Annual report 2024/25

Together towards *natural*

oterra™

Oterra Holding ApS, Agern Allé 24, DK-2970 Hørsholm, Denmark. Company reg. no: 41686774

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Oterra at a glance

Global for nearly 150 years and still innovating for the future

Oterra has a long and proud heritage in natural colors. Although the company was created in 2021 as the renamed Chr. Hansen Natural Colors, its roots go back to 1874 when the company was founded in Denmark. Next year marks 150 years of international activity when the company's first butter and cheese color based on Annatto was launched at the World's Fair in Philadelphia in 1876.

Today, Oterra develops, produces and sells natural colors and coloring foods to the food and beverage industry all over the globe.

We have one of the widest and deepest portfolios of natural colors and coloring foods and a large global presence. Our technologically advanced agricultural and manufacturing footprint offers complete backwards integration for 8 of our top 10 pigments, which gives superior quality, and supply chain transparency.

EUR 447m
Net revenue 2024/25

40+
Locations for Oterra's employees

110+
Countries actively served

28
Countries with office, lab or production facility

EUR 70m
EBITDA b.s.i. 2024/25

+38%
Growth in EBITDA b.s.i.

We make natural colors easy
Customers rely on us to reduce the complexity of a natural supply chain, pigment choice and applications. We master application, shade, cost in use, and stability, and our products are used in a wide range of applications and reach consumers in more than 110 countries worldwide.

Meeting customer needs, solving their challenges is what we are here for. We deliver high quality products and expertise through our regional application centers, in-house team of regulatory experts and based on the foundational work of our agronomist and scientists.

Following Oterra's emergence as a standalone company in 2021, we have undertaken four strategic acquisitions and several partnerships with the purpose of solidifying our value chain, expanding our global presence, and enhancing the diversity of our product portfolio. We continue to explore options to further develop our fully integrated business model through evaluating partnerships, cooperation and acquisitions.

Through the acquisitions and organic growth, we have doubled our revenue and EBITDA and are set to continue our growth trajectory.

Oterra is founded on the principle that 'nature got it right' and we continue to advance and substantiate our sustainability with ambitious, SBTi-aligned targets to reduce our impact on Nature, Climate and People.

> "No one knows color like nature.
> And no one knows natural colors like us.

Performance highlights

At Oterra, our entire business is founded on the principle that 'nature got it right'. Sustainability lies at the heart of Oterra's operations.

7%
Revenue growth

16%
EBITDA margin before special items

47
nationalities

1,234
employees

31%
female leaders

GHG emissions reduction targets for 2030 **validated by the SBTi**

-20%
Scope 1 emissions since 2022

100%
renewable electricity

A message from our Chairman and CEO

Oterra is ready to grow and meet the increased demand for natural colors

The fiscal year 2024/25 has shown a continued strengthening of Oterra as we have demonstrated the company's ability to grow, building on the solid foundation established last year.

The addition of a new Chief Financial Officer and Chief Operations Officer who joined this year has contributed to a strong, active leadership team that has played an important role in strengthening the company, especially in the areas of pricing, sales, operations and finance.

A global platform

The past 12 months have seen further improvements in earnings and revenue despite a slow start to the first half year because of unexpectedly high prices for some raw materials. The fact that we were able to overcome this setback speaks volumes about the strength of the global platform that Oterra is building and the hard work of its employees to catch up and accelerate growth in the second half of the year.

The first half of the year was marked by unprecedented price rises for some raw materials. Existing contracts made it initially difficult for us to pass on the higher costs, but renegotiation of contracts during the second half of the year saw us regain much of the lost margin and put new contracts in place that will prevent similar shortages affecting earnings in the future.

Our ability to negotiate well and maintain consistent pricing has been one of the areas of improvement over the year, helped by increased transparency and focus throughout the organization.

Strong pipeline

Similarly, a stronger commercial organization with greater focus on sales excellence has continued to pay off, with Oterra seeing a record-strong sales pipeline throughout the year, driven by more focused commercial strategy and helped by greater awareness of natural colors.

The announcement in April by the US Health and Human Services Secretary Robert F. Kennedy Jr. and the Food and Drug Administration to phase out synthetic food dyes, together with actual and proposed bans in several US states will be a key amplifier for accelerating future growth for Oterra. While consumer trends have pointed to a greater preference for natural colors for several years, the strong suggestion from the FDA and Secretary Kennedy has accelerated interest in natural colors among our customers, although

> "We have built a strong platform for growth and can face the year ahead with a settled leadership team and a truly global supply, processing and sales footprint.

A message from our Chairman and CEO

Continued

"

Oterra was created in the belief that demand for natural colors would increase as consumers turned to more natural ingredients

Cornelis de Jong
Chairman

Martin Sonntag
CEO

without having a significant financial impact in the period under review.

Oterra was created by EQT in the belief that demand for natural colors would increase as consumers turned to more natural ingredients, especially from the US.

Oterra has invested in its operations, leadership and organization in the US and globally to be ready in time to service that demand and the US conversion to natural ingredients. The changes at Federal, state, and regional levels have strengthened that belief.

Capitalizing on US growth
The focus on natural colors in the US has also had an effect on countries trading with the US and changes in legislation have also been proposed in Argentina, Brazil, Chile, Mexico, Peru and several Central American countries and underlines the importance of the opening of our new US facility in Mount Pleasant, Wisconsin.

The new North American headquarters combines Oterra's innovation and application labs with world class manufacturing and logistics facilities to meet the expected growth of natural colors and coloring foodstuffs in the US.

We have also opened a second new color blending and application center in Kerala, India, to serve the growing Indian, Asia Pacific and Middle East markets. Where previously we imported from Europe, we can now supply directly from this facility some of the most seen color shades used in the food and beverage industry.

Co-ordinated production
Meeting the demand for the change to natural colors in the US and all over the globe means that Oterra needs a well-functioning supply chain with multiple sources of raw materials and well-co-ordinated local and global production. We have made great strides in fine-tuning our existing supply chain to work better across regions to satisfy all customers.

Innovation and research and development are paramount in the conversion to natural. This year, Oterra launched two new products aimed at solving two of the challenges our customers have - sustainability and vibrant colors. In January we launched Arctic Blue, a vivid natural blue color made from spirulina cultivated with an innovative process that gives the final product an impressively low carbon footprint. Earlier, in the year I-Colors® Bold was launched to meet the growing demand for vibrant and intense colors from natural raw materials.

Sustainable focus
Oterra is dependent on a thriving natural world, and our focus on a healthy and sustainable business has continued to advance this year.

This year, a double materiality assessment was conducted to inform a new sustainability strategy that focuses on the key areas of Nature, Climate, and People. We are excited to demonstrate progress and continue to show sustainability leadership in the coming years

Oterra has built a strong platform for growth over the past 12 months, and we can face the year ahead with a settled leadership team and a truly global supply, processing and sales footprint that will allow us to meet the rising demand from consumers for natural products.

Sincerely,

Martin Sonntag
CEO

Cornelis de Jong
Chairman

Consolidated key figures

EUR million	Sep 1, 2024 - Aug 31, 2025	Sep 1, 2023 - Aug 31, 2024	Sep 1, 2022 - Aug 31, 2023	Sep 1, 2021 - Aug 31, 2022	Sep 1, 2020 - Aug 31, 2021
Income statement					
Revenue	447.1	417.2	396.0	335.7	108.4
Gross profit	125.9	108.6	87.5	86.3	35.3
EBITDA before special items	69.9	50.7	35.5	35.7	16.2
EBIT before special items and impairment	23.4	8.0	(10.0)	0.5	4.1
EBIT	7.1	(8.1)	(84.9)	(248.7)	(50.1)
Net financial items	(51.4)	(35.7)	(35.7)	(20.1)	(7.3)
Income/(loss) for the year	(52.5)	(52.8)	(110.8)	(259.7)	(52.7)
Cash flow					
Cash flow from operating activities	40.8	13.3	(27.3)	(85.9)	4.1
Cash flow from investing activities	(24.1)	(28.9)	(172.1)	(177.2)	(930.5)
Cash flow from financing activities	(25.7)	(1.9)	226.1	235.6	974.1
Purchase of property, plant and equipment	(23.0)	(23.2)	(36.9)	(14.1)	(7.9)
Free cash flow	17.8	(9.9)	(199.4)	(263.1)	(926.4)
Free cash flow before special items and acquisitions	34.1	6.2	(36.1)	(83.1)	45.3
Balance sheet					
Total assets	1,188.0	1,223.2	1,318.7	1,220.7	1,176.0
Invested capital	1,062.5	1,087.6	1,138.8	1,065.9	1,058.8
Net working capital	169.4	158.2	151.4	143.5	84.7
Equity	533.5	593.4	564.4	555.9	681.8
Net interest-bearing debt	478.0	444.2	495.9	434.0	265.6

EUR million	Sep 1, 2024 - Aug 31, 2025	Sep 1, 2023 - Aug 31, 2024	Sep 1, 2022 - Aug 31, 2023	Sep 1, 2021 - Aug 31, 2022	Sep 1, 2020 - Aug 31, 2021
Financial ratios					
Gross margin, %	28.2	26.0	22.1	25.7	32.6
EBITDA margin before special items, %	15.6	12.2	9.0	10.6	14.9
EBIT margin before special items and impairment, %	5.2	1.9	(2.5)	(0.1)	3.8
EBIT, %	1.6	(1.9)	(21.4)	(74.1)	(46.2)
Other key figures					
Average number of employees (FTEs)	844	802	894	836	643

The calculation principles related to key figures and financial ratios are presented in note 1.1.

Our business

In this section

Oterra:

Building a global platform for natural colors

Oterra was established in April 2021 following EQT's acquisition of the natural colors division of Chr. Hansen, a Danish bioscience pioneer with 150 years of expertise in food and beverage ingredients.

The aim was to create a natural colors powerhouse, building on global trends such as sustainability, health and wellness, and the effects of increasing legislative pressure on artificial colors and tighter environmental restrictions around the globe. These forces are creating a growing demand for natural colors and Oterra is perfectly placed to meet that demand.

Strategic mergers

To be a global player means creating a global supply and operations footprint that enables Oterra to serve multinational brands, strong regional players and local companies.

In July 2021, Oterra acquired Secna Group, a Spanish company specializing in organic caramelized sugar and anthocyanins. In December 2021, Diana Food's natural coloring business joined Oterra, along with Food Ingredient Solutions, an American producer of colors and natural antioxidants. This strategic step bolstered the company's presence in the American market.

Global expansion and expertise

Since then, Oterra has worked on further strengthening its presence in the US market. During the past financial year, Oterra opened its new North American headquarters in Mount Pleasant, Wisconsin.

In October 2022, Oterra acquired the India-based Akay Group, adding expertise in natural colors and nutraceutical ingredients. The acquisition further strengthened Oterra's backwards integration, mainly in turmeric and paprika.

Partnerships and open innovation

Oterra has consistently strengthened its market position in crucial pigments through partnerships.

In 2025, the company launched Arctic Blue, a vivid, natural blue color with an impressively low carbon

1874
Chr. Hansen founded in Denmark

1876
First butter & cheese color based on Annatto launched at World's Fair in the US

1878
Factory premises rented in New York

1980
Natural Colors expands production with natural vegetable colors

1999
Acquired facility in Canossa, Italy

2000
Building of the production facility in Avedøre, Denmark

2007
Conversion trend to Natural Colors on the back of the Southampton study

2012
Launched 1st generation of FruitMax® range of clean label colors

2014
Global Expertise Center opens in Shanghai, China (4th of its kind)

2018
Enters exclusive partnership with Colombian Ecoflora Cares to bring Jungle Blue to the market

2019
Received IFT2 Food Expo Innovation Award FIEI and Innovation Award for Hansen sweet potato™

2021
EQT acquires the Chr. Hansen Natural Colors Division and Oterra is born. Oterra acquires Diana, FIS, Secna.

2022
Oterra acquires the Akay Group

2024
Partnership with VAXA Technologies to produce pigments from microalgae

2025
New US headquarters opens, new blending and application center opens in India

footprint, as the first product from the partnership with Iceland's VAXA Technologies.

VAXA's high-tech production facility is next to a geothermal power plant that provides 100% clean energy, waste heat and carbon dioxide to the company's bioreactors where the spirulina is grown 24 hours a day. The carbon neutral cultivation process uses only 1% of the water and land compared to traditional open pond systems, using substantially less water and land than conventional spirulina grown in open ponds.

An existing strategic partnership with Ecoflora Cares that produces a blue pigment from the Jagua fruit, saw significant steps for market acceptance in 2025, with further approvals by the Codex Alimentarius Commission and MERCOSURcountries, Argentina, Brazil, Paraguay, Uruguay, and the associate member countries.

The decision by the Codex Alimentarius Commission cleared the way for the use of Jagua blue in 21 food categories such as dairy-based desserts, fruit preparations, flavored milk drinks, confectionery, fat-based desserts, and cereals.

The US Food and Drug Administration approved Jagua blue in December 2023.

Business model

we usually say:

No one knows color like *nature*.
And no one knows natural colors like *us*

Raw materials

We have complete backward integration for many of our products ensuring supply consistency, competitive pricing, sustainable sourcing and superior quality through close partnerships with our agricultural suppliers

R&D

We drive innovation for our customers through knowledge of raw materials, natural ingredients and applications. Our portfolio is available in every application imaginable

Production

We have the largest and most technologically advanced manufacturing footprint in our industry

Sales

We have global sales presence, a customer-centric concept, and a full palette of natural colors for the food and beverage industry

Value created

Customer value

We create and retain long-term customer relationships that support the conversion to natural

Natural products

We offer the power of nature's true colors

Safety and well-being at work

We have relentless focus on the well-being and safety of our workforce

Planet

We are committed to deliver on our ambitious GHG reduction targets

Shareholder value

We stand for responsible growth and healthy profitability

A diverse portfolio

Through its acquisitions and organic growth, Oterra has become one of the largest providers of natural colors and coloring foods for food and beverage manufacturers all over the world. Our products are used in a wide range of applications and reach consumers in more than 110 countries worldwide.

We have a robust integrated supply chain that starts with local sourcing or contracts with farmers, on to processing close to the point of harvesting before reaching our customers in any one of more than 1200 products.

We serve our customer not only with physical products but with expertise and advice: addressing application challenges, understanding their needs and delivering regulatory advisory across the globe.

A turning point for natural colors

A broad choice of alternative and complementary colors is necessary to satisfy the growing consumer demand for transparency in the form of 'clean label' products and increasing emphasis on health and wellness. This has been growing for a long time but accelerated in 2025 with more regulatory pressure from the US government and the Food and Drug Administration and the introduction of bills to regulate artificial colors in the majority of US states.

Combined consumer and legislative pressure has also spurred countries in Latin America to start introducing legislation.

New product launches in 2024/25

Arctic Blue: Arctic Blue is the first product from the partnership with Iceland's VAXA Technologies. Created from spirulina made in Iceland using an innovative cultivation process, it provides food and beverage producers with a vivid, natural blue color with an impressively low carbon footprint*. It has up to 40 times lower carbon emissions than Oterra's conventional spirulina product.

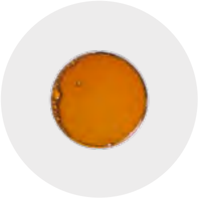
I-Colors ® Bold: Six new variants were added to the I-Colors® line to meet growing demand for vibrant and intense colors while satisfying consumers' demand for natural ingredients. I- Colors ® Bold makes it possible to introduce a vivid red for snack applications that can compete with artificial colors for impact but using sweet potato as a raw material. The range of 10 I-Colors® Bold milled powders enable manufacturers to achieve deeper, richer shades with lower dosages, enhancing product aesthetics and appeal.

*Source: Oterra estimates based on available data

Geographies

110+
countries

Products

Expert teams and unique product technologies to give customers the right solution for their specific application

FruitMax®, CapColors®, I-Colors®, DairyMax®, ColorFruit®

Industries





Food
Beverages
Pet food
Dairy
Confectionery

Oterra delivers a full palette of colors from nature

We carefully choose the best from nature to craft a comprehensive palette of enticing shades. Our natural food colors meet the demand for safe and high-quality ingredients, helping deliver trusted consumer products of the highest quality.


Pumpkin


Orange carrot


Cochineal


Black carrot


Jagua fruit


Peat


Safflower


Annatto


Red beet


Aronia


Spirulina


Limestone


Tumeric


Paprika

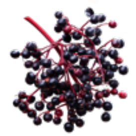

Hansen Sweet Potato®


Black Current


Green leaf plant


gardenia yellow


Tomato


Elderberry


Blue grape


Apple


Marigold


Hibiscus


Purple sweet potato


Red Cabbage


Caramelized sugar


Palm fruit


Fungus Carotene


Red radish


Gardenia Blue


Malted barley

A diverse and adaptable portfolio featuring over 1,200 products based on a solid foundation to fulfill customer requirements

+1,200
products offered to customers

~30
raw materials used for pigments

+110
countries

~85
applications within food, beverage, and pet food industries

Customization

Based on customer needs, each product can be specifically customized to meet regulatory requirements and specific product claims

Regulatory expertise

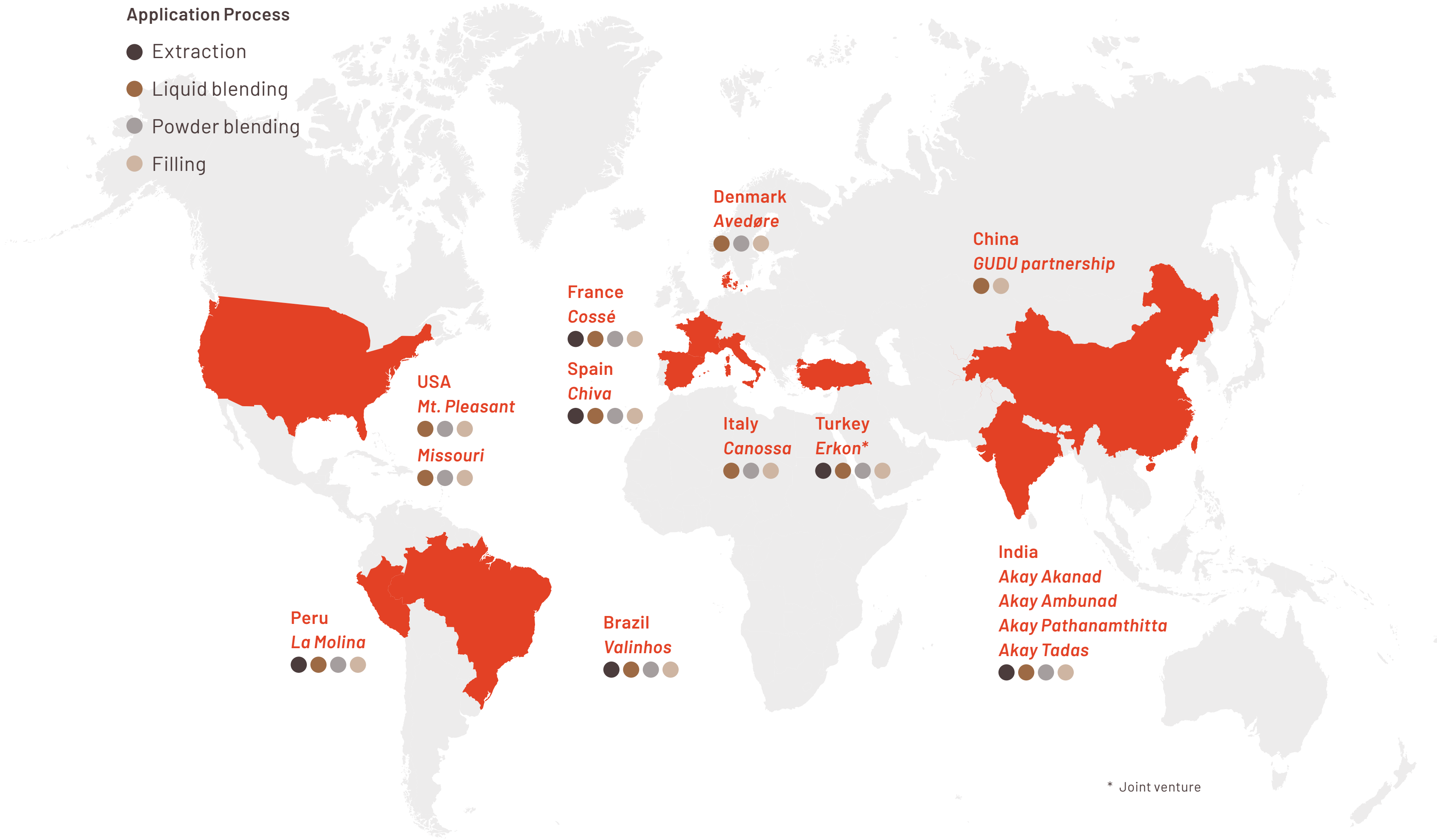
Products complying with regulatory regimes across the world
(US, EU, Codex, China)

Product claims

Solutions complying with product regulation for claims
(Clean label, organic, vegan, kosher, halal, palm oil free, and more)

Oterra's production footprint

Overview of Oterra production plants in scope and process capabilities



Oterra is present in all major markets across the globe, fostering valuable partnerships and serving a wide range of industries. We have production facilities in all regions strategically located close to the markets we serve.

