



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	814 791 092
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	BIESTERFELD NORGE AS
Forretningsadresse:	Torvuttaket 89 1540 VESTBY

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022
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Konsern

Mørselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Morten Haugberg
Dato for fastsettelse av årsregnskapet:	20.03.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 18.08.2024



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	1	235 571 117	211 944 174
Annen driftsinntekt			52 530
Sum inntekter		235 571 117	211 996 704
Kostnader			
Varekostnad		142 134 118	128 143 366
Lønnskostnad	2	33 668 994	32 556 493
Avskrivning av driftsmidler og immaterielle eiendeler	3	340 010	406 601
Annen driftskostnad	2	24 524 787	19 647 148
Sum kostnader		200 667 909	180 753 609
Driftsresultat		34 903 208	31 243 096
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		149 283	228 012
Annen renteinntekt		180 517	83 882
Annen finansinntekt		3 811 944	41 281
Sum finansinntekter		4 141 744	353 175
Annen rentekostnad		1 697	2 419
Annen finanskostnad			356 295
Sum finanskostnader		1 697	358 715
Netto finans		4 140 047	-5 540
Ordinært resultat før skattekostnad		39 043 254	31 237 555
Skattekostnad på resultat	5	7 810 546	6 881 196
Ordinært resultat etter skattekostnad		31 232 708	24 356 359
Årsresultat	11	31 232 708	24 356 359
Årsresultat etter minoritetsinteresser		31 232 708	24 356 359
Totalresultat		31 232 708	24 356 359



Resultatregnskap

Beløp i: NOK	Note	2022	2021
Overføringer og disponeringer			
Tilleggsutbytte		27 700 000	12 000 000
Avsatt til annen egenkapital		3 532 708	12 356 359
Sum overføringer og disponeringer		31 232 708	24 356 359



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	5	946 948	1 059 168
Goodwill	3		
Sum immaterielle eiendeler		946 948	1 059 168
Varige driftsmidler			
Tomter, bygninger o.a. fast eiendom	3	407 418	637 806
Maskiner og anlegg	3		
Skip og flytende installasjoner	3		
Driftsløsøre, inventar o.a. utstyr	3	114 002	223 624
Sum varige driftsmidler	3	521 420	861 430
Finansielle anleggsmidler			
Investering i datterselskap	6	17 489 294	17 489 294
Investering i annet foretak i samme konsern	6		
Lån til foretak i samme konsern	7, 8	3 090 499	3 808 093
Investeringer i tilknyttet selskap	6		
Lån til tilknyttet selskap og felles kontrollert virksomhet	8		
Andre langsiktige fordringer	8		
Sum finansielle anleggsmidler		20 579 792	21 297 387
Sum anleggsmidler		22 048 160	23 217 985
Omløpsmidler			
Varer			
Sum varer		31 415 246	28 880 728
Fordringer			
Kundefordringer	7	30 931 774	24 619 623
Andre kortsiktige fordringer		2 119 685	986 891
Sum fordringer	7	33 051 459	25 606 514
Investeringer			
Aksjer og andeler i foretak i samme konsern	6		



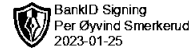
Balanse

Beløp i: NOK	Note	2022	2021
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter o.l.	9	23 765 503	28 558 140
Sum bankinnskudd, kontanter og lignende		23 765 503	28 558 140
Sum omløpsmidler		88 232 208	83 045 382
SUM EIENDELER		110 280 368	106 263 367
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	10	500 000	500 000
Beholdning av egne aksjer	10		
Sum innskutt egenkapital		500 000	500 000
Opptjent egenkapital			
Annen egenkapital		75 950 496	72 417 788
Sum opptjent egenkapital		75 950 496	72 417 788
Sum egenkapital	11	76 450 496	72 917 788
Gjeld			
Langsiktig gjeld			
Utsatt skatt	5		
Andre avsetninger for forpliktelser	2		
Annen langsiktig gjeld			
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld	7	11 827 829	13 748 175
Betalbar skatt	5	7 698 326	5 571 803
Skyldig offentlige avgifter		8 779 227	8 377 579
Annen kortsiktig gjeld		5 524 490	5 648 022
Sum kortsiktig gjeld	7	33 829 872	33 345 579



Balanse

Beløp i: NOK	Note	2022	2021
Sum gjeld		33 829 872	33 345 579
SUM EGENKAPITAL OG GJELD		110 280 368	106 263 367



L S T

R E V I S J O N

Til generalforsamlingen i Lindberg & Lund AS

Uavhengig revisors beretning

Konklusjon

Vi har revidert Lindberg & Lund AS sitt årsregnskap som viser et overskudd på kr 31 232 708. Årsregnskapet består av balanse per 31. desember 2022, resultatregnskap og kontantstrømpstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper. Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav, og
- gir årsregnskapet et rettviseende bilde av selskapets finansielle stilling per 31. desember 2022 og av dets resultat og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under "Revisors oppgaver og plikter ved revisjonen av årsregnskapet". Vi er uavhengige av selskapet slik det kreves i lov, forskrift og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av the International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Øvrig informasjon

Styret og daglig leder (ledelsen) er ansvarlig for informasjonen i årsberetningen. Vår konklusjon om årsregnskapet ovenfor dekker ikke informasjonen i årsberetningen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese årsberetningen. Formålet er å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom årsberetningen og årsregnskapet og den kunnskap vi har opparbeidet oss under revisjonen av årsregnskapet, eller hvorvidt informasjon i årsberetningen ellers fremstår som vesentlig feil. Vi har plikt til å rapportere dersom årsberetningen fremstår som vesentlig feil. Vi har ingenting å rapportere i så henseende.

Basert på kunnskapen vi har opparbeidet oss i revisjonen, mener vi at årsberetningen

- er konsistent med årsregnskapet og
- inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav.

Ledelsens ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet.

LST Revisjon AS – Godkjent revisjonsselskap



MEDELEM I
REVISORFORENINGEN

Kolbotnveien 7, Sentrumsbygget, 1410 Kolbotn
Telefon: 66 80 09 66 – E-post: post@lst.no

Organisasjonsnummer: 921 087 101 Foretaksregisteret



Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og vurderer vi risikoen for vesentlig feilinformasjon i årsregnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av intern kontroll.
- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av årsregnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i årsregnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon om årsregnskapet og årsberetningen. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.
- evaluerer vi den samlede presentasjonen, strukturen og innholdet i årsregnskapet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet gir uttrykk for de underliggende transaksjonene og hendelsene på en måte som gir et rettviseende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

Kolbotn, 25. januar 2023
LST Revisjon AS

Per Øyvind Smerkerud
statsautorisert revisor
(Elektronisk signert)

LST Revisjon AS – Godkjent revisjonsselskap



Kolbotnveien 7, Sentrumsbygget, 1410 Kolbotn
Telefon: 66 80 09 66 – E-post: post@lst.no
Organisasjons-: 921 087 101 Foretaksregisteret



Årsregnskap 2022 Lindberg & Lund AS

Resultatregnskap
Balanse
Kontantstrøm
Noter til regnskapet

Org.nr.: 814 791 092



Resultatregnskap			
Lindberg & Lund AS			
Driftsinntekter og driftskostnader	Note	2022	2021
Salgsinntekt	1	235 571 117	211 944 174
Annen driftsinntekt		0	52 530
Sum driftsinntekter		<u>235 571 117</u>	<u>211 996 704</u>
Varekostnad		142 134 118	128 143 366
Lønnskostnad	2	33 668 994	32 556 493
Avskrivning av driftsmidler og immaterielle eiendeler	3	340 010	406 601
Annen driftskostnad	2	24 524 787	19 647 148
Sum driftskostnader		<u>200 667 909</u>	<u>180 753 609</u>
Driftsresultat		<u>34 903 208</u>	<u>31 243 096</u>
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		149 283	228 012
Annen renteinntekt		180 517	83 882
Annen finansinntekt		3 811 944	41 281
Annen rentekostnad		1 697	2 419
Annen finanskostnad		0	356 295
Resultat av finansposter		4 140 047	-5 540
Resultat før skattekostnad		39 043 254	31 237 555
Skattekostnad på resultat	5	7 810 546	6 881 196
Resultat		<u>31 232 708</u>	<u>24 356 359</u>
Årsoverskudd	11	<u>31 232 708</u>	<u>24 356 359</u>
Overføringer			
Tilleggsutbytte		27 700 000	12 000 000
Avsatt til annen egenkapital		3 532 708	12 356 359
Sum overføringer		<u>31 232 708</u>	<u>24 356 359</u>



Balanse			
Lindberg & Lund AS			
Eiendeler	Note	2022	2021
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	5	946 948	1 059 168
Sum immaterielle eiendeler		<u>946 948</u>	<u>1 059 168</u>
Varige driftsmidler			
Tomter, bygninger o.a. fast eiendom	3	407 418	637 806
Driftsløsøre, inventar o.a. utstyr	3	114 002	223 624
Sum varige driftsmidler	3	<u>521 420</u>	<u>861 430</u>
Finansielle driftsmidler			
Investeringer i datterselskap	6	17 489 294	17 489 294
Lån til foretak i samme konsern	7, 8	3 090 499	3 808 093
Sum finansielle anleggsmidler		<u>20 579 792</u>	<u>21 297 387</u>
Sum anleggsmidler		<u>22 048 160</u>	<u>23 217 985</u>
Omløpsmidler			
Lager av varer og annen beholdning		<u>31 415 246</u>	<u>28 880 728</u>
Fordringer			
Kundefordringer	7	30 931 774	24 619 623
Andre kortsiktige fordringer		2 119 685	986 891
Sum fordringer	7	<u>33 051 459</u>	<u>25 606 514</u>
Bankinnskudd, kontanter o.l.	9	<u>23 765 503</u>	<u>28 558 140</u>
Sum omløpsmidler		<u>88 232 208</u>	<u>83 045 382</u>
Sum eiendeler		<u>110 280 368</u>	<u>106 263 367</u>



Balanse			
Lindberg & Lund AS			
	Note	2022	2021
Egenkapital og gjeld			
Innskutt egenkapital			
Aksjekapital	10	500 000	500 000
Sum innskutt egenkapital		<u>500 000</u>	<u>500 000</u>
Opptjent egenkapital			
Annen egenkapital		75 950 496	72 417 788
Sum opptjent egenkapital		<u>75 950 496</u>	<u>72 417 788</u>
Sum egenkapital	11	<u>76 450 496</u>	<u>72 917 788</u>
Gjeld			
Kortsiktig gjeld			
Leverandørgjeld	7	11 827 829	13 748 175
Betalbar skatt	5	7 698 326	5 571 803
Skyldig offentlige avgifter		8 779 227	8 377 579
Annen kortsiktig gjeld		5 524 490	5 648 022
Sum kortsiktig gjeld	7	<u>33 829 872</u>	<u>33 345 579</u>
Sum gjeld		<u>33 829 872</u>	<u>33 345 579</u>
Sum gjeld og egenkapital		<u>110 280 368</u>	<u>106 263 367</u>
Vestby, den , 19.01.2023 Styret i Lindberg & Lund AS			
_____ Morten Haugberg styreleder/daglig leder	_____ Peter Wilkes styremedlem	_____ Jacek Polewski styremedlem	
Lindberg & Lund AS		Side 4	



Indirekte kontantstrøm			
Lindberg & Lund AS			
	Note	2022	2021
Kontantstrømmer fra operasjonelle aktiviteter			
Resultat før skattekostnad		39 043 254	31 237 555
Periodens betalte skatt		5 571 803	5 525 665
Ordinære avskrivninger		340 010	406 601
Endring i varelager		-2 534 519	-3 450 234
Endring i kundefordringer		-6 312 151	-1 009 687
Endring i leverandørgjeld		-1 920 346	4 597 982
Endring i andre tidsavgrensingsposter		-743 800	-3 647 726
Netto kontantstrøm fra operasjonelle aktiviteter		<u>22 300 646</u>	<u>22 608 826</u>
Kontantstrømmer fra investeringsaktiviteter			
Utbetalinger ved kjøp av varige driftsmidler		0	43 750
Utbetalinger ved kjøp av aksjer og andeler i andre 1		0	680 525
Netto kontantstrøm fra investeringsaktiviteter		<u>0</u>	<u>-724 275</u>
Kontantstrømmer fra finansieringsaktiviteter			
Innbetaling/Utbetaling av langsiktig fordring		606 717	1 487 163
Utbetalinger av utbytte		27 700 000	12 000 000
Netto kontantstrøm fra finansieringsaktiviteter		<u>-27 093 283</u>	<u>-10 512 837</u>
Netto endring i kontanter og kontantekvivalenter		-4 792 637	11 371 713
Beh. av kont. og kontantekvivalenter ved per. begy		28 558 140	17 186 427
Beh. av kont. og kontantekvivalenter ved per. slutt		<u>23 765 503</u>	<u>28 558 140</u>
Lindberg & Lund AS		Side 5	



Noter

Lindberg & Lund AS

Regnskapsprinsipper

Generelt

Regnskapet er utarbeidet i overensstemmelse med regnskapslovens bestemmelser. Det er utarbeidet etter norske regnskapsstandarder. Regnskapet er satt opp basert på fortsatt drift.

Klassifisering

Eiendeler bestemt for varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år fra etableringstidspunktet er uansett omløpsmidler. Ved klassifisering av kortsiktig og langsiktig gjeld er analoge kriterier lagt til grunn.

Anleggsmidler er vurdert til anskaffelseskost, men nedskrives til virkelig verdi når verdifallet ikke forventes å være forbigående. Anleggsmidler med begrenset økonomisk levetid avskrives etter en fornuftig avskrivningsplan.

Omløpsmidler er vurdert til det laveste av anskaffelseskost og virkelig verdi. Langsiktig og kortsiktig gjeld balanseføres til nominelt beløp på etableringstidspunktet, og skrives ikke opp eller ned til virkelig verdi som følge av renteendringer.

Varige driftsmidler

Varige driftsmidler er vurdert til historisk kostpris etter fradrag for avskrivninger. Avskrivningene er beregnet på grunnlag av kostpris og fordelt lineært over antatt økonomisk levetid. Påkostninger bygg avskrives over leiekontraktens løpetid.

Aksjer i datterselskaper/tilknyttet selskap

Investeringene i Abic Kemi AB, Sverige (100%), og Lindberg & Lund Oy, Finland (100%) er vurdert til laveste verdi av historisk kostpris og virkelig verdi.

Varer

Varer er vurdert til laveste av kostpris (etter FIFO-prinsippet) og netto salgsverdi. For 2022 er det avsatt kr. 3 319 275 i ukurans. For 2021 var denne avsetning kr. 3 930 792

Alle varer er handelsvarer.

Fordringer

Kundefordringer er ført opp til pålydende med fradrag for avsetning til forventede tap. Avsetningen til tap er gjort på grunnlag av individuell vurdering av fordringene. I tillegg er det foretatt en generell avsetning for å dekke tapsrisiko som ikke var kjent på vurderingstidspunktet.

Tapsavsetningen i år er på kr. 300 000. Tilsvarende avsetning var i 2021 på kr 300 000.

Andre fordringer, både omløpsfordringer og anleggsfordringer, er ført opp til pålydende.

Inntektsføring

Inntektsføring ved salg av varer skjer på leveringstidspunktet.

Valuta

Pengeposter i utenlandsk valuta vurderes etter kursen ved regnskapsårets slutt.

Agio som følge av varetransaksjoner blir klassifisert som driftskostnad/-inntekt.

Pensjoner

Obligatorisk tjenestepensjon er innskuddsbasert, og innarbeides derfor ikke i regnskapet.



Noter

Lindberg & Lund AS

Skatter

Skattene kostnadsføres når de påløper, dvs. at skattekostnaden er knyttet til det regnskapsmessige resultatet før skatt.

Skattekostnaden består av betalbar skatt (skatt på årets skattepliktige inntekt) og endring i (netto) utsatt skatt. Utsatt skatt i balansen beregnes på grunnlag av midlertidige forskjeller mellom regnskapsmessige og skattemessige verdier. Årsaken til at utsatt skatt/skattefordel oppstår, er ulik periodisering av det regnskapsmessige og det skattemessige resultatet.

