TAMINCO GROUP NV

Pantserschipstraat 207, 9000 Ghent, Belgium
Enterprise number 0891.533.631

Offering of New Shares (with VVPR strips attached) and Existing Shares Listing on Euronext Brussels of all Shares and VVPR strips

This is an offering (the **Offering**) of ordinary shares (the **Shares**) of Taminco Group NV (the **Company** or the **Group**), consisting of (i) an offering (the **Primary Offering**) of up to € 160 million in new shares (with VVPR strips attached) (the **New Shares**) by the Company and (ii) an offering (the **Secondary Offering**) of up to 14,750,000 existing shares (without VVPR strips attached) (the **Existing Shares** and, together with the New Shares, the **Offer Shares**) by Taminco Group Holdings S.à r.l. (the **Selling Shareholder**).

The Offering consists of (i) a public offering to retail investors in Belgium (the **Retail Tranche**) and (ii) an offering to institutional investors (the **Institutional Tranche**) (A) outside of the United States pursuant to Regulation S (**Regulation S**) under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), and (B) in the United States to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A (**Rule 144A**) under the U.S. Securities Act.

The Selling Shareholder will grant to Merrill Lynch International, as stabilisation manager (the **Stabilisation Manager**), on behalf of itself and the Underwriters (as defined herein), an option to purchase additional Existing Shares (the **Over-allotment Shares**) at the Offer Price, representing a maximum of 15% of the total number of Offer Shares, solely to cover short positions, if any, created by over-allotments and/or from the sale of Shares effected by them during the Stabilisation Period (as defined herein) (the **Over-allotment Option**).

The Offer Price will be determined on the basis of a book-building process, conducted during the Offering Period (as defined herein), in which only institutional investors will participate. The Offer Price is expected to be published in the Belgian press February 5, 2010 and in any event will be published no later than one Business Day (as defined herein) thereafter. The Offer Price will be a single price in euro that will apply to all investors. It is expected to be set within an Offer Price range of between € 11.00 and € 14.00 per Offer Share (the **Offer Price Range**), although it may be set below the lower end of the Offer Price Range.

The Offering Period will start on January 21, 2010 and close at 4.00 p.m. CET on February 3, 2010, subject to the possibility of an early closing (the **Offering Period**). In the event of an early closing, the pricing, allocation, listing and closing of the Offering may be advanced accordingly.

Prior to this Offering, there has been no public market for the Shares or the VVPR strips (as defined herein). Application has been made to list the Shares on Euronext Brussels under the symbol "AMIN" and the VVPR strips under the symbol "AMINS". Trading of the Shares and the VVPR strips on Euronext Brussels is expected to commence, on an "if-and-when-issued and/or delivered" basis, on or about February 5, 2010 (the **Listing Date**). Delivery of the Offer Shares and the VVPR strips is expected to take place in book-entry form against payment thereof in immediately available funds on or about February 9, 2010 (the **Closing Date**).

An investment in the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips involves substantial risks and uncertainties. Prospective investors should read the entire document and, in particular, the section headed "Risk Factors", when considering an investment in the Company.

NOTICE FOR NON-BELGIAN RESIDENT INVESTORS

The Offer Shares, the Over-allotment Shares, if any, and the VVPR strips have not been and will not be registered under the securities laws of any jurisdictions other than Belgium. The distribution of this document and the offer, sale and delivery of the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips in certain jurisdictions may be restricted by law. The Offer Shares, the Over-allotment Shares and the VVPR strips have not been and will not be registered under the U.S. Securities Act or the applicable securities laws of any state or other jurisdiction of the United States and, subject to certain exceptions, may not be offered or sold within the United States. Prospective purchasers are hereby notified that sellers of the Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A. For a description of these and certain other restrictions on transfer of the Shares and the distribution of this Prospectus, see "Selling and Transfer Restrictions".

Joint Global Co-ordinators and Bookrunners

BofA Merrill Lynch   Morgan Stanley   KBC Securities   BNP PARIBAS FORTIS

Prospectus dated January 19, 2010

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SUMMARY

Each investor should read the following summary together with the more detailed information and the financial statements and other financial information contained elsewhere in this Prospectus. This summary must be read as an introduction to the Prospectus. Any decision to invest in the Offer Shares, the Over-allotment Shares or the VVPR strips offered herein should be based on a consideration of the Prospectus as a whole. No civil liability will attach to the Company or the Selling Shareholder solely on the basis of this summary, unless it is misleading, inaccurate or inconsistent when taken together with other parts of the Prospectus. Where a claim relating to the information contained in this Prospectus is filed with a court, a plaintiff investor might, under the applicable legislation, be required to bear the cost of translating the Prospectus before legal proceedings are initiated.

Business Overview

We are the world's only globally active specialist producer of alkylamines that is integrated into the production of a broad range of alkylamine derivatives. We have an installed production capacity of more than one million tonnes per annum and, by this measure, are the largest alkylamine producer in the world. We generated revenues of € 692.0 million in the year ended December 31, 2008 (€ 445.3 million in the nine months ended September 30, 2009). Moreover, we have maintained the profitability of our business in the face of the recent economic downturn: our EBITDA increased by € 18.9 million, or 19.6%, from € 96.5 million in 2007 to € 115.4 million in 2008, and by € 22.3 million, or 24.9%, from € 89.4 million in the nine months ended September 30, 2008 to € 111.7 million in the nine months ended September 30, 2009.

Amines are organic compounds produced through the reaction of an alcohol (such as methanol or a higher chain alcohol (C_1-C_6)) with ammonia. The immediate results of these processes are methylamines and higher alkylamines, which can then be reacted with other chemicals to produce alkylamine derivatives. Alkylamines and their derivatives are key elements in a broad array of chemical products that have a wide range of applications in industrial, consumer, pharmaceutical and agricultural end-use segments. The range of uses to which our products are put is expanding, and demand for the majority of them is growing.

We have seven plants worldwide dedicated to the production of alkylamines and alkylamine derivatives, comprising two large facilities in each of Europe and the United States, and smaller facilities in China and Brazil. A key aspect of our strategy is the integrated production model, which has a number of elements through which methylamines and higher alkylamines manufactured in a given plant are used within the same facility as raw materials in manufacturing derivatives. This enables us to lower costs through heat and steam recycling within the facilities and to direct resources to the manufacture of those derivatives for which demand is highest. We have successfully employed an integrated production strategy in Europe for many years, and aim to expand its use in our other operations over time, beginning with our St. Gabriel plant in the United States during the first quarter of 2010. In the United States, the production of alkylamines has historically been split from the production of derivatives, and we believe that there is significant potential for profitable growth through the replication of the integrated production model in this market.

In keeping with our longstanding specialised focus on alkylamines and alkylamine derivatives, we are a leader in alkylamine production technology. Our research, technology and development function includes 35 full-time employees, and focuses on improving existing processes and technology platforms, as well as testing new raw materials and new products, as part of our continuous effort to improve the efficiency and reduce the unit costs of our operations. Our product development group works in close cooperation with our marketing professionals and engineers to develop our product portfolio in order to address customer demand in both new and existing end-use segments. We protect our intellectual property through patents. We currently have 27 registered patents, covering production processes for fatty alkylamines and specialty alkylamine applications in coatings and metal working fluids, as well as new formulations for plant protection, plant biomodulators, and feed additives. We have developed some of this intellectual property internally, and have also added to our intellectual property portfolio through the Air Products, Arkema and Mandops acquisitions. We have pending intellectual property registrations in the United States, Canada, Brazil, Mexico, Japan, China, Korea and the European Union. In addition to patents, we have over 60 trademarked brand names and logos, including the Taminco Molecules brand name and logo as well as names for individual products such as Amietol, Granuflo, Metam CLR and Metam KLR, Taminizer and Ziram Granuflo. See "Business — Our Operations — Research and Product Development".

We are organised in two divisions: Functional Chemicals and Agro Sciences. Our divisional organisation reflects the end-user segments to which we market and sell our products. The Functional Chemicals division serves the needs of manufacturers who use our alkylamine products as constituents in chemical processes for the production of formulated products. The division is in turn organised in business units that reflect the various applications in which end-users employ our products: Amines and Solvents; Specialty Derivatives; and Performance Products. The Agro

Sciences division sells alkylamines and alkylamine derivatives for use in agricultural applications. The division is also organised into business units that reflect the end-user applications in which our products are employed: Crop Protection; Herbicide Systems; and Feed Additives. The division's customers range from multinational crop protection and agricultural enterprises to distributors and large local farmer co-operatives. Functional Chemicals and Agro Sciences accounted for 64.3% and 35.7% of our total revenues and 71.0% and 29.0% of our total EBITDA, respectively, in the year ended December 31, 2008, and for 63.5% and 36.5% of total revenues and 71.6% and 28.4% of total EBITDA, respectively, in the nine months ended September 30, 2009.

From a regional perspective, our business is primarily focused on Europe and North America. From 2006 to 2008, sales in Europe grew from € 202 million to € 276 million (€ 182 million in the nine months ended September 30, 2009); sales in North America grew from € 94 million to € 287 million (€ 185 million in the nine months ended September 30, 2009); sales in Latin America grew from € 22 million to € 75 million (€ 40 million in the nine months ended September 30, 2009); and sales in Asia grew from € 37 million to € 54 million (€ 39 million in the nine months ended September 30, 2009). Competition in the alkylamines industry is predominantly regional and at the individual product level, and varies significantly according to the specific products and applications involved. See "Industry". In addition, our sales and marketing team is regionally organised and customer-focused in order to increase our penetration of the various end-user segments we serve, both by identifying new product application opportunities and by leveraging our existing product portfolio.

History and Development

Our business originated with our former parent company, Union Chimique Belge (**UCB**). Taminco NV was formed in October 2003 following a carve-out from UCB, backed by a fund managed by AlpInvest Partners NV (**AlpInvest Partners**). AlpInvest Partners and Taminco NV's management sold their shares in Taminco NV to funds advised by CVC Capital Partners in 2007. The Company was incorporated on August 20, 2007 as a vehicle to effect that acquisition.

We entered the U.S. market in 2006 with the acquisition of a leading alkylamine asset, Air Products and Chemicals Inc.'s (**Air Products**) amines business in the Americas (**Air Products (Americas)**), which owned two plants in the United States (Pace and St. Gabriel) and one plant in Brazil (Camaçari). In addition to increasing our production capabilities through acquisitions, we have also selectively acquired various supply contracts to increase the load capacity at each of our plants. In 2004, we acquired Air Products' European methylamines and derivatives customer portfolio and Akzo Nobel's customer portfolio following the closure of their Delfzijl plant. In 2006, we acquired Arkema's U.S. methylamine and higher alkylamines ethoxylated derivative business, which added 15 new downstream products to our portfolio for both methylamine and higher alkylamines. We also acquired patented technology relating to plant growth regulators for use in cereals and formulations of chlorocholine chloride from Mandops UK in 2007. In 2008 we opened a fourth-generation methylamine unit in Ghent and established a Metam tolling arrangement. We are currently transferring the production of alkylamine derivatives from our Riverview facility to our plant at St. Gabriel, Florida, United States, and expect to commence integrated operations there with three key derivatives during the first quarter of 2010. See "Business — Our History".

For more information on recent developments, please see "Operating and Financial Review and Prospects — Recent Developments" on page 62.

Our Competitive Strengths

- Specialist focus on alkylamines and their derivatives
- Leading positions in our key regional markets and across our product portfolio
- Integrated business model underpinning strategic flexibility and low cost position
- Technological leadership and culture of excellence
- Highly skilled and experienced management team with proven track record

Our Strategy

- Extending our integrated business model
- Expanding our global operations
- Increasing penetration of end-user segments through customer focus and innovation

- Leveraging technological strengths to expand addressable product markets and achieve production efficiencies
- Identification of key financial targets and goals to guide us in implementing our strategy

Risk Factors

For more detail, see "Risk Factors" beginning on page 18.

Risks Relating to our Business

- We depend on a variety of raw materials, the prices of which may vary with market conditions
- We purchase our key raw materials and some of our equipment from a relatively limited number of suppliers
- An increase in energy costs, in particular natural gas costs, or a disruption in the supply of energy for our operations may significantly increase operational costs or adversely affect production, particularly in our Ghent facility
- We may not be able to pass on the costs of raw materials, energy or other inputs to customers in future contracts and we may cease to benefit from certain advantageous contracts
- Our growth strategy has relied on acquisitions and will continue to do so
- We derive our revenue from sales to a relatively concentrated customer base
- We may not be able to register some of our intellectual property rights that are still under application, which could reduce our growth potential
- Our competitive position and future prospects depend on our senior management's experience and expertise and our ability to recruit and retain qualified personnel
- Exchange rate fluctuations may have an impact on our financial results and condition
- Our financial and operational flexibility may be limited by the financial and other covenants contained in our Senior Facilities Agreement, and if we are unable to meet our payment obligations or if we fail to comply with those covenants, our lenders may be entitled to enforce the share pledges securing our obligations under the Senior Facilities Agreement
- If we are unable to refinance the term loans and bullet loans or the revolving facility under the Senior Facilities Agreement or if we are unable to obtain alternative financing on attractive terms our business and results of operations could be materially adversely affected
- Economic, regulatory, political and local business risks in developing countries could materially adversely affect our business and results of operations
- Disturbances in our information systems could have a material adverse effect on our business

Risks Relating to our Industry

- We may face increasing competition, which could have a material adverse effect on our business and results of operations
- Our permits, licences, registrations or authorisations and those of our customers may be suspended, terminated or revoked before their expiration or we may be unable to renew them upon their expiry
- We are subject to stringent environmental laws and regulations across multiple jurisdictions
- We are exposed to fluctuations in supply and demand for our products
- Demand for chemicals is affected by macroeconomic factors, and a downturn in such factors could have a material adverse effect on our business and results of operations
- Our business, reputation and products may be affected by product liability claims, complaints or adverse publicity in relation to our products
- Inventory-related risks could have a material adverse effect on our business
- Poor weather conditions, a variety of force majeure events and the volatile nature of our chemical products could can have a material adverse effect on our business

- A variety of force majeure events and the volatile nature of our chemical products could result in business interruption and expose us to additional costs
- Our operations or products may impact the environment or cause or contribute to contamination or exposure to hazardous substances, which could result in material liabilities for us
- Our operations are subject to operating hazards and natural disasters that may not be covered, or fully covered, by our insurance policies
- We are subject to the risk of industrial relations actions which may disrupt our operations
- We depend on our ability to develop and apply advanced production technologies but there is no assurance that any of our current or future technological developments will become market-ready or that the developments as implemented will achieve commercial success
- The global financial markets have experienced significant deterioration and volatility since early 2008, and a continuation of such conditions may adversely affect our business, liquidity, financial condition and prospects

Risks Relating to the Offering

- There has been no prior public trading market for the Shares, and an active trading market may not develop or be sustained in the future
- The Selling Shareholder and assignees will remain important shareholders of the Company and, as such, it may exercise influence over us, and its interests may not always be aligned with our interests or the interests of our other shareholders
- Future sales of our Shares in the public market could cause the price of our Shares to fall
- We may not be able to pay dividends in accordance with our stated dividend policy
- Our Shares and VVPR strips will be listed and traded on Euronext Brussels on an "if-and-when-issued and/or delivered" basis as from the Listing Date until the Closing Date. Euronext Brussels may annul all transactions effected in the Shares and VVPR strips if the Offer Shares and VVPR strips are not delivered on the Closing Date
- Investors resident in countries other than Belgium may suffer dilution if they are unable to participate in future preferential subscription rights offerings
- Investors' rights as shareholders will be governed by Belgian law and differ in some respects from the rights of shareholders under the laws of other countries
- Certain provisions of the Belgian Company Code and our articles of association may discourage potential takeover attempts and affect the market price of the Shares

Shareholding and Shareholder Transactions

The Selling Shareholder is Taminco Group Holdings S.à r.l. (**Taminco Group Holdings**), a limited liability company organised and existing under Luxembourg law, with its registered office at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), and registered with the register of commerce and companies. The Selling Shareholder is wholly owned by Taminco International S.à r.l.

Taminco International S.à r.l. (**Taminco International**) is a limited liability company organised and existing under Luxembourg law, with its registered office at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), and registered with the register of commerce and companies. Taminco International is wholly owned by Pearls Invest S.à r.l. (**Pearls Invest**), AlpInvest Partners Co-Investments 2007 C.V. (**AlpInvest Partners 2007**), Stichting Invest Benelux and Stichting Management Taminco, as follows:

Pearls Invest	73.11%
AlpInvest Partners 2007	6.82%
Stichting Invest Benelux	0.40%
Stichting Management Taminco	19.67%

Pearls Invest is wholly owned by funds advised by CVC Capital Partners.

AlpInvest Partners 2007 is a limited partnership managed by AlpInvest Partners. AlpInvest Partners is a leading global private equity investment manager, with a network of four offices across Europe, Asia and the United States.

Stichting Invest Benelux is a vehicle through which certain advisers to CVC Capital Partners participate in the ownership of the Company.

Stichting Management Taminco is the vehicle through which certain managers and employees of the Company participate in its ownership.

Assuming a full placement of the Offer Shares, the gross proceeds of the Primary Offering will be € 160 million. The net proceeds of the Primary Offering, after fees and commissions (assuming full payment of the performance and discretionary component) and expenses relating to the Offering and after the repayment of debt (including redemption of the X/N bonds issued by Taminco NV to the Selling Shareholder (the **X/N Bonds**)) and the settlement of intercompany receivables between the Company and the Selling Shareholder, are expected to be approximately € 21.5 million.

Assuming a full placement of the Offer Shares and that the Offer Price is at the mid-point of the Offer Price Range, the gross proceeds of the Secondary Offering (assuming exercise in full of the Over-allotment Option) will be € 236 million and the net proceeds of the Secondary Offering, after fees and commissions (assuming full payment of the performance and discretionary component) and expenses relating to the Offering and after the repayment of Facility D under the Senior Facilities Agreement described below (with the proceeds received by the Selling Shareholder following the redemption of the X/N Bonds), repayment of related party debt and the settlement of intercompany receivables between the Company and the Selling Shareholder, are expected to be approximately € 234 million.

Shortly after the Closing Date, the Selling Shareholder will merge with Taminco International. Following this merger, a share buy-back will take place resulting in (i) management and employees of Taminco Group NV becoming shareholders in the Company (including in part through Stichting Management Taminco); (ii) Stichting Invest Benelux becoming a direct shareholder in the Company; (iii) AlpInvest Partners 2007 becoming a direct shareholder in the Company; and (iv) Pearls Invest becoming an indirect shareholder in the Company (through Taminco International). See “Major Shareholders” beginning on page 128.

Corporate Governance and Articles of Association

On the Closing Date, our Board of Directors will consist of the following eight members: Pol Vanderhaeghen (chairman); Laurent Lenoir (CEO); Corporate Finance Consult BVBA, represented by Mr. Steven Buyse; Patrick Verschelde; Saint Gabrielle LLP, represented by Mr. Anthony Clinch; André Bergen; Luc De Temmerman; and Gabriel Kow.

Our executive management is composed of the CEO and the other executive management team members (the **Executive Management Team**) set forth in the table below:

Laurent Lenoir	CEO
Kurt Decat	CFO (Corporate Secretary/Finance/HR/Legal/Investor Relations)
Guy Wouters	Head of Global Supply Chain & Purchasing & ICT
Piet Vanneste	Head of Global Manufacturing, Research & Technology and Mergers & Acquisitions
Geoff Ingham	Head of Functional Chemicals Division (Regional NAFTA)
Johan De Saegher	Head of Agro Sciences Division (Regional Latin America/Asia)

The statutory auditor of the Company is Ernst & Young Bedrijfsrevisoren bcvba, which is represented by Marc Guns, auditor.

The audit reports on the consolidated financial statements of the Company were signed jointly by Marc Guns and Lieve Cornelis.

Certain legal matters in connection with this offering will be passed upon for us and the Selling Shareholder by Allen & Overy LLP, with respect to the laws of the United States, the United Kingdom and Belgium. Certain legal matters in connection with this offering will be passed upon for the Underwriters by Linklaters LLP, with respect to the laws of the United States, the United Kingdom and Belgium.

We were incorporated on August 20, 2007, under the name “Taminco Group NV” for an unlimited duration. Our legal form is a limited liability company (*naamloze vennootschap / société anonyme*), organised under the laws of Belgium. Our articles of association have been amended on several occasions and most recently by the Extraordinary Shareholders’ Meeting (as defined herein) of January 15, 2010. The articles of association are available for inspection at our registered office and on our website (www.taminco.com). See “Description of Share Capital and Articles of Association”.

Our corporate governance charter was adopted in accordance with the recommendations set out in the Belgian Code for Corporate Governance issued on March 12, 2009 by the Belgian Corporate Governance Committee (the **Corporate Governance Code**). The Corporate Governance Code is based on a "comply or explain" system: Belgian listed companies should follow the Corporate Governance Code, but may deviate from its provisions and guidelines (though not from the principles) provided they disclose the justification for such deviation.

Our Board of Directors intends to comply with the Corporate Governance Code, except that we have not appointed an Internal Auditor. Our Board of Directors has adopted our corporate governance charter and will review it from time to time and make such changes as it deems necessary and appropriate. The charter will be made available free of charge on our website (www.taminco.com) and at our registered office after completion of the Offering.

Senior Facilities Agreement

Description of the Facilities

On August 31, 2007, in connection with the Selling Shareholder's acquisition of the Company, the Selling Shareholder, the Company and certain of the Company's subsidiaries entered into a € 440 million and U.S.$ 357 million senior facilities agreement with, among other parties, Rabobank International, as Facility Agent and Security Agent, which was subsequently amended and restated on August 14, 2008 (the **Senior Facilities Agreement**). The Senior Facilities Agreement consists of four term loan facilities, Facility A, Facility B, Facility C and Facility D, which terminate on August 31, 2014, August 31, 2015, August 31, 2016 and February 17, 2017, respectively, and one revolving credit facility, which terminates on August 31, 2014 (the **Revolving Credit Facility**). Facilities A, B and C (together, the **Senior Credit Facility**) and the Revolving Credit Facility are available to the Selling Shareholder, the Company and certain of the Company's subsidiaries and Facility D is available only to the Selling Shareholder. In addition, the Senior Facilities Agreement provides for the possibility of establishing incremental facilities up to a maximum amount of € 100 million, which is subject to certain conditions.

Amendment Request

On October 20, 2009, the Selling Shareholder submitted an amendment request (the **Senior Facilities Amendment Request**) to Rabobank International, as Facility Agent, requesting that the lenders under the Senior Facilities Agreement approve certain amendments to its terms as detailed more fully under "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility". The Selling Shareholder has received the requisite consents from the lenders and the requested amendments will become effective on the Closing Date. On the Closing Date, the Selling Shareholder intends to repay all amounts outstanding under Facility D and will resign as a borrower under the Senior Facilities Agreement, such that Facilities A, B and C and the Revolving Credit Facility will only be available to the Company and certain of its subsidiaries and Facility D will no longer be available. The description of the Senior Facilities Agreement provided below assumes that the amendments requested pursuant to the Senior Facilities Amendment Request have become effective.

Selected Terms

The interest rate payable on amounts borrowed under the Senior Facilities Agreement is equal to EURIBOR (for borrowings denominated in euro) or LIBOR (for borrowings denominated in U.S. dollars) plus a margin and mandatory costs. The margin in respect of Facility A, Facility B and the Revolving Credit Facility depends upon our consolidated leverage ratio, defined as consolidated total net debt divided by consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters. As at November 30, 2009, we had drawn € 217.5 million and U.S.$ 353.4 million under the Senior Credit Facility. The Revolving Credit Facility remains undrawn as at the date of this Prospectus. Following the completion of the Offering, we intend to repay at least € 25 million of the amounts drawn under the Senior Credit Facility from cash on our balance sheet prior to the completion of the Offering. In addition, we intend to redeem the X/N Bonds in full (in aggregate amount of € 120 million) from the proceeds of the Primary Offering. This will enable the Selling Shareholder to repay all amounts outstanding under Facility D, in the aggregate amount of € 120 million.

The Senior Facilities Agreement contains certain financial covenants, including a covenant requiring us to maintain a specified consolidated leverage ratio and consolidated interest coverage ratio:

- Leverage ratio (consolidated total net debt divided by consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement): no greater than 5.75:1 for the period ending September 30, 2010, 5.50:1 for the period ending September 30, 2011, 5.25:1 for the period ending September 30, 2012, and 5.00:1 for all periods thereafter. We intend to repay at least € 25 million of the amounts drawn under the Senior Credit Facility from cash on our balance sheet prior to the completion of the Offering. In addition, we intend to redeem the X/N

Bonds issued to the Selling Shareholder in an aggregate amount of € 120 million. Accordingly, following the completion of the Offering and the application of the proceeds of the Primary Offering by the Company as described in "Use of Proceeds", our consolidated leverage ratio based on pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters will be less than 3.00:1.

- Interest coverage ratio (consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, divided by consolidated total net cash interest expense): at least 2.25:1 for the period ending September 30, 2010, 2.50:1 for the period ending September 30, 2011, 2.75:1 for the period ending September 30, 2012, and 3.00:1 for all periods thereafter. Following the completion of the Offering and the application of the proceeds of the Primary Offering by the Company as described in "Use of Proceeds", our consolidated interest coverage ratio based on pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters will be greater than 3.00:1.

The Senior Facilities Agreement contains certain other covenants, including covenants restricting the level of our capital expenditure and our ability to acquire, merge with or enter into joint ventures with other companies and dispose of assets and covenants limiting our ability to pay dividends. These covenants are computed in accordance with the definitions set out in the Senior Facilities Agreement and described more fully in "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility". The Senior Facilities Agreement is guaranteed by certain of our Belgian, German and U.S. subsidiaries, including Taminco NV, and secured by pledges of the shares of those subsidiaries. The Senior Facility Agreement is also secured by pledges over certain bank accounts, receivables, equipment, inventory and other assets of the Group. The Senior Facilities Agreement contains customary events of default and is governed by English law.

For further detail see "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility" and "Business — Material Contracts — Senior Facilities Agreement".

Related Party Transactions

- On August 30, 2007, Pearls Invest, Stichting Management Taminco, Stichting Invest Benelux, AlpInvest Partners 2007, certain managers and employees of the Group and Taminco International entered into a Subscription and Shareholders' Agreement. This agreement contains the terms upon which these parties have agreed to invest in Taminco International and to organise a stable shareholder structure in order to provide support for the further development and growth of the business. The parties to this Subscription and Shareholders' Agreement have agreed to terminate this agreement subject to the completion of the Offering.
- On August 31, 2007, Stichting Management Taminco, Taminco International and certain employees and managers of the Group who are depository receipt holders entered into an Agreement for Depository Receipt Holders (as defined herein). Stichting Management Taminco's object is (i) the holding of shares in Taminco International in administration in exchange for issue by Stichting Management Taminco of a depository receipt for each share in the Company and (ii) the holding of investor loans in administration in exchange for the issuance by Stichting Management Taminco of a depository receipt for each of the investor loans. The parties to this Agreement for Depository Receipt Holders have agreed to terminate this agreement subject to the closing of the Offering.
- In 2008, we completed a Group-wide corporate and financial restructuring following the acquisition of the majority of the shares of Taminco NV by funds advised by CVC Capital Partners. To achieve this, a typical private equity financing structure was put in place through which the financing was restructured as much as possible towards the operating companies. See "Operating and Financial Review and Prospects — Changes in Indebtedness".
- The holders of certificates of Stichting Management Taminco have each entered into either an employment agreement or a management services agreement with a member of the Group.
- After exercise of the Over-allotment Option, a merger between the Selling Shareholder and Taminco International will take place, followed by a share buy-back. The purpose of the share buy-back is to allow AlpInvest Partners 2007, Stichting Management Taminco and Stichting Invest Benelux to become direct shareholders of the Company.
- The Company intends to use part of the proceeds of the Primary Offering to strengthen the financial structure of the Group by repayment of, among others, outstanding indebtedness owed by Taminco NV to the Selling Shareholder. In addition, the Company has an outstanding payable of € 5 million due to the Selling Shareholder, and the Selling Shareholder has an outstanding payable of € 5.7 million due to the Company. Following the completion of the Offering, the Selling Shareholder will settle the net payable (€ 0.7 million) due to the

Company. After these repayments and settlement, there will not be any outstanding indebtedness between the Company and the Selling Shareholder.

- In August 2007, at the time of the acquisition of Taminco NV by the Company, Pearls Invest and AlpInvest Partners 2007 granted call-options in respect of shares of Taminco International to a number of key officers and employees of the Group in order to better align the interests of the Group's management with those of its owners. These call-options are only exercisable in the event of a full exit by both Pearls Invest and AlpInvest Partners 2007, and depending on the internal rate of return realised by Pearls Invest and AlpInvest Partners 2007 on their investment in Taminco International.

- The funds advised by CVC Capital Partners and Stichting Management Taminco each have the following nomination rights for the Board (as included in our articles of association and our corporate governance charter):

  - As long as funds advised by CVC Capital Partners, or any related funds following a transfer of shares, jointly own, directly or indirectly, more than 30% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of three directors. If they jointly hold, directly or indirectly, between 15% and 30% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of two directors. If their joint shareholding is, directly or indirectly, less than 15% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of one director. As long as CVC European Equity partners IV (A)L.P. is an (indirect) shareholder of the Company, one of the candidates proposed by the funds advised by CVC Capital Partners may be proposed at the request of CVC European Equity Partners IV (A)L.P. if such fund so requests; and

  - As long as Stichting Management Taminco owns, directly or indirectly, alone or together with other managers or employees of the Company acting in concert, 5% or more of our voting rights, Stichting Management Taminco has the right to propose candidates to our shareholders with regard to the appointment of one director (in addition to the CEO).

For additional information see "Related Party Transactions" on page 126.

Available Information

Subject to certain restrictions, the Prospectus and the French version of the Summary are available, for information purposes only, to investors in Belgium only on the following websites from January 21, 2010 onwards: www.taminco.com, www.kbcsecurities.be, www.bolero.be, www.kbc.be, cbc.be, www.fortisbanking.be/saveandinvest, www.dexia.be, www.ing.be, www.degroof.be and www.petercam.be. This Prospectus is also available to investors in Belgium only on the Euronext website (www.euronext.com) and on the CBFA website (www.cbfa.be). Posting the Prospectus (or its summary) on the internet does not constitute an offer to sell or a solicitation of an offer to buy any of the Offer Shares, the Over-allotment Shares or the VVPR strips to any person in any jurisdiction in which it is unlawful to make such offer or solicitation to such person. The electronic version may not be copied, made available or printed for distribution. This Prospectus is valid only if circulated in compliance with applicable laws. Other information on our website (www.taminco.com) or any other website does not form part of the Prospectus.

We have filed our deed of incorporation and we must file our restated and amended articles of association and all other deeds that are to be published in the Annexes to the Belgian State Gazette with the clerk's office of the commercial court of Ghent, where they are available to the public. A copy of our most recently restated articles of association and corporate governance charter are available on our website.

In accordance with Belgian law, we must also prepare annual audited statutory and consolidated financial statements. The annual statutory and consolidated financial statements and the reports of the Board of Directors and statutory auditor relating thereto will be filed with the Belgian National Bank, where they will be available to the public. Furthermore, as a listed company, we must publish annual and semi-annual financial releases, quarterly statements and a report including the annual statutory and consolidated financial statements, the auditor's statutory report and the annual report of our board of directors. These releases will generally be published in the Belgian financial press and on our website.

We must also disclose price sensitive information, information about our shareholders' structure and certain other information to the public. In accordance with the Belgian Royal Decree of November 14, 2007 relating to the obligations of issuers of financial instruments admitted to trading on a Belgian regulated market, such information and documentation will be made available through press releases, the financial press in Belgium, our website, the communication channels of Euronext Brussels or a combination of these media.

SUMMARY OF THE OFFERING

Company	Taminco Group NV (the **Company**), a limited liability company organised and existing under Belgian law, with its registered office at Pantserschipstraat 207 in 9000 Ghent (Belgium), and registered with the register of legal entities under enterprise number 0891.533.631 and issuer of the Shares. The Company is, prior to the Offering, wholly owned by the Selling Shareholder.
Selling Shareholder	Taminco Group Holdings S.à r.l., a limited liability company organised and existing under Luxembourg law, with its registered office at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), and registered with the register of commerce and companies. The Selling Shareholder is wholly owned by Taminco International S.à r.l.
The Offering	This is an offering of Shares and VVPR strips of the Company, consisting of (i) a primary offering of up to € 160 million in new shares (with VVPR strips attached) (the **New Shares**) by the Company (the **Primary Offering**) and (ii) a secondary offering of up to 14,750,000 existing shares (without VVPR strips attached) (the **Existing Shares**) by the Selling Shareholder (the **Secondary Offering**) and comprises: • A public offering to retail investors in Belgium; and • An offering to certain institutional investors outside the United States in reliance on Regulation S under the U.S. Securities Act and to "qualified institutional buyers" in the United States as defined in, and in reliance on, Rule 144A (**Rule 144A**) under the U.S. Securities Act.
Shares	The ordinary shares of the Company.
Offer Shares	The New Shares and the Existing Shares.
Over-allotment Shares	In addition to the Offer Shares, the Underwriters may deliver a number of Existing Shares equal to up to 15% of the total number of Offer Shares, to cover short positions, if any, created by over-allotments and/or from the sale of Shares effected by them during the period beginning on the date of commencement of conditional trading in the Shares on Euronext Brussels and ending up to 30 days thereafter (the **Stabilisation Period**). See "Underwriting" beginning on page 151.
Offer Price	The Offer Price will be a single price in euro that will apply to all investors, whether retail or institutional. The Joint Global Co-ordinators and Bookrunners, in agreement with the Company and the Selling Shareholder, will determine the Offer Price on the basis of a book-building process in which only institutional investors will participate. The Offer Price will be determined within the Offer Price Range and will be announced in the Belgian press and on the website of the Company no later than the first Business Day following the end of the Offering Period. The Offer Price may be lower than the low end of the Offer Price Range, but will in no event exceed the upper end of the Offer Price Range. Business day means any day on which financial markets are open for trading in Belgium (**Business Day**).
Offer Price Range	Between €11.00 and €14.00 per Offer Share. For more information on how the Offer Price Range was determined, please see "The Offering —Offer Price" on page 155.
VVPR strips	VVPR strips attached to New Shares entitle certain holders to a reduced Belgian withholding tax rate (15% compared to the usual

	25% rate) on dividends. The Retail Underwriters (as defined herein) will use reasonable efforts to deliver the VVPR strips to individual persons residing in Belgium and to investors subject to Belgian income tax on legal entities (*rechtspersonenbelasting / impôt des personnes morales*), in this order of priority. The VVPR strips will be separately tradable on Euronext Brussels.
Over-allotment Option	The Selling Shareholder will grant Merrill Lynch International, as stabilisation manager (**Stabilisation Manager**), on behalf of itself and the Underwriters, an option to purchase Over-allotment Shares at the Offer Price, representing a maximum of 15% of the total number of Offer Shares, solely to cover short positions, if any, created by over-allotments and/or from the sale of Shares effected by them during the Stabilisation Period. Merrill Lynch International may exercise the option (the **Over-allotment Option**), in whole or in part, at any time in the period up to 30 days after the commencement of conditional trading in the Shares on Euronext Brussels. See "Underwriting — Over-allotment and Price Stabilisation" on page 153.
Use of Proceeds	The Company will receive all of the net proceeds of the Primary Offering (approximately € 152 million after fees and commissions and expenses) and will use the proceeds to repay existing indebtedness (mainly intercompany indebtedness owed to the Selling Shareholder), to increase its capitalisation and financial flexibility, as well as for general corporate purposes. More specifically, the Company intends to use the proceeds of the Primary Offering to strengthen the financial structure of the Group by reducing its currently outstanding indebtedness by (i) repayment of € 120 million (in nominal amount) of the X/N Bonds (plus a 1% pre-payment penalty); (ii) repayment of € 0.9 million (in nominal amount) of debt owed by Taminco NV to the Selling Shareholder; (iii) repayment of U.S.$ 5.455 million (in nominal amount) of debt owed by Taminco NV to the Selling Shareholder; and (iv) repayment of € 4 million (in nominal amount) of receivables owed by Taminco NV to the Selling Shareholder. The Selling Shareholder will use the € 120 million plus pre-payment penalty it receives following the redemption by Taminco NV of the X/N Bonds to repay amounts owed to the Facility D lenders under the Senior Facilities Agreement (which includes two investors represented by AlpInvest Partners). After these repayments and settlement of the net payable of € 0.7 million due from the Selling Shareholder to the Company, there will not be any outstanding indebtedness between the Company and the Selling Shareholder. See "Related Party Transactions — Repayment of Outstanding Indebtedness". The Selling Shareholder will receive all of the net proceeds of the Secondary Offering and of the sale of the Over-allotment Shares if the Over-allotment Option is exercised. Assuming a full placement of the Offer Shares, the gross proceeds of the Primary Offering will be € 160 million. The net proceeds of the Primary Offering, after fees and commissions (assuming full payment of the performance and discretionary component) and expenses relating to the Offering and after the repayment of debt (including the redemption of the X/N Bonds) and the settlement of intercompany receivables between the Company and the Selling Shareholder, are expected to be approximately €21.5 million. Assuming a full placement of the Offer Shares and that the Offer Price is at the mid-point of the Offer Price Range, the gross proceeds of the

Secondary Offering (assuming exercise in full of the Over-allotment Option) will be € 236 million and the net proceeds of the Secondary Offering, after fees and commissions (assuming full payment of the performance and discretionary component) and expenses relating to the Offering and after the repayment of Facility D under the Senior Facilities Agreement (with the proceeds received by the Selling Shareholder following the redemption of the X/N Bonds), repayment of related party debt and the settlement of intercompany receivables between the Company and the Selling Shareholder, are expected to be approximately € 234 million.

For more details, see "Use of Proceeds" on page 40.

Expenses Relating to the Offering

The aggregate of the administrative, legal and audit expenses as well as the cost of publication and printing of this Prospectus and the remuneration of the CBFA and of Euronext Brussels are expected to amount to € 5.3 million. Additionally, fees and commissions payable to the Underwriters by the Company and/or the Selling Shareholder (which include a performance and discretionary component) are expected to amount to approximately 3.25% of the gross proceeds of the sale of the Offer Shares and 2.95% of the gross proceeds of the sale of the Over-allotment Shares, if any (assuming the performance and discretionary component is paid in full to the Underwriters). The fees and commissions and expenses in relation to the sale of the New Shares will be borne by the Company, whereas the fees and commissions and expenses in relation to the Existing Shares will be borne by the Selling Shareholder.

Lock-up

The Company, the Selling Shareholder, Pearls Invest, AlpInvest Partners 2007 and other (indirect) shareholders of the Selling Shareholder (except senior management) have agreed, for a period of 180 days, and members of the Executive Management Team and Pol Vanderhaeghen have agreed, for a period of 365 days, to certain restrictions on issuances, sales or other transfers of Shares of the Company. See "Underwriting — Lock-up Arrangements" on page 152.

Dividend Policy

The Company intends to adopt a progressive dividend policy, taking into account several factors, including various business and statutory requirements, to ensure we maintain sufficient liquidity to pursue acquisition opportunities. Accordingly, from 2011 onwards, we intend to pay out an annual dividend based on a target payout ratio of 30-50% of adjusted net profit (net profit excluding depreciation and amortisation associated with purchase price allocation in connection with the acquisition of Taminco NV — see "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation"). However, our policy may change over time and no assurance can be given that we will make dividend payments in the future. See "Dividend Policy" on page 41.

Transfer Restrictions

Notice for non-Belgian resident investors: the Offer Shares, the Over-allotment Shares and the VVPR strips are subject to restrictions on transfer in certain jurisdictions. See "Selling and Transfer Restrictions" beginning on page 159.

Offering Period

The Offering Period will start on January 21, 2010 and close at 4.00 p.m. CET on February 3, 2010, subject to the possibility of an early closing.

