20220615234496

Årsredovisning

för

Caldic Ingredients Sweden AB

556594-2249

Räkenskapsåret

2021

Fastställelseintyg

Undertecknad verkställande direktör i Caldic Ingredients Sweden AB intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma. Årsstämman beslutade att godkänna styrelsens förslag till resultatdisposition. 13/6-2022

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Malmö den 13/6-2022

Gustav Larsson

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Årsredovisning

för

Caldic Ingredients Sweden AB

556594-2249

Räkenskapsåret

2021

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Styrelsen för Caldic Ingredients Sweden AB avger följande årsredovisning för räkenskapsåret 2021.

Årsredovisningen är upprättad i svenska kronor, SEK.

Förvaltningsberättelse

Information om verksamheten

Caldic Ingredients Sweden AB ingår sedan september 2010 i Caldic koncernen, som är baserad i Holland och är en av de ledande europeiska distributörerna av specialkemikalier och livsmedelsingredienser. Caldic koncernen omsätter ungefär 1 600 MEUR och är verksam i ett tjugotal länder i Europa samt i Nordamerika, Sydamerika Thailand och Kina.

Caldic Ingredients Sweden AB importerar, lagerhåller, marknadsför och säljer ingredienser och råvaror till livsmedelsindustrin, främst i Sverige. Bolaget arbetar med ett stort antal, oftast ledande, leverantörer i främst Europa och Nordamerika. Bolagets fakturering utgörs primärt av funktionella ingredienser.

I Caldic Ingredients Swedens produkterbjudande är en kostnadseffektiv fysisk hantering av varorna självfallet ett viktigt verktyg i ambitionen att skapa värde för kunderna. I en allt mer föränderlig värld har emellertid försäljningen av kunskap om produkter, applikationer, marknader, system, receptutveckling och förpackningslösningar blivit än mer betydelsefull. Caldic Ingredients Sweden AB har som resultat av medvetna satsningar utvecklats till ett kunskapsföretag vars verksamhet bygger på lång erfarenhet och ett gediget produkt-, marknads- och branschkunnande.

Produkter

Caldic Ingredients Sweden bedriver sin verksamhet inom i huvudsak produktområdet Ingredienser där man säljer förädlade produkter till främst livsmedelsindustrin. Produkterna är bl a stärkelse, stärkelsederivat, förtjockningsmedel, proteiner, organiska syror samt konserverings-, emulgerings- och stabiliseringsmedel.

Caldic Ingredients Sweden erbjuder även en komplett service i form av receptutveckling, blandning och förpackning till såväl industrikunder som detaljhandeln.

Företaget har sitt säte i Malmö.

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Väsentliga händelser under räkenskapsåret

Marknaden har fortsatt präglas av stor försiktighet i form av begränsat med nya projekt och låg lagerhållning hos kunder. Under senare delen av året har världsmarknadspriserna på råvaror och transporter börjat stiga, och ledtider har ökat pga brist på tillgängliga transporter. Detta har präglat året och tvingat bolaget att agera i enlighet för att kunna upprätthålla en god verksamhet. Vi kan se en viss minskning av omsättning, men bolaget har samtidigt fortsatt arbetet med att öka andelen försäljning av blandade och packade produkter med högre lönsamhet, varför rörelseresultatet ökar jämfört med föregående år.

Blandningsverksamheten i Knislinge har fortsatt visa negativ lönsamhet, som tidigare drivet av för låga volymer. Vi bedömer att även här har Covid-19 haft en effekt i form av att kunder valt att senarelägga vissa projekt.

Väsentliga händelser efter räkenskapsårets slut

Inga väsentliga händelser har inträffat efter räkenskapsårets slut. Rysslands krig mot Ukraina har inte haft någon betydande direkt inverkan på vår verksamhet, men har medfört mer osäkerhet på världsmarknaden där vi redan sen tidigare hade vissa utmaningar. Vi har inte några större kunder eller leverantörer i Ryssland eller Ukraina, varför den direkta påverkan inte är betydelsefull.

Förväntad framtida utveckling samt väsentliga risker och osäkerhetsfaktorer

Livsmedelsbranschen har haft en förhållandevis stabil, men långsam uppgång, som förväntas fortsätta framåt. Året avslutades med stora prisökningar på många områden som faller utanför normala prisökningar. Bolaget tvingas därmed ta upp förhandlingar med kunder för att föra vidare dessa prisökningar. I de fall bolaget har ett prisavtal med kund för given volym till givet pris, kan det bli nödvändigt att omförhandla detta. I de allra flesta fall ser vi att detta går bra då samtliga inblandade parter är fullt medvetna om den turbulens som råder på marknaden. Det finns dock en risk att bolagets höjda inköpspriser inte kan föras vidare mot kund inom innevarande avtalsperiod.

Caldic Ingredients Sweden AB utsätts för risker i form av fluktuation i såväl råvarupriser som i valutakursen. Bolaget hanterar dessa risker genom en kortsiktighet i prissättningen mot kund där inga inköp sker i spekulation utan att försäljning mot kund först är säkrad. Detta innebär att bolaget kan säkra valutakursen genom användning av valutaterminer och på detta sätt säkerställa bruttoresultatet och marginaler för enskilda affärer. För ytterligare detaljer avseende användning av finansiella instrument samt exponering av valutarisk hänvisar vi till not 1 samt not 19. Som beskrivet i ovanstående stycke så kan säkringen via kortsiktigheten i prissättning och frånvaro av spekulation komma att sättas ur spel när det råder brist på råvaror och leverantörer höjer priser trots pågående prisavtal.

Risk i kundfordringar hanteras genom en kreditprövningsprocess av samtliga kunder där externa kreditinstitut nyttjas för kreditbedömningar. Kreditlimits till kunder sätts utifrån dessa rapporter tillsammans med mer utförliga bedömningar från bolagets sida. Förfallna kundfordringar gås igenom löpande och regelbundet och åtföljs av påminnelser och räntefakturor. Caldic Ingredients Sweden AB har historiskt sett haft mycket låga kundförluster.

Förutsatt rimligt stabila marknadsbetingelser och inte ökad smittspridning av Covid-19 bedöms resultatet för 2022 kunna bli bättre än 2021 års utfall. För kommentarer kring kriget i Ukraina hänvisas till avsnittet om väsentliga händelser efter räkenskapsårets slut ovan.

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Användande av finansiella instrument
ÅRL 4.14a-e K3 11:66, FAR RedR 1 punkt 7.3.3, 7.4.1.
Caldic Ingredients Sweden AB innehar derivat för vilka bolaget tillämpar säkringsredovisning enligt reglerna för säkringsredovisning i K3. Inga derivat innehas per bokslutet 2021-12-31 eller 2020-12-31 som inte ingår i en säkringsrelation enligt K3.

Med säkringsredovisning enligt K3 följer att upplysningar skall lämnas enligt punkt 11:66 i K3. Dessa upplysningskrav sammanfaller med texten bland redovisningsprinciper i Not 1.

Hållbarhetsrapport
Företaget upprättar enligt ÅRL 7 kap 31 a§ inte någon lagstadgad hållbarhetsrapport. Caldic B.V. (registeringsnummer 24248451) med säte i Rotterdam upprättar hållbarhetsrapport för koncernen där företaget ingår. Koncernens hållbarhetsrapport finns tillgänglig på https://www.caldic.com/en/news/annual-report-2021.

Tillstånds- eller anmälningspliktig verksamhet enligt miljöbalken
Bolaget bedriver anmälningspliktig men ej tillståndspliktig verksamhet enligt miljöbalken.

Ägarförhållanden
Caldic Ingredients Sweden AB är helägt dotterföretag till Caldic BV (registreringsnummer 24248451) med säte i Rotterdam, Holland.

Flerårsöversikt (Mkr)	**2021**	**2020**	**2019**	**2018**
Nettoomsättning	366	389	479	546
Resultat efter finansiella poster	20	10	4	16
Soliditet (%)	44,9	43,0	43,7	41,1

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

För nyckeltalsdefinitioner se not 1.

20220615235O1

Förändring av eget kapital

	Aktie-kapital	Reserv-fond	Balanserat resultat	Årets resultat	Totalt
Belopp vid årets ingång	10 000 000	1 151 000	93 716 039	-3 887 523	**100 979 516**
Disposition av föregående års resultat			-3 887 523	3 887 523	**0**
Årets resultat				12 343 631	**12 343 631**
Belopp vid årets utgång	**10 000 000**	**1 151 000**	**89 828 516**	**12 343 631**	**113 323 147**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	89 828 515
årets vinst	12 343 631
	102 172 146
disponeras så att	
i ny räkning överföres	102 172 146

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning samt kassaflödesanalys med noter.

20220615235O2

Resultaträkning
Tkr

	Not	2021-01-01 -2021-12-31	2020-01-01 -2020-12-31
Nettoomsättning	2	366 280	388 690
Kostnad för sålda varor		-310 034	-349 464
		56 246	**39 226**
Bruttoresultat		**56 246**	**39 226**
Försäljningskostnader		-28 258	-30 983
Administrationskostnader		-24 721	-5 085
Övriga rörelseintäkter		13 996	11 156
Rörelseresultat	3, 4, 5, 6, 7	**17 263**	**14 314**
Resultat från finansiella poster			
Nedskrivning av omsättningstillgångar utöver normala nedskrivningar		0	-7 000
Övriga ränteintäkter och liknande resultatposter	8	4 574	5 389
Räntekostnader och liknande resultatposter	9	-2 283	-2 527
		2 291	**-4 138**
Resultat efter finansiella poster		**19 554**	**10 176**
Bokslutsdispositioner	10	-4 654	-14 050
Resultat före skatt		**14 900**	**-3 874**
Skatt på årets resultat	11	-2 556	-14
Årets resultat		**12 344**	**-3 888**

20220615235O3

Balansräkning
Tkr

	Not	2021-12-31	2020-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Immateriella anläggningstillgångar			
Koncessioner, patent, licenser, varumärken samt liknande rättigheter	12	48	82
Goodwill	13	440	1 129
		488	**1 211**
Materiella anläggningstillgångar			
Byggnader och mark	14	4 924	4 788
Maskiner och Inventarier	15	6 284	6 953
		11 208	**11 741**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	16, 17	50	50
Fordringar hos koncernföretag	18	61 005	67 741
Uppskjuten skattefordran	19	97	111
		61 152	**67 902**
Summa anläggningstillgångar		**72 848**	**80 854**
Omsättningstillgångar			
Varulager m m			
Färdiga varor och handelsvaror		44 837	45 765
		44 837	**45 765**
Kortfristiga fordringar			
Kundfordringar	20	41 069	36 627
Fordringar hos koncernföretag		29 191	4 028
Aktuella skattefordringar		4 619	7 161
Övriga fordringar		6 009	1 930
Förutbetalda kostnader och upplupna intäkter	21	6 147	2 270
		87 035	**52 016**
Kassa och bank	22	55 386	66 690
Summa omsättningstillgångar		**187 258**	**164 471**
SUMMA TILLGÅNGAR		**260 106**	**245 325**

20220615235O4

Balansräkning
Tkr

	Not	2021-12-31	2020-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital	23, 24		
Bundet eget kapital			
Aktiekapital		10 000	10 000
Reservfond		1 151	1 151
		11 151	**11 151**
Fritt eget kapital			
Balanserad vinst eller förlust		89 829	93 716
Årets resultat		12 344	-3 888
		102 173	**89 828**
Summa eget kapital		**113 324**	**100 979**
Obeskattade reserver	25	4 406	6 488
Avsättningar	26		
Avsatt för pensioner och likande förpliktelser enligt tryggandelagen		12 003	12 812
Summa avsättningar		**12 003**	**12 812**
Långfristiga skulder	27		
Skulder till kreditinstitut		63 729	62 434
Summa långfristiga skulder		**63 729**	**62 434**
Kortfristiga skulder			
Leverantörsskulder	20	48 788	40 736
Skulder till koncernföretag		46	8 100
Övriga skulder		2 560	2 044
Upplupna kostnader och förutbetalda intäkter	28	15 250	11 732
Summa kortfristiga skulder		**66 644**	**62 612**
SUMMA EGET KAPITAL OCH SKULDER		**260 106**	**245 325**

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Kassaflödesanalys

Tkr

	Not	2021-01-01 -2021-12-31	2020-01-01 -2020-12-31
Den löpande verksamheten			
Rörelseresultat		17 263	14 314
Justeringar för poster som inte ingår i kassaflödet	29	2 770	5 431
Erhållen ränta	8	4 574	5 389
Erlagd ränta	9	-2 283	-9 527
Betald skatt		0	-2 291
Kassaflöde från den löpande verksamheten före förändring av rörelsekapital		**22 324**	**13 316**
Kassaflöde från förändring av rörelsekapitalet			
Förändring av varulager och pågående arbete		928	4 603
Förändring av kortfristiga rörelsefordringar		-35 019	32 643
Förändring av kortfristiga rörelseskulder		7 064	-831
Kassaflöde från den löpande verksamheten		**-4 703**	**49 731**
Investeringsverksamheten			
Investeringar i immateriella anläggningstillgångar	13	0	-102
Investeringar i materiella anläggningstillgångar	14, 15	-2 190	-466
Försäljning av materiella anläggningstillgångar	14, 15	1 031	1 150
Kassaflöde från investeringsverksamheten		**-1 159**	**582**
Finansieringsverksamheten			
Förändring räntebärande skulder		1 295	-2 356
Erhållna (lämnade) koncernbidrag		-6 737	-15 250
Kassaflöde från finansieringsverksamheten		**-5 442**	**-17 606**
Årets kassaflöde		**-11 304**	**32 707**
Likvida medel vid årets början	22		
Likvida medel vid årets början		66 690	33 983
Likvida medel vid årets slut		**55 386**	**66 690**

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Noter
Tkr

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Fordringar och skulder i utländsk valuta har värderats till balansdagens kurs. Kursvinster och kursförluster på rörelsefordringar och rörelseskulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

För säkring av tillgång eller skuld mot valutakursrisk används valutaterminer.

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Intäktsredovisning
Intäkter har tagits upp till verkligt värde av vad som erhållits eller kommer att erhållas och redovisas i den omfattning det är sannolikt att de ekonomiska fördelarna kommer att tillgodogöras bolaget och intäkterna kan beräknas på ett tillförlitligt sätt.

Vid försäljning av varor redovisas normalt inkomsten som intäkt när de väsentliga förmåner och risker som är förknippade med ägandet av varan har överförts från företaget till köparen. Försäljning redovisas netto efter moms, rabatter och kursdifferenser vid försäljning i utländsk valuta.

Anläggningstillgångar
Immateriella och materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar enligt plan och eventuella nedskrivningar.

Avskrivning sker linjärt över den förväntade nyttjandeperioden med hänsyn till väsentligt restvärde. Följande avskrivningsprocent tillämpas:

Immateriella anläggningstillgångar

Goodwill	5 år

Avskrivningsperiod för goodwill är beräknad utifrån den period som posten bedöms generera ekonomiska fördelar.

Materiella anläggningstillgångar

Byggnader	20-25 år
Stommar	20-25 år
Fasader, tak, fönster	20-25 år
Maskiner och inventarier	5-10 år
Övrigt	3-25 år

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Komponentindelning
Materiella anläggningstillgångar har delats upp på komponenter när komponenterna är betydande och när komponenterna har väsentligt olika nyttjandeperioder. När en komponent i en anläggningstillgång byts ut, utrangeras eventuell kvarvarande del av den gamla komponenten och den nya komponentens anskaffningsvärde aktiveras. Utgifter för löpande reparationer och underhåll redovisas som kostnader.

Finansiella instrument
Finansiella instrument värderas utifrån anskaffningsvärdet. Instrumentet redovisas i balansräkningen när bolaget blir part i instrumentets avtalsmässiga villkor. Finansiella tillgångar tas bort från balansräkningen när rätten att erhålla kassaflöden från instrumentet har löpt ut eller överförts och bolaget har överfört i stort sett alla risker och förmåner som är förknippade med äganderätten. Finansiella skulder tas bort från balansräkningen när förpliktelserna har reglerats eller på annat sätt upphört.

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Derivatinstrument
Caldic Ingredients Sweden utnyttjar valutaterminer för att hantera valutarisken som uppstår vid inköp av råmaterial till tillverkningen. För dessa transaktioner tillämpas normalt säkringsredovisning. När transaktionen ingås, dokumenteras förhållandet mellan säkringsinstrumentet och den säkrade posten, liksom även bolagets mål för riskhanteringen och riskhanteringsstrategin avseende säkringen. Caldic dokumenterar också företagets bedömning, både när säkringen ingås och fortlöpande, av huruvida de derivatinstrument som används i säkringstransaktioner i hög utsträckning är effektiva när det gäller att motverka förändringar i kassaflöden som är hänförliga till de säkrade posterna.

Dokumenterade säkringar av finansiella tillgångar och skulder i utländsk valuta (säkringsredovisning)
Caldic Ingredients Sweden valutasäkrar mycket sannolika prognosticerade inköp av råmaterial som används i produktionen. Valutaterminskontrakten skyddar bolaget mot förändringar i valutakurser genom att kontrakten fastställer den kurs till vilken skulden i utländsk valuta kommer att realiseras. När valutasäkring av dessa mycket sannolika inköp sker, omvärderas inte säkringsinstrumenten vid förändrade valutakurser och valutaterminen redovisas inte i balansräkningen. Hela effekten av förändringar i valutakurserna justerar anskaffningsvärdet på det lager som säkringen avsåg. Skillnaden mellan terminskurs och avistakurs (ränteelementet) i ett kontrakt periodiseras över kontraktets löptid som ränta om skillnaden är väsentlig. Tillgången/Skulden värderas till den säkrade kursen.

Säkringsredovisningens upphörande
Säkringsredovisningen avbryts om säkringsinstrumentet förfaller, säljs, avvecklas eller löses in, eller säkringsrelationen inte längre uppfyller villkoren för säkringsredovisning.

Eventuellt resultat från en säkringsrelation som avbryts i förtid redovisas omedelbart i resultaträkningen.

Kundfordringar/kortfristiga fordringar
Kundfordringar och kortfristiga fordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar.

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Låneskulder och leverantörsskulder
Låneskulder och leverantörsskulder redovisas initialt till anskaffningsvärde efter avdrag för transaktionskostnader. Skiljer sig det redovisade beloppet från det belopp som ska återbetalas vid förfallotidpunkten periodiseras mellanskillnaden som räntekostnad över lånets löptid med hjälp av instrumentets effektivränta. Härigenom överensstämmer vid förfallotidpunkten det redovisade beloppet och det belopp som ska återbetalas.

Kvittning av finansiell fordran och finansiell skuld
En finansiell tillgång och en finansiell skuld kvittas och redovisas med ett nettobelopp i balansräkningen endast då legal kvittningsrätt föreligger samt då en reglering med ett nettobelopp avses ske eller då en samtida avyttring av tillgången och reglering av skulden avses ske.

Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Leasingavtal
Företaget redovisar samtliga leasingavtal, såväl finansiella som operationella, som operationella leasingavtal. Operationella leasingavtal redovisas som en kostnad linjärt över leasingperioden.

Varulager
Varulagret har värderats till det lägsta av dess anskaffningsvärde och dess nettoförsäljningsvärde på balansdagen. Anskaffningsvärdet fastställs med användning av metoden vägda genomsnittspriser (WAC). Med nettoförsäljningsvärde avses varornas beräknade försäljningspris minskat med försäljningskostnader. Den valda värderingsmetoden innebär att inkurans i varulagret har beaktats.

Inkomstskatter
Total skatt utgörs av aktuell skatt och uppskjuten skatt. Skatter redovisas i resultaträkningen, utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekter redovisas i eget kapital.

Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

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Uppskjuten skatt
Uppskjuten skatt är inkomstskatt som avser framtida räkenskapsår till följd av tidigare händelser. Redovisning sker enligt balansräkningsmetoden. Enligt denna metod redovisas uppskjutna skatteskulder och uppskjutna skattefordringar på temporära skillnader som uppstår mellan bokförda respektive skattemässiga värden för tillgångar och skulder samt för övriga skattemässiga avdrag eller underskott.

