



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	923 855 866
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	KECHU BIDCO AS
Forretningsadresse:	c/o Kappa Bioscience AS 4. etasje Silurveien 2B 0380 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Theodore Lee Harris
Dato for fastsettelse av årsregnskapet:	30.06.2024

Grunnlag for avgivelse

År 2023: Årsregnskapet er elektronisk innlevert
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023

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, 29.07.2025



Resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Sum inntekter		0	0
Kostnader			
Annen driftskostnad	1, 2	158 419	3 353 066
Sum kostnader		158 419	3 353 066
Driftsresultat		-158 419	-3 353 066
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap og tilknyttet selskap	3, 4	28 801 430	36 176 202
Renteinntekt fra foretak i samme konsern	4	3 543 683	1 350 387
Annen renteinntekt		2	26 172
Annen finansinntekt	4	9 662 529	9 504 942
Sum finansinntekter		42 007 644	47 057 703
Rentekostnad til foretak i samme konsern	4	26 810 107	10 327 814
Annen rentekostnad	4	0	3 866 577
Annen finanskostnad	4	15 039 118	34 581 339
Sum finanskostnader		41 849 225	48 775 730
Netto finans		158 419	-1 718 027
Resultat før skattekostnad		0	-5 071 093
Skattekostnad	5	0	-1 115 640
Årsresultat		0	-3 955 453
Overføringer og disponeringer			
Udekket tap		0	-3 955 453
Sum overføringer og disponeringer		0	-3 955 453



Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	5	3 838 960	0
Sum immaterielle eiendeler		3 838 960	0
Varige driftsmidler			
Sum varige driftsmidler		0	0
Finansielle anleggsmidler			
Investering i datterselskap	6	949 463 520	949 463 520
Lån til foretak i samme konsern	3	100 050 314	61 077 687
Sum finansielle anleggsmidler		1 049 513 834	1 010 541 207
Sum anleggsmidler		1 053 352 794	1 010 541 207
Omløpsmidler			
Varer			
Fordringer			
Konsernfordringer		28 801 430	36 176 202
Sum fordringer		28 801 430	36 176 202
Investeringer			
Sum investeringer		0	0
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		139 142	13 936
Sum bankinnskudd, kontanter og lignende		139 142	13 936
Sum omløpsmidler		28 940 572	36 190 138
SUM EIENDELER		1 082 293 366	1 046 731 345

BALANSE - EGENKAPITAL OG GJELD



Balanse

Beløp i: NOK	Note	2023	2022
Egenkapital			
Innskutt egenkapital			
Aksjekapital	7, 8	129 710 669	129 710 669
Overkurs	7, 8	423 135 810	423 135 810
Sum innskutt egenkapital		552 846 479	552 846 479
Opptjent egenkapital			
Udekket tap	7	0	0
Sum opptjent egenkapital		0	0
Sum egenkapital		552 846 479	552 846 479
Gjeld			
Langsiktig gjeld			
Sum avsetninger for forpliktelser		0	0
Annen langsiktig gjeld			
Langsiktig konserngjeld	3	525 573 421	493 411 719
Sum annen langsiktig gjeld		525 573 421	493 411 719
Sum langsiktig gjeld		525 573 421	493 411 719
Kortsiktig gjeld			
Leverandørgjeld		28 004	431 017
Betalbar skatt	5	3 838 960	0
Skyldige offentlige avgifter		6 502	42 131
Sum kortsiktig gjeld		3 873 466	473 148
Sum gjeld		529 446 888	493 884 867
SUM EGENKAPITAL OG GJELD		1 082 293 366	1 046 731 346



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Resultatregnskap

	Note	2023	2022
Driftskostnader			
Annen driftskostnad	1, 2	-158 419	-3 353 066
Sum driftskostnader		-158 419	-3 353 066
Driftsresultat		-158 419	-3 353 066
Finansinntekter			
Inntekt på investering i datterselskap og tilknyttet selskap	3, 4	28 801 430	36 176 202
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Annen renteinntekt		2	26 172
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Sum finanskostnader		-41 849 225	-48 775 730
Netto finans		158 419	-1 718 027
Resultat før skattekostnad		0	-5 071 093
Skattekostnad	5	0	1 115 640
Årsresultat		0	-3 955 453
Overføringer			
Udekket tap		0	-3 955 453
Sum overføringer		0	-3 955 453



