CARIBBEAN FLAVOURS & FRAGRANCES LIMITED

2025 Annual Report

Caribbean Flavours and Fragrances Limited is the premier supplier of quality flavours and fragrances for beverage, baking, confectionery and ice cream manufacturers across the Caribbean.

Mission Statement

Caribbean Flavours and Fragrances Limited is dedicated to providing its customers with Flavours & Fragrances of the highest Quality and Functionality. We will maintain consistency in our batches through internal and external quality systems. We endeavour to ensure that our customers, employees and stakeholders are satisfied by our daily efforts to “TEASE THE SENSES”.

Our Vision

Through God’s guidance, to become a major company with world-class performance standards, demonstrating the highest levels of integrity in all business practices and interactions with customers, suppliers, employees, and the society at large.

Our Values

- Our Word is our bond.
- We go the Extra Mile for all our stakeholders with a spirit of Love.
- We are always Transparent.
- We work Together to achieve our goals.
- We accept Responsibility.
- We display the highest Ethical Standards at all times.
- We strive for Excellence in all that we do. We understand that actions speak louder than words.

Therefore, at Caribbean Flavours and Fragrances Limited:

- We inspire trust.
- We keep it simple.
- We are open and inclusive.
- We tell it like it is.
- We lead from the head and the heart.
- We discuss. We decide. We deliver.

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Chairman's Statement

The year 2025 tested resilience and affirmed resolve. Against a backdrop of uneven global recovery, tighter logistics, persistent cost pressures and the disruptive impact of Hurricane Melissa, clear strategic intent and disciplined execution delivered a profitable year for Caribbean Flavours and Fragrances Limited (CFF) with strengthened margins.

In 2025, the Board focused on three priorities:

1. **Export-led growth**
   CFF deepened its engagement in regional and international markets, notably Trinidad & Tobago, Guyana, Grenada, Suriname and the Eastern Caribbean. Early-stage wins and pilots, particularly in ingredients and specialty flavours, position the company for scalable growth beyond Jamaica for the future.

2. **Innovation and customer solutions**
   The technical team continued to work alongside customers to develop substitutes and enhancers in response to global shortages in juice concentrates and inputs. These initiatives are not tactical responses but reflect CFF's role as a solutions partner and not merely a supplier.

3. **Governance and financial resilience**
   The Company strengthened its liquidity position, actively managed investments for yield and the Board maintained prudent oversight through the Audit and Finance Committee. Our governance systems remained robust with no material compliance breaches experienced during the year.

Despite revenues tracking below budget in certain segments, CFF closed FY2025 with profitability ahead of fiscal year 2024. I am truly pleased to report the Company passed the billion dollar revenue milestone this year. This outcome reflects deliberate management choices: prioritizing margin quality over volume, reallocating capital to higher-yield activities and maintaining firm cost discipline even as inflationary pressures persisted.

Gross margins improved marginally year-on-year, driven by:

- Continued expansion of the mix of higher-margin resale goods
- Improved product mix management, and
- Active pricing and procurement discipline in the face of global supply disruptions.

Certain logistics constraints, particularly delays from key suppliers, continued to affect delivery timing. However, management mitigated exposure through buffer stock strategies and customer engagement without compromising product integrity or balance sheet strength.

Even as Hurricane Melissa disrupted operations, logistics and demand patterns late in the year, management responded decisively, securing facilities, supporting our staff and maintaining customer communications. The event imposed certain short-term costs and delays but it did not derail the Company's financial stability or strategic trajectory.

CFF will enter the new fiscal year with a strong balance sheet, diversified market and product portfolio, a deliberate diversified revenue pipeline and a management team focused on execution. The Board remains confident that the Company's strategy anchored as it is in innovation, disciplined growth and operational excellence will continue to deliver sustainable value for shareholders.

On behalf of the Board, I thank our management and staff for their commitment, our customers for their loyalty and trust and our shareholders for their continued confidence.

Howard Mitchell
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting of **CARIBBEAN FLAVOURS AND FRAGRANCES LIMITED** (the "Company") will be held at Terra Nova Hotel, 17 Waterloo Rd., Kingston 10 on Wednesday 23 September, 2026 a 1:00pm "in person" or via zoom, accessible from our website at www.caribbeanflavoursjm.com to consider and, if thought fit, to pass the following resolutions:

1. **Audited Accounts**

   Resolution No. 1 - Directors' Report, Auditors Reports and Audited Financial Statements for the year ended 31 December 2025

   "THAT the Audited Accounts for the year ended 31 December 2025 and the Reports of the Directors and Auditors, circulated with the Notice convening the General Meeting, be and are hereby received and adopted."

2. **Dividend**

   Resolution No. 2 – To ratify that the Ordinary dividend paid on 6 November 2025 as final for the year ended 31 December 31, 2025

   "THAT as recommended by the Directors, the interim dividend of $0.05¢ per stock as Ordinary Dividend, paid on 6 November 2025 be and are hereby ratified and declared as final and no further dividend be paid with respect to the year ended 31 December 2025."

3. **Election of Directors**

   Article 97 of the Company's Article of Incorporation provides that at every Annual General Meeting one-third of the Directors are subject to retirement for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The retiring directors shall be eligible for re-election. The Directors to retire by rotation pursuant to these Articles are Mr. Wilford "Billy" Heaven, Mr. Ian Kelly and Mr. Carlton Samuels, who all being eligible, offer themselves for re-election.

   Resolution No. 3

   "THAT Mr. Mr. Wilford "Billy" Heaven, retired by rotation, be and is hereby re-elected as a Director."

   "THAT Mr. Ian Kelly, retired by rotation, be and is hereby re-elected as a Director."

   "THAT Mr. Carlton Samuels, retired by rotation, be and is hereby re-elected as a Director."

4. **Directors' Remuneration**

   Resolution No. 4

   "THAT the Directors be and are hereby authorized to fix the remuneration of the Non-Executive Directors and that the amount shown in the Audited Accounts of the Company for the year ended 31 December 2025 as remuneration paid to the Directors for their services as Directors be and is hereby approved."

5. **Appointment of Auditors and their Remuneration**

   Resolution No. 5 – Appointment of Auditors and their Remuneration

   "THAT the Auditing firm of Baker Tilly Strachan Lafayette, Chartered Accountants of 14 Ruthven Road, Kingston 10, Jamaica, having signified their willingness to serve, continue in office as Auditors of the Company, until the conclusion of the next Annual General Meeting, at a remuneration to be agreed by the Directors."

BY ORDER OF THE BOARD

Ian Kelly
COMPANY SECRETARY
Dated 20 April 2026

NOTES:
1. A member eligible to attend and vote at a General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy, so appointed, need not be a member of the Company.
2. All members are entitled to attend and vote at the meeting.
3. Enclosed is a form of proxy which must be deposited with the Secretary, at the Registered Office of the Company or the Registrar, Jamaica Central Securities Depository ("JCSD"), 40 Harbour Street, Kingston, not less than forty-eight (48) hours before the time appointed for holding the meeting.

5 Year Statistical Highlights

Income Statement	2021 (J$ '000)	2022 (J$ '000)	2023 (J$ '000)	2024 (J$ '000)	2025 (J$ '000)
Revenues	673,714	772,229	900,805	884,681	1,002,031
Gross Profit	195,901	229,012	324,788	317,236	389,994
Total Operating Expenses	130,394	162,777	190,168	223,374	256,323
Profit before Taxation	88,498	70,730	155,804	109,378	145,169
Net Profit	79,575	61,698	132,819	83,876	113,725

Balance Sheet	2021	2022	2023	2024	2025
Average Total Assets	680,162	741,379	826,634	899,818	936,740
Average Working Capital	477,799	489,854	535,897	596,948	666,544
Total Assets less Current Liabilities	626,194	655,900	626,194	777,812	842,474

Important Ratios	2021	2022	2023	2024	2025
Gross Profit Margin	29.08%	29.66%	36.06%	35.86%	38.92%
EBITDA Margin	15.97%	12.20%	19.85%	14.68%	15.03%
Profit before Taxation Margin	13.14%	9.16%	17.30%	12.36%	14.49%
Current Ratio	5.89	5.88	4.59	5.90	6.64
Quick Ratio	4.02	4.11	3.89	5.09	4.66
Debt-to-Equity	0.38	0.34	0.37	0.31	0.28

Directors' Report

FINANCIAL PERFORMANCE & OPERATIONAL HIGHLIGHTS

Revenue	Gross Profit	Profit Before Tax
$1.002B	$389.994M	$145.169M
EPS	**Net Profit**	**Dividends Paid**
$0.13	$113.725M	$0.05/share

Principal Activities

Caribbean Flavours and Fragrances Limited is engaged in the manufacture, resale and distribution of flavours, fragrances, ingredients and related products serving local, regional and international markets.

For the financial year ended December 31, 2025, the Company recorded:

- Revenue growth increase year-on-year with billion dollar revenue target achieved
- Improved profitability compared with the prior year
- Stronger gross margins driven by product mix optimisation and pricing discipline
- Profit before tax exceeding the comparable 2024 period
- Net profit exceeding prior-year performance

Revenue performance reflected timing delays and supply chain constraints in certain segments. Our aspirations in the export markets did not all come to fruition but some expansion with growth was achieved. We have now expanded our customer base beyond the Caribbean region to the United Kingdom (UK) market, presaging more to come.

Administrative and general expenses increased year-on-year, primarily due to staffing cost, higher insurance, professional and compliance charges in line with our annual Safe Quality Foods Certification. The Board also considered and approved certain one-off operational costs aligned with certification and governance requirements necessary to support long-term operational integrity and growth.

The Company maintained a strong liquidity position, with adequate cash and short-term investments, inventory coverage sufficient for 3–4 months of operations and manageable receivables with days receivables outstanding maintained at acceptable levels. The Board remains satisfied that the Company's capital structure and working capital management are sound.

Governance and Committees

The Board operated through its established committees, including:

- Audit and Finance Committee
- Corporate Governance Committee
- Compensation Committee
- Strategic Development and Sciences Committee

Committee deliberations during FY2025 informed Board decisions throughout the year on matters of financial performance, strategic investment priorities, risk exposure, executive compensation and regulatory compliance. Compliance with the Data Protection Act 202 and regulations was examined and decisions made.

Through its Audit and Finance Committee, the Board maintained oversight of the risk management framework, the integrity of financial reporting, fitness of the internal controls and compliance with statutory obligations. Very keen eyes focused on risk exposure related to supply chain disruption, foreign exchange risks and credit. We are pleased to report no material weaknesses were identified during the year.

The Board adopted the recommendation for the Whistleblower Policy recommended by the Corporate Governance Committee.

Significant Events

Hurricane Melissa caused temporary operational disruptions and incremental costs late in the year. Our customers and the local market generally in southern and western regions were devastated by its impact. The Management responded promptly to safeguard staff, assets and customer relationships. While some market contraction occurred and manifested itself in the final months of the fiscal year, material impairment of the Company's financial position or long-term prospects were minimal.

The rollout of the plan for long-term energy independence and cost rationalisation based on renewables continued. The entire administrative area, warehouse and laboratories are all fully energized from solar energy. We are committed to continue the buildout in the coming fiscal year.

Outlook For FY2026

Macroeconomic uncertainty and climate-related risks persist. However, we believe the Company is well positioned to manage volatility and pursue disciplined growth, especially in regional markets. The strategy of fomenting innovation in collaborative engagement with customers will continue.

We anticipate that over the short term that there will be improved revenue conversion as projects in the pipeline mature. Export market expansion is expected to continue and the focus on margin quality and operational efficiency will continue unabated. We fully anticipate pipeline and new opportunities in the Eastern Caribbean markets will come to fruition early in the next fiscal year. And we will continue to upgrade the physical plant to ensure safety and continued compliance with Safe Quality Food (SQF) obligations.

Appreciation

The Directors express our deep appreciation to the management team and staff for their dedication to customers, to our partners for their continued fruitful engagement and to shareholders for their trust and support.

On behalf of the Board of Directors

Howard Mitchell
Chairman

Corporate Data

REGISTERED OFFICE

226 Spanish Town Road
Kingston 11, Jamaica
1 (876) 923-5111
1 (876) 923-8777
1 (876) 937-0356
info@cffjamaica.com
caribbeanflavoursjm.com

ATTORNEYS-AT-LAW

Alexander Williams & Co.
Unit 61A Seymore Park
2 Seymore Avenue
Kingston 6, Jamaica

AUDITORS

Baker Tilly
6 Collins Green Avenue
Kingston 5, Jamaica

INVESTMENTS

National Commercial Bank Jamaica Limited - Capital Market
32 Trafalgar Rod
Kingston 10, Jamaica

Jamaica Money Market Brokers Limited
Shop Number 40-42
New Kingston Business Centre
Kingston 5, Jamaica

Scotia Investments Jamaica Limited
Duke Street
Kingston, Jamaica

Victoria Mutual Wealth Management
53 Knutsford Boulevard
Kingston 5, Jamaica

BANKERS

National Commercial Bank Jamaica Limited
32 Trafalgar Road
Kingston 10, Jamaica

Sagicor Bank Jamaica Limited
17 Dominica Drive
Kingston 5, Jamaica

First Global Bank Jamaica Limited
24-48 Barbados Avenue
Kingston 5, Jamaica

REGISTRAR

Jamaica Central Securities Depositary Limited
40 Duke Street
Kingston

Board of Directors

Howard Mitchell CD, JP
Board Chairman

A lawyer by profession, Mr. Howard Mitchell maintained a successful Commercial Law Practice for thirty-five (35) years, with concentrations in Mining Law and Taxation, before retiring in 2010.

Mr. Mitchell has demonstrated a strong commitment to Public Service for decades and was appointed to the Board of the National Housing Trust (NHT) in 1987 and again served as Chairman from February 2008 to June 2012. He serves as a Justice of the Peace (JP) and in 2017 was awarded the Order of Distinction (Commander Class) for outstanding service to Business and the Public Sector.

He is the immediate past Chairman of the Council of the Institute of Jamaica and the Jamaica Accountability Meter Portal and has also served as Chairman on numerous statutory boards across a wide range of government ministries over the past twenty years (including the Coffee Industry Board). Mr. Mitchell has also negotiated a number of mining agreements on behalf of the Government of Jamaica.

