

CP Kelco Services ApS

Ved Banen 16

4623 Lille Skensved, Denmark

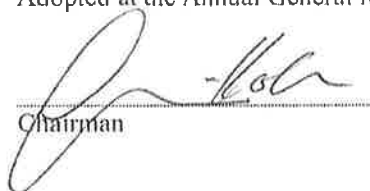
CVR-No. 25 31 57 07

Annual Report

For the year ended December 31, 2017

18th fiscal year

Adopted at the Annual General Meeting of shareholders on May 18, 2018.



Chairman

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INFORMATION ABOUT THE COMPANY

CP Kelco Services ApS
C/o CP Kelco ApS
Ved Banen 16
DK 4623 Lille Skensved

Tel: +45 56 16 56 16
Fax: +45 56 16 94 46

Executive Board:

Klaus Stegler Bjerrum
Didier Marcel Claude Viala
Douglas Michael Grant

Parent Company:

CP Kelco ApS
CVR No. 21 21 02 85

Ultimate Parent Company:

CP Kelco Services ApS is part of the Annual Report of J.M. Huber Corporation, New Jersey, USA.
A copy of the Group's Annual Report can be requested by contacting CP Kelco ApS.

Auditors:

KPMG

Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK 2100 Copenhagen

MANAGEMENT'S REVIEW

Presentation of the Company

The activity of the Company is to provide service the companies of the CP Kelco Group.

Business review

The net income (profit) for the year amounted to DKK thousand 1,111 compared to DKK thousand 860 in 2016.

Management consider the profit for the year satisfying.

Total assets on December 31, 2017 were DKK thousand 241,099 compared to DKK thousand 243,261 in 2016. Shareholders' Equity on December 31, 2017 was DKK thousand 236,023 compared to DKK thousand 235,912 in 2016.

Subsequent events

No events, which have a significant impact on the assessment of the Annual Report, have occurred after the balance sheet date.

Outlook

The Company expects a profit for 2018 before dividend from associates.

STATEMENT BY THE EXECUTIVE BOARD

The Executive Board have today discussed and approved the annual report of CP Kelco Services ApS for the financial year January 1 – December 31, 2017.

The Annual Report has been prepared in accordance with the Danish Financial Statements Act.

It is our opinion that the financial statements give a true and fair view of the Company's assets, liabilities and financial position at December 31, 2017 and of the results of the Company's operations for the financial year January 1 – December 31, 2017.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financials matters and the year's result of the Company's operations and financial position.

We recommend that the Annual Report be approved at the annual general meeting.

Lille Skensved, May 18, 2018.

Executive Board:



Klaus Stegler Bjerregaard



Douglas Michael Grant



Didier Marcel Claude Viala

Independent auditor's report

To the shareholders of CP Kelco Services ApS

Opinion

We have audited the financial statements of CP Kelco Services ApS for the financial year 1 January – 31 December 2017 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2017 and of the results of the Company's operations for the financial year 1 January – 31 December 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 financial statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter regarding other matters

The company's accounting records and underlying documentation are partly being kept outside Denmark which does not comply with the Danish Bookkeeping Act.

Management's responsibility for the financial statements

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

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

Independent auditor's report

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 the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the 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 company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting 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 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 Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Independent auditor's report

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.

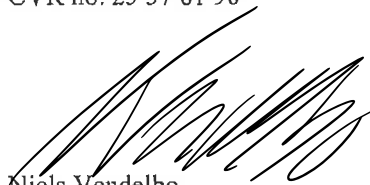
Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 18 May 2018

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98



Niels Vendelbo
State Authorised
Public Accountant
MNE-no. 34532

INCOME STATEMENT for the year ended December 31

	Note	2017 DKK'000	2016 DKK'000
Revenue	1	24,653	26,129
Other operating costs		-12,181	-13,343
Staff costs	2	<u>-10,672</u>	<u>-11,306</u>
Operating Profit		1,800	1,480
Financial income	3	0	88
Financial expenses	4	<u>-354</u>	<u>-448</u>
Profit before tax		1,446	1,120
Tax on profit for the year	5	<u>-335</u>	<u>-260</u>
Profit for the year		<u><u>1,111</u></u>	<u><u>860</u></u>

Appropriation of income
DKK'000

Profit for the year 1,111
 Retained earnings, prior year 233,912

Available for distribution 235,023

Proposed distributed as follows:

Proposed dividend 1,100
 Retained earnings 233,923

235,023

BALANCE SHEET at December 31

ASSETS	Note	2017 DKK'000	2016 DKK'000
NON-CURRENT ASSETS			
Property, plant and equipment			
Fixtures and fittings, tools and equipment	6	<u>1,289</u>	<u>2,299</u>
Total Property, plant and equipment		<u>1,289</u>	<u>2,299</u>
Financial fixed assets			
Participating interest in affiliated companies	7	232,651	232,651
Other Investments in subsidiaries		281	0
Deferred tax asset		<u>120</u>	<u>32</u>
Total financial fixed assets		<u>233,052</u>	<u>232,683</u>
TOTAL NON-CURRENT ASSETS		<u>234,341</u>	<u>234,982</u>
CURRENT ASSETS			
Receivables			
Receivables from Group companies		5,265	6,701
Other receivables		46	79
Prepayments		<u>1,435</u>	<u>1,478</u>
Total receivables		<u>6,746</u>	<u>8,257</u>
Cash and cash equivalents		<u>12</u>	<u>22</u>
TOTAL CURRENT ASSETS		<u>6,758</u>	<u>8,279</u>
TOTAL ASSETS		<u>241,099</u>	<u>243,261</u>

