# Merger of DSM & Firmenich

The Leading Creation and Innovation Partner in Nutrition, Beauty and Well-Being







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# Two Iconic Companies Coming Together

#### **DSM**

- 150+ years of ground-breaking biotechnology & chemical synthesis
- Led by purpose, developing world-changing innovations to benefit people and the planet
- History of constant transformation creating long-term multistakeholder value

#### **Firmenich**

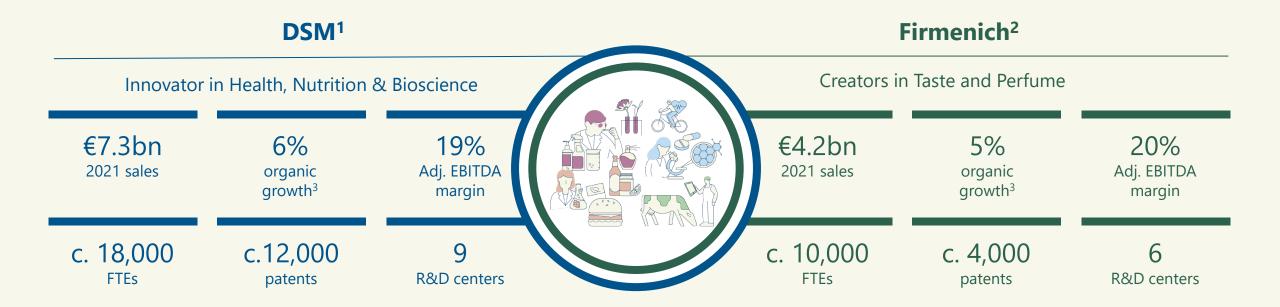
- 127-year heritage of purpose-led scientific discovery and innovation
- Outstanding track-record of developing creations and applications that delight consumers
- Established the largest creation community of artisans in Perfumery and Taste



# O1 Introduction to DSM-Firmenich

# Leadership Across Nutrition, Beauty and Well-Being

An €11bn+ revenue company supported by a superior foundation in science and technology and a world-class vertically integrated supply chain





# Creation and Innovation Partner with Market-Leading Capabilities to Better Serve Our Customers

Perfumery & Beauty

Food & Beverage / Taste & Beyond

Health, Nutrition & Care

Animal Nutrition & Health



# Establishing the Leading Creation and Innovation Partner in Nutrition, Beauty and Well-Being

Two iconic purpose-led, science-based companies

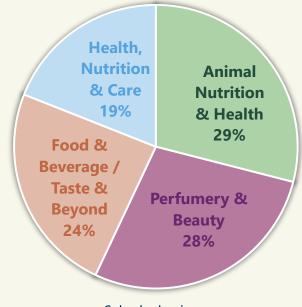
Four high-performing businesses uniquely positioned to anticipate and address evolving consumer needs

€350m projected annual run-rate Adj. EBITDA synergies with 50%+ coming from revenue synergies, especially from combining DSM's Food & Beverage and Firmenich's Taste & Beyond businesses

Projected mid-term 5-7% sustainable Organic Sales growth p.a. and mid-term Adj. EBITDA margin of 22-23%

Strengthens growth potential for purpose-led co-creation and innovation with customers worldwide

New Swiss-Dutch global company, listed on Euronext Amsterdam; 65.5% owned by DSM's shareholders and 34.5% by Firmenich's shareholders

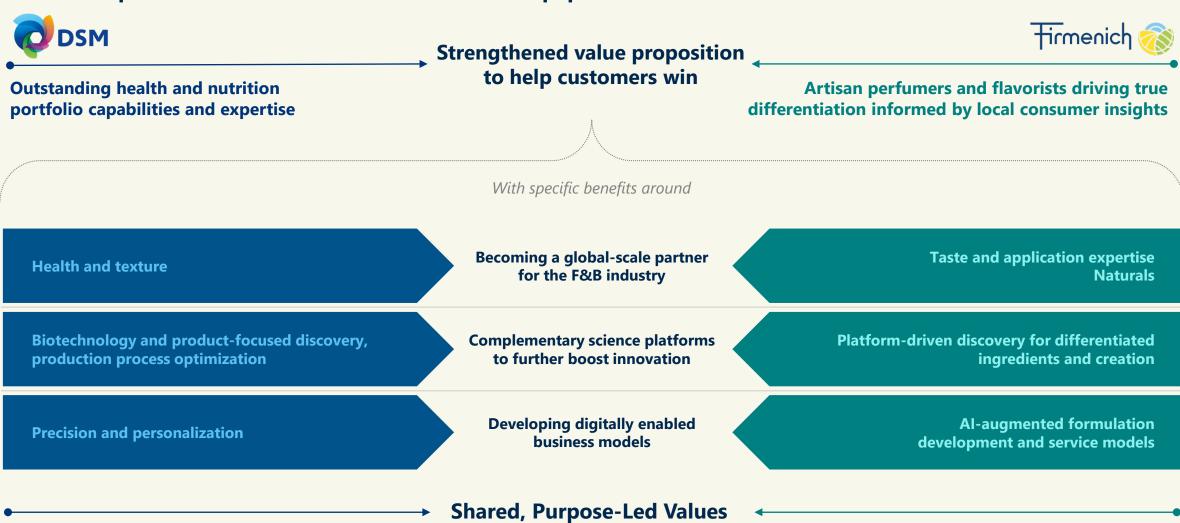


Sales by business

**€11.4bn** FY 2021 PF Sales<sup>1</sup>

**€2.2bn** FY 2021 PF Adj. EBITDA<sup>1</sup>

# Creation of DSM-Firmenich will Accelerate Strategic Delivery and Open New Innovation Opportunities





# Firmenich: 127 Years of Business for Good



#### Passion to Innovate with Our Clients



**Nobel Prize** World-class science



Most innovative, creative and differentiating solutions in Perfume and Taste:

- Distinguished Perfumers & Flavorists
- Innovation for Well-Being
- Natural Solutions
- Green Chemistry & Biotech

## Lead with Differentiating Ingredients



Leading portfolio of captive ingredients



integrated in renewable and sustainable ingredients



Extensive natural ingredients



#### Passion for Performance







Commitment to continually reinvest in our business

## Guided by Our Values: Since 1895, Because We Care



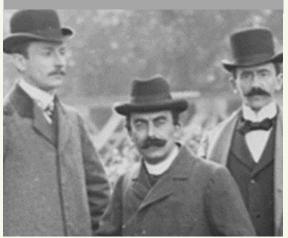
Customers and colleagues



Creativity combined with



Legacy of doing good



# Firmenich at a Glance





4.5
Billion CHF
Revenues<sup>1</sup>



5.0%
Revenue Growth CAGR<sup>2</sup>

20% Adjusted EBITDA Margin<sup>1</sup>



9.3% of Revenues Invested in R&D in 2021





Co-Leader in Perfumery & Ingredients <sup>3</sup> 100+





127
Years Swiss and Family-Owned

~10,000 Colleagues<sup>1</sup>



7.5
Sustainalytics Rating
Industry-leading ESG
position

# Leadership Across Business Units



#### **TASTE & BEYOND**



- Global player of scale
- Leading innovator in Natural / Clean Label Transformation, Better Nutrition (Sugar Reduction) and Plant-based foods

#### **Taste Segments**

**Sweet Goods** 



Beverage



Savory



#### Focus Growth Categories

Plant-based Foods



Sugar Reduction



Natural / Clean Label



# 33% 67% U.S., China and India are three of

- the top four countries by revenues
- These represent c. 35% of Firmenich revenues at FY 2021

