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# Update on the merger approval process for the combination of Novozymes and Chr. Hansen: Conditional competition clearance from the European Commission obtained

**December 12, 2023**

On November 20, 2023, Novozymes A/S ("Novozymes") and Chr. Hansen Holding A/S ("Chr. Hansen") announced that they had submitted a remedy proposal to the European Commission in order to obtain phase 1 approval from the European Commission of the proposed combination (the "Combination") of Novozymes and Chr. Hansen.

- The European Commission has today approved the Combination, conditional upon the divestment of a part of the combined company's global lactase enzyme business to a suitable purchaser in line with the proposed remedy.
- A definitive agreement to sell the lactase enzyme business in scope has been entered into with Kerry Group plc ("Kerry") at a total consideration of EUR 150 million, subject to routine closing adjustments.
- The sale is subject to the European Commission's approval of Kerry as the purchaser, which is expected to be finalized early 2024 and within the previously announced timeline.
- Completion of the Combination is not conditional upon prior completion of the transfer of the lactase enzyme business in scope to Kerry, and the actual transfer of the divestment is expected to take place later in 2024.
- The lactase enzyme business in scope is assessed to represent around 1% of the combined company's total revenues. It is not part of any identified or communicated synergies and is deemed immaterial for the Combination from a revenue and financial impact point of view.

With this approval from the European Commission, a purchaser identified and committed to buy the lactase enzyme business, the purchaser approval process expected to be finalized early 2024, and the South Korean approval process progressing, the parties now expect the Combination to be completed during the first quarter of 2024, which is in line with the previously communicated timeframe spanning from the fourth quarter of 2023 to the first quarter of 2024.

In addition to the approvals mentioned above, completion of the Combination remains subject to the satisfaction of certain other customary conditions set out in the merger plan, the most relevant being the merger consideration shares to be approved for admission to trading and official listing by Nasdaq Copenhagen. These other customary conditions fit well into the above anticipated timeline for completion of the Combination.

Further details on the expected timing for the completion of the Combination will be published as relevant.

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This announcement relates to the proposed combination of two Danish public companies. This announcement, the exemption document and other documents relating to the proposed combination would be prepared in accordance with European and Danish law and European and Danish disclosure requirements, format and style, all of which differ from those in the United States. The proposed combination referred to herein and the information to be distributed in

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### **Information Regarding Forward-Looking Statements**

This announcement includes forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Novozymes Group's, the Chr. Hansen Group's and the combined group's control and all of which are based on the Novozymes Group's, the Chr. Hansen Group's or the combined group's current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "aim", "annualized", "anticipate", "assess", "assume", "believe", "continue", "could", "estimate", "expect", "goal", "hope", "intend", "may", "objective", "plan", "position", "potential", "predict", "project", "risk", "seek", "should", "target", "will" or "would" or the highlights or the negatives thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and other documents regarding the proposed combination and include statements that reflect the Novozymes Group's, the Chr. Hansen Group's or the combined group's intentions, beliefs or current expectations and projections about the their respective future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, targets, strategies and opportunities and the markets in which they respectively operate, and the anticipated timing of the proposed combination. These forward-looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Novozymes Group, the Chr. Hansen Group or the combined group. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. Forward-looking statements in this announcement speak only as of the date of this announcement. The information contained in this announcement is subject to change without notice and, except as required by applicable laws and regulations, Novozymes, and Chr. Hansen expressly disclaim any obligation or undertaking to update or revise the forward-looking statements contained in this announcement to reflect any change in

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**Transaction conditions**

Completion of the combination is subject to the satisfaction of a number of conditions as more fully described in company announcement no. 13 of December 12, 2022 and the exemption document and other documents relating to the proposed combination. Consequently, there can be no certainty that completion of the combination will be forthcoming.

Novozymes refers to Novozymes A/S and the Novozymes Group refers to Novozymes and its subsidiaries. Chr. Hansen refers to Chr. Hansen Holding A/S and the Chr. Hansen Group refers to Chr. Hansen and its subsidiaries. The combined group refers to Novozymes and its subsidiaries following completion of the combination (including the Novozymes Group and the Chr. Hansen Group).