

SUMMARY OF THE COMBINATION

[REGULATION 13 (1A) OF THE COMBINATION REGULATIONS]

A. NAME OF THE PARTIES TO THE COMBINATION

1. The names of the parties to the combination are:

- a) Koninklijke DSM N.V. (“**DSM**”);
- b) Firmenich International SA (“**Firmenich**”); and
- c) Danube AG (“**Danube**”).

B. THE NATURE AND PURPOSE OF THE COMBINATION

2. The proposed transaction involves a merger of equals between DSM and Firmenich to form DSM-Firmenich, a Swiss domiciled company whose shares are proposed to be listed on Euronext Amsterdam (the “**Proposed Transaction**”) and falls under Section 5(c) of the Competition Act, 2002.

3. The Proposed Transaction combines DSM’s and Firmenich’s businesses. By bringing together their respective capabilities, DSM-Firmenich will be better positioned to innovate and improve their products and services, improve DSM and Firmenich’s ability to meet market and customer demand and generate new growth opportunities.

C. PRODUCTS, SERVICES AND BUSINESS(ES) OF THE PARTIES TO THE COMBINATION

4. DSM is a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, with its headquarters in Heerlen, the Netherlands. Its shares are listed on the Euronext Amsterdam Stock Exchange. DSM is the ultimate parent company of the DSM group which is active in nutrition, health and bioscience.
5. Firmenich is a privately owned company, headquartered in Geneva, Switzerland. Firmenich is engaged in the production and supply of fragrances, flavours, aroma chemicals, rosin resin and turpentine.
6. Danube is a newly incorporated wholly-owned subsidiary of DSM and with its registered seat in Switzerland. Danube is presently not engaged in any commercial activity.

D. THE RESPECTIVE MARKETS IN WHICH THE PARTIES TO THE COMBINATION OPERATE

7. DSM and Firmenich have overlapping activities in the 'Flavours and Fragrances' industry in India.
8. The Proposed Transaction is not expected to create any appreciable adverse effect on competition ("**AAEC**") in India. Accordingly, there should be no need to conclusively define the relevant market(s) in this case. However, in order to assist the Hon'ble Commission in their assessment of the Proposed Transaction, DSM and Firmenich

have identified the following relevant markets for assessment of horizontal overlaps relating to the Proposed Transaction:

- a) Market for the sale of aroma chemicals in India (“**Aroma Chemicals Market**”); and
- b) Market for sale of flavours in India (“**Flavours Market**”).

In addition, there are certain actual and potential vertical overlaps in relation to: (a) Aroma Chemicals Market (upstream) and the market for production and sale of fragrances in India (downstream); (b) the Market for sale of Savoury Ingredients in India (upstream) and the Flavours Market (downstream), (c) the Market for sale of Beta-carotene in India (upstream) and the hypothetical segment of “systems for food applications” in India (downstream), and (d) each of the market for sale of Vitamins A, B5 and B6 in India (upstream) and the hypothetical segment of “systems for food applications” in India (downstream).

The complementary markets are as follows: (a) Enzymes, (b) Cultures, (c) Beta-carotene (d) Vitamin A, (e) Vitamin B5, and (f) Vitamin B6.