Allocation Date and Allocation

The exact number of Offer Shares allocated to the investors will be determined at the end of the Offering Period by the Joint Global Co-ordinators in agreement with the Selling Shareholder and the Company on the basis of the respective demand of both retail and institutional investors and on the quantitative and, for institutional investors only, the qualitative analysis of the order book, and in

	accordance with Belgian regulations relating to allocation to retail and institutional investors described here below. The Offer Price and the final number of Offer Shares effectively allocated will be determined as soon as possible after the end of the Offering Period on the Allocation Date, which is expected to be on or about February 4, 2010, subject to early closing. The final total number of Offer Shares effectively allocated and the Offer Price will be published in the Belgian financial press no later than one business day thereafter. Subject to sufficient retail demand, it is expected that no less than 10% of the total number of Offer Shares and the Over-allotment Shares will be allocated to retail investors in Belgium. The aggregate number of Shares allocated to retail investors will be determined after the end of the Offering Period. The proportion of the Offer Shares that is actually allocated to retail investors may be more or less than 10% depending on relative demand as between institutional investors and retail investors; more specifically, at the discretion of the Joint Global Co-ordinators, in agreement with the Company and the Selling Shareholder, it may be more than 10% if applications received from retail investors exceed 10% of the Offer Shares and Over-allotment Shares or, conversely, such proportion may be lower than 10% if the retail demand is lower than 10%. In the event that purchase orders received from retail investors in Belgium exceed 10% of the total number of Offer Shares and the Over-allotment Shares, the allocation among applications from retail investors will be made on the basis of objective allocation criteria (such as the use of a relative or absolute number of Shares with respect to each subscription), which may, but will not necessarily, be grouped in certain tranches and in which preferential treatment may be given to subscriptions submitted through the Retail Underwriters and their affiliates rather than through other financial intermediaries. See "The Offering — Allocation" on page 157.
Payment, Settlement and Delivery	The Underwriters expect to deliver the Offer Shares and the VVPR strips to purchasers on or about the Closing Date through the facilities of Euroclear Belgium. The Offer Shares and the VVPR strips will be eligible for clearance through Euroclear Belgium. See "Underwriting" beginning on page 151.
Listing and Trading	There is currently no market for the Shares or the VVPR strips of the Company. Application has been made to list the Shares on Euronext Brussels under the symbol "AMIN" and the VVPR strips under the symbol "AMINS". See "Underwriting" beginning on page 150. Trading of the Shares and VVPR strips is expected to commence on the Listing Date, expected to be or about February 5, 2010, being the first trading day following the Allocation Date, but before the Closing Date on which the Shares and VVPR strips are delivered to the investors (the **Listing Date**). Prior to the delivery of the Shares and the VVPR strips, the Shares and the VVPR strips will be traded on Euronext Brussels on an "if-and-when-issued-and/or delivered" basis. See "Risk Factors — Risks relating to the Offering — Our Shares and VVPR strips will be listed and traded on Euronext Brussels on an "if-and-when-issued-and/or delivered" basis as from the Listing Date until the Closing Date". Euronext Brussels will annul all transactions effected in the Shares and VVPR strips if the Offer Shares and the VVPR strips are not delivered on the Closing Date.
Closing Date	The Closing Date is the date on which the capital increase associated with the Offering will be established by two directors of the Company

	as a result of which the New Shares will be issued. On the Closing Date, the Offer Shares and the VVPR strips are delivered to the investors. The Closing Date is expected to be on or about February 9, 2010, being the third Euronext trading day following the Allocation Date. This date will be published in the Belgian financial press and on the website of the Company together with the announcement of the Offer Price and the results of the Offering.
Joint Global Co-ordinators and Bookrunners	Merrill Lynch International, Morgan Stanley & Co. International plc, KBC Securities NV and BNP Paribas.
Security Codes	The following codes have been assigned to the Shares of the Company: Common Code: AMIN ISIN: BE0974016397 Belgium Security Code (SVM): 974016.39 The following codes have been assigned to the VVPR strips of the Company: Common Code: AMINS ISIN: BE0005636106 Belgium Security Code (SVM): 5636.10
Indicative Timetable	The following dates are all indicative dates and are subject to change: January 21, 2010 Expected start of the Offering Period. February 3, 2010 Expected end of the Offering Period. February 4, 2010(T) Expected Allocation Date. February 5, 2010(T+1)* Expected publication date of the Offer Price, the results of the Offering and the Allocation. February 5, 2010(T+1) Expected Listing Date (i.e. admission to listing and start of conditional trading). February 9, 2010(T+3) Expected Closing Date (i.e. payment, settlement and delivery), start of unconditional trading.

* *if publication occurs on a Saturday, then listing will take place the following trading day*

General Timetable (in the event of an early closing of the offering)	Early closing of the Offering Period will be announced by a press release in the Belgian financial press and on the website of the Company (together with any related revision of the expected Allocation Date, Listing Date and Closing Date), at the latest one Euronext trading day after such early closing. In the event of early closing of the Offering Period, the revised expected Allocation Date, Listing Date and Closing Date would be as follows: T-1 or before Revised expected end of the Offering Period. T Revised expected Allocation Date. T+1* Revised expected publication date of the Offer Price, the results of the Offering and the Allocation. T+1 Revised expected Listing Date. T+3 Revised expected Closing Date.

* *if publication occurs on a Saturday, then listing will take place the following trading day*

Paying Agent	The financial services in Belgium will be provided by KBC Bank at no cost to the investors.

SUMMARY FINANCIAL INFORMATION

The following summary financial information should be read in conjunction with "Operating and Financial Review and Prospects" as well as "Appendix I — Historical Financial Statements".

The summary financial information shown in the following tables includes:

- *Information extracted without material adjustment from the Company's audited consolidated interim financial statements as at and for the nine-month period ended September 30, 2009 and the Company's audited consolidated financial statements as at and for the year ended December 31, 2008, prepared in accordance with International Financial Reporting Standards (**IFRS**) and audited by Ernst & Young, included in "Appendix I — Historical Financial Statements";*
- *Information extracted from the Company's unaudited consolidated interim financial statements as at and for the nine-month period ended September 30, 2008, included in "Appendix I — Historical Financial Statements";*
- *Information extracted without material adjustment from Taminco NV's audited consolidated financial statements as at and for the years ended December 31, 2008, 2007 and 2006, prepared in accordance with IFRS and audited by Ernst & Young, included in "Appendix I — Historical Financial Statements"; and*
- *Additional unaudited information with respect to divisional financial performance, non-GAAP measures and operating data.*

Income statement data for the Company and Taminco NV are identical with respect to the 2008 financial year down to and including the EBITDA level. This means that trends in our results of operations down to the EBITDA level can be assessed through a direct comparison between the relevant income statement line items in Taminco NV's 2007 financial statements and in the Company's 2008 financial statements. The differences that do exist between the financial statements of Taminco NV for 2007 and of the Company for 2008 relate to depreciation and amortisation, net finance costs and net income tax. These differences are associated with the allocation of the purchase price paid for the acquisition of Taminco NV and with the restructuring of the financing of the acquisition of Taminco NV towards the operating companies. For a more detailed explanation of these differences, please see "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation" and "Operating and Financial Review and Prospects — Changes in Indebtedness". As a result of these differences, below the EBITDA level, the income statement line items in Taminco NV's 2007 financial statements and the Company's 2008 financial statements are not directly comparable.

For the sake of completeness, we have included full income statement data for Taminco NV for the year ended December 31, 2008. Investors are cautioned, however that, for the reasons referred to above, results for Taminco NV below the level of EBITDA are not necessarily representative of the results that the Company will record going forward. For a more detailed discussion of these matters, please see "Operating and Financial Review and Prospects — Changes in Indebtedness" and "Operating and Financial Review and Prospects — Results of Operations for the Years Ended December 31, 2008 and 2007 — Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008". For the same reasons, we have included full balance sheet and cash flow data for Taminco NV as at and for the year ended December 31, 2008. Investors are again cautioned, however, that this data is not necessarily representative of the Company's balance sheet and cash flow performance going forward, in particular in view of the planned changes in financial indebtedness following the Offering. For a more detailed discussion of these matters, please see "Operating and Financial Review and Prospects — Changes in Indebtedness", "Operating and Financial Review and Prospects — Balance Sheet Data as at December 31, 2007 and 2008 — Comparison of Balance Sheet of Taminco NV and the Company as at December 31, 2008" and "Operating and Financial Review and Prospects — Liquidity and Capital Resources — Cash Flows".

We also caution investors that because Taminco NV's 2006 financial results include only three months of results associated with the acquisition of Air Products (Americas), the comparability of the 2006 and 2007 financial results is limited.

Although information with respect to volumes sold and related calculations of unit gross profit are presented below, we currently do not intend to disclose such information publicly on a regular basis following the Offering.

Investors should read the summary financial information together with the whole of this document, including Risk Factors, Operating and Financial Review and Prospects, the consolidated financial statements and interim financial statements of Taminco Group NV and the related notes included in Appendix I.2 and I.3 and the consolidated financial statements of Taminco NV and the related notes included in Appendix I.1 and should not rely only on the information contained in this Section.

*Data labelled as "adjusted" in the tables below has been adjusted to eliminate the impact of depreciation and amortisation associated with fair value adjustments in connection with the purchase price allocation (**PPA**) following the acquisition of Taminco NV in 2007. See "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation".*

Income Statement Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008[1]	2009
	(audited, except as indicated, € millions)					
Revenue	**353.9**	**617.0**	**692.0**	**692.0**	**526.2**	**445.3**
Raw materials and consumables	(216.6)	(362.4)	(429.8)	(429.8)	(318.6)	(213.2)
Gross profit[2]	**137.3**	**254.6**	**262.3**	**262.3**	**207.6**	**232.1**
Services and other goods[3]	(54.0)	(96.6)	(97.1)	(97.1)	(79.6)	(77.2)
Employee benefits expense[4]	(31.9)	(61.9)	(52.1)	(52.1)	(39.6)	(41.8)
Other operating expense	(1.5)	(6.7)	(2.3)	(2.3)	(1.6)	(5.0)
Other operating income	3.8	7.2	4.6	4.6	2.6	3.7
Provisions	(0.2)	(0.1)	—	—	—	—
Net operating expenses[5]	**(300.4)**	**(520.5)**	**(576.6)**	**(576.6)**	**(436.8)**	**(333.6)**
Depreciations and amortisations (before PPA)	(18.5)	(34.8)	(36.3)	(38.4)	(28.3)	(31.0)
PPA depreciation and amortisation[6]	—	—	—	(19.5)	(14.6)	(14.6)
Operating profit	**35.0**	**61.6**	**79.1**	**57.4**	**46.4**	**66.0**
Net finance costs	(8.5)	(15.9)	(35.3)	(35.3)	(25.9)	(33.5)
Profit before tax	**26.5**	**45.8**	**43.9**	**22.2**	**20.5**	**32.5**
Income tax expense	(8.7)	(13.4)	(20.7)	(7.8)	(8.1)	(12.4)
Net profit	**17.8**	**32.4**	**23.1**	**14.4**	**12.4**	**20.1**

(1) Data for the nine months ended September 30, 2008 is unaudited.

(2) Gross profit represents revenue less raw materials and consumables. All data is unaudited.

(3) Includes freight, packaging, maintenance expenses, fees (third party advisory fees), services, insurance and non-profit taxes.

(4) Includes wages, salaries and social security contributions, paid annual leave and sick leave, bonuses and non-monetary benefits.

(5) Includes raw materials and consumables.

(6) Only applicable to Taminco Group NV.

Additional Income Statement Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
	(€ millions)					
EBITDA[1]	**53.7**	**96.5**	**115.4**	**115.4**	**89.4**	**111.7**
Provisions	(0.2)	(0.1)	—	—	—	—
Depreciations and amortisations (before PPA)[2]	(18.5)	(34.8)	(36.3)	(38.4)	(28.3)	(31.0)
Adjusted operating profit[3]	**35.0**	**61.6**	**79.1**	**77.0**	**61.0**	**80.7**
PPA depreciation and amortisation[4]	—	—	—	(19.5)	(14.6)	(14.6)
Operating profit[5]	**35.0**	**61.6**	**79.1**	**57.4**	**46.4**	**66.0**
Net profit[6]	**17.8**	**32.4**	**23.1**	**14.4**	**12.4**	**20.1**
Adjusted net profit[7]	**17.8**	**32.4**	**23.1**	**27.1**	**21.9**	**29.6**

(1) EBITDA represents operating profit before depreciations, amortisations and write-offs, and provisions. All data is unaudited.

(2) Depreciations and amortisations (before PPA) data is audited, with the exception of the figure for the nine months ended September 30, 2008.

(3) Adjusted operating profit represents operating profit before PPA depreciations and amortisations. All data is unaudited.

(4) PPA depreciation and amortisation data is audited, with the exception of the figure for the nine months ended September 30, 2008, and is only applicable to Taminco Group NV.

(5) Operating profit data is audited, with the exception of the figure for the nine months ended September 30, 2008.

(6) Net profit is audited, with the exception of the figure for the nine months ended September 30, 2008.

(7) Adjusted net profit represents net profit excluding PPA depreciation and amortisation. All data is unaudited.

Balance Sheet Data

	Taminco NV			Taminco Group NV		
	As at December 31,				As at September 30,	
	2006	2007	2008	2008	2008	2009
	(audited, except as indicated, € millions)					
Goodwill	20.9	24.7	24.7	421.1	421.1	421.1
Intangible assets	17.3	15.9	13.5	182.9	186.6	169.6
Property, plant and equipment	144.2	141.1	145.2	174.3	177.9	163.8
Inventories	55.5	53.5	63.5	63.5	62.2	47.4
Trade receivables	95.5	50.8	29.4	29.4	49.2	36.5
Related party receivables	—	—	238.4	6.4	1.2	5.7
Cash and cash equivalents	16.0	10.1	10.4	10.5	10.6	61.6
Other assets	24.5	19.3	30.0	30.6	40.7	41.4
Total assets	**373.9**	**315.4**	**555.1**	**918.7**	**949.5**	**947.1**
Total equity	**39.0**	**66.8**	**(224.8)**[(1)]	**152.4**	**168.4**	**182.1**
Interest-bearing loans and borrowings	267.9	158.2	674.4	582.2	587.0	578.4
Other liabilities	67.0	90.3	105.5	184.1	194.1	186.6
Total liabilities	**334.9**	**248.5**	**779.9**	**766.3**	**781.1**	**765.0**
Trade working capital[(2)]	111.8	47.0	42.1	37.0	48.9	35.4

(1) The negative equity position at Taminco NV as at December 31, 2008 reflects the payment of an interim dividend of € 289 million to the Company as part of a Group-wide financial restructuring through which related party debt at the Company level was replaced by third-party debt at lower levels within the Group. See "Operating and Financial Review and Prospects — Changes in Indebtedness".

(2) Trade working capital represents trade receivables plus inventories less trade payables. All data is unaudited.

Cash Flow Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008[(1)]	2009
	(audited, except as indicated, € millions)					
Profit before tax	**26.5**	**45.8**	**43.9**	**22.2**	**20.5**	**32.5**
Non-cash adjustment to reconcile profit before tax to net cash flows	18.3	34.5	36.4	58.1	43.1	45.9
Finance cost	7.4	15.9	32.2	47.4	34.9	29.3
Working capital adjustments	(25.6)	86.2	(251.5)	(28.7)	(31.5)	3.6
Income tax paid	(7.6)	(15.1)	(14.2)	(14.2)	(7.1)	(18.4)
Net cash flows from operating activities	**19.1**	**167.2**	**(153.2)**	**84.7**	**59.8**	**92.9**
Purchase of property, plant and equipment	(8.6)	(17.7)	(31.6)	(28.5)	(21.5)	(20.3)
Purchase of intangible assets	(6.9)	(5.4)	(4.9)	(4.9)	(1.7)	(3.8)
Acquisition of a business combination, net of cash acquired	(159.5)	(30.1)	—	—	—	—
Other investing activities	(0.1)	(1.9)	(0.3)	(1.2)	1.1	0.7
Net cash flows used in investing activities	**(175.2)**	**(55.1)**	**(36.9)**	**(34.7)**	**(22.1)**	**(23.4)**
Proceeds from / Repayment of borrowings	172.0	(102.8)	511.2	(2.6)	(2.6)	9.6
Dividends paid to equity holders	—	—	(288.9)	—	—	—
Interest paid	(7.4)	(15.9)	(32.2)	(47.4)	(34.9)	(29.3)
Other financing activities	—	0.7	0.1	—	—	1.5
Net cash flows from/(used in) financing activities	**164.6**	**(118.0)**	**190.2**	**(49.9)**	**(37.4)**	**(18.2)**
Net increase / decrease in cash and cash equivalents	8.5	(5.9)	0.2	0.2	0.4	51.3
Cash and cash equivalents at period end	**16.0**	**10.1**	**10.4**	**10.5**	**10.6**	**61.6**

(1) Data for the nine months ended September 30, 2008 is unaudited.

Operating Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
				(unaudited)		
Total volumes (kt)	303.9	514.9	515.8	515.8	406.0	361.3
Functional Chemicals (kt)	*212.7*	*355.7*	*350.1*	*350.1*	*274.3*	*249.5*
Agro Sciences (kt)	*91.1*	*159.2*	*165.7*	*165.7*	*131.6*	*111.8*
Full-time equivalents(1)	692	878	866	866	872	866

(1) Full-time equivalents, including Riverview employees, non-actives and two independent executives.

Divisional Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006(1)	2007(1)	2008(1)	2008	2008(1)	2009
	(audited, except as indicated, € millions, except as indicated)					
Functional Chemicals						
Revenue	**231.8**	**399.4**	**444.8**	**444.8**	**337.8**	**282.8**
Gross profit(2)	**86.7**	**177.0**	**173.6**	**173.6**	**142.0**	**159.3**
Unit gross profit (€/tonne)	407	498	496	496	518	639
EBITDA(3)	**33.8**	**72.6**	**81.9**	**81.9**	**66.1**	**80.0**
Provisions	(0.2)	(0.1)	—	—	—	—
Depreciations, amortisations and write-offs (before PPA)	(11.2)	(26.0)	(26.7)	(28.4)	(20.6)	(24.2)
Adjusted operating profit(4)	**22.4**	**46.5**	**55.2**	**53.5**	**45.4**	**55.8**
PPA depreciation and amortisation(5)	—	—	—	(14.4)	(10.6)	(11.4)
Operating profit	**22.4**	**46.5**	**55.2**	**39.0**	**34.8**	**44.3**
Agro Sciences						
Revenue	**122.1**	**217.6**	**247.2**	**247.2**	**188.4**	**162.4**
Gross profit(2)	**50.7**	**77.7**	**88.7**	**88.7**	**65.6**	**72.8**
Unit gross profit (€/tonne)	556	488	535	535	499	651
EBITDA(3)	**19.9**	**23.9**	**33.5**	**33.5**	**23.3**	**31.7**
Depreciations, amortisations and write-offs (before PPA)	(7.3)	(8.8)	(9.6)	(10.0)	(7.7)	(6.8)
Adjusted operating profit(4)	**12.6**	**15.1**	**23.9**	**23.5**	**15.6**	**24.9**
PPA depreciation and amortisation(5)	—	—	—	(5.1)	(4.0)	(3.2)
Operating profit	**12.6**	**15.1**	**23.9**	**18.4**	**11.6**	**21.7**

(1) All data is unaudited.

(2) Gross profit represents revenue less raw materials and consumables. All data is unaudited.

(3) EBITDA represents operating profit before total depreciations, amortisations and write-offs, and provisions. All data is unaudited.

(4) Adjusted operating profit represents net profit before PPA depreciation and amortisation. All data is unaudited.

(5) Only applicable to Taminco Group NV.

RISK FACTORS

The following risk factors may affect our future operating and financial performance of and the value of an investment in our Shares.

Each investor should carefully consider the following risk factors, as well as the other information contained in this Prospectus, before making an investment decision. These risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us, or that we currently believe to be immaterial, may also affect our business operations. The absence of negative past experience associated with a given risk factor does not mean that the risk described is not a genuine potential threat to our results of operations and financial condition going forward.

Risks Relating to our Business

We depend on a variety of raw materials, the prices of which may vary with market conditions

The prices of the raw materials on which our business depends may vary with market conditions and, particularly with respect to certain raw materials, such as methanol and ammonia, may be highly volatile. Increased costs of raw materials and/or their delivery that cannot be passed on to our customers through price increases impact our operating costs and could have a material adverse effect on our business and results of operations.

The main raw materials by volume used in the manufacture of alkylamines and derivatives are methanol, ammonia, ethylene oxide (**EO**) and acetone. We depend upon raw materials supplied by third parties by pipeline, railcar, barge or truck. We typically enter into supply agreements for terms of one year or longer. Certain of these agreements are automatically renewable each year, subject to termination by either party upon as little as 30 days' notice. In addition, certain of our supply arrangements are not subject to written contracts and therefore can be terminated by either party at any time. If our contractual relationships with our suppliers were terminated, or if we were otherwise unable to secure these or other necessary raw materials or to acquire them at commercially reasonable prices, then our business and results of operations could be materially adversely affected. In addition, there is a risk that the regulation of the transportation of EO and ammonia may become more stringent, which could raise the cost of the raw materials.

For our production of solvents, such as dimethylformamide (**DMF**), access to low cost carbon monoxide (**CO**) is essential to profitability. As DMF is by far our largest solvent product, any disruption in access to low cost CO could have a material adverse effect on our business and results of operations.

For more information see "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Raw Materials and Consumables" and "Business — Our Operations — Raw Materials and Consumables".

We purchase our key raw materials and some of our equipment from a relatively limited number of suppliers

We purchase methanol, ammonia, EO and acetone, from a relatively limited number of sources. See "Business — Our Operations — Raw Materials and Consumables". As a result, any disruption or delay in the supply of those materials from a particular supplier, or loss of a supplier where we are unable to find a suitable alternative, could force us to curtail our production and adversely affect our business.

Similarly, we are only able to purchase certain components of our production equipment from a limited number of contractors and suppliers. Any interruption in the operations of our suppliers and/or the inability to obtain timely delivery of key equipment of acceptable quality or any significant increases in the prices of such equipment could result in material production delays, increased costs and reductions in shipments of our products, any of which could increase our operating costs, harm our customer relationships or have a material adverse effect on our business and results of operations.

An increase in energy costs, in particular natural gas costs, or a disruption in the supply of energy for our operations may significantly increase operational costs or adversely affect production in our Ghent facility

The main energy sources used in our operations are natural gas and electricity. Natural gas in particular represents a significant part of our raw material and consumables expenses and any increase in the price thereof would significantly increase our costs and reduce our operating margin. See "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Raw Materials and Consumables". For the nine months ended September 30, 2009, energy expenses constituted approximately 10% of our net operating expenses.

Fluctuations in energy costs may be market-driven or government-driven. We do not hedge our natural gas costs. However, while we may experience increased natural gas and electricity prices, many of our sales contracts allow us to mitigate the effects of such increases as we are generally entitled to make corresponding adjustments to the selling prices of our products, and we are also able to adjust the price of our products for our wholesale customers to factor in energy costs as those sales are made at market prices. If, however, we are not able to increase the prices we charge, or we are unable to pass on the full increase in electricity costs to our wholesale customers, our business and results of operations may be materially adversely affected.

In addition, any disruption in the supply of energy may impair our ability to conduct our business and meet customer demands and may have a material adverse effect on our results of operations. Since the number of energy suppliers is generally limited, we may not be able to negotiate favourable terms when our energy supply agreements are up for renewal and we may be required to accept significant increases in the costs of our energy purchases. In Germany and the United States, we are dependent on monopolist and/or government-controlled companies for a significant portion of our electricity needs. Unexpected changes in a government's policy of electricity supply may occur from time to time. Such changes may negatively impact our production capacity or our operating expenses and may materially adversely affect our business and results of operations.

We may not be able to pass on the costs of raw materials, energy or other inputs to customers in future contracts and we may cease to benefit from certain advantageous contracts

Many of our current contracts with customers allow us to pass on much of any increase in the cost of our raw materials, energy and other inputs to those customers as part of the price of the products they purchase. See "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Volume, Product Mix and Pricing". When the terms of our current contracts with customers expire in the future, we may not be able to negotiate new contracts that allow us to pass the costs of inputs on to our customers and this may have a material adverse effect on our business and results of operations.

In addition, some of our current contracts allow us to purchase raw materials at advantageous prices. If our counterparties suffer financial problems or are for other reasons unable to fulfil their requirements under these contracts, as these contracts expire, we may be unable to renew them on the same advantageous terms, and our business and results of operations could be materially adversely affected.

Our growth strategy has relied on acquisitions and will continue to do so

A key aspect of our strategy has been, and continues to be, expansion through selective acquisitions which allow us to enhance our position in existing geographic markets or to enter new geographic markets, or to expand into new products. See "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Acquisitions".

The acquisition and integration of new companies and businesses could pose significant risks to our existing operations. These risks include the difficulty of integrating the operations and personnel of the acquired business, issues with minority shareholders in acquired companies and their material subsidiaries, and the potential disruption of our business. In addition, we may assume liabilities (including in relation to tax and environmental matters) in connection with our acquisitions, which may not have been disclosed during due diligence investigations. We cannot provide any assurance that we will be adequately protected under the terms of prior or future acquisition agreements against any liabilities arising as a result of acts of non-compliance by businesses that we have acquired or may in the future acquire that we did not or do not discover during the acquisition process. In addition, any such instances of non-compliance may have an adverse effect on our corporate image. The acquisition and integration of new companies and businesses could also pose significant risks to our results of operations if our move into new geographic markets or expansion into new products is not successful.

Also, there can be no assurance that we will be able to identify attractive acquisition candidates in the future or that we will be able to acquire businesses on economically acceptable terms. Although the amounts drawn under the three term loan facilities of our Senior Credit Facility and the undrawn amounts under our Revolving Credit Facility can be used to finance acquisitions, our Senior Facilities Agreement imposes some limitations on leverage and contains conditions precedent to using those amounts to complete an acquisition. See " — Our financial and operational flexibility may be limited by the financial and other covenants contained in our Senior Facilities Agreement, and if we are unable to meet our payment obligations or if we fail to comply with those covenants, our lenders may be entitled to enforce the share pledges securing our obligations under the Senior Facilities Agreement". Furthermore, any acquisitions or similar arrangements may materially adversely affect our business and results of operations if we are unsuccessful in the integration process or fail to achieve the synergies and savings we expect, or if the acquisition results in a disruption of our management's attention.

We derive our revenue from sales to a relatively concentrated customer base

We derive a substantial amount of revenue from sales to a relatively concentrated customer base, with our top one and top ten customers accounting for approximately 6% and 35%, respectively, of our total revenue in the nine months ended September 30, 2009. See "Business — Our Operations — Marketing and Sales". Customer dependence varies by business unit. However, for the majority of our business units there are a few significant customers that drive the majority of sales. Our business and results of operations could be materially adversely affected if any of our major customers reduced their purchases significantly.

In addition, certain of our revenue is generated through sales to customers who are chemical distributors and who in turn sell our products to their customers. Sales of our products could decline if the performance of these customers deteriorates. Furthermore, as we do not have exclusive relationships with these customers, they may sell competitors' products. There is a risk that these customers may give higher priority to the products of, or form alliances with, our competitors. If these customers do not continue to sell our products, or provide them with similar levels of promotional support as that provided for our competitors' products, our sales performance may decline and our business and results of operations could be materially adversely affected.

We may not be able to register some of our intellectual property rights that are still under application, which could reduce our growth potential

Our intellectual property rights are important to our business and will be critical to our ability to grow and succeed in the future. See "Business — Our Operations — Research and Product Development — Intellectual Property". As of September 30, 2009, we had one trademark and seven patents pending application. These pending patent applications are for the products and technologies that our research and development (**R&D**) team has developed. There can be no assurance that any of these pending intellectual property rights will not be challenged or that we will complete registrations of these patents. If we fail to complete the registration of these intellectual property rights, our business and results of operations may be materially adversely affected.

We cannot guarantee that, unintentionally, our activities, or those of our licensors, will not occasionally infringe on the patents owned by others. We may spend significant time and effort and may incur significant litigation costs if we are required to defend ourselves against intellectual property rights suits brought against us or our licensors, regardless of whether the claims have any merit. If we are found to infringe on the patents or other intellectual property rights of others, we may be subject to substantial claims for damages, which could materially impact our cash flow, business operations, financial position, prospects and/or operational results. We may also be required to cease development, use or sale of the relevant products or processes or it may be required to obtain a licence on the disputed rights, which may not be available on commercially reasonable terms, if at all.

Our competitive position and future prospects depend on our senior management's experience and expertise and our ability to recruit and retain qualified personnel

Our ability to maintain our competitive position and to implement our business strategy is dependent to a large degree on our senior management team. The loss or diminution in the services of members of our senior management team, or an inability to attract and retain additional senior management personnel, could have a material adverse effect on our business and results of operations. Competition for personnel with relevant expertise is intense due to the relatively small pool of qualified individuals, and this situation affects our ability to retain existing senior management and attract additional qualified senior management personnel. If we were to experience difficulties in recruiting or retaining qualified senior management, it could have a material adverse effect on our business and results of operations.

Exchange rate fluctuations may have an impact on our financial results and condition

A significant portion of our operations are located outside of Europe. The impact of foreign currencies on our results includes foreign currency translation risk and foreign currency transaction risk.

Foreign currency translation risk arises upon the translation of balance sheet and income statement items of our foreign subsidiaries whose functional currency is a currency other than euro into euro for purposes of preparing our consolidated financial statements, which are presented in euro. The assets and liabilities of our foreign subsidiaries are translated at the closing rate at the date of reporting and income statement items are translated at the average rate for the period. All resulting exchange differences are recognised in a separate component of equity, "Foreign currency translation reserve" and are recorded in "Other Comprehensive income". These currency translation differences may have significant negative or positive impacts. Upon the disposal of a foreign subsidiary, the cumulative amount of exchange differences relating to that foreign subsidiary are reclassified from equity to profit or loss. Our foreign currency translation risk mainly relates to our operations in the United States, China and Brazil.

Foreign currency transaction risk arises when the Company or its subsidiaries enter into transactions where the settlement occurs in a currency other than the functional currency of the Company or the subsidiary. Exchange differences (gains and losses) arising on the settlement of monetary items or on translation of monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise. Our net U.S. dollar exposure arising from purchase and sale transactions has remained stable over the last few years. In order to reduce significant foreign currency transaction risk from our operating activities, we may use forward exchange contracts to hedge forecasted cash inflows and outflows. Furthermore, since the financial restructuring, described elsewhere in this Prospectus, most non-euro denominated debts are held by foreign subsidiaries in the same functional currency of their operations. In certain instances, the Company hedges such foreign currency exposures, in which case the impact of foreign currency movement on the transaction is offset, to the extent hedged, and accounted for in the income statement concurrently with the underlying transaction.

The section "Operating and Financial Review and Prospects — Market Risk — Foreign Currency Risk" sets out the impact of the foreign currency transaction and translation risks for the operating periods included in the Prospectus.

Our financial and operational flexibility may be limited by the financial and other covenants contained in our Senior Facilities Agreement, and if we are unable to meet our payment obligations or if we fail to comply with those covenants, our lenders may be entitled to enforce the share pledges securing our obligations under the Senior Facilities Agreement

On August 31, 2007, the Selling Shareholder, the Company and certain of our subsidiaries entered into the Senior Facilities Agreement, which was subsequently amended and restated on August 14, 2008. See "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility" and "Business — Material Contracts — Senior Facilities Agreement". As at November 30, 2009, we had drawn € 217.5 million and U.S.$ 353.4 million under the Senior Credit Facility. The Senior Facilities Agreement contains certain financial and other covenants, including covenants requiring us to maintain certain interest coverage and leverage ratios and covenants restricting the level of our capital expenditure and our ability to acquire, merge with or enter into joint ventures with other companies and dispose of assets. These covenants could limit our flexibility in planning for, and reacting to, competitive pressures and changes in our business, industry and general economic conditions and limit our ability to make strategic acquisitions and capitalise on business opportunities, which could have a material adverse effect on our business or results of operations.

In addition, our obligations under the Senior Facilities Agreement are guaranteed by certain of our Belgian, German and U.S. subsidiaries, including Taminco NV, and secured by pledges of the shares of those subsidiaries. Our obligations are also secured by pledges over certain bank accounts, receivables, equipment, inventory and other assets of the Group. If we are unable to meet our payment obligations or if we fail to comply with the financial or other covenants contained in the Senior Facilities Agreement, the lenders could be entitled to enforce their security interests over such shares. In the case of the share pledges, if such enforcement were successful, we would lose control over those subsidiaries. As a result, the enforcement of these security interests could have a material adverse effect on our business and results of operations.

If we are unable to refinance the term loans and bullet loans or the revolving facility under the Senior Facilities Agreement or if we are unable to obtain alternative financing on attractive terms our business and results of operations could be materially adversely affected

The Senior Facilities Agreement is, in part, comprised of the Senior Credit Facility, which in turn is comprised of three term loan and bullet loan facilities, each of which includes a euro denominated loan and a U.S. dollar denominated loan, and the Revolving Credit Facility. Facility A, Facility B and Facility C mature on August 31, 2014, 2015 and 2016, respectively, and the Revolving Credit Facility matures on August 31, 2014. These facilities are a key source of financing and have several features that we believe make them relatively attractive. If we are unable to prepay any of these facilities before they mature and are then unable to refinance them by obtaining alternative financing on attractive terms, our business and results of operations could be materially adversely affected. For further detail on these facilities, see "Operating and Financial Review and Prospects — Liquidity and Capital Resources — Revolving Credit Facility", "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility" and "Business — Material Contracts — Senior Facilities Agreement".

Economic, regulatory, political and local business risks in developing countries could materially adversely affect our business and results of operations

We operate production facilities and Brazil and China and our operations in those countries are subject to the risks inherent in operating in developing countries. These risks may include, but are not limited to, the following:

- Legal rights, including intellectual property rights, may be difficult to enforce and in particular, receivables may be difficult to collect through enforcement proceedings;
- Withholding taxes or other taxes on our foreign income may be more likely to be imposed by these countries, or other restrictions on foreign trade or investment, including currency exchange controls, may be adopted;
- Export licences may be difficult to obtain and maintain;
- Regulatory requirements, particularly those affecting product requirements and the use of raw materials and labour, and environmental or safety and health standards or regulations, may be subject to change unexpectedly; and
- Economic or political conditions in developing countries may change rapidly and developing economies may be subject to greater risks of inflation and fluctuations in exchange rates and interest rates.

If any of the risks described above materialise, our business, results of operations and future prospects may be materially adversely affected.

Disturbances in our information systems could have a material adverse effect on our business

Information systems are a central part of our business operations and the distribution and logistics services we offer. See "Business — Information Technology". The failure of our information systems through breakdown, malicious attacks, viruses or other factors could severely impair several aspects of operations including, but not limited to, logistics, sales, customer service and administration. In addition, our logistic systems, including orders, invoices, deliveries and payments, are centralised. Any disruption to our centralised system would be likely to affect all of our logistics services at the same time. Any such failure related to the operation of information systems may have a material adverse effect on our business operations, financial position, prospects and/or operational results.

Risks Relating to our Industry

We may face increasing competition, which could have a material adverse effect on our business and results of operations

Although the alkylamine industry is highly consolidated (see "Industry"), we may face increased competition from existing and new foreign and domestic amines and derivatives manufacturers. Competition within the alkylamines industry depends on regional market dynamics and varies significantly according to the specific products and applications involved. In addition, competition within the markets for our products is affected by a variety of factors, including but not limited to, demand, product prices, reliability of product supply, relevant production capacity, customer service, product quality and availability to the markets of potential substitute materials. We cannot guarantee that we will be able to compete effectively against our current and future competitors. Increased competition from our competitors or the entrance of new competitors into the markets in which we operate could have a material adverse effect on our business and results of operations.

Some of our international competitors may also have better process management and may utilise more advanced technology than we do or may open new facilities that increase their installed capacity and ability to produce more products that compete with ours. For example, BASF, one of our larger customers in North America, has announced that it plans to open a new methylamine plant in Louisiana that is scheduled to start operations in 2011. The new plant will likely result in a decrease in demand from BASF for our methylamines, and BASF may also compete directly with us in North America by selling methylamines to our existing customers.

Our competitors in any particular market may also benefit from raw material supplies or production facilities that are closer to such markets, which provide them with competitive advantages in terms of cost and proximity to customers. For example, much of the future growth in global demand for methylamines and methylamine derivatives, especially various types of solvents and choline chloride, is expected to originate in China. China's small producers may be able to better capture this growth due to their proximity to certain industrial and agricultural customers in that region. In addition, there may be new market entrants that would increase the level of competition faced by us.

Our permits, licences, registrations or authorisations and those of our customers may be suspended, terminated or revoked before their expiration or we may be unable to renew them upon their expiry

We require various permits and licences for the operation of our business and the production and sale of chemicals. See “Business — Our Operations — Environmental and Health and Safety Matters — Environmental Performance” and “Regulation”. In addition, the manufacturing and marketing of our products and the importing of raw materials are subject to registrations and/or authorisations. Most of these permits, licences, registrations or authorisations may be suspended, terminated or revoked if we fail to comply with the licence requirements, and non-compliance could also result in the imposition of fines. In addition, in the European Union, many of our products are required to be listed on Annex I (**Annex I**) to the July 15, 1991 Directive concerning the placing on the market of plant production products (the **PPPD**) or on Annex I to the February 16, 1998 Directive concerning the placing of biocidal products on the market (the **BPD**)) in order for us to market and sell them for particular uses. All of our relevant products are currently listed on Annex I, however each listing expires after ten years. Due to constantly evolving regulations, it is possible that we may be unable to re-list products after the ten-year listing period has expired. In that case, we may be unable to market and sell those products in Europe going forward. We maintain similar registrations in order to distribute many of our products in the United States including, for example, pursuant to the Federal Insecticide, Fungicide and Rodenticide Act (**FIFRA**) and state pesticide laws. In some cases, such registrations are subject to periodic review by relevant enforcement authorities. We are also subject to similar requirements in many of the other jurisdictions in which we operate. Any of the foregoing could have a material adverse effect on our business, results of operations or financial condition.

Many of our customers require similar permits, licences, registrations or authorisations to operate. If a significant customer, or group of customers, were to have an important permit, licence, registration or authorisation revoked, forcing them to cease or reduce their business, our sales could decrease, which would have a material adverse effect on our business, results of operations or financial condition.

Our products are subject to the new E.U. Chemicals Regime (**REACH**), and we will need to submit registration dossiers in line with REACH. Failure to submit a registration dossier within the REACH-imposed deadlines may force us to temporarily stop supplying our chemical substances that are subject to REACH to the market.

In addition, REACH allows E.U. regulators to impose restrictions on marketing and use of certain chemicals may subject marketing to a costly and time-consuming authorisation process, or may favour repealing and/or replacing some chemicals (that we use as raw materials or that are manufactured and/or imported into the European Union by ourselves or our suppliers).

We are subject to stringent environmental laws and regulations across multiple jurisdictions

Like other chemicals manufacturers, we are subject to increasingly stringent environmental laws and regulations in all of the jurisdictions in which we operate, including those governing licences and permits, air emissions, energy efficiency and carbon emissions reductions, water discharge, the use, management, storage, treatment, transportation and disposal of waste and other materials, the protection and restoration of plants, wildlife, natural resources and public health and safety, the investigation and remediation of contaminated land, and worker and product-related health and safety, as well as numerous related reporting and record-keeping requirements. See “Regulation”. In addition, we are bound by the domestic and E.U. implementation of the Montreal protocol, and by the implementation of the Kyoto Protocol, through the E.U. Emissions Trading Scheme Directive 2008/87/EC of October 13, 2003, amended by Directive 2004/101/EC of October 27, 2004 (the **Linking Directive**), Directive 2008/101/EC of November 19, 2008, Regulation (EC) No 219/2009 of March 11, 2009 and Directive 2009/29/EC of April 23, 2009 (the **ETS Directive**) and its domestic implementation, and are likely to be subject to the scheme the European Union may impose in relation to post-Kyoto, post-2012 carbon reduction commitments. We may become subject to similar federal, state, regional or other mandatory or voluntary programmes in the United States or other jurisdictions.

In addition, the manufacturing and marketing of our products as pesticides/agro-chemicals, biocides and feed additives are subject to E.U., U.S. and/or other national or similar authorisations.

We are required to comply with such laws and standards in relation to our production and distribution processes, and the relevant regulatory authorities will carry out regular inspections to ascertain our compliance with applicable laws and regulations. The demands of compliance may require us to incur substantial costs or may restrict our ability to conduct our operations or to do so profitably and therefore could have a material adverse effect on our business and results of operations. Failure to comply with international treaties and protocols may also lead to public reprimand, fines, loss of sales and damage to our goodwill and reputation.

We are exposed to fluctuations in supply and demand for our products

Fluctuations in the supply and demand for alkylamines and derivatives in our primary markets may trigger fluctuations in the average selling prices of our products. The fluctuations in the average selling prices of our products are primarily caused by market competition, changes in raw material costs and other factors that are beyond our control. For more information about the price fluctuations of our raw materials, please see "Business — Raw Materials and Consumables".

As a result of fluctuations in supply and demand for our products, we may experience volatile or declining average selling prices for our products in the future or our average selling prices may not remain consistently at the same level. This may result in pressure on our operating margins as average selling prices fall but fixed costs remain constant. Any decrease in the demand for alkylamines and derivatives in our primary markets or any other factor which negatively impacts upon our ability to sell our alkylamines and derivatives would have a material adverse effect on our business and results of operations.

Demand for chemicals is affected by macroeconomic factors, and a downturn in such factors could have a material adverse effect on our business and results of operations

A number of macroeconomic factors drive demand for chemicals, including changes in world population, availability of arable land per capita and income growth. See "Industry — Alkylamines and Alkylamine Derivatives".

There is a relationship between population and demand for chemicals, in particular those in our Agro Sciences division. Rising population numbers increase demand for food, including crops and meat. Increased demand for crops helps drive demand for fertiliser chemicals, herbicides and other chemicals with agricultural applications, because they can help increase yield from arable land. Increased demand for meat drives demand for grain to provide animal feed, which in turn drives demand for additives and herbicide systems.

Arable landmass per capita may also grow if forests are felled or undeveloped land is cultivated for farming, therefore reducing demand for agro chemicals by alleviating the pressure to increase crop yields from existing farm land.

