

## **ROHM AND HAAS DENMARK CHINA INVESTMENT ApS**

Tuborg Boulevard 12, 3.  
2900 Hellerup  
Business Registration No  
26721164

### **Annual report 2018**

The Annual General Meeting adopted the annual report on 28.05.2019

#### **Chairman of the General Meeting**



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Name: Nils Kjellegaard Jensen

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## Entity details

### Entity

ROHM AND HAAS DENMARK CHINA INVESTMENT ApS  
Tuborg Boulevard 12, 3.  
2900 Hellerup

Central Business Registration No (CVR): 26721164  
Registered in: Gentofte  
Financial year: 01.01.2018 - 31.12.2018

### Board of Directors

Gino Eduardus Angela van Poorten, Chairman  
Thomas Wagner Just

### Executive Board

Gino Eduardus Angela van Poorten

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
Postboks 1600  
0900 København C

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of ROHM AND HAAS DENMARK CHINA INVESTMENT ApS for the financial year 01.01.2018 - 31.12.2018.

The annual report is presented in accordance with the Danish Financial Statements Act.

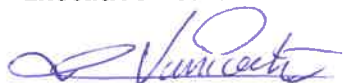
In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

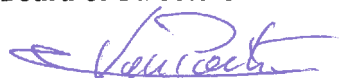
Copenhagen, 28.05.2019

### Executive Board

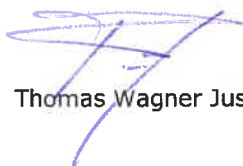


Gino Eduardus Angela van  
Poorten

### Board of Directors



Gino Eduardus Angela van  
Poorten  
Chairman



Thomas Wagner Just

## Independent auditor's report

### To the shareholder of ROHM AND HAAS DENMARK CHINA INVESTMENT ApS

#### Opinion

We have audited the financial statements of ROHM AND HAAS DENMARK CHINA INVESTMENT ApS for the financial year 01.01.2018 - 31.12.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 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 financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's responsibilities 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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 about 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 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 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:

## Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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 commentary**

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary 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 commentary 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 commentary.

### **Violation of accounting legislation, including the Danish Bookkeeping Act**

The accounting records of the Company are retained abroad. They are kept on file with affiliated companies and can be obtained from the affiliated companies. However the Company does not fulfill all of the requirements in the Danish Bookkeeping Act when keeping the accounting records on file abroad. The procedures followed are in contravention of Danish legislation.

Copenhagen, 28.05.2019

### **Deloitte**

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No (CVR) 33963556



Lars Andersen  
State Authorised Public Accountant  
Identification No (MNE) mne27762



Morten Jarlbo  
State Authorised Public Accountant  
Identification No (MNE) mne33247

## Management commentary

	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>EUR'000</b>	<b>EUR'000</b>	<b>EUR'000</b>	<b>EUR'000</b>	<b>EUR'000</b>
<b>Financial highlights</b>					
<b>Key figures</b>					
Gross profit/loss	(40)	(27)	(22)	(38)	(51)
Operating profit/loss	(40)	(27)	(22)	(38)	(51)
Net financials	102.617	(116.911)	65.119	143.557	147.904
Profit/loss for the year	86.933	(84.730)	40.967	93.788	144.173
Total assets	929.328	903.314	1.237.736	1.142.998	995.075
Equity	920.317	884.884	1.184.424	1.136.348	992.174
<b>Ratios</b>					
Return on equity (%)	9,6	3,4	8,1	13,5	(4,4)
Equity ratio (%)	99,0	98,0	95,7	99,4	99,7

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

<b>Ratios</b>	<b>Calculation formula</b>	<b>Calculation formula reflects</b>
Return on equity (%)	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	$\frac{\text{Equity} \times 100}{\text{Total assets}}$	The financial strength of the entity.



## Management commentary

### Primary activities

Rohm and Haas Denmark China Investment ApS is the Company through which investments within China will be partly made. Until the funds for such investments are required it is likely that short term loans and the like may be made to other group companies but this is an ancillary activity.

### Development in activities and finances

The company redeemed certain shares held by RH Denmark Finance A/S in exchange for its entire shares in RH Denmark Bermuda Holding Co ApS.

### Profit/loss for the year in relation to expected developments

The company made a profit in 2018 of EUR 86.933.351, which is mainly driven by exchange rate gains during the year and the redemption of its shares in RH Denmark Finance A/S.

### Uncertainty relating to recognition and measurement

Anticipated risks and losses that arise before the time of preparation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

### Unusual circumstances affecting recognition and measurement

There are no unusual circumstances affecting recognition and measurement.

### Outlook

The Company's profitability remains very much dependent upon exchange rate fluctuations in the future.

### Particular risks

Due to the fact that the company's principal asset is denominated in US dollar, it remains particularly exposed to foreign currency fluctuations.

