Schedule 1

FORM ECSRC – K

ANNUAL REPORT
PURSUANT TO SECTION 98(1) OF THE SECURITIES ACT, 2001

For the financial year ended December 31, 2018

Issuer Registration number

Dominica Coconut Products Limited

(Exact name of reporting issuer as specified in its charter)

Dominica

(Territory of incorporation)

Belfast Main Road, Mahaut, Dominica

(Address of principal office)

REPORTING ISSUER'S:

Telephone number (including area code): 767 235 9169

Fax number:

Email address: bp_paula_bruney@colpal.com

(Provide information stipulated in paragraphs 1 to 14 hereunder)

Indicate whether the reporting issuer has filed all reports required to be filed by section 98 of the Securities Act, 2001 during the preceding 12 months

Yes ☑ No ☐

Indicate the number of outstanding shares of each of the reporting issuer's classes of common stock, as of the date of completion of this report.

CLASS	NUMBER
Ordinary Shares	948,245

SIGNATURES

A Director, the Chief Executive Officer and Chief Financial Officer of the company shall sign this Annual Report on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

Bernal Saborio

Signature

May 27, 2019

Date

Name of Director:

Karla Gross

Signature

May 27, 2019

Date

Name of Chief Financial Officer:

Richard Quiroz

Signature

May 27, 2019

Date

INFORMATION TO BE INCLUDED IN FORM ECSRC-K

1. Business.

Provide a description of the developments in the main line of business including accomplishments and future plans. The discussion of the development of the reporting issuer's business need only include developments since the beginning of the financial year for which this report is filed.

The company operations were severely impacted in August 2015 by Tropical Storm Erika. Management took a decision to shut down operations at the factory. Employees were made redundant and in May 2017 the tangible assets, including land, building and machinery were sold. The company is currently in the process of liquidation.

2. Properties.

Provide a list of properties owned by the reporting entity, detailing the productive capacity and future prospects of the facilities. Identify properties acquired or disposed of since the beginning of the financial year for which this report is filed.

The assets of the company, including land, buildings and machinery and equipment have been sold. The sale was finalized in May 2017.

3. Legal Proceedings.

Furnish information on any proceedings that were commenced or were terminated during the current financial year. Information should include date of commencement or termination of proceedings. Also include a description of the disposition thereof with respect to the reporting issuer and its subsidiaries.

No legal proceedings were commenced or terminated during the current financial year..

4. Submission of Matters to a Vote of Security Holders.

If any matter was submitted to a vote of security holders through the solicitation of proxies or otherwise during the financial year covered by this report, furnish the following information:

(a) The date of the meeting and whether it was an annual or special meeting.

Not applicable

(b) If the meeting involved the election of directors, the name of each director elected at the meeting and the name of each other director whose term of office as a director continued after the meeting.

Not applicable

(c) A brief description of each other matter voted upon at the meeting and a statement of the number of votes cast for or against as well as the number of abstentions as to each such matter, including a separate tabulation with respect to each nominee for office.

Not applicable

(d) A description of the terms of any settlement between the registrant and any other participant.

Not applicable

(e) Relevant details of any matter where a decision was taken otherwise than at a meeting of such security holders.

5. **Market for Reporting issuer's Common Equity and Related Stockholder Matters.**

Furnish information regarding all equity securities of the reporting issuer sold by the reporting issuer during the period covered by the report.

No equity securities were sold during the financial year.

6. **Financial Statements and Selected Financial Data.**

Attach Audited Financial Statements, which comprise the following:

<u>For the most recent financial year</u>

(i) Auditor's report; and
(ii) Statement of Financial Position;

<u>For the most recent financial year and for each of the two financial years preceding the date of the most recent audited Statement of Financial Position being filed</u>

(iii) Statement of Profit or Loss and other Comprehensive Income;
(iv) Statement of Cash Flows;
(v) Statement of Changes in Equity; and
(vi) Notes to the Financial Statements.

7. Disclosure about Risk Factors.

Provide a discussion of the risk factors that may have an impact on the results from operations or on the financial conditions. Avoid generalised statements. Typical risk factors include untested products, cash flow and liquidity problems, dependence on a key supplier or customer, management inexperience, nature of business, absence of a trading market (specific to the securities of the reporting issuer), etc. Indicate if any risk factors have increased or decreased in the time interval between the previous and current filing.

Management does not foresee any liquidity problems in meeting the company's existing financial obligations.

