

Spring MidCo DK ApS

Agern Allé 24, 2970 Hørsholm

CVR no. 42218057

Annual report 1 September 2023 - 31 August
2024

Approved at the Company's annual general meeting on February 24, 2025

Chair of the meeting:

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Cecilie Dohn



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Statement by Management

The Board of Directors and the Executive Board have today discussed and approved the annual report of Spring MidCo DK ApS for the financial year 1 September 2023 - 31 August 2024.

The annual report has been 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 August 2024 and of the results of its operations for the financial year 1 September 2023 - 31 August 2024.

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.

February 24, 2025
Executive Board:

Martin Sonntag

Board of Directors:

Cornelis de Jong

Chair

Nils Philipp Ketter

Vice chair

Christoffer Erik Mathies
Lorenzen

Xiangwei Gong

Thijs William Bakker

Vesa Veikko Koskinen

Independent auditor's report

To the shareholder of Spring MidCo DK ApS

Opinion

We have audited the financial statements of Spring MidCo DK ApS for the financial year 1 September 2023 - 31 August 2024, 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 August 2024 and of the results of the Company's operations for the financial year 1 September 2023 - 31 August 2024 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 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 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.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the 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 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 Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, February 24, 2025

EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Jens Thordahl Nøhr
State Authorised
Public Accountant
mne32212

Mads Vinding
State Authorised
Public Accountant
mne42792

Management's review

Principal activities

The Company's objectives are equity participation in subsidiaries and any other related activity.

Development in activities and financial matters

The income statement for 2023/24 shows a profit before tax of DKK 170 thousand (2022/23: A loss of DKK 372,718 thousand).

The Company's profit for the year is primarily driven by net financial items.

Events after the balance sheet date

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

Outlook

For 2024/25, the Company expects a net result for the year substantially at the same level as in 2023/24.

Financial statements 1 September - 31 August 2024

Income statement

DKK thousands	Note	Sep 1, 2023 – Aug 31, 2024	Sep 1, 2022 – Aug 31, 2023
Administrative expenses		(42)	(84)
Operating income/(loss) (EBIT) before impairment loss on investments in group companies		(42)	(84)
Impairment loss on investments in group companies		-	(372,608)
Operating income/(loss) (EBIT)		(42)	(372,692)
Financial income		227	-
Financial expenses		(15)	(26)
Income/(loss) before tax		170	(372,718)
Income taxes		-	-
Income/(loss) for the year		170	(372,718)
Proposed distribution of Result			
Transferred to equity reserves		170	(372,718)

Financial statements 1 September - 31 August 2024

Balance sheet

DKK thousands	Note	2024 Aug	2023 Aug
ASSETS			
Non-current assets			
Investments in group companies	3	5,631,289	4,883,755
Total non-current assets		5,631,289	4,883,755
Current assets			
Receivables from group companies		33	81
Cash at bank		34	48
Total current assets		67	129
Total assets		5,631,356	4,883,884

Financial statements 1 September - 31 August 2024

Balance sheet

DKK thousands	Note	2024 Aug	2023 Aug
EQUITY AND LIABILITIES			
Equity			
Share capital	4	1,000	1,000
Retained earnings		5,630,326	4,882,848
Total equity		5,631,326	4,883,848
Current liabilities			
Other payables		30	36
Total current liabilities		30	36
Total liabilities		30	36
Total equity and liabilities		5,631,356	4,883,884

1 Accounting policies

2 Staff costs

5 Contractual obligations and contingencies, etc.

6 Related parties

Financial statements 1 September - 31 August 2024

Statement of changes in equity

DKK thousands	Share Capital	Retained earnings	Total equity
Equity at September 1, 2022	1,000	4,078,049	4,079,049
Cash group contribution	-	1,177,517	1,177,517
Transferred; see distribution of result	-	(372,718)	(372,718)
Equity at August 31, 2023	1,000	4,882,848	4,883,848
Equity at September 1, 2023	1,000	4,882,848	4,883,848
Cash group contribution	-	747,308	747,308
Transferred; see distribution of result	-	170	170
Equity at August 31, 2024	1,000	5,630,326	5,631,326

Financial statements 1 September - 31 August 2024

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1 Accounting policies

The annual report of Spring MidCo DK ApS for 2023/24 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Pursuant to section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements. The financial statements of Spring MidCo ApS and its group entities are included in the consolidated financial statements of Spring TopCo DK ApS.

Reporting currency

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

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rate at the transaction date and the rate at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Administrative expenses

Administrative expenses comprise expenses relating to statutory audit.

Financial expenses

Finance expenses comprise expenses related to interest.

Tax for the year

Tax for the year comprises current tax for the year and changes in deferred tax. The tax expense relating to the result for the year is recognised in the income statement, and the tax expense relating to amounts recognised directly in equity is recognised directly in equity.

Balance sheet

Financial assets

Equity investments in subsidiaries are measured at cost. Cost includes the consideration measured at fair value plus direct acquisition costs. In case of indication of impairment, an impairment test is conducted. Equity investments are written down to the lower of the carrying amount and the recoverable amount.

Impairment of non-current assets

The carrying amount of equity investments in subsidiaries is tested annually for evidence of impairment other than the decrease in value reflected by amortisation/depreciation.

