Caldic Denmark A/S

Mimersvej 1, 8722 Hedensted

CVR no. 32 47 89 80

Annual report 2023

Approved at the Company's annual general meeting on 28 June 2024

Chair of the meeting:

Laurent Pasqualirit

Laurent PASQUALINI

The following is a translation of an original Danish document. The original Danish document is the governing document for all purposes, and in case of any discrepancy, the Danish wording will be applicable.

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Caldic Denmark A/S for the financial year 1 January - 31 December 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Hedensted, 28 June 2024 Executive Board:

Niklas Hugo Georg Ekman

Board of Directors:

Laurent Pasquatini

Niklas Hugo Georg Ekman

Martin Zemp

Independent auditor's report

To the shareholders of Caldic Denmark A/S

Opinion

We have audited the financial statements of Caldic Denmark A/S for the financial year 1 January - 31 December 2023, which comprise 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 financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 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 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 Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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 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.

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 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.

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:

- ldentify 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 Company's internal control.

Independent auditor's report

- 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 note disclosures, 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'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.

Vejle, 28 June 2024

EY Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28

Lene Kamper Jørgensen

State Authorised Public Accountant

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mne34456

Company details

Name Caldic Denmark A/S

Address, Postal code, City Mimersvej 1, 8722 Hedensted

CVR no. 32 47 89 80
Established 8 October 2009
Registered office Hedensted

Financial year 1 January - 31 December

Board of Directors Laurent Pasqualini

Niklas Hugo Georg Ekman

Martin Zemp

Executive Board Niklas Hugo Georg Ekman

Auditors EY Godkendt Revisionspartnerselskab

Lysholt Allé 10, 7100 Vejle, Denmark

Financial highlights

DKK'000	2023	2022	2021	2020	2019
Key figures					
Revenue	178,192	240,941	201,476	188,136	169,961
Gross profit	18,078	23,260	18,854	18,566	14,524
Profit before interest and tax (EBIT)	9,413	11,228	7,286	7,340	2,138
Net financials	1,021	-331	-519	-1,671	-1,492
Profit for the year	8,088	8,499	5,273	4,493	505
•					
Total assets	84,442	79,742	83,464	79,388	68,111
Equity	54,168	46,084	37,587	32,291	27,828
Financial ratios					
Return on assets	10.9%	13.7%	8.8%	8.9%	2.4%
Equity ratio	64.1%	57.8%	45.0%	40.7%	40.9%
Return on equity	16.1%	20.3%	15.1%	14.9%	1.8%
Average number of full-time					
employees	10	10	11	11	11

For terms and definitions, please see the accounting policies.

Business review

The activities of the company is within sale, production and distribution of industrial chemicals, pharma and personal care.

Products are sold on domestic and foreign markets.

On the Danish market the company is distributing non-feed ingredients from various suppliers with whom the Company has long term relationships. The Danish market is the dominant market of the Company.

The export market is dominated by the Nordic countries and EU but there are also sales outside EU.

It is the Company's strategy to provide non-food ingredients to companies producing end-products to consumers. The strategy is to provide value added activities to commodities. The company expects to further develop the current activities in cooperation with activities of the Caldic Group.

Financial review

The income statement for 2023 shows a profit of DKK 8,088 thousand against a profit of DKK 8,499 thousand last year, and the balance sheet at 31 December 2023 shows equity of DKK 54,168 thousand. During 2023 we faced a negative trend in the Construction area and at the same we lost one of the biggest Principals-Alberdingk-Boley, this gave a lower result in 2023.

Management considers the Company's financial performance in the year satisfactory.

Knowledge resources

A Substantial part of the income is related to personal relationships between suppliers and customers. The company has obtained rights to sell restricted products in certain markets.

Research and development activities

A substantial part of the activities of the company is related to the continuous development of ingredients for non-food products in cooperation with the company suppliers.

Statutory CSR report

Social responsibility is of high importance within the Caldic Group and in order to comply with the social responsibility we have in the Caldic Group implemented a Caldic code of Conduct which each employee needs to sign upon employment. This is the basic principle for all conduct within the Caldic organization.

Environment and Climate

The Caldic Code of Conduct implies that all employees of Caldic at any time will have focus on reducing climate changing behavior including reductions of scarce resources. This policy is followed by quarterly reporting to the Executive Board of the Caldic Group and there has been no violations reported of this Conduct in 2023.

In 2022 we have continuously worked on reducing the consumption of electricity.. Besides financial measurements, accidents and nearby accidents are measured as an internal target reported to the Executive Board of Caldic Group on a quarterly basis. We are happy to know that there has been no accidents or nearby accidents in 2023 that could have environment or climate effect.

Human rights

The Caldic Code of Conduct implies that all employees of Caldic at any time will give fair human rights to all individuals. This policy is followed by quarterly reporting to the Executive Board of the Caldic Group and there has been violations reporting of this Conduct in 2023. In 2023 all job interviews have ensured the ideal match of candidates based on competence match and fair human rights.

