

Financial Statements

Empirical Group, LLC

For the year ended March 31, 2020

Empirical Group, LLC
(A limited liability company)
Balance Sheets
March 31, 2020 and 2019
(in thousands of US dollars)

	2020	2019
Assets		
Current assets		
Cash and cash equivalents	1,096	\$ 975
Other current assets	<u>6,844</u>	<u>7,255</u>
Total current assets	<u>7,940</u>	<u>8,230</u>
Total assets	<u>7,940</u>	<u>\$8,230</u>
Liabilities and Members' Equity		
Current liabilities		
Accounts payable and accrued expenses	2,436	2,485
Related party payable	<u>67</u>	<u>350</u>
Total current liabilities	<u>2,503</u>	<u>2,835</u>
Total liabilities	2,503	2,835
Commitments and contingencies		
Members' equity	<u>5,437</u>	<u>5,395</u>
Total liabilities and members' equity	<u>7,940</u>	<u>\$8,230</u>

/s/ SUSAN DONDERO

Susan Dondero

VP Finance

Date: May 12,2020

Empirical Group, LLC
(A limited liability company)
Statement of Income
Years Ended March 31, 2020 and 2019
(in thousands of US dollars)

	2020	2019
Sales, net	\$ 38,216	\$ 38,664
Cost of sales	<u>26,680</u>	<u>25,917</u>
Gross profit	11,536	12,747
Selling, general and administrative expenses	<u>5,989</u>	<u>5,886</u>
Income from operations	5,547	6,861
Interest expense	<u>5</u>	<u>9</u>
Net income	<u>\$ 5,542</u>	<u>\$ 6,852</u>

/s/ SUSAN DONDERO

Susan Dondero

VP Finance

Date: May 12,2020

Empirical Group, LLC
(A limited liability company)
Statements of Cash Flows
Years ended March 31, 2020 and 2019
(in thousands of US dollars)

	2020	2019
Cash flows from operating activities		
Net income	5,542	6,852
Reconciliation of net income to net cash provided by operating activities		
Accounts receivable	469	64
Inventories	230	(66)
Prepaid expenses and other assets	(697)	192
Related party receivables	409	123
Accounts payable and accrued expenses	269	(707)
Accrued trade and other promotions	(318)	(510)
Related party payable	(283)	(328)
Net cash provided by operating activities	<u>5,621</u>	<u>5,620</u>
Cash flows from financing activities		
Proceeds (repayments) from borrowings under revolving credit facility		(1,250)
Distributions to members	<u>(5,500)</u>	<u>(6,000)</u>
Net cash used in financing activities	<u>(5,500)</u>	<u>(7,250)</u>
Net change in cash and cash equivalents	121	(1,630)
Cash and cash equivalents		
Beginning of year	<u>975</u>	<u>2,605</u>
End of year	<u>\$ 1,096</u>	<u>\$ 975</u>

/s/ SUSAN DONDERO

Susan Dondero

VP Finance

Date: May 12,2020

1. Description of Business and Basis of Presentation

Organization of the Company

Tetley USA Inc. ("Tetley USA") was incorporated on December 8, 1972, pursuant to the laws of Delaware. Tetley USA is indirectly owned 100% by TCP Group.

Tata Consumer Products US Holdings, Inc. "TCPUSH" (Formerly known as Tata Global Beverages US Holdings Inc.) was incorporated on June 9, 1995 pursuant to the laws of the State of Delaware. TCPUSH is indirectly owned 100% by the TCP Group.

Good Earth Teas, Inc. ("Good Earth") was incorporated on February 26, 1979, pursuant to the laws of the State of California. Good Earth was purchased by the TCP Group on October 15, 2005. Good Earth Teas, Inc. is indirectly owned 100% by the TCP Group.

Good Earth Corporation was incorporated on February 24, 1994, pursuant to the laws of the State of California. Good Earth Corporation was purchased by the TCP Group on October 15, 2005. Good Earth Corporation is indirectly owned 100% by the TCP Group.

Tata Waters, LLC (Tata Waters) was incorporated on August 18, 2016, pursuant to the laws of Delaware. Tata Waters, LLC is indirectly owned 100% by the TCP Group.

Tetley USA, Good Earth, and Tata Waters are referred to as the "Companies."

Tetley USA has entered a joint venture agreement with a private label competitor, Harris Freeman & Co LP forming Empirical Group LLC ("Empirical"). This combined the food service businesses of Harris and Tetley USA under Tetley USA's operational management. Effective December 20, 2012, Harris Freeman & Co., Inc. contributed its member interest in Empirical to its wholly owned subsidiary Harris Tea Co., LLC ("Harris Tea"). Effective October 1, 2016, a mutual agreement was reached between Tetley USA and Harris Tea regarding the ongoing operational decision making of Empirical. Tetley USA has day-to-day management responsibility of Empirical.

