 2005 Camposol SA signed an agreement to give Peru Land & Farming, LLC (PLF) a right of first refusal for the marketing of avocado in the United States of America. This right does not have an effect as of December 31, 2007 because one of the conditions was have the right for PL&F to be a shareholder in Camposol SA. However, Camposol S.A. has agreed to enter into a new contract with PL&F similar to the first one with new conditions that include a reciprocal benefit (first option to sell avocados to them). This agreement is not in force as of the date of this statement..

28 CONTINGENCIES

a) Income tax refund due -

(1) Camposol has the benefit of the value added tax drawback on its exports. The value added tax paid on purchases as of 31 December 2007 for approximately US$6,654,000 (US$3,317,000 as of 31 December 2006), see Note 17 and can be applied against the tax resulting from its domestic sales, income tax or other taxes; or, a refund can be requested by means of negotiable credit notes or non-negotiable checks.

(2) The General Customs Law approved by Supreme Decree No. 45-94-EF and Supreme Decree No. 104-95-EF, Regulations for Simplified Procedure for Drawback of Customs Duties and its amendments govern the Simplified Drawback Procedure. According to said rules, Camposol is a beneficiary of said system for being a producer and exporter company, whose production costs have been increased by the customs duties that burdened the imports of raw materials, inputs, intermediate products and parts or spares incorporated into or consumed in the production of the goods the Company exports. The applicable drawback rate is five per cent of the FOB export value. During 2007 and 2006, revenues obtained from drawback amounted to approximately US$4,684,000 and US$3,180,000, respectively, which appear in the caption "cost of sales" in the statement of income, see note 5. As of 31 December 2007 and 2006, there are balances pending collection of customs duties drawbacks for approximately US$3,276,000 and US$3,115,000, respectively, see note 17. As of 31 December 2007 and 2006, due to difficulties in recovering part of the balance amounting to US$153,000, Company's Management has decided to record an allowance for doubtful accounts.

b) Labor proceedings -

As of 31 December 2007, the Group has various labor proceedings related to its operations amounting to US$1,361,000, pending final assessment. In Management's opinion and of its legal advisors opinion, there are arguments of fact and legal right that exist which support a conclusion that the final result of these proceedings will not represent significant expenses for the Group, and therefore, in their opinion no provisions are needed. However, according to legal

advisors, the Group has other labor contingencies that are highly probable of resulting in cash outflows from the Group for US$607,000. In this regard, management considered it is appropriate to recognize a provision for this amount in year 2006 (Note 6), which is included in other payables caption in the balance sheet.

c) Taxation -

(1) The Group is subject to the Peruvian tax law. Furthermore, Camposol S.A. is within the scope of Law for the Promotion of the Agricultural Sector - 27360. The most significant tax benefits that the Company has received by virtue of the regulations set forth in the aforementioned Law are explained as follows:

- Application of a 15 percent income tax rate, pursuant to the Income Tax Law and regulations (30% is the tax rate applicable for the general regime).
- Exoneration from payment of the Extraordinary Tax on Net Assets.
- Exoneration from payment of the Extraordinary Solidarity Tax (before FONAVI) applicable to employee remunerations.
- Exoneration from payment of administrative fees set forth by the Ministry of Labor and Social Promotion.
- Authorization to depreciate, using a 20 percent annual rate, the amount of investment in hydraulic infrastructure works and irrigation works to be carried out up to 2007.

(2) For the purpose of determining income tax and value added tax, new regulations require that transfer prices among related parties and for transactions with companies domiciled in countries considered tax havens, prices should be supported by documentation containing information about the valuation methods applied and criteria used in its determination. Based on an analysis of the Group's operations, Management and its legal advisors do not believe that the new regulations will result in significant contingencies for the Group as of 31 December 2007 and 2006.

Superintendence Resolution No. 008-2007-SUNAT excludes companies domiciled in Peru from the obligations of having transfer pricing studies for the years 2006 and 2007 for the transactions with domestic related parties.

Tax authorities are empowered to review and, if applicable, adjust the income tax computed by the Company and the related companies (Frusol S.A.C., Agricultor S.A., y Terra S.A.) taken over by the latter through merger over a period of four years counted as of the filing of the income tax return. The following table presents the income tax returns and value added tax returns pending review by tax authorities, corresponding to Camposol and the related companies taken over by the latter through merger:

Company	Years open to tax review: Income Tax	Years open to tax review: Value Added Tax
Camposol S.A.	2003 - 2007	Nov 2003 - Dec 2007
Sol Produce S.A.	2003	Oct 2003 - Dec 2003
Terra S.A.	2003	2003
Agritrade S.A.	2003	2003
Frusol S.A.	2003	2003
Essol S.A.	2003	2003
Agroalegre S.A.	2003	2003
Agricultor S.A.	2003	2003
Preco Precio Económico S.A.C.	2003	Jan 2003 – Dec 2007
Sociedad Agricola Las Dunas S.R.L.	2003	Jan 2003 – Nov 2007
Prodex S.A.C.	(*)	(*)
Balfass S.A.	(*)	(*)
Vegetales del Norte S.A.	(*)	(*)
Crofton Finance Ltd. Sucursal del Perú	2007	Ap 2007 – Dec 2007
Muebles y Servicios Paita S.A.C.	2006 – 2007	Aug 2006 – Dec 2007
Marinasol S.A.	2006 – 2007	Dec 2006 – Dec 2007
Marinazul S.A.	2006	Aug 2006 – Dec 2007

(*) Companies with no activities since incorporated.

Due to possible different interpretation of legislation in force by tax authorities, it is not possible to determine as of the date of this report, whether pending tax reviews will or will not result in liabilities or the Company; therefore, any eventual greater tax or surcharge that may result therefore would be applied to the results of the year in which it is determined. However, it is the opinion of Company's Management and its legal counselors that any additional tax assessment would not have a material effect on the financial statements as of 31 December 2007 and 2006.

29 RISK CONCENTRATION

The Group is exposed to different financial risks, including the effect of translation of foreing transactions, interest rates and liquidity. The Group and its subsidiaries risk management program aims at reducing to a minimum any potential adverse effect on the Group and its subsidiaries financial performance.

Group's Management is aware of the conditions prevailing in the market and based on its knowledge and experience, it controls risks relating to liquidity, interest rate, currency exchange rate, as well as credit risks. The most important aspects of the management of these risks are as follows:

a) Currency exchange risk -

The Group buys and sells its products and services and obtains funding for its working capital and investments mainly in its functional currency. A minor proportion of the Group's costs are incurred in nuevos soles; accordingly the financial results are not significantly affected by exchange rate fluctuations between the US Dollar and the Nuevo Sol. However, on significant transactions management evaluates and decides the use of exchange rates forward contracts (Note 22-f).

The translation of foreing currency transactions is done at free market exchange rates published by the Superintendence of Banks, Insurances and AFP (Superintendencia de Banca, Seguros y AFP). The average free market exchange rates for the transactions in Peruvian nuevos soles and Euros were as follows:

Exchange rates	2007	2006
S/. Buying	2.995	3.194
S/. Selling	2.997	3.197
€ Buying	1.415	1.290
€ Selling	1.489	1.329

As of December 31, 2007 and 2006 the Group had the following assets and liabilities in Peruvian nuevos soles and Euros:

	2007 S/.000	2007 €000	2006 S/.000	2006 €000
Assets -				
Available funds	2,147	56	2,632	238
Accounts receivable	264	2,843	31,009	1,370
	2,411	2,899	33,641	1,608
Liabilities -				
Bank overdrafts and loans	15	2	19,604	-
Trade accounts payable, net	8,310	-	13,486	-
Accounts payable to shareholders and related companies	13,372	-	10,965	-
Long-term debt, includes current portion	-	-	6,069	-
	21,697	2	50,124	-
Asset (liability) position, net	(19,286)	2,897	(16,483)	1,608

The following table demonstrates the sensitivity to a reasonably possible change in the Peruvian nuevos soles exchange rate and euro exchange rate, with all other variables held constant, on the Group's profit before tax (due to changes in the fair value of financial instruments):

	Increase/ decrease in S/. rate	Effect on profit before tax US$000	Increase/ decrease in € rate	Effect on profit before tax US$000
2007 -	+4%	866	+4%	(164)
	-4%	(878)	-4%	164
2006 -	+4%	674	+4%	(240)
	-4%	(674)	-4%	240

b) Interest rate risk -

The Group has financial assets and liabilities which are subject to fixed interest rate. Changes in interest rates impact primarily loans and borrowings by changing either their fair value (fixed rate debt) or their future cash flows (variable rate debt). The Group does not have a formal policy of determining how much of its exposure should be at fixed or at variable rates. However, in taking new loans or borrowings management uses its judgment to decide whether it believes that a fixed or variable rate borrowing would be more favorable to the Group over the expected period until maturity.

The following table shows financial assets and liabilities by maturity and nature of interest rate:

	Within 1 Year US$000	Between 1 and 2 years US$000	Between 2 and 5 years US$000	Over 5 years US$000	Total US$000
At 31 December 2007 -					
Fixed rate					
Financial assets at fair value	109	-	-	-	109
Bank loans	1,478	-	-	-	1,478
Bills of exchange payable	5,036	-	-	-	5,036
Long - term debt	68,613	6,590	50,376	8,557	134,136
At 31 December 2006 -					
Fixed rate					
Financial assets at fair value	-	-	109	-	109
Bank loans	19,604	-	-	-	19,604
Bills of exchange payable	-	5,718	-	-	5,718
Long - term debt	-	533	447	118	1,098
Floating rate					
Long - term debt (COFIDE)	-	1,490	2,941	540	4,971

The following table presented the sensitivity to a reasonably possible change in interest rates, as of 31 December 2006, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings):

	Increase/ decrease in basis points	Effect on profit before tax US$000
2006 -		
US dollar	+46	(47.8)
US dollar	-46	47.7

There is no debt with floating rates in 2007 that should be affected by possible changes in interest rates

c) Credit risk -

The Group's credit originated by its debtors' inability to meet their obligations to the Group as they become due (without taking into account the fair value of any guarantee or other pledged financial instruments) and by default by counterparts in cash transactions is limited, if any, to balances deposited in banks and accounts receivable as of the date of the balance sheet. Therefore, the Group places its excess funds with top ranked financial institutions, establishes conservative credit policies and constantly evaluates the conditions in the market in which it operates. Accordingly, the Group does not anticipate incurring in significant losses arising out of credit risk.

Credit risk concentrations exist whenever there are changes in economic, industrial or geographical factors that affect in the same manner the counterparts interacting with the Group and the Group as well. This maximum exposure to credit risk is the carrying amount of the trade receivables as disclosed in note 18.Transactions are carried out with different credit solvent counterparts, which mitigate any significant credit risk concentration. The accounts receivables are concentrated in 1 client which represents 38 percent of the balance as of 31 December 2007 (48 percent as of 31 December 2006). However, as these transactions are being executed with a credit worthy related company, any significant credit risk concentration is mitigated.

In addition, the Group has a multimarket credit insurance coverage over the exportation of fresh and canned products in an aggregate amount up to US$15,000,000 at 31 December 2007.

d) Liquidity risk -

The liquidity risk caused by inability to obtain funds required to meet the Group's obligations associated with financial instruments includes the Group's inability to sell a financial asset in a prompt manner, at a price that approximates its fair value. The Group has sufficient credit capacity to have access to credit lines with top ranked financial institutions under reasonable terms.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date.

	Within 1 year US$000	Between 1 and 2 years US$000	Between 2 and 5 years US$000	Total US$000
At 31 December 2007 -				
Trade payables	23,565	-	-	23,565
Bank loans	1,478	-	-	1,478
Long-term debt	68,613	6,590	58,993	134,136
	93,656	6,590	58,993	159,179
Interest to be paid	980	1,240	25,643	27,863
At 31 December 2006 -				
Trade payables	18,762	-	-	18,762
Bank loans	19,604	-	-	19,604
Long-term debt	2,016	3,388	665	6,069
	40,382	3,388	665	44,435
Interest to be paid	2,493	237	46	2,776

One of the way's the Group manages risk associated with the amounts included in each of the buckets is to develop and maintain new local and foreign bank relations in order to have the enough lines of credits available all the time which, as of 31 December 2007 and 2006, totalized US$23.5 million and US$28,2 million, respectively. This is possible because the Group's strategy is to maintain its gearing ratio under the industry standards of the economic sector it participates.

In addition, Company´s affiliates maintains fund available for the Group in order to cover liabilities due within one year.

e) Capital risk management -

The Group objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital plus net debt. Net debt is calculated as total borrowings plus trade and other payables, less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated balance sheet, less unrealized gains reserve.

During 2007 and 2006, the Group's strategy was to maintain the gearing ratio in no more than 1. The gearing ratios at 31 December 2007 and 2006 were as follows:

	2007 US$000	2006 US$000
Bank loans	1,478	19,604
Long - term debt (*)	134,136	6,069
Trade and other payables	27,723	21,633
Less available funds	(20,963)	(3,362)
Net debt	142,374	43,944

	2007 US$000	2006 US$000
Equity attributable to shareholders	41,689	61,670
Retained earnings	34,378	44,755
Total equity	76,067	106,425
Equity and net debt	218,441	150,369
Gearing ratio	0.65	0.29

(*) Subsequently on 30 March 2008, the Company will settle the Credit Suisse debt for US$63,465,000 (Note 22) and, accordingly, the net debt will decrease by such amount. The loan will be paid with a capital contribution from a related company of the shareholders.

30 SHARE OPTION AGREEMENT

On June 12, 2007 Camposol signed a share option agreement with Mr. Walter Carlson, the general manager of Marinazul S.A., in which Camposol gives the option to Mr. Carlson to acquire 5% of the shares that Camposol SA owns in Marinazul S.A. The option strike price is on the book value of the Camposol divided by its total outstanding shares, and expires on 31 December 2012. In the Group opinion this share option agreement does not have any value that affects its financial statements.

APPENDIX 4:

Camposol S.A. and subsidiaries; Consolidated Financial Statements as of 31 December 2006 and 2005

ASSURANCE

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF
31 DECEMBER 2006 AND 2005 TOGETHER WITH INDEPENDENT
AUDITORS' REPORT

ERNST & YOUNG

MEDINA, ZALDIVAR, PAREDES & ASOCIADOS

ERNST & YOUNG

Medina, Zaldívar, Paredes & Asociados
Sociedad Civil

Report of Independent Auditors

To the Shareholders of Camposol S.A.

We have audited the accompanying consolidated financial statements of Camposol S.A. (a company incorporated in Peru) and its Subsidiaries ("the Group") which comprise the consolidated balance sheets as of December 31, 2006 and 2005, and the consolidated statements of income, changes in shareholders' equity and cash flows for the years then ended, as well as the summary of significant accounting policies and other explanatory notes.

Management's responsibility for the financial statements

The Group's management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining an internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in Peru. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence supporting the amounts and disclosures in the financial statements. Selected procedures depend on the auditor's judgment, including the assessments of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing and opinion on the effectiveness of the entity's internal control. An audit also includes assessing the

Miembro de Ernst & Young Global

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Report of Independent Auditors (continued)

appropriateness of the accounting principles used and the reasonableness of significant estimates made by management, as well as evaluating the overall financial statement presentation.

We believe that the supporting audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Camposol S.A. and its Subsidiaries as of December 31, 2006 and 2005, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with International Financial Reporting Standards.

Lima, Perú 31 March 2008
Medina Zaldívar Paredes & Asociados
Ernst & Young

Medina, Zaldívar, Paredes & Asociados

Manuel Díaz
Registered Public Accountant N 19-288

CAMPOSOL S.A AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2006 AND 2005
TOGETHER WITH THE REPORT OF INDEPENDENT AUDITORS

CONTENTS

US$ = United States dollar
S/. = Peruvian nuevo soles
€ = Euros

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET

	Notes	As of 31 December 2006	2005
		(in thousand of US dollars)	
Assets			
Non-current assets			
Property, plant and equipment, net	13	40,872	36,164
Investments in associated companies	14	1,094	-
Other assets		109	109
Non-current portion of biological assets	15	50,997	38,711
		93,072	74,984
Current assets			
Prepaid expenses		1,448	2,084
Current portion of biological assets	15	7,430	5,665
Inventories	16	26,336	17,588
Other accounts receivable	17	7,208	6,500
Trade accounts receivable	18	29,777	30,815
Cash and equivalents	19	3,362	745
		75,561	63,397
Total assets		168,633	138,381
Equity and liabilities			
Capital and reserves attributable to shareholders of the Company	20		
Capital stock		59,523	59,023
Reserves		2,059	2,019
Retained earnings		44,755	25,960
		106,337	87,002
Minority interests		88	101
Total equity		106,425	87,103
Non-current liabilities			
Long- term debt	22	4,053	5,462
Deferred income tax	21	3,471	2,735
		7,524	8,197
Current liabilities			
Accounts payable to shareholders	25	8,715	1,088
Accounts payable to related companies	25	2,250	2,250
Current portion of long-term debt	22	2,016	1,974
Trade payables	23	15,088	16,251
Other payables		6,244	3,984
Income tax payable		767	1,222
Bank loans	24	19,604	16,312
		54,684	43,081
Total liabilities		62,208	51,278
Total equity and liabilities		168,633	138,381

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT

	Notes	For the years ended 31 December 2006	2005
		(in thousand of US dollars)	
Revenue	4	103,867	78,341
Cost of sales	5	(73,356)	(51,532)
Gross profit		30,511	26,809
Revenue adjustment from biological assets	15	14,051	9,814
Cost of crops during the period	15	(2,119)	(12,630)
Adjustment from biological assets		11,932	(2,816)
Profit after adjustment from biological assets		42,443	23,993
Administrative expenses	6	(6,969)	(5,032)
Selling expenses	7	(11,121)	(9,373)
Other income	9	60	260
Other expenses	9	(877)	(301)
		(18,907)	(14,446)
Operating profit		23,536	9,547
Share in loss of associated companies		(256)	-
Financial income		23	17
Financial expenses	10	(2,638)	(2,411)
Result from translation		143	(65)
Profit before income tax		20,808	7,088
Income tax expense	11	(2,026)	(1,331)
Profit for the year		18,782	5,757
Attributable to:			
Equity shareholders of the Group		18,795	5,769
Minority interests		(13)	(12)
		18,782	5,757
Basic earnings per ordinary share (expressed in US dollars per share)	12	0.087	0.027

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT

	Note	For the years ended 31 December	
		2006	2005
		(In thousand of US dollars)	
Cash flows from operating activities			
Collections	26	104,576	72,734
Payment to suppliers and employees		(99,771)	(78,276)
Interest paid		(2,615)	(2,394)
Other collections		706	2,875
Income tax paid		(641)	(48)
Net cash generated from (used in) operating activities		2,255	(5,109)
Cash flows from investing activities			
Purchases of property, plant and equipment		(7,417)	(6,739)
Purchases of investments		(1,350)	60
Proceeds from sale of property, plant and equipment		153	(618)
Proceeds from collection of accounts receivable from shareholders		-	444
Net cash used in investing activities		(8,614)	(6,853)
Cash flows from financial activities			
Proceeds from funds received from shareholders		7,627	(1,226)
Proceeds from borrowings		2,716	12,820
Payments of long-term debt		(1,367)	(959)
Cash flows generated from financial activities		8,976	10,635
Net increase (decrease) in cash and cash equivalents during the year		2,617	(1,327)
Cash and cash equivalents at beginning of year		745	2,072
Cash and cash equivalents at end of year		3,362	745

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEARS ENDED 31 DECEMBER 2006 AND 2005
(In thousand of US dollars)

	Note	Number Shares	Capital stock	Reserves	Retained earnings	Capital and reserves attributable to shareholders of the Company	Minority interests	Total equity
Balance as of 1 January 2005		204,998	55,992	-	20,191	76,183	113	76,296
Capitalization of debt	20	10,336	3,031	2,019	-	5,050	-	5,050
Net income		-	-	-	5,769	5,769	(12)	5,757
Balance as of 31 December 2005		215,334	59,023	2,019	25,960	87,002	101	87,103
Capitalization of debt	20	1,023	500	40	-	540	-	540
Net income		-	-	-	18,796	18,795	(13)	18,782
Balance as of 31 December 2006		216,357	59,523	2,059	44,755	106,337	88	106,425

The accompanying notes are an integral part of the financial statements.

CAMPOSOL S.A. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As of 31 December 2006 and 2005

1 CORPORATE INFORMATION

Camposol S.A. is a Peruvian agribusiness corporation incorporated in the city of Lima, on 31 January 1997. As of 31 December 2006, Camposol S.A. (hereinafter "the Company") main shareholders are Siboure Holdings Inc., a company domiciled in the British Virgin Islands and Gola S.A., a company incorporated under the laws of Andorra, domiciled in Zaragoza, Spain; holders of 52.11 and 42.64 percent of the Company's capital stock, respectively (52.36 and 42.84 percent as of 31 December 2005, respectively). As from 17 October 2007, Camposol AS, a Norway company, shall became the ultimate parent Company of Camposol Group as a result of a transaction for which DC Holding L.C. becomes the largest shareholder of Camposol Group, holding 32 percent of the shares, of Camposol AS (a sale owner of Camposol Group) and in the filing process to trade its shares in Oslo Stock Exchange.

The accompanying financial statements correspond to Camposol S.A. and its subsidiaries (hereinafter "The Group").