Konsernregnskap

Det blir ikke utarbeidet konsernregnskap for subkonsernet Lindberg & Lund AS. Konsolidert regnskap for toppselskapet Biesterfeld AG forefinnes på selskapets kontor i Hamburg, Tyskland

Note 1 Salgsinntekter

	2022	2021
Geografisk fordeling		
Norge	215 362 000	189 510 000
USA	594 000	280 000
Asia	1 056 000	2 086 000
Europa (eksl Norge)	18 559 000	20 068 000
Sum	235 571 000	211 944 000

Note 2 Lønnskostnader og ytelser, godtgjørelser til daglig leder, styret og revisor

Lønnskostnader	2022	2021
Lønninger	27 832 751	27 641 690
Arbeidsgiveravgift	4 189 453	3 720 948
Pensjonskostnader	1 007 504	875 898
Andre ytelser	639 286	317 958
Sum	33 668 994	32 556 493

Selskapet har i 2022 sysselsatt 34 årsverk.

Pensjonsforpliktelser

Selskapet er pliktig til å ha tjenstepensjonsordning etter lov om obligatorisk tjenstepensjon. Selskapets pensjonsordninger tilfredsstiller kravene i denne lov.

Ytelser til ledende personer	Daglig leder
Lønn og annen godtgjørelse inkl bonus	1 682 853
Pensjonskostnader	53 549
Sum	1 736 402



Noter

Lindberg & Lund AS

Revisor

Kostnadsført revisjonshonorar for 2022 utgjør kr 173 100.
I tillegg kommer honorar for andre tjenester med kr 29 700.
Beløpene er ekskl mva.

Note 3 Anleggsmidler

	Maskiner/ Inventar	Bygninger	Goodwill	Sum
Anskaffelseskost pr. 01.01.22	5 339 093	2 267 392		7 606 485
- Avgang i året	383 642			383 642
= Anskaffelseskost 31.12.22	4 955 451	2 267 392		7 222 843
Akkumulerte avskrivninger 31.12.22	4 841 449	1 859 974		6 701 423
= Bokført verdi 31.12.22	114 002	407 418		521 420
Årets ordinære avskrivninger	109 622	230 388		340 010
Økonomisk levetid	0-20 år	10-12 år	5 år	

Note 2 Vesentlige leieavtaler

Selskapet har bundet seg til leieavtale frem til 2024. Årlig leie utgjør kr. 5 373 000. Leien indeksreguleres.

Note 5 Skatt

Årets skattekostnad	2022	2021
Resultatført skatt på ordinært resultat:		
Betalbar skatt	7 698 326	5 571 803
Endring i utsatt skattefordel	112 220	1 309 393
Skattekostnad ordinært resultat	7 810 546	6 881 196
Skattepliktig inntekt:		
Resultat før skatt	39 043 254	31 237 555
Permanente forskjeller	-3 540 764	40 609
Endring i midlertidige forskjeller	-510 097	-5 951 785
Skattepliktig inntekt	34 992 393	25 326 379
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	7 698 326	5 571 803
Sum betalbar skatt i balansen	7 698 326	5 571 803



Noter

Lindberg & Lund AS

Beregning av effektiv skattesats		
Resultat før skatt	39 043 254	31 237 555
Beregnet skatt av resultat før skatt	8 589 516	6 872 262
Skatteeffekt av permanente forskjeller	-778 968	8 934
Sum	7 810 548	6 881 196
Effektiv skattesats	20,0 %	22,0 %

Skatteeffekten av midlertidige forskjeller som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller

	2022	2021	Endring
Varige driftsmidler	-790 278	-904 012	-113 735
Langs. fordr. og gjeld i ut. valuta	103 993	314 516	210 523
Varebeholdning	-3 319 274	-3 930 792	-611 518
Fordringer	-298 748	-294 116	4 632
Sum	-4 304 307	-4 814 404	-510 097
Grunnlag for utsatt skattefordel	-4 304 307	-4 814 404	-510 097
Utsatt skattefordel (22 %)	-946 948	-1 059 169	-112 221

Note 6 Datterselskap, TS og FKV

	Kontor- kommune	Eier- andel	Anskaffelses kost	Balanseført verdi	100% egenkapital	100% resultat
DS						
Abic Kemi AB	Sverige	100%	8 361 092	8 361 092	7 275 117	2 321 522
Lindberg & Lund OY	Finland	100 %	9 128 202	9 128 202	2 775 336	-5 723 605
Sum			17 489 294	17 489 294	10 050 453	-3 402 083

Egenkapital og resultat er beregnet med gj.snittskurs på resultat og 31.12 kurs på egenkapital.

Note 7 Mellomværende med selskap i samme konsern

	2022	2021
Kundefordringer konsern	199 420	0
Langsiktig fordring Abic Kemi AB	3 090 499	3 808 093
Sum Fordringer	3 289 919	3 808 093
Leverandørgjeld Konsern	178 085	0
Sum kortsiktig gjeld	178 085	0



Noter

Lindberg & Lund AS

Note 8 Fordringer med forfall senere enn ett år

	2022	2021
Lån til foretak i samme konsern	2 574 500	3 808 093
Sum langsiktige fordringer	2 574 500	3 808 093

Note 9 Bankinnskudd

Innestående midler på skattetrekkskonto (bundne midler) er på kr. 2 303 803.
Skyldig skattetrekk pr 31.12.2022 er kr 1 298 086.

Note 10 Aksjonærer

Aksjekapitalen i Lindberg & Lund AS pr. 31.12 består av:

	Antall	Pålydende	Bokført
Ordinære aksjer	1 000	500,0	500 000
Sum	1 000		500 000

Eierstruktur

Aksjonærer i % pr. 31.12:

	Ordinære	Eierandel	Stemmeandel
Biesterfeld Internationale Beteiligungen GmbH	1 000	100,0	100,0

Note 11 Egenkapital

	Aksjekapital	Overkurs	Annen Innskutt egenkapital	Annen egenkapital	Sum egenkapital
Pr. 31.12.2021	500 000	0	0	72 417 788	72 917 788
Pr 01.01.2022	500 000	0	0	72 417 788	72 917 788
Årets resultat				31 232 708	31 232 708
Tilleggsutbytte			0	-27 700 000	-27 700 000
Pr 31.12.2022	500 000	0	0	75 950 496	76 450 496



Styrets årsberetning

For perioden 01.01.2022 til 31.12.2022

Selskapet har sitt virksomhetsområde innen teknisk kjemiske produkter. Lindberg & Lund A.S har hatt kontoradresse i Torvuttaket 89,1540 Vestby.

Selskapets strategi er å være faglig ledende på teknisk rådgivning, best på leveransedyktighet, og ha en rask respons til våre kunder innen de produktområdene vi er spesialisert på.

Det forventes fortsatt et marked med store investeringer i norsk olje og gassindustri. Vi ser også positivt på utviklingen i landbasert industri. Den norske krone er fortsatt svak med en del svingninger. Prisen for mange av de produktene vi selger har hatt en sterk økning i 2022. Mye skyldes økt etterspørsel av varer og tjenester, samt problemer knyttet til produksjon og transport. Våre kunder er vel kjent med problemene og har i stor grad akseptert at priser øker og at forsinkelser oppstår. Mot slutten av året har vi sett vesentlige forbedringer knyttet til leveranser av varer, og vi forventer en normalisering tidlig i 2023. Etter styrets oppfatning ligger forholdene godt til rette for videre drift og utvikling.

Selskapet ser ingen nye store investeringsbehov i 2023. Hoveddelen av selskapets kjøp skjer i Euro. Dette medfører en risiko ved store svingninger. For å fjerne en del av denne risikoen blir volumkunder med lave marginer kun tilbudt å handle i samme valuta som varen blir innkjøpt for. Selskapet har ikke inngått terminkontrakter eller andre avtaler for å redusere valutarisikoen. Selskapet har god kontroll på fordringer, og har løpende kredittvurdering av kundemassen. Alle fordringer over en viss størrelse er forsikret mot tap. Selskapet har søkelys på likviditet, og arbeider kontinuerlig for å drive inn fordringer ved forfall. Det er også fokus på å oppnå bedre betalingsbetingelser fra våre leverandører.

Bedriften foretar aktsomhetsvurderinger og utfører sin plikt i samsvar med «Lov om virksomheters åpenhet og arbeid med grunnleggende menneskerettigheter og anstendige arbeidsforhold» (åpenhetsloven).

Styret mener det vedlagte årsregnskapet for 2022 gir en rettvise oversikt over utviklingen i selskapet, for resultatet i regnskapsåret – og selskapets stilling ved årsskiftet.

Styret vurderer arbeidsmiljøet til å være godt. Det var i 2022 registrert 324 dagsverk sykefravær. Dette vil si 4,2 % av firmaets totale dagsverk. Herav er 40 dager egenmeldt fravær. Det har ikke blitt rapportert inn personskader i 2022.

Det er tegnet styre og lederansvars forsikring på kr. 10 000 000.

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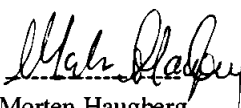
Org. Nr. NO 814791092 MVA
Bankkonto 6034 05 02666




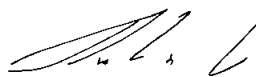
Selskapet arbeider aktivt for likestilling mellom kjønnene og for å hindre diskriminering. Ved ansettelser blir alle kvalifiserte søkere innkalt til intervju.

Virksomheten fører verken til forurensing eller utslipp som kan være til skade for det ytre miljø. Alt avfall blir kildesortert og spesialavfall blir levert godkjent mottager.

Vestby 19 januar 2023


Morten Haugberg
Styrets leder


Peter Wilkes
Styremedlem


Jacek Polewski
Styremedlem



FREE TRANSLATION OF THE ORIGINAL GERMAN REPORT

Biesterfeld AG
Hamburg

Consolidated financial statements
as of 31 December 2022
and group management report for the financial year
from 1 January until 31 December 2022





Rödl & Partner GmbH

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Rödl & Partner

APPENDICES

1. Group management report for the financial year from 1 January to 31 December 2022
2. Consolidated balance sheet as of 31 December 2022
3. Consolidated income statement for the financial year from 1 January to 31 December 2022
4. Notes to the consolidated financial statements for the financial year from 1 January to 31 December 2022
5. Cash flow statement for the financial year from 1 January to 31 December 2022
6. Statement of changes in group equity
7. Auditor's Opinion
8. Bestätigungsvermerk des unabhängigen Abschlussprüfers

General Engagement Terms for "Wirtschaftsprüfer" (professionally qualified auditors) and "Wirtschaftsprüfungsgesellschaften" (audit firms) in the version dated 1 January 2017





Rödl & Partner

1. **Group management report for the financial year from 1 January to 31 December 2022**





Biesterfeld AG
Group Management Report for the Fiscal Year
from 1 January 2022 to 31 December 2022

1. The Group's operations

Biesterfeld AG is the strategic holding company of the Biesterfeld Group, represented in more than 40 countries through its own operating branch offices or representative offices. The chemical and plastics distributor serves customers in over 120 countries. Biesterfeld offers its customers as well as suppliers a broad spectrum of services around the product portfolio including individual application advice. Along with the strong local presence and its international market position, the corporate group is recognised as a renowned and reliable partner with outstanding market knowledge.

The Biesterfeld Group is organised into three operating divisions, one administrative company and two service companies:

Distribution of plastics	Biesterfeld Plastic
Distribution of specialty chemicals	Biesterfeld Spezialchemie
Distribution of synthetic rubber and additives	Biesterfeld Performance Rubber
Holding company for selected foreign companies	Biesterfeld Internationale Beteiligungen GmbH
IT services	BIT-SERV GmbH
Consulting and services for chemicals management	Biesterfeld ChemLogS GmbH

The three operating divisions operate worldwide under the management of German companies Biesterfeld Plastic GmbH, Biesterfeld Spezialchemie GmbH, and Biesterfeld Performance Rubber GmbH. All German companies use the administrative service functions of Biesterfeld AG in order to optimise synergies within the Group. Beyond that Biesterfeld AG supplies the required funds to the German companies as well as some of the foreign group companies.



The business division Biesterfeld Plastic is one of the leading international distributors of plastics. Based on many years of sales partnership with the worldwide leading manufacturers, Biesterfeld Plastic offers its customers in Europe, CIS countries (except Russia), North Africa, Brazil and since the acquisition of the majority stake in GME in the ASEAN countries a comprehensive, very homogeneous selection of solutions for engineering polymers, styrenic copolymers, acrylates, standard polymers and thermoplastic elastomers. The Biesterfeld Plastic division is characterised by a high degree of customer orientation along with a saturated, decentralised sales structure and locally integrated services in the fields of technical consulting, project assistance, application technology, warehousing and logistics. The business division supplies customers worldwide, mostly through its own local branch offices.

The Biesterfeld Spezialchemie division is one of the leading European distributors of specialty chemicals doing business both at the national and international level and offering its customers a comprehensive supply programme based upon long standing sales partnerships with leading manufacturers worldwide. The division is organised into eight business segments: LifeScience (cosmetic and detergent ingredients, organic-synthetic intermediate products and intermediate products for household chemical products), Healthcare (Medical Devices, Human/veterinary medicinal products), Nutrition (food additives, Nutraceuticals), CASE (additives for Coatings, Adhesives, Sealants and Elastomers), Polymer Additives (plastics and lubricants additives), Performance Products (formulated adhesives, cast resins, encapsulants, composites for technical industrial applications), essentials (base chemicals in the Spezialchemie division), and trade (base chemicals and salt). The Biesterfeld Spezialchemie division operates in the whole of Europe and has its own branch offices. Due to the acquisition of GME based in the ASEAN region, the division will now also start operations in the ASEAN countries.

The business division Biesterfeld Performance Rubber operates as an international distributor in the rubber processing industry. The division's core business activity comprises distribution, technical consulting and development of innovative customer-specific solutions locally where the customer is based. On the basis of long-term partnerships with market leaders in the rubber sector, Biesterfeld Performance Rubber provides a complete product portfolio for Europe, Latin America, North Africa and since 2021 also in the ASEAN countries. In addition to synthetic rubbers, high-quality silicone and fluorosilicone rubber compounds, carbon black as well as high-performance polymers, the product portfolio includes also the complete portfolio of corresponding additives.

Biesterfeld ChemLogS GmbH renders consulting services to businesses in connection with Quality, Health, Safety and Environment Management (QSHE). Along with the introduction and support of management systems such as ISO or Responsible Care Standards, Biesterfeld ChemLogS prepares safety data sheets and provides support in the area of sustainability. In addition, the company advises



on and supports the introduction and implementation of legal compliance systems (e.g. REACH, CLP). These services are rendered both by the Biesterfeld Group companies as well as external vendors.

BIT-SERV GmbH is engaged in the areas of software development, IT consulting, operation of data centres, as well as the sales of hardware and software to all companies in the Biesterfeld Group.

Biesterfeld Internationale Beteiligungen GmbH acts as a holding company and holds shares in certain foreign subsidiaries of Biesterfeld AG.



2. Economic report

2.1 Overall economic environment and sector performance

Global economic environment

The calendar year 2022 continued to be marked by the impact of the COVID-19 pandemic, yet to a lesser extent in the second half of the year, especially by the zero-COVID policy in China and a rise in central bank rates to fight inflation. The outbreak of the war in Ukraine naturally also had a huge impact on the global economy, of course to varying degrees depending on the sector.

The global economy recovered in the course of 2022, which was mainly attributable to private consumption. The recovery slightly slowed down from October onwards. Some economic indicators, such as business and consumer sentiment, surveys conducted among purchasing managers, and mobility indicators, generally point to a slowdown. The International Monetary Fund (IMF) estimates the global growth for 2022 at 3.4 %, while the global growth was estimated at 6.2% in 2021 (IMF, January 2023).