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Balanse

	Note	31.12.2023	31.12.2022
EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	5	3 838 960	0
Sum immaterielle eiendeler		3 838 960	0
Finansielle anleggsmidler			
Investering i datterselskap	6	949 463 520	949 463 520
Lån til foretak i samme konsern	3	100 050 314	61 077 687
Sum finansielle anleggsmidler		1 049 513 834	1 010 541 207
Sum anleggsmidler		1 053 352 794	1 010 541 207
Omløpsmidler			
Fordringer			
Kortsiktige konsernfordringer		28 801 430	36 176 202
Sum fordringer		28 801 430	36 176 202
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		139 142	13 936
Sum bankinnskudd, kontanter og lignende		139 142	13 936
Sum omløpsmidler		28 940 572	36 190 138
SUM EIENDELER		1 082 293 366	1 046 731 345



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Balanse

	Note	31.12.2023	31.12.2022
EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	7, 8	129 710 669	129 710 669
Overkurs	7, 8	423 135 810	423 135 810
Sum innskutt egenkapital		552 846 479	552 846 479
Opptjent egenkapital			
Udekket tap	7	0	0
Sum opptjent egenkapital		0	0
Sum egenkapital		552 846 479	552 846 479
Gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld	3	525 573 421	493 411 719
Sum annen langsiktig gjeld		525 573 421	493 411 719
Kortsiktig gjeld			
Leverandørgjeld		28 004	431 017
Betalbar skatt	5	3 838 960	0
Skyldige offentlige avgifter		6 502	42 131
Sum kortsiktig gjeld		3 873 466	473 148
Sum gjeld		529 446 888	493 884 867
SUM EGENKAPITAL OG GJELD		1 082 293 366	1 046 731 346

Theodore Lee Harris
styrets leder

Job Leonard Anthonie Van
Gunsteren
styremedlem



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Noter

Note 1 - Accounting principles

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway.

Foreign currency translation

Transactions in foreign currency are translated at the rate applicable on the transaction date. Monetary items in a foreign currency are translated into NOK using the exchange rate applicable on the balance sheet date. Non-monetary items that are measured at their historical price expressed in a foreign currency are translated into NOK using the exchange rate applicable on the transaction date. Non-monetary items that are measured at their fair value expressed in a foreign currency are translated at the exchange rate applicable on the balance sheet date. Changes to exchange rates are recognised in the income statement as they occur during the accounting period.

Financial income

Interest income is recognized as it is earned.

Dividends, group contributions and other distributions from subsidiaries are recognised in the same year as they are recognised in the financial statement of the provider. If dividends / group contribution exceed withheld profits after the acquisition date, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the balance sheet for the parent company.

Gains on the sale of shares are recognised in the income statement at the time when the risk and rights associated with the sold shares have been transferred to the buyer (the time of the transaction). If there is uncertainty about the final amount of the total consideration, the gain is recognised as income at the amount that is considered most likely.

Income tax

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities. Deferred tax is calculated as 22 percent of temporary differences and the tax effect of tax losses carried forward. Deferred tax assets are recorded in the balance sheet when it is more likely than not that the tax assets will be utilized. Taxes payable and deferred taxes are recognised directly in equity to the extent that they relate to



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equity transactions.

Balance sheet classification

Current assets and short term liabilities consist of receivables and payables due within one year, and items related to the inventory cycle. Other balance sheet items are classified as fixed assets / long term liabilities.

Current assets are valued at the lower of cost and fair value. Short term liabilities are recognized at nominal value.

Fixed assets are valued at cost, less depreciation and impairment losses. Long term liabilities are recognized at nominal value.

Subsidiaries

Subsidiaries and investments in associates are valued at cost in the company accounts. The investment is valued as cost of the shares in the subsidiary, less any impairment losses. An impairment loss is recognised if the impairment is not considered temporary, in accordance with generally accepted accounting principles.