North America: Oterra has had a strong foothold in the North American market, catering to the demands of an environmentally conscious and health-focused consumer base. This has been growing for a long time but accelerated in 2025 with more regulatory pressure from the US government and the Food and Drug Administration and the introduction of bills to regulate artificial colors in the majority of US states.

Oterra has invested in this opportunity with the opening of a state-of-the art innovation, collaboration, and production hub in Mount Pleasant, Wisconsin. The 155,000 sq ft (14,400 m^2) US Headquarters combines Oterra's innovation and application labs with new manufacturing and logistics facilities to meet the expected growth of natural colors and coloring foodstuffs in the country.

Customers and partners can work directly with Oterra's team of regulatory and application experts to find the perfect natural shade as they innovate and develop new products or reformulate with natural colors to help deliver on consumer demands faster. A further 40,000 sq ft of expansion space is available for new color products and partner pilot production lines.

The new facilities in Mt. Pleasant, Wisconsin, will serve the growing demand for natural colors in the US

Europe: Oterra's European operations have been the focus of the changes to natural colors for many years and reflect our commitment to the continent's rich heritage of natural products. With four production plants in all, it represents one of the most important regions in terms of sourcing and production. It also houses our largest R&D and application center in Montpellier, France, which conducts work for European and global companies alike.

Asia Pacific: In February 2025, Oterra inaugurated a new color blending and application center in Kerala, India, to serve the growing Indian, Asia Pacific and Middle East markets. The facility in Kochi, Kerala, is housed on the site of Oterra's Akay Natural Ingredients subsidiary. It includes color blending and application labs to support customers in their journey to transitioning to natural colors. Previously, the company exported raw materials to Oterra factories in Europe for processing and imported the finished blends for use in India. Now, Oterra can supply directly from this facility some of the most commonly used color shades used in the food and beverage industry.

LATAM: Latin America has traditionally been the home of some of Oterra's most important raw materials such as sweet potato, carmine and annatto. More recently, Latin American countries have been taking the lead in the region in the move away from artificial colors. Natural ingredients and authentic flavors are deeply rooted in the region's culinary and cultural traditions and an increasing number of countries in the region are recognizing not only consumer demand for labelling transparency and health and wellness issues but are also moving towards stricter regulations to help their local food and beverage producers maintain exports to the US and other countries.

MEA: Oterra is leading the transition in Africa, in the conversion away from artificial colors towards natural, and continues to foster the already largely converted Middle East. Despite challenging market conditions, Oterra maintains its position as the go to partner for natural colors due to its wide portfolio and product range which enables us to service most individual customer needs.

Oterra opened a new color blending and application center in Kochi, Kerala, India

Strategy

Because nature got it right the first time

Our strategy is based on our ambition to be the preferred partner for natural color solutions for food and beverage manufacturers worldwide. Through innovative and sustainable solutions, we want to drive the conversion to natural colors as we believe everyone deserves food and beverages that are safe and made from natural ingredients that they can trust.

Our purpose gives us a clear and common direction, attracts talent and loyal customers and drives innovation and new thinking in our industry.

Long-term customer relationships
We create and retain long-term customer relationships that support the conversion to natural

Leading product portfolio
We offer the industry-leading product portfolio while driving simplicity of choice for customers

Scalable and secure supply
We deliver supply security, scalability and cost competitiveness allowing our customers to grow

Innovation and expertise
We drive innovation for our customers through knowledge of raw materials, natural ingredients and applications

Focus on people
We empower our passionate team to achieve great things together and drive development through our values and culture

Commitment to sustainability
We are a responsible partner committed to ensuring sustainability at Oterra and beyond

Financial review

In this section

Financial review

In the financial year 2024/25, the Oterra Group continued to deliver solid improvements in financial performance, while investing continuously in the people, processes and infrastructure that will serve Oterra's growth in the coming years. As anticipated, Oterra has reacted positively to challenges in the market and benefited from diversification of sourcing areas while launching a series of new products displaying innovative sourcing or new ways of production.

Financial performance

The financial result for 2024/25 reflects Oterra's continued transformational journey, building a market leader with one of the widest product portfolios dedicated to natural colors and coloring foods in the market.

Throughout the year, focus has been on operational improvements and establishing the right technological infrastructure to support a scalable platform as well as stronger business processes around sales excellence and customer centricity.

With more structured internal collaboration and efficient use of resources, the company continued to improve margin performance. The financial performance for the year delivered revenue of EUR 447.1 million, EBITDA before special items of EUR 69.9 million and an EBIT of EUR 7.1 million after special items.

Market challenges

Continued macro-economic and geopolitical instability (US tariffs, security levels in key supply regions) increased trading complexity, while raw material harvests were impacted by drought or heatwaves in growing areas. Throughout the year, Oterra proactively managed raw materials and supplies to ensure customers were able to continue production while improving inventory levels. Rising inflation rates have impacted on personnel and raw material in the first half of the year.

7%
Revenue increase

Revenue

Net revenue increased by 7.2% to EUR 447.1 million (2023/24: EUR 417.2 million) below expectations in last year's outlook. The net revenue increase is driven primarily out of the EMEA market.

Gross margin

Gross profit increased by EUR 17.3 million to EUR 125.9 million (2023/24: EUR 108.6 million. This led to a gross margin of 28.2% (2023/24: 26.0%).

The improvement in gross margin is a result of a stronger pricing process kicking in during the second half of the year.

Special items

Oterra has invested into the business to build a robust foundation and readiness for expected near-term market opportunities. In 2024/25 several investments have progressed, resulting in special item costs of EUR 16.3 million (2023/24: EUR 16.1 million). The special item costs are in line with prior years. Provisions related to various disputes and customer claims of a non-recurring nature have increased the costs, which however is partly offset by lower M&A activity. Special items are expected to decrease in 2025/26.

EBITDA before special items

EBITDA before special items increased by 37.9% to EUR 69.9 million (2023/24: EUR 50.7 million), in line with last year's outlook. The EBITDA margin before special items of 15.6% (2023/24: 12.2%), is primarily driven by the revenue growth and continued focus on operational efficiency.

38%
EBITDA growth b.s.i.

During the financial year 2024/25 the following key events impacted not only the results but also the development of the Oterra Group:

- Finalization of a new, state of the art production site in the US
- Further strengthening the management team with key executive appointments
- Continued focus on establishment of the right infrastructure and business processes
- Establishment of a Go to Market Strategy for the coming US-conversion opportunity
- First building blocks of our Integrated Business Planning process
- Stronger liquidity management process with centralized governance
- Improved customer contract-cycle for managing a volatile market

EBIT
The operating result significantly improved by EUR 15.2 million to a profit of EUR 7.1 million in 2024/25 (2023/24: EUR 8.1 million loss). This improvement is mainly driven by revenue growth and higher operational efficiency.

EBIT before special items
The operating result before special items increased to a profit of EUR 23.4 million (2023/24: EUR 8.0 million), mainly driven by revenue growth and cost control.

Net financials
Reported net financials resulted in an expense of EUR 51.4 million (2023/24: EUR 35.7 million expense), primarily driven by fluctuating currency exchange rates.

Result for the year
The financial year 2024/25 resulted in a loss of EUR 52.5 million (2023/24: EUR 52.8 million loss). Management does not consider the result satisfactory.

Net Working Capital
The Net Working Capital developed during the financial year from EUR 158.2 million to EUR 169.4 million driven by trade payables as a result of lower raw material intake to manage inventory levels. Initiatives have been implemented during 2024/25 to leverage factoring and supply financing arrangements to support further positive development with full impact in 2025/26.

Total assets
At the balance date, Oterra's total assets amounted to EUR 1,188.0 million (2023/24: EUR 1,223.2 million). The decrease of 2.9% is mainly related to amortization of intangible assets.

Equity
Total equity decreased by EUR 59.9 million in 2024/25 to EUR 533.5 million (2023/24: EUR 593.4 million). The decrease was mainly related to the loss for the year 2024/25 and currency translation of foreign operations.

Events after the balance sheet date
No material events have occurred subsequent to 31 August 2025 that have not already been included in the annual report and that would have a material effect on the assessment of the Group's financial position.

Outlook

Oterra is well prepared to capitalize on the trend towards products focusing on health and wellness. Built on a solid platform for growth, stronger awareness of sustainability among customers and consumers, we see a stronger pipeline to convert to natural colors especially in the US as a result of regulatory requirements. The integration of business processes across product, sales and supply chain, positions the Group for sustained success in the dynamic market landscape.

Oterra remains focused on continuing its transformative journey, demonstrating adaptability and resilience in the face of industry dynamics. The strategic initiatives implemented lay the foundation for stronger future growth, and the Group is well-poised to navigate evolving market conditions.

In conclusion, Oterra expects to continue delivering improved financial performance. Low double-digit growth is expected for revenue, while EBITDA before special items margin is expected to improve in the range of 2-4% points resulting from revenue growth and operational efficiencies.

Sustainability

In this section

Statement on corporate responsibility
The content within pages 22-45 constitutes Oterra's statutory reporting on corporate responsibility, gender distribution in management and data ethics in accordance with §99a, §99b, and §99d of the Danish Financial Statements Act.
A description of the business model can be found on page 11.

Committed to sustainability

At Oterra, sustainability is integral to how we do business. Our actions are guided by science and long-term value creation for the company.

In FY24/25, we strengthened the foundations of our sustainability strategy through a comprehensive double materiality assessment and a renewed focus on the areas where Oterra can create the greatest impact – both for our business and for the world around us.

As a signatory to the **UN Global Compact**, Oterra supports its principles on human rights, labor, environment, and anti-corruption.

The **Science Based Targets initiative (SBTi)** is the leading global framework for corporate climate action, guiding Oterra in keeping our emission reduction goals aligned with climate science.

Sedex is a platform driving responsible and ethical business practices throughout global supply chains. Oterra sites undergo Sedex Member Ethical Trade Audits (SMETA) that provide independent assessments of our social and ethical performance.

EcoVadis is a global sustainability rating platform helping Oterra assess and strengthen our performance across environment, labor and human rights, ethics, and procurement.

Materiality and strategy

In FY24/25, Oterra carried out a comprehensive Double Materiality Assessment (DMA) in preparation for compliance with the European Sustainability Reporting Standards (ESRS) under the EU Corporate Sustainability Reporting Directive (CSRD). While the EU Omnibus has created some uncertainty about the scope and timeline of CSRD reporting for Oterra, the results of the DMA were pivotal in shaping and strengthening our 2025–2030 sustainability strategy.

Our Double Materiality Assessment (DMA)

The DMA examined both impact materiality (how Oterra's activities affect people and the environment) and financial materiality (how sustainability-related impacts, risks and opportunities may affect Oterra's business). In line with ESRS requirements, we mapped our full value chain, identified relevant stakeholders, and paid particular attention to potential negative human rights impacts, where severity is prioritized over likelihood.

The assessment followed three key steps:

1. **Topic identification –** Starting from the ESRS list of sustainability topics, supplemented with peer benchmarks and sector standards, we developed a long list tailored to Oterra.
2. **Impact, risk and opportunity (IRO) mapping –** Each topic was analyzed across our value chain and tested through internal and external stakeholder input.
3. **Prioritization –** Topics were scored for impact and financial materiality. In line with ESRS guidance, potential human rights impacts with the highest severity were automatically deemed material.

The process culminated in a workshop and subsequent review process with the OLT (Oterra's Leadership Team), where results were validated and confirmed, and subsequently approved by Oterra's Board of Directors.

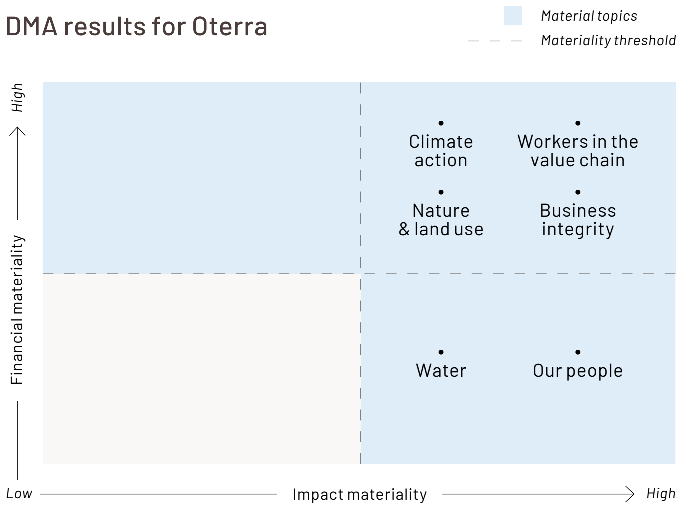
Material topics

The DMA identified six material areas, which form the foundation of our 2030 strategy.

Oterra's 2030 Sustainability Strategy

In FY24/25, Oterra updated its sustainability strategy. Anchored in the outcomes of the DMA, our updated strategy is organized around three core focus areas: **Nature, Climate, and People**. It is guided by long-term value creation for Oterra, informed by the roadmap to close EcoVadis performance gaps, integrated with broader corporate priorities, and underpinned by a clear internal governance structure and a roadmap containing bold yet achievable commitments, which we are excited to share more about in future reporting.

DMA results for Oterra



ESRS #	Oterra material topic	Description
E1	**Climate action**	Climate change mitigation and adaptation, energy efficiency, renewable energy transition, and climate-related risks and opportunities.
E3	**Water**	Water intensity in production and supply chains, and related risks.
E4	**Nature & land use**	Impacts on biodiversity and ecosystems, including land-use change, deforestation and soil health.
S1	**Our people**	Employee wellbeing, working conditions, health and safety, diversity, equity and inclusion (DEI)*
S2	**Workers in the value chain**	Working conditions and human rights for workers across our supply chain.
G1	**Business integrity**	Ethical, transparent and responsible business conduct, including anti-bribery and corruption.

* DEI was not deemed material in our DMA process but is an area that Oterra remains committed to, also as part of our reporting obligations under the Danish Financial Statements Act.

Nature

Nature is at the heart of our business. We are committed to protecting ecosystems through responsible land use, prevention of deforestation, water stewardship, reducing waste, and maintaining soil health.

As part of our 2030 strategy, we are committed to increasing awareness and engagement around biodiversity amongst Oterra employees and within our value chain.

Water

Water is an increasingly scarce and precious resource, and if not managed properly it can become a business risk since water is required both for the growing of our raw materials and our processes in our factories.

We track the factory water intensity in production (m^3 of water used per tonne of semi-finished and finished goods produced) across all our sites. We have targets in place to improve water efficiency in production, which remains an important area for Oterra and a key element of our 2030 strategy.

In 2024/2025 we conducted a contextual water risk assessment using the World Resource Institute's Aqueduct Water Risk Atlas. Four of our 12 sites are located in areas of high water stress, situated in Peru and India. These findings are considered when developing site-specific water conservation measures.

Waste and byproducts

At Oterra, we track all waste generated at our production sites to help reduce waste and increase recycling. We work with specialized partners to ensure proper disposal of the waste we produce, including hazardous waste. All this helps us lower costs and environmental impact, while improving operational efficiency.

The extraction and manufacturing of our natural colors creates byproducts in the form of biomass. Our biomass byproducts are used by us or our partners as compost, animal feed, or biogas generation, or are sold to other industries that utilize our byproducts in their processes. We have undertaken careful analysis of all our byproducts and their uses, with a view to optimizing the use of our byproducts to create value for our business and our partners while improving circularity.

Oterra water stress map

Water stress measures the ratio of total water demand to available renewable surface and groundwater supplies. Higher values indicate more competition among users.

- Extremely high (>80%)
- High (40-80%)
- Medium-high (20-40%)
- Low-medium (10-20%)
- Low (<10%)

Source: Aqueduct 4.0 (wri.org)

Climate

We are taking bold climate action, with science-based targets to cut emissions. Our focus is on energy efficiency, renewable energy, and supplier collaboration to accelerate the low-carbon transition.

Oterra is exposed to material risks associated with climate change, including the increasing frequency and severity of climate-related events. Such climate-driven volatility may affect the availability, quality or cost of key agricultural raw materials, which may in turn impact prices, sales or profitability. In the coming years, Oterra will strengthen its work on environmental and climate issues by ensuring that key strategic business decisions are informed by climate resilience assessments, and by increasing awareness and engagement around biodiversity and natural capital. Our climate targets are validated by the Science-Based Targets initiative (SBTi) which has classified Oterra's Scope 1 and 2 target ambition as being in line with a 1.5 degree trajectory, which is currently the most ambitious designation available through the SBTi process. Our Scope 3 target is aligned with the well below 2 degrees scenario. Our targets are set on an absolute basis, which means reducing total impact even if the business is growing, and data is reported on the calendar year, which differs from Oterra's financial year.

In 2024/2025, in alignment with SBTi requirements, we updated our 2022 base-year emissions to incorporate acquired entities, updated methodologies, and improved Scope 3 data, ensuring continuity and comparability over time. Concurrently, we developed Oterra's FLAG (Forest, Land and Agriculture) inventory, for both the re-baselined 2022 figures and our 2024 reporting year. In 2025/2026, we will resubmit our energy/industry targets to the SBTi following the re-baselining exercise and will also submit our Scope 3 FLAG targets for validation.

Overall, we are proud to have achieved an **12%** reduction in total emissions (all Scopes) from our 2022 baseline to 2024. We are also proud of our **20%** reduction in direct emissions (Scope 1), which is primarily a result of the implementation of energy upgrades, such as the installation of a biomass boiler to replace a heavy fuel boiler at our site in Cossé, France, as well as our focus on energy efficiency in production. Our Scope 2 emissions remain negligible because of sourcing 100% renewable electricity.

Within Scope 3, we have seen a 19% drop in Scope 3 FLAG emissions from 2022 to 2024, primarily driven by a drop in purchased volumes of some high-intensity raw material categories, as well as improved inventory management across Oterra. During the same period, our Scope 3 non-FLAG emissions decreased by 2%.

See page 35 for detailed data.

VAXA Technologies

Spirulina made using an innovative cultivation process provides a vivid, natural blue color with an impressively low carbon footprint.

Strategic Partnerships

To achieve our ambitious climate targets, we've formed strategic partnerships - such as the one with VAXA Technologies, that cultivates spirulina using a carbon neutral process that also uses substantially less land and water than conventional cultivation methods.

Energy

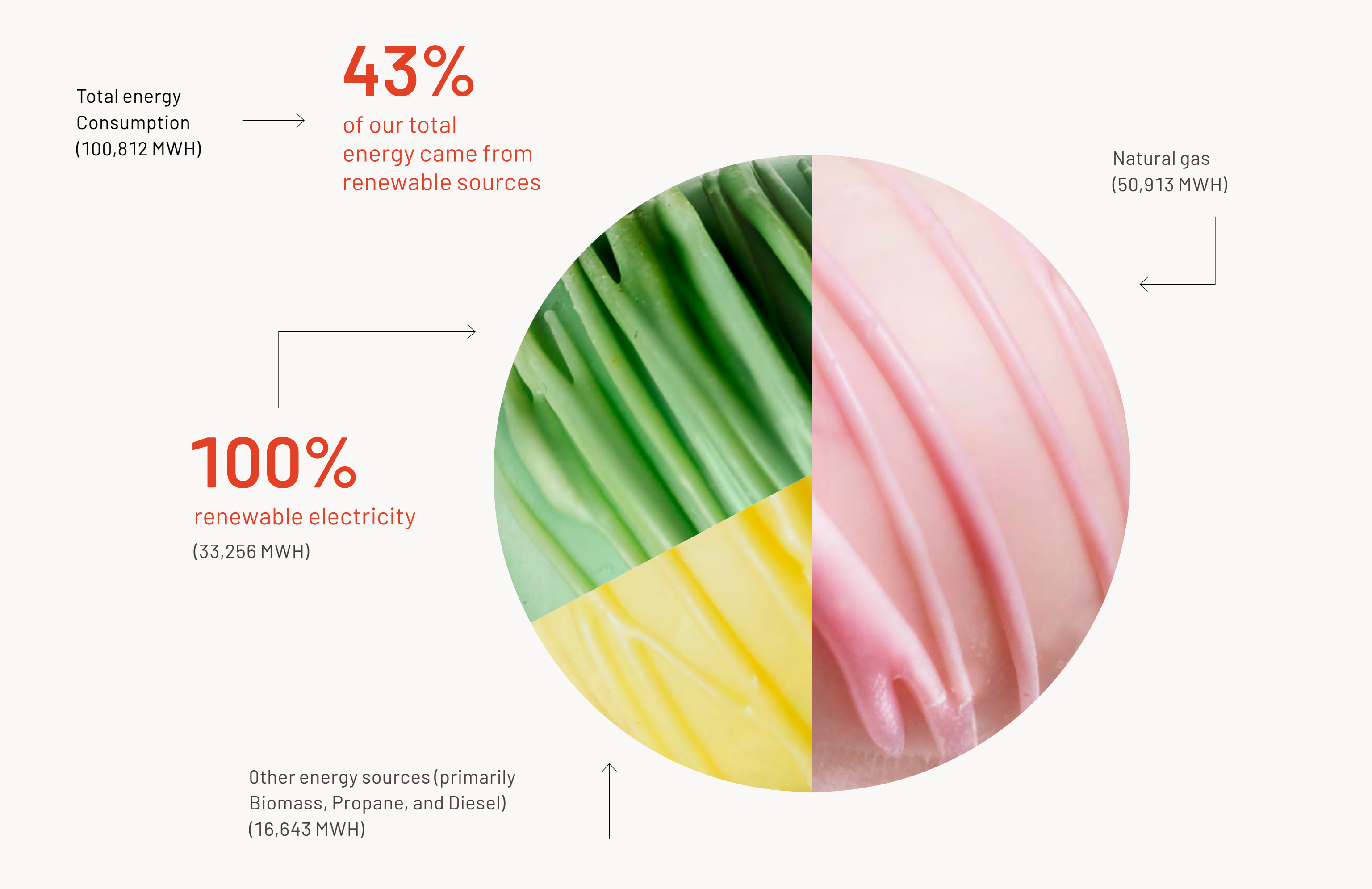
As a manufacturer of natural products with a global footprint, energy is central to our corporate strategy due to its impact on our GHG emissions and our bottom line.