Rising income levels also help drive demand for chemicals with agricultural applications because they enable people to afford better diets, which are more likely to include (white) meat and fruits and vegetables. Our crop protection line primarily produces fungicides for smaller row crops such as fruits and vegetables. Increased demand for meat generally drives demand for grain and therefore chemicals, as explained above. Also, our feed additives line is primarily serves the white meat (poultry) end-market. White meat demand grows faster than red meat because it is a less expensive source of protein. In addition, stronger economic conditions put farmers in a better position to be able to afford fertiliser chemicals, herbicides or other chemicals with agricultural applications. Furthermore, farmers can suspend or reduce application of such chemicals, which can have a negative effect on its demand. Economic conditions have historically moved in cycles, and downturns of the type the world and particular economies have undergone in the past, or more or less severe downturns, could have a material adverse effect on our business and results of operations.

Our business, reputation and products may be affected by product liability claims, complaints or adverse publicity in relation to our products

Our products involve an inherent risk of injury that may result from tampering by unauthorised third parties or product contamination or degeneration, including the presence of foreign contaminants, chemicals, substances or other agents or residues during the various stages of the procurement, production, transportation and storage process. We cannot guarantee that our products will not cause any health-related illness or injury in the future or that we will not be subject to claims or lawsuits relating to such matters. In the event that a product liability or third party liability claim is brought against the Company, we cannot guarantee that we will be successful in making an insurance claim under the product liability and third-party liability insurance policies maintained by us or that the claimed proceeds will be sufficient to compensate the actual damages suffered.

We may be required to recall our products in certain jurisdictions if they fail to meet relevant quality or safety standards. We cannot guarantee that product liability claims will not be asserted against us as a result. A product liability judgment against us or a product recall could have a material adverse effect on our business and results of operations.

Inventory-related risks could have a material adverse effect on our business

Distributors of chemical products generally bear the responsibility for the saleability of their inventories. Given that we store a large number of product items, technical equipment and supplies, the emergence of a disruptive technology, a sudden change in market prices or a change in the customer preferences may lead to the need to write-down part of our inventory or equipment. An inventory-related event of this type could have a material adverse effect on our business operations, financial position and/or operational results.

Poor weather conditions, a variety of force majeure events and the volatile nature of our chemical products could have a material adverse effect on our business

Poor weather conditions can reduce our sales, particularly in the Agro Sciences division. Sales of our Agro Sciences products are affected by weather patterns because crop harvests, and decisions about whether to plant crops, vary according to whether the growing season is excessively wet or dry. Undesirable weather conditions lead to smaller harvests and accordingly less demand for our products. The effects of poor weather conditions may have a delayed impact on our results of operations as we sell our products to distributors who may have excess supply after a poor growing season, resulting in lower volumes ordered the following season. For example, poor weather conditions impacted our volumes negatively in early 2009. See "Operating and Financial Review and Prospects — Results of Operations for the Nine Months Ended September 30, 2009 and 2008 — Revenue". Accordingly, our revenue and results of operations may be affected by variations in demand for our products due to poor weather conditions.

Our manufacturing operations may be disrupted by a variety of risks and hazards that are beyond our control, such as environmental hazards, strikes and certain catastrophic events, including fires, major equipment failures, natural disasters and terrorist strikes, and other accidents or events causing stoppages which could lead to shutdowns in operations. Any damage to our facilities causing short-term disruptions or prolonged delay in the operations of the facilities for repairs or other reasons, could have a material adverse effect on our business and results of operations.

We use, manage, process, manufacture, store, transport and dispose of substantial quantities of chemicals, hazardous raw materials and liquid and solid wastes at our chemical facilities. Some of these materials are very volatile and could be harmful if handled or disposed of improperly. See "Industry". Accidents involving these substances, which are often subject to high pressures and temperatures during the production process, storage and transport, could cause severe damage or injury to property, the environment and human health, as well as possible disruptions, restrictions or delays in production. Any damage to persons, equipment or property or other disruption in the production or distribution of our products could result in a significant decrease in operating revenue and significant increase in costs to replace or repair and insure our assets, which could materially adversely affect our business and results of operations and may also have legal consequences, such as violations of regulatory requirements and/or lawsuits for personal injuries, property damage or diminution, and similar claims.

Our operations or products may impact the environment or cause or contribute to contamination or exposure to hazardous substances, which could result in material liabilities for us

Our operations generate substantial air emissions, water discharges and hazardous waste requiring treatment or disposal. We could become subject to investigation or clean-up obligations, related third-party personal injury or property damage claims, or other liabilities in connection with spills and releases of hazardous materials at current or former properties or at off-site locations, other non-compliance with regulatory requirements, or otherwise. For example, under certain U.S. environmental laws, current and former property owners and operators, as well as hazardous waste generators, arrangers and transporters, can be held liable for investigation and clean-up costs at properties where there has been a "release" or "threatened release" of hazardous substances. Such laws can also require so-called "potentially responsible parties" to fund the restoration of damaged natural resources or agree to restrictions on future uses of impacted properties. Liability under such laws can be strict, joint, several and retroactive. Accordingly, we could theoretically incur liability (whether as a result of government enforcement or private claims) for known or unknown liabilities at, or caused by migrations from or hazardous waste shipped from, any of our current or former facilities or properties, including those owned or operated by predecessors or third parties. We could also incur liability under common law or state law theories, including, for example, nuisance theories for noise, odour or vibration caused by our operations. Although costs incurred by us in connection with such matters have so far been incurred as preventative measures, future unexpected costs could have a material adverse effect on our business and results of operations.

Our operations are subject to operating hazards and natural disasters that may not be covered, or fully covered, by our insurance policies

We currently have insurance coverage for certain operating risks, which include property damage (including certain aspects of business interruption for certain sites), operational and product liability, marine stock, transit, directors' and officers' liability and industrial accident insurance. See "Business — Insurance". However, we may become subject to liability (including in relation to pollution, occupational illnesses or other hazards) against which we have not insured or cannot insure, including those in respect of past activities or natural disasters, in particular hurricanes that may affect our facilities in Florida and Louisiana. In the past, hurricanes have caused some damage to our facilities and have affected our ability to deliver products on time. Should we suffer a major uninsured loss, future earnings could be materially adversely affected. In addition, insurance may not continue to be available at economically acceptable premiums. As a result, our insurance coverage may not cover the full scope and extent of claims against us or losses that we incur, including, but not limited to, claims for environmental or industrial accidents, occupational illnesses, pollution and product liability and business interruption.

We are subject to the risk of industrial relations actions which may disrupt our operations

Approximately 50% of our workforce is covered by collective bargaining arrangements. There can be no assurance that our operations will not be affected by industrial relations actions in the future, and there can be no assurance that work stoppages or other labour-related developments will not materially adversely affect our business and results of operations in the future.

The global financial markets have experienced significant deterioration and volatility since early 2008, and a continuation of such conditions may adversely affect our business, liquidity, financial condition and prospects

Since early 2008, the global financial markets have been affected by a general slowdown of economic growth, substantial volatility in equity securities markets, and volatility and tightening of liquidity in credit markets. In recent periods, some of our customers have not been settling our trade receivables within the same time periods they did previously, and the economic downturn may continue to adversely affect the ability of our customers to pay for our products on a timely basis, or at all. While it is difficult to predict how long these conditions will persist and the extent to which we may be affected, these developments could continue to present risks to our business operations for an extended period of time. In addition, as a result of these conditions, we may in the future experience a reduction in demand for our alkylamines and derivatives products, a tightening of the terms and conditions of our bank borrowings or a reduction in the amount of banking facilities currently available to us. Any of the foregoing could adversely affect our financial condition and results of operations.

Risks Relating to the Offering

There has been no prior public trading market for the Shares, and an active trading market may not develop or be sustained in the future

Prior to the Offering, there has been no public trading market for the Shares. We can give no assurance that an active trading market for the Shares will develop or, if developed, can be sustained following the completion of the Offering. If an active trading market is not developed or maintained, the liquidity and trading price of the Shares could be adversely affected, and investors may have difficulty selling their Shares. The Offer Price, which may bear no relationship to the price at which the Shares will trade upon completion of the Offering, will be agreed between us, the Selling Shareholder and the Joint Global Co-ordinators based upon factors that may not be indicative of future market performance.

Publicly traded securities from time to time experience significant price and volume fluctuations that may be unrelated to the operating performance of the companies that have issued them. In addition, the market price of the Shares may prove to be highly volatile. The market price of the Shares may fluctuate significantly in response to a number of factors, many of which are beyond our control, including: the prices of exchange rates, variations in operating results in our reporting periods, changes in financial estimates by securities analysts, changes in market valuation of similar companies, announcements by us of significant contracts, acquisitions, strategic alliances, joint ventures or capital commitments, loss of major customers, additions or departures of key personnel, any shortfall in revenue or net income or any increase in losses from levels expected by securities analysts, future issues or sales of Shares and stock market price and volume fluctuations. Any of these events could result in a material decline in the price of our Shares.

The Selling Shareholder and assignees will remain important shareholders of the Company and, as such, it may exercise influence over us, and its interests may not always be aligned with our interests or the interests of our other shareholders

Following the completion of the Offering, the Selling Shareholder will remain an important shareholder of the Company. See "Major Shareholders — Shareholders after Completion of the Offering and After Completion of the Over-allotment Option" on page 130 for further information on the proportionate manner in which the Selling Shareholder's shareholding in the Company will be diluted. See "Major Shareholders — Shareholders' Transactions After the Closing Date" on page 130 for transactions in relation to the Selling Shareholder that will take place after the expiration of the period during which the Over-allotment Option may be exercised. Depending on the number of shares held by the Selling Shareholder and, after these transactions, assignees, the composition of our Share ownership by other shareholders, attendance and the number of votes cast at meetings of the shareholders (**Shareholders' Meetings**), as well as the ability of other shareholders to influence shareholders' decisions may be limited. The interests of the Selling Shareholder and, after these transactions, assignees, in exercising its voting rights at the Shareholders' Meeting may be different from the interests of our other shareholders.

In addition, the Selling Shareholder and, after these transactions, assignees, may exercise influence over us through its representatives on the Board of Directors (i.e. directors of the Company who are appointed by the Selling Shareholder or who are concurrently directors of the Selling Shareholder), and Belgian law may not prescribe a formal procedure to deal with all types of conflicts of interests at the level of the Board of Directors. See "Management and Corporate Governance — Shares and Warrants/Options Held by Directors and Executive Management Team" on page 123. Funds advised by CVC Capital Partners and Stichting Management Taminco each have nomination rights for the Board. See "Management and Corporate Governance — Board of Directors — General Provisions" on page 113.

Depending on the exact number of shares held by the Selling Shareholder, the composition of the Company's share ownership by other shareholders and attendance and the number of votes cast at Shareholders' Meetings, among other factors, the Selling Shareholder or Taminco International may have de facto exclusive control. If that is the case, subject to certain exceptions, a committee of three independent Directors assisted by an independent expert must render an opinion on certain transactions between the Selling Shareholder or Taminco International and the Company or its subsidiaries prior to the Board of Directors' decision on such transaction. See "Management and Corporate Governance — Conflicts of Interest of Members of the Board of Directors and Transactions with Affiliates — Transactions with Affiliates" on page 125.

The Selling Shareholder's shareholdings may also be significant without it being required to launch a mandatory takeover bid for the Company's shares. For a description of the Belgian law provisions governing public takeover bids, see "Description of Share Capital and Articles of Association — Legislation and Jurisdiction — Public Takeover Bids" on page 142. The Selling Shareholder's shareholdings may also have the effect of delaying or deterring a change of control or a takeover bid for our Shares by a third party, and their nomination rights may deprive shareholders of an opportunity to receive a premium for their Shares if we are sold, and might affect our Share price and the liquidity of our Shares.

Future sales of our Shares in the public market could cause the price of our Shares to fall

We are unable to predict whether substantial amounts of our Shares will be sold in the open market following the admission to trading on Euronext Brussels. Sales of a substantial number of our Shares in the public market after admission, or the perception that these sales might occur, could depress the market price of our Shares and could impair our ability to raise capital through the sale of additional equity securities. Because the Selling Shareholder and the assignees will retain a significant residual shareholding in the Company, the actual or anticipated sale by the Selling Shareholder and the assignees of our Shares after the expiration of the lock-up period may have a negative effect on the share price of our Shares. See "Major Shareholders" beginning on page 128.

We may not be able to pay dividends in accordance with our stated dividend policy

From 2011 onwards, our intention is to pay an annual gross dividend to shareholders based on a target payout ratio of 30-50% of adjusted net profit (net profit excluding depreciation and amortisation associated with purchase price allocation in connection with the acquisition of Taminco NV — see "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation"), taking into account the profitability of the business and underlying growth, while maintaining sufficient liquidity to pursue acquisition opportunities. See "Dividend Policy" on page 41. No assurance can be given, however, that we will make dividend payments in the future. Such payments will depend upon a number of factors, including our prospects, strategies, results of operations, earnings, capital requirements and surplus, compliance with applicable statutory and regulatory requirements, financial condition, contractual restrictions under the Senior Facilities Agreement and other factors considered relevant by our Board of Directors. Pursuant to Belgian law, the calculation of amounts available for distribution to shareholders, as dividends or otherwise, must be determined on the basis of our unconsolidated Belgian GAAP financial statements. In accordance with Belgian company law, our articles of association also require that we allocate each year at least 5% of our annual net profits to our legal reserve, until the legal reserve equals at least 10% of our share capital. As a consequence of these factors, there can be no assurance as to whether dividends or similar payments will be paid out in the future or, if they are paid, their amount.

In addition, we are organised as a holding company and our operations are carried out through subsidiaries. As a result, our ability to pay a dividend is dependent upon cash flows from our subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. Such subsidiaries' and affiliated companies' ability to upstream or distribute cash is in turn dependent on the availability of cash flows and may be further restricted by applicable laws, contractual restrictions and accounting principles. In addition, some of our subsidiaries are subject to laws and contractual provisions restricting their ability to pay dividends or the amount of dividends they may pay. Also, the process of upstreaming or distributing cash may subject us to tax leakage.

Existing Shares do not qualify as VVPR shares pursuant to which the dividends paid or attributed would benefit from a reduced dividend withholding tax of 15% in Belgium. The dividends paid on or attributed to the Existing Shares are therefore, as a general rule, subject to a 25% dividend withholding tax in Belgium. See "Taxation — Belgian Tax Regime".

Our Shares and VVPR strips will be listed and traded on Euronext Brussels on an "if-and-when-issued and/or delivered" basis as from the listing date until the Closing Date. Euronext Brussels may annul all transactions effected in the Shares and VVPR strips if the Offer Shares and VVPR strips are not delivered on the Closing Date

From the Listing Date until the envisaged Closing Date, our Shares and VVPR strips will be listed and traded on Euronext Brussels on an "if-and-when-issued and/or delivered" basis, meaning that trading of the Shares will begin prior to the closing of the Offering. The Closing Date is expected to occur on the third Euronext trading day following the Allocation Date. Investors that wish to enter into transactions in the Shares or the VVPR strips prior to the Closing Date, whether such transactions are effected on Euronext Brussels or otherwise, should be aware that the closing may not take place on February 9, 2010, or at all, if certain conditions or events referred to in the Underwriting Agreement are not satisfied or waived or do not occur on or prior to such date. Such conditions include the receipt of certificates from the Company and the Selling Shareholder and legal opinions and such events include the suspension of trading on Euronext Brussels or a material adverse change in our financial position or business affairs and certain changes in financial, political or economic conditions. Euronext Brussels has indicated that it will annul all transactions effected in the Shares and the VVPR strips if the Offer Shares and VVPR strips are not delivered on the envisaged Closing Date and that it cannot be held liable for any damage arising from the listing and trading on an "if-and-when-issued and/or delivered" basis as of the listing date until the envisaged Closing Date. See "Summary of the Offering — Listing and Trading".

Investors resident in countries other than Belgium may suffer dilution if they are unable to participate in future preferential subscription rights offerings

Under Belgian law, shareholders have a waivable and cancellable preferential subscription right to subscribe, *pro rata* to their existing shareholdings, to the issuance, against a contribution in cash, of new shares or other securities entitling the holder thereof to new shares. The exercise of preferential subscription rights by certain shareholders not residing in Belgium may be restricted by applicable foreign law, foreign practice or other foreign considerations, and such shareholders may not be entitled to exercise such rights unless under applicable law a registration statement is effective with respect to such rights and shares, an exemption from registration is available or the rights and shares are qualified for sale. Shareholders in jurisdictions outside Belgium who are not able or permitted to exercise their preferential subscription rights in the event of a future preferential subscription rights offering may suffer dilution of their shareholdings. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Changes to the Share Capital".

Investors' rights as shareholders will be governed by Belgian law and differ in some respects from the rights of shareholders under the laws of other countries

Taminco Group NV is a limited liability company (*naamloze vennootschap / société anonyme*) organised under the laws of Belgium. The rights of holders of our Shares are governed by Belgian law and by our articles of association.

These rights may differ in material respects from the rights of shareholders in companies organised outside of Belgium. In addition, our directors and members of senior management may not be resident in the jurisdiction of investors and our assets and the assets of our directors and senior management may be located outside the jurisdiction of investors. As a result, it may be difficult for investors to prevail in a claim against us, or to enforce liabilities predicated upon the securities laws of jurisdictions outside of Belgium and, in general, for investors outside of Belgium to serve process on or enforce foreign judgments against us, our directors or our senior management. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Description of Rights and Benefits Attached to the Shares".

Certain provisions of the Belgian Company Code and our articles of association may discourage potential takeover attempts and affect the market price of the Shares

There are several provisions of the Belgian Company Code and certain other provisions of Belgian law and our articles of association, such as the obligation to disclose significant shareholdings, merger control and authorised capital, and which may make an unfriendly tender offer, merger, change in management or other change in control, more difficult to achieve. See "Description of Share Capital and Articles of Association — Legislation and Jurisdiction" beginning on page 141. These provisions could discourage potential takeover attempts that other shareholders may consider to be in their best interests and could adversely affect the market price of the Shares. These provisions may also have the effect of depriving shareholders of the opportunity to sell their Shares at a premium.

RESPONSIBILITY STATEMENTS

Persons Responsible for the Prospectus

In accordance with Article 61, §1 and 2 of the Belgian Law of June 16, 2006 on the public offering of securities and the admission of securities to trading on a regulated market (*Wet op de openbare aanbieding van beleggingsinstrumenten en de toelating van beleggingsinstrumenten tot de verhandeling op een gereglementeerde markt / Loi relative aux offres publiques d'instruments de placement et aux admissions d'instruments de placement à la négociation sur des marchés réglementés*) (the **Prospectus Law**), the Company, represented by its Board of Directors, assumes responsibility for the completeness and accuracy of the content of this prospectus (the **Prospectus**). Certain sections of this Prospectus have been drafted on the basis of the information provided by the Selling Shareholder relating to: (i) the description of the Selling Shareholder and its shareholding in the Company; (ii) the description of the Over-allotment Option granted by the Selling Shareholder; (iii) the intentions of the Selling Shareholder after the Offering; and (iv) the use of proceeds of the Secondary Offering. The Selling Shareholder assumes responsibility for these sections of the Prospectus.

Having taken all reasonable care to ensure that such is the case, the Company and the Selling Shareholder, the latter only with respect to the sections for which it assumes responsibility, attests that the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

None of the underwriters of the Institutional Tranche, Merrill Lynch International, Morgan Stanley & Co. plc, KBC Securities NV, BNP Paribas, COMMERZBANK Aktiengesellschaft, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Dexia Belgie NV, ING Belgium NV, Petercam NV and Bank Degroof NV (together, the **Institutional Underwriters**) or the underwriters of the Retail Tranche, KBC Securities NV, BNP Paribas, Dexia Belgie NV, ING Belgium NV, Petercam NV or Bank Degroof NV (together, the **Retail Underwriters** and collectively, with the Institutional Underwriters, the **Underwriters**) make any representation or warranty, express or implied, as to, nor assume any responsibility for, the accuracy or completeness or verification of the information in this Prospectus, and nothing in this Prospectus is, or shall be relied upon, as a promise or representation by the Underwriters whether as to the past or the future. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this Prospectus.

This Prospectus is intended to provide information to potential investors in the context of and for the sole purpose of evaluating a possible investment in the Offer Shares and the VVPR strips. It contains selected and summarised information, does not express any commitment or acknowledgement or waiver and does not create any right, express or implied, towards anyone other than a potential investor. It cannot be used except in connection with the Offering.

No person has been authorised to give any information or to make any representation in connection with the Offering or sale of the Offer Shares, the Over-allotment Shares and the VVPR strips other than those contained in this Prospectus, and, if given or made, such information or representation must not be relied upon as having been authorised. This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities to which it relates or an offer to sell or the solicitation of an offer to buy such securities in any circumstances or in any jurisdiction in which such offer or solicitation would be unlawful. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs or that all information contained herein is correct at any time subsequent to the date hereof.

The Underwriters are acting exclusively for the Company and the Selling Shareholder and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholder for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

In making an investment decision, each investor must rely on its own examination, analysis and enquiry of the Company and the terms of the Offering, including the merits and risks involved.

None of the Company, the Selling Shareholder or the Underwriters, or any of their respective representatives, is making any representation to any offeree or purchaser of the Offer Shares, the Over-allotment Shares and the VVPR strips regarding the legality of an investment in the Offer Shares, the Over-allotment Shares and the VVPR strips by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares, the Over-allotment Shares and the VVPR strips.

Each investor also acknowledges that: (i) it has not relied on the Underwriters or any person affiliated with the Underwriters in connection with any investigation of the accuracy of any information contained in this Prospectus or its investment decision; and (ii) it has relied only on the information contained in this Prospectus, and no person has been authorised to give any information or to make any representation concerning the Group (as defined below) or the Offer Shares, the Over-allotment Shares or the VVPR strips (other than as contained in this document) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Selling Shareholder or the Underwriters.

The Offer Shares, the Over-allotment Shares and the VVPR strips are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations.

The distribution of this Prospectus and the sale of the Offer Shares and the VVPR strips may be restricted by law in certain jurisdictions. No action has been or will be taken by the Company, the Selling Shareholder or the Underwriters to permit a public offering of the Offer Shares, the Over-allotment Shares and the VVPR strips or the possession or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Offer Shares and the VVPR strips): (i) in the United Kingdom, other than to (a) persons who have professional experience in matters relating to investments who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**), (b) high net worth entities and other persons to whom it may otherwise be lawfully communicated falling within Article 49(1) of the Order, or (c) persons to whom it may otherwise be lawfully communicated; or (ii) in any other jurisdiction, where action for that purpose may be required.

Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus comes are required to inform themselves about and observe any such restrictions, including those set out in the preceding paragraphs. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. For further information on the manner of distribution of the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips, and the transfer restrictions to which they are subject, see "Selling and Transfer Restrictions".

The Company and the Selling Shareholder, the latter only with respect to the sections for which it assumes responsibility, will update the information provided in this Prospectus by means of a supplement hereto if a significant new factor that may affect the evaluation of the Offering by prospective investors occurs prior to the commencement of trading. Any Prospectus supplement is subject to approval by the Belgian Banking, Finance and Insurance Commission (*Commissie voor het Bank-, Financie- en Assurantiewezen / Commission bancaire, financière et des assurances*) (the **CBFA**). Any such supplement will be published in the Belgian financial press and on the Company's website or made available by any other permitted method of distribution. If the Company does not provide an update with respect to such event, the CBFA may suspend the Offering until such event has been made public.

If a supplement to the Prospectus is published, investors shall have the right to withdraw their subscriptions made prior to the publication of the supplement. Such withdrawal must be done within the time limits set forth in the supplement (which shall not be shorter than two business days after publication of the supplement).

Statutory Auditor

The statutory auditor of the Company is Ernst & Young Bedrijfsrevisoren bcvba (**Ernst & Young**) (member of the *Instituut der Bedrijfsrevisoren / Institut des Réviseurs d'Entreprises*), whose address is at De Kleetlaan 2, 1831 Diegem, Belgium, represented by Marc Guns, auditor.

The statutory auditor of Taminco NV is Ernst & Young, whose address is at De Kleetlaan 2, 1831 Diegem, Belgium, represented by Lieve Cornelis, auditor.

The audit reports on the consolidated financial statements of Taminco Group NV was signed jointly by Marc Guns and Lieve Cornelis.

Ernst & Young has audited the consolidated financial statements of Taminco NV as at and for the years ended December 31, 2007 and 2006 and has issued an opinion, under Belgian audit standards, that is unqualified. For the year ended December 31, 2008, Ernst & Young has delivered an audit opinion thereon, that is unqualified but with an emphasis of matter paragraph on going concern. The emphasis of matter paragraph results from the fact that, as of December 31, 2008, Taminco NV had negative equity of € 226 million as disclosed in its consolidated financial statements, which are included in this Prospectus. This negative equity resulted from the dividend distribution from

Taminco NV to the Company. This dividend distribution was part of the financial restructuring of the Company. See "Operating and Financial Review and Prospects — Changes in Indebtedness". The Board of Directors disclosed its conclusion regarding its ability to operate as a going concern in connection with the preparation of the financial statements included in its annual report, as required under Art. 96 of the Belgian Company Code. Reference is made to "Appendix I" beginning on page 168 for the full text of the audit opinions.

Ernst & Young has audited the consolidated financial statements of Taminco Group NV as at and for the year ended December 31, 2008 and the consolidated financial statements of Taminco Group NV as at and for the four months ended December 31, 2007 and has delivered an unqualified audit opinion.

Ernst & Young has audited the consolidated interim financial statements of Taminco Group NV as at the nine-month period ended September 30, 2009 and has delivered an unqualified audit opinion thereon.

The consolidated interim financial statements of Taminco Group NV as at the nine-month period ended September 30, 2008 are presented for comparative purposes only and have not been audited.

Approval of the Prospectus

The CBFA approved the English version of this Prospectus on January 19, 2010 in accordance with Article 23 of the Prospectus Law.

The CBFA's approval does not imply any opinion by the CBFA on the suitability and the quality of the Offering or on the status of the Company.

This Prospectus has been prepared in English and has been translated into Dutch. The Summary has been translated into French. The Company is responsible for the consistency between the Dutch and the English versions of this Prospectus and the French version of the Summary. In connection with the public offering in Belgium, the English and Dutch versions of the Prospectus are legally binding. See "Summary". However, the CBFA's approval does not extend to the paragraphs or sections of the Prospectus with the disclaimer "Notice for non-Belgian resident investors".

The Offering and the Prospectus have not been submitted for approval to any supervisory body or governmental authority outside of Belgium. Therefore, no steps may be taken that would constitute, or result in, a public offering of the Offer Shares, the Over-allotment Shares or the VVPR strips outside Belgium. The distribution of this Prospectus and the offer and sale of the Offer Shares, the Over-allotment Shares and the VVPR strips may be restricted by law in certain jurisdictions. None of the Company, the Selling Shareholder or the Underwriters represents that this Prospectus or any other Offering-related documents may be lawfully distributed, or that the Offer Shares, the Over-allotment Shares or the VVPR strips may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such distribution or offering. Accordingly, the Offer Shares, the Over-allotment Shares and the VVPR strips may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other Offering-related documents may be distributed or published in any jurisdiction, except in circumstances that will result in compliance with all applicable laws and regulations. Persons into whose possession this Prospectus or any Offer Shares, the Over-allotment Shares or any VVPR strips come must inform themselves about and observe any such restrictions. See "Selling and Transfer Restrictions" beginning on page 159.

This document is a prospectus for the purposes of Article 3 of the Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (together with any applicable implementing measures in any Member State of the European Economic Area, the **Prospectus Directive**).

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY UPON THEIR OWN EXAMINATION OF OUR COMPANY AND THE TERMS OF THIS PROSPECTUS, INCLUDING THE RISKS INVOLVED. SEE "RISK FACTORS" BEGINNING ON PAGE 18.

To the extent that the offer of the Company's Offer Shares, the Over-allotment Shares and the VVPR strips is made in any Member State of the European Economic Area (other than Belgium) that has implemented the Prospectus Directive before the date of publication of a prospectus in relation to the Company's Offer Shares, the Over-allotment Shares and the VVPR strips which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or, where appropriate, published in accordance with the Prospectus Directive and notified to the competent authority in that Member State in accordance with the Prospectus Directive), the offer (including any offer pursuant to this document) is only addressed to qualified investors in that Member State within the meaning of Article 2(1)(e) of the Prospectus Directive, or otherwise has been or will be made in circumstances that do not require the publication of a prospectus pursuant to the Prospectus Directive.

NOTICES FOR NON-BELGIAN RESIDENT INVESTORS

Notice to United States Investors

The Offer Shares, the Over-allotment Shares and the VVPR strips have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States for offer or sale as part of their distribution and, subject to certain exceptions, may not be offered or sold in the United States. The Offer Shares, the Over-allotment Shares and the VVPR strips are being offered and sold in the United States only to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and outside the United States in reliance on Regulation S. Prospective investors are hereby notified that the seller of the Offer Shares, the Over-allotment Shares and the VVPR strips may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A. The Offer Shares, the Over-allotment Shares and the VVPR strips are not transferable except in accordance with the restrictions described herein. See "Selling and Transfer Restrictions" beginning on page 159.

Notice to New Hampshire Residents

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES (RSA 421-B) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THE SECRETARY OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

Notice to Investors in the European Economic Area (with the exception of Belgium)

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**), an offer to the public of any Offer Shares, Over-allotment Shares or VVPR strips which are the subject of the Offering contemplated by this Prospectus may not be made in that Relevant Member State other than the offer contemplated in the Prospectus in Belgium unless the Prospectus has been approved by the competent authority in such Relevant Member State or passported and published in accordance with the Prospectus Directive as implemented in such Relevant Member State except that an offer to the public in that Relevant Member State of any Offer Shares, Over-allotment Shares or VVPR strips may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- To legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- To any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year, (ii) a total balance sheet of more than € 43 million, and (iii) an annual net turnover of more than € 50 million, as shown in its last annual or consolidated accounts;
- To fewer than 100 natural or legal persons per Relevant Member State (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Joint Global Co-ordinators for any such offer; or
- In any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Offer Shares, Over-allotment Shares or VVPR strips shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares, Over-allotment Shares or VVPR strips in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares, Over-allotment Shares or VVPR strips to be offered so as to enable an investor to decide whether to purchase any Offer Shares, the Over-allotment

Shares or VVPR strips, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

In the case of any Offer Shares, Over-allotment Shares or VVPR strips being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Offer Shares, the Over-allotment Shares and the VVPR strips acquired by it in the Offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Offer Shares, Over-allotment Shares or VVPR strips to the public other than their offer or resale in a Relevant Member State to qualified investors as so defined or in circumstances in which the prior consent of the Joint Global Co-ordinators, on behalf of the Underwriters, has been obtained to each such proposed offer or resale. The Company, the Underwriters and their affiliates will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Joint Global Co-ordinators, on behalf of the Underwriters, of such fact in writing may, with the consent of the Joint Global Co-ordinators, on behalf of the Underwriters, be permitted to subscribe for or purchase Offer Shares, Over-allotment Shares and VVPR strips in the Offering.

Notice to Investors in Australia

This document has not been, and will not be, lodged with the Australian Securities and Investments Commission as a disclosure document for the purposes of the Corporations Act 2001 (Cth) of Australia (the **Australian Corporations Act**) and is only directed to certain categories of exempt persons. This document does not purport to include the information required in a disclosure document under Chapter 6D of the Australian Corporations Act. Accordingly, each investor who receives this document in Australia:

(a) Acknowledges the above and confirms and warrants that it is either:

   (i) A "sophisticated investor" under section 708(8)(a) or (b) of the Australian Corporations Act;

   (ii) A "sophisticated investor" under section 708(8)(c) or (d) of the Australian Corporations Act and that it has provided an accountant's certificate pursuant to section 708(8)(c)(i) or (ii) of the Australian Corporations Act and related regulations before the offer has been made;

   (iii) A person associated with the Company under section 708(12) of the Australian Corporations Act; or

   (iv) A "professional investor" within the meaning of section 708(11)(a) or (b) of the Australian Corporations Act,

   and to the extent that it is unable to confirm or warrant that it is an exempt sophisticated investor, associated person or professional investor under the Australian Corporations Act any offer made to it under this document is void and incapable of acceptance.

(b) Warrants and agrees that it will not offer any of the Offer Shares, the Over-allotment Shares and the VVPR strips issued to it pursuant to this document for resale (or transfer, assign or otherwise alienate the Offer Shares, the Over-allotment Shares or the VVPR strips) in Australia within 12 months of those Offer Shares, Over-allotment Shares and the VVPR strips being issued, except in circumstances where disclosure to investors is not required under Chapter 6D of the Australian Corporations Act or unless a disclosure document that complies with the Australian Corporations Act is lodged with the Australian Securities and Investments Commission.

Notice to Investors in the Dubai International Financial Centre

This Prospectus relates to an exempt offer (an **Exempt Offer**) in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (the **DFSA**). This Prospectus is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Prospectus nor taken steps to verify the information set forth herein and has no responsibility for the Prospectus. The Offer Shares, the Over-allotment Shares and the VVPR strips to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Offer Shares, the Over-allotment Shares and the VVPR strips offered should conduct their own due diligence. Each investor that does not understand the contents of this Prospectus should consult an authorised financial adviser.

Notice to Investors in Japan

The Offer Shares, the Over-allotment Shares and the VVPR strips have not been and will not be registered under the Financial Instruments and Exchange Law, as amended (the **FIEL**). This document is not an offer of securities for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity organised under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements under the FIEL and otherwise in compliance with such law and any other applicable laws, regulations and ministerial guidelines of Japan.

Notice to Investors in Switzerland

This Prospectus does not constitute a prospectus within the meaning of Articles 652a and 1156 of the Swiss Code of Obligations or a listing prospectus according to Article 32 of the Listing Rules of the SIX Swiss Exchange. The Offer Shares, the Over-allotment Shares and the VVPR strips will not be listed on the SIX Swiss Exchange and, therefore, the Prospectus does not comply with the disclosure standards of the Listing Rules of the SIX Swiss Exchange. Accordingly, the Offer Shares, the Over-allotment Shares and the VVPR strips may not be offered to the public in or from Switzerland, but only to a selected and limited group of investors, which do not acquire the Offer Shares, the Over-allotment Shares or the VVPR strips with a view to distribution to the public. The investors will be individually approached by the Underwriters from time to time. This Prospectus is personal to each offeree and does not constitute an offer to any other person. The Prospectus may only be used by those persons to whom it has been handed out in connection with the offer described herein and may neither directly nor indirectly be distributed or made available to other persons without the express consent of the Company. It may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in or from Switzerland.

AVAILABLE INFORMATION

This Prospectus is available in English and Dutch. Subject to certain restrictions described in "Selling and Transfer Restrictions", copies of the Prospectus are available to investors without charge, as from January 21, 2010, in Belgium, at our registered office at Pantserschipstraat 207, 9000 Ghent, Belgium, and can be obtained on request from the KBC Telecenter at +32 (0)3 283 29 70; CBC Banque at +32 (0)8 00 920 20; BNP Paribas at +32 (0)2 433 40 31 (Dutch) or +33 (0)2 433 40 32 (French); Dexia at +32 (0)8 00 92 478; ING at +32 (0)2 464 60 01 (Dutch) or +33 (0)2 464 60 02 (French) or +32 (0)2 464 60 04 (English); Bank Degroof at +32 (0)2 287 97 55; or Petercam at +32 (0)2 229 64 46.

Subject to certain restrictions, the Prospectus and the French version of the Summary are also available, for information purposes only, to investors in Belgium only on the following websites from January 21, 2010 onwards: www.taminco.com, www.kbcsecurities.be, www.bolero.be, www.kbc.be, www.cbc.be, www.fortisbanking.be/saveandinvest, www.dexia.be, www.ing.be, www.degroof.be and www.petercam.be. This Prospectus is also available to investors in Belgium only on the Euronext website (www.euronext.com) and on the CBFA website (www.cbfa.be).

Posting the Prospectus (or its summary) on the internet does not constitute an offer to sell or a solicitation of an offer to buy any of the Offer Shares, the Over-allotment Shares or the VVPR strips to any person in any jurisdiction in which it is unlawful to make such offer or solicitation to such person. The electronic version may not be copied, made available or printed for distribution. This Prospectus is valid only if circulated in compliance with applicable laws. Other information on our website (www.taminco.com) or any other website does not form part of the Prospectus.

We have filed our deed of incorporation and we must file our restated and amended articles of association and all other deeds that are to be published in the Annexes to the Belgian State Gazette with the clerk's office of the commercial court of Ghent, where they are available to the public. We are registered with the register of legal entities under enterprise number 0891.553.631. A copy of our most recently restated articles of association and corporate governance charter are available on our website (www.taminco.com).

In accordance with Belgian law, we must also prepare annual audited statutory and consolidated financial statements. The annual statutory and consolidated financial statements and the reports of the Board of Directors and statutory auditor relating thereto will be filed with the Belgian National Bank, where they will be available to the public. Furthermore, as a listed company, we have to publish annual and semi-annual financial releases, quarterly statements and a report including the annual statutory and consolidated financial statements, the auditor's statutory report and the annual report of our board of directors. These releases will generally be published in the Belgian financial press and on our website.

We will also have to disclose price sensitive information, information about our shareholders' structure and certain other information to the public. In accordance with the Belgian Royal Decree of November 14, 2007 relating to the obligations of issuers of financial instruments admitted to trading on a Belgian regulated market, such information and documentation will be made available through press releases, the financial press in Belgium, our website, the communication channels of Euronext Brussels or a combination of these media.

Notice for Non-Belgian Resident Investors

The Company has agreed that, for so long as any of the Offer Shares, Over-allotment Shares, if any, or VVPR strips are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will, during any period in which it is neither subject to Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934 (the **U.S. Exchange Act**), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, provide to any holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner, on the request of such holder, beneficial owner or prospective purchaser, the information required to be provided to such persons pursuant to Rule 144A(d)(4) under the U.S. Securities Act.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Use of Key Terms

References to **Taminco Group NV,** the **Company,** the **Group, we, us** and **our** herein are references to Taminco Group NV and, unless the context otherwise requires or indicates, its consolidated subsidiaries.

References to **IFRS** are references to International Financial Reporting Standards as adopted by the European Union.

References to **kt** are references to metric kilotonnes.

References to **tonnes** are references to metric tonnes.

References to **t/y** are references to tonnes per year.

Presentation of Financial Information

The Company was incorporated on August 20, 2007 as a vehicle to effect the acquisition of Taminco NV. As a consequence, the Company's first fiscal period of operation was four months long, commencing on September 1, 2007 and ending on December 31, 2007.

The financial information of the Company included in Appendix I this Prospectus has been extracted from the Company's consolidated financial statements as at and for the year ended December 31, 2008 and as at and for the four months ended December 31, 2007 and has been prepared in accordance with IFRS and audited by Ernst & Young. The audited consolidated interim financial statements of the Company as at and for the nine-month period ended September 30, 2009 have been prepared in accordance with IFRS and have been audited by Ernst & Young as stated in their report herein. Segmental interim financial information is audited for the year ended December 31, 2008 and the nine-month period ended September 30, 2009. All comparative data for the nine-month period ending September 30, 2008 is unaudited. See "Operating and Financial Review and Prospects — Presentation of Financial Information".

Appendix I of this Prospectus also includes the audited consolidated financial statements of Taminco NV prepared in accordance with IFRS as at and for the years ended December 31, 2008, 2007 and 2006 and audited by Ernst & Young. The segmental financial information is presented in "Selected Financial Information — Divisional data". At the level of Taminco NV, the segmental data is unaudited for all periods presented.

Non-IFRS Financial Measures

In this Prospectus, we refer to EBITDA, EBITDA margin and certain other EBITDA-based indicators. See "Selected Financial Information" for definitions of these terms.

In addition, in connection with the acquisition of Taminco NV on August 31, 2007, Taminco Group NV was required pursuant to IFRS 3 to make fair value adjustments, allocating the amount by which the purchase price exceeded Taminco NV's equity among its identifiable assets and liabilities. A total of € 232.4 million was allocated to identifiable assets in this way. The residual amount not so allocated was recorded as goodwill, which is included in the total goodwill amount expressed on Company's balance sheet (€ 421.1 million).

These fair value adjustments are non-cash in nature, and the increase in balance sheet items resulting from the purchase price allocation has given and will continue to give rise over time to a substantial amount of additional depreciation and amortisation. This has had and will continue to have a negative impact on measures of our profitability that is unrelated to the inherent performance of our business. Accordingly, we believe that it is useful to present adjusted profitability metrics, including adjusted operating profit and adjusted net profit, which reflect our results before the depreciation and amortisation associated with purchase price allocation. The fair value adjustments are expected to impact our income statements until fiscal year 2020. A projection of the gross and net impact is shown under "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation".

EBITDA, EBITDA margin and the adjusted metrics reflecting the fair value adjustments in connection with the acquisition of Taminco NV are non-GAAP financial measures and are not measures of financial performance under IFRS. We present these measures because they eliminate the effect of certain non-cash items that are not directly related to our underlying operational performance, and thus in our view provide a useful basis for assessing trends in our operational performance over time. EBITDA, EBITDA margin and the adjusted metrics should not be considered in isolation as an alternative to operating profit or other data presented in our financial statements as indicators of financial performance. In addition, because they are not determined in accordance with IFRS, EBITDA and EBITDA margin as we present them may not be comparable to other similarly titled measures of performance of other companies.