According to the IMF's estimates, the pace of growth of advanced economies will be 2.7% in 2022. This means an economic pickup in the countries of the EU (3.5%), Great Britain (4.1%), Canada (3.5%) and the USA (2.0%) (IMF, January 2023).

According to the IMF's estimates, the increase in 2022 growth rates for emerging markets and developing economies will be stronger (3.9%) than for advanced economies. China's economy will see a growth of 3.0% in 2022 and India 6.8%. Other countries or regions of the emerging markets and developing economies will see an upward trend in the economic growth in 2022. This means that Asia's (including China's) economy will expand by +4.3%, Latin America/the Caribbean by +3.9%, Middle East and Central Asia by 5.3%, and Sub-Saharan including Africa by +3.8% (IMF, January 2023).

For the coming years, the IMF forecasts a pickup in global economic growth of 2.9% in 2023 and 3.1% in 2024. The global economy enters 2023 in a clearly weaker position than previously expected. This was due to the rise in central bank rates to fight inflation as well as the war in Ukraine (IMF, January 2023).

As regards currency policy aspects, the year 2022 was again marked by a significant year-on-year appreciation of the USD/EUR currency pair. In January, the USD exchange rate started at 1.1326 USD/EUR and closed at 1.0666 USD/EUR on 31/12/2022. In the course of the year, this exchange rate fluctuated between 1.1460 USD/EUR (high on 13/01/2022) and 0.9600 USD/EUR (low on 27/09/2022). The exchange rate of EUR to the Pound Sterling (GBP) continued to be visibly affected by Britain's exit from the EU. The exchange rate reached its high of 0.897 EUR/GBP on 25/09/2022, and its low of 0.823 EUR/GBP on 06/03/2022.



Industry development

Due to the effects of the war in Ukraine and the skyrocketing prices of energy and raw materials, the chemical and pharmaceutical industry had a particularly difficult year in 2022. Although sales increased significantly by 17.5% to EUR 266.5 billion, with producer prices rising by 22.0%. The sales increase was only price-driven, while sales volumes took a downturn (German Chemical Industry Association [VCI], December 2022)

Domestic and foreign business picked up at similar rates of 19.5% and 16.0%, respectively. The sales revenues were EUR 104.7 billion for domestic sales and EUR 161.8 billion for foreign sales. As a result of the high energy costs as well as the limited gas supply, production overall decreased by 6.0% in 2022. The decrease affects almost all lines of business. Production ranged from a slump in petrochemicals (-15.5%) to a 3% increase in pharmaceuticals. For the individual sectors, the following production declines can be seen: Petrochemicals (15.5%), Inorganic Basic Chemicals and Polymers (9.0%), Specialty Chemicals (8.5%) and Cosmetics (1.5%). (German Chemical Industry Association [VCI], December 2022).

The number of employees in Germany increased by 0.5% to 475,500 (German Chemical Industry Association [VCI], December 2022).

Prices

The upward trend in the price of crude oil in USD (WTI), which began already in 2020, led to a starting price of USD 75.21/barrel in 2022. In the first half of 2022, the crude oil price was in a steady upward trend and peaked to USD 122.11/barrel in June. Next, the price dropped to a closing price of USD 80.26/barrel (31 December 2022) (Finanzen.net, January 2023).

Changes in the price of chemical inputs and plastics, especially those low-processed, are heavily dependent on the changes in the price of crude oil and energy, whereas the prices of specialty chemicals are usually less dependent on changes in the crude oil price.

2.2 Procurement market developments

Rising prices of the products traded characterised the procurement side in the 2022 financial year. The pace of increases in the prices varied across the industry segments. In some segments, procurement prices increased by many times. The market situation eased in the second half of the year, which in some cases led to sharp price declines.



Biesterfeld Plastic

In the 2022 financial year, especially in the first half of the year, the plastics market continued to be marked by very strong demand. The perceptible dynamic recovery in demand in all segments from the financial year 2021 continued mainly in the first half of the 2022 financial year. In the case of many products, the availability of the traded products did not simultaneously increase because the production capacities and the availability of logistic capacities could not be correspondingly expanded. In consequence, all market players experienced bottlenecks in their value chains also in the first half of the 2022 financial year. This further intensified the price trend for the traded products and led to repeated significant increases in the procurement prices of the traded products. In the second half of the year, the situation related to product availability eased considerably and led to a reduction in sales, which in some cases resulted in considerable market price declines.

Biesterfeld Spezialchemie

The Biesterfeld Spezialchemie business division procures its goods from international suppliers. In the past years, the significance of Asia as a procurement market rose in all segments. Due to the long-term partnerships and intensive exchange with suppliers, Biesterfeld Spezialchemie enjoys a very good competitive position here. In the financial year, the purchasing situation continued to be affected by the coronavirus pandemic as regards supply chain disruptions and shortages of materials. In the second half of the year, the situation related to product availability eased considerably and led in some cases to considerable market price declines.

Biesterfeld Performance Rubber

Biesterfeld Performance Rubber procures synthetic rubbers and fillers largely from U.S. companies with production sites in Europe. Purchase prices are linked to oil and foreign exchange trends and may be thus transparently passed on to customers. Rubber additives are mainly procured from Asia. In addition to a well-functioning supply chain, the selection of strategic suppliers holding the REACH authorisation is one of the main goals.

Overall product availability in 2022 was characterised by a general shortage on the raw materials market and the resulting price increases. Raw materials, mainly furnace blacks and butyl rubber of Russian origin, were subject to "ethical" sanctions in 2022. Biesterfeld Performance Rubber was able to close gaps with Western manufacturers and develop new business.

Thanks to consolidated relationships with suppliers, product procurement was secured in the past year despite a global shortage of materials and numerous delivery problems.



2.3 Business development

The business development of the Biesterfeld Group was positive in 2022. The sales revenues increased in the financial year ended. The gross profit margin and the operating result also significantly increased compared to the previous year. Biesterfeld was able to benefit from strong demand on international markets amid supply bottlenecks and the significantly higher prices.

Sales of EUR 1,661 million achieved in the 2022 financial year were significantly higher than the previous year's sales of EUR 1,372 million. Due to this positive business development, EBIT increased from the previous year's EUR 87.3 million to EUR 91.1 million in the reporting year but the annual net profit (after minority interest) decreased from the previous year's EUR 57.5 million to EUR 55.6 million in the reporting year. The positive business development was seen in all divisions. In the business division Spezialchemie, sales increased by 17.3 %, in Plastic by 13.4% and in Rubber by 29.1%. In the business division Spezialchemie, EBIT increased by 21.2% and in Rubber by 40.5% In contrast, EBIT in the Plastic division decreased by 6.5%. Overall, the business development in 2022 exceeded our expectations.

Biesterfeld Plastic

In the business division Biesterfeld Plastic, the business developed extremely dynamically in the 2022 financial year, but weakened somewhat in the third quarter. Amid a market environment shaped by price increases, shortages of materials and strong demand, especially in the first half of the year, the business was expanded significantly. The strong focus on the various activity areas helped successfully buck the challenging market trend. In the area of logistics, the business division was also affected by the shortage of freight capacities. The division was able to continue to strengthen its market position thanks to new contracts and the expansion of existing partnerships, particularly in the growth regions. The business division generated sales that significantly exceeded the budgeted value and the prior-year value. The gross profit margin and the operating result were also significantly above the level of the previous year and above the planned figures.

Biesterfeld Spezialchemie

The business development in the Biesterfeld Spezialchemie division was thus also shaped by the effects of the coronavirus pandemic, the war in Ukraine, rising logistics costs and product shortages. Due to these general conditions and the resulting increase in prices in the first half of the year, the business development was extremely positive in the 2022 financial year.

Alongside the diversification of the product portfolio, the expansion of cooperation with the existing and new suppliers and further concentration on selected core areas of Spezialchemie (specialty chemicals), the company focused on completing the integration of the business divisions Spezialchemie and



International and also on continuing the integration of the corporate group acquired 2021 in the ASEAN region.

In the 2022 financial year, the sales and the gross profit margin of Biesterfeld Spezialchemie were over the budgeted value and the previous year's level.

Biesterfeld Performance Rubber

The course of the business of Biesterfeld Performance Rubber significantly exceeded all expectations in the year ended. Sales, gross profit margin and the result were record-high and the business division performed significantly better than budgeted. Stronger demand accompanied by limited product availability drove margin optimisation amid a simultaneous increase in sales. The higher logistics costs were offset by a generally low cost structure. The portfolio had successfully expanded in the last six years since the founding of the business division thanks to new suppliers - with a focus on special rubbers and additives. Thus, the position on the international rubber market was strengthened and a solid basis for future business growth was laid.



2.4 The Biesterfeld Group's financial situation

a) Earnings

	2022		2021		Change	
	EUR thousand	%	EUR thousand	%	EUR thousand	%
Sales	1,660,612	98%	1,372,121	99%	288,491	21%
Total sales	1,660,612	98%	1,372,121	99%	288,491	21%
Other operating income	35,307	2%	20,523	1%	14,783	72%
Operating income	1,695,918	100%	1,392,644	100%	303,275	22%
Costs of materials	-1,398,091	-82%	-1,140,766	-82%	-257,325	23%
Personnel expenses	-89,347	-5%	-77,221	-6%	-12,126	16%
Depreciation and amortisation charges	-9,899	-1%	-5,573	0%	-4,326	78%
Other operating expenses	-107,169	-6%	-81,408	-6%	-25,761	32%
Other taxes	-338	0%	-337	0%	1	0%
Operating expenses	-1,604,844	-95%	-1,305,306	-94%	-300,087	23%
Operating result	91,074	5%	87,338	6%	3,736	4%
Financial result	-7,172	0%	-4,032	0%	-3,140	78%
EBIT	83,902	5%	83,306	6%	596	1%
Income tax	-25,645	-2%	-23,632	-2%	-2,013	9%
Consolidated annual net profit	58,257	3%	59,674	4%	-1,416	-2%

Deviations result from rounding-off differences

In the financial year 2022, the Biesterfeld Group generated **sales** of EUR 1,661 million (+21% compared to the previous year). The increase is attributable to the above-mentioned reasons.

Other operating income mainly includes income from exchange rate differences, income from the reversal of provisions and income from the reversal of write-downs.

The increase in **costs of materials** goes hand in hand with the increase in sales revenues.

In the 2022 financial year, **other operating expenses** increased by 32% compared to the previous year and amounted to EUR 107.2 million (previous year: EUR 81.4 million). This cost item includes primarily



foreign exchange losses, office costs, travel and vehicle costs, expenses for services and advice, as well as IT and communications costs.

In the year ended, **personnel expenses** rose by EUR 12.1 million and reached EUR 89.3 million (previous year: EUR 77.2 million). This increase is attributable not only to annual salary increases and variable salary components but also to the increase in the number of employees and an addition to the pension provisions.

Depreciation and amortisation charges comprise mainly the depreciation of fixed assets. In the 2022 financial year, the depreciation totalled EUR 9.9 million and was thus EUR 4.3 million higher than the prior-year level (EUR 5.6 million). This increase results mainly from a write-down on a shareholding (EUR 3.0 million).

In the 2022 financial year, the **operating result** was EUR 91.1 million, which is an increase of EUR 3.7 million, or 4%, compared to the prior-year figure (EUR 87.3 million).

At EUR -7.2 million, the **financial result** of the Biesterfeld Group decreased by EUR 3.1 million compared to the previous year (EUR -4.0 million) due to rising interest rates on the capital markets.

Overall, the Biesterfeld Group generated EBIT of EUR 83.9 million and thus exceeded its prior-year result (EUR 83.3 million) by EUR 0.6 million. The taxes on income and earnings totalled EUR 25.6 million (prior year: EUR 23.6 million), the tax ratio of 30.6% (prior year: 28.4%) was above the prior year's level.

In the 2022 financial year, the consolidated annual net profit before minority interest decreased to EUR 58.3 million (previous year: EUR 59.7 million). After minority interest, the net annual profit was EUR 55.6 million (prior year: EUR 57.5 million).



b) Financial position

The aims of Biesterfeld AG's financial management are to ensure liquidity for all activities of the Group, limit financial risk and minimise the cost of capital through an adequate capital structure. The design of the financing activities is coordinated at all times with the operative business and strategic orientation of the Biesterfeld Group.

The Biesterfeld Group uses a broad spectrum of the financing instruments offered by the market. Thus the equity base is reinforced by mezzanine capital in the form of participation rights. In addition, the Group prematurely extended the profit participation rights originally due on 30 June 2022, in the amount of EUR 8.35 million with a term of seven years. In addition, the capital for profit participation rights was extended by further investors to an amount of EUR 10.55 million as of the issue date of 30 June 2022. The need for loan capital - along with the use of bilateral bank credit lines - has been covered additionally by a bonded note.

Furthermore, to ensure Biesterfeld AG's financing, trade receivables are sold as part of an asset-backed securities transaction (ABS). The Biesterfeld Group reduces the risks of loss of receivables by concluding credit insurance policies. Interest risks are countered with the aid of interest hedging transactions and current exchange rate risks are reduced by means of foreign exchange hedging transactions.

The cash flow from operating activities totalled EUR 31.1 million. This was mainly due to the consolidated net profit and the decrease in liabilities not attributable to financing or investing activities. The cash flow from investing activities was EUR -2.2 million. This is mainly due to the acquisition of property, plant and equipment. The cash flow from financing activities was EUR -55.4 million and reflects mainly the pay-out following a decrease in equity to the parent's shareholders, as well as repayment of finance loans.

As of 31 December 2022, the Biesterfeld Group's gross debt amounted to EUR 229.6 million and its net debt was EUR 198.9 million.

Essentially it can be said that the liquidity situation and financing structure enables the Biesterfeld Group to meet its payment obligations at any time.



c) Asset and capital structure

The asset and capital structure is shown in detail as follows:

	31/12/2022		31/12/2021		Change	
	EUR thousand	%	EUR thousand	%	EUR thousand	%
Intangible assets	38,932	7%	44,036	7%	-5,105	-12%
Property, plant and equipment	7,538	1%	6,908	1%	631	9%
Financial assets	373	0%	172	0%	201	117%
Fixed assets	46,843	8%	51,116	9%	-4,273	-8%
Inventories	334,947	57%	297,820	50%	37,127	12%
Receivables and other assets	175,642	30%	191,333	32%	-15,690	-8%
Current financial assets	0	0%	29,886	5%	-29,886	-100%
Cash in hand and at bank	30,713	5%	26,858	4%	3,855	14%
Prepaid expenses	3,173	1%	2,057	0%	1,116	54%
Deferred taxes	18	0%	18	0%	0	0%
Current assets	544,493	92%	547,972	91%	-3,479	-1%
Total assets	591,337	100%	599,088	100%	-7,752	-1%

Deviations result from rounding-off differences

In the 2022 financial year, the **total assets** of the Biesterfeld Group decreased to EUR 591.3 million, which means a 1.3% reduction on the previous year (EUR 599.1 million).

On 31 December 2022, **fixed assets** totalled EUR 46.8 million and were thus EUR 4.3 million lower than in the prior year (EUR 51.1 million). Intangible assets decreased mainly due to amortisation of the capitalised goodwill. They decreased by EUR 4.2 million to EUR 34.5 million compared to the previous year.

Current assets dropped by EUR 3.5 million to EUR 544.5 million compared to the previous year. Inventories increased mainly as a result of rising product prices and higher sales. By contrast, receivables and other assets decreased by EUR 15.7 million to EUR 175.6 million due to reasons related to the balance sheet date.



