



## **57<sup>th</sup> ANNUAL REPORT 2019/2020**

**EMS**

EMS-CHEMIE HOLDING AG

Domat/Ems Schweiz

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## *Dear Shareholders*

As early as summer 2018, a coming change in the economy became apparent in the markets and we therefore expected further deterioration for 2019. Flaring trade conflicts pressured the consumer and investment mood, especially in China and Europe. Industry, in particular the automotive industry, suffered a significant decline. Due to the precarious situation, the Swiss Franc as "Safe Haven" became stronger again.

EMS prepared especially early for a slowing of the economy and implemented more than 470 efficiency programmes worldwide to achieve sustainable cost improvements. New, high-performance products were resolutely launched onto global markets and market positions strengthened with new and innovative applications. In America, sales and development organizations were expanded.

Thanks to the strategy of focus on strong specialty products and early and decisive implementation of cost measures, EMS was able to maintain the net operating income at a record level again, despite net sales being below the previous year due to price and currency effects.

Navigation under sometimes poor conditions of visibility was demanding throughout the year. Although the plant fire brigade was able to quickly extinguish the fire outside the polymerisation plant in Domat/Ems in January 2019 without major damage or personal injury, the following clearing and repair work, as well as resulting capacity restrictions, constituted a major challenge for the organization for months.

This made the enjoyment even greater on June 15, 2019, the big "Open Day" at the production site in Domat/Ems! 13 800 visitors and 150 special guests joined us and experienced the fascinating world of our specialty polymers. They marvelled at the versatile applications using EMS materials, the capabilities of our application development centre and the impressive production facilities. Additionally, a range of attractive events suitable for all ages ensured a happy mood on site. The event will still be remembered with pleasure by us all for a long time.

We were also able to present a major technical innovation with regard to the production facilities. In an in-house development project, EMS created

an innovative process reducing energy consumption of the polymerisation process by half! Environmentally friendly developments have been daily business for EMS for decades. As a result, since 2001, water consumption has been reduced by 61%, energy consumption by 46% and CO<sub>2</sub> emissions by a staggering 85%! EMS contributes significantly towards CO<sub>2</sub> reduction by developments for its customers. Annually, 35,000 tons of CO<sub>2</sub> emissions are prevented by new weight-saving system solutions from EMS.

The focus on sustainability at EMS is not limited to environmental questions. In 2019, EMS was awarded the "National Vocational Training Award" in recognition of the exemplary vocational training provided by EMS since its founding. The advisory agency Great Place To Work (GPTW) certified EMS-CHEMIE as one of the best apprentice training companies in Switzerland and, as a further milestone in the promotion of interest and enthusiasm of natural sciences and technology, EMS launched a new, mobile version of the very popular EMSORAMA Science Center in in summer of 2019. Thanks to the EMSORAMA Mobile, exciting experiments can now awaken interest and enthusiasm for natural sciences and technology in more distant villages and communities.

The researchers and developers at EMS were rewarded with three innovation awards from the Society of Plastics Engineers for successful and future-oriented polymer applications in the automotive industry in 2019: A self-regulating cooling valve for Hyundai, a high-quality designer remote key and a centre console handle with ambient lighting, both for Mercedes.

2020 has unfortunately turned out to be a crisis year. The massive drop in demand due to COVID-19 is greatly noticeable worldwide. Reduced economic activity is resulting in unemployment and cases of insolvency. Saving programs have been launched.

EMS has also been affected by the decline in consumer spending. Production has been reduced and working hours compensated by annual working time programmes in Switzerland and short-time work abroad.

Due to its innovative, high-margin specialty business, strong free cash flow, high liquidity and an extraordinary high equity ratio, EMS is in good shape to quickly and flexibly realise opportunities arising in the markets. The strategy of growth with specialty products has also proven effective during a crisis and will be continued. With the current need of global customers for cost reductions and unique solutions, EMS is well positioned with its customer proximity and its high development competency.

Our appreciation and thanks go to our valuable employees and management for the excellent performance which they exhibit daily – and especially in the Corona lockdown. The success of the company depends on their loyalty, flexibility and remarkable dedication. Special thanks also go to our customers and business partners for the outstanding cooperation and longstanding, trustworthy business relations.

We also thank you, dear shareholders, most sincerely for your faith in EMS and your loyalty. We look forward to undertaking the demanding journey ahead with you and successfully mastering all coming challenges together.



Dr Ulf Berg  
Chairman of the  
Board of Directors

Magdalena Martullo-Blocher  
CEO and Vice-Chairman  
of the Board of Directors

## Share Performance

	2019	2018	2017	2016	2015
Number of registered shares	23 389 028	23 389 028	23 389 028	23 389 028	23 389 028
Shares entitled to dividend	23 389 028	23 389 028	23 389 028	23 381 277	23 389 028
Treasury shares	0	0	0	7 751	0
Information per share (in CHF):					
Dividend per share	20.00 <sup>1)</sup>	19.75	18.50	17.00	15.00
Of which ordinary dividend	15.60	15.50	14.50	13.00	11.00
Of which extraordinary dividend	4.40	4.25	4.00	4.00	4.00
Earnings per share	22.54	22.22	20.59	19.19	16.09
Cash flow per share <sup>2)</sup>	25.01	24.61	22.98	21.89	18.78
Equity per share <sup>3)</sup>	71.09	69.48	65.20	60.09	55.18
Stock prices <sup>4)</sup>					
High	646.50	691.00	707.00	547.50	472.00
Low	458.00	447.60	508.00	404.50	327.00
At December 31	636.50	467.00	650.50	517.50	441.00
Market capitalisation on December 31 (CHF millions)	14 887.1	10 922.7	15 214.6	12 103.8	10 314.6

Registered shares are listed on the SIX Swiss Exchange.

EMS-CHEMIE	Security number 1.644.035	ISIN CH0016440353	Investdata/Reuters EMSN
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<sup>1)</sup> Proposal of the Board of Directors.

<sup>2)</sup> Cash flow = net income plus write-downs on intangible assets, property, plant and equipment plus value adjustments to securities.

<sup>3)</sup> Excluding non-controlling interests.

<sup>4)</sup> Source: SIX Swiss Exchange AG.

## Course of Business

As expected, the global economy slowed progressively in 2019. Unresolved and repeated trade conflicts between major powers lowered consumer and purchasing confidence and global supply chains were unsettled. The Swiss Franc, as "Safe Haven", became stronger, in particular compared to the Euro.

EMS was able to successfully realise planned new global business and thus, to compensate to a great degree the economy-related drop in sales volumes. With innovative specialty products, it was also possible to satisfy increased customer needs for rapid, cost-efficient and weight-saving solutions even more consistently. Already at the beginning of 2015, EMS had prepared for a slowing of the economy with comprehensive efficiency programmes.

While net sales dropped by 7.1% to CHF 2 153 million (2 318), due to the economy and currency effects, net operating income (EBIT) increased by 0.6% compared to previous year to reach CHF 624 million (620). The operating cash flow (EBITDA) rose to CHF 677 million (673), an increase of 0.5% compared to previous year. The EBIT margin was 29.0% (26.8%), the EBITDA margin 31.4% (29.0%).

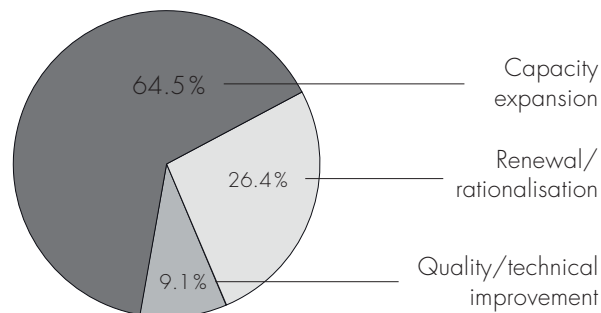
For the business year 2020, EMS expects a clearly weaker global economy due to COVID-19. Global lockdowns and the resulting drop in income and loss of jobs will have a general negative effect on demand for industrial consumer goods. Thanks to innovative, high-margin specialty business and pleasingly high liquidity holdings, EMS sees itself in good shape to quickly and flexibly realise opportunities in the market. The strategy of growth with specialty products has proven successful also during the crisis and will be continued. EMS will maintain its focus on the current, especially strong demand from customers for total cost savings and unique solutions.

Based on the globally significantly worsened market environment, EMS expects net operating income (EBIT) in 2020 to be below that of the previous year.

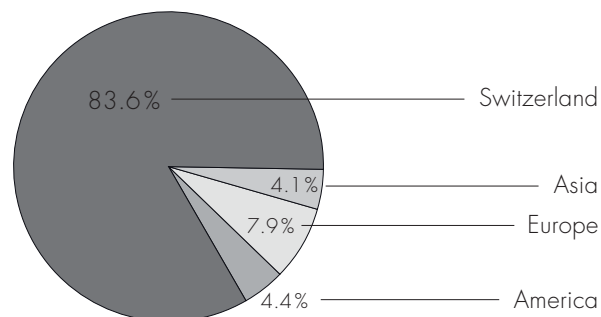
## Investments

Overall investments in 2019 amounted to CHF 63 million (60). The majority of this sum was invested in expanding production capacity.

## Investment by application



## Investment by country and region



## EMS Group production by country

Switzerland	47.5%
Germany	11.2%
USA	9.5%
China	7.8%
Belgium	5.3%
Czech Republic	4.0%
Japan	3.5%
Mexico	2.6%
Taiwan	1.6%
Great Britain	1.4%
Spain	1.4%
Russia	1.0%
Brazil	0.9%
India	0.7%
Others	1.6%

## EMS Group net sales by country

Germany	20.5%
China	14.4%
USA	11.9%
Japan	6.7%
France	6.3%
Mexico	3.9%
Italy	3.8%
Switzerland	3.7%
Spain	2.7%
Czech Republic	2.2%
Poland	2.0%
Austria	1.6%
Great Britain	1.6%
South Korea	1.5%
Sweden	1.4%
Russia	1.3%
Brazil	1.3%
India	1.2%
Slovakia	1.1%
Taiwan	1.0%
Hungary	1.0%
Others	8.9%

## Management structure

At the 2019 Annual General Meeting, Dr Ulf Berg, Magdalena Martullo, Dr Joachim Streu, Bernhard Merki and Christoph Mäder were elected to the Board of Directors for a term of office lasting until the next ordinary Annual General Meeting.

## Personnel

At the end of December 2019, the EMS Group had a total of 2 648 (2 939) employees (excluding apprentices). At the end of the year, the EMS Group employed 129 (136) apprentices in Switzerland covering 13 (13) different vocational fields. A total of 39 (36) apprentices successfully completed their professional training during the year under review.

## Business areas

The EMS Group operates globally in the business areas of High Performance Polymers and Specialty Chemicals. These areas are further structured into Business Units.

### High Performance Polymers

EMS-GRIVORY produces customized high-performance polymers (as polyamide granules). Thanks to their high-performance properties and ability to cut processing costs, these materials are used in a variety of applications, particularly in the automotive industry, in the electrical and electronics industry, in optics, as well as in numerous other industrial sectors. EMS-GRIVORY creates innovative system solutions with customers throughout the world. This includes feasibility studies, manufacture of prototypes, component testing and mould optimization.

Business Unit EMS-EFTEC is specialist supplier to the global automotive industry in the areas of bonding, coating, sealing and sound-damping.

In the reporting year 2019, the main business area High Performance Polymers generated lower net sales amounting to CHF 1 906 million (2 028), with a higher net operating income (EBIT) of CHF 553 million (540). Innovative products and solutions enabling customers to achieve cost and weight savings and reduce CO<sub>2</sub> emissions, were successfully launched onto global markets.

### Specialty Chemicals

EMS-GRILTECH specializes in the development and production of fibers, bonding agents for high-performance tires, hotmelt adhesives and fusible bonding yarns for technical and textile applications, powder coating crosslinkers and reactive diluents.

The business area EMS-PATVAG, which produces ignitors for airbag gas generators, was sold on November 26, 2019.

Due to a deterioration of the economic environment, the secondary business area Specialty Chemicals was forced to accept a decline in the development of net sales and result in 2019. Net sales amounted to CHF 247 million (291) and EBIT to CHF 71 million (80).

CHF millions	2019	2018	2017	2016	2015
Net sales revenue	2 152.7	2 318.3	2 145.8	1 983.1	1 905.4
Change in % against previous year	-7.1%	+8.0%	+8.2%	+4.1%	-3.4%
Change in local currencies	-5.0%	+6.4%	+7.5%	+3.8%	+3.7%
Of which in Switzerland	3.7%	3.4%	3.2%	3.1%	3.4%
Net operating income (EBIT)	623.7	620.2	582.0	547.7	468.6
Change in % against previous year	+0.6%	+6.6%	+6.3%	+16.9%	+10.7%
In % of net sales revenue	29.0%	26.8%	27.1%	27.6%	24.6%
Net financial income	-3.5	-2.0	0.9	-5.2	-9.5
Income taxes	88.4	95.8	98.5	86.9	76.4
Net income	531.9	522.3	484.4	455.5	382.7
Change in % against previous year	+1.8%	+7.8%	+6.3%	+19.0%	+9.5%
In % of net sales revenue	24.7%	22.5%	22.6%	23.0%	20.1%
Cash flow <sup>1)</sup>	584.9	575.5	537.4	511.8	439.0
Change in % against previous year	+1.6%	+7.1%	+5.0%	+16.6%	+8.5%
In % of net sales revenue	27.2%	24.8%	25.0%	25.8%	23.0%
Investments	62.9	60.2	49.3	71.5	54.8
In % of cash flow	10.8%	10.5%	9.2%	14.0%	12.5%
Balance sheet total	2 213.3	2 157.6	2 100.0	1 984.6	1 891.0
Assets					
Current assets	1 547.7	1 517.9	1 460.4	1 337.5	1 257.8
Non-current assets	665.6	639.7	639.6	647.1	633.2
Equity and liabilities					
Current liabilities	351.9	365.2	390.6	366.6	373.7
Non-current liabilities	175.8	147.8	158.9	190.2	205.5
Equity <sup>2)</sup>	1 662.7	1 625.1	1 525.0	1 405.0	1 290.3
Balance sheet equity ratio	75.1%	75.3%	72.6%	70.8%	68.2%
Return on equity	31.7%	32.0%	31.6%	31.9%	29.2%
Number of employees on December 31 <sup>3)</sup>	2 648	2 939	2 912	2 897	2 855

<sup>1)</sup> Cash flow = net income plus write-downs on intangible assets, property, plant and equipment plus value adjustments to securities.

<sup>2)</sup> Excluding non-controlling interests.

<sup>3)</sup> Excluding apprentices (2019: 129; 2018: 136; 2017: 138; 2016: 144 ; 2015: 141).



## Corporate Governance

EMS-CHEMIE HOLDING AG, a holding company by Swiss law, is committed to responsible corporate governance and oversight. The structure and content of this report comply with the SIX Swiss Exchange Directive on Information Relating to Corporate Governance (DCG). Detailed principles and rules are also laid down in the company's Articles of Association at [www.ems-group.com/articlesofassociation](http://www.ems-group.com/articlesofassociation) and in the Organisational Rules of the EMS Group. All data refer to the situation as at December 31, 2019, except where stated otherwise.

### 1. Group structure and shareholders

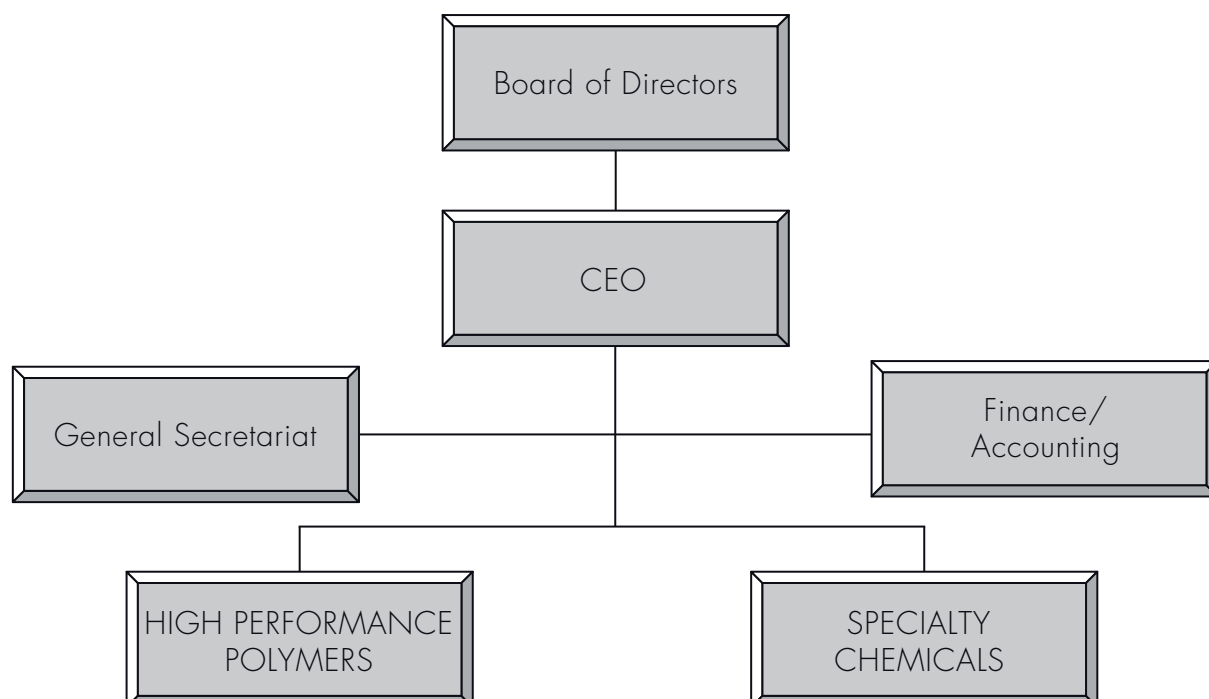
#### 1.1 Group structure

The EMS Group is active worldwide in the two business areas High Performance Polymers and Specialty Chemicals. The organisational breakdown is based on product types. The Group's operating structure is as follows:

The companies of the EMS Group are grouped together in the EMS-CHEMIE HOLDING AG, which has its registered office in Domat/Ems, Switzerland. EMS-CHEMIE HOLDING AG is the only listed company within the scope of consolidation. EMS registered shares (EMSN, ISIN: CH0016440353) are listed on the SIX Swiss Exchange. As at December 31, 2019, the market capitalization of EMS amounted to CHF 14 887.1 million. No subsidiaries hold EMS registered shares.