8. Changes in Securities and Use of Proceeds.

(a) Where the rights of the holders of any class of registered securities have been materially modified, give the title of the class of securities involved. State briefly the general effect of such modification upon the rights of holders of such securities.

Not applicable.

(b) Where the use of proceeds of a security issue is different from that which is stated in the registration statement, provide the following:

- Offer opening date (provide explanation if different from date disclosed in the registration statement)

  Not applicable.

- Offer closing date (provide explanation if different from date disclosed in the registration statement)

  Not applicable.

- Name and address of underwriter(s)

  Not applicable.

- Amount of expenses incurred in connection with the offer

- Net proceeds of the issue and a schedule of its use

- Payments to associated persons and the purpose for such payments

(c) Report any working capital restrictions and other limitations upon the payment of dividends.

None

9. Defaults upon Senior Securities.

(a) If there has been any material default in the payment of principal, interest, a sinking or purchase fund instalment, or any other material default not satisfied within 30 days, with respect to any indebtedness of the reporting issuer or any of its significant subsidiaries exceeding 5 per cent of the total assets of the reporting issuer and its consolidated subsidiaries, identify the indebtedness. Indicate the nature of the default. In the case of default in the payment of principal, interest, or a sinking or purchase fund instalment, state the amount of the default and the total arrears on the date of filing this report.

None

(b) If any material arrears in the payment of dividends have occurred or if there has been any other material delinquency not satisfied within 30 days, give the title of the class and state the amount and nature of the arrears or delinquency.

None

10. Management's Discussion and Analysis of Financial Condition and Results of Operation.

Discuss the reporting issuer's financial condition covering aspects such as liquidity, capital resources, changes in financial condition and results of operations during the financial year of the filing. Discussions of liquidity and capital resources may be combined whenever the two topics are interrelated.

The Management's Discussion and Analysis should disclose sufficient information to enable investors to judge:

1. The quality of earnings;
2. The likelihood that past performance is indicative of future performance; and
3. The issuer's general financial condition and outlook.

It should disclose information over and above that which is provided in the management accounts and should not be merely a description of the movements in the financial statements in narrative form or an otherwise uninformative series of technical responses. It should provide management's perspective of the company that enables investors to view the business from the vantage point of management.

The discussion should focus on aspects such as liquidity; capital resources; changes in financial condition; results of operations; material trends and uncertainties and measures taken or to be taken to address unfavourable trends; key performance indicators; and non-financial indicators.

General Discussion and Analysis of Financial Condition

With the sale of the assets completed, the company's focus is on meeting its financial obligations and winding up the company.

Liquidity and Capital Resources

Provide a narrative explanation of the following (but not limited to):

i) The reporting issuer's financial condition covering aspects such as liquidity, capital resources, changes in financial condition and results of operations.

ii) Any known trends, demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, the issuer's liquidity increasing or decreasing in any material way. If a deficiency is identified, indicate the course of action that the reporting issuer has taken or proposes to take to remedy the deficiency.

iii) The issuer's internal and external sources of liquidity and any material unused sources of liquid assets.

iv) Provisions contained in financial guarantees or commitments, debt or lease agreements or other arrangements that could trigger a requirement for an early payment, additional collateral support, changes in terms, acceleration of maturity, or the creation of an additional financial obligation such as adverse changes in the issuer's financial ratios, earnings, cash flows or stock price or changes in the value of underlying, linked or indexed assets.

v) Circumstances that could impair the issuer's ability to continue to engage in transactions that have been integral to historical operations or are financially or operationally essential or that could render that activity commercially impracticable such as the inability to maintain a specified level of earnings, earnings per share, financial ratios or collateral.

vi) Factors specific to the issuer and its markets that the issuer expects will affect its ability to raise short-term and long-term financing, guarantees of debt or other commitment to third parties, and written options on non-financial assets.

vii) The relevant maturity grouping of assets and liabilities based on the remaining period at the balance sheet date to the contractual maturity date. Commentary should provide information about effective periods and the way the risks associated with different maturity and interest profiles are managed and controlled.

viii) The issuer's material commitments for capital expenditures as of the end of the latest fiscal period, and indicate the general purposes of such commitments and the anticipated source of funds needed to fulfil such commitments.

ix) Any known material trends, favorable or unfavorable, in the issuer's capital resources, including any expected material changes in the mix and relative cost of capital resources, considering changes between debt, equity and any off-balance sheet financing arrangements.

