

**Rohm and Haas Europe Sales ApS
Central Business Registration No
28669275
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 Europe Sales ApS
Sorgenfrivej 15
DK-2800 Kgs. Lyngby

Central Business Registration No: 28669275
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 Europe Sales 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

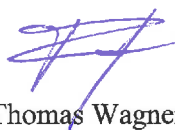


Gino Eduardus Angela van
Poorten

Board of Directors



Gino Eduardus Angela van
Poorten
Chairman



Thomas Wagner Just

Independent auditor's reports

To the owner of Rohm and Haas Europe Sales ApS

Report on the financial statements

We have audited the financial statements of Rohm and Haas Europe Sales 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

The objective of Rohm and Haas Europe Sales ApS is to conduct all lawful business, including but not limited to trading of products and services in Denmark and abroad directly, or through its subsidiaries and/or its branches.

Development in activities and finances

The Company has sold the AgroFresh business in 2015. In connection with the sale, the Company has written off a balance sheet item of approx EUR 1.1 million. This has caused the gross profit to turn negative. The income from the sale of this activity is included in other income.

The Company is part of an internal global project to reduce the number of legal entities in the Dow Group. Consequently, the goal is to eventually close the Entity by means of a merger into another Dow legal entity.

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 interest in RH International SAS. Except for this, no events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

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.

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

Revenue

Revenue from the sale of goods and services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Cost of sales

Cost of sales comprises cost of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

Distribution costs

Distribution costs comprise costs incurred for sale and distribution of the Entity's products, including advertising costs, travelling and entertainment expenses, etc as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment attached to the distribution process.

Administrative expenses

Administrative expenses comprise expenses incurred for the Entity's administrative functions, including amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment used for administration of the Entity.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

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 the 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.

Accounting policies

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).

Balance sheet

Inventories

Costs consist of purchase price plus delivery costs.

Receivables

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

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</u>	<u>2014 EUR</u>
Revenue		3.127.809	8.868.310
Cost of sales		<u>(4.100.785)</u>	<u>(7.583.935)</u>
Gross profit/loss		(972.976)	1.284.375
Distribution costs		(39.813)	(71.410)
Administrative costs		(236.472)	(175.627)
Other operating income		<u>4.102.296</u>	<u>25</u>
Operating profit/loss		2.853.035	1.037.363
Other financial income	1	15.316	590
Other financial expenses	2	<u>(6.860)</u>	<u>(32.202)</u>
Profit/loss from ordinary activities before tax		2.861.491	1.005.751
Tax on profit/loss from ordinary activities	3	<u>(676.262)</u>	<u>(244.275)</u>
Profit/loss for the year		<u>2.185.229</u>	<u>761.476</u>
Proposed distribution of profit/loss			
Retained earnings		<u>2.185.229</u>	<u>761.476</u>
		<u>2.185.229</u>	<u>761.476</u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 EUR</u>	<u>2014 EUR</u>
Manufactured goods and goods for resale		54.538	1.689.674
Inventories		54.538	1.689.674
Trade receivables		247.377	4.626.106
Receivables from group enterprises		5.778.383	3.497.335
Other short-term receivables		18.756	85.548
Receivables		6.044.516	8.208.989
Current assets		6.099.054	9.898.663
Assets		6.099.054	9.898.663

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 EUR</u>	<u>2014 EUR</u>
Contributed capital	4	17.000	17.000
Retained earnings		<u>4.640.343</u>	<u>2.455.114</u>
Equity		<u>4.657.343</u>	<u>2.472.114</u>
Trade payables		160.310	1.185.126
Debt to group enterprises		608.951	5.408.743
Income tax payable		<u>672.450</u>	<u>832.680</u>
Current liabilities other than provisions		<u>1.441.711</u>	<u>7.426.549</u>
Liabilities other than provisions		<u>1.441.711</u>	<u>7.426.549</u>
Equity and liabilities		<u><u>6.099.054</u></u>	<u><u>9.898.663</u></u>
Contingent liabilities	5		
Assets charged and collateral	6		
Ownership	7		
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Statement of changes in equity for 2015

	Contributed capital EUR	Retained ear- nings EUR	Total EUR
Equity beginning of year	17.000	2.455.114	2.472.114
Profit/loss for the year	0	2.185.229	2.185.229
Equity end of year	17.000	4.640.343	4.657.343

Notes

	2015	2014	
	EUR	EUR	
1. Other financial income			
Financial income arising from group enterprises	6.383	590	
Interest income	22	0	
Exchange rate adjustments	8.911	0	
	15.316	590	
	2015	2014	
	EUR	EUR	
2. Other financial expenses			
Financial expenses from group enterprises	6.860	12.450	
Exchange rate adjustments	0	19.752	
	6.860	32.202	
	2015	2014	
	EUR	EUR	
3. Tax on ordinary profit/loss for the year			
Current tax	672.450	244.275	
Adjustment relating to previous years	3.812	0	
	676.262	244.275	
	Number	Par value	Nominal
		EUR	value
			EUR
4. Contributed capital			
Ordinary shares	125	134,00	17.000
	125		17.000

No changes have been made to the contributed capital in the past five financial years.

5. Contingent liabilities

The Company participates in a Danish joint taxation arrangement, in which Dow AgroSciences Denmark 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.

Notes

6. Assets charged and collateral

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

7. Ownership

The Company is a wholly owned subsidiary of Rohm and Haas Denmark Holding Company ApS, Kgs. Lyngby, Denmark. The Ultimate Parent is The Dow Chemical Company.

8. 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