Market and Industry Data

Market information (including market share, market position and industry data for the operating activities of the Company) or other statements presented in this Prospectus regarding the position of the Company compared with its competitors largely reflect the best estimates of the Company's management. These estimates are based upon internal studies, information obtained from customers, trade or business organisations and associations, other contacts within the industries in which the Group operates and, in some cases, upon published statistical data or information from independent third parties.

In particular, Taminco Group NV has made use of data from Chemical Economics Handbook Marketing Research Report ALKYLAMINES (C_1-C_6) 2008 (the **Report**), issued by SRI Consulting (**SRIC**), a division of Access Intelligence, LLC.

NEITHER SRIC, NOR ANY PERSON ACTING ON SRIC'S BEHALF, MAKES ANY WARRANTY, EXPRESS OR IMPLIED, OR ASSUMES ANY LIABILITY WITH RESPECT TO THE RELIANCE UPON OR USE OF ANY INFORMATION OR ANALYSIS DISCLOSED IN THE REPORT. ANY OPINIONS OR CONCLUSIONS REACHED IN THIS REPORT ARE DEPENDENT UPON NUMEROUS ASSUMPTIONS AND ECONOMIC CONDITIONS OVER WHICH SRIC HAS NO CONTROL, AND WHICH MAY OR MAY NOT OCCUR.

We have accurately reproduced third-party data from published sources and, as far as we are aware and to the extent we can ascertain from information published by these sources, no facts have been omitted which would render such information in this Prospectus inaccurate or misleading.

Annualisation

Where data in this Prospectus has been restated on an annualised (i.e. calendar year) basis, the annualisation was done for comparative purposes only. Actual results may differ from these annualised figures.

Rounding

Certain amounts that appear in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregations of the figures that precede them.

FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements in this Prospectus that do not relate to historical facts and events are "forward-looking statements". In some cases, it is possible to identify forward-looking statements by terminology such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue," "goal," "intention," "objective," "aim," "strategy," "budget," "proposed," "schedule" or the negative of such terms or other similar expressions. By their nature, forward-looking statements are subject to inherent risks and uncertainties, both general and specific, and the predictions, forecasts, projections and other forward-looking statements contained in this Prospectus could be materially different from what actually occurs in the future.

In addition, this Prospectus contains estimates of growth in our markets that have been obtained from independent, third-party studies and reports. These estimates assume that certain events, trends and activities will occur. Although we believe that these estimates are generally indicative of the matters reflected in those studies and reports, these estimates are also subject to risks and uncertainties and investors are cautioned to read these estimates in conjunction with the rest of the disclosure in this Prospectus, particularly "Risk Factors" beginning on page 18.

Although we believe that our expectations with respect to forward-looking statements are based on reasonable assumptions within the bounds of our knowledge of our business and operations at the date of this Prospectus, we caution investors that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. Some of these factors are discussed under "Risk Factors" beginning on page 18 and elsewhere in this Prospectus and include, among other things: the price and availability of raw materials and energy; our ability to pass on these costs to customers; increased competition; loss or inability to renew permits and registrations; the impact of environmental regulation; fluctuations in supply and demand for our products; changes in macroeconomic conditions; our ability to effect acquisitions; loss of major customers; product liability claims; adverse weather conditions or events of force majeure; costs associated with environmental contamination or exposure to hazardous substances; inadequacy of insurance coverage; future technological developments; inability to secure or protect intellectual property rights; loss of senior management expertise or inability to recruit and retail qualified personnel; exchange rate fluctuations; unfavourable developments affecting our international operations; and disturbances in our information systems.

The forward-looking statements contained in this Prospectus speak only at the date of this Prospectus or, if obtained from third-party studies or reports, the date of the corresponding study or report and are expressly qualified in their entirety by the cautionary statements included in this Prospectus. Without prejudice to our obligations under Belgian law in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Prospectus might not occur.

USE OF PROCEEDS

The Company will receive all of the net proceeds of the Primary Offering (approximately € 152 million after fees and commissions and expenses) and will use the proceeds to repay existing indebtedness (mainly intercompany indebtedness owed to the Selling Shareholder), to increase its capitalisation and financial flexibility, as well as for general corporate purposes. More specifically, the Company intends to use the proceeds of the Primary Offering to strengthen the financial structure of the Group by reducing its currently outstanding indebtedness by:

(i) Repayment of € 120 million (in nominal amount) of the X/N Bonds (plus a 1% pre-payment penalty) plus accrued interest (for which the interest rate payable will be increased to EURIBOR plus 4.251% + 1/32% on an annual basis from February 1, 2010 until the date of repayment) (80% of the expected net proceeds of the Primary Offering);

(ii) Repayment of € 0.9 million (in nominal amount) of debt owed by Taminco NV to the Selling Shareholder (for which the interest rate payable has been increased to 3.625% on an annual basis from January 1, 2010 until the date of repayment) (1% of the expected net proceeds of the Primary Offering);

(iii) Repayment of U.S.$ 5.455 million (in nominal amount) of debt owed by Taminco NV to the Selling Shareholder (for which the interest rate payable has been increased to 3.535% on an annual basis from January 1, 2010 until the date of repayment) (2% of the expected net proceeds of the Primary Offering);

(iv) Repayment of € 4 million (in nominal amount) of receivables owed by Taminco NV to the Selling Shareholder (no interest being due on this amount) (3% of the expected net proceeds of the Primary Offering).

The Selling Shareholder will use the € 120 million plus pre-payment penalty it receives following the redemption by Taminco NV of the X/N Bonds to repay amounts owed to the Facility D lenders under the Senior Facilities Agreement (which includes two investors represented by AlpInvest Partners).

After these repayments and settlement of the net payable of € 0.7 million due by the Selling Shareholder to the Company, there will no longer be any outstanding indebtedness between the Company and the Selling Shareholder. See “Related Party Transactions — Repayment of Outstanding Indebtedness”.

The Selling Shareholder will receive all of the net proceeds of the Secondary Offering and of the sale of the Over-allotment Shares if the Over-allotment Option is exercised.

Assuming a full placement of the Offer Shares, the gross proceeds of the Primary Offering will be € 160 million. The net proceeds of the Primary Offering, after fees and commissions (assuming full payment of the performance and discretionary component) and expenses relating to the Offering and after the repayment of debt (including the redemption of the X/N Bonds) and the settlement of intercompany receivables between the Company and the Selling Shareholder, are expected to be approximately € 21.5 million.

At least € 25 million of amounts drawn under our Senior Credit Facility will be repaid following completion of the Offering from cash on our balance sheet prior to completion of the Offering. See “Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility” and “Business — Material Contracts — Senior Facilities Agreement”.

Assuming a full placement of the Offer Shares and that the Offer Price is at the mid-point of the Offer Price Range, the gross proceeds of the Secondary Offering (assuming exercise in full of the Over-allotment Option) will be € 236 million and the net proceeds of the Secondary Offering, after fees and commissions (assuming full payment of the performance and discretionary component) and expenses relating to the Offering and after the repayment of Facility D under the Senior Facilities Agreement (with the proceeds received by the Selling Shareholder following the redemption of the X/N Bonds), repayment of related party debt and the settlement of intercompany receivables between the Company and the Selling Shareholder, are expected to be approximately € 234 million.

DIVIDEND POLICY

As from 2011 onwards, we intend to adopt a progressive dividend policy, taking into account the profitability of the business and underlying growth, while maintaining sufficient liquidity to pursue acquisition opportunities. Accordingly, from 2011 onwards, it is our intention to pay out an annual dividend based on a target payout ratio of 30-50% of adjusted net profit (net profit excluding depreciation and amortisation associated with the purchase price allocation in connection with the acquisition of Taminco NV). See "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation".

Any issue of dividends will be based upon a number of factors, including our prospects, strategies, results of operations, capital requirements and surplus, compliance with applicable statutory and regulatory requirements, general business conditions, contractual restrictions under the Senior Facilities Agreement (see "Business — Material Contracts — Senior Facilities Agreement") and other factors considered as relevant by our Board of Directors. This policy may change over time and no assurance can be given that we will make dividend payments in the future.

Pursuant to Belgian law, the calculation of amounts available for distribution to shareholders, as dividends or otherwise, must be determined on the basis of the Company's unconsolidated Belgian GAAP financial statements. In accordance with Belgian company law, the Company's articles of association also require that the Company allocate each year at least 5% of its annual net profits to its legal reserve, until the legal reserve equals at least 10% of the Company's share capital.

See "Risk Factors — Risks Relating to the Offering — We may not be able to pay dividends in accordance with our stated dividend policy" on page 27.

Taminco Group NV did not distribute dividends based on its 2007 and 2008 results.

EXCHANGE RATES

The following tables set forth, for the periods and dates indicated, the average noon buying rates for the five years ended December 31, 2009 and the high, low and average noon buying rates for the last six months and for January 2010 up to and including January 8, 2010 as determined by the Federal Reserve Bank of New York for euro expressed in U.S. dollars per euro. This exchange rate information is provided only for your information and does not represent the exchange rates used in the preparation of the financial information included in this Prospectus.

Annual Exchange Rate Data:	Average rate(1)
2005	1.2449
2006	1.2563
2007	1.3711
2008	1.4726
2009	1.3935

2009 Monthly Exchange Rate Data:	High	Low	Average rate(1)
July	1.4279	1.3852	1.4092
August	1.4416	1.4075	1.4266
September	1.4795	1.4235	1.4575
October	1.5029	1.4532	1.4821
November	1.5090	1.4660	1.4908
December	1.5100	1.4243	1.4579
January 2010 (through January 8)	1.4419	1.4314	1.4379

Note:

(1) The average rate is calculated as the average of the month-end figures for the relevant year-long period or the average of the noon buying rates on each business day for the relevant month-long period.

The noon buying rate for the euro on January 8, 2010 was U.S.$ 1.4357 = € 1.00.

CAPITALISATION AND INDEBTEDNESS

The table below sets forth the Company's unaudited cash and cash equivalents and capitalisation at November 30, 2009. You should read this table in conjunction with "Use of Proceeds", "Related Party Transactions — Repayment of Outstanding Indebtedness", "Operating and Financial Review and Prospects — Changes in Indebtedness" and "Operating and Financial Review and Prospects — Financial Indebtedness — Changes in Indebtedness in Connection with the Offering".

	At November 30, 2009
	(unaudited, in € millions)
Cash and cash equivalents	**62.4**
Guaranteed (leasing)	7.1
Secured (Senior Facilities Agreement)[(1)]	440.8
Not guaranteed/not secured (related party)[(2)]	124.6
Total debt	**572.5**
Non-controlling interests	1.0
Equity attributable to equity holders of the parent	191.3
Total equity[(3)]	**192.3**
Total capitalisation	**764.8**
Net debt[(4)]	**510.1**

(1) At least € 25 million of the indebtedness under the Senior Credit Facility will be prepaid with cash on our balance sheet prior to completion of the Offering.

(2) All remaining indebtedness owed by the Company to the related parties (debt provided by the Selling Shareholder to the Company for the acquisition of Taminco NV) will be repaid in full from the proceeds received by the Company from the Primary Offering.

(3) Any adjustment will be achieved by way of an additional capital increase to be effected following the end of the book building period and subsequent pricing of the ordinary shares offered in the Offering.

(4) Net debt is equal to total debt less cash and cash equivalents.

See also "Description of our Share Capital and Articles of Association — Share Capital and Shares — Development of the Share Capital of the Company".

WORKING CAPITAL

In our opinion, our working capital is sufficient for our present requirements and for the 12-month period following the date of this Prospectus.

SELECTED FINANCIAL INFORMATION

The selected financial information shown in the following tables includes:

- *Information extracted without material adjustment from the Company's audited consolidated interim financial statements as at and for the nine-month period ended September 30, 2009 and the Company's audited consolidated financial statements as at and for the year ended December 31, 2008, prepared in accordance with IFRS and audited by Ernst & Young, included in "Appendix I — Historical Financial Statements";*
- *Information extracted from the Company's unaudited consolidated interim financial statements as at and for the nine-month period ended September 30, 2008, included in "Appendix I — Historical Financial Statements";*
- *Information extracted without material adjustment from Taminco NV's audited consolidated financial statements as at and for the years ended December 31, 2008, 2007 and 2006, prepared in accordance with IFRS and audited by Ernst & Young, included in "Appendix I — Historical Financial Statements"*
- *Additional unaudited information with respect to divisional financial performance, non-GAAP measures and operating data.*

Income statement data for the Company and Taminco NV are identical with respect to the 2008 financial year down to and including the EBITDA level. This means that trends in our results of operations down to the EBITDA level can be assessed through a direct comparison between the relevant income statement line items in Taminco NV's 2007 financial statements and in the Company's 2008 financial statements. The differences that do exist between the financial statements of Taminco NV for 2007 and of the Company for 2008 relate to depreciation and amortisation, net finance costs and net income tax. These differences are associated with the allocation of the purchase price paid for the acquisition of Taminco NV and with the restructuring of the financing of the acquisition of Taminco NV towards the operating companies. For a more detailed explanation of these differences, please see "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation" and "Operating and Financial Review and Prospects — Changes in Indebtedness". As a result of these differences, below the EBITDA level, the income statement line items in Taminco NV's 2007 financial statements and the Company's 2008 financial statements are not directly comparable.

For the sake of completeness, we have included full income statement data for Taminco NV for the year ended December 31, 2008. Investors are cautioned, however that, for the reasons referred to above, results for Taminco NV below the level of EBITDA are not necessarily representative of the results that the Company will record going forward. For a more detailed discussion of these matters, please see "Operating and Financial Review and Prospects — Changes in Indebtedness" and "Operating and Financial Review and Prospects — Results of Operations for the Years Ended December 31, 2008 and 2007 — Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008". For the same reasons, we have included full balance sheet and cash flow data for Taminco NV as at and for the year ended December 31, 2008. Investors are again cautioned, however, that this data is not necessarily representative of the Company's balance sheet and cash flow performance going forward, in particular in view of the planned changes in financial indebtedness following the Offering. For a more detailed discussion of these matters, please see "Operating and Financial Review and Prospects — Changes in Indebtedness", "Operating and Financial Review and Prospects — Balance Sheet Data as at December 31, 2007 and 2008 — Comparison of Balance Sheet of Taminco NV and the Company as at December 31, 2008" and "Operating and Financial Review and Prospects — Liquidity and Capital Resources — Cash Flows".

We also caution investors that because Taminco NV's 2006 financial results include only three months of results associated with the acquisition of Air Products (Americas), the comparability of the 2006 and 2007 financial results is limited.

Although information with respect to volumes sold and related calculations of unit gross profit are presented below, we currently do not intend to disclose such information publicly on a regular basis following the Offering.

Investors should read the selected financial information together with the whole of this document, including Risk Factors, Operating and Financial Review and Prospects, the consolidated financial statements and consolidated interim financial statements of Taminco Group NV and the related notes included in Appendix I.2 and I.3 and the consolidated financial statements of Taminco NV and the related notes included in Appendix I.1 and should not rely only on the information contained in this Section.

Data labelled as "adjusted" in the tables below has been adjusted to eliminate the impact of depreciation and amortisation associated with fair value adjustments in connection with the purchase price allocation following the *acquisition of Taminco NV in 2007. See "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation".*

Income Statement Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008[1]	2009
	(audited, except as indicated, € millions)					
Revenue	**353.9**	**617.0**	**692.0**	**692.0**	**526.2**	**445.3**
Raw materials and consumables	(216.6)	(362.4)	(429.8)	(429.8)	(318.6)	(213.2)
Gross profit[2]	**137.3**	**254.6**	**262.3**	**262.3**	**207.6**	**232.1**
Services and other goods[3]	(54.0)	(96.6)	(97.1)	(97.1)	(79.6)	(77.2)
Employee benefits expense[4]	(31.9)	(61.9)	(52.1)	(52.1)	(39.6)	(41.8)
Other operating expense	(1.5)	(6.7)	(2.3)	(2.3)	(1.6)	(5.0)
Other operating income	3.8	7.2	4.6	4.6	2.6	3.7
Provisions	(0.2)	(0.1)	—	—	—	—
Net operating expenses[5]	**(300.4)**	**(520.5)**	**(576.6)**	**(576.6)**	**(436.8)**	**(333.6)**
Depreciations and amortisations (before PPA)	(18.5)	(34.8)	(36.3)	(38.4)	(28.3)	(31.0)
PPA depreciation and amortisation[6]	—	—	—	(19.5)	(14.6)	(14.6)
Operating profit	**35.0**	**61.6**	**79.1**	**57.4**	**46.4**	**66.0**
Net finance costs	(8.5)	(15.9)	(35.3)	(35.3)	(25.9)	(33.5)
Profit before tax	**26.5**	**45.8**	**43.9**	**22.2**	**20.5**	**32.5**
Income tax expense	(8.7)	(13.4)	(20.7)	(7.8)	(8.1)	(12.4)
Net profit	**17.8**	**32.4**	**23.1**	**14.4**	**12.4**	**20.1**

(1) Data for the nine months ended September 30, 2008 is unaudited.

(2) Gross profit represents revenue less raw materials and consumables. All data is unaudited.

(3) Includes freight, packaging, maintenance expenses, fees (third party advisory fees), services, insurance and non-profit taxes.

(4) Includes wages, salaries and social security contributions, paid annual leave and sick leave, bonuses and non-monetary benefits.

(5) Includes raw materials and consumables.

(6) Only applicable to Taminco Group NV.

Additional Income Statement Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
	(€ millions)					
EBITDA[1]	**53.7**	**96.5**	**115.4**	**115.4**	**89.4**	**111.7**
Provisions	(0.2)	(0.1)	—	—	—	—
Depreciations and amortisations (before PPA)[2]	(18.5)	(34.8)	(36.3)	(38.4)	(28.3)	(31.0)
Adjusted operating profit[3]	**35.0**	**61.6**	**79.1**	**77.0**	**61.0**	**80.7**
PPA depreciation and amortisation[4]	—	—	—	(19.5)	(14.6)	(14.6)
Operating profit[5]	**35.0**	**61.6**	**79.1**	**57.4**	**46.4**	**66.0**
Net profit[6]	**17.8**	**32.4**	**23.1**	**14.4**	**12.4**	**20.1**
Adjusted net profit[7]	**17.8**	**32.4**	**23.1**	**27.1**	**21.9**	**29.6**

(1) EBITDA represents operating profit before depreciations, amortisations and write-offs, and provisions. All data is unaudited.

(2) Depreciations and amortisations (before PPA) data is audited, with the exception of the figure for the nine months ended September 30, 2008.

(3) Adjusted operating profit represents operating profit before PPA depreciations and amortisations. All data is unaudited.

(4) PPA depreciation and amortisation data is audited, with the exception of the figure for the nine months ended September 30, 2008, and only applicable to Taminco Group NV.

(5) Operating profit data is audited, with the exception of the figure for the nine months ended September 30, 2008.

(6) Net profit is audited, with the exception of the figure for the nine months ended September 30, 2008.

(7) Adjusted net profit represents net profit excluding PPA depreciation and amortisation. All data is unaudited.

Balance Sheet Data

	Taminco NV			Taminco Group NV		
		As at December 31,			As at September 30,	
	2006	2007	2008	2008	2008	2009
	(audited, except as indicated, € millions)					
Goodwill	20.9	24.7	24.7	421.1	421.1	421.1
Intangible assets	17.3	15.9	13.5	182.9	186.6	169.6
Property, plant and equipment	144.2	141.1	145.2	174.3	177.9	163.8
Inventories	55.5	53.5	63.5	63.5	62.2	47.4
Trade receivables	95.5	50.8	29.4	29.4	49.2	36.5
Related party receivables	—	—	238.4	6.4	1.2	5.7
Cash and cash equivalents	16.0	10.1	10.4	10.5	10.6	61.6
Other assets	24.5	19.3	30.0	30.6	40.7	41.4
Total assets	**373.9**	**315.4**	**555.1**	**918.7**	**949.5**	**947.1**
Total equity	**39.0**	**66.8**	**(224.8)**(1)	**152.4**	**168.4**	**182.1**
Interest-bearing loans and borrowings	267.9	158.2	674.4	582.2	587.0	578.4
Other liabilities	67.0	90.3	105.5	184.1	194.1	186.6
Total liabilities	**334.9**	**248.5**	**779.9**	**766.3**	**781.1**	**765.0**
Trade working capital(2)	111.8	47.0	42.1	37.0	48.9	35.4

(1) The negative equity position at Taminco NV as at December 31, 2008 reflects the payment of an interim dividend of € 289 million to the Company as part of a Group-wide financial restructuring through which related party debt at the Company level was replaced by third-party debt at lower levels within the Group. See "Operating and Financial Review and Prospects — Changes in Indebtedness".

(2) Trade working capital represents trade receivables plus inventories less trade payables. All data is unaudited.

Cash Flow Data

	Taminco NV			Taminco Group NV		
		Year ended December 31,			Nine months ended September 30,	
	2006	2007	2008	2008	2008(1)	2009
	(audited, except as indicated, € millions)					
Profit before tax	**26.5**	**45.8**	**43.9**	**22.2**	**20.5**	**32.5**
Non-cash adjustment to reconcile profit before tax to net cash flows	18.3	34.5	36.4	58.1	43.1	45.9
Finance cost	7.4	15.9	32.2	47.4	34.9	29.3
Working capital adjustments	(25.6)	86.2	(251.5)	(28.7)	(31.5)	3.6
Income tax paid	(7.6)	(15.1)	(14.2)	(14.2)	(7.1)	(18.4)
Net cash flows from operating activities	**19.1**	**167.2**	**(153.2)**	**84.7**	**59.8**	**92.9**
Purchase of property, plant and equipment	(8.6)	(17.7)	(31.6)	(28.5)	(21.5)	(20.3)
Purchase of intangible assets	(6.9)	(5.4)	(4.9)	(4.9)	(1.7)	(3.8)
Acquisition of a business combination, net of cash acquired	(159.5)	(30.1)	—	—	—	—
Other investing activities	(0.1)	(1.9)	(0.3)	(1.2)	1.1	0.7
Net cash flows used in investing activities	**(175.2)**	**(55.1)**	**(36.9)**	**(34.7)**	**(22.1)**	**(23.4)**
Proceeds from / Repayment of borrowings	172.0	(102.8)		(2.6)	(2.6)	9.6
Dividends paid to equity holders	—	—	(288.9)	—	—	—
Interest paid	(7.4)	(15.9)	(32.2)	(47.4)	(34.9)	(29.3)
Other financing activities	—	0.7	0.1	—	—	1.5
Net cash flows from/(used in) financing activities	**164.6**	**(118.0)**	**190.2**	**(49.9)**	**(37.4)**	**(18.2)**
Net increase / decrease in cash and cash equivalents	8.5	(5.9)	0.2	0.2	0.4	51.3
Cash and cash equivalents at period end	**16.0**	**10.1**	**10.4**	**10.5**	**10.6**	**61.6**

(1) Data for the nine months ended September 30, 2008 is unaudited.

Operating Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
			(unaudited)			
Total volumes (kt)	303.9	514.9	515.8	515.8	406.0	361.3
Functional Chemicals (kt)	*212.7*	*355.7*	*350.1*	*350.1*	*274.3*	*249.5*
Agro Sciences (kt)	*91.1*	*159.2*	*165.7*	*165.7*	*131.6*	*111.8*
Full-time equivalents	692	878	766	866	872	866

(1) Full-time equivalents, including Riverview employees, non-actives and two independent executives.

Divisional Data

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006(1)	2007(1)	2008(1)	2008	2008(1)	2009
	(audited, except as indicated, € millions, except as indicated)					
Functional Chemicals						
Revenue	**231.8**	**399.4**	**444.8**	**444.8**	**337.8**	**282.8**
Gross profit(2)	**86.7**	**177.0**	**173.6**	**173.6**	**142.0**	**159.3**
Unit gross profit (€/tonne)	407	498	496	496	518	639
EBITDA(3)	**33.8**	**72.6**	**81.9**	**81.9**	**66.1**	**80.0**
Provisions	(0.2)	(0.1)	—	—	—	—
Depreciations, amortisations and write-offs (before PPA)	(11.2)	(26.0)	(26.7)	(28.4)	(20.6)	(24.2)
Adjusted operating profit(4)	**22.4**	**46.5**	**55.2**	**53.5**	**45.4**	**55.8**
PPA depreciation and amortisation(5)	—	—	—	(14.4)	(10.6)	(11.4)
Operating profit	**22.4**	**46.5**	**55.2**	**39.0**	**34.8**	**44.3**
Agro Sciences						
Revenue	**122.1**	**217.6**	**247.2**	**247.2**	**188.4**	**162.4**
Gross profit(2)	**50.7**	**77.7**	**88.7**	**88.7**	**65.6**	**72.8**
Unit gross profit (€/tonne)	556	488	535	535	499	651
EBITDA(3)	**19.9**	**23.9**	**33.5**	**33.5**	**23.3**	**31.7**
Depreciations, amortisations and write-offs (before PPA)	(7.3)	(8.8)	(9.6)	(10.0)	(7.7)	(6.8)
Adjusted operating profit(4)	**12.6**	**15.1**	**23.9**	**23.5**	**15.6**	**24.9**
PPA depreciation and amortisation(5)	—	—	—	(5.1)	(4.0)	(3.2)
Operating profit	**12.6**	**15.1**	**23.9**	**18.4**	**11.6**	**21.7**

(1) All data is unaudited.

(2) Gross profit represents revenue less raw materials and consumables. All data is unaudited.

(3) EBITDA represents operating profit before total depreciations, amortisations and write-offs, and provisions. All data is unaudited.

(4) Adjusted operating profit represents net profit before PPA depreciation and amortisation. All data is unaudited.

(5) Only applicable to Taminco Group NV.

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following review is based on:

- *The audited consolidated interim financial statements of Taminco Group NV as at and for the nine-month period ended September 30, 2009 and the audited consolidated financial statements of Taminco Group NV as at and for the year ended December 31, 2008, prepared in accordance with IFRS and audited by Ernst & Young, included in "Appendix I — Historical Financial Statements";*
- *The unaudited consolidated interim financial statements of Taminco Group NV as at and for the nine-month period ended September 30, 2008, included in "Appendix I — Historical Financial Statements";*
- *The audited consolidated financial statements of Taminco NV as at and for the years ended December 31, 2008, 2007 and 2006, prepared in accordance with IFRS and audited by Ernst & Young, included in "Appendix I — Historical Financial Statements"; and*
- *Additional unaudited information with respect to divisional financial performance, non-GAAP measures and operating data.*

See "— Presentation of Financial Information" below. Investors should read the following review together with the whole of this document, including Risk Factors, and the consolidated financial statements and the consolidated interim financial statements referred to above and should not rely only on the information contained in this section.

The following review includes forward-looking statements that involve risks and uncertainties. See "Forward-Looking Statements" and "Risk Factors" for a discussion of important factors that could cause actual results to differ materially from the results described in the forward-looking statements contained in this Section.

Percentages in tables have been rounded and accordingly may not add up to 100%. In addition, certain financial data has been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.

Overview of the Group

We are the world's only globally active specialist producer of alkylamines that is integrated into the production of a broad range of alkylamine derivatives. We have an installed production capacity of more than one million tonnes per annum and, by this measure, are the largest alkylamine producer in the world. We generated revenues of € 692.0 million in the year ended December 31, 2008 (€ 445.3 million in the nine months ended September 30, 2009). Moreover, we have maintained the profitability of our business in the face of the recent economic downturn: our EBITDA increased by € 18.9 million, or 19.6%, from € 96.5 million in 2007 to € 115.4 million in 2008, and by € 22.3 million, or 24.9%, from € 89.4 million in the nine months ended September 30, 2008 to € 111.7 million in the nine months ended September 30, 2009.

Amines are organic compounds produced through the reaction of an alcohol (such as methanol or a higher chain alcohol (C_1-C_6)) with ammonia. The immediate results of these processes are methylamines and higher alkylamines, which can then be reacted with other chemicals to produce alkylamine derivatives. Alkylamines and their derivatives are key elements in a broad array of chemical products that have a wide range of applications in industrial, consumer, pharmaceutical and agricultural end-use segments. The range of uses to which our products are put is expanding, and demand for the majority of them is growing.

We have seven plants worldwide dedicated to the production of alkylamines and alkylamine derivatives, comprising two large facilities in each of Europe and the United States, and smaller facilities in China and Brazil. A key aspect of our strategy is the integrated production model, which has a number of elements through which methylamines and higher alkylamines manufactured in a given plant are used within the same facility as raw materials in manufacturing derivatives. This enables us to lower costs through heat and steam recycling within the facilities and to direct resources to the manufacture of those derivatives for which demand is highest. We have successfully employed an integrated production strategy in Europe for many years, and aim to expand its use in our other operations over time, beginning with our St. Gabriel plant in the United States during the first quarter of 2010. In the United States, the production of alkylamines has historically been split from the production of derivatives, and we believe that there is significant potential for profitable growth through the replication of the integrated production model in this market.

In keeping with our longstanding specialised focus on alkylamines and alkylamine derivatives, we are a leader in alkylamine production technology. Our research, technology and development function includes 35 full-time employees, and focuses on improving existing processes and technology platforms, as well as testing new raw materials and new products, as part of our continuous effort to improve the efficiency and reduce the unit costs of our operations. Our product development group works in close cooperation with our marketing professionals and engineers to develop our product portfolio in order to address customer demand in both new and existing end-use segments.

We are organised in two divisions: Functional Chemicals and Agro Sciences. Our divisional organisation reflects the end-user segments to which we market and sell our products. The Functional Chemicals division serves the needs of manufacturers who use our alkylamine products as constituents in chemical processes for the production of formulated products. The division is in turn organised in business units that reflect the various applications in which end-users employ our products: Amines and Solvents; Specialty Derivatives; and Performance Products. The Agro Sciences division sells alkylamines and alkylamine derivatives for use in agricultural applications. The division is also organised into business units that reflect the end-user applications in which our products are employed: Crop Protection; Herbicide Systems; and Feed Additives. The division's customers range from multinational crop protection and agricultural enterprises to distributors and large local farmer co-operatives. Functional Chemicals and Agro Sciences accounted for 64.3% and 35.7% of our total revenues and 71.0% and 29.0% of our total EBITDA, respectively, in the year ended December 31, 2008, and for 63.5% and 36.5% of total revenues and 71.6% and 28.4% of total EBITDA, respectively, in the nine months ended September 30, 2009.

From a regional perspective, our business is primarily focused on Europe and North America. From 2006 to 2008, sales in Europe grew from € 202 million in 2006 to € 276 million in 2008 (€ 182 million in the nine months ended September 30, 2009); sales in North America grew from € 94 million to € 287 million (€ 185 million in the nine months ended September 30, 2009); sales in Latin America grew from € 22 million to € 75 million (€ 40 million in the nine months ended September 30, 2009); and sales in Asia grew from € 37 million to € 54 million (€ 39 million in the nine months ended September 30, 2009). Competition in the alkylamines industry is predominantly regional and at the individual product level, and varies significantly according to the specific products and applications involved. See "Industry". In addition, our sales and marketing team is regionally organised and customer-focused in order to increase our penetration of the various end-user segments we serve, both by identifying new product application opportunities and by leveraging our existing product portfolio.

Presentation of Financial Information

The Company was incorporated on August 20, 2007 as a vehicle to effect the acquisition of Taminco NV — both its assets and the shares of its subsidiaries — which was formed as a result of the October 2003 carve-out of UCB's industrial chemicals activities. As a consequence, the Company's financial statements do not reflect our results of operations or financial position prior to September 1, 2007, and its first financial year is only four months long. In order to facilitate analysis of the performance of our business from year to year, with respect to the years ended December 31, 2007 and 2006, we have based this review on the results of operations and financial position of Taminco NV, which has operated throughout the period from January 1, 2006 to date. The Company is a holding company with no operations of its own, and no assets apart from its 100% shareholding in Taminco NV. Taminco NV is our primary operating company, and directly or indirectly wholly owns all of our subsidiaries. Accordingly, all of our business operations are reflected in the financial statements of both the Company and Taminco NV. Income statement data for the Company and Taminco NV are thus identical with respect to the 2008 financial year down to and including the EBITDA level. This means that trends in our results of operations down to the EBITDA level can be assessed through a direct comparison between the relevant income statement line items in Taminco NV's 2007 financial statements and in the Company's 2008 financial statements.

The differences that do exist between the financial statements of Taminco NV for 2007 and of the Company for 2008 relate to PPA depreciation and amortisation, net finance costs and net income tax. These differences are associated with the allocation of the purchase price paid for the acquisition of Taminco NV and with the restructuring of the financing of the acquisition of Taminco NV towards the operating companies. For a more detailed explanation of these differences, please see "— Adjusted Metrics to Address Impact of Purchase Price Allocation" and "— Changes in Indebtedness". As a result of these differences, below the EBITDA level, the income statement line items in Taminco NV's 2007 financial statements and the Company's 2008 financial statements are not directly comparable. For the sake of completeness, we have included full income statement data for Taminco NV for the year ended December 31, 2008. Investors are cautioned however that, for the reasons referred to above, results for Taminco NV below the level of EBITDA are not necessarily representative of the results that the Company will record going forward. For a more detailed discussion of these matters, please see "— Changes in Indebtedness" and "— Results of Operations for the Years Ended December 31, 2008 and 2007 — Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008". For the same reasons, we have included full balance sheet and cash flow data for Taminco NV as at and for the year ended December 31, 2008. Investors are again cautioned, however, that this data is not necessarily representative of the Company's balance sheet and cash flow performance going forward, in particular in view of the planned changes in financial indebtedness following the Offering. For a more detailed discussion of these matters, please see "— Changes in Indebtedness", "— Balance Sheet Data as at December 31, 2007 and 2008 — Comparison of Balance Sheet of Taminco NV and the Company as at December 31, 2008" and "— Liquidity and Capital Resources — Cash Flows".

We also caution investors that because Taminco NV's 2006 financial results include only three months of results associated with the acquisition of Air Products (Americas), the comparability of the 2006 and 2007 financial results is limited.

Although information with respect to volumes sold and related calculations of unit gross profit are presented and discussed in this review, we currently do not intend to disclose such information publicly on a regular basis following the Offering.

Adjusted Metrics to Address Impact of Purchase Price Allocation

In connection with the acquisition of Taminco NV on August 31, 2007, Taminco Group NV was required pursuant to IFRS 3 to make fair value adjustments, allocating the amount by which the purchase price exceeded Taminco NV's equity among its identifiable assets and liabilities. A total of € 232.4 million was allocated to identifiable assets in this way. The residual amount not so allocated was recorded as goodwill, which is included in the total goodwill amount expressed on the Company's balance sheet (€ 421.1 million).

These fair value adjustments are non-cash in nature, and the increase in balance sheet items resulting from the purchase price allocation has given and will continue to give rise over time to a substantial amount of additional depreciation and amortisation. This has had and will continue to have a negative impact on measures of our profitability that is unrelated to the operating performance of our business. Accordingly, we believe that it is useful to present adjusted profitability metrics which reflect our results before the depreciation and amortisation associated with purchase price allocation.

The following table sets out summary information of Taminco Group NV with respect to the relevant adjusted metrics — adjusted operating profit and adjusted net profit — for the year ended December 31, 2008 and for the nine months ended September 30, 2009 and 2008:

	Year ended December 31,	Nine months ended September 30,	
	2008	2008	2009
	(€ millions)		
PPA depreciation and amortisation(1)	(19.5)	(14.6)	(14.6)
Operating profit(2)	57.4	46.4	66.0
Adjusted operating profit(3)	**77.0**	**61.0**	**80.7**
Net profit(4)	14.4	12.4	20.1
Adjusted net profit(5)	**27.1**	**21.9**	**29.6**

(1) All data is audited, except for the data for the nine months ended September 30, 2008.

(2) All data is audited, except for the data for the nine months ended September 30, 2008.

(3) Adjusted operating profit represents net profit before PPA depreciation and amortisation. All data is unaudited.

(4) All data is audited, except for the data for the nine months ended September 30, 2008.

(5) Adjusted net profit represents net profit excluding PPA depreciation, amortisation and write-offs. All data is unaudited.

The adjusted metrics shown in the table above are non-GAAP financial measures and are not measures of financial performance under IFRS. We present these adjusted metrics because they eliminate the effect of certain non-cash items that are not directly related to our underlying operational performance, and thus in our view provide a useful basis for assessing trends in our profitability over time. These adjusted metrics should not be considered in isolation as an alternative to operating profit, net profit, earnings per share or other data presented in our financial statements as indicators of financial performance. Because they are not determined in accordance with IFRS, these adjusted metrics may not be comparable to other similarly titled measures of performance of other companies.

The table below shows the estimated future impact, from 2010, of the additional depreciation associated with the purchase price allocation resulting from our acquisition of Taminco NV in 2007, net of the associated deferred tax release, through 2020, at which point it is expected that the purchase price allocation will have been fully depreciated. In light of our strategy to grow through the acquisition of complementary businesses and assets, future transactions may require us to make fair value adjustments through additional purchase price allocations, resulting in further increased depreciation.

	Depreciation	Deferred tax release	Net impact
		(€ millions)	
2010	(19)	7	(12)
2011	(19)	7	(12)
2012	(19)	7	(12)
2013	(16)	6	(10)
2014	(16)	6	(10)
2015 through 2020	(15)	5	(10)

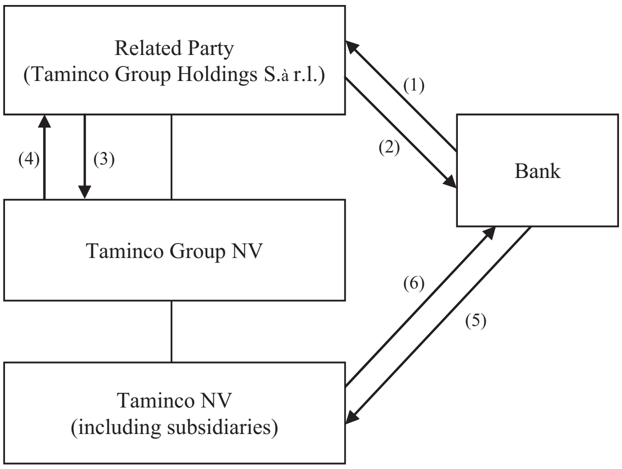
Changes in Indebtedness

During the period covered by this review, the level and nature of our indebtedness has been affected to a significant extent by the financing strategy of the Selling Shareholder, first in connection with the acquisition of Taminco NV and then in relation to the operation of Taminco NV as a portfolio asset. As a result, the levels of indebtedness we have maintained and the interest expense we have incurred in the past will not be representative of our experience going forward as a public company following completion of the Offering.

Introduction

The Company was established in August 2007 as the acquisition vehicle by which Taminco NV was acquired from its previous shareholders. The Selling Shareholder funded the Company by means of equity and related party debt (to the Selling Shareholder) to allow it to finance the acquisition of Taminco NV. Following the acquisition, we completed a Group-wide corporate and financial restructuring, putting into place a typical private equity financing structure through which the financing was restructured as much as possible towards the operating companies.

The acquisition of Taminco NV resulted in the Company (consolidated) taking on debt amounting to € 616 million, of which € 160 million was owed to external parties and € 456 million was owed to related parties (the Selling Shareholder). The Selling Shareholder itself incurred bank debt amounting to € 422 million to fund the Company. The result was as follows:



(1) Bank debt amounting to € 422 million (€ 295 million and U.S.$ 187 million).

(2) Interest paid € 10.5 (€ 7.2 million and U.S.$ 4.7 million).

(3) Related party debt of € 456 million (€ 329 million and U.S.$ 187 million). See also Note 17 of the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

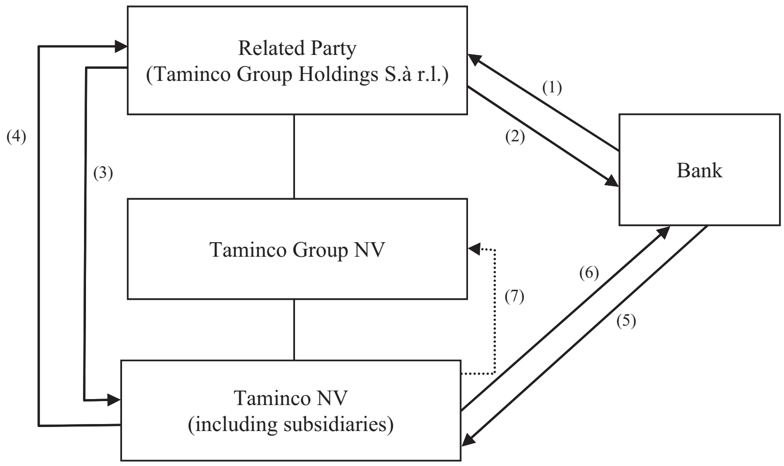
(4) Interest paid € 9.9 million (€ 6.7 million and U.S.$ 4.7 million). See also Note 17 and 23 of the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

(5) Bank debt amounting to € 160 million (€ 45 million and U.S.$ 120 million). See also Note 17 of the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

(6) Interest paid € 4 million (€ 1 million and U.S.$ 4 million). See also Note 8 of the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

During 2008, the related party debt (to the Selling Shareholder) was settled in the amount of € 336 million, with the proceeds of bank debt incurred at the level of the operating companies of the Group. The Selling Shareholder used these funds to repay its bank debt. The settlement of the related party debt by the Company to the Selling

Shareholder resulted in a debt of € 594 million at the level of Taminco NV (consolidated), with approximately € 474 million owed to external parties and € 120 million owed to related parties. The result was as follows:



(1) Bank debt amounting to € 120 million.