An overview of the unlisted subsidiaries belonging to the consolidated EMS Group can be found in note 33 in the financial section.

Segment reporting by business area and geographical region can be found on page 33.



## 1.2 Significant shareholders

In the 2019 calendar year, two shareholders held more than 3% of the equity of EMS-CHEMIE HOLDING AG:

EMESTA HOLDING AG holds 60.82% of the share capital of EMS-CHEMIE HOLDING AG and Miriam Baumann-Blocher 9.68%.

## 1.3 Cross-shareholdings

There are no cross-shareholdings with other companies.

## 2. Capital structure

### 2.1 Capital /

### 2.2 Authorised and conditional capital in particular

The ordinary share capital of EMS-CHEMIE HOLDING AG amounts to CHF 233 890.28. No authorized or conditional capital exists.

### 2.3 Changes in capital

Information on capital changes can be found on page 4 (Share Performance), in the financial section on page 22 (Consolidated Statement of Changes in Equity) and in note 16 (Share capital).

### 2.4 Shares and participation certificates/

### 2.5 Profit sharing certificates

The fully paid share capital is divided into 23 389 028 registered shares with a par value of CHF 0.01 each. All registered shares are entitled to dividends. Each registered share entitles the holder to one vote at the Annual General Meeting. No participation certificates or profit sharing certificates exist.

## 2.6 Limitations on transferability and nominee registrations

On request, purchasers of shares of EMS-CHEMIE HOLDING AG are entered in the share register as voting shareholders without restrictions, provided they expressly declare that the registered shares were acquired in their own name and on their own account.

The Board of Directors may decide to register or reject people whose request for registration does not include an express declaration that they hold the shares on their own account ("Nominees"), and with whom the company has entered into an agreement to this effect, in the register of shareholders with voting rights up to a maximum of 2% of the share capital entered in the commercial register.

The Articles of Association do not provide for any privileges or restrictions on transferability.

## 2.7 Convertible bonds and warrants/options

There are no convertible bonds or warrants/options issued.

## 3. Board of Directors

### 3.1 Members of the Board of Directors/

### 3.2 Other activities and vested interests

#### Board of Directors

Name	Nationality	Status	Year of birth	First elected in	Term of office exp.
Dr Ulf Berg	Swiss	Non-executive	1950	August 2007	2020
Magdalena Martullo	Swiss	Executive	1969	August 2001	2020
Dr Joachim Streu	German	Non-executive	1956	August 2013	2020
Bernhard Merki	Swiss	Non-executive	1962	August 2014	2020
Christoph Mäder	Swiss	Non-executive	1959	August 2018	2020

On December 31, 2019, the Board of Directors of EMS-CHEMIE HOLDING AG consisted of the following five members:

**Dr Ulf Berg** (1950, Swiss citizen, M.Sc. and PhD in mechanical engineering) has been non-executive Chairman of the Board of Directors since August 2007. He worked for ABB (formerly BBC) in various managerial positions in Switzerland and abroad for more than 20 years until 1998. From 1999 to 2001, Dr Ulf Berg was COO/CEO of Carlo Gavazzi Holding AG. From 2003 to 2004, he was CEO of SIG Beverages Int. AG before moving to Sulzer AG Switzerland as CEO in 2004. From 2007 to 2009, he was non-executive Chairman of the Board of Directors of Sulzer AG. Dr Ulf Berg was a member of the Management Board Committee of Swissmem from 2004 to 2015 and a member of the Board of Directors of Bobst SA Switzerland from 2006 to 2017. From 2012 to 2016 he was a member of the advisory board of Synagro Ltd., Baltimore, USA. From 2012 until 2018, Dr Ulf Berg was a member of the Board of Greater Zurich Area AG, Switzerland and 2016 to 2018, Chairman of the Board of Directors of Kuoni Reisen Holding AG, Zurich as well as member of the advisory board of G+E GETEC Holding GmbH, Magdeburg. He has been member of the Board of AM-Tec AG, Zurich since 2014 and since 2018 President of Kuoni IP Co. He has also been president of Bartec AG, Bad Mergentheim, Germany since 2019. Dr Ulf Berg is a partner in the investment company BLR & Partners Ltd. in Zurich and also a Board member of several of its portfolio companies.

**Magdalena Martullo** (1969, Swiss citizen, Master of Business Administration) is Executive Vice-Chairman of the Board of Directors and Chief Executive Officer of the EMS Group. She joined EMS in 2001 and took command of the Group in 2004 when her father was elected to the Bundesrat (federal council) of the Swiss Government and sold his shares to his four children. Due to her shareholding in the EMESTA HOLDING AG, she is today majority shareholder in the EMS-CHEMIE HOLDING AG together with her sister Rahel Blocher. Magdalena Martullo graduated from the Hochschule St. Gallen (HSG) in Business Administration. Before joining the EMS Group she held different positions with Rivella AG and Johnson & Johnson AG as well as for various other companies in Switzerland and abroad. She also leads the Board Committee on Economic Policy for scienceindustries, the Swiss Business Association for Chemistry Pharma Biotech, where she has been a member of the Executive Board since 2004. Since 2015, she has been member of Swiss Parliament for the Swiss People's Party of the Grisons in the National Council. Since 2018 Magdalena Martullo is Vice President of the Swiss People's Party of Switzerland and since 2016 member of the party leadership committee, where she is responsible for economic policy. She has also been a member of the party leadership committee of the Swiss People's Party of the Grisons since 2016. In 2017 she was elected member of the Executive Board of economiesuisse, the national Swiss business federation.

**Dr Joachim Streu** (1956, German citizen, Diploma and Ph.D. in organic chemistry) has been non-executive member of the Board of Directors of

EMS-CHEMIE HOLDING AG since August 2013. He worked for BASF from 1984 to 2011 where he held many international responsibilities. From 1987 to 1995 he was active in different positions for the BASF subsidiary Elastogran GmbH (thermo-plastic polyurethanes and polyurethane systems). From 1995 until 2001 Dr Joachim Streu was Director of BASF Polyurethanes in Brussels. From 1995 until 1998 he was Head of Marketing for the business of polyurethane chemicals worldwide, from 1998 to 2001 Vice President of the Global Business Unit Polyurethane Specialties. From 2001 to 2004 he was Group Vice President of the Global Business Unit Styrene. From 2004 to 2008 he was Head of BASF Management Consulting and from 2008 to 2010 President of the BASF Division Styrenics. Since 2012 Dr Joachim Streu has worked as an independent corporate consultant.

**Bernhard Merki** (1962, Swiss citizen, Dipl. Masch. Ing. HTL) has been non-executive member of the Board of Directors of EMS-CHEMIE HOLDING AG since August 2014. From 1988 to 2013 he held different management positions within the Netstal Group, Nafels, Switzerland; the last ten years as CEO. From 2014 to 2018 he was CEO of the 4B AG in Hochdorf, Switzerland. From 2003 to 2012, Bernhard Merki served as member of the Executive Committee of the Krauss Maffei AG, Germany, and from 2006 until 2012 as Vice President of the Board of Directors of Netstal-Maschinen AG. From 2005 to 2012 he was President of EUROMAP, the European association for plastics and rubber machinery manufacturers and from 2013 to 2016 he was a member of the Board

of Directors of Hermann Buhler AG, Switzerland. Since 2010, Bernhard Merki has been a member of the Board of Directors of RONDO Burgdorf AG and of the Seewer Holding AG, Switzerland. Since 2019 Bernhard Merki has been Chairman of the Board of Directors of HOCHDORF Holding AG. For this mandate, he will no longer be available for re-election at the General Assembly 2020 on June 30, 2020. Also since 2019, he has been a member of the Board of Directors of Ferrum AG, Switzerland. Since 2008, Bernhard Merki has been a member of the Board of Governors of the University of Applied Sciences and Technology in Rapperswil, Switzerland.

**Christoph Mäder** (1959, Swiss citizen, Master of Law, Attorney-at-Law, University of Basel, Switzerland) was a member of the Executive Team of Syngenta from 2000 until April 2018. Christoph Mäder is a member of the Board of Directors of Lonza Group AG and Baloise Holding AG and member of the Board of Trustees of the Swiss Youth Science Foundation "Schweizer Jugend forscht". For many years he was also a Board member (2006–2018) and Chairman (2008–2014) of scienceindustries, the Swiss Business Association for Chemistry Pharma Biotech and other science-based industries. From 2008 until 2019 he was a member of the Board Committee of economiesuisse.

None of the non-executive members of the Board of Directors have ever been a member of any Executive Management within the EMS Group, nor do any of them currently have a direct or indirect business relationship with companies in the EMS Group.

#### Attendance at meetings of the Board of Directors and committees 2019

Name	Function	Attendance at meetings		
		Board of Directors	Audit Committee	Remuneration Committee
Dr Ulf Berg	Chairman	8 <sup>1)</sup>	7	4
Magdalena Martullo	Vice-Chairman and CEO	8		
Dr Joachim Streu	Member	8	7 <sup>1)</sup>	4
Bernhard Merki	Member	8		4 <sup>1)</sup>
Christoph Mäder	Member	8		4
Total meetings		8	7	4
Total duration (hours)		1–5	1–3	1–2

<sup>1)</sup> Chairman

### 3.3 Number of permitted activities outside the EMS Group

As per Article 19 of the Articles of Association, members of the Board of Directors must not hold more than 15 additional mandates.

### 3.4 Elections and terms of office

The Chairman and the members of the Board of Directors as well as the members of the Remuneration Committee are elected individually by the Annual General Meeting for a term of office lasting until the next ordinary Annual General Meeting; re-election is possible.

### 3.5 Internal organisational structure

#### Duties of the Board of Directors

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The Board of Directors is the highest executive body of the EMS Group. It is responsible for supervising and monitoring the company's management and that of its affiliated companies which together form the EMS Group. With the exception of the Chairman and the Members of the Remuneration Committee, who are elected by the Annual General Meeting, the Board of Directors constitutes itself. The Board of Directors has delegated most of the operational management of the EMS Group to the CEO. Special tasks can be delegated to individual members of the Board of Directors or to separate special committees.

#### Board committees: Members, tasks, areas of responsibility

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There are two committees: the Audit Committee and the Remuneration Committee. Their tasks and responsibilities are set out in guidelines. Both committees have assessment, advisory and monitoring functions but no decision-making powers.

As of December 31, 2019, the Audit Committee consisted of two non-executive, independent members of the Board of Directors (Dr Joachim Streu, Chairman, Dr Ulf Berg, member). It assesses the effectiveness of external reporting, internal finance and accounting, internal control systems and compliance with accounting principles. The Audit Committee makes recommendations to the entire Board of Directors regarding presentation of individual and consolidated financial statements to the Annual General Meeting. It also assesses the performance and remuneration of the external auditors.

As per December 31, 2019, the Remuneration Committee consisted of four non-executive members of the Board of Directors (Bernhard Merki, Chairman, Dr Joachim Streu, member, Dr Ulf Berg, member, Christoph Mäder, member). The Remuneration Committee is concerned with the remuneration policy of the EMS Group (Board of Directors, Executive Management, senior executives). It supports the Board of Directors, in particular in the writing of the Remuneration Report.

#### Working methods of the Board of Directors and its committees

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The Board of Directors and its committees meet as frequently as business demands. The Board of Directors held eight meetings in 2019, each lasting between one and five hours. The Audit Committee held seven meetings, each lasting between one and three hours, while the Remuneration Committee held four meetings, each lasting between one and two hours.

The Head of Finance (CFO) also attends the meetings of the Board of Directors and the Audit Committee. Other members of Executive Management and Heads of Business Units are invited to attend meetings of the Board of Directors when it discusses matters relevant to their areas of responsibility. To constitute a quorum, a majority of the members of the Board of Directors must be present. The Board of Directors makes decisions and carries out elections with a majority of the members present at the meeting. The Chairman does not have a casting vote. Resolutions can also be passed by telephone, electronic media or circular, provided that no member requests discussion in person. Individual members are obliged to abstain from voting on personal matters or on matters involving persons with whom they are closely associated.

Members of Executive Management are invited to attend committee meetings where matters relevant to their areas of responsibility are to be discussed. The provisions relating to meetings and resolutions of the Board of Directors and to the requirement for its members to abstain, also apply to the committees. At the next plenary meeting of the Board of Directors after their committees have met, the committee Chairman reports on the proceedings and submits proposals to the Board for its decision.

### 3.6 Definition of areas of responsibility

The Board of Directors makes decisions regarding all matters not reserved for the Annual General Meeting or another body by law, the Articles of Association or the Organisational Rules. Subject to article 716a of the Swiss Code of Obligations (non-transferable and inalienable duties of the Board of Directors), the Board of Directors has delegated most of the operational management of the EMS Group to Executive Management. These duties and responsibilities particularly include proposing the strategy for the EMS Group to the Board of Directors, achieving the operative and financial results of the EMS Group, reviewing the budgets and medium-term plans of Business Units, deciding on scheduled capital investments up to CHF 5 million and on unscheduled capital investments up to CHF 0.5 million, reaching decisions on the procurement of external capital (e.g. bonds, bank loans) up to CHF 30 million, issuing guarantees in accordance with the guarantee concept proposed to the Board of Directors, receiving periodic reports on business performance and all other significant events, deciding on the initiation and conduct of legal proceedings and submitting proposals to the Board of Directors for legal proceedings of fundamental significance, approving the organization up to the level of employees directly subordinate to Heads of Business Units, submitting proposals to the Board of Directors on the acquisition and disposal of equity holdings, assigning powers to the members of the board of trustees who protect the interests of the employer in EMS Group pension schemes, proposing authorised signatories to the Board of Directors, permitting heads of Business Units and their direct subordinates to accept seats on Boards of Directors, political offices or honorary offices, enacting the rules of the EMS Group and maintaining personal contact with executive managers of other companies and with important customers.

### 3.7 Information and control instruments vis-à-vis the Executive Management

The Board of Directors receives consolidated quarterly financial statements prepared in accordance with IFRS. Along with the income statement, these mainly provide information on the balance sheet, the cash flow account and changes in equity. Additionally, at the end of each month, the Board of Directors receives a written report from the CEO regarding business performance during

that month and the expected monthly result. On the 4th working day of the following month, it receives the monthly income statement with the most important key figures, which are compared with the budgeted figures and those of the previous year. It is also provided, in the same detail, with monthly updated forecast calculations for the end of the year. This serves to monitor the achievability of the budget. Furthermore, at each meeting of the Board of Directors, the CEO and CFO report on the course of business and on all matters relevant to the Group, while the two committee Chairmen report on the matters they have dealt with, detailing their significant findings and assessment and submitting proposals accordingly. Every year, the Board of Directors discusses and approves the budget for the following year, as well as rolling medium-term planning for the next three years. The CEO informs the members of the Board of Directors of any extraordinary events without delay by circular or other appropriate means. At Board meetings, any member of the Board may request information from other members or from Executive Management on any of the company's affairs. Between meetings of the Board of Directors, any member may request information from the CEO on the course of business, and – with the approval of the Chairman – on specific business events, and/or may inspect business documents. At their own discretion, members of the Board of Directors visit Group companies and participate in the two-monthly Management Meetings held by Executive Management with the Heads of the Business Units in order to form an independent view of the Group's operating activities and the implementation of its strategy. As part of an overall internal audit plan commissioned by the Board of Directors, during the year under review 23 internal audits were conducted by Group Internal Audit, 1 audit by Group Tax and 3 audits by Group Legal, mainly regarding accounting and compliance topics at Group companies. Group Financial Controlling discusses all audit findings in detail with the companies and Business Units concerned, and the most important measures are agreed on. In the event of disagreement between the auditors and the company audited, the different positions are stated transparently. An audit report is prepared containing the overall audit findings. Members of the Audit Committee, the CEO and the CFO each receive a copy of every internal audit report. Following each audit report, the CEO and CFO present the Audit Committee with the measures to be implemented by Group management. All significant measures

are continuously monitored by the Audit Committee. In the event of discrepancies, the CEO and CFO must comment on them and present proposals for corrective measures. Although Group Financial Controlling is subordinate to the CFO, it reports directly to the Chairman of the Audit Committee with regard to these activities. Group Financial Controlling also regularly keeps the Audit Committee informed of such changes in the field of accounting. The legal service of the EMS Group reports regularly to the Board of Directors on any legal changes important to EMS. Twice a year, the Audit Committee is notified of all litigation cases that are underway or impending. Besides the status of the individual cases, the report focuses on risks and opportunities they represent, costs and other possible effects.

Risk management constitutes an integral component of planning and reporting activities at EMS. At Executive Management and Business Unit level, risks are identified annually as part of the medium-term planning procedure and preparation of the budget for the following year. They are then weighted according to the gravity of the risk and probability of its occurrence. The identification and assessment of changes in risk play an important part in this process. Measures are defined to reduce significant risks. In the course of planning discussions, the CEO and CFO report to the Board of Directors on the magnitude of these risks and the implementation status of the measures taken to counter them.