The principal activities of the subsidiaries are as follows:

Company	Principal Activity	Country of incorporation	Equity interest as of 31 December 2006 %	2005 %
Preco Precio Economico S.A.C.	Retail	Peru	50.00	50.00
Las Dunas S.R.L.	Agriculture	Peru	99.99	99.99
Prodex E.I.R.L.	Agriculture	Peru	100.00	100.00
Balfass S.A.	Agriculture	Peru	99.99	99.99
Vegetales del Norte S.A.C.	Agriculture	Peru	99.99	99.99
Crofton Finance Ltd.	Real state	British Virgin Islands	100.00	-

On 7 January 2008 the general shareholders authorized for issuance of the Group consolidated financial statements as of 31 December 2006 and 2005 and for the years then ended.

The Group is engaged in producing, processing and commercializing mainly agricultural products, fresh, canned and frozen, which are exported to European markets and the United States of America. The Group has strategic business partners to perform its activities.

The registered legal address of Camposol S.A. is Calle Augusto Tamayo 180, District of San Isidro, Province of Lima, Department of Lima, Peru. In addition, the Company has a commercial office located at Carretera Panamericana Norte Km. 497.5, District of Chao, Province of Viru, Department of La Libertad, and three production establishments or agricultural lands located at Carretera Panamericana Norte Kms. 510, 512, y 527 in the Department of La Libertad, Peru. Camposol S.A. also has two offices in the department of Piura.

The table below presents the agricultural land where the Group develops its activities, as of 31 December 2006 and 2005:

Agricultural land	Lots	Hectares 2006	2005
Mar verde	7C(1), 7C(2), 7B-I(1), 7B-I(2)	2,496	2,496
Piura - Sullana	-	2,659	2,650
Agroindustrial Chao Project	1, 2, 3, 4 y 3C	1,726	1,726
Gloria	7BII	1,018	1,018
Agromás	7D	414	414
Pur Pur	10.4 A-VI, 10.4 A-VII, 10.5-VIIA, VD16	246	246
Virú – San José	-	231	227
New Lands – Chao	7 A - I, 7A - II, 7A - III, 7A - IV	2,762	2,762
		11,552	11,539

The Group maintains the ownership of its agricultural lands planted with the following types of crops:

	Hectares 2006	2005
Asparagus	2,673	2,032
Artichokes	1,176	839
Avocados	858	821
Mangoes	499	498
Piquillo pepper	396	246
	5,602	4,436

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation -

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

The basis of preparation and accounting policies used in preparing the financial statements for the years ended 31 December 2006 and 2005 are set out below. These accounting policies have been consistently applied.

The financial statements have been prepared on historical cost basis, except for financial assets at fair value through profit and loss and biological assets which have been measured at fair value. The financial statements are presented in United States dollars and all monetary amounts are rounded to the nearest thousand (US$000) except when otherwise indicated.

Transition to IFRS on first –time adoption

The Group's report for the year ended 31 December 2006, is the first annual financial statements that comply with IFRS. The financial statements have been prepared in accordance with the significant accounting policies described in note 2. The Group has applied IFRS1, "First-Time adoption of International Financial Reporting Standards" in preparing these statements.

For periods up to and including the year ended 31 December 2006, the Group has also prepared stand alone financial statements in accordance with Peruvian GAAP.

The Group has prepared financial statements which comply with IFRS applicable for periods beginning on or after 1 January 2006, as described in the accounting policies. In preparing these financial statements, the Group has prepared an opening balance sheet as at 1 January 2005, the Group's date of transition to IFRS. This note explains the principal adjustments made by the Group in restating its local GAAP balance sheet as at 1 January 2005 and its previously published Peruvian GAAP financial statements for the year ended 31 December 2005.

Impact of transition to IFRS -

The following is a summary of the effects of the differences between IFRS and those principles applied by the Group on the Group's equity and profit and loss, for the years previously reported under Peruvian GAAP.

	1 January 2005 US$000	31 December 2005 US$000
Total equity as reported (Peruvian GAAP)	78,855	92,033
Measurement and recognition differences:		
Adoption IAS 41, short term plantation (i)	(1,223)	(2,966)
Adjustments to IAS 41 (ii)	(6,324)	(7,073)
Depreciation – tax rates (iii)	2,948	3,588
Net assets of subsidiaries	220	190
Effect net of deferred income tax and workers´ profit sharing	1,682	1,167
Other	138	164
Total equity (IFRS)	76,296	87,103

	31 December 2005 US$000
Profit and loss for the year ended 31 December 2005 (Peruvian GAAP)	8,128
Measurement and recognition differences:	
Adoption IAS 41, short - term plantations	(1,743)
Adjustments to IAS 41	(749)
Depreciation – tax rates	640
Net assets of subsidiaries	(30)
Effect net of deferred income tax and workers´ profit sharing	(515)
Other	26
Profit for the year (IFRS)	5,757

(i) Biological assets of short- term duration:

Biological assets of short-term duration such as artichokes and piquillo pepper are measured at fair value.

(ii) Adjustments to IAS 41:

Under previous GAAP the Group determined fair value adjustments for biological assets grouping all the plantations as a whole. Under IFRS these calculations are determined separately by each type of plantation.

(iii) Useful life of property, plant and equipment:

The Group did not depreciate its property plant and equipment according to the estimation of their useful economic life. Depreciation was recognized based on taxable depreciation rates.

IAS 16 – Property, plant and equipment establishes depreciation should be calculated based on the estimated useful economic life, which should be reviewed annually.

There were no significant differences between IFRS and Peruvian GAAP on the Group's cash flow statement for the year ended 31 December 2005.

Early adoption of standards -

The financial information for all periods in this report has been prepared in accordance with IFRS, interpretations and amendments that are effective at 31 December 2006. In addition, the Group early adopted for all periods presented IFRS 7, Financial Instruments: Disclosure, wich is effective from 1 January 2007.

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

Certain new standards, amendments and interpretations to existing standards have been published and are mandatory for the Group accounting periods beginning on or after 1 January 2007 or later periods but which the Group have not early adopted. Those applicable to the Group are as follows:

(i) IFRS 8, Operating Segments applicable for annual periods beginning on or after 1 January 2009.

(ii) IFRIC 11, IFRS 2 Group and Treasury Shares Transactions, applicable for annual periods beginning on or after 1 March 2007.

(iii) IAS 23 Amendment, Borrowing Costs, applicable for annual periods beginning on or after 1 January 2009.

(iv) IFRIC 14, IAS 19, The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction, applicable for annual periods beginning on or after 1 January 2008.

The directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group.

b) Judgments in applying accounting policies and key sources of estimation uncertainty -

Many of the amounts included in the financial statements involve the use of judgment and estimation. These judgments and estimates are based on managements' best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgments and estimation is contained in the accounting policies and/or the Notes to the financial statements. The key areas are summarized below.

Significant areas of estimation uncertainty and critical judgments made by management in preparing the consolidated financial statements include:

- Determination of functional currency - Note 2 (d);
- Determination of useful lives of assets for depreciation purposes - Note 2 (e);
- Review of asset carrying values and impairment charges - Note 2 (f);
- Advance in sowing - Note 2 (i);
- Contingencies - Note 2 (q);
- Income tax - Notes 11 and 21

c) Basis of consolidation -

The consolidated financial statements sets out the Group financial position and operations and cash flow as of 31 December 2006 and 2005 and for the years then ended, respectively.

(i) Subsidiaries -
Subsidiaries are those enterprises controlled by the Company regardless of the amount of shares owned by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Company and cease to be consolidated from the date on which control is transferred out of the Company.

The financial statements of subsidiaries are prepared for the same reporting periods as the Company using consistent accounting policies. All intercompanies balances and transactions, including unrealized profits arising, have been eliminated on consolidation. Unrealized losses are eliminated in the same way as unrealized gains except that they are only eliminated to the extent that there is no evidence of impairment.

(ii) Minority Interests -

Minority shareholders' interest primarily represent the interests in Precio Economico S.A.C., Las Dunas S.R.L., Balfass S.A. and Vegetales del Norte S.A.C not hold by the Company. In the event of a purchase of minority shareholders' interest when the Company holds the majority of shares of a subsidiary, any excess of the consideration given over the Company's share of net assets is recorded in retained earnings in equity.

d) Currency translation -

Functional and presentation currency -

The functional currency for the Company and each of its subsidiaries is determined by the currency of the primary economic environment in which it operates. The Group's financial information is presented in US dollars, which is its functional currency.

Transactions and balances -

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

e) Property, plant and equipment -

Property, plant and equipment is stated at cost, less accumulated depreciation and impairment losses. Cost comprises its purchase price and any cost directly attributable to bringing it into working condition for its intended use.

The cost less the residual value of each item of property, plant and equipment is depreciated over its useful life. Each item's estimated useful life has been assessed with regard to its own physical life limitations. Estimates of remaining useful lives are made on a regular basis for buildings, plant and equipment, with annual reassessments for major items. Depreciation is calculated on a straight -line basis over the estimated useful life of the individual asset. Depreciation commences when assets are available for use. Land is not depreciated.

An asset carrying amount is written-down immediately to its recoverable amount if the asset carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amounts and are recognized within other income/expenses, in the income statement.

Useful life

The expected useful life under the straight-line method are as follows:

	Years
Buildings and other constructions	33
Plant and equipment	Between 5 and 10
Furniture and fixtures	10
Other equipment	Between 3 and 10
Vehicles	5

The useful life and the depreciation method are periodically reviewed to ensure that both, the method and the depreciation period are consistent with the foreseen pattern of economic benefit from the items under the property, plant and equipment caption.

Borrowing costs

Borrowing costs are not capitalized. Those are expensed as incurred.

Construction in progress

Represent real property in construction and are recorded at cost. Constructions in progress are not depreciated until the relevant assets are completed and installed in operating condition.

Subsequent expenditure

Expenditure incurred to replace a component of an item of property, plant and equipment is capitalized separately with the carrying amount of the component being written-off.

Other subsequent expenditures are capitalized if future economic benefits will arise from the expenditure. All other expenditures including repairs and maintenance expenditures are recognized in the income statement as incurred.

f) Impairment of non-financial assets -

The carrying amounts of property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. If there are indicators of impairment, an exercise is undertaken to determine whether the carrying values are in excess of their recoverable amount. Such review is undertaken on an asset by asset basis, except where such assets do not generate cash flows independent of other assets, and then the review is undertaken at the cash generating unit level.

If the carrying amount of an asset or its cash generating unit exceeds the recoverable amount, a provision is recorded to reflect the asset at the lower amount. Impairment losses are recognized in the income statement.

Calculation of recoverable amount

The recoverable amount of assets is the greater of their value in use and fair value less costs to sell. Fair value is based on an estimate of the amount that the Group may obtain in a sale transaction on an arm-length basis. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The Group's cash generating units are the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Reversal of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

g) Leases -

The determination whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Financial leases that actually and substantially transfer all risks and benefits inherent to property ownership of the leased goods to the Group are capitalized at the fair value of the leased goods at the beginning of the finance lease period, or if less, at the present value of the minimum lease payments. Finance lease payments are distributed between financial charges and reduction in the lease liability so that a constant interest rate can be obtained for the outstanding liability balance. Financial charges are recorded directly in the results of the year. Capitalized leased assets are depreciated based on their estimated useful life.

h) Investments in associated companies -

The investments in shares of the associated companies are recorded using the equity method. Consequently, the Group's participation in the associate's profits or losses is recognized in the results of the period in which they occur. When the Group's portion in the losses of an associate is equal or exceeds the book value of the investment, the Group no longer includes its corresponding part in the losses and the investment is presented with nil value. Additional losses are subject matter of a provision when the Group may have incurred in debts or made payments instead of the associates, or guaranteed or secured them through other means.

i) Biological Assets -

The plantations of asparagus, avocados, mangoes, artichokes and piquillo pepper are stated at their fair value according to IAS 41- Agriculture. Fair value is determined using the present value method. All changes in fair value are recognized in income in the period in which they arise. Land, and related facilities are accounted for under property, plant and equipment.

Assumptions are used to estimate the plantation volumes, cost per ton, and depletion. Changes in the assumptions or estimates used in these calculations may effect the Group's results. The inputs the growth model involve estimations, which are regularly updated. The discount rate used to estimate the present values is estimated based on the pre-tax weighted average cost of capital method.

Cost of delivery includes all costs associated with getting the harvested agricultural produce to the market, being harvesting, loading, transport and allocated fixed overheads.

j) Inventories -

The cost of inventories includes the cost related to industrial activity and other costs such as compilation and transportation.

Inventories are valued at the lower of average cost or net realization value. The net realization value is the sale price during the normal course of business, less costs to place inventories in selling condition and commercialization and distribution expenses. The cost is determined based on a weighted average, except in the case of in-transit inventories, which are recorded at their specific acquisition cost.

The cost of inventories may not be recovered if those inventories are damaged, on become wholly or partially obsolete, their selling prices have declined or the estimated costs to be incurred to make the sale have increased. In such circumstances, inventories are written down to their net realizable value, charging to the income statement on item by item basis.

k) Accounts receivable -

Current trade receivables are recognised initially at fair value and subsequently re - measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is estimated when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivable. The amount of the provision is the difference between the carrying amount and the present value of the recoverable amount and this difference is recognized in the income statement.

l) Share capital -

Ordinary shares are classified as equity.

m) Provisions -

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre - tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Worker's profit sharing and other employee benefits

In accordance to Peruvian Legislation the Group shall provide for worker's profit sharing equivalent to 10 percent of taxable income of each year. This amount is charged to the income statement (refer to Note 8a) and is considered deductible for income tax purposes. Workers´ profit sharing is estimated based on taxable income tax.

The Group has no pension or retirement benefit schemes.

n) Income tax -

The income tax has been determined pursuant to applicable legal provisions. Applicable rates are 15 percent for income tax computed based on the taxable profit determined by Camposol S.A. (30 percent rate for income tax for subsidiaries).

Income tax expenses are computed based on the profit of the year and taking into account the effect of deferred taxes, which are computed using the balance sheet liability method. Deferred taxes and reflect the effects of temporary differences between asset and liability balances for accounting purposes and those determined for tax purposes. Deferred assets and liabilities are measured using the income tax rates expected to be applied to the taxable income in the years in which these

differences are recovered or eliminated. Measurements of deferred assets and liabilities reflect the tax consequences derived from the manner in which it is expected to recover or settle the value of the assets and liabilities as of the date of the balance sheet.

Deferred assets and liabilities are recognized without taking into account the estimated time in which temporary differences will be annulled. Deferred assets are recognized when it is probable that there will be sufficient future tax benefits against which the deferred asset may be applied; the Group evaluates unrecognized deferred assets and the balance of recognized assets as of the date of the balance sheet. A previously unrecognized deferred asset is recognized if it is probable that sufficient future taxable income will permit its recoverability. Likewise, a deferred asset is reduced if it is not probable that sufficient taxable income will permit using part or the total of the recognized deferred asset.

Effects corresponding to changes in income tax rates are recognized in the results of the year in which the change is known.

o) Trade payables -

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

p) Borrowings -

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowing using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

q) Contingencies -

Contingent liabilities are not recognized in the financial statements. They are disclosed in the notes to the financial statements unless the possibility of an economic outflow is remote. A contingent asset is not recognized in the financial statements, but is disclosed when the degree of contingency is probable.

r) Revenue recognition -

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases their

estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Sales of goods -

Sales of goods are recognized when all risks inherent to the product delivered have been transferred, which occur when the products are delivered to the customer. Delivery is considered executed when title has passed to the customer. Sales of goods comprise:

- Exports of fresh products

  They are mainly fresh products of asparagus, avocado and mango. These exports are invoiced on a preliminary liquidation basis (provisionally priced) which amount is determined on current market prices at the date of export invoice issuance.

  Subsequently, an adjustment to the provisionall prices, are determined based on current market prices at the date that was agreed with the customer, in a period ranging from 7 to 30 days after the export delivery. In consequence, the respective credit/debits notes will be generated as to this adjustment.

  Accordingly, the arrangements under these conditions entail an embedded derivative. The price exposure arose per such adjustment is considered an embedded derivative and hence separated from the sales contract at each reporting date; then, such provisionally priced fresh product is revalued based on the forward selling price for the respective quotational period agreed with the customer until this quotational period ends. The selling price of those fresh products can be measured reliably as these products are actively traded on international markets. The revaluing of provisionally priced contracts is recorded as an adjustment to revenue.

- Exports of canned products

  On canned products revenue is recognized when export delivery conditions are met.

- Export of frozen products

  On frozen products revenue is recognized when export delivery conditions are met.

- Domestic sales

  Revenue is recognized on a delivery basis.

Adjustment from advance in sowing -

In addition, the Group recognizes in its results the effect of adjustments originated by income for advance in sowing, which correspond to changes in fair value of agricultural crops made as of the date of the balance sheet.

Interest income -

Interest amounts are recognized proportionate to the time elapsed so that they reflect the effective yield from the asset.

Income (or loss) from associates -

It is recognized in income using the equity method.

Docking services rendered -

Revenues from these services provided to third-parties are recognized when they are rendered.

Drawback of custom duties -

Camposol S.A is a beneficiary of a simplified procedure for drawback of customs duties, being the drawback rate 5 percent of the FOB export value (see Note 5). This benefit is recognized net of cost of sales monthly based on the export realized.

s) Costs and expenses -

The cost of sales that corresponds to the cost of production of the products commercialized by the Group are recorded when the goods are delivered, simultaneously with the recognition of the revenues from the corresponding sale.

Other costs and expenses are recognized as accrued, independently from the time they are paid and are recorded in the periods to which they are related.

Cost of production comprises cost of biological assets which incorporates cumulate cost of crops, maintenance, harvest and amortization of permanent plantation.

t) Financial instruments -

(i) Recognition -

The Group recognises financial assets and liabilities on its balance sheet when, and only when, it becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet only when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(ii) Measurement -

Financial assets and liabilities are initially recognized at cost, which is the fair value of consideration given or received, respectively, including, in the case of a financial asset or financial liability not at fair value through profit or loss, any transaction costs incurred.

Changes in the fair value of financial assets at fair value through profit and loss are recognized directly in the income statement.

Loans and receivables are loans and receivables created by the Group providing money or goods to a debtor. Loans and receivables are initially recognized in accordance with the policy stated above and subsequently remeasured at amortized cost using the effective interest

method. Financial liabilities are initially recognized in accordance with the policy stated above and subsequently remeasured at amortized cost using the effective interest method.

(iii) De-recognition

Financial instruments are de-recognized when the Group transfers all risks and rewards of ownership.

u) Dividend distribution -

Dividend distribution to the Group's shareholders is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved by the Group's shareholders.

v) Cash and cash equivalents -

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the balance sheet, cash and cash equivalents comprise cash on hand and deposits held with banks that are originally convertible into known amounts of cash within three months or less and which are subject to insignificant risk of changes in value.

w) Segment reporting -

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or service within a particular economic environment that are subject to risk and returns that are different from those segments operating in other economic environment.

Management considers that the Group operates in one business segment, which is the production and sale of agricultural products, fresh, canned and frozen, and operates in different geographical segments on which its products are distributed.

3 SEGMENT REPORTING

The Group is an agroindustrial corporation engaged in producing, processing and commercializing different agricultural products, fresh, canned and frozen, which are mainly exported to European markets and the United States of America. Consequently, the agricultural products are the unique business segment for the Group.

The Group operates mainly in Peru and has an associated company engaged in the commercialization of asparagus in the west zone of the United States.

Revenue -

Revenue for the year is allocated based on the country in which the customer is located. There are no inter-segment revenues. The Group net sales mainly result from the sale of fresh, canned and frozen white and green asparagus, piquillo peppers, avocados mangoes and artichokes. The following table presents the region net sales by geographic area:

	Year ended 31 December	
	2006	2005
	US$000	US$000
Europe	71,206	53,334
USA	28,896	21,968
Peru	1,947	2,199
Other	1,818	840
	103,867	78,341

Segment reporting information for total segment assets and liabilities, capital expenditure, depreciation and non-cash expenses corresponds to Peru.

4 REVENUE

The Group net sales mainly result from the sale of fresh, canned and frozen white and green asparagus, piquillo peppers, avocados, mangoes and artichokes. The following table presents the Group's net sales components of its business segment:

	2006	2005
	US$000	US$000
Asparagus	40,623	40,650
Avocado	22,872	8,286
Artichokes	18,611	13,766
Piquillo pepper	14,253	10,268
Mango	5,501	2,676
Supplies sales to farmers	1,365	1,533
Other finished products	642	1,162
Total	103,867	78,341

Included within asparagus, avocado and mango revenue are the provisional pricing adjustments to sales of fresh products, which represents net changes in the fair value of embedded derivatives of US$836,000 and US$1,513,000 for 2006 and 2005, respectively (Note 2r), which have been debited to revenue.