Currently he is:

- Director of Issa Trust Foundation (Couples Hotels)
- Director of the Bank of Jamaica (BOJ)
- Director of Jamaica Packaging Industries Limited
- Director of SCL (Jamaica) Ltd.
- Director of Mustard Seed Communities
- Chairman of Caribbean Flavours and Fragrances
- Chairman of Chicken Mistress Ltd (Trading as Island Grill)
- Chairman of All Jamaica Air Services (AJAS) Limited
- Chairman of TM Traders Ltd
- Chairman of the Regulated Agricultural Commodities Appeal Tribunal

His contribution to Private Enterprise also includes the resuscitation of the Sports Development Agency (SDA) to become the Jamaica Lottery Company Limited (operators of Jamaica's first successful private lottery) and the co-founder of the Sports Development Foundation (SDF) (which was the forerunner of the CHASE Fund), as well as the establishment of Jamaica's largest packaging manufacturing plant, Corrpak Jamaica Ltd., before selling that company in 2016.

Mr. Mitchell is the immediate past President of the Private Sector Organization of Jamaica (PSOJ) and a Director of the Jamaica Manufacturers and Exporters Association.

Mr. Mitchell's philanthropic activities include his financial support of numerous charities and his membership on the Boards of Mustard Seed Foundation, the Issa Trust Foundation and his former Chairmanship of St. Patrick's Foundation.

His interests include fishing and traveling. He has been married for over 44 years and has 2 daughters.

Derrick Cotterell MBA, BSc
Executive Director

As Chairman and Group Chief Executive Officer of Derrimon Trading Company Ltd, Derrick has been responsible for the strategic direction and growth of the company since its inception in 1998. He also has significant experience in General Management, Sales, Marketing, and Procurement. Derrick also holds the position of Managing Director of Caribbean Flavours and Fragrances Limited, Woodcats International Limited, Marnock LLC and Marnock Retail.

He is a member of the Board of Directors for all the subsidiaries of Derrimon, Dupont Primary School, the Governor General of Jamaica's "I Believe Initiative", and the Chairman of My Ocean Limited. He also serves as a Deacon at his Church and is always seeking out opportunities to impact the lives of young people.

Derrick is a graduate of the University of the West Indies and Florida International University, where he attained a Bachelor of Science in Management Studies and a Master of Business Administration, respectively..

Ian Kelly CD, CPA, MSc (Hons), BSc (Hons)
Executive Director / Company Secretary

Ian is adept at finance and risk management with over 25 years of senior level experience in treasury, asset management, correspondent banking, mergers and acquisitions, corporate finance and securities trading. He serves as the Group Chief Financial Officer for Derrimon Trading Company Limited and the Divisional Director for Sampars. He is responsible for the financial reporting and stewardship of the company to internal and regulatory stakeholders, monitoring of subsidiary companies, as well as the execution of the expansion strategy of the Company.

Ian is also the Chief Financial Officer and Company Secretary for Caribbean Flavours and Fragrances Limited, Woodcats International Limited, Marnock LLC and Marnock Retail LLC.

He is a Certified Public Accountant (CPA) and holds both a Bachelor and Master of Science degree in Accounting from The University of the West Indies. Ian also completed the Executive Development Program at Wharton Business School, the University of Pennsylvania.

Ian serves on several Boards of which he is the Chairman of The Governor-General Jamaica Trust, TyDixon Primary School, Focused Opthalmics and Reggae Marathon. He also holds Director positions at Caribbean Flavours and Fragrances Limited, Woodcats International Limited, Marnock LLC, Marnock Retail, FosRich Group of Companies, Unibev Limited, FirstRock Private Equity and Dolla Guyana.

Clive Nicholas CD, FCA

Non-Executive Director

Mr. Clive Nicholas is a Tax Consultant and Chartered Accountant who retired as the Director General for Tax Administration after over forty (40) years of combined service to the Income Tax Department, the Revenue Board, the General Consumption Tax Department and the Ministry of Finance and Planning. He is also a graduate of Harvard Law School and was awarded the Order of Distinction (Commander Class) for his services to Jamaica.

Mr. Nicholas is the Chairman of the Land Taxation Relief Board, a Director of the Financial Sector Adjustment Company Limited, Financial Institutions Services Limited, Kingston College Development Trust Fund, Caribbean Flavours and Fragrances Ltd, Public Accountancy Board, Marjoblac Limited, and a trustee of the Jamaica Church Pension Scheme. He has also served as a Director of Container Services Limited and a Commissioner of the Betting Gaming and Lotteries Commission.

Carlton Samuels, BSc (Hons), MS Dip(ES)

Non-Executive Director

Mr. Samuels is an international consultant with an extensive body of work in areas of strategy and governance with a focus on ICT4D and technology in education. He is also actively involved in defining telecommunications policy and regulation and Internet policy via the policy development process of the Internet's Domain Name System. He is an adjunct in Information Science in the Department of Library and Information Studies in the Faculty of Humanities and Education at The University of the West Indies, Mona.

Carlton has served on several high-level international panels of strategic importance such as the Strategy Panel reviewing ICANN's role in the Internet Governance Ecosystem and the Expert Working Group, Panel for Next Generation Registration Data Directory Services for the Internet (EWG), and Panel on Competition, Consumer Confidence and Trust in the Domain Name System Review Team (CCT RT). He was formerly a ViceChair of ICANN's At-Large Advisory Committee (ALAC) and a founding Director of the Caribbean Internet Forum. He has held several senior executive positions in private sector and academic environments, most recently as CIO and University Director of IT at The University of the West Indies.

He serves on several Boards and Committees related to education, library and information. These include HEART/ NTA, JAMLIN, Kingston High School and Tivoli Gardens High School. He is a past Chair of the National ICT Advisory Council of Jamaica, and serves on the ICT Council for Public Sector ICT Governance and Operations.

Wilford "Billy" Heaven OD, JP

Non-Executive Director

W. BILLY HEAVEN is the Chief Executive Officer of the CHASE Fund, a post he assumed in 2003. Prior to this he served as a Small Medium-sized Enterprise (SME) Consultant and Executive Director of the National Development Foundation of Jamaica.

A knowledgeable and experienced senior executive, Mr. Heaven, has a wealth of experience in the areas of management, corporate restructuring, finance and strategic planning. With respect to his private sector experience, Mr. Heaven has worked as an Accountant, Management Accountant and Financial Controller with local and multi-national corporations.

In addition to his vast experience in the business sector, Mr. Heaven is an educator, having served the teaching profession for many years after graduating with distinction in Teaching from Mico University College. A graduate of the University of the West Indies he holds a B.Sc. Accounting (Hons.) and a MBA from that institution. He also holds post graduate diplomas for Senior Executives and has been exposed to extensive executive training at the Development Bank of Canada and the financial sector in Ireland.

Mr. Heaven has been the recipient of the Government of Jamaica Scholarship to pursue Senior Management Executive programme and the Canadian International Development Agency (CIDA) Scholarship to pursue the MBA programme.

Mr. Heaven is the recipient of many awards, including the prestigious Carmen Latty Cup for the most resourceful teacher. He has been recognized by Kiwanis International, the Rotary International and the Former Citizens Bank. Mr. Heaven was awarded the Governor General's Achievement Award, Mico's 175th Anniversary Award and the Mico Gold Award and The Order of Distinction in the rank of Officer class (OD).

Mr. Heaven currently serves as:

- Deputy Chairman of the Special Olympics of Jamaica
- Trustee of JTA Critical Illness Trust Fund
- Director of Caribbean Flavors and Fragrances
- Director TIP Investment & Real Estate Company
- Justice of the Peace – St. Andrew

He previously served as:

- President of the Jamaica Cricket Association
- Director of the West Indies Cricket Board
- Chairman of Finance Committee - CWI
- Vice President of the Courtney Walsh Foundation
- Member of National Council of Sports

Anand James BA, MA, JP
Executive Director

Mr. James is a founding Shareholder and Director of Caribbean Flavours and Fragrances Limited. He has over thirty years of experience in the Flavours and Fragrances field, having started his career in 1998 with Bush Boake and Allen Jamaica Limited. He also served as the Regional Safety Manager of the later Company with operations in Brazil, Argentina, Chile, Colombia and Mexico. Mr. James also worked in the BBA subsidiary Jamaica Extracts Limited extracting Ginger oils and Oleoresin and also Pimento leaf oil. Mr. James spearheaded the Initial Public Offering of CFF in 2013 And now serves as Consultant Director of the Company. He is also a founder and Director of Spurtree Spices Jamaica Limited as well as A M J Agro processors Guyana Inc. Mr. James is a graduate of the University of the Guyana and gained a BA at that institution, he is also a graduate of the University of West Indies and gained an MA. From that institution.

Tania Waldron-Gooden MBA, BSc
Chief Executive Officer,
Individual Investment Advisor, Mentor and Coach

Tania Waldron-Gooden is the Chief Executive Officer (CEO) of Chicken Mistress Limited trading as Island Grill.

She has twenty-two years of experience in areas of Investment Banking, Investment Analysis and Research, New Product Development, Pension Fund Management, Portfolio Management and Insurance Brokerage. She also has over 12 years of experience as a Jamaica Stock Exchange mentor.

Mrs. Waldron-Gooden is the Jamaica Stock Exchange (JSE) Mentor and Director of Main Event Entertainment Group December from 2016 to present, and Derrimon Trading Company Limited. She is the JSE Mentor to Spur Tree Spices Jamaica, Caribbean Flavours & Fragrances Limited, Caribbean Assurance Brokers Limited, Dolla Financial Services, and Omni Industries Limited and also provides mentorship and consulting services to Carbyne Capital Investments Limited, Jamaica Macaroni Factory Limited and Can-Cara Development Limited. She is also a member of the Audit Committee for the House of Issa (Couples) and a member of the Private Sector Organization of Jamaica.

As the Mentor to various Junior Market companies, she is responsible for providing the Board with support in establishing procedures, systems, and controls for its compliance with the Jamaica Stock Exchange Rule requirements for financial reporting, corporate governance, and the making of timely announcements.

Mrs. Waldron-Gooden holds a Bachelor of Science degree (BSc. - Hons.) in Geology from the University of the West Indies, a Masters of Business Administration (M.B.A) from the University of Sunderland in the U.K and has completed the Jamaica Securities Course as well as the Canadian Securities Course administered by the Canadian Securities Institute. Additionally, she holds a post graduate diploma in Paralegal Studies; and is registered/licensed by the Financial Services Commission as an Individual Investment Advisor.

Disclosure of Shareholdings

Top 10 Shareholders As at December 31, 2025

Primary Account Holder	Volume	Percentage
Derrimon Trading Company Limited	584,653,270	65.0192%
Digipoint Limited	64,891,681	7.2166%
JCSD Trustee Services Limited A/C Barita Unit Trust Capital Growth Fund	64,058,554	7.1239%
Ideal Global Investments Limited	30,968,610	3.4440%
Nigel O. Coke	23,888,041	2.6566%
Ian C. Kelly	23,228,140	2.5832%
Tropical Battery Company Ltd. Pension Fund	10,190,987	1.1333%
Mayberry Investments Ltd. Pension Scheme	9,461,662	1.0522%
Sagicor Select Fund Limited – ('Class C' Shares) Manufacturing & Distribution	7,212,860	0.8021%
Konrad Berry	6,809,979	0.7573%

Directors' & Senior Officers' Holdings As at December 31, 2025

Directors	Total	Percentage
Derrick Cotterell [1]	584,653,270	65.0192%
Anand James	2,225,600	0.2475%
Ian C. Kelly [1]	23,228,140	2.5832%
Howard Mitchell	1,450,000	0.1613%
Clive C. Nicholas	329,756	0.0367%
Carlton E. Samuels	250,000	0.0278%
Wilford Heaven	0	0%
Tania Waldron-Gooden	0	0%
Senior Manager		
Janice Lee	110,000	0.0122%
Anand James	2,225,600	0.2475%
Rhonde Mcpherson	0	0%
Christopher Carless	0	0%
Rechal Turner	0	0%

[1] Executive Directors of Derrimon Trading Company Limited.

Management Team

Derrick Cotterell
Managing Director

Ian Kelly
Chief Financial Officer

Anand James
Consultant

Janice Lee
General Manager

Christopher Carless
Chief Accountant

Rechal Turner
Operations Manager

Rhonde-Gaye McPherson
Quality Assurance Manager

Management Discussion & Analysis

The management of Caribbean Flavours and Fragrances Limited (CFF) is responsible for the integrity and presentation of the Management Discussion and Analysis (MD&A). The audited financial statements for the period ended December 31, 2025, should be read in conjunction with the MD&A for the reader to gain full clarity on the CFF's audited results. The financial information discussed below is in Jamaican Dollars (JMD), the functional currency of the company, covering the reporting period January 1 to December 31, 2025. The financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

2025 Recap

2025 represented the twelfth year that Caribbean Flavours and Fragrances Limited (CFF)was listed on the Junior Market of the Jamaica Stock Exchange and the eighth year as a subsidiary of Derrimon Trading Company Limited. We generated record revenue of $1 billion and net profit of $113.73 million. CFF defined strategy of the broadening of its revenue base realized positive results as the company has deepened its presence within the Caribbean thereby achieving record exports while expanding our product offerings to domestic manufacturers.

The company's mandate to increase the awareness of new trends to this market was done through the hosting of our Promotion on the Lawn even where we were featured the 26th staging of the Trade & Investment Convention at the Centre of Excellence, Tunapuna, Trinidad & Tobago between July 17 – 19. The company also held the Food Protection, Culinary, and Bakery Seminar on October 1 where approximately thirty (30) companies were represented from the manufacturing sector. The event was held in partnership with International Flavors & Fragrances Inc. (IFF) whereby specialist from the Bakery, Savory and Protein sectors made presentations and demonstrate new trends in these business sectors. These events represent necessary investments to grow our customer profile in Jamaica and the Caribbean as we continue to diversify both our product and customer profiles.

We hosted our annual general meeting (AGM) on September 17 at the Terra Nova Hotel where our shareholders were updated on the performance of the company and plans for growing their capital. The AGM represents a crucial channel for us to communicate with investors and the public on our major developments in the years ahead.