Impairment losses are reversed if the reason for the impairment loss disappears in a later period.

Receivables

Accounts receivable and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful accounts. Provisions for doubtful accounts are based on an individual assessment of the different receivables.

Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents includes cash, bank deposits and other short term, highly liquid investments with maturities of three months or less.

Note 2 - Auditor's fee, Salaries and Management remuneration

Auditor

Specification of auditor's fee:

	2023	2022
Statutory audit fee	50324	708750
Assurance services	0	1640625
	50 324	2 349 375

VAT is included in the fee specified above.

Management remuneration, personell cost



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The company has no employees and no general manager. No benefits have been paid to board members in 2023. No loans or guarantees have been provided in favor of members of the board of directors or any other administrative, management, or control bodies.

Note 3 - Intercompany balances with group companies

Receivables	2023	2022
Long term loan to Kappa Bioscience AS	100 050 314	61 077 687
Group contributions received for the year	28 801 430	36 176 202
	128 851 744	97 253 889

Payables	2023	2022
Accounts payable	28 004	183 759
Other short term payables	0	247 258
Long term loan from Balchem Corp	488 783 282	458 872 899
Long term loan from Balchem BV	36 790 139	34 538 820
	525 601 425	493 842 736

No part of the company's long-term debt falls due for payment more than five years after the end of the financial year.

Note 4 - Finansinntekter og utgifter

Finance income

	2023	2022
Group contribution	28 801 430	36 176 202
Interest income from group companies	3 543 683	1 350 387
Other interest income	2	26 172
Other financial income (agio)	8 247	9 504 942
Total finance income	32 353 362	47 057 703

Finance expenses

	2023	2022
Interest expenses from group companies	-26 810 107	-10 327 814
Other interest expenses	0	-3 866 577
Other financial expenses (disagio)	-5 384 836	-34 581 339
Total finance expenses	-32 194 943	-48 775 730

Note 5 - Spesifisering av skatt

Skattekostnad	2023	2022
Betalbar skatt på alminnelig inntekt	3 838 960	0
+/- Endringer i utsatt skatt/utsatt skattefordel	-3 838 960	-1 115 640
Skattekostnad	0	-1 115 640

Skattepliktig inntekt	2023	2022
Resultat før skatt	0	-5 071 093
Permanente forskjeller	-11 351 614	0
+/- Endring i midlertidige forskjeller	0	5 071 093
+/- Mottatt/avgitt konsernbidrag	28 801 430	0
Skattepliktig inntekt	17 449 816	0



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Betalbar skatt i balansen

Betalbar skatt på årets resultat	3 838 960	0
Sum betalbar skatt i balansen	3 838 960	0

Note 6 - Investment in subsidiaries

Company name	Location	Share ownership	Voting rights	Equity 31.12	Net profit 2023
Kappa Bioscience AS	Oslo	100%	100%	298 714 791	93 101 732

Note 7 - Egenkapital

	Aksjekapital	Overkurs	Sum
Egenkapital 31.12.2022	129 710 669	423 135 810	552 846 479
Egenkapital 31.12.2023	129 710 669	423 135 810	552 846 479

Note 8 - Share capital and shareholder information

Share holders	Number of shares	Face value	Book value
Balchem Corp	402 103 074	0,3	120 630 922
Balchem BV	30 265 823	0,3	9 079 747
Share capital	432 368 897	0,3	129 710 669

The company is the parent company of a sub-group. The company has applied for, and been granted, an exemption from the preparation of consolidated financial statements as the company with its subsidiary Kappa Bioscience AS and its subsidiaries Kappa Solutions AS and Kappa Bioscience Europe GmbH are included in the consolidated financial statements of the owner, Balchem Corporation, 5 Paragon Dr Montvale, NJ, 07645-1791 United States, which are prepared in accordance with US GAAP. The consolidated financial statements can be downloaded from Balchem's website (www.balchem.com).

Transactions with related parties

All transactions have been carried out as part of the ordinary operations and at arms -length prices.