## 4. Executive Management

### 4.1 Members of Executive Management/

### 4.2 Other activities and vested interests

**Magdalena Martullo** (1969, Swiss citizen, Master of Business Administration) is Executive Vice-Chairman of the Board of Directors and Chief Executive Officer of the EMS Group. She joined EMS in 2001 and took command of the Group in 2004 when her father was elected to the Bundesrat (federal council) of the Swiss Government and sold his shares to his four children. Due to her shareholding in the ERESTA HOLDING AG, she is today majority shareholder in the EMS-CHEMIE HOLDING AG together with her sister Rahel Blocher. Magdalena Martullo graduated from the Hochschule St. Gallen (HSG) in Business Administration. Before joining the EMS Group she held different positions with Rivella AG and Johnson & Johnson AG as well as for various other companies in Switzerland and abroad. She also leads the Board Committee on Economic Policy for scienceindustries, the Swiss Business Association for Chemistry Pharma Biotech, where she has been a member of the Executive Board since 2004. Since 2015, she has been member of Swiss Parliament for the Swiss People's Party of the Grisons in the National Council. Since 2018 Magdalena Martullo is Vice President of the Swiss People's Party of Switzerland and since 2016 member of the party leadership committee, where she is responsible for economic policy. She has also been a member of the party leadership committee of the Swiss People's Party of the Grisons since 2016. In 2017 she was elected member of the Executive Board of *economiesuisse*, the national Swiss business federation.

**Peter Germann** (1959, Swiss citizen, Master of Business Administration) has been a member of the Executive Management since January 2004 and was the EMS Group's Head of Finance (CFO) from 1994 to 2017 – interrupted by one year as Head of Finance with the Ascom Group. Peter Germann previously held a variety of management positions, his last position being Head of Finance with the Arbonia-Forster Group.

**Stefan Baumgärtner** (1971, Swiss citizen, Dipl. Controller NDS HS, Executive Master of Business Administration University of St.Gallen, Industrial and Management Engineer FH, LIS Vaduz) has been a member of the Executive Management and the EMS Group's Chief Financial Officer (CFO) since

October 2017. Before this he held various leadership positions in finance and business management of different Swiss companies, most recently as Division Chief Financial Officer for RUAG Space since 2014.

**Dr Urs Zimmerli** (1977, Swiss citizen, Dr. sc. and Chemical Engineer, ETH Zurich, Engineering Manager, University Hagen, Germany, MBA, Open University, Milton Keynes, United Kingdom) was a member of Executive Management of the EMS Group from August 2018 until the end of February 2020. Before this he held various leadership positions in production and management of internationally active chemical companies in Europe and Asia. These included Polygal AG up to 2014 as member of executive management and then Archroma, most recently as Head Local Plants Europe.

Members of Executive Management are nominated by the CEO and appointed by the Board of Directors. They are subordinate to the CEO, whom they assist in the task of managing and supervising the EMS Group. Executive Management usually meets every two weeks. In addition, the Secretary General attends these meetings in an advisory function. The duties and responsibilities of Executive Management are listed in section 3.6 (Definition of areas of responsibility).

#### 4.3 Number of permitted activities outside the EMS Group

As per Article 19 of the Articles of Association, members of Executive Management must not hold more than 15 additional mandates.

#### 4.4 Management contracts

No management contracts with third parties exist.

## 5. Remuneration, shareholdings and loans

Details about remuneration, participation and loans are given in the Remuneration Report on page 18 and 19, resp. in the appendix to the annual financial statement of the EMS-CHEMIE HOLDING AG in note 3.2.

## 6. Shareholders' participation

Shareholders' participation rights are laid down in the Articles of Association of EMS-CHEMIE HOLDING AG ([www.ems-group.com/articlesofassociation](http://www.ems-group.com/articlesofassociation)).

### 6.1 Voting-rights and representation restrictions

Voting-right restrictions apply solely to nominees. No rules exist governing the granting of exceptions.

A registered shareholder may only be represented at the Annual General Meeting by his/her legal representative, by another shareholder who has voting rights or by the Independent Proxy. Shareholders may also issue powers of attorney or directives to the Independent Proxy electronically. The Independent Proxy is elected by the Annual General Meeting for a term of office lasting until the next ordinary Annual General Meeting; re-election is permissible. Shares held by the company do not confer voting rights at the Annual General Meeting and do not bear a dividend.

### 6.2 Statutory quorums

Unless not otherwise provided by law, the General Meeting of Shareholders shall pass resolutions and hold elections on the basis of an absolute majority of the votes cast.

### 6.3 Convocation of the General Meeting of Shareholders

The Ordinary Annual General Meeting of Shareholders is convened in accordance with legal requirements and the company's Articles of Association. It is convened by publication of a single notice in the Swiss Official Gazette of Commerce (SHAB) and selected Swiss newspapers, and by written invitations sent to the addresses of the shareholders and beneficiaries entered in the share register. The period of notice is 20 days. Extraordinary General Meetings of Shareholders are held in the cases prescribed by law and as required.



## 6.4 Agenda

One or more shareholders representing together 10% or more of the company's shares may request that a particular item be added to the agenda. A request to add an item to the agenda must be submitted in writing at least 40 days in advance of the Annual General Meeting, specifying the subject to be discussed and containing the proposed motions.

## 6.5 Inscriptions into the share register

The cut-off date for entering registered shareholders in the share register with regard to participation at the General Meeting of Shareholders is around 10 calendar days before the General Meeting. The cut-off date will in each case be determined by the Board of Directors and is stated in the invitation. Registered shares sold between the cut-off date and the General Meeting of Shareholders do not carry any voting rights. There are no rules governing the granting of exceptions.

## 7. Changes in control and defence measures

### 7.1 Duty to make an offer

According to Article 3 paragraph 2 of the Articles of Association, a party acquiring shares above the legal threshold potentially triggering a public offer in EMS-CHEMIE HOLDING AG is not obliged to submit a public purchase offer (opting-out clause).

### 7.2 Clauses on change of control

There are no clauses relating to change of control.

## 8. Auditors

### 8.1 Duration of the mandate and term of office of the lead auditor

Ernst & Young AG, Maagplatz 1, 8010 Zurich, Switzerland, has acted as the statutory auditor of EMS-CHEMIE HOLDING AG since 2017. The statutory auditor is appointed by the Annual General Meeting for a one-year term of office. Willy Hofstetter has been the lead auditor since 2017. The person, leading the revision, is allowed to execute the mandate for seven years at the longest (art. 730a par. 2 CO).

### 8.2 Audit fees

The EMS Group paid EY a global total of CHF 444 231 for services relating to the audit of the Group's annual financial statements.

### 8.3 Additional fees

EY charged no additional fees in 2019.

#### 8.4 Information tools pertaining to the external audit

The Audit Committee monitors the independence and performance of the independent statutory auditor on behalf of the Board of Directors and verifies the financial reporting of EMS (regarding the meetings held see section 3.5, page 12). The independent statutory auditor was invited to attend one meeting of the Audit Committee. Executive Management is responsible for financial accounting and continuous financial reporting, including the internal control system. The independent statutory auditor, Ernst&Young AG, is responsible for giving an opinion on whether the accounting records and the annual financial statements comply with Swiss law and the company's Articles of Association. Ernst&Young AG is responsible for providing an assessment of the consolidated financial statements (income statement, statement of comprehensive income, balance sheet, changes in equity, statement of cash flows and notes), in accordance with the International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board (IASB) and with Swiss law. The Audit Committee is also responsible for monitoring the relevant activities of Executive Management and the independent statutory auditor.

#### 9. Information policy

EMS publishes quarterly net sales figures, together with a commentary on the course of business and outlook for the future. The half-year and annual financial statements are prepared in accordance with IFRS. EMS also issues ad-hoc reports on important events as and when they occur.

##### Calendar of events of the EMS Group

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July 10, 2020:  
Half-year report 2020 (Media conference)

August 8, 2020:  
Annual General Meeting 2020  
of EMS-CHEMIE HOLDING AG

End of August 2020:  
Definitive Half-year report 2020

October 2020:  
Third-quarter report 2020

February 2021:  
Annual results 2020 (Media conference)

April 2021:  
First-quarter report 2021

Further details regarding dates can be found at [www.ems-group.com/calendar](http://www.ems-group.com/calendar).  
Subscription to ad-hoc reports received by e-mail can be made at [www.ems-group.com/newsletter](http://www.ems-group.com/newsletter).

Further information is available on the company website: [www.ems-group.com](http://www.ems-group.com).

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## Remuneration Report

### Remuneration system, competence and method of determining

The remuneration system for members of the Board of Directors and Executive Management consists, as per the Articles of Association, of a fixed remuneration and a possible variable remuneration component, which are paid out in cash only. EMS has no participation plan. The fixed and any possible variable remuneration component are independent of each other. The variable remuneration component may form a central part of the overall remuneration package. The principle criteria for the variable remuneration component are the achievement of earnings targets and

project objectives. The Board of Directors determines the variable remuneration component at its discretion taking target achievement into account.

The remuneration sum is defined by the Board of Directors at the proposal of the Remuneration Committee and after consultation with the CEO. Variable remuneration components are paid in May of the following year. According to the current contracts, members of the Board of Directors only receive a fixed remuneration. In the reporting year, the variable remuneration component of members of Executive Management amounts on average to 41% of the total remuneration sum (2018/2019: 42%).

### Remuneration for the reporting period and comparison with previous period (audited by the Statutory Auditors)

The following remuneration was paid in the reporting year (1.5.2019–30.4.2020):

		2019/2020 (CHF '000)	2018/2019 (CHF '000)
<b>Board of Directors</b>	<b>Function</b>	<b>Remuneration</b>	
Dr U. Berg	Chairman	242	242
M. Martullo	Vice-Chairman and CEO	239	236
Dr J. Streu	Member	130	130
B. Merki	Member	137	137
Ch. Mäder	Member (since 11.8.2018)	150	91
Total Board of Directors		898	836
<b>Executive Management</b>			
Total remuneration paid to the Executive Management was Of this, KCHF 1 146 (2018/2019: KCHF 1 329) was variable remuneration components. The highest remuneration for a member of Executive Management in the reporting year was KCHF 1 024 (2018/2019: KCHF 1 093) and of this, KCHF 523 (2018/2019: KCHF 575) as variable remuneration component, paid to M. Martullo, independent of her remuneration as Member of the Board of Directors.		2 777	3 141
Total remuneration paid to the Board of Directors and Executive Management was The remuneration is paid exclusively in cash. EMS has no stock option program.		3 675	3 977
<b>Advisory board</b>	There is no advisory board.		
No remuneration was paid to former members of the Board of Directors or Executive Management in connection with any earlier function within the company. Furthermore, all remuneration for current or former members of the Board of Directors, Executive Management and related parties was paid based on standard market terms.			

## Voting of the Annual General Meeting on remuneration

According to Article 23 of the Articles of Association, the Board of Directors annually requests the Annual General Meeting for approval, for the Board of Directors and Executive Management separately, of the remuneration for the previous business year. Any remuneration already paid is subject to subsequent approval by the Annual General Meeting.

### Credit Facilities

As per Article 20 of the Articles of Association, members of the Board of Directors and Executive Management may be granted loans and credit facilities. Such loans and credit facilities must not

in aggregate exceed the amount of 50 MCHF, may only be granted on standard market terms and in compliance with the applicable withdrawal rules.

Neither the current nor previous members of the Board of Directors or Executive Management or persons associated to them have received loans or credit facilities.

### Proposals to the Annual General Meeting 2020: Approval of the remuneration 2019/2020

Total sum of remuneration to the Board of Directors to be approved: KCHF 898.

Total sum of remuneration to Executive Management to be approved: KCHF 2777.

## Report of the statutory auditor on the remuneration report

### To the General Meeting of EMS-CHEMIE HOLDING AG, Domat/Ems

We have audited the remuneration report of EMS-CHEMIE HOLDING AG for the year ended 30 April 2018. The audit was limited to the information according to articles 14–16 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance) contained in the table labeled “audited” on page 18 of the remuneration report.

### Board of Directors’ responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

### Auditor’s responsibility

Our responsibility is to express an opinion on the remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

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

### Opinion

In our opinion, the remuneration report for the year ended 30 April 2019 of EMS-CHEMIE HOLDING AG complies with Swiss law and articles 14–16 of the Ordinance.

Ernst & Young Ltd



Willy Hofstetter  
Licensed audit expert  
(Auditor in charge)



Gianantonio Zanetti  
Licensed audit expert

Zurich, 29 June 2020

## Consolidated Income Statement

	Notes	2019 (CHF '000)	2018 (CHF '000)
Net sales revenue from goods and services		2 152 739	2 318 254
Inventory changes, semi-finished and finished goods		22 100	10 420
Capitalized costs and other operating income	1	56 688	31 329
Material expenses		(1 204 910)	(1 313 658)
Personnel expenses	2	(238 537)	(243 727)
Other operating expenses	3	(111 338)	(129 279)
<b>EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA)</b>		<b>676 742</b>	<b>673 339</b>
Depreciation and amortization	8, 23	(53 015)	(53 181)
<b>NET OPERATING INCOME (EBIT)</b>		<b>623 727</b>	<b>620 158</b>
Financial income	5	423	398
Financial expenses	6	(3 883)	(2 422)
<b>NET INCOME BEFORE TAXES</b>		<b>620 267</b>	<b>618 134</b>
Income taxes	7	(88 401)	(95 811)
<b>NET INCOME</b>		<b>531 866</b>	<b>522 323</b>
Of which attributable to: Shareholders of EMS-CHEMIE HOLDING AG		527 140	519 615
Non-controlling interests	17	4 726	2 708
Earnings per share in CHF:			
Basic	26	22.54	22.22
Diluted	26	22.54	22.22

## Consolidated Statement of Comprehensive Income

Net income recognized in income statement		531 866	522 323
Actuarial gains from defined benefit pension plans, net of tax		(13 822)	5 237
Items that will not be reclassified to income statement, net of tax		(13 822)	5 237
Net changes from cash flow hedges, net of tax	14	3 905	29 147
Currency translation differences		(18 195)	(21 954)
Items that are or may be reclassified to profit or loss		(14 290)	7 193
Other comprehensive income		(28 113)	12 430
<b>COMPREHENSIVE INCOME</b>		<b>503 753</b>	<b>534 753</b>
Of which attributable to: Shareholders of EMS-CHEMIE HOLDING AG		499 554	532 815
Non-controlling interests	17	4 199	1 938

Reference numbers indicate corresponding Notes to the Consolidated Financial Statements.

# Consolidated Balance Sheet

EMS Group  
Consolidated Financial Statements  
Annual Report 2019/2020

	Notes	31.12.2019 (CHF '000)	31.12.2018 (CHF '000)
<b>NON-CURRENT ASSETS</b>		665 638	639 675
Intangible assets	8	64 208	64 084
Property, plant and equipment	8	543 363	547 678
Rights of use of leased assets	8	15 795	0
Investments		188	188
Other non-current assets	9	26 807	6 381
Derivative financial instruments	14	0	6 505
Deferred income tax assets	7	15 277	14 839
<b>CURRENT ASSETS</b>		1 547 671	1 517 942
Inventories	10	449 588	443 958
Trade receivables	11	321 666	341 157
Income tax assets		11 119	6 656
Other current assets	12	495 191	432 357
Derivative and other financial assets	13	17 224	6 881
Cash and cash equivalents	15	252 883	286 933
<b>TOTAL ASSETS</b>		2 213 309	2 157 617
<b>EQUITY</b>		1 685 645	1 644 662
Equity, attributable to shareholders of EMS-CHEMIE HOLDING AG		1 662 697	1 625 076
Share capital	16	234	234
Retained earnings and reserves		1 662 463	1 624 842
Equity, attributable to non-controlling interests	17	22 948	19 586
<b>LIABILITIES</b>		527 664	512 955
<b>Non-current liabilities</b>		175 763	147 785
Non-current financial liabilities	18	14 949	45
Other non-current liabilities		16	16
Deferred income tax liabilities	7	80 355	82 694
Employee benefit liability	19	60 343	43 136
Provisions	20	20 100	21 894
<b>Current liabilities</b>		351 901	365 170
Derivative financial instruments	14	617	972
Current financial liabilities	18	6 211	5 447
Trade payables		128 492	128 913
Income tax liabilities		87 066	80 185
Provisions	20	1 377	1 433
Other current liabilities	21	128 138	148 220
<b>TOTAL EQUITY AND LIABILITIES</b>		2 213 309	2 157 617

Reference numbers indicate corresponding Notes to the Consolidated Financial Statements.