5 COST OF SALES

The following table presents the components of this caption:

	2006 US$000	2005 US$000
Cost of inventories recognised as an expense	51,851	35,223
Personnel expenses, Note 8b	21,540	17,425
Depreciation, Note 13	3,106	1,906
Workers' profit sharing - Current, Note 8b	13	7
Workers' profit sharing - Deferred, Note 8b	26	31
Income from custom duties drawback, Note 28(a)	(3,180)	(3,060)
Total	73,356	51,532

6 ADMINISTRATIVE EXPENSES

The following table presents the components of this caption:

	2006 US$000	2005 US$000
Personnel expenses, Note 8b	2,200	1,922
Transport and telecommunications	1,125	970
Workers profit sharing - Current, Note 8b	766	349
Labor contingencies, Note 28 (b)	607	-
Professional fees	482	407
Electricity, maintenance and security	476	277
Workers profit sharing - Deferred, Note 8b	423	285
Depreciation	26	36
Other minor expenses	864	786
Total	6,969	5,032

7 SELLING EXPENSES

The following table presents the components of this caption:

	2006 US$000	2005 US$000
Transport expenses	5,109	4,373
Custom expenses	2,437	1,963
Third-party services (a)	1,646	1,190
Personnel expenses, Note 8	716	602
Lease and telephone	261	234
Workers' profit sharing - Current, Note 8	135	57
Workers profit sharing - Deferred, Note 8	93	43
Other minor expenses	724	911
Total	11,121	9,373

(a) This amount mainly comprises professional fees regarding to export activities.

8 PERSONNEL EXPENSES

a) The following table presents the components of this caption:

	2006 US$000	2005 US$000
Remunerations	22,156	17,699
Vacations	1,106	776
Other employees benefits	862	793
Other expenses	332	681
Workers' profit sharing	1,456	772
Total	25,912	20,721

b) The following table presents the components of personnel expenses:

	2006 US$000	2005 US$000
Cost of sales, Note 5	21,579	17,463
Administrative expenses, Note 6	3,389	2,556
Selling expenses, Note 7	944	702
	25,912	20,721

9 OTHER INCOME AND EXPENSES

The following table presents the components of this caption:

	2006 US$000	2005 US$000
Other income:		
Recovery of provision for doubtful accounts	60	248
Gain in sale of investments	-	12
	60	260
Other expenses:		
Disposal of property, plant and equipment	(313)	-
Other	(564)	(301)
	(877)	(301)

10 FINANCIAL EXPENSES

The following table presents the components of this caption:

	2006 US$000	2005 US$000
Interest on bank loans	1,364	742
Banking expenses for bank letters of guaranty and funding documents	456	1,045
Interest on debt to COFIDE	523	479
Other minor financial expenses	295	145
	2,638	2,411

11 INCOME TAX EXPENSE

a) The following table presents the components of income tax shown in the statement of income:

	2006 US$000	2005 US$000
Current	1,290	593
Deferred	736	738
	2,026	1,331

b) The tax on the Group profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

	2006 US$000	%	2005 US$000	%
Profit before income tax	20,808	100.0	7,088	100.0
At average statutory income tax rate of 15%	3,121	15.0	1,063	15.0
Expenses not deductible for tax purposes	114	0.5	98	1.4
Revenue unaffected	(1,066)	(5.1)	(459)	(6.5)
Other	(143)	(0.7)	629	8.9
Taxation charge in the income statement	2,026	9.7	1,331	18.8

Tax rate applicable to the Agricultural Sector of 15 percent extents to 2,021 after which time, the normal tax rate would apply.

12 BASIC AND DILUTED EARNINGS PER SHARE

Earnings per share ("EPS") is calculated by dividing the profit of the year attributable to equity shareholders of the Group by the weighted average number of ordinary shares issued during the year. If the number of ordinary shares outstanding increase as a result of a capitalization, the calculation of earnings per share for all periods presented is adjusted retrospectively. In this regard, for the purpose of earnings per share calculation, shares issued as result of the capitalizations occurred in years 2005 and 2006 (Note 20a) have been considered as issued during all periods presented.

The Group has no dilutive potential ordinary shares.

As of 31 December 2006 and 2005, earnings per share have been calculated as follows:

	2006 US$000	2005 US$000
Profit attributable to equity holders of the Group	18,795	5,769
Weighted average number of ordinary shares in issue (thousands)	216,357	216,357
Basic earnings per share (US$)	0.087	0.027

13 PROPERTY, PLANT AND EQUIPMENT, NET

a) The following table presents the components of this caption, as of the date of the balance sheet:

	Land US$000	Buildings and other constructions US$000	Plant and equipment US$000	Furniture, fixtures and other equipment US$000	Vehicles US$000	Construction in progress US$000	Total US$000
2006 -							
Cost							
Balance as of 1 January	10,283	6,718	17,815	3,586	862	576	39,840
Additions due to acquisition	33	3,347	908	510	272	2,923	7,993
Retirements	(4)	(3)	(2,807)	(5)	(86)	-	(2,905)
Transfers	-	442	1,276	771	6	(2,495)	-
Balance as of 31 December	10,312	10,504	17,192	4,862	1,054	1,004	44,928
Cumulative Depreciation							
Balance as of 1 January	-	316	2,483	656	221	-	3,676
Additions	-	246	2,255	439	192	-	3,132
Retirements	-	(2)	(2,716)	(3)	(31)	-	(2,752)
Balance as of 31 December	-	560	2,022	1,092	382	-	4,056
Net book value	10,312	9,944	15,170	3,770	672	1,004	40,872
2005 -							
Cost							
Balance as of 1 January	11,694	5,119	11,513	3,418	589	619	32,952
Additions	66	1,593	5,008	640	337	(647)	6,997
Retirements	(22)	(58)	(14)	(16)	1	-	(109)
Transfers	(1,455)	64	1,308	(456)	(65)	604	-
Balance as of 31 December	10,283	6,718	17,815	3,586	862	576	39,840
Cumulative Depreciation							
Balance as of 1 January	-	298	907	374	242	-	1,821
Additions	-	235	1,284	310	114	-	1,943
Retirements	-	(58)	(14)	(16)	-	-	(88)
Transfers	-	(159)	306	(12)	(135)	-	-
Balance as of 31 December	-	316	2,483	656	221	-	3,676
Net book value	10,283	6,402	15,332	2,930	641	576	36,164

b) During 2006 and 2005, the main acquisitions of property, plant and equipment correspond to assets needed to increase the capability increment of the processing plants, water equipment and agricultural machinery, among others.

c) As of 31 December 2006 and 2005, the land, property, plant and equipment caption include assets acquired under financial lease contracts for US$1,125,000 and US$642,000, respectively, net of their corresponding cumulative depreciation.

d) As of 31 December 2006 and 2005, the Group has insured its assets to cover the property, plant and equipment up to a value of US$30,000,000. This amount has been raised in 2007 up to US$40,000,000. The Group´s Management believes that this policy is consistent with international practices in the industry and the risk of eventual losses has taken into account considering the type of assets.

14 INVESTMENTS IN ASSOCIATED COMPANIES

As of 31 December 2006 this caption comprises the following:

	Percent share in the capital stock %	US$000
Mission Asparragus LLC (a)	50.0	626
Empacadora de Frutos Tropicales S.A.C. (b)	40.0	468
		1,094

a) On 1 December 2006, the Group participated in the incorporation of Mission Asparragus LLC (Mission), a company domiciled in the United States, joined with Mission Produces, Inc; each party contributed with 50 percent of the capital share on incorporation. As a result of this transaction the Company paid US$750,000.

Mission Asparragus LLC, is a company engaged in the commercialization of asparagus in the west zone of the United States, mainly in the cities of California and maintains the concession in use of certain important brands; in opinion of the Group's Management, this will improve the yield of asparagus and other crops commercialized through this associate.

b) On 30 September 2006 the Group participated in the incorporation of Empacadora de Frutos Tropicales S.A.C (Empacadora), a Peruvian company engaged in the processing and commercialization of fresh fruits products, mainly mango. As a result of this transaction the Company paid US$600,000.

c) The following table shows the summary financial important of these associates companies:

	2006 Mission US$000	Empacadora US$000
Total assets	4,227	3,146
Total liabilities	2,976	1,987
Total revenues	592	3,622
Loss for the year	(248)	(408)

15 BIOLOGICAL ASSETS

a) The Group recognizes the agricultural plants using the market reasonable value for asparagus, avocados, mangoes, piquillo pepper and artichokes. Such value is calculated using the expected cash flows and the costs related to those agricultural crops. The application of this accounting practice complies with the International Accounting Standard No 41 – "Agriculture". For that, the Group's management prepared its projections of operative revenues and expenses according to estimated production for each of its plantations or agricultural crops. The projections mentioned have been prepared in United States dollars, because the Group´s management estimates that it is the functional currency of the Group. Also, the discounted cash flows included in the projections has a discount rate that includes the cost of opportunity of capital equivalent to 12 percent per year.

b) As result of the application of IAS 41, during year 2006, the Company recognized the net effect of the adjustment for biological assets amounting to US$9,128,000. The distribution of such amount between the revenues for biological assets and the net cost of biological assets (plantations and inventories) and the income tax and workers' profit sharing are detailed as follows distributed between the parcels seed as of December 31, 2006 and 2005:

	Parcels seed during 2006 US$(000)	**Parcels seed as of December 31, 2005** US$(000)	**Total** US$(000)
Revenue for biological assets	10,692	3,358	14,050
Net cost of permanent plantations and maintenance (c)	(3,123)	1,005	(2,118)
Deferred income tax and workers' profit sharing	(3,846)	1,042	(2,804)
Net effect for application of IAS 41	3,723	5,405	9,128

c) As follows the detail of the net costs between the net variation of permanent plantations and maintenance of sowing (agricultural costs and depreciation) recognized during year 2006 compared with amounts as of December 31, 2005:

	US$(000)
Permanent plantations	2,395
Agricultural costs:	
Product in process	(684)
Finished products	408
Raw material	(57)
	2,062
Depreciation recorded as agricultural cost	57
Total	2,118

d) The main considerations for the calculation of the reasonable values of the asparagus, avocados and others are:

Asparagus:
- Consideration of 49 parcels in Agromás, Pur Pur, Mar Verde, and Gloria.
- Parcels have a useful life of 8 years for white asparagus and 13 for green asparagus. The white asparagus parcels are transformed to green asparagus at the end of the 8 years.
- Each campaign lasts 6 months.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.

Avocados:
- Consideration of 15 parcels.
- Parcels have a useful life of 20 years.
- Every campaign lasts 1 year.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.
- Parcels have its first harvest alter 3 years the plants have been seed.

Mangoes:
- Consideration of 12 parcels from Atypsa, Balfass and Dunas.
- Parcels have a useful life of 20 years.
- Every campaign lasts 1 year.
- Consideration of the reduction of production in years 2008 and 2018 because of the climatic disorder called Fenomeno del Niño.
- Parcels have its first harvest alter 3 years the plants have been seed.

Notes to the consolidated financial statements (continued)

Piquillo Pepper:

- The parcels have a useful life of 8 months.
- Each campaign last 8 months included preparation, maintenance and harvest.
- Consideration of 2 parcels lands from Terra (2006) and 12 parcels lands from Agricultor (2005)

Artichokes:

- Each parcel has a useful life of 9 months.
- Each campaign of artichokes last approximately 9 months, included preparation, maintenance and harvest.
- 19 parcels from Barranca, 2 parcels from Agricultor and 7 parcels from Caraz (2006) and 5 parcels from –Barranca, 13 parcels from Agricultor and 9 parcels from Caraz (2005)

Notes to the consolidated financial statements (continued)

e) In opinion of the Group's Management, the projections of revenue and expenses calculated according to estimated production for every plantation and the discount rate used in the projected cash flows, reflect reasonably the expectations of the operations of the Group and the economic industrial sector in which the Group operates; as a consequence, the caption advance in sowing fairly presents, the market value of plantations as of the date of the balance sheet. The movement for the period of the caption advance in sowing is, as follows:

	Asparagus		Avocados		Mangoes		Piquillo Pepper		Artichokes		Total		2005	
	Hec bares	Estimated market value US$000	Hec bares	Estimated market value US$000	Hec bares	Estimated market value US$000	Hec bares	Estimated market value US$000	Hec bares	Estimated market value US$000	Hec bares	Estimated market value US$000	Hec bares	Estimated market value US$000
Balances as of 1 January	2.032	19.376	858	18.234	499	6.459	222	267	836	41	4.446	44.377	3.179	34.563
Additions	641	15.147	-	(1.332)	-	228	(20)	(186)	63	200	704	14.050	1.221	9.814
Balances as of 31 December	2.673	34.523	858	16.897	499	6.687	202	79	919	241	5.150	58.427	4.409	44.376
Less - current portion		4.101 30.422		2.301 14.596		708 5.979		- 79		- 241		7.430 50.997		5.665 38.711

16 INVENTORIES

a) This caption comprises the following:

	2006 US$000	2005 US$000
Finished products:		
Artichokes	8,837	3,520
Asparagus	3,257	2,521
Piquillo peppers	1,083	673
Avocados	268	-
Mangoes	150	-
Other	96	120
	13,691	6,834
Supplies (c)	4,735	3,790
Containers	4,164	3,156
Raw material and others	2,149	1,779
Land pre-operative labors	1,160	1,160
In-transit raw material and supplies	437	869
	26,336	17,588

b) As of 31 December 2006 the Group had inventories securing its obligations with financial institutions under the warrant system for approximately US$1,384,000 and approximately US$8,885,000 as of 31 December 2005, see Note 24 (b).

c) In the opinion of the Group´s management it is not necessary to recognize an allowance either for obsolescence and slow movement or for impairment of inventory, as of 31 December 2006 and 2005.

17 OTHER ACCOUNTS RECEIVABLE

a) This caption comprises the following:

	2006 US$000	2005 US$000
Value added tax (b)	3,212	2,892
Income tax (c)	105	734
Import duties, Note 28 (a)	3,115	2,514
Other	929	573
	7,361	6,713
Less:		
Allowance for doubtful accounts	(153)	(213)
	7,208	6,500
Changes in allowance for doubtful accounts are as follows:		
Balance at the beginning of the year	213	461
Additions debited to income	27	-
Deductions	(87)	(248)
Balance at the end of the year	153	213

b) Correspond to the value added tax credit, which in management opinion, will be recovered within the short term.

c) Correspond to income tax prepayments which were made in accordance with applicable tax standards. According to estimates made by Management, the balance will be applied against the taxable income to be generated by Group`s operation in the short term.

18 TRADE ACCOUNTS RECEIVABLE

a) This caption comprises the following as of the date of the balance sheet:

	2006 US$000	2005 US$000
Trade accounts		
Third parties	16,403	13,200
Related companies, Note 25	13,405	17,619
	29,808	30,819
Less:		
Allowance for doubtful accounts	(31)	(4)
	29,777	30,815
Changes in allowance for doubtful accounts		
Balance at the beginning of the year	4	-
Additions debited to income	27	4
Balance at the end of the year	31	4

b) Trade accounts receivable mainly correspond to invoices for the sale of fresh and canned asparagus, canned piquillo pepper and fresh avocados; their average collection term ranges are between 90 and 180 days and do not accrue interest. The Group carries out most of its operations using export letters of credit.

c) Management periodically reviews the situation of its accounts receivable so as to determine the need to make an allowance for those that cannot be recovered. In the opinion of Group's Management, the allowance for doubtful accounts adequately covers the uncollectibity risk as of the date of the balance sheet as of 31 December 2006 and 2005.

As of 31 December, the aging analysis of trade receivables is as follows:

	Total US$000	Neither Past due Nor impaired US$000	31-90 days US$000	91-180 days US$000	181-360 days US$000	More than 361 days US$000
2005						
Trade accounts	13,200	12,850	258	88	-	4
Related parties	17,619	12,309	2,334	2,976	-	-
	30,819	25,159	2,592	3,064	-	4

	Total US$000	Neither Past due Nor impaired US$000	31-90 days US$000	91-180 days US$000	181-360 days US$000	More than 361 days US$000
2006						
Trade accounts	16,403	14,817	1,063	339	149	35
Related parties	13,405	12,072	1,333	-	-	-
	29,808	26,889	2,396	339	149	35

d) As of 31 December 2006 and 2005 there are no accounts receivables securing obligations of the Group.

19 CASH AND EQUIVALENTS

a) This caption comprises the following:

	2006 US$000	2005 US$000
Cash	19	40
Current accounts (b)	3,343	705
	3,362	745

b) The Group has current accounts in domestic banks, in Peruvian nuevos soles and United States dollars. These funds are freely available and do not earn interest.

c) Book value of available funds is equal to the corresponding fair value.

20 SHAREHOLDERS' EQUITY

a) Capital stock -

Camposol S.A. subscribed and paid-in capital stock as of 31 December 2006 is represented by 216,356,939 common shares, with a nominal value of S/1.00 per share (215,334,243 as of 31 December 2005).

In General Shareholders' Meeting held on 22 December 2005 and 2006, the shareholders approved the increase of capital stock of Camposol S.A. through the capitalization of accounts payable to Peru Land and Farming LLC., a company domiciled in the United States of America (hereafter "PLF") for approximately US$3,031,000 and US$500,000, respectively, issuing 10,336,043 and 1,022,696 common share that were given to the new shareholder, respectively.

b) Reserves -

In General Shareholders' Meeting held on 22 December 2005 and 2006, the shareholders approved the constitution of the premium of capital amounting to US$2,019,000 and US$2,059,000 respectively that was originated by an account payable to PLF. The additional capital can be used to

cover losses, can be capitalized according to shareholders' participation in the capital stock or can be distributed according to the decision that would be adopted in General Shareholders' Meeting.

c) Legal reserve -

The General Corporate Law provides that no less than 10 percent of the distributable income of each fiscal year, net of the income tax, must be transferred to a legal reserve until it equals 20 percent of the capital stock. Its legal reserve may offset losses or be capitalized with the obligation, in both cases, to replenish it. As of 31 December 2006 and 2005 the Group has not recorded the appropriation corresponding to profits of fiscal years 2005 and 2006. In the opinion of Group´s Management, this appropriation will be approved by the General Shareholders' Meeting.

d) Retained Earnings -

In accordance with legal provisions in force at 31 December 2005 and 2006, cash dividends in favor of non-domiciled shareholders are subject to a withholding income tax at a rate of 4.1 percent.

For the years 2006 and 2005, dividends were neither paid nor proposed.

21 DEFERRED INCOME TAX

Income tax is recorded using the balance sheet liability method. Accordingly, the Group records an asset or a liability for deferred income tax whenever differences arise between the book value of the assets and liabilities and their value determined for tax purposes. The determination of the liabilities for deferred income tax has been made taking into account rates and tax legislation in force.

The changes in the deferred income tax liabilities and assets are as follows:

	2006 US$000	2005 US$000
Beginning of the year	2,735	1,997
Income statement	736	738
End of the year	3,471	2,735

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to the same fiscal authority.

The movement in deferred income tax assets and liabilities before offset during the year considering the nature of the temporary differences is as follows:

Notes to the consolidated financial statements (continued)

	Balance as of 1 January 2005 US$000	Income statement US$000	Balance as of 31 December 2005 US$000	Income statement US$000	Balance of 31 December 2006 US$000
Deferred assets -					
Effect of investments	-	-	-	20	20
Other	-	-	-	118	118
Loss carry - forward	150	(150)	-	-	-
	150	(150)	-	138	138
Deferred liability					
Depreciation rates	60	242	302	(221)	81
Application of IAS 41	2,087	346	2,433	1,095	3,528
	2,147	588	2,735	874	3,609
	1,997	738	2,735	736	3,471

Notes to the consolidated financial statements (continued)

22 LONG-TERM DEBT

a) The following table presents the components of this caption as of the date of the balance sheet:

Creditor and type of debt	Guarantee	Annual Interest Rate and Maturity	2006 US$000	2005 US$000
Corporación Financiera de Desarrollo (COFIDE), for acquisition of land corresponding to the Chavimochic Special Project, see Note 27(a) and 27(b)	The Company's fixed assets	Libor at 180 days + 2 percent and Libor at 180 days + 5.5 percent over the capital renewed. Acquisition of land. Six-monthly payments as of 2005 up to 2009.	3,162	4,217
Corporación Financiera de Desarrollo (COFIDE), for acquisition of land corresponding to the Chavimochic Special Project, see Note 27(a) and 27(b)	The Company's fixed assets	Libor at 180 days + 2 percent and Libor at 180 days + 5.5 percent over the capital renewed. Acquisition of land. Six- monthly payments as of 2004 up to 2011.	1,617	1,979
Banco Interbank for purchase of tractors	Property subject to financial lease	8.60 percent per year with 48 months quotes until year 2010.	272	-
Banco Interbank for purchase of water equipment	Property subject to financial lease	8.60 percent per year with 48 months quotes until year 2010.	233	-
María Adelaida Llanos Saldarriaga 4 promissory notes for working capital funding.	-	8 percent per year with maturity in December 2005.	200	200
Corporación Financiera de Desarrollo (COFIDE), for acquisition of land corresponding to the Chavimochic Special Project, see Note 27(a) and 27(b)	The Company's fixed assets	Libor at 180 days + 2 percent and Libor at 180 days + 5.5 percent over the capital renewed. Acquisition of industrial plant, debt incurred by Sol Produce, six- monthly payments up to 2009.	192	269
Scotabank for purchase of tractors.	Property subject to financial lease	7.2 percent per year with 18 quotes every three months until 2008.	186	405
Banco Interbank for purchase of tractors	Property subject to financial lease	8.2 percent per year with 49 months quotes until year 2009.	101	218
Banco Interbank for purchase of tractors.	Property subject to financial lease	9.2 percent per year with 49 months quotes until year 2008.	35	78
Carried forward:			5,998	7,366

Notes to the consolidated financial statements (continued)

Creditor and type of debt	Guarantee	Annual Interest Rate and Maturity	2006 US$000	2005 US$000
Brought forward:			5,998	7,366
Banco Interbank for purchase of pick up truck	Property subject to financial lease	8.40 percent per year with 36 monthly quotes until year 2009.	20	-
Banco Interbank for purchases of mini-bus	Property subject to financial lease	8.4 percent per year with 37 monthly quotes until year 2008.	15	37
Banco Interbank for purchase of tractors	Property subject to financial lease	7.86 percent per year with 36 monthly quotes until year 2009.	15	-
Continental Leasing S.A. purchase of a pick-up truck.	Property subject to financial lease	11.53 percent per year with 37 monthly quotes until 2007.	11	33
Banco Interbank for purchase of a pick up truck	Property subject to financial lease	8.85 percent per year with 36 monthly quotes until year 2009.	10	-
			6,069	7,436
Less-current portion			(2,016)	(1,974)
			4,053	5,462

Notes to the consolidated financial statements (continued)

b) As of 31 December 2006 and 2005, the term of the non - current portion of long - term debt, is as follows:

	2006 US$000	2005 US$000
1 year	1,776	1,777
2 years	1,617	1,678
3 years	480	1,470
More than 3 years	180	537
	4,053	5,462

c) The carrying amount of short-term borrowings approximates their fair value. The carrying amount and fair value of the non-current borrowings are as follows:

	Carrying Amount As of 31 December		Fair Values As of 31 December	
	2006 US$000	2005 US$000	2006 US$000	2005 US$000
Bank loans				
Secured (floating rates)	3,853	5,262	3,789	5,153
Other loans				
Secured (floating rates)	200	200	200	200
	4,053	5,462	3,989	5,353

d) Future Minimum lease payments under finance leases together with the present value of net minimum lease payments are as follows:

	2006		2005	
	Minimum Payments US$000	Present value of payments US$000	Minimum Payments US$000	Present value of payments US$000
Within one year	433	361	315	265
After one year but not more than five years	595	537	545	506
Total minimum lease payments	1,028	898	860	771
Less amounts representing finance charges	(130)		(89)	
Present value of minimum lease payments	898		771	

23 TRADE PAYABLES

a) This caption comprises the following items:

	2006 US$000	2005 US$000
Invoices payable (b)	9,811	11,455
Bills of exchange payable (c)	5,718	5,186
	15,529	16,641
Less- prepayments granted	(441)	(390)
	15,088	16,251

b) Correspond to debts to domestic suppliers for services and supplies related to the agricultural operations. They are mainly stated in foreign currency, have current maturity and do not accrue interest.

c) These are mainly related to the funding of invoices originated from the Company's business operations, have current maturity, are stated mainly in foreign currency and accrue interest at an average annual rate of 12 percent.

d) The fair value of trade accounts payable approximates its book value.

e) Average payment terms of trade payable is between 30 to 60 days.

