

# Norchem A/ S

c/o Gorrissen Federspiel Advokatpartnerselskab, Axeltorv 2, st. 1.

1609 København V

CVR no. 21 25 46 49

## Annual report 2020

Approved at the Company's annual general meeting on 31 May 2021

Chairman:

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*Peter Hald Appel*



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## Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Norchem A/S for the financial year 1 January - 31 December 2020.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2020 and of the results of the Group's and the Parent Company's operations and the consolidated cash flows for the financial year 1 January –31 December 2020.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Parent Company's operations and financial matters and the results of the Group's and the Parent Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 31 May 2021  
Executive Board:

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Torgeir Steinhaug

Board of Directors:

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Arild Toft  
Chairman

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Peter Hald Appel

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Bernt Daniel Odfjell Jr.

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Camilla Odfjell Gruer

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Laurence Ward Odfjell

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Carl Fredrik Odfjell

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Klaus Nyborg

## Independent auditor's report

### To the shareholders of Norchem A/S

#### Opinion

We have audited the consolidated financial statements and the parent company financial statements of Norchem A/S for the financial year 1 January –31 December 2020, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for both the Group and the Parent Company, and a consolidated cash flow statement. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2020 and of the results of the Group's and the Parent Company's operations as well as the consolidated cash flows for the financial year 1 January –31 December 2020 in accordance with the Danish Financial Statements Act.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and the parent company financial statements" (hereinafter collectively referred to as "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 Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

#### Management's responsibilities for the financial statements

Management is responsible for the preparation of consolidated financial statements and parent company financial statements that give a true and fair view in accordance with the Danish Financial Statements 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 Group's and the Parent 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 in preparing the financial statements unless Management either intends to liquidate the Group or the Parent Company or to cease operations, or has no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 and additional requirements applicable in Denmark 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 the financial statements.

## Independent auditor's report

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement 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 Group's and the Parent 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 in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Parent 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group and the Parent Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, 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.

### Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

### **Independent auditor's report**

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 31 May 2021  
EY GODKENDT REVISIONSPARTNERSELSKAB  
CVR no. 30 70 02 28

Henrik Reedtz  
State Authorised  
Public Accountant  
mne24830

## Management's review

### Company details

Name	Norchem A/S
Address, Postal code, City	c/o Gørrissen Federspiel Advokatpartnerselskab, Axeltorv 2, st. 1., 1609 København V
CVR no.	21 25 46 49
Registered office	Copenhagen
Financial year	1 January –31 December
Board of Directors	Arild Toft, Chairman Peter Hald Appel Bernt Daniel Odfjell Jr. Camilla Odfjell Gruer Laurence Ward Odfjell Carl Fredrik Odfjell Klaus Nyborg
Executive Board	Torgeir Steinhaug
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, Postboks 250, 2000 Frederiksberg

## Management's review

### Financial highlights for the Group

DKK'000	2020	2019	2018	2017	2016
<b>Key figures</b>					
Gross margin	1.407	-3.860	-5.679	-1.532	2.900
Profit/loss from ordinary activities	-6.358	-13.068	-13.370	-8.616	-6.085
Profit/loss from net financials	-5.581	3.761	700	-8.036	11.875
Profit/loss for the year	53.712	-54.008	-450.133	186.080	244.068
<b>Balance sheet</b>					
Total assets	1.472.243	1.561.540	1.615.401	1.953.649	1.930.909
Portion relating to investments in items of property, plant and equipment	-563	-583	-2.192	-3.276	-1.503
Equity	1.464.439	1.553.493	1.607.050	1.945.671	1.920.934
<b>Cash flows</b>					
Cash flows from operating activities	-3.852	-8.601	-12.408	-7.926	3.259
Cash flow from investing activities	9.106	-28.372	-9.234	1.540	7.489
Cash flows from financing activities	44	-308	-192	264	-477
Total cash flows	5.298	-37.281	-21.834	-6.122	10.271
<b>Financial ratios</b>					
Return on assets	-0,4 %	-0,8 %	-0,8 %	-0,4 %	-0,3 %
Current ratio	1.940,2 %	2.289,4 %	3.398,3 %	4.254,1 %	2.597,1 %
Solvency ratio	99,47 %	99,48 %	99,48 %	99,59 %	99,5 %
Return on equity	3,6 %	-3,4 %	-25,3 %	9,6 %	13,5 %
<b>Employees</b>					
Average number of full-time employees	64	73	72	82	81