Year in Review

2025 was an unprecedented year. Jamaica experienced its worst modern natural disaster as Hurricane Melissa caused severe damage to Western Jamaica when it landed on October 28. The category five hurricane marooned several communities, stripped the land bare, left several areas inundated with flood waters, and destroyed several forms of critical infrastructure. Although the economy was experiencing some slowness in the third quarter, the impact of Hurricane Melissa eliminated nearly all recorded economic growth that was experienced up to that point.

The international community showed significant support to Western Jamaica as several international and local bodies supported relief and clean-up efforts to many communities. Corporate Jamaica also placed significant effort to assist with relief efforts along with several bilateral partners. The country benefited from a US$150 million payment on its catastrophe bond and a US$70.8 million payout from the Caribbean Catastrophe Risk Insurance Facility (CCRIF SPC). The restoration work continued into 2026 as the affected parishes recover their utilities, cleanup activities continue and infrastructure is restored.

The company wasn't directly affected by the hurricane , but we closed our offices early before the storm and remained closed for three (3) days. We partnered with Derrimon to prepare care packages for persons living in many affected areas and provided discounts and support to some our customers who were also preparing relief packages. We also worked with our various customers who needed special arrangements to restart their affairs.

The year also presented unique challenges for the company as we had to navigate the impact posed by the United States of America's (USA) global tariffs which didn't directly impact our export activities but influenced cost pressure on inputs derived from that market. The changing regulations in Mexico surrounding the ports and airports also influenced the cost for sourcing inputs from that market. This was compounded by longer lead times to get certain inputs which influenced some of our planned activities with some of our activities.

Despite these headwinds, the company maintained its focus on growing its sales via new product categories, exports and customers. We continued to market items from our new ingredients portfolio in the domestic and regional markets. CFF also worked directly with several customers to improve several inputs or introduce new solutions to address their specific needs. This included the provision of samples to customers in Guyana, St. Lucia and Trinidad & Tobago to determine the best formulation for their needs. One of our Trinidadian customers used our product to develop new products which has taken off with their customers. These efforts in our domestic and export markets contributed to our record revenue performance.

CFF took time in May during Child's Month to read to kids at Cockburns Gardens Primary and Junior High School and End Time Basic School. These students also benefited from refreshments provided by the CFF team and food options from Derrimon and Arosa. These contributions represent our commitment to the community and our way of giving back to the youth.

The company's fourth quarter was slower than normal as some of our smaller customers were displaced while other large companies saw reduced commercial activity during the Yuletide season. This impacted our revenue which remained above $200 million but had a different composition of products sold. The reduced revenue and higher expenses normally observed during the period saw the company report a net loss for the quarter. This is a rare phenomenon for CFF as there has never been an event of this scale and destruction in more than 30 years.

Whilst the fourth quarter didn't turn out as expected, we remain grateful to our team members who were crucial in pushing the company above the $1 billion mark. We took this period as an opportunity to review our business continuity strategy and how we manage risks in an environment where climate risk is becoming increasingly more frequent and severe.

The CFF team made significant strides during the year as we surpassed $120 million in net profit before the hurricane. This demonstrates that we are positioned to deliver even more value to shareholders and our growing customer base.

Jamaica is set to have a period of significant rebuilding following the hurricane. This might spur new opportunities for the country's national development and its growth prospects. As several manufacturers look to mitigate costs and manage a slower economy, we will be placing emphasis on managing these relationships carefully while we work on growing exports to the wider region. Once our efforts are realised, this should redound to the benefit of shareholders via increased earnings and possibly dividends.

INTERNATIONAL RESERVES

US$6.28B

Macroeconomic Environment

The Statistical Institute of Jamaica (STATIN) showed the country's Gross Domestic Product (GDP) increased by 0.1% in calendar year 2025 as the economy's output shrank by 7.1% in Q4. The decline in GDP was attributed to the impact of Hurricane Melissa which destroyed infrastructure across several parishes in Western Jamaica and caused a drag on several industries, particularly tourism and agriculture. The delay in restoring electricity to several parishes also influenced the ability for these areas to restore commerce. The decline in visitor arrivals after the storm also affected other interconnected industries in the affected areas. The International Monetary Fund (IMF) is projecting a 1.2% decline in GDP for 2026, an estimate that was made before the inflationary pressure observed in the first half of 2026.

The country recorded an unemployment rate of 3.3% in October 2025 based on a reference period prior to the storm. After the hurricane, the unemployment rate rose to 3.6% in January 2026, a statistic also impacted by more persons outside of the labour force. The employed labour force was 1,389,400 persons with 53.8% being male. Point-to-point inflation peaked in April at 5.3% before ending 2025 at 4.5%, in the 4–6% target band. The Jamaican Dollar depreciated by 2.12% against the United States dollar (USD) from $156.42 to $159.74 at the end of 2025.

The Bank of Jamaica (BOJ) cut its monetary policy rate once during 2025 from 6.00% to 5.75%. The BOJ placed strong emphasis on maintaining financial stability and connectivity after the hurricane which saw more timely information on foreign exchange interventions and a waiver on RTGS fees. The country's net international reserves increased from US$5.58 billion to US$6.28 billion or 52.09 weeks of goods imports. Total remittance inflows grew from US$3.36 billion in 2024 to US$3.49 billion as more funds were sent to the country after the storm. The Sangster International Airport had a 12% dip in passenger traffic to 4,469,100 passengers which was largely attributed to Hurricane Melissa affecting winter season demand. The Norman Manley International Airport saw air traffic surpassing 1,841,200 passengers for 2025, an 3.6% improvement over 2024.

Financial Performance Highlights

Caribbean Flavours and Fragrances is a business which provides key components needed to produce goods for major manufacturing and service-based businesses. This is seen from the company's main clients who provide beverage and dessert goods consumed daily across the country and provide the fragrances which are used in sanitary products as well. The company has also expanded its product range to include baked goods/ingredients and protein for our new segment of customers. As a research-driven company led by the principles of science, CFF serves an approximate market share of more than 60% that continues to benefit from our expanded portfolio of products. Apart from bulk and small container products sold to small clients, CFF also produces 1000 litre drums and other specialized volumes for our largest clients. Our 2,500 square feet facility has the capacity to produce 1,600 gallons per day of emulsion flavour and 2,000 gallons per day of non-emulsions. Despite our business being smaller than your typical medium sized company from our staff compliment, we form a very critical part to the landscape of the local beverage market which can be seen from our revenue base standing above the $1 billion threshold mark. CFF is the largest distributor in the region for our affiliate International Flavours and Fragrances Inc. (IFF) which also sees us acting as the regional company in the global representative space. This has been supported by CFF's Safe Quality Foods (SQF) Certification which enables the company to export anywhere in the world. CFF is regulated and monitored by the Bureau of Standards Jamaica (BSJ) and Ministry of Health (MOH).

CFF's flavours range from those used in beverages, baking, dairy and confectionary products plus savoury ones for a unique meal. CFF also produces fragrance oils that are used in all-purpose cleaners, liquid soap and detergent, bath, body and shampoo, fabric softeners, solvents and colours. Our cordials and encapsulated fragrances are some of the other products we produce in the flavours and fragrances line. CFF's international partner is International Flavors & Fragrances, Inc. (IFF). CFF is a 65.02% subsidiary of Derrimon Trading Company Limited (DTL) and remains listed on the Junior Market of the Jamaica Stock Exchange (JSE).

CFF's SQF certification by the SQF Institute which represents our continued effort to be internationally competitive. As the business focused on growing our external market space, this renewal proved that CFF is a competent firm in following globally recognized best practices. CFF will continue to be an outlier as we remain one of the few local food-based businesses which has taken the necessary steps to compete on a larger international stage. We continue to develop new product offerings in the beverage and fragrances space such as lemon lime, fruit punch and pink lemonade flavoured cordials and fragrances such as shea butter and cooling mint. The company exported to Barbados, St. Kitts & Nevis, St. Vincent & the Grenadines, Trinidad & Tobago, Puerto Rico, Guyana, Dominica, USA, Canada, the United Kingdom, Grenada, and Suriname in 2025.

We continue to take a disciplined approach to our operating model and the implementation of our strategic plan. Our internal controls continue to be our guide as we deliver quality products in improved response time to our customers. The Board and Management remain focused on innovation and new product development, implementation of new strategies geared at customer satisfaction and retention, revenue enhancement, new market penetration and strategic alliances which have created synergies and value. The company continues to experience stronger revenue growth in various segments of our business due to these drivers.

$1.002B

Revenue

CFF's revenue for the 2025 Financial Year (FY) increased by 13.26% from $884.68 million to $1 billion. The growth in revenue can be attributed to more special orders, higher volumes from certain manufacturing customers and expanded production capacity with local customers. Our export sales grew 22% during the year and represented approximately 11% of our revenue as our brand building activities in the Eastern Caribbean continued to pay dividends. Whereas the first nine months of 2024 saw the company maintaining double digit growth in revenue, the fourth quarter saw sales decelerate due to the disruption caused by Hurricane Melissa. Several fragrance customers were displaced while several customers in the affected areas took some time to stabilise before restarting operations. The company offered discounts to some of our customers who were preparing care packages to affected persons in Western Jamaica. Without the impact of the hurricane, revenue could have exceeded $1.06 billion.

$389.99M

Gross Profit

Gross profit increased by 22.93% from $317.24 million to $389.99 million with the gross profit margin moving from 35.86% to 38.92%. The rise in the gross profit can be attributed to increased sales of higher margin special orders offerings, supplier diversification, and stable pricing from suppliers. Inventory write-offs moved from $352,930 to $3.77 million which represents the company writing off some inputs. CFF continues to be strategic with inventory management based on experience developed over the years. Gross profit margins are expected to improve based on the company's growing product diversification and improved inventory management amidst logistical challenges.

Operating Expenses

Total expenses for the 2025 grew by 14.75% to $256.32 million compared to the $223.37 million in the prior year. Staff costs increased 19.05% from $76.66 million to $91.26 million as the company added new team members as well as improvement in compensation for team members given the competitive environment in which we operate CFF spent more on professional fees and travelling as we continue to work on growing our portfolio of products and customers. The company's insurance expense went up 170% to $17.95 million as we paid more for our general insurance coverage along with additional sums on keyman insurance as part of our business continuity strategy. Selling and distribution expenses decreased by 44.15% from $14.86 million to $8.30 million as selling, advertising, promotion and distribution costs declined due to the company prioritising fewer promotional events in the year.

Despite the increase in operating expenses, operating profit grew by 35.49% from $95.74 million to $129.71 million. This meant our operating profit margins moved from 10.82% to 12.94% and EBITDA (Earnings before interest, tax, depreciation and amortisation) moving from $116.22 million to $150.64 million.

Finance Income and Taxes

Net finance income increased by 13.32% from $13.64 million to $15.46 million as we recorded higher foreign exchange gains and interest income from our investment portfolio. CFF's income tax bill increased by 23.30% to $31.44 million due to the company's higher profitability. The company benefited from an employment tax credit and allowances during the period.

$83.88M

Net Profit

Net profit grew by 35.59% from $83.88 million to $113.73 million. While the company had commendable growth during the first nine months of 2025, the impact of Hurricane Melissa slowed earnings in the final quarter. The company's earnings per share moved from $0.09 to $0.13.

Balance Sheet Management

CFF's asset base grew 7.22% to $969.36 million as our current asset base expanded to $842.64 million while non-current assets decreased to $126.72 million for the 2025 FY. We spent an additional $11.23 million on property, plant and equipment (PP&E) with the bulk of this increase related to new testing material and improving the efficiency of our testing process. The net book value of PP&E closed the year at $50.49 million.

Our inventory balance increased 18.67% to $250.91 million as the company had additional finished manufactured goods due to reduced sales activity after the storm. Receivables moved down 15.96% to $108.37 million as the company's gross trade receivables balance decreased 16.00% to $110.59 million. The lower balance was a result of lower order demand from some fragrance customers and slower business activity by flavours customers in a high consumption period.

Total liabilities declined by 1.65% from $213.19 million to $209.97 million with current liabilities of $126.89 million and non-current liabilities of $83.08 million. Payables decreased by 9.93% from $105.67 million to $95.18 million as other payables were cut in half to $10.59 million. Non-current liabilities decreased by 4.71% to $83.08 million as the company continued to pay down its long-term loans.

Shareholders' equity rose by 9.96% to $759.39 million as our retained earnings grew further to $703.19 million. Our dividend payment of $44.96 million meant that shareholders received a return on their investment. CFF's balance sheet remains well adjusted to meet ongoing activities of the firm's operational needs.

Stock Price & Dividends

There was one initial public offering (IPO), one additional public offering (APO) and 13 new bond listings during 2025, reflecting the market's preference for debt offerings. The limited number of equity offerings comes against the backdrop of an economy being affected by different conditions. The offer for sale of ordinary shares in TransJamaican Highway Limited (TJH) was the largest market offer in 2025 valued at $9 billion.

Most Main Market indices trended downwards during 2025 as several large cap stocks declined by double digits during the year. The Junior Market Index declined by nearly 9% with 33 ordinary stocks declining compared to 13 improving stocks. This is the third consecutive year where most Junior Market securities declined in value, a view of market participants preferences in a shifting environment. The value traded declined 34.70% due to lower prices on several stocks and fewer trades. The top 10 shareholders interest in CFF moved from 91.99% to 91.79% in 2025.

	DEC. 2025	DEC. 2024	Change
JSE Index	317,986.88	335,794.94	-5.30%
Junior Market Index	3,401.41	3,735.05	-8.93%
JSE Combined Index	328,444.54	347,896.22	-5.59%
M&D Index	106.01	110.44	-4.01%
CFF Stock Price	1.83	1.37	33.58%

CFF's stock price experienced a 33.58% increase in comparison to the Junior Market Index's 8.93% decline. The listing by introduction of a company in December 2025 partially supported the last quarter recovery in the Manufacturing & Distribution (M&D) Index. CFF's stock price peaked at $1.94 in the fourth quarter and had its lows of $1.16 in the Q1 and Q2. CFF had 19 days of no trading in 2025 compared to 27 days of no trading in 2024. Although this is a relative increase, CFF's stock had significant volumes and value traded as investors reacted to the company's continued fundamental growth.

