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# ***Tel Nordic ApS***

Energivej 3, DK-4180 Sorø

## **Annual Report for 1 January - 31 December 2022**

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CVR No 38 73 62 05

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
4 /8 2023

Harm Blok  
Chairman of the General  
Meeting



**pwc**

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## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of Tel Nordic ApS for the financial year 1 January - 31 December 2022.

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

In my opinion the Financial Statements give a true and fair view of the financial position at 31 December 2022 of the Company and of the results of the Company operations for 2022.

I recommend that the Annual Report be adopted at the Annual General Meeting.

Sorø, 4 August 2023

### **Executive Board**

Harm Blok



# Independent Auditor's Report

To the Shareholder of Tel Nordic ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Tel Nordic ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' 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. 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 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 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

# Independent Auditor's Report

audit. We also:

- 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

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.

Hellerup, 4 August 2023


**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Bo Schou-Jacobsen  
State Authorised Public Accountant  
mne28703

Anders Røjleskov  
State Authorised Public Accountant  
mne28699

  
Anders Røjleskov (Aug 4, 2023 13:25 GMT+2)

## **Company Information**

### **The Company**

Tel Nordic ApS  
Energivej 3  
DK-4180 Sorø

CVR No: 38 73 62 05  
Financial period: 1 January - 31 December  
Municipality of reg. office: Sorø

### **Executive Board**

Harm Blok

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Income Statement 1 January - 31 December

	Note	2022 DKK	2021 DKK
<b>Revenue</b>		<b>0</b>	<b>5,828,456</b>
Other operating income	2	0	11,133,937
Expenses for raw materials and consumables		0	-3,776,865
Other external expenses		-819,975	-422,306
<b>Gross profit/loss</b>		<b>-819,975</b>	<b>12,763,222</b>
Staff expenses	3	0	-909,236
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	4	0	-62,130
<b>Profit/loss before financial income and expenses</b>		<b>-819,975</b>	<b>11,791,856</b>
Income from investments in subsidiaries		96,781,922	0
Financial income	5	0	103,304
Financial expenses	6	-169,758	-30,446
<b>Profit/loss before tax</b>		<b>95,792,189</b>	<b>11,864,714</b>
Tax on profit/loss for the year	7	117,091	-2,640,108
<b>Net profit/loss for the year</b>		<b>95,909,280</b>	<b>9,224,606</b>

## Distribution of profit

### Proposed distribution of profit

Extraordinary dividend		0	11,856,892
Proposed dividend for the year		150,734,938	0
Release of other statutory reserves		0	-281,242
Retained earnings		-54,825,658	-2,351,044
		<b>95,909,280</b>	<b>9,224,606</b>

# Balance Sheet 31 December

## Assets

	Note	2022 DKK	2021 DKK
Investments in subsidiaries	8	2,647,326,000	2,647,326,000
<b>Fixed asset investments</b>		<b>2,647,326,000</b>	<b>2,647,326,000</b>
<b>Fixed assets</b>		<b>2,647,326,000</b>	<b>2,647,326,000</b>
Receivables from group enterprises		98,926,149	381,061
Other receivables		253	6,421
Deferred tax asset		117,091	0
<b>Receivables</b>		<b>99,043,493</b>	<b>387,482</b>
<b>Cash at bank and in hand</b>		<b>0</b>	<b>5,373,096</b>
<b>Currents assets</b>		<b>99,043,493</b>	<b>5,760,578</b>
<b>Assets</b>		<b>2,746,369,493</b>	<b>2,653,086,578</b>



# Balance Sheet 31 December

## Liabilities and equity

	Note	2022 DKK	2021 DKK
Share capital	9	1,109,376,000	1,109,376,000
Retained earnings		1,485,928,555	1,540,754,213
Proposed dividend for the year		150,734,938	0
<b>Equity</b>		<b>2,746,039,493</b>	<b>2,650,130,213</b>
Trade payables		330,000	238,148
Corporation tax		0	2,640,108
Other payables		0	78,109
<b>Short-term debt</b>		<b>330,000</b>	<b>2,956,365</b>
<b>Debt</b>		<b>330,000</b>	<b>2,956,365</b>
<b>Liabilities and equity</b>		<b>2,746,369,493</b>	<b>2,653,086,578</b>
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## Statement of Changes in Equity

	Share capital	Retained	Proposed	Total
	<u>DKK</u>	<u>earnings</u>	<u>dividend for the</u>	<u>DKK</u>
	<u>DKK</u>	<u>DKK</u>	<u>year</u>	<u>DKK</u>
	<u>DKK</u>	<u>DKK</u>	<u>DKK</u>	<u>DKK</u>
Equity at 1 January	1,109,376,000	1,540,754,213	0	2,650,130,213
Net profit/loss for the year	0	-54,825,658	150,734,938	95,909,280
<b>Equity at 31 December</b>	<b><u>1,109,376,000</u></b>	<b><u>1,485,928,555</u></b>	<b><u>150,734,938</u></b>	<b><u>2,746,039,493</u></b>

# Notes to the Financial Statements

## 1 Key activities

The Company's objects are to conduct trade, industry, and financing activities indirectly through investments in other companies, as well as conducting other business which, in the opinion of the executive board, relates to it.