The financial ratios stated under "Financial highlights" have been calculated as follows:

Return on assets: 
$$\frac{\text{Profit/loss from operating activities}}{\text{Average assets X 100}}$$

Current ratio: 
$$\frac{\text{Current assets X 100}}{\text{Current liabilities}}$$

Solvency ratio: 
$$\frac{\text{Equity excl. non-controlling interests, year-end x 100}}{\text{Total equity and liabilities, year-end}}$$

Return on equity: 
$$\frac{\text{Profit/loss for the year x 100}}{\text{Average equity excl. non-controlling interests}}$$



## Management's review

### Business review

The purpose of the Company is directly or through shareholdings to engage in seaborne transportation, trading and industrial activities, to invest in securities and in real property and other related activities.

### Financial review

The consolidated income statement, including equity investments in associates, shows a result of DKK 53.7 million for 2020, compared with DKK -54 million for 2019. At 31 December 2020, the balance sheet shows equity of DKK 1.464 millions. The Board is reasonably satisfied with the improved result for 2020 given the context of the Covid-19 pandemic.

Even if the result for 2020 has improved compared to 2019 and Odfjell SE continue good progress and the overall strengthening of competitiveness, the results still have to improve for long-term sustainability.

### Risks

The Group is exposed to the changes in value in the companies they own, ie. Odfjell SE and Odfjell Vineyard S.A. Since the two companies have their functional currency in USD and CLP respectively, the Group is therefore exposed to currency risks in changes of the currency rates between DKK/USD and DKK/CLP.

The Group has no interest-bearing debt and therefore they have no interest risk.

The Group has a relatively small holding of cash, only 2 %of total assets. Together with listed shares, bonds and short term receivables the Group has DKK 78.3 mill, corresponding to 5.3 %of total assets. Other assets are mainly strategic investments, which may be difficult to sell and release cash.

### Impact on the external environment

The Company has not had any significant impact on the external environment in 2020.

### Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

### Outlook

It is expected that easing of lockdowns driven by increased Covid-19 vaccinations across the globe and strong demand from policy stimuli will be the main drivers for Odfjell SE to further improve the results into 2021. Also, the fundamentals in growing tonne mile demand and limited supply growth of ships, together with the fleet renewal in recent years, has put Odfjell SE in a good position to be profitable in the coming years. Even if the result for Q1 2021 was somewhat disappointing, the Company has guided that it expects improved results in 2Q 2021.

Odfjell Vineyards has started 2021 very well. Sales are higher than budget and operational result per 31 March 2021 is positive. The positive development continues into the second quarter and the management believes that the operating result for 2021 for the first time in the Vineyards' history will be positive.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Income statement

Note	DKK'000	Group		Parent	
		2020	2019	2020	2019
	<b>Gross margin</b>	1.407	-3.860	-1.283	-1.261
2	Staff costs	-5.487	-6.714	-394	-394
	Amortisation/depreciation of intangible assets and property, plant and equipment	-2.278	-2.494	0	0
	<b>Profit/ loss before net financials</b>	-6.358	-13.068	-1.677	-1.655
	Share of net profit/loss in subsidiaries	0	0	-6.919	-15.000
	Share of net profit/loss in associates	65.340	-42.384	0	0
3	Financial income	1.534	4.897	985	4.874
4	Financial expenses	-7.115	-1.136	-7.017	-527
	<b>Profit/ loss before tax</b>	53.401	-51.691	-14.628	-12.308
5	Tax for the year	311	-2.317	0	-2.496
	<b>Profit/ loss for the year</b>	53.712	-54.008	-14.628	-14.804
Breakdown of the consolidated results of operations:					
	Shareholders, Norchem A/S	53.714	-54.004		
	Non-controlling interests	-2	-4		
		53.712	-54.008		