#### **PERFUMERY & INGREDIENTS**



- Co-leadership position across Perfumery and Ingredients segments
- Leading portfolio of sustainable, renewable, biodegradable and natural ingredients
- Global leader in F&F Ingredients
- Global leader in prestige Fine Fragrance

#### Fine Fragrance











#### **Consumer Fragrance**





















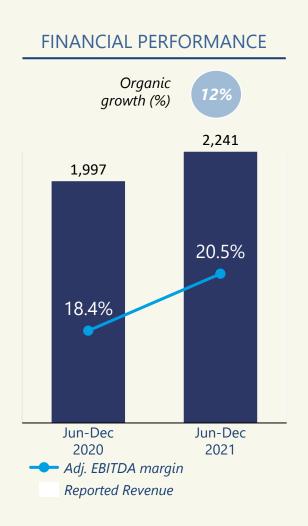


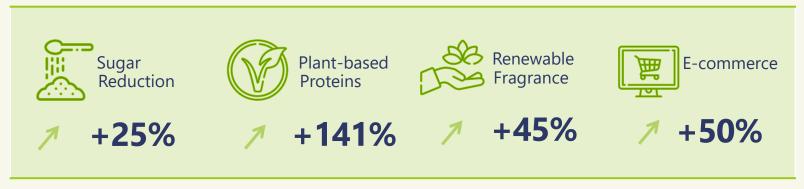
# Strong Performance Momentum in H1 FY22



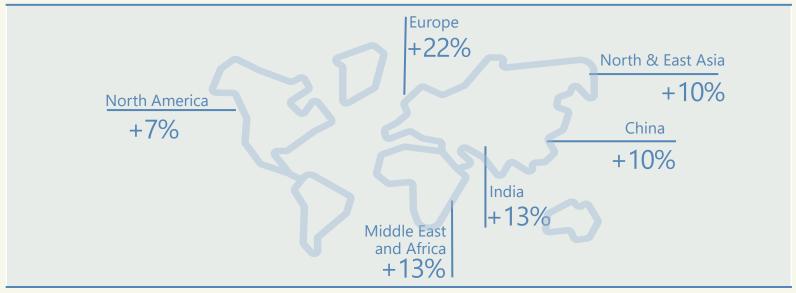
REFLECTS JULY 2021 TO DECEMBER 2021

#### H1 FY22 REVENUE GROWTH IN FOCUS AREAS





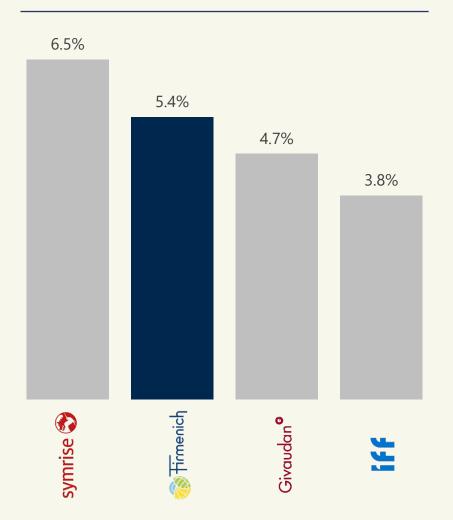
#### H1 FY22 REVENUE GROWTH IN KEY GEOGRAPHIES

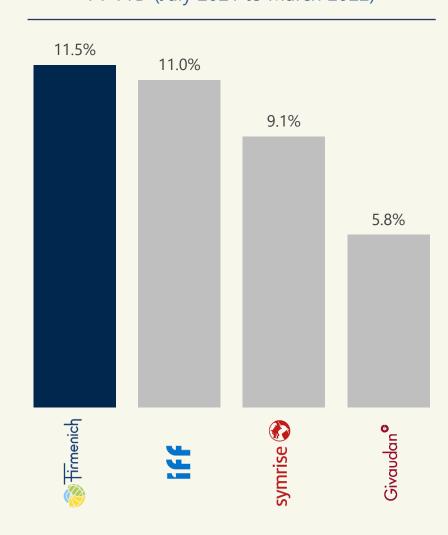


# Performance vs Competition

## FY YTD (July 2021 to March 2022)



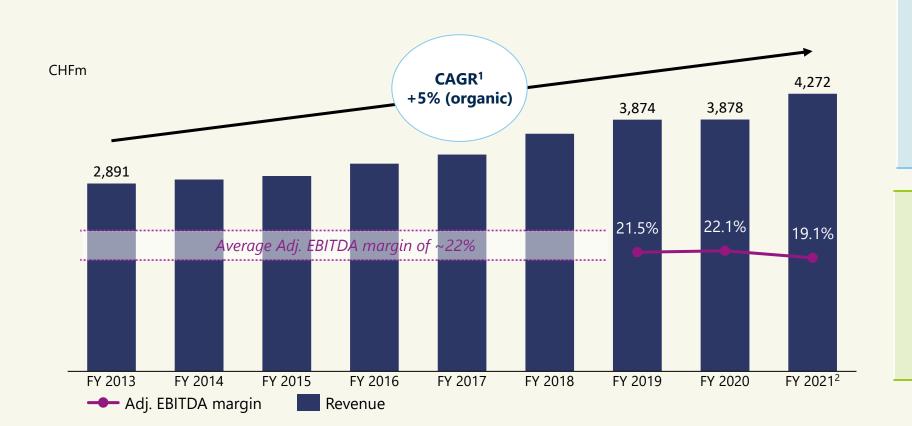




# Long-Term Resilient Financial Performance



GDP+ REVENUE GROWTH AND ATTRACTIVE ADJ. EBITDA MARGIN OF 20%+



#### FY 2022 Guidance

(July 2021 – June 2022)

**9%+** Organic Growth (CHF 4.6bn+)<sup>1</sup>

CHF 900m+ Adj. EBITDA / CHF 910m+ PF for M&A<sup>3</sup>

#### Mid-Term Ambitions<sup>4</sup>

Mid-single Digit Organic
Revenue Growth

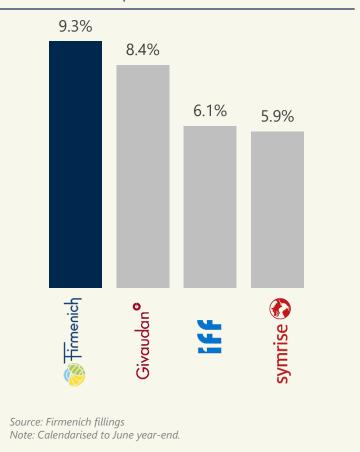
**21%+** Adj. EBITDA Margin



# Track-Record of Innovation-Driven Growth, Underpinned by World-Class Science



#### 2021 R&D Spend as % of Revenues



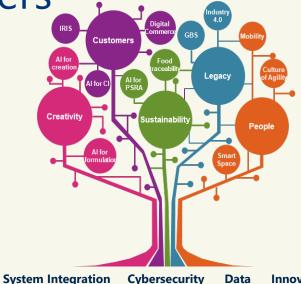
Digital Strategy: Create New Growth Drivers

## "Fundamentally Digital" Strategy Launched in 2018

- Enhance formulation activities and augment our creators
- Improve speed-to-market to support a lean business model
- Accelerate innovation and new ways of working
- Empower employees with fast, smart & automated solutions

#### **Select Digital Highlights**





# Naturals Leadership at Core of Differentiation







#### **Innovation**

- Firmenich Natural Center of Expertise in Grasse
- Green Gate<sup>TM</sup> / White Biotechnology
- Diverse natural extraction technologies including new breakthroughs (FIRGood<sup>TM</sup>)
- Vertical farming partnership