## Consolidated Statement of Changes in Equity

(CHF '000)	Share capital	Capital reserves (share premium)	Treasury shares	Retained earnings	Hedging reserves from IFRS 9	Translation differences	Equity, attributable to shareholders of EMS-CHEMIE HOLDING AG	Equity, attributable to non-controlling interests	Equity
<b>At 31.12. 2017</b>	<b>234</b>	<b>25 676</b>	<b>0</b>	<b>1 594 854</b>	<b>(18 945)</b>	<b>(76 861)</b>	<b>1 524 958</b>	<b>25 452</b>	<b>1 550 410</b>
Net changes from cash flow hedges					29 147		29 147		29 147
Actuarial gains from defined benefit pension plans				5 237			5 237		5 237
Currency translation differences						(21 184)	(21 184)	(770)	(21 954)
<b>Other comprehensive income</b>				<b>5 237</b>	<b>29 147</b>	<b>(21 184)</b>	<b>13 200</b>	<b>(770)</b>	<b>12 430</b>
Net income recognized in income statement				519 615			519 615	2 708	522 323
<b>Comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>524 852</b>	<b>29 147</b>	<b>(21 184)</b>	<b>532 815</b>	<b>1 938</b>	<b>534 753</b>
Transactions with treasury shares							0		0
Dividends paid				(432 697)			(432 697)	(7 804)	(440 501)
<b>At 31.12. 2018</b>	<b>234</b>	<b>25 676</b>	<b>0</b>	<b>1 687 009</b>	<b>10 202</b>	<b>(98 045)</b>	<b>1 625 076</b>	<b>19 586</b>	<b>1 644 662</b>
Net changes from cash flow hedges					3 905		3 905		3 905
Actuarial gains from defined benefit pension plans				(13 823)			(13 823)		(13 823)
Currency translation differences						(17 668)	(17 668)	(527)	(18 195)
<b>Other comprehensive income</b>				<b>(13 823)</b>	<b>3 905</b>	<b>(17 668)</b>	<b>27 586</b>	<b>(527)</b>	<b>(28 113)</b>
Net income recognized in income statement				527 140			527 140	4 726	531 866
<b>Comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>513 317</b>	<b>3 905</b>	<b>(17 668)</b>	<b>499 554</b>	<b>4 199</b>	<b>503 753</b>
Transactions with treasury shares							0		0
Dividends paid				(461 933)			(461 933)	(837)	(462 770)
<b>At 31.12. 2019</b>	<b>234</b>	<b>25 676</b>	<b>0</b>	<b>1 738 393</b>	<b>14 107</b>	<b>(115 713)</b>	<b>1 662 697</b>	<b>22 948</b>	<b>1 685 645</b>
								2019	2018
Balance sheet equity ratio								75.1 %	75.3 %

Capital reserves are not eligible for distribution. Retained earnings include KCHF 47 (2017: KCHF 47) not eligible for distribution.

On February 7, 2020, the company announced that the Board of Directors will propose a dividend payment of CHF 20.00 per each share to the ordinary annual shareholder meeting on August 8, 2020 (CHF 15.60 ordinary dividend, CHF 4.40 extraordinary dividend).

For further information and data refer to page 4, "Share Performance".

# Consolidated Statement of Cash Flows

EMS Group  
Consolidated Financial Statements  
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	Notes	2019 (CHF '000)	2018 (CHF '000)
Net income		531 866	522 323
Depreciation, amortization and impairment of intangible assets and property, plant and equipment	8, 23	53 015	53 181
Loss from disposal of property, plant and equipment, net	3	695	1 914
Increase/(decrease) of provisions	20	(970)	945
Increase/(decrease) of other non-current liabilities	1	(25 483)	0
Unrealised currency translation (gains)/losses on foreign exchange positions		4 776	3 539
Change assets and liabilities of post-employment benefits, net	19	160	4 154
Net interest income	5, 6	405	447
Dividends on available-for-sale securities	5	(2)	(2)
Expenses for income taxes	7	88 401	95 811
Changes in net working capital		(12 715)	(91 176)
Taxes paid		(86 587)	(90 585)
Interest paid		(826)	(843)
Provisions used	20	(634)	(387)
<b>CASH FLOW FROM OPERATING ACTIVITIES A</b>		<b>552 101</b>	<b>499 321</b>
Purchase of intangible assets and property, plant and equipment	8	(62 917)	(60 170)
Disposal of intangible assets and property, plant and equipment	8	2 852	2 651
(Increase) in other non-current assets	9	(21 152)	0
Decrease in other non-current assets	9	337	374
Interest received		350	145
Dividends received		2	2
Paid withholding taxes	12	(153 028)	(149 246)
Received withholding taxes	12	91 371	148 369
Paid withholding taxes	24	37 780	0
Paid withholding taxes	13	(10 343)	0
Divestments of current financial assets	13	0	26 695
<b>CASH FLOW FROM INVESTING ACTIVITIES B</b>		<b>(114 748)</b>	<b>(31 180)</b>
Dividends paid to shareholders of EMS-CHEMIE HOLDING AG		(461 933)	(432 697)
Dividends paid to non-controlling interests	17	(837)	(7 804)
Sale of treasury shares		(3 957)	0
Borrowing of interest-bearing liabilities	18	0	2
Repayment of interest-bearing liabilities	18	(368)	(7 040)
<b>CASH FLOW FROM FINANCING ACTIVITIES C</b>		<b>(467 095)</b>	<b>(447 539)</b>
Increase/(decrease) in cash and cash equivalents (A + B + C)		(29 742)	20 602
Cash and cash equivalents at 1. 1.		286 933	271 550
Translation difference on cash and cash equivalents		(4 308)	(5 219)
Cash and cash equivalents at 31.12.	15	252 883	286 933

Reference numbers indicate corresponding Notes to the Consolidated Financial Statements.



## Notes to the Consolidated Financial Statements

### Consolidated accounting principles

#### General information on the consolidated financial statements

The consolidated financial statements give a true and fair view of the financial position, the results of operations and the cash flows of the EMS Group. The consolidation is based on individual financial statements of subsidiaries prepared according to uniform Group accounting principles and in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). They also comply with Swiss law.

The preparation of consolidated financial statements and related disclosures in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual results may differ from those estimates. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the financial statements in the period in which they are determined to be necessary.

Due to rounding, numbers presented throughout this report may not add up precisely to the totals provided. All ratios and variances are calculated using the underlying amount rather than the presented rounded amount.

#### Significant estimates and assumptions made by management

##### Impairment of non-current assets

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To ascertain whether impairment has occurred, estimates are made of the expected future cash flows arising from the use and possible disposal of such assets. Significant assumptions are made in relation to such calculations, including sales figures, margins and discounting rates. It is also possible for useful life expectancies to be reduced, the intended use of property, plant and equipment to change, production sites to be relocated or closed, and production plants to generate lower-than-expected sales in the medium term. The carrying amounts for property, plant and equipment and intangible assets are shown in note 8.

##### Provisions for litigation risks, environmental risks and other provisions

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In the course of their ordinary business operations, Group companies may be involved in legal proceedings. If considered necessary, provisions for litigation risks, environmental risks and other provisions are measured using available information on the basis of the realistically expected net cash outflow. Other provisions primarily cover warranty claims arising from the sale of goods or services. Future reporting periods may therefore be affected by changes in the estimates of expected or actual cash outflows. The carrying amounts for provisions are shown in note 20.

##### Employee benefits

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The EMS Group operates various retirement plans on behalf of its employees. In the case of defined benefit plans, statistical assumptions are made in order to estimate future developments. When parameters alter due to changes in the economic situation or different market conditions, subsequent results may differ significantly from the actuarial opinions and calculations. The carrying amounts of reported employee retirement assets and liabilities are shown in note 19.

##### Taxes

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Measurement of current direct and indirect tax liabilities is subject to interpretation of the tax legislation in the countries concerned. The accuracy of tax declarations and appropriateness of liabilities are judged in the context of final assessments or inspections by the tax authorities. Furthermore, the judgment as to whether tax-loss carry forwards can be capitalized requires critical assessment of their usability in terms of netting with future profits, which are dependent on numerous imponderables. The book values of the current deferred income tax assets and deferred income tax liabilities are shown in note 7. The current deferred income tax assets and deferred income tax liabilities are shown in the balance sheet on a separate line.

## Changes in accounting policies

The EMS Group has implemented the following new standards effective January 1, 2019:

IFRS 16 Leases

IFRIC 23 Uncertainty over Income Tax Treatments

**IFRS 16 – Leases:** The Group has implemented the new standard effective January 1, 2019. The new standard requires that operating leases are capitalized on the balance sheet.

In accordance with the transitional provisions the “modified retrospective method” was applied and comparative information was not restated. For the initial recognition the Group used different practical expedients permitted by IFRS 16: It has elected to measure the right-of-use assets at an amount equal to the lease liabilities. Since EMS recognized the right-of-use asset at the amount equal to the lease liabilities, there was no impact on the retained earnings.

In accordance with IFRS 16 the EMS Group has decided to not recognize short-term up to 12 months leases and leases of low-value assets on the balance sheet. The borrowing rates used for the measurement of the lease liabilities have been defined based on a base rate and a country-specific risk premium. The lease liabilities are presented as non-current and current financial liabilities and the right-of-use of leased assets are shown as a separate table in the annexes note. Cash payments for the principal portion of lease payments as well as for the interest portion have been classified as cash flow used in financing activities, with the exception of the interest portion paid and payments for short-term and low-value leases, which are part of the cash flow from operating activities.

As of January 1, 2019 the EMS Group has recognized CHF 18.2 million as right-of-use of leased assets and as lease liabilities. In the reporting period, depreciation of right-of-use of leased assets of CHF 4.1 million and interest expenses of CHF 0.3 million were recognized while other operating expenses were reduced by CHF 4.2 million. The Group's consolidated statement of cash flow was impacted by a shift from cash flow from operating activities to cash flow used in financing activities of CHF 4.0 million.

The following table shows the reconciliation from IAS 17 to IFRS 16 as of January 1, 2019:

in MCHF	Transition IAS 17 to IFRS 16
<b>Disclosed commitments for operating leases at December 31, 2018</b>	<b>18.9</b>
Discounting effect	- 0.3
Short-term leases recognized as expense	- 0.1
Low-value leases recognized as expenses	0.0
Estimation effect from renewal options	- 0.3
<b>Recognized lease liabilities as of January 1, 2019</b>	<b>18.2</b>

## IFRIC 23 – Uncertainty over Income Tax Treatments

The standard clarifies the accounting for uncertainties in income taxes. The first-time adoption in 2019 did not impact the consolidated financial statements.

## Consistency

The principles of valuation and consolidation remain unchanged from the previous year, with the exception of the changes described above.

## Scope of consolidation

The scope of consolidation includes all companies in and outside Switzerland which are controlled – directly or indirectly – by EMS-CHEMIE HOLDING AG, either by it holding more than 50% of the voting rights or by contracts or other agreements (see note 32 “List of subsidiaries”). The equity method of accounting is applied in the case of associated companies that are not directly or indirectly controlled by EMS-CHEMIE HOLDING AG (shareholding normally between 20% and 50% of voting rights).

## Method of consolidation

The financial statements of majority-owned companies are fully consolidated. Assets and liabilities, income and expenses are incorporated in full. Capital consolidation is effected using the acquisition method. Intercompany transactions and relations have been eliminated in the course of consolidation. Unrealized profits from intercompany deliveries are eliminated in the income statement. All assets and liabilities of acquired companies are valued at fair value at the time of acquisition. Any positive difference between the resulting fair value of the net

assets and contingent liabilities acquired and the cost of acquisition is capitalized as goodwill. Results for acquired companies are included in consolidation as from the date on which control was transferred.

Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners).

In the case of disposal of companies the deconsolidation is effected through the income statement as of the date when control is relinquished. The companies' results are then included in the consolidation up to such date.

### Balance sheet date

The balance sheet date of subsidiaries is December 31. The balance sheet date of EMS-CHEMIE HOLDING AG is April 30. In accordance with uniform Group accounting principles an interim closing is prepared for the holding company as of December 31.

### Valuation principles

The consolidated financial statements are based on historical costs. Exceptions are securities and derivative financial instruments, which are measured at fair value, as well as employee benefit assets and liabilities, which are measured at the present value of the defined benefit obligation less the fair value of the plan assets.

#### Intangible assets (excluding goodwill)

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This item consists of acquired customer relationships, patents, trademarks, software and other intangible assets. Intangible assets are valued at their acquisition cost less depreciation and impairment. Depreciation is amortized on a straight-line basis over its limited, economic life. These are 7 years for customer relationships and generally 3–12 years for patents, trademarks and software.

#### Goodwill

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This item consists of goodwill acquired in a business combination. Goodwill represents the excess of the sum of purchase price, the amount of non-controlling interests in the acquired company and the fair value of the previously held share of equity over the total fair value of the assets, liabilities and contingent

liabilities. For the valuation of non-controlling interests, a choice exists per transaction. The non-controlling interest can either be measured at fair value at the acquisition date or at its proportionate interest in the fair value of the identifiable assets and liabilities of the acquiree. Goodwill is subject to an annual impairment test.

#### Property, plant and equipment

---

Property, plant and equipment are shown at purchase price or manufacturing cost less depreciation and impairments. Assets are depreciated using the straight-line method over their estimated useful lives. Useful lives are estimated in terms of the asset's physical life expectancy, corporate policy on asset renewals and technological and commercial obsolescence. The value of the capitalized property, plant and equipment is periodically reviewed. An impairment loss is recorded when the carrying amount exceeds the recoverable amount.

Repairs and maintenance are expensed as incurred. Investments in improvements or renewals of assets are capitalized if they increase economic benefit.

Depreciation periods are as follows:

- Land: normally not depreciated
- Plant under construction: normally not depreciated
- Buildings: 25–50 years
- Technical plant and machinery: 7–25 years
- Other property, plant and equipment: 5–15 years

#### Investments

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Shares in associated companies are included using the equity method. Other investments are classified as available-for-sale. The valuation is the same as described under "securities".

#### Inventories

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Inventories used for production are valued at their historical purchase or production cost or at their net realisable value, whichever is lower. Inventories are valued using the "fifo" (first-in, first-out) method. Besides individual costs, the cost of production also includes a proportionate allocation of manufacturing overheads.

## Financial Assets – classifications and categories

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The classification of financial assets is dependent on the business model for managing the financial assets and their contractual cash flow characteristics. IFRS 9 specifies the business models “hold to collect”, “hold to collect and sell” and “held for trading”. Financial instruments whose cash flows are solely payments of principal and interest on the outstanding principal amount (“SPPI”) are classified and measured depending on the objective of the business model at amortized cost or at fair value through other comprehensive income.

## Trade receivables

---

This item is measured on the basis of the original invoiced amount less allowances for doubtful accounts. Such allowances are formed on the basis of future expected credit losses using the simplified approach, as trade receivables are considered short term (with payment terms 30 to 60 days) and do not include an interest component. The expected credit losses are based on forward looking assumptions and of historically observed default rates. The allowance represents the difference between the invoiced amount and the recoverable amount.

## Securities

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Securities include marketable securities traded on stock exchanges. Initial measurement of all security transactions is done at the date of fulfilment of the contract (settlement date accounting) at fair value. Subsequent measurement is done at fair value. Their business model is classified as “held for trading”, with the changes in fair value recorded in the income statement as financial income or expense.

## Cash and cash equivalents

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Cash and cash equivalents include cash on hand, bank account balances and short or medium-term deposits within an original maturity of less than three months. Cash and cash equivalents are valued at their nominal value. This definition is also used for the cash flow statement.

## Other current financial assets

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Other current financial assets include fixed-term deposits or money market instruments with a notice period of more than 3 months. Those are entered with financial institutions of high-grade credit rating

(“investment grade”). The applicable business model is classified as “hold to collect” with the objective to collect the contractual cash flows (interest income) and the principal amount at maturity. They are measured at amortized costs.

Impairments for other current financial assets are recognized in financial income/expenses when at the balance sheet date a significant increase in the risk of default is observed. This is the case if the counterparty does not hold an investment grade rating anymore. In a next level, when objective evidence exists that the counterparty is insolvent or in substantial financial difficulties, individual value adjustments are recognized.

## Derivative financial instruments

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Initial measurement of all derivative financial instruments is done at the date of transaction (trade date accounting) at fair value excluding transaction costs. Subsequent measurement is done at fair value within the balance sheet position derivative financial instruments. Changes in fair value are shown within the financial income.

## Non-current financial liabilities

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Non-current financial liabilities are recognized initially at the proceeds received, net of transaction costs incurred. In subsequent periods, non-current bank loans are stated at amortised cost.

Non-current financial liabilities are classified as current if they are due to be repaid within twelve months after the balance sheet date, even if an agreement has been concluded on the long-term refinancing or rescheduling of payment commitments after the balance sheet date but prior to the approval of the financial results for publication.

## Liabilities and deferred income

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This item includes current and non-current debts, valued at the amount of repayment, and deferred income.

## Provisions

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Provisions are set up for legal or constructive obligations if these obligations resulting from a past event and existing at balance sheet date will most probably lead to a cash outflow and if the amounts can be reliably estimated. A provision is recognized when the probability is above 50%.

Such a provision is valued in accordance with management's best estimate of the weighted possibility.

If the effect is material, provisions are determined by discounting expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

#### Employee benefits

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Swiss group entities participate in individual, legally independent pension funds, which are managed autonomously. These funds are fully funded by employee and employer contributions. Present and former employees or their surviving dependents, respectively, receive benefits for retirement, disability or in case of death, depending on the regulations of the individual pension funds.

For the purpose of the consolidated financial statements, the corresponding employee benefit obligations resulting from the Swiss plans are calculated on an annual basis. These plans are considered to be defined benefit plans for which independent actuaries calculate the future employee benefit obligations for each plan by using actuarial assumptions and methods in accordance with IFRS. For pension funds with defined benefit obligations, such obligations are calculated based on past and expected future service periods, the expected development of salaries and the indexation of pensions using the "Projected Unit Credit Method".

The amount recognized in the consolidated financial statements represents the deficit or surplus of the defined benefit plans (net pension liability or asset). However, in case of a surplus the recognized asset is limited to the present value of the economic benefits from future reductions in contributions.

The components of pension costs from defined benefit plans are recognized as follows:

- service costs and net interest income or expense are recognized in profit or loss as part of personnel expenses,
- remeasurements are recognized in other comprehensive income.

Service costs comprise current service costs, any past service costs, and gains and losses on settlements. Gains and losses on plan curtailments are treated equally to past service costs. Employee contributions reduce the service costs and are deducted from these costs depending on the individual pension fund regulations or in cases where there is a factual obligation to do so.

Net interest income or expense result from the multiplication of the net defined benefit liability (or asset) at the beginning of the financial year with the actuarial discount rate, under consideration of changes resulting from the payments of contribution and annuities throughout the financial year.