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Impairment tests are conducted on individual assets or cash-generating units when there is indication of impairment. Write-down is made to the lower of the carrying amount and the 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.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortized cost, usually equalling nominal value less provisions for bad and doubtful debts. The provisions are based on a specific assessment of the individual receivable.

Corporation tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on taxable income in previous years and tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which they are expected to be utilised, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net assets are measured at net realisable values.

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. Changes in deferred tax due to changes in tax rates are recognised in the income statement.

Liabilities other than provisions

Liabilities are measured at net realisable value.

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2 Staff costs

The Company does not have any employees or staff costs.

3 Equity investments in subsidiaries

Investments in subsidiaries are assessed for indications on impairment on an annual basis. In 2023/24 an impairment test was performed showing no need for impairment of investments in subsidiaries (2022/23: impairment of DKK 372.6 million). Key assumptions applied in the impairment test include WACC of 9.4 % (2022/23: 10.5 %), average growth rate of 4.9 % in budget and forecast period and 2.0 % in the terminal period respectively (2022/23: 6.8 % and 2.5 %).

Key figures for the Company's subsidiary at 31 August 2024:

Name and registered office (DKK'000)	Ownership interest	Equity ¹⁾	Profit/loss for the year ¹⁾
Oterra Holding ApS	100%	4,426,111	(393,830)

- 1) Based on the consolidated financial statements for 2023/24 for Oterra Holding ApS, which include the below listed entities on a consolidated basis

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3 Equity investments in subsidiaries (continued)

Group companies

Legal entity name	Country	Consolidated ownership %	Activity
Oterra Holding ApS	Denmark	100	O
Oterra France SAS Bureau de liaison	Algeria	100	S
Oterra Australia Pty Ltd	Australia	100	S
Local HoldCo Brazil Ltda.	Brazil	100	O
NCD Brasil Indústria e Comércio de Corantes Naturais Ltda	Brazil	100	P, S
Akay Flavors and Aromatics (Cambodia) Private Ltd.	Cambodia	100	S
Oterra Shanghai Trading Co., Ltd 1)	China	100	S
Oterra S.A.S	Colombia	100	S
Oterra Operations ApS, Czech Republic Branch	Czech Republic	100	S
Oterra A/S	Denmark	100	P, S
Oterra Operations ApS	Denmark	100	S
Oterra France SAS	France	100	P, S
Akay Europe GmbH	Germany	100	S
Oterra GmbH	Germany	100	S
AKAY NATURAL INGREDIENTS PRIVATE LIMITED	India	100	P, S
Akay Spices Private Ltd.	India	100	S
Oterra Operations ApS, Indonesia Representative Office	Indonesia	100	S
Oterra Operations ApS, Irish Branch	Ireland	100	S
Oterra Italia S.p.A	Italy	100	P, S
Oterra S.p.A	Italy	100	S
EG industriale S.r.l.	Italy	100	S
OTERRA TRADING MALAYSIA SDN. BHD.	Malaysia	100	S
Oterra México S.A. de C.V.	Mexico	100	S
Oterra Peru S.A.C 1)	Peru	100	S
Oterra S.A. 1)	Peru	100	P, S
Oterra Poland sp. Z o. o.	Poland	100	S
Oterra Operations ApS Hørsholm Sucursala Bucuresti	Romania	100	S
Oterra Rus LLC	Russia	100	S
Oterra Singapore PTE. LTD.	Singapore	100	S
OTERRA INDIGO PTE. LTD.	Singapore	100	O
Oterra Colors Spain SLU	Spain	100	O
Sociedad Espanola de Colorantes Naturales y Afines SAU	Spain	100	P, S
Oterra Operations ApS, Sucursal en Espana	Spain	100	S
Oterra Operations ApS, Thailand Representation Office	Thailand	100	S
Oterra Operations Aps Merkezi Danimarka Istanbul Merkez Subesi	Turkey	100	S
Oterra Middle East FZ-LLC	UAE	100	S
Oterra UK Limited	UK	100	S
Akay US LLC	USA	100	S
Oterra Holdings, LLC	USA	100	O
Oterra US Holdings, LLC	USA	100	O
Oterra, LLC	USA	100	P, S
Food Ingredient Solutions, LLC	USA	100	P, S
The Representative Office of Oterra A/S in Ho Chi Minh City	Vietnam	100	S
Joint ventures:			
Vitivinícola Ramírez sl	Spain	50.0	S
Erkon Konsantre Sanayi Ve Ticaret Anonim Şirketi	Turkey	50.0	S

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4 Share capital

DKK'000	2024	2023
The share capital comprises:		
1,000,000 shares of nom. DKK 1.0 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

5 Contractual obligations and contingencies, etc.

Contingent liabilities

The Company is jointly taxed with its Parent Company Spring TopCo DK ApS, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of Danish corporation taxes for the income year 2021 onwards.

Individual assets directly pledged

DKK'000	2024
Equity investment in Oterra Holding ApS	5,631,289
	<u>5,631,289</u>

6 Related parties

Spring MidCo DK ApS' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Spring TopCo DK ApS	Agern Allé 24 2970 Hørsholm, Denmark	Parent entity

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Spring TopCo DK ApS	Agern Allé 24 2970 Hørsholm, Denmark	www.cvr.dk