BALANCE SHEET at December 31

	Note	2017 DKK'000	2016 DKK'000
EQUITY AND LIABILITIES			
SHAREHOLDERS' EQUITY			
Capital stock	8	1,000	1,000
Retained earnings		233,923	233,912
Proposed dividend		<u>1,100</u>	<u>1,000</u>
TOTAL SHAREHOLDERS' EQUITY		<u>236,023</u>	<u>235,912</u>
Current liabilities			
Trade payables		268	105
Intra Group payables		1,659	0
Corporate tax payable		423	279
Other payables		<u>2,726</u>	<u>6,965</u>
Total current liabilities		<u>5,076</u>	<u>7,349</u>
TOTAL LONG-TERM AND CURRENT LIABILITIES		<u>5,076</u>	<u>7,349</u>
TOTAL EQUITY AND LIABILITIES		<u>241,099</u>	<u>243,261</u>
Contingent liabilities and contractual obligations	9		
Related Parties	10		

STATEMENT OF CHANGES IN EQUITY

	2017 DKK'000
Capital stock	
Balance at January 1 and December 31	<u>1,000</u>
Retained earnings	
Balance at January 1	2,252
Correction to balance January 1	<u>231,660</u>
Corrected balance at January 1	233,912
Profit for the year	1,111
Proposal of dividend for the year	<u>1,100</u>
Balance at December 31	<u>233,923</u>
Proposal of dividend	
Balance at January 1	1,000
Paid out dividend	1,000
Proposal of dividend for the year	<u>1,100</u>
Balance at December 31	<u>1,100</u>
Total Equity	<u><u>236,023</u></u>

NOTES AND DISCLOSURES

Note 1. Revenue

The Company performs services for companies within the CP Kelco Group.

	2017 DKK'000	2016 DKK'000
Note 2. Staff costs		
Payroll costs	10,346	10,753
Pensions	19	230
Other social security costs	<u>307</u>	<u>323</u>
	<u>10,672</u>	<u>11,306</u>
Average number of employees	<u>21</u>	<u>22</u>

No remuneration was paid to Executive Board.

The company has paid management fee to group related companies which also cover remuneration to intra-group members of the Executive Board.

Note 3. Financial income

Foreign currency adjustments	<u>0</u>	<u>88</u>
	<u>0</u>	<u>88</u>

NOTES AND DISCLOSURES

	2017 DKK'000	2016 DKK'000
Note 4. Financial expenses		
Foreign currency adjustments	-277	-402
Other financial expenses	<u>-77</u>	<u>-46</u>
	<u>-354</u>	<u>-448</u>
Note 5. Tax on profit for the year		
Tax on profit for the year	-423	-279
Adjustment of deferred tax for the year	<u>88</u>	<u>19</u>
	<u>-335</u>	<u>-260</u>

NOTES AND DISCLOSURES

Note 6. Property, Plant and equipment

	2017 DKK'000
	Fixtures and Equipment
Cost at January 1	5,198
Additions for the year	0
Disposals for the year	<u>2,291</u>
Cost at December 31	<u>2,907</u>
Depreciation at January 1	2,899
Depreciation for the year	1,010
Reversed depreciation of disposals	<u>2,291</u>
Depreciation at December 31	<u>1,618</u>
Carrying amount at December 31	<u><u>1,289</u></u>

NOTES AND DISCLOSURES

	2017 DKK'000	2016 DKK'000
Note 7. Participating interests in affiliated companies		
The investment for the year in participating interests in affiliated companies can be specified as follows:		
Cost at January 1	232,651	991
Cost at December 31	<u>232,651</u>	<u>991</u>
Valuation adjustments at January 1	0	0
Correction to balance at January 1	<u>0</u>	<u>231,660</u>
Valuation adjustments at January 31	<u>0</u>	<u>231,660</u>
Carrying amount December 31	<u>232,651</u>	<u>232,651</u>
Received dividend	<u>0</u>	<u>0</u>

Management has identified a material misstatement in the Annual Report for 2016 and hereby investments in subsidiaries and equity were understated by DKK 231,660 thousand. Therefore, the misstatement is adjusted in the opening equity balance and comparative figures for investments in subsidiaries cf. section 52(2) of the Danish Financial Statements Act.

Participating interests in affiliated companies comprise 35% ownership of CP Kelco Germany GmbH, Germany. The equity as per December 31, 2016 was EUR thousand 23,706 and net income for 2016 amounted to EUR thousand 12,320.

Participating interests in affiliated companies comprise 10% ownership of CP Kelco India, India. CP Kelco India was established in 2017, therefore, no accounting figures.