(2) Interest paid in the amount of € 19.15 million (€ 15.9 million and U.S.$ 4.7 million).

(3) Related party debt of € 120 million. See also Note 17 and 23 to the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

(4) Interest paid in the amount of € 5.5 million. See also Note 23 to the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

(5) Bank debt amounting to € 474 million (€ 219 million and U.S.$ 355 million). See also Note 17 to the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

(6) Interest paid in the amount of € 21 million (€ 10.3 million and U.S.$ 15.9 million). See also Note 8 to the audited financial statements of Taminco Group NV for the four-month period ended December 31, 2007 and for the year ended December 31, 2008.

(7) Dividend paid in the amount of € 289 million. See also Note 20 to the audited financial statements of Taminco NV for the years ended 2006, 2007 and 2008.

The following table illustrates the debt schedule of the Company as at December 31, 2008 and 2007:

	As at December 31,	
	2007	**2008**
	(unaudited, € millions)	
Selling Shareholder		
Receivable Taminco Group NV	455.8	—
Receivable Taminco NV	—	120.0
Participation in Taminco Group NV	152.7	187.2
Other assets	2.4	16.9
Total assets	**610.9**	**324.1**
Equity	(8.1)	(20.4)
Bank Debt(1)(2)	422.0	120.0
Related Party Debt (to the Parent)	197.0	216.5
Other liabilities	—	8.0
Total equity and liabilities	**610.9**	**324.1**
Company (stand-alone)		
Receivable Taminco NV	—	90.4
Participation in Taminco NV	601.3	312.4
Other assets	—	0.3
Total assets	**601.3**	**403.1**
Equity	145.5	163.1
Debt Taminco Group Holdings S.à r.l.(3)	455.8	—
Debt Taminco NV	—	238.4
Other liabilities	—	1.6
Total equity and liabilities	**601.3**	**403.1**

	As at December 31,	
	2007	2008
	(unaudited, € millions)	
Taminco NV (consolidated)		
Receivable Taminco Group NV	—	238.4
Other assets	315.4	316.7
Total assets	**315.4**	**555.1**
Equity(4)	66.8	(224.8)
Bank debt(5)	158.2	464.0
Debt Taminco Group Holdings S.à r.l.	—	120.0
Debt Taminco Group NV	—	90.4
Other liabilities	90.4	105.5
Total equity and liabilities	**315.4**	**555.1**

(1) The initial bank debt (€ 422 million) which was initially incurred to fund the acquisition of Taminco NV was repaid after the receivable owing to Taminco Group NV (€ 456 million) was settled.

(2) The Selling Shareholder incurred bank debt of € 120 million. The Selling Shareholder used these funds to purchase X/N bonds issued by Taminco NV in the amount of € 120 million. The cash received by Taminco NV from the Selling Shareholder (€ 120 million) was distributed to Taminco Group NV through the declaration of a dividend.

(3) The initial debt (€ 456 million) owing to the Selling Shareholder which was initially incurred to fund the acquisition of Taminco NV was in the amount of € 422 million after cash was received from Taminco NV. The cash received was originated through the combination of a dividend and a loan granted by Taminco NV and its subsidiaries to the Company. The remaining amount of € 34 million was contributed into capital.

(4) Taminco NV was acquired by the Company at market value. After its acquisition, Taminco NV distributed the capital gains it realised on the transfer of its shares held in subsidiaries through an interim dividend of € 289 million, which was declared by Taminco NV in June 2008. This resulted in negative consolidated net assets of Taminco NV as at December 31, 2008.

(5) Taminco NV and its subsidiaries incurred bank debt in the amount of € 474 million (€ 219 million and U.S.$ 355 million) and related party debt of € 120 million (X/N Bonds issued to the Selling Shareholder). The proceeds of this debt were used for the replacement of already existing bank debt, to fund Taminco NV's operations and to upstream cash to the Company through receivables and through the declared interim dividend of € 289 million.

As a result of the above, total debt on the Company's consolidated balance sheet as at December 31, 2007 and December 31, 2008 decreased from € 614 million (€ 456 million + € 158 million) to € 584 million (€ 238 million + € 120 million + € 464 million).

The amounts in the above table represent the carrying amounts of the interest bearing loans and borrowings, meaning the gross bank debt less the capitalised transaction costs.

Detailed Steps

The Taminco NV Acquisition

The Company was established by the Selling Shareholder in August 2007 as a vehicle for the acquisition of Taminco NV. To enable the Company to complete the acquisition, the Selling Shareholder provided the Company with a variety of debt financing including:

- Long-term financing (through the issuance of X/N bonds) in the amount of € 295 million and U.S.$ 187 million;
- Other long-term financing in the amount of € 22.5 million; and
- Short-term financing in the amount of € 11 million.

Before its acquisition by the Company, Taminco NV had total bank debt of € 247.7 million (part of which was denominated in U.S. dollars). In the year ended December 31 2007, Taminco NV paid total interest of € 11.2 million (€ 3.6 million and U.S.$ 10.2 million) on this bank debt.

The financial restructuring immediately following the acquisition resulted in Taminco NV (consolidated) having a total bank debt of € 160 million (€ 45 million and U.S.$ 120 million) and no related party debt with the Selling Shareholder.

The total interest paid by the Company on the above indebtedness and reflected in its consolidated income statement was € 9.9 million for the four months ended December 31, 2007. Total debt on the Company's consolidated balance sheet as at that date was € 614 million, of which € 158 million was owed to third parties and € 456 million was owed to the Selling Shareholder.

In addition, as part of the acquisition, Taminco NV refinanced part of its existing bank debt under the Senior Facilities Agreement (see "Business — Material Contracts — Senior Facilities Agreement") in the amount of € 45 million and U.S.$ 170 million (in principal amounts).

2008 Corporate and Financial Restructuring

In 2008, we completed a Group-wide corporate and financial restructuring in accordance with the then applied corporate law regulation following the acquisition of the majority of shares of Taminco NV by funds advised by CVC Capital Partners. To achieve this, a typical private equity financing structure was put in place through which the financing was restructured as much as possible towards the operating companies. The Selling Shareholder used the funds raised during this restructuring to repay its bank debt.

Under the Senior Facilities Agreement restated on August 14, 2008, a lending syndicate provided the Group borrowers, Taminco NV, Taminco North America Inc. and Taminco Germany GmbH, with funding in the amount of € 220 million and U.S.$ 357 million.

The series of transactions comprising the financial and corporate restructuring (ignoring various intermediate steps) included:

- Step 1: Taminco NV incorporated Taminco North America Inc.
- Step 2: Following its incorporation, Taminco North America Inc acquired Taminco Inc., Taminco Methylamines and Taminco Higher Amines from Taminco North BVBA in exchange for a loan note.
- Step 3: Taminco North was converted into a Belgian limited liability company (*Besloten Vennootschap met Beperkte Aansprakelijkheid* or BVBA).
- Step 4: Taminco North BVBA acquired the shares of Taminco North America Inc. from Taminco NV. Subsequently, Taminco North contributed part of its loan (received following the sale described in Step 2) into the share capital of Taminco North America Inc.
- Step 5: Taminco NV incorporated Taminco Germany GmbH and contributed the majority of its shares in Taminco GmbH into the share capital of Taminco Germany GmbH. Simultaneously, Taminco Germany GmbH acquired the remaining shares of Taminco GmbH from Taminco NV against cash.
- Step 6: Taminco Germany GmbH incurred bank debt of € 35 million to fund the purchase price of the shares of Taminco GmbH (see Step 5), to Taminco. This cash allowed Taminco NV to repay € 35 million of its existing bank debt.
- Step 7: Taminco North America Inc. incurred bank debt of U.S.$ 332 million to repay the outstanding amount of the loan note (see Step 2) and other outstanding receivables to Taminco North.
- Step 8: Taminco North extended a loan of U.S.$ 187 million and of € 93.1 million to the Company. The Company used these funds to repay its debt to the Selling Shareholder. The Selling Shareholder in turn used the funds to repay its bank debt in the same amount.
- Step 9: Taminco North distributed a portion of its receivables from the Company (see Step 8), a receivable from Taminco NV and its shares in Taminco North America Inc., as an intermediate dividend to Taminco NV.
- Step 10: The Selling Shareholder incurred bank debt in the amount of € 120 million. The Selling Shareholder used these funds to purchase the X/N Bonds issued by Taminco NV in the amount of € 120 million.
- Step 11: Taminco NV incurred a bank debt of € 81.9 million.
- Step 12: Taminco distributed approximately € 201.9 million in cash as well as its € 87 million in receivables as an interim dividend to the Company. The Company used the amount of the dividend to repay its debt to the Selling Shareholder. The Selling Shareholder in turn used the amount to repay bank debt.
- Step 13: Taminco contributed all the shares of Taminco Germany GmbH into the share capital of Taminco North.
- Step 14: Taminco Germany GmbH and Taminco GmbH merged.
- Step 15: The Selling Shareholder contributed its receivables from the Company, into the share capital of the Company.

As a result of the financial restructuring, total debt on the Company's consolidated balance sheet as at December 31, 2008 was € 122 million owed by Taminco NV to the Selling Shareholder and € 460 million owed by Taminco NV to financial institutions. Total interest paid by the Company on indebtedness was € 47.4 million for the year ended December 31, 2008, of which € 21 million was paid to financial institutions and € 20.8 million was paid to the Selling Shareholder, with the remainder attributable to our Non-recourse Factoring Facility and interest rate swaps. For further information with respect to the financial restructuring, see Note 17 to the audited consolidated financial statements of the Company for the year ended December 31, 2008, included in "Appendix I — Historical Financial Statements".

Changes in Connection with the Offering

A number of changes to the Company's debt profile will be effected in connection with the Offering:

- All indebtedness owed by the Company to the Selling Shareholder will be repaid in full from the proceeds received by the Company from the Primary Offering. See "Use of Proceeds". As a result, following the Offering, the Company will have no outstanding related party indebtedness;
- In addition, at least € 25 million of indebtedness under the Senior Facilities Agreement will be repaid following completion of the Offering from cash on our balance sheet prior to the completion of the Offering. See "— Financial Indebtedness — Changes in indebtedness in connection with the Offering"; and
- Certain changes will be made to the Senior Facilities Agreement on the Closing Date. See "— Financial Indebtedness — Senior Credit Facility" and "Business — Material Contracts — Senior Facilities Agreement".

Key Performance Indicators

Gross Profit, Gross Profit Margin and Unit Gross Profit

We calculate gross profit as revenue less raw materials and consumables; our gross profit expressed as a percentage of revenues is our gross profit margin; and our unit gross profit represents gross profit divided by volume. Gross profit, gross profit margin and unit gross profit are key indicators of our ability to manage the relationship between the prices at which we sell our products and the costs of those sales, and in our view provide a useful basis on which to make comparisons from period to period. However, changes in our gross profit margin should not be viewed in isolation, but rather should be considered in conjunction with the related changes in revenue and in raw materials and consumables. In particular, changes in our volumes, product mix and pricing are significant factors affecting revenues, and therefore our calculation of gross profit, gross profit margin and unit gross profit. For a discussion of how these factors affect our gross profit, gross profit margin and unit gross profit, please see "— Significant Factors Affecting Our Results of Operations — Volume, Product Mix and Pricing".

The following table sets out information with respect to gross profit, gross profit margin and unit gross profit for the years ended December 31, 2008, 2007 and 2006 and for the nine months ended September 30, 2009 and 2008:

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
	(unaudited, except as indicated, € millions, except as indicated)					
Functional Chemicals						
Revenue	231.8	399.4	444.8	444.8	337.8	282.8
Raw materials and consumables	(145.2)	(222.4)	(271.2)	(271.2)	(195.8)	(123.6)
Gross profit	**86.7**	**177.0**	**173.6**	**173.6**	**142.0**	**159.3**
Gross profit margin (%)	**37.4**	**44.3**	**39.0**	**39.0**	**42.0**	**56.3**
Volume (kt)	212.7	355.7	350.1	350.1	274.3	249.5
Unit gross profit (€/tonne)	**407**	**498**	**496**	**496**	**518**	**639**
Agro Sciences						
Revenue	122.1	217.6	247.2	247.2	188.4	162.4
Raw materials and consumables	(71.4)	(140.0)	(158.5)	(158.5)	(122.8)	(89.7)
Gross profit	**50.7**	**77.7**	**88.7**	**88.7**	**65.6**	**72.8**
Gross profit margin (%)	**41.5**	**35.7**	**35.9**	**35.9**	**34.8**	**44.8**
Volume (kt)	91.1	159.2	165.7	165.7	131.6	111.8
Unit gross profit (€/tonne)	**556**	**488**	**535**	**535**	**499**	**651**

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
	(unaudited, except as indicated, € millions, except as indicated)					
Total						
Revenue	353.9	617.0	692.0	692.0	526.2	445.3
Raw materials and consumables	(216.6)	(362.4)	(429.8)	(429.8)	(318.6)	(213.2)
Gross profit	**137.3**	**254.6**	**262.3**	**262.3**	**207.6**	**232.0**
Gross profit margin (%)	**38.8**	**41.3**	**37.9**	**37.9**	**39.5**	**52.1**
Volume (kt)	303.9	514.9	515.8	515.8	406.0	361.3
Unit gross profit (€/tonne)	**451**	**495**	**508**	**508**	**512**	**641**

For a discussion of trends in gross profit, gross profit margin and unit gross profit, please see "— Results of Operations for the Nine Months Ended September 30, 2009 and 2008 — Gross Profit", "— Results of Operations for the Years Ended December 31, 2008 and 2007 — Gross Profit" and "— Results of Operations for the Years Ended December 31, 2007 and 2006 — Gross Profit".

EBITDA and EBITDA Margin

We calculate EBITDA as operating profit before depreciations, amortisations and write-offs, and provisions; our EBITDA expressed as a percentage of revenues is our EBITDA margin. EBITDA and EBITDA margin are key indicators of the profitability of our operations. However, changes in our EBITDA margin should not be viewed in isolation, but rather should be considered in conjunction with the related changes in revenue, raw materials and consumables expenses and other operating expenses. The following table sets out information with respect to EBITDA and EBITDA margin for the years ended December 31, 2008, 2007 and 2006 and for the nine months ended September 30, 2009 and 2008:

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
	(unaudited, except as indicated, € millions, except as indicated)					
Functional Chemicals						
Operating profit	22.4	46.5	55.2	39.0	34.8	44.3
Depreciations, amortisations and write-offs, and provisions	11.4	26.1	26.7	42.9	31.2	35.6
EBITDA	**33.8**	**72.6**	**81.9**	**81.9**	**66.1**	**80.0**
EBITDA margin (%)	**14.6**	**18.2**	**18.4**	**18.4**	**19.6**	**28.3**
Agro Sciences						
Operating profit	12.6	15.1	23.9	18.4	11.6	21.7
Depreciations, amortisations and write-offs, and provisions	7.3	8.8	9.6	15.1	11.7	10.0
EBITDA	**19.9**	**23.9**	**33.5**	**33.5**	**23.3**	**31.7**
EBITDA margin (%)	**16.3**	**11.0**	**13.5**	**13.5**	**12.4**	**19.5**
Total						
Operating profit	35.0	61.6	79.1	57.4	46.4	66.0
Depreciations, amortisations and write-offs, and provisions	18.7	34.9	36.3	57.9	43.0	45.7
EBITDA	**53.7**	**96.5**	**115.4**	**115.4**	**89.4**	**111.7**
EBITDA margin (%)	**15.2**	**15.6**	**16.7**	**16.7**	**17.0**	**25.1**

EBITDA and EBITDA margin are non-GAAP financial measures and are not measures of financial performance under IFRS. We present EBITDA and EBITDA margin because they eliminate the effect of certain non-cash items that are not directly related to our underlying operational performance, and thus in our view provide a useful basis for assessing trends in our operational performance over time. EBITDA and EBITDA margin should not be considered in isolation as an alternative to operating profit or other data presented in our financial statements as indicators of financial performance. Because they are not determined in accordance with IFRS, EBITDA and

EBITDA margin as we present them may not be comparable to other similarly-titled measures of performance of other companies.

Going forward, we are targeting average EBITDA growth in excess of 5% per annum.

For a discussion of trends in EBITDA and EBITDA margin, please see "— Results of Operations for the Nine Months Ended September 30, 2009 and 2008 — EBITDA", "— Results of Operations for the Years Ended December 31, 2008 and 2007 — EBITDA" and "— Results of Operations for the Years Ended December 31, 2007 and 2006 — EBITDA".

Significant Factors Affecting Our Results of Operations

Acquisitions

During the period under review, we have made a number of important acquisitions in the course of expanding and consolidating our position in the market for alkylamines and their derivatives. By far the most significant of these transactions was the 2006 acquisition of the assets of Air Products (Americas), which nearly doubled our size, and represented a major step in our transition to becoming a global player in the alkylamines industry. Because Taminco NV's 2006 financial results include only three months of results associated with the Air Products' business, the comparability of the 2006 and 2007 results is limited.

Going forward, we are looking for acquisitions to play an important role in helping us to advance our various strategic priorities. Information with respect to acquisition activity which has occurred during the period under review or which is otherwise relevant in understanding the development of our business during this period is set out below.

- *Air Products (Europe)* (December 2004): acquisition from Air Products in the United Kingdom of its European methylamines and derivatives contracts, which allowed us to increase our production by approximately 40kt, as well as increasing our operational efficiency and contributing to the consolidation of the European alkylamines market.
- *Akzo Nobel Delfzijl* (April 2006): acquisition from Akzo Nobel in the Netherlands of certain customer contracts, which allowed us to increase production by some 5kt, as well as increasing our operational efficiency, in our existing European facilities.
- *Air Products (Americas)* (September 2006): acquisition from Air Products of its amines business in the Americas consisting of two plants in the United States, making us one of only two significant U.S. producers of methylamines and providing a platform for the introduction of our integrated production model and the growth of our derivatives business, and one plant in Brazil, making us the only producer of higher alkylamines in Latin America, increasing our production capacity overall by 340kt.
- *Arkema* (April 2007): acquisition from Arkema of its methylamine and higher alkylamines derivatives businesses in the United States, increasing our U.S. production capacity of derivatives by 40kt and allowing us to produce derivatives that we previously had to import from our European operations.
- *Akzo Nobel Yixing* (June 2007): acquisition of Akzo Nobel's 67.5% share in its Chinese joint venture, which specialises in the production of choline chloride, including a plant and other assets, doubling our size in China and increasing production capacity by 15kt.
- *Mandops* (September 2007): acquisition of patented technology related to plant growth regulators and formulations of chlorocholine chloride, which we expect to increase our product offerings in the growing crop protection market and, ultimately, our differentiated derivatives portfolio.

Volume, Product Mix and Pricing

The following table sets out information with respect to volumes sold, revenues and EBITDA for the years ended December 31, 2008, 2007 and 2006 and the nine months ended September 30, 2009 and 2008:

	Taminco NV			Taminco Group NV		
	Year ended December 31,				Nine months ended September 30,	
	2006	2007	2008	2008	2008	2009
Volume (kt)						
Functional Chemicals	212.7	355.7	350.1	350.1	274.3	249.5
Agro Sciences	91.1	159.2	165.7	165.7	131.6	111.8
Total	**303.9**	**514.9**	**515.8**	**515.8**	**406.0**	**361.3**
Revenue (€ millions)						
Functional Chemicals	231.8	399.4	444.8	444.8	337.8	282.8
Agro Sciences	122.1	217.6	247.2	247.2	188.4	162.4
Total	**353.9**	**617.0**	**692.0**	**692.0**	**526.2**	**445.3**
EBITDA (€ millions)						
Functional Chemicals	33.8	72.6	81.9	81.9	66.1	80.0
Agro Sciences	19.9	23.9	33.5	33.5	23.3	31.7
Total	**53.7**	**96.5**	**115.4**	**115.4**	**89.4**	**111.7**

At an aggregate level, a focus on volume alone does not explain our financial performance. Fundamentally, this reflects the fact that our product portfolio contains a wide range of alkylamines and derivatives, which are sold and used in varying quantities, such that, overall, volumes are not necessarily related to value. Thus, as indicated by the table above, changes in volumes as such do not account for trends in our revenues or profitability. The volume of products we sell can, of course, be a significant factor in our financial performance. For example, in 2007, the impact of a full year's production from the assets acquired in the Air Products transaction in the Americas in September 2006 was by far the most important single factor affecting our results of operations and in 2008, our results were significantly affected by the loss of volume related to a two-month planned shutdown in the second quarter of 2008 of our Ghent facility while our new methylamines unit was under construction. We estimate that this shutdown had a € 3-4 million effect on our 2008 EBITDA.

During the period covered by this review, our product mix has shifted, as we have significantly expanded the proportion of our sales attributable to alkylamine derivatives, in line with the progress we have made in implementing our integrated business model. In particular, we have recorded substantial growth in the Specialty Derivatives business unit (especially water treatment and surfactants products) in our Functional Chemicals division, and in the Crop Protection business unit in our Agro Sciences division. By contrast, volumes have declined overall in the Solvents business line in our Functional Chemicals division over the period, reflecting in particular reduced sales of solvent products, as much of the demand for solvents has shifted to China and we have with limited exceptions found it unattractive to seek to compete there. Because derivatives are, relative to alkylamines, value-added products, and because our integrated production model, where implemented, allows us to capture the added value at each step in the production chain, changes in product mix can have a significant impact on our gross profit and EBITDA.

Pricing is perhaps the most important variable in explaining our financial performance. Generally speaking, we occupy strong positions in growing niche markets characterised by rational pricing behaviour among a relatively small group of suppliers. These market dynamics contribute to favourable pricing and positive unit gross profit performance across most of our product portfolio. In addition, a substantial portion of our sales are made pursuant to contracts containing cost pass through provisions under which the prices we receive for our products are automatically adjusted on a quarterly basis to reflect changes in raw material prices. An equally substantial portion of our sales are made pursuant to contracts under which sales prices are renegotiated quarterly, generally permitting us to incorporate any increases in raw material costs in revised sales prices. In the aggregate, these types of contracts accounted for approximately half of our revenue during the nine months ended September 30, 2009. Importantly, with respect to both types of contracts, price adjustments are made based on the experience of the previous quarter; accordingly, changes to selling prices will lag behind changes in raw material costs incurred. This means that in an environment of rising raw material prices, we will not recover our increased raw material costs in full until prices stabilise or fall. By the same token, in an environment of falling raw materials prices, the sales prices we achieve may generate high gross profit and EBITDA until prices stabilise or increase. This raw material cost/

pricing dynamic is a part of the explanation of the results we posted in the first nine months of 2009, in which volumes and revenues fell (by 11.0% and 15.4%, respectively) but EBITDA rose (by 24.9%), as compared to the same period in 2008. See "— Results of Operations for the Nine Months Ended September 30, 2009 and 2008 — EBITDA".

Raw Materials and Consumables

The majority of our operational costs are comprised of costs for raw materials and consumables, including energy. Such costs represented 63.9% of our net operating expenses for the nine months ended September 30, 2009 and 74.5% for the year ended December 31, 2008. (Our net operating expenses comprise raw materials and consumables, services and other goods, employee benefits expense, net other operating expense and provisions.) Our most significant raw materials, in order of importance, are methanol, ethylene oxide, ammonia and acetone. Costs for each represented approximately 10% of net operating expenses in the first nine months of 2009. Energy, primarily natural gas, also represented approximately 10% of net operating expenses in the same period.

Generally, all of our main raw materials are readily available commodity chemicals with multiple suppliers, and are bought in low volumes relative to total global capacities. Prices fluctuate widely, and our raw materials and consumables expenses are highly variable from year to year. Generally speaking, prices for our key raw materials and energy rose throughout the period covered by this review until late in 2008, when in response to the economic downturn prices fell sharply, recovering somewhat during 2009.

As noted above, to a significant extent the contracts under which we sell our products insulate us, via cost pass through arrangements and quarterly repricing provisions, against the negative impact of fluctuations in raw material prices. See "—Volume, Product Mix and Pricing".

More specific information on our raw material and energy costs is set out below.

- *Methanol.* Methanol is the key raw material for methylamine production. We have long- and short-term supply contracts under which we purchase methanol at the prevailing published market price minus a discount. We source a significant portion of our methanol needs under long-term supply arrangements which, in current markets, offer favourable terms, positioning us as a low-cost producer in the U.S. methylamine market. These contractual arrangements afford us a significant degree of protection from changes in methanol prices, which move cyclically in line with general economic growth trends. In addition, as methanol is a derivative of natural gas or coal, fluctuations in the price of methanol are indirectly related to fluctuations in the price of energy. During the period covered by this review, market prices for methanol were at their highest in the first and second quarters of 2008, and at their lowest in the first quarter of 2009.

- *Ammonia.* We typically purchase ammonia under one to three year contracts from multiple suppliers. Because ammonia can be difficult to transport, we typically use regional suppliers, although certain of our suppliers operate globally. Ammonia is a derivative of natural gas, and fluctuations in the price of ammonia are indirectly related to fluctuations in the price of natural gas. During the period covered by this review, market prices for ammonia were at their highest in the fourth quarter of 2008, falling quickly to reach their lowest level in the first quarter of 2009.

- *Acetone.* We generally purchase acetone under short- to medium-term contracts from regional or global suppliers, as acetone is readily available and easily transportable. During the period covered by this review, market prices for acetone were at their highest during the fourth quarter of 2008, falling to their lowest point in the first quarter of 2009.

- *Ethylene Oxide.* We typically purchase EO under two to three year contracts. Because EO is highly toxic and can be difficult to transport long distances, we use regional suppliers. EO is widely used in the production of glycols and amine derivatives. The EO market is largely driven by the glycol market, which is a global rather than regional market, and thus the EO market itself is indirectly a global market. EO is derived from ethylene, which is in turn derived from hydrocarbons, and fluctuations in the price of EO are thus indirectly related to the price of energy. During the period covered by this review, market prices for EO were at their highest in the second and third quarters of 2008, and at their lowest in the first quarter of 2009.

- *Energy.* We generally purchase energy, primarily natural gas, at a discount to market prices. During the period covered by this review, energy prices rose steadily until the middle of 2008, then fell precipitously as the economic downturn gathered momentum, reaching their lowest point late in that year. We believe that we are one of the world's most energy efficient amine producers, and that our energy cost per tonne compares favourably with our competitors. This largely reflects our integrated production process, which enables us to recapture and recycle heat and steam for further use, lowering our energy costs. We are already realising significant benefits from the introduction of a fourth-generation methylamines plant at our Ghent facility (completed in June 2008), and a cogeneration unit at our Ghent plant (completed in June 2009), which we estimate will generate energy savings of approximately € 4 million annually, while reducing our carbon dioxide emissions by some 31kt per year.

Operations in the United States

Our integrated production model is a key element in enhancing efficiency and reducing costs in our business. Currently, we operate a fully integrated plant only at our facility in Ghent. We are in the process of transferring U.S. production of alkylamine derivatives from our Riverview facility to our plant at St. Gabriel, and expect to commence integrated operations there with three key derivatives during the first quarter of 2010. We expect that the expanded St. Gabriel plant will benefit from increased economies of scale and a more efficient production process, reducing our overall operational costs. Production ceased at Riverview in November 2009, and the facility is being dismantled and closed. In anticipation of these developments, the Riverview assets were depreciated at an accelerated rate in our 2007, 2008 and 2009 financial statements. We recorded provisions in respect of the closure costs in our financial statements for the year ended December 31, 2007; accordingly such costs will not affect our results of operations as they are incurred. We estimate that our fixed cost savings from the closure of Riverview will be approximately U.S.$ 7-10 million annually.

BASF has announced plans to open a new methylamine plant in Louisiana that is scheduled to commence operations in 2011, stating that the methylamines will serve as raw materials for amine derivatives produced in existing facilities at the plant. BASF is currently one of our larger (although not one of our more profitable) methylamine customers in North America and we anticipate that, if and when the new plant starts production, BASF will no longer purchase appreciable quantities of methylamines from us. We expect, however, that the expansion of our own production of methylamine derivatives and alternative sources of methylamine demand will absorb a significant amount of the methylamine production that we currently direct to BASF, mitigating the negative impact on our results of operations.

Exchange Rates

Our reporting currency is the euro, and around half of our revenues are earned and expenses incurred in euro. An equally substantial portion of our business, however, is conducted in U.S. dollars, not only in the United States, but also in Asia and Latin America. Our net U.S. dollar exposure arising from purchase and sale transactions has remained stable over the last few years at approximately U.S.$ 80 million. We have borrowings in both euro and U.S. dollars, and from an operational point of view there is broadly speaking a match between the revenues we earn and the costs we incur in different currencies. Accordingly, we enjoy a natural hedge which limits the effects of changes in euro/dollar exchange rates.

However, our results of operations reflect the impact of changes in exchange rates when our U.S. dollar results are translated into euro for reporting purposes so that as the euro strengthens against the dollar the contribution of our businesses outside Europe to our consolidated results lessens, and vice versa. The weakening of the dollar in 2008, as compared to the euro, had a negative impact of approximately € 4 million on our EBITDA relative to 2007. Conversely, the strengthening of the dollar against the euro in the nine months ended 30 September 2009, as compared to the same period in 2008, had a positive effect on our EBITDA of approximately € 5 million.

The section "Risk Factors — Exchange rate fluctuations may have an impact on our financial operations" sets out the distinction between foreign currency transaction differences and foreign currency translation differences, as well as the accounting treatment thereof and the consequential impact thereof on our financial operations.

Taxation

Our average income tax rate during the period under review has been approximately 30% in Belgium and 40% in the United States. Some of the periods presented in the financial statements have not yet been subject to a tax audit, nor have we sought the benefit of tax rulings confirming the tax position that we have taken in relation to previous transactions relating to the corporate and financial restructuring. See "— Changes in Indebtedness". As a result, we cannot exclude the possibility that we might incur tax liabilities and a corresponding increase of our tax rate in respect of these periods. Following the Offering, we expect to reduce our debt, as a result of which we will pay less interest, reducing our deductions and increasing our income tax. Overall, we expect that our effective tax rate going forward will approximate the blended average rate of the countries in which we operate (primarily Belgium and the United States).

Recent Developments

In recent months we have seen further stabilisation and recovery in demand for our products. Quarter-on-quarter, volumes declined during the first nine months of 2009, but the rate of decrease slowed in each quarter, a trend that continued in the fourth quarter of the year. While revenue in the final quarter of each year is typically lower due to normal seasonality effects, we experienced a generally stable pricing environment and improved volumes in the fourth quarter of 2009 versus the same period in 2008. Full-year 2009 revenue is expected to be lower than in 2008. The percentage decrease is expected to be consistent with the percentage decline experienced during the first nine months of 2009 versus the comparable period in 2008.

Despite the decline in revenue, full-year EBITDA in 2009 is expected to meaningfully exceed 2008 figures as a result of favourable changes in product mix, benefits from declines in raw materials and energy prices, and the successful implementation of cost savings measures. However, we believe that there is likely to be a slight decline in the 2009 EBITDA margin compared to the EBITDA margin reported for the first nine months of 2009, due to raw materials price increases experienced in the fourth quarter of 2009.

On November 24, 2009, we entered into an asset transfer and a supply/toll manufacture agreement with Flexsys Distribution GmbH in Germany (**Flexsys**). Pursuant to this agreement, we acquired Flexsys's rights under certain contracts for the sale of tetramethylthiuram disulfide (**TMTD**) and tetraethylthiuram disulfide (**TETD**) to customers in the rubber industry. We also acquired technology and intellectual property rights as well as product regulatory data related to TMTD and TETD. This bolt-on acquisition supports our strategy of further integration of our existing methylamines and higher amines businesses, and we expect that it will create synergies both from a technology and a marketing perspective. Flexsys will continue to produce TMTD and TETD at its Cologne facilities to fulfil obligations under the acquired contracts during a transition period, which is expected to conclude by the end of the first quarter 2010.

Results of Operations for the Nine Months Ended September 30, 2009 and 2008

Revenue

Revenue decreased by € 80.9 million or 15.4% from € 526.2 million in the nine months ended September 30, 2008 to € 445.3 million in the nine months ended September 30, 2009. In our Functional Chemicals division, revenue decreased by € 54.9 million or 16.3%, from € 337.8 million to € 282.8 million, reflecting reduced demand and destocking associated with the economic downturn, principally in our amines product line. In Agro Sciences, revenue decreased by € 26.0 million or 13.8%, from € 188.4 million to € 162.4 million, principally due to a reduction in revenue in our Herbicide Systems business unit resulting from poor weather conditions, in addition to destocking, reduced demand and lower prices associated with the downturn, and some shift in glyphosate production from MIPA-based to other formulations (including the methylamine-based formulation).

Gross Profit

Raw materials and consumables expenses decreased by € 105.4 million or 33.1% from € 318.6 million in the nine months ended September 30, 2008 to € 213.2 million in the nine months ended September 30, 2009, as the prices of all of our primary raw materials and of energy were significantly higher throughout the whole of the 2008 period than in the corresponding 2009 period. As the decrease in our raw materials and costs significantly exceeded the decrease in our revenues, gross profit increased by € 24.4 million or 11.8% in the nine months ended September 30, 2009, as compared to the same period in 2008, while gross profit margin increased from 39.5% to 52.1%. Volumes declined significantly year-on-year, and unit gross profit accordingly increased by € 129 per tonne, or 25.2%.

EBITDA

Our operating expenses (excluding raw materials and consumables) comprise services and other goods (including freight, packaging, maintenance expenses, fees, insurance and non-profit taxes), employee benefits expense (which is equal to total personnel costs), net other operating expenses and provisions. These expenses were largely unchanged between the nine months ended September 30, 2008 and 2009, increasing by € 2.1 million, reflecting the nature of these expenses as predominantly fixed costs. Because our gross profit increased while our operating expenses (excluding raw materials and consumables) were relatively unchanged, our EBITDA increased by a similar amount, € 22.3 million, or 24.9% and EBITDA margin increased from 17.0% to 25.1%.

Depreciations, Amortisations and Write-offs

Depreciations, amortisations and write-offs increased slightly by € 2.7 million from € 43.0 million in the nine months ended September 30, 2008 to € 45.7 million in the same period of 2009. The increase was entirely attributable to a slight increase in depreciations and amortisations before purchase price allocation, which resulted from an increase in capital expenditures in 2008, due primarily to the construction of the fourth-generation methylamines unit at Ghent and the chlormequat chloride (**CCC**) unit at Leuna.

Net Finance Costs

Net finance costs increased by € 7.6 million from € 25.9 million in the nine months ended September 30, 2008 to € 33.5 million in the nine-month period ended September 30, 2009. The change was primarily attributable to foreign exchange rate differences that resulted in a gain of € 10.7 million in 2008 and a loss of € 2.1 million in 2009. Foreign exchange rate-related gains in 2008 largely related to a realised foreign exchange rate-related gain of € 16.6 million following the repayment of the U.S. dollar-denominated bond issued by the Company to Taminco Group Holdings S.à r.l. subsequent to the 2008 corporate and financial restructuring.

Income Tax Expense

Our income tax expense increased by € 4.3 million, from € 8.1 million in the nine months ended September 30, 2008 to € 12.4 million in the same period of 2009, as a result of an increase in taxable income.

Results of Operations of Taminco Group NV for the Year Ended December 31, 2008 and of Taminco NV for the Year Ended December 31, 2007

Revenue

Revenue increased by 12.1% from € 617.0 million in the year ended December 31, 2007 to € 692.0 million in the year ended December 31, 2008. In our Functional Chemicals division, revenue increased by € 45.4 million or 11.4%, from € 399.4 million in the year ended December 31, 2007 to € 444.8 million in the year ended December 31, 2008. The increase in 2008 reflected higher sales prices associated with rising raw materials costs and, for most of the year, strong demand as a result of economic growth, as well as increased sales of Specialty Derivatives products, which together offset a reduction in volumes with respect to solvents products. Our Agro Sciences division increased revenue by € 29.6 million or 13.6%, from € 217.6 million in the year ended December 31, 2007 to € 247.2 million in the year ended December 31, 2008, principally due to increased sales in our Crop Protection business unit, which were in part attributable to the renegotiation of a major customer contract.

Gross Profit

Raw materials and consumables expenses increased by € 67.4 million or 18.6% from € 362.4 million in the year ended December 31, 2007 to € 429.8 million in the year ended December 31, 2008, as the prices of all of our primary raw materials (other than methanol) and of energy were for the most part higher during 2008 than in 2007. As the increase in our revenues exceeded the increase in our raw materials and consumables, gross profit increased by € 7.7 million or 3.0% in the year ended December 31, 2008, as compared to 2007, but gross profit margin decreased from 41.3% to 37.9%. As volumes were essentially unchanged year-on-year, unit gross profit increased by € 13 per tonne, or 2.6%.

EBITDA

Our net operating expenses (excluding raw materials and consumables) were down by € 11.2 million in 2008, as compared to 2007, mainly because of a reduction in employee benefits expense of € 9.8 million as a result of a one-off employee benefits expense in the context of the acquisition of Taminco NV in 2007. Because gross profit increased and net operating expenses (excluding raw materials and consumables) decreased slightly, our EBITDA increased by € 18.9 million, or 19.6%. EBITDA margin increased from 15.6% to 16.7%.

Depreciation, Amortisations and Write-offs

Depreciations, amortisations and write-offs for Taminco NV increased slightly by € 1.5 million from € 34.8 million in the year ended December 31, 2007 to € 36.3 million in 2008, primarily due to an increase in the depreciation of plant, machinery and equipment.

Depreciations, amortisations and write-offs were € 57.9 million for the Company in 2008, reflecting the impact of PPA depreciation and amortisation and accelerated depreciation of the Arkema U.S. assets following the decision to dismantle the facility. See "— Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008".

Net Finance Costs

Taminco NV's net finance costs totalled € 35.3 million in the year ended December 31, 2008, an increase of € 19.4 million from €15.9 million in 2007. The increase in net finance costs was primarily due to increasing interest on bank loans and overdrafts, as well as an increase in net costs from foreign exchange rate differences. The increase in interest on bank loans and overdrafts is directly related to the increase in bank loans in 2008, resulting from the corporate and financial restructuring as further explained in "— Changes in Indebtedness".

The Company's net finance costs were also € 35.3 million in 2008, although the various cost and income elements that comprised this net finance cost were different from those recorded by Taminco NV. See "— Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008".

Income Tax Expense

Taminco NV's income tax expense increased by € 7.3 million, from € 13.4 million in the year ended December 31, 2007 to € 20.7 million in 2008, as a result of an increase in taxable income.

The Company's income tax expense was € 7.8 million in 2008, primarily reflecting its higher levels of depreciation and amortisation on the year. See "— Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008".

Comparison of Results of Operations of Taminco NV and the Company for the Year Ended December 31, 2008

Results of operations of the Company and Taminco NV are identical with respect to the 2008 financial year down to and including the EBITDA level. However, differences do exist below the EBITDA level for depreciations, amortisations and write-offs, net finance costs and income tax expense.

Depreciations, Amortisations and Write-offs

In 2008, depreciations, amortisations and write-offs were € 36.3 million for Taminco NV and € 57.9 million for the Company, a difference of € 21.6 million. Of this amount, € 19.5 million was attributable to PPA depreciation and amortisation at the Company level, and the remainder to accelerated depreciation of the Arkema U.S. assets by the Company following the decision to dismantle the facility.

Net Finance Costs

Net finance costs for each of Taminco NV and the Company were € 35.3 million in 2008, however the finance costs and finance income that comprised net finance costs were different for each entity. The table below provides a breakdown of the major components within net finance costs for both Taminco NV and the Company as at the year ended December 31, 2008:

	Taminco NV	Taminco Group NV
	Year ended December 31, 2008	
	(€ millions)	
Interest on bank loans and overdrafts	(32.2)	(47.4)
Foreign exchange rate differences	(50.0)	—
Loss on hedging instruments	(1.7)	—
Other	(3.4)	(2.9)
Total finance costs	**(87.3)**	**(50.3)**
Interest	9.5	—
Foreign exchange rate differences	40.5	14.5
Other	2.0	0.5
Total finance income	**52.0**	**15.0**
Net finance costs	**(35.3)**	**(35.3)**

The Company paid interest on bank loans and overdrafts of € 47.4 million in 2008, as compared with € 32.2 million for Taminco NV. The difference was attributable to debt held at the Company level for a period of six months in 2008, before it was restructured. See "— Changes in Indebtedness".

Foreign exchange rate differences (costs and income) were netted in the Company's 2008 financial statements, but not in those of Taminco NV, resulting in significantly higher total finance costs and total finance income, respectively, at the Company level. The net impact of foreign exchange rate differences costs was a cost of € 9.5 million for Taminco NV and income of € 14.5 million for the Company. The difference between the two was primarily attributable to an exchange gain realised by the Company on the repayment of U.S. dollar-denominated debt to the Selling Shareholder.