Safety

The safety of all individuals involved in Caldic's operations is given the highest priority at all times, hence each person employed at Caldic is responsible for remaining up-to-date on the main applicable safety and environmental laws and regulations. The precautionary measures implemented by Caldic with respect to safety and the environment must be applied at all times. Therefore, the Caldic Code of conduct is:

- ► Each person must refrain from any conduct that could potentially give rise to dangerous situations.
- All persons are required to immediately report any situation that could potentially undermine safety and/or harm the environment.

In order to ensure the environmental behavior and food safety standards, internal courses are conducted following ISO 9001 standards. Besides financial measurements, accidents and nearby accidents are measured as an internal target reported by the Board of Directors on a quarterly basis. We are happy to know that there has been no accidents or nearby accidents in 2023 that could have safety breach.

Employee relations

Caldic is committed to providing equal career opportunities to all qualified individuals, regardless of race, age, personal beliefs, skin color, religion, gender, sexual orientation or on any other grounds specified by the law. No form of discrimination based on these characteristics will be tolerated; everyone is required to treat his or her colleagues with respect and to be open and honest in their dealings with others. All job and appraisal interviews in 2023 have complied with this policy in accordance with the Caldic Code of Conduct.

Competition

Caldic will compete honestly and lawfully in the markets in which it operates, which means that the applicable competition laws and regulations will be complied with at all times. Therefore, the Caldic Code of Conduct is to:

- Avoid anticompetitive practices at all times.
- ▶ Limit interaction with competitors to legitimate business purposes.
- Not enter into any verbal or written agreements that could potentially undermine competition laws and regulations.
- Not enter into any verbal or written agreements with one or more competitors for the purpose of fixing pricings or dividing markets.
- In those cases where Caldic acts as distributor, persons employed at the company must refrain from exchanging information with the supplier about Caldic's customers.

There has in 2023 not been reported any non-compliance with this policy. During 2023 all sales and procurement staff is followed up regularly by the Executive Board to ensure the policy is complied with.

For any of the above policies within social responsibility a whistle blower rule is set for each employee to contact the managing director of the company or the CFO of Caldic Group.

Events after the balance sheet date

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

Outlook

Management expects a modest revenue growth of about 5% and unchanged net profit for the year as compared to 2023. This is based on management's assumption of market uncertainties, already mentioned earlier. We are regaining market in the Construction area and growing business in Finland

Income statement

Note	DKK'000	2023	2022
	Revenue Cost of sales Other operating income Other external expenses	178,192 -152,367 476 -8,223	240,941 -211,670 51 -6,062
2	Gross profit Staff costs Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	18,078 -6,628 -2,038	23,260 -6,785 -5,247
3 4	Profit before net financials Financial income Financial expenses	9,412 1,479 -458	11,228 693 -1,024
5	Profit before tax Tax for the year	10,433 -2,345	10,897 -2,398
	Profit for the year	8,088	8,499

Balance sheet

DKK'000	2023	2022
ASSETS Fixed assets		
Intangible assets Goodwill	688	2,727
	688	2,727
Total fixed assets	688	2,727
Non-fixed assets Inventories		
Raw materials and consumables Finished goods and goods for resale	917 9,792	2,970 15,968
	10,709	18,938
Receivables Trade receivables Receivables from group enterprises Deferred tax assets Other receivables	8,871 36 5 6,583 15,495	28,790 0 0 6,149 34,939
Cash	57,550	23,138
Total non-fixed assets	83,754	77,015
TOTAL ASSETS	84,442	79,742
	ASSETS Fixed assets Intangible assets Goodwill Total fixed assets Non-fixed assets Inventories Raw materials and consumables Finished goods and goods for resale Receivables Trade receivables Receivables from group enterprises Deferred tax assets Other receivables Cash Total non-fixed assets	ASSETS Fixed assets 688 Goodwill 688 Total fixed assets 688 Non-fixed assets Inventories Raw materials and consumables 917 Finished goods and goods for resale 9,792 Receivables 10,709 Receivables 8,871 Receivables from group enterprises 36 Deferred tax assets 5 Other receivables 6,583 Cash 57,550 Total non-fixed assets 83,754

Balance sheet

Note	DKK'000	2023	2022
8	EQUITY AND LIABILITIES Equity Share capital Retained earnings	501 53,667	501 45,583
	Total equity	54,168	46,084
	Provisions Deferred tax	0	346
	Total provisions	0	346
	Liabilities other than provisions Current liabilities other than provisions		
	Trade payables	8,275	21,270
	Payables to group enterprises	4,827	5,039
	Corporation tax payable	2,647	2,373
	Other payables	14,525	4,630
		30,274	33,312
	Total liabilities other than provisions	30,274	33,312
	TOTAL EQUITY AND LIABILITIES	84,442	79,742

Accounting policies
 Appropriation of profit
 Contractual obligations and contingencies, etc.
 Related parties