Uppskjutna skattefordringar nettoredovisas mot uppskjutna skatteskulder endast om de kan betalas med ett nettobelopp. Uppskjuten skatt beräknas utifrån gällande skattesats på balansdagen. Effekter av förändringar i gällande skattesatser resultatförs i den period förändringen lagstadgats. Uppskjuten skattefordran redovisas som finansiell anläggningstillgång och uppskjuten skatteskuld som avsättning.

Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den omfattning det är sannolikt att avdragen kan avräknas mot framtida skattemässiga överskott.

På grund av sambandet mellan redovisning och beskattning särredovisas inte den uppskjutna skatteskulden som är hänförlig till obeskattade reserver.

Avsättningar
Som avsättning har redovisats förpliktelser gentemot tredje man som är hänförliga till räkenskapsåret eller tidigare räkenskapsår och som på balansdagen antingen är säkra eller sannolika till sin förekomst men oviss till belopp eller till den tidpunkt då de ska infrias.

Ersättningar till anställda
Ersättningar till anställda avser alla former av ersättningar som företaget lämnar till de anställda. Kortfristiga ersättningar utgörs av bland annat löner, betald semester, betald frånvaro, bonus och ersättning efter avslutad anställning (pension). Kortfristiga ersättningar redovisas som kostnad och en skuld då det finns en legal eller informell förpliktelse att betala ut en ersättning till följd av en tidigare händelse och en tillförlitlig uppskattning av beloppet kan göras.

Ersättningar till anställda efter avslutad anställning

I företaget finns såväl avgiftsbestämda som förmånsbestämda pensionsplaner. Utgifter för avgiftsbestämda planer redovisas som en kostnad under den period de anställda utför de tjänster som ligger till grund för förpliktelsen. Företagets övriga planer klassificeras som förmånsbestämda och beräknas enligt Tryggandelagen och redovisas i enlighet med förenklingsreglerna i BFNAR 2012:1

Företaget har förmånsbestämda pensionsplaner som finansieras via Alecta vilka redovisas som avgiftsbestämda planer då det inte finns tillräcklig information för att redovisa planen som förmånsbestämd.

Företaget har förmånsbestämda pensionsplaner som finansieras i egen regi. Uppgift om pensionsskuldens storlek erhålls från ett oberoende företag (t.ex. PRI Pensionsgaranti) och redovisas enligt den erhållna uppgiften.

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Koncernbidrag
Erhållna och lämnade koncernbidrag redovisas som bokslutsdispositioner.

Koncernförhållanden
Företaget är moderföretag men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas ingen egen koncernredovisning. Det överordnade moderföretaget Caldic Holdco BV, organisationsnummer 68628773 med säte i Rotterdam, Holland upprättar koncernredovisning.

Kassaflödesanalys
Kassaflödesanalysen upprättas enligt indirekt metod. Det redovisade kassaflödet omfattar endast transaktioner som medfört in- eller utbetalningar.

Som likvida medel klassificerar företaget, förutom kassamedel, disponibla tillgodohavanden hos banker och andra kreditinstitut samt kortfristiga likvida placeringar som är noterade på en marknadsplats och har en kortare löptid än tre månader från anskaffningstidpunkten. Förändringar i spärrade medel redovisas i investeringsverksamheten.

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Uppskattningar och bedömningar
Uppskattningar och bedömningar baseras på historisk erfarenhet och andra faktorer som under rådande omständigheter anses vara rimliga. Bortsett från värderingen av varulager samt pensionsavsättningar har några uppskattningar och bedömningar av väsentlig karaktär inte gjorts.

Varulager
I stort sätt alla varor som tas in i lager har ett motsvarande kundkontrakt och därför gör Caldic Ingredients Sweden AB bedömningen att lagervärdet är upptaget i balansen till ett korrekt värde.

Osäkra kundfordringar
En kundfordran skrivs bort och redovisas som konstaterad förlust när information erhållits om att kunden sannolikt inte kommer att kunna betala en faktura, tex. pga konkurs eller resultatlösa utmätningsförsök.

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Not 2 Nettoomsättningens fördelning

Med nettoomsättning avses summan av varuförsäljning i egen räkning.

Den övervägande delen av bolagets nettoomsättning avser försäljning till kunder i Sverige och övriga Skandinavien.

	2021	2020
Nettoomsättningen per geografisk marknad		
Sverige	298 775	316 799
Danmark	5 785	8 929
Norge	956	1 836
Övriga världen	22 727	21 875
Försäljning inom koncernen	38 037	39 251
	366 280	**388 690**

Not 3 Inköp och försäljning mellan koncernföretag

	2021	2020
Andel av årets totala inköp som skett från andra företag i koncernen	9,45 %	11,04 %
Andel av årets totala försäljningar som skett till andra företag i koncernen	10,38 %	10,10 %

Not 4 Leasingavtal

Årets leasingkostnader avseende leasingavtal, uppgår till 2 110 tkr (1 892) tkr.

I denna not inkluderas även uppgifter för finansiella leasingavtal, vilka redovisas som operationella. Förutom hyra av lokaler, avser avtalen leasing av maskiner för tillverkning, truckar, inventarier och bil för tranportändamål. Maskiner, truckar och inventarier leasas normalt på fem år med möjlighet till förlängning eller utköp. Bilar leasas normalt på fyra år med möjlighet till förlängning eller utköp.

Framtida leasingavgifter, för icke uppsägningsbara leasingavtal, förfaller till betalning enligt följande:

	2021	2020
Inom ett år	2 224	2 069
Senare än ett år men inom fem år	6 790	2 654
Senare än fem år	0	0
	9 014	**4 723**

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Not 5 Anställda och personalkostnader

	2021	2020
Medelantalet anställda		
Kvinnor	20	19
Män	29	31
	49	**50**
Löner och andra ersättningar		
Styrelse och verkställande direktör	1 397	1 302
Tantiem och liknande ersättning till styrelse och verkställande direktör	206	64
Övriga anställda	24 170	26 995
	25 773	**28 361**
Sociala kostnader		
Pensionskostnader för styrelse och verkställande direktör	384	328
Pensionskostnader för övriga anställda	4 190	4 040
Övriga sociala avgifter enligt lag och avtal	9 448	8 547
	14 022	**12 915**
Totala löner, ersättningar, sociala kostnader och pensionskostnader	**39 795**	**41 276**
Könsfördelning bland ledande befattningshavare		
Andel män i styrelsen	100 %	100 %
Andel män bland övriga ledande befattningshavare	100 %	100 %

Not 6 Arvode till revisorer

Med revisionsuppdrag avses granskning av årsredovisningen och bokföringen samt styrelsens förvaltning, övriga arbetsuppgifter som det ankommer på bolagets revisor att utföra samt rådgivning eller annat biträde som föranleds av iakttagelser vid sådan granskning eller genomförandet av sådana övriga arbetsuppgifter.

	2021	2020
Öhrlings PricewaterhouseCoopers AB		
Revisionsuppdrag	0	40
Övriga tjänster		33
	0	**73**
Ernst & Young AB		
Revisionsuppdrag	736	344
	736	**344**

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Not 7 Avskrivningarnas fördelning på funktion

	2021	2020
Kostnad för sålda varor	2 830	4 380
Försäljningskostnader	584	2 072
Administrationskostnader	33	57
	3 447	**6 509**

Not 8 Övriga ränteintäkter och liknande resultatposter

	2021	2020
Ränteintäkter från koncernföretag	3 500	5 363
Övriga ränteintäkter	1 074	26
	4 574	**5 389**

Not 9 Räntekostnader och liknande resultatposter

	2021	2020
Övriga räntekostnader	-2 283	-2 527
	-2 283	**-2 527**

Not 10 Bokslutsdispositioner

	2021	2020
Skillnad mellan bokförd avskrivning och avskrivning enligt plan	2 083	1 200
Lämnat koncernbidrag	-6 737	
	-4 654	**1 200**

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Not 11 Aktuell och uppskjuten skatt

	2021	2020
Skatt på årets resultat		
Aktuell skatt	-2 542	0
Förändring av uppskjuten skatt avseende temporära skillnader	-14	-14
Totalt redovisad skatt	**-2 556**	**-14**

Avstämning av effektiv skatt

	2021		2020	
	Procent	**Belopp**	**Procent**	**Belopp**
Redovisat resultat före skatt		14 900		-3 873
Skatt enligt gällande skattesats	20,6	-3 069	21,4	829
Ej avdragsgilla kostnader		-48		-1 566
Ej skattepliktiga intäkter		575		723
Uppskjuten skatt avseende temporära skillnader		-14		
Redovisad effektiv skatt	**17,2**	**-2 556**	**-0,4**	**-14**

Not 12 Koncessioner, patent, licenser, varumärken samt liknande rättigheter

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	102	
Inköp		102
Utgående ackumulerade anskaffningsvärden	**102**	**102**
Ingående avskrivningar	-20	
Årets avskrivningar	-34	-20
Utgående ackumulerade avskrivningar	**-54**	**-20**
Utgående redovisat värde	**48**	**82**

Not 13 Goodwill

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	17 173	17 173
Utgående ackumulerade anskaffningsvärden	**17 173**	**17 173**
Ingående avskrivningar	-16 044	-12 609
Årets avskrivningar	-689	-3 435
Utgående ackumulerade avskrivningar	**-16 733**	**-16 044**
Utgående redovisat värde	**440**	**1 129**

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Not 14 Byggnader och mark

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	7 284	7 284
Inköp	367	0
Försäljningar/utrangeringar	-399	0
Utgående ackumulerade anskaffningsvärden	**7 252**	**7 284**
Ingående avskrivningar	-2 497	-2 207
Försäljningar/utrangeringar	399	0
Omklassificeringar		0
Årets avskrivningar	-230	-290
Utgående ackumulerade avskrivningar	**-2 328**	**-2 497**
Utgående redovisat värde	**4 924**	**4 787**

Not 15 Maskiner och inventarier

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	29 356	31 318
Inköp	1 824	467
Försäljningar/utrangeringar	-632	-2 429
Utgående ackumulerade anskaffningsvärden	**30 548**	**29 356**
Ingående avskrivningar	-22 402	-21 721
Försäljningar/utrangeringar	632	2 083
Årets avskrivningar	-2 494	-2 765
Utgående ackumulerade avskrivningar	**-24 264**	**-22 403**
Utgående redovisat värde	**6 284**	**6 953**

Not 16 Andelar i koncernföretag

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	12 050	5 050
Aktieägartillskott		7 000
Utgående ackumulerade anskaffningsvärden	**12 050**	**12 050**
Ingående nedskrivningar	-12 000	-5 000
Årets nedskrivningar		-7 000
Utgående ackumulerade nedskrivningar	**-12 000**	**-12 000**
Utgående redovisat värde	**50**	**50**

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Not 17 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Rösträtts-andel	Antal andelar	Bokfört värde
Caldic Food Service & Retail Sweden AB	100%	100%	100	50
				50

	Org.nr	Säte
Caldic Food Service & Retail Sweden AB	559133-4304	Malmö

Not 18 Fordringar hos koncernföretag

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	67 741	89 991
Avgående fordringar	-6 736	-22 250
Utgående ackumulerade anskaffningsvärden	**61 005**	**67 741**
Utgående redovisat värde	**61 005**	**67 741**

Not 19 Uppskjuten skatt på temporära skillnader

Uppskjuten skatt på temporära skillnader

2021-12-31

Temporära skillnader	Uppskjuten skattefordran	Netto
Skattepliktiga temporära skillnader	97	97
	97	**97**

2020-12-31

Temporära skillnader	Uppskjuten skattefordran	Netto
Skattepliktiga temporära skillnader	111	111
	111	**111**

Den temporära skillnaden uppkommer till följd av skillnaden mellan planenliga och skattemässiga avskrivningar.

Förändring av uppskjuten skatt

Skattepliktiga temporära skillnader	Belopp vid årets ingång	Belopp vid årets utgång
Skattepliktiga temporära skillnader	111	97
	111	**97**

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Not 20 Verkligt värde på derivatinstrument som används för säkringsändamål

Verkliga värden på derivatinstrument uppgick på balansdagen till följande belopp:

	2021-12-31	2020-12-31
Kontrakt med positiva verkliga värden		
Valutaterminskontrakt	174	248
	174	**248**
Kontrakt med negativa verkliga värden		
Valutaterminskontrakt	-877	-781
	-877	**-781**

Ytterligare information beträffande säkringsredovisningen återfinns i avsnittet användning av finansiella instrument i förvaltningsberättelsen.

Not 21 Förutbetalda kostnader och upplupna intäkter

	2021-12-31	2020-12-31
Provisioner	100	17
Varurelaterade periodiseringsposter	4 720	1 241
Hyror	508	498
Övrigt	819	514
	6 147	**2 270**

Not 22 Likvida medel

	2021-12-31	2020-12-31
Likvida medel		
Banktillgodohavanden	55 386	66 690
	55 386	**66 690**

Not 23 Antal aktier och kvotvärde

Namn	**Antal aktier**	**Kvot-värde**
Antal A-Aktier	100 000	100
	100 000	

Not 24 Disposition av vinst eller förlust

	2021-12-31
Förslag till vinstdisposition	
Styrelsen föreslår att till förfogande stående vinstmedel (kronor):	
balanserad vinst	89 828 515
årets vinst	12 343 631
	102 172 146
disponeras så att	
i ny räkning överföres	102 172 146

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Not 25 Obeskattade reserver

	2021-12-31	2020-12-31
Avskrivningar över plan	4 406	6 488
	4 406	**6 488**

Not 26 Avsättningar

	2021-12-31	2020-12-31
Pensioner och liknande förpliktelser		
Belopp vid årets ingång	12 812	13 086
Under året ianspråktagna belopp	-1 116	-1 185
Under året återförda belopp	307	912
	12 003	**12 813**

Not 27 Långfristiga skulder

	2021-12-31	2020-12-31
Förfaller senare än fem år efter balansdagen	63 729	62 434
	63 729	**62 434**

Not 28 Upplupna kostnader och förutbetalda intäkter

	2021-12-31	2020-12-31
Varuperiodiseringsposter	2 375	0
Lönerelaterade kostnader	8 148	8 537
Upplupen ränta	489	479
Övrigt	4 238	2 716
	15 250	**11 732**

Not 29 Justering för poster som inte ingår i kassaflödet

	2021-12-31	2020-12-31
Avskrivningar	3 447	6 509
Vinst vid försäljning av anläggningstillgångar	132	0
Förlust vid försäljning av anläggningstillgångar		804
Förändring avsättningar	-809	-274
	2 770	**7 039**

Not 30 Ställda säkerheter

	2021-12-31	2020-12-31
För skulder till kreditinstitut:		
Tullgaranti	1 168	1 168
	1 168	**1 168**

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Not 31 Uppgifter om moderföretag

Caldic Ingredients Sweden AB är helägt dotterföretag till Caldic BV (registreringsnummer 24248451) med säte i Rotterdam, Holland.

Moderföretag i den största koncern där företaget ingår och som upprättar koncernredovisning är Caldic Holdco BV med organisationsnummer 68628773 med säte i Rotterdam, Holland

Ytterligare information om Caldickoncernen kan inhämtas via hemsidan: www.caldic.com.

Not 32 Väsentliga händelser efter räkenskapsårets slut

Inga väsentliga händelser har inträffat efter räkenskapsårets slut. Vad gäller kommentarer kring kriget i Ukraina hänvisas till väsentliga händelser efter räkenskapsårets slut i förvaltningsberättelsen.

Not 33 Eventualförpliktelser

	2021-12-31	2020-12-31
Försäkringsbolaget pensionsgaranti	240	256
	240	**256**

Resultat- och balansräkningen kommer att föreläggas på årsstämma för fastställelse.

Malmö 13/6-2022

Laurent Pasqualini
Ordförande

Johan Sundell

Martin Zemp

Gustav Larsson
Verkställande direktör

Vår revisionsberättelse har lämnats den 13/6-2022

Ernst & Young AB

Ola Larsmon
Auktoriserad Revisor

20220615235321

Building a better working world

Revisionsberättelse

Till bolagsstämman i Caldic Ingredients Sweden AB, org.nr 556594-2249

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Caldic Ingredients Sweden AB för år 2021.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Caldic Ingredients Sweden ABs finansiella ställning per den 31 december 2021 och av dess finansiella resultat och kassaflöde för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Caldic Ingredients Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om att årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

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Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning av Caldic Ingredients Sweden AB för år 2021 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Caldic Ingredients Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Malmö den 13 juni 2022

Ernst & Young AB

Ola Larsmon
Auktoriserad revisor

A member firm of Ernst & Young Global Limited

Building a better working world

20220615235523

Revisorns yttrande avseende den lagstadgade hållbarhetsrapporten

Till bolagsstämman i Caldic Ingredients Sweden AB, org.nr 556594-2249

Uppdrag och ansvarsfördelning

Det är styrelsen som har ansvaret för hållbarhetsrapporten för år 2021 och för att den är upprättad i enlighet med årsredovisningslagen.

Granskningens inriktning och omfattning

Vår granskning har skett enligt FARs rekommendation RevR 12 *Revisorns yttrande om den lagstadgade hållbarhetsrapporten*. Detta innebär att vår granskning av hållbarhetsrapporten har en annan inriktning och en väsentligt mindre omfattning jämfört med den inriktning och omfattning som en revision enligt International Standards on Auditing och god revisionssed i Sverige har. Vi anser att denna granskning ger oss tillräcklig grund för vårt uttalande.

Uttalande

En hållbarhetsrapport har upprättats.

Malmö den 13 juni 2022

Ernst & Young AB

Ola Larsmon

Auktoriserad revisor

CALDIC B.V.

at Rotterdam

Annual report 2021
For filling purposes

Register number 24248451

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Directors' Report

Caldic B.V. (the 'Company') is a company domiciled in The Netherlands. The address of the Company's registered office is Westerlaan 1, Rotterdam. The consolidated financial statements of the Company as at and for the year ended 31 December 2021 comprise the Company and its subsidiaries (together referred to as the 'Group' and individually as 'Group entities'). The Company is acting as an intermediary holding company of the Caldic Group headed by Caldic Holdco B.V., which provides inspiring solutions and value-add services capabilities in life sciences (food, pharma and consumer care) and specialty chemicals (for industrial formulation markets). Caldic aims to be the most trusted partner in innovative sustainable solutions for life sciences and specialty chemicals. Making the world better every day alongside our customers and principals.

Caldic is managed by a one-tier Board, which currently comprises two executive Board Members, being the CEO and CFO. The Board of Directors strives for a diverse composition and balance in terms of gender and age while also ensuring complementarity of knowledge, skills and experience, enabling each of the members to have a valuable contribution in carrying out the respective board responsibilities. These objectives will be taken into account in the selection and nomination process for each future vacancy of the Board of Directors.

On November 20, 2021 a conditional agreement was signed whereby the existing shareholders of Caldic Holdco B.V. will sell 100% of the share capital of Caldic Holdco B.V. to an entity controlled by Advent International. This transaction was formally closed on March 1, 2022. The board composition does not comply with the requirements in the articles of association, as at March 1, 2022 all non-executive board members resigned. On 19 May 2022 the articles of association of Caldic Holdco B.V. have been amended to rectify this situation.

The year 2021 can be characterised as another challenging year, with strong growth in a dynamic environment. Although the pandemic continued to pose unprecedented challenges for our people and the communities where we operate, the dedication, resilience and flexibility of our teams and the solid fundamentals of our business model resulted in a strong performance. Throughout the pandemic the health, safety and wellbeing of our employees and our business partners have been first priority. Compared to 2020, many of the economies we operate in showed a strong rebound in growth in 2021. Global shipping disruptions and input shortages kept the industry from expanding production in line with the rapid growth in demand for manufactured goods. The imbalance between strong demand and supply at the global levels, has intensified shortages and led to price volatility, affecting many countries and sectors.

Despite the continuing challenging market circumstances, the financial resilience provided by Caldic's multi-market and geographical coverage, combined with its diversified supplier and product portfolio, have enabled Caldic to deliver very strong results in 2021. In the twelve months to 31 December 2021 Caldic B.V. and its subsidiaries contributed net sales of continuing operations of € 978 million (2020: € 790 million) and operating result of € 58.5 million (2020: € 26.8 million) to the Group's results. The operating result of 2021 was impacted by costs related to the acquisitions and a release of the provision for Dutch excise duties.

