

**Rohm and Haas Denmark China  
Investment ApS  
Central Business Registration No  
26721164  
Sorgenfrivej 15  
DK-2800 Kgs. Lyngby**

**Annual report 2015**

The Annual General Meeting adopted the annual report on 26.05.2016

**Chairman of the General Meeting**



Name: Nils Kjellegaard Jensen

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## **Entity details**

### **Entity**

Rohm and Haas Denmark China Investment ApS  
Sorgenfrivej 15  
DK-2800 Kgs. Lyngby

Central Business Registration No: 26721164

Registered in: Lyngby-Taarbæk

Financial year: 01.01.2015 - 31.12.2015

### **Board of Directors**

Gino Eduardus Angela Van Poorten, Chairman  
Thomas Wagner Just

### **Executive Board**

Gino Eduardus Angela van Poorten

### **Bank**

Deutsche Bank

### **Lawyer**

Advokatfirmaet Kjellegaard Jensen  
Tuborg Boulevard 12  
DK-2900 Hellerup

### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
P.O. Box 1600  
0900 Copenhagen 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 01.01.2015 - 31.12.2015.

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 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

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, 26.05.2016

### Executive Board

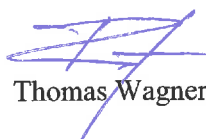


Gino Eduardus Angela van  
Poorten

### Board of Directors



Gino Eduardus Angela Van  
Poorten  
Chairman



Thomas Wagner Just

## Independent auditor's reports

### To the owner of Rohm and Haas Denmark China Investment ApS

#### Report on the financial statements

We have audited the financial statements of Rohm and Haas Denmark China Investment ApS for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements 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 as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

#### Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

## Independent auditor's reports

### Report on other legal and regulatory requirements

#### Emphasis of matter regarding other issues

Parts of the accounting records for the Company are kept on file outside the Danish borders. They are kept on file with affiliated companies and can be obtained at short notice. The procedures used are in contravention of Danish legislation on the filing of accounting material in general.

#### Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Copenhagen, 26.05.2016

#### Deloitte

Statsautoriseret Revisionspartnerselskab



Flemming Larsen  
State Authorised Public Accountant

CVR-nr. 33963556

## Management commentary

### Primary activities

Rohm and Haas Denmark China Investment ApS is the Company, through which investments within China will be made in part. Until the funds for such investment 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 still has certain nominal minority shareholdings in Rohm and Haas Latinoamerica S. de R.L. de C.V., Rohm and Haas Mexico S. de R.L. de C.V. (both in Mexico) as well as in PT Rohm and Haas Indonesia.

Additionally, the Company still has a minor joint partnership within Rohm and Haas Bermuda Partner I GP and Rohm and Haas Bermuda Partner II GP.

### Unusual circumstances affecting recognition and measurement

No unusual circumstances are to be disclosed in connection with the presentation of the annual report.

### Events after the balance sheet date

In 2016, the Entity sold its minority interest in RH Bermuda Partner I GP and RH Bermuda Partner II GP.

Furthermore, the Company is part of an internal global project to reduce the number of legal entities in the Dow Group. Consequently, the Company will likely cease to operate within 12 months by means of a merger into another Dow legal entity.

## Accounting policies

### Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The annual report is presented in EUR.

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

### Consolidated financial statements

Pursuant to section 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The Company's annual report for 2015 is included in the consolidated financial statements of The Dow Chemical Company, Michigan, USA

### 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 one 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.



## Accounting policies

### Income statement

#### Other external expenses

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

#### Other financial income from group enterprises

Other financial income from group enterprises comprises dividends etc received from group enterprises, and impairment losses on investment in group enterprises.

#### Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital gains on receivables and payables and transactions in foreign currencies.

#### Other financial expenses

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

### Income taxes

Tax for the year consists of current tax for the year and deferred tax for the year. Tax attributable to profit for the year is recognised in the income statement, whereas tax attributed to equity entries is recognised directly under equity.

Current tax liabilities and current tax assets are recognised as receivables in the balance sheet in the event of overpayment of tax on account, and as liabilities in the event of underpayment of tax on account.

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

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

## Accounting policies

### Balance sheet

#### Investments in group enterprises

Investments in group enterprises are measured at cost. Where cost exceeds the net realisable value, the investments are written down to this lower value.

Dividends are recognised in the income statement under “Other financial income from group enterprises” when declared.

If group enterprises make extraordinary large payments of dividends that resemble repayments of the invested capital, the recognised value 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 write-downs for bad and doubtful debts.

#### Prepayments

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

#### Deferred tax

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

#### Other financial liabilities

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

#### Income tax receivable or payable

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

## Income statement for 2015

	<u>Notes</u>	<u>2015 EUR'000</u>	<u>2014 EUR'000</u>
Other external expenses		<u>(22)</u>	<u>(38)</u>
<b>Operating profit/loss</b>		<b>(22)</b>	<b>(38)</b>
Other financial income from group enterprises		4.963	4.975
Other financial income	1	138.597	142.929
Other financial expenses	2	<u>(3)</u>	<u>0</u>
<b>Profit/loss from ordinary activities before tax</b>		<b>143.535</b>	<b>147.866</b>
Tax on profit/loss from ordinary activities	3	<u>(49.747)</u>	<u>(3.693)</u>
<b>Profit/loss for the year</b>		<b><u>93.788</u></b>	<b><u>144.173</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>93.788</u>	<u>144.173</u>
		<b><u>93.788</u></b>	<b><u>144.173</u></b>