	High	Low	Close
Q1 (January – March)	1.45	1.16	1.21
Q2 (April – June)	1.71	1.16	1.50
Q3 (July – September)	1.65	1.30	1.57
Q4 (October – December)	1.94	1.31	1.83

We maintained our dividend payment at $0.05 per share which was paid on November 6 to shareholders on record as of September 26. This represented a 55% dividend pay-out ratio relative to the 2024 earnings, which is above the established 25% target in the dividend policy. This means that the company has paid out $0.372 ($3.72 pre-split) in dividends since listing on the JSE in December 2013. Thus, the company has effectively paid out dividends greater than its original listing price of $0.23 ($2.25 pre-split) which ended 2025 at $1.83, a 803% improvement since the IPO. CFF had a 10-1 stock split in October 2020.

Risk Management

The risk management policy framework which has been established by the Board of Directors continues to be a critical part of the daily operations of Caribbean Flavours and Fragrances Limited. The management team are the key drivers in the management, operational and enterprise risks within the framework of the policy and are reviewed by the Audit Committee of the Board of Directors. The implementation of various strategies of managing and controlling inventory and cash are reviewed and trends are analysed.

A full evaluation of our risk is performed at every level of operation to ensure that all of the known elements of risk are effectively managed and mitigated. The various enterprise risks are measured and managed, standards are maintained, thorough inspection of raw material inputs and further testing at the completion of the manufacturing process ensures higher levels of standardisation product quality control.

Some of the risks identified in 2025 included:

Operational Risks – This arises from the inability to execute business due to internal or external factors that inhibit activity. This risk can further be compounded by employee errors, natural disasters and damage to physical assets. The company increased coverage on its general insurance and keyman insurance policies during 2025 to manage the operational risks we face in our business. The company invests in new equipment, materials and vehicles to ensure that we can meet the needs of our customers while ensuring our team can maintain necessary quality standards.

Currency Risk – CFF is exposed to foreign exchange (FX) risk due to fluctuations in the exchange rate on transactions and balances that are denominated in curries other than the JMD. CFF benefits from increasing exports which introduce more FX to the business and gives the company cover from volatility in FX rates. The company doesn't use hedging instruments such as derivatives to manage FX risk but maintains enough foreign currency on hand to deal with foreign currency obligations as they arise. This does not preclude the company from using derivatives such as FX forwards offered locally to hedge for FX risk.

However, as the country prepares for higher inflation due to several factors, the company has added further buffers to its pricing to account for any depreciation in the FX rate. The company currently maintains a sufficient net foreign asset position which benefits us when there is depreciation in the FX rate as we record a FX gain.

Commodity and Supply Chain Risk – The company imports key inputs used in its processes to create the flavours and fragrances sold to its array of customers. There have been several changes in Mexico which has affected our lead times and ability to receive inputs in our originally projected times. As a result, the company has had to maintain additional inventory buffers of certain inputs to protect us from being unable to meet customer orders in their desired timeframes. While we have already added additional suppliers and order from these firms to maintain those relationships, the environment is constantly changing as observed with changing freight rates and inland transport rates. The company is also working with the Jamaica Manufacturers & Exporters Association (JMEA) to consolidate container orders with other companies that are exporting to certain Caribbean markets to manage costs and logistical risks.

Credit Risk – CFF is exposed to credit risk where its customers, clients or counterparties fail to discharge their financial obligation to the company. This relates to the company's receivables balance extended to clients. CFF did not write-off any debts in 2025 and continues to prudently manage credit with all of its customers. There are no lifetime expected credit losses with CFF's 5 major customers that represent 37% of the trade receivables balance, a decline from the 27% figure in 2024. The reduced concentration of credit amongst these customers reflects the growing diversification in our customer base.

However, the company continues to carefully manage credit terms with its Trinidadian customers whose foreign exchange challenges can impact the payment of receivables in our established timelines. While CFF continues to make ardent strides to grow its export base across the region, it will be strategic in how it engages customers to grow the top line while managing the downside risk of impairment provisions.

Interest Rate Risk – Interest rate risk relates to the value of a financial instrument's value or future payments changing due to market adjustments. CFF has invested into higher yielding instruments during the high-interest rate environment and continues to reinvest funds where available to increase interest income. The company's debt to equity ratio decreased from 3% to 2% with our two loans having fixed interest rates.

Political Risk – The change of a political administration can result in a policy shift by the new government. There were additional changes in regional governments during 2025 and early 2026 which could impact our exports based on changes to local policies. This can be realised through higher costs to operate via new fees or reduced spending by a new administration. National elections can galvanise increased spending in certain market segments, but this spending might not always translate to higher sales for customers.

Activities such as receiving of raw materials in our stores; implementation of monthly and full quarterly cycle counts of the inventory; enhancements of the disbursement procedures for fragrances; internal auditing of our cash and cashiers' daily lodgement; ratio analysis conducted on the monthly and quarterly financial statements have been critical to the effective management of our processes and overall improved business performance.

The requirement for achieving and retaining the Safe Quality Food (SQF) Certification contributed to the continued decisions to maintain ongoing audits of our processes and facility, thereby providing effective findings and actionable recommendations for eliminating risks.

In addition to the various reviews being done by the management team, the oversight given by the internal and external audit team serves to focus the Audit Committee in ensuring that our corporate governance objectives for effectively managing risks are met. The areas of insurance and insurable risk are always reviewed to ensure that coverage is adequate and reflects the changing nature of the business. CFF is compliant with the tax authorities and other regulatory bodies.

Guided by the findings of both the internal audit and external audit, we continue to benefit from strong internal controls. CFF has high levels of focus on the areas of cash sales, credit sales, aging accounts receivables and management of the inventory process. The company maintains key analysis of prevailing exchange rates and increased logistical costs which exist in the prevailing environment.

We also take this time to remind shareholders that if they need to enquire on their dividend payments, they can contact the Jamaica Central Securities Depository which is our registrar and clarify any matters they may

have. The company wants to encourage all shareholders to register for a dividend mandate so that payments can be remitted to your bank or brokerage account.

To ensure shareholder benefits and business continuity in the event of catastrophic occurrences, the implementation of robust internal measures to increase the security of our assets as well as the safeguarding of proprietary trade secrets, client's relationship and the data availability and assurance infrastructure have been undertaken. The company has to be strategic in how it treats data and guards against cyber risks in this changing landscape. The increasing threat of cyber actors requires CFF to continuously update our business recovery strategies and spend additional sums to secure our systems. The Company continues to manage its risks to protect its employees, assets and the interests of all its stakeholders.

Outlook and Future

The 2026 financial year has been turbulent due to several external factors in the domestic and international landscape. The Government of Jamaica (GOJ) introduced several new tax measures which it expects to bring in $18.04 billion in new revenue. One of these measures is the introduction of a special consumption tax (SCT) for non-alcoholic sweetened beverages, otherwise known as sugary drinks, which is set to add $10.1 billion in the new fiscal year. It was initially set to be based on a per unit-basis on each millilitre, but this was revised to a per-gram of added sugar formula.

This new tax has pushed beverage manufacturers to revise pricing of their products but also look at the formulation of their products. This is also influenced by the adjustment in the environmental protection levy (EPL), increased transport costs due to higher fuel costs and other cost adjustments emanating from the disruption to the Strait of Hormuz in the Middle East.

These new taxes have created an opportunity for the company to reintroduce a reduced sugar product. We previously developed a "FlavourFit" solution, but the market take up was affected by manufacturer interest and the impact of the Covid-19 pandemic.

The country's main refinery added more than 25% to its ex-refinery prices on various fuel products and even revised its fuel pricing mechanism due to how volatile prices became in other markets. The Minister of Transport announced a 16% increase in fares charged by public passenger vehicles (PPV) between June and July 2026. This is compounded by other events taking place in the financial markets which can push up insurance costs and drive select asset prices higher. This is ahead of the $1,000 adjustment to minimum wage which takes effect on July 1.

As a result of these domestic and international events, the company has had to request its customers provide earlier raw material projections while adjusting our prices to address price increases from our major suppliers and increases in logistic costs. The company is expected to face higher electricity, security and transportation costs due to all these various price and cost adjustments. We have had to maintain higher buffer inventory due to delays affecting some our suppliers in receiving their inputs and the transport of those final products to Jamaica.

While the tariff situation in the USA has been challenged by the courts, the continued shift in the administration's posture can influence costs in different markets. This in turn can affect consumer spending in various markets, with remittances sent via cash or physical instrument transfers already affected by a 1% excise tax. The elevated level of inflation has already resulted in some central banks raising interest rates while others continue to hold interest rates. The IMF has revised its global growth forecast in April from 3.3% to 3.1% for 2026.

Jamaica's air traffic through the two key international airports was down during the first five months of 2025. That reduction in demand was more pronounced at Sangster International Airport which was down 27.3% as fewer passengers went through the country's largest airport. Different listed companies have reported reduced earnings due to a mixture of lower equity prices, foreign exchange losses and lower commerce in tourism dependent areas. Remittance inflows were up 4.0 per cent during the first three months of 2026 as the diaspora continues to play a key part in supporting persons affected by Hurricane Melissa. The Planning Institute of Jamaica (PIOJ) projected that the economy contracted by 5.9% during the first quarter while point-to-point inflation trended upwards to 5.5% in May 2026.

The country's Debt to GDP figure declined to 62.5% in March 2025, our lowest record in nearly three decades. This figure is expected to rise to 68% in 2026 before reaching the 60% target by 2030 according to the IMF. Despite the impact of the hurricane, our three major rating agencies did not downgrade the country's credit ratings. S&P Global Ratings upgraded Jamaica to a BB rating and revised its outlook to stable after the hurricane. Fitch Ratings previously upgraded the country to a BB– rating and affirmed a stable outlook. Moody's upgraded Jamaica to Ba1 with a stable outlook in December 2025. The stable outlook reflects the success of Jamaica being seen as an improving country with the necessary framework in place to maintain fiscal governance after it experienced its worst natural disaster in its modern history. The BOJ made one rate cut in February which has brought its policy rate to 5.50% while it continues to provide advanced notices on its interventions in the foreign exchange market.

	June 2015 $'000	Dec. 2025 $'000
Revenue	306,807	1,002,031
Gross Profit	113,452	389,994
Gross Profit Margin	36.98%	38.92%
Operating Profit	52,156	129,710
Profit before tax	57,716	145,169
Net Profit	57,716	113,725
Total Assets	232,718	969,361
Total Equity	202,281	759,390

CFF changed its financial year in June 2018 from June 30 to December 31 to align with that of its parent company. As such, the information referenced in the 2015 period was recorded under a different reporting period.

The company will be attending more trade shows and general meetings where possible to develop the skillset of our team while building relationships with businesses in the Eastern Caribbean. This will be complemented by our work in the domestic market to grow our ingredients and protein portfolio while working on the reduced sugar opportunity. There are companies across the region which want a solution for their business, and we are ready to develop that solution as they grow their business.

CFF has worked tirelessly to grow the business beyond its core products and develop new markets to improve returns to shareholders. We achieved $1 billion in revenue during 2025 and remain within striking distance of $1 billion in assets. Exports represented less than 3.70% of total revenue in 2021 and have now quintupled in value and represented 11% of revenue in 2025.

That wasn't an accident, but the successful work done by our hardworking team in the office and factory working to transform a great business into an exceptional business.

While we are eager to grow the business in 2026, we will be measured in how we navigate this period which has been influenced by natural disasters and geopolitical events that continue to evolve daily. Although 2025 ended on a tough note, we believe these initiatives should benefit shareholders in the long-term as we realise these opportunities.

Our Team

Accounts Team (L-R) **Tyrese Lindsay** Cashier, **Christopher Carless** Chief Accountant, **Ebonie Banjo** Junior Accountant

Business Development Team (L-R) **Allison Phipps** Business Development Officer, **Janice Lee** General Manager, **Janique McKenzie** Senior Business Development Officer

Lab Team (L-R) **Sherly Palmer** Food Quality and Safety Officer, **Kyanna Woodhouse** Trainee Laboratory Technician, **Rhonde Gaye McPherson** Quality Manager, **Joddian Howard** Product Development Supervisor

Logistic Team (L-R) **Andrew Ferguson** Company Driver, **Matthew Smith** Truck Assistant, **Raymond Phillips** Company Bearer

Admin Team (L-R) **Janique McKenzie, Shelly-Ann Johnson, Janice Lee, Sherene Ormsby**

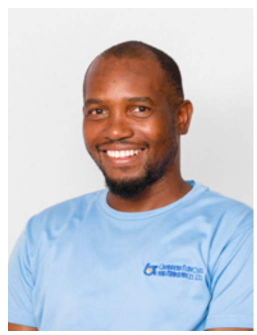
Factory Team (L-R) **Romairo Bhalia, Jerome Simpson** Supervisor, **Gavin Mowatt** (top), **Kenneth Smith, Ireal Redwood**

Our Team

Safety Team (L-R), **Gary Stewart, Sheryl Palmer, Jerome Simpson, Sherene Ormsby, Romario Bhalai**

Warehouse Team (L-R) **Richard Hamilton,** Forklift Operator, **Gary Stewart,** Warehouse Supervisor, **Andrea Beaufort, Chester Touzalin, Roger Lawrence**

Safety Team (L-R) **Kimberly Davis, Aneka McFarlane, Jerome Simpson,** Factory Supervisor, **Denise Stephens, Myoka Lynch**



Ryan Shorter
Maintenance Coordinator

Iris Graham
Office Attendant

2025 Report on Corporate Governance

The Board of Directors of Caribbean Flavours and Fragrances Limited (CFF) continues to lead the organization with integrity, transparency, accountability and fairness. The Board continues to uphold the principles of good corporate governance that is aligned with both global best practices and the local regulatory frameworks.

The Board ensures that all aspects of the company's operations adhere to sound ethical and professional standards. Our oversight of workplace conduct to ensure honesty, equity and mutual respect as observed are ongoing. We emphasize the consistent implementation of sound accounting practices in compliance with laws and regulations and financial reporting that is compliant with the IFRS 2 reporting guidance, food safety standards in accordance with the company's Safe Quality Food (SQF) certification and occupational health and safety as guided by the 2017 Jamaican Occupation Safety and Health (OSH) Act and associated factory regulations.