Taminco NV had interest income of € 9.5 million in 2008, primarily related to a short-term loan granted to the Company. The corresponding interest cost to the Company was reflected in interest on bank loans and overdrafts.

Taminco NV had a € 1.7 million loss on hedging instruments, whereas the Company reported none, due to the reallocation of the Company's loss on hedging instruments to interest on bank loans and overdrafts, as these costs primarily related to interest rate swaps reflecting the difference between fixed and variable rate interest amounts.

Income Tax Expense

Taminco NV reported € 20.7 million in income tax expense in 2008, substantially more than the € 7.8 million reported by the Company. The Company's lower income tax expense was primarily the result of the higher level of depreciation and amortisation described above. In addition, the effective tax rate for the fiscal years 2007 and 2008 was influenced by the estimation of the deferred tax assets to be expressed on the net operating losses available for carry-forward within the U.S. subsidiaries. These deferred tax assets, which were expressed in the balance sheet as at December 31, 2007, were reassessed and were partially reversed in the fiscal year 2008.

Results of Operations for the Years Ended December 31, 2007 and 2006

Revenue

Revenue increased by € 263.1 million or 74.3% from € 353.9 million in the year ended December 31, 2006 to € 617.0 million in 2007, primarily reflecting the inclusion of a full year of results for the assets in the Americas acquired in the Air Products transaction in 2007 as against only three months in 2006.

Gross Profit

Raw materials and consumables increased by € 145.8 million or 67.3% from € 216.6 million in the year ended December 31, 2006 to € 362.4 million in 2007, again due to the acquisition of Air Products' amines business in the Americas. As the increases in our revenues exceeded the increase in our raw materials costs, gross profit increased by € 117.3 million or 85.4% in the year ended December 31, 2007, as compared to 2006, and gross profit margin increased from 38.8 % to 41.3%. Although volumes increased year-on-year, unit gross profit increased by € 44 per tonne, or 9.8%.

EBITDA

Taminco NV's net operating expenses (excluding raw materials and consumables) increased significantly, nearly doubling between 2006 to 2007, from € 83.8 million to € 158.1 million, reflecting the inclusion of a full year of results for the assets in the Americas acquired in the Air Products transaction in 2007 as against only three months in 2006 and a one-off employee benefits expense of € 11.5 million in 2007. Because the increase in our gross profit significantly exceeded the increase in our operating expenses (excluding raw materials and consumables), our EBITDA rose significantly as well, by € 42.8 million, or 79.7%, while EBITDA margin increased only slightly from 15.2% to 15.6%.

Depreciations, Amortisations and Write-offs

Depreciations, amortisations and write-offs of Taminco NV increased by € 16.3 million from € 18.5 million in the year ended December 31, 2006 to € 34.8 million in 2007, primarily due to increased depreciation of plant, machinery and equipment, together with additional depreciation of intangible assets, both relating to assets acquired from Air Products.

Net Finance Costs

Net finance costs of Taminco NV increased by € 7.4 million from € 8.5 million in the year ended December 31, 2006 to € 15.9 million in 2007, reflecting an increase in net interest cost of € 8.3 million as a result of the restructuring of debt following the acquisition of Air Products' amines business in the Americas.

Income Tax Expense

Income tax expense of Taminco NV increased by € 4.7 million from € 8.7 million in the year ended December 31, 2006 to € 13.4 million in 2007, in line with the increase in taxable income.

Balance Sheet Data for the Company as at September 30, 2009 and 2008

Assets

Goodwill

Goodwill was € 421.1 million as at both September 30, 2008 and 2009. The amount by which the purchase price exceeded Taminco NV's equity was allocated among its identifiable assets and liabilities, primarily intangible and tangible fixed assets. The residual amount not so allocated (€ 421.1 million) was recorded as goodwill. Goodwill is subject to an annual impairment test. See "— Critical Accounting Policies — Impairment of Goodwill."

Intangible Assets

Intangible assets decreased by € 17.0 million, from € 186.6 million as at September 30, 2008 to € 169.6 million as at September 30, 2009. This decrease was mainly attributable to the amortisation of other intangible assets and capitalised development costs, which more than offset new intangible assets during the period.

Property, Plant and Equipment

Property, plant and equipment decreased by € 14.1 million, from € 177.9 million as at September 30, 2008 to € 163.8 million as at September 30, 2009, primarily as a result of depreciations of plant, machinery and equipment, which offset new capital expenditures in the period.

Inventories

Inventories decreased by nearly € 15 million from September 30, 2008 to September 30, 2009. This decrease was largely due to the drop in raw material prices between 2008 and 2009.

Trade Receivables

Trade receivables decreased from € 49.2 million as at September 30, 2008 to € 36.5 million as at September 30, 2009. This decrease resulted primarily from the decrease in revenue following the effects of the economic downturn during the last quarter of 2008 and into 2009.

Cash and Cash Equivalents

Cash and cash equivalents significantly increased from € 10.6 million as at September 30, 2008 to € 61.6 million as at September 30, 2009, resulting mainly from an increased cash flow from operating activities and a decrease in trade receivables and inventories.

Liabilities and Equity

Total Equity

Total equity increased by € 13.7 million from € 168.4 million as at September 30, 2008 to € 182.1 million as at September 30, 2009, primarily as a result of the increase in retained earnings of € 22.0 million and a positive foreign currency translation reserve of € 4.4 million, which were partly offset by the effective portion of the interest rate swaps reflected in the cash flow hedge reserve of € 12.8 million.

Interest-bearing Loans and Borrowings

Interest-bearing loans and borrowings decreased by € 8.6 million to € 578.4 million between September 30, 2008 and September 30, 2009, reflecting the amortisation of Facility A of the Senior Credit Facility.

Comparison of Balance Sheet Data of Taminco NV and the Company as at December 31, 2008

The balance sheet of the Company as at December 31, 2008 is substantially different from the balance sheet of Taminco NV on that date, primarily due to fair value adjustments in the Company following the acquisition of Taminco NV on August 31, 2007. The amount by which the purchase price exceeded Taminco NV's equity was allocated among its identifiable assets and liabilities, primarily intangible and tangible fixed assets. The residual amount not so allocated (€ 421.1 million) was recorded as goodwill.

As at December 31, 2008, the Company had a receivable owed by Taminco NV of € 96.5 million, resulting in a significant difference in interest-bearing loans and borrowings.

The difference in other liabilities relates primarily to the Company's recognition of a deferred tax liability following the purchase price allocation.

Equity Reconciliation of Taminco NV with the Company

	As at December 31, 2007							
	Issued capital	Retained earnings	Result of the year	Cash flow hedge reserve	FCTA	Total	Non-controlling	Total
	(€ millions)							
Equity Taminco NV — December 31, 2007(1)	6.0	33.0	32.3	(0.6)	(4.7)	66.1	0.8	66.8
Taminco Group NV stand-alone December 31, 2007(2)	152.7	0.0	(16.6)	0.0	9.4	145.5	—	145.5
Subtotal	**158.7**	**33.0**	**15.7**	**(0.6)**	**4.7**	**211.6**	**0.8**	**212.4**
Pre-acquisition reserves Taminco NV (September 1, 2007)(3)	(6.0)	(33.0)	(24.4)	(0.8)	1.4	(62.9)	—	(62.9)
Amortisation of assets, recognised upon PPA(4)	—	—	(1.0)	—	—	(1.0)	—	(1.0)
Other IFRS related adjustments	—	—	(10.6)	—	—	(10.6)	—	(10.6)
Accelerated depreciations Riverview(5)	—	—	(0.5)	—	—	(0.5)	—	(0.5)
Expensed acquisition costs 2007 (timing difference 2008)(6)	—	—	(4.3)	—	—	(4.3)	—	(4.3)
Reassessment of the deferred tax assets with the U.S. subsidiaries(9)	—	—	(5.8)	—	—	(5.8)	—	(5.8)
Equity Taminco Group NV - December 31, 2007	**152.7**	**0.0**	**(20.3)**	**(1.4)**	**6.1**	**137.1**	**0.8**	**137.9**

	As at December 31, 2008							
	Issued capital	Retained earnings	Result of the year	Cash flow hedge reserve	FCTA	Total	Non-controlling	Total
	(€ millions)							
Equity Taminco NV — December 31, 2008(1) (12)	6.0	65.3	(265.8)	(14.5)	(16.8)	(225.7)	0.9	(224.8)
Taminco Group NV stand-alone December 31, 2008(2) (12)	187.2	(16.6)	282.9	(0.1)	(1.5)	451.9	—	451.9
Subtotal	**193.2**	**48.7**	**17.1**	**(14.5)**	**(18.3)**	**226.2**	**0.9**	**227.1**
Pre-acquisition reserves Taminco NV (September 1, 2007)(3)	(6.0)	(57.4)	0.0	(0.8)	1.4	(62.9)	—	(62.9)
Amortisation of assets, recognised upon PPA(4)	—	(1.0)	(12.7)	—	—	(13.7)	—	(13.7)
Other IFRS related adjustments	—	(10.6)	9.9	1.6	0.9	1.8	—	1.8
Accelerated depreciations Riverview(5)	—	(0.5)	(1.5)	—	—	(2.0)	—	(2.0)
Expensed acquisition costs 2007 (timing difference 2008)(6)	—	(4.3)	4.3	—	—	0.0	—	0.0
Reassessment of the classification of IRS swap(7)	—	—	0.8	(0.8)	—	0.0	—	0.0
Reassessment of the cash flow hedge reserve(8)	—	—	—	3.3	—	3.3	—	3.3
Reassessment of the deferred tax assets with the U.S. subsidiaries(9)	—	(5.8)	5.8	—	—	0.0	—	0.0
Reclassification CTA in hedge reserve(10)	—	—	—	(0.9)	0.9	0.0	—	0.0
Capitalised/amortised finance costs(11)	—	—	0.5	—	—	0.5	—	0.5
Equity Taminco Group NV — December 31, 2008	**187.2**	**(20.3)**	**14.3**	**(13.7)**	**(16.0)**	**151.5**	**0.9**	**152.4**

(1) The consolidated equity of Taminco NV as at December 31, 2007 and 2008 amounted to € 66.8 million and € (224.8) million, respectively.

(2) The equity of Taminco Group NV as at December 31, 2007 and 2008 (not consolidated) amounted to € 145.5 million and € 452.0 million, respectively. The 2008 result mainly included the € 288.9 million dividend received from Taminco NV.

(3) The pre-acquisition consolidated equity of Taminco NV as at September 1, 2007 amounted to € 62.9 million.

(4) The cumulative effect of the purchase price allocation amounted to € 1.0 million and € 13.7 million as at December 31, 2007 and 2008, respectively.

(5) As a result of the application of revised IFRS 3 and the planned demolition of the Riverview site, further depreciations were booked on the fixed assets, which had a net impact on equity of € 0.5 million as at December 31, 2007 and € 2.0 million as at December 31, 2008.

(6) Acquisition costs, resulting from the acquisition of Taminco NV, were pushed back to the accounting year 2007.

(7) Based on further information, the interest rate swaps, linked to the U.S.$ 25.0 million loan with Taminco NV, were not effective. The mark-to-market value was recycled through the income statement.

(8) The accounting treatment of the mark-to-market calculation was readdressed, which had an impact on equity but not on the income statement.

(9) Based on further information about the estimated deferred tax assets with the U.S. entities, an amount of € 5.8 million was pushed back to the accounting year 2007.

(10) Foreign exchange rate differences resulting from the U.S.$ 25.0 million loan with Taminco NV, have been reclassified within the equity captions only.

(11) In accordance with IFRS, finance costs resulting from the refinancing of the Company were capitalised and will be amortised over the duration of the loan.

(12) With respect to the transfer of equity (i.e. dividend distribution) between Taminco NV and Taminco Group NV, see "—Changes in Indebtedness" on page 52. The negative net assets, which result from the dividend distribution amongst both entities, were addressed in the report of the Board of Directors and the auditor's report to the financial statements of Taminco NV for the year ended December 31, 2008. We refer to the financial statements of Taminco NV in Appendix I to the Prospectus.

Balance Sheet Data for Taminco NV as at December 31, 2008, 2007 and 2006

Assets

Goodwill

Goodwill increased by € 3.8 million from € 20.9 million as at December 31, 2006 to € 24.7 million as at December 31, 2007. The majority of the increase related to the acquisition of Mandops (UK) Ltd and Akzo Nobel Yixing in 2007. As at December 31, 2008 there was no change in goodwill from December 31, 2007 as Taminco NV did not effect any acquisitions in 2008.

Intangible Assets

Intangible assets consist of capitalised development costs and other intangibles. Intangible assets decreased from € 17.3 million as at December 31, 2006 to € 15.9 million as at December 31, 2007, as the increase in capitalised development costs was offset by the amortisation of other intangibles, which relate primarily to customer contracts acquired from Air Products (Europe) in 2004 and from Akzo Nobel Delfzijl in 2006. The further slight decrease in intangible assets to € 13.5 million as at December 31, 2008 was also due to the amortisation of the customer contracts acquired in 2004 and 2006.

Property, Plant and Equipment

During the period from 2006 to 2008, property, plant and equipment remained relatively stable at € 144.2 million, € 141.1 million and € 145.2 million, as at December 31, 2006, 2007 and 2008, respectively, as increases from new property, plant and equipment were offset by depreciation charges. The majority of Taminco NV's tangible assets are the plant, machinery and equipment at its seven production sites. For information on related capital expenditures, see "—Capital Expenditures".

Inventories

Inventories decreased by almost € 2 million, from € 55.5 million as at December 31, 2006 to € 53.5 million as at December 31, 2007, but increased by nearly € 10 million to € 63.5 million as at December 31, 2008. The increase in 2008 was primarily due to the increased price of raw materials in 2008 and the beginning of the economic downturn, which resulted in a relatively high volume of ending inventory.

Trade Receivables

Trade receivables decreased significantly from € 95.6 million as at December 31, 2006 to € 29.4 million as at December 31, 2008, as Taminco NV entered into the Non-recourse Factoring Facility Agreement in 2007, through which trade receivables are moved off the balance sheet. For additional information on the Non-recourse Factoring Facility, see "Business — Material Contracts — Non-recourse Factoring Facility". The decrease in trade receivables between 2006 and 2008 was also the result of an increased focus on working capital management.

Related Party Receivables

Related party receivables were nil as at December 31, 2006 and 2007 and € 238.4 million as at December 31, 2008, as a result of the acquisition of Taminco NV by funds advised by CVC Capital Partners (through Taminco Group NV) in August 2007. In order to effect the acquisition, a typical private equity financing structure was put in place through which the financing was restructured as much as possible towards the operating companies in order to match operating cash flows to interest expenses. The financial restructuring indirectly resulted in a dividend distribution by Taminco NV to its parent company, Taminco Group NV, as well as a € 238.4 million related party receivable on Taminco Group NV. See "—Changes in Indebtedness".

Cash and Cash Equivalents

Cash and cash equivalents decreased from € 16.0 million as at December 31, 2006 to € 10.1 million as at December 31, 2007 and increased slightly to € 10.4 million as at December 31, 2008. These differences represented ordinary cash movements from year to year.

Liabilities and Equity

Total Equity

Total equity increased by € 27.8 million from € 39.0 million as at December 31, 2006 to € 66.8 million as at December 31, 2007, primarily as a result of the increase in retained earnings, which was only partially offset by a negative foreign currency translation reserve of € 4.7 million. During 2008 there was a disbursement of an interim dividend of € 288.9 million (see "—Changes in Indebtedness"), which resulted in negative equity of € 224.8 million as at December 31, 2008.

Interest-bearing Loans and Borrowings

Interest-bearing loans and borrowings increased to € 674.4 million as at December 31, 2008 compared to € 158.2 million as at December 31, 2007 and € 267.9 million at the end of 2006. This significant increase in 2008 was linked to the restructuring. See "—Changes in Indebtedness".

Liquidity and Capital Resources

Our principal sources of liquidity are cash from operations and short- and long-term borrowings. We also make use of an off-balance sheet, non-recourse factoring facility to help manage our liquidity position. See "—Non-recourse Factoring Facility".

Cash Flows

Net cash flows from operating activities consist of profit after tax adjusted for changes in net working capital and non-cash items such as depreciations, amortisations and write-offs, and movements in provisions and pensions, as well as finance costs. For the nine months ended September 30, 2009, cash flow of € 92.9 million was generated from operating activities, reflecting strong profitability and a corresponding increase in income taxes paid, as well as slightly improved working capital. For the nine months ended September 30, 2008 and the year ended December 31, 2008, cash flow of € 59.8 million and € 84.7 million, respectively, was generated from operating activities following strong operational results for the period, partly offset by a working capital increase primarily related to higher inventory associated with increased raw material prices and the onset of the economic downturn. The net cash flows from operating activities of Taminco NV in 2008 were strongly impacted by the related party receivables of Taminco NV to the Company. See "—Balance Sheet Data for Taminco NV as at December 31, 2008, 2007 and 2006 —Assets — Related Party Receivables." In 2007, cash flow from operating activities was € 167.2 million reflecting increased profitability following the acquisition of Air Products' amines business in the Americas in 2006 and the acquisition of Arkema's U.S. amine derivatives business in 2007, as well as a change in our working capital position due to the Non-recourse Factoring Facility, which resulted in dramatically lower trade receivables. In 2006, cash flow from operating activities was € 19.1 million, reflecting one-quarter of operating activities and a corresponding working capital increase following the Air Products acquisition.

Cash used in investment activities was € 23.4 million and € 22.1 million for the nine months ended September 30, 2009 and 2008, respectively, and was € 34.7 million in 2008, due mainly to capital expenditures (in 2009, the addition of new capacity at St. Gabriel and a co-generation unit at Ghent; in 2008, construction of a fourth-generation methylamines plant at Ghent). In 2007 and 2006, cash used in investment activities was € 55.1 million and € 175.2 million, respectively, resulting mainly from the acquisition of Arkema's U.S. amine derivatives business in 2007 and Air Products' amines business in the Americas in 2006. See "—Significant Factors Affecting Our Results of Operations — Acquisitions" and "—Capital Expenditure".

Cash used in financing activities in the nine months ended September 30, 2009 was € 18.2 million, as a result of proceeds from borrowings related to the finance lease for the cogeneration unit in Ghent, as well as interest paid. Cash flow used in financing activities for the nine months ended September 30, 2008 and the full year 2008 were € 37.4 million and € 49.9 million, respectively, and consisted mainly of interest paid. In addition, the cash flows from financing activities of Taminco NV in 2008 were impacted by the dividend payment of € 288.9 million to Taminco Group NV and the financial restructuring of Taminco NV of € 511.2 million. See " —Changes in Indebtedness". Cash flows from/used in financing for 2007 and 2006 are for Taminco NV, and were significantly influenced by the Air Products acquisition in 2006 and the related refinancing of Taminco NV, and by the acquisition of Taminco NV by the Company in 2007.

Revolving Credit Facility

The € 100 million Revolving Credit Facility is available to us pursuant to the Senior Facilities Agreement for general corporate purposes, including capital expenditures and acquisitions. The Revolving Credit Facility matures on August 31, 2014 and is currently undrawn. Interest on amounts drawn under the Revolving Credit Facility are payable at EURIBOR plus a margin that varies according to a schedule based on our consolidated leverage ratio, from a maximum of 2.5% above EURIBOR where our consolidated leverage ratio (defined as consolidated net debt divided by consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement) exceeds 5.0:1, to a minimum of 1.0% above EURIBOR where our consolidated leverage ratio is equal to or less than 1.5:1.

The Senior Credit Facility is also available to us pursuant to the Senior Facilities Agreement and is described below under "—Financial Indebtedness — Senior Credit Facility". The restrictions and covenants set out there also apply to the Revolving Credit Facility.

Non-recourse Factoring Facility

We have a non-recourse factoring facility which we use to manage fluctuations in our trade working capital (the **Non-recourse Factoring Facility**). The Non-recourse Factoring Facility has a limit of € 100 million and applies only to certain of our accounts receivable and the accounts receivable of our U.S. subsidiaries: Taminco Inc., Taminco Methylamines Inc. and Taminco Higher Amines Inc. It does not apply to receivables in the Company's subsidiaries in Germany, Italy, China or Brazil. Financing per debtor is limited to a maximum of 15% of the amount of approved outstanding accounts receivable on all debtors assigned to the bank acting as factor with the exception of certain agreed upon debtors, the financing for whom is limited to 30% of the amount of approved outstanding accounts receivable. The Non-recourse Factoring Facility is committed until August 24, 2011, with a provision for indefinite extension and a notice period prior to termination of one year. Financing was approved on 85% of the relevant outstanding accounts receivable.

The costs associated with the Non-recourse Factoring Facility consist of two parts: a commission fee on the factored receivables and an interest charge on the amount drawn under the facility. The commission fee and interest charge for the nine-month period ended September 30, 2009 were € 643,000 and € 389,000, respectively. The commission fee is included in the line item "Services and other goods" of the Income Statement while the interest charge is included in the line item "Finance Cost". The Non-recourse Factoring Facility is an off-balance sheet obligation, and is not included in calculations of our indebtedness. As at September 30, 2009, the amount drawn under the Non-recourse Factoring Facility was € 41.3 million. For additional information, please see "Business — Material Contracts — Non-recourse Factoring Facility Agreement".

Financial Indebtedness

The table below sets forth information with respect to our net financial indebtedness as at December 31, 2006, 2007 and 2008, and as at September 30, 2009.

	Taminco NV			Tamincoe Group NV	
	As at December 31,				As at September 30,
	2006	2007	2008	2008	2009
	(audited, € millions)				
Cash and cash equivalents	(16.0)	(10.1)	(10.4)	(10.5)	(61.6)
Non-current interest-bearing loans and borrowings	248.5	157.1	458.9	455.0	445.6
Current interest-bearing loans and borrowings	19.4	1.1	215.6	127.2	132.8
Net financial indebtedness	**251.9**	**148.1**	**664.1**	**571.7**	**516.8**

Changes in Financial Indebtedness Following the Offering

Our financial indebtedness as at September 30, 2009 includes € 124.7 million in respect of a financing received from the Company's corporate parent (of which € 120 million is in the form of the X/N Bonds). This financing will be repaid in full out of the proceeds received by the Company from the Offering. In addition, at least € 25 million of amounts drawn down under our Senior Credit Facility will be repaid following completion of the Offering from cash on our balance sheet prior to the completion of the Offering. See "—Senior Credit Facility" and "Capitalisation and Indebtedness".

Senior Credit Facility

Pursuant to the Senior Facilities Agreement, which is described under "Business — Material Contracts — Senior Facilities Agreement", we have access to the Senior Credit Facility, which comprises Facility A, Facility B and Facility C. As at November 30, 2009, we had drawn € 217.5 million and U.S.$ 353.4 million under the Senior Credit Facility. We also have access to the Revolving Credit Facility pursuant to the Senior Facilities Agreement, which is described above under “—Liquidity and Capital Resources — Revolving Credit Facility”. However, as of the date of this Prospectus, the Revolving Credit Facility remains undrawn.

Amendment Request

On October 20, 2009, the Selling Shareholder submitted the Senior Facilities Amendment Request to Rabobank International, as Facility Agent, requesting that the lenders under the Senior Facilities Agreement approve certain amendments to its terms. In particular, the Senior Facilities Amendment Request contains a request to recalibrate the schedule of margins over EURIBOR or LIBOR based on our consolidated leverage ratio for purposes of calculation of interest. This will generally have the effect of increasing the interest rates payable pursuant to Facilities A and B and the Revolving Credit Facility at a particular level of leverage. In addition, the Senior Facilities Amendment Request contains a request to recalibrate the ratios required to be maintained by the Company pursuant to the leverage and interest coverage covenants contained in the Senior Facilities Agreement. The Selling Shareholder has received the requisite consents from the lenders and the requested amendments will become effective on the Closing Date. The description of the Senior Credit Facility provided below assumes that the amendments requested pursuant to the Senior Facilities Amendment Request have become effective.

Description of the Facilities

The Senior Credit Facility has a number of features that we believe make it a relatively attractive source of financing: it can be used for general corporate purposes; has a favourable maturity profile, with only limited scheduled repayments in respect of Facility A falling due before August 14, 2014; contains a relatively flexible covenant structure and low overall financing cost; and includes both euro- and dollar-denominated facilities, which provide us with the ability to hedge against exchange rate movements.

The three facilities comprising the Senior Credit Facility are described below:

- Facility A: Facility A comprises a € 50.0 million amortising loan and U.S.$ 73.0 million amortising loan, with amortisation payments due semi-annually commencing December 31, 2008 and a maturity date of August 31, 2014. As at November 30, 2009, we had drawn € 47.5 million and U.S.$ 69.4 million under Facility A. Interest on amounts drawn under Facility A is payable at a margin above EURIBOR (for the euro denominated loan) or LIBOR (for the U.S. dollar denominated loan). The margin varies according to a schedule based on our consolidated leverage ratio, from a maximum of 2.75% above the reference rate where the leverage ratio exceeds 5.0:1, to a minimum of 1.50% above the reference rate where the leverage ratio is equal to or less than 1.5:1;

- Facility B: Facility B comprises a € 85.0 million bullet loan and U.S.$ 142.0 million bullet loan that mature on August 31, 2015. As at November 30, 2009, we had drawn € 85.0 million and U.S.$ 142.0 million under Facility B. Interest on amounts drawn under Facility B is payable at a margin above EURIBOR (for the euro denominated loan) or LIBOR (for the U.S. dollar denominated loan). The margin varies according to a schedule based on our consolidated leverage ratio, from a maximum of 3.25% above the reference rate where the leverage ratio exceeds 5.0:1, to a minimum of 1.75% above the reference rate where the leverage ratio is equal to or less than 1.5:1; and

- Facility C: Facility C comprises a € 85.0 million bullet loan and U.S.$ 142.0 million bullet loan that mature on August 31, 2016. As at November 30, 2009, we had drawn € 85.0 million and U.S.$ 142.0 million under Facility C. Interest on amounts drawn under Facility C is payable at a rate based on a margin of 3.25% above the reference rate.

Selected Terms

The Senior Facilities Agreement contains certain financial covenants, including a covenant requiring us to maintain a specified consolidated leverage ratio and consolidated interest coverage ratio:

- Leverage ratio (consolidated total net debt divided by consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement): no greater than 5.75:1 for the period ending September 30, 2010, 5.50:1 for the period ending September 30, 2011, 5.25:1 for the period ending September 30, 2012, and 5.00:1 for all periods thereafter. We intend to repay at least € 25 million of the amounts drawn under the Senior Credit Facility from cash on our balance sheet prior to the completion of the Offering, such that, on the date of such repayment, our consolidated leverage ratio based on pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters will be less than 3.00:1.

- Interest coverage ratio (consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, divided by consolidated total net cash interest expense): at least 2.25:1 for the period ending September 30, 2010, 2.50:1 for the period ending September 30, 2011, at least 2.75:1 for the period ending September 30, 2012, and at least 3.00:1 for all periods thereafter. Following the completion of the Offering and the application of the proceeds of the Primary Offering by the Company as described in "Use of Proceeds", our consolidated interest coverage ratio based on pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters will be greater than 3.00:1.

The Senior Facilities Agreement also contains certain other covenants. In particular, the level of our capital expenditure is limited to € 36.7 million, € 29.9 million, € 30.8 million and € 31.7 million for the years ended December 31, 2010, 2011, 2012 and 2013, respectively, and to € 32.6 million for the year ended December 31, 2014 and each financial year thereafter until the termination of the Senior Facilities Agreement. However, the limits on capital expenditure do not apply to capital expenditure funded from excess retained cash, new shareholder injections, proceeds from disposals and certain other types of funding. In addition, unused amounts of capital expenditures may be carried forward to the next year or back to the current year. The allowances for capital expenditure will also be increased upon the completion of certain acquisitions. The Senior Facilities Agreement also restricts our ability to acquire, merge with or enter into joint ventures with other companies by limiting such activities to, among other types of transactions, acquisitions that comply with certain financial and qualitative criteria. All of the financial covenants are computed in accordance with the definitions set out in the Senior Facilities Agreement.

The Senior Facilities Agreement also restricts our ability to pay dividends and redeem Shares. Notwithstanding this restriction, we are permitted to pay dividends and redeem Shares if our consolidated leverage ratio immediately before the payment of the dividend or redemption of Shares is equal to or less than 4.25:1 and in certain other circumstances. The Senior Facilities Agreement also contains a negative pledge and a covenant restricting the incurrence of additional indebtedness.

Guarantee and Governing Law

The Senior Facilities Agreement is guaranteed by certain of our Belgian, German and U.S. subsidiaries, including Taminco NV, and secured by pledges of the shares of those subsidiaries. The Senior Facilities Agreement is also secured by pledges over certain bank accounts, receivables, equipment, inventory and other assets of the Group. The Senior Facilities Agreement contains customary events of default and is governed by English law.

For more information, see "Business — Material Contracts — Senior Credit Facilities Agreement".

Capital Expenditure

The table below sets forth information with respect to our capital expenditure for the years ended December 31, 2008, 2007 and 2006, and the nine months as at September 30, 2009.

	Taminco NV			Taminco Group NV	
	Year ended December 31,				As at September 30,
	2006	**2007**	**2008**	**2008**	**2009**
	(audited, except as indicated, € millions, except as indicated)				
Tangible capital expenditure	8.6	17.7	31.6	28.5	20.3
Intangible capital expenditure	6.9	5.4	4.9	4.9	3.8
Total capital expenditure	**15.5**	**23.1**	**36.5**	**33.5**	**24.1**
Capital expenditure margin(1)(%)	4.4	3.7	—	4.8	5.4
Cash conversion rate(2)(%)	71	76	—	71	78

(1) Capital expenditure margin represents total capital expenditure as a percentage of revenue. All data is unaudited.

(2) Cash conversion rate represents (EBITDA – capital expenditure)/EBITDA. All data is unaudited.

Generally, our capital expenditure is directed to one of three main categories of tangible assets: growth projects, which generally target revenue expansion, either for existing or new products; optimisation projects, concentrating on gross profit or fixed cost improvements; and maintenance projects, supporting improvements in environment, health and safety and asset renewal. A relatively small part of our capital expenditure is spent on intangible assets, including information and communications technology, toxicological and regulatory studies in connection with product registrations, capitalised research and development, spending for environmental compliance and for the REACH Regulation.

In the period covered by this review, our capital expenditure has been as follows:

- 2006: total capital expenditure of € 15.5 million relating primarily to a new Amietols (**AAA**) unit in Ghent, major maintenance of our production units, debottlenecking of units, environment, health & safety related investments and an upgraded SAP system
- 2007: total capital expenditure of € 23.1 million relating primarily to optimising the MIPA production unit in St. Gabriel, in addition to major maintenance of our production units, debottlenecking of units, environment, health & safety related investments and energy reduction
- 2008: total capital expenditure of € 33.5 million relating primarily to a new fourth-generation methylamines unit in Ghent and a CCC unit in Leuna, as well as major maintenance of our production units, debottlenecking of units, health, safety and environmental related investments and energy reduction
- Nine months ended 2009: total capital expenditure of € 24.1 million relating primarily to the initial spending of the new AAA unit at St. Gabriel and the cogeneration unit in Ghent, in addition to major maintenance of our production units, debottlenecking of units, health, safety and environmental related investments

Capital expenditure during the last quarter of 2009 is expected to amount to approximately € 15 million, relating primarily to new production units at our St. Gabriel plant associated with the transfer of production capacity from our closed Riverview facility, and has been financed by internally-generated cash flows. We currently expect that capital expenditure will be approximately € 35 million per annum in each of 2010, 2011 and 2012, of which approximately € 15 million per annum will represent maintenance capital expenditure, and for each year will be financed by internally-generated cash flows. See "—Financial Indebtedness — Senior Credit Facility" for a description of certain limitations on our capital expenditure for so long as the Senior Credit Facility is outstanding.

Trade Working Capital

We monitor the overall progress of our working capital position by reference to trade working capital, which represents trade receivables plus inventories less trade payables as shown on our consolidated interim balance sheet; trade working capital margin represents trade working capital as a percentage of revenue. The following table presents trade working capital and trade working capital margin for the years ended December 31, 2008, 2007 and 2006 and the nine-month periods ended September 30, 2009 and 2008:

	Taminco NV			Taminco Group NV	
	Year ended December 31,			Nine months ended September 30,	
	2006	2007	2008	2008	2009
			(unaudited)		
Trade working capital (€ millions)	111.8	47.0	37.0	48.9	35.4
Trade working capital margin (%)(1)	31.6	7.6	5.3	—	—

(1) Trade working capital margin represents trade working capital as a percentage of revenue.

Trade working capital decreased from € 111.8 million at the end of 2006 to € 37.0 million at the end of 2008 as a result of (i) the Non-recourse Factoring Facility through which trade receivables were largely transferred off the balance sheet, (ii) an increased focus on the trade payables. Trade working capital more than halved from the end of 2006, decreasing to € 47.0 million at the end of 2007, due to the steep decrease in trade receivables and the strong increase of trade payables whilst the inventories remained almost stable. Between the end of 2007 and the end of 2008 trade working capital further decreased to € 37.0 million, as the €21.4 million decrease in trade receivables was largely offset by a decrease in trade payables of € 1.5 million and an increase in inventories of € 10.0 million.

Contractual Obligations and Commitments

The following table sets forth, by major category of commitment and obligation, our material contractual obligations and their maturity as at September 30, 2009:

	Payment due by Period			
	Total	Less than 1 year	1 to 5 years	More than 5 years
			(€ millions)	
Contractual obligations				
Debt obligations	571.1	132.1	75.0	364.0
Financial Lease	7.3	0.7	2.7	3.9
Pension liabilities	6.6	—	6.6	—
Total	**585.0**	**132.8**	**84.3**	**367.9**

Provisions

Our balance sheet reflects contingent liabilities of € 2.8 million (booked in connection with the acquisition of Taminco NV and relating to costs associated with the integration of our U.S. operations) and of €1.6 million (relating to decommissioning costs associated with the closed Riverview plant).

Off-Balance Sheet Arrangements

Our primary off-balance sheet commitment is the Non-recourse Factoring Facility described above under "— Liquidity and Capital Resources — Non-recourse Factoring Facility". In addition, we have pledged the shares of various Group entities to secure borrowings under our Senior Facilities Agreement in an aggregate amount of € 867.2 million as at December 31, 2008.

Critical Accounting Policies

Our critical accounting policies are more fully described in our consolidated financial statements included in "Appendix I — Historical Financial Statements". However, certain of our accounting policies are particularly important to the presentation of our results of operations and require the application of significant judgment by our management.

In applying these policies, our management uses its judgment to determine the appropriate assumptions to be used in the preparation of our results of operations. These estimates are based on our previous experience, the terms of existing contracts, information available from other outside sources and other factors, as appropriate.

Our management believes that, among others, the following accounting policies that involve management judgments and estimates are the most critical to understanding and evaluating our reported financial results.

Impairment on Goodwill

Goodwill is subject to an annual impairment test by comparing its carrying amount with its recoverable amount. This test requires an estimate of the value-in-use of cash flow-generating units, to which the goodwill is allocated. The estimation of the value-in-use requires an estimate of expected future cash flow of the cash flow-generating units, and the choice of an appropriate discount rate, in order to determine the present value of these cash flows.

The main parameters underlying the impairment analysis of goodwill which require management's judgment include the evolution of the market, the discount rate, the sales volume and the sales margin (e.g. unit gross profit). Management's judgment is based on the current market, the current performance of the Company as well as on the anticipated evolution of the worldwide production capacity in several continents in the years to come. The impact of the main parameters can be further described as follows:

- *Evolution of the market:* the evolution of the worldwide market, based on industry data for growth rates, has a direct impact on management's assessment about the evolution of the Company's market share for each operating segment and on the related future cash flows.
- *Discount rate:* discount rates reflect the current market assessment of the risks specific to each operating segment. The discount rate was estimated based on the weighted average cost of capital applicable to the industry, based on peer group research. This rate was further adjusted to reflect the market assessment of any risk specific to the operating segment.

- *Unit gross profit:* unit gross profit is based on actual values achieved in the three years preceding the start of the budget period, further adjusted with management's estimation about the evolution on the unit gross profit along the budget period.

The Group performed its annual impairment test as at September 30, 2009, based on cash flow projections which were derived from financial budgets covering a five-year period, as approved by the Board of Directors. The budgets and projected cash flows were updated, based on an updated assessment of the main parameters, as described above. The cash flows beyond the five year period have been compiled using a 2% volume growth rate. The projected cash flows do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the assets' performance of the cash flow-generating units. As at September 30, 2009, the individual sensitivity of the main parameters can be summarised as follows:

- In the event that the compound growth rate (e.g. sales volume) is no more than 2% below the target included in the budget for all periods, no impairment would be required for either units;

- A 1% or less increase in the weighted average cost of capital would not result in an impairment for either units; and

- In the event that the average unit gross profit is no more than 5% below the target included in the budget for all periods, no impairment would be required for either unit.

Pension Benefits

The costs of the granted pension plans and the current value of the pension liabilities are determined using an actuarial valuation. The actuarial valuation involves making assumptions about the discount rate, expected yield of the pension funds, future increases in compensations, mortality tables and future pension increases. Due to the long-term nature of these plans, such estimates are subject to uncertainty. All assumptions are reviewed on each reporting date. As at September 30, 2009, net employee liability was € 6.6 million (€ 6.4 million as at December 31, 2008).

Deferred Tax Assets

Deferred tax assets for unused fiscal losses are only recognised if it is probable that sufficient taxable profits will be generated in the future, which can make use of such a tax benefit. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based on the time period and the level of future taxable profits. As at September 30, 2009, the carrying value of deferred taxes on recognised tax losses was € 2.1 million (€ 3.6 million as at December 31, 2008).

Fair Value Derivative Financial Instruments

Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. For the periods presented, observable markets were available and therefore management was required to apply only a small degree of judgment. For future periods this may differ.

The fair value of those derivative financial instruments that we identified as effective decreased our comprehensive income by € 13.8 million as at September 30, 2009 (€ 13.7 million as at December 31, 2008). To the extent that any derivatives were not designated as effective instruments, in accordance with the requirements of International Accounting Standard 39, fair value was recorded as an expense in our income statement. As at September 30, 2009, an expense was recorded for an amount of € 319,000. As at December 31, 2008, a profit of € 1.1 million was recorded.

If the interest rates on euro-denominated loans and borrowings not covered through an effective hedge relationship increase or decrease by 50 basis points, our profit before tax would decrease or increase, respectively, by € 100,000. If the interest rates on U.S. dollar-denominated loans and borrowings not covered through an effective hedge relationship increase or decrease by 30 basis, our profit before tax would decrease or increase, respectively, by € 1 million.

Market Risk

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to our operating activities (when revenue or expenses are denominated in a different currency from the euro, our functional currency).

We manage our foreign currency risk by hedging transactions that are expected to occur within a maximum 24-month period. It has been our policy to hedge between 50-75% of the net budgeted long dollar exposure. In addition, our management team is able to gradually adjust our selling prices to account for movements between the euro and U.S. dollar.

Where the nature of the hedge relationship is not an economic hedge, it is our policy to negotiate the terms of the hedging derivatives to match the terms of the underlying hedge items to maximise hedge effectiveness.

We enter into forward exchange contracts to hedge our exposure to the translation impact of exchange rate fluctuations. Currently, we have no such contracts outstanding. However, we maintain a portion of our borrowings in U.S. dollars, allowing us to use dollar cash flows to repay principal and interest, thus indirectly addressing potential translation impacts. As at September 30, 2009 the total amount of U.S. dollar-denominated debt was U.S.$ 353.4 million.

Credit Risk

Customer credit risk is managed by each business unit subject to our established policy, procedures and control relating to customer credit risk management. Credit limits are established for all customers based on internal rating criteria. Credit quality of the customer is assessed based on an extensive credit rating assessment. Trade receivables are transferred under the Non-recourse Factoring Facility which qualifies for full derecognition for IFRS reporting purposes. See "— Liquidity and Capital Resources — Non-recourse Factoring Facility". Furthermore, outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result, our credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with us, the requirement for an impairment is analysed at each reporting date, however the impact on the 2009 income statement is minimal.

Interest Rate Risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to our long-term debt obligations with floating interest rates.

We manage our interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. Our policy is to keep between 40% and 60% of our borrowings at fixed rates of interest. To manage this, we enter into interest rate swaps, in which we agree to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. At December 31, 2008, after taking into account the effect of interest rate swaps, approximately 50% of our borrowings are at a fixed rate of interest.