## **Transparency**

- Digital Traceability App
- Path2Farm<sup>TM</sup>
- EcoScent Compass<sup>TM</sup>
- Ecolngredient Compass





# ESG at the Core of Firmenich's Mission and a Source of Competitive Advantage



1 of 2 companies globally rated at "Move" level



37<sup>th</sup> of nearly 15,000 companies worldwide and industry leader

ESG Risk Rating: 7.5



1 of only 2 companies worldwide to be triple A for 4 consecutive years



Top 1% of 85,000+ companies worldwide

Score: 88/100



Recognized by Ethisphere® as one of the world's most ethical companies (2022)



# Conclusion





Passion to Innovate with Our Clients: enabled by world-class science and renowned creators



**Lead with Differentiating Ingredients:** Vertically integrated with naturals & renewables



Passion for Performance: Consistent delivery driven by investment in digital, consumer insights and science



**Guided by Our Values:** ESG leader







#### **CAPABILITIES**













#### **STRATEGY**



DIFFERENTIATED CREATION
DEVELOP TOOLS TO DIFFERENTIATE OUR CREATORS' TOOLKIT & DELIVER PERFORMANCE





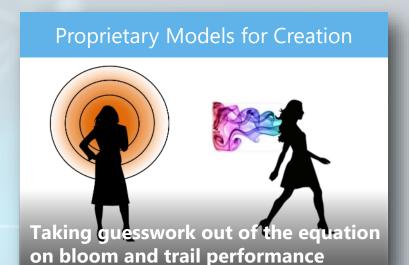
Tailored to the business

Driving differentiation

Laser-focused on meeting the needs of our business today and beyond

# Differentiated Creation









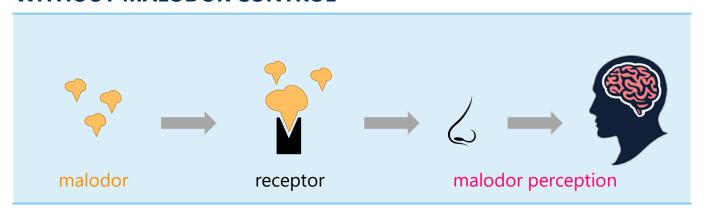




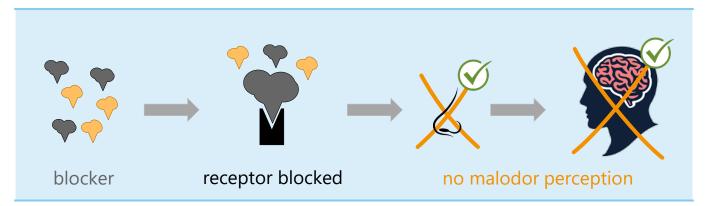
# Receptor-Based Malodor Control

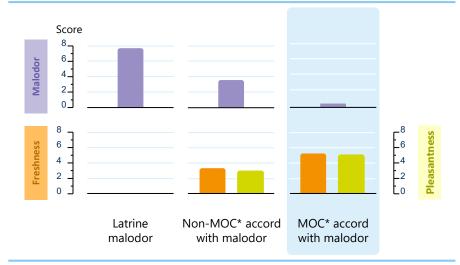
Technology is key to advancing sanitation and amplifying delight in multiple applications

#### WITHOUT MALODOR CONTROL



#### WITH MALODOR CONTROL





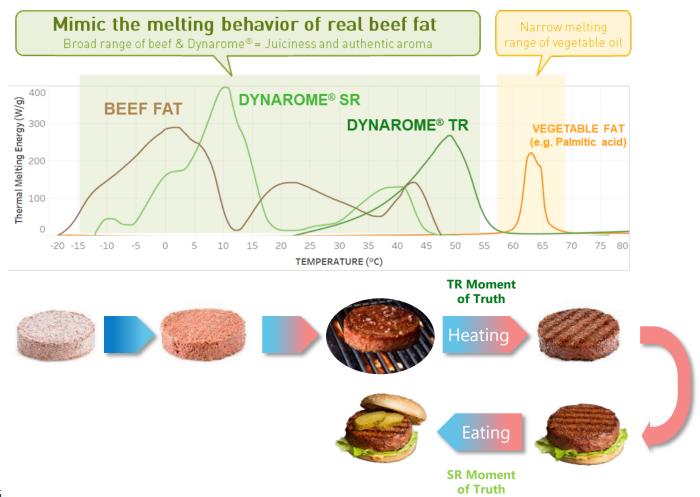
\* MOC: malodor control





# New Technologies Augment Appeal of Meat Analogs

Recreating meat juiciness and delivering an authentic cooking aroma



**Dynarome**<sup>®</sup> **SR** mimics animal fat release to recreate the same juicy taste and succulence in vegan products

**Dynarome**<sup>®</sup> **TR** allows tailored flavor release at elevated temperatures, between cooking and eating

# Sustainability







Discovering and developing proprietary ingredients using sustainable processes

Increased Renewable Content in Our Palette



leveraging new biomass and upcycled materials

Sustainable Long-lasting Performance



for our planet





# **Eco-Friendly Long-Lasting Fragrance for Laundry**

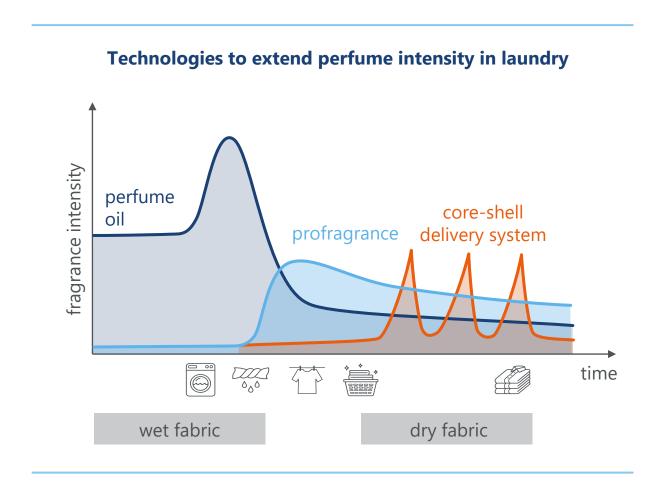
Firmenich is at the forefront of this critical effort towards protecting the planet

# **Evolving segment opens up new technical challenges and opportunities**

- Sustainable delivery systems for laundry
- Perfume release across all moments of truth
- High performance and stability

Shifting consumer and customer needs create an opportunity to capture additional market share

Successfully delivered differentiated biodegradable long-lasting capsule praised by key customers





# Biotech Platform Delivers Sustainable Fragrance Ingredients









#### Pioneered biotech as a capability to deliver highperformance and sustainable ingredients for F&F

• Platform for discovery featuring strong toolkit in biocatalysis, precision and natural fermentation

Achieved commercial success on multiple fragrance ingredients that unlock further differentiation in perfumery creations