Directors are mindful that a culture of openness, ethical accountability and trust are the significant features underpinnings long-term corporate profitability and sustainability. These values must be projected continually through disciplined adherence to governance standards. Adoption of the Whistleblower Disclosure Policy and promotion of a robust Data Privacy Compliance framework are key initiatives supporting this posture.

CFF's Occupational Health and Safety Policy continues to safeguard employee welfare and regulatory compliance. The company's OSH Committee meets monthly and actively monitors safety adherence. For the FY2025 period, we achieved 271 accident-free days. The Company recorded one accident during the period. This performance demonstrates the effectiveness of our safety systems and culture of vigilance.

The Board continues to provide both strategic direction and entrepreneurial thought leadership geared at promoting agility in adapting to the ever-changing market space. We provide oversight and ethical governance that underpin stakeholder confidence, sustained profitability and long-term resilience.

Succession planning is essential to preparing the next generation of leadership and remains a priority for enabling the organization to meet future challenges with agility. The company is committed to identifying, mentoring and upskilling internal talent, attracting and retaining competent leadership and ensuring continuity in execution of the strategic plan.

The Board has adopted a hybrid communications model with meetings conducted in both virtual and in-person formats. Board Committees remained active and comprised:

- Audit and Finance Committee
- Corporate Governance Committee
- Compensation Committee
- Strategic Development and Sciences Committee

With active engagement across these committees, management is held accountable for the timely and effective execution of approved strategies with the Board overall maintaining a clear-eyed focus on inventory efficiency, market behaviour, revenue growth and cost management to ensure growth in shareholder value.

2025 Report on Corporate Governance

During the reporting period ended 31 December 2025, the Board was comprised of seven (7) members, four (4) of whom are independent members. Board members and relative relationships are outlined hereunder:

Howard Mitchell .... Independent (Chairman)

Wilford "Billy" Heaven .... Independent

Clive Nicholas .... Independent

Carlton Samuels .... Independent (Alternate Director to Chairman)

Anand James .... Executive Director

Derrick Cotterell .... Executive Director

Ian Kelly .... Executive Director/Company Secretary

Mrs. Tania Waldron-Gooden remains as External Mentor in accordance with the mandate of the Jamaica Stock Exchange Junior Market rules. Hers is a valuable engagement as she continues to provide valuable insights and instructive guidance to ensure that the governing rules and regulations are adhered to.

The Board met formally on four (4) occasions during the financial year in hybrid format utilizing the Teams digital platform to deliberate on policy matters as well as to review management's stewardship. The table below outlines the attendance of directors at formal Board meetings:

Name	Attended
Howard Mitchell (Chairman)	4
Clive Nicholas	4
Wilford "Billy" Heaven	4
Carlton Samuels	4
Anand James	4
Derrick Cotterell	4
Ian Kelly	4

Board Committees met at various time in executing their mandates. The Committees and the activities are outlined hereunder.

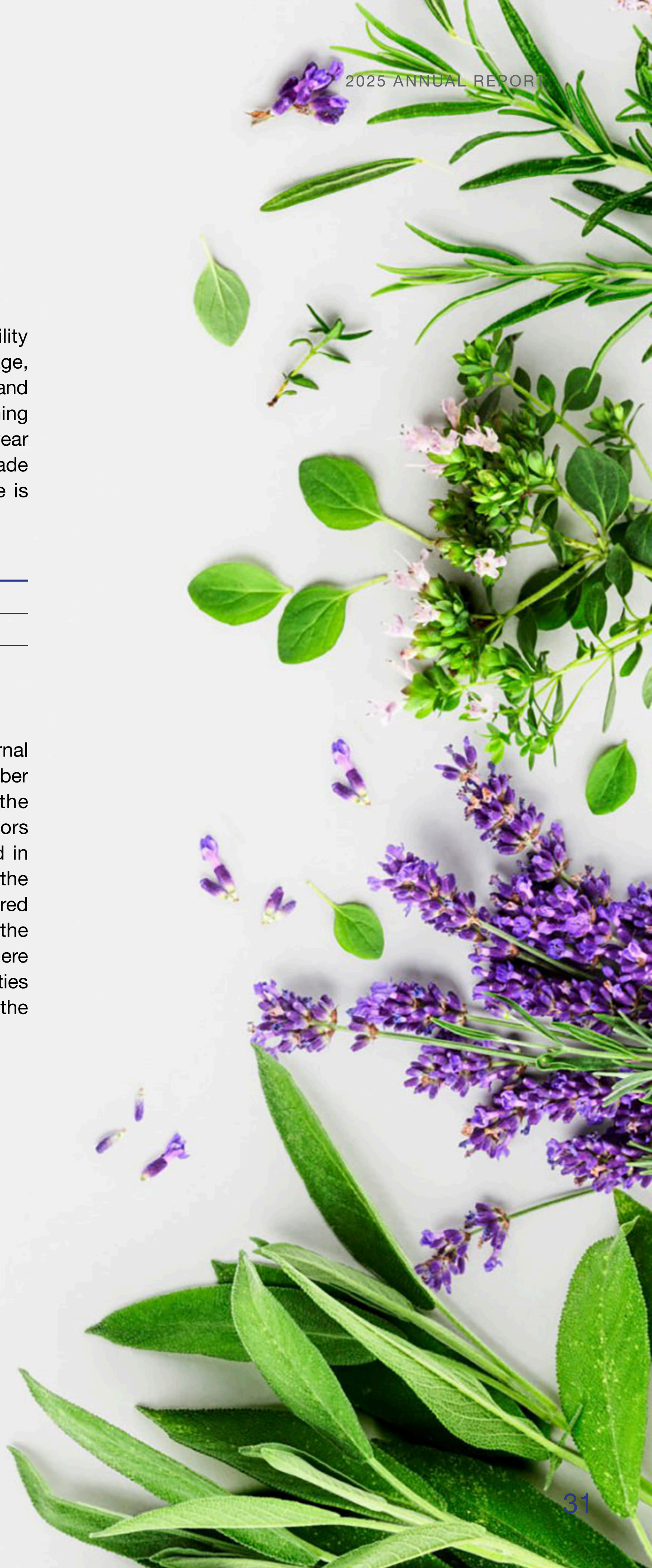
Audit and Finance Committee

The Committee had four (4) meetings during the twelve (12) month period in which the following tasks were undertaken and executed.

- Reviewed and recommended budgets for approval by the Board of Directors
- Reviewed the integrity of the quarterly unaudited financial statements, audited annual financial statements, inventory cycle counts, receivables and receivable aging and management
- Reviewed the effectiveness of internal controls and risk management systems and other matters that fall within its mandate
- Made recommendations to the Board of Directors in relation to the reappointment of the external auditor as well as the remuneration and other terms of engagement.
- Reviewed the formal announcements relating to the Company's financial performance to the Jamaica Stock Exchange and the timeliness of same
- Reviewed the objectivity and effectiveness of the external auditor and maintenance of the independence of that relationship between Company and auditors
- Recommendation to the full Board of Directors the payment of a dividend to shareholders

The attendance record of Committee members is outlined below.

Name	Attended
Clive Nicholas (Chairman)	4
Wilford "Billy" Heaven	4
Carlton Samuels	4
Ian Kelly	4
Janice Lee (Attendee)	4



Compensation Committee

The Compensation committee's overall responsibility is to oversee the company's compensation package, including benefit and programs for Senior Executives and Directors and provide advice to the Board concerning such matters. The Committee met twice during the year to review these matters and its recommendations made to the Board. The composition of this Committee is outlined hereunder:

Name	Attended
Carlton Samuels (Chairman)	2
Wilford "Billy" Heaven	1
Anand James	2

External Auditor

Baker Tilly continues to perform the duties of external auditors during the reporting period ended 31 December 2025 and was responsible for the auditing of the financial operations during said period. The auditors have executed their duties with great probity and in a professional manner. They conscientiously met the timelines for the auditing and submission of the required statements and were compliant with the rules of the Jamaica Stock Exchange and the Companies Act. There were no reported incidents of fraud or any irregularities either from the exercise of the internal controls or the work of our external auditors.

Howard Mitchell
Chairman

Corporate Social Responsibility

Impact with Intention. Growth with Purpose.

At Caribbean Flavours and Fragrances Limited (CFF), Corporate Social Responsibility is not treated as a programme that exists alongside our business—it is a responsibility carried within it. It informs how we operate, guides how we grow, and shapes how we define success. For us, progress is measured not only by what we produce, but by the lives we impact and the communities we help to strengthen.

Allison at Read Across Jamaica

"The true measure of our success is not only what we build, but who we uplift along the way."

Throughout 2025, this philosophy guided a series of deliberate, people-focused initiatives across education, community development, empowerment, and sustainability. These efforts reflect our belief that meaningful growth must extend beyond our organisation and contribute to the broader development of Jamaican society.

Our long-standing relationships with End Time Basic School and Cockburn Gardens Primary and Junior High School continued to anchor our educational outreach. These partnerships are not occasional engagements—they are sustained commitments built on trust, consistency, and presence. In our third consecutive year participating in Read Across Jamaica Day, we once again entered classrooms not simply to read, but to connect, to inspire imagination, and to encourage self-expression. Through these interactions, we witnessed firsthand the impact of engagement—confidence strengthened, curiosity awakened, and voices encouraged.

Janique at Read Across Jamaica

This commitment to youth development extended into Child Month, during which we engaged students through interactive storytelling, structured activities, and the distribution of care packages. These initiatives were designed to support both academic and emotional development, reinforcing our belief that education must nurture the whole child. Through these efforts, we impacted more than 100 students, each experience contributing to a stronger foundation for the future.

Teachers Day at End Time Basic School

We recognise that meaningful development requires more than engagement—it requires the right environment. During Teachers' Day, we acknowledged educators as the backbone of the education system, offering tokens of appreciation in recognition of their continued dedication. At End Time Basic School, we supported infrastructure improvements, including the retrofitting of a classroom and participation in beautification initiatives. These enhancements were not simply physical upgrades—they were investments in dignity, pride, and the overall learning experience.

Our commitment to community was further reflected in a collaborative Children's Day initiative, delivered in partnership with Arosa, Spicy Hill, Gentle, and Delect. Through shared meals, activities, and moments of joy, we created an experience centred on care, connection, and community. These partnerships reinforce our belief that collective impact is more powerful and more sustainable.

Empowerment remains central to our approach. In 2025, we supported a Women Empowerment Session hosted by Derrimon Trading Company Limited, providing a platform for leadership development, financial awareness, and mentorship. This initiative reflects our belief that empowering women strengthens families, communities, and economies. Internally, we continue to invest in our people through ongoing training, mentorship, and employee engagement initiatives, ensuring that our team remains equipped, motivated, and aligned with our long-term vision.

Alongside our social initiatives, we remain committed to responsible growth and environmental stewardship. Sustainability is not approached as a standalone initiative—it is embedded within our operations. Our transition to approximately 80% solar energy utilisation represents a significant step toward reducing our environmental footprint while improving efficiency and long-term resilience. We have complemented this with participation in environmental and community beautification initiatives, including Labour Day activities, and continue to integrate sustainable practices into our day-to-day operations.

Labour Day Project

We also remain focused on innovation and industry leadership. Through participation in industry workshops and international trade engagements, we showcased advancements in protein solutions, natural colour transition technologies, and ingredient innovation. These platforms enable us to strengthen partnerships, contribute to knowledge sharing, and position CFF as a globally competitive Jamaican manufacturer.

Across all our initiatives, a consistent thread remains—intention, responsibility, and impact. Whether through supporting a child's development, improving a learning environment, empowering individuals, or advancing sustainability, we continue to demonstrate that growth is most meaningful when it is shared.

As we look ahead, we remain committed to deepening our impact, strengthening our partnerships, and advancing a model of growth that is both responsible and inclusive. In doing so, we reaffirm our role not only as a manufacturer, but as a contributor to a stronger, more resilient Jamaica.

Staff Social 2025

Financials

for the year ended December 31, 2024

bakertilly

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INDEPENDENT AUDITORS' REPORT

To the Members of
Caribbean Flavours and Fragrances Limited

Report on the audit of the Financial Statements

Opinion

We have audited the financial statements of Caribbean Flavours and Fragrances Limited ("the Company") set out on pages 42 to 77, which comprise the statement of financial position at 31 December 2025, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of material accounting policies and other explanatory information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards (IFRS) and comply with the Jamaican Companies Act.

Basis for opinion

We conducted our audit in accordance with the International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Our Audit Approach

Audit scope

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

INDEPENDENT AUDITORS' REPORT (Continued)

To the Members of
Caribbean Flavours and Fragrances Limited
Page 2

Report on the audit of the Financial Statements (continued)

Our Audit Approach (continued)

Audit scope (continued)

As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. Key audit matters are selected from the matters communicated with the Audit Committee members (those charged with Governance) but are not intended to represent all matters that were discussed with them. These matters are addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matters
The Company recognises expected credit losses (ECL) on financial assets measured at amortized cost. The determination of ECL is highly subjective and requires management to make significant judgement and estimates and the application of forward-looking information.	Our audit procedures in response to this matter included: ❖ Involving our financial risk modelling specialist, to review the ECL model, assess the appropriateness of the Company's impairment methodology, management's assumptions and compliance with the new requirements of IFRS 9, Financial Instruments. ❖ Assessing the appropriateness of the Company's impairment methodology, management assumptions and compliance with the requirement of IFRS 9, Financial Instruments. ❖ Assessing the adequacy of the disclosures of the key assumptions and judgements as well as the details of the transition adjustment for compliance with IFRS 9. ❖ Testing the accuracy of the Company's ageing of accounts receivables. ❖ Testing the accuracy of the ECL calculation.

INDEPENDENT AUDITORS' REPORT (continued)

To the Members of
Caribbean Flavours and Fragrances Limited
Page 3

Report on the audit of the Financial Statements (continued)

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS and the Jamaican Companies Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with the governance are responsible for overseeing the Company's financial reporting process.

<u>INDEPENDENT AUDITORS' REPORT (continued)</u>

To the Members of
Caribbean Flavours and Fragrances Limited
Page 4

Report on the audit of the Financial Statements (continued)

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT (continued)

To the Members of
Caribbean Flavours and Fragrances Limited
Page 5

Report on the audit of the Financial Statements (continued)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that presents a true and fair view.