BUSINESS UNIT REVIEW

Specialty Chemicals

An attractive and complete product portfolio is important when operating in the Specialty Chemicals distribution business. With those products we provide solutions to more than 30.000 customers in the Health & Personal Care and Industrial markets. We have a thorough knowledge of the markets in which we operate. Caldic's focus markets include pharmaceuticals, personal care, coatings/adhesives/sealants/construction, plastics, rubber, chemical industry and oil/air/gas/water treatment. The sales teams combine chemical and commercial backgrounds and are supported by product managers and technical market specialists; experts in our customers' applications. Thanks to Caldic's own facilities, we can provide a wide variety of customized value-added solutions, including blending, diluting, grinding and (re)packaging. In addition we provide technical and regulatory support as well as labelling and application support.

Overall 2021 was a successful year for the Specialty Chemicals segment in Europe. Results are in line with expectations and a big improvement compared to the 2020 results. Also our teams in Asia Pacific performed well, although the impact of the Covid-related demand drops and the supply chain constraints was felt. Due

to a combination of strong market presence and diverse product portfolio the impact was limited.

The acquisition of Scott Chemicals was signed October 22, 2021 and effectuated on February 18, 2022. Scott Chemicals is a leading solution provider of specialty chemicals for industrial and life science applications in Asia-Pacific. The acquisition strengthens Caldic's position in Asia Pacific region significantly. Scott Chemicals is known for its outstanding value-add solution offering in industrial markets, including coatings & adhesives, plastics & rubber and life science such as food and personal care. Their strength lies in meeting customer-specific requirements, through customized formulation support and dedicated mixing and blending capabilities. The acquisition allows Caldic to significantly strengthen its presence in New Zealand and China, while expanding into new geographies such as Australia and the Philippines. Moreover, it underlines Caldic's ambition to become a leading value-add solutions provider in the Asia Pacific region.

Food

Caldic provides innovative Food Ingredient solutions by turning raw materials into finished, ready-to-use products that meet specific customer requirements. Our specialized commercial teams have the required in-depth knowledge of market trends and are fully dedicated to our focus markets savoury, bakery, sweet, dairy, beverages and nutrition. They understand customer needs and add value to their business by offering expert advice. With our many test kitchens and expertise centres, we support customers in developing new products and innovations. Our application teams frequently develop new concepts to inspire customers and enhance their product development processes.

From high quality single ingredients, high value specialties and functional ingredients to complete solutions and custom blends; all products are supported by efficient supply chain solutions, securing a steady and reliable supply to our customers, just-in-time deliveries and efficient stock management. We provide customized processing services and food grade warehousing facilities to both suppliers and customers, thereby reducing the complexity of their business. These processing services include blending, grinding, sieving, but also breaking bulk and repacking in various packing sizes. Over the past year, the business has performed well. In most countries, business grew as a result of increased sales of ingredients and blended solutions, and addition of representations of key suppliers.

The Food segment in both Europe and North America continued to be impacted by the lockdowns and subsequent drop in demand. Especially the Canadian markets, with a larger exposure to the Food Service markets was impacted. Despite this the results of the Food segment was satisfactory.

Pharma

Pharma business grew strongly versus 2020, although the short supply of packaging materials affected the ability to supply customers with product blends. The internal knowledge sharing and pharma trainings, following the integration of BrandNu Labratories and BNL Sciences, laid a solid foundation for joint commercial cross-promoting initiatives that drive our strategic roadmap. To further expand our service offering, investments were made in state-of-the-art GMP pharma facilities in the USA and Ireland and a cleanroom for filling pharmaceutical solvents in Belgium.

BALANCE SHEET

Working Capital

Net working capital is defined as inventories, trade and other receivables less trade and other payables. Net working capital increased by € 31.9 million from € 143.2 million as at the end of 2020 to € 175.1 million as of 31 December 2021. The increase in net working capital is the result of the high level of business activities in 2021 and the impacts of external factors, including COVID-19 and supply chain issues, leading to higher working capital levels as well as the impact of acquisitions. Monitoring working capital positions is a permanent focus of management and Caldic has various processes and tools in place to optimise working capital.

Equity

The equity attributable to the shareholders increased by € 48.4 million from € 359.4 million as of 31 December 2020 to € 407.8 million as of 31 December 2021. The increase in total equity is driven by the addition of the net result for the year of € 41.2 million. At year-end the net equity covers a solid 56.3% of the balance sheet total (2020: 56.3%)

Financing

Caldic aims to maintain a capital structure that offers flexibility and enables Caldic to cover its potential financial requirements and to execute its growth and acquisition strategy. The corporate treasury team in the head office in Rotterdam manages liquidity and interest risks. As at the end of 2021, net debt (defined as Loans and borrowings less Cash and cash equivalents)was € 80.3 million, compared to € 83.0 million as at year-end 2020. As at 31 December 2021, the leverage ratio (defined in the Caldic loan documentation as Senior Net Debt in relation to the companies LTM adjusted EBITDA including full-year impact of acquisitions) is with 2.20x well below the applicable maximum leverage ratio of 7.30x. Cash flow from operating activities was €38.3 million (2020: €65.8 million) driven by good operating results in the year.

INVESTMENTS

We continue to invest in our facilities, in order to keep up to date with the latest QHSE standards and to expand our service offerings. These investments will be financed by our operating cash flows and current credit facilities. During 2021 we invested among others, in state-of-the-art GMP pharma facilities in the USA and Ireland and a cleanroom for filling pharmaceutical solvents in Belgium. In Malaysia we opened our new office equipped with several application and product testing labs to inspire innovation in food, personal care and industrial applications. The total investment in property, plant and equipment for the year 2021 was € 9.6 million. We will continue to invest in additional facilities in order to reinforce our value-added service proposition.

RISK MANAGEMENT

Caldic seeks to maintain a good balance between professional, effective entrepreneurship and managing the risks arising from normal business operations. Caldic's risk management and control system is based on the group's decentralized structure. This means a formal (monthly and quarterly) reporting structure has been implemented including short lines of communication to local management regarding business and financial developments. Caldic distinguishes four risk categories in its risks management framework. The risk appetite varies per risk category.

Risk category	Risk acceptance	Description
Strategic	Moderate	Caldic is prepared to take moderate risks to achieve its objectives. In doing so, Caldic aims to strike a balance between our long-term goals (low risk acceptance) and our commercial targets (higher risk acceptance).
Operational	Low	Caldic focuses primarily on ensuring the continuity of our activities, regardless of circumstances. Caldic aims to reduce the risks that threatens this continuity as much as possible. The risk acceptance in this regard is therefore very low.
Financial	Low	Caldic maintains a solid financial position in order to guarantee access to the financial markets.
Legal / Compliance	Zero	Caldic wants to comply with all applicable laws and legislation, with a special focus on safety, environmental and compliance.

In the following paragraphs, the main risks and the way Caldic manages these risks are described.

Customer dependency

Caldic's business depends on its customers' demand for products used in the manufacture of a wide array of products, which in turn is driven by the demand of consumers and other end users for the products made by Caldic's customers. To a large extent, demand levels depend on macroeconomic conditions on a global level and in those regional economies supplied by its customers. An improvement or deterioration in levels of economic activity and consumer demand tends to be reflected in the overall level of production and consumption of chemicals and food ingredients.

The broad diversity of Caldic's business in terms of product portfolio, geographies, suppliers, end-market sectors and customers lessen the impact of local and regional economic changes.

Supplier dependency

Caldic is dependent on its suppliers to develop and supply the product portfolio that it markets, sells and distributes. Shortages in supply of certain products or non-competitiveness of product lines could negatively affect operating results. The termination of a major supplier relationship could have a material adverse effect on the Company's product portfolio, sales volumes, revenues and profit margins. Through its dedicated team of technical and commercial experts, working in close partnerships with its suppliers, Caldic proves to be able to maintain long-standing relationships with most of its key suppliers.

Risks related to acquisitions

Execution of Caldic's strategy will require the continued pursuit of acquisitions and investments and will depend on the Group's ability to identify suitable acquisition candidates and investment opportunities. Acquisitions and investments involve risks, including assumptions about revenues and costs being inaccurate, unknown liabilities and customer or key employee losses at the acquired businesses. Caldic tries to limit these risks by means of diligent identification of targets, strict selection criteria, followed by a structured execution, including determining the structure of the transaction and the contract, and integration process. Acquisition activities are driven centrally by an experienced management team.

QHSE risks

Marketing, sales and distribution of chemicals and food ingredients entails exposure to health, safety and environmental risks. In order to mitigate these risks, Caldic has developed requirements and guidelines (ao. safety awareness training, internal audits etc.) for health, safety and environment.

Financial risks

Caldic's business is exposed to currency, liquidity, credit and interest rate risk.

Currency risk
Caldic is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of the Company. Caldic uses forward exchange contracts to hedge currency risks with a maturity of less than one year. Interest on borrowings is denominated in the currency of the borrowing. Generally, borrowings are denominated in currencies that match the cash flows generated by the underlying operations, providing an economic hedge without derivatives being entered into. In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Liquidity risk
The Company's approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Caldic's reputation. Typically, the Company ensures that it generally has sufficient cash on demand and sufficient credit lines to meet expected operational expenses for the next few months, including the servicing of financial obligations.

Credit risk
Caldic's exposure to credit risk is influenced mainly by the individual characteristics of each customer. There is no significant concentration of credit risk at individual customer level. Caldic has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Caldic's review includes the use of external ratings, when available. Purchase limits are established for each customer, which represents the maximum open amount. These limits are reviewed periodically. Customers that fail to meet the Company's benchmark creditworthiness may transact with Caldic only on a prepayment basis.

Interest rate risk
Caldic has adopted a policy of ensuring that at least a large element of its exposure to changes in interest rates on long-term senior bank loans is on a fixed-rate basis, taking into account assets with exposure to changes in interest rates. This is achieved by entering into interest rate swap contracts.

Tax and transfer pricing risk
Caldic is exposed to tax risks which could result in double taxation, additional tax payments, penalties and interest payments. The source of these risks could originate from local tax rules and regulations as well as international and EU regulatory frameworks. These include transfer pricing risks on internal cross-border sale of products, rental services, tax risks relating to tax losses, interest and tax credits carried forward and potential changes in tax law that could result in higher tax expenses and payments. To manage its tax risks, Caldic cooperates with all internal and external stakeholders to ensure it complies with the regulations with the general objective of mitigating these risks while at the same time aiming to be tax-efficient and, by this means, cost-effective.

Ukraine war
Caldic is closely monitoring the current situation in Eastern Europe. The current Russia/Belarus sanctions as issued by the Western governments mainly target individuals in positions of power, state-owned companies, banks and financial institutions. In addition, the US, UK and EU all have issued sanctions when it comes to products and technology that can be used for military purposes. Caldic's usual business dealings would not fall in any of these categories. However, as the situation in Eastern Europe remains unstable and sanctions can become more comprehensive, we remain strongly focused on ensuring we comply with any sanctions that might arise. The Caldic organization does not have any subsidiaries in Eastern Europe. However, the current situation might have an indirect impact on industries and countries across the globe, for example due to increased oil-, gas-, grain- and barley prices, supply chain disturbances and/or transportation concerns. Although we do not anticipate a material impact at this stage, we will continue to be alert and will take measures, when and as required.

Non-compliance with laws and regulations

Being present in various countries across the globe, Caldic is exposed to local and international legal and compliance risk. It is Caldic's main principle to comply with all applicable national and international laws and regulations (including local tax laws and regulations).

Caldic has set up an internal competition compliance framework and trains its employees by means of a compliance programme to observe national and international antitrust laws. By doing so, Caldic makes its employees aware of potential conflicts with competition law and actively helps them to avoid any potential adverse consequences of competition law infringements. Taxes are paid where the economic activity occurs. In cases when there is insufficient local knowledge with respect to tax cases, the Company makes use of external advisors to ensure compliance with local tax requirements.

IT

Caldic relies upon its information technology infrastructure and upon certain critical information and communication technology systems for operating and managing its business. Caldic's IT infrastructure and systems are subject to damage and interruption from different sources, including natural disasters, software viruses, malware and power failures. Caldic continuously invests in hardware and software in order to cope with the needs and requirements of its business. Coordinated and monitored by its central IT team, Caldic maintains and continuously enhances a wide range of security measures including access and authorization controls, data back up and system recovery mechanisms.

QHSE

In the field of QHSE, Caldic has laid down strict policies for the relevant disciplines. All food production locations have a GFSI certified food safety system, which guarantees food safety, whereby our products are traceable from the source to the end customer. On Health, Safety and Environment workplaces, equipment and substances are assessed to minimize risk and employees are trained to be constantly vigilant against abnormal circumstances so that incidents can be prevented. By the HSE reporting system, management is direct informed on every event in our company.

Environment

In Barberey St. Sulpice (France) we completed the entire monitoring program in close collaboration with DREAL, proving a good remediation approach due to a constant downward trend. We are currently in consultation with DREAL regarding the reduction of the program. A small geohydrological barrier was started at Brazey (France) to reduce the impact of historical pollution in groundwater. Pilottests are developed for our site in Belgium, Hemiksem to test best fitting technology for remediation of our locations Terlocht and Heemsdaal.

Sustainability

Caldic's contributions to the environment and society begin with its suppliers and through its people, expanding throughout the value chain. The purpose of Caldic's sustainability approach is to grow the business while reducing its environmental footprint as demonstrated through clear and measurable metrics.

By performance indicators and continuous improvement, we constantly reduce the environmental impact of the manufacturing process and business operations through improved energy efficiency, automation, and environmentally friendly solutions. By the Supplier Code of Conduct also our suppliers are involved in the process of constantly improving the environmental footprint of our products. It is our commitment to provide the best quality product solutions that are also more sustainable, allowing our customers to claim less environmental impact by the acquisition of our products. But not only to our customers, also internal, in our entities we look for improvements like reducing the use of natural sources, saving energy by solar panels, investing in the latest techniques for the most optimal energy efficiency.

In 2021, Caldic started to work on defining its groupwide sustainability approach and an internal sustainability task force was established. The key areas which Caldic strives to stimulate sustainable practices were identified and Caldic has embarked on a journey to build a solid sustainability management system. The EcoVadis platform is a way to engage with our supply chain partners, to analyse our sustainability performance and identify areas of improvement. In 2021, Caldic Belgium and Caldic France have been awarded a gold rating by EcoVadis.

REACH

The REACH Regulation is fully effective and by automatic systems and documented processes, we assure compliance. Not only regarding registrations but also by correct notification & classification and by providing actual and correct safety information to the user of our products. Requirements regarding restrictions are constantly evaluated and implemented.

PEOPLE

The workforce increased over 2021, from 1.167 FTEs during 2020 to 1.178 FTEs during 2021. One of our principles is to strive for strong local organizations with a high degree of entrepreneurship and a sense of responsibility for all business processes. Human resources policies are implemented at operating Company level. At this level, attention is paid to safety, accident prevention, absenteeism and, above all, to the creation and maintaining of a loyal, flexible, ambitious organization.

Once again, in 2021, our employees proved to be committed and determined to drive our Company to success. We sincerely thank them for their considerable efforts and look forward to maintain the dedicated team spirit in 2022.

OUTLOOK

Looking back, we are pleased with the results. We were successful in achieving underlying autonomous growth. Despite the impact of the COVID-19 restrictions on the economic situation, Caldic delivered strong results in 2021. Unfortunately, the uncertainty about the duration of the COVID-19 crisis and its impact on the global economy continued for longer than expected and the recovery is accompanied by new challenges, such as volatile product availability and demand, and supply chain disruptions.

Following the acquisition by Advent International on March 1, 2022 and the subsequent merger with GTM in Latin America, the enlarged group has been refinanced, a new board has been appointed on the new holding level and a clear business plan was devised, making the enlarged group ready for the future. On 20 May 2022, Caldic Holdco B.V. filed a proposal with the chamber of commerce to merge into PEARLS (Netherlands) Bidco B.V. This is expected to be finalized later this year. PEARLS (Netherlands) Bidco B.V. is a newly set up holding company. The main reason for the merger is to simplify the group structure and to create efficiency in terms of business activities. The new merged entity will continue the business of the company. Once the merger is finalized, Caldic Holdco B.V will cease to exist. The company's activities will be continued in the merged entity. Following the merger, PEARLS (Netherlands) Bidco B.V. will contribute the GTM business to Caldic B.V. The merger and subsequent contribution has no effect on the accounting principles that are based on the going concern assumption.

We have made a detailed plan containing a blueprint for further success of the enlarged group. We will expand our position in Europe, North America, Latin America and Asia-Pacific and strengthen the capabilities of our people to achieve autonomous growth. Furthermore, we will continue to diversify our products and invest in new sales channels. The above measures are geared towards building long-term, sustainable success. We do not foresee a direct adverse effect of the war in Ukraine and are positive about 2022, given the signs of economic and demand improvement we have noted. We expect increase in investments financing and personnel in 2022 in line with the Company ambition to grow both organically and through acquisitions.