Rich pipeline strengthens portfolio for the future



# Wellness







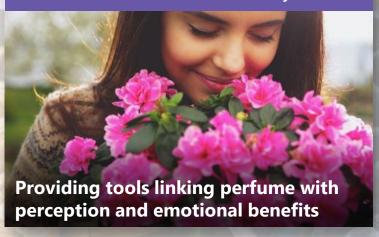
## Antibacterial Solutions for Hygiene



Identifying secondary benefits of perfume ingredients for use in hygiene

## **Emotions and Sensory**

sweetness enhancers and maskers



## Ingredients for Skin Care

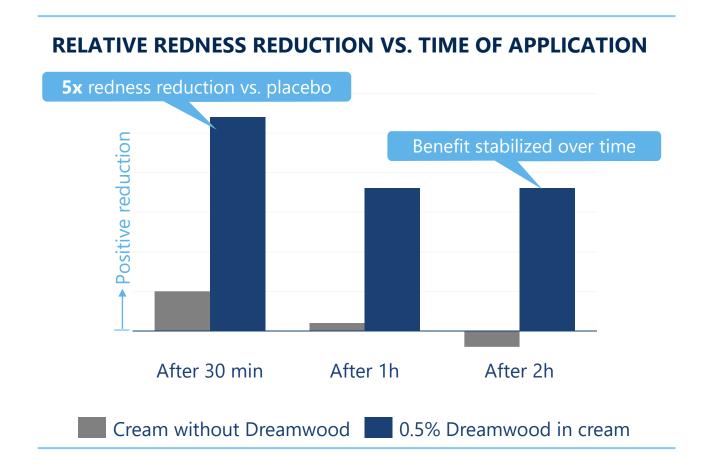




# Dreamwood™ Advances Our Skin Care Journey

Skin care benefits demonstrated in clinical study

- Positive effect on skin repair, reflected by a reduction in the dehydration rate, i.e. skin barrier is restored
- Soothing effect on skin, reflected by significant reduction in skin redness



# R&D Positioned as Engine of Sustained Differentiation

Investing in capabilities to grow our business today and in the future

#### **MEET CUSTOMER & BUSINESS NEEDS**

to Fuel Short- & Mid-term Growth



**Delivering measurable value** *for* & *with* the business via innovative & differentiating solutions

#### **ANTICIPATE FUTURE MARKET OPPORTUNITIES**

to Secure Long-lasting Leadership



Making **bets** for the **future** & uphold the position of **unparalleled leaders** of innovation



# Perfumery & Ingredients

Ilaria Resta





# **Key Highlights**

#1

Co-leader in Perfumery & Ingredients<sup>1</sup> #1

in Organic Growth vs. Top Peers<sup>2</sup> Bestin-Class
Creation
Palette

tirmenich

Vertically
Integrated in
Ingredients

Leader in Renewables and Naturals

Breakthrough R&D and Innovation

# Major Market Trends in Perfumery

Responsible

Sourcing &

**Traceability** 





**Serenity &** 

Comfort







# End-to-End Approach to Unlocking Differentiation for Our Customers

# DEEP CONSUMER INSIGHTS



Targeted and digitally-powered understanding of consumer preferences

# HIGH-PERFORMANCE INGREDIENTS & TECHNOLOGIES



Portfolio of innovative and sustainable solutions tailored to each application

# BEST-IN-CLASS PERFUME CREATION



Differentiated perfume design fueled by unparalleled creativity

## **INGREDIENTS & INNOVATION LEADERSHIP**



## **Best-in-class Creation Palette**

## GREEN CHEMISTRY

• Strong IP protection



#### **BIOTECHNOLOGY**

estments over 20+ years



#### **NATURALS**

Global presence at source

Naturals center of expertise



# TECHNOLOGY INNOVATION

Differentiated performance

Delivery of active benefits



Include "captives" used exclusively by our Perfumers to create unique and superior perfumes

### Creation is Led by Our World-Class Perfumers









We are Leading the Industry Transformation



WE ARE CREATORS OF POSITIVE FRAGRANCES THAT DELIGHT CONSUMERS WITH SUPERIOR PERFORMANCE AND FRAGRANCE SIGNATURE

Positive for

Our
Consumers &
Customers

Positive for

Our Environment & Communities

Positive for

Our
People&
Organization



### **STRATEGY**



# We are Transforming in 3 Key Areas



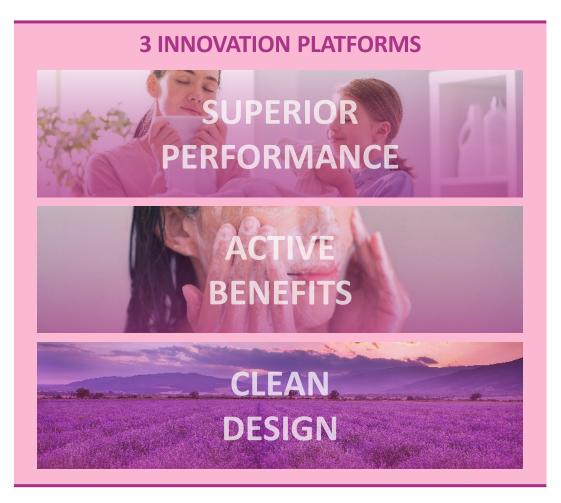




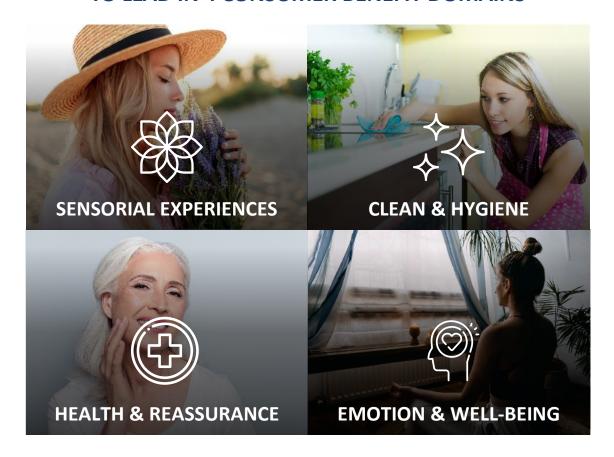
### **INNOVATION**



# Differentiated & Superior Innovation for Key Benefit Spaces



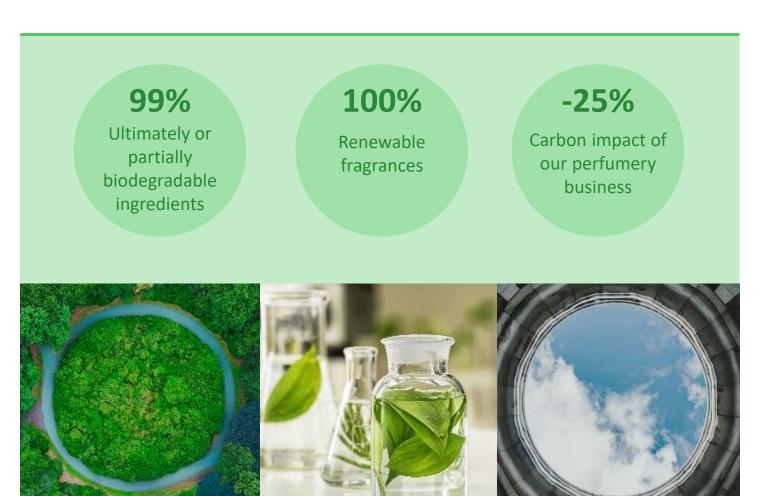
### TO LEAD IN 4 CONSUMER BENEFIT DOMAINS