24 BANK LOANS

a) This caption comprises the following:

	2006 US$000	2005 US$000
Loans (b):		
BBVA - Banco Continental	10,328	3,740
Banco Interbank	5,995	4,190
Banco Scotiabank	3,281	4,982
Banco Interamericano de Finanzas	-	1,700
	19,604	14,612
Loan from third parties (c)	-	1,700
	19,604	16,312

b) As of 31 December 2006 and 2005, the balance corresponds to foreign currency promissory notes with maturities up to 180 days, obtained for working capital, with annual interest rates between 6.30 and 7.19 percent, these promissory notes are secured by warrants of finished products for approximately US$1,384,000 (approximately US$8,885,000, as of 31 December 2005).

c) Correspond to promissory notes to third parties, stated in United States dollars for working capital that have current maturity, accrue interests at interest rates of 8 percent per year.

25 TRANSACTIONS WITH SHAREHOLDERS AND RELATED COMPANIES

a) The following table presents the main transactions carried out between the Group and its shareholders and related companies during the year:

	2006 US$000	2005 US$000
Shareholders -		
Siboure Holdings Inc.		
Loans received	-	2,130
Gola S.A.		
Loans received	8,715	550
Related companies -		
Acico S.A.		
Sales of finished products	23,790	25,122
Purchase of merchandise	46	1,474
Purchase of machinery	-	546
Purchase of services	57	-

b) As a consequence of the aforementioned transactions and other minor operations, the Group has the following accounts receivable from and payable to its shareholders and related companies as of 31 December 2006 and 2005:

	2006 US$000	2005 US$000
Accounts receivable, Note 18		
Acico S.A.	13,187	17,619
Mission Asparragus LLC	212	-
Empacadora de Frutos Tropicales S.A.C.	6	-
	13,405	17,619
Trade accounts payable to related companies		
Acico S.A. (*)	2,250	2,250
Accounts payable to shareholders		
Siboure Holdings Inc.	-	622
Gola S.A.	-	466
	-	1,088
Loans from shareholder's		
Gola S.A. (c)	8,715	-

(*) This corresponds to advances received on the purchase of finished products, which are applied against invoices pending collection related to the sale of such products over a period of less than 3 months. This balance is included within invoices payable caption in accounts payable to related companies.

c) Corresponds to a loan in foreign currency than has been cancelled in 2007. This loan does not bear interest.

d) Compensation of key management personnel of the Group.

Key management personnel include the members of management board and directors who receive remuneration.

	2006 US$000	2005 US$000
Salaries and bonuses	3,109	1,962

26 NOTES TO THE CASH FLOW STATEMENT

	2006 US$000	2005 US$000
Reconciliation of profit for the year to net cash generated from (used in) operating activities		
Profit of the year	18,782	5,757
Adjustments to reconcile Group operating profit to net cash inflows from operating activities:		
Depreciation	3,132	1,942
Disposal of property, plant and equipment	34	-
Adjustments from biological assets	(11,932)	2,816
Share in loss of associated companies	256	-
Income tax expense	736	738
Provision for contingencies	670	-
Result from translation	(143)	65
Increase (decrease) of cash flows from operations due to changes in assets and liabilities:		
Trade receivables	1,038	(13,188)
Other receivables	(708)	129
Inventories	(9,916)	(10,285)
Prepaid expenses	636	(1,435)
Trade payables	(1,163)	3,085
Other payable	833	5,267
Net cash generated from (used in) operating activities	2,255	(5,109)

Transactions not affecting cash flows

	2006 US$000	2005 US$000
Capitalization of debt	540	5,050
Fixed assets acquired under financial leases	576	258

27 COMMITMENTS AND GUARANTEES

a) In September 1997 Camposol S.A. acquired, through a privatization process carried out by the Special Committee of Private Investment Promotion (CEPRI), the following lots of land comprised in the Chavimochic Special Project:

Lots	Hectares	Cost US$(000)	Investment Commitment US$(000)	Investment Term
10.4 A-VI	100.85	606	65	2 years
10.4 A-VII	70.42	365	49	2 years
7B-I	984.60	2,714	1,595	3 years
7C	1,505.31	5,192	2,247	3 years
	2,661.18	8,877	3,956	

Said acquisition was made by virtue of a contract entered into with the Chavimochic Special Project, which establishes the following commitments:

- To make a payment of US$971,000 at the time of signing the contract, in order to pay-off the lots 10.4 A-VI and 10.4 A-VII and make a down payment of US$1,581,000 for lots 7B-I and 7C, and fund the balance through Corporación Financiera de Desarrollo (COFIDE) over a term of 10 years by paying 20 semester installments.

- To secure the aforementioned funded balances and other obligations through the delivery of a bank letter of guaranty issued in favor of the Chavimochic Special Project and/or COFIDE, as of 31 December 2006 the bank letter ascends to US$363,000. In addition, in 1999, Camposol established a mortgage for up to US$4,810,000 in favor of Chavimochic Special Project and/or COFIDE on Lot 7B-I, which is a property of the Group located in the Department of La Libertad. As of 31 December 2006 the Group established a mortgage for up to US$2,446,000 in favor of Chavimochic Special Project and/or COFIDE on 1,378 hectares of Complejo Agroindustrial de Chao located in the Department of La Libertad. By virtue of the contract, the Group is bound to buy insurance from an insurance company to the satisfaction of COFIDE for the property matter of the mortgage and maintain it during the term of effect of the contract. Should the Group fail to fulfill this obligation within 10 business days after the date of the signing of the contract, COFIDE would buy said insurance to the account of the Group and COFIDE will have the power to execute the aforementioned bank letter of guaranty to recover the incurred insurance expense. As of the date of this report, the Group has insured the property but not the land as in the opinion of Management the land matter of the mortgage is not subject to impairment. Management will request COFIDE a formal exception to its obligation to buy an insurance policy.

- To execute, within a term that should not exceed two years in the case of lots 10.4 A-VI and 10.4 A-VII and three years for lots 7B-I and 7C, counted as of the date of the signing of the contract, capital expenditures and investment in land development for US$114,000 and US$3,842,000, respectively. The Group has complied with this investment commitment within the established terms.

On 4 September 2002, Peru's Investment Promotion Agency - ProInversion, in representation of COFIDE, approved for one time only the "Payment Schedule and Investment Commitment

Extension Program" applicable to the owners of the Chavimochic Special Project. To reach this program, the Group complied with all requisites of Proinversión. Consequently, on 26 September, 2003, the Group and COFIDE signed the "Addendum to the Purchase/Sale Contract of Lots 7B-I and 7C". The main clauses of said addendum are mentioned below:

- It was agreed that the total term for the payment of the balance of the debt amounting to US$6,325,000 was extended by 24 additional months.

- It was acknowledged that the compensatory interest rate on the extended principal should be Libor at 180 days plus 5.5 percent points, in effective terms.

- It was recognized that at the time of the signing of the Addendum, ProInversion had verified, through an audit report, that the Group has executed investments in Lot 7B-1 and in Lot 7C.

- It was clarified that all mortgages securing obligations assumed by the Group included in the contract that precedes the Addendum must remain in force.

(b) The Group through a privatization process carried out by the Special Committee of Private Investment Promotion (CEPRI), the following lots of land comprised in the Chavimochic Special Project:

	US$000
1,669 hectares of agricultural land – Lot 7D-1	2,406
Industrial tomato paste plant	448
Buildings and ancillary works	51
Industrial land	16
	2,921

Said acquisition was made by virtue of a contract entered into with the Chavimochic Special Project, which establishes the following commitments:

- To pay US$300,530 at the time of signing the contract and fund the balance through Corporación Financiera de Desarrollo - COFIDE over a term of 10 years; which must be paid in 20 semester installments, including a 4-year grace period, with Libor at 180 days interest rate plus 2 percent points, see Note 22.

- To secure the aforementioned funded balances and other obligations through the delivery of a bank letter of guaranty issued in favor of Chavimochic Special Project and/or COFIDE, as of December this bank letter ascends to US$724,000, equivalent to 40 percent of the balance pending payment as of the date of the signing of the contract, renewable on a yearly basis. In addition, the Group, as guarantor of the acquisition, established a first and preferred mortgage of up to US$1,965,000 in favor of Chavimochic Special Project and/or COFIDE, on an agricultural lot of land of approximately 413 hectares, named "AGROMAS", which is located in the district and province of Virú, department of La Libertad. By virtue of the contract, the Group is bound to buy insurance from an insurance company to the satisfaction of COFIDE for the property matter of the mortgage and maintain it during the term of effect of the contract. Should the Group fails to fulfill this obligation within 10 business days after the date of the signing of the contract, then COFIDE would buy said insurance to the account of Sol Produce and COFIDE will have the

power to execute the aforementioned bank letter of guaranty to recover the incurred insurance expense. As of the preparation date of financial statement, the Company has insured the property but not the land as in the opinion of Management; the land matter of the mortgage is not subject to impairment.

- To execute, within a term not to exceed three years counted as of the date of the signing of the contract, capital expenditures and investment in land development for US$1,446,000. As of the date of this report, said commitment has been complied with and expressly recognized in the Addendum signed with COFIDE on 14 April 2004.

On 4 September 2002, Peru's Investment Promotion Agency - ProInversión, in representation of COFIDE, approved for one time only the "Payment Schedule and Investment Commitment Extension Program" applicable to the owners of the Chavimochic Special Project. As a consequence of the aforesaid, on 14 April 2004, the Group and COFIDE signed the "Addendum to the Purchase/Sale Contract of Lot 7D-I". The main clauses of said addendum are mentioned below:

- It was agreed to divide the balance of the debt amounting to US$2,620,000 into a balance of US$461,500 and of US$2,158,500 corresponding to the industrial plant and agricultural lands, respectively. It was approved to extend the payment of the balance of the price of the agricultural lands by 24 additional months but not the balance corresponding to the industrial plant, owing to the fact that the benefit of extending the term exclusively corresponds to liabilities for acquisition of agricultural lands.

- It was agreed that compensatory interest on the extended principal should be Libor at 180 days plus 5.5 percent points, in effective terms.

- It was clarified that for purposes of the signature of the Addendum, ProInversión has verified by means of an audit report that Camposol had executed investments for US$2,421,000; an amount that represents an additional 181 percent vs. the investment commitment initially signed amounting to US$1,446,000. Consequently, both parties deemed that the commitment had been duly fulfilled and thereby the guarantee of faithful compliance with the investment commitment was not demandable.

- It was agreed that the scope of the mortgage on Fundo Agricola Agromas, Lot 7D-1, Sector III of the Chavimochic Special Project, district of Viru, Province of Virú and Department of La Libertad, which lien amounts to US$1,965,000, was extended in order to secure compliance with the new obligations assumed by Camposol by virtue of the Addendum signed.

28 CONTINGENCIES

a) Income tax refund due -

(1) Camposol has the benefit of the value added tax drawback on its exports. The value added tax paid on purchases as of 31, December 2006 for approximately to US$3,317,000 (US$2,892,000 as of 31 December 2005), see Note 17 and can be applied against the tax resulting from its domestic sales, income tax or other taxes; or, a refund can be requested by means of negotiable credit notes or non-negotiable checks.

(2) The General Customs Law approved by Supreme Decree No. 45-94-EF and Supreme Decree No. 104-95-EF, Regulations for Simplified Procedure for Drawback of Customs Duties and its amendments govern the Simplified Drawback Procedure. According to said rules, Camposol is a beneficiary of said system for being a producer and exporter company, whose production costs have been increased by the customs duties that burdened the imports of raw materials, inputs, intermediate products and parts or spares incorporated into or consumed in the production of the goods the Company exports. The applicable drawback rate is five per cent of the FOB export value. During 2006 and 2005, revenues obtained from drawback amounted to approximately US$3,180,000 and US$3,060,000, respectively, which appear in the caption "cost of sales" in the statement of income, see note 5. As of 31 December 2006 and 2005, there are balances pending collection of customs duties drawbacks for approximately US$3,115,000 and US$2,514,000, respectively, see note 17. As of 31 December 2006 and 2005, due to difficulties in recovering part of the balance amounting to US$153,000, Company's Management has decided to record an allowance for doubtful accounts.

b) Labor proceedings -

As of 31 December 2006, the Group has various labor proceedings related to its operations amounting to US$1,361,000, pending final failure. In Management's opinion and of its legal advisors, arguments in fact and of right exist that allows concluding that the final result of these proceedings will not represent significant expenses for the Company, and therefore, in their opinion no provisions are needed. In addition, according to legal advisors, the Group has other labor contingencies that are highly probable to result in cash outflows from the Group for US$ 607,000. In this regard, management considered appropriate to recognize a provision for this amount in year 2006 (Note 6), which is included in Other payable in the balance sheet.

c) Taxation -

(1) The Group is subject to the Peruvian tax law. In this connection, Camposol S.A. is within the scope of Law for the Promotion of the Agricultural Sector - 27360. The most significant tax benefits that the Company has received by virtue of the regulations set forth in the aforementioned Law are explained as follows:

- Application of a 15 percent income tax rate, pursuant to the Income Tax Law and regulations hereunder until year 2021 (30% is the tax rate applicable for the general regime).
- Exoneration from payment of the Extraordinary Tax on Net Assets.
- Exoneration from payment of the Extraordinary Solidarity Tax (before FONAVI) applicable to employee remunerations.
- Exoneration from payment of administrative fees set forth by the Ministry of Labor and Social Promotion.
- Authorization to depreciate, using a 20 percent annual rate, the amount of investment in hydraulic infrastructure works and irrigation works to be carried out up to 2006.

(2) With the purpose of determining the income tax and the value added tax, the transfer prices among related parties and for transactions with companies domiciled in countries considered tax havens, prices should be supported by documentation containing information about the valuation methods applied and criteria used in its determination. Based on an analysis of

the Group´s operations, Management and its legal advisors do not believe that the new regulations will result in significant contingencies for the Group as of 31 December 2006 and 2005.

Superintendence Resolution No. 008-2007-SUNAT excludes companies domiciled in Peru from de obligations of having transfer pricing studies for the years 2006 and 2007 for the transactions with domestic related parties.

(3) Tax authorities are empowered to review and, if applicable, adjust the income tax computed by the Company and the related companies (Frusol S.A.C., Agricultor S.A., y Terra S.A.) taken over by the latter through merger over a period of four years counted as of the filing of the income tax return. The following table presents the income tax returns and value added tax returns pending review by tax authorities, corresponding to Camposol and the related companies taken over by the latter through merger:

	Years open to tax review	
Company	Income Tax	Value Added Tax
Camposol	2002 – 2006	Nov 2003 - Dec 2006
Sol Produce	2002 – 2003	Oct 2003 - Dec 2003
Terra	2002 – 2003	2002 – 2003
Agritrade	2002 – 2003	2002 – 2003
Frusol	2002 – 2003	2002 – 2003
Essol	2002 – 2003	2002 – 2003
Agroalegre	2002 – 2003	2002 – 2003
Agricultor	2002 – 2003	2002 – 2003

Due to possible different interpretation of legislation in force by tax authorities, it is not possible to determine as of the date of this report, whether pending tax reviews will or will not result in liabilities for the Company; therefore, any eventual greater tax or surcharge that may result therefore would be applied to the results of the year in which it is determined. However, it is the opinion of Company's Management and its legal counsels that any additional tax assessment would not have a material effect on the financial statements as of 31 December 2006 and 2005.

29 RISK CONCENTRATION

The Group is exposed to different financial risks, including the effect of variations in foreign currency exchange rates, interest rates and liquidity. The Group and its subsidiaries risk management program aims at reducing to a minimum any potential adverse effect on the Group and its subsidiaries financial performance.

Group's Management is aware of the conditions prevailing in the market and based on its knowledge and experience, it controls risks relating to liquidity, interest rate, currency exchange rate, as well as credit risks. The most important aspects of the management of these risks are as follows:

a) Currency exchange risk -

The Group buys and sells its products and services and obtains funding for its working capital and investments mainly in its functional currency. A minor proportion of the Group's costs are incurred in nuevos soles; accordingly the financial results are not significantly affected by exchange rate fluctuations between the US Dollar and the Nuevo Sol. Accordingly, the Group does not use derivative financial instruments to hedge this risk. Management considers that future fluctuations in the exchange rate of the Peruvian currency against the US Dollar will not substantially affect the results of the Group's future operations.

The operations in foreign currency are done at free market exchange rates published by the Superintendence of Banks, Insurances and AFP (Superintendencia de Banca, Seguros y AFP). The average free market exchange rates for the transactions in Peruvian nuevos solesand Euros were as follows:

Exchange rates	2006	2005
S/. Buying	3.194	3.429
S/. Selling	3.197	3.431
€ Buying	1.290	1.152
€ Selling	1.329	1.177

As of December 31, 2006 and 2005 the Group had the following assets and liabilities in Peruvian nuevos soles and Euros:

	2006		2005	
	S/.000	€000	S/.000	€000
Assets -				
Available funds	2,632	238	593	-
Accounts receivable	31,009	1,370	30,936	1,412
	33,641	1,608	31,529	1,412
Liabilities -				
Bank overdrafts and loans	19,604	-	16,300	-
Trade accounts payable, net	13,486	-	12,680	-
Accounts payable to shareholders and related companies	10,965	-	3,330	-
Long-term debt, includes current portion	6,069	-	7,235	-
	50,124	-	39,545	-
Asset (liability) position, net	(16,483)	1,608	(8,016)	1,412

The following table demonstrates the sensitivity to a reasonably possible change in the Peruvian nuevos soles exchange rate and euro exchange rate, with all other variables held constant, on the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities):

	Increase/ decrease in S/. rate	Effect on profit before tax US$000	Increase/ decrease in € rate	Effect on profit before tax US$000
2006 -	+2%	337	+4%	(240)
	-2%	(337)	-4%	240
2005 -	+4%	997	+3%	(168)
	-4%	(997)	-3%	168

b) Interest rate risk -

The Group has financial assets and liabilities which are exposed to interest rate risk. Changes in interest rates impact primarily loans and borrowings by changing either their fair value (fixed rate debt) or their future cash flows (variable rate debt). The Group does not have a formal policy of determining how much of its exposure should be at fixed or at variable rates. However, at the time of taking new loans or borrowings management uses its judgment to decide whether it believes that a fixed or variable rate borrowing would be more favourable to the Group over the expected period until maturity.