The following table provides a summary of our interest rate hedges as at September 30, 2009:

Hedged Amount	Maturity	Hedged Interest Rate
€ 85,000,000	December 2012	4.236%
U.S.$ 140,000,000	December 2012	4.243%(1)
U.S.$ 90,000,000	December 2010	4.295%
€ 85,000,000	December 2010	4.231%

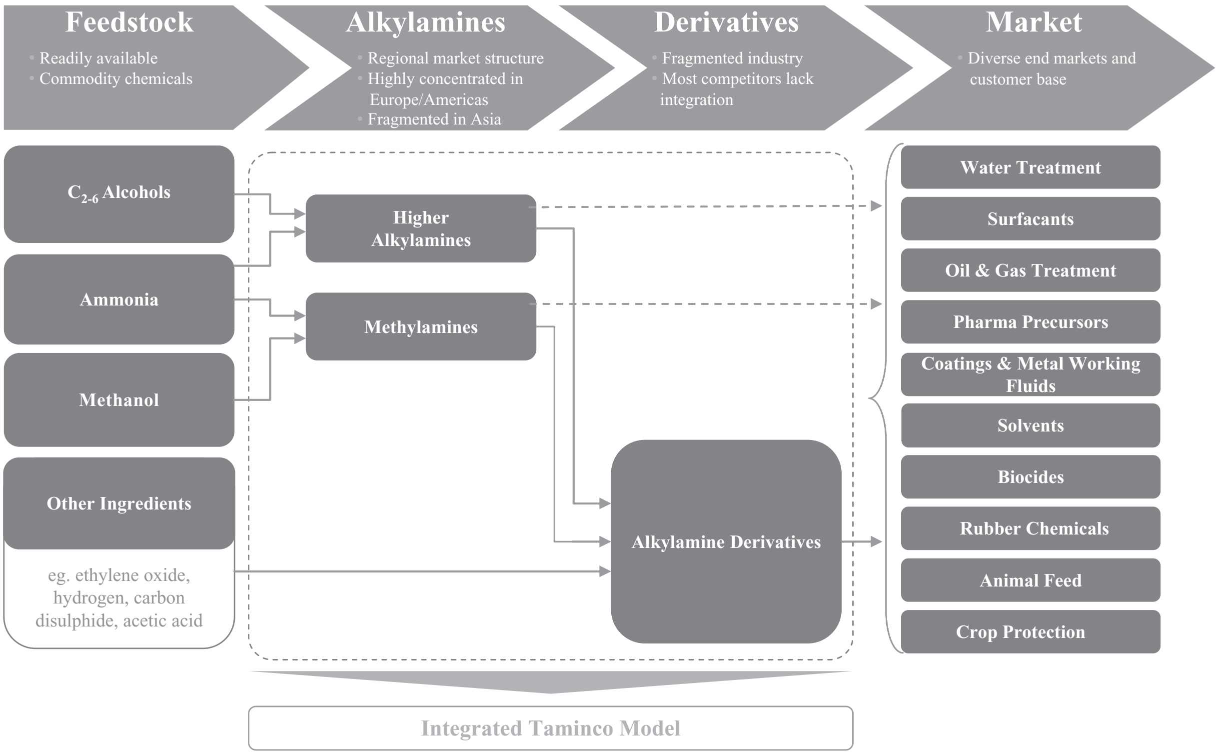
(1) Calculated from U.S.$ 90 million at 4.510%, U.S.$ 25 million at 3.750% and U.S.$ 25 million at 3.775%.

For the interest rates currently payable on amounts drawn under the Senior Credit Facility, see "— Financial Indebtedness — Senior Credit Facility".

Alkylamines and Alkylamine Derivatives

Alkylamines are organic compounds produced through the reaction of an alcohol with ammonia. The largest product category by volume consists of **Methylamines,** where the alcohol used is methanol. **Higher Alkylamines** are produced when alcohols containing chains of two or more carbon atoms are used instead of methanol. Methylamines and higher alkylamines are the principal building blocks that can, following reaction with various other chemical compounds, be used for the manufacture of a wide range of specialty **Alkylamine Derivatives** serving a diverse range of end-markets. Alkylamines and their derivatives are key chemical constituents or manufacturing aids used in a wide variety of industrial, agricultural, pharmaceutical and household products.

We are the world's only globally active specialist producer of alkylamines that is integrated into the production of a broad range of alkylamine derivatives. The chart below summarises the alkylamines manufacturing process, along with our integrated production model.



The global specialty chemical industry accounts for U.S.$ 472 billion in year sales (source: SRI June 2009 estimates). Within the global specialty chemicals industry, alkylamines represent a small niche market, accounting for approximately U.S.$ 1.1 billion, or less than 1% of the total global chemicals market by sales in 2007 (2007 estimate – source: Arthur D. Little report). The alkylamines industry is highly consolidated, with five major manufacturers accounting for around half of global capacity. Based on 2007 production data for C_1-C_6 alkylamines, Taminco is the largest of these five manufacturers, with a market share of 21.8%, followed by BASF, which has a market share of 12.2%, Shandong Hualu-Hengsheng, with a market share of 7.0%, Zhangqiu Riyue Chemical, with a market share of 4.7% and DuPont, with a market share of 4.2% (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). There are three major producers of alkylamines in North America, Taminco, DuPont, and U.S. Amines, with market shares of 63.3%, 19.4% and 10.2%, respectively (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Latin America has two alkylamine producers, Taminco with a market share of 69.8% and BASF with a market share of 30.2% (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Europe has three major alkylamines producers, BASF, Taminco and Oxea, with market shares of 41.7%, 27.4% and 8.8%, respectively (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

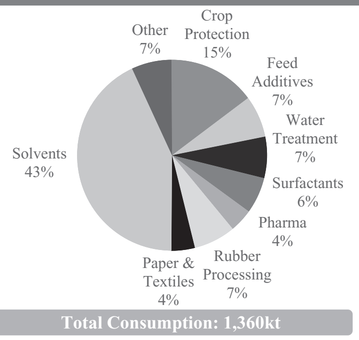
In general, because alkylamines are often used as intermediates, the threat of substitution by other products is relatively low.

In 2007, consumption of methylamines accounted for 75.4% of global consumption of alkylamines by volume. Higher alkylamines made up the remainder of global consumption, with ethylamines accounting for 8.5%, isopropylamines for 5.8%, cyclohexylamines for 5.0%, butylamines for 3.3% and n-Propylamines for 1.3% of total global consumption by volume (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Consumption of alkylamines for a wide variety of end-use applications is expected to grow at a rate of 4.4% per annum between 2007 and 2012 (source: SRI – Alkylamines (C_1-C_6) report, November 2008). Several macroeconomic factors support this forecast. World population is expected to continue growing, reaching an estimated 7.6 billion by 2020 (source: U.S. Census Bureau – Total Midyear Population for the World: 1950-2050). Because of the growing population, natural resources such as water, oil and food are becoming increasingly scarce. In addition, standards of living are increasing worldwide. For example, changes in the quality, variety and quantity of food consumption are leading to increased demand for meat, fruits and vegetables, as well as staples such as wheat and rice. Increased standards of living also create increased demand for personal care products and pharmaceuticals. Finally, demand on arable land is expected to remain high in the near future. Together, these factors lead to increased demand for products in the end-use applications in which our products are employed.

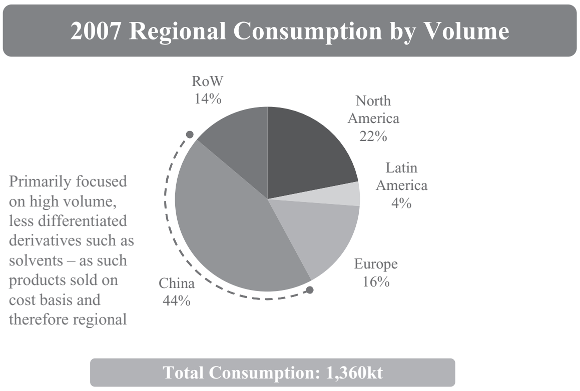
In 2007, solvents accounted for 43% of total global consumption of alkylamines by volume. Of the remaining end-uses for alkylamines, crop protection applications accounted for 15% of global consumption by volume; each of rubber processing, water treatment and feed additives for 7%; surfactants for 6%; and each of paper and textile applications and pharmaceuticals for 4% (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008) (see graph “2007 Consumption by End-Use in Volumes” below). Pharmaceutical applications are expected to be the fastest growing end-use application, with consumption forecasted to increase by approximately 5.4% per annum. Consumption of paper and textile applications is forecasted to grow at a rate of 4.9% per annum; each of feed additives and solvents applications at 4.6% per annum; each of water treatment chemicals and crop protection applications at 4.1% per annum; rubber processing chemicals at 3.7% per annum; and surfactants applications at 2.5% per annum (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008) (see graph “Growth in Consumed Volumes by End-Use” below).

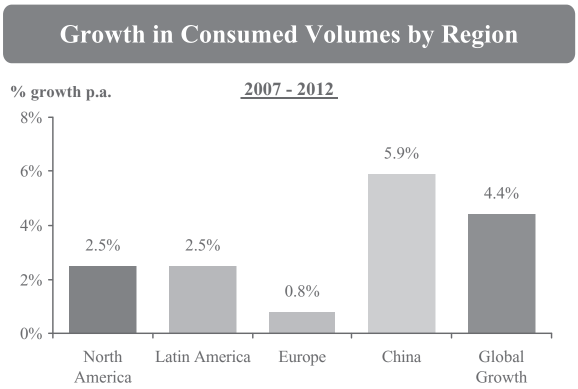
2007 Consumption by End-Use in Volumes



Growth in Consumed Volumes by End-Use

Due to the cost and logistical difficulties involved in the shipping of methylamines and higher alkylamines, markets are largely confined within particular regions, limiting international competition. Although derivatives are more easily transportable and so are shipped internationally to a degree, alkylamine derivatives markets are also for the most part regional. Moreover, a wide variety of alkylamines and alkylamine derivatives is produced, and the range of applications and industries in which they are used is very broad. Accordingly, despite the overall consolidation of alkylamine production in the hands of a relatively small number of producers, competition within the alkylamines industry depends on regional market dynamics and varies significantly according to the specific products and applications involved. In 2007, Asia accounted for 56%, North America for 22%, Europe for 16% and Latin America for 4% of total global consumption of alkylamines by volume (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008) (see graph “2007 Regional Consumption by Volume” below). It is expected that consumption of alkylamines will continue to grow in all regions. China is expected to be the fastest growing, with annual growth in consumed volumes of 5.9%. Consumption in both North America and Latin America is expected to grow by 2.5% per annum in Europe by 0.8% and in Asia by 5.1% (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008) (see graph "Growth in Consumed Volumes by Region" below).





Methylamines

Methylamine is manufactured by combining methanol with ammonia in a catalytic reactor. Three different methylamine isomers are produced: mono-methylamine (**MMA**), di-methylamine (**DMA**), and tri-methylamine (**TMA**). The proportion in which these three isomers are produced depends upon pressure, temperature and the specific catalyst present in the catalytic reactor. If an excess of any isomer is produced, it is returned to the catalytic reactor and recycled. The isomers are then distilled and used as raw materials for the production of alkylamine derivatives, or in other manufacturing processes. Total global production capacity for methylamines is 1,457kt (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). The table below shows information with respect to the global distribution of demand in 2007 for MMA, DMA and TMA:

Methylamine Type(1)	Global Split of Methylamine Volume Demand by Isomer	Key Products by Global Demand(2)	Key End-Uses
MMA	23%	NMP –	Solvents used in specialty applications such as electronic chemicals
		Metam sodium –	Soil fumigants
		MDEA –	Ingredient for water treatment chemicals, oil & gas treatment chemicals and surfactants
DMA	56%	DMF –	Solvent used in specialty applications such as processing acrylic fibres, synthetic leather, electronic chemicals
		DMAc –	Solvent used primarily in processing synthetic fibres
		DMAE(3) –	Used primarily in water treatment but also as a curing agent for polyurethanes and epoxy resins and to some extent in the coatings industry
TMA	21%	Choline chloride –	Used in solution or on carrier as white meat feed additive

(1) SRI – Alkylamines (C_1-C_6) report, November 2008. Split in methylamine isomer demand refers to consumption of respective isomer in North America, Western Europe and Japan in 2007.

(2) Account for > 2/3 of global demand per isomer.

(3) Includes Taminco Amietol ®21.

Methylamines are expensive to transport in gaseous form due to their volatile nature and resulting in logistical and packaging complexity, and are accordingly stored and transported under pressure in liquid form. As such, supply and demand for methylamines is thus typically matched on a regional basis.

Europe

Total methylamines capacity in Europe is approximately 300kt, which represents slightly more than one-fifth of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). The industry has only two major players, Taminco, which accounts for slightly less than half of European capacity, and BASF, which accounts for about two-fifths, while two smaller producers, Balchem and Ertisa, account for the remainder (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Both Taminco's and BASF's production of methylamines is integrated into their production of methylamine derivatives, and they produce methylamines primarily for captive use, although both also make direct sales of methylamines to other producers.

North America

Total methylamines capacity in North America is approximately 250kt, which represents about one-sixth of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). As in Europe, there are only two significant producers of methylamines, Taminco, which accounts for more than half of the capacity, and DuPont, which accounts for approximately one-third (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Although Taminco has recently become partially integrated into the production of methylamine derivatives, in North America, the production of alkylamines has historically been separate from the production of derivatives because the production process is not vertically integrated to the same degree as in Europe. For this reason, there are a number of small producers that each produce methylamine derivatives and the competitive landscape is rather fractured. However, BASF has announced plans to open a new methylamine plant in Louisiana, scheduled to commence operations in 2011 with a capacity of 40kt, that will integrate its production of methylamines with its existing production of methylamine derivatives. See "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Operations in the United States".

Asia

Total methylamines capacity in Asia is approximately 875kt, which represents over half of global capacity, the majority of which is DMF production in China (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Chinese producers alone account for approximately 680kt of global methylamines capacity. Although there are several relatively large regional producers of methylamines in China, overall production is fragmented, and none of the Chinese manufacturers has fully integrated methylamine production into the production of derivatives. The competitive landscape in Asia, in particular in China, is highly fragmented, and contains a large number of market players, which each produce a small number of methylamine derivatives. In 2007, the leading methylamines producer by volume in China was Shandong Huala-Hengsheng, which accounted for 22% of total capacity, followed by Zhejiang Jiangshan and Zhangqiu, which accounted for 16% and 15%, respectively (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). However, much of the future growth in global demand for methylamines and methylamine derivatives, especially various types of solvents and choline chloride, is expected to originate in China, which is expected to continue to expand its industrial production and modernise agricultural output (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). In addition, production will increase in the Middle East with Chemanol's commissioning of a new methylamines and derivatives complex.

Latin America

Total methylamines capacity in Latin America is approximately 13kt, which represents less than 1% of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). There is only one significant producer of methylamines, BASF (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Higher Alkylamines

The term higher alkylamines refers to the C_2-C_6 alkylamines (i.e. ethyl-, n-butyl-, n-propyl-, isopropyl- and cyclohexyl-amines). The manufacturing process for higher alkylamines is similar to that for methylamines, as ammonia is combined with various alcohols in catalytic reactors and subsequently distilled. The use of different alcohols results in the creation of different higher alkylamines. Total global production capacity for higher alkylamines is 669kt (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

As for methylamines, competition with respect to higher alkylamines is predominantly regional. With few exceptions, producers tend to focus on producing a small number of higher alkylamines, which has tended to result in a very small number of producers of each type of higher alkylamines in each region.

Europe

Total higher alkylamines capacity in Europe is approximately 200kt, which represents slightly less than one-third of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). The industry has five major players, of which BASF is by far the largest, accounting for approximately half of installed capacity, followed by Oxea, which accounts for just under one-quarter of installed capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Taminco does not produce higher alkylamines in Europe. BASF, Oxea and Arkema produce all types of higher alkylamines, but BASF is the only producer that is integrated into higher alkylamines derivatives.

North America

Total higher alkylamines capacity in North America is approximately 215kt, accounting for just under one-third of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). There are only two major players, of which Taminco is by far the largest, accounting for slightly less than three-quarters of installed capacity, while the next largest producer, U.S. Amines, accounts for just under one-fifth (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Currently, no producer in North America is fully integrated into higher alkylamines derivatives; however, both Taminco and U.S. Amines also produce a limited amount of higher alkylamines derivatives. Taminco is in the process of expanding its St. Gabriel plant and increasing its integration into higher alkylamines derivatives. See "Business — Our Production Facilities".

Asia

Total higher alkylamines capacity in Asia is approximately 218kt, which represents approximately one-third of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). China, with a total capacity of 167kt, has two major producers of higher alkylamines, Jianye Organic Chemical and Xinhua Chemical, which account for 18% and 8% of global capacity. The remainder of China's installed capacity is held by several smaller producers (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Each of Japan and Taiwan have two primary producers, while Korea and India each have one primary producer. Most of the major producers in Asia, including in China, produce all types of higher alkylamines and none of the major producers are fully integrated into higher alkylamines derivatives production.

Latin America

Total higher alkylamines capacity in Latin America is approximately 30kt, representing only a small fraction of global capacity (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Taminco is the only producer of higher alkylamines in Latin America (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

BUSINESS

Overview

We are the world's only globally active specialist producer of alkylamines that is integrated into the production of a broad range of alkylamine derivatives. We have an installed production capacity of more than one million tonnes per annum and, by this measure, are the largest alkylamine producer in the world. We generated revenues of € 692.0 million in the year ended December 31, 2008 (€ 445.3 million in the nine months ended September 30, 2009). Moreover, we have maintained the profitability of our business in the face of the recent economic downturn: our EBITDA increased by € 18.9 million, or 19.6%, from € 96.5 million in 2007 to € 115.4 million in 2008, and by € 22.3 million, or 24.9%, from € 89.4 million in the nine months ended September 30, 2008 to € 111.7 million in the nine months ended September 30, 2009.

Amines are organic compounds produced through the reaction of an alcohol (such as methanol or a higher chain alcohol (C_1-C_6)) with ammonia. The immediate results of these processes are methylamines and higher alkylamines, which can then be reacted with other chemicals to produce alkylamine derivatives. Alkylamines and their derivatives are key elements in a broad array of chemical products that have a wide range of applications in industrial, consumer, pharmaceutical and agricultural end-use segments. The range of uses to which our products are put is expanding, and demand for the majority of them is growing.

We have seven plants worldwide dedicated to the production of alkylamines and alkylamine derivatives, comprising two large facilities in each of Europe and the United States, and smaller facilities in China and Brazil. A key aspect of our strategy is the integrated production model, which has a number of elements through which methylamines and higher alkylamines manufactured in a given plant are used within the same facility as raw materials in manufacturing derivatives. This enables us to lower costs through heat and steam recycling within the facilities and to direct resources to the manufacture of those derivatives for which demand is highest. We have successfully employed an integrated production strategy in Europe for many years, and aim to expand its use in our other operations over time, beginning with our St. Gabriel plant in the United States during the first quarter of 2010. In the United States, the production of alkylamines has historically been split from the production of derivatives, and we believe that there is significant potential for profitable growth through the replication of the integrated production model in this market.

In keeping with our longstanding specialised focus on alkylamines and alkylamine derivatives, we are a leader in alkylamine production technology. Our research, technology and development function includes 35 full-time employees, and focuses on improving existing processes and technology platforms, as well as testing new raw materials and new products, as part of our continuous effort to improve the efficiency and reduce the unit costs of our operations. Our product development group works in close cooperation with our marketing professionals and engineers to develop our product portfolio in order to address customer demand in both new and existing end-use segments.

We are organised into two divisions: Functional Chemicals and Agro Sciences. Our divisional organisation reflects the end-user segments to which we market and sell our products. The Functional Chemicals division serves the needs of manufacturers who use our alkylamine products as constituents in chemical processes for the production of formulated products. The division is in turn organised into business units that reflect the various applications in which end-users employ our products: Amines and Solvents; Specialty Derivatives; and Performance Products. The Agro Sciences division sells alkylamines and alkylamine derivatives for use in agricultural applications. The division is also organised into business units that reflect the end-user applications in which our products are employed: Crop Protection; Herbicide Systems; and Feed Additives. The division's customers range from multinational crop protection and agricultural enterprises to very large local farmers. Functional Chemicals and Agro Sciences accounted for 64.3% and 35.7% of our total revenues and 71.0% and 29.0% of our total EBITDA, respectively, in the year ended December 31, 2008, and for 63.5% and 36.5% of total revenues and 71.6% and 28.4% of total EBITDA, respectively, in the nine months ended September 30, 2009.

From a regional perspective, our business is primarily focused on Europe and North America. From 2006 to 2008, sales in Europe grew from € 202 million in 2006 to € 276 million in 2008 (€ 182 million in the nine months ended September 30, 2009); sales in North America grew from € 94 million to € 287 million (€ 185 million in the nine months ended September 30, 2009); sales in Latin America grew from € 22 million to € 75 million (€ 40 million in the nine months ended September 30, 2009); and sales in Asia grew from € 37 million to € 54 million (€ 39 million in the nine months ended September 30, 2009). Competition in the alkylamines industry is predominantly regional and at the individual product level, and varies significantly according to the specific products and applications involved. See "Industry". In addition, our sales and marketing team is regionally organised and customer-focused in order to increase our penetration of the various end-user segments we serve, both by identifying new product application opportunities and by leveraging our existing product portfolio.

Our History

Our business originated with our former parent company, UCB, which was established in Brussels, Belgium, in 1928. UCB's initial focus was primarily on industrial chemicals, and it was one of the first companies in the world to distil ammonia from coal. UCB commenced methylamine production at its Ghent plant in 1963. In the 1970s, UCB expanded its European operations. During the late 1980s and early 1990s, it shifted its focus to value-added derivatives and increased its investments in derivatisation capacity at its facilities in Leuna and Ghent. UCB began to expand outside of Europe during the 1990s, with the opening of its Fengxian choline plant in China.

In 2001, UCB decided to divest its industrial chemical activities in order to concentrate on its pharmaceuticals business. Taminco NV was formed in October 2003 following a carve-out from UCB, backed by a fund managed by AlpInvest Partners. AlpInvest Partners and Taminco NV's management sold their shares in Taminco NV to funds advised by CVC Capital Partners in 2007.

Following the formation of Taminco in 2003, we completed several key acquisitions to support our growth strategy. We entered the U.S. market in 2006 with the acquisition of a leading alkylamine asset, Air Products (Americas), which owned two plants in the United States (Pace and St. Gabriel) and one plant in Brazil (Camaçari). In addition to increasing our production capabilities through acquisitions, we have also selectively acquired various supply contracts to increase the load capacity at each of our plants. In 2004, we acquired Air Products' European methylamines and derivatives customer portfolio and Akzo Nobel's customer portfolio following the closure of their Delfzijl plant. In 2006, we acquired Arkema's U.S. methylamine and higher alkylamines ethoxylated derivative business, which added 15 new downstream products to our portfolio for both methylamine and higher alkylamines. We also acquired patented technology relating to plant growth regulators for use in cereals and formulations of chlorocholine chloride from Mandops UK in 2007. Our latest developments in 2008 include the opening of a fourth-generation methylamine unit in Ghent and a Metam tolling arrangement. For further information, see "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Acquisitions".

Our Competitive Strengths

Specialist focus on alkylamines and their derivatives

We are the world's largest alkylamine company (source: SRI – Alkylamines (C_1-C_6) report, November 2008, measured by installed capacity), wholly devoted to the production of alkylamines and their derivatives. This specialist focus distinguishes us from almost all of our competitors, and provides a number of competitive advantages — above all, the agility to respond quickly and comprehensively to changing market dynamics. Bringing our full attention to a relatively narrow field helps us to appreciate new industry developments as they arise; to anticipate customer demands and innovate to meet them; to capitalise on profitable niche opportunities that more broadly oriented competitors ignore or miss; and to optimise manufacturing processes through a deep understanding of amines production technology. At the same time, we believe that we have ample room to grow our business both by extending our addressable market to new products within the alkylamine space and by expanding our operations geographically — we already have manufacturing operations in both China and Brazil, positioning us to increase our presence in Asia and Latin America, where growth in amines demand is expected to be highest.

Leading positions in our key regional markets and across our product portfolio

Competition in alkylamines is regionally focused, and varies significantly from product to product. Our key markets are Europe and North America, in each of which we face only one competitor whose size and breadth of offering is comparable to ours. This gives us a degree of security with respect to market share and a measure of pricing power. Barriers to entry are generally high, given the level of capital expenditure necessary to initiate alkylamine production and the logistical difficulties associated with transport and, in the case of many of our Agro Sciences products, the need to obtain product registrations from environmental and health regulatory authorities. Moreover, we have leading market positions across our product portfolio — number one in Amietol® M21, number one in MIPA and number one in Thiram — and the substitutability of our products is generally low, given their long use in a wide variety of chemical manufacturing processes. Overall, our market position provides us with a stable and flexible platform for profitable operations, positioning us to seek growth throughout our business.

Integrated business model underpinning strategic flexibility and low cost position

We are integrated into a broad range of alkylamine derivatives, a business model that we believe provides a number of competitive advantages. From a broader perspective, producing both alkylamines and their main derivatives positions us to capture added value at each step in the alkylamine production chain. More narrowly, this integration gives us strategic flexibility to shift production among different derivatives depending on patterns of demand and pricing dynamics. Finally, being integrated at the level of individual plants assists us in optimising our production processes with regard to heat exchange, energy efficiency and waste recycling, substantially reducing our operational costs. We have developed this operational integration to a very high level at our plant in Ghent, Belgium, and believe that there is significant potential for additional profitable growth through the introduction of integrated production techniques in our other operations, a process that will begin at our plant in St. Gabriel, Florida, United States in the first quarter of 2010.

Technological leadership and culture of excellence

Our focus on alkylamines and their derivatives is reflected in our position as a technological leader in the amines industry. We believe our production know-how is unsurpassed, and that our deep understanding of amines production technology enables us to optimise our manufacturing processes and achieve significant cost and quality benefits. We have a research, technology and development team of 35 professionals focused on improving existing production processes and technology platforms, developing new applications for existing products and expanding our product portfolio. Throughout our company, we maintain a flat organisational structure and seek to foster a team-oriented atmosphere and a commitment to excellence in order to encourage our people to contribute all they can, something we think is a critical ingredient in our success.

Highly skilled and experienced management team with proven track record

The members of our senior management team are highly experienced, averaging more than 15 years each in the chemicals industry, and all our top managers have been with Taminco for many years. The same management group has successfully navigated a series of major challenges, beginning with Taminco's establishment as an independent company following its carve-out from UCB in 2003, continuing with the transformative acquisition of Air Products (Americas) through which the company entered the North American market in 2006, and extending to a series of incremental blue chip acquisitions which have achieved a variety of goals – optimising capacity utilisation, expanding our product portfolio, deepening our technology base. Importantly, the long experience, high quality and continuity in our management group extends past the most senior level to the individuals responsible for divisional, regional and plant-level matters.

Our Strategy

Extending our integrated business model

Our integrated business model is one of our key strengths, differentiating us from almost all of our competitors. We are already integrated to a high degree in our European operations, in particular at our facility in Ghent. A fundamental element of our strategy is the extension of our integrated business and production approach to our other operations. In the United States, the production of alkylamines has historically been split from the production of derivatives, and we believe that there is significant potential for profitable growth through the replication of the integrated model in this market. We are currently transferring the production of alkylamine derivatives from our Riverview facility to our plant at St. Gabriel, Florida, United States, and expect to commence integrated operations there with three key derivatives during the first quarter of 2010. Over time, as circumstances permit, we aim to develop the integrated approach in all of our facilities around the world. In addition, we believe that the relatively fragmented alkylamine derivatives market will provide good opportunities for small bolt-on acquisitions in both Europe and the United States that will lend themselves well to the expansion of our integrated model. Beyond 2010, we plan to organically expand our U.S. derivatives product suite, acquire U.S. derivatives businesses and integrate production into our other facilities and add higher alkylamines to our European portfolio.

Expanding our global operations

We currently have strong positions in the alkylamines markets in Europe and North America. A significant portion of the future growth in alkylamines demand is expected to take place in Asia and Latin America. One of our key strategic priorities is to position ourselves for profitable growth in these markets. There are already a large number of alkylamines producers in China; however, they are generally focused on more volume-oriented products, in particular in the solvents field. As the Chinese economy matures and living standards improve further, we believe that demand for the type of alkylamine derivatives on which we focus will increase. In this regard, our technological and process know-how should give us a significant competitive advantage, helping us to establish strong market positions in profitable niche areas. We are actively seeking opportunities to increase our presence in China through partnerships with existing producers. In Latin America, we already hold a strong market position in the market and have a solid platform for developing our business at our existing facility at Camaçari. While the Camaçari location can support organic growth, we will also aim to effect strategic partnerships and make acquisitions in Latin America, and believe that attractive opportunities will arise. We believe that our well-established methods for identifying, evaluating and selecting acquisition targets or partners for joint ventures will lend itself to successful future expansion in China, Latin America or other strategic locations.

Increasing penetration of end-user segments through customer focus and innovation

Our exclusive focus on the production of alkylamines has given us significant advantages in the alkylamines market, including the ability to appreciate new industry developments and capitalise on opportunities that more broadly oriented competitors ignore or miss. One of our strategic aims is to build on this expertise through a customer-focused marketing approach, rather than a more traditional product-based approach. Our specialised sales force includes 26 sales people and five marketing managers with individual responsibility for particular end-user markets in various regions. We believe that a deeper understanding of customer needs will better enable our marketing professionals to identify future sources of demand for alkylamines and, working in close cooperation with our research and development function, address that demand through product innovation. Moreover, our integrated model gives us the agility to shift production quickly from one derivative to another, enhancing our ability to meet customer requirements and making us a more attractive partner. We thus believe a customer-focused approach will allow us to achieve greater penetration of our end-markets, in particular by growing our relationships with our large, multi-national customers. In appropriate circumstances, the opportunity to acquire or deepen customer relationships can play a significant role in our assessment of acquisition opportunities.

Leveraging technological strengths to expand addressable products market and achieve production efficiencies

A fundamental element in our strategy is to capitalise on our technological leadership in the alkylamines industry. On the one hand, through technological innovation, we can expand our addressable products markets through new products (Taminizer C, a highly concentrated feed additive with special micro-granular structure; Vantex® T, a virtually odourless paint-additive containing no volatile organic compounds (**VOCs**)), new applications (Banguard, an existing fungicide we are now developing for use on bananas) and new formulations (WDG technology, permitting crop protection and other products to be supplied in water dispersible granule form). Gaining access to technology and related intellectual property that we believe has significant potential has been and will continue to be a key driver in our evaluation of acquisition opportunities (Mandops UK). On the other hand, our expertise in process technology and production know-how enables us to achieve cost reductions through additional production efficiencies. At our Ghent facility, for example, we recently completed the installation of a fourth-generation methylamine plant, as well as a cogeneration unit that is providing all of the steam and electricity consumed at Ghent. We estimate that these initiatives will generate energy savings of approximately € 4 million annually, and reduce our carbon dioxide emissions by some 31kt per year. We believe that we will find opportunities to develop and implement similar projects at each of our facilities. Equally important to our performance is the continuous pursuit of production efficiencies and regular debottlenecking projects, which yield significant benefits in exchange for modest capital expenditures, and this will be a basic part of our strategic approach going forward.

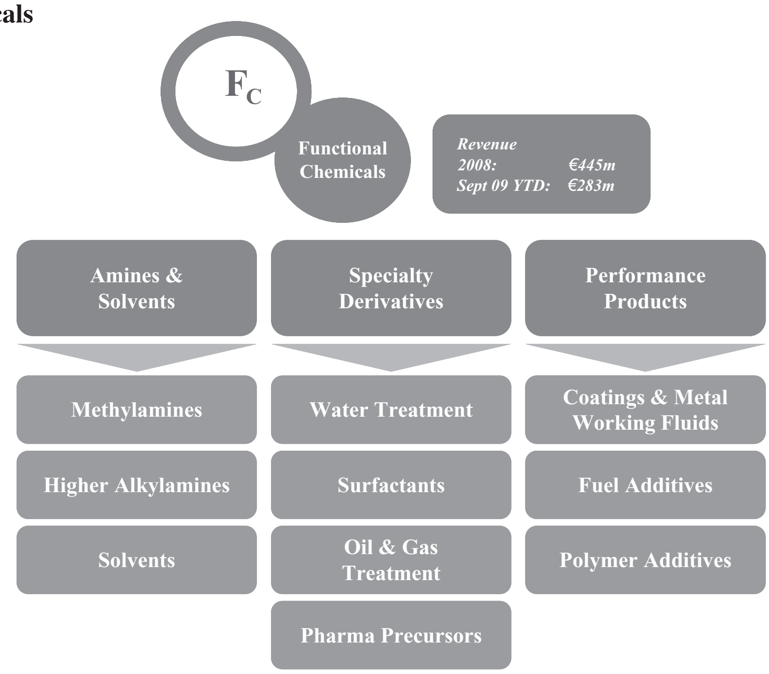
Key Financial Parameters

We have identified key financial targets and goals to guide us in implementing our strategy:

- *Growth:* target average EBITDA growth in excess of 5% per annum.
- *Capital Expenditure:* target maintenance capex close to € 15 million per annum.
- *Capital Structure:* maintain prudent and flexible capital structure off post-IPO structure.
- *ROCE:* mid-teens (%) adjusted for PPA-related depreciation and amortisation. ROCE is calculated as Return divided by Average Capital Employed. "Return" is our adjusted operating profit excluding non-recurring items; "Capital Employed" is the sum of total equity, net financial indebtedness and net employee benefits obligations less cash and cash equivalents; "Average Capital Employed" for any given period is the average of Capital Employed as at the end of the period and as at the end of the corresponding prior period. For a discussion of adjusted operating profit, please see "Operating and Financial Review and Prospects — Adjusted Metrics to Address Impact of Purchase Price Allocation".

- *Dividend:* initially target a payout ratio of 30% to 50% of net income (excluding PPA-related depreciation and amortisation); intend to pay progressive dividends.

Functional Chemicals



Our Functional Chemicals division had total revenues and EBITDA of € 444.8 million and € 81.9 million, respectively, in the year ended December 31, 2008, and € 282.8 million and € 80.0 million, respectively, in the nine months ended September 30, 2009. The division produces chemical intermediates that contribute specific properties to specialty chemicals and active ingredients — properties that are integral to the functions those products serve. Our Functional Chemicals products have a wide variety of applications in a broad range of end-uses. The division is organised into three business units that reflect these end-uses: Amines and Solvents; Specialty Derivatives (comprising our water treatment, surfactants, oil and gas treatment, and pharma precursors product lines); and Performance Products (comprising our coatings and metal working fluids, fuel additives and polymer additives product lines).

Within the wider alkylamines industry, solvents account for almost half of global consumption by volume, while end-markets such as water treatment, surfactants and pharma precursors account for around one-fifth of consumption by volume (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Compared to the rest of the industry, solvents make up a much smaller share of our total volumes, while products used in the water treatment, surfactants and pharma precursors end-markets make up a greater proportion of our total volumes.

The table below provides an overview of the Functional Chemicals division and its constituent business units and product lines:

End-Use	Key Products	Production	Primary Applications	Market Position
Amines and Solvents				
Solvents	Dimethylformamide Dimethylacetamide N-methylpyrrolidone	Ghent Leuna	Fibre spinning Electronics Surface cleaning Petrochemical Polyamide Polymer and antibiotics processing X-ray contrast fluid	Global top five producer of DMF(1) A leading position in Europe
Amines	Methylamines (MMA, DMA and TMA) Higher Alkylamines (DEA, TEA, MNPA, DIPA, N-Butyls and Iso-Butyls, Amylamines)	Ghent Leuna Pace St. Gabriel	Agrochemicals Crop Protection Animal Feed Pharmaceuticals Rubber Chemicals Fuel Additives Ion-exchange Resins Explosives Water treatment and surfactants Catalysts for plastics and resin manufacturing Building blocks for the paper industry	Global number one producer of DMA; MMA; TMA; TEA; and DEA(1) Very strong positions in all regional markets of operations
Specialty Derivatives				
Water Treatment	DMAE DMAPA DMA DEAE DEHA	Ghent St. Gabriel	Flocculants Coagulants Biocides O_2 scavenger for water treatment boilers	Global number one producer of DMAE(1) One of only two players in both Europe and the United States
Surfactants	DMAPA DIMLA MMEA	Ghent St. Gabriel	Household applications (detergents) Textile care (fabric softeners) Cosmetic and personal care products (shampoos, bath foams, etc.)	Global top four producer of DIMLA(1) One of only three DMAPA producers in Europe; just becoming established in North America

End-Use	Key Products	Production	Primary Applications	Market Position
Oil & Gas Treatment	Amietol blends MDEA	Ghent St. Gabriel	Oil and gas sweetening (desulphurisation of oil and gas streams) Carbon dioxide removal Hydrogen sulfide scavenging	Global number two producer of MDEA(1) Well established, with one of the highest European production capacities Offers technological advantages over traditional ethanolamines Will commence production in the United States in 2010
Pharma Precursors	2-Pyrrolidone DMA-Hcl TMAHcl	Ghent Leuna	Various specific applications including pharmaceuticals, polyurethanes and rubber	Strong positions in small niches within European market
Performance Products				
Coatings & Metal Working Fluids, Fuel Additives, Polymers Additives	Synergex® Synergex®T Synergex®T Plus Synergex®Premier Advantex® Vantex® T Terminator® P EAE DMA-2P IPAE DIPAE BAE DBAE BDAE TBAE	St. Gabriel	Solvents and additives for coatings Lubricant additives Metalworking Latex Paints additives Inks Functional Fluids PVC	Strong position in low or zero VOCs products in the North American market

(1) 2007 Arthur D. Little report estimates, by volume.

Amines and Solvents

Amines and Solvents is the largest business unit in our Functional Chemicals division, accounting for more than half of divisional revenues. It has two product lines: amines, which captures our direct amine sales to other manufacturers; and solvents, which supplies basic derivatives for use in solvent applications.

Amines

Our amines product line produces methylamines and higher alkylamines used as intermediates in more than 200 different applications. Our amines businesses differ from region to region. In Europe, we manufacture methylamines (but not higher alkylamines); in the United States, we manufacture both methylamines and higher alkylamines; in Brazil, we manufacture higher alkylamines (but not methylamines). Our products include MMA, DMA and TMA (methylamines) and DEA, TEA, MNPA, DIPA, N-Butyls and Iso-Butyls and Amylamines (higher alkylamines). We are the top global producer by volume of MMA, DMA, TMA, TEA and DEA. These products are available as gases and solutions, packaged in various forms including rail trucks and ISO tanks. In the markets in which we operate, the customer base for our amines products is broad, comprising a wide array of customers, both large and small. However, supply is highly concentrated: in Europe, our only significant competitor in methylamines is BASF; in the United States, the only other large producer of methylamines is DuPont, while a relatively small number of producers compete with us in higher amines; and in Brazil, we are the only manufacturer of higher amines. We thus enjoy very strong market positions in our amines business in all of the regions in which we operate. Generally speaking, we expect near-term market recovery, with demand for our amines products thereafter growing in line with regional market demand (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Solvents

Our solvents business is considerably smaller than our amines business, and decreasing in relative importance over time. The solvents product line comprises certain basic amine derivatives, DMF, DMAc and NMP. We are the fifth-largest global producer of DMF by volume and have a market leading position in Europe (2007 estimate – source: Arthur D. Little report). Our business is concentrated in the relatively small European market where the customer base for our solvents products is highly fragmented and diverse, primarily comprising manufacturers of textile fibres, artificial leather, electronics and pharmaceuticals. Supply, by contrast, is highly concentrated; our only significant competitor in the European solvents market is BASF. We do, however, compete with Samsung Fine Chemicals Co., Ltd. in the DMF market. Barriers to entry are relatively high, given the capital costs associated with initiating production of amines and the high cost of transporting them. Demand for our solvents products is expected to remain stable.

Specialty Derivatives

Our Specialty Derivatives business unit accounts for approximately one-third of revenues in the Functional Chemicals division. The business unit combines four product lines: water treatment, surfactants, oil and gas, and pharma precursors.