Rotterdam, 13 June 2022

Board of Directors,

signed by A.R. Wessels
signed by B. Witte

Financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER

	Note	2021 *€000*	2020 *€000*
Assets			
Non-current assets			
Goodwill	7	95,049	90,119
Other intangible assets	6	55,279	61,991
Property, plant and equipment	8	45,330	45,225
Right of use assets	9	35,480	35,213
Deferred tax assets	23	4,875	11,541
Long term loans receivable - group companies	33	35,501	0
Other financial assets	33	1,988	15,064
		273,502	***259,153***
Current assets			
Inventories	10	132,783	97,139
Trade and other receivables	11	153,310	126,200
Taxes and social security premiums	12	6,918	4,344
Derivative financial assets	33	142	33
Other receivables and prepaid expenses	13	8,014	7,775
Cash and cash equivalents	14	145,912	143,479
		447,079	***378,970***
Total assets		**720,581**	**638,123**
Group equity	15		
Share capital		38,617	38,617
Share premium reserve		105,402	105,402
Legal reserves		31	31
Foreign exchange reserve		4,016	-1,520
Other reserves		218,532	203,908
Result for the year		41,249	12,974
Total group equity		**407,847**	**359,412**
Liabilities			
Non-current liabilities			
Loans and borrowings	17	65,583	60,517
Employee benefits	22	13,721	16,127
Lease liabilities	18	34,194	34,685
Provisions	16	10,238	20,123
Deferred tax liabilities	23	2,541	7,689
		126,277	***139,141***
Current liabilities			
Trade and other payables	19	110,922	80,100
Loans and borrowings	17	5,358	7,066
Lease liabilities	18	5,813	4,088
Taxes and social security premiums	21	12,508	21,063
Derivative financial liabilities	33	8	557
Other liabilities and accrued expenses	20	51,848	26,696
		186,457	***139,570***
Total liabilities		**312,734**	**278,711**
Total equity and liabilities		**720,581**	**638,123**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER

	Note	2021 *€000*	2020 *€000*
Revenue from contracts with customers	25	978,431	790,010
Other operating income	26	1,986	1,499
Total operating income		**980,417**	**791,509**
Cost of sales		**-730,228**	**-594,630**
Gross margin		**250,189**	**196,879**
Personnel expenses	27	-93,588	-89,427
Depreciation, amortisation and impairment expense	8,9,28,29	-22,957	-17,178
Other expenses	26	-75,099	-63,436
Operating Result		**58,545**	**26,838**
Finance expense	30	-11,506	-16,629
Finance income	30	7,337	7,284
Profit / Loss before tax		**54,376**	**17,493**
Tax expense	31	-13,127	-4,519
Profit / Loss for the year		**41,249**	**12,974**
Profit / Loss for the year attributable to:			
Owners of the parent		41,249	12,974
		41,249	**12,974**

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER

	Note	2021 *€000*	2020 *€000*
Profit / Loss from continuing operations		**41,249**	**12,974**
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Remeasurements of defined benefit pension schemes	22	2,034	152
Tax relating to items that will not be reclassified	23	-419	-73
		1,615	**79**
Items that will or may be reclassified to profit or loss:			
Exchange gains arising on translation of foreign operations		5,536	-2,299
Other		35	-197
		5,571	**-2,496**
Other comprehensive income for the year, net of tax		**7,186**	**-2,417**
Total comprehensive income from continuing operations		**48,435**	**10,557**
Total comprehensive income attributable to:			
Owners of the parent		48,435	10,557
		48,435	**10,557**

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER

	Note	2021 *€000*	2020 *€000*
Cash flows from operating activities			
Profit / Loss for the year		**41,249**	**12,974**
Adjustments for:			
Depreciation of property, plant and equipment / Amortisation of intangible fixed assets	28&29	23,791	16,685
Impairments		-834	493
Finance income	30	-7,337	-7,284
Finance expense excl. pensions & leases	30	11,479	11,141
Tax expense	31	13,127	4,519
Loss/(gain) on sale of property, plant and equipment		-1,444	-751
Increase in provisions and employee benefits	16&22	-10,257	11,677
Other		-706	8,964
		27,820	**45,443**
Movement in working capital			
Increase (decrease) in trade and other receivables	11	-29,572	4,728
Increase (decrease) in inventories	10	-35,644	16,891
Decrease (increase) in trade and other payables	19	51,777	-7,055
Cash generated from operations		**55,630**	**72,979**
Income taxes paid		-17,341	-7,215
Net cash flows from operating activities		**38,289**	**65,764**
Investing activities			
Acquisition of subsidiaries, net of cash acquired	4	0	-118,032
Cash receipt on sale of subsidiary	5	0	167,700
Purchases of property, plant and equipment	8	-9,581	-10,651
Sale of property, plant and equipment	8	3,350	2,628
Purchase of intangibles	7	-22	-1,938
Acquisition of right of use assets		-926	0
Interest received		7,830	7,284
Issue of loans		-21,400	-2,260
Net cash used in investing activities		**-20,750**	**44,731**
Financing activities			
Issue of shares		0	0
Dividend / Capital transactions with shareholder	15	0	8,564
Changes in non-current liabilities & bank overdrafts		-1,542	-4,808
Repayment of lease liability	18	-4,228	-9,319
Cash payments for the interest portion of lease liabilities		-1,815	0
Interest paid on loans and borrowings	17	-9,985	-9,728
Result on currency translation		507	0
Other financing expenses		-755	476
Net cash (used in) / from financing activities		**-17,818**	**-14,815**
Net increase in cash and cash equivalents		**-279**	**95,681**
Cash and cash equivalents at beginning of year		**143,479**	**47,798**
Exchange (losses) / gains on cash and cash equivalents		2,712	0
Cash and cash equivalents at end of year		**145,912**	**143,479**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER

	Issued Share Capital €000	Legal reserves €000	Share premium reserve €000	Foreign exchange reserve €000	Other reserves €000	Result for the year €000	Total equity €000
Balance as at 1 January 2020	**38,617**	**31**	**96,838**	**779**	**203,483**	**0**	**339,748**
Net result for the year	0	0	0	0	0	12,974	**12,974**
Other comprehensive income	0	0	0	-2,299	-118	0	**-2,417**
Total comprehensive income for the year	**0**	**0**	**0**	**-2,299**	**-118**	**12,974**	**10,557**
Contributions by and distributions to owners							
Dividends	0	0	0	0	0	0	**0**
Issue of share capital	0	0	0	0	0	0	**0**
Share premium on issue	0	0	8,564	0	0	0	**8,564**
Other movements	0	0	0	0	543	0	**543**
Total	**0**	**0**	**8,564**	**0**	**543**	**0**	**9,107**
Balance as at 31 December 2020	**38,617**	**31**	**105,402**	**-1,520**	**203,908**	**12,974**	**359,412**
Balance as at 1 January 2021	**38,617**	**31**	**105,402**	**-1,520**	**216,882**	**0**	**359,412**
Net result for the year	0	0	0	0	0	41,249	**41,249**
Other comprehensive income	0	0	0	5,536	1,650	0	**7,186**
Total comprehensive income for the year	**0**	**0**	**0**	**5,536**	**1,650**	**41,249**	**48,435**
Contributions by and distributions to owners							
Dividends	0	0	0	0	0	0	**0**
Issue of share capital	0	0	0	0	0	0	**0**
Share premium on issue	0	0	0	0	0	0	**0**
Other movements	0	0	0	0	0	0	**0**
Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Balance as at 31 December 2021	**38,617**	**31**	**105,402**	**4,016**	**218,532**	**41,249**	**407,847**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate information

Company activities
Caldic B.V. (Caldic or the "Company") is an intermediate holding company incorporated in the Netherlands; the primary activities of Caldic B.V. and its subsidiaries (collectively, the "Group") consist of manufacturing and distribution of chemical products and food ingredients, other raw materials and consumables. Information on the Group's structure is provided in Note 2.2 and information on other related party relationships of the Group is provided in Note 32.

Registered office
Caldic has its registered office at Westerlaan 1, 3016 CK Rotterdam, the Netherlands and its Chamber of Commerce number is 24248451. Caldic B.V. was incorporated on 31 May 1994. The parent company is Caldic Investments B.V., Amsterdam and the ultimate parent company is The Goldman Sachs Group Inc. Refer to note 34 for events after balance sheet date.

Financial statements
The consolidated financial statements of Caldic for the year ended 31 December 2021 have been prepared on a going concern basis and were authorised for issue in accordance with a resolution of the directors on 7 June 2022.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework, management has prepared the financial statements using the going concern basis of accounting as management did not intend to liquidate the company or to cease operations.

Group structure
On 20 May 2022, Caldic Holdco B.V. filed a proposal with the chamber of commerce to merge into PEARLS (Netherlands) Bidco B.V. This is expected to be finalized later this year. PEARLS (Netherlands) Bidco B.V is a newly set up holding company. The main reason for the merger is to simplify the group structure and to create efficiency in terms of business activities. The new merged entity will continue the business of the company. Once the merger is finalized , Caldic Holdco B.V will cease to exist. The company's activities will be continued in the merged entity. The merger has no effect on the accounting principles that are based on the going concern assumption.

2. Significant accounting policies

2.1. Basis of preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board (IASB) and as adopted by the EU.

The consolidated financial statements have been prepared on a historical cost basis, except where otherwise stated in the accounting policies below.

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in Note 2.3.

The consolidated financial statements are presented in Euro (€), which is also the parent's functional currency. Amounts are rounded to the nearest thousand, unless otherwise stated. The consolidated cash flow statement is prepared based on the indirect method.

2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2021. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

Group information

Information about subsidiaries

The subsidiaries as listed below are held by the Group and the proportion of ownership interests held equals the proportion of the voting rights held by the Group. The country of incorporation or registration is also their principal place of business. No changes to the ownership interests occurred during the reporting period.

As of the end of the respective reporting periods, the consolidated financial statements of the Group include:

Caldic B.V., Rotterdam

Name	Country of incorporation	% equity interest 31 December 2021	31 December 2020
Caldic Belgium N.V.	Belgium	100	100
Caldic Canada Inc.	Canada	100	100
Caldic Capital B.V.	Netherlands	100	100
Caldic Denmark A/S	Denmark	100	100
Caldic Ingredients Denmark A/S	Denmark	100	100
Caldic Deutschland GmbH	Germany	100	100
Caldic Ingredients Deutschland GmbH	Germany	100	100
Caldic Finland Oy	Finland	100	100
Caldic France S.A.S	France	100	100
Caldic Ingredients France S.A.S.	France	100	100
Caldic Hongkong Ltd.	Hong Kong	100	100
Caldic Ibérica S.L.	Spain	100	100
Caldic India Pvt. Ltd.	India	100	100
Caldic Ingredients Benelux B.V.	Netherlands	100	100
Caldic Italia S.r.l	Italy	100	100
Caldic Malaysia Sdn. Bhd.	Malaysia	100	100
Caldic Nederland B.V.	Netherlands	100	100
Caldic New Zealand Ltd.	New Zealand	100	100
Caldic Norway AS	Norway	100	100
Caldic (Shanghai) Trading Co. Ltd.	China	100	100
Caldic (Shanghai) Commercial Co. Ltd.	China	100	100
Caldic Sweden AB	Sweden	100	100
Caldic Ingredients Sweden AB	Sweden	100	100
Caldic Food Service & Retail Sweden AB	Sweden	100	100
Caldic Techniek B.V.	Netherlands	100	100
Caldic Techniek Belgium N.V.	Belgium	100	100
Caldic Holding (Thailand) Ltd.	Thailand	100	100
Caldic (Thailand) Ltd.	Thailand	100	100
Caldic (UK) Ltd.	United Kingdom	100	100
Caldic USA Inc.	USA	100	100
Caldic Vietnam Co. Ltd.	Vietnam	100	100
Caldic Brew Ingredients Holding AB	Sweden	100	100
Humlegardens Ekolager AB	Sweden	100	100
Caldic Pharma USA Holding Inc.	USA	100	100
Brand-Nu Laboratories Inc.	USA	100	100
Caldic Pharma Ireland Holding Ltd.	Ireland	100	100
BNL Sciences Ltd.	Ireland	100	100

2.3. Critical accounting judgements, estimates and assumptions

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Estimates and assumptions

- Income taxes - provisions for current and deferred income taxes in various jurisdictions (Note 31)
- Impairment of goodwill and intangible assets with infinite lives - Estimate of future cash flows and determination of the discount rate (Note 7)
- Defined benefit schemes- actuarial assumptions (Note 22)
- Discount rate used for initial measurement of lease liability (Note 18)
- Provision for excise duties (note 16)
- Environmental provision (Note 16)

- Provision for decommissioning costs (Note 16)
- Provision for expected credit losses of trade receivables and contract assets (Note 11)
- Fair value measurement (see below)

Fair value measurement
The Group measures financial instruments such as derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):
- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group measures a number of items at fair value:
- derivative financial instruments (Note 33);
- net defined benefit liability (Note 22).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

2.4. Summary of significant accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquire. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in other operating expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss. Direct costs of acquisition are recognised immediately as an expense.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:
- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

c) Foreign currencies

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling (spot rates) when the transactions occur. Translation gains and losses are taken to the profit and loss account as expenditure and are included in the costs of raw materials.

Foreign currency monetary assets and liabilities are translated at the exchange rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

On consolidation, the results of foreign operations are translated into Euro at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the exchange rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of

foreign operations at actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the consolidated profit and loss account as part of the profit or loss on disposal.

d) Taxation

Current tax

The taxation on the result includes current and deferred taxes and is calculated based on the result according to the profit and loss account and the applicable tax rates, taking into account permanent differences between the result according to the profit and loss account and the fiscal profit.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the consolidated balance sheet differs from its tax base, except for differences arising on:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and joint arrangements where the Group is able to control the timing of the reversal of the difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the temporary difference can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income (OCI) or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

In respect of deferred tax assets, arising from investment property measured at fair value, the presumption that recovery will be through sale rather than use has not been rebutted.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group entity; or
- different taxable group entities that intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Caldic Holdco B.V. forms a tax unity together with the Dutch group companies. The corporate tax is stated for each Company according to the portion for which the Company involved would be assessed if it were an independent taxpayer.

e) Other intangible assets

Externally acquired intangible assets are initially recognised at cost and are subsequently amortised on a straight-line basis over their useful economic lives. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual/legal rights. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques (see section related to critical estimates and judgements).

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit and loss account when the asset is derecognised.

The significant intangibles recognised by the Group, their useful economic lives and the methods used to determine the cost of intangibles acquired in a business combination are as follows:

Intangible asset	Useful economic life
Customer relationships	4 - 10 years
Trademarks	infinite
Other	2 - 5 years

Trademarks relate to brand names acquired in recent acquisitions. As no assumption can be made about the durability of its economic use, the trademark has an indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortisation is calculated on a straight-line basis over the estimated useful lives of the assets. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

f) Property, plant and equipment

Items of property, plant and equipment are initially recognised at cost. Following initial recognition property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, with the exception of land and assets under construction. Both land and assets under construction are carried at cost less accumulated impairments. Land has an indefinite life and assets under construction are assets that are not yet in the condition necessary for their intended use is therefore not depreciated. Depreciation on assets under construction does not commence until they are complete and available for use.

As well as the purchase price, the cost of an item of property, plant and equipment includes directly attributable costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognised within provisions.

Depreciation is provided on all other items of property, plant and equipment to write off their carrying value over their expected useful economic lives. It is depreciated at the following rates:

Buildings	-	3-5% per annum straight line
Plant and equipment	-	10-20% per annum straight line
Other operating fixed assets	-	20% per annum straight line

The residual value is the estimated amount that the Group would receive from the disposal of the asset, after deducting the estimated costs of disposal, if the asset was already of the age and the condition expected at the end of its useful life. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate. The depreciation expense on items of property, plant and equipment is recognised in the statement of profit or loss from the date that they are available for their intended use. Where significant components of an item of property, plant and equipment have different useful lives they are depreciated separately.

Maintenance, repairs or alteration of tangible property are generally recognised as expenses during the period in which they are incurred. However, betterments, restorations or replacements of major components are capitalised when they meet the recognition criteria. These improvements are recognised as a separate component and depreciated over the useful life of the component, not exceeding the remaining useful life of the related asset.

An item of property, plant and equipment and any significant part initially recognized is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognized

g) Right of use assets and lease liabilities

The Group's leasing activities as lessee primarily entails the rental office space, warehouse locations and vehicles for use by employees.

A lease is an agreement between a lessor (owner) and a lessee that conveys the rights to use specific property, plant and/or equipment for a stated period in exchange for a stated payment.

IFRS 16 requires the Group recognising right of use assets and lease liabilities for all contracts that are, or contain, a lease.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for the following leases, which are accounted as cost through profit and loss.

- leases of low value assets (these are leases for which the cost are deemed non-material); and
- leases with a duration of 12 months or less (for leases that do not contain purchase options); and
- leases where the lease term ends within 12 months after date of transition.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.
The lease term determined by the Group comprises:

- non-cancellable period of lease contracts;
- periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option;
- periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the group if it is reasonable certain to assess that option;

- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. If the lease term is reassessed, then a revised discount rate should be used. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset by using an unrevised discount rate, with the revised carrying amount being amortised over the remaining (revised) lease term. The carrying value of the right-of-use asset is reduced to zero with any additional adjustments below zero being taken to profit and loss.

When the group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the re-negotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the re-negotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount up to zero, with any additional adjustments being taken to profit and loss;
- if the re-negotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For contracts that both convey a right to the group to use an identified asset and require services to be provided to the group by the lessor, the group has elected to account for the entire contract as a lease, i.e. it does not allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract. The group does not act as a lessor.

h) Investments in associates

Where the Group has the power to participate in (but not control) the financial and operating policy decisions of another entity, it is classified as an associate. Associates are initially recognised in the consolidated balance sheet at cost. Subsequently associates are accounted for using the equity method, where the Group's share of post-acquisition profits and losses and other comprehensive income is recognised in the consolidated statement of profit and loss and other comprehensive income (except for losses in excess of the Group's investment in the associate unless there is an obligation to make good those losses). Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Weighted average cost is used to determine the cost of ordinarily interchangeable items. The net realisable value is the estimated sales price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The carrying amount of inventories sold is recognised as an expense in the period in which the related revenue is recognised.

j) Impairment of non-financial assets

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end or when there is an indication that it may be impaired. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs of disposal), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs, for which there are separately identifiable cash flows; its cash generating units ('CGUs'). An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, see Note 7. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Goodwill is allocated on initial recognition to the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill.

An impairment loss recognised for goodwill is not reversed. Impairments are recognized in Depreciation and Amortization expenses.

k) Financial instruments - initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through OCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. Equity instruments are measured at Fair Value through profit or loss. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or

for which the Group has applied the practical expedient are measured at the transaction price determined in accordance with IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in two categories:
- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through profit or loss (derivative financial instruments)

Financial assets at amortised cost (debt instruments)
This category is the most relevant to the Group. The Group measures financial assets at amortised cost if both of the following conditions are met:
- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment testing. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include trade receivables.

Financial assets at fair value through profit or loss (derivative financial instruments)
Financial assets at fair value through profit or loss include financial assets, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Derivatives, including separated embedded derivatives, are classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the profit and loss account. This category includes derivative instruments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the profit and loss account when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

De-recognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated balance sheet) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets
The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

(ii) Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings, and payables, net of directly attributable transaction costs.
The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings
This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the profit and loss account.

This category generally applies to interest-bearing loans and borrowings. For more information, refer to Note 17.

De-recognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(iv) Derivative financial instruments and hedge accounting
Initial recognition and subsequent measurement
The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Hedge Accounting principles are not applied to the Foreign exchange forward contracts. Derivatives not designated as hedging instruments reflect the positive change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for expected sales and purchases.
For the purpose of hedge accounting, hedges are classified as cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- there is 'an economic relationship' between the hedged item and the hedging instrument;
- the effect of credit risk does not 'dominate the value changes' that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Cash flow hedges that meet all the qualifying criteria for hedge accounting are accounted for as follows:

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

For any cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

l) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value and therefore approximate fair value.

Cash and bank balances are freely disposable, unless stated otherwise.

m) Provisions

A provision is recognised in the balance sheet when the group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured based on the best estimate of the amounts required to settle the obligations at the balance sheet date. Unless indicated otherwise, provisions are stated at the present value of the expenditure expected to be required to settle the obligations.

The group has recognised provisions for liabilities of uncertain timing or amount including those for environmental claims, leasehold dilapidations, legal disputes and other provisions. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted at a pre-tax rate reflecting current market assessments of the time value of money and risks specific to the liability. In the case of leasehold dilapidations, the provision takes into account the potential that the properties in question may be sublet for some or all of the remaining lease term. Entity needs to disclose if any provisions mainly relates to the decommissioning costs. The Company will recognise a provision in that year based on the estimated decommissioning costs.
When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset and not net of the recognized provision. The reimbursement is only recognized when it is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

n) Revenue recognition

Revenue from contracts with customer is recognised when control of the goods or services are transferred to the customer at an amount that reflect the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude, and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Performance obligations and timing of revenue recognition
Once Caldic has identified that there is a contract with a customer, Caldic assesses the goods or services promised in the contract. Each promise in the contract will be treated as a performance obligation to transfer to the customer if the good or service is distinct.

Generally, Caldic's customer contracts have only one performance obligation. The performance obligation

for the trade revenue stream will be the delivery of the goods promised in the contract. The performance obligation for the service revenue stream will be the delivery of the services promised in the contract, for example tolling services.

Determining the transaction price
The transaction price shall be the amount Caldic expects to receive in return for fulfilling its performance obligations. This amount shall include the most likely effect of discounts and rebates to be realised when the customer provides consideration.

Variable consideration occurs in the form of volume rebates to customers. These rebates are not material in relation to the total revenue and therefore significant reversals of revenue will not occur.

Allocating amounts to performance obligations
The nature of Caldic business is to provide goods based on order. Therefore, the transaction price for the contract will be allocated to a single performance obligation.

Control is transferred at a point in time due to the general sales conditions of Caldic and the applicable incoterms.

Costs of obtaining long-term contracts and costs of fulfilling contracts
Caldic does not incur incremental costs per customer in order to obtain contracts. Such costs are treated as intangible assets seeing, as the costs cannot be attributed to one customer.

o) Pensions and other long-term service benefits

The Group operates defined benefit pension plans in The Netherlands, Belgium, Italy, Sweden, Germany, France and Thailand, which in some cases require contributions to be made to an insurance company or separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.
Past service costs are recognised in profit or loss on the earlier of:
- the date of the plan amendment or curtailment; and
- the date that the Group recognises related restructuring costs.

Service costs are recognised in profit or loss, and include current and past service costs as well as gains and losses on curtailments. Past service costs are recognised in profit or loss on the earlier of (a) The date of the plan amendment or curtailment, and (b) The date that the Group recognises related restructuring costs. Net interest expense (income) is recognised in profit or loss, and is calculated by applying the discount rate used to measure the defined benefit obligation (asset) at the beginning of the annual period to the balance of the net defined benefit obligation (asset), considering the effects of contributions and benefit payments during the period. Gains or losses arising from changes to scheme benefits or scheme curtailment are recognised immediately in profit or loss.