In 2021, the Company disposed of its lubricant business and changed its activities and became a holding company. By year-end 2021, the Company in connection with a capital increase by a contribution in kind (non-cash contribution) acquired all the shares in the Danish entity Quaker Denmark ApS (CVR No 21 60 75 84).

The subsidiary Quaker Denmark ApS hold shares in the following entities:

- Quaker Houghton Material Science & Technology (Suzhou) Co. Ltd., China (100% ownership),
- Quaker Shanghai International Trading Co. Ltd., China (100% ownership), and
- Quaker Chemical (China) Co. Ltd., China (100% ownership).

	2022 DKK	2021 DKK
<b>2 Special items</b>		
Special items are income and expenses that are special due to their size and nature.		
Other operating income regards gain of disposed of the lubricant business	0	11,133,937
	<b>0</b>	<b>11,133,937</b>
<b>3 Staff expenses</b>		
Wages and salaries	0	900,008
Other social security expenses	0	9,228
	<b>0</b>	<b>909,236</b>
<b>Average number of employees</b>	<b>0</b>	<b>1</b>
<b>4 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment</b>		
Amortisation of intangible assets	0	38,525
Depreciation of property, plant and equipment	0	23,605
	<b>0</b>	<b>62,130</b>

## Notes to the Financial Statements

	2022 DKK	2021 DKK
<b>5 Financial income</b>		
Interest received from group enterprises	0	62,302
Exchange gains	0	41,002
	<b>0</b>	<b>103,304</b>
<b>6 Financial expenses</b>		
Other financial expenses	23,707	30,446
Exchange loss, bank	146,051	0
	<b>169,758</b>	<b>30,446</b>
<b>7 Tax on profit/loss for the year</b>		
Current tax for the year	0	2,640,108
Deferred tax for the year	-117,091	0
	<b>-117,091</b>	<b>2,640,108</b>
<b>8 Investments in subsidiaries</b>		
Cost at 1 January	2,647,326,000	0
Additions for the year	0	2,647,326,000
Cost at 31 December	<b>2,647,326,000</b>	<b>2,647,326,000</b>
Value adjustments at 1 January	0	0
Value adjustments at 31 December	0	0
<b>Carrying amount at 31 December</b>	<b>2,647,326,000</b>	<b>2,647,326,000</b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
Quaker Denmark ApS	Copenhagen	125.100	100%	341,212,703	274,434,140

# Notes to the Financial Statements

## 9 Share capital

The share capital is broken down as follow:

	<u>Number</u>	<u>Nominal value</u> DKK
A-shares	1,918,752	959,376,000
B-shares	300,000	<u>150,000,000</u>
		<b><u>1,109,376,000</u></b>

A-shares have special rights regarding dividends, in connection with a liquidation, subscription of shares etc. B-shares do not carry any special rights.

## 10 Contingent assets, liabilities and other financial obligations

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc. of the Group. Moreover, the 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.

## 11 Related parties and disclosure of consolidated financial statements

### Basis

#### Consolidated Financial Statements

The Company is included in the Group Annual Report of:

<u>Name</u>	<u>Place of registered office</u>
Quaker Chemical Corporation	Pennsylvania, USA

# Notes to the Financial Statements

## **11 Related parties and disclosure of consolidated financial statements** (continued)

The Group Annual Report of Quaker Chemical Corporation may be obtained at the following address:

Quaker Chemical Corporation  
One Quaker Park  
901 Hector Street  
Conshohocken  
PA 19428  
USA

## **12 Subsequent events**

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

# Notes to the Financial Statements

## 13 Accounting Policies

The Annual Report of Tel Nordic ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2022 are presented in DKK.

### Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Quaker Chemical Corporation, the Company has not prepared consolidated financial statements.

### Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

# Notes to the Financial Statements

## 13 Accounting Policies (continued)

### Income Statement

#### Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

#### Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

#### Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

#### Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

#### Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

#### Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

#### Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.



# Notes to the Financial Statements

## 13 Accounting Policies (continued)

### Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange adjustments, price adjustment of securities, amortisation of mortgage loans as well as extra payments and repayment under the onaccount taxation scheme.

### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish group companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

## Balance Sheet

### Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience from previous years.

### Equity

#### *Dividend*

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

### Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

# Notes to the Financial Statements

## 13 Accounting Policies (continued)

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

### **Current tax receivables and liabilities**

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

### **Financial debts**

Debts are measured at amortised cost, substantially corresponding to nominal value.


# Tel Nordic ApS\_Annual Report\_2022 final.pdf signed

Final Audit Report


2023-08-04

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