Capital structure	31/12/2022		31/12/2021		Change	
	EUR thousand	%	EUR thousand	%	EUR thousand	%
Subscribed capital	2,842	0%	2,842	0%	0	0%
Capital reserves	6,259	1%	6,259	1%	0	0%
Retained earnings	38,174	6%	29,672	5%	8,501	29%
Foreign currency translation differences	-12,430	-2%	-11,871	-2%	-559	-5%
Minority interest share	8,344	1%	7,965	1%	379	5%
Balance sheet profit	137,604	23%	131,554	22%	6,050	5%
Profit participation bond capital	10,550	2%	8,350	1%	2,200	26%
Equity	191,342	32%	174,771	29%	16,571	9%
Pension provisions and similar liabilities	14,936	2%	14,136	2%	800	6%
Liabilities to banks	81,900	14%	92,100	15%	-1,700	-2%
Other liabilities	0	0%	11	0%	-11	-100%
Long-term loans	96,836	16%	106,247	18%	-911	-1%
Liabilities to banks	51,141	9%	58,098	10%	-6,957	-12%
Other liabilities	8	0%	26	0%	-18	-70%
Medium-term loans	51,149	9%	58,124	10%	-6,975	-12%
Provisions	23,819	4%	25,379	4%	-1,560	-6%
Bonds	0	0%	11,650	2%	-11,650	-100%
Liabilities to banks	96,537	17%	50,576	8%	45,961	91%
Advances received	2,695	0%	2,229	0%	466	21%
Trade liabilities	97,499	17%	126,658	21%	-29,159	-23%
Promissory notes (bills of exchange)	0	0%	3,174	1%	-3,174	-100%
Liabilities to shareholders	6,319	1%	0	0%	6,319	100%
Other liabilities	24,729	4%	39,986	7%	-15,257	-38%
Deferred income	200	0%	41	0%	159	388%
Deferred taxes	212	0%	254	0%	-42	-17%
Short-term loans	252,010	43%	259,947	43%	-7,937	-4%
Total loan capital	399,995	68%	424,317	71%	-24,323	-6%
Total capital	591,337	100%	599,088	100%	-7,752	-1%

Deviations result from rounding-off differences



The **equity** of the Biesterfeld Group increased as of 31 December 2022 by EUR 16.6 million to reach EUR 191.3 million. As of the reporting date, the equity ratio was 32% and thus improved compared to the previous year (29%).

In 2022, Biesterfeld AG issued **profit participation rights** of EUR 10.55 million. The participation right grants an annual claim to dividend and a repayment claim when the participation right matures. Holders of the participation rights also participate in a loss by the Biesterfeld Group. The participation rights have an ordinary term until 30 June 2029.

Compared to the previous year, **long-term loans** decreased and amounted to EUR 96.8 million as of 31 December 2022.

Medium-term loans decreased from the prior year's EUR 58.1 million to EUR 51.1 million as of 31 December 2022.

At EUR 252.0 million, **short-term loans** were below the prior-year level of EUR 259.9 million. The decrease is attributable to the year-on-year decrease in trade liabilities by EUR 29.2 million, bonds by EUR 11.7 million, as well as other liabilities by EUR 15.2 million. In contrast, liabilities to banks increased by EUR 46.0 million and liabilities to shareholders by EUR 6.3 million.

3. Personnel and organisation

On 31 December 2022, the Biesterfeld Group employed 1,054 persons (prior year: 1,002) of which 460 were employed in Germany and 594 abroad.

As an enterprise based on distribution and trading, also in fiscal year 2022 our business success could be achieved in large part thanks to the high degree of commitment and outstanding qualifications of our workforce. So that this long-term success can be sustained, we rely on targeted training and continuous further education of our employees.

4. Opportunities and risks

4.1 Risk Management

The Biesterfeld Group is exposed to the most varied risks in the context of its worldwide business activity, which are inseparable from the entrepreneurial activity and the business model. Risk management within the Biesterfeld Group is an integral part of corporate governance and included in the design of our business processes. The aim of our risk management is to ensure continuity of business processes (operations), the correctness of financial data (financial reporting), compliance with the law and standards (compliance) and to avoid financial losses. The monitoring of operational risks is performed largely on a decentralised basis. Management of overarching risks in connection with safety standards, financing and value development of the Biesterfeld Group is performed centrally. Risks are



captured, assessed and managed using a system. Risk reducing measures are introduced as needed and addressed and their implementation is monitored.

Target-oriented controlling with detailed planning and management processes as well as regular strategic reconciliation ensure that opportunities and risks are kept in check when business decisions are made and that they are recognised early on. The identified business risks are handled either by creating appropriate provisions or by the recognition of appropriate value adjustments in the accounts.

In order to mitigate or fully avoid any financial implications of the risks, if they arise, we have transferred insurable risks, e.g. liability risks, onto insurance companies in a way appropriate for the risks involved and wherever economically reasonable.

4.2 Significant risks and measures to control them

The material risks with which the Biesterfeld Group sees itself confronted as well as the measures taken to counter the above-mentioned risks are presented below.

Sales market and competition risks

The strategic and operational development of the company depends on the latest global, regional and market-specific factors. The volume of our business is linked to the overall economic situation in the individual countries and their trade relationships. The economic and political situation both at home and abroad poses – in some cases country-specific – risks to our business development.

We are steadily expanding our product portfolio in a bid to gain a foothold on niche markets and satisfy individual customer desires. This high degree of diversification enables us to compensate market risks in individual sales areas through opportunities in other segments and to minimise industry-specific risks.

Procurement market and supplier/vendor risks

By means of continuous monitoring of markets, careful supplier selection as well as long-term framework agreements, we minimise our procurement risks regarding supply reliability and costs of inputs and merchandise. In order to hedge against supply bottlenecks, take advantage of quantity discounts and reduce the effects of any rises in procurement prices, we increase stocks either in the short-term or medium-term. Price increases for inputs are passed on to customers, wherever possible.

In order to satisfy our high quality requirements, maintaining close cooperation with our suppliers is essential. We are always searching for new representatives so as to avoid the risk of being dependent on too few suppliers. We have assigned transportation and storage risks to insurers.



Credit solvency and default risks

To reduce risks of loss of receivables, the creditworthiness and payment practices of customers are monitored continuously and appropriate credit limits are set. Credit is granted to customers in accordance with our credit and collection policy. Risks in the area of accounts receivable have been reduced by credit insurance or special payment modalities (advance payment, letters of credit, etc.) and by sale of the receivables without recourse [non-recourse factoring]. Close cooperation with the credit insurers, from whom we receive well-researched credit ratings for our customers, assures us that the risk of receivables loss is covered save for the deductible amount to be paid by us.

Financial risks

Because of the business operations our enterprise considers itself exposed to risks arising from exchange rate fluctuations, prices for primary commodities and energy as well as interest rates.

Foreign exchange risks arise primarily from our international business. In Germany very little business is conducted in foreign currencies—and if so, it is primarily in USD. Companies in countries outside the EU monetary union largely procure in EUR, while most sales are transacted in local currency. Some foreign exchange risks are hedged using foreign exchange futures and some are covered by price adjustment clauses agreed with customers. The volume of hedging transactions does not exceed that of the underlying transactions. Interest rate risks are managed and monitored centrally by Biesterfeld AG based in Hamburg.

The interest rates agreed with our banks are usually computed on the basis of EURIBOR (Euro Interbank Offered Rate) or LIBOR (London Interbank Offered Rate). Here there is a general risk of rising interest rates as well as the opportunity to profit from falling interest rates.



General economic and political risks

As for the macro-economic development, we see particular risks arising from fluctuating prices for primary commodities and energy, the resulting inflationary and deflationary trends, as well as sustained foreign trade imbalances. The coronavirus epidemic could continue to affect global trade; the business development of the Biesterfeld Group proved very resilient in the previous year. Therefore, from today's perspective, we do not expect any extraordinary risks due to the coronavirus pandemic.

The barriers to global trade due to the outbreak of the war in Ukraine which have become increasingly evident and the price developments can have a negative impact on the development of the business of the Biesterfeld Group; so far, however, these have not been apparent and we are continuously reviewing all necessary measures to avert possible damage to the Biesterfeld Group.

The development of our markets is monitored very closely and intensively so that, if necessary, measures can be taken to respond quickly to changes both on operative and on administrative level.

The factors described above can have an impact on product sales or lead to sharper exchange rate changes. Political insecurity and tension—especially but not only in the countries affected—may also have an influence on our business. Moreover changes in the law and taxes or customs duties in individual countries can also have a negative impact on our business development.

The foregoing risks could lead to substantial burdens on the part of the Biesterfeld Group. In order to respond to market changes early on, we precisely monitor the markets in which we are engaged, as well as the local developments in tax and customs legislation and the political and economic situation on those markets.

IT risks

The ISO 9001 certified and IDW PS 951-tested BIT-SERV GmbH, a wholly owned subsidiary of Biesterfeld AG, is responsible for our IT systems.

IT risks arise from the increasing interconnection of our systems and from unauthorised third-party access. The risk of failure and possible system errors caused by such attacks is tackled by protecting the systems using firewall systems, data back-ups, virus scanners and restricted access rights. Our employees are regularly informed about risks and trained accordingly. We also take extensive measures to ensure protection of our internal information and our employees. In the context of our global IT strategy, those risks are monitored and appropriate measures taken as necessary.



Liquidity risks

Biesterfeld AG, as the parent company, and the individual operating subsidiaries are provided – alongside equity, internal funds and investors' funding – with sufficient credit lines from the financing banks, which are currently not fully utilised. In this respect, assuming that business will develop positively and normally, the liquidity risk can be assessed as very low.

Personnel risks

The knowledge and competence of our employees are critical to the successful development of the Biesterfeld Group.

In order not to lose important know-how about markets, customers and products, we counter the risk of employee fluctuation by means of anticipatory planning for personnel and their successors. Moreover the growing shortage of qualified people continues to be a risk to our business. We counter these risks through constant further education of our permanent staff, and by investing in new highly qualified employees as well as our numerous apprentices in a variety of specialties.

Biesterfeld aims to position itself as an attractive employer, dealing with the individual needs of its employees and creating a long-term bond with the Group.

Quality, security, health-related and environmental risks

Distribution of and trading in chemicals and plastics carries risks that we counter by means of stringent security measures and compliance with the laws.

In order to minimise quality relevant risks from the beginning, we rely on renowned suppliers that satisfy minimum standards and perform quality management e.g. according to the recognised EN ISO 9000 et seq. quality management standards. Our suppliers are regularly evaluated in the context of the ISO standards. Product quality and process quality are both essential prerequisites for customer satisfaction. Therefore, we always work to continue to optimise internal processes, adjust them as needed and efficiently design the cost structure.

Legal risks

Legal risks can arise from legal actions and claims brought against the Biesterfeld Group. This includes but is not limited to risks arising from legal disputes with competitors, suppliers and customers and tax risks. In engaging internal professional experts and using external consulting services, we are making every effort to identify early on, and avoid or minimise, any damage to our company.

Overall risk assessment

On the basis of currently available information, we assess that there are no serious risks to the net assets, financial position and earnings situation of the Biesterfeld Group or to its existence now or in the



foreseeable future. In addition, we are convinced that the Group will continue to be able to meet the challenges arising from the possible risks.

4.3 Opportunities

As well as countering the above-mentioned risks, the Group is able to use the numerous opportunities and the huge growth potential that are opening up for the Group. On our international sales markets, we see new and new opportunities arising in connection with e.g. market changes, changes to product portfolios of suppliers or the growing quality and product-related expectations. Biesterfeld AG, with its subsidiaries, gives high priority to careful selection of suppliers and their high-quality products. The Biesterfeld Group sees the basis for its success and for its sustained business growth in the mostly long-term supplier relationships, its high quality demands and the individual services tailored to its customers' needs.

With its future-orientation, flexibility and experience gained during the financial and economic crisis and with its risk management and control system, the Biesterfeld Group is well prepared for possible adverse market developments. The international presence of the corporate group and the close network with suppliers and customers also enable the Group to meet new challenges and seize new opportunities early on.

5. Forecast

As of the date of preparing this management report, we expect a conservatively positive economic development, both in macroeconomic terms and in our industry-specific environment. Although the year 2022 was marked by the continuing impact of the coronavirus pandemic, high prices and supply bottlenecks, we expect a slight decrease in our business activities in the current financial year 2023, but they will still be on a high level and thus higher than before the coronavirus pandemic. However, we assume a normalisation of prices of materials with simultaneously rising costs. Therefore, we anticipate declining income from operating activities in 2023.

On the whole, we are conservatively optimistic about the 2023 financial year. Economic experts expect an economic growth of 0.1% in Germany and 0.7% in the Euro Area. The question of whether the economic growth will pick up again in 2023 will depend on many factors, such as high inflation and implications of the war in Ukraine. In addition, other factors such as currency fluctuations in emerging market economies, and the economic stabilisation of major economies such as Brazil, India and the Middle and Near East countries may impact deliveries from our suppliers and consumers' willingness to buy.



The projections continue to be fraught with many uncertainties. The continuing economic downturn in certain emerging market and developing economies as well as the political situation, e.g. in India, some South American countries and the countries of the Middle and Near East, contribute to uncertainty among companies and consumers. The overall economic development could also continue to be influenced in the long term by geopolitical influences, such as the war between Russia and Ukraine. Uncertainties could also arise from yet unknown implications of the global shift in power between the United States, Russia and China, possible protectionist measures and the new free trade agreements. Also industry-specific market changes, in particular those arising from the already completed and just announced mergers in the chemical segment could influence the economic performance of companies.

The International Monetary Fund forecasts global economic growth of 2.9% in 2023. The euro area is expected to grow by 0.7%, and the emerging market and developing economies by 4.0% (IMF, January 2023).

The U.S. economy is expected to expand by an estimated 1.4% in 2023, thus at a slower pace than in the previous year (IMF, January 2023).

The biggest risk factor for global growth continues to be the impact of the rise in central bank rates to combat high inflation.

In addition, the main risk factors that could hinder growth include geopolitical tensions, e.g. between China and the USA. These pose a threat to energy supply, international trade and political cooperation. Cross-border technological frictions also remain pronounced. All these elements may additionally affect the economic recovery (IMF, January 2023).

After increasing growth rates were reported by nearly all European countries in 2022, these countries are expected to experience further yet moderate growth in 2023 and 2024. On the other hand, it is expected that numerous emerging market and developing economies will again report higher growth rates in 2023 than yet in the previous year: China 5.2%, India 6.1%, Brazil 1.2%, Mexico 1.7%, as well as countries of the Middle and Near East region 3.2%. Overall, the world economy will slightly slow down again in 2023 and 2024. (IMF, January 2023).

Despite the continued uncertainty on the international markets that can have a negative impact on business growth, the Management Board expects to see positive business development in the 2023 financial year. With their sustainable business model and future-oriented strategy, the Biesterfeld Group sees itself equipped to meet the future challenges. Alongside the steady expansion of the international presence, its highly qualified employees as well as comprehensive market know-how, the Biesterfeld



Group sees its strengths also in the close network of suppliers and customers in the advanced economies and ambitious emerging markets.

The Biesterfeld Group's rolling five-year plan is based upon detailed considerations and estimates of the individual markets and their developments. Based on the moderate 2023 economic growth trends described above, we assume in our planning that the world economy will continue on the upward trend and that bottlenecks in product availability and associated price increases will only be temporary.

Based on our assumptions so far, the Biesterfeld Group plans on generating sales revenues of about EUR 1.574 million in 2023. Sales revenues of EUR 1,618 million are planned for the following year. The Biesterfeld Group also expects to report EBIT of about EUR 71.2 million in the financial year 2023, with EBIT of EUR 73.2 million planned for the subsequent financial year.

The 2023 financial planning assumes that sales of trade receivables will reach up to approx. EUR 85 million under the ABS programme. This value is expected to remain at a stable level in the years ahead. Medium-term planning calls for an expansion of working capital as a result of planned sales growth. Moreover, a rising interest level in the planning period is assumed in the financial budgets.

In focusing on the three core operating divisions, we strive to achieve sustainable and profitable growth and thus the long-term increase in the company's value. We continue to report growth rates thanks to our international presence, continued expansion of our product portfolio, transfer of further sales opportunities, and, where possible, acquisitions and collaborations in new segments and markets.