Remeasurements comprise:

- actuarial gains and losses from changes of the present value of the defined benefit liability (asset) arising from changes in actuarial assumptions and experience adjustments;
- the actual return on plan assets, excluding amounts included in net interest income or expense; and
- changes in the effect of limiting a net defined benefit asset to the asset ceiling, excluding amounts included in net interest income or expense.

The employees of foreign group entities are covered either by state managed social welfare schemes or independent defined contribution pension plans.

The expenses which are recognized in the statement of profit or loss for these defined contribution pension plans represent the employer contributions made to these plans.

#### Hedge accounting

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Hedge accounting as defined by IFRS 9 is used for the hedging of currency risks. This includes the use of cash flow hedges, which hedge future purchases and sales in foreign currencies with a high likelihood of occurrence. At initial recognition of cash flow hedges, the effective portion of the gain / loss of the hedging instrument is recognized in other comprehensive income and the ineffective portion immediately in the income statement. Gains and losses from cash flow hedges shown in equity are transferred to the income statement on the date on which the forecasted transaction is recorded in the income statement.

The goal of hedge accounting is to match the impact of the hedged item and the hedging instrument in the income statement.

## Net sales revenue

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Invoicing for goods and services is recognized as sales at the point in time when the control over the goods is transferred to the customer. The performance obligations primarily consist of the delivery of manufactured products (polymers) to the agreed specifications depending on contractual terms. In the EMS Group more than 90% of the net sales are recognized according to the following five international commercial terms (Incoterms®): CIP (Carriage and Insurance Paid), FCA (Free Carrier), CIF (Cost, Insurance and Freight), EXW (EX Works) and DAP (Delivered at Place). Net sales revenue is stated after deduction of value added taxes and any deduction of discounts and credits.

A minor part of the net sales revenue is recognized over time, which is related to rendered services in regards to the project business (long-term construction contracts) in the segment High Performance Polymers.

## Research and development costs

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Research and development costs are charged to the income statement for the year in which they incur under the following headings: wages and salaries, material expenses and amortisation on research and development assets. Development costs are capitalized only and insofar as it can be assumed with a high degree of probability that sufficient future income will be generated to cover the costs arising in connection with the development of the product or process.

## Impairment

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The carrying amounts of property, plant and equipment and of intangible assets are reviewed as of the balance sheet date. If there are any indications of permanent impairment, the recoverable amount is determined. The recoverable amount corresponds to the higher of the fair value less costs to sell or the value in use. In cases where the carrying amount is higher than the recoverable amount, the difference is booked in the income statement.

For the impairment test the corporate assets are collected at the lowest level for which cash flows can be identified separately (cash-generating units). For estimating the value in use, the future cash flows are discounted to the present value with a discount rate before taxes which includes the current market expectations, the time value of money and the specific risks of the assets.

## Fair values

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The carrying amounts for securities and financial assets stated at fair value are calculated at stock-exchange prices applicable on the balance sheet date. Values for derivative financial instruments are based on replacement values or recognized valuation models such as option price models (Black-Scholes). If there is no separate disclosure in the notes to the consolidated financial statements of the EMS Group, the fair values are considered to be in line with the carrying amounts at the balance sheet date.

## Foreign currencies

The financial statements of the individual Group companies are presented in the currency of the primary economic environment in which the respective company operates (functional currency). The consolidated financial statements are prepared in Swiss francs, the Group's reporting currency.

Financial statements in foreign currencies are translated as follows: current assets, non-current assets and liabilities at year-end exchange rates. All items in the income statement and the net income are translated using the average exchange rate for the year. The exchange rate differences are carried to equity without affecting net income (translation adjustment).

In case of disposal of a subsidiary abroad, the translation difference, accumulated during the period when the subsidiary was a consolidated company, is added to profit (or loss) from sale of this company.

The foreign currency positions in the financial statements of the consolidated companies are translated as follows: Foreign currency transactions are translated at the exchange rate of the transaction day. At year-end the balances of monetary foreign currencies are translated at the exchange rate prevailing at year-end. The differences are recognized in the income statement (transaction gains and losses).

The most important exchange rates are:

	Unit		Average exchange rates		Year-end exchange rates	
			2019	2018	2019	2018
Euro	EUR	1	1.113	1.155	1.085	1.126
US Dollar	USD	1	0.994	0.978	0.968	0.985
Japanese Yen	JPY	100	0.912	0.886	0.891	0.893
Chinese Renminbi	CNY	100	14.391	14.799	13.870	14.310
Taiwan Dollar	TWD	100	3.214	3.245	3.226	3.220

### Income taxes

Current income taxes are calculated on the taxable profit.

Deferred income taxes are recognized to reflect the tax impact on differences in the valuation of assets and liabilities for Group consolidation purposes and for local taxation purposes and are recognized in the consolidated income statement, unless they relate to a transaction which is recognized in equity or other comprehensive income. These deferred income taxes are continuously adjusted to take account of any changes to local fiscal law. Deferred income taxes are set up using the balance sheet liability method, under which deferred tax assets or liabilities are set up for all temporary differences between the tax values and the values entered in the consolidated financial statements. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

### Earnings per share

Earnings per share are based on the consolidated net income attributable to the shareholders of EMS-CHEMIE HOLDING AG, which is divided by the weighted average number of shares issued. The diluted earnings per share figure additionally include all the shares that could potentially be issued following the exercising of option or conversion rights, for instance.

### Segment reporting

Internal reporting to the Board of Directors (= Chief Operating Decision Maker) is based on the two business areas of "High Performance Polymers" and "Specialty Chemicals". The same accounting principles are applied as for the consolidated financial statements.

The strategy, and therefore the allocation of resources, is decided by the Board of Directors. The yearly budgets and medium-term plans of the two business areas are approved by the Board of Directors. Operating performance is monitored quarterly by the Board of Directors. The segmentation is prepared to the level of EBIT. A splitting of financial income and expenses and of taxes is not useful because those functions are executed on Group level. All assets and liabilities are contributed to the business area or geographical region either direct or via useful rate assessment.

## Financial risk management

### General

Risk management constitutes an integral part of planning and reporting activities at the EMS Group. At Executive Management and Business Unit level, risks are identified annually as part of medium-term planning procedure and preparation of the budget for the following year. They are then weighted according to the risk level and probability of its occurrence. In the course of planning discussions, the CEO and CFO report to the Board of Directors on the magnitude of these risks and the implementation status of the measures taken to counter them. The policy for the risk management remains unchanged from the previous year.

The EMS Group is exposed to various financial risks arising from its business activities such as credit risks, liquidity risks and market risks. The financial risks are reported monthly to the Board of Directors. The specific financial risks are described below.

### Credit risks

Credit risks arise from the possibility that the counterparty to a transaction may be unable or unwilling to meet their obligations. Fixed-term deposits and derivative financial instruments are only entered into with counterparties that have a high credit standing. Trade receivables are subject to a policy of active risk management focusing on the assessment of country risk, credit availability, ongoing evaluation of credit standing and account monitoring procedures. There are no significant concentrations within counterparty credit risks. Within trade receivables, this is due to the EMS Group's large number of customers and their wide geographical spread, which has been permanently

verified. Country risk limits and exposures are continuously monitored. The exposure of other financial assets to credit risk is controlled by setting a policy for limiting credit exposure to high-quality counterparties, ongoing reviews of credit ratings, and limiting individual aggregate credit exposure accordingly. There are no collateral or similar contracts.

### Liquidity risks

Liquidity risk is the risk that the EMS Group will encounter difficulty in meeting the obligations associated with its financial liabilities.

The cash flows and liquidity requirements of the EMS Group are supervised by central treasury. The goal is to have the liquidity required for day-to-day operations available at all times.

### Market risks

#### Interest rate risks

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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.

This risk is not hedged.

#### Currency risks

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Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The EMS Group operates internationally and is exposed to exchange rate risk. The EMS Group uses partly derivative financial instruments in the usual course of business to cover the risks. The EMS Group's treasury unit conducts the trade by order of Executive Management or Head of Business Unit, monitors exposure and prepares the relevant reports, which are submitted monthly to Executive Management and the Board of Directors. The liquidity required for day-to-day operations must be available at all times.

#### Other price risks: securities risks

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Among "other price risks" are securities risks. Available-for-sale securities can be influenced by changes in fair values.

Available-for-sale securities are held for fund management purposes. The risk of loss in value is reduced by reviews prior to investing and continuous monitoring of the performance of investments and changes in their risk profile.

### Capital management

The capital managed by the EMS Group consists of the consolidated equity including non-controlling interests. The EMS Group has set the following goals for the management of its capital:

- maintaining a healthy and sound balance sheet structure based on continuing values;
- ensuring the necessary financial resources to be able to make investments and acquisitions;
- achieving a return for shareholders that is appropriate to the risk;
- distribution of financial resources not required for operational business to the shareholders.

Capital is monitored on the basis of the equity ratio, which is calculated as being equity (including non-controlling interests) as a percentage of total assets. The balance sheet equity ratio is 75.1% as at December 31, 2019 (December 31, 2018: 75.3%). The EMS Group has no external minimum capital requirements.

Treasury shares are bought and sold on the basis of active management. The EMS Group does not have any financial covenants with minimal capital requirements.

There were no changes in the EMS Group's approach to capital management in the reporting period.



## Segment Information

### Segment information by business area

(CHF '000)	High Performance Polymers		Specialty Chemicals		Total	
	2019	2018	2019	2018	2019	2018
Net sales revenue recognized at a point in time	1 897 645	2 004 690	246 767	290 673	2 144 412	2 295 363
Net sales revenue recognized over time	8 327	22 891	0	0	8 327	22 891
Total net sales revenue with third parties	1 905 972	2 027 581	246 767	290 673	2 152 739	2 318 254
Operating profit before depreciation and amortisation	600 301	587 027	76 441	86 312	676 742	673 339
Depreciation, amortization and impairments <sup>1)</sup>	47 234	47 178	5 781	6 003	53 015	53 181
Operating profit	553 067	539 849	70 660	80 309	623 727	620 158
Net financial income					(3 460)	(2 024)
Profit before taxes					620 267	618 134
Income taxes					(88 401)	(95 811)
Net profit					531 866	522 323

No net sales revenues exist between the segments.

(CHF '000)	High Performance Polymers		Specialty Chemicals		Non-segment assets/liabilities		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Segment assets <sup>2)</sup>	1 809 430	1 708 724	137 056	155 731	266 823	293 162	2 213 309	2 157 617
Segment liabilities <sup>3)</sup>	511 189	486 740	10 301	19 687	6 174	6 528	527 664	512 955
Investments	60 471	54 033	2 446	6 137			62 917	60 170

### Segment information by geographical region

(CHF '000)	Total net sales revenue (customers)		Total net sales revenue (production)		Segment assets <sup>2)</sup>	
	2019	2018	2019	2018	2019	2018
Europe	1 163 719	1 290 018	1 560 257	1 704 593	1 559 741	1 460 074
<i>thereof Switzerland</i>	80 090	78 992	1 023 582	1 108 632	1 369 402	1 234 227
<i>thereof Germany</i>	440 775	520 282	241 786	285 723	66 988	78 040
Asia	574 258	610 940	312 156	343 153	264 518	282 340
<i>thereof China</i>	310 326	327 401	167 000	181 663	158 220	167 357
America	391 879	392 930	280 326	270 508	112 406	112 416
<i>thereof USA</i>	255 901	260 485	203 909	206 355	98 229	91 727
Others	22 883	24 366	0	0	9 820	9 624
Non-segment assets					266 823	293 162
Total	2 152 739	2 318 254	2 152 739	2 318 254	2 213 309	2 157 617

Invoicing and cost attribution between segments are subject to the same conditions as with third parties.

### Most important customers

No single customer accounts for more than 10% of total net sales revenue.

<sup>1)</sup> See note 8.

<sup>2)</sup> Segmented assets: Assets without cash and cash equivalents, securities, fixed deposits in other current and non-current financial assets and investments in associated companies.

<sup>3)</sup> Segmented liabilities: Liabilities without current and non-current bank loans.

## Consolidated Income Statement

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Notes	2019 (CHF '000)	2018 (CHF '000)
1	Capitalized costs and other operating income	
	Capitalized costs	17 751
	Other operating income	13 454
	Income from sale of fully consolidated investment	25 483
	Total capitalized costs and other operating income	56 688
2	Personnel expenses	
	Wages and salaries	182 510
	Subcontractor salaries	14 873
	Expenses for defined benefit plans (see note 19)	8 757
	Legal/contractual social insurance	26 647
	Other personnel expenses	5 750
	Total personnel expenses	238 537
3	Other operating expenses	
	Rents	2 692
	Leasing	2 470
	Repairs and maintenance	23 802
	Insurance, duties, fees	6 774
	Energy	36 276
	Administration, promotion	28 021
	Losses on disposal of property, plant and equipment, net	695
	Supplies	6 871
	Other operating expenses	3 737
	Total other operating expenses	111 338
4	Research and development	
	Expenditures for research and development amount to	51 181
	In percent of net sales revenue	2.4%
5	Financial income	
	Other interest income	421
	Interest income on loans and receivables	2
	Total interest income	423
	Foreign exchange gains, net	0
	Total financial income	423

Notes	2019 (CHF '000)	2018 (CHF '000)
6		
Financial expenses		
Interest expenses	563	843
Interest on Sales contracts	263	0
Foreign exchange losses, net	2 545	1 003
Bank charges and commissions	512	576
Total financial expenses	3 883	2 422
7		
Income taxes		
Current income taxes actual year	93 900	92 018
Current income taxes previous years	(4 696)	7 683
Deferred income taxes	(803)	(3 890)
Total income taxes	88 401	95 811

The ultimate holding company is incorporated in Switzerland.  
The subsidiaries operate in different countries with different tax laws and tax rates. The expected income tax rate corresponds to the weighted average of the tax rates in the tax jurisdictions in which the EMS Group operates. Due to the mix of the EMS Group's taxable income and changes in some local tax rates, the expected income tax rate changes from year to year.

#### Taxation on other items in the statement of comprehensive income and equity

	2019			2018		
	Amount before taxes	Taxes	Amount after taxes	Amount before taxes	Taxes	Amount after taxes
Actuarial gains from defined benefit pension plans	(16 675)	2 853	(13 822)	6 310	(1 073)	5 237
Cash flow hedges	4 237	(332)	3 905	31 623	(2 476)	29 147
Currency translation differences	(18 197)	0	(18 197)	(21 954)	0	(21 954)
Comprehensive income	(30 635)	2 521	(28 114)	15 979	(3 549)	12 430
Treasury shares	0	0	0	0	0	0

#### Breakdown of the income tax expenses

Net income before income taxes	620 267	618 134
Expected income tax rate	16.2%	16.8%
Expected income taxes	100 762	104 138
Utilisation of previously unrecognized tax losses	(79)	(492)
Losses for the current year for which no deferred tax asset was recognized	(34)	170
Tax exemption	(9 924)	(10 102)
Expenses not being deductible for tax purposes	408	207
Taxes from previous years	(4 696)	7 683
Impact of changed deferred income tax rates	(3 189)	(7 560)
Withholding tax on dividends and other	5 153	1 768
Effective income taxes	88 401	95 812
Effective income tax rate	14.3%	15.5%

Notes	2019 (CHF '000)		2018 (CHF '000)	
	Deferred income tax assets	Deferred income tax liabilities	Deferred income tax assets	Deferred income tax liabilities
Deferred income taxes: Change in recognized assets/liabilities				
At 1.1.	14 839	82 694	18 192	89 231
Increase/Decrease via income statement	(1 321)	(2 124)	(2 312)	(6 202)
Increase/Decrease via other comprehensive income/Equity	2 853	332	(1 073)	2 476
Translation differences	(1 094)	(547)	32	(2 811)
At 31.12.	15 277	80 355	14 839	82 694
Note to the deferred income tax				
Calculation according to the "balance sheet liability method":				
Deferred income taxes on non-current assets	0	61 534	0	66 517
Deferred income taxes on current assets	0	16 383	0	11 407
Deferred income taxes on liabilities	0	1 324	0	4 770
Deferred income taxes on pension liabilities	7 898	0	5 082	0
Deferred income taxes on provisions and accruals	7 379	1 114	9 757	0
Total deferred income tax liabilities	15 277	80 355	14 839	82 694
Deferred income taxes on non-current assets affect mainly property, plant and equipment, on current assets inventories.				
As at December 31, 2019, temporary differences of KCHF 17 379 (2018: KCHF 17 250) existed from investments in subsidiaries. A deferred tax liability was not recognized as the Group controls the date of the reversal of the related contingent temporary differences and does not expect them to be realized in the near future.				
Tax loss carryforwards				
	Tax loss carryforwards	Tax effect	Tax loss carryforwards	Tax effect
Total tax loss carryforwards for which no deferred income taxes were recognized	17 178	3 790	25 114	5 311
Of which to be carried forward for up to:				
1 year	32	5	5 751	887
2 years	5 826	1 002	2 177	582
3 years	1 141	235	352	120
4 years	4 810	1 635	5 065	1 722
5 years	0	0	0	0
More than 5 years	5 369	913	11 769	2 001

## Consolidated Balance Sheet as at December 31

### Notes

#### 8 Intangible assets, property, plant and equipment, investments

##### I. Intangible assets

(CHF '000)	Goodwill	Customer and supplier relationships	Others	Total
At 1.1.2018	50 538	17 314	4 726	72 578
Cost	50 595	50 943	29 852	131 390
Accumulated amortization and impairment	0	(41 554)	(25 752)	(67 306)
Net book value	50 595	9 389	4 100	64 084
2018				
At 1.1.	50 538	17 314	4 726	72 578
Additions	0	0	358	358
Disposals	0	0	(27)	(27)
Amortization	0	(7 470)	(1 134)	(8 604)
Reclassifications	0	0	273	273
Translation differences	57	(455)	(96)	(494)
At 31.12.	50 595	9 389	4 100	64 084
Cost	50 595	50 943	29 852	131 390
Accumulated amortization and impairment	0	(41 554)	(25 752)	(67 306)
Net book value	50 595	9 389	4 100	64 084
2019				
At 1.1.	50 595	9 389	4 100	64 084
Additions	0	0	338	338
Disposals	0	0	(22)	(22)
Disposals from sale of investment	0	0	(45)	(45)
Amortization	0	(6 590)	(1 471)	(8 061)
Reclassifications	0	0	8 162	8 162
Translation differences	(151)	(24)	(73)	(248)
At 31.12.	50 444	2 775	10 989	64 208
Cost	50 444	49 918	33 788	134 150
Accumulated amortization and impairment	0	(47 143)	(22 799)	(69 942)
Net book value	50 444	2 775	10 989	64 208

The other intangible assets mainly contain patents, trademarks and capitalized software usage rights.