### Environmental performance

Sustainability is an important part of DowDuponts culture. Description of the Company's sustainability policy is to be found in the DowDupont 2018 Annual report page 80. The Company also refers to the webpage for The Dow Chemical Company for further information. <http://www.dow.com/en-us/science-and-sustainability>

### Statutory report on corporate social responsibility

It is the Company's focus to create a positive and healthy work and performance environment, and to be a workplace where employees have the freedom to achieve common goals and optimise opportunities irrespectively of their gender, age, race, religion, disability or sexual orientation.

Sustainability is an important part of DowDuponts culture. Description of the Company's sustainability policy is to be found in the DowDupont 2018 Annual report page 80. The Company also refers to the webpage for The Dow Chemical Company for further information. <http://www.dow.com/en-us/science-and-sustainability>

## Management commentary

The Company has no guidelines of its own regarding social responsibility, climate, human rights, anti-corruption and bribery but follow and refer to the guidelines outlined by The Dow Chemical Company in their Code of Conduct. For further information please visit: <http://www.dow.com/en-us/investor-relations/corporate-governance>

The Company's business model is described in the management commentary. Due to the business model and the activities, the Company does not have a direct impact on the climate, human rights, anti-corruption and bribery. Accordingly the Company does not have its own policies for human rights, environmental matters, climate, social responsibilities and anti-corruption.

### **Statutory report on the underrepresented gender**

In accordance with the paragraph 139a, part 1, No. 1, in the Danish Companies Act, the Company is obliged to set the targets for the share of underrepresented gender in the board of directors. As the board is comprised of 2 members, the target is that at no time the board should be comprised of one gender only. The company doesn't currently fulfil this target.

Additionally, the Company is also required to prepare and adopt a policy on gender equality on the management levels unless the Company throughout the year in question has not had more than 50 employees, according to the § 12 in the regulation no. 344 of March 30, 2012. As the Company has had no employees for whom the full time ATP contributions were paid in 2018, the Company is exempt from this requirement.

### **Events after the balance sheet date**

On 1st April 2019 Dow Inc. separated from the DowDuPont group, the company is part of Dow Inc.

## Income statement for 2018

	<u>Notes</u>	<u>2018</u> <u>EUR'000</u>	<u>2017</u> <u>EUR'000</u>
Other external expenses		<u>(40)</u>	<u>(27)</u>
<b>Operating profit/loss</b>		<b>(40)</b>	<b>(27)</b>
Other financial income	3	102.617	25.635
Other financial expenses	4	<u>0</u>	<u>(142.546)</u>
<b>Profit/loss before tax</b>		<b>102.577</b>	<b>(116.938)</b>
Tax on profit/loss for the year	5	<u>(15.644)</u>	<u>32.208</u>
<b>Profit/loss for the year</b>	6	<b><u>86.933</u></b>	<b><u>(84.730)</u></b>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018</u> <u>EUR'000</u>	<u>2017</u> <u>EUR'000</u>
Investments in group enterprises		0	15.200
Receivables from group enterprises		<u>886.476</u>	<u>848.204</u>
<b>Fixed asset investments</b>	<b>7</b>	<b><u>886.476</u></b>	<b><u>863.404</u></b>
<b>Fixed assets</b>		<b><u>886.476</u></b>	<b><u>863.404</u></b>
Receivables from group enterprises		42.032	32.649
Deferred tax		820	7.254
Prepayments	8	<u>0</u>	<u>7</u>
<b>Receivables</b>		<b><u>42.852</u></b>	<b><u>39.910</u></b>
<b>Current assets</b>		<b><u>42.852</u></b>	<b><u>39.910</u></b>
<b>Assets</b>		<b><u>929.328</u></b>	<b><u>903.314</u></b>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018</u> <u>EUR'000</u>	<u>2017</u> <u>EUR'000</u>
Contributed capital		134	160
Retained earnings		920.183	884.724
<b>Equity</b>		<b>920.317</b>	<b>884.884</b>
Payables to group enterprises		22	6
Income tax payable		8.210	13.845
Other payables		779	4.579
<b>Current liabilities other than provisions</b>		<b>9.011</b>	<b>18.430</b>
<b>Liabilities other than provisions</b>		<b>9.011</b>	<b>18.430</b>
<b>Equity and liabilities</b>		<b>929.328</b>	<b>903.314</b>
Staff costs	1		
Contingent liabilities	9		
Related parties with controlling interest	10		
Transactions with related parties	11		
Group relations	12		

## Statement of changes in equity for 2018

	<b>Contributed capital EUR'000</b>	<b>Retained earnings EUR'000</b>	<b>Total EUR'000</b>
Equity beginning of year	160	884.724	884.884
Decrease of capital	(26)	(51.474)	(51.500)
Profit/loss for the year	0	86.933	86.933
<b>Equity end of year</b>	<b>134</b>	<b>920.183</b>	<b>920.317</b>