Our main sources of energy are electricity and natural gas used in our production processes. We are proud of our long-standing commitment to **source 100% renewable electricity**, which forms an important part of our strategy for achieving our GHG emissions reduction targets by 2030. In 2024/2025, **43% of our total energy came from renewable sources** – up from 40% in 2023/2024.

We have carried out comprehensive on-site energy audits via a specialized third party at our main global production sites. These audits have resulted in a detailed understanding of our energy consumption, as well as a clear roadmap for upgrades and energy conservation measures that help improve our energy efficiency and lower our GHG emissions from energy.

For data, see page 35.

Energy Consumption



People

At Oterra, we invest in people as we do in nature. We conduct our business in a fair, transparent, compliant and ethical manner. We create a safe and inclusive working environment and uphold and advocate for human rights throughout our supply chain.

Key social and employee-related risks for Oterra include the loss of knowledge and experience if we are unable to attract or retain skilled employees, and the risk of accidents, injuries, or occupational hazards if health and safety standards are not maintained, which could impact our market position, or lead to fines or reputational harm.

We work closely with suppliers and farmers to ensure responsible sourcing practices. Our Supplier Validation Program aims to identify, prevent and reduce environmental and social and governance risks in our supply chain. It is based on risk assessment of our direct suppliers and consists of a thorough vendor approval process and vendor audits.

Ecoflora Cares

Through a partnership with Ecoflora Cares sourcing jagua fruit, smallholder farmers in Colombia benefit from improved income while actively contributing to biodiversity conservation and deforestation prevention.

Diversity and inclusion

At Oterra, diversity and inclusion are integral to our culture and long-term success. With more than 45 nationalities represented across our workforce, we benefit every day from a broad range of skills, perspectives, and experiences.

Our ambition is to foster a workplace where everyone feels a sense of belonging, where equal opportunities are ensured, and where diversity drives innovation and growth.

Our ambition

We believe that representation across experience, nationality, culture, international background and gender fuels creativity and performance. By 2025/26, our goal is to achieve at least 35% representation of the underrepresented gender in our Oterra Leadership Team (OLT) and Oterra Leadership Network (OLN). At the Board of Directors level, we are committed to reaching 40% representation of underrepresented genders among appointed members.

Building a strong and diverse talent pipeline

We recruit and develop talent based on merit, focusing on the skills and competencies required for each role. Our processes are designed to ensure fairness and respect for all candidates, regardless of gender, race, religion, age, disability, sexual orientation, political orientation, or cultural background.

Oterra requires that qualified male and female candidates are always presented for open senior leadership positions. This applies to both internal and external candidates. Any deviation from this requirement must be explained and justified. This principle supports our commitment to building a stronger, more diverse leadership pipeline.

An inclusive culture of opportunity

We are dedicated to creating an environment that supports both personal and professional growth. Our culture emphasizes continuous learning, curiosity, and innovation, ensuring employees have the opportunity to develop and thrive.

Through our global People Review process, we evaluate performance consistently across functions and geographies. This process considers not only the achievement of objectives but also the behaviors and approaches demonstrated in reaching them, ensuring fairness and alignment with Oterra's values.

Gender distribution in leadership (FSA §99b)

While Oterra embraces diversity in many dimensions, gender balance remains a key focus area.

- **Board of Directors:** The Board elected at the general assembly consists of seven members, with the underrepresented gender accounting for 29%. Our target is 40% by 2025/26. Among the five externally appointed professional members (non-EQT), 40% represent the underrepresented gender.
- **Oterra Leadership Team (Level 1):** Consists of seven members, and comprises our Chief Executive Officer, Chief Financial Officer, Chief Commercial Officer, Chief Operating Officer, Chief Innovation Officer, Chief Product and Strategy Officer, and Chief People and Culture Officer. At this level, 14% are from the underrepresented gender, compared with a target of 35% by 2025/26.
- **Oterra Leadership Network (Level 2):** Consist of 72 members, all senior leaders reporting directly to OLT (Level 1) members. At this level, 31% are from the underrepresented gender, compared with a target of 35% by 2025/26.

Progress and outlook

During the financial year, we reviewed and confirmed our policy on gender diversity across the Board and managerial levels (Level 1 and 2). We actively sought diverse and qualified candidates for senior positions, including from the underrepresented gender. For one of the Level 1 positions, we recruited a candidate from the underrepresented gender, welcoming Mia Kjersner as our new Chief Operating Officer.

For Level 2 positions, we also promoted efforts to attract candidates of the underrepresented gender. However, the pool of applicants and suitable profiles remained limited. Nevertheless, we saw a modest increase in overall representation of the underrepresented gender across Oterra's leadership population. This aligns with our long-term ambition of building a broader, more diverse pipeline of future leaders.


Mia Kjersner, Chief Operating Officer

Status on future goals and initiatives

As part of our long-term commitment to diversity and inclusion, Oterra has taken steps during the financial year to establish a stronger foundation for future progress. While we recognize that additional work is required to reach our targets, several initiatives have been advanced:

Inclusive leadership training

Preparations have begun to integrate inclusive practices into leadership development programs. Training modules are being designed to ensure leaders embed diversity principles into their daily leadership approach.

Enhanced data tracking

We have strengthened our systems for collecting and analyzing diversity-related data, enabling greater transparency and accountability in monitoring progress.

Talent development

Work has been initiated to track the diversity of our talent pipeline, with a focus on ensuring that individuals equipped to deliver on Oterra's strategy are developed and retained.

Diversity dashboards

Pilot dashboards have been introduced to monitor key metrics, including gender representation and employee engagement, with the aim of providing leaders with actionable insights.

Incorporating D&I goals in leadership expectations

Diversity and inclusion objectives are being embedded into leadership expectations through Oterra Leadership Network, and leaders will increasingly be held accountable for advancing diversity within their teams.

Transparent reporting

We continue to strengthen transparency through updates in our annual reporting and internal communications, ensuring that progress and challenges are communicated openly.

Oterra remains committed to advancing these initiatives over the coming year and beyond, with the ultimate goal of building a more diverse leadership pipeline and fostering an inclusive culture across all levels of the organization.

Health and safety

Oterra is committed to ensuring that our activities are carried out in accident-free environment for our workers, contractors and subcontractors. This year has been the start of Oterra´s new company-wide safety journey, focused on building a systematic and structured approach to risk management, with a key focus on safety culture.

Overall safety performance for incident reduction has improved compared with our internal baseline in 2019. Also, new KPIs on leading indicators have been introduced to better align our focus , i.e., severity prevention and close out EHS Business plan actions for each site.

EHS Roadmap

As part of our safety journey, we have launched our three-year strategic plan for health and safety principles. The plan consists of five main pillars that will govern key aspects of our business and establish the operational and managerial standards to which we will adhere.

Our goal with this system is to standardise our HS approach at every site, covering everything from site infrastructure to how our workers are prepared to do their roles.

Each of the pillars is built up of a master standard, which has several auxiliary procedures and tools that help clarify and implement it.

Risk management

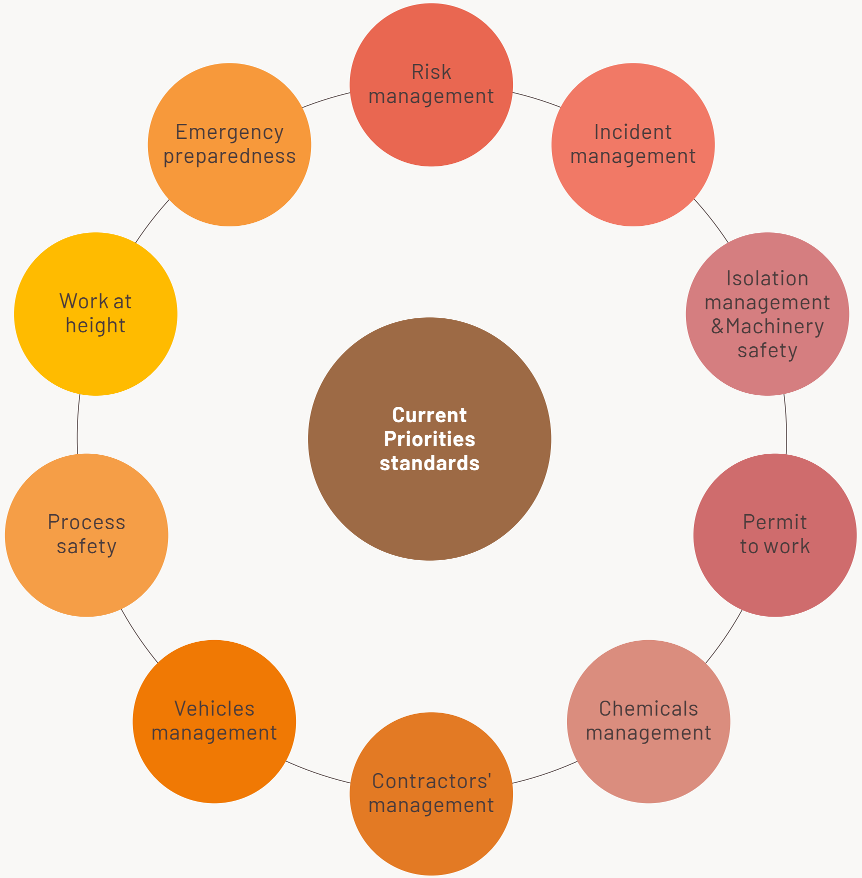
We have rebuilt our approach to risk management at our sites focusing on involving and listening to the frontline gaining valuable operational intelligence and cross-referencing this against the technical expertise of our EHS specialists to build a holistic view of our plants.

This has been a year-long effort to map all our major hazards at our sites and to evaluate the level of control we have over each hazard to create an effective ranking, which allows us to prioritise and ensure awareness from the shop floor all the way to upper management of the major hazards at each site.

Knowing our major hazards, we continue to deploy several levels of checks to ensure consistent and effective control at our sites. This level of verification is unfolded into the responsibilities of all leaders in the organisation so that an interdependent safety culture can be built into how Oterra works.

EHS Roadmap

Risk management



Safety performance

Overall safety performance has shown a consistent improvement over the year in comparison with our baseline.

Overall lost time incident frequency rate (LTIFR*) improved by by **66%** comparison with our baseline.

Overall lost time incident (LTI) numbers have decreased by **33%** in comparison with our baseline.

Lost Time Incidents

Lost Time Injury Frequency Rate

LTI Rate is the # of LTIs per 1,000,000 work hours (number of lost time incidents during the reporting period x 1,000,000 hours) / (Total hours worked in the reporting period). The work hours are calculated based on Oterra employees (permanent and part-time), excluding student workers and contractors.

Human rights

At Oterra, we respect human rights as defined in the International Bill of Human Rights and the International Labour Organization Declaration on Fundamental Principles and Rights at Work, and we expect our suppliers, business partners, and other established business relationships to do the same. We respect the Ethical Trading Initiative Base Code and the core conventions of the International Labor Organization (ILO). Our work with human rights is an integral part of our continuous support to the UN Global Compact.

We source from a wide range of suppliers globally, and as such, there is a risk of coming across suppliers who do not comply with internationally recognized standards and conventions. Oterra's Whistleblower Portal enables all Oterra employees, as well as customers, suppliers, business partners, and other stakeholders, to report any concerns. In 2024/2025, we continued to address human rights risks and due diligence through our Supplier Approval Program. This program requires both potential new and existing suppliers to undergo an initial and then periodic audit process to ensure compliance with Oterra's ESG requirements, including our Human Rights Policy.

Oterra is committed to collaborating only with suppliers who comply with our Supplier Code of Conduct, which sets out clear social and environmental requirements, such as respect for human rights and a zero-tolerance stance on bribery and corruption. The Code is publicly available on our website. In 2025/26, we are further strengthening our human rights procedures by introducing the Sedex platform to assess supplier risks. This will allow Oterra to engage with suppliers identified as high-risk to develop mitigation plans or conduct follow-up audits where necessary.

Third-party audits on social and environmental matters are further performed at Oterra's production sites at regular intervals. These audits are called SMETA (Sedex Member Ethical Trade Audits) and are managed through Sedex, which is one of the world's largest collaborative platforms for sharing social and environmental data with customers, to which Oterra maintains active participation.

In 2024/2025, we have not detected any human rights violations in our supply chain.

Data ethics

The digital environment is continuously evolving and revealing new and innovative ways of improving the operations of our company. However, with all the possibilities of a digital transformation come responsibilities and an important focus on data ethics. Oterra is committed to the protection of privacy and to securing transparent and ethical data processing.

Oterra encounters different types of data. Internally, it is mainly processing of data about our employees and job applicants. Data about our employees and job applicants include personal data, such as names, addresses and phone numbers. In the daily operations, Oterra further processes certain special categories of personal data, for example health information and information about union memberships.

Oterra also processes large amounts of data that is not personally identifiable e.g., aggregated data, technical data, statistical data, industrial data, or similar. Such data is used to improve performance and reliability of our products and increase the productivity for the benefit of our customers.

Oterra only uses machine learning, artificial intelligence, or algorithms in a limited manner and always strives to ensure that the systems are designed and implemented on the basis that the use of AI must respect the rights and dignity of people and that the results are not discriminatory or biased. Our AI systems are deployed with an appropriate level of human control and oversight, based on the assessed risk to individuals. Further, privacy and security are considered as part of the design of any AI system by implementing adequate measures to mitigate risks to the privacy, security, and safety of individuals.

Oterra has implemented a Data Ethics Policy that has been prepared in accordance with §99d of the Danish Financial Statements Act. The purpose of the policy is to formally state Oterra's data ethics principles and describe the overall ways we process data, making it clear to our customers, suppliers, employees, visitors to our website, and other stakeholders, that we are dedicated to protecting their data.

Our policy can be found on our website under https://oterra.com/legal

Oterra is committed to the protection of privacy and to securing transparent and ethical data processing.

Anti-bribery and corruption

As a global company operating in diverse geographical contexts with varying risks to business integrity, it is essential that we uphold a high standard of compliance in all activities, including product sales, material sourcing, and collaboration with external partners.

Oterra has adopted a Global Code of Conduct and Guidelines for gifts, hospitality, and entertainment to ensure that our employees know and act in accordance with our zero-tolerance position on corruption and bribery. Both are available for all employees in various languages. In 2024/25, we conducted awareness training for all white-collar employees on the importance of acting ethically and responsibly and how to understand, recognize, prevent and report bribery and corruption, as well as selected blue-collar employees. Of those included in the training scope, 92% have completed the courses.

Oterra wants to promote a culture based on open dialogue. Oterra's Whistleblower Portal enables all employees of Oterra, as well as customers, suppliers, business partners and other stakeholders, to report any illegal/unethical misconduct or serious/sensitive concerns. The Whistleblower Policy, which can be found at the Whistleblower Portal, is available in multiple languages and sets out the possibilities for employees, business partners and other stakeholders to raise serious and sensitive concerns for us to reinforce and support our commitment to ensure legal and ethical behavior throughout our operations.

The Whistleblower Portal is used to report serious violations or misconduct, or suspicions hereof, that may influence Oterra or the life or health of individuals, including violations, suspicions, and concerns. During 2024/25, we received seven whistleblower reports, all of which were thoroughly investigated by the Compliance Team. The investigations showed no serious violations of our Code of Conduct, including our position on corruption and bribery.

In 2025/2026 we are striving to gain deeper insight into the third parties we engage with. To support this, we are enhancing our due diligence requirements and information requests to ensure more transparent, responsible, and compliant business relationships.

Data

GHG emissions

Our GHG emissions are calculated on the calendar year, which differs from Oterra's financial year. Office locations with a minimum threshold of 15 staff are included in the data. Excluding smaller office locations which make up less than 5% of Oterra's total emissions is allowed under SBTi guidance. All data is in tCO_2e.

GHG emissions	2022 baseline*	2023	2024	2024 progress towards target	2030 target
Scope 1	13,548	9,585	10,871	-20%	-42%
Scope 2 (market-based)	7,349	422	121	-98%	-42%
Scope 3 FLAG	67,870	N/A**	54,680	-19%	-30%***
Scope 3 non-FLAG	132,249	N/A**	129,351	-2%	-25%

* Restated in 2024/2025 to include acquisitions and align with SBTi FLAG requirements
** 2023 data not included in re-baselining exercise, hence comparable data does not exist for Scope 3
*** Pending SBTi validation

Energy

§ Accounting policies

Energy consumption is reported on a market-based approach for all Oterra's production sites, our R&D center in Montpellier, our headquarter in Hoersholm, as well as any office locations with a minimum threshold of 15 staff. Data is obtained from invoices, through meter readings or downloaded from the supplier's website.

Direct energy consumption leads to scope 1 GHG emissions and includes natural gas, propane and diesel. Indirect energy consumption leads to scope 2 GHG emissions and includes electricity and district heating purchased and consumed by Oterra. All Oterra's electricity consumption is covered by EACs (Energy Attribute Certificates) or generated by Oterra directly via solar panels on the roofs of production facilities in Italy and India.

Energy	2024/2025
Total energy consumption	100,812 MWH
From natural gas	50,913 MWH
From electricity	33,256 MWH
-% of renewable electricity	100%
From other energy sources (primarily Biomass, Propane, and Diesel)	16,643 MWH
% of total energy that is from renewable sources	**43%**

GHG Accounting Policies & Calculation Methods

§ Accounting policies

Oterra accounts for greenhouse gas (GHG) emissions in accordance with the Greenhouse Gas Protocol Corporate Standard and the Corporate Value Chain (Scope 3) Standard. Emissions are reported as CO_2 equivalents (CO_2e), using the most recent emission factors available from recognized sources, including DEFRA, IEA, and the US EPA EEIO database.

Scope 1 and 2 emissions are calculated using an activity-based approach. Actual consumption data (e.g. utility invoices, fuel usage) is multiplied by source-specific emission factors.

Scope 3 emissions are calculated using a hybrid accounting method, using spend based, activity based as well as supplier specific data. All 15 categories have been assessed, with those deemed non-material or not relevant to Oterra's business model excluded with justification (e.g., downstream and upstream leased assets, processing and use of sold products, franchises). We continue to incorporate activity-based and supplier-specific data where available, and thereby improve the granularity of our Scope 3 data each year.

		Unit	2022/23	2023/24	2024/25	2025/26	2026/27	Comments
Gender distribution at top management levels								
Top managerial position (Board of Directors)	Total number of members	Number	6	6	7			Increase by one (1) externally appointed board member (not EQT representation), resulting in an increase in underrepresented gender. Externally appointed women: 40% (2022/23: 50%, 2023/2024: 25%)
	of which externally appointed		4	4	5			
	Underrepresented gender in full BoD	%	33	17	29			
	Target	%	40	40	40			
	Year for fulfilment of target	Year	2025/26	2025/26	2025/26			
Gender diversity in Oterra Leadership Team (women, based on headcount)		%	16	0	14			Oterra Leadership Team increased by one (1) female member
Gender diversity in senior management (women, based on head-count)		%	33	31	32			Senior Management expanded in total numbers, and modest increase in underrepresented gender in pct.
Gender diversity in all Oterra leaders (women, based on headcount)		%	32	34	34			Overall leader population declined, but increased in underrepresented gender in pct.
Other managerial positions (level 1 and 2)	Total number of members	Number	58	68	72			The managerial group (level 1 and 2) was expanded, both from within our organisation and with externals during the previous year, leading to a modest increase in underrepresented gender in pct.
	Underrepresented gender in pct.	%	32	30	31			
	Target in pct.	%	35	35	35			
	Year for fulfilment of target figure	Year	2026	2026	2026			
Total employee headcount		Number	1,230	1,210	1,234			
Headcount per gender								
Male		Number	861	845	860			Gender composition remained the same as in the previous year.
Female		Number	369	365	374			
Male		%	70	70	70			
Female		%	30	30	30			
Nationalities		Number	51	47	47			
Distribution of employees by age group								Age composition remained the same as in the previous year.
<30		%	19	15	15			
31-40		%	33	35	35			
41-50		%	27	27	27			
51-60		%	18	19	19			
>60		%	3	4	4			

Recorded cases of human rights abuse or human trafficking upheld

2022/23:	2023/24:	2024/25:	2025/26 target:
0 cases	**0 cases**	**0 cases**	**0 cases**

The number of substantiated cases of human rights abuse or human trafficking reported through the Whistleblower Portal. All cases are investigated by the Compliance Team, but only cases that are upheld within the reporting period are counted, with duplicate or unsub-stantiated reports excluded.

Benchmarking Against Industry Standards
Oterra's approach to diversity aligns with industry trends and best practices, reflecting the growing expectations for progress in diversity and inclusion. This includes meeting regulatory requirements, adopting gender quotas forlead-ership roles, and fostering an inclusive culture. By regularly benchmarking our performance, we ensure that we stay at the forefront of diversity and inclusion efforts in our industry.