### **SUSTAINABILITY**

# <del>Tirmenich</del>

# **Industry-Leading Ambition**









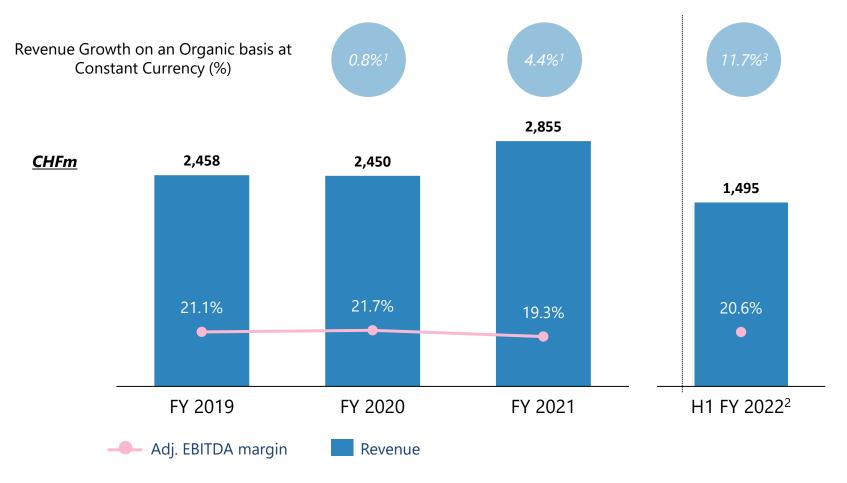
# Business-Led Digitalization: Introducing scentmate

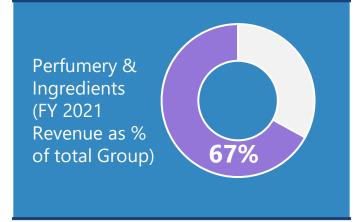




# Perfumery & Ingredients Financial Profile







## Conclusion





Best-in-class creation team



Leading palette of renewable biodegradable and differentiated ingredients



Top-tier innovation capabilities with strong pipeline to build the future



First fully-digital platform for mid-to-small clients



# What Makes Firmenich T&B Unique?





Long-standing customer intimacy



World-class science and successful, growing pipeline



Leading with Creation, Application and Consumer Insight



Sustainability at the core of our business



Purpose focus for employees, customers, stakeholders, and planet

# Accelerating the Diet Transformation



We are helping to create healthier, great-tasting, affordable food & beverages with more natural and sustainable ingredients to enhance well-being for people & planet

### Transform into



- INNOVATE TO OPTIMIZE NATURAL RESOURCES
- EXPAND NATURAL & CLEAN LABEL SOLUTIONS
- TRANSPARENCY & TRACEABILITY

### **Better Nutrition**



- LESS SUGAR, LESS SALT, LESS FAT
- SUPPORT IMMUNE SYSTEM &
  SUSTAIN INNER WELL-BEING WITH
  MICROBIOME BALANCE



### Plant-Based Revolution



- DEVELOP CONSUMER-PREFERRED PLANT PROTEINS
- INCREASE DESIRABILITY OF MORE VARIED PLANT SOURCES





# Fast-Changing Consumer Trends



### Consumers



Affordability & Food security



Natural & Clean Label



Food-Minus



Food Safety



Food-Plus



Local & sustainable



**Flexitarianism** 

### Food & Beverage Industry



Food Waste



Food Service New trends



Innovation



**Profitability Pressure** 



New Channels & Local Brands



Supply Chain disruption



# Focused Strategy Accelerating Diet Transformation...

# Flavor Foundations

Deepen Local Presence

Accelerate Innovation

Transform Into Naturals

# **Beyond Flavor Priorities**

Sugar Reduction

Plant-Based

Nutrition (Emerging)

### **Enablers**

Service & Competitiveness

Expand Capabilities

Digitalization

...to Deliver Sustainable Growth

# Tirmenich Tirmenich

# Deploying Innovation with Superior Science Capabilities

### **WORLD-CLASS SCIENCE**



- Unique Research capabilities
- Receptor discovery
- Materials science
- Microbiome
- Natural ingredients

### **FOCUS**



- ✓ Focused Innovation programs
  - 7 Priority Programs including Plant-based, Sugar reduction, Salt/Umami reduction and Nutrition
  - 5 priority tonalities to create new natural ingredients for creation community

### **ENGAGEMENT**



Fast deployment

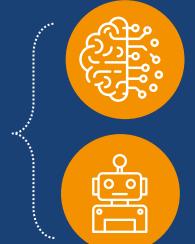
- Immediate customer connectivity
- Accelerate regional deployment with digital
- Diet Transformation as the engine to accelerate innovation deployment

# To Make Innovation Our Growth Engine



# Leading a Major Digital Transformation

DIGITALIZED
BRIEF TO
ADOPTION



### E-Creation 3.0

- From augmented creation to informed creation
- Al & Automation of new creation tools

### E-Application 1.0

- Al & Automation of new application tools<sup>1</sup>
- Lab automation: formulating, processing, sampling & pilot sampling

**E-COMMERCE** 



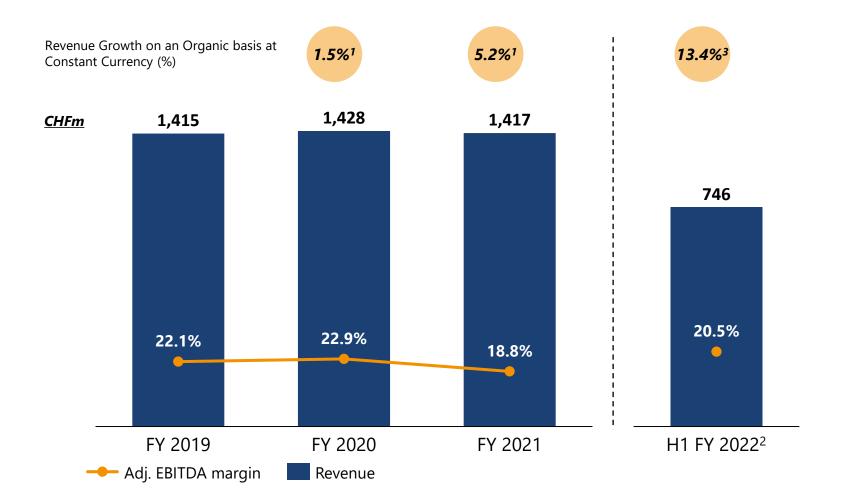
Firmenich Studio - Digital Marketing – Human Insights - E-Commerce

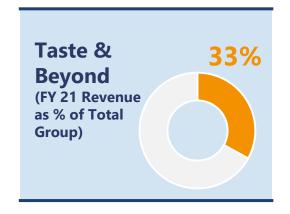
- Firmenich Studio briefing collection
- New Firmenich.com & One Stop Shop customer engagement

To Enhance Efficiency, Agility and Continue Growth Momentum

# Taste & Beyond Financial Profile







# Conclusion





Clear strategy and growth momentum



Best-in-class team leading Taste & Beyond transformation



Leadership in Innovation & Digitalization



We are ready for a new Journey into Beyond

O3 DSM's Journey

# Transformation into a Leader in Health, Nutrition & Bioscience

More than 150 years of **deep scientific heritage** 



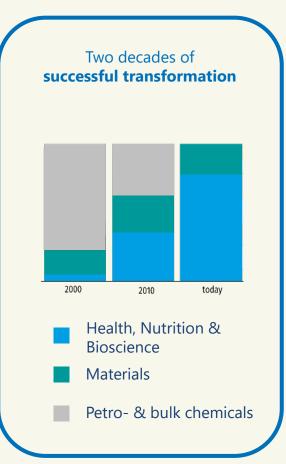


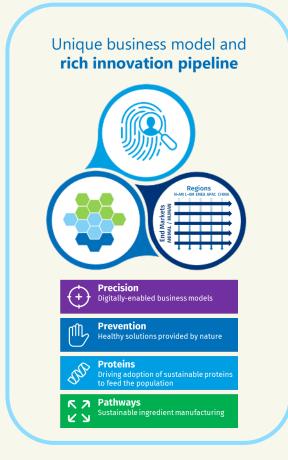
**1902: Royal DSM**Pioneer in (fine) chemistry