##### Impairment test for goodwill:

The cash generating unit for the impairment test of the total goodwill of KCHF 50 444 (2018: KCHF 50 595) is the Business Unit EMS-EFTEC (business area "High Performance Polymers"). Its recoverability is tested yearly on the basis of future cash flows. The recoverable amount calculated by impairment testing is based on the value in use.

The following assumptions form the basis:

- The cash flows for the first three years were determined on the basis of medium-term plans.
- The cash flows of the following years were calculated with an annual growth rate of 2% (2018: 2%).
- The discount rate before taxes is 8% (2018: 9%).

The projections are based on knowledge and experience and also on judgements made by management as to the probable economic development of the relevant markets.

Impairment testing as of the closing date confirmed the recoverability of goodwill. A deterioration of the assumptions by 10% would not impair goodwill. Even if cash flow forecasts were based on zero growth, the carrying amount would not exceed the recoverable amount. An increase of 10 percentage points in the assumed discount rate would not alter the results of the impairment test.

Notes

II. Property, plant and equipment

(CHF '000)	Land incl. development cost	Buildings	Technical plant, machinery, R&D plants	Furniture, EDP equipment, vehicles	Plant under construction	Total
At 1.1.2018	22 465	148 738	314 324	19 882	35 835	541 244
Cost	24 831	350 625	1 053 247	73 314	35 836	1 537 853
Accumulated depreciation and impairment	(2 366)	(201 887)	(738 923)	(53 432)	(1)	(996 609)
Net book value	22 465	148 738	314 324	19 882	35 835	541 244
2018						
At 1.1.	22 465	148 738	314 324	19 882	35 835	541 244
Additions	4	1 021	4 468	3 191	51 128	59 812
Disposals	(69)	(456)	(3 079)	(921)	(13)	(4 538)
Depreciation	(100)	(5 748)	(32 908)	(5 820)	(1)	(44 577)
Impairment	0	0	0	0	0	0
Reclassifications	0	6 436	28 838	4 152	(38 175)	1 251
Translation differences	(519)	(2 748)	(1 587)	(508)	(152)	(5 514)
At 31.12.	21 781	147 243	310 056	19 976	48 622	547 678
Cost	24 191	351 838	1 050 405	67 252	48 623	1 542 309
Accumulated depreciation and impairment	(2 410)	(204 595)	(740 349)	(47 276)	(1)	(994 631)
Net book value	21 781	147 243	310 056	19 976	48 622	547 678
2019						
At 1.1.	21 781	147 243	310 056	19 976	48 622	547 678
Additions	3	431	2 475	2 507	57 163	62 579
Disposals	(234)	(620)	(2 021)	(561)	(20)	(3 456)
Disposals from sale investment	(570)	(6 949)	(2 147)	(363)	(1 502)	(11 531)
Depreciation	(99)	(6 922)	(28 555)	(5 249)	0	(40 825)
Impairment	0	0	0	0	0	0
Reclassifications	11	1 588	9 075	2 101	(20 938)	(8 163)
Translation differences	(237)	(1 081)	(1 187)	(317)	(97)	(2 919)
At 31.12.	20 655	133 690	287 696	18 094	83 228	543 363
Cost	23 110	343 447	1 013 045	64 028	83 229	1 526 859
Accumulated depreciation and impairment	(2 455)	(209 757)	(725 349)	(45 934)	(1)	(983 496)
Net book value	20 655	133 690	287 696	18 094	83 228	543 363

III. Property, plant and equipment

(CHF '000)	Buildings	Technical plant, machinery, R&D plants	Furniture, EDP equipment, vehicles	Total
2019				
At 1.1.	17 255	334	567	18 156
Additions	1 461	24	353	1 838
Disposals from sale of investment	(29)	(40)	0	(69)
Depreciation	(3 559)	(113)	(457)	(4 129)
At 31.12.	15 128	205	463	15 795

Notes	2019 (CHF '000)	2018 (CHF '000)
9 Other non-current assets		
Other non-current assets	21 152	0
Non-current interest-bearing financial assets	67	404
Assets from employee benefits (see note 19)	5 588	5 977
Total other non-current assets	26 807	6 381
Other non-current assets mainly comprise loans to third parties.		
10 Inventories		
Raw materials and supplies	202 011	207 929
Semi-finished goods, work in progress	8 998	9 890
Finished products	250 086	240 622
Value adjustments	(11 507)	(14 483)
Total inventories	449 588	443 958
11 Trade receivables		
Trade receivables from third parties	326 386	348 377
Allowances for doubtful receivables	(4 720)	(7 220)
Total trade receivables	321 666	341 157
Allowances for doubtful receivables are determined on the basis of future expected credit losses and calculated using a provision matrix. It is based on forward looking assumptions and historically observed default rates.		

Expiration of receivables from goods and services and allowance matrix.

	Default rate in %	2019		2018	
		Gross value	Allowance	Gross value	Allowance
Not due	1 %	294 663	(1 989)	295 807	(2 916)
Overdue <30 days	3 %	23 965	(719)	46 700	(1 868)
Overdue 30 to 60 days	5 %	3 721	(186)	1 843	(111)
Overdue 60 to 90 days	15 %	1 595	(239)	987	(197)
Overdue >90 days	65 %	2 441	(1 587)	3 040	(2 128)
Total		326 386	(4 720)	348 377	(7 220)

Change in allowances of trade receivables from goods and services

	2019	2018
At 1.1.	7 220	7 568
Increase in allowances	28	1 924
Decrease in allowances	(2 350)	(1 993)
Losses on trade receivables	(80)	(1 116)
Reclassifications	(2 270)	(1 877)
Translation differences	(178)	(279)
At 31.12.	4 720	7 220

Notes	2019 (CHF '000)	2018 (CHF '000)
12 Other current assets		
Withholding tax receivables	431 422	369 765
Prepayments and accrued income	11 479	12 202
Contract assets	14 009	15 568
Other receivables	38 281	34 822
Total other current assets	495 191	432 357
<p>There is no allowance on Contract assets calculated because the expected default rate is 0%.</p>		
13 Derivative and other financial assets		
Derivative financial instruments	15 924	5 538
Other current financial assets	1 300	1 343
Total other current financial assets	17 224	6 881



Notes		2019 (CHF '000)	2018 (CHF '000)	
14	Derivative financial instruments			
	The following summary shows the most important derivative financial instruments:			
	Financial instruments effective for hedge accounting purposes			
Currency swaps and forward rate agreements	EUR/CHF	Notional amount CHF	281 624	380 331
		Positive replacement value CHF	11 205	11 174
		Negative replacement value CHF	0	315
	JPY/CHF	Notional amount CHF	0	8 740
		Positive replacement value CHF	0	86
		Negative replacement value CHF	0	0
	USD/CHF	Notional amount CHF	223 400	209 924
		Positive replacement value CHF	2 541	49
		Negative replacement value CHF	617	602
	CNY/CHF	Notional amount CHF	42 979	24 330
		Positive replacement value CHF	2 179	592
		Negative replacement value CHF	0	0
	GBP/CHF	Notional amount CHF	0	3 874
		Positive replacement value CHF	0	30
		Negative replacement value CHF	0	15
	EUR/CZK	Notional amount CHF	0	21 346
		Positive replacement value CHF	0	111
		Negative replacement value CHF	0	40
Total		Notional amount CHF	548 003	648 544
		Positive replacement value CHF	15 925	12 043
		Negative replacement value CHF	617	972
Thereof:				
Current portion		Notional amount CHF (<12 months)	548 003	489 515
		Positive replacement value CHF (<12 months)	15 925	5 538
		Negative replacement value CHF (<12 months)	617	972
Non-current portion		Notional amount CHF (1–5 years)	0	159 030
		Positive replacement value CHF (1–5 years)	0	6 505
		Negative replacement value CHF (1–5 years)	0	0

The EMS Group uses a combination of derivative financial instruments and forward exchange transactions to hedge to foreign exchange risk. Derivative financial instruments were closed mostly for hedge purposes. Forwards are settled to hedge cash flows resulting of expected future sales in EUR, USD and CNY and expected future purchases in JPY. These transactions are highly realistic and contain approximately 75% of the total expected sales in EUR, approx. 95% of the sales in USD and approx. 85% of the sales in CNY. The total amount of forwards varies with the amount of sales and purchases in foreign currencies as well as with the deviation of exchange rates.

Derivative financial instruments were mostly effected for hedging purposes. Forward rate agreements are used for the hedging of future purchases and sales in foreign currencies. The replacement value is understood to be the fair value of derivative financial instruments. Positive replacement values are the values that are lost if the counterparty cannot deliver (maximum default risk). This risk is considered to be minimal, as the counterparties are first-rate financial institutions. Any derivatives are reported at fair value.

Notes	2019 (CHF '000)	2018 (CHF '000)			
Net changes from cash flow hedges in equity, after taxes					
At 1.1.	10 202	(18 945)			
Transfer to consolidated income statement	(71)	(711)			
Fair value adjustments	4 308	32 334			
Income taxes recognized directly in equity	(332)	(2 476)			
Total net changes from cash flow hedges in equity, after taxes	3 905	29 147			
At 31.12.	14 107	10 202			
15 Cash and cash equivalents					
Deposits	252 243	285 718			
Cash and cash equivalents	640	1 215			
Total cash and cash equivalents	252 883	286 933			
16 Share capital					
	Par value	Number of issued registered shares	Number of treasury shares	Number of shares entitled to dividend	Share capital (CHF '000)
At 31.12. 2017	CHF 0.01	23 389 028	0	23 389 028	234
Purchase of treasury shares		–	0	0	–
Sale of treasury shares		–	0	0	–
At 31.12. 2018	CHF 0.01	23 389 028	0	23 389 028	234
Purchase of treasury shares		–	0	0	–
Sale of treasury shares		–	0	0	–
At 31.12. 2019	CHF 0.01	23 389 028	0	23 389 028	234
17 Non-controlling interests					
This item reflects the non-controlling interest in capital and profit/loss for the year. Non-controlling interest exist at EFTEC China Ltd., EMS-UBE Ltd and Wuhu EFTEC Chemical Products Ltd.					
The change in non-controlling interests is as follows:					
At 1.1.				19 586	25 452
Dividends paid				(837)	(7 804)
Net income				4 726	2 708
Translation differences				(527)	(770)
At 31.12.				22 948	19 586

Notes	2019 (CHF '000)	2018 (CHF '000)
18 Non-current financial liabilities		
The non-current financial liabilities are composed as follows:		
Non-current liabilities	14 904	0
Bank loan JPY: Average interest rate: 1.11 % (2018: 1.11 %)	45	45
Total non-current financial liabilities	14 949	45
The carrying amounts of non-current financial liabilities in JPY correspond to their fair values, as the interest rates are variable.		
At 1.1.	45	43
Refund non-current financial liabilities	0	0
Borrowing non-current lease liabilities	14 904	0
Translation differences	0	2
At 31.12.	14 949	45
The current financial liabilities are composed as follows:		
Current lease liabilities	1 132	0
Bank loan JPY: Average interest rate: 0.31 % (2018: 0.31 %)	5 079	5 447
Total current financial liabilities	6 211	5 447
At 1.1.	5 477	12 487
Refund current financial liabilities	(5 560)	(7 198)
Borrowing current financial liabilities	5 079	0
Borrowing current lease liabilities	1 132	0
Translation differences	113	158
At 31.12.	6 211	5 447

#### 19 Employee benefit liability

All Swiss group entities have their individual, legally independent pension funds. The board of trustees of each pension fund is the body charged with governance and comprises an equal number of employee and employer representatives. The board of the pension fund is required by law and by regulations of the pension fund to act in the best interest of the pension fund and its beneficiaries. Resolutions must be passed on a basis of parity. The board is responsible for the determination of and any adjustments to be made to the pension regulations as well as for determining the funding requirements of the plan. The funding requirements are subject to the legal minimum requirements of the Swiss Federal Law on Occupational Retirement, Surviving Dependents and Disability Pension (BVG) and its implementing provisions. The minimum insured salary and the minimum retirement credits are defined in the BVG. The minimum interest rate which has to be applied to these minimum retirement assets is determined by the Swiss Federal Council at least every two years. In 2019, the minimum interest rate was 1.00% (2018: 1.00%).

The pension funds are subject to oversight by the regulating authority (Stiftungsaufsicht).

All pension plans, with the exception of the "Kaderversicherung" (management insurance scheme) which is funded by the employer only, are jointly funded by employees and the employer. However, the group entities contribute a proportionally higher part to the plan than the employees.

The pension benefits are based on the pension balance. Retirement credits and interest are added

to this balance annually. At the time of retirement, the insured individual can choose between either a lifelong annuity or a capital payment. The annuity is calculated by multiplication of the pension balance with the currently applicable conversion rate. In addition to the retirement benefits, pension benefits include disability benefits and widow's and/or orphans' pension. These are calculated as a percentage of the insured annual salary.

If an employee decides to leave the company, the pension balance of this employee is transferred to the pension fund of the new employer or to an independent benefits scheme. Following the design of defined benefit plans and the legal provisions of the BVG, there are actuarial risks such as the market (investment) risk, interest rate risk, disability risk and longevity risk associated with such plans.

In order to limit the risks arising from retirement benefits, long-term disability benefits and widow's and/or orphans' pensions which were incurred after January 1, 2013, a risk reinsurance contract was entered into with an insurance company. This contract replaced a Stop Loss Reinsurance which existed since January 1, 2008, with the same insurance company. The new contract contains a provision that transfers the risks of death and disability and the related regulatory benefit payments to the insurance company on a back to back basis.

Beginning January 1, 2018, the conversion rate was reduced from 5.4821% to 5.0891%. As a result of this change, the Group's defined benefit liability was reduced by KCHF 6 695.

#### Balance sheet reconciliation

	Pension plans CH	Other post-employment benefit plans	Total 2019	Pension plans CH	Other post-employment benefit plans	Total 2018
<b>Funded plans</b>						
– Fair value of plan assets	328 877	5 588	334 465	321 289	5 977	327 266
– Defined benefit obligation	(375 227)	(7 032)	(382 259)	(351 181)	(7 221)	(358 402)
<b>Over/(under) funding</b>	<b>(46 350)</b>	<b>(1 444)</b>	<b>(47 794)</b>	<b>(29 892)</b>	<b>(1 244)</b>	<b>(31 136)</b>
<b>Unfunded plans</b>						
– defined benefit obligation	0	(886)	(886)	0	(865)	(865)
<b>Net recognized asset/(liability)</b>	<b>(46 350)</b>	<b>(2 330)</b>	<b>(48 680)</b>	<b>(29 892)</b>	<b>(2 109)</b>	<b>(32 001)</b>
Jubilees	0	(5 207)	(5 207)	0	(5 158)	(5 158)
Provision for termination pay	0	(762)	(762)	0	0	0
<b>(Net liability)/asset</b>	<b>(46 350)</b>	<b>(8 299)</b>	<b>(54 649)</b>	<b>(29 892)</b>	<b>(7 267)</b>	<b>(37 159)</b>
<b>Reported in balance sheet</b>						
– Other non-current assets (see note 9)			5 588			5 977
– Employee benefit liability			(60 343)			(43 136)
<b>Net recognized asset/(liability)</b>			<b>(54 755)</b>			<b>(37 159)</b>

The Swiss pension plans represent more than 95% of the plan assets and defined benefit obligation and are therefore disclosed in detail below.

Notes

Movement in net defined benefit (asset)/liability

	Defined benefit obligation		Fair value of plan assets		Net defined benefit liability (asset)	
	2019	2018	2019	2018	2019	2018
Balance at 1.1.	351 181	369 955	(321 289)	(338 681)	29 892	31 274
<b>Included in profit or loss</b>						
Current service cost	8 517	8 994	0	0	8 517	8 994
Past service cost	0	0	0	0	0	0
Interest cost (income)	2 809	2 405	(2 570)	(2 201)	238	204
<b>Total</b>	<b>11 326</b>	<b>11 399</b>	<b>(2 570)</b>	<b>(2 201)</b>	<b>8 756</b>	<b>9 198</b>
<b>Included in OCI</b>						
Remeasurements loss (gain):						
– Actuarial loss (gain) arising from:						
– demographic assumptions	0	0	0	0	0	0
– financial assumptions	28 132	(6 789)	0	0	28 132	(6 789)
– experience adjustment	(1 430)	(88)	0	0	(1 430)	88
excluding interest income	0	0	(10 027)	(567)	(10 027)	567
<b>Total</b>	<b>26 702</b>	<b>(6 877)</b>	<b>(10 027)</b>	<b>(567)</b>	<b>16 675</b>	<b>(6 310)</b>
<b>Other</b>						
Employers' contributions	0	0	(8 973)	(4 271)	(8 973)	(4 271)
Employees' contributions	6 183	6 336	(6 183)	(6 336)	0	0
Vested benefits paid in/(paid out), net	(20 166)	(29 632)	20 166	29 632	0	0
<b>Total</b>	<b>(13 983)</b>	<b>(23 296)</b>	<b>5 009</b>	<b>19 025</b>	<b>(8 973)</b>	<b>(4 271)</b>
<b>Balance at 31.12.</b>	<b>375 227</b>	<b>351 181</b>	<b>(328 877)</b>	<b>(321 289)</b>	<b>46 350</b>	<b>29 892</b>

EMS expects to pay MCHF 8.23 into defined benefit plans in 2020.