	Within 1 Year US$000	Between 1 and 2 years US$000	Between 2 and 5 years US$000	Over 5 years US$000	Total US$000
At 31 December 2006 -					
Fixed rate					
Financial assets at fair value	-	-	109	-	109
Bank loans	19,604	-	-	-	19,604
Bills of exchange payable	-	5,718	-	-	5,718
Long - term debt	-	533	447	118	1,098
Floating rate					
Long - term debt (COFIDE)	-	1,490	2,941	540	4,971
At 31 December 2005 -					
Fixed rate					
Financial assets at fair value	-	-	109	-	109
Bank loans	16,312	-	-	-	16,312
Bills of exchange payable	5,186	-	-	-	5,186
Long - term debt	-	482	471	18	971
Floating rate					
Long - term debt (COFIDE)	-	1,491	2,982	1,992	6,465

Interest on financial instruments classified as floating rate is re-priced at intervals of less than one year. Interest on financial instruments classified as fixed rate is fixed until the maturity of the instrument. The other financial instruments of the Group that are not included in the above tables are non-interest bearing and are therefore not subject to interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings)

	Increase/ decrease in basis points	Effect on profit before tax US$000
2006 -		
US dollar	+46	(47.8)
US dollar	-46	47.7
2005 -		
US dollar	+67	(112.0)
US dollar	-67	111.6

c) Credit risk -

The Group's credit originated by its debtors' inability to meet their obligations to the Group as they become due (without taking into account the fair value of any guarantee or other pledged financial instruments) and by default by counterparts in cash transactions is limited, if any, to balances deposited in banks and accounts receivable as of the date of the balance sheet. Therefore, the Group places its excess funds with top ranked financial institutions, establishes conservative credit policies and constantly evaluates the conditions in the market in which it operates. Accordingly, the Group does not anticipate incurring in significant losses arising out of credit risk.

Credit risk concentrations exist whenever there are changes in economic, industrial or geographical factors that affect in the same manner the counterparts interacting with the Group and the Group as well. This aggregate credit risk exposure is significant taking into account the Group's total credit exposure. Transactions are carried out with different credit solvent counterparts, which mitigate any significant credit risk concentration. The accounts receivables are concentrated in 1 client which represents 48 percent of the balance as of 31 December 2006 (54 percent as of 31 December 2005). However, as these transactions are being executed with a credit solvent related company, any significant credit risk concentration is mitigated.

d) Liquidity risk -

The liquidity risk caused by inability to obtain funds required to meet the Group's investment commitments associated with financial instruments includes the Group's inability to sell a financial asset in a prompt manner, at a price that approximates its fair value. The Group has sufficient credit capacity to have access to credit lines with top ranked financial institutions under reasonable terms.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date.

	Within 1 year US$000	Between 1 and 2 years US$000	Between 2 and 5 years US$000	Total US$000
At 31 December 2006 -				
Trade and other payables	15,088	-	-	15,088
Bank loans	19,604	-	-	19,604
Long-term debt	2,016	3,388	665	6,069
	36,708	3,388	665	40,761
At 31 December 2005 -				
Trade and other payables	16,251	-	-	16,251
Bank loans	16,312	-	-	16,312
Long-term debt	1,974	3,453	2,009	7,436
	34,537	3,453	2,009	39,999

Management manages risk associated with the amounts included in each of the buckets above include the permanent develop of new local and foreign bank relations in order to have the enough lines of credits available all the time. It is possible because the strategy of the Group for the gearing ratio is to maintained it under the standards of the industry in the economic sector that participate.

e) Capital risk management -

The Group objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital plus net debt. Net debt is calculated as total borrowings plus trade and other payables, less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated balance sheet, less unrealised gains reserve.

During 2006, the Group's strategy was to maintain the gearing ratio in no more than 50%. The gearing ratios at 31 December 2006 and 2005 were as follows:

	2006 US$000	2005 US$000
Bank loans	19,604	16,312
Long - term debt	6,069	7,436
Trade and other payables	15,088	16,251
Less available funds	(3,362)	(745)
Net debt	37,399	39,254
Equity attributable to shareholders	61,582	61,042
Retained earnings	44,700	29,747
Total equity	106,282	90,789
Equity and net debt	143,681	130,043
Gearing ratio	0.26	0.30

30 SUBSEQUENT EVENTS

On 16 November 2007, Camposol S.A. subscribed a Credit Agreement with Credit Suisse and in subsequent amendment dated 21 December 2007, this Credit Agreement was restated and agreed a loan amounting up to US$129 million. The proceedings of this loan were used in the following:

a) US$65 million as disbursed on 26 November 2007 to finance the Capex program for 2007 and 2008 period. The maturity of this loan is 26 November 2012 and bear interest at an annual rate of 7.85%. Likewise, the Group has subscribed a currency hedge agreement with Credit Suisse International for the risk exposure of Peruvian currency revaluation (Nuevo sol) with regards to the US dollar.

b) US$64 million as disbursed on 27 December 2007, in order to cover the share capital reductions as agreed on the Camposol´s Shareholders Meeting held on 16 October 2007 with regards to reductions of capital stock of S/.106,158,779 and S/.13,070,675 for Gola S.A and Peru Land and Farming, LLC, respectively; and also, the reduction of S/.63,383,000 and S/.7,804,000 for their participation in the retained earnings, respectively. As a result of these equity reductions, Siboure Holdings Inc. is the holder of 100% of the Camposol´s capital stock as from such date. The maturity of this loan is 30 March 2008 and bear interest at an annual rate of 6.13%.

APPENDIX 5:

Independent Assurance Report on Pro Forma Financial Information

CAMPOSOL GROUP 2007

UNAUDITED PRO FORMA FINANCIAL INFORMATION

1. DESCRIPTION OF THE ACQUISITION

Camposol AS was established on 25 September 2007. The Company was capitalized through a Private Placement on 8 October 2007. On 17 October 2007 Camposol AS acquired 100% of the shares in Siboure Holding Inc (BVI) which at that time controlled all the shares in Camposol SA (Peru). The ownership in Siboure Holding Inc. has later been structured through two intermediate holding companies, Grainlens plc and Blacklocust plc, both incorporated in Cyprus. As of 31 December 2007, Camposol AS owned the two intermediate holding companies. Camposol AS has also acquired a small consulting and investment company in Peru, Campoinca SA.

Camposol AS is domiciled in Norway. However, it has been decided to establish the ultimate parent company in Cyprus. A new holding company, Camposol Holding plc, has been established in Cyprus. Camposol Holding plc has made a voluntary offer to all existing shareholders in Camposol AS to acquire all of the shares in Camposol AS in exchange for shares in Camposol Holding plc. Camposol AS will subsequently be dissolved.

Camposol S.A. group is established in Peru and are the world's largest producer and seller of asparagus and other agricultural products. The acquired business contributed substantially all of Camposol AS group's revenue and net profit for 2007. The consolidated financial statements of the Camposol AS group present the revenues and net profit from the date of acquisition being the period from 17 October 2007 to 31 December 2007.

Camposol Holding plc acquisition of shares in Camposol AS will be treated as a reverse acquisition for accounting purposes. Accounting for the acquisition will be at carry over basis (like a pooling of interests method) and 2007 financial statements will be restated as if the companies had always been combined. As a result, the 2007 historical consolidated financial statements of Camposol Holding plc and subsidiaries (the "Camposol Group" or "Group") will be substantially the same as the audited consolidated financial statements of the Camposol AS. Camposol Holding plc has a minimal amount of cash and cash equivalents as its only asset at 31 December 2007.

2. PURPOSE OF THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma financial information for the Camposol Group consists of the unaudited pro forma income statement for the year ended 31 December 2007. The consolidated balance sheet of Camposol AS and subsidiaries presented as of 31 December 2007 is substantially consistent with what the historical consolidated balance sheet of Camposol Holding plc would have been and consequently no separate pro forma balance sheet has been prepared. Had a pro forma balance sheet been presented, the only pro forma adjustment would have been to reflect the an increase in the Group equity by approximately USD 9,100 with a corresponding reduction in liabilities incurred in the business combination to issue shares to Peru Land & Farming LLC.

The unaudited pro forma financial information presented below shows the pro forma income statement for the Camposol Holding plc group as if it had acquired the shares of Camposol AS in 2007 and the acquisition of Camposol SA (the Peruvian operations) had been part of the group for the whole financial year ended 31 December 2007.

The unaudited pro forma income statement has been prepared for illustrative purposes only and is based on certain assumptions to show what the significant effects might have been had the transactions described below, occurred at 1 January 2007.

The unaudited pro forma financial information is based on certain assumptions that would not necessarily have been applicable to the Peruvian operations if Camposol SA had been part of the group in the period presented in the pro forma financial information. No adjustments have been made as regards possible changes in operating strategies, etc.

3. BASIS FOR PREPARATION

The unaudited pro forma consolidated financial information for 2007 is prepared based on the historical financial statements of Camposol Holding plc and the consolidated financial statements of Camposol SA group.

The unaudited pro forma financial information should be read in conjunction with the historical consolidated financial statements of Camposol AS and Camposol SA for the year ended 31 December 2007. The consolidated financials statements of Camposol AS include the results of Camposol SA's operations since the acquisition date as well as the impact of the preliminary purchase price allocation since the acquisition price exceeded the Camposol SA' book values of net assets. The Camposol SA group financial statements present the historical balance sheet and the profit for the operations for the whole year of 2007 but do not include the impact of the purchase price allocation.

Due to its nature, there is uncertainty related to the pro forma financial information since certain simplifications and uncertain estimates and assumptions have been made as set out in the subsequent paragraphs.

The pro forma financial information has been prepared on the following basis:

- The historical consolidated income statement of Camposol Holding plc for 2007 has been derived from the audited financial statements for the year. Camposol Holding plc was a dormant company in 2007, however, minor expenses were incurred related to the establishment and registration of the company.
- The historical consolidated income statement of Camposol AS group for 2007 has been derived from the audited consolidated financial statements for the year. This includes the results of Camposol AS from its inception date and the results of its subsidiaries from acquisition or inception dates, as applicable. For Camposol SA, this included the results of operations from 17 October 2007 until 31 December 2007.
- All figures related to Camposol SA group in the pro forma information for the 3rd quarter of 2007 (Camposol SA as per 3Q 2007) are based on the unaudited historical interim consolidated financial statements of Camposol SA for the period ended 30 September 2007.
- In addition, the pro forma information includes the results for the period 1 October 2007 to 16 October based on management accounts extracted from the accounting records (Camposol SA Adjustments 1 October to 16 October).
  On a combined basis, this reflects the acquisition of Camposol SA into the pro forma income statement as if the purchase had been effective on 1 January 2007.
- Camposol AS' acquisition of Camposol SA was accounted for using the purchase method of accounting. All information related to the purchase price allocation is based upon the Note 3. "Business Combinations" in the notes to the audited consolidated financial statements of Camposol AS for the year ended 31 December 2007. The provisional purchase price allocation was recorded in the consolidated balance sheet of Camposol AS as of 31 December 2007. Therefore, there would be no pro forma adjustments related to the acquisition for purposes of an unaudited pro forma balance sheet. However, the income statement effects of the purchase price allocations are included as pro forma adjustments for the period from 1 January 2007 until 16 October 2007 to reflect the acquisition as if it occurred on 1 January 2007.

4. UNIFORM AND CONSISTENT ACCOUNTING PRINCIPLES

The unaudited pro forma information has been prepared using the same accounting principles as the Camposol AS' 2007 audited consolidated financial statements and are consistent with those that will be applied by the Camposol Holding plc group for its historical financial information. The accounting principles are in accordance with International Financial Reporting Standards as adopted by the EU

and as issued by the IASB (IFRS). The IFRS consolidated financial statements for Camposol AS group are prepared since the inception date of 25 September 2007 and presented for the purpose of the application for listing. As a newly established company, Camposol AS is not required to present statutory accounts until 2008 (up to 18 months after inception).

The audited historical consolidated financial statements for Camposol SA group are also prepared in compliance with IFRS using the accounting principles of the Group.

5. HYPOTHETICAL SITUATION

Due to its nature, the unaudited pro forma financial information address a hypothetical situation and, therefore, does not represent what the statements of operations would actually have been if the transactions had in fact occurred on the date and is not representative of the results of operations for any future periods.

Investors are cautioned not to place undue reliance on this unaudited pro forma financial information. The unaudited pro forma financial information has been prepared for inclusion in this listing Prospectus for the purposes of complying with EU Regulation No. 809/2004 and for no other purpose. This information is not in compliance with SEC Regulation S-X, and had the securities been registered under the US Securities Act of 1933, this pro forma information, including the report by the auditor, would have to have been amended and / or removed from the offering document.

6. PRO FORMA FINANCIAL INFORMATION - INCOME STATEMENT

PRO FORMA FINANCIAL INFORMATION INCOME STATEMENT Amount in USD1,000	Camposol Holding plc 2007	Camposol AS group 2007	Camposol SA as per 3Q 2007	Camposol AS Adjustments 1 October to 16 October	Pro forma adjust-ments	Note	Camposol Holding plc Pro forma income statement 2007
REVENUES							
Operating revenues		36 192	84 929	4 863			125 984
COST OF SALES							
Cost of sales		(25 952)	(62 800)	(3 150)	(1 151)	1	(93 053)
GROSS PROFIT	-	10 240	22 129	1 713			32 931
Revenue adjustment from change in fair value of biological assets		16 945	11 317				28 262
Cost of crops		(5 001)	(3 300)				(8 301)
CHANGE IN VALUES OF BIOLOGICAL ASSETS	-	11 944	8 017	-			19 961
	-						
Profit after adjustment for biological assets	-	22 184	30 146	1 713			52 892
GENERAL EXPENSES							
Administrative expenses	(38)	(3 484)	(7 283)	(308)	-		(11 113)
Selling expenses		(4 472)	(7 991)	(358)	(878)	2	(13 699)
Other gains and losses (net)		332	(137)	42			237
	(38)	(7 624)	(15 411)	(624)			(24 575)
OPERATING PROFIT	(38)	14 560	14 735	1 089			28 317
FINANCIAL ITEMS							
Share in loss of associated companies		(741)					(741)
Financial income		779	108	32			919
Financial expenses		(798)	(2 485)	(183)			(3 466)
Change in derivative financial instruments		(937)					(937)
Currency gains and losses (net)		(85)	719				634
	-	(1 782)	(1 658)	(151)			(3 591)
PROFIT BEFORE TAXES	(38)	12 778	13 077	938			24 726
Income tax		(1 715)	(1 635)		304	3	(3 046)
NET PROFIT	-38	11 063	11 442	938			21 680

7. PRO FORMA FINANCIAL INFORMATION ADJUSTMENTS

Adjustments in the pro forma income statements refer to:

1. Linear depreciation of surplus value assigned in the purchase price allocation to tangible assets as if the acquisition had been effective on 1 January 2007. The increase in estimated depreciation amounts to USD 1,151 thousands.

2. Linear amortization of surplus value assigned in the purchase price allocation to intangible assets (customer relationships) as if the acquisition had been effective on 1 January 2007. The increase in estimated amortization amounts to USD 878 thousands.

3. Reduced income tax cost i.e. reversal of deferred tax USD 304 thousands (at the enacted tax rate in Peru of 15%).

In relation to the acquisition, no additional finance costs are included as pro forma adjustments since the purchase price is financed through equity.

No inter-company transactions prior to the acquisition

All of the adjustments listed above will also apply for and impact the financial statements going forward.

The depreciation and amortisation adjustments are based upon the purchase price allocation for Camposol AS group. Refer to Note 3. "Business Combinations" in the notes to the audited consolidated financial statements of Camposol SA for the year ended 31 December 2007 and the additional discussion below.

Purchase Accounting

Estimation of value of identifiable assets (tangible and intangible assets), liabilities and goodwill as well as the depreciation period as a basis for pro forma adjustments are based on an external Purchase Price Allocation (PPA) provisional report prepared in accordance with IFRS 3 *Business Combinations*, relating to the acquisition of Camposol SA (Siboure Holdings Inc).

Depreciation is calculated on a linear basis over the estimated useful lives of the assets. As of 31 December 2007, the purchase price allocation has been determined provisionally pending availability of complete information. The final purchase price allocation may vary from those presented in the pro forma information.

The purchase price allocation conclude that around 90% of the net fair value should be allocated to tangible assets, net working capital and intangible assets, the latter mainly being customer relationships. Land, property, plant and larger equipment, are valued based on independent appraisals. Values of biological assets are consistent with valuation methods used to comply with IAS41 Agriculture which requires fair value accounting. Average useful lives of customer relationships are estimated to be 7 years.

The 10% residual value is classified as goodwill amounting to approximately USD 17,2 millions. In accordance with IFRS goodwill is not amortized. However, fair value of goodwill is to be tested annually for impairment.

The cost of the business combination amounted to USD 170,734,959. The result of the PPA analyses shows the following numbers:

USD1,000	Fair value	Booked value	Surplus value	Useful life in years	Increase in pro forma deprec-iation
Property, Plant & Equipment	52 558	38 109	14 449	5 to 33	1 151
Land	33 454	11 930	21 524	Indefinite	
Investments in associated companies	353	353	-		
Customer relationship	9 566	-	9 566	2 to 20	878
Software	1 428	1 428	-		
Inventories	28 538	27 786	752		
Goodwill (including workforce)	16 279	-	16 279	n/a	
Biological assets	69 704	69 704	-		
Current assets	46 434	46 434	-		
	258 314	195 744	62 570		
Borrowings	(39 570)	(39 570)	-		
Liabilities	(35 977)	(33 221)	(2 756)		
Deferred taxes	(10 768)	(3 910)	(6 858)		
Contingent liabilities	(1 265)		(1 265)		
	170 734	119 043	51 691		2 029

Independent Assurance Report on Pro Forma Financial Information

To the Board of Directors of Camposol Holding PLC

In accordance with EU Regulation No 809/2004 as included in the Norwegian Securities Trading Act section 7-13, we report on the compilation of the unaudited pro forma financial information ("Pro Forma Financial Information") of Camposol Holding PLC ("the Company") consisting of the unaudited pro forma income statement of the Company for the year ended 31 December 2007 and the accompanying description and notes to the unaudited Pro Forma Financial Information, which is set out in section 18 of the Company's prospectus dated 14 May 2008 (the "Prospectus").

The Pro Forma Financial Information has been compiled on the basis described in section 18 of the Prospectus for illustrative purposes only, to provide information about how the acquisition of Camposol S.A. at the beginning of 2007 and the acquisition of Camposol AS at its inception date of 25 September 2007 might have affected the pro forma consolidated income statement of the Company for the year ended 31 December 2007. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual results.

Board of Directors' and Management's responsibility
It is the Board of Directors' and management's responsibility to compile the Pro Forma Financial Information in accordance with the requirements of EU Regulation No 809/2004 as included in the Norwegian Securities Trading Act.

Reporting responsibility
It is our responsibility to form an opinion, as required by Annex II item 7 of EU Regulation No 809/2004, as to the proper compilation of the Pro Forma Financial Information. The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to conform the accounting policies of Camposol SA to the accounting policies of the Company, or the assumptions summarized in sections 18.3 and 18.7 of the prospectus. We are not responsible for updating any reports or opinions previously issued by us for any events that occurred subsequent to the date of our report on the historical financial information used in the compilation of the Pro Forma Financial Information.

Work performed
We conducted our work in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other than Audits or Reviews of Historical Financial Information." We planned and performed our work to obtain reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in section 18.5 of the Prospectus, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with management of the Company.

ERNST & YOUNG

Opinion
In our opinion, in all material respects:

a) The Pro Forma Financial Information has been properly compiled on the basis stated in section 18 of Prospectus; and
b) That basis is consistent with the accounting policies of the Company.

This report is issued for the sole purpose of the listing and admission of shares on Oslo Axess, as set out in the Prospectus approved by Oslo Børs (Oslo Stock Exchange). Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the listing and admission of shares described above. Our work is not carried out in accordance with auditing, assurance or other standards and practices generally accepted in the United States and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. No shares or securities are be offered or sold pursuant to this Prospectus. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any type of transaction, including the sale of securities, other than the being relied upon for the purpose as set out in the Prospectus approved by Oslo Børs.

Ernst + Young Cyprus Ltd

Ernst & Young Cyprus Ltd.
Nicosia
14 May 2008

APPENDIX 6:

Registrar agreement between Camposol Holding Plc and DnB NOR Bank ASA

REGISTRAR AGREEMENT

RELATED TO REGISTRATION IN
THE NORWEGIAN CENTRAL SECURITIES DEPOSITORY

BETWEEN

Camposol Holding Plc

AND

DnB NOR Bank ASA
Registrars Department

This Agreement is entered into this 13 day of March 2008 by and between:

Camposol Holding Plc, a company under the laws of Cyprus with registered address Arch.Kyprianou & Ag. Andreou, LOUKAIDES COURT, 2nd floor, P.C.3036, Limassol, Cyprus (hereinafter the "Company")

and

DnB NOR Bank ASA, as represented by the Registrar's Department ("Verdipapirservice"), a company under the laws of the Kingdom of Norway with address 0021 Oslo, Norway (hereinafter the "Registrar").