We communicate with those among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstance, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Jamaican Companies Act, we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

INDEPENDENT AUDITORS' REPORT (continued)

To the Members of
Caribbean Flavours and Fragrances Limited
Page 6

Report on the audit of the Financial Statements (continued)

Report on other legal and regulatory requirements (continued)

In our opinion, proper accounting records have been maintained, so far as appears from our examination of those records, and the financial statements, which are in agreement therewith, give the information required by the Jamaica Companies Act, in the manner required.

The engagement partner on the audit resulting in this independent auditors' opinion is Roxiana Malcolm-Tyrell.

Baker Tilly

Chartered Accountants
Kingston, Jamaica
27 February 2026

Statement of Financial Position

As at 31 December 2025

	Note	2025 $'000	2024 $'000
ASSETS			
Non-Current Assets			
Property, plant, and equipment	5	50,485	53,740
Right-of-use asset	6	61,236	61,737
Investment securities	7	15,000	45,000
		126,721	160,477
Current Assets			
Inventories	8	250,910	211,433
Receivables	9	108,374	128,948
Taxation recoverable		3,801	2,343
Due from related parties	10	448,592	299,387
Cash and cash equivalents	11	30,963	101,530
		842,640	743,641
TOTAL ASSETS		969,361	904,118
EQUITY AND LIABILITIES			
Stockholders' Equity			
Share capital	12	56,200	56,200
Retained earnings		703,190	634,425
		759,390	690,625
Non-Current Liabilities			
Deferred tax liabilities	13	4,490	3,749
Long term loans	14	7,295	13,632
Lease liability	6	71,299	69,806
		83,084	87,187
Current Liabilities			
Payables	15	95,178	105,668
Taxation payable		16,837	8,088
Due to related parties	10	3,339	302
Current portion of long term loans	14	6,689	7,404
Current portion of lease liability	6	4,844	4,844
		126,887	126,306
TOTAL EQUITY AND LIABILITIES		969,361	904,118

Approved for issue by the Board of Directors on 27 February 2026 and signed on its behalf by:

Director
Clive Nicholas

Director
Carlton Samuels

Statement of Comprehensive Income

Year ended 31 December 2025

	Note	2025	2024
		$'000	**$'000**
Revenue	16	1,002,031	884,681
Cost of sales	17	(612,037)	(567,445)
Gross profit		389,994	317,236
Other income		-	100
Expected credit loss (expense)/reversal on financial assets	3(b)	(4,228)	1,451
Unrealised gain on investments valued at fair value through profit and loss		267	323
Selling and distribution expenses	17	(8,297)	(14,855)
Operating and administrative expenses	17	(248,026)	(208,519)
Operating profit	18	129,710	95,736
Finance income, net	20	15,459	13,642
Profit before taxation		145,169	109,378
Taxation	21	(31,444)	(25,502)
Net profit for the year, being total comprehensive income		113,725	83,876
Earnings per ordinary stock unit attributable to shareholders of the Company	22	$0.13	$0.09

Statement of Changes in Equity

Year ended 31 December 2025

	Share capital	Retained earnings	Total
	$'000	**$'000**	**$'000**
Balance at 1 January 2024	56,200	595,509	651,709
Total comprehensive income	-	83,876	83,876
Transaction with owners:			
Dividends (Note 23)	-	(44,960)	(44,960)
Balance at 31 December 2024	56,200	634,425	690,625
Total comprehensive income	-	113,725	113,725
Transaction with owners:			
Dividends (Note 23)	-	(44,960)	(44,960)
Balance at 31 December 2025	56,200	703,190	759,390

Statement of Cash Flows

Year ended 31 December 2025

	2025	2024
CASH RESOURCES WERE PROVIDED BY/(USED IN):	**$'000**	**$'000**
Cash Flows from Operating Activities		
Profit before taxation	145,169	109,378
Adjustments for:		
Depreciation	14,483	13,990
Amortization of right-of-use asset	6,446	6,498
Expected credit loss expense/(reversal)	4,228	(1,451)
Interest income	(17,720)	(16,626)
Interest expense	2,137	2,092
Lease interest expense	8,238	8,076
Foreign exchange gains	(8,114)	(7,184)
	154,867	114,773
Changes in operating assets and liabilities:		
(Increase)/decrease in inventories	(39,477)	5,552
Decrease in receivables	23,309	35,349
Increase in due from related parties	(139,917)	(61,968)
Decrease in payables	(6,946)	(30,635)
Cash (used in)/provided by operating activities	(8,164)	63,071
Taxation paid	(23,412)	(21,537)
Interest paid	(10,375)	(10,168)
Interest received	5,738	18,680
Net cash (used in)/provided by operating activities	(36,213)	50,046
Cash Flows from Investing Activities		
Purchase of property, plant and equipment	(11,228)	(22,441)
Proceeds from matured investment	30,000	-
Net cash provided by/(used in) investing activities	18,772	(22,441)
Cash flows from Financing Activities		
Long term loans principal repayments	(7,052)	(6,217)
Long term loan proceeds	-	13,795
Lease liability principal repayments	(4,452)	(4,364)
Dividends paid	(44,960)	(44,960)
Net cash used in financing activities	(56,464)	(41,746)
Net decrease in cash and cash equivalents for the year	(73,905)	(14,141)
Net effect of foreign currency translation on cash and cash equivalents	3,338	3,095
Cash and cash equivalents at beginning of year	101,530	112,576
CASH AND CASH EQUIVALENTS AT END OF YEAR	30,963	101,530
Represented by:		
Cash at bank and in hand	23,505	31,254
Short term investments	7,458	70,276
	30,963	101,530

1. Identification and Principal Activities

Caribbean Flavours and Fragrances Limited ("the Company") was incorporated under the Companies Act of Jamaica and is domiciled in Jamaica. The Company is a subsidiary of Derrimon Trading Company Limited, which owns 65.02% (2024: 65.02%) of its issued shares. The Company is listed on the Junior Market of the Jamaica Stock Exchange.

The Company's registered office is located at 226 Spanish Town Road, Kingston 11.

Its principal activity is the manufacture and distribution of flavours, mainly for the beverage, baking and confectionery industries. The Company also manufactures fragrances primarily for household and general cleaning and sanitation purposes.

These financial statements are presented in Jamaican dollars, which is the functional currency.

2. Material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied for all the years presented. Where necessary, prior year comparatives have been restated and reclassified to conform to current year presentation.

(a) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), and their interpretations adopted by the International Accounting Standards Board and have been prepared under the historical cost convention, as modified by the valuation of certain items. They are also prepared in accordance with the provisions of the Jamaican Companies Act.

The financial statements comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the notes.

The preparation of financial statements in compliance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and contingent liabilities at the end of the reporting period and the total comprehensive income during the reporting period. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and underlying assumptions are reviewed on an ongoing basis and any adjustments that may be necessary would be reflected in the year in which actual results are known. The areas involving a higher degree of judgment in complexity or areas where assumptions or estimates are significant to the financial statements are discussed in Note 4.

Notes to the Financial Statements

31 December 2025

2. Material accounting policies (continued)

(a) Basis of preparation (continued)

Standards and amendments to published standards effective in the current year that are relevant to the Company's operations

There were no new standards, interpretations and amendments to existing standards that have been published that became effective during the current financial year that is relevant to the Company's operations.

Standards and amendments to published standards that are not yet effective and have not been early adopted by the Company (continued)

At the date of authorisation of these financial statements, certain new accounting standards, amendments and interpretation to existing standards have been issued which are not yet effective, and which the Company has not early adopted. The Company has assessed the relevance of all such new standards, interpretations and amendments and has determined that the following may be relevant to its operations. Unless stated otherwise, the impact of the changes is still being assessed by management.

Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9, and IFRS 7) effective for annual periods beginning on or after 1 January 2026 clarify financial assets and financial liabilities are recognized and derecognized at settlement date except for regular way purchases or sales of financial assets and financial liabilities meeting conditions for new exception. The new exception permits companies to elect to derecognize certain financial liabilities settled via electronic payment systems earlier than the settlement date.

IFRS 18 Summary for Financial Statements replaces IAS 1 effective for annual periods beginning on or after 1 January 2027 enhances transparency and comparability in financial reporting by introducing new requirements include: new categories and subtotals in the statement of profit or loss, disclosure of management-defined performance measures (MPMs) and enhanced requirements for grouping information.

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a material impact on the operations of the Company.

2. Material accounting policies (continued)

(b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis at rates to write off the carrying value of the assets over their expected useful lives. The rates used to write off the cost of assets are as follows:

Leasehold improvements	10%
Plant, machinery, furniture and fixtures	10%
Office computer and equipment	$33^{1/3}$%
Motor vehicles	25%

Leasehold improvements are classified as property, plant and equipment.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the statement of comprehensive income.

Repairs and maintenances are charged to the statement of comprehensive income during the financial period in which they are incurred.

(c) Right-of-use assets and lease liabilities

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

(i) Leases of low value assets; and
(ii) Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Company' incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Notes to the Financial Statements
31 December 2025

2. Material accounting policies (continued)

(c) Right-of-use assets and lease liabilities (continued)

On initial recognition, the carrying value of the lease liability also includes:
(i) amounts expected to be payable under any residual value guarantee;
(ii) the exercise price of any purchase option granted in favour of the Company if it is reasonably certain to assess that option;
(iii) any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

To determine the incremental borrowing rate, the Company:
(i) since it does not have recent third-party financing, uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases, and
(ii) makes adjustments specific to the lease, e.g. term, currency and security.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

(i) lease payments made at or before commencement of the lease;
(ii) initial direct costs incurred; and
(iii) the amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are assets valued as US$5,000 or less when new. The Company has no short-term leases or leases for low valued assets at this time.

2. Material accounting policies (continued)

(c) Right-of-use assets and lease liabilities (continued)

Extension and termination options
Extension and termination options are included for the property leased by the Company. These are used to maximise operational flexibility in terms of managing the asset used in the Company' operations. The extension option is exercisable by the lessee provided that thirty (30) days written notice is given prior to the expiration of the initial term. Either party may terminate the lease on the provision that not less than twelve (12) months' notice in writing is given to the other party.

When the Company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- In all other cases where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

For contracts that both convey a right to the Company to use an identified asset and require services to be provided to the Company by the lessor, the Company has elected to account for the entire contract as a lease, i.e. it does not allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

Notes to the Financial Statements
31 December 2025

2. Material accounting policies (continued)

(d) Inventories

Estimation – Inventories are carried at the lower of cost or net realized value. The estimation of net realized value is based on the most reliable evidence available, at the time the estimates are made, of the amount the inventories are expected to realize.

Additionally, estimation is required for inventory provision due to shrinkage, slow-moving and obsolescence. It is possible, based on existing knowledge, that outcomes within the next financial year that are different from those assumptions could require a material adjustment to the carrying amount reflected in the financial statements.

(e) Financial assets

The Company classifies its financial assets into the category amortized cost. The classification depends on the purpose for which the financial assets were acquired.

The Company's financial assets measured at amortized cost comprise trade receivables, cash and cash equivalents and investments in the statement of financial position. Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturity of three months or less.

These assets arise principally from the provision of goods and services to customers but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortized cost using the effective interest rate method, less provision for impairment.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within the statement of profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

2. Material accounting policies (continued)

(f) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(g) Dividends

Dividends on ordinary shares are recognized in shareholders' equity in the period in which they become legally payable. Interim dividends are due when declared and approved by the directors while shareholders approve final dividends at the Annual General Meeting. Dividends for the year that are declared after the reporting date are disclosed in the subsequent events note.

(h) Borrowings

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in the income statement as interest expense.

Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the Financial Statements
31 December 2025

2. Material accounting policies (continued)

(i) Payables
Payables, including provisions, are stated at their nominal value. A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money, and where appropriate, the risks specific to the liability.

(j) Income taxes
Where applicable, taxation expense in the statement of comprehensive income comprises current and deferred tax charges.

Current tax is the expected tax payable on the income for the year, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is the tax expected to be paid or recovered on differences between the carrying amounts of assets and liabilities and the corresponding tax bases. Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

(k) Financial instruments
Financial instruments carried on the statement of financial position include investments, cash and bank balances, receivables, balances with related parties, payables, lease liabilities and borrowings.

The fair values of financial instruments and the assoicated risks are discussed in Note 3a.

2. Material accounting policies (continued)

(l) Foreign currency translation

Foreign currency transactions are accounted for at the exchange rate prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are transalated into Jamaican dollars at the exchange rate prevailing at the date of the statement of financial position, that is, in the case of each currency, the Bank of Jamaica weighted average buying and selling rates at that date. Gains and losses arising from fluctuations in exchange rates are reflected in the statement of comprehensive income.

(m) Revenue recognition

Sale of goods

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Company's activities. Revenue is shown net of returns, discounts and GCT. The Company's revenue is generally derived from selling goods with revenue recognized at a point in time when control of the goods has been delivered to the customer and acceptance by them of the payment invoice. Once the physical delivery of the products to the agreed location and customer has occurred, and the Company is no longer liable for any of the goods, the transaction is considered complete.

Interest income

Interest income and expense are recognized in the statement of comprehensive income for all interest bearing instruments on an accrual basis using the effective yield method based on the actual purchase price.

Other operating income

Other operating income, where applicable, includes gains on disposal of assets recognized when the transaction is complete, rental of investment property recognized when earned, and miscellaneous inflows recognized when received and monies lodged to the Company's bank account.

(n) Comparative information

Where necessary comparative figures have been reclassified to conform with changes in presentation.

Notes to the Financial Statements

31 December 2025

2. Material accounting policies (continued)

(o) Related party transactions

A party is related to the Company, if:

(i) directly, or indirectly through one or more intermediaries, the party, is controlled by, or is under common control with, the Company (this includes parents, subsidiaries and fellow subsidiaries); has an interest in the Company that gives it significant influence over the Company; or has joint control over the Company;

(ii) the party is an associate of the Company;

(iii) the party is a joint venture in which the Company is a venturer;

(iv) the party is a member of the key management personnel of the Company or its parent;

(v) the party is a close member of the family of any individual referred to in (i) or (iv);

(vi) the party is the Company that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or

(vii) the party is a post-employment benefit plan for the benefit of employees of the Company, or of any Company that is a related party of the Company.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged. The Company has a related party relationship with its directors and key management personnel, representing certain senior officers of the Company.