For more details on our policy and actions to increase gender balance in management, please refer to page 30 of this report.

Corporate governance

In this section

Board of Directors

Oterra has a two-tier management structure, consisting of the Board of Directors and the Oterra Leadership Team. The Board of Directors supervises the work of the Oterra Leadership Team and is responsible for the overall management and strategic direction, while the Oterra Leadership Team is in charge of the day-to-day management.

As of 31 August 2025, the Board of Directors consisted of seven shareholder-elected members. The composition of the Board of Directors ensures that its members represent the required skills, industry knowledge, diversity and international experience. The board members are elected by the shareholders at the Annual General Meeting for a one-year term and are eligible for re-election. The Board of Directors evaluates its work on an annual basis, and determines once a year the qualifications, experience and skills needed for the Board of Directors to best perform its tasks.



Name	**Cees de Jong**	**Nils Philipp Ketter**	**Joan A. Braca**
Born in year	1961	1982	1972
Nationality	Dutch	German	USA
Position in the Board	Chairman	Board member, member of the Audit Committee, representing EQT	Board Member
Member of the Board since	March 2021	August 2023	December 2024
Education	• MD (Erasmus University Rotterdam) • MBA (Rotterdam School of Management)	• MSc. Electrical Engineering from ETH Zurich and Ecole Centrale Paris, MBA from London Business School	• BS Mechanical Engineering (Lehigh University) • MBA Finance (Temple University)
Other Board positions	Novo Nordisk A/S (Vice chair), Novonesis Group (Novozymes A/S) (Chairman) and Meatable B.V. (Chairman)	Dellner Couplers (Board member)	EloLife Systems, Teknor Apex
Special competencies	Extensive international business and management experience from a range of industries, such as the food, food ingredient and industrial biotech industries, as well as financial and accounting expertise. Pioneered to embed sustainability into strategy, operating model and reporting, ensuring a meaningful, positive corporate societal impact.	Extensive experience within investments and operational value creation leading EQT European Private Equity investment activities in Industrial Technology. Currently based in Munich, Germany.	30 years' experience in specialty chemical and food ingredients spaces. Significant Experience in Operations, Marketing, Sales, P&L Management in the US, Europe and Asia Pacific. Presently CEO of a Private Equity owned company.

				
Name	**Xiangwei Gong**	**Christoffer Erik Mathies Lorenzen**	**Thijs William Bakker**	**Vesa Koskinen**
Born in year	1969	1975	1974	1979
Nationality	United States of America	Danish	Dutch	Finnish
Position in the Board	Board member	Board member	Board member, Chairman of the Audit Committee	Board member, representing EQT
Member of the Board since	March 2021	March 2021	September 2023	January 2024
Education	• BA in Economics, University of International Business and Economics, Beijing; • MBA, Columbia Business School, New York	• Master's degree, Business Administration & Economics	• MSc. Economics and business and Post Graduate Master of Finance and Control (RC).	• M.Sc. (Econ), major in Finance from the Helsinki School of Economics
Other Board positions	Executive board member of AptarGroup Inc. (NYSE: ATR)	Karo Healthcare AB (various Board roles in Karo Group companies), Bactolife A/S (commercial advisor)	Azelis Denmark A/S (Board member), OEM International AB (Board member)	Cerba HealthCare (Board member), Enity Group (Board member), Desotec (Board member)
Special competencies	Experienced global executive in building and leading B2B and B2C businesses; A strong track record in the global beauty, personal care, food, nutrition and pharmaceutical sectors with a deep understanding and experiences in full value chains from ingredients, formulation, packaging, manufacturing, regulatory, to marketing and distribution.	12+ years in leadership roles in leading ingredients business and 6+ years as CEO of a private equity owned consumer healthcare business. Extensive experience with Sales excellence, International business, M&A, change management and business transformation.	Over 20 years' international experience in finance, having worked in various finance roles in the Netherlands, the United States and across the Asia Pacific region for a leading global paints and coatings company and a major producer of specialty chemicals.	Extensive board of directors experience in a range of industries and geographies in both private and public companies. Chair and/or member of various EQT internal investment and portfolio performance committees. Based in Helsinki, Finland.

Our Leadership Team

The Oterra Leadership Team is responsible for Oterra's day-to-day management, including the development of Oterra's activities and operations and its risk management, financial reporting and internal affairs. The Oterra Leadership Team also prepares and presents the company's strategy, long-term financial planning and budgets to the Board of Directors. The delegation of powers and responsibilities by the Board of Directors to the Oterra Leadership Team is described in the Rules of Procedure for the Executive Management and the provisions of the Danish Companies Act (Selskabsloven).

Our seven-member Oterra Leadership Team comprises broad and international management experience, comprehensive natural colors expertise, leadership, and in-depth knowledge of Oterra's business.

			
Name	**Martin Sonntag**	**Jesper Svarer**	**Luc Ganivet**
Title	Chief Executive Officer	Chief Financial Officer	Chief Innovation Officer
Born in year	1965	1975	1972
Nationality	German	Danish	French
Joined in	January 2024	March 2025	January 1999
Experience	Martin has worked the past 9 years in corporate executive business leadership positions in multi billion companies in the food ingredients industry and driven significant organic growth and M&A in specialty ingredients, natural and plant based alternative ingredients. Prior, he has worked in Private Equity and 10 years in global business leadership positions in food, pharma, personal care, ingredients, and industrial chemicals at Dow Chemical. During his first 10 years with Dow Chemical, he was working as an engineer leading plants and global technology development and deployment.	Jesper has more than 20 years of experience in corporate finance, strategic execution and business transformations having served in various senior leadership roles across large multinational companies like Falck, KMD and ISS with responsibilities covering finance, strategy and M&A. Prior to this he has held positions in corporate finance and M&A in companies such as Maersk, GN and Handelsbanken Capital Markets.	Luc is an experienced Head of Research and Development with a business development specialty, and a demonstrated history of working in the biotechnology and ingredients industry. He is a business driven, professionally skilled in food & beverage, B2B, innovation management and international business. Luc has been President of the Natural Food Colors Association (NATCOL) since 2019.
Core competencies	Global business leadership in chemicals and ingredients, strategic growth leadership, organizational design and change management	Financial management, general management, strategic development, mergers & acquisitions, change management	Innovation management, business development, food colors
Education	• Hamburg Chemical Engineering degree	• IMD Business School and DTU Business – Executive development and change programs • Aarhus University, School of Business – Master of Science in Finance	• Ecole Nationale Supérieure d'Agronomie et des Industries Alimentaires - Nancy Engineer's Degree, Biotechnology, Agronomy & Food Sciences

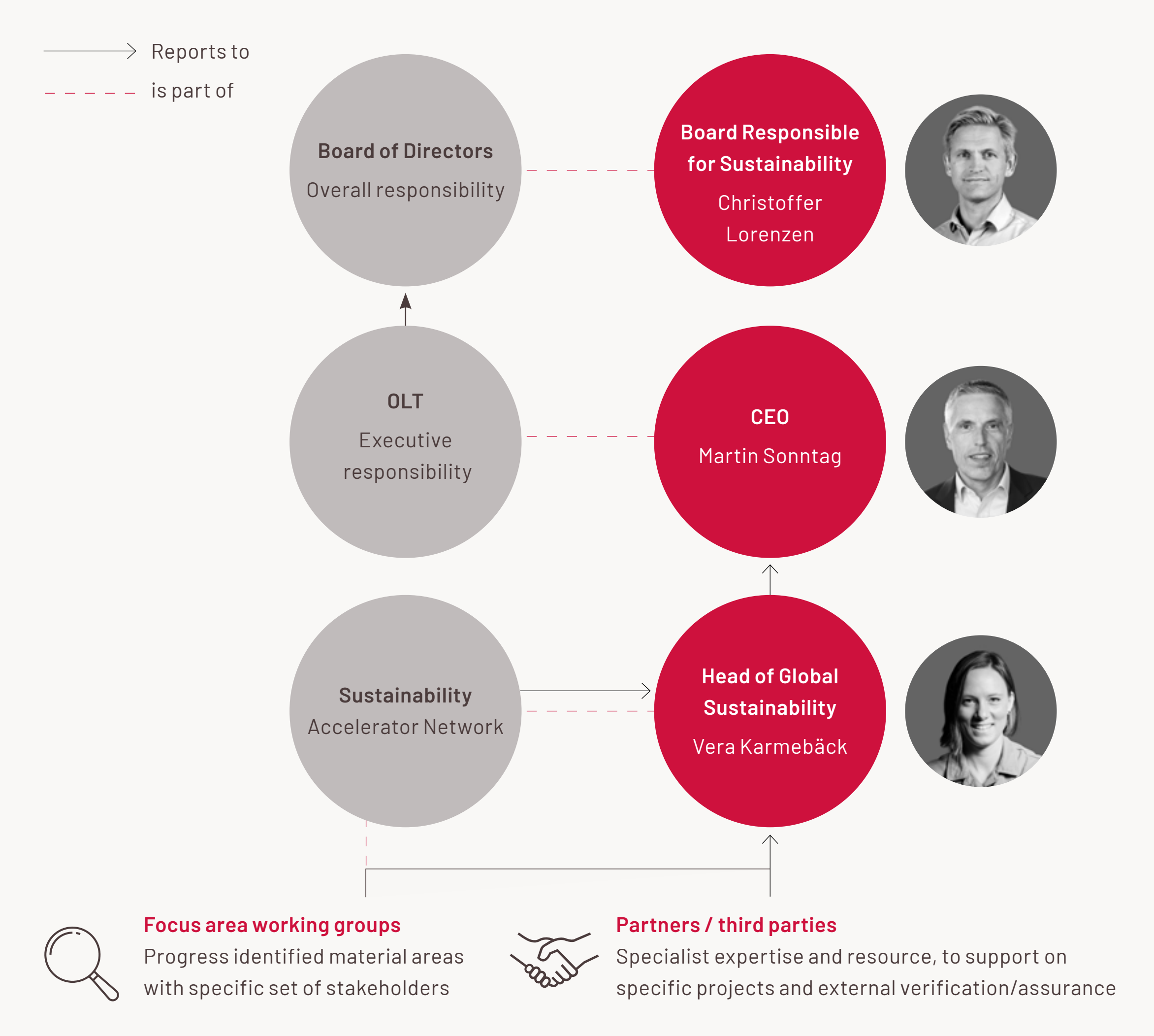
				
Name	**René Schou**	**Jan Fledelius**	**Carl Martin Borcher**	**Mia Kjersner**
Title	Chief Commercial Officer	Chief People & Culture Officer	Chief Product & Strategy Officer	Chief Operating Officer
Born in year	1969	1983	1984	1979
Nationality	Danish	Danish	Danish	Danish
Joined in	July 2024	July 2024	November 2022	March 2025
Experience	René has previously served in senior leadership roles at Danisco A/S transforming Danisco into a world leading ingredient house and later at AAK A/B. AAK went through a significant successful transformation during the last 10 years and René was a key member of the executive leadership team.	Jan joined Oterra from Ellab A/S (owned by Novo Holdings), where he served as Chief People Officer, leading their global people, organization, and communications efforts. Prior to that, Jan held senior global leadership positions at LEO Pharma, Scandinavian Tobacco Group, and Novo Nordisk, including several years working in the United States.	Carl Martin joined Oterra from EQT Partners where he for the last decade has worked on numerous M&A transaction as part of EQT's Industrial Technology and Sustainability teams and served on the Board of Directors of companies such as Fertin Pharma, Dellner, StormGeo and Oterra. Prior to joining EQT Partners, Carl Martin was part of establishing Moelis & Company's (a global investment bank) European presence and worked with UBS Investment Bank in their offices in New York and London.	As COO at Oterra, Mia brings over 15 years of global supply chain leadership, focusing on transformation, delivery performance, inventory optimization, and operational excellence. Her recent role at GN Audio involved leading complex, high-volume supply chains, driving digital initiatives, and aligning supply with strategic growth. She has held several senior leadership roles among big Danish companies and comes with a consulting background.
Core competencies	General Management , transformation, modernisation, P&L and performance management, strategic planning, M&A and integration.	Organizational development, change management & communications, global & cultural effectiveness	Mergers & acquisitions, business strategy & development, change management	Supply chain and integrated business planning, strategic sourcing, digitalization, and operating model design. Leading and delivering complex and cross-functional transformation programs.
Education	• Food technologist • Executive MBA	• Aarhus University (DK) – Master of Business Administration (MBA) • De Montfort University (UK) – BA (Hons), Business Administration	• The Wharton School of the University of Pennsylvania – BSc in Economics and Business Administration (exchange program) • Copenhagen Business School – BSc in Economics and Business Administration	• Copenhagen Business School – Master of science, Supply Chain Management

Sustainability governance

Responsibility for sustainability lies with the highest corporate governance entity, our Board of Directors. Christoffer Lorenzen, non-executive board member, is our board member responsible for sustainability. This means that Christoffer ensures that sustainability progress is regularly reviewed and discussed at board meetings, and is kept up to date on pertinent sustainability matters.

The Oterra Leadership Team (OLT) has executive responsibility and decision-making authority over sustainability matters. We have a dedicated Head of Global Sustainability who drives Oterra's sustainability agenda with a direct reporting line to the CEO, and regularly reviews progress with the full OLT. Each identified sustainability focus area has an owner and a senior leadership team sponsor, and where appropriate, we have formed working groups to drive progress with specific sets of internal and/or external stakeholders.

The Sustainability Accelerator Network is where our focus area owners come together to review and enable progress on Oterra's key sustainability KPIs, by taking a holistic view on their interdependence. The members of this group also serve as sustainability ambassadors in their respective locations and departments.



Stakeholders

We engage regularly and actively with our stakeholders so that we make balanced decisions and ensure the continuing success of Oterra. To the right is a summary of our key stakeholders, what their sustainability concerns are and how we engage with them. A key stakeholder is defined as a stakeholder impacted by Oterra that has an interest in how we run our business and holds an important role in our company's success.

Stakeholder	Stakeholder's key sustainability concerns	How we engage
Customers Our customers are food and beverage manufacturers and companies active in the health and wellness space, ranging from large multinational corporations to bespoke local producers.	• Low carbon products • Innovative product portfolio • Supply chain security • Regional regulatory guidance • Product quality and safety • Zero tolerance of child labor, forced labor and human trafficking in extended supply chain	• Committed customer support team • Tailored workshops • On-site demonstrations and visits • International and local conferences • Targeted engagement on sustainability matters
Employees We employ 1,234 people with 47 nationalities as of 31 Aug 2025.	• Diversity, inclusion, and equal opportunity • Professional growth and development opportunities • Engaged leadership • Occupational health and safety • Work-life balance	• Employee surveys • Local and global townhalls • Colorful intranet sharing company updates and news • Global Health & Safety program including workshops and leadership safety walks • Employee engagement activities
Suppliers and partners Our business builds upon a network of trusted long-term suppliers and partners, supporting us in delivering our objectives.	• Long term preferential partnerships • Learning and exchange, sharing of best practices • Guidance on Oterra's sustainability expectations • Regular communication to allow for future planning and quick resolution of issues	• Initial supplier vetting and engagement • Day-to-day communication • On-site supplier visits and audits • Targeted engagement on sustainability matters
Investor Oterra is a portfolio company of EQT IX.	• Climate action and net zero • Strong management of material ESG risks and opportunities • High standards of corporate governance	• Ongoing close communication through regular briefings with management • EQT portfolio company forums and network meetings
Local communities We have an impact on the local communities surrounding our production sites as well as on the farming communities that produce our raw materials.	• Job and internship or educational opportunities • Water and air pollution • Proper waste management • Local area security • Charitable support within education and health	• Vocational training centers in select locations • Regular engagement in some locations with local community representatives • Ad hoc engagement on topical matters
Industry bodies Oterra is involved in wider industry discussions and engagements via industry bodies.	• Opportunity to shape industry legislative and regulatory requirements • Lobbying for industry-wide standards	• Membership in and strong engagement with NATCOL (Natural Food Colors Association)

Risk management

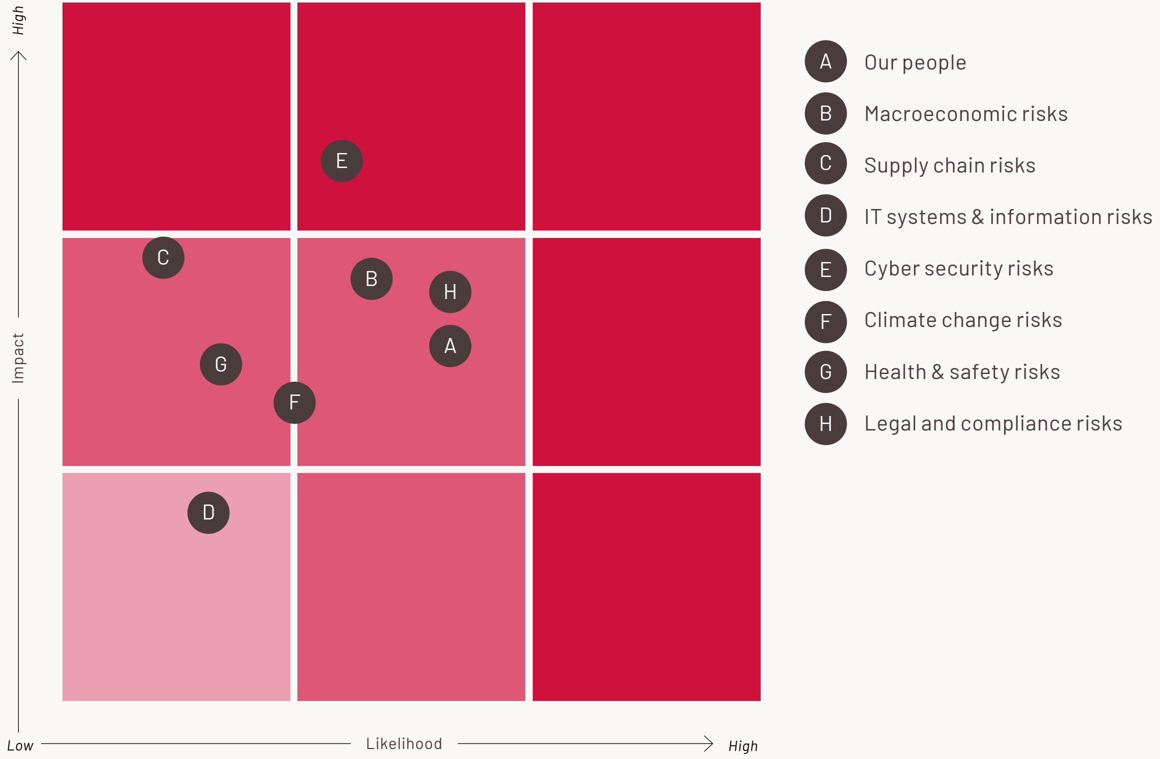
The Board of Directors holds the primary responsibility of aligning the Group's risk exposure with its desired risk profile. The board conducts thorough evaluations to ensure the implementation of appropriate awareness and management processes throughout the organization.

The Group CFO assumes the day-to-day responsibility of managing the risk process, while also keeping the board informed about significant developments in the key risk areas. The Group CFO conducts ongoing assessments of our insurance coverage to ensure it remains sufficient for mitigating day-to-day concerns.

Our risk management practices are built upon continuous monitoring, allowing us to identify relevant risks promptly. Through our enterprise risk management practice, we aim to proactively identify, monitor, assess, and mitigate risks at the earliest stage possible, effectively managing both the likelihood and potential impact.