Discussion of Liquidity and Capital Resources

Off Balance Sheet Arrangements

Provide a narrative explanation of the following (but not limited to):

i) Disclosures concerning transactions, arrangements and other relationships with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of, or requirements for capital resources.

ii) The extent of the issuer's reliance on off-balance sheet arrangements should be described fully and clearly where those entities provide financing, liquidity, market or credit risk support, or expose the issuer to liability that is not reflected on the face of the financial statements.

iii) Off-balance sheet arrangements such as their business purposes and activities, their economic substance, the key terms and conditions of any commitments, the initial on-going relationship with the issuer and its affiliates and the potential risk exposures resulting from its contractual or other commitments involving the off-balance sheet arrangements.

iv) The effects on the issuer's business and financial condition of the entity's termination if it has a finite life or it is reasonably likely that the issuer's arrangements with the entity may be discontinued in the foreseeable future.

Results of Operations

In discussing results of operations, issuers should highlight the company's products and services, facilities and future direction. There should be a discussion of operating considerations and unusual events, which have influenced results for the reporting period. Additionally, any trends or uncertainties that might materially affect operating results in the future should be discussed.

Provide a narrative explanation of the following (but not limited to):

i) Any unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from continuing operations and, in each case, the extent to which income was so affected.

ii) Significant components of revenues or expenses that should, in the company's judgment, be described in order to understand the issuer's results of operations.

iii) Known trends or uncertainties that have had or that the issuer reasonably expects will have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.

iv) Known events that will cause a material change in the relationship between costs and revenues (such as price increases, costs of labour or materials), and changes in relationships should be disclosed.

v) The extent to which material increases in net sales or revenues are attributable to increases in prices or to increases in the volume or amount of goods or services being sold or to the introduction of new products or services.

vi) Matters that will have an impact on future operations and have not had an impact in the past.

vii) Matters that have had an impact on reported operations and are not expected to have an impact upon future operations

viii) Off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships that have or are reasonably likely to have a current or future effect on the registrant's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ix) Performance goals, systems and, controls, *Overview of Results of Operations*

11. Changes in and Disagreements with Auditors on Accounting and Financial Disclosure.

Describe any changes in auditors or disagreements with auditors, if any, on financial disclosure.

12. Directors and Executive Officers of the Reporting Issuer. (*Complete Biographical Data Form attached in Appendix 1 and Appendix 1(a) for each director and executive officer*)

Furnish biographical information on directors and executive officers indicating the nature of their expertise.

13. Other Information.

The reporting issuer may, at its option, report under this item any information, not previously reported in a Form ECSRC – MC report provided that the material change occurred within seven days of the due date of the Form ECSRC – K report. If disclosure of such information is made under this item, it need not be repeated in a Form ECSRC – MC report which would otherwise be required to be filed with respect to such information.

14. List of Exhibits

List all exhibits, financial statements, and all other documents filed with this report.

APPENDIX 1 – BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Ingrid Elizabeth Garcia Ovalles

Position: Regional Human Resources Director

Mailing Address: P.O. Box 18, Roseau

P.O. Box 18, Roseau

Republica Dominicana

Telephone No.: 809 726 2000

List jobs held during past five years (include names of employers and dates of employment).
Give brief description of **current** responsibilities

Colgate-Palmolive Company
Lead HR Function for Greater Caribbean Region
Responsible for leading HR role with experiences in Recruitment, Organizational and People Development, Lead Changes Strategies, Succession Planning, Compensation, Internal policies & procedures, Internal Communication, occupational health among others

Education (degrees or other academic qualifications, schools attended, and dates):

Colgate Leadership Program - Stanford University
International Professional Certification -World at Work Compensation 2003
Post grade in Corporate Finance - PUCMM 1999-2000
Functional Management Program-PUCMM 1997-1998
Degree in Business Administration, UNPHU -1991-1996

Use additional sheets if necessary.

APPENDIX 1(a) – BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Bernal Saborio Position: VP & General Manager

Mailing Address: Dominica Coconut Products Limited

P.O. Box 18, Roseau

Dominica

Telephone No.: 809-726-2000

List jobs held during past five years (including names of employers and dates of employment). Give brief description of **current** responsibilities.