WHEREAS the Company is existing and operating under the laws of Cyprus;

WHEREAS all the VPS Shares of the Company are registered in the Norwegian Central Securities Depository ("Verdipapirsentralen" - hereinafter referred to as "VPS");

WHEREAS the Company's main Register of shareholders will be kept with Fidelico Corporate Services, with address G. Pavlides Court 5th Floor, 2 Corner Arch. Kyprianou & Ayiou street, 3036 Limassol, Cyprus;

WHEREAS the Registrar is willing to act as registrar on behalf of the Company in all matters relating to the VPS and thereby as the connecting link between the VPS, the Company's Shareholder Register and the Company under the name of DnB NOR Bank ASA, Registrar Dept., 0021 Oslo, Norway, in the Company's Shareholders Register on behalf of the VPS-Shareholders who from time to time are registered in the VPS Register as owners of VPS Shares for the purposes of this Agreement. Provided always that, the Registrar shall be and appear as the registered shareholder of the Shares in the Company's Shareholder Register and in the records of the Registrar of Companies of the Republic of Cyprus, who will recognise only the registered shareholder as the legal owner of the Shares. And provided further that no notice of any trust (in relation to the VPS-Shareholder) shall be entered on the Company´s Shareholder Register or be receivable by the Registrar of Companies of the Republic of Cyprus in compliance with the Companies Law, Cap.113 (as amended) of the Statute Laws of Cyprus.;

WHEREAS the Company is applying for listing of the VPS Shares at Oslo Axess;

NOW, THEREFORE, the parties have entered into the following:

1. DEFINITIONS

VPS	The Norwegian Central Securities Depository ("Verdipapirsentralen"), a Norwegian computerised, book-entry based system, in which ownership and transactions related to securities are recorded.
The VPS Register	The register of Shareholders maintained in the VPS.
Shareholder	Person or legal entity registered in the VPS Register as owner of a share or shares of the Company.

Shares	The shares of the Company as issued from time to time by the Company and registered in its shareholder register
VPS Shares	The VPS registered interest of the VPS Shareholders in the Share, each VPS Share representing beneficial ownership of one Share.
Security	Any share, debenture, security or other right, asset or benefit (other than cash dividend).

2. UNDERTAKINGS BY THE REGISTRAR

2.1 The Registrar undertakes to hold on behalf of the VPS-Shareholders, all of the issued Shares in the Company (to the extent VPS Shares have not been exchanged into Shares in accordance with clause 8.2) and to provide for the registration in the VPS Register of each VPS-Shareholder's its VPS Shares, representing the VPS-Shareholder's beneficial ownership in an equal number of Shares in the Company in which that VPS-Shareholder has acquired a beneficial ownership.

If any Securities are issued, transferred or otherwise accrue to the Registrar under this Agreement, including, but not limited to, as a result of any change in nominal or par value, or any split-up, cancellation, consolidation or reclassification, of the Shares, or any recapitalization, reorganization, merger, consolidation or sale of assets affecting the Company or to which the Company is a party, the Registrar undertakes and will ensure that the legal or registered title to such Securities is held by it solely on behalf of and for the benefit of each VPS-Shareholder pro rata to the number of VPS Shares in which that VPS-Shareholder is recorded in the VPS Register as having an ownership.

At the request of the Company, the Registrar will, to the extent legally permitted and practically and reasonably possible within the VPS system, distribute such Securities to each VPS-Shareholder pro rata to the number of VPS Shares in which each VPS-Shareholder is recorded in the VPS Register as having an ownership, as in the case of the distribution of a non-cash asset, in accordance with Clause 2.5.

The Company shall issue all its Shares to the Registrar who shall hold legal title to the Shares on behalf of and for the benefit of the VPS-Shareholders (except for the Shares that will be held by the original shareholders registered in the Company register on Cyprus).

2.2 The **Registrar** undertakes to keep records of the VPS Register with regard to the following:

(a) the name and address of each VPS-Shareholder;

(b) the number of VPS Shares held by each VPS-Shareholder;

(c) the date each VPS-Shareholder was registered in the VPS Register as aVPS-Shareholder;

(d) the date any person ceased to be a Shareholder; and

(e) any other information which Norwegian law, rules or regulations from time to time prescribes that the VPS Register shall include.

Information concerning (c) and (d) above will be retained for 10 years following the date referred to in (d). Additional information might be retained in order to comply with any applicable Norwegian legislation in force from time to time.

2.3 The **Registrar** undertakes to distribute all dividends or other cash amounts declared and paid by the Company in accordance with the VPS system for payment of dividends. Any dividends to be paid through the VPS must be available in a bank account held with the Registrar a minimum of two banking days prior to date of payment to the VPS-Shareholders. To VPS-Shareholders who maintain a Norwegian address and/or have supplied the VPS with details of their Norwegian kroner account such dividend will be paid in Norwegian kroner. VPS-Shareholders registered in the VPS Register whose address is outside Norway and who have not supplied the VPS with details of any Norwegian kroner account, will receive dividends by cheque in their local currency. If it is not practical in the Registrar's sole opinion to issue a cheque in a local currency, a cheque will be issued in U.S dollars. The issuing and mailing of cheques will be executed in accordance with the standard procedures of DnB NOR Bank ASA, Foreign Payments Department. The exchange rate(s) that is applied will be DnB NOR Bank ASA's exchange rate on the date of issuance.

2.4 Whenever the Company calls for a general meeting of shareholders, the Registrar agrees not to attend or vote at such meeting other than in accordance with proxies from VPS-Shareholders registered in the VPS.-If requested to do so by a VPS-Shareholder, the Registrar agrees to issue in favour of the VPS-Shareholder (or any person nominated by the VPS-Shareholder) an instrument of proxy to allow the VPS-Shareholder to attend and vote at a general meeting of the Company as if he was a direct shareholder in the Company in respect of the number of VPS Shares of which he is registered in the VPS Register as the owner.

2.5 In the event of any change or alteration of the share capital of the Company all necessary amendments must be made in the VPS system. For the purpose of this clause, any instructions from the Company shall be accompanied by relevant documentation specifying the new share capital of the Company or any other alterations hereto.

In addition to the undertakings stated above, the Registrar can, subject to a separate agreement between the Company and the Registrar, provide advice and technical assistance in connection with:

- Sending the Shareholders of the Company at their registered addresses any notice, report, accounts, financial statements, circular or other similar document (each a "Document") relating to the affairs of the Company.
- Preparing, organising and assisting the Company when a Shareholder meeting and/or an annual or extraordinary general meeting of the Company is called for.
- Issues with and without pre-emptive rights for former/existing Shareholders.
- Issues directed towards employees, and/or special groups, both in Norway and abroad.
- Bonus issues, with and without payment for excess holdings of shares.
- Write-downs of the nominal value of the Company's share capital.
- Share splits.
- Merger(s) and/or demerger(s).
- Sales of shares to employees or purchases of shares in the market.
- Subscriptions of convertible bonds, with or without pre-emptive rights for the Company's existing/former Shareholders, which may be converted to shares at a future date.

- Acquisitions.
- Special assignments.

2.6 The Registrar undertakes, to the extent that it is within the Registrar's reasonable powers and to the extent compatible with Cyprus Law, at the cost of the Company, to confer upon all VPS-Shareholders the rights and obligations to which the VPS-Shareholders would be entitled if they were direct shareholders of the Company.

2.7 The Registrar undertakes to provide services to the Oslo Stock Exchange, investment firms, the Board of Directors and the management of the Company and the VPS-Shareholders in matters related to this Agreement and the VPS.

2.8 However, notwithstanding the above, the Registrar does not undertake any obligation to render any tax reporting services to any tax authorities or to collect any tax on behalf of any tax authorities.

2.9 The Registrar undertakes to hold any shares registered in its name for the Shareholders only.

2.10 The Registrar may decline to perform any actions or duties in this Agreement in the event the Company becomes unable to pay its dept, or this Agreement has been cancelled.

3. UNDERTAKINGS BY THE COMPANY

The **Company** undertakes to:

a) Inform the Registrar of any decision made by the Company that is relevant for the continued registration of the Company and its VPS-Shareholders in the VPS Register and other relevant information, in order to enable the Registrar to comply with this Agreement.

b) Inform the Registrar of all details of any proposed dividend by the Managing Board of Directors of the Company and all other details connected thereto before the General Meeting of the Company announces the proposed dividend in order to enable the Registrar to comply with this Agreement. VPS needs this information in order to process dividend payments.

c) Pay to the Shareholders of the Company any dividend declared by the Company to a bank account held with the Registrar in accordance with the VPS system for payment of dividends, see clause 2.2.

d) Provide the Registrar with a copy of its Articles of Incorporation, Articles of Registration, and Articles of Association, or any similar documents, and immediately inform the Registrar of any amendment to such articles, and provide the view of the Company regarding if such changes is relevant for the registration with the Registrar.

4. INFORMATION FROM THE VPS REGISTER

4.1 Each year the Registrar shall produce and send to the Company an updated list of the VPS-Shareholders registered in the VPS Register as at year's end.

4.2 At the request of the Company, the Registrar shall order from VPS and send to the Company a printout or printouts of the Company's VPS-Shareholders' register, address labels or statistics from the VPS.

4.3 If anyone other than the Company requests address labels for the VPS-Shareholders from the VPS, the Registrar shall request permission from the Company prior to releasing such address labels.

4.4 If investment firms, financial newspapers or other persons request a transcript of the Company's 20 largest VPS-Shareholders, the Registrar is authorised by the Company to release such transcripts to the requesting party.

4.5 Any statistics of the VPS-Shareholders of the Company may be released to any requesting party subject to a separate agreement between the Company and the Registrar, or the Company's general consent to release such statistics.

4.6 If the shares of the Company are registered in more than one share register, a portion of shares equal to the number of shares registered in the VPS Register are registered in the Companies main register in the name of the Registrar or its custodian bank. If claimed by a Shareholder registered in VPS Register, the Registrar may submit an application to the Board of Directors and request transfer of shares from the account of the Registrar in the Company's main register to a new account in the name of the Shareholder in question, corresponding to all shares registered on that shareholder in VPS Register. Consequently the change in registration in the main register will be reflected in the VPS Register. The Board of Directors should not unreasonably withhold the reply to such an application. Such an application from the Registrar is including, but not limited to, proceedings in connection with a take-over of the Company.

5. OWNERSHIP RESTRICTIONS

5.1 The Registrar may not reject, stop or reverse any transfer of shares in the VPS system. The Registrar may, upon request from the Company, provide information on the combined number of shares held by investors sorted by their citizenships, as reported to the VPS system by VPS securities account administrators. Such information will enable the Company to estimate whether it, in accordance with its Articles of Association, should contact any investor in order for the investor to reverse transfer of shares for reason such transfer of shares having violated any Company Articles of Association, as applicable.

5.2 The Registrar may, upon request from the Company, enter a restriction legend into the VPS system. Investors will upon purchase of Company shares receive a written holding statement via the VPS system on which the restriction legend will be stated, thus notifying investors that the Company may demand the investor to reverse the Company shares purchase if having violated any Company Articles of Association, as applicable.

6. PAYMENTS

6.1 The Company agrees to pay the Registrar for the latter's services at the Registrar's standard rates as they apply from time to time, which may include reasonable internal and external fees, costs and expenses including internal and external legal fees. The Registrar shall send monthly invoices to the Company detailing the fees, costs and expenses payable including out-of-pocket expenses and costs incurred by the Registrar. In addition, the Company shall pay all expenses (including internal and external legal fees) incurred by Registrar in its capacity as Registrar.

6.2 The Company agrees to pay the account operator fee in advance in 3 instalments per year to the Registrar The total amount of the account operator fee for the previous year will be calculated by the VPS and charged to the Company by the Registrar during the first quarter the following year.

6.3 Fees, costs and expenses shall be paid by the Company on a monthly basis upon receipt of an invoice produced by the Registrar. Each invoice will state each of the VPS costs incurred by the Registrar, and state each of the fees, costs and expenses of the Registrar the preceding month. Payment of such invoices is to be settled by the Company within the time limit stated on such invoices.

7. CONFIDENTIALITY

Any information regarding the Company or otherwise relating to its affairs, which may be obtained by the Registrar in connection with the performance of its duties as Registrar in accordance with this Agreement, will be treated as private and confidential and will not be disclosed to any third person unless required by applicable law.

8. LIABILITY

8.1 VPS' liability

In accordance with article 9-1 of the Norwegian Act Concerning the Registration of Financial Instruments ("The Securities Registry Act") (Office translation):

> "The Central Securities Depository is liable for financial loss inflicted on anyone as a result of errors that occur in connection with securities registration operations. This does not apply in the event that the Depository proves that the error is due to circumstances outside the Depository's control, the consequences of which the Depository could not reasonably be expected to avoid or surmount.
>
> The Securities Depository is liable for other financial losses in the event that such loss is due to negligence on the part of the Depository or another entity for which the Depository is answerable.
>
> The liability for damages as specified in the first sub-article above only applies to direct losses and such liability is in any event limited to a maximum of NOK 500 million for any individual error".

As regards liability for other losses, in its business terms and conditions VPS has confined this to only apply to direct losses ensuing from events within VPS' control and limited to a maximum of NOK 2.5 million per wrongful act or omission. In addition, VPS operates with a deductible of NOK 10,000 per damage event.

The Company may have the Registrar, as Registrar for the Company, present any claims the Company has against VPS, but the Registrar cannot under any circumstances be held liable for errors committed by VPS or losses incurred as a result of VPS' conduct.

In the event that the Registrar does not receive full settlement from VPS due to the deductible, the Registrar may demand payment of the corresponding amount from the Company.

8.2 Liability of the parties

Each party is liable for any direct losses suffered by the other party as a result of breach of contract by the first party. The parties are not liable for indirect damage or indirect loss of any nature.

The Registrar cannot under any circumstances be held liable for any loss attributable to circumstances beyond the Registrar's control, including, but not limited to:

a) errors committed by others, including errors attributable to sub-suppliers, incorrect or incomplete information from VPS, the Company, VPS-Shareholders, VPS-Shareholders' registrars or investment firms, or
b) power failures, errors in or outages of electronic data processing systems, telecommunication networks etc., fire, water damage, strike, changes in legislation, orders or injunctions issued by the authorities or the suspension or cessation of monetary or securities settlements.

9. TAX LIABILITY

9.1 The Registrar does not undertake any liability for taxes or duties to any authorities, whether Norwegian or foreign, in its capacity acting as Registrar in accordance with this Agreement. Further, the Registrar does not undertake any obligation to render any tax reporting to any tax authorities, or to collect any tax on behalf of any tax authorities.

9.2 The Company will indemnify the Registrar of any claim for taxes or duties or other liability that may occur as a result of the Registrar either receiving, delivering or holding Company shares in connection with the Company being registered in the VPS or the Company's shares being so registered, or the Registrar issuing or cancelling Company shares in or out of the VPS system in accordance with Company instructions, or by the Registrar performing its duties in accordance with this Agreement.

10. THE RIGHTS OF THE VPS-SHAREHOLDERS

10.1 A VPS-Shareholder may at any time request that the Registrar arrange for that VPS-Shareholder to be registered in the Company's Shareholders Register (in place of the Registrar) as the legal owner of a number of Shares equal to the number of VPS Shares in the Company of which that VPS-Shareholder is recorded in the VPS Register, subject to compliance with any relevant provisions of Cyprus law and the Company's Articles of Association. Promptly upon receipt of such request, the Registrar shall, at the expense of that VPS-Shareholder sign all documents and do all such things as are reasonably necessary to have that VPS-Shareholder registered in the Company's Shareholders Register as the legal owner of such Shares. In order to enable the Registrar to terminate the VPS Shares, such VPS Shares must be transferred to a VPS account as determined by the Registrar. The VPS

Shares must be transferred to the Registrar prior to the Registrar taking any actions as described in this clause.

10.2 A shareholder registered directly as legal owner of Shares in the Company's Register of Members may at any time request that, at the expense of that shareholder, the Registrar arrange for that shareholder to be registered in the VPS-Register as owner of VPS Shares against the Registrar being registered in the Company' Shareholders Register as legal owner of that number of Shares. Promptly upon receipt of such request, the Registrar shall sign all documents and do all such things as are reasonably necessary to have that shareholder registered in the VPS- Register as the owner of such VPS Shares. In order to enable the Registrar to issue VPS Shares, the Shares must be transferred into the name of the Registrar, and the shareholder must directly or indirectly hold or open a VPS account in the VPS system, and advice such VPS account number to the Registrar.

10.3 The Registrar may, in its sole discretion, determine it may not comply with a request of a VPS Shareholder. In such event, the Registrar may demand that such VPS Shareholder deliver its VPS Shares to the Registrar in accordance with clause 10.1, in order for such VPS Shareholder to be entered into the Company's Shareholder Register on Cyprus as holder of Shares, enabling such investor to enforce its rights directly towards the Company.

11. TERMINATION OR CHANGE OF PROVISIONS OF AGREEMENT

11.1 This Agreement may be terminated by either party with a minimum of three months prior written notice.

11.2 Either of the parties may terminate this Agreement immediately on giving written notice to the other party in the event of the non-performance of payment obligations or any other material breach of the Agreement. The Registrar may terminate this Agreement immediately in the event that the Company becomes unable to pay its debts.

11.3 The provisions of this Agreement may be subject to change provided applicable law so require, or either of the parties to this Agreement enter into any agreement(s) that will affect either party or this Agreement.

10.4. Upon receipt or submittal of notice of termination of this Agreement the Company shall, without delay, appoint a new registrar in place of the Registrar, and advice the Registrar accordingly. The Company shall thereafter, forthwith and in writing, notify the VPS and each holder of VPS Shares of the name and address of the new registrar and the date on which the new registrar has been or will be entered in the Company's Shareholder Register owner of the Shares in place of the Registrar. The Registrar shall, immediately following the appointment of a new registrar, transfer all information concerning the VPS Shareholders to the new registrar. Such transfer shall be free of charge if the termination is a consequence of a material breach by the Registrar of its duties hereunder. Otherwise, only administrative costs shall be charged. Furthermore, the Registrar shall execute an instrument of transfer of the Shares in favour of the new registrar (who will be the new registered shareholder in the Company's Shareholder Register). The instrument of transfer shall be substantially in the form attached hereto as Annex 1.

12. GOVERNING LAW AND JURISDICTION

This Agreement shall be governed by and construed in accordance with the laws of the Kingdom of Norway. The Company and the Registrar submit to the exclusive jurisdiction of the Norwegian court with respect to any dispute arising out of or in connection with this Agreement, venue to be Oslo Municipal Court.

This Agreement is issued in two originals, one for each of the parties.

Oslo, 13 day of March 2008

Camposol Holding Plc	for DnB NOR Bank ASA
(sign)	(sign)
---	---
Christian Selmer	Kjetil Giil Berg

ANNEX 1

[…]

INSTRUMENT OF TRANSFER OF SHARE

We, **[…]** of [ ] […], in Norway, in consideration of [name of transferees] of [address of transferees] (hereinafter called the "Transferees") entering into an agreement with **[…]** (hereinafter called the "Company") relating, inter alia, to the maintenance and operation by the Transferees of a branch of the Company's shareholder register in the Norwegian Central Securities Depository, do hereby transfer to the Transferees …… (……..) shares of a nominal value of US$..... in the undertaking called **[…]** to hold unto the Transferees subject to the several conditions on which we held the same immediately before the execution hereof; and we, the Transferees, do hereby agree to accept and take the said share subject to the conditions aforesaid.

IN WITNESS whereof **[…]** have duly executed this Instrument of Transfer this ..... day of ..... Two thousand and …..

For and on behalf of
[…]

……
Name:
Title:

Witness to the above signature:

(Signature).....……..
(Name in full).....……
(Description).....……
(Address).....……..

IN WITNESS whereof [*name of transferees*] have duly executed this Instrument of Transfer this ….. day of …….. Two thousand and …….

For and on behalf of
[*name of transferees*]

……

Name:
Title:

Witness to the above signature:

(Signature).....……..
(Name in full).....……..
(Description).....……
(Address).....……..