Settlements of defined benefit schemes are recognised in the period in which the settlement occurs.

Contributions to defined contribution pension schemes are charged to the consolidated profit and loss account in the year to which they relate.

Other long-term service benefits
Other employee benefits that are expected to be settled wholly within 12 months after the end of the reporting period are presented as current liabilities.

Other employee benefits that are not expected to be settled wholly within 12 months after the end of the reporting period are presented as non-current liabilities and calculated using the projected unit credit method and then discounted using yields available on high quality corporate bonds that have maturity dates approximating to the expected remaining period to settlement and are denominated in the same currency as the post-employment benefit obligations.

2.5. Standards issued but not yet effective

There are a number of standards, amendments to standards, and interpretations, which have been issued by the IASB that are effective in future accounting periods that the group has decided not to adopt early. The following amendments are effective for periods beginning on or after 1 January 2022:

Standards, amendments and interpretations	Effective for annual periods beginning on
Reference to the Conceptual Framework – Amendments to IFRS 3	1 January 2022
Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16	1 January 2022
Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37	1 January 2022
IFRS 17 Insurance Contracts	1 January 2023
Classification of Liabilities as Current or Non-current - Amendments to IAS 1	1 January 2023
Disclosure of Accounting policies - Amendments to IAS 1	1 January 2023
Definition of Accounting Estimates - Amendments to IAS 8	1 January 2023
Deferred Tax rel. to Assets & Liabilities arising from a Single Transaction - Amendments to IAS 12	1 January 2023

Reference to the Conceptual Framework - Amendments to IFRS 3

In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations - Reference to the Conceptual Framework. The amendments are intended to replace a reference to a previous version of the IASB's Conceptual Framework (the 1989 Framework) with a reference to the current version issued in March 2018 (the Conceptual Framework) without significantly changing its requirements. The amendments add an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date. At the same time, the amendments add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

Property, Plant and Equipment: Proceeds before Intended Use - Amendments to IAS 16

The amendment prohibits entities from deducting from the cost of an item of property, plant and equipment (PP&E), any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

Onerous Contracts - Costs of Fulfilling a Contract – Amendments to IAS 37

In May 2020, the IASB issued amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a 'directly related cost approach'. The costs that relate directly to a contract to provide goods or services include both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract as well as costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

IFRS 17 Insurance Contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts. In September 2017, the Board established a Transition Resource Group (TRG) for IFRS 17 to analyse implementation-related questions. The TRG met four times and while no further meetings have been scheduled, the TRG submission process remains open for stakeholders to send in questions they believe meet the TRG submission criteria.

Classification of Liabilities as Current or Non-current - Amendments to IAS 1

In January 2020, the Board issued amendments to paragraphs 69 to 76 of IAS 1 Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification

Right to defer settlement: The Board decided that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date.
Existence at the end of the reporting period: The amendments also clarify that the requirement for the right to exist at the end of the reporting period applies regardless of whether the lender tests for compliance at that date or at a later date.
Management expectations: IAS 1.75A has been added to clarify that the 'classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability for at least twelve months after the reporting period'. That is, management's intention to settle in the short run does not impact the classification. This applies even if settlement has occurred when the financial statements are authorised for issuance. 5 The IFRIC Update is available at http://www.ifrs.org/news-and-events/updates/ifric-updates/
Meaning of the term 'settlement': The Board added two new paragraphs (paragraphs 76A and 76B) to IAS 1 to clarify what is meant by 'settlement' of a liability. The Board concluded that it was important to link the settlement of the liability with the outflow of resources of the entity. Settlement by way of an entity's own equity instruments is considered settlement for the purpose of classification of liabilities as current or non-current, with one exception. In cases where a conversion option is classified as a liability or part of a liability, the transfer of equity instruments would constitute settlement of the liability for the purpose of classifying it as current or non-current. Only if the conversion option itself is classified as an equity instrument would settlement by way of own equity instruments be disregarded when determining whether the liability is current or non-current. Unchanged from the current standard, a rollover of a borrowing is considered the extension of an existing liability and is therefore not considered to represent 'settlement'.

Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies
The amendments provide guidance on the application of materiality judgements to accounting policy disclosures. The amendments to IAS 1 replace the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. Guidance and illustrative examples are added in the Practice Statement to assist in the application of the materiality concept when making judgements about accounting policy disclosures.

Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates
The amendments introduce a new definition of accounting estimates. Accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty". The amendments clarify what changes in accounting estimates are and how these differ from changes in accounting policies and corrections of errors.

Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
The Amendments narrow the scope of the initial recognition exception under IAS 12 Income Taxes, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The Amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognised in the financial statements (and interest expense) or to the related asset component (and interest expense). This judgement is important in determining whether any temporary differences exist on initial recognition of the asset and liability.

The Group is currently assessing the impact of these new accounting standards and amendments.

2.6. Standards issued and effective

The Group has applied the following standards and amendments to standards, with a date of initial application of 1 January 2020:

- Definition of a Business - Amendments to IFRS 3
- Interest Rate Benchmark Reform - Amendments to IFRS 9, IAS 39 and IFRS 7
- Definition of Material - Amendments to IAS 1 and IAS 8
- Covid-19-Related Rent Concessions - Amendment to IFRS 16 (early adoption allowed)

Definition of a Business - Amendments to IFRS 3
The IASB issued amendments to the definition of a business in IFRS 3 Business Combinations to help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test.

New illustrative examples were provided along with the amendments.

Interest Rate Benchmark Reform - Amendments to IFRS 9, IAS 39 and IFRS 7
In September 2019, the IASB issued amendments to IFRS 9, IAS 39 Financial Instruments: Recognition and Measurement and IFRS 7 Financial Instruments: Disclosures, which concludes phase one of its work to respond to the effects of Interbank Offered Rates (IBOR) reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free interest rate (an RFR).

Interest Rate Benchmark Reform - Phase 2 - Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16
On 27 August 2020, the IASB published Interest Rate Benchmark Reform - Phase 2, Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16. With publication of the phase two amendments, the IASB has completed its work in response to IBOR reform. The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR).

Definition of Material - Amendments to IAS 1 and IAS 8
In October 2018, the IASB issued amendments to IAS 1 Presentation of Financial Statements and IAS 8 to align the definition of 'material' across the standards and to clarify certain aspects of the definition. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.' The amendments clarify that materiality will depend on the nature or magnitude of information, or both. An entity will need to assess whether the information, either individually or in combination with other information, is material in the context of the financial statements.

Covid-19-Related Rent Concessions - Amendment to IFRS 16
In May 2020, the IASB amended IFRS 16 to provide relief to lessees from applying the IFRS 16 guidance on lease modifications to rent concessions arising as a direct consequence of the covid-19 pandemic. The amendment does not apply to lessors. As a practical expedient, a lessee may elect not to assess whether a covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification. The practical expedient applies only to rent concessions occurring as a direct consequence of the covid-19 pandemic and only if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change.
- Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (for example, a rent concession would meet this condition if it results in reduced lease payments before 30 June 2021 and increased lease payments that extend beyond 30 June 2021).
- There is no substantive change to other terms and conditions of the lease.

Application of these standards and amendments did not have a significant impact.

3. Capital management

In order to support its business, satisfy its financing covenant and maximise shareholders' value, the Group's policy is to satisfy the covenant imposed by the lenders for loans and borrowings and has managed to achieve this objective in 2021 and 2020 (refer to Note 24). As at 31 December 2021, the Group had ample headroom in its leverage covenant test. In the unforeseeable event that the Group will breach its covenant, the loans may be due immediately. Certain events can be remedied by so-called equity cures.
Management is committed to maintaining a healthy balance sheet, while executing the Group's growth strategy. Through the acquisition process, management carefully evaluates the acquisition price and financing options available for every asset acquired.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 17, cash and equity, comprising issued capital, reserves and retained earnings. Management reviews the capital structure on a regular basis.

4. Business combinations

Acquisitions in 2021

There were no acquisitions in 2021.

Acquisitions in 2020

On 29 September 2020, the Company acquired 100% of the share capital of Humlegårdens Ekolager AB (Humlegårdens) to expand Caldic's presence in food ingredients, mostly in the Nordics countries. Humlegårdens is a leading Swedish distributor of brew ingredients and solutions for craft breweries. Its offering consists of high-quality ingredients including malts, hops and yeasts, which are distributed to all major Swedish craft breweries or ordered through Humlegårdens' e-commerce platform for the home brewing market. In 2020, Humlegårdens generated a revenue of € 9.9 million. The acquisition contributed € 2.5 million of revenue and € 0.1 million of operating result to the Group's results in 2020. The acquisition gave rise to € 2.1 million in goodwill.

On 14 October 2020, the Company signed an agreement to acquire the entire share capital of Brand-Nu Laboratories Inc. (Brand-Nu) and BNL Sciences Limited (BNL). With this acquisition Caldic has entered into a new and exciting market for the distribution of high purity specialty chemicals and biological raw materials. This acquisition supports Caldic's ambition to further expand its pharma and biopharma activities. Combined, these two entities generated revenues of € 102.8 million in the year 2020. The acquisitions contributed € 8.9 million of revenue and € 2.4 million of operating result to the Group's results in 2020. The acquisition gave rise to a combined amount of € 53.4 million in goodwill. The acquisition has been included in the consolidation as per 1 December 2020, as the Company fully acquired control as per this date.

The difference between the fair value of assets acquired and liabilities assumed and the considerations transferred for the aforementioned acquisitions is presented as goodwill. None of this goodwill is tax deductible. The goodwill represents the future profits of the acquired Companies.

Assets acquired and liabilities assumed
The combined fair value of the identifiable assets and liabilities of Humlegårdens, Brand-Nu and BNL at the date of acquisition were:

	Note	Fair value recognised on acquisition
		€000
Assets		
Property, plant and equipment	8	811
Right of use assets	9	4.490
Cash and cash equivalents	14	13.512
Trade receivables	11	14.074
Inventories	10	15.147
Intangible assets	6	51.898
Deferred tax assets		5
Other assets		321
Liabilities		
Loans and borrowings	17&33	0
Lease liabilities	18	-4.514
Trade and other payables	19	-6.224
Employee benefits	22	0
Provisions	16	0
Other liabilities and other expenses	20	-10.431
Deferred taxes	23	-3.048
Total identifiable net assets at fair value		**76.040**
Goodwill arising on acquisition	6	55.505
Purchase consideration transferred		**131.545**

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The fair value of the acquired receivables represents the book value. One of the acquisitions has contingent consideration relating to an earnout arrangement based on EBITDA. The management has estimated the payout against this at € 35 thousand. All receivables are assumed receivable and all transaction costs are incurred in the P&L.

During 2021, the PPA has been adjusted to reflect a bonus accrual that should have been included in the balance sheet of BNL at acquisition date, for an amount of € 312 thousand.

Analysis of cash flows on acquisition

	€000
Transaction costs of the acquisition (included in cash flows from operating activities)	-3.233
Net cash acquired with the subsidiary (included in cash flows from investing activities)	13.512
Cash consideration transferred (included in cash flows from investing activities)	-131.545
Net cash flow on acquisition	**-121.265**

5. Discontinued operations

There were no discontinued operations in 2021. In 2020, the Company received € 167.7 million in cash for the divestment of its Production segment, which was discontinued in 2019. There were no other discontinued operations in 2020.

6. Intangible assets

The components of intangible assets as at 31 December were as follows:

(i) Cost

	Goodwill *€000*	Customer relationships *€000*	Trademarks *€000*	Other Intangibles *€000*	Total *€000*
At 1 January 2020	**38,588**	**13,925**	**1,147**	**1,665**	**55,325**
Additions - externally acquired	0	0	0	1,938	1,938
Additions - internally developed	0	0	0	0	0
Disposals	0	0	0	-12	-12
Reclassifications	0	0	-1,148	1,148	0
Acquired through business combinations	55,505	45,618	3,008	3,272	107,403
Foreign exchange rate movements	-2,403	-1,172	140	-88	-3,524
At 31 December 2020	**91,690**	**58,370**	**3,148**	**7,922**	**161,130**
At 1 January 2021	**91,690**	**58,370**	**3,148**	**7,922**	**161,130**
Additions - externally acquired	0	0	0	252	**252**
Additions - internally developed	0	0	0	0	**0**
Disposals	0	0	0	-239	**-239**
Reclassifications	0	0	-3,186	3,186	**0**
Acquired through business combinations	312	0	0	0	**312**
Foreign exchange rate movements	4,741	2,605	38	108	**7,492**
At 31 December 2021	**96,743**	**60,975**	**0**	**11,229**	**168,947**

(ii) Accumulated amortisation and impairment

	Goodwill	Customer relationships	Trademarks	Other Intangibles	Total
	€000	*€000*	*€000*	*€000*	*€000*
At 1 January 2020	**-1,693**	**-3,223**	**0**	**-957**	**-5,873**
Acquired through business combinations	0	0	0	0	**0**
Amortisation charge	0	-2,305	0	-1,132	**-3,437**
Impairment losses	0	0	0	0	**0**
Disposals	0	0	0	12	**12**
Reclassifications	0	0	0	0	**0**
Foreign exchange movements	123	-195	0	350	**278**
At 31 December 2020	**-1,570**	**-5,724**	**0**	**-1,726**	**-9,021**
At 1 January 2021	**-1,570**	**-5,724**	**0**	**-1,726**	**-9,021**
Amortisation charge	0	-5,971	0	-3,170	**-9,141**
Impairment losses	0	0	0	0	**0**
Disposals	0	0	0	11	**11**
Reclassifications	0	356	0	-356	**0**
Acquired through business combinations	0	0	0	0	**0**
Foreign exchange movements	-124	-318	0	-28	**-469**
At 31 December 2021	**-1,694**	**-11,656**	**0**	**-5,270**	**-18,620**

(iii) Net book value

	Goodwill	Customer relationships	Trademarks	Other Intangibles	Total
	€000	*€000*	*€000*	*€000*	*€000*
At 31 December 2020	90,120	52,646	3,148	6,196	**152,110**
At 31 December 2021	**95,049**	**49,319**	**0**	**5,960**	**150,327**
Remaining useful life (years)	*n/a*	*2 - 7*	*n/a*	*0 - 5*	

Other intangible assets comprise mainly of trade names with a limited useful life.
As at reporting date, intangible assets with indefinite lives were tested for impairment (Note 7).

7. Goodwill and intangible assets with infinite useful lives

Goodwill and intangible assets with infinite useful lives as at 31 December of the year were as follows:

	2021	2020
	€000	*€000*
Goodwill	95,049	90,119
Trademark	0	3,148
	95,049	**93,267**

For impairment testing, goodwill acquired through business combinations and trademarks with indefinite useful lives are allocated to CGUs as presented in the table below.

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2021

	USA	Canada	UK	France	Netherlands	Sweden	Ireland
Goodwill	53,595	6,477	2,629	1,441	18,607	2,134	10,166
Trademark	0	0	0	0	0	0	0
Recoverable amount	169,587	245,485	38,006	20,007	57,298	8,053	111,688
Pre-tax discount rate in %	10.8	8.5	8.0	7.5	8.0	8.0	12.5
Operating margin in %*	18.3	11.3	5.7	5.5	7.8	4.7	22.0
Growth rate in %*	1.5	1.5	1.5	1.5	1.5	1.5	1.5

2020

	USA	Canada	UK	France	Netherlands	Sweden	Ireland
Goodwill	49,643	5,949	2,446	1,441	18,607	2,178	9,854
Trademark	0	0	0	0	0	3,148	0
Recoverable amount	169,852	229,953	19,847	11,575	102,727	17,169	48,026
Pre-tax discount rate in %	11.4	11.6	11.1	10.4	7.0	10.2	13.0
Operating margin in %*	19.9	12.3	3.8	3.5	8.8	10.7	14.4
Growth rate in %*	1.5	1.5	1.5	1.5	1.5	1.5	1.7

** The growth rate and operating margin assumptions apply only to the period beyond the formal budgeted period with the value in use calculation based on an extrapolation of the budgeted cash flows for year five.*

The recoverable amounts have been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The projected cash flows have been updated to reflect the decreased demand for products and services. The growth rate is the same as the long-term average growth rate for industry. The Group performed its annual impairment test in December 2021. As a result, no impairment losses were recognized (2020: € 0). For all CGUs it was concluded that the carrying value did not exceed the value in use, and the analysis did not reveal an impairment and sensitivity to changes in assumptions.

Key assumptions used in value in use calculations and sensitivity to changes in assumptions:
The calculation of value in use for both distribution and productions units is most sensitive to the following assumptions:

- Gross margins
- Discount rates
- Raw materials price inflation
- Market share during the forecast period
- Growth rates used to extrapolate cash flows beyond the forecast period

A reasonable possible change in the key assumptions would not result in impairment.

8. Property, plant and equipment

(i) Cost

	Land and buildings €000	Plant, machinery €000	Other operating assets €000	Assets under construction €000	Total €000
At 1 January 2020	**45,651**	**54,406**	**41,625**	**3,877**	**145,559**
Additions	860	6,135	2,709	946	**10,650**
Acquired through business combinations	2,113	752	395	0	**3,259**
Disposals	-1,429	-1,204	-2,658	4	**-5,287**
Finished construction	2,100	1,400	202	-3,701	**2**
Reclassifications	-2,124	2,079	-1,185	0	**-1,230**
Foreign exchange movements	-217	-1,176	-708	-7	**-2,109**
At 31 December 2020	**46,954**	**62,392**	**40,380**	**1,120**	**150,845**
At 1 January 2021	**46,954**	**62,392**	**40,380**	**1,120**	**150,845**
Additions	1,108	2,294	4,074	2,106	**9,582**
Acquired through business combinations	0	0	0	0	**0**
Disposals	-1,461	-616	-2,279	0	**-4,356**
Finished construction	91	699	102	-889	**2**
Reclassifications	-370	43	156	-151	**-321**
Foreign exchange movements	469	1,338	895	61	**2,762**
At 31 December 2021	**46,791**	**66,150**	**43,327**	**2,246**	**158,513**

(ii) Accumulated depreciation and impairment

	Land and buildings €000	Plant, machinery €000	Other operating assets €000	Assets under construction €000	Total €000
At 1 January 2020	**-27,215**	**-42,360**	**-31,412**	**0**	**-100,988**
Acquired through business combinations	-1,370	-694	-385	0	**-2,449**
Depreciation	-1,126	-3,333	-3,684	0	**-8,142**
Impairment losses	0	-100	0	-150	**-250**
Disposals	521	579	2,310	0	**3,410**
Reclassifications	817	-660	1,073	0	**1,230**
Foreign exchange Movements	160	871	539	0	**1,569**
At 31 December 2020	**-28,213**	**-45,697**	**-31,559**	**-151**	**-105,620**
At 1 January 2021	**-28,213**	**-45,697**	**-31,559**	**-151**	**-105,620**
Acquired through business combinations	0	0	0	0	**0**
Depreciation	-1,193	-3,576	-3,552	0	**-8,321**
Impairment losses	0	0	0	0	**0**
Disposals	252	310	1,969	0	**2,531**
Reclassifications	-10	34	76	151	**250**
Foreign exchange Movements	-253	-1,032	-739	0	**-2,024**
At 31 December 2021	**-29,417**	**-49,961**	**-33,805**	**0**	**-113,183**

(iii) Net book value

	Land and buildings €000	Plant, machinery €000	Other operating assets €000	Assets under construction €000	Total €000
At 31 December 2020	18,741	16,694	8,821	969	**45,225**
At 31 December 2021	**17,374**	**16,189**	**9,522**	**2,246**	**45,331**

Property, Plant and Equipment contain Assets Held for Sale for an amount of € 409 thousand (2020: € 1.2 million). Contractual commitments at the end of 2021 amounted to nil (2020: € 60 thousand).