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Balance sheet

Note	DKK'000	Group		Parent	
		2020	2019	2020	2019
	<b>ASSETS</b>				
	<b>Fixed assets</b>				
6	<b>Intangible assets</b>				
	Acquired intangible assets	768	930	0	0
		<u>768</u>	<u>930</u>	<u>0</u>	<u>0</u>
7	<b>Property, plant and equipment</b>				
	Land and buildings	37.593	40.732	0	0
	Plant and machinery	3.156	4.071	0	0
	Fixtures and fittings, plant and equipment	220	270	0	0
		<u>40.969</u>	<u>45.073</u>	<u>0</u>	<u>0</u>
8	<b>Investments</b>				
	Investments in group enterprises	0	0	64.625	67.204
	Investments in associates	1.352.161	1.426.160	662.098	662.098
		<u>1.352.161</u>	<u>1.426.160</u>	<u>726.723</u>	<u>729.302</u>
	<b>Total fixed assets</b>	<u>1.393.898</u>	<u>1.472.163</u>	<u>726.723</u>	<u>729.302</u>
	<b>Non-fixed assets</b>				
	<b>Inventories</b>				
	Raw materials and consumables	2.113	2.005	0	0
	Work in progress	8.353	9.495	0	0
	Finished goods and goods for resale	6.060	4.577	0	0
		<u>16.526</u>	<u>16.077</u>	<u>0</u>	<u>0</u>
	<b>Receivables</b>				
	Trade receivables	4.475	5.342	0	0
9	Deferred tax assets	1.839	1.606	0	0
	Corporation tax receivable	66	736	110	110
	Other receivables	78	390	0	0
		<u>6.458</u>	<u>8.074</u>	<u>110</u>	<u>110</u>
	<b>Securities and investments</b>	<u>21.615</u>	<u>36.496</u>	<u>21.398</u>	<u>36.367</u>
	<b>Cash</b>	<u>33.746</u>	<u>28.730</u>	<u>26.432</u>	<u>23.995</u>
	<b>Total current assets</b>	<u>78.345</u>	<u>89.377</u>	<u>47.940</u>	<u>60.472</u>
	<b>TOTAL ASSETS</b>	<u><u>1.472.243</u></u>	<u><u>1.561.540</u></u>	<u><u>774.663</u></u>	<u><u>789.774</u></u>

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Balance sheet

Note	DKK'000	Group		Parent	
		2020	2019	2020	2019
		<b>EQUITY AND LIABILITIES</b>			
		<b>Equity</b>			
10	Share capital	51.600	51.600	51.600	51.600
	Translation reserve	-135.515	0	0	0
	Retained earnings	1.548.329	1.501.868	718.501	733.129
	<b>Equity holders' share of equity, Norchem A/S</b>	<b>1.464.414</b>	<b>1.553.468</b>	<b>770.101</b>	<b>784.729</b>
	Non-controlling interests	25	25	0	0
	<b>Total equity</b>	<b>1.464.439</b>	<b>1.553.493</b>	<b>770.101</b>	<b>784.729</b>
11	<b>Non-current liabilities</b>				
	Bank debt	38	35	0	0
	Payables to shareholders and management	3.728	4.108	3.728	4.108
	<b>Total non-current liabilities</b>	<b>3.766</b>	<b>4.143</b>	<b>3.728</b>	<b>4.012</b>
	<b>Current liabilities</b>				
11	Bank debt	121	80	0	0
	Trade payables	1.855	1.808	0	0
	Other payables	2.062	2.016	834	937
	<b>Total current liabilities</b>	<b>4.038</b>	<b>3.904</b>	<b>834</b>	<b>937</b>
	<b>Total liabilities</b>	<b>7.804</b>	<b>8.047</b>	<b>4.562</b>	<b>5.045</b>
	<b>TOTAL LIABILITIES</b>	<b>1.472.243</b>	<b>1.561.540</b>	<b>774.663</b>	<b>789.774</b>