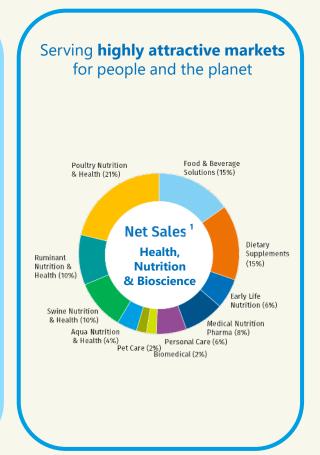
**1869: Gist-Brocades**First yeast and enzyme production at scale
(Gist-Brocades joins DSM in 1998)

**1930s: F. Hoffmann-La Roche** First synthesis of vitamins

(DSM acquired Roche Vitamins & Fine Chemicals in 2003)









# Three Business Groups with Clear End-Market Orientation



# Animal Nutrition & Health

Radically more sustainable animal farming

€3.3bn<sup>1</sup>



# Health, Nutrition & Care

Keeping the world's growing population healthy

€2.6bn1



# Food & Beverage

Healthy diets for all through nutritious, delicious and sustainable solutions

€1.3bn<sup>1</sup>



# Delivering Strong Financial Returns and a Positive ESG Impact

Global food systems face huge environmental and societal challenges and offer opportunities



Consumer



Biotechnology breakthroughs



Society

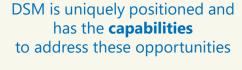
Environment

Precision &

Personalization



Data & Digital



Rich innovation pipeline



Great people, unique culture

This creates **purpose-led** positive impact for **people** and **planet** 

Responsibility for our own footprint and people



Caring for the world with measurable food systems commitments

Health for People

Health for Planet

Healthy Livelihoods



Building a company that delivers long-term, **performance-driven** profitable growth

Ambitious mid-term profit targets

Mid-single-digit % organic sales growth

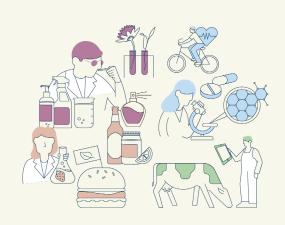
Adj. EBITDA margins >20%

High-single-digit % annual Adj. EBITDA growth





The Leading Creation and Innovation Partner in Nutrition, Beauty and Well-Being



Four **high-performing** businesses uniquely positioned to address consumer trends

Unparalleled (bio)science and technology platforms

Locally relevant **co-creation** and **innovation** with customers

Pioneering **digitally powered** business models

**World-class, vertically integrated portfolio** of naturals and renewable ingredients

Passionate, talented and diverse people



Revenues by business

**€11.4bn** FY 2021 PF Sales<sup>1</sup>

**€700m+** total R&D spend in 2021

Relevant presence in all **key markets** 

**5%** historical organic growth

**€2.2bn** FY 2021 PF Adj. EBITDA<sup>1</sup>

**~€350m** Adj. EBITDA total runrate synergies

# Four High-Performing and Complementary Businesses

**Perfumery & Beauty** 



Creators of positive perfumes and beauty products that delight customers

€3.3bn¹

Food & Beverage / Taste & Beyond



Provide delicious, nutritious and sustainable products that deliver unique and superior consumer experiences

€2.7bn¹

**Health, Nutrition & Care** 



Keeping the world's growing population healthy

€2.2bn<sup>1,2</sup>

**Animal Nutrition & Health** 



Transforming animal farming to become radically more sustainable so that vital protein is accessible for a growing global population

€3.3bn<sup>1</sup>

World-class science and technology platform

Vertically integrated supply chain ensuring supply continuity, resilience and deepening trust with our customers

Best-in-class support functions

# Consumers are Increasingly Focused on Sustainability, Health & Well-Being

Consumer associations for products ...used in perfumery & beauty<sup>1</sup>

Consumer associations for products ...used as food, beverage, nutrition<sup>2</sup>

comfort natural quality clarity sustainable cruelty free

vegetarian free from
100% ethical & artificial
environmental 100% plant based

reduced calorie /
PLUS sugar / salt clean label
added nutrition organic vegan

**85%** of consumers have shifted their **purchase behavior** towards being **more sustainable** in the past five years<sup>1</sup>

**93%** of consumers **read the label** of food & beverage packages<sup>2</sup>

81% of consumers see Nutrition as key to maintaining good
Health, with 62% of consumers having started to eat healthier foods over the last 5 years<sup>3</sup>

# Uniquely Positioned to Anticipate and to Address Evolving Consumer Needs

### **Evolving consumer needs**

Four customer facing businesses with market-leadership positions

**Fuelled by superior foundation** 

### **Great product experience**

### No compromise on:

- Climate & Sustainability
- Health & Well-Being
- Ethical Sourcing
- Transparency
- Hygiene and Sanitation

**Accessible** 

### **Perfumery & Beauty**

Food & Beverage / Taste & Beyond

**Health, Nutrition & Care** 

**Animal Nutrition & Health** 

World-class science & technology platform

Superior creation & application capabilities

Committed to purpose-led innovation

# Science Leader with Complementary Capabilities

### **Broadest Science Foundation**



c. 2,000 employees in Science and Innovation 15 global R&D facilities

c. 16,000 patents across c. 2,600 patent families

# **Proven Track Record and Established Innovation Pipeline**



Significant cross-fertilization opportunities

Track record of delivering ground-breaking innovations

### **Continued Commitment to Innovate**



Balanced pipeline of near- and long-term opportunities

Discovery through commercialization



### Perfumers and Flavorists

- Team of artisans: multi- award-winning master perfumers and principal flavorists with an industry-leading ingredient palette
- Supported by strong investment in internal research and development teams

- Building on breakthrough technologies to drive true differentiation as a partner with customers
- Largest creation communities in the industry delivering the sensorial experiences and unique signatures that help customers delight their consumers

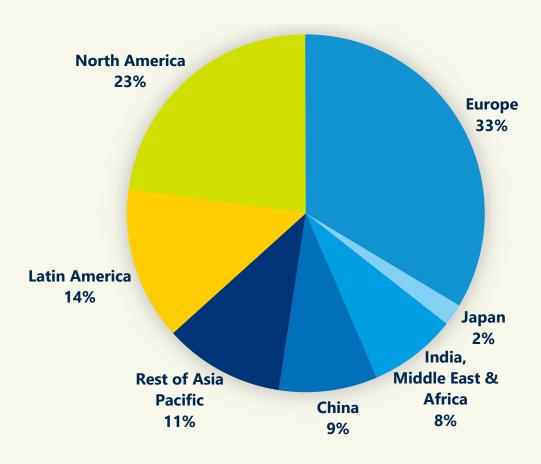


# Locally Differentiating Co-Creation and Innovation in All Key Markets





### **Balanced exposure to growth markets**







# Pioneering Digitally Powered Business Models

Exciting suite of digitally enabled new business models enabling leading participation in the formation of new markets around precision and personalization



**Digital Commerce** 



**Human Personalized Nutrition** 





**AI-Enhanced Creation** 



**Animal Precision Nutrition** 



**Digital Traceability** 



**Animal Protein Footprint Optimization** 



# A Global Vertically Integrated Supply Chain

Operating at the highest safety and quality standards ensuring supply continuity, resilience and deepening trust with our customers