(p) Segment reporting

A segment is a distinguishable component of the Company that is engaged either in providing products (business segment), or in providing products within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company's activities are mainly the manufacture and distribution of flavours, mainly for the beverage, baking and confectionery industries, operating in a single segment, therefore no additional segment information is provided.

3. Financial risk management

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise. Financial instruments carried on the statement of financial position include investments, cash and cash equivalents, receivables, payables, related party balances, lease liabilities and borrowings.

a) Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market price is used to determine fair value where an active market exists as it is the best evidence of the fair value of a financial instrument. The Company's equities are the only financial instrument that is carried at fair value, also where fair value of financial instruments approximates carrying value, no fair value computation is done.

The carrying values reflected in the financial statements for cash and cash equivalents, trade and other receivables, and trade and other payables are assumed to approximate fair value due to their relatively short-term nature.

The fair value of long-term loans is assumed to approximate carrying value as the loans bear interest at market rates and all other conditions are at market terms.

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. These two types of inputs have created the following fair value hierarchy:

Level 1 -Quoted prices in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges.

Level 2 -Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes financial assets with fair values based on broker quotes.

Level 3 -Inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components. This hierarchy requires the use of observable market data when available.

The Company considers relevant and observable market prices in its valuations where possible.

Notes to the Financial Statements
31 December 2025

3. Financial risk management (continued)

b) Credit risk:

The Company takes on exposure to credit risk, which is the risk that its customers, clients or counterparties will cause a financial loss for the Company by failing to discharge their contractual obligations. Credit risk is the most important risk for the Company's business; management therefore carefully manages its exposure to credit risk. Credit exposures arise principally from the Company's receivables from customers. The Company structures the level of credit risk it undertakes by placing limits on the amount of risk accepted in relation to a single counterparty or groups of related counterparties and to geographical and industry segments.

Credit review process

Management performs ongoing analysis of the ability of customers and other counterparties to meet their obligations.

Impairment of financial assets

The Company has two types of financial asset that is subject to the expected credit loss model which are trade receivables for sales of inventory and due from related parties.

While cash and cash equivalents is also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Trade receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure expected credit losses on a collective basis, trade receivables is grouped based on similar credit risk and ageing.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2025, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

3. Financial risk management (continued)

b) Credit risk (continued)

31 December 2025	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
Expected loss rate	2%	3%	6%	27%	6%
Gross carrying amount – trade receivables $'000	56,824	26,833	14,420	12,511	110,588
Impairment losses $'000	(1,011)	(816)	(904)	(3,436)	(6,167)
	55,813	26,017	13,516	9,075	104,421

31 December 2024	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
Expected loss rate	2%	3%	7%	30%	5%
Gross carrying amount – trade receivables $'000	71,341	33,940	14,638	11,738	131,657
Impairment losses $'000	(1,100)	(1,019)	(1,059)	(3,516)	(6,694)
	70,241	32,921	13,579	8,222	124,963

The closing loss allowances for trade receivables as at 31 December 2025 and 31 December 2024 reconcile to the opening loss allowances as follows:

	Trade receivables 2025 $'000	Trade receivables 2024 $'000
Opening loss allowance	6,694	8,145
Decrease in loss allowance credited in profit or loss during the year	(527)	(1,451)
Closing loss allowance	6,167	6,694

Notes to the Financial Statements
31 December 2025

3. Financial risk management (continued)

b) Credit risk (continued)

Trade receivables (continued)
Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company, and a failure to make contractual payments for a period of greater than 90 days past due.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

As at 31 December 2025, there were no lifetime expected credit losses in respect of the five (5) major customers that comprise 37% (2024 – 27%) of the trade receivables balance.

As at 31 December 2025, there were $2,221,904 (2024 -$2,087,412) lifetime expected credit losses in respect of the remaining customers.

Other financial assets at amortised cost
Other financial assets at amortised cost include other receivables and balances due from related parties.

During the year, impairment losses of $4,755,000 (2024: nil) on balances due on related parties are presented as net impairment losses within operating profit.

While the other financial assets at amortised cost are subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial for other receivables.

At the Statement of Financial Position date, except for cash and cash equivalents, there were no other significant concentration of credit risk and the exposure to credit risk of these financial assets were considered immaterial.

Net impairment losses on financial assets recognised in profit or loss
During the year, the following expected credit losses were recognised in profit or loss in relation to impaired financial assets:

	2025	2024
	$'000	$'000
Reversal of impairment on trade receivables	(527)	(1,451)
Impairment on due from related party	4,755	-
	4,228	(1,451)

3. Financial risk management (continued)

c) Liquidity risk:

Liquidity risk is the risk that the Company is unable to meet its payment obligations associated with its financial liabilities when they fall due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Liquidity risk management process
The Company's liquidity management process includes:

(i) Monitoring future cash flows and liquidity on a daily basis;
(ii) Maintaining marketable and diverse assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
(iii) Maintaining a committed line of credit;
(iv) Optimizing cash returns on investment.

Undiscounted cash flows of financial liabilities
The maturity profile of the Company's financial liabilities at year end on contractual undiscounted payments was as follows:

	1 to 3 months	4 to 12 months	1 to 5 years	Total	Carrying amount
	$'000	$'000	$'000	$'000	$'000
			31 December 2025		
Long term loans	2,235	5,320	7,884	15,439	13,984
Lease liability	3,172	9,517	107,858	120,547	76,143
Due to related parties	3,339	-	-	3,339	3,339
Payables	95,178	-	-	95,178	95,178
Total financial liabilities	103,924	14,837	115,742	234,503	188,644
			31 December 2024		
Long term loans	2,235	6,706	15,200	24,141	21,036
Lease liability	3,110	9,330	105,744	118,184	74,650
Due to related party	302	-	-	302	302
Payables	105,668	-	-	105,668	105,668
Total financial liabilities	111,315	16,036	120,944	248,295	201,656

Assets available to meet all of the liabilities and to cover financial liabilities include cash and cash equivalents.

Notes to the Financial Statements

31 December 2025

3. Financial risk management (continued)

d) Market risk

The Company takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates (see 3d (i)), interest rates (see 3d (ii)). The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk exposures are measured using sensitivity analysis. There has been no significant change in exposure to market risks or the manner in which the Company manages and measures the risk.

(i) Currency risk

The Company is exposed to foreign exchange risk arising from exposure primarily to the US dollar and Euro. Foreign exchange risk arises primarily from transactions for purchases, sales and investments. The Statement of Financial Position for the Company as at 31 December 2025 includes net foreign assets of US$159,149 and €3,182 (2024: US$455,224 and €3,539) in respect of such transactions.

The following table demonstrates the sensitivity to fluctuations in the exchange rates of the currencies held by the Company before tax, with all other variables held constant.

	Change in exchange rate	**2025**	**2024**
		$'000	**$'000**
Devaluation	1.5% (2024 - 4%)	386	2,841
Revaluation	1% (2024 -1%)	(257)	(710)

3. Financial risk management (continued)

d) Market risk (continued)

(ii) Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company minimises interest rate risk by investing mainly in fixed rate instruments and contracting liabilities at fixed rates, where possible. The Company's interest rate risk arises mainly from bank loans.

At the reporting date, the interest profile of the Company's interest-bearing financial Instruments were:

	1 to 3 months	4 to 12 months	1 to 5 years	Over 5 years	Non-Interest bearing	Total
	$'000	$'000	$'000	$'000	$'000	$'000
			2025			
Investment securities	-	15,000	-	-	-	15,000
Receivables	-	-	-	-	108,374	108,374
Due from related parties	331,918	-	-	-	116,674	448,592
Cash and cash equivalents	13,608	-	-	-	17,355	30,963
Total financial assets	345,526	15,000	-	-	242,403	602,929
Long term loans	1,955	4,734	7,295	-	-	13,984
Lease liability	1,187	3,754	34,158	37,044	-	76,143
Due to related parties	-	-	-	-	3,339	3,339
Payables	-	-	-	-	95,178	95,178
Total financial liabilities	3,142	8,488	41,453	37,044	98,517	188,644
Total interest repricing gap	342,384	6,512	(41,453)	(37,044)	143,886	414,285

Notes to the Financial Statements
31 December 2025

3. Financial risk management (continued)

d) Market risk (continued)

(ii) Interest rate risk (continued)

	1 to 3 months	4 to 12 months	1 to 5 years	Over 5 years	Non-Interest bearing	Total
	$'000	$'000	$'000	$'000	$'000	$'000
			2024			
Investment securities	-	30,000	15,000	-	-	45,000
Receivables	-	-	-	-	128,948	128,948
Due from related parties	111,863	-	-	-	187,524	299,387
Cash and cash equivalents	98,894	-	-	-	2,636	101,530
Total financial assets	210,757	30,000	15,000	-	319,108	574,865
Long term loans	1,790	5,614	13,632	-	-	21,036
Lease liability	1,164	3,680	25,235	44,571	-	74,650
Due to related party	-	-	-	-	302	302
Payables	-	-	-	-	105,668	105,668
Total financial liabilities	2,954	9,294	38,867	44,571	105,970	201,656
Total interest repricing gap	207,803	20,706	(23,867)	(44,571)	213,138	372,209

Cash flow sensitivity analysis for financial instruments:

A change in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Change in basis points	Effect on profit before taxation 2025	Effect on Other Components of Equity 2025	Effect on profit before taxation 2024	Effect on Other Components of Equity 2024
JMD/USD	$'000	$'000	$'000	$'000
+25/-25 (2024: +25/+25)	675	-	400	-
+25/-25 (2024: -50/-50)	(675)	-	(800)	-

3. Financial risk management (continued)

e) Capital management:

The policy of the Company's Board of Directors is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to sustain future development of the business and ensure it continues as a going concern.

The Company considers its capital to be its total equity inclusive of unappropriated profits and capital reserves. The Company's financial objective is to generate a targeted operating surplus, in order to strengthen and provide for the future continuity of the Company as a going concern in order to provide returns for its shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Directors regularly review the financial position of the Company at meetings and monitor the return on capital and the level of dividends to the ordinary shareholders. They seek to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Debt is the total of long-term loans and bank overdraft less related party loans, if any. Total capital is calculated as equity as shown in the Company's statement of financial position plus debt. The gearing ratios at the year-end based on these calculations were as follows:

	2025	2024
	$'000	$'000
Debt: long term loans	13,984	21,036
Equity	759,390	690,625
Total equity and borrowings	773,374	711,661
Gearing ratio	2%	3%

Notes to the Financial Statements
31 December 2025

4. Critical accounting estimates and judgements in applying accounting policies

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will seldom equal the related actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Impairment of financial assets
The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the Credit risk note.

(ii) Income taxes
Estimates and judgements are required in determining the provision for income taxes. The tax liability or asset arising from certain transactions or events may be uncertain during the ordinary course of business. In cases of such uncertainty, the Company recognises liabilities for possible additional taxes based on its judgement. Where, on the basis of subsequent determination, the final tax outcome in relation to such matters is different from the amount that was initially recognised, the difference will impact the current and deferred income tax provisions in the period in which such determination is made.

(iii) Depreciable assets
Estimates of the useful life and the residual value of property, plant and equipment are required in order to apply an adequate rate of transferring the economic benefits embodied in these assets in the relevant periods. The Company applies a variety of methods in an effort to arrive at these estimates from which actual results may vary. Actual variations in estimated useful lives and residual values are reflected in profit or loss through impairment or adjusted depreciation provisions.

(iv) Fair value of financial assets
The management uses its judgment in selecting appropriate valuation techniques to determine fair values of financial assets adopting valuation techniques commonly used by market practitioners supported by appropriate assumptions (note 3(a)).

5. Property, plant and equipment

	Leasehold Improvements	Plant, Machinery, Furniture & Fixtures	Office Computer & Equipment	Motor Vehicles	Total
	$'000	$'000	$,000	$'000	$'000
Cost -					
1 January 2024	7,707	36,569	2,600	27,904	74,780
Additions	833	5,759	2,004	13,845	22,441
31 December 2024	8,540	42,328	4,604	41,749	97,221
Additions	1,268	9,019	941	-	11,228
31 December 2025	9,808	51,347	5,545	41,749	108,449
Depreciation -					
1 January 2024	2,487	8,196	1,100	17,708	29,491
Charge for year	840	4,253	651	8,246	13,990
31 December 2024	3,327	12,449	1,751	25,954	43,481
Charge for year	902	4,567	1,007	8,007	14,483
31 December 2025	4,229	17,016	2,758	33,961	57,964
Net book value -					
31 December 2025	5,579	34,331	2,787	7,788	50,485
31 December 2024	5,213	29,879	2,853	15,795	53,740

Certain of the Company's motor vehicles have been pledged as collateral to secure certain borrowings (note 14).

Notes to the Financial Statements

31 December 2025

6. Right-of-use assets and related lease obligation

(i) Amounts recognized in the Statement of Financial Position

The statement of financial position shows the following amounts relating to leases: -

Right-of-use asset

	2025	2024
	$'000	$'000
Balance as at beginning of the year	61,737	68,147
Remeasurement	5,945	88
Amortization	(6,446)	(6,498)
Balance as at end of year	61,236	61,737

Lease liability

	2025	2024
	$'000	$'000
Balance as at beginning of the year	74,650	78,926
Remeasurement	5,945	88
Lease payments	(12,690)	(12,440)
Interest expense	8,238	8,076
Balance as at end of the year	76,143	74,650

	2025	2024
	$'000	$'000
Current	4,844	4,844
Non-current	71,299	69,806
Balance as at end of year	76,143	74,650

(ii) Amounts recognized in the Statement of Comprehensive Income

The statement of profit or loss shows the following amounts relating to leases:

	2025	2024
	$'000	$'000
Amortization charge of right-of-use asset (included in administrative expenses)	6,446	6,498
Interest expense (included in finance costs)	8,238	8,076

(iii) Amounts recognized in Statement of Cash Flows

	2025	2024
	$'000	$'000
Total cash outflows for lease	12,690	12,440

7. Investment securities

This represents corporate bonds which are carried at fair valued through profit and loss.