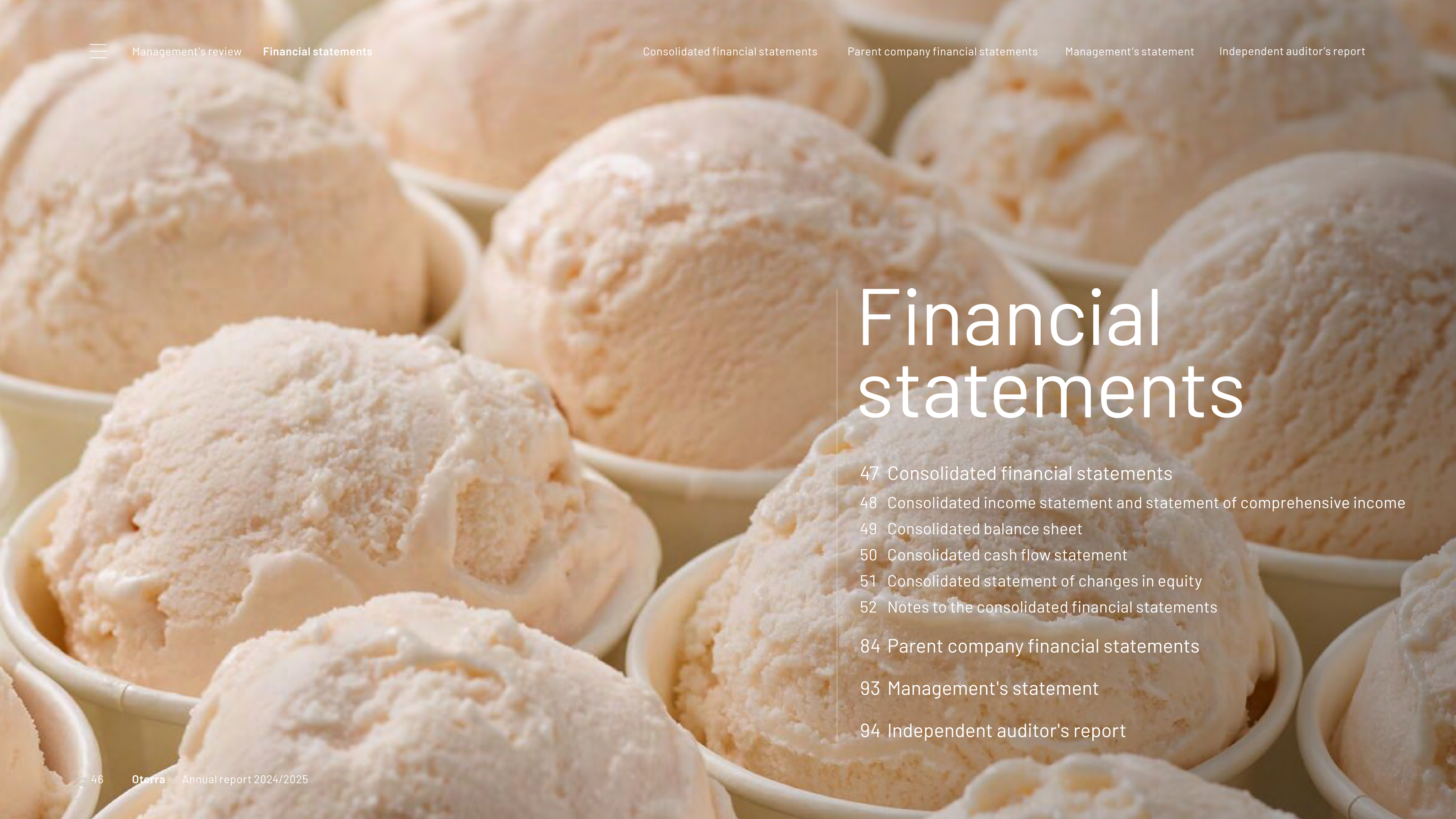
Risk action hierarchy

Risk heatmap



Risk overview

	A Our people	B Macroeconomic risks	C Supply chain risks	D IT systems & information risks	E Cyber security risks	F Climate change risks	G Health & safety risks	H Legal and compliance risks
Risk	Risk of loosing knowl-edge and experience by being unable to attract or retain skilled employees depend among others on the quality of the management team and the expertise of the key leading personnel.	Macroeconomic develop-ment, market dynamics, regulation and crises may affect results and lead to reduced ability or willing-ness to pay.	Disruption of product supply due to e.g. shortage may compro-mise product availability and result in lost commer-cialization.	Interference with IT systems such as infrastructure failure, leading inability to serve customers.	The risk of cyber attacks, leading to breach of confi-dential data or significant impact on our operations.	Climate changes or regulation around climate leading to shortage or decreased demand.	Severe accidents due to e.g. lack of safety on the factory or environ-mental incidents.	Non-compliance with laws and regulations, including competition law, privacy, trade sanctions , anti-bribery and corruption regulations.
Potential impact	Not meeting customer needs, impacted market position, reputation about Oterra as a workplace.	Impact prices, sales, profit, market position and limited conversion towards natural.	Product shortage, not meeting customer demands, impacted sales, profit and market position.	Limit the ability to main-tain operations, signifi-cant impact on sales and market position.	Compromise individu-al's privacy, theft, limit the ability to maintain operations and signifi-cant impact on sales and market position.	Impacted prices, sales, profit, market position and scarcity of conversion towards natural.	Injury or fatality, lawsuits and a reputa-tional damage.	Violations and non-com-pliance may lead to inves-tigations by authorities, fines and/or criminal and civil sanctions and other penalties.
Mitigation	Management setting clear cross-functional priori-ties for personnel, as well as HR processes around retention and recruitment of talents.	Diversity in the business and ensuring proper cost controlling to navigate in macroeconomic factors affecting the business.	Establish multiple suppler strategy, supplier risk assessment and quality management system.	Cloud first strategy secures that all critical IT systems are hosted in cloud and conducting monthly penetration tests. Measures are back-up, failover sites and network redundancies.	All IT access is secured with multi-factor authentication, 24/7 security governance is implemented, employee training in cyber threats and phishing simulations are executed.	Large product portfolio and a global sourcing strategy.	Established an Environment, Health & Safety (EHS) Manage-ment system at local level.	Ongoing strengthening of compliance program, including training activities. Confidential whistleblower portal for reporting of unethical situations, violations and misconduct.



Financial statements

Consolidated financial statements

Consolidated financial statements

Notes

Section 1: Basis of preparation

Section 2: Income statement

Section 3: Balance sheet

Section 4: Financing and risk

Section 5: Other disclosures

Consolidated income statement

EUR million	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Revenue	2.1	447.1	417.2
Cost of sales	2.2, 2.3	(321.2)	(308.6)
Gross profit		**125.9**	**108.6**
Research and development expenses	2.2, 2.3	(28.4)	(24.8)
Sales and marketing expenses	2.2, 2.3	(28.0)	(35.2)
Administrative expenses	2.2, 2.3, 2.4	(46.1)	(40.6)
Operating income (EBIT) before special items		**23.4**	**8.0**
Special items	2.2, 2.3, 2.5	(16.3)	(16.1)
Operating profit/loss (EBIT)		**7.1**	**(8.1)**
Financial income	2.6	3.4	6.6
Financial expenses	2.6	(54.8)	(42.3)
Loss before tax		**(44.3)**	**(43.8)**
Income taxes	2.7	(8.2)	(9.0)
Loss for the year		**(52.5)**	**(52.8)**
The loss for the year is attributable to:			
Owners of Oterra Holding ApS		(55.8)	(56.7)
Non-controlling interests		3.3	3.9
Loss for the year		**(52.5)**	**(52.8)**

Consolidated statement of comprehensive income

EUR million	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Loss for the year		(52.5)	(52.8)
Items that will be reclassified subsequently to the income statement when specific conditions are met			
Currency translation of foreign operations		(7.2)	(14.7)
Value adjustment of hedge instruments for the year		(0.3)	(10.8)
Income tax relating to these items		0.0	2.4
Other comprehensive loss for the year		**(7.4)**	**(23.1)**
Total comprehensive loss for the year		**(59.9)**	**(75.9)**
The total comprehensive loss for the year is attributable to:			
Owners of Oterra Holding ApS		(58.0)	(77.1)
Non-controlling interests		(1.9)	1.2
Total comprehensive loss for the year		**(59.9)**	**(75.9)**

Consolidated balance sheet

EUR million	Note	Aug 31, 2025	Aug 31, 2024
ASSETS			
Non-current assets			
Goodwill	3.1	364.2	366.8
Other intangible assets	3.1	378.7	407.7
Property, plant and equipment	3.2, 3.3	150.2	154.9
Other long-term assets	3.4	18.0	18.0
Deferred tax	2.7	7.4	6.7
Total non-current assets		**918.5**	**954.1**
Current assets			
Inventories	3.5	121.2	114.1
Trade receivables	3.6	89.3	88.1
Tax receivables		9.4	5.1
Other receivables		19.1	22.8
Prepayments		6.4	7.8
Cash at bank		24.1	31.2
Total current assets		**269.5**	**269.1**
Total assets		**1,188.0**	**1,223.2**

EUR million	Note	Aug 31, 2025	Aug 31, 2024
EQUITY AND LIABILITIES			
Equity			
Share capital	4.1	0.1	0.1
Hedging reserve		(2.2)	(2.0)
Translation reserve		(43.6)	(41.6)
Retained earnings		571.3	627.1
Equity attributed to equity holders		**525,6**	**583.6**
Non-controlling interests		7.9	9.8
Total equity		**533.5**	**593.4**
Non-current liabilities			
Deferred tax	2.7	71.5	77.3
Borrowings	4.3, 5.1	441.4	430.8
Lease liabilities	4.3, 5.1	16.7	20.9
Provisions	3.7	3.9	1.0
Total non-current liabilities		**533.5**	**530.0**
Current liabilities			
Borrowings	4.3, 5.1	40.9	20.7
Lease liabilities	4.3, 5.1	3.1	3.0
Trade payables	4.3	41.1	44.0
Tax payables	4.3	9.2	2.9
Other payables	4.3	26.7	29.1
Total current liabilities		**121.0**	**99.7**
Total liabilities		**654.5**	**629.7**
Total equity and liabilities		**1,188.0**	**1,223.2**

Consolidated cash flow statement

EUR million	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Operating activities			
Profit before tax		(44.3)	(43.8)
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment and right-of-use assets		20.3	17.1
Amortisation of intangible assets		26.2	25.6
Finance income		(3.4)	(6.6)
Finance costs		54.8	42.3
Net foreign exchange differences		(13.8)	5.4
Movements in provisions		2.9	(0.6)
Other		-	0.9
Working capital changes:			
Decrease/(increase) in trade receivables and prepayments		3.9	(11.9)
Decrease/(increase) in inventories		(7.1)	7.9
Decrease/(Increase) in trade and other payables		12.6	(8.8)
		52.1	27.5
Interest paid		(37.9)	(43.0)
Income tax paid		(7.2)	(7.9)
Net cash flows from operating activities		**7.0**	**(23.4)**
Investing activities			
Purchase of property, plant and equipment		(23.0)	(23.2)
Investment in other long-term assets		-	(2.6)
Purchase of intangibles assets		(1.1)	(3.1)
Cash flows from investing activities		**(24.1)**	**(28.9)**

EUR million	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Financing activities			
Proceeds from group cash contribution		-	99.5
Proceeds from borrowings		51.4	3.1
Repayment of borrowings		(35.5)	(56.4)
Repayment of lease liabilities		(3.7)	(5.1)
Cash flows from financing activities		**12.2**	**41.1**
Net decrease in cash and cash equivalents for the year		(4.9)	(11.2)
Net foreign exchange income on cash and cash equivalents		(2.2)	(1.3)
Cash and cash equivalents at Sep 1		31.2	43.7
Cash and cash equivalents at Aug 31		**24.1**	**31.2**

§ Accounting policies

The consolidated statement of cash flows, prepared using the indirect method, presents cash flows from operating, investing and financing activities, as well as the Group's cash and cash equivalents at the beginning and end of the financial year.

Cash flows from operating activities include net profit adjusted for non-cash transactions, paid financial items, income taxes paid, movements in working capital and payments of interest on interest bearing debt.

Cash flows from investing activities include payments related to the acquisition and disposal of subsidiaries and non-controlling interests, as well as investments in and disposals of intangible assets and property, plant and equipment.

Cash flows from financing activities include proceeds from borrowings, repayments of principal interest-bearing debt, repayment related to supply chain financing arrangements and repayments of lease liabilities.

Cash and cash equivalents consist of cash at bank and on hand.

Consolidated statement of changes in equity

EUR million	Note	Share capital	Hedging reserve	Translation reserve	Retained earnings	Total	Non-controlling interests	Total equity
2024/25								
Equity at Sep 1, 2024		0.1	(2.0)	(41.6)	627.1	583.6	9.8	593.4
Income/(loss) for the year		-	-	-	(55.8)	(55.8)	3.3	(52.5)
Other comprehensive income/(loss) for the year		-	(0.2)	(2.0)	-	(2.2)	(5.2)	(7.4)
Total comprehensive income/(loss) for the year		**-**	**(0.2)**	**(2.0)**	**(55.8)**	**(58.0)**	**(1.9)**	**(59.9)**
Cash group contribution		-	-	-	-	-	-	-
Equity at Aug 31, 2025		**0.1**	**(2.2)**	**(43.6)**	**571.3**	**525.6**	**7.9**	**533.5**
2023/24								
Equity at Sep 1, 2023		0.1	6.4	(29.0)	578.3	555.8	8.6	564.4
Income/(loss) for the year		-	-	-	(56.7)	(56.7)	3.9	(52.8)
Other comprehensive income/(loss) for the year		-	(8.4)	(12.6)	-	(21.0)	(2.7)	(23.7)
Total comprehensive income/(loss) for the year		**-**	**(8.4)**	**(12.6)**	**(56.7)**	**(77.7)**	**1.2**	**(76.5)**
Cash group contribution		-	-	-	105.5	105.5	-	105.5
Equity at Aug 31, 2024		**0.1**	**(2.0)**	**(41.6)**	**627.1**	**583.6**	**9.8**	**593.4**

The Board of Directors has decided not to propose an ordinary dividend for the financial year ending August 31, 2025 nor August 31, 2024.

Section 1: Basis of preparation

1.1 General accounting policies

BASIS FOR PREPARATION
The consolidated financial statements are prepared in accordance with IFRS Accounting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act applying to large reporting class C entities.

These financial statements for the year ended August 31, 2025 comply with IFRS applicable as of August 31, 2025.

Where possible, the accounting policies for an accounting area are presented in the individual notes for that area. Accounting policies not directly related to an area covered by a note are presented below. The consolidated financial statements have been prepared on a historical cost basis, except when noted otherwise in the specific accounting policies.

Accounting policies are applied consistently with prior year.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern on the basis of Management's current financial outlook, available liquidity and committed facilities.

APPLICATION OF MATERIALITY
The consolidated financial statements are a result of processing large numbers of transactions and aggregating those transactions into classes according to their nature or function. When aggregated, the transactions are presented in classes of similar items in the consolidated financial statements. If a line item is not individually material, it is aggregated with other items of a similar nature in the consolidated financial statements or in the notes. There are substantial disclosure requirements throughout IFRS.

Management provides specific disclosures required by IFRS unless the information is considered immaterial to the economic decision-making of the intended users of the consolidated financial statements or not applicable.

BASIS OF CONSOLIDATION
The consolidated financial statements comprise the financial statements of Oterra Holding ApS (the Parent Company) and subsidiaries controlled by Oterra Holding ApS, which are prepared in accordance with the Group's accounting policies.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial information of subsidiaries to bring their accounting policies into line with those applied by the Group.

Intercompany transactions, shareholdings, balances, and dividends as well as realized and unrealized gains and losses arising from intercompany transactions are eliminated on consolidation.

Section 1: Basis of preparation

1.1 General accounting policies (continued)

Consolidated income statement
The consolidated income statement is presented based on costs classified by function.

Non-controlling interests
On initial recognition, non-controlling interests are measured at the fair value of the ownership share or at the proportionate share of the fair value of the acquired business' identifiable assets, liabilities and contingent liabilities. In the first scenario, goodwill in relation to the non-controlling interests' ownership share of the acquired business is thus recognised, while, in the latter scenario, goodwill in relation to the non-controlling interests is not recognised.

CURRENCY TRANSLATION OF FOREIGN OPERATIONS

Translation from functional currency to presentation currency
The functional currency of the Parent Company is the Danish krone (DKK). However, due to the Group's international relations, the consolidated financial statements are presented in Euro (EUR).

Items in the financial statements of each of the reporting entities of the Group are measured in the currency of the primary economic environment in which the entity operates (the functional currency).

Assets, liabilities, and equity items are translated from each reporting entity's functional currency into EUR at the balance sheet date. The income statements are translated from the functional currency into the presentation currency based on the average exchange rate for the individual months. Differences arising on the translation of equity at the beginning of the period and translation of the income statement from average rates to the exchange rate at the balance sheet date are recognized in other comprehensive income and presented as a separate reserve in equity.

Translation and balances
Transactions in foreign currencies are initially translated into the functional currency at the exchange rates at the transaction date.

Exchange adjustments arising due to differences between the transaction date rates and the rates at the payment date are recognized in financial income or financial expenses in the income statement. Receivables, payables, and other monetary items in foreign currencies not settled at the balance sheet date are translated at the exchange rates at the balance sheet date.

IMPLEMENTATION OF NEW OR AMENDED STANDARDS AND INTERPRETATIONS, NOT YET ADOPTED

The accounting policies applied in the preparation of the consolidated financial statements are consistent with those applied in the Group's consolidated annual financial statements for the year ended 31 August 2025. The Group has not early adopted any standards, interpretations, or amendments issued but not yet effective.

The Group will adopt new accounting standards, amendments, and interpretations as they become mandatory. None of the issued but not yet effective standards or amendments are expected to have a significant impact on the consolidated financial statements, with the exception of IFRS 18, which is expected to affect presentation and disclosure requirements. IFRS 18, effective for annual reporting periods beginning on or after 1 January 2027, introduces revised presentation requirements for the income statement including mandatory categories and enhanced disclosure requirements, as well as specific requirements for management-defined performance measures. The Group is currently assessing the impact of IFRS 18; while it is expected to change the presentation of the consolidated income statement and require additional disclosures, it is not expected to impact the recognition or measurement of the Group's assets, liabilities, income, or expenses.

The Group does not expect the adoption of IFRS 18 or any other new standards to have a material effect on future cash flows or the Group's ability to continue as a going concern. This assessment aligns with the Group's strategy and risk management disclosures, including sustainability and climate-related risks, as discussed elsewhere in this report. The Group will apply the new presentation and disclosure requirements when the standard becomes effective.

ALTERNATIVE PERFORMANCE MEASURES

Oterra presents certain financial measures of the Group's financial performance, financial position and cash flows that are not defined according to IFRS.

Other companies may not define or calculate these non-IFRS financial measures using similar methods, which could lead to a lack of comparability.

The financial measures should not be considered as a replacement for performance measures as defined under IFRS, but rather as supplementary information.

Section 1: Basis of preparation

1.1 General accounting policies (continued)

CALCULATION OF KEY FIGURES AND FINANCIAL RATIOS

EBITDA before special items	Operating income/(loss) adjusted for amortization, depreciation, impairment losses and special items
EBIT before special items	Operating income adjusted for special items
EBIT	Operating income/(loss)
Invested capital	Intangible assets, property, plant and equipment adjusted for deferred gains on sale and lease back transactions, trade receivables and inventories less trade payables
Net working capital	Inventories and trade receivables less trade payables
Net interest-bearing debt	Borrowings from financial institutions and lease liabilities less cash at bank and cash equivalents
Free cash flow	Free cash flow is calculated as the sum of cash flows from operating activities and investing activities
Free cash flow before special items and acquisitions	Free cash flow adjusted for cash effect of special items and acquisitions

1.2 Significant accounting estimates and judgements

In preparing the consolidated financial statements, Management made various judgements, accounting estimates and assumptions concerning future events. These form the basis of the presentation, recognition and measurement of the Group's assets and liabilities. The most significant accounting estimates and judgements are presented below.

In applying the Group's accounting policies, Management makes judgements, accounting estimates and assumptions that may significantly influence the amounts recognized in the consolidated financial statements. Determining the carrying amount of some assets and liabilities requires judgements, accounting estimates and assumptions to be made concerning future events.

The judgements, accounting estimates, and assumptions made are based on historical experience and other factors that Management considers to be reliable, but which are inherently associated with uncertainty and unpredictability. These assumptions may prove incomplete or incorrect and unexpected events or circumstances may arise.

The Group is also subject to risks and uncertainties that may lead to actual results differing from these estimates, either positively or negatively.

Assumptions about the future and estimation uncertainties at the balance sheet date are described in the notes when there is a significant risk of changes that could result in material adjustments to the carrying amounts of assets or liabilities within the next financial year.

Management considers the key accounting estimates and judgements used in the preparation of the consolidated financial statements to relate to the following:

- Special items (judgement), note 2.5
- Goodwill (estimate), note 3.1

See the specific notes for further information on the key accounting estimates and assumptions applied.

Section 1: Basis of preparation

1.2 Significant accounting estimates and judgements (continued)

Climate change
In preparing the consolidated financial statements, management has considered the potential impact of climate-related matters in accordance with IFRS requirements, including both physical and transition risks.

Oterra continues to implement its climate strategy based on validated Science-Based Targets aligned with the 1.5°C pathway. During the year, the Group updated emissions methodologies, incorporated acquired entities into its emissions baseline, and conducted a contextual water risk assessment, identifying four of the Group's twelve sites as being in areas of high water stress, resulting in the development of site-specific water conservation measures. Operational initiatives also contributed to reductions in FLAG and GHG emissions, improved raw-material sourcing, and energy management. These developments form part of Oterra's long-term climate mitigation and water stress strategy but have not resulted in significant accounting impacts for the current financial year.

Based on the qualitative review performed, climate-related matters have not had a material impact on recognition, measurement, or presentation in the financial statements. Planned investments in renewable energy, energy-efficiency upgrades, and supplier collaboration remain consistent with the Group's strategic investment plans. Management concludes that climate-related matters are not expected to materially affect future cash flows, key accounting estimates, or the Group's going-concern assessment at the reporting date.

The Group continues to monitor regulatory expectations, emerging climate risks, and future initiatives to reduce FLAG and GHG emissions. Assessments will be updated if climate-related risks become material to the financial statements.

Macroeconomic uncertainty
Management has in the preparation of the consolidated financial statements, considered the impact of current macroeconomic and geopolitical developments, including commodity price volatility, rising energy prices, and ongoing conflicts in Ukraine and Israel. While these factors create uncertainty in projecting future growth and financial results, the overall impact on the Group is currently assessed as limited.

At Group level, recent investments in the US and France, alongside the closure of outdated facilities, have reduced exposure to technological, market, and economic risks.

During the period, the key legal matter involves the U.S. FDA's plan to phase out petroleum-based synthetic food dyes. The impact on Oterra's recently updated US facility is limited, and no further investments are planned at this site.