Associated companies	Relation	Ownership %	Transaction	Amount
Kappa Bioscience AS	Subsidiary	100%	Interest income	3 543 683
Kappa Bioscience AS	Subsidiary	100%	Group contribution	28 801 430
Balchem Corp	Share holder	93%	Interest expense	-23 602 964
Balchem BV	Share holder	7%	Interest expense	-3 207 144



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Kontantstrømoppstilling

	2023	2022
Kontantstrømmer fra operasjonelle aktiviteter		
Resultat før skattekostnad	0	-5 071 093
- Resultatført konsernbidrag	28 801 430	36 176 202
+/- Endring i leverandørgjeld	-403 013	431 017
+/- Endring i andre tidsavgrensningsposter	36 140 573	-36 134 071
= Netto kontantstrøm fra operasjonelle aktiviteter	6 936 130	-76 950 349
Kontantstrømmer fra investeringsaktiviteter		
- Utbetalinger ved kjøp av aksjer og andeler	0	949 463 520
- Utbetalinger ved kjøp av andre investeringer	38 972 627	61 077 687
= Netto kontantstrøm fra investeringsaktiviteter	-38 972 627	-1 010 541 207
Kontantstrømmer fra finansieringsaktiviteter		
- Utbetalinger ved nedbetaling av langsiktig gjeld	-32 161 702	-493 411 719
= Netto kontantstrøm fra finansieringsaktiviteter	32 161 702	493 411 719
= Netto endring i kontanter mv	125 205	-594 079 837
+ Beholdning av kontanter ved årets begynnelse	13 936	0
= Kontantbeholdning ved årets utgang	139 141	-594 079 837
Kontantbeholdning mv framkommer slik:		
Kontanter og bankinnskudd ved årets utgang	139 142	13 936
= Beholdning av kontanter mv ved årets utgang	139 142	13 936



KECHU BIDCO AS

Annual accounts 2023

Org.no. 923 855 866



Kechu Bidco AS

INCOME STATEMENT

01.01 - 31.12

	Notes	2023	2022
REVENUE			
Revenue		0	0
OPERATING EXPENSES			
Other operating expenses	2	158,419	3,353,065
Total operating expenses		158,419	3,353,065
OPERATING PROFIT/ (LOSS)		-158,419	-3,353,065
FINANCIAL INCOME AND EXPENSE			
Group contribution	3	28,801,430	36,176,202
Interest income from group companies	3, 4	3,543,683	1,350,387
Other interest income	3, 4	2	26,172
Other finance income	3	8,247	9,504,942
Interest expense to group companies	3, 4	-26,810,107	-10,327,814
Other interest expense	3, 4	0	-3,866,577
Other finance expense	3	-5,384,836	-34,581,339
Net finance		158,419	-1,718,027
PROFIT/ (LOSS) BEFORE INCOME TAX		0	-5,071,093
Income tax expense	5	0	-1,115,640
NET PROFIT/ (LOSS)		0	-3,955,453
Attributable to:			
Other equity		0	-3,955,453
Total		0	-3,955,453



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BALANCE SHEET

ASSETS

	Notes	31.12.2023	31.12.2022
NON CURRENT ASSETS			
Intangible assets			
Deferred tax asset	5	3,838,960	0
Total intangible assets		3,838,960	0
Tangible assets			
Property and plant			
Equipment			
Ships, rigs, aircrafts, etc			
Fixtures and fittings, tools, etc			
<i>Total tangible assets</i>		-	-
Financial assets			
Investments in subsidiaries	6	949,463,520	949,463,520
Loan to group companies	3	100,050,314	61,077,687
Total financial assets		1,049,513,834	1,010,541,207
Total non current assets		1,053,352,794	1,010,541,207
CURRENT ASSETS			
Receivables			
Reveivables from group companies	6	28,801,430	36,176,202
Total receivables		28,801,430	36,176,202
Cash and cash equivalents		139,142	13,936
Total current assets		28,940,572	36,190,138
TOTAL ASSETS		1,082,293,366	1,046,731,345



