



Press Release

dsm-firmenich completes voluntary cash offer for DSM shares

Kaiseraugst (Switzerland), Heerlen (Netherlands), February 12, 2024

DSM-Firmenich AG (the **Company** or **dsm-firmenich**) and DSM B.V. (**DSM**) today announce that the Voluntary Tender Offer for the remaining DSM ordinary shares (previously Koninklijke DSM N.V. with ISIN: NL0000009827, the **Shares**) as [announced on January 8, 2024 \(the Voluntary Tender Offer\)](#) has been completed.

4,163,287 Shares, representing approximately 2.4% of the Shares, have been tendered to the Company under the Voluntary Tender Offer. As a result, the Company now holds approximately 98.5% of the Shares.

The holders of Shares who have sold their Shares through the Voluntary Tender Offer, will receive the offer price of **€96.00** per Share on February 13, 2024, free from withholding or dividend tax. The total consideration payable by the Company under the Voluntary Tender Offer amounts to EUR 399,675,552.

The Company will seek to acquire the remaining approximately 1.5% Shares through the statutory buy-out procedure (the **Buy-Out**) at the Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer*), which started on July 17, 2023.

Additional information on the Buy-Out can be found on the Company's website (<https://www.dsm-firmenich.com>).

For more information, please contact:

dsm-firmenich investor relations enquiries:

Email: investors@dsm-firmenich.com

dsm-firmenich media enquiries:

Email: media@dsm-firmenich.com

About dsm-firmenich

As innovators in nutrition, health, and beauty, dsm-firmenich reinvents, manufactures, and combines vital nutrients, flavors, and fragrances for the world's growing population to thrive. With our comprehensive range of solutions, with natural and renewable ingredients and renowned science and technology capabilities, we work to create what is essential for life, desirable for consumers, and more



sustainable for the planet. dsm-firmenich is a Swiss-Dutch company, listed on the Euronext Amsterdam, with operations in almost 60 countries and revenues of more than €12 billion. With a diverse, worldwide team of nearly 30,000 employees, we bring progress to life™ every day, everywhere, for billions of people. www.dsm-firmenich.com

General restrictions

The Voluntary Tender Offer in jurisdictions other than the Netherlands and Switzerland may be restricted and/or prohibited by law. The Voluntary Tender Offer has not been made, and the Shares have not been accepted for purchase from or on behalf of any holder of the Shares, in any jurisdiction in which the making of the Voluntary Tender Offer or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority. Outside of the Netherlands and Switzerland, no actions have been taken (nor will actions be taken) to make the Voluntary Tender Offer possible in any jurisdiction where such actions would be required. Neither dsm-firmenich, nor DSM, nor ABN AMRO Bank N.V. accepts any liability for any violation by any person of any such restriction. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction.

Notice to US investors

The Voluntary Tender Offer has been made for securities of a Dutch company and holders of the Shares that are resident in the United States should be aware that this announcement and any other documents relating to the Voluntary Tender Offer have been or will be prepared in accordance with the European Union disclosure requirements, format and style, all of which differ from those in the United States. All financial information that is included in this announcement or that may be included in any documents relating to the Voluntary Tender Offer have been or will be prepared in accordance with the European Union's generally accepted accounting principles and International Financial Reporting Standards and may not be comparable to financial statements of US companies.

It may be difficult for holders of the Shares to enforce certain rights and claims arising in connection with the Voluntary Tender Offer under US federal securities laws since dsm-firmenich and DSM are located outside the United States, and their officers and most of their directors reside outside the United States. Therefore, investors may have difficulty effecting service of process within the United States upon those persons or recovering against dsm-firmenich, DSM or their respective officers or directors on judgments of US courts, including judgments based upon the civil liability provisions of the US federal securities laws. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It also may not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

The Voluntary Tender Offer has been made in the United States pursuant to applicable US tender offer rules and securities laws (or pursuant to exemptive relief therefrom granted by the United States Securities and Exchange Commission). Accordingly, the Voluntary Tender Offer will be subject to disclosure and other procedural requirements, including with respect to terms, conditions and procedures that are different from those applicable under US domestic tender offer procedures and law.

Holders of the Shares that are resident in the United States also should be aware that the Voluntary Tender Offer may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws and, that such consequences, if any, are not



described herein. Holders of the Shares that are resident in the United States are urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Voluntary Tender Offer.