### DSM-Firmenich<sup>1</sup>

40

Creation centers

**78** 

Application labs

**70** 

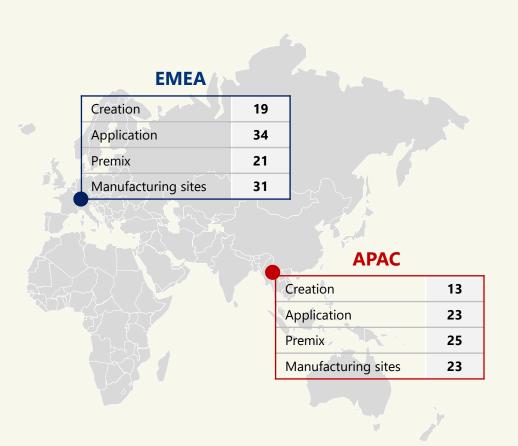
Premix sites

88

Manufacturing sites



Latin America		
2		
12		
17		
10		
	2 12 17	



# A Global Company Where Our People will Thrive

# **28,000** loyal, passionate, talented & diverse people

- ... with a shared passion for innovation and creation to deliver value for customers
- ... and with strong sense of purpose to contribute to the health and well-being of people and the planet
- ... who will thrive through combining their expertise, best practices and learnings



# Working in a new company that will...

- ... have a culture that puts people's safety, health and wellbeing first
- ... maintain strong community connections wherever we work
- ... offer exciting new personal development and career opportunities

# Continued Purpose-Led Commitment to People and Planet

Sustainability as a core value embedded across both organizations' strategies



Focused on generating positive and measurable impact for people, climate and nature

# O5 DSM-Firmenich Governance & Financial Highlights

# Highly Experienced and Well Proven Leadership

### **Board of Directors**<sup>1</sup>

Chairman



**Vice Chairman** 

**Non-Executive Directors** 



**Thomas Leysen**Current DSM Chair



9 Independent members<sup>2</sup>

**3** Firmenich representatives

### **Executive Committee**

**Co-CEO** including CFO responsibilities



**Geraldine Matchett**Current DSM Co-CEO
and CFO

Co-CEO including COO responsibilities



**Dimitri de Vreeze** Current DSM Co-CEO and COO

**Chief Integration Officer** 



Emmanuel
Butstraen
Current Firmenich
T&B President

8 Additional members

DSM-Firmenich will have a balanced leadership team of talented individuals, representing its diversity, skillset, and ambitions

# Merger of Equals (1/2)

### **Corporate Name**

DSM-Firmenich

## Transaction Structure

- Merger of equals between DSM and Firmenich through a new company, DSM-Firmenich, domiciled in Switzerland
- Public offer for DSM shares in exchange for DSM-Firmenich shares
- Contribution of Firmenich shares in exchange for DSM-Firmenich shares and €3.5bn cash

### DSM-Firmenich Ownership

- At inception, DSM's shareholders will own 65.5% of DSM-Firmenich
- At inception, the various shareholders of Firmenich will own in aggregate 34.5% of DSM-Firmenich and receive €3.5bn in cash
- Shareholders of Firmenich will be long-term, committed shareholders of DSM-Firmenich
- DSM market capitalization of €25.3bn (30 May 2022) and enterprise value ("EV") of €26.3bn¹; excl. Materials businesses, implied DSM's EV €21.6bn²
- Firmenich FY June 2022 outlook of 9%+ organic growth³ (CHF 4.6bn+ / €4.4bn+) and double-digit Adj. EBITDA organic growth³ to an Adj. EBITDA above CHF 900m/ €854m, or above CHF 910m / €864m when including the 12-month pro forma impact of acquisitions<sup>4,5</sup>
- Recurring run-rate pre-tax synergies of approximately Adj. EBITDA €350m per year by 2026
- DSM-Firmenich EPS, including run-rate synergies, expected to be:
  - Accretive to current DSM Group EPS<sup>6</sup>, and
  - Double-digit accretive to DSM Group EPS when adjusted for the disposal of Materials<sup>7</sup>

### Listing

Euronext Amsterdam

### Location

- DSM-Firmenich will be Swiss-domiciled, with the seat of the principal in Kaiseraugst (CH), listed on Euronext Amsterdam
- Will have a dual headquarter in Switzerland (Kaiseraugst), and the Netherlands (Maastricht)
- Perfumery & Beauty will be led out of Geneva (CH); Food & Beverage / Taste & Beyond will be led from Delft (NL); Health, Nutrition & Care and Animal Nutrition will be led out of Kaiseraugst (CH)
- Perfumery, Ingredients and Taste Research will be led out of Geneva (CH) and global biotechnology research and network will be led out of Delft (NL)

# Merger of Equals (2/2)

### 12 non-executive directors in Board of Directors (under Swiss governance) comprised of: 3 nominees from the Firmenich shareholders 7 independent directors from DSM's Supervisory Board **Board** 1 independent director from the existing Firmenich Board 1 new independent member Thomas Levsen, current Chairman of the Supervisory Board of DSM, to be appointed Chairman of DSM-Firmenich and Patrick Firmenich, currently Chairman of Firmenich, to be appointed Vice Chairman Geraldine Matchett and Dimitri de Vreeze, currently Co-CEOs of DSM, to be appointed Co-CEOs of DSM-Firmenich (including CFO and COO responsibilities respectively) • Emmanuel Butstraen, currently Taste & Beyond President at Firmenich to be appointed Chief Integration Officer Management DSM-Firmenich to build a balanced leadership team of exceptionally talented individuals, representing the diversity, skillset, and ambitions of DSM-Firmenich **Conditions** Merger is subject to customary conditions, including obtaining relevant regulatory clearances **Precedent** • The Firmenich Board unanimously supports and recommends the transaction. The Firmenich shareholders have approved the transaction DSM's Boards unanimously support and recommend the transaction **Key Transaction** A prospectus and offer document is expected to be made public in H2 2022 Steps

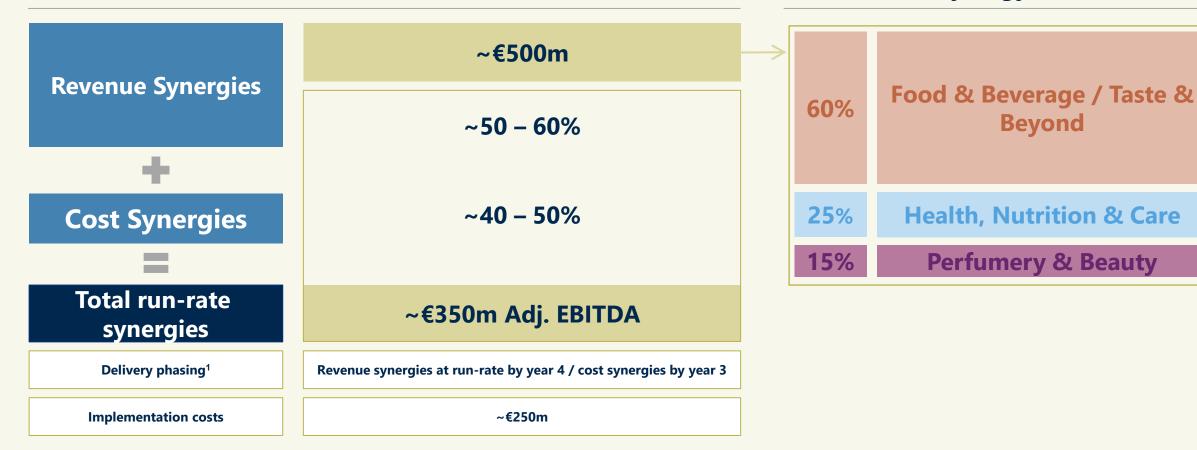
DSM EGM to be convened simultaneously, to, among others, discuss and approve the transaction