Tetley USA and Good Earth are each 25% partners in a joint venture agreement with Harris Tea forming Southern Tea LLC ("Southern") which is a manufacturing joint venture managed operationally by Harris.

The following information outlines the Companies' adopted accounting policies

Principles of Consolidation

All intercompany balances and transactions are eliminated in consolidation.

Nature of Operations

The Companies are engaged in the sale of tea and coffee products to the grocery, mass, club, dollar, military and convenience channels primarily within the United States. Empirical is a sales entity engaged in the sale of tea and coffee to foodservice and contract customers primarily within the US.

2. Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Companies consider all highly liquid investments with an original maturity of three months or less to be cash and cash equivalents

Revenue Recognition

Revenue is recognized when our performance obligation is satisfied. Our primary performance obligation is satisfied upon the shipment or delivery of products to our customers. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. Sales incentives, costs of certain promotional items, such as slotting fees, trade promotion expenses and discounts are primarily accounted for as a reduction of revenue. The Company estimates and records provisions for returns and other allowances in the period the sale is recorded based upon its past experience.

Royalty Income

Royalty income includes fees generated by licensing the Companies' trademark throughout the US and Canada. Licensing fees are recognized when earned, which is generally upon sale of the underlying products by the licensees and are recorded in net sales.

Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the invoiced amounts and do not bear interest. The allowance for doubtful accounts is management's best estimate of the amount of probable credit losses in existing accounts receivable. Management reviews its allowance for doubtful accounts periodically and determines the allowance based on the historical write-off experience. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis by type of receivable. Account balances are charged against the allowance when management determines it is probable the receivable will not be recovered. There are no off-balance-sheet credit exposures related to customers.

Inventories, net

Inventories are stated at the lower of cost, as determined by using the first-in, first-out method, or market.

Property Plant and Equipment, net

Property plant and equipment are recorded at cost. Depreciation is computed utilizing the straight-line method over the estimated useful lives of the assets. Amortization of leasehold improvements is computed utilizing the straight-line method over the shorter of the remaining lease term or estimated useful life. The cost and accumulated depreciation and amortization applicable to assets retired or otherwise disposed of are removed from the asset accounts and any gain or loss is included in the consolidated statement of income and comprehensive income. Repairs and maintenance costs are expensed as incurred. The construction costs of new or refurbished equipment are capitalized and included in construction in progress until completed.

Sales Incentives and Trade Promotional Allowances

The Companies record the costs of certain promotional items, such as slotting fees and trade promotion expenses, as a reduction of sales.

Shipping and Handling Costs

Shipping and handling costs billed to customers are included in net sales and the expense is part of SG&A. Shipping and handling costs are primarily comprised of freight and warehouse expenses.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported. The more significant estimates include valuation of allowances for obsolete inventories, reserves for sales returns and sales incentives and trade promotional allowances. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Companies material financial instruments consist primarily of cash, accounts receivable, accounts payable and accrued expenses, and a revolver loan for Empirical. The fair values of cash, accounts receivable, accounts payable and accrued expenses approximate their carrying values based on their liquidity.

Concentration of Credit Risks

Financial instruments that potentially subject the Companies to concentrations of credit risk consist principally of cash and accounts receivable. The Companies sell primarily to large companies and extends reasonably short collection terms and performs credit evaluations. The Companies maintain reserves for potential credit losses. Such losses, in the aggregate, have not exceeded management's estimates.

Advertising, Promotions and Marketing

The costs for advertising, promotion and marketing programs are expensed in the year incurred and are included in selling and marketing expenses.

Income Taxes

Tata Consumer Products US Holdings Inc. files a consolidated federal tax return which includes the entities Tetley USA Inc., Good Earth Teas, Inc., Good Earth Corporation and Tata Consumer Products US Holdings Inc. The Tata Consumer Products US Holdings Inc. consolidated group has a combined Net Operating Loss carryforward therefore currently has no tax liability to the Federal Government. The separate taxable income for each of the four entities is calculated in order to determine state income taxes. Empirical is organized as a Limited Liability Company under the laws of the state of Delaware and its taxable income or losses are reported on the tax returns of its members Tetley USA Inc. and Harris. As a single-member limited liability company Tata Waters, LLC is treated as a disregarded entity for income tax purposes. Therefore, the financial activity of Tata Waters, LLC is reported in conjunction with the federal income tax filings of Tata Consumer Products US Holdings Inc.

Subsequent events

On March 11, 2020, the World Health Organization declared the recent novel coronavirus ("COVID-19") outbreak a pandemic. In response to the outbreak many jurisdictions, including those in which we have locations, have implemented measures to combat the outbreak, such as travel restrictions and shelter in place orders. We expect our operations in certain locations to be affected as the virus continues to proliferate. We are monitoring the situation carefully as it evolves to understand the potential impact on our people and our business. The extent to which COVID-19 may impact the Company's operating results or financial condition will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the virus and the actions to contain or treat its impact, among others. We are taking all necessary steps to protect our people and mitigate the risk to our business.