

Sun Chemical Inks A/S

Københavnsvej 112

4600 Køge

Business Registration No

83104813

Annual report 2018

The Annual General Meeting adopted the annual report on 22.05.2019

Chairman of the General Meeting

Name: Mette Ravn Steenstrup Scheel

Contents

	<u>Page</u>
Entity details	2
Statement by Management on the annual report	2
Independent auditor's report	2
Management commentary	2
Income statement for 2018	2
Balance sheet at 31.12.2018	2
Statement of changes in equity for 2018	2
Notes	2
Accounting policies	2

Entity details

Entity

Sun Chemical Inks A/S
Københavnsvej 112
4600 Køge

Central Business Registration No (CVR): 83104813

Registered in: Køge

Financial year: 01.01.2018 - 31.12.2018

Board of Directors

Mette Ravn Steenstrup Scheel, Chairman
Gregory Hayes
Kenneth Paul Davis

Executive Board

Kenneth Paul Davis

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 Sun Chemical Inks A/S 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.

Køge, 22.05.2019

Executive Board

Kenneth Paul Davis

Board of Directors

Mette Ravn Steenstrup Scheel
Chairman

Gregory Hayes

Kenneth Paul Davis

Independent auditor's report

To the shareholder of Sun Chemical Inks A/S

Opinion

We have audited the financial statements of Sun Chemical Inks A/S 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.

København, 22.05.2019

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No (CVR) 33963556

Morten Speitzer

State Authorised Public Accountant

Identification No (MNE) mne10057

Henrik Hartmann Olesen

State Authorised Public Accountant

Identification No (MNE) mne34143

Management commentary

	2018	2017	2016	2015	2014
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Financial highlights					
Key figures					
Gross profit	6.345	6.025	5.519	1.433	6.151
Operating profit/loss	(195)	(439)	244	(4.211)	89
Net financials	(576)	(1.232)	(1.396)	(1.572)	(1.091)
Profit/loss for the year	(2.490)	(609)	(1.013)	(5.265)	(2.625)
Total assets	9.878	19.994	22.256	20.429	20.030
Investments in property, plant and equipment	622	410	0	0	0
Equity	(43.606)	(41.116)	(40.508)	(39.487)	(34.222)
Ratios					
Equity ratio (%)	(441,4)	(205,6)	(182,0)	(193,3)	(170,9)

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

Ratios	Calculation formula	Calculation formula reflects
Equity ratio (%)	$\frac{\text{Equity} \times 100}{\text{Total assets}}$	The financial strength of the entity.

Management commentary

Primary activities

The Entity's activities are to produce and sell printing inks to the graphic industry.

Development in activities and finances

The Entity's income statement for 2018 shows a loss of DKK 2.490 thousand compared to a loss of DKK 608 thousand in 2017. The result is affected by a tax expense regarding prior years joint taxation.

Capital loss

Management has considered the fact that the Entity has lost more than 50% of its share capital. It is Management's opinion that this will not affect the Entity's future operations negatively and that the Group has a plan for restoring its equity.

The Entity has received a letter of subordination concerning the current portion of the intra-group debt. The letter of subordination has been issued by Sun Chemical Coöperatief UA. for the period until 6 May 2020.

Outlook

Management expects an improvement in profit/loss before tax for 2019 compared to this year.

Research and development activities

Product development takes place on a continuous basis as the Entity benefits from central R&D departments within the Sun Chemical Group and subsidiary companies.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2018

	<u>Notes</u>	<u>2018 DKK'000</u>	<u>2017 DKK'000</u>
Gross profit	3	6.345	6.025
Distribution costs	2, 3	(4.216)	(4.397)
Administrative expenses	2	<u>(2.324)</u>	<u>(2.067)</u>
Operating profit/loss		(195)	(439)
Other financial income		32	41
Other financial expenses		<u>(608)</u>	<u>(1.273)</u>
Profit/loss before tax		(771)	(1.671)
Tax on profit/loss for the year	4	<u>(1.719)</u>	<u>1.062</u>
Profit/loss for the year	5	<u>(2.490)</u>	<u>(609)</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK'000</u>	<u>2017 DKK'000</u>
Acquired licences		0	0
Intangible assets	6	0	0
Plant and machinery		0	0
Other fixtures and fittings, tools and equipment		798	355
Property, plant and equipment	7	798	355
Fixed assets		798	355
Raw materials and consumables		4	2
Manufactured goods and goods for resale		2.330	1.858
Inventories		2.334	1.860
Trade receivables		6.663	4.748
Receivables from group enterprises		0	382
Other receivables		0	12.615
Prepayments	8	83	34
Receivables		6.746	17.779
Current assets		9.080	19.639
Assets		9.878	19.994

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK'000</u>	<u>2017 DKK'000</u>
Contributed capital	9	2.200	2.200
Retained earnings		<u>(45.806)</u>	<u>(43.316)</u>
Equity		<u>(43.606)</u>	<u>(41.116)</u>
Payables to group enterprises	10	<u>18.299</u>	<u>29.815</u>
Non-current liabilities other than provisions	11	<u>18.299</u>	<u>29.815</u>
Current portion of long-term liabilities other than provisions	11, 12	22.149	22.149
Trade payables		108	360
Payables to group enterprises		10.724	5.781
Other payables		<u>2.204</u>	<u>3.005</u>
Current liabilities other than provisions		<u>35.185</u>	<u>31.295</u>
Liabilities other than provisions		<u>53.484</u>	<u>61.110</u>
Equity and liabilities		<u>9.878</u>	<u>19.994</u>
Going concern	1		
Unrecognised rental and lease commitments	13		
Contingent liabilities	14		
Transactions with related parties	15		
Group relations	16		

Statement of changes in equity for 2018

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	2.200	(43.316)	(41.116)
Profit/loss for the year	0	(2.490)	(2.490)
Equity end of year	2.200	(45.806)	(43.606)

Notes

1. Going concern

Management has considered the fact that the Entity has lost more than 50% of its share capital. It is Management's opinion that this will not affect the Entity's future operations negatively and that the Group has a plan for restoring its equity.