The intensification of Biesterfeld Plastic's business activities is driven by the regional and international extension of the supplier and customer base and of the product portfolio, as well as by the fact that the company is breaking into new international sales markets that offer ever more specialized products. It is assumed that the development of demand in the core segments will somewhat weaken and that the price level will slightly fall, backed by a stable regional and global economy, amid rising costs. Strongly aided by the core suppliers and due to the conclusion of new supplier contracts, the business division plans to gain further market shares and thus generate further above-average growth compared to the industry average in the future. The business division will continue to benefit from the consolidation of the distribution landscape in key markets. For 2023, the Biesterfeld Plastic division's planning assumes an increase in the sales volume and a lower average price of the materials sold, so that sales are expected to reach EUR 932.3 million.

Based on the supply orders acquired in the previous years, which start to commercialise in 2022/2023, and new opportunities constantly opening up on the sales markets, e.g. due to the expansion of the suppliers' product portfolios, we expect a stable development of the business for the financial year 2023.



Based on the presented developments, the business division Biesterfeld Spezialchemie expects to generate sales of EUR 562.5 million in 2023.

As for the business division Biesterfeld Performance Rubber, the existing supplier relations will be strengthened and partnerships with new suppliers expanded in order to achieve profitable growth on the existing and new markets and based on new products. To that end, both the synergies within the Biesterfeld Group and the above-mentioned growth opportunities on international rubber markets will be used. Based on extensive technological expertise and know-how of the employees, the product and country portfolio will be further refined and the focus will be placed on key accounts and volume products. The sales revenues planned for the Biesterfeld Performance Rubber division in 2023 are EUR 78.5 million.



Altogether our planning is based on the following assumptions:

- moderate economic growth in the next years;
- regional activities will be only insignificantly affected by negative political developments and the existing and new free trade agreements and trade alliances;
- stable common currency in the eurozone;
- medium-term rise in interest rates in the USD and EUR countries;

Substantial deviations from these assumptions would have a corresponding influence on the business development of the Biesterfeld Group, whereas we do not expect any risks to the company's existence – based on currently available information.

Hamburg, 23 March 2023

Biesterfeld AG

Thomas Arnold
CEO

Carsten Harms
Management Board Member

Kai Froböse
Management Board Member

Peter Wilkes
Management Board Member





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2. Consolidated balance sheet as of 31 December 2022



Biesterfeld AG, Hamburg Consolidated balance sheet as of 31 December 2022

ASSETS	31.12.2022		Previous year
	EUR	EUR	EUR
A. FIXED ASSETS			
I. Intangible assets			
1. Licenses, industrial property rights and similar rights and assets	4.412.682,45		3.689.735,00
2. Goodwill	34.512.308,74		38.740.737,89
3. Advance payments	6.565,87		1.605.973,60
		38.931.557,06	44.036.446,49
II. Property, plant and equipment			
1. Land, similar rights and buildings including buildings on third-party land	3.562.005,67		3.269.245,06
2. Machinery	247.727,73		213.436,41
3. Other assets, furniture and fixtures and office equipment	3.723.145,42		3.424.845,30
4. Advance payments and assets under construction	5.566,24		0,00
		7.538.445,06	6.907.526,77
III. Financial assets			
1. Shareholdings in associates	11.095,82		11.414,30
2. Non-current securities	44.307,87		42.880,55
3. Other borrowings	317.629,00		117.629,00
		373.032,69	171.923,85
		46.843.034,81	51.115.897,11
B. CURRENT ASSETS			
I. Inventories			
1. Finished goods and merchandise	321.392.722,78		271.241.259,18
2. Advance payments	13.554.313,54		26.578.961,75
		334.947.036,32	297.820.220,93
II. Receivables and other assets			
1. Trade receivables	145.818.013,47		161.399.350,74
2. Other assets	29.824.326,14		29.933.288,43
		175.642.339,61	191.332.639,17
III. Securities			
Other securities		0,00	29.886.159,22
IV. Cash in hand and at bank		30.713.195,67	26.858.155,35
		541.302.571,60	545.897.174,67
C. PREPAID EXPENSES		3.172.597,74	2.056.746,82
D. DEFERRED TAXES		18.295,86	18.295,86
		591.336.500,01	599.088.114,46



EQUITY AND LIABILITIES	31.12.2022		Previous year
	EUR	EUR	EUR
A. EQUITY			
I. Subscribed capital		2.841.670,00	2.841.670,00
II. Capital reserves		6.259.253,00	6.259.253,00
III. Retained earnings			
1. Statutory reserves	284.167,00		284.167,00
2. Obligatory reserves (as per articles of association)	25.529,40		25.529,40
3. Other revenue reserves	37.863.844,67		29.362.735,70
		38.173.541,07	29.672.432,10
IV. Foreign currency translation differences		(12.430.058,30)	(11.871.282,43)
V. Minority interest		8.343.705,79	7.965.066,01
VI. Consolidated balance sheet profit		137.603.727,34	131.553.644,65
		180.791.838,90	166.420.783,33
VI. Profit participation bond capital		10.550.000,00	8.350.000,00
		191.341.838,90	174.770.783,33
B. PROVISIONS			
1. Pension provisions and similar liabilities	14.936.036,11		14.135.642,95
2. Tax provisions	5.739.888,34		7.128.475,40
3. Other provisions	18.079.022,77		18.250.888,28
		38.754.947,22	39.515.006,63
C. LIABILITIES			
1. Bonds	0,00		11.650.000,00
2. Liabilities to banks	229.577.681,23		200.773.390,29
3. Advance payments received under orders	2.694.543,62		2.228.717,75
4. Trade liabilities	97.499.043,92		126.657.709,86
5. Liabilities arising from the acceptance of bills	0,00		3.173.929,34
6. Liabilities to shareholders	6.318.503,29		0,00
7. Other liabilities	24.737.971,64		40.023.098,78
		360.827.743,70	384.506.846,02
D. DEFERRED INCOME		200.018,93	41.478,48
E. DEFERRED TAXES		211.951,26	254.000,00
		591.336.500,01	599.088.114,46





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3. Consolidated income statement for the financial year from 1 January to 31 December 2022





Biesterfeld AG, Hamburg Consolidated Income Statement for the financial year from 1 January to 31 December 2022

	2022	Previous year
	EUR	EUR
1. Net Sales	1.660.611.734,57	1.372.120.545,37
2. Other operating income	<u>35.306.697,44</u>	<u>20.523.206,50</u>
	1.695.918.432,01	1.392.643.751,87
3. Costs of materials		
Costs of merchandise purchased	<u>(1.398.090.985,37)</u>	<u>(1.140.766.401,49)</u>
	297.827.446,64	251.877.350,38
4. Personnel expenses		
a) Wages and salaries	(73.874.947,12)	(64.302.957,64)
b) Social security and pension expenses		
- incl. pension scheme expenses		
EUR 3,299,134.48 (previous year: EUR 2,251,275.22)	<u>(15.472.140,36)</u>	<u>(12.917.941,39)</u>
	(89.347.087,48)	(77.220.899,03)
5. Amortisation / Depreciation of intangible assets and property, plant and equipment	(6.888.564,97)	(5.572.426,95)
6. Other operating expenses	(107.168.797,18)	(81.408.120,71)
7. Investment income	198.767,56	0,00
8. Other interest and similar income	840.811,55	862.128,48
9. Amortisation of financial assets and current securities	(3.852.659,43)	(127.376,41)
10. Interest and similar expenses	(7.369.222,56)	(4.766.761,21)
- incl. from related parties EUR 18,503.29 (previous year: EUR 0.00)		
	<u>(10.182.302,88)</u>	<u>(4.032.009,14)</u>
11. Taxes on income and earnings	(25.645.331,71)	(23.632.747,33)
- incl. result from deferred taxes		
EUR -42,735.37 (previous year income: EUR 31,987.83)		
12. Profit after taxes	58.595.362,42	60.011.147,22
13. Other taxes	<u>(338.439,98)</u>	<u>(337.498,66)</u>
14. Consolidated annual net profit	58.256.922,44	59.673.648,56
15. Accumulated profit carried forward	131.553.644,65	111.611.221,60
16. Minority interest	(2.640.219,67)	(2.185.302,80)
17. Profit distribution	0,00	(23.074.360,40)
18. Redemption of treasury shares	(40.806.795,00)	0,00
19. Increase in other revenue reserves	(8.759.825,08)	(14.471.562,31)
20. Consolidated balance sheet profit	<u>137.603.727,34</u>	<u>131.553.644,65</u>





Rödl & Partner

4. **Notes to the consolidated financial statements for the financial year from 1 January to 31 December 2022**





Biesterfeld AG, Hamburg

Notes to the consolidated financial statements for the financial year from 1 January to 31 December 2022

1. General information and accounting principles

Biesterfeld AG, Hamburg, is entered in the company register kept by the District Court [Amtsgericht] in Hamburg under no. HRB 90396.

The consolidated financial statements and the annual financial statements of the individual companies included in the consolidated financial statements have been prepared in accordance with the rules of the German Commercial Code (HGB) and the supplementary rules of the German Stock Corporation Act (AktG). The notes contain the required disclosures or corresponding explanations. Unless otherwise expressly noted all disclosures are denominated in EUR thousand (EUR thousand).

The consolidated financial statements and the separate financial statements of Biesterfeld AG for the financial year from 1 January to 31 December 2022 are published in the Federal Gazette (Bundesanzeiger). The list of shareholdings constitutes a part of the notes.

2. Scope of consolidation

The consolidated financial statements include Biesterfeld AG and its subsidiaries. Subsidiaries are companies in which Biesterfeld AG holds the voting majority indirectly or directly or exercises uniform management.

Joint ventures are companies in which Biesterfeld AG exercises significant influence. These entities are included in the consolidated financial statements according to the percentage of the investment held.

Biesterfeld US Inc. and Biesterfeld Asia Pacific Ltd. were deconsolidated as of 31 December 2022, due to § 296 (2) HGB.

The companies consolidated can be found in the following list.



List of shareholdings

Affiliated companies	Registered office	% share of capital
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A. Affiliates

Corporations with a profit-and-loss sharing agreement

Biesterfeld Plastic GmbH	Hamburg	100.00
Biesterfeld Spezialchemie GmbH	Hamburg	100.00
BIT-SERV GmbH	Hamburg	100.00
Biesterfeld Internationale Beteiligungen GmbH	Hamburg	100.00
Biesterfeld Performance Rubber GmbH	Hamburg	100.00
Biesterfeld ChemLogS GmbH	Hamburg	100.00

Corporations

GME CHEMICALS(S) PTE.LTD	Singapore	71.84
b.yond ventures GmbH	Hamburg	100.00

B. Sub-subsidiaries

to GME CHEMICALS(S) PTE.LTD

GME CHEMTECH (MALAYSIA) SDN.BHD	Shah Alam	100.00
GME CHEMICALS (THAILAND) CO.LTD	Bangkok	90.00
PT GME INDONESIA	Tangerang	99.00
GME CHEMICALS (VIETNAM) CO.LTD	Ho-Chi-Minh-City	100.00
GME CHEMICALS (SHANGHAI) LTD	Shanghai	100.00
GME Chemicals (Philippines) Incorporated	Taguig	100.00



to Biesterfeld Plastic GmbH

Biesterfeld Polska Sp. z o.o.	Warsaw	100.00
Biesterfeld Plastic Benelux B.V.	Culemborg	100.00
Biesterfeld Interowa GmbH	Vienna	100.00
Biesterfeld Interowa GmbH & Co. KG	Vienna	100.00
Biesterfeld Petroplas Ltd.	Abingdon	51.00
Biesterfeld Plastic Suisse AG	Liestal	100.00
Biesterfeld Nordic AB	Malmö	100.00
Biesterfeld Plastic Hellas A.E.	Athens	1.00
OOO Biesterfeld Spezialchemie Rus ***)	Moscow	0.8

to Biesterfeld Interowa GmbH & Co. KG

Biesterfeld Plastic Hellas A.E.	Athens	99.00
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to Biesterfeld Spezialchemie GmbH

Biesterfeld Spezialchemie d.o.o.	Zagreb	100.00
Biesterfeld Speciális Kemikáliák Magyarország Kft.	Budapest	100.00
Biesterfeld Silcom s.r.o.	Prague	51.00
Biesterfeld Chemia Specjalna Sp. z o.o.	Warsaw	100.00
LLC Biesterfeld Spezialchemie Ukraine	Kiev	100.00
Biesterfeld Spezialchemie Austria GmbH	Vienna	100.00
Biesterfeld Spezialchemie Austria GmbH & Co. KG	Vienna	100.00
Biesterfeld Helvetia AG	Liestal	100.00
OOO Biesterfeld Spezialchemie Rus ***)	Moscow	99.2
MILAR Sp. z o.o.	Grodzisk Mazow	100.00
Biesterfeld Asia Pacific Ltd. **)	Hong Kong	100.00
Biesterfeld U.S. Inc. **)	Fort Lauderdale	100.00
Biesterfeld do Brasil Ltda.	São Paulo	99.94
Chemische Produkten Gesellschaft mbH	Hamburg	100.00
Biesterfeld International Kimya San.Tic.Ltd.Sti.	Istanbul	70.00



Biesterfeld International (Thailand) Ltd. *)	Bangkok	48.99
to Biesterfeld Silcom s.r.o.		
Biesterfeld Silcom Slovakia s.r.o.	Bratislava	100.00
to <u>Biesterfeld Internationale Beteiligungen GmbH</u>		
Biesterfeld France S.à.r.L.	Rueil-Malmaison	100.00
Biesterfeld Ibérica S.L.U.	Sant Just Desvern	100.00
Lindberg & Lund AS	Vestby	100.00
Biesterfeld Shanghai Co. Ltd.	Shanghai	100.00
to <u>Lindberg & Lund AS</u>		
Lindberg & Lund Oy AB	Pargas	100.00
ABIC Kemi AB	Norrköping	100.00

* Voting majority

** Biesterfeld US Inc. and Biesterfeld Asia Pacific Ltd. were deconsolidated as of 31 December 2022.

*** OOO Biesterfeld Spezialchemie Rus has been recognised at amortised cost since 31 December 2022 (transitional consolidation; § 296 (2) HGB), as business activities in Russia were discontinued in the financial year. In turn, the acquisition costs of the shareholding were written down by 100%.

Major shareholdings	Registered office	% share of capital
to <u>Biesterfeld Plastic GmbH</u>		
Biesterfeld Polybass Spa *)	Milan	50.00
Biesterfeld Plastik Ticaret A.S. *)	Istanbul	50.00
Biesterfeld Simko Distribuicao S.A. *)	São Paulo	50.00
to <u>Biesterfeld Spezialchemie GmbH</u>		
Biesterfeld Özel Kimyasallar Ticaret A.S. *)	Istanbul	50.00
Biesterfeld Polychem S.r.l. *)	Milan	50.00

*) inclusion on a pro-rata basis



3. Consolidation methods

The reporting date of the consolidated financial statements and the included individual financial statements

The consolidated financial statements are based on the separate financial statements of Biesterfeld AG and the subsidiaries included. They are prepared as of the reporting date 31 December 2022.

Capital consolidation

Capital consolidation for all entities first consolidated prior to 1 January 2010 was performed using the book value method. The acquisition costs of the shares acquired were set off against the book value of proportional equity of the subsidiary, as a rule, at the time when it was first included. Differences arising from these set-offs have been allocated to the balance sheet items of the subsidiaries, in accordance with the Group's accounting and valuation principles, in amounts up to their present value. Any differences remaining on the asset side have been capitalised and in general set off against reserves over a period of 15 years without affecting profit or loss. Joint ventures are consolidated proportionally. The re-valuation method has been applied to all acquisitions starting on 1 January 2010. In doing so, equity is carried in the amount corresponding to the present value of the assets, liabilities and deferred items to be included in the consolidated financial statements as of the time of first inclusion in the consolidated financial statements. Any difference remaining after set-off of the difference on the asset side is reported as goodwill. The depreciation of differences on the asset side is recognised in the income statement. The entities consolidated on a pro-rata basis are consolidated with the share of voting rights.

An adjusting entry was created within equity as "Non-controlling interest" for the shares in consolidated subsidiaries not held by the parent entity.