9. Right of use assets

(i) Cost

	Right of use real estate	Right of use vehicles	Other	Total
	€000	*€000*	*€000*	*€000*
At 1 January 2020	**31,635**	**2,333**	**43**	**34,011**
Acquired through business combinations	4,753	16	0	**4,769**
Additions	13,409	667	15	**14,091**
Effect of modification to lease terms	0	0	0	**0**
Disposals	-760	0	0	**-760**
Reclassifications	-6	20	-14	**0**
Foreign exchange movements	-976	-86	-1	**-1,062**
At 31 December 2020	**48,055**	**2,951**	**43**	**51,050**
At 1 January 2021	**48,055**	**2,951**	**43**	**51,050**
Acquired through business combinations	0	0	0	**0**
Additions	5,163	406	102	**5,671**
Effect of modification to lease terms	0	0	0	**0**
Disposals	0	-3	0	**-3**
Reclassifications	-2,118	0	0	**-2,118**
Foreign exchange movements	1,377	135	1	**1,513**
At 31 December 2021	**52,477**	**3,489**	**147**	**56,113**

(ii) Accumulated depreciation and impairment

	Right of use real estate	Right of use vehicles	Other	Total
	€000	*€000*	*€000*	*€000*
At 1 January 2020	**-9,414**	**-1,122**	**-5**	**-10,541**
Acquired through business combinations	-270	-8	0	**-279**
Depreciation	-4,550	-538	-17	**-5,105**
Disposals	0	0	0	**0**
Impairment	-243	0	0	**-243**
Reclassifications	0	0	0	**0**
Foreign exchange Movements	293	38	0	**331**
At 31 December 2020	**-14,184**	**-1,631**	**-22**	**-15,836**
At 1 January 2021	**-14,184**	**-1,631**	**-22**	**-15,836**
Acquired through business combinations	0	0	0	**0**
Depreciation	-5,752	-560	-18	**-6,330**
Disposals	0	0	0	**0**
Impairment	834	0	0	**834**
Reclassifications	1,189	13	-13	**1,189**
Foreign exchange Movements	-413	-76	0	**-489**
At 31 December 2021	**-18,326**	**-2,254**	**-53**	**-20,633**

(iii) Net book value

	Right of use real estate	Right of use vehicles	Other	Total
	€000	*€000*	*€000*	*€000*
At 31 December 2020	33,872	1,320	22	**35,213**
At 31 December 2021	**34,150**	**1,236**	**94**	**35,480**

10. Inventories

Inventories consisted of the following:

	31 December 2021 *€000*	31 December 2020 *€000*
Raw materials and consumables	11,085	11,457
Stock in transit	17,522	7,899
Finished products and goods for resale	109,617	83,225
Provision for obsolete stock	-5,442	-5,442
Net realisable value	**132,783**	**97,139**

The inventories are unsecured. The cost price of inventories sold is recognized in cost of sales. In 2021 write-downs were € 1.4 million (2020: € 1.0 million).

11. Trade and other receivables

	31 December 2021 *€000*	31 December 2020 *€000*
Trade receivables	154,754	128,049
Trade receivables - group companies	33	0
Less: provision for expected credit losses	-1,478	-1,849
	153,310	**126,200**

Movements in the provision for expected credit losses are as follows:

	2021 *€000*	2020 *€000*
At 1 January	-1,849	-1,407
Provision for expected credit losses	-115	-892
Receivable written off during the year as uncollectible	454	320
Utilised	8	47
Exchange differences	-53	10
Unused amounts reversed	76	73
At 31 December	**-1,478**	**-1,849**

The carrying value of trade and other receivables classified as loans and receivables approximates fair value. Other classes of financial assets included within trade and other receivables do not contain impaired assets.

The expected loss rates are based on the payment profiles of customers and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information affecting the ability of the customers to settle the receivables. The Company has identified the historical loss rates of individual customers to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in this factor.

The Group does not hold any collateral as security.

	0-30 days *€000*	31-60 days *€000*	61-90 days *€000*	91-180 days *€000*	>180 days *€000*	Total *€000*
31 December 2021	98,361	39,180	11,593	4,863	758	154,754
31 December 2020	85,709	27,164	10,542	2,976	1,657	128,049

12. Taxes and social security premiums

	31 December 2021 *€000*	31 December 2020 *€000*
Corporate income tax	4,502	3,875
Value added tax	1,540	358
Other taxes	876	112
	6,918	**4,344**

13. Other receivables

	31 December 2021 *€000*	31 December 2020 *€000*
Interest prepaid / receivable	408	685
Other receivables and prepayments	7,606	7,091
	8,014	**7,775**

14. Cash and cash equivalents

All cash at bank and in hand is available on demand.

15. Shareholders' equity

As at 31 December 2021, the issued share capital comprised 38.616.700 ordinary shares at a par value of € 1,00 per share. The shares have been fully paid.

Authorized shares	31 December 2021	31 December 2020
Ordinary shares € 1,00 each	50,000,000	50,000,000
Total authorized shares	**50,000,000**	**50,000,000**

Movements in shares outstanding were as follows:

Ordinary shares issued and fully paid	*Number of shares*	*€*
At 1 January 2020	**38,616,700**	**38,616,700**
Issued during the year	0	0
At 31 December 2020	**38,616,700**	**38,616,700**
Issued during the year	0	0
At 31 December 2021	**38,616,700**	**38,616,700**

Share premium	Ordinary *€000*
At 1 January 2020	**96,838**
Contributions	8,564
At 31 December 2020	**105,402**
Contributions during the year	0
At 31 December 2021	**105,402**

The disaggregation of changes of OCI by each type of reserve in equity is shown below:

As at 31 December 2021	Foreign currency translation reserve *€000*	Retained earnings *€000*	Total *€000*
Foreign exchange translation differences	5,536	0	**5,536**
Re-measurement on defined benefit plan, net of tax	0	1,615	**1,615**
Other	0	35	**35**
Total	**5,536**	**1,650**	**7,186**

As at 31 December 2020	Foreign currency translation reserve *€000*	Retained earnings *€000*	Total *€000*
Foreign exchange translation differences	-2,299	0	**-2,299**
Re-measurement on defined benefit plan, net of tax	0	79	**79**
Other	0	-197	**-197**
Total	**-2,299**	**-118**	**-2,417**

Foreign currency translation reserve
The foreign currency translation reserve comprises all exchange rate differences arising from the translation of the financial statements of foreign operations as well as from the translation of liabilities that hedge the Company's net investment in foreign subsidiaries.

In accordance with the Dutch Civil Code and statutory requirements in other countries, the foreign currency translation reserve qualifies as legal reserve and is not distributable, see Note 3 of the Company balance sheet.

16. Other provisions

Movements in provisions were as follows:

	Environmental *€000*	Other *€000*	Total *€000*
Balance as at 1 January 2020	**8,009**	**1,276**	**9,284**
Acquisitions	0	0	**0**
Additions	379	11,344	**11,723**
Utilisations	-230	-581	**-811**
Unused amounts reversed	0	0	**0**
Unwinding of discount and changes in the discount rate	0	-68	**-68**
Exchange differences	-5	0	**-5**
Balance as at 31 December 2020	**8,153**	**11,970**	**20,123**

	Environmental	Other	Total
	€000	*€000*	*€000*
Balance as at 1 January 2021	**8,153**	**11,970**	**20,123**
Acquisitions	0	0	**0**
Additions	271	1,362	**1,633**
Utilisations	-649	-801	**-1,450**
Unused amounts reversed	0	-10,073	**-10,073**
Unwinding of discount and changes in the discount rate	0	0	**0**
Exchange differences	6	0	**6**
Balance as at 31 December 2021	**7,781**	**2,457**	**10,238**

Decommissioning
The Group is committed to restore the location in Canada in its original state when vacated. No cash out flows are expected.

Other
For the year ending 31 December 2020 the Group was investigating its full compliance with the regulations for Dutch excise duties and had identified certain omissions. Early 2022, before issuing these financial statements it became clear that no settlements were required in this specific case, and the provision has been fully released.

Environmental
The Group has recognised a provision for soil contamination on its location in Belgium. The recognition and measurement of the environmental provision is coordinated centrally by external independent experts. The provision amounts are determined on the basis of individual cost estimates and stated at their present value. The costs relate to the rehabilitation of soil and ground water for the Hemiksem site but also cover costs for further and accompanying measures such as necessary environmental inspections and observations.

The provisions are non-current in nature. In measuring the provisions the group applied a discount rate between 0.3% and 2%. (2020: 1.3%/1.15%).

17. Loans and borrowings

	Carrying value 31 December 2021	Fair value 31 December 2021	Carrying value 31 December 2020	Fair value 31 December 2020
	€000	*€000*	*€000*	*€000*
Non-Current				
Bank loans				
- Secured	64,900	64,900	60,000	60,000
- Unsecured	166	166	0	0
Shareholder loans	517	517	517	517
Lease liability (note 19)	34,194	34,194	34,685	34,685
	99,777	99,777	95,202	95,202
Current				
Overdrafts	0	0	314	314
Bank loans				
- Secured	358	358	1,752	1,752
- Unsecured	5,000	5,000	5,000	5,000
Lease liability (note 19)	5,813	5,813	4,088	4,088
	11,171	11,171	11,154	11,154
Total loans and borrowings	**110,948**	**110,948**	**106,356**	**106,356**

The Group's long-term liabilities are composed of:

	31 December 2021	31 December 2020
	€000	*€000*
Senior Secured Term Loans	64,900	60,000
	64,900	**60,000**

	Currency	Nominal interest in	Fixed/ Floating	Year of maturity	Face value	Carrying amount
					€000	*€000*
Term Loan B	EUR	3.25	Floating	2024	6,200	6,200
Term Loan B3	CAD	4.25	Floating	2024	59,036	58,700
					65,236	**64,900**

All interest rates rely on a margin ratchet.

The Senior Facilities Agreement (SFA) has been established in July 2017 and consists of several tranches of debt. The different tranches of the SFA refer to different tenors, but all have in common that the notional amounts only have to be repaid at final due date. The SFA term loans mature in 2024 and consists of a notional of € 245.000 (TLB), and a CAD 85.000 (B3-loan). Finally, the Group has the ability to use a Revolving Credit Facility (RCF) of € 71.000, which matures in 2023. The RCF provides for flexible amounts, in flexible (repeating) tenors and in various currencies. Next to the SFA the Second Lien Facility (2LN) has been arranged. The 2LN is also a bullet loan, maturing in 2025, of € 84.000. Whilst the SFA is secured, the 2LN is not. The leverage ratio (max 7,30x) applies to the Senior Net Debt in relation to the companies LTM EBITDA (adjusted). Furthermore, the financing arrangement requires the Company to comply with common guidelines, such as change of ownership, compliance with laws and environmental compliance, negative pledge, and restricted financial indebtedness.

In May 2018 the Group has issued an Incremental Facility via which it has raised € 70.000 of new TLB debt. The maturity and all other terms and conditions of the Incremental Facility are identical to the existing TLB.

Fair value measurement

The fair values of the Group's interest-bearing borrowings and loans are determined by using the DCF method using discount rates that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 December 2021 was assessed to be insignificant.

Following the change of ownership of the group after balance sheet date, all loans mentioned above have been repaid.

Changes in liabilities arising from financing activities during the reporting period:

	1 January 2021	Acquisi-tions	Cash flows	Foreign exchange	Interest	New leases	Other	31 December 2021
	€000	*€000*	*€000*	*€000*	*€000*	*€000*	*€000*	*€000*
Current loans and borrowings	7,066	0	-1,708	0	0	0	0	5,358
Current lease liabilities	4,088	0	-6,733	133	200	601	7,524	5,813
Non-current loans and borrowings	60,517	0	166	4,774	0	0	127	65,583
Non-current lease liabilities	34,685	0	0	1,078	1,615	4,861	-8,045	34,194
Derivatives	557	0	0	-374	0	0	-175	8
Total liabilities from financing	**106,912**	**0**	**-8,275**	**5,611**	**1,815**	**5,462**	**-569**	**110,956**

Only movements on Current and Non-current loans and borrowings were cash movements.

Changes in liabilities arising from financing activities during the previous year:

	1 January 2020 €000	Acquisi-tions €000	Cash flows €000	Foreign exchange €000	Interest €000	New leases €000	Other €000	31 December 2020 €000
Current loans and borrowings	11,561	313	-4,808	1	0	0	0	7,066
Current lease liabilities	1,976	0	-4561	0	0	0	6672.428	4,088
Non-current loans and borrowings	64,212	0	0	-3,809	0	0	114	60,517
Non-current lease liabilities	23,964	4,572	0	-1,225	1,114	12,933	-6,672	34,685
Derivatives	68	0	0	275	0	0	214	557
Total liabilities from financing	**101,781**	**4,885**	**-9,369**	**-4,759**	**1,114**	**12,933**	**328**	**106,913**

18. Lease liabilities

As at the acquisition date, which is the date of initial application, a lease liability is measured as the present value of the remaining lease payments, discounted using the relevant incremental borrowing rate. The incremental borrowing rate applied by the Group for determination of present value of the remaining lease payments ranges from 0.7% to 7.5%.

	31 December 2021 €000	31 December 2020 €000
Long-term lease liabilities	34,194	34,685
Short-term lease liabilities	5,813	4,088
	40,007	**38,773**

	€000
At 1 January 2020	**25,941**
Additions	12,333
Interest expense	1,413
Effect of modification to lease terms	0
Acquired through business combinations	4,595
Lease payments	-4,561
Discontinued operatoins	0
Foreign exchange movements	-947
At 31 December 2020	**38,773**
At 1 January 2021	**38,773**
Additions	5,462
Interest expense	1,815
Effect of modification to lease terms	-521
Acquired through business combinations	0
Lease payments	-6,733
Foreign exchange movements	1,211
At 31 December 2021	**40,007**

Obligations for future payments under leases at 31 December:

Obligations for future lease payments	Up to 3 months €000	Between 3 and 12 months €000	Between 1 and 2 year(s) €000	Between 2 and 5 years €000	Over 5 years €000
31 December 2021	772	2,671	5,139	10,190	9,869
31 December 2020	1,607	4,819	6,898	14,934	16,673

19. Trade and other payables

	31 December 2021 *€000*	31 December 2020 *€000*
Trade payables	110,845	79,846
Other payables	0	0
Interest payable	0	0
Related parties	77	254
Total	**110,922**	**80,100**

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 60-day terms
- Other payables are non-interest bearing and have an average term of six months
- Interest payable is normally settled quarterly throughout the financial year
- For terms and conditions with related parties, refer to Note 33

20. Other liabilities and accrued expenses

	31 December 2021 *€000*	31 December 2020 *€000*
Interest payable	1,197	1,186
Customer deposits	2,112	1,745
Holiday pay accrual	2,188	2,113
Holiday rights accrual	1,174	1,047
Bonuses payable employees and directors	8,575	6,373
Bonuses payable to customers	107	0
Other	36,494	14,232
Total	**51,848**	**26,696**

21. Taxes and social security premiums

	31 December 2021 *€000*	31 December 2020 *€000*
Wage tax	1,037	3,804
Corporate income tax	4,167	8,527
Value added tax	4,666	6,063
Other taxes	2,638	2,670
Total	**12,508**	**21,063**

22. Employee benefits

	31 December 2021 *€000*	31 December 2020 *€000*
Defined benefit schemes	12,835	15,219
Jubilee provision	886	909
	13,721	**16,127**
Categorised as:		
Current	0	0
Non-current	13,721	16,127
	13,721	**16,127**

Estimates and assumptions
The costs, assets and liabilities of the defined benefit schemes operating by the Group are determined using methods relying on actuarial estimates and assumptions. The Group takes advice from independent actuaries relating to the appropriateness of the assumptions. Changes in the assumptions used may have a significant effect on the consolidated statement of comprehensive income and the consolidated statement of financial position.

Net employee defined benefit liabilities

The Group has defined benefit pension plans in The Netherlands, Belgium, Italy, Sweden, Germany, France and Thailand.

The Netherlands
Retirement
The plan provides for an old age pension benefit that starts at age 67 and is payable until death. The benefit amount is based on a career average pay system. The benefit formula takes into consideration a yearly accrual of 1.875% of the pension base which is equal to the annual (maximum) salary less an offset. The offset and maximum salary are adjusted in line with inflation. Furthermore a survivors pension and Orphans pension is included and the plan provides for premium waiver during disability.

Jubilee
A defined benefit obligation has been recognised which relates to work anniversary award plans. The lump sum amount is defined by the employment conditions and based on the number of years of service.

Italy
In Italy Caldic contributed to a legal employee leaving entitlement. Each employee is entitled to a deferred compensation ('TFR') which is paid upon retirement or upon leaving the Company. The entitlement is accrued for an amount equal to approximately one-month's salary for each year of service and is adjusted for inflation every year. The scheme is administered by Caldic and is qualified as a career average defined benefit scheme.

Germany
In Germany the defined benefit obligation relates to a closed defined benefit plan for (former) employees of Caldic Germany. From the age of 65 for men and the age of 60 for women (fixed age limit), a retirement pension is promised. The retirement pension is staggered depending on the time of service. The monthly pension is for each pensionable year of service is 0.4%, maximum 10%, of pensionable earnings up to the income threshold in the statutory pension insurance and 0.8%, maximum 20%, of the additional part of the pensionable earnings.

France
In France, the "Provision pour indemnité de départ à la retraite" corresponds to a lump sum payment made upon retirement. The lump sum amount is dependent on different factors such as years of service with the company, compensation at retirement age (between age of 63 and 65) and collective agreements.

Sweden
In Sweden, the employees were previously covered by defined benefit pension plans (ITP) through PRI Pensionsgaranti. The plan is closed since 2003. The main defined benefit plan in Sweden is the collectively

agreed pension plan for white collar employees (ITP 2). Benefits in payment are indexed according to the decisions of the Alecta insurance company, typically those follow inflation.

Thailand
Under the Thai Labor Protection Act of 1998, companies are required to pay legal severance payments to employees who leave employment at their retirement age. Severance payments range from one month to ten months of the employee's salary, based on service levels.

The following tables summarise the components of net benefit expense recognised in the income statement and the funded status and amounts recognised in the balance sheet for the respective plans:

Post-Employment Benefit Plan

Net benefit expense (recognised in profit or loss)

	31 December 2021 *€000*	31 December 2020 *€000*
Current service cost	1,963	2,233
Past service cost/(credit)	0	0
Effect of Transfers	0	446
Immediate recognition of (gains)/losses	-98	112
Administration expenses	105	106
Interest cost on benefit obligation	85	160
Net benefit expense	**2,055**	**3,057**

	31 December 2021 *€000*	31 December 2020 *€000*
Present value of obligations	79,826	87,434
Fair value of plan assets	-66,105	-71,308
Net defined benefit liability	**13,721**	**16,127**

The movement in the defined benefit obligation for pension-defined benefits is as follows:

	2021 *€000*	2020 *€000*
At 1 January	**87,434**	**78,346**
Current service cost	1,963	2,233
Past service cost	0	151
Interest cost	566	961
Contributions by the plan participants	57	58
Benefits paid	-1,452	-1,402
Benefit paid directly by the employer	-427	-400
Actual taxes paid	-83	-77
Transfers	0	1,461
Actuarial (gain)/loss	-7,189	7,725
Change in actuarial assumptions	269	-1,273
Experience adjustment	-1,270	-421
Other events	0	0
Exchange adjustments	-42	72
At 31 December	**79,826**	**87,434**

The movement in the fair value of plan assets is as follows:

	2021 *€000*	2020 *€000*
At 1 January	**71,308**	**63,057**
Interest income	481	801
Contributions by the employer	2,383	2,296
Contributions by the plan participants	57	59
Benefits paid	-1,879	-1,802
Expenses and premiums paid	-105	-182
Actual taxes paid	-83	0
Transfers	0	1,015
Return on plan assets	-6,057	6,064
Exchange adjustments	0	0
At 31 December	**66,105**	**71,308**

Changes in the defined benefit obligation and fair value of plan assets:

	Defined benefit obligation *€000*	Fair value of plan assets *€000*	Benefit liability *€000*
1 January 2021	**87,434**	**-71,308**	**16,127**
Pension cost charged to profit and loss account			
Service Cost	1,963	0	1,963
Past Service Cost	0	0	0
Administrative Expenses	0	105	105
Immediate recognition of (gains)/losses arising over the period	-98	0	-98
Remeasurement of other long term benefits	0	0	0
Net Interest Income / Expense	565	-481	84
Actual taxes paid	-83	83	0
Included in P&L	**2,348**	**-293**	**2,055**
Benefits Paid	-1,452	1,879	427
Benefits Paid directly by the employer	-427	0	-427
Remeasurement gains/(losses) in Other comprehensive income			
Return on plan assets (excl. amounts included in net interest expense)	0	6,057	6,057
Actuarial changes arising from changes in demographic assumptions	274	0	274
Actuarial changes arising from changes in financial assumptions	-7,164	0	-7,164
Experience adjustments	-1,202	0	-1,202
Included in OCI	**-8,091**	**6,057**	**-2,034**
Contributions by employer	0	-2,383	-2,383
Contributions by employee	57	-57	0
Acquisitions	0	0	0
Exchange rate differences	-43	0	-43
31 December 2021	**79,825**	**-66,105**	**13,721**

1 January 2020	**78,346**	**-63,057**	**15,289**
Pension cost charged to profit and loss account			
Service Cost	2,233	106	2,339
Past Service Cost	151	0	151
Administrative Expenses	-77	77	0
Remeasurement of other long term benefits	0	0	0
Net Interest Expense	961	-801	160
Included in P&L	**3,268**	**-619**	**2,650**
Benefits Paid	-1,402	1,802	400
Remeasurement gains/(losses) in Other comprehensive income			
Return on plan assets (excl. amounts included in net interest expense)	0	-6,064	-6,064
Actuarial changes arising from changes in demographic assumptions	-1,273	0	-1,273
Remeasurement of Plan Assets	0	0	0
Actuarial changes arising from changes in financial assumptions	7,725	0	7,725
Experience adjustments	-421	0	-421
Included in OCI	**6,031**	**-6,064**	**-33**
Contributions by employer	-400	-2,296	-2,696
Contributions by employee	58	-58	0
Acquisitions	1,461	-1,015	446
Exchange rate differences	72	0	72
Discontinued operations	0	0	0
31 December 2020	**87,434**	**-71,308**	**16,127**

The acquisitions in 2020 did not affect plan assets or the defined benefit obligation.