- 1 Accounting policies  
12 Contractual obligations and contingencies, etc.  
13 Mortgages and collateral  
14 Related parties

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Statement of changes in equity

	Group					
	Share capital	Translation reserve	Retained earnings	Total	Non-controlling interests	Total equity
DKK'000						
<b>Equity at 1 January 2020</b>	51.600	0	1.501.868	1.553.468	25	1.553.493
Transferred; see distribution of profit/loss	0	0	53.714	53.714	-2	53.712
Foreign exchange adjustments, foreign subsidiary	0	-135.515	0	-135.515	2	-135.513
Other value adjustments of equity	0	0	-7.253	-7.253	0	-7.253
<b>Equity at 31 December 2020</b>	<b>51.600</b>	<b>-135.515</b>	<b>1.548.329</b>	<b>1.464.414</b>	<b>25</b>	<b>1.464.439</b>

DKK'000	
<b>Equity at 1 January 2020</b>	
Transferred; see distribution of profit/loss	
<b>Equity at 31 December 2020</b>	

Parent		
Share capital	Retained earnings	Total equity
51.600	733.129	784.729
0	-14.628	-14.628
<b>51.600</b>	<b>718.501</b>	<b>770.101</b>

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Cash flow statement

Note	DKK'000	Group	
		2020	2019
	Profit/loss for the year	53.712	-54.008
16	Adjustments	-58.998	42.515
	Cash generated from operations before changes in working capital	-5.286	-11.493
17	Changes in working capital	824	2.024
	Cash generated from operations	-4.462	-9.469
	Interest received	100	650
	Interest paid	-8	-9
	Other financial adjustment related to operating activities	-152	-484
	Corporation tax received	670	711
	<b>Cash flows from operating activities</b>	<b>-3.852</b>	<b>-8.601</b>
	Acquisition of intangible assets	-11	0
	Acquisition of property, plant and equipment	-563	-583
	Disposal of property, plant and equipment	419	0
	Purchase of shares in associates	0	-43.496
	Purchase and sale of investments and securities	8.887	14.660
	Received dividend from investments and securities	374	1.047
	Received dividend from associates	0	0
	<b>Cash flows from investing activities</b>	<b>9.106</b>	<b>-28.372</b>
	Loan financing:		
	Repayment of non-current liabilities	0	-308
	Increase in bank debt	44	0
	<b>Cash flows from financing activities</b>	<b>44</b>	<b>-308</b>
	<b>Net cash flows</b>	<b>5.298</b>	<b>-37.281</b>
	Cash and cash equivalents, beginning of year	28.730	65.092
	Exchange rate adjustments, cash	-282	919
18	<b>Cash and cash equivalents, year-end</b>	<b>33.746</b>	<b>28.730</b>

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies

The annual report of Norchem A/S for 2020 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

Effective from the financial year 2020, the Company has implemented amending act no. 1716 of 27 December 2018 to the Danish Financial Statements Act. The implementation of the amending act has not affected the Company's accounting policies on recognition and measurement of assets and liabilities but has solely entailed new and amended presentation and disclosure requirements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Consolidated financial statements

##### *Control*

The consolidated financial statements comprise the Parent Company Norchem A/S and subsidiaries controlled by Norchem A/S.

Control is presumed to exist when the parent owns, directly or indirectly, more than half of the voting power of an entity.

Control may also exist by virtue of an agreement or articles of association or when the parent otherwise has a controlling interest in the subsidiary or actually exercises controlling influence over it.