If, after gaining the controlling influence, further shares in a subsidiary are acquired without the subsidiary losing the status of a subsidiary, these transactions are reported as acquisition transactions. In this process, the acquisition costs of the further shares are offset against the corresponding minority interest in equity at the time the shares are acquired, and any arising difference is capitalised and amortised according to the straight-line method.

Debt consolidation

All receivables and liabilities, or provisions and accruals between consolidated entities have been eliminated. Bad debt allowances and depreciation of these receivables in separate financial statements are reversed for the purpose of the consolidated financial statements or if there are risks from the Group's point of view, transferred to the provisions. The receivables and liabilities in entities consolidated on a pro-rata basis are eliminated accordingly.



Treatment of interim results

Inter-company results arising from internal supplies, not yet realised in sales with third parties, are as a rule eliminated from the consolidated financial statements if these pertain to material amounts.

Expense and income consolidation

Sales from internal supplies and other internal group income are setoff against the corresponding expenses.

Currency translation

The financial statements prepared in foreign currencies by the consolidated group companies use the modified closing rate method. Therefore expense and income from the financial statements of subsidiaries prepared in foreign currencies have been translated using the annual average exchange rate; while assets and liabilities were translated at the exchange rate as of the reporting date. The currency difference from translation of the equity is set off against equity. Translation differences resulting from exchange rates deviating in the income statement have been recognised in profit and loss. Due to the continuing high inflation in Turkey, it was checked whether an inflation adjustment would have to be made as of the reporting date. As it was of minor importance, it was not done.

Exchange rate-related offsetting differences arising as part of debt consolidation have no effect on the group earnings and are reported without affecting profit or loss under the item 'Change in equity resulting from currency translation'.

The assets and liabilities in the separate financial statements denominated in foreign currencies and due in less than one year have been translated at the average spot rate as of the closing date in accordance with § 256 a HGB.

Specially secured receivables or liabilities are valued at the hedging rate. Cash on hand and in bank denominated in foreign currencies is translated at the average spot exchange rate as of the reporting date.

One group company combined foreign exchange forward transactions concluded by it to secure itself against the foreign exchange risk and the hedged items into valuation units (hedge relationships).

The forward exchange contracts of USD 30.5 million concluded to reduce the effects of currency risks are combined into valuation units in the form of macro-hedges with USD-denominated receivables and those of PLN 35.0 million with PLN-denominated receivables of the Company. Future positive and negative cash flows and the changes in the market value of the hedged items and hedges will be offset



in the full amount within next six months, because the key parameters of the hedges (such as the amount, maturity and currency) correspond with the receivables. This assessment will be made according to the Critical Terms Match method.

As of the balance sheet date, the Group reported 16 forward exchange contracts with a nominal value of USD 3,078,700.85 and maturities until March 2023, 5 forward exchange contracts with a nominal value of GBP 211,628.71 and maturities until January 2023, and 15 forward exchange contracts with a nominal value of THB 32,577,647.47. The fair value amounted to EUR -69,677.78, EUR -526.68, and EUR -63,742.84 and was considered in the balance sheet through the formation of provisions for contingent losses. Furthermore, the Group had 37 forward exchange contracts with a nominal value of GBP 1,615,674.57 and a positive market value of EUR 20,598.77, as well as 6 forward exchange contracts with a nominal value of USD 665,982.05 and a positive market value of EUR 3,946.36.

To hedge highly probable expected or already contracted transactions, forward exchange contracts in the amount of USD 3,685,745.07 with a negative market value of EUR -31,839.06, as well as forward exchange contracts in the amount of USD 3,203,618.56 with a positive market value of EUR 11,145.22, and one forward exchange contract in the amount of USD 62,400.00 with a positive market value of EUR 326.18 were recognised. The transactions were grouped in valuation portfolios, as future positive and negative cash flows will offset each other by August 2023, and were therefore not taken into account in the balance sheet. The aim of hedging is to eliminate exchange rate risks.

All remaining balance sheet items of these companies in foreign currencies were measured at the closing rate for 2022. Relevant EUR deviations are taken into account in the financial statements.

The exchange rates underlying the most important currency translations are presented in relation to EUR 1 below:

	ISO Code	Closing rate		Average rate	
		31/12/2022	Previous year	2022	Previous year
US dollar	USD	1.067	1.133	1.053	1.183
Hong Kong dollar	HKD	8.316	8.833	8.245	9.193
Hungarian forint	HUF	400.870	369.190	391.290	358.520
Croatian kuna	HRK	7.537	7.516	7.535	7.529
Czech crone	CZK	24.116	24.858	24.566	25.640
Ukrainian hryvnia	UAH	39.490	30.923	34.144	32.261



Polish zloty	PLN	4.681	4.597	4.686	4.565
Swiss franc	CHF	0.985	1.033	1.005	1.081
Turkish lire	TRY	19.965	15.234	17.409	10.512
British pound	GBP	0.887	0.840	0.853	0.860
Brazilian real	BRL	5.639	6.310	5.440	6.378
Chinese yuan renminbi	CNY	7.358	7.195	7.079	7.628
Norwegian krone	NOK	10.514	9.989	10.103	10.163
Russian ruble	RUB	78.666	85.300	73.710	87.153
Thai baht	THB	36.835	37.653	36.856	37.837
Swedish krona	SEK	11.122	10.250	10.630	10.147
Indonesian Rupiah	IDR	16,519.820	16,100.420	15,625.250	16,920.720
Malaysian ringgit	MYR	4.698	4.718	4.628	4.902
Singapore dollar	SGD	1.430	1.528	1.451	1.589
Vietnamese dong	VND	25,267,420	25,918.700	24,635.060	27,172.290



4. Accounting and measurement approaches

We also apply the accounting and valuation principles of Biesterfeld AG to the consolidated financial statements. Carrying amounts from the financial statements of subsidiaries included that vary substantially from the uniform group principles have been adjusted accordingly.

As a rule, the Company did not exercise the option to capitalise deferred tax assets because of the arising tax reliefs. To ensure that the option is exercised consistently within the Group, the subsidiaries did not recognise their deferred tax assets.

Purchased intangible assets are carried at acquisition cost and reduced by scheduled amortisation corresponding to their useful life, to the extent subject to wear and tear. A useful life of 15 years is applied to goodwill purchased. Amortisation of these assets over this period also reflects their sustainability since the goodwill purchased arises fundamentally from the Group's entry into or expansion of its presence in the market segments. Any exceptions are noted explicitly.

Software licenses are written off over three years.

Various distribution rights are amortised over five years.

Property, plant and equipment is carried at acquisition or production costs and reduced by scheduled depreciation according to the straight-line method to the extent subject to wear and tear. Depreciation of property, plant and equipment is charged according to the expected economic useful life. In this process, the current tax depreciation tables were applied to calculate the estimated useful life for domestic additions in the financial year.

The straight-line method is the prevailing method applied abroad. No adjustment is made for German GAAP since the property, plant and equipment abroad is of minor significance. If impairment is permanent then an additional impairment loss is recognised. Pursuant to § 6 (2 a) of the German Income Tax Act (EStG) a collective item is created for moveable fixed assets subject to wear and tear, acquisition or production costs of which are more than EUR 250.00 but do not exceed EUR 1,000.00, and is subject to straight-line depreciation each time at 20% over 5 years. If the entity disposes of the asset the collective item is not reduced.

Financial assets are carried at face value.

Inventories are valued at acquisition cost using the average purchase price method. The lower of replacement costs or net realisable value on the balance sheet date are considered in form of write-



downs to the lower value. Write-downs are also made for inventory risks arising from excessive storage time or reduced marketability.

Receivables and other assets are generally carried at face value. The measurement is made in accordance with recognised methods. All items burdened with risk are handled by creating reasonable separate bad debt allowances. The general risk of default was accounted for by making a lump-sum value adjustment write-down.

Framework agreements for asset-backed securities (ABS) transactions were concluded for seven fully consolidated entities. These provide for sale of trade receivables via Biesterfeld AG to a purchasing company of the Landesbank Baden-Württemberg (LBBW) for the outstanding nominal amount less a discount. There are two purchase agreements (one for the receivables denominated in USD and one for the receivables denominated in EUR).

One of the most important advantages of ABS is the release of liquidity by means of selling receivables and the transfer of the receivables loss risk to the purchasing company. At the same time, the liquidity risk can be reduced since the cash flows to the entity regardless of the possible payment delays by its debtors. The repayment of liabilities using these funds lowers the debt ratio. Moreover it allows improving the balance sheet and capital structure. However, ABS transactions require complex organisational processes as well as intensive monitoring and reporting. This implies a qualitative improvement in receivables management.

Reversals of write-downs on fixed and current assets are made when the reasons for the impairment have lapsed.

Cash on hand and in bank is carried at face value.

Prepaid expenses are carried at their nominal value.

Provisions are determined in accordance with the principles of § 253 HGB. Here, the carrying amount is to reflect the necessary repayment amount according to prudent commercial judgement pursuant to § 253 (1) HGB. All provisions due in more than one year are discounted using the average market interest rate published by the Deutsche Bundesbank (§ 253 (2) HGB). In this process, pursuant to § 253 (2) sentence 2 HGB, a maturity of 15 years is assumed as a lump-sum value for long-term personnel provisions.

Pension provisions are valued according to recognised actuarial principles using the so-called projected unit credit method (PUC method). The amount of the accrual is defined under the PUC method as the actuarial present value of pension commitments vested in employees at this point in time,



pursuant to the pension formula and vesting rules, based on their terms of employment rendered in the past. The biometric computation base applied was based on the "2018 G" mortality tables of Dr. Klaus Heubeck. The assumed salary and pension trend was each time 2.25 % p.a. Discounting was based on an average remaining term of 15 years and the last 10 years' average market interest rate of 1.79 % announced by the Deutsche Bundesbank (previous year: 1.87 %).

Obligations arising from **anniversary bonus commitments** are valued at the amount to be paid based on reasonable business assessment (§ 253 (1) sentence 2 HGB). In terms of valuation the necessary repayment amount constitutes the expected value of anniversary payments on the basis of knowledge available on the balance sheet date. The projected-unit-cost method of actuarial valuation is applied. The interest rate used for accounting purposes was determined pursuant to the rules of the Provisions Discount Ordinance (Rückstellungsabzinsungsverordnung) and amounted to 1.45 % (prior year: 1.35 %). The Dr. Klaus Heubeck "2018 G" mortality tables were applied.

Liabilities pursuant to § 253 (1) sentence 2 HGB are carried at repayment value.

Deferred tax assets and liabilities arise from differences between the commercial and the tax balance sheet expected to offset each other in future financial years. The measurement is based on company-specific tax rates.

The reported deferred taxes result from HBII adjustments. Beyond that, deferred tax liabilities (EUR 636 thousand) were created in 2013 as part of the initial consolidation of Küttner GmbH, Römerberg, for intangible assets acquired; to be reversed over a period of 15 years.



5. Explanations to the consolidated balance sheet

Intangible assets

In EUR thousand	Licenses, industrial property rights and similar rights and assets as well as licenses for such rights and assets	Goodwill	Advance payments	Total
Costs				
Opening balance at 01/01/2022	11,147	77,107	1,606	89,860
Additions	872	0	5	878
Disposals	3	1,392	6	1,401
Reclassification	1,598	0	-1,598	0
Currency differences	-2	-27	0	-29
Closing balance at 31/12/2022	13,613	75,688	7	89,308
Amortisation				
Opening balance at 01/01/2022	7,457	38,367	0	45,824
Additions	1,746	4,137	0	5,883
Disposals	3	1,328	0	1,331
Currency differences	0	0	0	0
Closing balance at 31/12/2022	9,200	41,176	0	50,376
Carrying value FY	4,413	34,512	7	38,932
Carrying value PY	3,690	38,741	1,606	44,036



Property, plant and equipment

	Land and similar rights and buildings including buildings on third-party land	Machinery	Other assets, furniture and fixtures and office equipment	Advance payments and assets under construction	Total
EUR thousand					
Costs					
Opening balance at 01/01/2022	11,390	4,320	15,434	0	31,144
Additions	1,072	121	1,474	6	2,673
Disposals	641	34	441	0	1,116
Reclassification	0	0	0	0	0
Currency differences	-7	-1	22	0	14
Closing balance at 31/12/2022	11,815	4,406	16,489	6	32,715
Amortisation					
Opening balance at 01/01/2022	8,121	4,106	12,009	0	24,236
Additions	139	86	1,226	0	1,450
Disposals	7	34	469	0	510
Currency differences	0	0	0	0	0
Closing balance at 31/12/2022	8,253	4,158	12,766	0	25,176
Carrying value FY	3,562	248	3,723	6	7,538
Carrying value PY	3,269	213	3,425	0	6,908

Financial assets

	Shareholdings in other companies	Non-current securities	Other borrowings	Total
EUR thousand				
Costs				
Opening balance at 01/01/2022	11	43	134	189
Additions	3,010	0	200	3,210
Disposals	0	0	0	0
Reclassification	0	0	0	0
Currency differences	0	1	0	1
Closing balance at 31/12/2022	3,021	44	334	3,400
Amortisation				
Opening balance at 01/01/2022	0	0	17	17
Additions	3,010	0	0	3,010
Disposals	0	0	0	0
Currency differences	0	0	0	0
Closing balance at 31/12/2022	3,010	0	17	3,027
Carrying value FY	11	44	318	373
Carrying value PY	11	43	118	172



Other assets

Other assets total EUR 348 thousand (prior year: EUR 114 thousand) and fall due in more than one year.

Deferred taxes

Deferred taxes are computed based on temporary differences between the balance sheet items viewed under commercial law and tax law pursuant to § 274 HGB. An overall tax rate of 29.2 % was used to compute deferred taxes.

The disclosed deferred taxes mainly arise from consolidation measures and amount to EUR 18 thousand (deferred tax assets) and EUR 212 thousand (deferred tax liabilities).

Equity

With respect to changes we refer you to the statement of changes in group equity. The amount available for distribution to the shareholders on the reporting date corresponds to the profit appropriation proposal in the amount of EUR 0.00 submitted by the management board.

Subscribed capital

The subscribed capital totals EUR 2,841,670.00 and is divided into 2,524,970 (prior year: 2,841,670) registered no-par value shares. On 28 April 2022, the general shareholders' meeting of Biesterfeld AG resolved to acquire 316,700 shares in Biesterfeld AG and to redeem them after the acquisition in a simplified procedure without changing the share capital.

Minority interest share

This pertains to the shares in six companies included in the consolidated financial statements.

Bonds with participation rights

As of 1 July 2015, Biesterfeld AG issued 400 registered bonds with participation rights with a total nominal value of EUR 20,000,000.00. The nominal value of every single bond with participation rights amounts to EUR 50,000. These are unsecured bonds with participation rights, without participation in any liquidation revenue.

The bond with participation rights grants an annual claim to dividend and a repayment claim when the bond with participation rights matures. Holders of the bonds with participation rights are entitled to distribution from the time payment is received; the ordinary term ends on 30 June 2022. Holders of the bonds with participation rights participate in a loss by the Biesterfeld Group. The bonds with participation rights carry creditor rights, however, no rights to attend, participate and vote in the general shareholders' meeting. In the case of insolvency or liquidation of the company, the claims of holders of bonds with



participation right are senior to those of shareholders but subordinated to all other creditors of the company.

The profit distribution claim for each full year is a fixed % rate of the original nominal value, i.e. the par value of the bond with participation right not reduced by participation in a loss. If the group earnings prior to profit participations are negative then the profit distribution claim for the relevant year does not apply. However it is to be paid as arrears in the following years if and when in these financial years the group result, prior to bonds with participation rights and after satisfaction of any replenishment claims, exceeds the undiminished amount of the profit distribution claim and the company's equity would not be reduced by the distribution below the nominal value of the registered capital. The subsequent payment claim is also subject to interest.

The profit participation rights in the amount of EUR 8.35 million originally due on 30 June 2022 were extended with a term of seven years in the previous year. In addition, due to capital received from further investors in exchange for profit participation rights, profit participation bond capital was extended to an amount of EUR 10.55 million as of the issue date of 30 June 2022.