Rising US tariffs and climate-related pressures on commodity prices may increase raw materials and ingredients costs. The Oterra product portfolio is being actively managed to limit the net effect on Group performance. The impact on the result in 2025 from rising tariffs and climate-related pressure has been limited, due to several mitigating initiatives.

Management continues to monitor developments in the macroeconomic and geopolitical environment, including commodity markets, inflation and regulatory changes and will update assessments where necessary to reflect their impact on recognition, measurement, presentation, and disclosure in the financial statements.

Section 2: Income statement

2.1 Revenue

The table below shows the Group's revenue broken down by geographical region. The geographic segmentation of revenue is based on the customers' location.

Geographic allocation

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
APAC	90.1	83.9
EMEA	80.7	73.8
LATAM	29.2	25.1
North America	114.4	114.1
Western Europe	132.7	120.4
Total	**447.1**	**417.2**

Revenue primarily comprises sales of goods and is recognized when control of the goods is transferred to the customer, which generally occurs upon delivery and confirmation of receipt.

Revenue from products sold at a discount is recognized net of estimated rebates, which are calculated using historical data and forecasts and reassessed at each reporting period. Variable consideration related to rebates is recognized only to the extent that a significant reversal of revenue is not expected.

To ensure that revenue is recorded in the correct accounting period, Oterra performs a cut-off review for transactions near period-end. Typical payment terms for trade receivables are 30–60 days, with country-specific variations where applicable.

§ Accounting policies

Revenue
Revenue includes sales of goods and is recognized at an amount that reflects the consideration to which Oterra expects to be entitled.

Revenue from sale of goods to customers is recognized at the point in time when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements.

Rebates
For products sold at a discount, revenue is recognized based on the price specified in the contract, net of the estimated discount. Discounts are estimated based on historical data as well as forecasts. Estimated discounts are reassessed at the end of each reporting period.

Variable consideration related to rebates are recognized as revenue only to the extent that it is highly probable that a significant reversal of revenue will not occur subsequently.

Trade receivables
A trade receivable is recognized when the customer obtains control of the goods and an invoice is issued, as this is the point in time when the consideration is unconditional and only the passage of time is required before the payment is due. Typical payment terms are 30-60 days, but there may be country-specific deviations from typical payment terms.

Cost of sales
Cost of sales comprises the cost of products sold. Cost comprises the purchase price of raw materials, consumables and goods for resale, direct labor costs and a share of indirect production costs, including costs of operation and depreciation of production facilities as well as operation, administration, and management of factories.

Section 2: Income statement

2.2 Amortization, depreciation, and impairment losses by function

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Amortization		
Intangible assets		
Research and development costs	15.6	15.5
Sales and marketing expenses	7.6	7.0
Administrative expenses	3.0	3.1
Total	**26.2**	**25.6**
Depreciation		
Property, plant and equipment		
Cost of sales	15.0	11.4
Research and development costs	0.4	0.4
Sales and marketing expenses	0.1	0.5
Administrative expenses	4.8	3.6
Special items	-	1.2
Total	**20.3**	**17.1**
Impairment of intangible assets		
Impairment of intangible assets	-	-
Total	**-**	**-**
Total amortization, depreciation and impairment	**46.5**	**42.7**

In 2024/25, total amortization, depreciation and impairment amounts to EUR 46.5 million (2023/24: EUR 42.7 million).

Depreciation of property, plant and equipment amounts to EUR 20.3 million in 2024/25 (2023/24: EUR 17.1 million).

Amortisation and impairment related to intangible assets, EUR 26.2 million in 2024/25 (2023/24: EUR: 25.6) can be attributed to the following:

- Amortization of intangible assets acquired in business combinations amounted to 24.7 million (2023/24: EUR 24.6 million); and
- Amortization of development projects amounted to EUR 1.5 million (2023/24: EUR 1.0 million).

Accounting policies

The accounting policies are described in notes 3.1, 3.2 and 3.3.

Section 2: Income statement

2.3 Staff costs

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Wages and salaries, etc.	73.0	62.6
Pension expenses	4.8	4.7
Social security	7.6	6.7
Total	**85.4**	**74.0**
Included in:		
Cost of sales	33.2	28.9
Research and development	6.5	6.8
Sales and marketing expenses	18.8	16.8
Administrative expenses	21.4	17.7
Special items	5.5	3.8
Total	**85.4**	**74.0**
Average number of employees (FTEs)	844	802
Key management personnel		
Executive Management and Board of Directors		
Employee benefits	1.1	0.8
Pensions	0.1	0.0
Total	**1.2**	**0.8**
Leadership team		
Employee benefits	3.2	2.8
Pensions	0.2	0.1
Total	**3.4**	**2.9**

2.3 Staff costs (continued)

With reference to section 98b of the Danish Financial Statements Act, the Group has disclosed remuneration of the Executive Management and the Board of Directors as one single amount for 2024/25. For 2023/24 remuneration to the Board of Directors amounted to EUR 0.2 million while remuneration to the Executive Management amounted to EUR 0.6 million.

Employee benefits include fixed-base salary and accrued cash bonuses designed to incentivize individual performance and the achievement of a number of predefined short-term functional and individual business targets. If an individual is dismissed, the ordinary salary is paid for a 6-month notice period. In the event of change of control, individuals can receive a variable additional compensation.

Key management personnel
For the financial years ending August 31, 2025 and August 31, 2024, key management personnel consisted of the Oterra Leadership Team members and the members of the Board of Directors.

2.4 Fees to auditors

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
EY		
Statutory audits	0.6	0.7
Tax advisory	0.5	-
Other assurance engagements	0.1	-
Other services	0.5	0.1
Total	**1.7**	**0.8**

Section 2: Income statement

2.5 Special items

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Business combinations	-	1.8
Build-up activities in acquired businesses	15.8	14.3
Restructuring of acquired activities	0.5	-
Total	**16.3**	**16.1**

Significant accounting judgements

The use of special items entails Management judgement in the separation from other items in the income statement. Management considers such items in order to present a distinction between the operating activities, build-up, and restructuring of the Group carried out to enhance the future earnings potential. All income and costs presented under "Special items" are directly derived from the books and records monitored by Management to ensure that only amounts meeting the criteria of being of a non-recurring nature and not related to recurring operations are included.

Accounting policies

Special items comprise amounts that are not considered to be attributable to recurring operations, such as income and expenses related to M&A activities and fair value adjustments to contingent considerations relating to business combinations resulting from events after the acquisition date. Costs related to build-up activities or significant organizational changes in relation to acquired activities are also considered special items.

2.6 Financial income and expenses

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Financial income		
Foreign exchange gains	3.4	6.6
Total	**3.4**	**6.6**

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Financial expenses		
Interest expenses	37.4	40.8
Interest on lease liabilities	0.2	0.3
Foreign exchange losses	17.2	1.2
Total	**54.8**	**42.3**

Accounting policies

Financial income and expenses comprise of interest income and interest expenses, commission, interest expenses on lease liabilites, surcharges and refunds under Denmark's on-account tax scheme, and exchange gain/losses on items denominated in foreign currencies.

Section 2: Income statement

2.7 Income taxes and deferred tax

EUR million	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Income taxes		
Current tax for the year	(9.3)	(6.5)
Change in deferred tax concerning the loss for the year	(1.6)	(4.1)
Prior year adjustments	2.7	4.0
Tax on the loss for the year	**(8.2)**	**(6.6)**
Tax in the income statement	**(8.2)**	**(9.0)**
Tax on other comprehensive income	**0.1**	**2.4**

EUR million	Sep 1, 2024 – Aug 31, 2025		Sep 1, 2023 – Aug 31, 2024	
Reconciliation of tax rate				
Danish tax rate	9.7	22.0%	9.7	22.0%
Deviation from the Danish tax rate – taxation of foreign operations	(1.3)	(2.9%)	0.4	0.8%
Non-taxable income and non-deductible expenses	(3.4)	(7.7%)	(8.1)	(18.5%)
Prior year adjustments	2.6	5.9%	1.3	3.0%
Valuation allowance of deferred tax assets	(15.2)	(34.3%)	(11.0)	(25.3%)
Other taxes	(0.6)	(1.4%)	(1.3)	(2.9%)
Effective tax rate	**(8.2)**	**(18.4%)**	**(9.0)**	**(20.9%)**
Tax for the year		**(8.2)**		**(9.0)**

At 31 August 2025, the Group had gross unused tax losses of EUR 44.2 million (2023/24: EUR 30.5 million) available to offset against future profits and other temporary differences. A deferred tax asset of EUR 1.9 million (2023/24: EUR 3.8 million) has been recognised based on forecasted profits. Management's projections support the assumption that it is probable that the results of future operations will generate sufficient taxable income to utilize these deferred tax assets within 5 years. Deferred tax losses can be carried forward indefinitely.

EUR million	Aug 31, 2025	Aug 31, 2024
Deferred tax		
Deferred tax at Sep 1	70.6	76.6
Prior year adjustments	(8.1)	(9.5)
Additions from acquisitions	-	-
Change in deferred tax – recognized in the income statement	1.6	4.1
Currency translation	-	(0.6)
Deferred tax at Aug 31	**64.1**	**70.6**
Deferred tax assets	(7.4)	(6.7)
Deferred tax liabilities	71.5	77.3
Deferred tax at Aug 31	**64.1**	**70.6**
Specification of deferred tax		
Tangible and intangible assets	72.3	80.7
Non-current assets	(0.9)	(2.4)
Liabilities	(7.3)	(2.2)
Tax loss carry-forwards	(44.2)	(34.6)
Valuation allowance	44.2	29.1
Total deferred tax at Aug 31	**64.1**	**70.6**
Amounts due after 12 months, estimated	**64.1**	**70.6**

§ Accounting policies

Current tax liabilities and receivables are recognized in the balance sheet at the amounts calculated on the taxable income for the year, adjusted for tax on taxable incomes for prior years and for taxes paid on account. Deferred tax is measured using the balance sheet liability method in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. Apart from assets acquired as part of business combinations, deferred tax is not recognized in respect of temporary differences concerning goodwill. When the computation of the tax base may be performed according to different tax rules, deferred tax is measured on the basis of Management's intended use of the asset or settlement of the liability. Deferred tax assets are reviewed yearly and reduced through a valuation allowance to the extent that it is no longer probable that sufficient taxable profit will be available. Any reversal of a valuation allowance is recognized when the underlying conditions for utilization improve.

Section 3: Balance sheet

3.1 Intangible assets

EUR million	Goodwill	Technology and software	Customer relations	Completed development projects	Development projects in progress	Total
2024/25						
Cost at Sep 1, 2024	571.8	342.9	173.7	8,2	9,1	1,105.7
Adjustments	-	-	-	-	-	-
Additions	-	-	-	-	1.1	1.1
Transferred	-	-	-	2.5	(2.5)	0
Exchange rate adjustments	(2.6)	1.0	(2.6)	-	-	(4.0)
Cost at Aug 31, 2025	**569.2**	**343.9**	**171.1**	**10.7**	**7.7**	**1,102.8**
Amortization and impairment at Sep 1, 2024	(205.0)	(81.7)	(41.4)	(3.1)	-	(331.2)
Amortization and impairment	-	(16.5)	(8.2)	(1.5)	-	(26.2)
Exchange rate adjustments	-	(2.7)	0.4	-	-	(2.4)
Amortization and impairment at Aug 31, 2025	**(205.0)**	**(100.9)**	**(49.2)**	**(4.6)**	**-**	**(359.8)**
Carrying amount at Aug 31, 2025	**364.2**	**243.0**	**121.9**	**6.1**	**7.7**	**742.9**
2023/24						
Cost at Sep 1, 2023	607.0	344.5	175.3	6.3	7.9	1,141.0
Adjustments	(32.6)	-	-	-	-	(32.6)*
Additions	-	0.1	-	-	3.0	3.1
Transferred	-	-	-	1.9	(1.9)	-
Exchange rate adjustments	(2.6)	(1.7)	(1.6)	-	-	(5.9)
Cost at Aug 31, 2024	**571.8**	**342.9**	**173.7**	**8.2**	**9.0**	**1,105.7**
Amortization and impairment at Sep 1, 2023	(205.0)	(65.4)	(33,3)	(2.5)	-	(306.2)
Amortization and impairment	-	(16.3)	(8.4)	(1.0)	-	(25.6)
Exchange rate adjustments	-	-	0.3	0.3	-	0.6
Amortization and impairment at Aug 31, 2024	**(205.0)**	**(81.7)**	**(41.4)**	**(3.2)**	**-**	**(331.2)**
Carrying amount at Aug 31, 2024	**366.8**	**261.2**	**132.4**	**5.1**	**9.0**	**774.5**

* Adjustments to goodwill in the amount of EUR 32.6 million relate to correction of errors in the accounting for business combinations in prior periods having no impact on equity or profit/loss in current or prior periods.

Section 3: Balance sheet

3.1 Intangible assets (continued)

GOODWILL
In 2024/25 goodwill amounted to EUR 364.2 million (2023/24: EUR 366.8 million), a decrease of EUR 2.6 million due to currency translation.

For the purpose of the impairment test, Management considers the Oterra Group the Group´s only cash-generating unit ("CGU").

The impairment test was performed as of August 31, 2025 by comparing the carrying amount with the recoverable amount of the CGU. The recoverable amount is based on the "value in use" as the present value of the future cash flows expected to be derived from the CGU, since there was no basis for making a reliable estimate of fair value less cost of disposal.

KEY ASSUMPTIONS USED IN VALUE-IN-USE CALCULATION AND SENSITIVITY TO CHANGES IN ASSUMPTIONS
The calculation of value in use is most sensitive to the following assumptions:

- EBITDA margin
- Discount rate (WACC)
- Inflation
- Growth rate estimates

In addition to the above more sensitive assumptions, Management assess the level for working capital and CAPEX in the scenarios considered. The period applied prior to the terminal period is 10 years and consist of a three-year budget period followed by a seven-year normalization period due to the high growth in the budget period.

EBITDA margin
Management expects EBITDA before special items margin to improve at a higher growth rate than revenue, mainly driven by efficiency improvements in production from increased activity levels and other not yet realised upsides from synergies.

The expected future cash flows covering the period from September 1, 2025 to August 31, 2035 have been derived from the Group´s business plan. These cash flows relate to the CGU as structured when preparing the financial statements and exclude the estimated cash flows that might arise from restructuring plans or other future structural changes.

DISCOUNT RATE (WACC)
Discount rates represent the current market assessment of the risks taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and is derived from its weighted average cost of capital (WACC). The WACC takes into consideration both debt and equity. The cost of equity is derived from the expected return on investment by the Group´s investors. The cost of debt is derived from borrowings the Group is obliged to service.

Adjustments to the discount rate are made to factor in the specific amount and timing of the future cash flows in order to reflect a pre-tax discount rate.

The expected future cash flow has been discounted using a WACC of 9.3% (2023/24: 9.4%).

INFLATION
Inflation applied in the budget period is on average 2.0% (2023/24: 2.0%).

GROWTH RATE ESTIMATES
Management has estimated specific annual revenue growth rates across the budget/forecasting, normalization and terminal periods. Growth in the budget period is estimated at a higher rate, considering the expected accelerated conversion towards natural colors, while growth in the normalization period, on average, is estimated slightly above the expected long-term inflation rate, with a declining trend towards the terminal period.

The long-term growth rate for the terminal period is based on the expected long-term inflation of 2%.

The assumptions applied in the test represent Management´s best estimate for the period under consideration.

No impairment loss has been recognized in 2024/25 or 2023/24.

Section 3: Balance sheet

3.1 Intangible assets (continued)

SENSITIVITY ANALYSIS
A sensitivity analysis covering key assumptions was performed in connection with the impairment test. As of August 31, 2025, the goodwill impairment test shows a comfortable headroom, consistent with prior year. No probable change in key assumptions would result in an impairment.

Management constantly monitors the macro-economical changes, considers the impact from new legislation and climate-related matters and changes assumptions accordingly. At this time, no legislation has been passed nor other events occurred, that will impact the Group negatively. The Group will adjust the key assumptions applied in the value-in-use calculations and sensitivity if and when such relevant changes are identified.

PATENTS, TRADEMARKS, KNOW-HOW, CUSTOMER RELATIONS ETC.
In 2024/25, the Group has not acquired any intangible assets through acquisitions (2023/24: EUR 0 million). Oterra did not identify any impairment in 2024/25 (2023/24: EUR 0 million).

The remaining useful lives of patents, trademarks, and know-how are ranging from 5-20 years.

Key accounting estimates

Goodwill is tested for impairment annually and when indicators of impairment exist. Impairment tests are based on Management's projections and anticipated net present value of estimated future cash flows. These estimates are by nature uncertain and as the sensitivity analysis shows above, changes in key assumptions can potentially change the outcome of the impairment test.

Key assumptions, when calculating the future cash flows used, are based on budgets and Management's estimated development for the following years including estimated revenue growth, EBITDA, working capital, CAPEX, and the discount rate applied (WACC). Assumptions are tested for sensitivity.

Accounting policies

Research expenses are recognized in the income statement as incurred. Development costs are recognized as intangible assets if the costs are expected to generate future economic benefits.

Costs related to development and implementation of substantial software and IT infrastructure are capitalized and amortized over the expected useful lives of the assets. Software obtained through a Software-as-a-Service (SaaS) arrangement is capitalized to the extent the criteria for capitalization are met and amortized over the contract period.

Finished development projects are reviewed at the time of completion and annually to determine it there is any indication of impairment. If so, an impairment test is carried out for the individual development projects. Development projects in progress are tested annually. The impairment test is performed based on factors such as the future use of the project, the fair value of estimated future earnings or savings, interest rates, and risks.

For development projects in progress, Management estimates on an ongoing basis whether each individual project is likely to generate future economic benefits for the Group in order to qualify for recognition. The development projects are evaluated based on technical and commercial criteria.

Section 3: Balance sheet

3.1 Intangible assets (continued)

Accounting policies (continued)

Trademarks, patents, and customer relations acquired are recognized at cost and amortized over the expected useful lives of the assets.

Other intangible assets are measured at cost less accumulated amortization and impairment losses. An impairment test is carried out if there are any indications of impairment.

Borrowing costs in respect of construction of assets are capitalized when directly attributable to the development of the asset, and the development period is substantial.

Amortization is carried out systematically over the expected useful lives of the assets:

- Patents, trademarks, know-how, customer relations etc. 5-20 years
- Software 5-10 years
- Development projects 3-20 years

No intangible assets, besides goodwill, have indefinite lives.

Section 3: Balance sheet

3.2 Property, plant and equipment

EUR million	Land and buildings	Plant and machinery	Other fixtures and equipment	Property, plant and equipment in progress	Total
2024/25					
Cost at Sep 1, 2024	72.2	93.3	11.2	21.1	197.8
Additions	0.9	1.6	0.4	20.1	23.0
Disposals	(0.4)	(0.5)	(0.8)	-	(1.7)
Transferred	0.2	30.9	2.5	(33.6)	0
Exchange rate adjustments	(2.9)	(5.1)	(0.4)	(0.6)	(9.0)
Cost at Aug 31, 2025	**70.0**	**120.2**	**12.9**	**7.0**	**210.1**
Depreciation and impairment at Sep 1, 2024	(19.1)	(20.1)	(3.8)	-	(43.0)
Depreciation and impairment	(5.5)	(12.6)	(2.2)	-	(20.3)
Disposals	0.3	0.2	0.7	-	1.2
Exchange rate adjustments	0.5	1.5	0.2	-	2.2
Depreciation at Aug 31, 2025	**(23.8)**	**(31.0)**	**(5.1)**	**-**	**(59,9)**
Carrying amount at Aug 31, 2025	**46.2**	**89.2**	**7.8**	**7.0**	**150.2**
2023/24					
Cost at Sep 1, 2023	63.7	80.8	11.6	25.8	181.9
Additions	6.3	2.9	0.4	18.5	28.1
Disposals	(1.7)	(1.4)	(1.5)	-	(4.6)
Transferred	5.1	13.3	1.1	(19.5)	-
Exchange rate adjustments	(1.2)	(2.3)	(0.3)	(3.8)	(7.6)
Cost at Aug 31, 2024	**72.2**	**93.3**	**11.2**	**21.1**	**197.8**
Depreciation and impairment at September 1, 2023	(14.4)	(11.8)	(3.1)	-	(29.3)
Depreciation and impairment	(6.0)	(9.4)	(1.8)	-	(17.1)
Disposals	1.1	0.4	1.0	-	2.5
Exchange rate adjustments	0.2	0.6	0.1	-	1.0
Depreciation at Aug 31, 2024	**(19.1)**	**(20.1)**	**(3.8)**	**-**	**(42.9)**
Carrying amount at Aug 31, 2024	**53.1**	**73.2**	**7.5**	**21.1**	**154.9**

§ Accounting policies

Items of property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment charges. Property, plant and equipment in progress are measured at cost. Cost comprises expenses for materials, other expenses directly related to preparing the asset for use, and re-establishment expenses, provided that a corresponding provision is made at the same time. Borrowing costs for the construction phase of assets of property, plant and equipment are capitalized when directly attributable to the construction and the construction period is substantial.

The useful lives of the individual groups of assets are estimated as follows:

- Buildings 25-50 years
- Plant and machinery 5-20 years
- Other fixtures and equipment 3-10 years

Land as well as property, plant and equipment in progress are not depreciated. Depreciation is applied on a straight-line basis. Gains and losses on the disposal of property, plant and equipment are recognized in the income statement under other operating income and other operating expenses.