	2025	2024
	$'000	$'000
Dolla Financial Services Limited - 2025	-	30,000
NCB Financial Group 11.5% 2026	15,000	15,000
	15,000	45,000

8. Inventories

	2025	2024
	$'000	$'000
Raw materials	99,023	99,825
Manufactured finished goods	31,461	12,366
Imported goods for resale	68,245	51,268
Goods-in-transit	52,181	47,974
	250,910	211,433

During the year ended 31 December 2025, inventories valuing $3,774,821 (2024: $352,930) were written off.

9. Receivables

	2025	2024
	$'000	$'000
Trade receivables	110,588	131,657
Less: Expected credit loss provision	(6,167)	(6,694)
	104,421	124,963
Other	3,953	3,985
	108,3744	128,948

Movement in the expected credit loss provision is as follows:

	2025	2024
	$'000	$'000
Balance at beginning of year	6,694	8,145
Decrease in expected credit loss provision	(527)	(1,451)
Balance at end of year	6,167	6,694

Notes to the Financial Statements
31 December 2025

10. Due from/(to) related parties

		2025	2024
		$'000	$'000
Due from related parties:			
Interest bearing:			
Due from parent Company:			
Derrimon Trading Company Limited	(a)	193,798	221,816
Due from fellow subsidiary:			
Marnock LLC	(b)	138,120	53,855
		331,918	275,671
Non-interest bearing:			
Due from parent Company:			
Derrimon Trading Company Limited	(c)	110,122	23,716
Due from fellow subsidiary:			
Arosa Limited	(c)	11,307	-
		121,429	23,716
		453,347	299,387
Expected credit loss provision		(4,755)	-
		448,592	299,387
Due to fellow subsidiaries:			
Non-interest bearing:			
Woodcats International Limited	(c)	(212)	(302)
Derrpark Grocers Limited	(c)	(3,127)	-
		(3,339)	(302)
		445,253	299,085

(a) These represents Jamaican and United States dollars denominated loans to Derrimon Trading Company Limited, which attract interest rates ranging from 4% - 5% (2024: 4% - 5%). Included in these amounts are interest receivable of $22,627,000 (2024: $14,716,000).

(b) This represents Jamaican and United States dollars denominated loans to Marnock LLC, which attract interest rate of 3.5% - 8% (2024: 3.5%) per annum. Included in these amounts are interest receivable of $6,341,000 (2024: $2,702,000).

(c) This represents advances to and from related parties which are unsecured, interest free and have no fixed repayment terms.

11. Cash and cash equivalents

		2025	2024
Cash at bank and on hand:		$'000	$'000
Cash at bank		23,018	28,618
Cash on hand		487	2,636
		23,505	31,254
Short term investments:			
Jamaica Money Market Brokers Limited	(a)	-	32,563
Scotia Investments Jamaica Limited	(b)	7,458	7,040
NCB Capital Markets Limited	(c)	-	30,673
		7,458	70,276
		30,963	101,530

Cash at bank substantially comprise savings and operating accounts at licensed commercial banks in Jamaica. The rate of interest earned on the Company's current account and foreign currency savings accounts ranges from 0.0% to 0.04% (2024: 0.0% to 0.4%).

(a) This represented investment in a repurchase agreement denominated in United States dollars with an interest rate of 4.25% and which matured during the year.

(b) This represents United States dollar investment in a money market fund.

(c) This represented an investment in a repurchase agreement denominated in Jamaican dollars with an interest rate of 6.75%, and which matured during the year.

12. Share capital

	2025	2024
	No. of shares	No. of shares
Authorised		
Ordinary shares of no par value	2,600,000,000	2,600,000,000
Issued and fully paid		
Issued and fully paid ordinary shares	899,200,330	899,200,330

	2025	2024
	$'000	$'000
Ordinary shares of no par value	56,200	56,200

Notes to the Financial Statements
31 December 2025

13. Deferred income taxes

Deferred income taxes are calculated in full on all temporary differences under the liability method using the applicable tax rate. Assets and liabilities recognised on the statement of financial position are as follows:

	2025	2024
	$'000	$'000
Deferred income tax liabilities	(4,490)	(3,749)

The movement on the net deferred income tax balance is as follows:

	2025	2024
	$'000	$'000
Net (liabilities)/assets at beginning of year	(3,749)	343
Deferred tax charged to the statement of comprehensive income (Note 21)	(741)	(4,092)
Net liabilities at end of year	(4,490)	(3,749)

Deferred income tax assets and liabilities are attributable to the following items:

	2025	2024
	$'000	$'000
Deferred income tax (liabilities)/assets:		
Property, plant and equipment	(3,655)	(2,173)
Lease liability, net of right-of-use assets	3,727	3,228
Interest receivable	(7,350)	(4,868)
Other	2,788	64
Net liabilities at end of year	(4,490)	(3,749)

The amounts shown in the statement of financial position include the following:

	2025	2024
	$'000	$'000
Deferred tax (liabilities)/assets to be recovered:		
- under 12 months	(4,418)	(4,804)
- after more than 12 months	(72)	1,055
	(4,490)	(3,749)

14. Long term loans

		2025	2024
		$'000	$'000
First Global Bank Limited	(a)	4,243	8,948
First Global Bank Limited	(b)	9,741	12,088
		13,984	21,036
Less: Current portion		(6,689)	(7,404)
		7,295	13,632

a) This loan, which was received in September 2021 attracts interest of 7% per annum and is repayable over 60 months in equal monthly instalments of $445,527. This loan is secured by a lien over a motor vehicle.

b) This loan, which was received in March 2024 attracts interest of 8.50% per annum and is repayable over 60 months in equal monthly instalments of $283,134.10. This loan is secured by a lien over a motor vehicle.

15. Payables

	2025	2024
	$'000	$'000
Trade payables	79,804	77,388
Accrued charges	4,785	7,464
Other	10,589	20,816
	95,178	105,668

16. Revenue

Turnover represents the invoiced value of goods and services net of discounts allowed and General Consumption Tax.

Notes to the Financial Statements

31 December 2025

17. Expenses by nature

	2025	2024
	$'000	$'000
Operating and administrative expenses:		
Amortization of right-of-use asset	6,446	6,498
Audit fee	3,549	3,317
Bank charges	3,038	3,850
Depreciation	14,483	13,990
Directors' emoluments	39,841	38,820
Directors' fees	2,475	1,600
Donations and subscriptions	1,499	1,137
Entertainment	904	352
Equipment rental	-	1,370
Insurance	17,949	6,650
Legal and professional fees	23,939	15,126
Motor vehicles expenses	2,762	2,685
Office and general expenses	12,586	10,697
Repairs and maintenance	3,972	3,657
Staff costs (Note 19)	91,262	76,660
Security	4,055	4,024
Travelling	12,547	12,416
Utilities	6,719	5,670
	248,026	208,519
Selling and distribution expenses:		
Selling, advertising, promotion and distribution	7,022	13,573
Transportation costs	1,275	1,282
	8,297	14,855
Finance income, net (Note 20)	(15,459)	(13,642)
Cost of sales	612,037	567,445
	852,901	777,177

18. Operating profit

The following have been charged in arriving at operating profit:

	2025	2024
	$'000	$'000
Auditors' remuneration	3,549	3,317
Amortization of right-of-use asset	6,446	6,498
Depreciation	14,483	13,990
Directors' emoluments: -		
- Managements remuneration	39,841	38,820
- Fees	2,475	1,600
Staff costs (Note 19)	91,262	76,660

19. Staff costs

	2025	2024
	$'000	$'000
Salaries and wages	50,549	45,423
Statutory contributions	7,212	6,426
Casual labour	8,172	8,214
Other staff costs	7,511	8,014
Staff welfare and training	17,818	8,583
	91,262	76,660

20. Finance income, net

	2025	2024
	$'000	$'000
Interest income	(17,720)	(16,626)
Foreign exchange gains	(8,114)	(7,184)
	(25,834)	(23,810)
Loan interest expense	2,137	2,092
Lease interest expense	8,238	8,076
	(15,459)	(13,642)

Notes to the Financial Statements

31 December 2025

21. Taxation

(a) Taxation is computed on profit for the year adjusted for taxation purposes and comprises: -

	2025	2024
	$'000	$'000
Current income taxation at 25%	30,703	21,410
Deferred income taxes (Note 13)	741	4,092
	31,444	25,502

(b) The taxation charged in the statement of comprehensive income differs from the theoretical amount that would arise using the applicable tax rate, as follows:

	2025	2024
	$'000	$'000
Profit before taxation	145,169	109,378
Tax calculated at a rate of 25%	36,292	27,345
Adjusted for the effects of: -		
Expenses not allowed for tax purposes	1,663	1,878
Employment Tax Credit	(4,837)	(5,000)
Other charges and allowances	(1,674)	1,279
	31,444	25,502

(c) Remission of income tax

By notice dated 13 August 2009, the Minister of Finance and the Public Service, issued and gazetted the Income Tax (Jamaica Stock Exchange Junior Market) (Remission) Notice, 2009. The Notice effectively granted a remission of income tax to eligible companies that were admitted to the Junior Market of the Jamaica Stock Exchange (JSE) if certain conditions were achieved after the date of initial admission.

Effective 2 October 2013, the Company's shares were listed on the Junior Market of the JSE. The Company is entitled to a remission of income taxes for ten years in the following proportion:

Years 2014 - 2018 – 100% of standard rate

Years 2019 - 2023 – 50% of standard rate

With the expiration of the tax remission on 2 October 2023, the Company was subject to tax at a rate of 25%.

22. Earnings per stock unit

Profit per stock unit ("EPS") is computed by dividing the net profit attributable to stockholders of the Company of $113,725,000 (2024: $83,876,000) by the weighted average number of ordinary stock units in issue during the year, numbering 899,200,330 (2024: 899,200,330).

23. Dividends

	2025	2024
	$'000	**$'000**
Declared and paid at 0.05 (2024: 0.05) cents per share	44,960	44,960
Total dividends to shareholders	44,960	44,960

On 26 August 2025, the Board of Directors passed a resolution approving the payment of a dividend of $0.05 per share, payable out of retained earnings. The dividend was paid on 06 November 2025 to shareholders on record as of 26 September 2025.

24. Related party transactions and balances

(a) The following transactions were carried out with related parties: -

	2025	2024
	$'000	**$'000**
Income:		
Sales to Derrimon Trading Company Limited	22,669	22,552
Interest income from Derrimon Trading Company Limited	7,910	7,932
Interest income from Marnock LLC	1,351	1,351
Purchases:		
Purchases from Derrimon Trading Company Limited	274	611
Key management compensation:		
Directors' emoluments	39,841	38,820
Directors' fees	2,475	1,600
Expenses:		
Rent paid to a Company connected to a director	12,690	12,440
Short term rental payment to Derrimon Trading Company Limited	608	-
Consultancy payments to a related party	10,409	8,415
Dividends:		
Dividend payment to the Derrimon Trading Company Limited	29,233	29,233

Notes to the Financial Statements

31 December 2025

24. Related party transactions and balances (continued)

(b) Year end balances with related parties: -

	2025	2024
	$'000	**$'000**
Due from related parties:		
Interest bearing:		
Due from parent Company:		
Derrimon Trading Company Limited	193,798	221,816
Due from fellow subsidiary:		
Marnock LLC	138,120	53,855
	331,918	275,671
Non-interest bearing:		
Due from parent Company:		
Derrimon Trading Company Limited	110,122	23,716
Due from fellow subsidiary:		
Arosa Limited	11,307	-
	121,429	23,716
	453,347	299,387
Expected credit loss provision	(4,755)	-
	448,592	299,387
Due to fellow subsidiaries:		
Non-interest bearing:		
Woodcats International Limited	(212)	(302)
Derrpark Grocers Limited	(3,127)	-
	(3,339)	(302)
	445,253	299,085

Form of Proxy

Affix $100 Stamp here and cancel

I/We ______________________________ of ______________________________
Name of Shareholder(s) Address of the Shareholder(s)

being member/members of **CARIBBEAN FLAVOURS AND FRAGRANCES LIMITED** (the "Company") hereby appoint

______________________________ of ______________________________
Name of Proxy Address of Proxy

or failing him **The Chairman of the Board** of **Caribbean Flavours and Fragrances Limited** (the "Company") as my/our proxy vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Terra Nova Hotel, 17 Waterloo Rd., Kingston 10 on Wednesday 23 September, 2026 a 1:00pm "in person" or via zoom , accessible from our website at **www.caribbeanflavoursjm.com** and at any adjournment thereof.

Please indicate with an "X" in the space provided how you wish your proxy to vote on the Resolution referred to. Unless otherwise indicated, the proxy will vote as he thinks fit.

RESOLUTION	FOR	AGAINST
RESOLUTION NO. 1 - Directors' Report and Auditors Report and Audited Financial Statements for the year ended 31 December 2025		
RESOLUTION NO. 2 - To ratify that the Ordinary dividend paid on 6 November 2025 as final for the year ended 31 December 31, 2025.		
RESOLUTION NO. 3 - Re-election of Director		
Resolution 3a "THAT Mr. Wilford "Billy" Heaven be and is hereby re-elected a Director of the Company."		
Resolution 3b "THAT Mr. Ian Kelly be and is hereby re-elected a Director of the Company."		
Resolution 3c "THAT Mr. Carlton Samuels be and is hereby re-elected a Director of the Company."		
RESOLUTION NO. 4 - Directors' Remuneration		
RESOLUTION NO. 5 - Appointment and remuneration of the Auditors		

Signed this _____ day of ___________________ 2026.

____
Signature of the Shareholder(s)

NOTES:
1. This Form of Proxy must be lodged at the Registered Office of the Company not later than forty- eight (48) hours before the meeting.
2. Any alterations in this Form of Proxy should be initialed.
3. In the case of joint holders, the signature of one holder will be sufficient but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint-holders, seniority being determined by the order in which the names stand on the register.
4. If the appointer is a Corporation, this Form of Proxy must be executed under its common seal or under the hand of an Office or Attorney duly authorized.
5. An adhesive stamp of $100.00 must be affixed to the Form of Proxy.

CARIBBEAN FLAVOURS & FRAGRANCES LIMITED

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(876) 923-4323