Colgate Palmolive Company
July 2012 - Present: Vice President and General Manager, Colgate Palmolive Greater Caribbean Region (Puerto Rico,Dominican Republic, CARICOM).
October 2010- Jun 2012: Vice President and General Manager, Colgate Palmolive Caribbean (Puerto Rico, CARICOM)

Education (degrees or other academic qualifications, schools attended, and dates):

Industrial Engineering - Costa Rica University - 1977 to 1981

Also a Director of the company ☐ Yes ☑ No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Richard Quiroz

Position: Regional Finance Director

Age: 43

Mailing Address: Dominica Coconut Products Limited
P.O. Box 18, Roseau
Dominica

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).

Colgate Palmolive Company
May 2016 to Present: Regional Finance Director, Colgate Palmolive Greater Caribbean Region (Puerto Rico, Dominican Republic, Caricom)
March 2013 to May 2016: Associate Finance Director, GIT/CBS/Corporate, Colgate Palmolive Company
September 2011 to March 2013: Associate Director, Business Partnering in Global Financial Services, Colgate Palmolive Company

Give brief description of **current** responsibilities

Oversee financial operations of Greater Caribbean Region.

Education (degrees or other academic qualifications, schools attended, and dates):

B.S. in Accounting, Rutgers University, 1998
Certified Public Accountant in NY

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Karla Gross

Position: Director / Legal Director

Age: 39

Mailing Address: Dominica Coconut Products Limited.
P.O. Box 18, Roseau
Dominica

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).

October 2015 - Present: Regional Legal Director for Greater Caribbean Region & Latin America Division Compliance. Colgate-Palmolive (Dominican Republic), Inc.

October 2012- September 2015: Legal & Compliance Office for Dominican Republic I Officer Compliance for Panama. Marsh & McLennan Companies Inc.

March 2011- December 2012: Senior Counsel. Barrick Pueblo Viejo Dominicana Corporation

Give brief description of **current** responsibilities

Provide pro-active, practical and prompt legal advice to Regional Management in the design and execution of business Strategies and goals.
Active participate in Management Team Meetings in the Greater Caribbean Region, as well as in all others commercial meetings within the Region
Work with Division and Corporate Legal Specialists to maximize the legal assistance provided to the Region, with special attention to maximizing product portfolio harmonization and standardization taking in consideration the US/FDA regulations and other applicable laws
Provide ongoing proactive support to Customer Development initiatives in compliance with the Competition Law and Colgate's CSP's
Provide continuous and proactive assistance to Human Resources Department in handling procedures and applying local regulations.
Negotiate and draft all Region's agreements with third parties to try and incorporate in the documentation all business terms and conditions expected and ensure compliance with Company's policies.
Determine the defense strategy in litigations and coordinate proper execution with outside counsel.
Maintain and control outside counsel consultation, in order to minimize their use for key matters only and avoid Unnecessary external legal expenses

Education (degrees or other academic qualifications, schools attended, and dates):

Anti-Money Laundering Certified Associate (AMLCA)
FmA (Florida International Bankers Association) in conjunction with Florida International University (FIll)
October 2014

Pontificia Universidad Catolica Madre y Maestra (PUCMM) Dominican Republic
Masters in Business and Economic Law
2004-2006

Universidad Iberoamericana (UNIBE) Dominican Republic
Bachelor in Law (Magna Cum Laude)
1998-2002

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Rafael Rivera Berrios

Position: Finance and Administration Managei

Age: 50

Mailing Address: Metro Office Park
Street 1, Building 8, Suite 400
Guaynabo, PR 00968

Telephone No.: 787 273 5011

List jobs held during past five years (including names of employers and dates of employment). Give brief description of **current** responsibilities.

Colgate-Palmolive Co. Distr. LLC - March 1998 to present

Finance and Administration Manager

- Lead the implementation of different projects like Credit to Cash (C2C) Transformation, Record to Report(R2R) MIgration & Regional Tax projects.
- Ensure compliance with internal control and tax reporting.
- Responsible for the PR & Caricom Accounts Analysis monthly review
- Ensure on-time and complete reporting of all government and corporate tax requirements
- Lead the Greater Caribbean Hub alignment of legal entities and tax structure operations to the new global reality
- Lead the audit of financial statements of five legal entities including Guyana and Jamaica. Support 11K reporting and audit of the Savings and Investment plan and audit and reporting of Employees' Retirement Plan

Education (degrees or other academic qualifications, schools attended, and dates):

1986 to 1991 - Bachelor Degree in Business Administration, Major in Accounting from the Universidad de Puerto Rico, Rio Piedras Campus

Also a Director of the company ☐ Yes ☑ No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.