Please refer to note 3.3 for accounting policies regarding leases.

Section 3: Balance sheet

3.3 Leases

EUR million	Aug 31, 2025	Aug 31, 2024
Lease assets		
Land and buildings	17.9	21.5
Plant and machinery	-	-
Other fixtures and equipment	0.8	1.1
Carrying amount	**18.7**	**22.6**
Additions on lease assets	0.4	4.9

EUR million	Land and buildings	Plant and machinery	Other fixtures and equipment
2024/25			
Lease assets at Sep 1, 2024	21.5	-	1.1
Additions	-	0.2	0.2
Depreciation	(3.1)	(0.2)	(0.1)
Exchange rate adjustments	(0.5)	-	(0.4)
Carrying amount at Aug 31, 2025	**17.9**	**-**	**0.8**
2023/24			
Lease assets at Sep 1, 2023	23.2	0.6	1.0
Additions	3.7	0.8	0.4
Remeasurement of lease liabilities	0.3	0.2	(0.4)
Depreciation	(3.7)	(0.1)	(0.8)
Exchange rate adjustments	(2.0)	(1.5)	0.9
Carrying amount at Aug 31, 2024	**21.5**	**-**	**1.1**

Change in right-of-use assets are primarily attributable to additions amounting to EUR 0.4 million (2023/24 EUR 4.9 million) and the combined effects of the depreciation expense for the year and foreign exchange.

Lease liabilities are classified as part of borrowings in the balance sheet. For further information related to lease liabilities, please refer to note 4.3 and note 5.1.

The following are the amounts recognized in the income statement and cash flow statement:

EUR million	Aug 31, 2025	Aug 31, 2024
Depreciation expense of right-of-use assets	3.7	4.6
Interest expense on lease liabilities	0.2	0.3
Total amount recognized in the profit or loss	**3.9**	**4.9**
Total amount recognized in the cash flow statement	**3.7**	**5.1**

EUR million	Aug 31, 2025	Aug 31, 2024
Maturity analysis of lease liabilities		
Less than 1 year	3.1	3.0
Between 1 and 5 year	9.4	11.4
More than 5 years	7.3	9.5
Total	**19.8**	**23.9**

Oterra has lease contracts that include extension and termination options. These options are negotiated by Management to provide flexibility in managing the leased-asset portfolio and align with Oterra's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Section 3: Balance sheet

3.3 Leases (continued)

Accounting policies

Lease assets are "right-of-use assets", which is a contract or part of a contract that conveys the leasee's right to use an asset for a period of time. Lease assets are initially measured as the present value of future fixed lease payments plus upfront payments and/or other initial direct costs incurred, less any lease incentives received. If, on the inception of the lease, it is reasonably certain that an extension, termination or purchase option will be exercised, future lease payments will be adjusted accordingly.

Lease liabilities are measured using the Group's average incremental borrowing rate.

Lease assets are classified alongside owned assets of a similar type under "Property, plant and equipment".

Lease assets are depreciated using the straight-line method over the lease term. Lease assets are tested when there is an indication of impairment.

Short-term leases and leases of low value are recognized as expenses in the income statement on a straight-line basis over the lease term.

Oterra's portfolio of leases includes land, buildings, cars, and equipment.

3.4 Other long-term assets

EUR million	Aug 31, 2025	Aug 31, 2024
Other investments	15.1	15.1
Deposits	2.8	2.7
Other	0.1	0.2
Total other intangible assets	**18.0**	**18.0**

Accounting policies

Other investments are measured at fair value through profit and loss, as Oterra does not exercise control or significant influence over the investments.The investment includes the original purchase price and any subsequent capital contributions.

Fair value is determined based on market conditions at the reporting date. When estimating fair value, appropriate valuation adjustments are applied, including a minority discount, to reflect the reduced marketability and lack of control associated with non-controlling shareholdings. Fair value changes are recognized in other comprehensive income and are not recycled to profit or loss on disposal. The carrying amount includes all capital contributions made.

For investments in unquoted equity instruments, where insufficient information is avalible to reasonably determine fair value, the cost price is assessed as an appropriate estimate of fair value.

The investment is assessed for impairment at each reporting date. If there is objective evidence of impairment, the loss is recognized in profit or loss.

Deposits primarily relate to amounts paid for the Group's leased premises. Deposits are measured at cost less accumulated impairment losses in the balance sheet. Where cost exceeds the recoverable amount, an impairment charge is recognized.

Section 3: Balance sheet

3.5 Inventories

EUR million	Aug 31, 2025	Aug 31, 2024
Raw materials and consumables	33.2	28.9
Work in progress	51.2	51.2
Finished goods and goods for resale	36.8	34.0
Total	**121.2**	**114.1**

During 2024/25, EUR 5.9 million (2023/24: EUR 11.0 million) was recognised as an expense for inventories carried at net reallisable value. This is recognised in cost of sales.

The cost of materials included in Cost of Sales was EUR 194.9 million in 2024/25.

§ Accounting policies

Inventories are measured at the lower of cost and net realizable value. Cost is determined using the weighted average cost method. The cost of goods for resale and raw materials and consumables comprises the purchase price plus delivery costs.

Finished goods and work in progress are measured at cost, comprising costs incurred to bring the product to its current stage of completion and location. Costs include the cost of raw materials, consumables, direct wages and salaries, and indirect production overheads. Indirect production overheads comprise indirect materials, wages and salaries, maintenance and depreciation of production machinery, buildings and equipment, as well as production administration and management.

3.6 Trade receivables

Trade receivables classified at amortized cost

EUR million	Aug 31, 2025	Aug 31, 2024
Aging of trade receivables		
Not due	64.4	58.8
0-30 days overdue	14.8	18.8
31-60 days overdue	4.0	2.9
61-120 days overdue	3.9	4.7
> 120 days overdue	7.2	6.4
Total trade receivables	**94.3**	**91.6**

EUR million	Aug 31, 2025	Aug 31, 2024
Changes in allowances for trade receivables		
Allowances at Sep 1	(3.5)	(4.3)
Additions for the period	(1.5)	(1.0)
Reversals	-	1.8
Allowances at Aug 31	**(5.0)**	**(3.5)**

Section 3: Balance sheet

3.6 Trade receivables (continued)

Accounting policies

Trade receivables measured at amortized cost
Trade receivables held by Oterra with the purpose of collecting contractual cash flows are measured at amortized cost less allowances for lifetime expected credit losses. The Group applies the simplified approach to measuring expected credit losses under IFRS 9, which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The allowance for expected credit losses for trade receivables is based on historical credit loss experience combined with forward-looking information on macroeconomic factors affecting the credit risk. The expected loss rates are updated at every reporting date. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days overdue. Furthermore, an allowance for lifetime expected credit losses for trade receivables is measured on initial recognition.

Trade receivables are written off when all possible options have been exhausted and there are no reasonable expectations of recovery. The cost of allowances for expected credit losses and write-offs for trade receivables are included in "Sales and marketing expenses" and "Administrative expenses".

Customer-Initiated Supplier Finance (SFA)
Under SFA arrangements initiated by customers, trade receivables are sold to third-party financing partners. The receivables are derecognized from the balance sheet upon transfer, as Oterra no longer retains the associated risks or rewards. Cash received upfront, net of implicit interest/fees, is recognized as a financial asset, and the difference between invoice amount and cash received is recorded as a financial expense. Customers settle directly with the financing partner at the original invoice due date. Oterra retains no recourse to the customer except for standard commercial disputes (e.g., quality claims).

3.7 Provisions, commitments and contingent liabilities

EUR million	Aug 31, 2025	Aug 31, 2024
Opening at Sep 1	1.0	0.6
Provisions during the year	3.0	0.4
Other movements	(0.1)	-
Total provisions Aug 31	**3.9**	**1.0**

PENDING COURT AND ARBITRATION CASES
Ongoing tax audits
The Group is subject on an ongoing basis to audits of both direct and indirect taxes across its jurisdictions. Provisions are recognised where it is more likely than not that an outflow of resources will be required and the amount can be reliably estimated.

Pending legal, tax and arbitration matters (general)
The Group is party to various other disputes and customer claims that remain unresolved at the reporting date. None of these are expected to have a material impact on the Group's financial position or performance, and no provisions have been recognized for these matters.

Change of control
The Group's loan facilities remain subject to change-of-control clauses as set out in the financing agreements.

Section 3: Balance sheet

3.7 Provisions, commitments and contingent liabilities (continued)

Accounting policies

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources embodying economic benefits will be required to settle the obligation, and the amount can be reliably estimated.

Provisions are measured at the best estimate of the expenditure required to settle the obligation at the reporting date. Where the effect of the time value of money is material, provisions are discounted to their present value.

Provisions are reviewed at each reporting date and adjusted to reflect current best estimates. Reimbursements from third parties are recognised when it is virtually certain that they will be received and are presented net in the income statement.

Obligations that do not meet the criteria for recognition are disclosed as contingent liabilities.

Section 4: Financing and risk

4.1 Share capital

Number of shares	**Aug 31, 2025**	**Aug 31, 2024**
Share capital at Sep 1	1,000,000	1,000,000
Addition	-	-
Share capital at Aug 31	**1,000,000**	**1,000,000**

Oterra's share capital has a nominal value of DKK 1,000,000 (equivalent to EUR 134 thousand), divided into 1,000,000 shares of DKK 1.0 each. The share capital is fully paid.

4.2 Capital management

Oterra's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The capital structure of Oterra consists of net debt (short-term and long-term borrowings after deducting cash at bank) and equity (issued capital, reserves, retained earnings and non-controlling interests).

Oterra manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants agreed for the Groups borrowings.

The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash at bank.

EUR million	**Aug 31, 2025**	**Aug 31, 2024**
Interest-bearing loans and borrowings	502.1	475.4
Trade and other payables	66.6	72.1
Cash at bank	(24.1)	(31.2)
Net debt	**544.6**	**516.3**
Equity	533.5	593.4
Total capital	533.5	593.4
Capital and net debt	**1,078.1**	**1,109.7**
Gearing ratio	50.5%	47%

No changes were made in the objectives, policies or processes for managing capital during the years 2024/25 and 2023/24.

Section 4: Financing and risk

4.3 Financial assets and liabilities

Financial risks
Oterra is exposed to currency and interest rate fluctuations. Oterra's treasury department monitors and manages risks related to currency exposure and interest rate levels.

Funding and liquidity risk
Funding and adequate liquidity are fundamental factors in driving an expanding business and managing funding and liquidity risks is an integral part of Oterra's continual budget and forecasting process. To ensure focus on managing these risks, Oterra's Treasury department manages and monitors funding and liquidity for the entire Group and ensures the availability of the required liquidity through cash management and uncommitted as well as committed facilities.

Foreign exchange risk
To reduce exposure to exchange rate fluctuations, Oterra primarily conducts its commercial transactions in EUR and USD. Transactions in other currencies also occur, and the Group's exposure to INR has increased in recent years.

The Group's currency exposure in its foreign subsidiaries is partly mitigated by the fact that both revenue and local operating costs are denominated in the same local currencies, thereby providing a natural hedge.

The consolidated statement of profit or loss is affected by exchange rate movements, as the results of foreign subsidiaries are translated into the Group's presentation currency (EUR) using average exchange rates.

The table below shows the estimated impact on profit/(loss) before tax and on monetary balance sheet items from a 10% change in the exchange rate of the Group's currencies (USD and INR) against EUR.

The analysis is based on monetary assets and liabilities as of the end of 2024/25 and 2023/24. The movements arise from monetary items (cash, borrowings, receivables and payables) where the functional currency of the entity is different from the presentation currency of the group. All other variables are assumed to remain constant.

The Group does not apply derivative financial instruments to hedge currency exposure, and the sensitivity analysis therefore reflects unhedged exposures.

		Income/(loss) before tax		Monetary balance sheet items	
EUR millions	Change in exchange rate	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024	Aug 31, 2025	Aug 31, 2024
USD	(10%)	0.2	-	8.2	9.0
USD	+10%	(0.2)	-	(8.2)	(9.0)
INR	(10%)	(0.3)	-	4.0	3.8
INR	+10%	0.3	-	(4.0)	(3.8)

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments.

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows on borrowings from exposure related to bank loans with floating interest rates. The senior facility requires that 50% of the floating interest rate is fixed, and Oterra's Treasury department manages the interest rate risk using financial derivatives.

Credit risk
Credit risks mainly relate to trade and other receivables. The risk is limited due to Oterra's diverse customer base, which represents multiple industries and businesses on international markets in which Oterra cooperates with many large and medium-sized partners. When dealing with smaller businesses, Oterra mainly sells through distributors, thus reducing the credit risk associated with these customers.

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors, and/or regions.

Counterparty risk
Oterra manages counterparty risk for cash, deposits and financial instruments by only engaging with financial institutions that have a satisfactory long-term credit rating. Oterra's core financial counterparties currently have long-term credit ratings of AA or A.

Section 4: Financing and risk

4.3 Financial assets and liabilities (continued)

The following table set forth a breakdown of current and non-current borrowings as of August 31, 2025 and August 31, 2024:

EUR million	Aug 31, 2025	Aug 31, 2024
Non-current borrowings		
Bank borrowings	446.9	439.8
Lease liabilities	16.7	20.9
Total before amortization of financing expenses	**463.6**	**460.7**
Capitalized financing expenses, senior bank borrowings	(5.5)	(9.2)
Total non-current borrowings	**458.1**	**451.5**
Current borrowings		
Bank borrowings	40.9	20.7
Lease liabilities	3.1	3.0
Total current borrowings	**44.0**	**23.7**
Total	**502.1**	**475.2**

The Group's borrowings are denominated in EUR, USD, INR and BRL. Please refer to the table presented below.

The financing of entities within the Oterra Group is monitored and managed at group level. The purpose of capital management is, among other things, to ensure the Group is able to meet the financial covenants relating to its bank borrowings. There have been no breaches of the financial covenants relating to bank borrowings in the current period.

Section 4: Financing and risk

4.3 Financial assets and liabilities (continued)

Financial liabilities

EUR million	Maturity < 1 year	Maturity > 1 year < 5 years	Maturity > 5 years	Contractual cash flows	Carrying amount
Aug 31, 2025					
Bank Borrowings	74.5	481.5	-	556.0	482.3
Lease liabilities	3.1	9.4	7.3	19.8	19.8
Trade payables	41.1	-	-	41.1	41.1
Tax payables	9.2	-	-	9.2	9.2
Other payables	26.7	-	-	26.7	26.7
Financial liabilities at amortized cost	**154.6**	**490.9**	**7.3**	**652.8**	**579.1**
Aug 31, 2024					
Bank Borrowings	48.5	552.3	-	600.8	451.5
Lease liabilities	3.0	11.4	9.5	23.9	23.9
Trade payables	44.0	-	-	44.0	44.0
Tax payables	2.9	-	-	2.9	2.9
Other payables	29.1	-	-	29.1	29.1
Financial liabilities at amortized cost	**127.5**	**563.7**	**9.5**	**700.7**	**551.4**

Section 4: Financing and risk

4.3 Financial assets and liabilities (continued)

Supply Financing Arrangements
Several of the Group's entities have supplier financing arrangements, with financial institutions acting as financing partners, which allow the Group to benefit from extended payment terms of up to 180 days, supporting efficient working capital management. In certain cases, these arrangements also offer suppliers the option to receive early payment through financing partners; such participation is voluntary and does not change the underlying commercial terms.

At August 31, 2025 the Group's supplier finance arrangements amounted to EUR 11.9 million, all of which are interest-bearing. All outstanding supplier invoices included in the SFA programme at August 31, 2025 had been settled early by the financing partners,

Carrying amount of liabilities involved in supplier financing arrangements

EUR million	Aug 31, 2025	Aug 31, 2024
Bank Borrowings		
Supplier have received payments	11.9	-
Supplier have not received payments	-	-
Total	**11.9**	**-**

SFAs are included in the Group's liquidity risk disclosures and contractual maturity analyses. The SFA liabilities have maturities within 12 months. The termination of a supplier finance arrangement is not considered a significant liquidity risk due to the limited amounts involved and the availability of multiple supply chain finance providers.

Participation in the arrangement is at the suppliers' own discretion. Suppliers that participate in the supplier finance arrangement receive early payment on invoices issued to the Group from external finance providers. If suppliers choose to receive early payment, they pay a fee to the finance provider, to which the Group is not party.

§ Accounting policies

The Group applies supplier finance arrangements, under which banks or other financing partners settle invoices with suppliers at or before the due date, while the Group benefits from extended payment terms.

Classification and Measurement

- Where the payment obligation to the supplier is transferred to a financing partner, trade payables are derecognized at the time when the obligation is transferred to the financing partner; and replaced by a financial liability measured at amortized cost.

- If, in substance, the obligation remains with the supplier, the liability continues to be classified as trade payables.

Section 4: Financing and risk

4.3 Financial assets and liabilities (continued)

EUR million	Effective interest rate[1]	Currency	Available facility	Drawn amount	Maturity years	Carrying amount	Interest rate risk amount[2]
Aug 31, 2025							
Other borrowings from related parties							
Floating rate	1.8%	EUR	0.5	0.5	0-1	0.5	0.1
Total			**0.5**	**0.5**		**0.5**	**0.1**
Bank borrowings							
Floating rate	6.6%	EUR	397.7	381.6	0-3	381.8	1.6
Floating rate	9.7%	USD	91.0	91.0	0-3	92.8	0.5
Floating rate	7.7%	INR	3.8	3.4	0-1	5.5	0.0
Floating rate	20.0%	BRL	2.2	2.2	0-1	2.2	0.0
Total			**494.7**	**478.2**		**482.1**	**2.1**
Aug 31, 2024							
Other borrowings from related parties							
Floating rate	1.8%	EUR	0.5	0.5	0-1	0.5	0.1
Total			**0.5**	**0.5**		**0.5**	**0.1**
Bank borrowings							
Floating rate	8.3%	EUR	411.8	363.5	3-4	355.8	1.4
Floating rate	10.6%	USD	95.2	95.2	3-4	95.2	0.6
Total			**507.0**	**458.7**		**451.0**	**2.0**

1 Interest rate including zero-floor (excluding margin)
2 Interest rate risk if interest rates increase by 1.0 point for the coming 12 monthsr

The fair value of bank borrowings does not differ significantly from the carrying amount.

The Group's interest-bearing loans and borrowings are subject to financial covenants. During 2024/25, no amendments were made to these covenants.

The covenants relate to Minimum Liquidity and Net Debt Cover. Compliance certificates have been submitted on a timely basis throughout the period, demonstrating compliance with all covenants. Breaches of any financial covenants would entitle the lender to demand immediate repayment; no breaches occurred during the period.

Section 4: Financing and risk

4.3 Financial assets and liabilities (continued)

EUR million	Total bank borrowings	Total other borrowings from group companies	Floating rate	Fixed rate
Aug 31, 2025				
Currency of the principal				
EUR	381.8	0.5	382.3	-
USD	92.8	-	92.8	-
INR	5.5	-	5.5	-
BRL	2.2	-	2.2	-
Total	**482.3**	**0.5**	**482.8**	**-**
Aug 31, 2024				
Currency of the principal				
EUR	355.8	0.5	356.3	-
USD	95.2	-	95.2	-
Total	**451.0**	**0.5**	**451.5**	

4.4 Financial instruments

Accounting policies

Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. Oterra initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Oterra's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that Oterra commits to purchase or sell the asset.

Section 4: Financing and risk

4.4 Financial instruments (continued)

Accounting policies (continued)

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in the following categories: financial assets at amortized cost and financial assets at fair value through profit or loss.

Financial assets
Financial assets at amortized cost
Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Oterra's financial assets at amortized cost mainly include trade and other receivables.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if:

- the economic characteristics and risks are not closely related to the host;

- a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative;

and the hybrid contract is not measured at fair value through profit or loss.

Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Oterra's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- Oterra has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) Oterra has transferred substantially all the risks and rewards of the asset, or (b) Oterra has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When Oterra has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, Oterra continues to recognize the transferred asset to the extent of its continuing involvement. In that case, Oterra also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that Oterra has retained.

Financial liabilities
Financial liabilities are recognized at fair value and subsequently measured at amortized cost using the effective interest rate method, with the exception of derivative financial instruments.

Section 4: Financing and risk

4.5 Hedging activities and derivatives

Derivatives are accounted for as cash flow hedges

As of August 31, 2025 and 2024, Oterra has outstanding arrangements to hedge interest rate exposures on its foreign currency denominated debts. Details as follow:

EUR million	Outstanding notional amount	Unit	Carrying amount	Average interest rate	Expected maturity				
Aug 31, 2025					**2026**	**2027**	**2028**	**2029**	**2030**
Interest rate swap	219.2	EUR	(2.9)	2.7%	-	219.2	-	-	-
Interest rate swap	31.4	USD	(0.2)	3.9%	-	31.4	-	-	-

EUR million	Outstanding notional amount	Unit	Carrying amount	Average interest rate	Expected maturity				
Aug 31, 2024					**2025**	**2026**	**2027**	**2028**	**2029**
Interest rate cap	219.2	EUR	(1.9)	3.1%	-	219.2	-	-	-
Interest rate swap	60.7	EUR	0.2	4.4%	60.7	-	-	-	-
Interest rate swap	33.1	USD	(0.4)	4.6%	-	33.1	-	-	-

The corresponding derivative assets are included in other long-term assets in the statement of financial position and measured using fair value level 2 inputs using discounted cash flow model and Black Scholes model.

