

**Ernst & Young, S.L. Letterhead**

## **INDEPENDENT AUDIT REPORT ON THE MERGER BALANCE SHEET**

To the Shareholders of PESCANOVA, S.A.:

We have audited the attached merger balance sheet of PESCANOVA, S.A. closed on 30 June 2015, as well as the corresponding explanatory notes (the "balance sheet").

### ***Responsibility of the directors in relation to the balance sheet***

The Directors are responsible for drawing up the attached balance sheet in a manner which provides a true picture of the assets and financial situation of PESCANOVA, S.A. in accordance with the financial reporting standards applicable to the company for the preparation of this kind of financial statement in Spain, described in Note 3 of the attached explanatory notes, and for carrying out the internal control they deem appropriate to permit the preparation of the balance sheet free of material misstatements, due to fraud or error.

### ***Responsibility of the auditor***

Our responsibility is to provide an opinion on the attached balance sheet, based on our audit. We have conducted our audit in accordance with current auditing standards in Spain. The said standards require that we comply with a code of ethics, and that we plan and perform the audit to obtain reasonable assurance about whether the balance sheet is free of material misstatements.

An audit requires the application of procedures to obtain audit evidence on the amounts and disclosures provided in the balance sheet. The selected procedures depend on the auditor's opinion, including the assessment of the risks of material misstatements in the balance sheet, due to fraud or error. In making such risk assessments, the auditor considers internal control relevant for the drawing up of the balance sheet by the company, 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. An audit also includes an assessment of the appropriateness of the accounting policies applied and the reasonableness of the accounting estimates made by management, as well as an assessment of the overall financial statement presentation of the balance sheet.

We believe that the evidence obtained pursuant to our audit provides a sufficient and reasonable basis for our opinion.

### ***Opinion***

In our opinion the attached balance sheet provides, in all significant aspects, a true picture of the assets and financial situation of PESCANOVA, S.A. at 30 June 2015, in accordance with the financial reporting standards applicable to the preparation of this kind of financial statement and, in particular, with the accounting principles and criteria contained therein.

***Emphasis of matter paragraphs***

1. We draw attention to the matter indicated in Note 3.8 of the explanatory notes to the attached balance sheet closed on 30 June 2015, where the Company directors provide the reasons why the balance sheet was drawn up under the principle of "going concern" and which they base, essentially, on the application of the Company's approved arrangement with creditors and the existence of a viability plan which concludes that, with the necessary injections of funds, the Company and subsidiaries which carry out the different business activities of the Group would be able to continue their operations. Notwithstanding this, the rest of the circumstances described in Note 3.8 of the explanatory notes to the attached balance sheet raise material uncertainty on the ability of the Company to continue its activities, and to realise its assets and settle its liabilities for the amounts and according to the classification reflected in the attached balance sheet, which was prepared in the assumption that such activities would continue which, ultimately, will depend primarily on compliance with the viability plan and the terms of the Company's approved arrangement with creditors. This matter does not alter our opinion.

2. We draw attention to the matter indicated in Notes 3.4 and 12 of the explanatory notes to the attached balance sheet closed on 30 June 2015, which describe uncertainties relating to the existence of certain claims against the Company, deriving from events prior to the declaration of the arrangement with creditors and whose final outcome could, as the case may be, entail future payments. Pursuant to the closure of the balance sheet on 30 June 2015 the Company has made certain provisions for risks and expenses in an amount of 12 million euros, in relation to the possible financial impact of the risks described in the said Notes. Despite the fact that this estimate was calculated on the basis of the best information available on the date the attached balance sheet was drawn up, given the uncertainty relating thereto, it is possible that future events may render it necessary to amend such estimate, which would be accounted for, if applicable, on a prospective basis. This matter does not alter our opinion.

3. We draw attention to the matter indicated in Note 1.4 of the explanatory notes to the attached balance sheet at 30 June 2015, which indicates that the Company's arrangement with creditors refers to the implementation of various merger and segregation operations culminating with the transfer of the current business activities, together with the already restructured debt, to a newly created company in which the Company will hold a 4.99% stake. These operations will be submitted to the approval of the corresponding General Meetings of Shareholders and, if they are approved, they are expected to take place prior to 30 November 2015. This situation was notified to the securities market by means of an announcement dated 5 March 2014 and served as a basis for the Company directors when drawing up this balance sheet closed on 30 June 2015, as indicated in the said Note 1.4 of the attached explanatory notes. This matter does not alter our opinion.

4. We draw attention to the matter indicated in Note 14 of the explanatory notes to the attached balance sheet at 30 June 2015 which indicates that, due to the retroactive re-drawing up of the annual accounts corresponding to the 2011 financial year and the rupture of the tax group in the 2010 financial year, certain tax returns were adjusted in the 2014 financial year, corresponding to previous financial periods, with respect to the Company and the rest of the Spanish companies comprising the tax group. Due basically to the tax complexity of these adjustments and the different interpretations which, in principle, could be made by the tax authorities, it is possible that liabilities may be identified in addition to those reflected in the attached balance sheet closed on 30 June 2015. This matter does not alter our opinion.

5. We draw attention to the matter indicated in Note 2 of the attached explanatory notes, which states that the present merger balance sheet was drawn up by the Company directors in compliance with the provisions of Act 3/2009, of 3 April, on Structural Modifications to Companies, in relation to the envisaged merger and double segregation operations described in the said Note. On the same date as the merger balance sheet was drawn up, the Company directors drew up the Joint Merger and Double Segregation Project which must be submitted to the approval of the Company's General Meeting of Shareholders.

Stamped and signed by: José Luis Ruiz, Ernst & Young, S.L. 18 August 2015