The Entity has received a letter of subordination concerning the current portion of the intra-group debt. The letter of subordination has been issued by Sun Chemical Coöperatief UA. for the period until 6 May 2020.

The Entity is financed through a cash pool arrangement with the Group. The cash pool is an overdraft facility for DKK 100 million which is available for daily operations according to the group instructions.

	2018 DKK'000	2017 DKK'000
2. Staff costs		
Wages and salaries	2.942	3.145
Pension costs	219	229
Other social security costs	43	38
	3.204	3.412
Number of employees at balance sheet date	4	5

	2018 DKK'000	2017 DKK'000
3. Depreciation, amortisation and impairment losses		
Depreciation on property, plant and equipment	179	57
Impairment losses on property, plant and equipment	0	530
Profit/loss from sale of intangible assets and property, plant and equipment	0	(719)
	179	(132)

	2018 DKK'000	2017 DKK'000
4. Tax on profit/loss for the year		
Current tax	0	(1.062)
Adjustment concerning previous years	1.719	0
	1.719	(1.062)

Due to uncertainty regarding utilization, the Entity's tax assets has not been recognised in the balance sheet.

Notes

	2018	2017
	DKK'000	DKK'000
5. Proposed distribution of profit/loss		
Retained earnings	(2.490)	(609)
	(2.490)	(609)

	Acquired licences DKK'000
6. Intangible assets	
Cost beginning of year	1.146
Cost end of year	1.146
Amortisation and impairment losses beginning of year	(1.146)
Amortisation and impairment losses end of year	(1.146)
Carrying amount end of year	0

	Plant and machinery DKK'000	Other fixtures and fittings, tools and equipment DKK'000
7. Property, plant and equipment		
Cost beginning of year	18.145	9.007
Additions	0	622
Disposals	(18.112)	(8.597)
Cost end of year	33	1.032
Depreciation and impairment losses beginning of year	(18.145)	(8.652)
Depreciation for the year	0	(179)
Reversal regarding disposals	18.112	8.597
Depreciation and impairment losses end of year	(33)	(234)
Carrying amount end of year	0	798

8. Prepayments

Prepayments comprises normal costs related to subsequent financial years.

Notes

	Number	Par value DKK'000	Nominal value DKK'000
9. Contributed capital			
Ordinary shares	2.200	1000	2.200
	2.200		2.200

10. Long-term debt to group enterprises

Non-current liabilities comprise a group cash pool arrangement between the Group's main bankers and Sun Chemical Corp. The cash pool is available for daily operations according to group instructions.

	Due within 12 months 2018 DKK'000	Due within 12 months 2017 DKK'000	Due after more than 12 months 2018 DKK'000
11. Liabilities other than provisions			
Payables to group enterprises	22.149	22.149	18.299
	22.149	22.149	18.299

12. Current portion of long-term liabilities other than provisions

A letter of subordination has been issued by Sun Chemical Coöperatief UA. for the period undtil 6 May 2020 regarding the subsidiary's intra-group debt that is valid undtil 1 January 2022.

	2018 DKK'000	2017 DKK'000
13. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity in total	215	182

14. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement with the parent Sun Chemical A/S. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed companies and from 1 July 2012 also obligations, if any, realting to the withholding of tax in interest, royalties and dividend for the jointly taxed companies.

15. Non-arm's length related party transactions

No transactions on non-arm's length are disclosed in the financial statements.

16. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
DIC Corporation, Waterras Tower, 101, Kanda Awajicho 2-crome, Chiyoda-ku, Tokyo 101-0063, Japan

Notes

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Sun Chemical Group Coöperatief U.A., Leeuwendsweg 3-t, 1283 LV Weesp, The Netherlands

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 (medium).

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.

Income statement

Gross profit or loss

Referring to section 32 of the Danish Financial Statements Act, revenue has been aggregated with cost of sales into gross profit in the income statement. Revenue is recognised both for tax and accounting purposes when delivery is made and risk has passed to the buyer.

Revenue

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

Production costs

Production costs comprise cost of sales for the financial year, including ordinary write-down of inventories and other costs incurred to earn revenue for the financial year.

Distribution costs

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

Accounting policies

Administrative costs

Administrative costs comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies etc used for administration of the Entity.

Other financial income

Other financial income comprises interest income, including payables and transactions in foreign currencies etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies as well as bank fees etc.

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 Entity is jointly taxed with the Danish Parent. The current Danish income tax is allocated among the jointly entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Intellectual property rights etc

Intellectual property rights etc comprise patents and licences, which are measured at cost less accumulated amortisation and impairment losses.

Straight-line amortisation is made on the basis of the following estimated useful lives of the assets.

Licence rights are amortised over a period of five years.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Accounting policies

Plant and machinery

3-11 years

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

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

Prepayments

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

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

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

Cash flow statement

Referring to section 86(4) of the Danish Financial Statements Act, Sun Chemical Inks A/S has not prepared a cash flow statement.