The ongoing compensation for this bond with participation right and a prior bond with participation right is recognised in the income statement under the item "Interest and other expenses" and is EUR 1.0 million in the 2022 financial year.

Provisions for pensions and similar obligations

Obligations from pension commitments are secured in part by the so-called plan assets. These assets serve solely to satisfy pension obligations and are not accessible to any other creditor. A setoff is made according to the BilMoG provisions (§ 246 (2) sentence 2 HGB). The present value of the plan assets is EUR 88 thousand. The costs total EUR 2,645 thousand (prior year: 2,642). The valuation is performed according to generally recognised valuation methods.



In EUR thousand	Target value	Plan assets	Consumptions	Dissolution	Addition	Net balance sheet disclosure
Balance as of 01/01/2022	17,452	-1,688	-7,754	-1,284	7,410	14,136
1) Expense from pension payments	0	0	-43	0	2043	2000
2) Interest expense	0	0	0	0	254	254
3) Change of discount rate on interest expense	0	0	0	0	92	92
4) Change in value of plan assets / interest income	0	64	0	-3	0	61
5) Addition/ withdrawal of plan assets	0	-3	0	0	0	-3
6) Payment of retirement benefits	0	0	-1,477	0	0	-1,477
7) Termination of obligations due to pensioner's death	0	0	0	-127	0	-127
8) Acquisitions / Transfers	0	0	-657	0	657	0
Balance as of 31/12/2022	17,452	-1,627	-9,931	-1,414	10,456	14,936

The amount of difference arising from the discounting of provisions for pensions at the last 10 years' average market interest rate compared to the discounting at the last 7 years' average market interest rate is EUR 403 thousand. This difference amount is blocked from the distribution.

Other provisions

EUR thousand	31/12/2022	Previous year
Tax provisions	5,740	7,128
Other provisions	18,079	18,251
	23,819	25,379

Other provisions and accruals comprise provisions for staff commitments and outstanding invoices.



Liabilities

EUR thousand	31/12/2022	Including residual term			Previous year	Including residual term		
	Total	up to 1 year	Between 1 and 5 years	over 5 years	Total	up to 1 year	Between 1 and 5 years	over 5 years
Bonds	0	0	0	0	11,650	11,650	0	0
Liabilities to banks	229,578	96,537	51,141	81,900	200,773	50,576	58,098	92,100
Advance payments received under orders	2,695	2,695	0	0	2,229	2,229	0	0
Trade liabilities	97,499	97,499	0	0	126,658	126,658	0	0
Liabilities from bills of exchange	0	0	0	0	3,174	3,174	0	0
Liabilities to shareholders	6,319	6,319	0	0	0	0	0	0
<i>of which to related parties</i>	6,319	6,319	0	0	0	0	0	0
Other liabilities	24,737	24,729	8	0	40,023	39,986	26	11
<i>incl. tax payable</i>	11,841	11,841	0	0	13,871	13,871	0	0
<i>incl. liabilities to social security</i>	826	826	0	0	810	810	0	0
	360,828	227,779	51,149	81,900	384,507	234,272	58,124	92,111



6. Explanations to the income statement

Sales revenues

By segment in EUR thousand	Reporting year	Group sales		
		Previous year		
Plastic	948,203	57.1%	835,818	60.9%
Spezialchemie	546,526	32.9%	466,117	23.1%
Rubber	84,965	5.1%	65,797	4.8%
Other	80,918	4.9%	4,389	0.3%
Consolidated sales	1,660,612	100.0%	1,372,121	100.0%

Geographical breakdown in EUR thousand	2022	Group sales		
		Previous year		
Germany	392,253	23.6%	344,300	25.1%
European countries	1,058,055	63.7%	891,024	64.9%
Other countries	210,304	12.7%	136,797	10.0%
Consolidated sales	1,660,612	100.0%	1,372,121	100.0%

Other operating income

Other operating income includes currency gains in the meaning of § 277 (5) HGB in the amount of EUR 28,372 thousand (previous year: EUR 16,354 thousand).

Other operating expenses

Other operating expenses include currency losses in the meaning of § 277 (5) HGB in the amount of EUR 29,529 thousand (previous year: EUR 17,006 thousand).

Interest and similar expenses

Interest and similar expenses include interest expenses arising from the discounting of pension provisions at EUR 346 thousand (previous year: EUR 792 thousand), which are reported as offset against interest income arising from the interest on the plan assets for pension provisions at EUR 64 thousand (previous year: EUR 82 thousand).

Interest and similar expenses also include expenses arising from the interest on provisions for jubilee benefits at EUR 6 thousand (previous year: EUR 4 thousand).



7. Other information

Other financial commitments

<u>Rental and leasing agreements in EUR thousand</u>	<u>2022</u>	<u>Previous year</u>
Expenses for subsequent year	5,772	3,884
Total expenditures > 2 years	9,646	7,694
	15,274	11,578

Contingent liabilities

In 2020, the subsidiary Biesterfeld Iberica S.L.U. joined the existing framework agreement for an asset-backed security (ABS) transaction, in place since May 2008, and Biesterfeld U.S. Inc. withdrew from the transaction. The subsidiaries Biesterfeld Plastic GmbH, Biesterfeld Spezialchemie GmbH, Biesterfeld Performance Rubber GmbH, Biesterfeld Interowa GmbH & Co. KG, Biesterfeld Spezialchemie Austria GmbH & Co. KG, Biesterfeld Iberica S.L.U. and Biesterfeld France S.á.r.l. continue to sell trade receivables to Biesterfeld AG in the context of group-wide financing based on the framework agreement on Asset-Backed Securities (ABS) in force since May 2008, which in turn sells them to a purchasing company. By securitising these receivables, favourable refinancing opportunities in the capital market are utilised.

In the context of the ABS transaction there is a risk of an obligation to make an additional contribution of up to 2% of the receivables sold.

Based on our assessment, given the current general economic situation of the Group, there are no indications for any risk that the above-mentioned contingent liabilities and obligations will materialise.

Financial instruments

To hedge currency positions in operative business we use instruments such as foreign exchange forwards. The fair values are measured using recognised valuation models.

The foreign exchange forwards have remaining maturity terms of up to 6 months.

As of the balance sheet date there were foreign exchange forward transactions presented in the following table, summarised as valuation units together with the current receivables and liabilities to eliminate exchange rate risks since the future positive and negative cash flows will set off each other by July 2023.



Transaction currency (TC)	Number	Volume in TC million	Market value in EUR thousand
USD	11	30.50	588
PLN	1	35.00	154

To hedge the transactions most probably expected the foreign exchange forward transactions were concluded as of the balance sheet date, shown in the following table.

Transaction currency (TC)	Number	Volume in TC million	Market value in EUR thousand
USD	16	3.69	-31.8
USD	15	3.20	11.2
USD	1	0.06	0.03

These transactions were not included in the reporting due to their anticipative nature.

In addition, there were foreign exchange forward transactions -shown in the following table- of which negative fair values were recognised in the balance sheet by creating provisions for impending losses.

Transaction currency (TC)	Number	Volume in TC million	Market value in EUR thousand
USD	6	0.67	3.9
USD	16	3.08	-69.7
THB	15	32.58	-63.7
GBP	37	1.62	20.6
GBP	5	0.21	-0.05



Cash flow statement

Cash and cash equivalents reported in the cash flow statement comprise cash and cash in bank (EUR 30,713 thousand) and liabilities to banks falling due at any time (EUR 80,647 thousand).

With respect to companies consolidated on a pro-rata basis in the financial statements, the share of cash and cash equivalents is EUR 3,838 thousand.

Average number of staff for the year

	2022	Previous year
Employees	919	834
Trainees	21	18
Employees in fully consolidated companies	940	852
Employees of companies consolidated on a pro-rata basis	103	95
Total	1,043	947

Disclosure of annual financial statements of subsidiaries

The following companies exercised the exemption regulations pursuant to § 264 (3) HGB. The consolidated financial statement has an exemption effect in this regard on:

- Biesterfeld Plastic GmbH, Hamburg
- Biesterfeld Spezialchemie GmbH, Hamburg
- Biesterfeld Performance Rubber GmbH, Hamburg
- Biesterfeld Internationale Beteiligungen GmbH, Hamburg
- BIT-SERV GmbH, Hamburg
- Biesterfeld ChemLogS GmbH, Hamburg
- Chemische Produkten GmbH, Hamburg

Consolidated financial statements

Biesterfeld AG, Hamburg prepares consolidated financial statements for the smallest part of the Group. The consolidated financial statements of Biesterfeld AG are published in the electronic Federal Gazette (Bundesanzeiger).

For the largest part of the Group, Biesterfeld Vermögensverwaltung GmbH & Co. KG, Hamburg, prepares consolidated financial statements.



Proposal for profit appropriation

The management board of Biesterfeld AG proposes to the ordinary annual general meeting that no dividend be paid out and the balance sheet profit be carried over into a new account.

Total remuneration of auditors 2022

	<u>EUR thousand</u>
Annual audit	271
Other services	<u>0</u>
Total	<u>271</u>

Information regarding the supervisory board and the board of directors of Biesterfeld AG

Board of directors

Members of the management board are or were Messrs:

Thomas Arnold (Diplom-Betriebswirt), Jesteburg (CEO)

Carsten Harms, (Kaufmann), Hamburg

Kai Froböse (Diplom-Betriebswirt), Seevetal

Peter Wilkes (Diplom-Volkswirt), Hamburg

The total remuneration of the Management Board for the financial year 2022 amounted to EUR 5,188.0 thousand.

No loans and contingent liabilities exist with respect to the management.

Provisions for current pensions and vested pensions in the amount of EUR 4.516.819,00 have been accrued for former members of the management body of the company's legal predecessor. Pension payments to former members of the governing body in the amount of EUR 389,311.38 were rendered in the financial year.



Supervisory Board

Members of the supervisory board are:

Dirk J. Biesterfeld, Hamburg	Kaufmann (Chairman)
Carola Biesterfeld, Hamburg	Diplom-Kauffrau (Deputy Chairperson)
Thomas Borst, Niederstetten	Diplom-Kaufmann
Dr. Jens J. Kruse, Braak	Diplom-Kaufmann
Dr. Matthias Kreysel, Meilen	Diplom-Chemiker (since 18/01/2022)
Christoph Möltgen, Mülheim a.d. Ruhr	Diplom-Volkswirt (since 18/01/2022)

In 2022, the supervisory board received remuneration in the amount of EUR 228.833,33.

No loans or contingent liabilities exist between the company and the supervisory board.

Hamburg, 23 March 2023

Biesterfeld AG

Thomas Arnold
CEO

Carsten Harms
Management Board Member

Kai Froböse
Management Board Member

Peter Wilkes
Management Board Member





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5. **Cash flow statement for the financial year from 1 January to 31 December 2022**





Biesterfeld AG, Hamburg Cash flow statement for the financial year from 1 January to 31 December 2022

in EUR thousand	2022	2021
Consolidated annual net profit	58.257	59.674
+ Depreciation of fixed assets	10.343	6.097
+ Increase in provisions	285	7.592
- Other income not affecting cash flow	-544	-4.318
-/+ Increase/decrease in inventories and trade receivables and other assets not attributable to investing or financing activities	4.324	-234.281
+/- Increase/decrease in trade liabilities and other equity & liabilities not attributable to investing or financing activities	-44.470	36.378
+ Interest expenses/interest income	6.528	4.032
+ Income tax expense	25.645	23.633
- Income tax paid	-29.217	-17.422
Cash flow from operating activities	31.151	-118.615
+ Disposal of intangible fixed assets (including currency differences)	70	21
- Investments in intangible fixed assets	-878	-6.580
+ Payments from disposal of property, plant and equipment (including currency differences)	606	120
- Cash payments for investments in property, plant and equipment	-2.673	-2.626
- Payments for additions to the consolidated companies	0	-17.793
+ Disposal of financial assets	0	18
- Cash payments for investments in financial assets	-200	0
+ Received interest	841	862
Cash flow from investing activities	-2.234	-25.978
+ Payments received with respect to finance loans from shareholders	6.300	0
+ Payments received with respect to borrowings	2.200	100.000
- Payments for the repayment of finance loans	-13.350	-23.700
- Interest paid	-7.131	-4.050
- Payments made to the parent's shareholders with respect to decreasing equity	-40.807	0
- Dividends paid to shareholders of the parent company	0	-16.475
- Dividends paid to other shareholders	-2.674	-8.069
Cash flow from financing activities	-55.462	47.706
Increase/Decrease in cash and cash equivalents affecting the cash flow	-26.545	-96.887
+ Opening cash balance	-23.389	73.498
Closing cash balance	-49.934	-23.389





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6. Statement of changes in group equity





Biesterfeld AG, Hamburg
Consolidated statement of changes in equity for the financial year 2022

	Equity of the parent company										Non-controlling interest			EUR	
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR		EUR
	Subscribed ordinary shares	Capital reserves	Statutory reserves	Retained earnings	Other reserves	Consolidated balance sheet profit	Adjustment for consolidation of capital	Foreign currency translation differences	Profit participation bond capital	Total	Non-controlling interest before transaction and annual result	Equity differences from currency translation to non-controlling interest	Profits allocated to non-controlling interest	Total	EUR
Balance as of 31 December 2020	2.841.670,00	6.259.253,00	284.167,00	15.989.038,50	111.611.221,60	1.560,00	-2.563.293,80	20.660.000,00	748.807.556,50	2.745.163,46	-245.252,19	1.711.135,79	4.191.047,06	155.186.605,96	
Paid dividend/distribution				-23.074.360,40					-23.074.360,40	-1.470.284,65			-1.470.284,65	-34.544.645,05	
Allocation to retained earnings				14.336.734,32					14.336.734,32	1.711.135,79			1.711.135,79	0,00	
Increase/Decrease in reserves				7.500,00					7.500,00	2.921.664,02	137.306,78		2.921.664,02	-526.007,72	
Other movements				57.488.345,76					57.488.345,76					-15.034.294,81	
Consolidated annual net profit				29.389.265,10					29.389.265,10	5.907.708,62	-127.945,41	2.185.302,80	7.995.066,01	59.673.698,96	
Balance as of 31 December 2021	2.841.670,00	6.259.253,00	284.167,00	29.389.265,10	131.153.644,65	0,00	-11.871.192,43	8.350.000,00	166.805.717,32	5.907.708,62	-127.945,41	2.185.302,80	7.995.066,01	174.770.783,33	
Paid dividend/distribution				-444.419,14					-444.419,14	-2.673.934,51			-2.673.934,51	-2.673.934,51	
Allocation to retained earnings				8.945.528,11					8.945.528,11	2.185.302,80			2.185.302,80	0,00	
Increase/Decrease in reserves				55.185.570,87					55.185.570,87	36.185,50	382.169,12		382.169,12	567.872,15	
Other movements				137.603.727,34					137.603.727,34	5.448.262,41	254.223,71	2.640.219,67	8.343.705,79	59.135.385,37	
Consolidated annual net profit				37.889.374,07					37.889.374,07	5.448.262,41	254.223,71	2.640.219,67	8.343.705,79	91.134.838,90	
Balance as of 31 December 2022	2.841.670,00	6.259.253,00	284.167,00	37.889.374,07	137.603.727,34	0,00	-12.430.038,30	10.550.000,00	182.896.133,11	5.448.262,41	254.223,71	2.640.219,67	8.343.705,79	191.134.838,90	





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7. Auditor's Opinion





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Auditor's Report

INDEPENDENT AUDITOR'S REPORT

To Biesterfeld AG, Hamburg

Audit opinions

We have audited the consolidated financial statements of Biesterfeld AG, Hamburg, and its subsidiaries (the Group) – which comprise the consolidated balance sheet as of 31 December 2022, the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the financial year from 1 January 2022 to 31 December 2022, as well as the notes to the consolidated financial statements, including the presentation of the accounting and valuation policies. In addition, we have audited the consolidated management report of Biesterfeld AG, Hamburg, for the financial year from 1 January 2022 to 31 December 2022.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the net assets and financial position of the Group as at 31 December 2022 and of its results of operations for the financial year from 1 January 2022 to 31 December 2022 in compliance with German Legally Required Accounting Principles; and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this consolidated management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to Article 322 paragraph 3 sentence 1 HGB [Handelsgesetzbuch: German Commercial Code], we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the consolidated management report.