	2019 (CHF '000)	2018 (CHF '000)
Plan assets		
Liquidity	1 364 83	1 172 70
Bonds CHF*	46 043	41 768
Bonds EUR*	0	0
Swiss shares*	9 866	19 277
Shares abroad*	0	25 703
Property	1 10 174	97 993
Mortgages, loans	6 578	6 426
Other investments	19 733	12 852
<b>Total</b>	<b>3 288 77</b>	<b>3 212 89</b>

\* Plan assets with market prices.

Notes	2019 (CHF '000)	2018 (CHF '000)
Actuarial assumptions as of 31.12.		
Discount rate	0.20%	0.80%
Future salary growth	1.00%	1.00%
Mortality table	BVG 2015 GT	BVG 2015 GT

#### Sensitivity analysis

The following sensitivity analysis shows the impact of a reasonable possible change in the principal actuarial assumptions on defined benefit obligations at the reporting date.

Discount rate +0.5%	(25 195)	(22 352)
Discount rate -0.5%	28 558	25 200
Future salary growth +0.5%	1 250	1 040
Future salary growth -0.5%	(1 316)	(1 075)
Life expectancy +1 year	11 802	10 322
Life expectancy -1 year	(12 159)	(10 670)

At 31 December 2019, the weighted average duration of the defined benefit obligation was 14.3 years (2018: 13.5 years).

## 20 Provisions

(CHF '000)	Provisions for environmental risks	Provisions for litigation risks	Other provisions	Total
At 31.12. 2018	16 420	4 427	2 480	23 327
Increase via income statement	0	53	579	632
Decrease via income statement	0	(903)	(699)	(1 602)
Amounts used	0	(312)	(322)	(634)
Reclassifications	0	0	(199)	(199)
Translation differences	(3)	(21)	(23)	(47)
At 31.12. 2019	16 417	3 244	1 816	21 477
Of which: Current portion of provisions	0	71	1 306	1 377
Non-current portion of provisions	16 417	3 173	510	20 100

Provisions for environmental risks cover expected measures for ecological requirements, measures for water protection and for the recultivation and restoration of environmental conditions at existing production or storage sites. The non-current provision has an expected average maturity of 4 to 8 years.

Within the provisions for litigation risks, the risk arising from litigation processes is adequately covered as at the time of preparation of the financial statements.

Warranty provisions are mainly included within other provisions.

The non-current provisions for litigation risks and the non-current other provisions are expected with an average maturity of 2 years.

The provisions are not discounted as the time value of money is not material. In relation to the total provisions the interest effect would be <5% as per December 31, 2019.

Notes	2019 (CHF '000)	2018 (CHF '000)
21 Other current liabilities		
Contract liabilities	6 238	7 696
Prepaid expenses and deferred income	82 868	84 493
Liabilities to social security institutions	2 873	1 834
Other current liabilities	36 159	54 197
Total other current liabilities	128 138	148 220
In 2019 sales of CHF 8 million are booked out of contract liabilities (2018: CHF 6 million).		
22 Liabilities, net/(net cash position)		
Bank loans (see note 18)	21 160	5 491
Hedges with a negative replacement value (see note 14)	617	972
Liabilities	21 777	6 463
less		
Other short-term financial assets (see note 13)	(1 300)	(1 343)
Hedges with a positive replacement value (see note 14)	(15 924)	(12 043)
Current Interest-bearing financial assets (see note 12)	(431 422)	(369 765)
Non current Interest-bearing financial assets (see note 8)	(67)	(404)
Cash and cash equivalents (see note 15)	(252 883)	(286 933)
Liabilities, net/(net cash position)	(679 819)	(664 026)

## Consolidated Statement of Cash flows and further details

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Notes	2019 (CHF '000)	2018 (CHF '000)
23 Depreciation, amortization and impairment of intangible assets and property, plant and equipment		
Amortization intangible assets	8 061	8 604
Depreciation property, plant and equipment	40 825	44 577
Depreciation right of use of leased assets	4 129	0
Total depreciation, amortization and impairment of intangible assets and property, plant and equipment	53 015	53 181
For the breakdown of the depreciation, amortization and impairment of intangible assets and property, plant and equipment please refer to note 8 and to the segment reporting.		
24 Income from sale of fully consolidated investment		
Received consideration	39 239	0
Property, plant and equipment and intangible assets	(11 576)	0
Inventories	(4 327)	0
Other assets	(1 940)	0
Liabilities	1 589	0
Translation differences, reclassified to income statement	2 498	0
Total divested net assets	(13 756)	0
Income from sale of fully consolidated investment (see note 1)	25 483	0
Payments	39 239	0
Cash and cash equivalents sold	(1 459)	0
Cash flow of sale of fully consolidated investment	37 780	0
25 Contingent liabilities		
Contingent liabilities at the end of the year amount to	16 097	27 873
This mainly relates to issued guarantees. No legal proceedings are known to be in progress within the EMS Group which could have a significant impact on the Group's financial position in excess of the provisions booked in the balance sheet (see note 20).		



Notes	2019 (CHF '000)	2018 (CHF '000)
26 Earnings per share – EPS		
Earnings per share are calculated by dividing the net income attributable to the shareholders of EMS-CHEMIE HOLDING AG by the weighted average number of shares outstanding (excluding treasury shares). Diluted earnings per share factor in any potential dilution which may be caused by the exercising of warrant and conversion rights on outstanding bond issues.		
Basic earnings per share		
Weighted average of registered shares outstanding	23 389 028	23 389 028
Net income, attributable to the shareholders of EMS-CHEMIE HOLDING AG	527 140	519 615
Basic earnings per share (CHF)	22.54	22.22
There is no earnings dilution; diluted earnings per share correspond to basic earnings per share.		
27 Significant shareholders		
EMESTA HOLDING AG, Zug, 14 224 143 registered shares (2018: 14 224 143 registered shares) Amount of holding	60.82 %	60.82 %
Miriam Baumann-Blocher, 2 263 300 registered shares (2018: 2 100 000 registered shares) Amount of holding	9.68 %	8.98 %
28 Transactions with related parties		
EMESTA HOLDING AG, Zug (majority shareholder), the pension funds, members of the Board of Directors and members of the Executive Management as well as the close members of their families and associated companies are regarded as related parties.		
The members of the Board of Directors or Executive Management as well as the close members of their families did not receive any credits, advances or other types of loans. No related party transactions took place with them.		
The bonuses included in the reporting year consist of the bonuses estimated in the reporting year. The definitive bonuses for the reporting year are announced after the publication of this financial report and are presented in the remuneration report 2019/2020.		
Breakdown of the total compensation		
Short-term employee benefits to the members of the Board of Directors and Executive Management	3 750	3 900
Share-based payment	0	0
Termination benefits	0	0
Post-employment benefits	0	0
Other long-term employee benefits	0	0
Total compensation	3 750	3 900

Notes	2019 (CHF '000)	2018 (CHF '000)
Neither the members of the Board of Directors and the Executive Management nor their related parties have any conversion rights or options in EMS-CHEMIE HOLDING AG.		
The detailed disclosures of compensation as per Swiss law can be found in the remuneration report.		
29 Financial Risk Management		
Credit risks		
Overview of financial assets		
Other non-current financial assets (see note 9)	21 219	404
Trade receivables (see note 11)	321 666	341 157
Derivative financial instruments (see note 14)	15 925	12 043
Other short-term financial assets (see note 13)	1 300	1 343
Cash and cash equivalents (see note 15)	252 883	286 933
Total financial assets	612 993	641 880

The maximum credit risk is equal to the carrying amount of the respective assets. There are no collateralized financial assets. For the analysis of due dates and allowances for doubtful trade receivables, see note 11.

#### Liquidity risks

The maturity date of financial liabilities is as follows:

At 31.12. 2019 (CHF '000)	Carrying amount	Contractual Cash flows	<1 year	Maturity date 1–5 years	>5 years
Non-derivative financial liabilities:					
Current bank loans (see note 18)	6 211	6 211	6 211	0	0
Non-current bank loans (see note 18)	14 949	14 949	0	14 949	0
Trade payables	128 492	128 492	128 492	0	0
Prepaid expenses and deferred income (see note 21)	49 919	46 919	49 919	0	0
Derivative financial liabilities:					
Derivative financial instruments (see note 14)	617	548 003	548 003	0	0
Total financial liabilities	200 188	747 574	732 625	14 949	0

## Liquidity risks

The maturity date of financial liabilities is as follows:

At 31.12.2018 (CHF '000)	Carrying amount	Contractual Cash flows	<1 year	Maturity date 1–5 years	>5 years
<b>Non-derivative financial liabilities:</b>					
Current bank loans (see note 18)	5 447	5 464	5 464	0	0
Non-current bank loans (see note 18)	45	48	1	47	0
Trade payables	128 913	128 913	128 913	0	0
Prepaid expenses and deferred income (see note 21)	46 333	46 333	46 333	0	0
<b>Derivative financial liabilities:</b>					
Derivative financial instruments (see note 14)	972	648 544	489 515	159 030	0
<b>Total financial liabilities</b>	<b>181 710</b>	<b>829 302</b>	<b>670 226</b>	<b>159 077</b>	<b>0</b>

## Market risks

### Interest rate risks

#### Sensitivity analysis of interest rate risks

The bank loans have variable interest rates. No derivative financial instruments on interest rates are used. A 100 basis point rise in the interest rate for deposits and bank loans would increase net income after taxes by CHF 2.1 million (2018: CHF 2.3 million). A 100 basis point fall in the interest rate for deposits and bank loans would increase net income after taxes by CHF 0.3 million (2018: CHF 0.3 million decrease).

This sensitivity analysis assumes that all other assumptions, e.g. currency rates, remain unchanged. The sensitivity analysis was performed on the same basis as for the previous year.

## Currency risks

### Overview currency exposure, net

At 31.12.2019 (CHF '000)	CHF	EUR	USD	JPY	CNY	Other currencies
Trade receivables (see note 11)	2 829	151 294	66 300	11 666	51 570	28 256
Loans to group companies	16 462	142 535	1 548	13 187	1 248	11 794
Trade payables	0	(63 410)	(20 605)	(8 216)	(16 334)	(5 522)
Loans from group companies	0	0	0	0	0	0
Current bank loans (see note 18)	0	0	0	(5 079)	0	0
Non-current bank loans (see note 18)	0	0	0	(45)	0	0
Derivative financial instruments (see note 14)	0	(281 624)	(223 400)	0	(42 979)	0
<b>Currency exposure, net</b>	<b>19 291</b>	<b>(51 205)</b>	<b>(176 157)</b>	<b>11 513</b>	<b>(6 495)</b>	<b>34 528</b>
At 31.12.2018 (CHF '000)	CHF	EUR	USD	JPY	CNY	Other currencies
Trade receivables (see note 11)	2 413	177 437	67 738	16 300	57 053	23 595
Loans to group companies	16 775	149 917	5 091	12 323	0	9 993
Trade payables	(395)	(53 382)	(34 293)	(11 863)	(11 429)	(4 977)
Loans from group companies	0	0	0	0	0	0
Current bank loans (see note 18)	0	0	0	(5 447)	0	0
Non-current bank loans (see note 18)	0	0	0	(45)	0	0
Derivative financial instruments (see note 14)	0	(380 331)	(209 924)	8 740	(24 330)	17 472
<b>Currency exposure, net</b>	<b>18 793</b>	<b>(106 359)</b>	<b>(171 388)</b>	<b>20 008</b>	<b>21 294</b>	<b>46 083</b>

### Sensitivity analysis of currency risks

A 10% increase/(decrease) in the Swiss franc (CHF) against all other currencies would increase/(decrease) net income after taxes by CHF –19.3 million (2018: CHF –22.3 million). Per currency: EUR: CHF –8.8 million (2018: CHF –12.4 million), USD: CHF –4.6 million (2018: CHF –3.3 million), JPY: CHF +0.2 million (2018: CHF +0.1 million), CNY: CHF –3.5 million. (2018: CHF –4.6 million), other currencies: CHF –2.3 million (2018: CHF –1.9 million).

A 10% increase/(decrease) in the Swiss franc (CHF) against all other currencies would increase/(decrease) equity after taxes by CHF +22.1 million (2018: CHF +31.8 million decrease/(increase)). Per currency: EUR: CHF +3.7 million (2018: CHF +12.6 million), USD: CHF +18.7 million (2018: CHF +19.4 million), JPY: CHF –1.1 million (2018: CHF –1.9 million), CNY: CHF +1.8 million. (2018: CHF +1.7 million), other currencies: CHF –1.0 million (2018: CHF +0.0 million).

This sensitivity analysis was performed at the balance sheet date and assumes that all other assumptions, e.g. interest rates, remain unchanged. The sensitivity analysis was performed on the same basis as for the previous year.

### Financial assets / liabilities: fair value hierarchy

At 31.12. 2019 (CHF '000)	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Derivative financial instruments (see note 14)		15 924		15 924
<b>Financial liabilities:</b>				
Derivative financial instruments (see note 14)		(617)		(617)
<hr/>				
At 31.12. 2018 (CHF '000)	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Derivative financial instruments (see note 14)		12 043		12 043
<b>Financial liabilities:</b>				
Derivative financial instruments (see note 14)		(972)		(972)

There were no transfers between the levels of the fair value hierarchy.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the asset or liability that are not based on observable market data.

Notes	2019 (CHF '000)	2018 (CHF '000)
Categories of financial assets and liabilities		
The carrying amounts of financial assets and liabilities correspond approximately to the fair values in accordance with IFRS. Regarding the fair values of bank loans see note 18.		
Cash and cash equivalents (see note 15)	252 883	286 933
Other short-term financial assets (see note 13)	1 300	1 343
Other non-current assets (see note 9)	21 219	404
Trade receivables (see note 11)	321 666	341 157
Loans and receivables	344 185	342 904
Derivative financial instruments (assets; see note 13)	15 924	12 043
Non-current bank loans (see note 18)	14 949	45
Current bank loans (see note 18)	6 211	5 447
Trade payables	128 492	128 913
Prepaid expenses and deferred income (see note 21)	48 119	46 333
Financial liabilities measured at amortized cost	197 771	180 738
Derivative financial instruments (liabilities; see note 14)	617	972

### 30 Other lease disclosures

The Group incurred interest expense on lease liabilities of CHF 0.2 million (2018: 0.0 million). The expense relating to short-term leases and variable lease payments not included in the measurement of lease liabilities is not significant. The total cash outflow for leases amounted to CHF 4.2 million (2018: CHF 3.9 million).

There are no significant lease commitments for leases not commenced at year-end.

The following amounts are included in the income statement	2019	2018
Depreciation right-of-use	4 129	0
Interest expenses for lease liabilities	263	0
Total	4 392	0
Minimum lease payments	2019	2018
Less than 1 year	4 299	3 896
1 to 5 years	10 858	10 187
thereafter	3 621	4 841
Total	18 319	18 924

The lease agreements concern mainly buildings and cars.

### 31 Change in scope of consolidation

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2019

Disposals:

EMS-PATVAG s.r.o.: The company was sold to the Austrian Hirtenberger Holding GmbH on November 26, 2019.

2018

Additions:

EMS-CHEMIE (Suzhou) Trading Ltd.: The company was founded on March 7, 2018.

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### 32 Subsequent events

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The effects of the corona-virus on the business activities of the EMS Group are continuously evaluated. A qualification up to date is not possible.

The consolidated financial statements were approved by the Board of Directors on March 26, 2020 and need to be approved by the Annual General Meeting on August 8, 2020.

Between December 31, 2019 and March 26, 2020 there were no subsequent events requiring an adjustment of the book values of Group assets and liabilities or needed to be published here.