The principal actuarial and other assumptions used in determining pension and post-employment benefit obligations for the Group's plans are shown below for the 2021 and 2020 defined benefit plans. The other plans are considered to be immaterial and therefore not further disclosed.

	Netherlands defined benefit plan		**Belgium defined benefit plan**		**Sweden defined benefit plan**	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
	%	%	%	%	%	%
Discount rate	1.20	0.70	0.85	0.35	1.65	0.80
Inflation rate	2.00	2.00	1.75	1.75	2.25	1.50
Annual rate of salary increases	2.00	2.00	2.75	2.75	0.00	0.00
Future pension increases	0.00	0.00	0.00	0.00	0.00	0.00
Increases in social security	2.00	2.00	0.00	0.00	0.00	0.00
Pension increases of Actives	0.00	0.00	0.00	0.00	0.00	0.00
Pension increases of inactives	0.00	0.00	0.00	0.00	0.00	0.00
Turnover Rate	2.00	0.00	0.20	0.00	0.00	0.00
Mortality rates table	AG 2020 + ES-P2A	AG 2020 + ES-P2A	MR-5	MR-5/FR-5	DUS14(w-c)	DUS14(w-c)
Life expectation for pensioners at the age of	65	65	65	65	65	65
Male	21.4	21.4	21.5	21.5	21.8	21.9
Female	23.4	23.4	25.3	25.3	24.3	24.5

The plan assets have been transferred to insurance companies.

The following material sensitivities were identified for the Defined Benefit Obligations.

	Increase/decrease in basis points	Effect on DBO
Discount rate		
	+50	-6,633
	-50	7,672
Salary increase rate		
	+50	730
	-50	-703
Inflation rate		
	+50	532
	-50	-518
Mortality		
	+1 year	3,067
	-1 year	-3,089

23. Deferred tax

Deferred tax is calculated in full on temporary differences under the liability method. Tax rates used are the best estimate available for corporate tax rates in future periods. In The Netherlands, a tax rate of 25.8% is applied (2019: 25.0%).

The movement on the deferred tax assets is as shown below:

	31 December 2021 *€000*	31 December 2020 *€000*
At 1 January	**11,541**	**6,033**
Recognised in profit and loss		
Tax (expense) / benefit	-1,871	5,153
Recognised in other comprehensive income		
Actuarial loss/(gain) on defined benefit pension schemes	-419	0
Reclassifications & other movements		355
Arising on business combination	0	0
At 31 December	**9,251**	**11,541**

The movement on the deferred tax liabilities is as shown below:

	31 December 2021 *€000*	31 December 2020 *€000*
At 1 January	**7,689**	**5,206**
Recognised in profit and loss		
Tax expense / (benefit)	-772	1,774
Recognised in other comprehensive income		
Actuarial gain on defined benefit pension schemes	0	73
Reclassifications & other movements	0	0
Arising on business combination	0	635
At 31 December	**6,917**	**7,689**

Deferred tax assets have been recognised in respect of all tax losses and temporary differences giving rise to deferred tax assets where the directors believe it is probable that these assets will be recovered, including for pension liabilities. Deferred tax assets relating to loss carry forwards are supported by management forecasts of future profitability.

No deferred tax is recognised on the unremitted earnings of foreign subsidiaries and joint ventures. As the earnings are continually reinvested by the Group and there is no intention for these entities to pay dividends, no tax is expected to be payable on them in the foreseeable future.

Tax losses

The Company recognizes deferred tax assets on loss carry forwards to the extent future interest deduction headroom and taxable profits are expected and can be offset with these available losses carried forward. The total carry forwards amount to € 14.4 million (2020: € 23.1 million) as at balance sheet date, for which a deferred tax asset is recognized recognized for € 3.6 million (2020: € 5.8 million). The deferred tax assets relating to loss carry forwards expire in the following years:

	2021		2020	
	Recognized	Unrecognized	Recognized	Unrecognized
	€000	*€000*	*€000*	*€000*
2021	0	0	0	0
2022	0	0	0	0
After 2022	0	0	5,249	0
Unlimited	3,606	0	522	0
	3,606	**0**	**5,771**	**0**

The following table shows the types of temporary differences that lead to deferred tax assets / liabilities.

At 31 December 2021	Asset *€000*	Liability *€000*	Net *€000*
Accelerated capital allowances	618	-2,428	-1,810
Employee pension liabilities	1,755	0	1,755
Leases	1,636	0	1,636
Interest Rate Swap	0	0	0
Other temporary and deductible differences	832	0	832
Available losses	3,606	-380	3,226
Intangible assets	1,320	-4,626	-3,306
	9,769	**-7,435**	**2,334**
Deferred tax asset			4,875
Deferred tax liability			-2,541
Net tax assets / (liabilities)			**2,334**

At 31 December 2020	Asset €000	Liability €000	Net €000
Accelerated capital allowances	217	-2,384	-2,167
Employee pension liabilities	2,559	0	2,559
Leases	367	0	367
Interest Rate Swap	356	0	356
Other temporary and deductible differences	2,271	76	2,347
Available losses	5,771	0	5,771
Intangible assets	0	-5,381	-5,381
	11,541	**-7,689**	**3,852**

Deferred tax asset	11,541
Deferred tax liability	-7,689
Net tax assets / (liabilities)	**3,852**

Deferred tax assets and liabilities have been netted to the extent they can be offset by the same tax paying entities.

24. Commitments and Contingencies

Credit facilities

Caldic B.V. and its subsidiary companies have concluded with their shareholder Caldic Investments B.V. a so-called Senior Facilities Arrangement (SFA) with a group of lenders. In connection with this facility the group has committed itself to:

- Joint and several liability of the certain Caldic group companies and related entities that are involved in the respective financing arrangement;
- Maintain a financial ratio regarding the maximum leverage, defined as the Senior Net Debt in relation to the LTM EBITDA (adjusted), tested on a quarterly basis.

Further a number of group companies and related parties have pledged bank accounts, intercompany receivables and shares held in other group companies, as per below schedule.

	Shares	Bank accounts	Intercompany receivables
Caldic Belgium N.V.	X	X	X
Caldic Canada Inc.	X		
Caldic Chemie B.V.	X	X	X
Caldic Ingredients Benelux B.V.	X	X	X
Caldic Ingredients Denmark A/S	X	X	X
Caldic Ingredients Sweden AB	X	X	X
Caldic Italia S.r.l	X		
Caldic Nederland B.V.	X	X	X
Caldic Techniek B.V.	X	X	X
Caldic B.V.	X	X	X
Caldic Investments B.V.	X	X	X
Caldic Midco B.V.		X	X

Outside of the SFA, the group holds € 16.4 million local credit and bank guarantee facilities (2020: € 6.4 million).

Guarantees

As at the end of the financial year, the nominal amount of guarantees outstanding is € 6.3 million (2020: € 2.0 million). The guarantees mainly relate to bank guarantees, customs obligations.

25. Net sales

The Group has disaggregated revenue into various categories in the following table:

	31 December 2021	31 December 2020
	€000	*€000*
Primary Geographic Markets		
Europe	668,200	556,133
North America	262,821	191,338
Asia-Pacific	44,216	40,114
Other	3,193	2,425
	978,431	**790,010**
Product type		
Industrial	313,736	306,975
Food	450,968	408,408
Health & Personal care	89,391	51,111
Pharma	109,255	8,931
Technical	15,081	14,586
	978,431	**790,010**

Sales classifies under IFRS 15 as a point in time. There are no significant returns, finance components or guaranties applicable. All sales stems from business to business activities.

26. Other income/expenses

26.1. Other operating income

	31 December 2021	31 December 2020
	€000	*€000*
Commission received	228	313
Rental income	14	16
Packing deposit release	414	425
Other	1,331	744
Total other operating income	**1,986**	**1,499**

The net gain on derivative instruments at fair value through profit or loss relates to foreign exchange forward contracts that did not qualify for hedge accounting.

26.2. Other operating expenses

	31 December 2021	31 December 2020
	€000	*€000*
Housing costs	5,564	6,616
Maintenance & Repair	6,215	5,589
Sales costs	2,189	2,039
Logistics	21,275	16,283
Consultancy	32,279	8,822
Other	7,578	24,087
Total other operating expenses	**75,099**	**63,436**

27. Personnel expenses

	31 December 2021 *€000*	31 December 2020 *€000*
Wages and salaries	68,818	61,980
Social security contributions	11,233	10,001
Pension expenses	4,333	4,647
Temporary personnel	4,155	3,348
Other personnel expenses	5,052	9,452
Total	**93,590**	**89,427**

	31 December 2021 *€000*	31 December 2020 *€000*
Industrial	30,429	30,443
Food	34,807	39,061
Health & Personal care	5,077	1,955
Pharma	6,198	536
Technical	3,012	3,087
Overhead	14,067	14,344
Total	**93,590**	**89,427**

Average number of employees

During the 2021 financial year, the average number of employees in the group, converted into full time equivalents, amounted to 1.178 employees of which 1.008 were employed outside the Netherlands (2020: 1.167 and 938 respectively). The average full time equivalents figures are based on the full year 2021.
The breakdown of full time equivalents by category is as follows:

	31 December 2021 *Number of FTE*	31 December 2020 *Number of FTE*
Industrial	375	433
Food	577	558
Health & Personal care	74	34
Pharma	58	56
Technical	38	41
Overhead	56	45
Total	**1,178**	**1,167**

28. Depreciation

	31 December 2021 *€000*	31 December 2020 *€000*
Land and buildings	1,193	1,126
Plant and equipment	3,576	3,333
Other tangible fixed assets	3,552	3,683
Right of use assets	6,330	5,106
Total	**14,651**	**13,248**

29. Amortisation

	31 December 2021 *€000*	31 December 2020 *€000*
Customer relationships	5,970	2,305
Trade name	0	140
Other intangible fixed assets	3,170	992
Total	**9,140**	**3,437**

30. Finance income and expense

	31 December 2021 *€000*	31 December 2020 *€000*
Interest on debts and borrowings	7,337	7,284
Total interest income	**7,337**	**7,284**
Total finance income	**7,337**	**7,284**

	31 December 2021 *€000*	31 December 2020 *€000*
Interest on debts and borrowings	-10,073	-11,141
Interest Lease liability	-1,815	-1,413
Total interest expense	**-11,888**	**-12,553**
Foreign currency exchange gains and losses	507	-3,842
Other	-125	-234
Total other finance expense	**382**	**-4,076**
Total finance expense	**-11,506**	**-16,629**

31. Income tax

The major components of income tax expense are:

	31 December 2021 *€000*	31 December 2020 *€000*
Consolidated profit and loss		
Current income tax		
Current income tax charge	-12,029	-8,887
Deferred tax		
Relating to origination and reversal of temporary differences	-1,422	4,367
Other reconciling items	324	0
Income tax expense reported in the profit and loss account	**-13,127**	**-4,519**

	31 December 2021 *€000*	31 December 2020 *€000*
Consolidated other comprehensive income		
Deferred tax related to items recognised in OCI during the year		
Net loss/ (gain) on actuarial gains and losses	419	73
Other movemenst in OCI	0	0
Deferred Tax charged through OCI	**419**	**73**

	%	%
Effective tax rate	24.1	25.8
Applicable tax rate	23.4	25.9

The applicable tax rate is based on the relative proportion of the group companies' contribution to profit and the tax rates ruling in the countries concerned, while the effective tax rate differs from the applicable tax rate mainly due to the unrecognised DTA on interest costs which are not deductible in the current year.

	2021 *€000*	2020 *€000*
Accounting profit / (loss) from cont. operations before income tax	**54,376**	**17,493**
Netherlands statutory income tax rate of 25% (2019: 25%)	-13,594	-4,373
Adjustments due to international operations	866	140
True-up adjustments	3,362	0
Non-deductible costs associated with the sale of the Group	-5,152	0
Other non-deductible items	-263	-145
Unrecognized DTA's	2,397	0
Tax losses recognized / (utilized)	-629	0
Other reconciling items	-114	-141
Income tax expense reported in the statement of profit or loss	**-13,127**	**-4,519**

32. Related Parties

Note 2.2 provides information about the Group's structure, including details of the significant subsidiaries and the holding company. The following provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

During the 2021 financial period various group entities had received loans from, respectively provided loans to Caldic B.V's direct shareholder Caldic Investments B.V. Caldic accrued interest on these loans for an amount of € 26 thousand (2020: 35 thousand), and received interest on its loans outstanding for an amount of € 1.383 thousand (2020: € 186 thousand). The interest rates are at arm's length. Open balances of interest bearing loans are at 31 December 2021: € 35.5 million receivable and € 0.5 million payable (2020: € 14.1 million respectively € 0.5 million). Other outstanding balances with related parties Caldic Investments B.V., Caldic Midco B.V. and Caldic Holdco B.V. are not interest bearing, and amount to € 33 thousand receivables (2020: € 207 thousand) and € 1.198 thousand payables (2020: € 254 thousand). These balances relate to interest payable / receivable and settlement of recharged operational costs and taxes.

During the 2021 financial period, Caldic entered into transactions with Continental Bakeries which is related party due to being part of the Goldman Sachs Group structure. These transactions were entered into at arms length and amounted to € 5 thousand (2020: € 3 thousand). There are no receivable amounts at the balance sheet date. There were no transactions between the Group and The Goldman Sachs Group Inc., the ultimate parent during the financial year (2020: € 0). The Group has artworks on loan from Stichting Voorlinden at the external costs of € 480 thousand (2020: € 23 thousand) incurred by Stichting Voorlinden. In 2020, the company has granted a loan to a related party in the amount of €500.000. The loan has a maximum duration of 20 years and bears an interest rate of 6% per annum above LIBOR (with a floor of 0%).

Transactions with key management personnel

The members of the Board of Directors are considered key management personnel as defined in IAS 24 'Related party disclosures'.

Compensation of key management personnel of the Group:

	31 December 2021	31 December 2020
	€000	*€000*
Short-term employee benefits	4,145	3,322
Post-employment pension and medical benefits	100	105
Termination benefits	1,681	0
Share-based payment transactions	0	0
Total	**5,926**	**3,427**

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

33. Financial instruments - Risk Management

The Group is exposed through its operations to the following financial risks:

- credit risk;
- fair value or cash flow interest rate risk;
- foreign exchange risk;
- other market price risk; and
- liquidity risk.

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

33.1. Financial instruments by category

33.1.1. Financial assets

	Fair value through profit or loss		Fair value through OCI		Amortised cost	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020	31 December 2021	31 December 2020
	€000	*€000*	*€000*	*€000*	*€000*	*€000*
Cash and cash equivalents	0	0	0	0	145,912	143,479
Trade and other receivables	0	0	0	0	153,310	126,200
Loans receivable	0	0	0	0	323	560
Shareholder loans	0	0	0	0	24,400	6,650
Loans to group companies	0	0	0	0	11,101	7,451
Foreign exchange forward contracts	142	33	0	0	0	0
Equity investments	0	0	0	0	403	403
Other	0	0	0	0	1,262	0
Total financial assets	**142**	**33**	**0**	**0**	**336,712**	**284,744**

The company holds a 2% (2020: 4%) interest in Caldic Link Silica (Shandong) Co. Ltd., Linqu, China.

33.1.2. Financial liabilities

	Fair value through profit or loss		Fair value through OCI		Amortised cost	
	31 December 2021 €000	31 December 2020 €000	31 December 2021 €000	31 December 2020 €000	31 December 2021 €000	31 December 2020 €000
Trade and other payables	0	0	0	0	110,922	80,100
Loans and borrowings	0	0	0	0	70,941	67,583
Lease liabilities	0	0	0	0	40,007	38,773
Foreign exchange forward contracts	8	557	0	0	0	0
Total financial liabilities	**8**	**557**	**0**	**0**	**221,870**	**186,456**

33.1.3. Hedging activities

Derivatives designated as hedging instruments.

	Fair value through profit or loss		Fair value through OCI		Amortised cost	
	31 December 2021 €000	31 December 2020 €000	31 December 2021 €000	31 December 2020 €000	31 December 2021 €000	31 December 2020 €000
Foreign exchange forward contracts	134	-523	0	0	0	0
Total derivatives	**134**	**-523**	**0**	**0**	**0**	**0**

33.2. Financial instruments not measured at fair value

Financial instruments not measured at fair value includes cash and cash equivalents, trade and other receivables, trade and other payables, and loans and borrowings.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, trade and other payables approximates their fair value.

33.3. Financial instruments measured at fair value

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities

	Level 1		Level 2		Level 3	
	2021 €000	2020 €000	2021 €000	2020 €000	2021 €000	2020 €000
Financial assets						
Foreign exchange forward contracts	0	0	142	33	0	0
Equity instruments	0	0	0	0	0	0
Financial liabilities						
Derivative financial liabilities at fair value	0	0	0	0	0	0
Foreign exchange forward contracts	0	0	-8	-557	0	0

There were no transfers between levels during the period. The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 and level 3 financial instruments, as well as the inter-relationship between key unobservable inputs and fair value, are set out in the table below.

Financial instrument	Valuation techniques used	Significant unobservable inputs (Level 3 only)	Inter-relationship between key unobservable inputs and fair value (Level 3 only)
Derivative financial assets and liabilities	Present value.	Not applicable.	Not applicable.

General objectives, policies and processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives monthly reports from the Group Financial Controller through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Caldic's exposure to credit risk is influenced mainly by the individual characteristics of each customer. There is no significant concentration of credit risk at individual customer level. Caldic has established a credit policy under which each new customer is analysed individually for creditworthiness before the Groups' standard payment and delivery terms and conditions are offered. Caldic's review includes the use of external ratings, when available. Purchase limits are established for each customer, which represents the maximum open amount. These limits are reviewed periodically. Customers that fail to meet the Group's benchmark creditworthiness may transact with Caldic only on a prepayment basis. Trading with banks are preferably performed on the basis of ISDA documentation, excluding the (mutual) Credit Support Annex nor any collateral obligations.