Note 8. Share capital

The contributed capital, DKK thousand 1,000, is 100% owned by the Parent Company.

The share capital consists of 1,000 A-shares of DKK 1,000 each.

There have been no movements on the share capital during the last 5 years.

NOTES AND DISCLOSURES

Note 9. Contingent liabilities and contractual obligations

	2017 DKK'000	2016 DKK'000
Commitments under a rental agreement	<u>1,090</u>	<u>4,316</u>
Leasing commitments cars	<u>287</u>	<u>549</u>
	<u>1,377</u>	<u>4,865</u>

The Company is jointly taxed with other Danish companies in the J.M. Huber group. As a wholly owned subsidiary of J.M. Huber Corporation, the Company is unlimited and solidarity liable with the other companies in the joint taxation regarding Danish withholding taxes on dividends, interest and royalties in the joint taxation. Payable withholding taxes in the joint taxation are as of December 31, 2017 DKK 0 million. Any subsequent corrections of the taxable income in the joint taxation or withholding taxes could lead to the Company's liability being higher.

Note 10. Related Parties

The Company's majority shareholder is CP Kelco ApS, Lille Skensved, Denmark, and its ultimate Parent is J.M. Huber Corporation, New Jersey, USA.

The company's related Parties with considerable influence include registered management and hereto related family members. Related Parties include also companies, in which the persons mentioned have considerable interests.

Related Parties further include affiliated companies in the J.M.Huber Group.

CP Kelco Services ApS is part of the Annual Report of J.M. Huber Corporation, New Jersey, USA. A copy of the Group's Annual Report can be requested by contacting CP Kelco ApS.

NOTES AND DISCLOSURES

Note 11. Accounting Policies

General

The Annual Report of CP Kelco Services ApS has been presented in accordance with the provisions of the Danish Financial Statements Act as regards reporting class B enterprises including below mentioned accounting policies governing medium class C reporting entities.

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

Material misstatement

Management has identified a material misstatement in the Annual Report for 2016 and hereby investments in subsidiaries and equity were understated by DKK 231,660 thousand. Therefore, the misstatement is adjusted in the opening equity balance and comparative figures for investments in subsidiaries cf. section 52(2) of the Danish Financial Statements Act.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be reliably measured.

Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the value of the liability can be reliably measured.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement as earned. Equally, costs incurred to generate the year's earnings are recognised, including depreciation, amortisation, impairment losses and provisions as well as reversals as a result of changes in accounting estimates of amounts which were previously recognised in the income statement.

Foreign currency translation

Transactions in foreign currencies during the year are translated at the exchange rate ruling at the transaction date.

In the balance sheet receivables, payables and other items in foreign currencies are translated at the rates of exchange as at the balance sheet date.

Realized as well as unrealized exchange rate adjustments are included in the income statement as financial income and expenses.

Revenue

Revenue from services is recognised in the income statement concurrently with delivery of services.

N O T E S AND DISCLOSURES

Other operating costs

Other operating costs comprise items secondary to the Company's activities, including loss on the disposal of property, plant and equipment.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Financial income and expenses comprise interest income and interest expense, costs relating to finance leases, payables and transactions in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments in subsidiaries are recognised in the income statement in the financial year when the dividends are declared.

Tax on profit for the year

CP Kelco Services ApS is comprised by the Danish regulations regarding compulsory jointly taxation of J.M. Huber Group's Danish subsidiaries. The subsidiaries are jointly taxed for the period, the parent company has the controlling influence.

The company's ultimate Danish Parent CP Kelco ApS is administration company for the jointly taxation and settle all payments of corporate taxes with the tax authorities.

The current Danish corporation tax is allocated between the jointly taxed Danish companies in proportion to their taxable income (full absorption with refunds for tax losses). The jointly taxed companies are taxed under the on-account tax scheme.

Tax for the year comprises joint taxation contribution and changes in deferred tax for the year – including change in tax rate. The tax expense relating to the profit/loss for the year is recognized in the income statement.

Liabilities and receivables joint taxation contribution is recognized in the balance sheet as corporate tax payable or corporate tax receivable.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the planned use of the asset or settlement of the liability, respectively.

Deferred tax assets are recognized at the expected value of their utilization; as a set-off against deferred tax liabilities in the same legal tax entity and jurisdiction.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallize as current tax. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

NOTES AND DISCLOSURES

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

The depreciable amount, which is calculated as cost less any residual values after the end of the useful life, is depreciated on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	3-10 years
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The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal.

Participating interests in affiliated companies

Investments in affiliated companies are measured at cost. Where the recoverable amount is lower than cost, investments are written down to this lower value.

Impairment of non-current assets

The carrying amount of equipment as well as investments in group entities is subject to an annual assessment for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

Receivables

Receivables are valued at par value less provisions for losses based on an individual assessment.

Prepayments

Prepayments comprise prepayments of costs relating to subsequent financial years.

Liabilities

Trade payables and payables to group entities are recognised at cost and subsequently measured at amortised cost.

Other liabilities are measured at net realisable value.