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and the consolidated management report in accordance with Article 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). We have audited the consolidated financial statements additionally in compliance with the International Standards on Auditing (ISA). Our responsibilities under those requirements, principles and standards are further described in the "Responsibility of the auditor for the audit of the consolidated financial statements and the consolidated management report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional 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 audit opinions regarding the consolidated financial statements and the consolidated management report.



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Responsibility of the legal representatives and the supervisory board for the consolidated financial statements and the consolidated management report

The legal representatives are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with the requirements of German commercial law and that the consolidated financial statements, in compliance with German Legally Required Accounting Principles, give a true and fair view of the net assets, financial position and results of operations. In addition, the legal representatives are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (e.g. manipulation of accounting and damage to assets) or error.

In preparing the consolidated financial statements, the legal representatives are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting provided no actual or legal circumstances conflict therewith.

Furthermore, the legal representatives are responsible for the preparation of the consolidated management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the legal representatives are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a consolidated management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the consolidated management report.

The supervisory board is responsible for monitoring the Group's accounting process relating to the preparation of the consolidated financial statements and the consolidated management report.

Responsibility of the auditor for the audit of the consolidated financial statements and the consolidated management report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the consolidated management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the consolidated management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Article 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 consolidated financial statements and this consolidated management report.



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We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the consolidated management report, 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 audit opinions. 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 controls.
- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the consolidated management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems.
- Evaluate the appropriateness of accounting policies used by the legal representatives and the reasonableness of estimates made by the legal representatives and related disclosures.
- Conclude on the appropriateness of the legal representatives' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the consolidated management report or, if such disclosures are inadequate, to modify our respective audit opinions. 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 Group to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the net assets, financial position and results of operations of the Group in compliance with German Legally Required Accounting Principles.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the consolidated management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- Evaluate the consistency of the consolidated management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by the legal representatives in the consolidated management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the legal representatives as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.



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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.

Hamburg, 23 March 2023

Rödl & Partner GmbH

Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Wehke
Wirtschaftsprüfer
[German Public Auditor]

Schöne
Wirtschaftsprüfer
[German Public Auditor]



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8. Bestätigungsvermerk des unabhängigen Abschlussprüfers

Bei dem vorstehenden Konzernabschluss und Konzernlagebericht (Ziffern 1. bis 6.) und bei dem Bestätigungsvermerk des unabhängigen Abschlussprüfers (Ziffer 7.) handelt es sich um eine Übersetzung.

Der in deutscher Sprache erteilte Bestätigungsvermerk bezieht sich nicht auf den vorstehenden fremdsprachigen, sondern auf den original in deutscher Sprache aufgestellten Konzernabschluss und Konzernlagebericht.





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Bestätigungsvermerk

BESTÄTIGUNGSVERMERK DES UNABHÄNGIGEN ABSCHLUSSPRÜFERS

An die Biesterfeld AG, Hamburg

Prüfungsurteile

Wir haben den Konzernabschluss der Biesterfeld AG, Hamburg, und ihrer Tochtergesellschaften (der Konzern) – bestehend aus der Konzernbilanz zum 31. Dezember 2022, der Konzern-Gewinn- und Verlustrechnung, dem Konzerneigenkapitalpiegel und der Konzernkapitalflussrechnung für das Geschäftsjahr vom 1. Januar 2022 bis zum 31. Dezember 2022 sowie dem Konzernanhang, einschließlich der Darstellung der Bilanzierungs- und Bewertungsmethoden – geprüft. Darüber hinaus haben wir den Konzernlagebericht der Biesterfeld AG, Hamburg, für das Geschäftsjahr vom 1. Januar 2022 bis zum 31. Dezember 2022 geprüft.

Nach unserer Beurteilung aufgrund der bei der Prüfung gewonnenen Erkenntnisse

- entspricht der beigefügte Konzernabschluss in allen wesentlichen Belangen den deutschen handelsrechtlichen Vorschriften und vermittelt unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens- und Finanzlage des Konzerns zum 31. Dezember 2022 sowie seiner Ertragslage für das Geschäftsjahr vom 1. Januar 2022 bis zum 31. Dezember 2022 und
- vermittelt der beigefügte Konzernlagebericht insgesamt ein zutreffendes Bild von der Lage des Konzerns. In allen wesentlichen Belangen steht dieser Konzernlagebericht in Einklang mit dem Konzernabschluss, entspricht den deutschen gesetzlichen Vorschriften und stellt die Chancen und Risiken der zukünftigen Entwicklung zutreffend dar.

Gemäß § 322 Abs. 3 Satz 1 HGB erklären wir, dass unsere Prüfung zu keinen Einwendungen gegen die Ordnungsmäßigkeit des Konzernabschlusses und des Konzernlageberichts geführt hat.

Grundlage für die Prüfungsurteile

Wir haben unsere Prüfung des Konzernabschlusses und des Konzernlageberichts in Übereinstimmung mit § 317 HGB unter Beachtung der vom Institut der Wirtschaftsprüfer (IDW) festgestellten deutschen Grundsätze ordnungsmäßiger Abschlussprüfung durchgeführt. Die Prüfung des Konzernabschlusses haben wir unter ergänzender Beachtung der International Standards on Auditing (ISA) durchgeführt. Unsere Verantwortung nach diesen Vorschriften, Grundsätzen und Standards ist im Abschnitt „Verantwortung des Abschlussprüfers für die Prüfung des Konzernabschlusses und des Konzernlageberichts“ unseres Bestätigungsvermerks weitergehend beschrieben. Wir sind von den Konzernunternehmen unabhängig in Übereinstimmung mit den deutschen handelsrechtlichen und berufsrechtlichen Vorschriften und haben unsere sonstigen deutschen Berufspflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unsere Prüfungsurteile zum Konzernabschluss und zum Konzernlagebericht zu dienen.



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Verantwortung der gesetzlichen Vertreter und des Aufsichtsrats für den Konzernabschluss und den Konzernlagebericht

Die gesetzlichen Vertreter sind verantwortlich für die Aufstellung des Konzernabschlusses, der den deutschen handelsrechtlichen Vorschriften in allen wesentlichen Belangen entspricht, und dafür, dass der Konzernabschluss unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage des Konzerns vermittelt. Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie in Übereinstimmung mit den deutschen Grundsätzen ordnungsmäßiger Buchführung als notwendig bestimmt haben, um die Aufstellung eines Konzernabschlusses zu ermöglichen, der frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen (d.h. Manipulationen der Rechnungslegung und Vermögensschädigungen) oder Irrtümern ist.

Bei der Aufstellung des Konzernabschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit des Konzerns zur Fortführung der Unternehmenstätigkeit zu beurteilen. Des Weiteren haben sie die Verantwortung, Sachverhalte in Zusammenhang mit der Fortführung der Unternehmenstätigkeit, sofern einschlägig, anzugeben. Darüber hinaus sind sie dafür verantwortlich, auf der Grundlage des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit zu bilanzieren, sofern dem nicht tatsächliche oder rechtliche Gegebenheiten entgegenstehen.

Außerdem sind die gesetzlichen Vertreter verantwortlich für die Aufstellung des Konzernlageberichts, der insgesamt ein zutreffendes Bild von der Lage des Konzerns vermittelt sowie in allen wesentlichen Belangen mit dem Konzernabschluss in Einklang steht, den deutschen gesetzlichen Vorschriften entspricht und die Chancen und Risiken der zukünftigen Entwicklung zutreffend darstellt. Ferner sind die gesetzlichen Vertreter verantwortlich für die Vorkehrungen und Maßnahmen (Systeme), die sie als notwendig erachtet haben, um die Aufstellung eines Konzernlageberichts in Übereinstimmung mit den anzuwendenden deutschen gesetzlichen Vorschriften zu ermöglichen, und um ausreichende geeignete Nachweise für die Aussagen im Konzernlagebericht erbringen zu können.

Der Aufsichtsrat ist verantwortlich für die Überwachung des Rechnungslegungsprozesses des Konzerns zur Aufstellung des Konzernabschlusses und des Konzernlageberichts.

Verantwortung des Abschlussprüfers für die Prüfung des Konzernabschlusses und des Konzernlageberichts

Unsere Zielsetzung ist, hinreichende Sicherheit darüber zu erlangen, ob der Konzernabschluss als Ganzes frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist, und ob der Konzernlagebericht insgesamt ein zutreffendes Bild von der Lage des Konzerns vermittelt sowie in allen wesentlichen Belangen mit dem Konzernabschluss sowie mit den bei der Prüfung gewonnenen Erkenntnissen in Einklang steht, den deutschen gesetzlichen Vorschriften entspricht und die Chancen und Risiken der zukünftigen Entwicklung zutreffend darstellt, sowie einen Bestätigungsvermerk zu erteilen, der unsere Prüfungsurteile zum Konzernabschluss und zum Konzernlagebericht beinhaltet.

Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung mit § 317 HGB unter Beachtung der vom Institut der Wirtschaftsprüfer (IDW) festgestellten deutschen Grundsätze ordnungsmäßiger Abschlussprüfung sowie unter ergänzender Beachtung der ISA durchgeführte Prüfung eine wesentliche falsche Darstellung stets aufdeckt. Falsche Darstellungen können aus dolosen Handlungen oder Irrtümern resultieren und werden als wesentlich angesehen, wenn vernünftigerweise erwartet werden könnte, dass sie einzeln oder insgesamt die auf der Grundlage dieses Konzernabschlusses und Konzernlageberichts getroffenen wirtschaftlichen Entscheidungen von Adressaten beeinflussen.



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Während der Prüfung üben wir pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung. Darüber hinaus

- identifizieren und beurteilen wir die Risiken wesentlicher falscher Darstellungen im Konzernabschluss und im Konzernlagebericht aufgrund von dolosen Handlungen oder Irrtümern, planen und führen Prüfungshandlungen als Reaktion auf diese Risiken durch sowie erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unsere Prüfungsurteile zu dienen. Das Risiko, dass aus dolosen Handlungen resultierende wesentliche falsche Darstellungen nicht aufgedeckt werden, ist höher als das Risiko, dass aus Irrtümern resultierende wesentliche falsche Darstellungen nicht aufgedeckt werden, da dolose Handlungen kollusives Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen bzw. das Außerkraftsetzen interner Kontrollen beinhalten können.
- gewinnen wir ein Verständnis von dem für die Prüfung des Konzernabschlusses relevanten internen Kontrollsystem und den für die Prüfung des Konzernlageberichts relevanten Vorkehrungen und Maßnahmen, um Prüfungshandlungen zu planen, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit dieser Systeme abzugeben.
- beurteilen wir die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte und damit zusammenhängenden Angaben.
- ziehen wir Schlussfolgerungen über die Angemessenheit des von den gesetzlichen Vertretern angewandten Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die bedeutsame Zweifel an der Fähigkeit des Konzerns zur Fortführung der Unternehmenstätigkeit aufwerfen können. Falls wir zu dem Schluss kommen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, im Bestätigungsvermerk auf die dazugehörigen Angaben im Konzernabschluss und im Konzernlagebericht aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser jeweiliges Prüfungsurteil zu modifizieren. Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch dazu führen, dass der Konzern seine Unternehmenstätigkeit nicht mehr fortführen kann.
- beurteilen wir Darstellung, Aufbau und Inhalt des Konzernabschlusses insgesamt einschließlich der Angaben sowie ob der Konzernabschluss die zugrunde liegenden Geschäftsvorfälle und Ereignisse so darstellt, dass der Konzernabschluss unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage des Konzerns vermittelt.
- holen wir ausreichende geeignete Prüfungsnachweise für die Rechnungslegungsinformationen der Unternehmen oder Geschäftstätigkeiten innerhalb des Konzerns ein, um Prüfungsurteile zum Konzernabschluss und zum Konzernlagebericht abzugeben. Wir sind verantwortlich für die Anleitung, Beaufsichtigung und Durchführung der Konzernabschlussprüfung. Wir tragen die alleinige Verantwortung für unsere Prüfungsurteile.
- beurteilen wir den Einklang des Konzernlageberichts mit dem Konzernabschluss, seine Gesetzesentsprechung und das von ihm vermittelte Bild von der Lage des Konzerns.
- führen wir Prüfungshandlungen zu den von den gesetzlichen Vertretern dargestellten zukunftsorientierten Angaben im Konzernlagebericht durch. Auf Basis ausreichender geeigneter Prüfungsnachweise vollziehen wir dabei insbesondere die den zukunftsorientierten Angaben von den gesetzlichen Vertretern zugrunde gelegten bedeutsamen Annahmen nach und beurteilen die sachgerechte Ableitung der zukunftsorientierten Angaben aus diesen Annahmen. Ein eigenständiges Prüfungsurteil zu den zukunftsorientierten Angaben sowie zu den zugrunde liegenden Annahmen geben wir nicht ab. Es besteht ein erhebliches unvermeidbares Risiko, dass künftige Ereignisse wesentlich von den zukunftsorientierten Angaben abweichen.



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Wir erörtern mit den für die Überwachung Verantwortlichen unter anderem den geplanten Umfang und die Zeitplanung der Prüfung sowie bedeutsame Prüfungsfeststellungen, einschließlich etwaiger Mängel im internen Kontrollsystem, die wir während unserer Prüfung feststellen.

Hamburg, den 23. März 2023

Rödl & Partner GmbH

Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Wehke
Wirtschaftsprüfer

Schöne
Wirtschaftsprüfer



[Translator's notes are in square brackets]

General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as of January 1, 2017

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (*Wirtschaftsprüfer*) or German Public Audit Firms (*Wirtschaftsprüfungsgesellschaften*) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is expressly agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (*Grundsätze ordnungsmäßiger Berufsausübung*). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (*betriebswirtschaftliche Prüfungen*), the consideration of foreign law requires an express written agreement.

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information provided as well as the explanations and statements, in a written statement drafted by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in writing as part of the work in executing the engagement, only that written work is authoritative. Drafts are non-binding. Except as otherwise agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing. Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's written consent, unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for the rectification of deficiencies in writing (*Textform*) [Translator's Note: The German term "*Textform*" means in written form, but without requiring a signature] without delay. Claims pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: *Handelsgesetzbuch*], § 43 WPO [German Law regulating the Profession of *Wirtschaftsprüfer*: *Wirtschaftsprüferordnung*], § 203 StGB [German Criminal Code: *Strafgesetzbuch*]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any other kind, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: *Produkthaftungsgesetz*], for an individual case of damages caused by negligence is limited to € 4 million pursuant to § 54 a Abs. 1 Nr. 2 WPO.

(3) The German Public Auditor is entitled to invoke demurs and defenses based on the contractual relationship with the engaging party also towards third parties.



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(4) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(5) An individual case of damages within the meaning of paragraph 2 also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million. The limitation to the fivefold of the minimum amount insured does not apply to compulsory audits required by law.

(6) A claim for damages expires if a suit is not filed within six months subsequent to the written refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report, he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's written consent and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing, ongoing tax advice encompasses the following work during the contract period:

- a) preparation of annual tax returns for income tax, corporate tax and business tax, as well as wealth tax returns, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party
- b) examination of tax assessments in relation to the taxes referred to in (a)
- c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)
- d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)
- e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing.

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (*Steuerberatungsvergütungsverordnung*) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (*Textform*).

(6) Work relating to special individual issues for income tax, corporate tax, business tax, valuation assessments for property units, wealth tax, as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

- a) work on non-recurring tax matters, e.g. in the field of estate tax, capital transactions tax, and real estate sales tax;
- b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;
- c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and
- d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (*Textform*) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (*Verbraucherschlichtungsstelle*) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (*Verbraucherstreitbeilegungsgesetz*).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.