**Balance sheet at 31.12.2015**

	<u>Notes</u>	<u>2015 EUR'000</u>	<u>2014 EUR'000</u>
Investments in group enterprises		15.200	15.200
Receivables from group enterprises		<u>1.200.751</u>	<u>1.078.848</u>
<b>Fixed asset investments</b>	4	<u><b>1.215.951</b></u>	<u><b>1.094.048</b></u>
<b>Fixed assets</b>		<u><b>1.215.951</b></u>	<u><b>1.094.048</b></u>
Receivables from group enterprises		20.812	48.890
Other short-term receivables		60	60
Prepayments		<u>913</u>	<u>0</u>
<b>Receivables</b>		<u><b>21.785</b></u>	<u><b>48.950</b></u>
<b>Current assets</b>		<u><b>21.785</b></u>	<u><b>48.950</b></u>
<b>Assets</b>		<u><u><b>1.237.736</b></u></u>	<u><u><b>1.142.998</b></u></u>

**Balance sheet at 31.12.2015**

	<u>Notes</u>	<u>2015 EUR'000</u>	<u>2014 EUR'000</u>
Contributed capital	5	160	160
Retained earnings		<u>1.184.264</u>	<u>1.136.188</u>
<b>Equity</b>		<b><u>1.184.424</u></b>	<b><u>1.136.348</u></b>
Provisions for deferred tax		<u>45.214</u>	<u>0</u>
<b>Provisions</b>		<b><u>45.214</u></b>	<b><u>0</u></b>
Bank loans		0	530
Trade payables		25	10
Debt to group enterprises		3.714	19
Income tax payable		<u>4.359</u>	<u>6.091</u>
<b>Current liabilities other than provisions</b>		<b><u>8.098</u></b>	<b><u>6.650</u></b>
<b>Liabilities other than provisions</b>		<b><u>8.098</u></b>	<b><u>6.650</u></b>
<b>Equity and liabilities</b>		<b><u><u>1.237.736</u></u></b>	<b><u><u>1.142.998</u></u></b>
Contingent liabilities	6		
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**Statement of changes in equity for 2015**

	<b>Contributed capital EUR'000</b>	<b>Retained earnings EUR'000</b>	<b>Total EUR'000</b>
Equity beginning of year	160	1.136.188	1.136.348
Extraordinary dividend paid	0	(45.712)	(45.712)
Profit/loss for the year	0	93.788	93.788
<b>Equity end of year</b>	<b>160</b>	<b>1.184.264</b>	<b>1.184.424</b>

## Notes

	<b>2015</b>	<b>2014</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>1. Other financial income</b>		
Financial income arising from group enterprises	14.360	11.674
Exchange rate adjustments	124.237	131.255
	<b>138.597</b>	<b>142.929</b>
	<b>2015</b>	<b>2014</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>2. Other financial expenses</b>		
Financial expenses from group enterprises	3	0
	<b>3</b>	<b>0</b>
	<b>2015</b>	<b>2014</b>
	<b>EUR'000</b>	<b>EUR'000</b>
<b>3. Tax on ordinary profit/loss for the year</b>		
Current tax	4.359	3.693
Change in deferred tax for the year	45.214	0
Adjustment relating to previous years	174	0
	<b>49.747</b>	<b>3.693</b>

## Notes

	<b>Investments in group enterprises EUR'000</b>	<b>Receivables from group enterprises EUR'000</b>
<b>4. Fixed asset investments</b>		
Cost beginning of year	15.200	1.078.848
Additions	0	121.903
<b>Cost end of year</b>	<b>15.200</b>	<b>1.200.751</b>
<b>Carrying amount end of year</b>	<b>15.200</b>	<b>1.200.751</b>

### Subsidiaries:

	Currency	Registered in	Equity interest	Equity	Profit/(loss)	Year
Rohm and Haas Shanghai Chemical Industry Company LTD	CNY	China	100,00%	315.894.223	41.570.840	2014
Rohm and Haas Latinoamerica S. de R. L. de C.V.	MXN	Mexico	0,03%	*	*	2014
PT Rohm and Haas Indonesia	USD	Indonesia	0,01%	*	*	2014
RH Mexico S. de R. L. de C.V.	MXN	Mexico	0,03%	*	*	2014
RH Bermuda Partner I GP	EUR	Bermuda	0,0001%	*	*	2014
RH Bermuda Partner II GP	EUR	Bermuda	0,0001%	*	*	2014

\* The Companies do not publish officially available financial statements..



## Notes

		<u>Number</u>	<u>Par value EUR</u>	<u>Nominal value EUR'000</u>	
<b>5. Contributed capital</b>					
Ordinary shares		1.195	134,00	160	
		<u>1.195</u>		<u>160</u>	
	<u>2015 EUR'000</u>	<u>2014 EUR'000</u>	<u>2013 EUR'000</u>	<u>2012 EUR'000</u>	<u>2011 EUR'000</u>
<b>Changes in contributed capital</b>					
Contributed capital beginning of year	160	160	26	26	26
Increase of capital	<u>0</u>	<u>0</u>	<u>134</u>	<u>0</u>	<u>0</u>
<b>Contributed capital end of year</b>	<u>160</u>	<u>160</u>	<u>160</u>	<u>26</u>	<u>26</u>

## 6. Contingent liabilities

The Company participates in a Danish joint taxation arrangement, in which Dow AgroSciences Danmark A/S serves 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 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 in the joint taxation arrangement is stated in the financial statements of the administration company

## 7. Assets charged and collateral

At 31 December 2015, the Company has no assets charged, and no contingent liabilities are incumbent on the Company.

## 8. Ownership

The Company is a wholly owned subsidiary of Rohm and Haas Denmark Finance A/S, Kgs. Lyngby, Denmark: The Ultimate Parent is The Dow Chemical Company.

## Notes

### **9. Consolidation**

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

The Dow Chemical Company, Michigan, USA

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

The Dow Chemical Company  
Customer Information Centre  
P.O. Box 1206  
Midland Michigan 48641-1206  
USA