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BALANCE SHEET

EQUITY AND LIABILITIES

	Notes	31.12.2023	31.12.2022
EQUITY			
Owners equity			
Issued capital	7,8	129,710,669	129,710,669
Share premium	7, 8	423,135,810	423,135,810
Total owners equity		552,846,479	552,846,479
Accumulated profits			
Other equity	7		
Total accumulated profits		0	0
Total equity		552,846,479	552,846,479
LIABILITIES			
Provisions			
Deferred tax liability	5	0	0
Total provisions		0	0
Other non current liabilities			
Long term liabilities to group companies	3	525,573,421	493,411,719
Total other non current liabilities		525,573,421	493,411,719
Current liabilities			
Accounts payable	3	28,004	183,759
Income tax payable	5	3,838,960	0
Public duties payable		6,502	42,131
Other current liabilities	3	0	247,258
Total current liabilities		3,873,466	473,148
Total Liabilities		529,446,887	493,884,867
TOTAL EQUITY AND LIABILITIES		1,082,293,366	1,046,731,345

Oslo, June 28. 2024

Theodore Lee Harris
Chairman

Job Leonard Anthonie Van Gunsteren
Director

Org.no 923855866



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NOTES

Note 1 Accounting principles

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Income tax

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities. Deferred tax is calculated as 22 percent of temporary differences and the tax effect of tax losses carried forward. Deferred tax assets are recorded in the balance sheet when it is more likely than not that the tax assets will be utilized. Taxes payable and deferred taxes are recognised directly in equity to the extent that they relate to equity transactions.

Balance sheet classification

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Fixed assets are valued at cost, less depreciation and impairment losses. Long term liabilities are recognized at nominal value.



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Subsidiaries

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Receivables

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Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents includes cash, bank deposits and other short term, highly liquid investments with maturities of three months or less.

Note 2 Auditor's fee, Salaries and Management remuneration

Auditor

Specification of auditor's fee:

	2023	2022
Statutory audit fee	50,324	708,750
Assurance services	0	1,640,625
Total fee to auditor	50,324	2,349,375

VAT is included in the fee specified above.

Management remuneration, personell cost

The company has no employees and no general manager. No benefits have been paid to board members in 2023. No loans or guarantees have been provided in favor of members of the board of directors or any other administrative, management, or control bodies.



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NOTES

Note 3 Intercompany balances with group companies

Receivables	2023	2022
Long term loan to Kappa Bioscience AS	100,050,314	61,077,687
Group contributions received for the year	28,801,430	36,176,202
Total	128,851,744	97,253,889

Receivables maturing > 1 year

Payables	2023	2022
Accounts payable	28,004	183,759
Other short term payables	0	247,258
Long term loan from Balchem Corp	488,783,282	458,872,899
Long term loan from Balchem BV	36,790,139	34,538,820
Total	525,601,425	493,842,736

No part of the company's long-term debt falls due for payment more than five years after the end of the financial year.

Note 4 Finance income and expenses

Finance income	2023	2022
Group contribution	28,801,430	36,176,202
Interest income from group companies	3,543,683	1,350,387
Other interest income	2	26,172
Other financial income (agio)	8,247	9,504,942
Total finance income	32,353,362	47,057,703

Finance expenses	2023	2022
Interest expenses from group companies	-26,810,107	-10,327,814
Other interest expenses	0	-3,866,577
Other financial expenses (disagio)	-5,384,836	-34,581,339
Total finance expenses	-32,194,943	-48,775,730



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NOTES

Note 5 Income taxes

Income tax expense	2023	2022
Tax payable	3,838,960	0
Changes in deferred tax	-3,838,960	-1,115,640
Total income tax expense	0	-1,115,640

Tax base calculation

Profit before income tax	0	-5,071,093
Permanent differences *)	0	0
Temporary differences	17,449,816	5,071,093
Tax base	17,449,816	0

Temporary differences:

Other differences	-17,449,816	0
Total	-17,449,816	0
Deferred tax liability (asset)	-3,838,960	0



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NOTES

Note 6 Investment in subsidiaries

Investments valued at cost

Company name	Location	Share ownership	Voting rights	Equity 31.12	Net profit 2023
Kappa Bioscience AS	Oslo	100%	100%	298,714,791	93,101,732