Expected completion ultimately in the first half of 2023

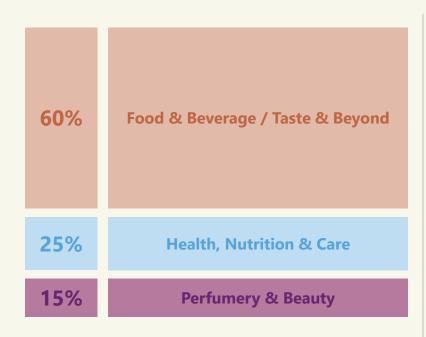
# Synergies Driving Substantial Value Creation with Low Integration Risk

### **Substantial Value Creation**

### **Revenue Synergy Breakdown**



# Significant Innovation Opportunities Driving Revenue Synergies



Run-rate revenue synergies expected to be fully realized 4 years post-completion

### Food & Beverage / Taste & Beyond: Innovation Accelerators

- **Functional Nutrition:** Bring together taste, texture and nutrition portfolios to provide well-being attributes to Food & Beverage consumers (e.g., functional beverage, fortified food)
- Plant-based Foods: Leverage strong portfolio of flavors, taste modulation, texture, enzymes, cultures, micronutrients, functional ingredients and differentiated protein sources to drive dynamic innovation
- **Dairy:** Combined differentiated portfolio to enhance dairy system with premium taste profiles (e.g., fermentation-derived base enhanced with flavor and cultures)
- Savory: Enhanced scale across combined savory portfolio and drive new product creation leveraging among others, fermentation knowhow
- **Pet food:** Extend pet offering leveraging existing nutrition and natural platforms

### **Health, Nutrition & Care**

- **Dietary supplements:** Develop "next gen" supplements offering leveraging taste expertise, applications excellence (e.g., gummies) and naturals complementing the innovation pipeline and health benefits insights from Health, Nutrition & Care
- Medical Nutrition: Drive development of patient benefit solutions in medical nutrition with enhanced protein / nutrition content and appealing taste profiles
- Pharma: Deploy the taste expertise to complement existing differentiating pharma portfolio

### **Perfumery & Beauty**

Active Beauty: Deployment of beauty actives & functionals, leveraging DSM's personal care
product portfolio and joint capabilities in formulation

# Dairy: Combined Unique Portfolio to Enhance Dairy System With Premium Taste Profiles, Texture and Health Attributes

Flavored fortified and probiotic milk drink – that "support immunity"

**Broadest portfolio of dairy ingredients** (e.g., cultures, enzymes, biogums)

Delvo® Fresh culture Maxilact® lactase

**Fermentation-derived base** enhanced with premium taste

**Differentiating nutritional attributes** QUALI® Vitamin A, D & E Delvo® Pro L26 probiotics

**Sugar reduction technologies** 

**Consumer insights** 

**Health claims** "support immunity"

**Nutritional** and regulatory advice

**Network of application** centers addressing local preference

**Agile creation cycle** 

### KEY:

Taste

Texture

Health

Service

**Proprietary technologies to mask** "off notes" from protein

# Dietary Supplements: Developing Next Generation Supplements

Flavored multi-vitamin and eye-health gummies

**Clean label texture** 



**Consumer insights** on key health benefits and flavors

**Premix and Market-Ready Solution (MRS)** delivery engine

**Nutritional** and regulatory advice

### KEY:

- Taste
- Texture
- Health
- Naturals
- Service

77

# Strong Financial Profile Enhanced by Material Synergies Over Time

Indicative pro-forma <sup>1</sup>	<b>DSM</b> <sup>2</sup> FY 2021	Firmenich <sup>3</sup> CY 2021	Synergies <sup>4</sup>	DSM- Firmenich <sup>5</sup>
Sales	€7.3bn	€4.2bn	~€0.5bn	€11.9bn
Adj. EBITDA	€1.4bn	€0.8bn	€0.35bn	€2.6bn
Adj. EBIT	€0.8bn	€0.5bn		
FCF <sup>6</sup>	€0.8bn	€0.6bn		
Effective Tax Rate	19%	18-19.5%		

<sup>(1)</sup> Pro-forma financials exclude any pro-forma adjustment for synergies and other pro-forma adjustments. The pro-forma financials have not been audited or reviewed by an external auditor. (2) FY 2021 pro-forma sales and EBITDA for DSM Nutrition based on accounting policies. (3) Firmenich financials are presented on the basis of December year-end in euros. As Firmenich's FY end is June, all financials have been translated to December using the 1H FY 2022, FY 2021 and 1H FY 2021 results. Firmenich results have been converted from CHF to EUR using a single FX rate (CY 2021 average EUR to CHF of 1.081) for purposes of translation only. (4) Figures represent run-rate synergies. (5) Combination 2021 financials plus full run-rate of synergies. (6) Calculated as EBITDA - Capex - change in NWC.

# Robust Financial Profile for Superior Shareholder Value Creation

**Mid-Term** Ambition<sup>1</sup> Sales

**EBITDA** 

- Mid-single-digit organic sales growth to gradually accelerate to a 5-7% range, supported by revenue synergies and innovation
- 20%+ Adj. EBITDA margins at the outset, with a medium-term outlook of 22-23%, supported by synergies

**Financial Policy** 

**Balance sheet** 

**Dividends** 

- Debt/EBITDA of 1.5-2.5x over the medium term
- Commitment to strong investment grade credit rating
- Payout ratio of 40-60% of adjusted earnings

Returns

Accretion

- DSM-Firmenich EPS, including run-rate synergies, expected to be:
  - Accretive to current DSM Group EPS<sup>2</sup> and
  - Double-digit accretive to DSM Group EPS when adjusted for the disposal of Materials<sup>3</sup>

<sup>(1)</sup> We have not defined and do not intend to define by reference to specific periods the terms "mid-term" and the ambitions and outlooks should not be read as indicating that we represent or otherwise commit to achieve any of these metrics for any particular fiscal year or reporting period. These ambitions and outlook should not be regarded as forecasts or expected results or otherwise as a representation by DSM, Firmenich or any other person that we will achieve these ambitions or outlook in any financial year or reporting period. Our ability to meet these ambitions or outlook are based on various assumptions and we may be unable to achieve these ambitions or outlook. (2) EPS impact compares pro forma DSM-Firmenich EPS assuming full disposal of Materials (in line with the pro forma framework for DSM-Firmenich financials presented on slide 78), relative to DSM Group EPS including Materials. (3) EPS impact compares pro forma DSM-Firmenich EPS assuming full disposal of Materials (in line with the pro forma framework for DSM-Firmenich financials presented on slide 78), relative to DSM Group EPS excluding Materials.



# Creation and Innovation Partner with Market-Leading Capabilities to Better Serve Our Customers

Perfumery & Beauty

Food & Beverage / Taste & Beyond Health, Nutrition & Care

Animal Nutrition & Health



# 06 Appendix

# Key Transaction and Capitalization Data

### **Capitalization data**

Shares Outstanding	No. Shares (m)	% pro-forma Ownership
DSM fully diluted share count	174	65.5%
Firmenich	92	34.5%
DSM-Firmenich shares in issue	266	100.0%

### **DSM** 2022E EV and EBITDA calculation (30 May 2022)

	€bn
Implied Equity Value	€25.3
Net Debt	€1.0
Enterprise Value	€26.3
(-) Broker SoTP for Materials <sup>2</sup>	€4.7
Adjusted Enterprise Value	€21.6
June 2022E LTM Adj. EBITDA (excl. Materials) <sup>3</sup>	€1.4

Net Debt as at 31 December 2021	€bn
DSM	1.0
Firmenich <sup>1</sup>	2.4

Cash payment	€bn
Cash to Firmenich shareholders	3.5