APPENDIX 7:
Articles of Association for Camposol Holding Plc

THE COMPANIES LAW CHAPTER 113
OF THE LAWS OF THE REPUBLIC OF CYPRUS

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

CAMPOSOL HOLDING PLC

THESE ARTICLES WERE ADOPTED BY THE COMPANY BY SPECIAL RESOLUTION PASSED ON

08/11/2007

INTERPRETATION

1 Unless the context otherwise requires:

'Appropriate Charge'	means a reasonable charge as the Board of Directors may determine;
'Appropriate Interest'	means an interest per annum at the rate of 5% or such other rate as the Board of Directors thinks fit;
'Articles'	means these articles of association as altered or replaced from time to time in accordance with section 12 of the Law being the regulations for the management of the Company under sections 8, 10 and 11 of the Law;
'Auditors'	means the auditors of the Company;
'Board of Directors' or 'Board'	means all the Directors or a quorum of them, assembled at any place in accordance with the Articles;
'Board Meeting'	means a meeting of Directors and the expression 'Board Meetings' shall be construed accordingly;
'Chairperson BD'	means the person presiding the Board of Directors;
'Chairperson GM'	means the person presiding a General Meeting;
'Committee'	has the meaning given in Regulation 79 and the word 'Committees' shall be construed accordingly;
'Committee Meeting'	means a meeting of Directors who constitute a Committee and the expression 'Committee Meetings' shall be construed accordingly;
'Company'	means this company (registration number H.E. 203524;
'Corporation'	includes any company or other body corporate with or without limited liability incorporated in any part of the world;
'Cyprus'	means the Republic of Cyprus;
'Days'	means the days comprised in a period excluding the day on which the notice is send and the day on which the notice is deemed given;
'Debenture'	means in relation to the Company, a debenture as defined by section 2 of the Law, and the word 'Debentures' shall be construed accordingly;
'Director'	means director (as defined by section 2 of the Law) of the Company and the word 'Directors' shall be construed accordingly;

'Extraordinary Resolution'	means in relation to the Company, an extraordinary resolution as defined by section 135 of the Law;
'General Meeting'	means a general meeting (whether ordinary or extraordinary) of the Members holding Shares conferring the right to their Holders who are present to vote on the matters put to vote and which meeting is duly convened and held in accordance with the Law and the Articles and the expression 'General Meetings' shall be construed accordingly;
'Holder'	means in relation to one or more issued Shares, the Person registered in the Register as the holder thereof, and the word 'Holders' shall be construed accordingly;
'Joint Holder'	means in relation to one or more issued Shares, a Member who jointly holds the same with another Member or Members and the expression 'Joint Holders' means together each such Joint Holder;
'Law'	means the Companies Law, Chapter 113 of the laws of Cyprus;
'Member'	means a member (as defined by section 27 of the Law) of the Company and the word 'Members' shall be construed accordingly;
'Office'	means the registered office of the Company pursuant to section 102 of the Law;
'Person'	includes an individual, a firm, a partnership, a Corporation or other person or entity (whether or not incorporated) and the word 'Persons' shall be construed accordingly;
'Proxy'	means a Member's representative (proxy) duly appointed and authorised pursuant to the Articles and the word 'Proxies' shall be construed accordingly;
'Register'	means the register of Members required to be kept pursuant to section 105 of the Law;
'Registrar'	means DnB NOR Bank ASA acting through its Registrar's Department ("Verdipapirservice");
'Seal'	means the common seal of the Company pursuant to section 15 of the Law;
'Secretary'	means the secretary of the Company pursuant to section 171 of the Law and any other Person appointed by the Board of Directors to perform any of the duties of the secretary, including a joint secretary, temporary secretary or assistant secretary;
'Share'	means any share or share of any class in the share capital of the Company and the word 'Shares' shall be construed accordingly;
'Share Rights'	means any rights or restrictions attached to issued Shares of any class or otherwise the respective rights or restrictions of any Member pursuant to the Shares of any class he holds;
'Share Warrant'	means a share warrant to bearer as defined by section 81(2) of the Law;
'Simple Vote'	means vote at a General Meeting which is held on a show of hands;
'Special Resolution'	means in relation to the Company, a special resolution as defined by section 135 of the Law, and the expression 'Special Resolutions' shall be construed accordingly;
'Special Vote'	means vote at a General Meeting which is held on poll;
'Takeover Bids Law'	means Law 41 (I) / 2007 of the laws of Cyprus as amended from time to time.
'Unissued Shares'	means shares in the registered but not issued share capital of the Company;

'VPS'	means The Norwegian Central Securities Depository ("Verdipapirsentralen"); and
'written' or 'in writing'	means in relation to any notice, notification or transmission, written or produced by any method of representing words in legible and permanent form including photocopy, printing or facsimile or other visual representation excluding electronic mail.

2 Unless the context otherwise requires, the Articles shall be read, interpreted and applied in accordance with the following principles of interpretation:

(a) references to numbered Regulations relate to the numbered regulations of the Articles and references in the Regulations to numbered Paragraphs relate to the numbered paragraphs of the relevant Regulations;

(b) references to a statute or statutory provision include references to that statute or statutory provision as amended or replaced from time to time;

(c) words and expressions importing the singular include the plural and vice-versa;

(d) words and expressions importing any gender include every gender;

(e) words and expressions defined in the Law shall (unless defined otherwise in the Articles) bear the same meaning in the Articles; and

(f) for the purposes of the Articles, a member of the board of directors or otherwise governing or management body of, or a duly authorised representative of, a Corporation which Corporation is a Member shall be deemed to be the Member he represents.

SHARE CAPITAL

2A Without prejudice to the Share Rights and otherwise the rights conferred upon the Holders pursuant to the Articles, the Shares they hold and the Law, to the extend permitted by law, the Shares may be issued in an uncertificated form thereby becoming Uncertificated Securities for the purposes of applicable regulations (if any) of any stock exchange to which the Shares are listed and in relation to such Uncertificated Securities:

(a) no Member and no Person becoming entitled to Shares shall be entitled, and the Company shall not be bound, to issue any share certificate in respect of the Uncertificated Securities;

(b) any Person duly registered in the register kept with VPS as the holder of any Uncertificated Securities shall be conclusive evidence of proof of title to the Shares they represent for all purposes and such Person shall be treated as Member and the Holder in respect of such Shares for the purposes of the Articles and any applicable regulations; and

(c) the Articles must accordingly be read, interpreted and applied on the basis of this Regulation 2A ignoring that the Registrar is registered in the Register as the holder of Shares or that the Registrar holds Shares as nominee for any Person.

3 Subject to section 57 of the Law and to the Share Rights, any Unissued Shares may be issued with or have attach to them such rights and/or restrictions, as the General Meeting may by ordinary resolution determine as well as may be issued as redeemable preference Shares which are to be redeemed or are to be liable to be redeemed at the option of the Company and/or their Holders on such terms and in such manner and have attach to them such other rights and/or restrictions, as the General Meeting may by Special Resolution determine.

4 Unless otherwise directed by the General Meeting signified by ordinary resolution, any Unissued Shares proposed to be issued shall upon issue be at the disposal of the Board of Directors which shall be generally and unconditionally authorised to allot them to such Persons, on such terms (other than on discount) and in such manner as it thinks fit.

5 The Company may exercise the powers of paying commissions conferred by section 52 of the Law. Subject to section 52 of the Law such commissions may be satisfied by the payment of cash or by the allotment of fully or partly paid Shares or partly in one way and partly in the other.

6 Except as required by law, no Person shall be recognised by the Company as the legal and/or beneficial holder of Shares upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any Shares except an absolute right to the entirety thereof in their Holder.

ALTERATION OF SHARE CAPITAL

7 The Share Rights to the Shares of any class may be varied or abrogated with the consent in writing of a Holder, or Holders together, representing not less than 75% in nominal value of the issued Shares of the class or with the sanction of an Extraordinary Resolution passed at a General Meeting of the Holders of Shares of the class, but not otherwise. For avoidance of doubt, the Share Rights to the Shares of any class shall not, unless they otherwise expressly provide, be deemed to be varied or abrogated by the creation or issue of further Shares ranking *pari passu* with the Shares of that class.

8 The General Meeting may, subject to section 60 of the Law, by ordinary resolution:

(a) increase the registered share capital of the Company by new Shares of any amount;

(b) consolidate and divide all or any of the Company's share capital into Shares of larger amount than its existing Shares;

(c) sub-divide the Shares, or any of them, into Shares of smaller amount and the resolution may determine that, as between the Shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and

(d) cancel Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its registered share capital by the amount of the Shares so cancelled.

9 Whenever as a result of a consolidation of Shares any Members would become entitled to fractions of Shares, the Board of Directors may, on behalf of those Members, sell the Shares representing the fractions to any Person for the best price reasonably obtainable and distribute the net proceeds of sale in due proportion among those Members, and the Board may authorise some Person to execute an instrument of transfer of the Shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

10 Subject to the provisions of the Law (including sections 64, 57 (proviso (d)) and 55), the General Meeting may by Special Resolution in any manner reduce the issued share capital of the Company, any capital redemption reserve, and any share premium account, of the Company.

PURCHASE OF OWN SHARES

11 The Company may, to the extent permitted by, and subject to, sections 53 and 57A to 57E (inclusive) of the Law, purchase its own Shares (including any redeemable Shares) and make a payment in respect of the them otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.

SHARE CERTIFICATES

12 Every Person, upon becoming a Member and Holder of Shares, shall be entitled without payment to one certificate for all the Shares (and one for all the Shares of each class) held by him (and, upon transferring part of his holding of Shares, to a certificate for the balance of such holding) or several certificates each for one or more of his Shares upon payment for every certificate after the first an Appropriate Charge. Every certificate shall be sealed with the Seal and shall specify the number, class and distinguishing numbers (if any) of the Shares to which it relates and the amount or respective amounts the Shares are fully or partly paid up. The Company shall not be bound to issue more than one certificate for Shares held by Joint Holders and delivery of a certificate to one Joint Holder shall be a sufficient delivery to all of them in respect of those Shares.

13 Share certificates which are defaced, worn-out, lost or destroyed, may be reissued on such conditions and terms (if any) as the Board of Directors may determine.

LIEN

14 The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that Share. The Board of Directors may at any time declare one or more Shares to be wholly or in part exempt from this Regulation 14. The Company's lien on Shares shall extend to all distributions of dividends and other property attributable to them.

15 The Company may sell in such manner as the Board of Directors may determine any Shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is

not paid within 14 Days after notice has been given to the Holder of the Share or to the Person entitled to it in consequence of the death or bankruptcy of its Holder, demanding payment and stating that if the notice is not complied with the Shares may be sold.

16 To give effect to said sale by the Company, the Board of Directors may authorise some Person to execute an instrument of transfer of the Shares sold to the purchaser or another person nominated by the purchaser. The title of the transferee to the Shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

17 The net proceeds of said sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and the residue (if any) shall (upon surrender to the Company for cancellation of the certificate for the Shares sold and subject to a like lien for any moneys not presently payable as existed upon the Shares before the sale) be paid to the Person entitled to the Shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

18 Subject to the terms of allotment, the Board of Directors may make calls upon the Members in respect of any moneys unpaid on the Shares they hold (whether in respect of nominal value or premium) and each Member shall (subject to receiving at least 14 Days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his Shares. The Board may require the payment of a call by instalments. The Board may revoke a call in whole or in part before the Company receives any sum under it, and it may also postpone the payment of a call in whole or in part. The Persons upon whom calls are made shall remain liable for the calls made upon them notwithstanding the subsequent transfer of the Shares in respect to which the calls were made.

19 A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising the call was passed.

20 The Joint Holders shall be jointly and severally liable to pay all calls in respect of their Shares.

21 A call which remains unpaid after it has become due and payable is subject to the Appropriate Interest on the amount unpaid from the day it became due and payable until it is paid but the Board of Directors may waive payment of the interest wholly or in part.

22 An amount payable in respect of one or more Shares on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.

23 Subject to the terms of allotment, the Board of Directors may make arrangements on the issue of Shares for a difference between the Holders in the amounts and times of payment of calls on their respective Shares.

24 When a call remains unpaid after it has become due and payable the Board of Directors may give to the Person from whom it is due not less than 14 Days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall specify the place where payment is to be made and shall state that if the notice is not complied with the Shares in respect of which the call was made will be liable to be forfeited.

25 If the notice referred to in Regulation 24 is not complied with the Shares in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors and the forfeiture shall include all distributions of dividend and other property attributable to them and not distributed before the forfeiture.

26 Forfeited Shares may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board of Directors determines either to the Person who was before the forfeiture the Holder or to any other Person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Board thinks fit. Where for the purposes of disposal forfeited Shares are to be transferred to any one or more Persons the Board may authorise some Person to execute instruments of transfer of Shares to those Persons.

27 Persons whose Shares have been forfeited shall cease to be Members in respect of those Shares and shall surrender to the Company for cancellation the certificates for the Shares forfeited but shall respectively remain liable to the Company for all moneys which at the date of forfeiture were presently payable by them to the Company in respect of those Shares together with the payable Appropriate Interest from the date of forfeiture until payment but the Board of Directors may waive

payment wholly or in part or enforce payment without any allowance for the value of the Shares at the time of forfeiture or for any consideration received on their disposal.

28 A statutory declaration by a Director or the Secretary that Shares have been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all Persons claiming to be entitled to the Shares and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the Shares and the Person to whom the Shares are disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the Shares be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the Shares.

TRANSFER OF SHARES

29 The instrument of transfer of Shares may be in any usual form or in any other form which the Board of Directors may approve and shall be executed by or on behalf of the transferor and by or on behalf of the transferee.

30 The Board of Directors may refuse to register the transfer of any Shares (not being fully paid Shares) to a Person of whom they shall not approve and may also refuse to register the transfer of any Shares on which the Company has a lien.

31 The Board of Directors may decline to recognise any instrument of transfer or otherwise the transfer of any Shares unless:

(a) the instrument of transfer is lodged at the Office or delivered to the Board and is accompanied by the relevant certificate or by such other evidence as the Board may reasonably require; and

(b) (in the event that there are classes in the Company's share capital) the transfer concerns only one class of Shares.

32 The registration of transfers of Shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Board of Directors may determine.

33 Any transfer or purported transfer of Shares made otherwise than in accordance with the Articles shall be void and of no effect as against the Company and the Company and the Board of Directors shall refuse to register the transfer.

34 The Company shall be entitled to retain any instrument of transfer and charge an Appropriate Charge for the registration of any transfer relating to or affecting the title to any Shares. If the Board of Directors refuses to register a transfer of any Shares, it shall, within 2 months after the date on which the instrument transfer was lodged with, or delivered to, the Company, send to the transferee notice of the said refusal together with the relevant instrument of transfer.

34^{A} (1) If, at any time during which the Shares are listed on a recognised stock exchange or regulated market (the 'Stock Exchange'), a Person after complying with the law and Stock Exchange regulations relating to mandatory offers or voluntary offers (as these offers defined or referred to in the relevant law or regulations), as applicable, shall become the Holder of 90% (ninety per cent) or more of the issued Shares (the 'Majority Member') he shall, on the subject to the terms of this Regulation 34^{A}, and for a period of 90 days of becoming the Majority Member:

(a) be entitled by written notice to the Company to acquire from all the other Members (the 'Minority Members', each a 'Minority Member') all the Shares held by them and the Minority Members shall by such notice be bound to transfer the Shares held by them to the Majority Member; and

(b) be bound to acquire all (but not some only) of the Shares held by each Minority Member who by written notice to the Company desires to sell the Shares held by him to the Majority Member.

The notice referred to in either of sub-paragraphs a and b above (the 'Notice') shall not be revocable.

For the purposes of this Regulation 34^{A}, the Shares to be acquired and transferred pursuant to this Paragraph 1 shall be referred to collectively as 'Minority Shares' and individually as 'Minority Share' and the Minority Members who hold Minority Shares shall be referred to collectively as 'Selling Members' and individually as 'Selling Member'.

(2) The Notice shall as soon as practicable be circulated by the Company:

(a) first, to the Registrar and the Stock Exchange whereupon the register kept with VPS shall be closed and no registrations of any transfers may be effected otherwise than pursuant to this Regulation 34^A until this Regulation 34^A is complied with; and

(b) then, in the case of the Notice under sub-paragraph a of Paragraph 1, to all the Selling Members or, in the case of the Notice under sub-paragraph b of Paragraph 1, to the Majority Member,

(the 'Notification').

(3) The Notice shall constitute the Company the agent of each Selling Member empowered to transfer his Minority Shares to the Majority Member at the price and in the manner provided by this Regulation 34^A.

(4) The price per Minority Share shall, except where within 10 days of the Notification the Majority Member and a Selling Member otherwise agree in respect of his Selling Shares, be determined on the basis of the provisions for determining the purchase price per share under the mandatory offer regulations in which case the Company shall notify the relevant Selling Members accordingly within 7 days of such determination.

(5) The Majority Member shall give a guarantee for the payment of the payable price relating to the acquisition of the Selling Shares in the manner and terms (if any) provided under the mandatory offer regulations. The payment of the payable price shall be made within 7 day of being notified in writing by the Company and upon payment of such price into a bank account nominated by the Company and held in trust for the Selling Members for the purposes of this Regulation 34^A, each Selling Member shall be bound to transfer his Minority Shares to the Majority Member. If any Selling Member fails or refuses to transfer any of his Minority Shares the Company may authorise any Person (including a Director) to execute any necessary transfers and notify the Registrar to register the Majority Member as the holder of the Selling Shares accordingly.

34B Without prejudice to Regulation 34 A above, the provisions of the Takeover Bids Law shall apply to the Company. In case the Shares of the Company have been admitted to trading only on one regulated market in either any member state of the European Union (other than the regulated market of Cyprus), or in any member state of the European Economic Area, then (1) the competent authority to supervise the bid shall be that of the member state in which the Shares of the Company have been admitted to trading and matters relating to the consideration offered in the case of a bid, in particular the price, and matters relating to the bid procedure, in particular the notification of the Offeror's (as defined in the Takeover Bids Law) decision to make a bid, the contents of the offer document and the disclosure of the bid, shall be dealt with in accordance with the rules of the member state of the competent authority supervising the bid and (2) in matters relating to the information to be provided to the employees of the Company and in matters relating to company law, in particular the percentage of voting rights which confers control and any derogation from the obligation to launch a bid, as well as the conditions under which the board of the Company may undertake any action which might result in the frustration of the bid, the applicable rules (including, without limitation, the Takeover Bids Law) and the competent authority shall be those of the member state in which the Company has its registered office.

TRANSMISSION OF SHARES

35 If a Member dies the survivor or survivors where he was a Joint Holder, and the personal representatives of the Member where he was a sole Holder or the only survivor Joint Holder, shall be the only Persons recognised by the Company as having any title to the ownership to the Shares of the deceased; but nothing in the Articles shall release the estate of a deceased Member from any liability in respect of the Shares which are jointly held by him.

36 A Person becoming entitled to Shares in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as the Board of Directors may reasonably require, elect either to become the Holder of the Shares himself or to have some Person nominated by him to become such Holder. The Board shall, nevertheless have the right to decline or suspend the registration pursuant to the Articles.

37 If the Person entitled to Shares in consequence of the death or bankruptcy of a Member shall elect to be registered himself as the Holder of the Shares, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If such Person shall elect to have another Person

registered he shall execute in favour of that Person an instrument of transfer of the Shares. All the provisions of the Articles relating to the transfer of Shares shall be applicable to the said notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by the Member.

38 A Person becoming entitled to Shares in consequence of the death or bankruptcy of a Member shall be entitled to same dividends and other advantages to which he would be entitled if he were the Holder of those Shares, except that he shall not, before becoming their Holder be entitled in respect of them to exercise any right conferred on the Members in relation to general meetings.

PROVIDED THAT the Board of Directors may at any time give notice requiring such Person to elect either to be registered himself or to transfer the Shares and if the notice is not complied with within 90 Days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of those Shares until the requirements of the notice have been complied with.

GENERAL MEETINGS

39 All general meetings other than the annual general meetings shall be called extraordinary general meetings.

40 The Board of Directors may convene general meetings and extraordinary general meetings shall be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 126 of the Law but so that such requisitionists hold at least $^{1}/_{20}$ of the issued Shares. If at any time there are not within Cyprus sufficient Directors capable of acting to form a quorum, any Director or any 2 Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

41 An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 Days' notice. All other extraordinary general meetings shall be called by at least 14 Days' notice but any general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the Members having the right to attend and vote thereat; and

(b) in the case of an extraordinary general meeting by a majority in number of the Members having the right to attend and vote thereat and the said majority together holds not less than 95% in nominal value of the Shares conferring that right.

42 The notice of a general meeting shall specify the where and when the meeting shall take place and the general nature of the business to be transacted thereat and, in the case of an annual general meeting, it shall specify the meeting as such. The notice shall also include a declaration that a Member who is entitled to attend and vote he is also entitled to appoint one or more Proxies to attend and vote in his place and that such Proxy need not be a Member.

43 Subject to the provisions of the Articles and to the Share Rights, the notice shall be given to all the Members, the Persons entitled to Shares in consequence of the death or bankruptcy of a Member and to all the Directors and in the case of an annual general meeting, such notice shall be given to the Auditors as well.

44 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any Person entitled to receive the said notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

45 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with exception of: (a) declaring dividends, (b) the reports (i) on the financial statements; (ii) of the Directors; and (iii) of the Auditors in the place of those retiring; and (c) the appointment of, and fixing of the remuneration of, the Auditors.

46 No business shall be transacted at any general meeting unless a quorum is present. At least 3 Members present in person or by Proxy and together they represent at least 20% of all the issued Shares which confer on their Holders the right to vote upon the business to be transacted at the general meeting, shall be a quorum.

47 If a quorum is not present within half an hour from the time appointed for holding a general meeting, or if during a General Meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or otherwise as the Board of Directors may think fit. If at an adjourned general meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Members (or their Proxies) present, and entitled to vote, at the meeting shall be a quorum.

48 The Chairperson BD, if any, or in his absence some other Director, if any, appointed by the Board shall act as the Chairperson GM, but if neither the Chairperson BD nor the said Director shall be present, and willing to act, within 15 minutes from the time appointed for holding the meeting the Directors present shall elect one of their number to act as Chairperson GM at the meeting and, if there is only one Director present and he is willing to act, he shall act as Chairperson GM at the meeting.

49 If no Director present at a General Meeting is willing to act as Chairperson GM within 15 minutes from the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to act as Chairperson GM at the meeting.

50 A Director whether or not a Member is entitled to attend and speak at General Meetings.

51 The Chairperson GM may, with the consent of the General Meeting (and shall if so directed by the meeting), adjourn the meeting for another date and place, but no business shall be transacted at an adjourned meeting other than the business which would have been transacted at the General Meeting had the adjournment not taken place. When a General Meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given to all the Members entitled to vote thereat specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted thereat. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.

52 A matter put to the vote at a General Meeting shall be decided on a Simple Vote unless a Special Vote is duly demanded on, or before the declaration of the result of the Simple Vote. Notwithstanding section 131 of the Law, a Special Vote may be demanded:

(a) by the Chairperson GM; or

(b) by at least 3 Members present and having the right to vote at the General Meeting; or

(c) by any Director present at the meeting.

For avoidance of doubt, a demand for a Special Vote by a Proxy shall be deemed to be made by the Member he represents.