The following table shows the presentation of amounts related to cash flow hedges as follows:

Derivatives	Other comprehensive income	Balance sheet	Equity
Interest rate swaps	Value adjustments of hedge instruments for the year	Other long-term assets	Hedging reserve
Interest rate cap	Value adjustments of hedge instruments for the year	Other long-term assets	Hedging reserve

Section 4: Financing and risk

4.5 Hedging activities and derivatives (continued)

Accounting policies

Initial recognition and subsequent measurement
Oterra uses derivative financial instruments, such as interest rate swaps contracts, to hedge its interest rate risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Oterra only has hedges classified as cash flow hedge. These hedge the exposures to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment.

At the inception of a hedge relationship, Oterra formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how Oterra will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below.

Cash flow hedges
The effective portion of the gain or loss on the hedging instrument is recognized in OCI in the net fair value changes on cash flow hedges, while any ineffective portion is recognized immediately in the consolidated statement of income. The net fair value changes on cash flow hedges are adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

Oterra uses interest rate swaps and caps to hedge its interest rate risks. Changes in the fair value of the interest rate swaps are recognized in OCI and accumulated as a separate component of equity under "Net fair value changes on cash flow hedges".

Oterra designates only the elements of the interest rate swaps as hedging instruments to achieve its risk management objective. These elements are recognized in OCI and accumulated in a separate component of equity under net fair value changes on cash flow hedges.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

Section 5: Other disclosures

5.1 Changes in liabilities arising from financing activities

EUR million	1 Sep	Cash flows	Supply chain financing	Foreign exchange movement	New leases	Additions from acquisitions	Others	31 Aug
2024/25								
Lease liabilities	23.9	(3.7)	-	(0.8)	0.4	-	-	19.8
Borrowings	451.5	16.0	17.9	(3.9)	-	-	0.8	482.3
Total liabilities from financing activities	**475.4**	**12.5**	**17.9**	**(4.7)**	**0.2**	**-**	**0.8**	**502.1**

EUR million	1 Sep	Cash flows	Supply chain financing	Foreign exchange movement	New leases	Additions from acquisitions	Others	31 Aug
2023/24								
Lease liabilities	24.6	(5.1)	-	(0.5)	4.9	-	-	23.9
Borrowings	515.0	(53.3)	-	(1.1)	-	-	(9.2)	451.5
Total liabilities from financing activities	**539.6**	**(58.4)**	**-**	**(1.6)**	**4.9**	**-**	**(9.2)**	**475.4**

Section 5: Other disclosures

5.2 Partly-owned subsidiaries

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

Name	Country of incorporation and operation	Aug 31,2025	Aug 31, 2024
Vitivinícola Ramírez sl	Spain	50.0%	50.0%
Erkon Konsantre Sanayi Ve Ticaret Anonim Şirketi	Turkey	50.0%	50.0%

EUR million	Aug 31,2025	Aug 31, 2024
Share of Equity		
Vitivinícola Ramírez sl	0.2	0.2
Erkon Konsantre Sanayi Ve Ticaret Anonim Şirketi	7.7	6.0
Profit allocated to material non-controlling interest		
Vitivinícola Ramírez sl	(0.1)	0.1
Erkon Konsantre Sanayi Ve Ticaret Anonim Şirketi	3.3	4.0

5.3 Related parties

Related parties are defined as parties with control or significant influence, including group companies.

As of August 31, 2025, Spring MidCo DK ApS (Agern Allé 24, 2970 Hørsholm) held 100% of the share capital of Oterra Holding ApS, which in turn is owned 100% by Spring TopCo DK ApS (Agern Allé 24, 2970 Hørsholm). Spring TopCo DK ApS is controlled by Spring LuxCo HoldCo S.á.r.l., Luxembourg.

Other related parties include members of the Board of Directors and the Executive Board together with their immediate families.

The remuneration of key management personnel is specified in note 2.3.

As of August 31, 2025, Oterra Holding A/S had a payable loan of EUR 0.5 million with Spring MidCo ApS (Agern Allé 24, 2970 Hørsholm) as lender.

There were no transactions with members of the Board of Directors or other key management personnel other than payment of remuneration.

5.4 Events after the balance sheet date

No material events have occurred between August 31, 2025 and the date of publication of this annual report that have not already been included in the annual report and that would have a material effect on the assessment of the Group's financial position.

Section 5: Other disclosures

5.5 Group companies

Legal entity name	Country	Consolidated ownership %	Activity
Parent company:			
Oterra Holding ApS	Denmark	100	O
Subsidiaries:			
Oterra France SAS Bureau de liaison	Algeria	100	S
Oterra Australia Pty Ltd	Australia	100	S
Local HoldCo Brazil Ltda.	Brazil	100	O
NCD Brasil Indústria e Comércio de Corantes Naturais Ltda	Brazil	100	P, S
Akay Flavors and Aromatics (Cambodia) Private Ltd.	Cambodia	100	S
Oterra Shanghai Trading Co., Ltd [4]	China	100	S
Oterra S.A.S.	Colombia	100	S
Oterra A/S	Denmark	100	P, S
Oterra Operations ApS	Denmark	100	S
Oterra France SAS	France	100	P, S
Akay Europe GmbH	Germany	100	S
Oterra GmbH	Germany	100	S
AKAY NATURAL INGREDIENTS PRIVATE LIMITED	India	100	P, S
Akay Spices Private Ltd.	India	100	S
Oterra Operations ApS, Indonesia Representative Office	Indonesia	100	S
Oterra Italia S.p.A	Italy	100	P, S
Oterra S.p.A	Italy	100	S
EG industriale S.r.l.	Italy	100	S
OTERRA TRADING MALAYSIA SDN. BHD.	Malaysia	100	S
Oterra México S.A. de C.V.	Mexico	100	S
Oterra Peru S.A.C [4]	Peru	100	S
Oterra S.A. [4]	Peru	100	P, S
Oterra Poland sp. Z o. o.	Poland	100	S

Legal entity name	Country	Consolidated ownership %	Activity
Oterra Rus LLC	Russia	100	S
OTERRA SINGAPORE PTE. LTD.	Singapore	100	S
OTERRA INDIGO PTE. LTD.	Singapore	100	O
Oterra Colors Spain SLU	Spain	100	O
Sociedad Espanola de Colorantes Naturales y Afines SAU	Spain	100	P, S
Oterra Middle East FZ-LLC	UAE	100	S
Oterra UK Limited	UK	100	S
Akay US LLC	USA	100	S
Oterra Holdings, LLC	USA	100	O
Oterra US Holdings, LLC	USA	100	O
Oterra, LLC	USA	100	P, S
Food Ingredient Solutions, LLC	USA	100	P, S
The Representative Office of Oterra A/S in Ho Chi Minh City	Vietnam	100	S
Joint ventures:			
Vitivinícola Ramírez sl	Spain	50	S
Erkon Konsantre Sanayi Ve Ticaret Anonim Şirketi	Turkey	50	S

The "Consolidated ownership" column shows the portion of the income/(loss) of the entity which is attributable to the shareholders of Oterra Holding ApS in the consolidated financial statements.

P – Production
S – Sales
O - Other

[4] The group company's financial reporting period (January-December) deviates from that of the Group.

Parent company financial statements

Parent company financial statements

Notes

Income statement

EUR thousand	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Revenue		-	-
Gross loss		**-**	**-**
Administrative expenses	2.1	(4,525)	(4,107)
Other operating income		3,203	3,361
Operating loss (EBIT) before special items and impairment of investments in group companies		**(1,322)**	**(746)**
Special items		(827)	(3,913)
Operating loss (EBIT)		**(2,149)**	**(4,659)**
Financial income	2.2	42,222	56,664
Financial expenses	2.2	(30,590)	(35,625)
Profit/loss before tax		**9,483**	**16,380**
Income taxes	2.3	(2,888)	(1,953)
Profit/loss for the year		**6,595**	**14,427**

Statement of comprehensive income

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Profit/loss for the year	6,595	14,427
Items that will be reclassified subsequently to the income statement when specific conditions are met		
Currency translation to presentation currency	(563)	(483)
Value adjustment of hedge instruments for the year	(342)	(10,720)
Income tax relating to these items	76	2,354
Other comprehensive income for the year	**(829)**	**(8,849)**
Total comprehensive income for the year	**5,766**	**5,578**

Balance sheet

EUR thousand	Note	Aug 31, 2025	Aug 31, 2024
ASSETS			
Non-current assets			
Investments in group companies	3.1	582,765	583,074
Deferred tax		1,965	1,773
Total non-current assets		**584,730**	**584,847**
Current assets			
Receivables from group enterprises		561,853	562,159
Other receivables		1,907	660
Prepayments		253	298
Cash at bank		2,745	5,157
Total current assets		**566,758**	**568,274**
Total assets		**1,151,488**	**1,153,121**

EUR thousand	Note	Aug 31, 2025	Aug 31, 2024
EQUITY AND LIABILITIES			
Equity			
Share capital	4.1	134	134
Hedging reserve		(2,233)	(1,967)
Translation reserve		(3,757)	(3,194)
Retained earnings		807,787	801,192
Total equity		**801,931**	**796,165**
Non-current liabilities			
Borrowings	4.2	314,860	329,654
Total non-current liabilities		**314,860**	**329,654**
Current liabilities			
Borrowings	4.2	18,994	18,256
Trade payables		1,522	1,101
Payables to group companies		5,355	523
Tax payables		4,934	3,713
Other payables		3,892	3,709
Total current liabilities		**34,697**	**27,302**
Total liabilities		**349,557**	**356,956**
Total equity and liabilities		**1,151,488**	**1,153,121**

Cash flow statement

EUR thousand	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Operating activities			
Profit before tax		9,483)	16,380
Adjustments to reconcile profit before tax to net cash flows:			
Finance income		(42,222)	(56,664)
Finance costs		30,590	35,625
Working capital changes:			
Decrease/(increase) in trade receivables and prepayments		(1,202)	(1,659)
Decrease/(increase) in trade receivables and other payables		604	(5,713)
		(2,747)	(12,031
Income tax paid		-	-
Net cash flows from operating activities		**(2,747)**	**(12,031)**
Investment in Subsidiaries		-	(92,355)
Net cash flows used in investing activities		**42,138**	**(51,593)**

EUR thousand	Note	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Financing activities			
Proceeds from cash group contribution		-	99.500
Interest paid		(29,300)	(24,171)
Repayment of borrowings		(11,629)	(11,732)
Net cash flows from/(used in) financing activities		**(40,929)**	**63,597**
Net increase/(decreae) in cash and cash equivalents for the year		(1,538)	(27)
Net foreign exchange income/(loss) on cash and cash equivalents		(874)	4,656
Cash and cash equivalents at Sep 1		5,157	528
Cash and cash equivalents at Aug 31		**2,745**	**5,157**

Statement of changes in equity

EUR thousand	Share capital	Hedging reserve	Translation reserve	Retained earnings	Total
2024/25					
Equity at Sep 1, 2024	134	(1,967)	(3,194)	801,192	796,165
Income/(loss) for the year	-	-	-	6,595	(112,505)
Other comprehensive income/(loss) for the year, see the statement of comprehensive income	-	(266)	(563)	-	(829)
Total comprehensive income/(loss) for the year	**-**	**(266)**	**(563)**	**6,595**	**(113,334)**
Cash group contribution	-	-	-	-	-
Equity at Aug 31, 2025	**134**	**(2,233)**	**(3,757)**	**807,787**	**801,931**
2023/24					
Equity at Sep 1, 2023	134	6.399	(2.111)	680.689	685.111
Income/(loss) for the year	-	-	-	14,427	14,427
Other comprehensive income/(loss) for the year, see the statement of comprehensive income	-	(8.366)	(1,083)	483	(9,449)
Total comprehensive income/(loss) for the year	**-**	**(8.366)**	**(1,083)**	**14,910**	**5,461**
Cash group contribution	-	-	-	105.593	105.593
Equity at Aug 31, 2024	**134**	**(1,967)**	**(3,194)**	**801,192**	**796,165**

The Board of Directors has decided not to propose an ordinary dividend for the financial year ending August 31, 2025 or August 31, 2024.

Notes

1.1 Accounting policies

The parent company financial statements of Oterra Holding ApS (the Parent Company) have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and additional requirements of the Danish Financial Statements Act.

The accounting policies applied by the Parent Company are the same as apply to the Oterra Group, see the notes to the consolidated financial statements, with the exception of the following

Investments in group companies
The accounting policies for investments in group companies and related transactions are presented in note 3.1.

1.2 Key accounting estimates and judgements

In preparing the parent company financial statements, Management makes various accounting estimates and assumptions that form the basis of the recognition and measurement of the Parent Company's assets and liabilities.

In applying the Group's accounting policies, Management makes judgements that may significantly influence the amounts recognized in the financial statements. The key accounting estimates and judgements for the Oterra Group are presented in the notes to the consolidated financial statements. Furthermore, Management considers the key accounting estimates and judgements used in the preparation of the consolidated financial statements in particular referring to the carrying amount of investments in group companies.

Assumptions about the future and estimation uncertainty at the balance sheet date are described in the notes where there is a significant risk of changes that could result in material adjustments to the carrying amount of assets or liabilities within the next financial year.

2.1 Staff cost

Key management personnel at Oterra Holding A/S represents the Executive Board. For information regarding remuneration of key management personnel of Oterra Holding A/S, see note 2.3 to the consolidated financial statements.

2.2 Fees to auditors

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
EY		
Statutory audit	119	130
Other	223	-
Total	**342**	**130**

2.3 Financial income and expenses

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Financial income		
Interest income, group companies	41,749	44,240
Foreign exchange gains	473	12,424
Total	**42,222**	**56,664**

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Financial expenses		
Interest expenses	30,590	35,035
Interest expenses, group companies	-	1
Foreign exchange losses	-	589
Total	**30,590**	**35,625**

Notes

2.3 Income taxes and deferred tax

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Income taxes		
Current tax for the year	(2,694)	(1,372)
Change in deferred tax concerning the year	526	1,773
Prior year adjustments, deferred tax	(644)	-
Change in valuation allowance	-	-
Tax on the loss for the year	**(2,812)**	**401**
Tax in the income statement	**(2,888)**	**(1,953)**
Tax on other comprehensive income	**76**	**2,354**

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Reconciliation of tax rate		
Danish tax rate	22%	22.0%
Non-deductible financial expenses	-	(14.7%)
Non-deductible expenses	(24.0%)	4.6%
Prior year adjustment	(0.6%)	-
Valuation allowance of deferred tax assets	-	-
Effective tax rate	**(2.6%)**	**11.9%**
Tax for the year	**(2,888)**	**1,953**

EUR thousand	Aug 31, 2025	Aug 31, 2024
Deferred tax		
Deferred tax at Sep 1	1,773	-
Change in deferred tax – recognized in the income statement	192	1,773
Deferred tax at Aug 31	**1,965**	**1,773**
Deferred tax assets	1,965	1,773
Deferred tax liabilities	-	-
Deferred tax at Aug 31	**1,965**	**1,773**
Specification of deferred tax		
Assets/Liabilities	1,965	1,773
Tax loss carry-forwards	-	-
Valuation allowance of deferred tax assets	-	-
Total deferred tax at Aug 31	**1,965**	**1,773**
Amounts due after 12 months, estimated	**-**	**-**

Notes

3.1 Investments in group companies

EUR thousand	Aug 31, 2025	Aug 31, 2024
Cost at Sep 1	583,074	503.112
Adjustment	-	(14,000)
Currency translation	(414)	1.607
Additions	105	92.355
Cost at Aug 31	**582,765**	**583,074**

See note 5.8 to the consolidated financial statements for a list of group companies.

Accounting policies

Dividends from group companies are recognized as income in the income statement of the Parent Company in the financial year in which the dividend is declared. If the carrying amount of an investment in a subsidiary exceeds the carrying amount of the net assets in the subsidiary's financial statements, or if the dividend exceeds the total comprehensive income of the subsidiary in the period in which the dividend is declared, the carrying amount of the subsidiary is tested for impairment.

Investments in group companies are measured at cost. If the cost exceeds the recoverable amount, it is written down.

3.2 Commitments and contingent liabilities

Please refer to note 3.7 to the consolidated financial statements regarding pending court and arbitration cases.

EUR thousand	Aug 31, 2025	Aug 31, 2024
Individual assets directly pledged		
Equity investment in Oterra A/S	557,506	558,716
Equity investment in Oterra Italia S.p.A.	11,478	11,494
Equity investment in Local HoldCo Brazil Ltda	1,539	1,540
Equity investment in Oterra Operations ApS	384	100
Equity investment in Oterra Poland	1,201	1
Equity investment in Oterra Peru S.A.C	1,430	1,203
Equity investment in Oterra Singapore	1	1,431
Carrying amount of pledged individual assets	**573,539**	**571,413**

The Parent Company has issued letters of support in favour of certain subsidiaries.

Joint taxation

The Parent Company and its Danish subsidiaries are jointly taxed with the Danish companies in the Oterra Group. The joint taxation arrangement also covers withholding taxes in the form of dividend tax, royalty tax, and interest tax. The Danish companies are jointly and individually liable for the joint taxation payments. Any subsequent adjustments to income taxes and withholding taxes may lead to a higher liability. The taxes for the individual companies are allocated in full on the basis of the expected taxable income.

Notes

4.1 Share capital

Number of shares	Aug 31, 2025	Aug 31, 2024
Share capital at Sep 1	1,000,000	1,000,000
Additions	-	-
Share capital at Aug 31	**1,000,000**	**1,000,000**

The Parent Company's share capital has a nominal value of DKK 1,000,000 (equivalent to EUR 134 thousand), divided into 1,000,000 shares of DKK 1.0 each. The share capital is fully paid up.

No shares were issued in 2024/25 or 2023/24.

4.2 Financial assets and liabilities

Please refer to note 4.3 to the consolidated financial statements. The Parent Company is the borrower of Senior bank borrowings with a carrying amount EUR 482.4 million of which EUR 381.8 million and EUR 92.8 million are denominated in EUR and USD, respectively.

5.1 Changes in liabilities arising from financing activities

EUR thousand	Sep 1, 2024	Cash flows	Foreign exchange movement	Aug 31, 2025
Borrowings	347,910	(11,611)	(2,445)	333,854
Total liabilities from financing activities	**347,910**	**(11,611)**	**(2,445)**	**333,854**

5.2 Related parties

Please refer to note 5.3 to the consolidated financial statements

Transactions between the Parent and the subsidiaries

EUR thousand	Sep 1, 2024 – Aug 31, 2025	Sep 1, 2023 – Aug 31, 2024
Sale of services	3,203	3.361
Interest income	41,749	44.003
Interest expenses	-	(1)
Total	**44,952**	**47.363**

Oterra Holding ApS is 100% owned by Spring MidCo DK ApS, Agern Alle 24, 2970 Hørsholm and is part of the consolidated financial statements of Spring TopCo DK ApS which in turn is owned 100% by Spring TopCo DK ApS (Agern Allé 24, 2970 Hørsholm). Spring TopCo DK ApS is controlled by Spring LuxCo HoldCo S.á.r.l., Luxembourg.

5.3 Events after the balance sheet date

Please refer to note 5.4 to the consolidated financial statements.

Management's statement

The Executive Board and the Board of Directors have today considered and adopted the Annual Report of Oterra Holding ApS for the financial year ended August 31, 2025.

The Annual Report has been prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position at August 31, 2025 of the Group and the Parent Company and of the results of the Group's and the Parent Company's operations and cash flows for the financial year September 1, 2024 - August 31, 2025.

In our opinion, the Management's review includes a true and fair account of the development in the operations and financial circumstances of the Group and the Parent Company, of their results of operations for the year, and of the financial position of the Group and the Parent Company, as well as a description of the most significant risks and elements of uncertainty facing the Group and the Parent Company.

We recommend that the Annual Report be adopted by the Annual General Meeting.

Hørsholm, December 17, 2025

Executive Board

Martin Sonntag
CEO

Board of Directors

Cornelis de Jong
Chair

Nils Philipp Ketter
Vice Chair

Xiangwei Gong

Christoffer Erik Mathies Lorenzen

Thijs Bakker

Vesa Veikko Koskinen

Joan A. Braca

Independent auditor's report

To the shareholders of Oterra Holding ApS

Opinion
We have audited the consolidated financial statements and the parent company financial statements of Oterra Holding ApS for the financial year 1 September 2024 – 31 August 2025, which comprise income statement, statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including material accounting policy information, for the Group and the Parent Company. The consolidated financial statements and the parent company financial statements are prepared in accordance with IFRS Accounting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 August 2025 and of the results of the Group's and the Parent Company's operations and cash flows for the financial year 1 September 2024 – 31 August 2025 in accordance with IFRS Accounting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and the parent company financial statements" (hereinafter collectively referred to as "the financial statements") section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Statement on the Management's review
Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements, or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's review.

Management's responsibilities for the financial statements
Management is responsible for the preparation of consolidated financial statements and parent company financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance as to whether the 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 ISAs and additional requirements applicable in Denmark 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 the financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Group's and the Parent Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Parent Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion..

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Copenhagen, 17 December 2025

EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

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State Authorized Public Accountant	State Authorized Public Accountant
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Design and production: **Noted**