The existence and impact of potential voting rights that are actually exercisable or convertible are taken into account when assessing whether control exists.

##### *Preparation of consolidated financial statements*

The consolidated financial statements have been prepared as a consolidation of the parent company's and the individual subsidiaries' financial statements, which are prepared according to the Group's accounting policies. On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains on intra-group transactions are eliminated.

Unrealised gains on transactions with associates are eliminated in proportion to the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains in so far as they do not reflect impairment.

Entities acquired or formed are recognised in the consolidated financial statements from the date of acquisition or formation. Entities sold or otherwise disposed of are recognised in the consolidated income statement until the date of disposal. Comparative figures are not restated for acquisitions or disposals.

Corporate acquisitions are accounted for using the purchase method, according to which the acquired entity's identifiable assets and liabilities acquired are measured at their fair values at the date of acquisition. Restructuring costs recognised in the acquired entity before the date of acquisition and not agreed as part of the acquisition are part of the acquisition balance sheet and, hence, the calculation of goodwill. Restructuring costs decided by the acquiring entity must be recognised in the income statement. Allowance is made for the tax effect of revaluations made. Any excess of the cost over the fair value of the identifiable assets and liabilities acquired (goodwill) is recognised as intangible assets and amortised on a systematic basis in the income statement based on an individual assessment of the useful life of the asset. Negative differences (negative goodwill) are recognised as income in the income statement at the time of acquisition when the general revenue recognition criteria are met. Goodwill and negative goodwill from acquired entities can be adjusted until 12 months after the year of acquisition.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

Entities over which the Group has significant influence are considered associates. The Group is considered to have significant influence when it directly or indirectly holds between 20% and 50% of the voting rights or otherwise has or actually exercises significant influence. Associates are recognised in the consolidated financial statements at their net asset value.

#### Derivative financial instruments

On initial recognition, derivative financial instruments are recognised in the balance sheet at cost and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are included in other receivables and payables, respectively.

Fair value adjustments of derivative financial instruments designated as and qualifying for recognition as a hedge of the fair value of a recognised asset or liability are recognised in the income statement together with fair value adjustments of the hedged asset or liability.

Changes in the fair value of derivative financial instruments designated as and qualifying for recognition as a hedge of future assets or liabilities are recognised in other receivables or other payables and in equity. If the hedged forecast transaction results in the recognition of assets or liabilities, amounts previously recognised in equity must be transferred to the cost of the asset or liability, respectively. If the hedged forecast transaction results in income or expenses, amounts previously recognised in equity must be transferred to the income statement in the period in which the hedged item affects the income statement.

Fair value adjustments of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement on a current basis.

#### Income statement

##### Gross margin

The items revenue, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

##### Revenue

Income from the sale of goods, is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery.

##### Other operating income

Other operating income comprises items secondary to the entities' activities, including gains on disposal of intangible assets and items of property, plant and equipment.

##### Other external expenses

Other external expenses include the year's expenses relating to administration, etc.

##### Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.



## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Amortisation/ depreciation

The item comprises amortisation/ depreciation of intangible assets and property, plant and equipment.

The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life.

The expected useful lives of the assets are as follows:

Acquired intangible assets	20 years
Land and buildings	8-30 years
Plant and machinery	12 years
Fixtures and fittings, other plant and equipment	8 years

##### Profit/ loss from investments in subsidiaries and associates

###### *Parent:*

The item includes dividend received from subsidiaries and associates to the extent that the dividend does not exceed the accumulated earnings in the subsidiary or the associate in the period of ownership.

###### *Group:*

The item includes the entity's proportionate share of the profit/loss for the year in associates after elimination of intra-group income or losses and net of amortisation and impairment of goodwill and other excess values at the time of acquisition.

##### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities and associates, declared dividends from other securities and investments, financial expenses relating to finance leases, realised and unrealised capital gains and losses relating to other securities and investments, exchange gains and losses and amortisation of financial assets and liabilities.

##### Tax for the year

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Balance sheet

##### Intangible assets

Other intangible assets include other acquired intangible rights. Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

##### Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Vessels are revalued at fair value. Revaluations and reversals hereof, less deferred tax, are taken directly to equity. The fair value is made up on the basis of an external assessment based on discounted cash flows.

##### Investments in subsidiaries and associates

###### *Group:*

In the consolidated financial statements, investments in associates are measured using the equity method at the parent's proportionate share of such entities' equity plus goodwill on consolidation and intra-group losses and less intra-group gains and negative goodwill, if any. Investments in entities whose net asset value is negative are measured at DKK 0. The entity's proportionate share of a deficit on equity, if any, is set off against receivables from the investment to the extent that the deficit is irrecoverable. Amounts in excess thereof are recognised under 'Provisions' to the extent that the parent has a legal or constructive obligation to cover the deficit.

Newly acquired or formed entities are recognised in the financial statements from the date of acquisition or formation. Entities sold or otherwise disposed of are recognised up to the date of disposal.

Corporate acquisitions are accounted for using the purchase method according to which the acquired entity's identifiable assets and liabilities are measured at fair value at the date of acquisition. In connection with the acquisition, a provision is made for expenses related to adopted plans to restructure the acquired entity. The tax effect of revaluations made is taken into account.

###### *Parent:*

Investments in subsidiaries and associates are measured at cost in the parent company. Dividends received which exceed the accumulated earnings in the subsidiary or the associate in the period of ownership are accounted for as a cost reduction.

Equity investments in subsidiaries and associates measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is tested annually for impairment.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

##### Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

##### Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value. An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired, in which case the carrying amount is reduced to the net realisable value.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Securities and equity investments

Securities and investments consisting in listed shares and bonds are measured at fair value (market price) at the balance sheet date. Investments not admitted to trading on an active market are measured at cost.

##### Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

##### Equity

###### *Translation reserve*

The translation reserve comprises the share of foreign exchange differences arising on translation of financial statements of entities that have a functional currency other than DKK, foreign exchange adjustments of assets and liabilities considered part of the Company's net investments in such entities and foreign exchange adjustments regarding hedging transactions that hedge the Company's net investments in such entities. The reserve is dissolved on the sale of foreign entities or if the conditions for effective hedging no longer exist. When equity investments in subsidiaries and associates in the parent company financial statements are subject to the limitation requirement in the net revaluation reserve according to the equity method, foreign exchange adjustments will be included in this equity reserve instead.

###### **Income tax and deferred tax**

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

###### **Liabilities**

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of entities is shown separately in cash flows from investing activities. Cash flows from corporate acquisitions are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of entities are recognised up until the date of disposal.

##### Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, changes in working capital and income taxes paid.

##### Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities, activities and intangible assets, property, plant and equipment and financial assets.

##### Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt, and payment of dividend to shareholders.

##### Cash and cash equivalents

Cash and cash equivalents comprise cash in banks.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 2 Staff costs

DKK'000	Group		Parent	
	2020	2019	2020	2019
Wages and salaries	5.487	6.714	394	394
	5.487	6.714	394	394
Average number of full-time employees	64	73	0	0

Total remuneration for the Executive Board and Board of Directors: 394 t.kr. (2019: 394 t.kr.)