Note 7 Equity

	Issued capital	Share premium	Other equity	Total
Equity 31.12.2022	129,710,669	423,135,810	0	552,846,479
Net profit (Loss) for the year	0	0	0	0
Equity 31.12.2023	129,710,669	423,135,810	0	552,846,479



Kechu Bidco AS

NOTES

Note 8 Share capital and shareholder information

Share holders	Number of shares	Face value	Book value
Balchem Corp	402,103,074	0.30	120,630,922
Balchem BV	30,265,823	0.30	9,079,747
Share capital	432,368,897	0.30	129,710,669

The company is the parent company of a sub-group. The company has applied for, and been granted, an exemption from the preparation of consolidated financial statements as the company with its subsidiary Kappa Bioscience AS and its subsidiaries Kappa Solutions AS and Kappa Bioscience Europe GmbH are included in the consolidated financial statements of the owner, Balchem Corporation, 5 Paragon Dr Montvale, NJ, 07645-1791 United States, which are prepared in accordance with US GAAP. The consolidated financial statements can be downloaded from Balchem's website (www.balchem.com).

Note 7 Transactions with related parties

Associated companies	Relation	Ownership %	Transaction	Amount
Kappa Bioscience AS	Subsidiary	100%	Interest income	3,543,683
Kappa Bioscience AS	Subsidiary	100%	Group contribution	28,801,430
Balchem Corp	Share holder	93%	Interest expense	-23,602,964
Balchem BV	Share holder	7%	Interest expense	-3,207,144

All transactions have been carried out as part of the ordinary operations and at arms -length prices.



Kechu Bidco AS

CASH FLOW STATEMENT

	Notes	2023	2022
Cash flow from operating activities			
Profit/ (loss) before income taxes		0	-5,071,093
Changes in accounts payable		-166,758	161,478
Changes in other accruals		291,963	-24,570,680
Net cash flow from operating activities		125,205	-29,480,295
Cash flow from investing activities			
Payments from group companies		0	0
Payments to group companies		0	-61,077,687
Net cash flow from investing activities		0	-61,077,687
Cash flow from financing activities			
Repayments from group companies		0	291,254,653
Repayments to group companies		0	-209,540,603
Net cash flow from financing activities		0	81,714,050
Net change in cash and cash equivalents		125,205	-8,843,932
Cash and cash equivalents at 01.01		13,936	8,857,868
Cash and cash equivalents at 31.12		139,142	13,936



Kechu Bidco AS

Annual Report 2023

The nature of the business and operations

Kechu BidCo AS was founded on 20.11.2019 and was established as a holding company for Kappa Bioscience AS.

The company is located in Oslo, Norway.

Kechu BidCo group consist of the subsidiary Kappa Bioscience AS and its subsidiaries Kappa Solutions AS and Kappa Bioscience Europe GmbH. The company has applied for, and been granted, an exemption from the preparation of consolidated financial statements as the Kechu BidCo AS subgroup is included in the consolidated financial statements of the owner, Balchem Corporation, which are prepared in accordance with US GAAP. The consolidated financial statements can be downloaded from Balchem's website (www.balchem.com).

The board considers the market risk to be normal and no major risk has been identified.

Presentation of the annual accounts

The company has an annual profit in 2023 of NOK 0 compared to NOK -3,955,453 the year before.

As of 31.12.2023, the total capital was NOK 1,082,293,366 in the parent company and NOK 1,046,731,345,-. As of 31.12.2022.

The equity ratio as of 31.12.2023 was 51,3% compared to 52,8% the previous year.

In 2023, no expenses for research and development were included in Kechu BidCo AS.

Kechu Bidco AS has no external debt. The liquidity situation at the annual publication is considered to be satisfactory, as the company's significant receivables and liabilities are intra-group. The company's cash flow statement is also largely influenced by intra-group transactions.

Future development

The underlying company is delivering as expected. Growth in the total market for the Group's products has been good. The board believes in continued growth in the total market for the products going forward.

Financial risk

The company considers the financial risk to be low. The objective is to reduce financial risk to the greatest extent possible.