## Notes

	<u>2018</u>	<u>2017</u>
<b>1. Staff costs</b>		
Number of employees at balance sheet date	<u>0</u>	<u>0</u>
Average number of employees	<u>0</u>	<u>0</u>
	<b>2018</b>	<b>2017</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>2. Fees to the auditor appointed by the Annual General Meeting</b>		
Statutory audit services	8	8
Other assurance engagements	32	0
Tax services	1	1
Other services	<u>2</u>	<u>11</u>
	<b>43</b>	<b>20</b>
	<b>2018</b>	<b>2017</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>3. Other financial income</b>		
Financial income arising from group enterprises	61.470	25.635
Exchange rate adjustments	<u>41.147</u>	<u>0</u>
	<b>102.617</b>	<b>25.635</b>
	<b>2018</b>	<b>2017</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>4. Other financial expenses</b>		
Exchange rate adjustments	<u>0</u>	<u>142.546</u>
	<b>0</b>	<b>142.546</b>
	<b>2018</b>	<b>2017</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>5. Tax on profit/loss for the year</b>		
Current tax	9.210	41.296
Change in deferred tax	6.434	(63.039)
Adjustment concerning previous years	<u>0</u>	<u>(10.465)</u>
	<b>15.644</b>	<b>(32.208)</b>

## Notes

	<b>2018</b>	<b>2017</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>6. Proposed distribution of profit/loss</b>		
Extraordinary dividend distributed in the financial year	0	255.777
Retained earnings	86.933	(340.507)
	<b>86.933</b>	<b>(84.730)</b>
	<b>Invest- ments in group enterprises</b>	<b>Receivables from group enterprises</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>7. Fixed asset investments</b>		
Cost beginning of year	15.200	848.204
Additions	0	38.272
Disposals	(15.200)	0
<b>Cost end of year</b>	<b>0</b>	<b>886.476</b>
<b>Carrying amount end of year</b>	<b>0</b>	<b>886.476</b>

### 8. Prepayments

Prepayments comprise incurred costs relating to subsequent financial year.

### 9. Contingent liabilities

The Company participates in a Danish joint taxation arrangement after 1<sup>st</sup> September 2017 where DuPont Denmark Holding ApS serves as the administration company.

The Company participated in a Danish joint taxation arrangement before 1<sup>st</sup> September 2017 where Dow AgroSciences Danmark A/S served as the administration company.

According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from the financial year 2013 for income taxes, etc. for the jointly taxed companies and from 1<sup>st</sup> July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies. The jointly taxed companies' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

### 10. Related parties with controlling interest

The Company is a wholly owned subsidiary of Rohm and Haas Denmark Finance A/S, Kgs. Lyngby, Denmark, the ultimate parent is the DowDuPont Inc..



## Notes

	<b>Other related parties.</b>
	<b>EUR'000</b>
<b>11. Transactions with related parties</b>	
Interest recieved	25.170
Capital decrease	51.500
Receivables	928.508

### 12. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:  
DowDuPont Inc., Delaware, USA

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:  
DowDuPont Inc., Delaware, USA

The annual report for the Dow Chemical Company may be obtained at the following address:

DowDuPont Inc.  
Corporate Trust Center  
1209 Orange Street  
Wilmington  
New Castle 19801  
Delaware  
USA

## Accounting policies

### Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied to these financial statements are consistent with those applied last year.

### Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

### Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Investments in group enterprises and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

### Income statement

#### Other external expenses

Other external expenses include expenses relating to the Company's ordinary activities, such as administrative expenses.

#### Other financial income

Other financial income from group enterprises comprises interest income etc on receivables from group enterprises, and gain/losses from sale of group enterprises. Furthermore net capital gains on receivables and transactions in foreign currencies.

## Accounting policies

### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on payables and transactions in foreign currencies.

### Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Company is jointly taxed with the Danish affiliated companies. Income tax concerning the jointly taxed companies is distributed proportionally between profit and loss making companies according to their taxable income (full allocation with a refund concerning tax losses).

### Balance sheet

#### Investments in group enterprises

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Dividends are recognised in the income statement under "Income from investment in group enterprises" when declared.

If group enterprises make extraordinary large payments of dividends that resemble repayments of the invested capital, the recognised values is written down by an amount corresponding to this extraordinary payment of dividends.

#### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

#### Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

#### Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

#### Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

## Accounting policies

### **Income tax receivable or payable**

Current tax receivable or payable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

### **Cash flow statement**

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The cash flow statements of Rohm and Haas Denmark Holding Company ApS and group enterprises is included in the annual report of DowDuPont Inc., Delaware, USA (Ultimate Parent Company).