#### 3 Financial income

Unrealised capital gains on securities	509	914	509	914
Foreign exchange gains	0	1.462	0	1.462
Other interest income	1.025	2.521	476	2.498
	1.534	4.897	985	4.874

#### 4 Financial expenses

Unrealised capital loss on securities	912	506	912	506
Foreign exchange losses	4.611	0	4.611	0
Other financial expenses	1.592	630	1.494	21
	7.115	1.136	7.017	527

#### 5 Tax for the year

Current tax charge for the year	0	0	0	0
Adjustment of the deferred tax charge for the year	-311	1.782	0	1.961
Adjustments, prior years	0	535	0	535
	-311	2.317	0	2.496

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 6 Intangible assets

	Group
	Acquired intangible assets
DKK'000	
Cost at 1 January 2020	1.565
Exchange rate adjustment relating to foreign entities	-76
Additions	11
Cost at 31 December 2020	1.500
Amortisation and impairment losses at 1 January 2020	635
Exchange rate adjustment relating to foreign entities	-31
Amortisation	128
Amortisation and impairment losses at 31 December 2020	732
<b>Carrying amount at 31 December 2020</b>	<b>768</b>

#### 7 Property, plant and equipment

	Group			
	Land and buildings	Plant and machinery	Fixtures and fittings, plant and equipment	Total
DKK'000				
Cost at 1 January 2020	76.149	24.717	859	101.725
Exchange rate adjustment relating to foreign entities	-3.687	-1.197	-42	-4.926
Additions	135	411	17	563
Disposals	-485	-1.110	0	-1.595
Cost at 31 December 2020	72.112	22.821	834	95.767
Depreciation and impairment losses at 1 January 2020	35.417	20.646	589	56.652
Exchange rate adjustment	-1.799	-1.000	-29	-2.828
Other adjustments	0	0	0	0
Depreciation	1.370	726	54	2.150
Disposals	-469	-707	0	-1.176
Depreciation and impairment losses at 31 December 2020	34.519	19.665	614	54.798
<b>Carrying amount at 31 December 2020</b>	<b>37.593</b>	<b>3.156</b>	<b>220</b>	<b>40.969</b>

Items of property, plant and equipment include assets held under finance leases with a carrying amount totalling 95 t.kr.

Note 12 provides more details on security as regards property, plant and equipment.

## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 8 Investments

	<b>Group</b>
	<b>Investments in associates</b>
<b>DKK'000</b>	
Cost at 1 January 2020	662.098
Additions	0
Disposals	0
Cost at 31 December 2020	662.098
Value adjustments at 1 January 2020	764.062
Exchange rate adjustment to value at 1 January 2020	-132.086
Value adjustments related to additions in investment in associates	0
Profit/loss for the year	65.340
Dividend distribution	0
Changes in equity	-7.253
Other adjustments	0
Value adjustments at 31 December 2020	690.063
<b>Carrying amount at 31 December 2020</b>	<b>1.352.161</b>

Name	registered office	Ownership	Profit/loss DKK'000	Equity DKK'000
<i>Associates</i>				
Odfjell SE	Norway	38,76 %	168.577	3.488.548

The carrying amount of the associate Odfjell SE, t.DKK 1.352.161 is higher than the stock value at 31 December 2020, t.DKK 637.434. No impairment has been recognised in 2020 as this is considered a fluctuation in the stock market, as the underlying assets in the company shows a higher value.

	<b>Parent</b>		
	<b>Investments in group enterprises</b>	<b>Investments in associates</b>	<b>Total</b>
<b>DKK'000</b>			
Cost at 1 January 2020	150.204	662.098	754.403
Additions	4.604	0	4.604
Disposals	-83	0	-83
Cost at 31 December 2020	154.725	662.098	758.924
Value adjustments at 1 January 2020	-83.000	0	-83.000
Impairment losses	-7.100	0	-7.100
Value adjustments at 31 December 2020	-90.100	0	-90.100
<b>Carrying amount at 31 December 2020</b>	<b>64.625</b>	<b>662.098</b>	<b>726.723</b>

Name	registered office	Ownership	Profit/loss DKK'000	Equity DKK'000
<i>Group enterprises</i>				
Norchem Trading A/S	Norway	100 %	4	2.227
Odfjell Vineyards S.A.	Chile	99,99 %	-3.835	64.939
<i>Associates</i>				
Odfjell SE	Norway	38,76 %	168.577	3.488.548

The carrying amount of the associate Odfjell SE, t.DKK 662.098 is higher than the stock value at 31 December 2020, t.DKK 637.434. No impairment has been recognised in 2020 as this is considered a fluctuation in the stock market, as the underlying assets in the company shows a higher value.