Statement of changes in equity

Note	DKK'000	Share capital	Retained earnings	Total
6	Equity at 1 January 2022 Transfer, see "Appropriation of profit" Fair value adjustment of hedging	501	37,086 8,499	37,587 8,499
	instruments	0	-2	-2
6	Equity at 1 January 2023 Transfer, see "Appropriation of profit" Fair value adjustment of hedging	501 0	45,583 8,088	46,084 8,088
	instruments	0	-4	-4
	Equity at 31 December 2023	501	53,667	54,168

Notes to the financial statements

1 Accounting policies

The annual report of Caldic Denmark A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

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

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement is prepared for the parent company, as its cash flows are reflected in the consolidated cash flow statement.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Intra-group business combinations

The book value method is applied to business combinations such as acquisition and disposal of investments, mergers, demergers, contributions of assets and share conversions, etc. in which entities controlled by the parent company are involved, provided that the combination is considered completed at the time of acquisition without any restatement of comparative figures. Differences between the agreed consideration and the carrying amount of the acquiree are recognised directly in equity.

Derivative financial instruments

On initial recognition, derivative financial instruments are recognised at cost in the balance sheet and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are presented as separate items in the balance sheet.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the sale of goods for resale and finished 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 based on Incoterms® 2020.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

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.

Amortisation and impairment

The item comprises amortisation and impairment of intangible assets.

Notes to the financial statements

1 Accounting policies (continued)

The basis of amortisation/depreciation, which is calculated as cost less any residual value, is amortised/depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Goodwill 7 years

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

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.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortisation on a straight-line basis over its useful life which is assessed at 7 years.

The estimated useful life has been determined by taking into consideration the business platform axquired including a strong brand and reputation as well as very loyal customers.

Impairment of fixed assets

The carrying amount of intangible assets is assessed for impairment on an annual basis.

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.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables. Receivables are measured at amortised cost.

Notes to the financial statements

1 Accounting policies (continued)

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.

Income taxes

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

The Company has chosen IAS 39 as interpretation for 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.

Notes to the financial statements

1 Accounting policies (continued)

Financial ratios

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

Operating profit/loss Profit/loss before net financials +/-

Other operating income and other operating expenses

Profit/loss from operating activites x 100

Return on assets

Average assets

Equity ratio Equity, year-end x 100

Total equity and liabilities, year-end

Return on equity Profit/loss after tax x 100

Average equity

Notes to the financial statements

	DKK'000	2023	2022
2	Staff costs Wages/salaries Pensions Other social security costs Other staff costs	5,912 511 80 125	5,807 336 59 583
		6,628	6,785
	Average number of full-time employees	2023 10	2022 10
	The Company did not pay any remuneration to Management during	the financial year.	
	DKK'000	2023	2022
3	Financial income Other interest income Exchange adjustments	1,374 105 1,479	547 146 693
	DKK'000	2023	2022
4	Financial expenses Interest expenses, group entities Other interest expenses Exchange adjustments Interest surcharges and tax recognised under net financials	0 392 0 66 458	345 261 416 2 1,024

Notes to the financial statements

	DKK'000	2023	2022
5	Tax for the year Estimated tax charge for the year Deferred tax adjustments in the year	2,611 -266	2,378 20
		2,345	2,398
	DKK'000	2023	2022
6	Appropriation of profit		
	Recommended appropriation of profit Retained earnings	8,088	8,499
		8,088	8,499
7	Intangible assets		
	DKK'000		Goodwill
	Cost at 1 January 2023		41,539
	Cost at 31 December 2023		41,539
	Impairment losses and amortisation at 1 January 2023 Impairment losses for the year		38,812 2,039
	Impairment losses and amortisation at 31 December 2023		40,851
	Carrying amount at 31 December 2023		688

8 Share capital

The Company's share capital has remained DKK 501 thousand over the past 2 years.

9 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Danish group companies are jointly severally liable for tax on the jointly taxed income etc of the Group. The total amount of corporation tax payable is the sum of Caldic Denmark A/S payable and the payable disclosed in the annual report of Caldic Ingredients Denmark A/S which is the management company of the joint taxation purposes. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Other financial obligations

Other lease liabilities:

DKK'000	2023	2022
Lease liabilities	429	267

Notes to the financial statements

10 Related parties

Caldic Denmark A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Caldic B.V.	Rotterdam, Holland	100% ownership of shares

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Caldic Holdco B.V.	Rotterdam, Holland	Westerlaan 1, NL-3016 CK Rotterdam, Holland
Caldic B.V.	Rotterdam, Holland	Westerlaan 1, NL-3016 CK Rotterdam, Holland

Related party transactions

Caldic Denmark A/S was engaged in the below related party transactions:

DKK'000	2023	2022
Sales of goods to group enterprises	4,224	2,515
Purchase of goods from group enterprises	3,891	2,275
Management fee to group enterprises	6,266	5,042
Receivables from group enterprises	36	0
Payables to group enterprises	2,454	5,039

Ownership

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
Caldic B.V.	Rotterdam, Holland