Credit risk

The company's credit risk is considered low, and it has not provided loans or provided credit of any significant nature.

Liquidity risk

The company focuses on debt repayment. All liabilities in the company are intra-group liabilities to Balchem.



Continued operation

In accordance with Accounting Act S 3-3a, it is confirmed that the going concern conditions are met. The assumption is based on profit forecasts for 2023 and the company's long-term strategic forecasts for the years ahead. The company is in a healthy economic and financial position.

Allocation of profit

The company's annual result is NOK 0.

The Board of Directors proposes the following allocation of the company's annual profit:

Other equity - NOK 0

Total allocated - NOK 0

Work environment

The company has no employees.

Equality and discrimination

The company has no employees.

External environment

The company does not conduct business with consequences for the external environment.

Insurance scheme

Balchem has joint insurance for board positions in the Group's companies.

The company's statement in connection with the Transparency Act is published on the subsidiary's (Kappa Bioscience AS) website.

Oslo, June 28. 2024

Theodore L. Harris
Chairman of the Board

Job van Gunsteren
Board Member



Skatteetaten

Vår dato 14.12.2023	Din/Deres dato	Saksbehandler Vibeke Home
800 80 000 Skatteetaten.no	Din/Deres referanse	Telefon 48123176
Org.nr 974761076	Vår referanse 2022/5780083	Postadresse Postboks 9200 Grønland 0134 OSLO

KECHU BIDCO AS
Att.Ole Bjerkek
c/o Kappa Bioscience AS, 4. etasje, Silurveien 2B
0380 OSLO
Norge

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk

Vi viser til deres brev mottatt 28. november 2023 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk for følgende selskaper:

Kechu Bidco AS	org.nr. 923 855 866
Kappa Bioscience AS	org.nr. 990 476 357
Kappa Solutions AS	org.nr. 882 512 142

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering de overnevnte selskaper dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som danner grunnlaget for vedtaket ikke endres vesentlig.

Kopi av dette brevet må sendes til Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Den regnskapspliktige må selv dokumentere ved dette brev at tillatelse er gitt.

Bakgrunn

Kappa Solutions AS er et heleid datterselskap av Kappa Bioscience AS. Kappa Bioscience AS er heleid av Kechu Bidco AS som har utenlandske eiere.

Selskapene driver virksomhet innen utvikling, produksjon og salg av næringsmidler og forskning og utviklingsarbeid innen bioteknologi. Engelsk er selskapenes arbeidsspråk. Det vesentligste av selskapenes omsetning er til kunder i utlandet, herunder via selskaper i samme konsern.

Selskapene har utenlandsk styreleder og styremedlem.

Skattekontorets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen [...] være på norsk. Departementet kan ved [...] enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."



I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap mv., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon."

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "informative regnskaper for ulike grupper av regnskapsbrukere". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter skattekontorets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har skattekontoret lagt særlig vekt på at selskapenes ultimate eiere er utenlandske og er en del av et internasjonalt konsern. Videre er det vektlagt at selskapet driver virksomhet i en bransje der alle sentrale aktører behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Vibeke Horne
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



Kechu Bidco AS

Annual Report 2023

The nature of the business and operations

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Oslo, June 28, 2024

Theodore L. Harris
Chairman of the Board

Job van Gunsteren
Board Member



To the General Meeting of Kechu Bidco AS

RSM Norge AS

Ruseløkkveien 30, 0251 Oslo
Pb 1312 Vika, 0112 Oslo
Org.nr: 982 316 588 MVA

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F +47 23 11 42 01

Independent Auditor's Report

www.rsmnorge.no

Opinion

We have audited the financial statements of Kechu Bidco AS (the Company) showing a profit of NOK 0. The financial statements comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors (management) is responsible for the information in the Board of Directors' report. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

THE POWER OF BEING UNDERSTOOD
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RSM Norge AS is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Norge AS er medlem av/s is a member of Dan norske Revisorforening.



Auditor's Report 2023 for Kechu Bidco AS

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.


In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 28 June 2024
RSM Norge AS


Anders Magnus Løvaas
State Authorised Public Accountant