Notes

33 List of subsidiaries (at 31.12.2019)

Name	Domicile	Country
EMS-CHEMIE HOLDING AG	Domat/Ems	Switzerland
EMS-INTERNATIONAL FINANCE (Guernsey) Ltd.	Guernsey	Guernsey
EMS-PATENT AG	Domat/Ems	Switzerland
<b>BUSINESS AREA HIGH PERFORMANCE POLYMERS</b>		
EMS-CHEMIE AG	Domat/Ems	Switzerland
EMS-CHEMIE (France) S.A.	Chaville	France
EMS-CHEMIE (UK) Ltd.	Stafford	UK
EMS-CHEMIE (Japan) Ltd.	Tokyo	Japan
EMS-UBE Ltd.	Ube	Japan
EMS-CHEMIE (Korea) Ltd.	Gyeonggi-do	South Korea
EMS-CHEMIE (Italia) S.r.l.	Como	Italy
EMS-INVENTA AG	Männedorf	Switzerland
EMS-CHEMIE (Produktion) AG	Domat/Ems	Switzerland
EMS-CHEMIE (Taiwan) Ltd.	Hsin Chu Hsien	Taiwan (R.O.C.)
EMS-CHEMIE (China) Ltd.	Shanghai	China (People's Rep.)
EMS-CHEMIE (Suzhou) Ltd.	Suzhou	China (People's Rep.)
EMS-CHEMIE (Suzhou) Trading Ltd.	Suzhou	China (People's Rep.)
EMS-TOGO Corp.	Taylor, MI	USA
EMS-CHEMIE (North America) Inc.	Sumter, SC	USA
EFTEC North America, L.L.C.	Taylor, MI	USA
EFTEC Europe Holding AG	Zug	Switzerland
EMS-CHEMIE (Luxembourg) Sàrl	Senningerberg	Luxembourg
EMS-CHEMIE (Switzerland) AG	Romanshorn	Switzerland
EFTEC (Shanghai) Engineering Co. Ltd.	Shanghai	China (People's Rep.)
EFTEC (Changshu) Engineering Co. Ltd.	Changshu	China (People's Rep.)
EFTEC AG	Romanshorn	Switzerland
EFTEC Sàrl	Chaville	France
EFTEC Brasil Ltda.	Santana de Parnaiba	Brazil
EFTEC (Elabuga) OOO	Elabuga	Russia
EFTEC (Nizhniy Novgorod) OOO	Nizhniy Novgorod	Russia
EFTEC Mexico S.A. de C.V.	Cuernavaca	Mexico
Grupo Placosa EFTEC S.A. de C.V.	Cuernavaca	Mexico
Placosa S.A. de C.V.	Cuernavaca	Mexico
Recubrimientos Modernos S.A. de C.V.	Cuernavaca	Mexico
EFTEC Engineering GmbH	Markdorf	Germany
EMS-CHEMIE (Deutschland) GmbH	Gross-Umstadt	Germany
EMS-CHEMIE (Deutschland) Vertriebs GmbH	Gross-Umstadt	Germany
EFTEC (Czech Republic) a.s.	Zlin	Czech Republic
EFTEC SI d.o.o.	Novo mesto	Slovenia
EFTEC (Slovakia) s.r.o.	Bratislava	Slovakia
EFTEC (Romania) S.R.L.	Budeasa	Romania
EFTEC (Ukraine) LLC	Zaporozhie	Ukraine
EFTEC Ltd.	Rhigos	UK
EFTEC NV	Genk	Belgium
EFTEC Systems S.A.	Zaragoza	Spain
EFTEC Asia Pte. Ltd.	Singapore	Singapore
EFTEC (Thailand) Co. Ltd.	Rayong	Thailand
EFTEC (India) Ltd.	Pune	India
EFTEC China Ltd.	Hong Kong	China (People's Rep.)
Foshan EFTEC Automotive Materials Co., Ltd	Foshan	China (People's Rep.)
Shanghai EFTEC Chemical Products Ltd.	Shanghai	China (People's Rep.)
Changchun EFTEC Chemical Products Ltd.	Changchun	China (People's Rep.)
Wuhu EFTEC Chemical Products Ltd.	Wuhu	China (People's Rep.)
EFTEC (Shanghai) Services Co. Ltd.	Shanghai	China (People's Rep.)
EFTEC (Changshu) Automotive Materials Limited	Changshu	China (People's Rep.)
<b>BUSINESS AREA SPECIALTY CHEMICALS</b>		
EMS-GRILTECH *		
EMS-CHEMIE (Neumünster) Holding GmbH	Neumünster	Germany
EMS-CHEMIE (Neumünster) GmbH & Co. KG	Neumünster	Germany
EMS-CHEMIE (Neumünster) Verwaltungs GmbH	Neumünster	Germany

Currency	Share capital (in '000)	Amount of holding	Category	Consolidation
CHF	234		D	K
CHF	60	100.00%	D	K
CHF	100	100.00%	D	K
CHF	100	100.00%	V, D	K
EUR	1951	100.00%	V	K
GBP	1530	100.00%	V	K
JPY	210000	100.00%	V	K
JPY	1 500 000	66.65%	P, V	K
KRW	113 000	100.00%	V	K
EUR	1 300	100.00%	V	K
CHF	50	100.00%	D	K
CHF	100	100.00%	P	K
TWD	281 000	100.00%	P, V	K
CNY	5 000	100.00%	V	K
CNY	98 693	100.00%	P, V	K
CNY	3 000	100.00%	V	K
USD	750	100.00%	D	K
USD	3 385	100.00%	P, V	K
USD	38 222	100.00%	P, V	K
CHF	8 000	100.00%	D	K
EUR	200	100.00%	V, D	K
EUR	100	100.00%	V, D	K
CNY	886	100.00%	P, V	K
CNY	765	100.00%	P, V	K
CHF	2 500	100.00%	P, V	K
EUR	8	100.00%	V	K
BRL	541	100.00%	P, V	K
RUB	37 514	100.00%	P, V	K
RUB	37 200	100.00%	P, V	K
MXN	50	100.00%	V	K
MXN	19 451	100.00%	D	K
MXN	47 409	100.00%	P	K
MXN	550	100.00%	D	K
EUR	25	100.00%	P, V	K
EUR	2 556	100.00%	P	K
EUR	25 000	100.00%	V	K
CZK	47 569	100.00%	P, V	K
EUR	10	100.00%	V	K
EUR	7	100.00%	V	K
RON	8 083	100.00%	P, V	K
UAH	23	100.00%	V	K
GBP	352	100.00%	P, V	K
EUR	1 240	100.00%	P, V	K
EUR	944	100.00%	P, V	K
USD	3 518	100.00%	D, V	K
THB	49 500	100.00%	P, V	K
INR	15 000	100.00%	P, V	K
USD	33 206	75.00%	D	K
CNY	6 849	100.00%	P, V	K
CNY	20 750	100.00%	P, V	K
CNY	27 500	100.00%	P, V	K
CNY	6 650	60.00%	P, V	K
CNY	952	100.00%	D	K
CNY	80 110	100.00%	P, V	K
EUR	25	100.00%	D	K
EUR	3 000	100.00%	P	K
EUR	25	100.00%	D	K



## Statutory Auditor's Report

To the General Meeting of EMS-CHEMIE HOLDING AG, Domat/Ems

### Statutory auditor's report on the audit of the consolidated financial statements

#### Opinion

We have audited the consolidated financial statements of EMS-CHEMIE HOLDING AG and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2019 and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements (pages 20 to 55) give a true and fair view of the consolidated financial position of the Group as at December 31, 2019, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

#### Basis for opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISAs) and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, as well as the IESBA Code of Ethics for Professional Accountants, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the consolidated financial statements.

## Taxation

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### Area of focus

The Group operates across a number of different tax jurisdictions and is subject to periodic challenge by tax authorities on a range of direct and indirect tax matters including customs duties during the normal course of business. Compliance with these requirements can, by nature, be ascertained only with delay on the basis of official statements, final tax assessments or completed tax audits.

The evaluation of taxation includes a significant element of judgement in the estimates and assumptions to be made regarding the correct application of tax regulations and compliance with the respective authorities' tax practices.

These estimates and assumptions are based on the information available as at the balance sheet date. Consequently, there is a risk that the actual results may deviate from these estimates and assumptions and therefore due to their significance to the financial statements as a whole, combined with the judgement and estimation required to determine their values, the evaluation of current and deferred tax balances is considered to be a key audit matter.

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### Our audit response

We mainly performed the following audit procedures:

- We obtained an overview of the current status of open tax assessment periods, procedures and tax audits;
- We examined correspondence with tax authorities;
- We analysed management's assessment of identified uncertain tax positions;
- We reviewed the estimates and assumptions made with the assistance of our tax specialists;
- We compared the estimates and assumptions made to those of the previous year and analyzed changes;
- We reviewed tax exposures estimated by management and the risk analysis associated with these exposures along with claims or assessments made by tax authorities to date.

Our audit procedures did not lead to any reservations concerning the valuation of current and deferred tax balances and provisions.

## Other information in the Finance Report

The Board of Directors is responsible for the other information in the annual report. The other information comprises page 4 (Share performance) and page 7 (Key Figures 2015–2019) of the Annual Report, but does not include the consolidated financial statements and our auditor's reports thereon, which we obtained prior to the date of this auditor's report and the remaining parts of the finance report, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information in the finance report and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information in the finance report when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge

obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibility of the Board of Directors for the consolidated financial statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISAs and Swiss Auditing Standards will always detect a material misstatement when it exists. 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 consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the website of EXPERTsuisse: <http://www.expertsuisse.ch/en/audit-report-for-public-companies>. This description forms part of our auditor's report.

## Report on other legal and regulatory requirements

In accordance with article 728a para. 1 item 3 CO and the Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Ernst & Young Ltd



Willy Hofstetter  
Licensed audit expert  
(Auditor in charge)



Gianantonio Zanetti  
Licensed audit expert

Zurich, March 26, 2020

# **Financial Statements** **EMS-CHEMIE HOLDING AG**

**for the financial year May 1, 2019 – April 30, 2020**



## Income Statement May 1, 2019 to April 30, 2020

	Notes	2019/2020 (CHF '000)	2018/2019 (CHF '000)
<b>INCOME</b>			
Dividends from subsidiaries		400 437	403 764
License fees from subsidiaries and third parties	2.1	56 355	84 882
Other financial income	2.2	46 122	16 001
Other operating income		22	42
<b>Total income</b>		<b>502 936</b>	<b>504 689</b>
<b>EXPENSES</b>			
Financial expenses	2.3	4 027	5 871
Other operating expenses	2.4	9 531	15 647
Direct taxes		4 628	6 316
<b>Total expenses</b>		<b>18 186</b>	<b>27 834</b>
<b>Net income</b>		<b>484 750</b>	<b>476 855</b>

## Balance Sheet as at April 30, 2020

EMS-CHEMIE HOLDING AG  
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	Notes	30.04.2020 (CHF '000)	30.04.2019 (CHF '000)
Non-current assets		297 460	316 768
Investments in subsidiaries	2.5	274 440	280 352
Non-current financial assets	2.6	23 020	36 416
Current assets		538 676	626 259
Prepaid expenses and accrued income		7 593	28 970
Current financial assets	2.6	100	10 108
Other current receivables	2.7	485 978	447 159
Cash and cash equivalents		45 005	140 022
<b>TOTAL ASSETS</b>		<b>836 136</b>	<b>943 027</b>

Equity		793 181	770 364
Share capital	2.8	234	234
Legal retained earnings			
General legal reserve		47	47
Free reserves		10 000	10 000
Available earnings	2.9	782 900	760 083
Liabilities		42 955	172 663
Long-term liabilities		3 074	3 074
Provisions		3 074	3 074
Short-term liabilities		39 881	169 589
Accrued expenses and deferred income	2.10	311	14 796
Other short-term liabilities	2.11	39 570	154 793
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>836 136</b>	<b>943 027</b>
Balance sheet equity ratio		94.9 %	81.7 %

## Notes to the Financial Statements 2019/2020

### 1. Principles

#### 1.1 General aspects

These financial statements were prepared according to the provisions of the Swiss Law on Accounting and Financial Reporting (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

#### 1.2 Investments in subsidiaries

The investments are valued using generally accepted valuation principles at cost or at the lower of the value in use at the balance sheet date.

#### 1.3 Financial assets

Financial assets include loans and assets at banks. Loans granted in foreign currencies are valued at historical exchange rates or at the lower balance sheet rate.

#### 1.4 Dividends and license fees from subsidiaries

Dividend income is recognized at the time of receipt of payment, licensing income when the legal claim is created.

#### 1.5 Foregoing a cash flow statement and additional disclosures in the notes

As EMS-CHEMIE HOLDING AG has prepared its consolidated financial statements in accordance with a recognized accounting standard (IFRS), it has decided to forego presenting additional information as well as a cash flow statement in accordance with the law.

### 2. Information on income statement and balance sheet items

Notes	2019/2020 (CHF '000)	2018/2019 (CHF '000)
2.1 License fees from subsidiaries and third parties		
License fees from third parties	0	125
License fees from subsidiaries	56 355	84 757
Total other financial income	56 355	84 882
On April 24, 2020, the patents were sold by EMS-CHEMIE Holding AG to EMS-CHEMIE AG with retroactive effect from January 1, 2020.		
2.2 Other financial income		
Interest income	477	358
Foreign exchange gains	20 162	15 643
Profit from sale of fully consolidated investment	25 483	0
Total other financial income	46 122	16 001
EMS-PATVAG s.r.o: The company was sold to the Austrian Hirtenberger Holding GmbH on November 26, 2019.		
2.3 Financial expenses		
Interest expenses	1 395	1 465
Bank charges, duties, fees	107	107
Foreign withholding taxes	1 983	3 540
Foreign exchange losses	542	759
Total financial expenses	4 027	5 871

Notes	2019/2020 (CHF '000)	2018/2019 (CHF '000)
2.4 Other operating expenses		
Fee for contract research	7 653	14 645
Administration	1 878	1 002
Total other operating expenses	9 531	15 647
EMS-CHEMIE HOLDING AG is beneficial owner of various intellectual property for which it receives royalty payments.		
2.5 Investments in subsidiaries		
Details of the investments can be seen in note 33, "List of subsidiaries" in the consolidated financial statements of the EMS-Group. As in the prior year, there were no changes in the period from January 1, 2020 to April 30, 2020.		
	30.04.2020	30.04.2019
2.6 Financial assets		
Deposits with Banks	100	10 108
Loans and investments to subsidiaries	13 551	19 850
Loans to other group companies	9 469	16 566
Total financial assets	23 120	46 524
Thereof current	100	10 108
Thereof non-current	23 020	36 416
2.7 Other current receivables		
Receivables from third parties	483 319	443 980
Receivables from subsidiaries	2 659	3 179
Total other current receivables	485 978	447 159
Receivables from third parties consist of withholding tax credits, taxes and prepayments. Receivables from subsidiaries include in short-term loan and current accounts from the cash-pool.		
2.8 Share capital		
The EMS-CHEMIE Holding has the following significant shareholders: EMESTA HOLDING AG, Zug, 14 224 143 registered shares (2018/2019: 14 224 143 registered shares)		
Amount of holding	60.82%	60.82%
Miriam Baumann-Blocher, 2 363 000 registered shares (2018/2019: 2 100 000 registered shares)		
Amount of holding	10.10%	8.98%
No other representation of significant shareholders is known to the Board of Directors.		



Notes	2019/2020 (CHF '000)	2018/2019 (CHF '000)
2.9 Available earnings		
At 1. 5.	760083	715925
Dividends paid	(461933)	(432697)
Net income	484750	476855
At 30. 4.	782900	760083
2.10 Accrued expenses and deferred income		
The item includes accruals for losses on open forward exchange contracts, research expenses and third party services.		
	30.04.2020	30.04.2019
2.11 Other short-term liabilities		
Other liabilities due to third parties	9974	4004
Other liabilities due to subsidiaries	29596	150789
Total other short-term liabilities	39570	154793
Other short-term liabilities due to third parties include particularly liabilities for income taxes. Other short-term liabilities due to subsidiaries mainly include current accounts from the cash pool and short-term loans.		
2.12 Subsequent events		
In May 2020, EMS-Patent AG was merged with EMS-CHEMIE AG retroactively as of 1 January 2020.		
<b>3. Other disclosures</b>		
3.1 Contingent liabilities		
Guarantees (maximum liability)	47093	48186

Notes	30.04.2020 (CHF '000)	30.04.2019 (CHF '000)
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### 3.2 Shareholding

Existing shareholdings, conversion rights and options in EMS-CHEMIE HOLDING AG held by the members of the Board of Directors, members of the Executive Management and related parties:

Board of Directors	Function	Number of registered shares	
Dr U. Berg	Chairman	3 600	3 600
M. Martullo	Vice-Chairman	0*	0*
Dr J. Streu	Member	0	0
B. Merki	Member	0	0
C. Mäder	Member (since 11.8.2018)	200	200
Total Board of Directors		3 800	3 800
Executive Management	Function		
M. Martullo	CEO	0*	0*
P. Germann	Member	0	0
S. Baumgärtner	CFO	0	0
Dr U. Zimmerli	Member (1.8.2018 - 29.2.2020)	0	0
Total Executive Management		0	0

\* Excluding EMESTA-HOLDING AG, in which Ms M. Martullo holds a 49.9% stake (see note 2.8).

The members of the Board of Directors, Executive Management and related parties did not hold any conversion rights or options in EMS-CHEMIE HOLDING AG.

### 3.3 Full-time equivalents

In the reporting period and in the prior year period, EMS-CHEMIE HOLDING AG employed fewer than 10 employees on average.

## Proposed appropriation of available earnings

	2019/2020 (CHF)	2018/2019 (CHF)
Balance brought forward	298 149 584	283 227 648
Net income	484 749 926	476 855 239
Total available earnings	782 899 510	760 082 887
The Board of Directors proposes the following appropriation of available earnings:		
Payment of an ordinary dividend of CHF 15.60 (previous year CHF 15.50) gross and an extraordinary dividend of CHF 4.40 (previous year CHF 4.25) gross per registered share entitled to dividend	(364 868 837)	(362 529 934)
	(102 911 723)	(99 403 369)
Balance to be carried forward	315 118 950	298 149 584

## Statutory Auditor's Report

To the General Meeting of EMS-CHEMIE HOLDING AG, Domat/Ems

### Report of the statutory auditor on the financial statements

As statutory auditor, we have audited the financial statements of EMS-CHEMIE HOLDING AG, which comprise the balance sheet, income statement and notes (pages 60 to 65), for the year ended 30 April 2020.

#### Board of Directors' responsibility

The Board of Directors is responsible for the preparation of the financial statements in accordance with the requirements of Swiss law and the company's articles of incorporation. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

#### Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the financial statements 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 system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the financial statements for the year ended 30 April 2020 comply with Swiss law and the company's articles of incorporation.

## Report on key audit matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

## Report on other legal requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (article 728 CO and article 11 AOA) and that there are no circumstances incompatible with our independence.

In accordance with article 728a para. 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Ernst & Young Ltd



Willy Hofstetter  
Licensed audit expert  
(Auditor in charge)



Gianantonio Zanetti  
Licensed audit expert

Zurich, 29 June 2020

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