An impairment analysis is performed periodically on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The cash and cash equivalents are held at banks with high credit rating and are callable on demand or within a short term. Therefore, the impairment provision on these balances is nil. The Group regularly monitors the credit rating of the banks.

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments. Market risk arises from the Group's use of interest bearing, tradable and foreign currency financial instruments.

The sensitivity analyses performed in the sections below relate to the outstanding positions and applicable market rates as at 31 December in 2021 and 2020. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of the applicable hedge designations in place at 31 December 2021. The analyses exclude the impact of movements in market variables on the carrying values of pension and other post-retirement obligations, provisions, and the non-financial assets and liabilities of foreign operations.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Caldic has adopted a policy of ensuring that at least 50% of the senior net debt is hedged against changes in interest rates on a fixed-rate basis, taking into account assets with exposure to changes in interest rates. This is achieved by entering into interest rate swap contracts at the level of Caldic Investments B.V. for an aggregate notional value of € 245.000 entered into by the end of 2017 and a maturity in 2022. The interest rate swap fixates part of the Group's interest expense in exchange of the variable rate of the long term senior borrowings. The long term senior borrowings do have embedded floors in the respective loan agreements, see Note 17 for further details, which disable the upside potential

in case of a (further) decline of the applicable interest rate below the floor.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/decrease in basis points	Effect on profit before tax IFRS
2021		
CAD	+25	-143
EUR	+25	0
CAD	-25	143
EUR	-25	0
2020		
CAD	+25	-136
EUR	+25	0
CAD	-25	-136
EUR	-25	0

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Foreign exchange risk arises when individual Group entities enter into transactions denominated in a currency other than their functional currency. The Group's policy is, where possible, to allow group entities to hedge any arising foreign exchange rate risks in favour of their functional currency.

In order to monitor the continuing effectiveness of this policy, the Board receives a monthly financial report, explaining any occurred foreign exchange rate gains or losses.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and GBP exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The impact on the Group's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges and net investment hedges. The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in CAD rate	Effect on Profit before tax *€000*
2021	+5%	-934
	-5%	1,032
2020	+5%	-791
	-5%	875

	Change in SEK rate	Effect on Profit before tax *€000*
2021	+5%	-10
	-5%	11
2020	+5%	-87
	-5%	96

Group needs to evaluate the foreign currency sensitivity for the currency against which Group believes that will be more critical and most exposures in the financials.

Liquidity risk
The Group monitors its risk of a shortage of funds using a liquidity-planning tool. The Group's objective is to maintain a balance between continuity of funding and flexibility by making use of the committed Revolving Credit Facility (RCF) of € 60 million. The RCF provides a flexible funding source and enables drawdowns in the currency that the Group desires and for the tenor the Group needs the funding for.

Acquisitions are financed via the company's positive cash flows and if necessary via the RCF. In case of larger acquisitions, the company may tap the markets by issuing additional debt. In May 2018 the company has raised additional debt via the Incremental Facility of € 70 million (see Note 17).

As none of the Group's debt will mature in less than one year at 31 December 2021 the Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be minimal. The Group has access to sufficient sources of funding.

Excessive risk concentration
Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Year-ended 31 December 2021	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5years	Total
	€000	*€000*	*€000*	*€000*	*€000*	*€000*
Long-term (senior) Interest-bearing loans and borrowings	0	0	0	60,000	0	**60,000**
Other interest bearing borrowings	0	5,358	0	166	0	**5,524**
Other financial liabilities	0	0	0	0	0	**0**
Trade and other payables	0	110,922	0	0	0	**110,922**
Derivative Foreign Exchange Forward Contracts	0	-134	0	0	0	**-134**
Total	**0**	**116,146**	**0**	**60,166**	**0**	**176,312**

Year-ended 31 December 2020	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5years	Total
	€000	*€000*	*€000*	*€000*	*€000*	*€000*
Long-term (senior) Interest-bearing loans and borrowings	0	0	0	60,000	0	**60,000**
Other interest bearing borrowings	0	7,066	0	0	0	**7,066**
Other financial liabilities	0	0	0	0	0	**0**
Trade and other payables	0	80,100	0	0	0	**80,100**
Derivative Foreign Exchange Forward Contracts	0	524	0	0	0	**524**
Total	**0**	**87,690**	**0**	**60,000**	**0**	**147,690**

34. Events occurring after reporting date

There were no material events after 31 December 2021 that would have changed the judgement and analysis by management of the financial condition as at 31 December 2021 or the result for the year of the Group.

The following other material events occurred after the reporting date:

- On 1 January 2022 Caldic Netherlands B.V. has merged with Caldic Belgium N.V., which was subsequently renamed to Caldic Benelux N.V.

Caldic B.V., Rotterdam

- On 18 February the Company acquired 100% of the shares of a new group of subsidiaries, Scott Chemicals, in the Asia-Pacific region. The acquisition fits in the buy-and-build strategy of the company to increase its global footprint. The total consideration amounted to € 24 million. At the date of issue of these Financial Statements, the company is still in the process of converting results to IFRS, and the purchase price allocation is still pending. As a result, disclosures as required under IAS10 / IFRS 3 are not yet available.

- As per 1 March 2022 the shares in group entity Caldic Holdco B.V. were acquired by PEARLS (Netherlands) Bidco B.V. which acquired 100% of the shares in the Caldic Holdco B.V. and the ultimate parent company is Advent International Corporation. As a result of the transaction, the group financing needed to be repaid, and a new financing arrangement has been entered into.

- On 1 March 2022 the Group has re-financed its external debt. The following loans were repaid:

	Currency	Nominal interest in	Fixed/ Floating	Year of maturity	Face value *€000*	Carrying amount *€000*
Term Loan B	EUR	3.25	Floating	2024	6,200	6,200
Term Loan B3	CAD	4.25	Floating	2024	59,036	58,700
					65,236	**64,900**

To replace the repaid loans, new Intercompany loans were agreed.

- On 20 May 2022, Caldic Holdco B.V. filed a proposal with the chamber of commerce to merge into PEARLS (Netherlands) Bidco B.V. This is expected to be finalized later this year. PEARLS (Netherlands) Bidco B.V is a newly set up holding company. The main reason for the merger is to simplify the group structure and to create efficiency in terms of business activities.

- On 30 May 2022 the Company announced its acquisition of 100% of the shares of Food Industry Technology Ltd. in UK. The acquisition strengthens Caldic's footprint in the UK food industry through a significant increase in scale and continued focus on functional food ingredients. The total consideration amounted to GBP 7,884 million. At the date of issue of these Financial Statements, the company is still in the process of converting results to IFRS, and the purchase price allocation is still pending. As a result, disclosures as required under IAS10 / IFRS 3 are not yet available.

COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER

Before appropriation of result

	Note	31 December 2021	31 December 2020
		€000	€000
Assets			
Non-current assets			
Other intangible assets	2	559	1,002
Property, plant and equipment	3	7,501	6,828
Subsidiaries	4	329,535	284,969
Deferred tax assets		3,606	3,726
Other financial assets		979	407
Total non-current assets		**342,180**	**296,932**
Current assets			
Trade and other receivables	5	255	16,107
Taxes and social security premiums		8,758	65
Other receivables and prepaid expenses	6	20,377	980
Cash and cash equivalents	7	71,432	70,445
Total current assets		**100,822**	**87,597**
Total assets		**443,001**	**384,530**
Equity			
Share capital		38,617	38,617
Legal reserves		31	31
Share premium reserve		105,402	105,402
Foreign exchange reserve		4,016	-1,520
Other reserves		218,532	203,908
Result for the year		41,249	12,974
Total equity	8	**407,847**	**359,413**
Liabilities			
Non-current liabilities			
Loans and borrowings	9	3,922	3,993
Employee benefits		1,300	1,837
Deferred tax liabilities		793	1,342
		6,014	***7,171***
Current liabilities			
Trade and other payables	10	2,543	3,170
Taxes and social security premiums	11	190	5,770
Other liabilities and accrued expenses	12	26,407	9,006
		29,140	***17,946***
Total liabilities		***35,154***	***25,117***
Total equity and liabilities		**443,001**	**384,530**

COMPANY STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER

	Note	31 December 2021 *€000*	31 December 2020 *€000* *restated*
Income from participations in group and associated companies	4	63,794	24,066
Result from ordinary activities after taxation		-22,545	-11,092
Result after taxation		**41,249**	**12,974**

NOTES TO THE COMPANY FINANCIAL STATEMENTS

1. Significant accounting policies

1.1. Basis of Preparation

For the year ended 31 December 2021, the Company prepared its consolidated financial statements in accordance with IFRS as adopted by the EU and the Company elected to apply the option pursuant Article 362.8 of Book 2 of the Netherlands Civil Code to prepare its company financial statements in accordance with Dutch GAAP using the same valuation principles as in the consolidated financial statements.

The Company financial statements are part of the consolidated financial statements of the group. For the Company income statement, use has been made of the exemption pursuant to Section 2:402 of the Dutch Civil Code. Insofar as no further explanation is provided of items in the Company statement of financial position and company income statement, please refer to the notes to the consolidated financial statements.. Unless stated otherwise, all amounts are in thousands of EUR.

1.2. Accounting principles

The Company has prepared financial statements that comply with Dutch GAAP using the same valuation principles as in the consolidated financial statements applicable as at 31 December 2021, together with the comparative period data for the year ended 31 December 2020, as described in the summary of significant accounting policies.

1.3. Accounting policies

The company applies the same accounting policies as in the consolidated financial statements, except for investments, which are measured at equity value in the company financial statements.

2. Other intangible assets

	€000	*€000*
At 1 January 2020	**411**	**411**
Additions - externally acquired	1,441	1,441
Additions - internally developed	0	0
Disposals	0	0
At 31 December 2020	**1,852**	**1,852**
At 1 January 2021	**1,852**	**1,852**
Additions - externally acquired	110	110
Additions - internally developed	0	0
Disposals	-228	-228
At 31 December 2021	**1,734**	**1,734**

	€000	*€000*
At 1 January 2020	**-250**	**-250**
Amortisation charge	-600	-600
Impairment losses	0	0
Disposals	0	0
At 31 December 2020	**-850**	**-850**
At 1 January 2021	**-850**	**-850**
Amortisation charge	-326	-326
Impairment losses	0	0
Disposals	0	0
At 31 December 2021	**-1,176**	**-1,176**

	€000	€000
At 31 December 2020	1,002	1,002
At 31 December 2021	559	**559**
Remaining useful life (years)	*0 - 5*	

3. Property, plant and equipment

(i) Cost

	Land and buildings	Other operating assets	Total
	€000	€000	€000
At 1 January 2020	**8,912**	**2,291**	**11,204**
Additions	0	420	**420**
Disposals	0	-293	**-293**
Finished construction	0	0	**0**
At 31 December 2020	**8,912**	**2,417**	**11,330**
At 1 January 2021	**8,912**	**2,417**	**11,330**
Additions	102	1,244	**1,347**
Disposals	0	-40	**-40**
Finished construction	0	0	**0**
At 31 December 2021	**9,015**	**3,622**	**12,637**

(ii) Accumulated depreciation and impairment

	Land and buildings	Other operating assets	Total
	€000	€000	€000
At 1 January 2020	**-2,668**	**-1,482**	**-4,151**
Depreciation	-348	-277	**-625**
Impairment losses	0	0	**0**
Disposals	0	274	**274**
At 31 December 2020	**-3,016**	**-1,485**	**-4,501**
At 1 January 2021	**-3,016**	**-1,485**	**-4,501**
Depreciation	-354	-320	**-674**
Impairment losses	0	0	**0**
Disposals	0	40	**40**
At 31 December 2021	**-3,370**	**-1,766**	**-5,136**

(iii) Net book value

	Land and buildings	Other operating assets	Total
	€000	€000	€000
At 31 December 2020	5,896	932	**6,829**
At 31 December 2021	**5,644**	**1,856**	**7,501**

4. Subsidiaries

Movements in financial fixed assets are analysed as follows:

	Subsidiaries *€000*	Total *€000*
Balance as at 1 January 2020	**204,029**	**204,029**
Acquisition	61,810	61,810
Divestments	0	0
Share in profit/loss of participating interests	24,066	24,066
Share in Other Comprehensive Income excl Exchange differences	-752	-752
Increase	579	579
Decrease	-2,328	-2,328
Exchange differences	-2,435	-2,435
Balance as at 31 December 2020	**284,969**	**284,969**
Balance as at 1 January 2021	**284,969**	**284,969**
Acquisition	2,568	2,568
Divestments	0	0
Share in profit/loss of participating interests	63,794	63,794
Share in Other Comprehensive Income excl Exchange differences	1,211	1,211
Capital paid to subsidiary	0	0
Dividends from Subsidiaries	-28,542	-28,542
Exchange differences	5,536	5,536
Balance as at 31 December 2021	**329,535**	**329,535**

The Company's interests in other companies are disclosed in Note 2.2 of the consolidated financial statements.

5. Trade and other receivables

	31 December 2021 *€000*	31 December 2020 *€000*
Trade receivables	80	101
Trade receivables from group companies	175	16,006
Less: provision for expected credit losses	0	0
	255	16,107

	0-30 days *€000*	31-60 days *€000*	61-90 days *€000*	91-180 days *€000*	>180 days *€000*	Total *€000*
31 December 2021	80	0	0	0	0	80
31 December 2020	101	0	0	0	0	101

6. Other receivables

	31 December 2021 *€000*	31 December 2020 *€000*
Interest prepaid / receivable	6	79
Other receivables and prepayments	955	901
Other receivables and prepayments - group companies	19,416	0
	20,377	**980**

7. Cash and cash equivalents

All cash at bank and in hand is available on demand.

8. Shareholders' equity

	Share capital *€000*	Legal reserves *€000*	Share premium reserve *€000*	Foreign exchange reserves *€000*	Other reserves *€000*	Result for the year *€000*	Total *€000*
At 1 January 2020	**38,617**	**31**	**96,838**	**779**	**203,483**	**0**	**339,748**
Direct equity movements	0	0	8,564	0	425	0	**8,988**
Exchange differences	0	0	0	-2,299	0	0	**-2,299**
Result for 2020	0	0	0	0	0	12,974	**12,974**
At 31 December 2020	**38,617**	**31**	**105,402**	**-1,520**	**203,908**	**12,974**	**359,413**
At 1 January 2021	**38,617**	**31**	**105,402**	**-1,520**	**216,882**	**0**	**359,413**
Direct equity movements	0	0	0	0	1,650	0	**1,650**
Exchange differences	0	0	0	5,536	0	0	**5,536**
Result for 2021	0	0	0	0	0	41,249	**41,249**
At 31 December 2021	**38,617**	**31**	**105,402**	**4,016**	**218,532**	**41,249**	**407,847**

Share capital

The issued share capital amounts to € 38.616.700 and has been paid up.

Share premium reserve

The share premium amounts to € 105.401.843.

Legal reserves

The legal reserves relate to a minority shareholding, and amount to € 31.385.

Direct equity movements

The direct equity movements relate mainly to employee benefits revaluations.

9. Loans and borrowings

The company has received long term loans from related parties Caldic Ingredients Sweden AB and Caldic Investments B.V. at an interest of 5.0% p.a. The amounts are specified as follows:

	31 December 2021	31 December 2020
	€000	*€000*
Non-Current		
Intercompany loans	3,922	3,993
Total loans and borrowings	**3,922**	**3,993**

10. Trade and other payables

	31 December 2021	31 December 2020
	€000	*€000*
Trade payables	2,075	2,734
Related parties	468	436
Total	**2,543**	**3,170**

11. Taxes and social security premiums

	31 December 2021	31 December 2020
	€000	*€000*
Wage tax	190	340
Corporate income tax	0	5,430
Total	**190**	**5,770**

12. Other liabilities and accrued expenses

	31 December 2021	31 December 2020
	€000	*€000*
Interest payable	25	102
Holiday pay accrual	247	209
Holiday rights accrual	184	138
Bonuses payable employees and directors	2,429	2,281
Costs related to sale	22,833	0
Other payables group companies	311	0
Other	379	6,276
Total	**26,407**	**9,006**

Costs related to the sale of the group as mentioned in note 18 were incurred by the Company.

13. Appropriation of result

The management proposes to the Annual General Meeting of shareholders the following appropriation of the profit for the year:

To be retained and added to other reserves	€ 41.248.576
Result for the year 2021	€ 41.248.576

14. Auditor fees

The auditor's fees are not disclosed while being disclosed in the financial statements of the Company's parent company Caldic Holdco B.V.

15. Average number of employees

During the 2021 financial year, the average number of employees in Caldic B.V., converted into full time equivalents, amounted to 55.0 employees (2019: 44.2).

16. Commitments and Contingencies

Fiscal unity

Caldic B.V. is part of a fiscal unity for the levy of corporate income tax in The Netherlands. Caldic B.V. forms a fiscal unity with its Dutch related parties Caldic Holdco B.V., Caldic Midco B.V., Caldic Investments B.V., Caldic Capital B.V., Caldic Ingredients Benelux B.V., Caldic Nederland B.V. and Caldic Techniek B.V. Since 30 Januari 2020, Caldic Chemie B.V. is no longer part of the fiscal unity. The standard conditions stipulate that each of the companies is jointly and severally liable for the corporate tax payable by all companies belonging to the fiscal unity.

Group exemption

Caldic B.V. is part of a concern with other companies as disclosed in Note 2.2 of the Consolidated Financial Statements. The subsidiaries Caldic Ingredients Benelux B.V., Caldic Nederland B.V. and Caldic Techniek B.V. have opted for the exemption of article 403.9 of Book 2 of the Netherlands Civil Code. As a result, the Company is jointly and severally liable for the liabilities of these subsidiaries.

17. Directors remuneration

The directors of the Company are considered key management personnel as defined in IAS 24 'Related party disclosures'.

Compensation of current and former directors of the Company:

	31 December 2021 *€000*	31 December 2020 *€000*
Short-term employee benefits	4,142	3,010
Post-employment pension and medical benefits	100	105
Termination benefits	1,681	0
Share-based payment transactions	0	0
Total	**5,923**	**3,115**

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to the current and former directors of the Company.

18. Events occurring after the balance sheet date

As per 1 March 2022, 100% of the shares in Caldic Holdco B.V. were acquired by PEARLS (Netherlands) Bidco B.V. The ultimate parent company became Advent International Corporation.

19. Approval

These financial statements have been approved at the Shareholders' meeting date 13 June 2022.

Rotterdam, 13 June 2022

Directors,

signed by A.R. Wessels
signed by B. Witte

Other information

Provision in the Articles of Association governing the appropriation of profits

Pursuant to clause 11.1 of the Articles of Association the profit is at the disposal of the Annual General Meeting of Shareholders.

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Independent auditor's report

To: the shareholders and the board of directors of Caldic B.V.

Report on the audit of the financial statements 2021 included in the annual report

Our opinion

We have audited the financial statements 2021 of Caldic B.V., based in Rotterdam.
The financial statements comprise the consolidated and company financial statements.

In our opinion:

- The accompanying consolidated financial statements give a true and fair view of the financial position of Caldic B.V. as at 31 December 2021 and of its result and its cash flows for 2021 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code
- The accompanying company financial statements give a true and fair view of the financial position of Caldic B.V. as at 31 December 2021 and of its result for 2021 in accordance with Part 9 of Book 2 of the Dutch Civil Code

The consolidated financial statements comprise:

- The consolidated statement of financial position as at 31 December 2021
- The following statements for 2021: the consolidated statement of profit and loss account, the consolidated statements of other comprehensive income, changes in equity and cash flows
- The notes comprising a summary of the significant accounting policies and other explanatory information

The company financial statements comprise:

- The company statement of financial position as at 31 December 2021
- The company statement of profit and loss account for 2021
- The notes comprising a summary of the accounting policies and other explanatory information

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Caldic B.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- The directors' report
- Other information as required by Part 9 of Book 2 of the Dutch Civil Code

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements
- Contains all the information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the directors' report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of the board of directors for the financial statements

The board of directors is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting, unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The board of directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

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Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors
- Concluding on the appropriateness of the board of directors' 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 company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

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We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Rotterdam, 13 June 2022

Ernst & Young Accountants LLP

signed by O.A.M. Eberharter