53 Unless a Special Vote is duly demanded a declaration by the Chairperson GM that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and it is recorded in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

54 The demand for Special Vote may, before it is commenced, be withdrawn but only with the consent of the Chairperson GM. A demand so withdrawn shall not invalidate the result of a Simple Vote declared before the demand for Special Vote was made.

55 Subject to the provisions of the Articles a Special Vote shall be taken as the Chairperson GM directs who may appoint scrutineers (who need not be Members) and determine where and when within the following 10 days the result of the vote shall be declared. The result of a Special Vote shall be deemed declared at the General Meeting at which the Special Vote was demanded.

56 In the case of an equality of votes, whether on a Simple Vote or a Special Vote, the Chairperson GM shall have a casting vote in addition to any other vote he may have as Member.

57 A Special Vote shall be taken immediately after it is duly demanded. If prior to the declaration of the result of a Simple Vote a Special Vote is demanded but duly withdrawn the General Meeting shall continue as if the demand was not made.

58 Subject to the Share Rights, the proceedings at separate general meetings of the Holders of any class Shares shall be held in accordance with the Regulations governing the proceedings of the general meetings of the Company so far as they are capable of applying but so that the necessary quorum shall be at least 2 Members or their Proxies together holding or representing at least 20% of the issued Shares which confer the right to vote upon the business to be transacted thereat.

58[A] A general meeting may consist of a conference between the Members some or all of whom are in different places provided that each Member who participates is able to hear each other participating Member addressing the relevant meeting and to address all of the other participating Members simultaneously, whether directly, by conference telephone or by any other means of, or equipment for, communications or by a combination of the said means or equipment. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of Members (or their Proxies) required to form a quorum under the Articles.

VOTES OF MEMBERS

59 Subject to the Share Rights, every Member having the right to attend and vote at a General Meeting shall have, whether he is present in person or by Proxy, on a Simple Vote one vote and on a Special Vote one vote for every Share of which he is the Holder and which confers on him the right to attend and vote at the meeting.

60 In the case of Joint Holders the vote of the most senior who tenders a vote, whether in person or by Proxy shall be accepted to the exclusion of the votes of the other Joint Holders; and seniority shall be determined by the order in which the names of the Joint Holders stand in the Register.

61 A Member in respect of whom an order has been made by any court (whether in Cyprus or elsewhere) in competent matters concerning mental disorder may vote, whether on a Simple Vote and on a Special Vote, by his receiver, *curator bonis* or other Person authorised and appointed for that purpose by the said court, and the receiver, *curator bonis* or the other Person may vote by Proxy. Evidence to the satisfaction of the Board of Directors of the authority of the Person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 24 hours before the time appointed for holding the General Meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

62 A Member may not vote either in person or by Proxy in respect of any Shares held by him unless all moneys presently payable to the Company in respect of those Shares have been paid.

63 No objection as to the qualification of any voter to vote at and/or attend a general meeting shall be raised except at the General Meeting at which the said voter shall be present and every vote which is not disallowed at the meeting shall be valid. Every objection made in due time shall be referred to the Chairperson GM whose decision shall be final and conclusive.

64 A Member may appoint one or more Proxies to attend and vote at the general meetings.

65 The appointment of every proxy shall be made in writing and be executed by or behalf of the Person appointing him. Every appointment shall be made either by a power of attorney certified notarially or by an instrument as near as the circumstances permit to the following:

(1) Where it is desired to confer discretion to the proxy:

'[__ PLC]

[I / We], [__] of [__] a member[s] of the above-named company, hereby appoint [__] of [__], or failing him, [__] of [__], as my[/our] proxy to vote in my[/our] name[s] and on my[/our] behalf at the annual[/extraordinary] general meeting of the said company to be held on the [__] day of [__], [20__], and at any adjournment of the meeting.

Signed on the [__] day of [__], [20__].'.

(2) Where it is desired not to confer discretion to the proxy:

'[__ PLC]

[I / We], [__] of [__] a member[s] of the above-named company, hereby appoint [__] of [__], or failing him, [__] of [__], as my[/our] proxy to vote in my[/our] name[s] and on my[/our] behalf at the annual[/extraordinary] general meeting of the said company to be held on the [__] day of [__], [20__], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for /*against

Resolution No. 2 *for /*against. ** Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on the [__] day of [__], [20__].'.

66 The appointment of a proxy and any authority under which the appointment is made in accordance with the provisions of the Articles or a copy of the authority certified notarially shall be delivered to the Chairperson GM of the General Meeting at which the Proxy shall attend or shall be deposited at the Office or delivered to the Secretary or the Board of Directors, 48 hours prior to the time appointed for holding the General Meeting at which the Proxy is to attend. Any appointment of proxy which is not delivered or deposited in the permitted manner aforesaid shall be invalid.

67 A vote given or Special Vote demanded by a person acting as Proxy shall be valid notwithstanding whether or not his appointment as Proxy has previously been terminated unless the Board of Directors or the Secretary is promptly notified in writing of the said termination prior to the said vote being tendered or to the said demand being made.

NUMBER OF DIRECTORS

68 The number of Directors shall not be subject to any maximum and their minimum number is 2 Directors.

ALTERNATE DIRECTORS

69 Any Director (other than an alternate director) may appoint any Person (including a Director) willing to act, as an alternate director and at any time remove him from the office.

70 An alternate director shall be entitled to receive notice (whether or not he is absent from Cyprus) of all Board Meetings and of all meetings of Committees of which the Director appointing him is a member, and to attend and vote at these meetings at which the Director appointing him is absent, and generally he may perform all the functions of the Director appointing him in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director.

71 An alternate director shall cease to hold the office if the Director appointing him ceases to be a Director; but, if the Director appointing him retires (pursuant to Regulation 81 or otherwise) but is reappointed or deemed to have been reappointed at the General Meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

72 The appointment or removal of an alternate director shall be made by notice addressed to the Board of Directors and the Company signed by the Director making or revoking the appointment and shall be delivered to the Board Meeting or deposited at the Office. An alternate director may resign at any time by written notice to the Company.

73 Save as otherwise provided in the Articles, an alternate director shall be deemed to be a Director and shall alone be responsible for his own acts, omissions and defaults and he shall not be deemed to be the agent of the Director appointing him.

POWERS OF DIRECTORS

74 No Director or alternate director nor any other Person shall have any authority (whether express or implied or ostensible) to bind the Company in any way nor to act on the Company's behalf nor to execute or sign any document or instrument on behalf of the Company unless either expressly authorised by resolution of the Board of Directors.

75 Subject to the provisions of the Law, the memorandum of association of the Company, the Articles and to any directions given by a General Meeting by ordinary resolution, the business of the Company shall be managed by the Board of Directors which may exercise all the powers of the Company. No alteration of the memorandum of association or the Articles and no direction shall invalidate any prior act of the Board or any Director which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Regulation 75 shall not be limited by any special power given to the Directors by the Articles and a Board Meeting at which a quorum is present may exercise all powers exercisable by the Board of Directors.

76 Any branch or nature of business for which an express or implied authorisation is given to the Company by its memorandum of association or by the Articles to be undertaken by the Company may be undertaken by the Board of Directors at any time or may remain by the Directors in abeyance, irrespective of whether such branch or nature of business has actually commenced or not.

77 The Board of Directors may exercise all the powers of the Company to borrow, raise money, give guarantee and to mortgage, charge and encumber the undertaking, property, assets (fixed and

current), rights, revenues and uncalled share capital, of the Company and to create or issue Debentures and other securities, whether as primary or collateral security for any debt, liability or obligation of the Company and/or any subsidiary or holding company of the Company or any other Person, and to issue notes, bonds and other promises and obligations of the Company, either for cash or as consideration for the acquisition of property other than cash.

78 The Board of Directors may, by power of attorney or otherwise, appoint any Person to be the attorney or agent of the Company for such purposes, on such terms and conditions and with such powers (not exceeding the powers vested in, or exercisable by, the Board under the Articles) as it determines, including the power that the said Person to delegate all or any part of the authority given to him.

DELEGATION OF DIRECTORS' POWERS

79 The Board of Directors may delegate any of its powers to any committee consisting of two or more Directors (the 'Committee'). The Board may also delegate to any managing Director or any Director holding any other executive office such of its powers as the Board shall determine. The said delegations may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered by it. Subject to the aforesaid conditions and terms, the proceedings of a Committee with two or more members shall be governed by the Regulations regulating to the proceedings of the Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

80 The General Meeting may by ordinary resolution appoint one or more Persons willing to act as directors of the Company to the office of Director either to fill a vacancy or as additional Directors (provided that the appointments will not cause an increase of the number of the Directors to a number exceeding the maximum number of Directors permitted under the Articles).

81 The Board of Directors may appoint one or more Persons willing to act as directors of the Company to the office of Director, either to fill a vacancy or as additional Directors (provided that the appointments will not cause an increase of the number of the Directors to a number exceeding the maximum number of Directors permitted under the Articles). Every Person appointed Director under this Regulation 81 shall hold office only until the next following annual General Meeting whereby he shall retire.

82 A Director who retires at an annual General Meeting pursuant to Regulation 81 may if willing to act, be reappointed by the meeting. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

83 Subject to section 178 of the Law and to the Articles, the General Meeting may by ordinary resolution remove any Director from office.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

84 The office of Director shall be vacated if the Person who holds it:

(a) becomes prohibited by law (including section 180 of the Law) from being a director or other officer of a company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes, or may be, of unsound mind; or

(d) resigns his office by written notice to the Company left at the Office; or

(e) is removed under Regulation 83.

REMUNERATION OF DIRECTORS

85 Every Director shall be entitled for his services as such or for services outside the scope of the ordinary duties of a company director, to such remuneration as the General Meeting may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

86 Every Director shall be entitled to be paid by the Company all reasonable travelling, hotel, and other expenses properly incurred by him in connection with the discharge of his duties and obligations as a Director as well as his attendance to meetings of the Directors and general meetings of the

Company including travelling expenses and accommodation (to hotels or elsewhere) and other expenses.

DIRECTORS' APPOINTMENTS AND INTERESTS

87 The Board of Directors may appoint one or more of the Directors to the office of managing Director or to any other executive office under the Company and may for this purpose cause the Company to enter into an agreement or arrangement with any Director for his employment or for the provision of any services to the Company outside the scope of the ordinary duties of a company director. Subject to Regulation 85, the said appointment, agreement or arrangement may be made upon such terms as the Board shall determine. The said appointment shall terminate (unless the terms of his appointment otherwise provide) when the Director so appointed shall ceases to be a Director.

88 Subject to section 191 of the Law, and provided that he has disclosed to the Board of Directors the nature and extent of his interest, a Director notwithstanding his office may:

(a) become a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and

(b) become a director or other officer of, or be employed by, or become a party to any transaction or arrangement with, or otherwise be interested in, any Corporation promoted by the Company or in which the Company is otherwise interested;

and accordingly shall not, by reason of his office, be accountable to the Company for any benefit which he may derive from any such office or employment or from any such transaction or arrangement or from any interest he may have in any such Corporation and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

89 For the purposes of Regulation 88:

(a) a general notice given to the Board of Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified Person or class of Persons is interested shall be deemed to be a disclosure that the Director has an interest in the said transaction or arrangement of the nature and extent so specified; and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

90 Deleted

PROCEEDINGS OF DIRECTORS

91 Subject to the provisions of the Articles, the Directors may regulate the proceedings of the Board of Directors as they think fit. A Director may, and the Secretary at the direction of a Director shall, call a Board Meeting. It shall be necessary to give notice of a Board Meeting to all the Directors whether or not they are absent from Cyprus. Every Director has one vote and questions arising at every Board Meeting shall be decided by a majority of votes of the Directors present at the meeting and entitled to vote. In the case of an equality of votes, the Chairperson BM shall have a casting vote. A Director who is also an alternate director shall, in addition to his own vote, be entitled, in the absence of the Director appointing him, to a separate vote on behalf of the Director appointing him.

92 A Director may, subject to disclosure being made in accordance with the Law and the Articles, vote as a Director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the required quorum when that resolution or matter is put before the Board of Directors.

93 The required quorum for the transaction of the business of the Directors shall be at least the majority in number of the Directors. A Person who holds office only as an alternate director shall, if the Directors appointing him is absent, be counted in the quorum.

94 The Directors who are present at a Board Meeting at which there is no quorum or the quorum ceases to be present may act only for the purpose of calling a General Meeting.

95 The Board of Directors may appoint one Director as the Chairperson BD and may at any time remove him from that office. The Chairperson BD shall preside at every Board Meeting at which he is present. If no Chairperson BD is appointed, or if the Chairperson BD is unwilling to preside or is not present within 15 minutes from the time appointed for holding the Board Meeting, the Board may appoint one Director to preside the meeting.

96 Deleted

97 A resolution in writing signed by all the Directors or in relation to a Committee by all its Directors, shall be as valid and effectual as if it is passed at a Board Meeting or (as the case may be) at a Committee Meeting duly convened, held and transacted; and it may consist of several documents in the like form each signed by one or more Directors (or their alternate directors); and, if a resolution is signed by a Director who is also appointed an alternate director, it need not be signed by the alternate director in that capacity.

98 A Board Meeting and a Committee Meeting may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able to hear each other participating Director addressing the relevant meeting and to address all of the other participating Directors simultaneously, whether directly, by conference telephone or by any other means of, or equipment for, communications or by a combination of the said means or equipment. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum under Regulation 91 or (as the case may be) Regulation 79. A Board Meeting or Committee Meeting held in this way shall be deemed to take place where the largest group of participating Directors is assembled or, if no group is readily identifiable, at the place from where the chairperson of the meeting shall partfcipate.

SECRETARY

99 Subject to sections 171 and 172 of the Law, the Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such terms as the Board shall determine; and any Secretary so appointed may at any time (without prejudice to any claim for damages he may have for breach of contract by the Company) be removed by the Board.

100 Any provision of the Law or the Articles requiring or authorising a thing to be done by, or to, a Director and the Secretary shall not be satisfied by its being done by, or to, the same Person acting both as Director and as, or in place of, the Secretary.

NOMINATION COMMITTEE

100^ The General Meeting may by ordinary resolution appoint three persons willing to act of whom one shall be a Director to be a nomination committee (the 'Nomination Committee'). The General Meeting may by ordinary resolution remove or replace the persons so appointed. The role of the Nomination Committee shall be to propose to the General Meeting (1) candidates to be elected as members of the Board of Directors, and (2) the remuneration for such members. The Nomination Committee has no other powers to act other than making such proposals to the General Meeting.

MINUTES

101 The Directors shall, in accordance with section 139 of the Law, cause minutes to be made in books kept for the purpose:

(a) of all appointments of officers made by the Directors; and

(b) of all resolutions and proceedings at General Meetings, Board Meetings and Committees Meetings, including the names of the Directors present at each such meeting and of the Members present at each meeting of the Company.

SEAL

102 The Seal shall only be used by the authority of the Board of Directors or of a Committee duly authorised by the Board. The Board may determine who shall sign the instrument or document to which the Seal is to be affixed and unless it determines otherwise it shall be signed by two Directors or by a Director and the Secretary.

103 The Company may exercise all the powers given by section 36 of the Law with regard to an official seal of the Company for use abroad, and such powers is vested in the Board of Directors.

DIVIDENDS

104 The General Meeting may by ordinary resolution declare dividends in accordance with the respective rights of the Members pursuant to the Shares they hold, but the distributions of dividends shall not exceed the amounts recommended by the Board of Directors.

105 Subject to the provisions of the Articles, the Board of Directors may distribute interim dividends if it appears to the Board that they are justified by the profits of the Company available for distribution. If the share capital of the Company is divided into different classes, the Board may distribute interim dividends on Shares which confer with regard to dividend deferred or non-preferred rights as well as on Shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividends are in arrears. The Board may also distribute at intervals settled by it any dividend payable at a fixed rate if it appears to the Board that the profits available for distribution justify its payment. Provided that the Board acts in good faith it shall not incur any liability to the Holders of Shares conferring preferred rights for any loss they may suffer by the lawful distribution of an interim dividend on Shares conferring deferred or non-preferred rights with regard to dividends.

106 Subject to the Share Rights, all dividends shall be declared and distributed according to the amounts paid up on the Shares on which the dividend is to be distributed. All dividends shall be apportioned and distributed proportionately to the amounts paid up on the Shares during any portion or portions of the period in respect of which the dividend is paid; but, if any Shares are issued on terms providing that they shall rank for dividend as from a particular date or to a particular extent, those Shares shall rank for dividend accordingly.

107 A General Meeting declaring a dividend may, upon the recommendation of the Board of Directors, direct that the dividend shall be paid wholly or partly by the distribution of the Company's assets and, where any difficulty arises in regard to the distribution, the Board may solve the difficulty and in particular may issue fractional certificates and fix the value for distribution of the assets and may determine that cash shall be paid to the Members upon the footing of the value so fixed in order to adjust the rights of Members and may vest any assets in trustees.

108 Any dividends or other moneys payable in respect of Shares may be paid by cheque sent by post in accordance with the Articles to the Person entitled or, if two or more Persons are the Holders of the said Shares or are jointly entitled to it by reason of the death or bankruptcy of Holder of the said Shares, to the Person whose name is first in the Register or to the Person who and at the address which the Persons entitled shall direct in writing. Every cheque shall be made payable to the order of the Person entitled or to such other Person as the Person entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any Joint Holder or other Person jointly entitled to Shares as aforesaid may give receipts for any dividend or other moneys payable in respect of the said Share.

109 No dividend or other moneys payable in respect of Shares shall bear interest against the Company unless otherwise provided by the Share Rights of the said Shares.

110 Any dividend which has remained unclaimed for 5 years from the date when it became due for payment shall, if the Board of Directors so resolves, be forfeited and cease to remain owing by the Company.

111 No dividend shall be paid otherwise than out of profits after tax.

ACCOUNTS AND AUDIT

112 No Member shall (as such) have any right of inspecting any accounting records or other books or documents or records (whether financial or not) of the Company (including the Company's registers) except as conferred by the Law (including section 140 of the Law) or authorised by the Board of Directors or by ordinary resolution of the General Meeting.

113 The Directors shall comply with, and shall procure compliance by the Company of, the provisions of the Law relating to the financial statements and accounts (including sections 141, 142, 143, 149, 151, 152 and 152A of the Law) in so far as such provisions apply or relate to the Company.

CAPITALISATION OF PROFITS

114 The Board of Directors may, with the consent of the General Meeting signified by ordinary resolution,:

(a) and subject to the provisions of the following Paragraphs and of sections 55(2) and 57(5) of the Law, capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the share premium account, or capital redemption reserve, of the Company;

(b) appropriate the sum resolved to be capitalised to the Members who would be entitled to it if it were distributed by way of dividend and in the same proportions apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any Shares held by them respectively, or in paying up in full unissued Shares or Debentures of a nominal amount equal to the said sum, and allot the Shares or Debentures credited as fully paid to those Members, or as the Board may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Regulation 114, only be applied in paying up unissued bonus Shares to be allotted to the said Members credited as fully paid;

(c) make such provision by the issue of fractional certificates and/or by payment in cash or otherwise as the Board determines in the case of Shares or Debentures becoming distributable under this Regulation 114 in fractions; and

(d) authorise any Person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any Shares or Debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all the Members concerned.

NOTICES

115 Any notice to be given to or by any Person pursuant to the Articles shall be in writing and given either personally or sent by prepaid post or electronic mail or facsimile to the postal or electronic address or fax number (respectively, according to the circumstances), of the addressee. In the case of Joint Holders all notices shall be given to the Joint Holder whose name stands first in the Register in respect of the joint Shares in which case it shall be sufficient notice to all the Joint Holders of those Shares.

116 A Member who is present either in person or by Proxy at any General Meeting shall be deemed to have duly received notice of the meeting and of the purposes for which it was called.

117 Every Person who becomes entitled to Shares shall be bound by any notice in respect of those Shares which, before his name is entered in the Register as their Holder, has been duly given to the Member from whom the said Person derives the title to the said Shares.

118 Any notice sent by facsimile, or electronic mail shall be deemed served 24 hours after despatched and any notice sent by prepaid post shall be deemed served 48 hours after posting. In proving the giving of a notice it shall be sufficient, in the case of posting, to prove that an envelope containing a notice was properly addressed, prepaid and posted, in the case of personally delivery that it was delivered or left at the address of the Person to which the notice is addressed and, in the case of a electronic mail or facsimile, that the electronic mail or fax containing the notice was duly despatched to the e-mail address or fax number of the Person to which the notice is addressed.

119 A notice may be given by the Company to the Persons entitled to Shares in consequence of the death or bankruptcy of a Member by sending or delivering the notice, in any manner authorised by the Articles, addressed to the said Persons by name, or by their capacity at the address (if any) supplied to the Company for that purpose by the said Persons. Until such an address is supplied to the Company, a notice may be given in the manner in which it may be given if the death or bankruptcy has not occurred.

WINDING UP

120 If the Company is wound up, the liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Law, divide among the Members either in kind or in cash the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the Members or their different classes. The liquidator may, with the sanction of an Extraordinary Resolution, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the Members as he with the like sanction determines, but no Member shall be compelled to accept any assets upon which there is a liability or other encumbrance.

INDEMNITY

121 Subject to section 197 of the Law, without prejudice to any indemnity to which a Director or former Director may otherwise be entitled, every Director and former Director and other officer, and former officer, of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings against him, whether civil or criminal, in

which judgment is given in his favour or in which he is acquitted or in connection with any application under section 383 of the Law in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affair of the Company.