## Consolidated financial statements and parent company financial statements 1 January – 31 December

### Notes

#### 9 Deferred tax assets

Deferred tax assets relates to temporary difference between the carrying amount and the tax base of the groups assets.

#### 10 Share capital

The share capital comprises:

5.000.000 class A shares of DKK 1,00 each  
46.600.000 class B shares of DKK 1,00 each

The share capital has remained unchanged for the past five years.

#### 11 Debt to mortgage credit institutions and other credit institutions

Analysis of liabilities:

	Group			
	Total debt at 31/12 2020	Repayment, next year	Long-tem portion	Outstanding debt after 5 years
DKK'000				
Bank debt	159	121	38	0
Payables to shareholders and management	3.728	0	3.728	0
	3.887	121	3.766	0
	Parent			
	Total debt at 31/12 2020	Repayment, next year	Long-tem portion	Outstanding debt after 5 years
DKK'000				
Payables to shareholders and management	3.728	0	3.728	0
	3.728	0	3.728	0

#### 12 Contractual obligations and contingencies, etc.

##### Group

The subsidiary Odfjell Vineyards S.A. maintains guarantee bills in the amount of DKK 18 thousand issued in Banco Santander in the name of the National Institute of Agricultural Development for the Contract for the Provision of Technical Advisory Services Specializing in Winemaking and Wine Raising in the Liberator General Bernardo O'Higgins region.

#### 13 Collateral

##### Group

No group assets had been pledged as collateral or otherwise charged at 31 December 2020.

##### Parent

No parent assets had been pledged as collateral or otherwise charged at 31 December 2020.

**Consolidated financial statements and parent company financial statements  
1 January – 31 December**

**Notes**

**14 Related parties**

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
Laurence Ward Odfjell	Singapore
Bernt Daniel Odfjell Jr.	Cascais, Portugal
Carl Fredrik Odfjell	Cobham, UK
Camilla Odfjell Gruer	Hønefoss, Norway
Rederiet Odfjell AS	Bergen, Norway

**Related party transactions**

All related party transactions carried out in the year took place on normal market terms.

DKK'000	Parent	
	2020	2019
<b>15 Appropriation of profit/ loss</b>		
<b>Recommended appropriation of profit/ loss</b>		
Transferred to reserves under equity	-14.628	-14.804
	-14.628	-14.804

**Consolidated financial statements and parent company financial statements**  
**1 January – 31 December**

**Notes**

DKK'000	Group	
	2020	2019
<b>16 Adjustments</b>		
Amortisation/ depreciation and impairment losses	2.278	2.494
Income from investments in associates	-65.340	42.384
Financial income	-1.534	-4.897
Financial expenses	7.115	1.136
Tax for the year	0	535
Deferred tax	-311	1.782
Other adjustments	-1.206	-919
	<b>-58.998</b>	<b>42.515</b>
<b>17 Changes in working capital</b>		
Change in inventories	1.179	1.024
Change in receivables	93	1.092
Change in trade and other payables	-448	-92
	<b>824</b>	<b>2.024</b>
<b>18 Cash and cash equivalents</b>		
Cash according to the balance sheet	33.746	28.730
	<b>33.746</b>	<b>28.730</b>

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## Laurence Ward Odfjell

### Bestyrelse

On behalf of: Norchem A/S

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## Carl Fredrik Odfjell

### Bestyrelse

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## Camilla Odfjell Gruer

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## Klaus Nyborg

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## Arild Toft

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## Peter Hald Appel

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## Henrik Reedt

### Statsautoriseret revisor

On behalf of: EY Godkendt Revisionspartnerselskab

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