Water Treatment

Our water treatment product line accounts for roughly two-fifths of revenues in the Specialty Derivatives business unit, and mainly comprises intermediates for coagulants and flocculants used to eliminate particles and impurities from liquids in industrial applications or the treatment of municipal wastewater or for boiler water treatment. The key markets for water treatment products are Europe and the United States, where living standards are higher and regulatory requirements stricter. In both of these markets, the customer base for our water treatment intermediates is highly concentrated, comprising a small group of major chemicals manufacturers with whom we have long-standing and ongoing relationships, and we are one of only two significant suppliers, along with BASF. In addition, we are the largest global producer, by volume, of DMAE (2007 estimate – source: Arthur D. Little report). Due to increasing demands placed upon global water supply systems, growth in demand for our water treatment products has historically been strong, proving resilient even in difficult macroeconomic conditions. Water is becoming an increasingly scarce resource in many parts of the world as economies develop and populations grow, and demand for our water treatment products is expected to grow in line with the expected growth rate for the global water treatment products market of 4.1% per annum (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Surfactants

Our surfactants product line is slightly smaller than our water treatment product line in terms of revenues. The surfactants product line comprises intermediates that constitute key building blocks in the production of fabric softeners, detergents, biocides and personal care products. Our two main products are DMAPA, which is used in personal care products and DIMLA, which is used in the production of detergents and biocides. We are the fourth-largest global producer of DIMLA, by volume (2007 estimate – source: Arthur D. Little report). We are a growing participant in the two largest markets, Europe and the United States. The customer base for our surfactant products is relatively concentrated, dominated by larger consumer products companies. In Europe, we are one of three major manufacturers of DMAPA, along with BASF and Huntsman, and compete with a number of producers of DIMLA, including Kao and Clariant. Our primary market is Europe, where we believe our position is strong as a result of our long-term stable relationships with certain key customers and bolstered by our position as a “neutral” player in the market, meaning that we do not produce the same products as our customers and therefore do not compete with them. Our presence in the North American surfactants market is less well established, but is growing, and we believe that we are well positioned to increase our share of this market by leveraging our global customer relationships. Growth in demand for our surfactant products is expected to outpace the expected growth rate of 2.5% per annum for the global amine-based surfactants market, assisted by increasing demand from Eastern

Europe, Russia, the Middle East, and the United States (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Oil and Gas Treatment

Our oil and gas treatment product line includes a range of alkylamines and alkylamine-based products that are used in refineries and off-shore production facilities to remove impurities from crude oil and natural gas (principally, hydrogen sulphide and carbon dioxide), referred to as oil and gas "sweeteners". Currently, Europe and the Middle East are the key markets for our oil and gas treatment products, and there is a broad customer base for our products in both regions. The markets differ in that European customers typically place recurrent orders with a chosen supplier, while customers in the Middle East generally supply a larger portion of their needs through tender processes. We compete with a number of suppliers of alkylamine-based oil and gas treatment products, primarily large chemicals companies such as BASF, Dow and Ineos. Our position in the European market is strong: our production capacity is among the highest of any European producer; we have good relationships with many key customers; and our alkylamines systems are based on an advanced technology that we believe is superior to traditional ethanolamines currently in use. We will commence production of oil and gas treatment products at our plant in St. Gabriel early in 2010, and believe that this will enable us to establish a presence in North America. Generally, the demand for oil and gas treatment products is increasing, both as a result of global growth in energy demand, and because an increasing proportion of the oil and gas fields that are now being tapped have higher impurity levels than traditional oil and gas assets, requiring greater use of sweeteners. Growth in demand for our products is expected to outpace the expected growth rate of 3.6% per annum for the global oil and gas market, a trend that will be magnified as oil and gas prices rise (source: Frost & Sullivan, October 2008).

Pharma Precursors

Our pharma precursors product line is the smallest in the Specialty Derivatives business line in terms of revenues, and includes a variety of alkylamine derivative products, each with its own specific properties and its own particular market dynamics. We have strong market positions in small niches within the European market. Our broad customer base includes pharmaceutical and paper producers with whom we have long-standing and ongoing contractual relationships. Growth in demand for our pharma precursors is expected to be broadly in line with European GDP.

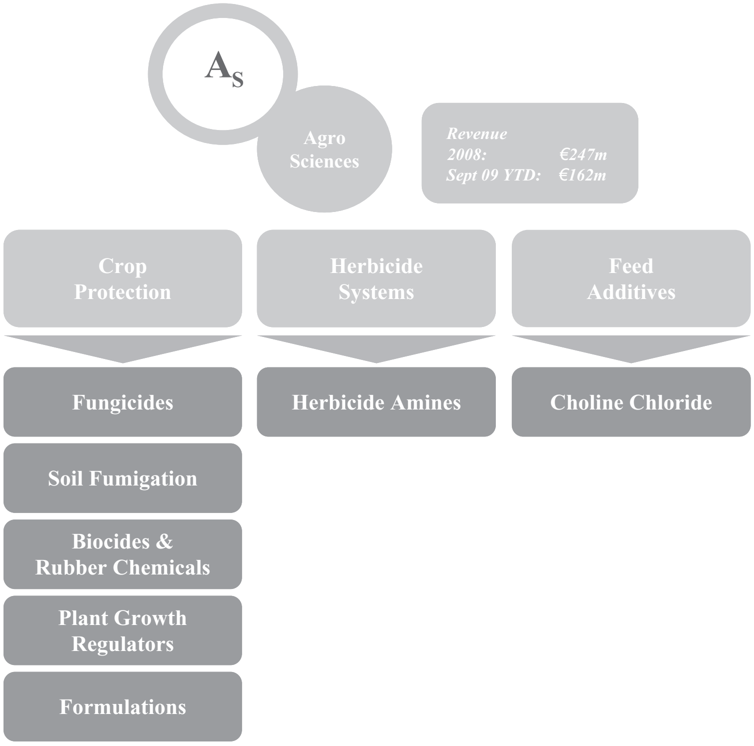
Performance Products

Our performance products business unit is the smallest business unit in our Functional Chemicals division. The business unit has three product lines: coatings and metal working fluids, fuel additives, and polymer additives, of which the first is the largest, by a significant margin. The fuel additives line produces specialty additives used to enhance the properties of fuel and polymer additives are special additives used to enhance the properties of plastics. Both the polymer additives and fuel additives product lines are in the early stages of development.

Coating and Metal Working Fluids

Our coatings and metal working fluids product line includes additives and ingredients used by downstream manufacturers to enhance the performance of coatings (for example, enhancing bio-stability, reducing odour and improving pigment dispersion) and metal working fluids (for example, by reducing corrosion and staining). We currently produce these products only in the United States, and accordingly the key market for our performance products is North America. The customer base for these products is relatively concentrated, despite the North American market being relatively fragmented, and comprises both large and small paint and coatings enterprises. We have several significant competitors, which produce a range of competing additives. Because of environmental and health concerns and increasing regulatory oversight, demand for products containing VOCs is declining. Our coatings products are largely or completely free of VOCs, and thus offer a preferable alternative from an environmental and health perspective. We have strong market positions in low or zero VOC products in North America, despite the fact that there are numerous alternate products available, and demand for our coatings products is expected to grow above North American GDP as a result of our environmentally-friendly products. We expect to see significant growth in demand for our branded products in Europe and Asia, although starting from a low sales basis.

Agro Sciences



Our Agro Sciences division had total revenues and EBITDA of € 247.2 million and € 33.5 million, respectively, in the year ended December 31, 2008, and € 162.4 million and € 31.7 million, respectively, in the nine months ended September 30, 2009. The division produces alkylamines and alkylamine derivatives for use in agricultural applications. Agro Sciences is organised into business units that reflect the end-uses in which our products are employed: Crop Protection; Herbicide Systems; and Feed Additives. Demand for our Agro Sciences products is generally increasing as a result of growth in world population, coupled with the growing scarcity of arable land, which means crop protection products and feed additives are increasingly important. Advances in the bio-engineering of crops are also contributing to increased demand for some of our products.

Within the wider alkylamines industry, crop protection and feed additive products account for just under one-fourth of global consumption by volume (2007 data – source: SRI – Alkylamines (C_1-C_6) report, November 2008). Compared to the rest of the industry, products produced by our Crop Protection and Feed Additive business units make up a greater proportion of our total production by volume.

We hold leading positions in niche markets in many of our Agro Sciences product lines. One of the key issues facing producers of agricultural products is the need to obtain and maintain product registrations from health and environmental authorities in order to be permitted to use and sell such products. In many of our product lines, we are one of a small number of main producers holding the relevant registrations. In addition, registrations held by our customers in many cases depend on products we supply. Where this is the case, barriers to entry are high and our competitive position is especially strong. Moreover, we believe that we have established a reputation for advanced know-how and strict quality control in our Agro Sciences business, which has contributed to the loyalty of our customer base.

The table below provides an overview of the Agro Sciences division and its constituent business units and product lines:

End-Use	Key Products	Production	Primary Applications	Market Position
Crop Protection				
Fungicides (Foliar and Seed Treatment)	Thiram Ziram Ferbam Flowsan® FS	Ghent	Contact fungicides for scab, altenaria, phytophtora, and stemphylium Crops include pome fruit, stone fruit, berries, bananas, and other tropical crops Seed treatment on corn, cereals, vegetables, rape seed oil, sunflowers, soybeans, etc.	Global number one producer of Thiram[(1)] Significantly the largest producer of Thiram, Ziram and Ferbam in Europe
Soil Fumigation	Metam Sodium Metam Potassium	Ghent	Soil fumigation/ sterilisation for carrots, tomatoes, salad, melons, potatoes, and cucumbers	Global number two producer of Metam[(1)] Strong market positions in both Europe and North America with very few competitors
Formulations	Granuflo® Formulation technology (WDG, SL, SG, SC)	Ghent	Formulation of crop protection products of third party ingredients as Water Dispersible Granule	Have developed technology now accessed by others through tolling agreements
Plant Growth Regulators	Chlormequat chloride Belcocel Granuflo®	Ghent Leuna	Strengthening and shortening plant stems Stimulated development of plants' root systems for increased yields Crops include cereals (wheat, rye, barley, etc.), cotton and ornamentals	One of three major players in Europe
Biocide and Rubber Chemicals	SDDC Thiram Ziram	Ghent Pace	Biocide in the paper, sugar, and leather industry Vulcanisation agents for rubber for applications such as tires, carpets, rugs, etc	Global number one producer of Thiram[(1)] Strong European market position

End-Use	Key Products	Production	Primary Applications	Market Position
Herbicide Systems				
Herbicide Amines	MIPA MEA DNPA Adjuvants Surfactants	Ghent St. Gabriel Camaçari	Glyphosate formulation Atrazine Trifluraline	Global number one producer of MIPA and MEA(1) Global market share of approximately 60%(1) Highly flexible manufacturing capabilities Only producer of MIPA in Latin America Increasing competition from Chinese players
Feed Additives				
Choline Chloride	Choline chloride Taminizer®C	Ghent Fengxian Yixing	Cell wall building and maintenance Fat metabolism in the liver Nerve impulse transmission Methyl donor	Global number two, producer of choline chloride(1) One of only three players in liquid choline chloride in the European market (alongside Balchem and BASF)

(1) 2007 Arthur D. Little report estimates, by volume.

Crop Protection

Our Crop Protection business unit is the largest in our Agro Sciences division. The business unit includes five product lines: fungicides; soil fumigation; formulations; plant growth regulators; and biocide and rubber chemicals. These product lines produce methylamine derivative products designed to increase the yields and improve the longevity of crops.

Fungicides

Our fungicide line produces three end-products for use as foliar fungicides or seed treatment agents: Thiram, Ziram and Ferbam. The key market for these products is Europe, where we are by far the largest producer of Ziram and Thiram, the latter of which we are the leading global producer, by volume (2007 estimate – source: Arthur D. Little report). We sell fungicides to large multinationals, which resell them under their own brands, as well as to national distributors of leading crop protection companies, which sell them under Taminco's brand names. These products have a broad range of applications for many different crops, and a long track record in the market. Over time, our fungicides have faced competition from more selective fungicides, developed for use against a narrower range of diseases. As disease resistance to these more specialised products has increased, the need for effective alternatives has enabled our fungicides to gain additional market share. We are currently exploring new "non-residue" applications for our fungicides in crops with skins that are not consumed (for example, bananas). These products are also used to protect plant seeds from soil fungal disease during the early germination phase, which is achieved by coating the seed with a special form of the fungicide before planting. The market for this product line is expected to grow broadly in line with the expected growth rate for the global crop protection market of 4.1% per annum (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Soil Fumigation

Our soil fumigation product line comprises two active ingredients, metam sodium and metam potassium, which are used prior to planting or sowing to clean soil of bacteria, weed seeds and nematodes, primarily in connection with growing high value fruit and vegetable crops (for example, strawberries). The key markets for these products are Europe and North America. We sell soil fumigation products to a broad range of customers, both directly and through distributors of leading crop protection companies. We face a relatively limited range of competitors, two in Europe, Lainco and FMC Foret, and two large producers in North America, TKI and Amvac. We are the second-largest global producer, by volume, of metam (2007 estimate – source: Arthur D. Little report). Our market position in both Europe and North America is therefore strong. We currently sell our soil fumigation products in Europe under temporary product registrations, which extend to 2014, and are in the process of seeking extensions for a further ten years. Demand for our soil fumigation products is expected to grow in line with the expected growth rate for the global crop protection market of 4.1% per annum (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Formulations

Our formulations product line produces free formulation Water Dispersible Granules (**WDG**), a specific dust that we use to formulate third-parties' active ingredients. Each of the regions in which we operate is a key market for our formulations products, which are shipped around the world from our production facilities in Ghent. Our customer base is highly concentrated and comprises crop protection companies seeking high-quality formulation capacity. We compete with a limited number of large formulations producers, as well as a broader range of manufacturers who have a lower capacity and less advanced technology than ours. We have developed our own technology and allow crop protection companies to access it through tolling agreements. Demand for our products is driven by the limited number of large companies willing to enter into tolling agreements, which has shifted volumes in our favour as manufacturers seek a technologically-advanced player with the capacity to provide high volumes of product that is willing to share its resources through tolling arrangements. Demand for our formulations products is expected to grow in line with the expected growth rate for the global crop protection market of 4.1% per annum (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Plant Growth Regulators

Our plant growth regulators product line comprises products (such as chlormequat chloride formulations) that regulate plant hormones to strengthen root systems and stems in cereals. The key market for these products is Europe, where we have a strong position. Our customer base is concentrated and comprises major crop protection companies. Competition is similarly concentrated, with only two other companies (BASF and Nufarm) holding significant market positions. We participate in an industry group (the European Task Force) whose members share the costs and benefits of obtaining product registrations in this area. Demand for plant growth regulators is expected to grow above the expected growth rate for the general crop protection market of 4.1% per annum due to an increase in the development of specialty formulations (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Biocide and Rubber Chemicals

Our biocides are used in industrial water treatment processes to protect products (for example, sugar and paper) from bacterial erosion. Our rubber chemicals are products used in niche plastics or rubber markets, for example, vulcanisation accelerators used to solidify rubber on a molecular level. These products are combined within our crop protection business unit because of their chemical similarities with other products in this portfolio. The key market for our biocide and rubber chemicals products is Europe. We sell biocides primarily to a relatively concentrated customer group which comprises companies that provide industrial water treatment services to large manufacturers. We have relatively few competitors, and product registrations significantly support our strong competitive position. We are the leading global producer, by volume, of Thiram, a key product in the biocides and rubber chemicals group (2007 estimate – source: Arthur D. Little report). We sell rubber chemicals to a relatively concentrated group comprised of major rubber producers, for example, manufacturers of tyres and belts. Competition in this market consists primarily of imports from Asia. Following expected near-term recovery, demand for both biocides and rubber chemicals is expected to grow thereafter in line with European and North American GDP.

Herbicide Systems

Our Herbicide Systems business unit comprises one product line, herbicide amines, that manufactures two main products which are used in the formulation of major herbicides: MIPA, a key ingredient in glyphosate, and the largest product in this product line, and MEA, a key ingredient in atrazine. We are the leading global producer by volume of both of these products and have a global market share by volume of approximately 60% (2007 estimate – source: Arthur D. Little report) with only one primary competitor. The key markets for our herbicide amines products are North America and Latin America, each of which accounts for about half of our revenues in this product line. The market for MIPA in North America is highly concentrated, comprising large crop protection companies. We sell all of the MEA we produce to one such company, with whom we have a long-standing relationship, and whom we supply by pipeline at a facility neighbouring our St. Gabriel plant. We compete with only one other major supplier of these products, U.S. Amines, and to a lesser extent with the increasing Chinese presence in the glyphosate market, although high transportation costs mean their geographic reach is mainly limited to Asia. Another large manufacturer, Oxea, mainly produces out of Europe. Our large and highly flexible manufacturing capabilities allow us to serve our customers in a timely manner and accommodate seasonal demand effectively, despite the short growing season. Although alternatives to these products are available, our customers would be required to seek re-registration of the herbicides they produce in order to effect a substitution. For all of these reasons, our competitive position in the North American market is very strong. In Latin America, we are the only producer of MIPA and MEA, producing these products in our plant at Camaçari, Brazil, although we face significant competition from Asian imports. Our customer base comprises local affiliates of major international crop companies, or local formulators. Demand for our herbicide amines products is growing, as a result of an increase in demand for glyphosate, one of the few herbicides compatible with bio-engineered crops. Despite a sharp decline in 2009 inventories, we expect strong near-term recovery, with growth thereafter expected to be in line with the expected growth rate of 4.1% per annum for the global crop protection market (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008). In the long term, the risk of reformulation of MIPA could result in lower growth, but this risk is mitigated by the adoption of low-tillage farming techniques due to high fuel prices.

Feed Additives

Our business unit is the smallest in our Agro Sciences division. Feed additives comprises one product line, choline chloride, that manufactures this methylamine derivative also known as vitamin B4. Choline chloride is chiefly used in poultry feed to permit better feed conversion and therefore reduce costs, although it is also incorporated in swine, aqua (fish), and pet feed. We operate primarily in Europe, where our only competitors are Balchem and BASF. We are the second-largest producer of choline chloride by volume (2007 estimate – source Arthur D. Little report). Our European customer base comprises a number of major integrated meat companies that purchase choline chloride in liquid form and spray it directly onto poultry and swine feed. In Asia, where our position is growing through our existing facilities, our customers are primarily small, specialised feed mills, to whom we sell choline chloride applied to a carrier (typically corn cobs). Our competitors include a large number of local producers. The demand for our choline chloride is expected to grow in line with the expected growth rate of 4.6% per annum for the global choline chloride market, driven by increasing demand for poultry as it forms a growing part of the diet in emerging economies (estimate of 2007-2012 growth rates – source: SRI – Alkylamines (C_1-C_6) report, November 2008).

Our Operations

Research and Product Development

In addition to growing through acquisitions, we have also experienced sustained organic growth in terms of both revenues and EBITDA in the recent past. We have historically focused on process development in particular, but will also be focusing on product development going forward.

Research

Our R&D department focuses on improving existing processes, technology platforms, energy efficiency, debottlenecking and market know-how. It was inaugurated in 2005 and has a well-equipped lab and pilot unit (a high pressure lab that mimics plant conditions at lab scale) and 35 full-time employees (PhDs, lab and pilot technicians and business developers) located in Ghent. We pursue R&D on a stand-alone basis, but have also partnered with the veterinary department of the University of Ghent for research on new feed additives and with the University of Leuven for research on new catalysts. We also have partnerships with the University of Prague and the University of Rostock. In 2006, 2007 and 2008, our R&D budget amounted to approximately € 4.2 million,

€ 3.9 million and € 4.7 million, respectively. R&D expenditure in the Functional Chemicals and Agro Sciences divisions is relatively equal.

Past achievements of the department include the development of processes allowing for a choice between the use of either isopropanol or acetone in MIPA production. We also changed our Thiram production process into an oxygen-based, low-waste process and we remain the sole producer in the world to use this production methodology. To date, the department has focused closely on water and gas treatment, feed additives and solvents and, most recently, on energy initiatives that have generated approximately € 4 million in energy savings per annum. Examples include the world's most efficient, fourth-generation methylamine plant on which we began work in 2008 at Ghent, leading to a 50% primary energy savings (in comparison with the previous unit) and a reduction in carbon dioxide emissions of 15kt per annum, as well as a new cogeneration unit based on gas turbine technology inaugurated in November 2009 that will lead to energy savings and a reduction in carbon dioxide emissions of 16kt per annum.

Product Development

The product development group is responsible for the development of both new and existing products. The group also provides valuable market, product and competitor intelligence to assist us in making strategic acquisitions. The team works in close cooperation with the marketing, production and engineering departments to align the objectives of product development with our general business objectives. Every new project is assigned a steering committee which includes representatives from each of these departments and adopts a goal-oriented approach to product development. The average timeline for product development, from conception to execution, is three to five years.

Past achievements include a new zero-VOC alkylamine additive, Vantex® T, which allows paint manufacturers to formulate high-quality, low VOC paints, having virtually no odour; the Banguard®42 SC fungicide used as an aerial spray to control certain banana diseases; and the new feed additive Taminzer®C, a new version of dry choline chloride that is very highly concentrated, leading to transportation cost savings, and that has a unique micro-granular structure that allows it to mix well with other components in the premix. The development pipeline currently includes projects within each division. Within Functional Chemicals, we are focused on the development of green solvents from renewable raw materials; new alkylamine-based surfactants; and new, enhanced performance molecules for gas sweetening. Within Agro Sciences, we are focused on plant physiologics: the development of triggering systems that activate a plant's endogenous defence mechanism towards diseases (curative) or stimulate the plant's strength (preventive) so that it becomes less vulnerable to pests, drought stress, salinity and other extreme weather conditions. Our other area of focus is pre- and post-harvest management: improvement of the conservation of crops to overcome yield losses due to exposure to adverse weather conditions (pre-harvest), and the interruption of natural ripening or decaying processes by either a physical barrier or by triggering the reverse mechanisms of the plant (post-harvest).

Intellectual Property

We protect our intellectual property through patents. We currently have 27 registered patents, covering production processes for fatty alkylamines and specialty alkylamine applications in coatings and metal working fluids, as well as new formulations for plant protection, plant biomodulators, and feed additives. We have developed some of this intellectual property internally, and have also added to our intellectual property portfolio through the Air Products, Arkema and Mandops acquisitions. Our intellectual property is focused on the protection of new products and applications, rather than the protection of process developments. While we have made significant advances in process development, we generally chose not to patent these processes as we would prefer to keep this know-how to ourselves, rather than educate our competitors through patent publications, particularly since the enforcement of process patents is difficult. The technologies in the R&D pipeline constitute significant innovations and we strive to protect them all with patents. We currently have seven pending patents, relating to products still in the development phase, including plant protection agents and feed additive products. We also have patents pending on products and applications that are already on the market, such as specialty higher alkylamines and monoisopropylamine. We have pending intellectual property registrations in the United States, Canada, Brazil, Mexico, Japan, China, Korea and the European Union. In cases where we collaborate with universities, we have contracts in place which will give us full ownership of the intellectual property, in exchange for a fixed amount of royalties, and other compensation. In addition to patents, we have over 60 trademarked brand names and logos, including the Taminco Molecules brand name and logo as well as names for individual products such as Amietol, Granuflo, Metam CL, and Metam KLR, Taminizer and Ziram Granuflo.

Environmental and Health and Safety Matters

Environmental Performance

Like other alkylamines manufacturers, our operations are subject to increasingly stringent environmental laws and regulations, including those governing air emissions; water supply, use and discharges; the use, management, storage and disposal of waste and other materials; and the investigation and remediation of contaminated land. In order to comply with these regulations, we identify, monitor and manage environmental risks arising from our operations and have formal site environmental management systems externally certified to ISO 9001 or ISO 9002 to ensure appropriate focus and integration of environmental issues in our business. We maintain the highest standard of care and employ adequate staffing on all of our global sites to properly dispose of waste. Our solid waste is stored in dedicated storage areas before being recycled or removed by duly licensed waste management companies, waste gases are incinerated in licensed facilities and wastewater is collected and discharged after treatment into the sewage system in accordance with local laws. Our sites are regularly audited and inspected by governmental bodies in each of the jurisdictions in which we operate, and each of our material subsidiaries has up-to-date environmental operating permits or licences.

In addition to complying with regulatory obligations, we have undertaken several initiatives to further enhance our environmental performance. We have underwritten the chemical industry's Responsible Care Commitment, through which we have committed to improve our production processes in terms of energy efficiency, water usage, air emissions and land preservation. Our Ghent plant is also party to an energy benchmarking covenant, through which we have reduced our sulphur dioxide emissions by reducing the amount of steam we generate from heavy fuel, and have also reduced our carbon dioxide emissions. In 2008, we launched T-CARE, a sustainable development programme, founded on the belief that long-term profitable growth goes hand in hand with social responsibility and care for the environment in particular. At many of our sites we have odour-reduction initiatives, and our sites have demonstrated significant improvement in terms of numbers of odour complaints made by our neighbours, particularly at our Pace plant in the United States.

We expect capital expenditure for environmental issues in the near term to be allocated to the migration of our waste incinerator emissions monitoring from paper to electronic form, and compliance with a new wastewater regulation at our plant in Ghent. We do not foresee any substantial upcoming future liabilities, including those potentially associated with the closing of our plant at Riverview, since Arkema has retained liability for the site and we have not incurred any liability during our occupation of the plant. Our environmental provisions cover the costs associated with any known licence requirements relating to remediation, and our environmental capital expenditure plans cover the costs associated with known licence requirements relating to plant improvements. Historically, we have not encountered any difficulty in obtaining these permits. Going forward we estimate that we will spend between € 500,000 and € 700,000 per annum in capital expenditures for environmental matters.

Health and Safety

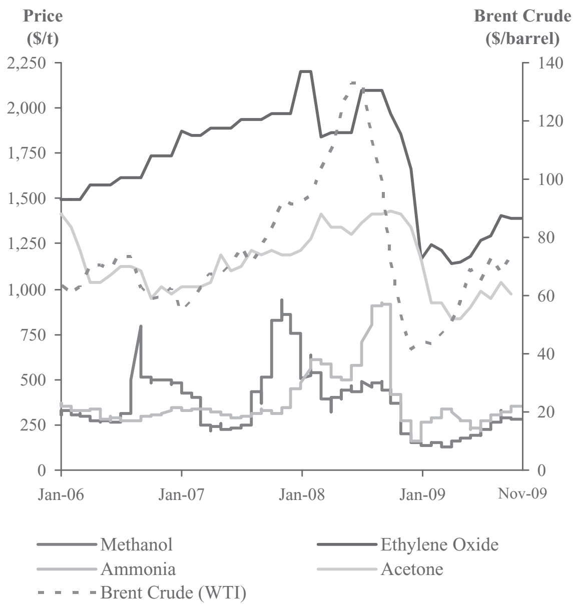
We are committed to manufacturing safe products and achieving an incident-free workplace. Our Quality, Safety, Health and Environment department specialises in the heath and safety aspects of our production of quality products. To protect employees, we have established health and safety policies, programmes and processes at all our sites, including the creation of a global best practice exchange programme that seeks to optimise our safety policies and procedures. Our safety management is founded on intrinsically-safe design of production processes, governed by hazard and operability analysis (HAZOP) and layer of protection analysis (LOPA) techniques to analyse safety hazards in the operation of chemical plants. Likewise, all process changes are governed by "management of change" procedures which are based on guidelines to manage mechanical or operational changes in chemical plants. An external audit is performed at each of our plants on a yearly basis, in accordance with local health and safety standards. In addition, we have an internal audit system, with a committee that reports on health and safety issues on a monthly basis in each of our plants. These efforts have resulted in a significant improvement in injury statistics in recent years. During the past three years, no work accidents occurred that caused long-term disability.

Raw Materials and Consumables

Our key raw materials are methanol, ethylene oxide, ammonia, and acetone, which we each represent approximately 10% of our net operating expenses. Our top ten raw materials account for approximately one-half of our total operating expenses. The main raw materials required for the production of methylamines and higher alkylamines are ammonia, methanol, and acetone. The key raw materials used in the production of derivative products include ethylene oxide, acrylonitrile and acetic acid, in combination with methylamines and higher alkylamines. All of our main raw materials are readily available commodity chemicals and we purchase them in relatively low volumes compared to total global capacity. We have a secure supply of key raw materials, which are provided by truck, railcar, barge and pipeline from a relatively limited number of suppliers. Our key sources of energy are electricity, steam and natural gas, which account for 10% of total operating expenses. Our business is energy-intensive and is dependent on a reliable energy supply. All of our energy is readily available and supplied by local producers. For information on how raw material and energy costs influence our results of operations, see "Operating and Financial Review and Prospects — Significant Factors Affecting Our Results of Operations — Raw Materials and Consumables".

The graph below indicates the top four raw materials pricing evolution from January 2006 to November 2009 (source: Datastream, ICIS and CMAI):

Top 4 Raw Materials Pricing Evolution



Our Production Facilities

We have seven plants worldwide dedicated to the production of alkylamines and derivatives, comprising two large facilities in each of Europe (Ghent, Belgium and Leuna, Germany) and the United States (Pace, Florida and St. Gabriel, Louisiana), with smaller facilities in Asia (Fengxian and Yixing, China) and Latin America (Camaçari, Brazil). We have a total annual global production capacity of approximately 1,158kt, with capacity in Europe, North America, Latin America and Asia at 697kt, 405kt, 35kt and 21kt, respectively. Each plant is a large complex, housing alkylamine processing areas (open air chemical production units), storage tank farms, loading areas, wastewater treatment units, a control room and administrative unit, and rail and road infrastructure. On average, our largest plants in Ghent and Pace produce more than 200 tonnes of product a day.

A key element of our strategy is the integrated production model, which has a number of elements through which methylamines and higher alkylamines manufactured in a given plant are used within the same facility as a raw material in manufacturing derivatives. This enables us to lower costs through heat and steam recycling within the facilities and to direct resources to the manufacture of those derivatives for which demand is highest. Currently, Ghent is our most integrated plant, producing both methylamines and methylamine derivative products. Our remaining plants are not yet fully integrated but our aim is to increase integration in the future. The St. Gabriel plant is at the forefront of this development and is due to manufacture three derivative products (AAA, DEAE and DEHA) in addition to alkylamines by 2010. Generally, our plants are designed and equipped as stand-alone facilities, sourcing raw materials and supplying customers within the regions in which they are located. This is a reflection of the nature of methylamines, which are volatile substances requiring special care and high costs to transport. Our total logistics cost represents approximately 10% of revenue, with the overall equivalent average transport cost being around 100 €/Mt. Our plants are strategically located near ports or within existing chemical complexes to facilitate the supply of raw materials and the transportation of approximately 600kt of product per annum to customers via road (45%), rail (30%), sea (20%) and pipeline (5%). Over time, we have built significant logistical expertise, transporting 150 different products (from bulk gaseous alkylamines to liquids, to packed materials) to 85 different countries.

Our plants are described below:

Europe

- *Ghent:* Our Ghent site, located near Ghent, Belgium, is one of the most integrated methylamine and derivatives facilities in the world. It was built in 1963 but was updated in 2008 and the methylamine unit is believed to be one of the lowest cost facilities of its type in the world. The plant has an insured value of € 160 million. We own the site at Ghent, which was formerly owned by UCB. The plant has a total annual production capacity of 507kt. It has a methylamine production capacity of 84kt per annum, making it our third-largest methylamine facility. The Ghent plant has a total derivatives production capacity of 423kt per annum and produces the following derivative products: Amietols® M21 and M12, tertiary alkylamines (DIMLA and DMAPA), amide aprotic solvents DMAc and NMP and choline chloride. With the exception of the performance products, the output from our Ghent plant is sold directly to other producers of alkylamine derivative products and through each one of our business units to manufacturers of end-use products in Europe and the rest of the world. Ghent sources its key raw materials, methanol, ammonia, and ethylene oxide, by railcar, barge and truck from suppliers in continental Europe. The site has an ISO 9001 certification. Ghent has 336 permanent employees and is managed by Paulo de Tarso, an engineer with 18 years' experience in operations.

- *Leuna:* Our Leuna site, located within the Leuna Chemicals Complex, is a methylamines and derivatives facility, and was built in 1932, with further upgrades completed upon our acquisition of the facility from Truehand in 1993. We own the site at Leuna which has a total annual production capacity of 190kt. The Leuna plant has a total derivatives production capacity of 100kt per annum. It has a total methylamine production capacity of 90kt per annum, making it our second-largest methylamine facility. The Leuna plant produces amide aprotic solvents and DMF, among other products. The output from our Leuna plant is sold directly to other producers of alkylamine derivative products and through the Amines and Solvents and Specialty Derivatives units, to manufacturers of end-use products in Europe. Leuna sources its key raw materials by pipeline. The Leuna site, which has an ISO 9000 certification, has 71 permanent employees and is managed by Roel Frere, who took that position on July 1, 2007.

North America

- *St. Gabriel*: Our St. Gabriel site on the Mississippi River near Baton Rouge, Louisiana is a 165 acre higher alkylamine facility, built in 1976. We acquired the St. Gabriel site in 2006 as part of our acquisition of Air Products' alkylamines business. The plant has a total annual production capacity of 240kt, including a planned 100kt capacity expansion for derivatives (AAA and DEHA) due to be operational in the first quarter of 2010, as production capability from our decommissioned Riverview plant is migrated to St. Gabriel, a process which is in an advanced stage. It has a total higher alkylamine capacity of 140kt per annum, making it the world's largest higher alkylamine facility. With the capacity expansion as a result of the transfer of production capabilities from Riverview, the plant is expected to have a derivative capacity of 100kt per annum. The St. Gabriel plant currently produces ethylamines (MEA, DEA, TEA), MIPA and DIPA and is capable of running two production lines continuously. The output from our St. Gabriel plant is sold directly to other producers of alkylamine derivative products and through the Specialty Derivatives and Herbicide Systems units to manufacturers of end-use products in the United States. A key customer is located next to the plant and is supplied by pipeline from the site. St. Gabriel sources its raw materials by railcar and pipeline. The site, which has an ISO 9002 certification, has 63 permanent employees and is managed by Mitch Corona, an engineer with 31 years' experience in plant operations.

- *Pace:* Our Pace site near Pensacola, Florida, located within a 1,500 acre chemicals complex on Escambia Bay, was built in 1962 with an additional line added in 1998, and is a higher alkylamine, methylamine and methylamine derivatives facility. We acquired the site in 2006 as part of our acquisition of Air Products' alkylamines business. The plant has a total annual production capacity of 165kt. It is the world's largest methylamine facility, with a total production capacity of 140kt per annum and houses our third-largest higher alkylamine facility, built in 1964, with a production capacity of 25kt per annum. The Pace plant produces butylamines and n-propylamines. The output from our Pace plant is sold directly to other producers of alkylamine derivative products and through the Biocide and Rubber Chemicals business unit to manufacturers of end-use products in the United States. Pace sources its key raw materials by railcar and truck. We own the facility at Pace, but the land is leased from Air Products. Pace, which has an ISO 9002 certification, has 72 permanent employees and is managed by Dwane Brumfield, an engineer with 13 years experience operations and plant management.

- *Riverview:* Our Riverview site near Detroit, Michigan is a methylamines and higher alkylamines facility, acquired in 2007 from Arkema. The facility is due to be decommissioned by 2010, with equipment to be transferred to our St. Gabriel plant. Environmental liability for this plant will remain with the former owner, from whom we were leasing it.

Latin America

- *Camaçari:* Our Camaçari site in Bahia, Brazil is a higher alkylamine facility, built in 1985 and located within Latin America's largest chemical complex. We acquired the Camaçari plant in 2006 as part of our acquisition of Air Products (Americas). The plant has a total higher alkylamine capacity of 35kt per annum, making it our second-largest higher alkylamine facility. It is the only higher alkylamine plant in Latin America. The Camaçari plant has production capabilities for ethylamines, MIPA n-propylamines, butylamines and cyclohexylamines. The output from our Camaçari plant is sold through the Herbicide Amines unit to manufacturers of end-use products in Latin America. Camaçari sources its key raw materials by pipeline from neighbouring facilities within the chemical complex. The site has an ISO 9001 certification, and 52 permanent employees and is managed by Henrique Britto, an engineer with six years' experience in plant management.

Asia

- *Fengxian:* Our site in the Fengxian district of China, near Shanghai, formulates choline chloride and was built in 1990. It is our first facility in China, purchased in 1994 from a local company. The Fengxian site has total choline chloride capacity of 6kt per annum. The output from our Fengxian plant is sold through the Feed Additives business unit to manufacturers of end-use products in China. We own the facility at Fengxian, but the land is subject to a land use rights grant from the government. The site, which has an ISO 9001 certification, has 38 permanent employees.

- *Yixing:* Taminco Yixing, located in Yixing City in Jiangsu Province, China, is a joint venture with Yixing Linjn Plastic factory, a local company controlled by the Guanlin township of Yixing City, which has 32.5% control. We acquired our 67.5% share of control from Akzo in 2007. The site produces choline chloride in liquid and carrier form and has a capacity of 15kt per annum. The output from our Yixing plant is sold to Chinese manufacturers of end-use products. Yixing sources all of its raw materials including its key raw material, TMA, from the local market. We own the facility at Yixing City, but the land is subject to a land use rights grant from the government. The site, which has an ISO 9001 certification, has 62 permanent employees.

Marketing and Sales

We manufacture a niche product range designed for targeted customers in the industrial and agricultural chemical sectors. Our business is organised into business units focused on a particular end-use to cater directly to existing customers and easily identify new opportunities to expand. At September 30, 2009, our specialised sales force comprised 31 sales people in 16 countries and 17 sales offices, each with individual responsibility for a particular end-use sector or region in which we operate and the customers within those sectors or regions. The sales force closely monitors market appetite for our products and relays the information to the Global Marketing Manager, who acts as an intermediate between the sales force and our R&D department. The Global Marketing Manager tracks market trends and identifies new opportunities, and then communicates his findings to two key persons: the Regional Product Manager, who adjusts production of products that are in high demand to ensure a consistent supply and finds new uses for existing products, and the Global Business Developer who adjusts or develops formulations to match newly identified uses or opportunities for our products. In this manner, the Global Marketing Manager directs the sales force and also communicates new opportunities to the R&D and engineering departments to focus research and adjust formulations in the manufacture of products.

Our customers are typically producers of derivative products that require alkylamines, or producers of end products that require alkylamine derivatives. In 2009, our top one, top ten and top 110 customers accounted for approximately 6%, 35% and 80% of revenues, respectively. The majority of our top ten customers have contracts with more than one business unit, and all have multiple contracts for different products. Our revenues are generally booked through contracts with an average duration of two to five years. Risk of customer concentration is mitigated by the fact that none of our customers accounts for more than 6% of sales; supply capacity in many of our products is concentrated; our focus on providing a niche product range reduces pricing pressure; and the cost to customers of switching suppliers can be high as changing an ingredient requires re-registration of the product or a significant increase in transportation costs where, for example, a customer is currently supplied directly by pipeline. Our competitive positioning is reflected in our track record of maintaining unit gross profits. To optimise our position, we are currently implementing the Pricing Excellence Initiative, commenced in 2006, which focuses on the renewal of major sales agreements on favourable terms.

Insurance

We have obtained insurance for our operations that we believe is broadly in line with that of similar companies in the industry and exceeds our legal requirements to carry insurance against certain limited risks. Through a number of international and local insurers, we maintain insurance policies that cover our liability for death or injury to employees, contamination and other environmental risks, losses relating to our assets, transportation of our products, certain aspects of business interruption and product and operational accountability. Our insurers visit our facilities on a regular basis to audit our installations and procedures. Over the last six years, our insurance premiums have decreased due to favourable insurance markets and appraisers' increasing understanding of our business. Our insurance is in full effect, with all due premiums paid. However, our insurance does not cover every potential risk associated with our business, as it is not possible for companies within the industry to obtain meaningful coverage at reasonable rates for certain types of environmental hazards. For more information, see "Risk Factors — Our operations are subject to operating hazards and natural disasters that may not be covered, or fully covered, by our insurance".

Information Technology

Our core critical business systems are Microsoft products (Server products, Office and Windows) and the Systems, Applications and Products (**SAP**) software used for our commercial activities, including sales and marketing, finance, purchasing, plant maintenance and reporting. The SAP software system provides full financial reporting and integration among the logistics processes across our global operations. Our plants in North America, Europe and Asia run on the SAP system. In Brazil, we currently operate on a different system, but plan to migrate to the SAP system in the near future. We currently have seven full-time, external SAP consultants on site at our plant in Ghent and strong internal know-how in each of our plants. Furthermore, we have taken appropriate measures to secure our systems and data by using market standard IT security capability. We have a centralised back-up data storage facility at our plant in Ghent, as well as business continuity plans. We have not had any significant IT problems in the past and where we have encountered difficulty, such as a downtime in the email system at the St. Gabriel facility following a hurricane, recovery has been smooth and rapid.

Legal Proceedings and Other Matters

We are not involved in any governmental, judicial, or arbitral proceeding, including any pending or threatened proceeding of which we are aware, that may have, or has had a significant effect on our financial position or profitability.

Material Contracts

Senior Facilities Agreement

Description of the Facilities

On August 31, 2007, in connection with the Selling Shareholder's acquisition of the Company, the Selling Shareholder, the Company and certain of its subsidiaries entered into the Senior Facilities Agreement. The Senior Facilities Agreement consists of four facilities, Facility A, Facility B, Facility C and Facility D, which terminate on August 31, 2014, August 31, 2015, August 31, 2016 and February 17, 2017, respectively, and the Revolving Credit Facility, which terminates on August 31, 2014. The Senior Credit Facility, which comprises Facility A, Facility B and Facility C, and the Revolving Credit Facility are available to the Selling Shareholder, the Company and certain of the Company's subsidiaries and Facility D is available only to the Selling Shareholder. In addition, the Senior Facilities Agreement provides for the possibility of establishing incremental facilities up to a maximum amount of € 100 million, which is subject to certain conditions.

Amendment Request

On October 20, 2009, the Selling Shareholder submitted the Senior Facilities Amendment Request to Rabobank, as Facility Agent, requesting that the lenders under the Senior Facilities Agreement approve certain amendments to its terms in view of the Offering, as detailed more fully under "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility". In addition, the Selling Shareholder requested the lenders' agreement that the Offering will not constitute a "change of control" as defined in the Senior Facilities Agreement. It is also expected that the Selling Shareholder will repay all amounts outstanding under Facility D and will resign as a borrower under the Senior Facilities Agreement, such that Facilities A, B and C and the Revolving Credit Facility will be only available to the Company and certain of its subsidiaries and Facility D will no longer be available. In consideration of their consent to the amendments contained in the Senior Facilities Amendment Request, on the Closing Date, each consenting lender will receive a consent fee of 0.25% of its commitments under the Senior Facilities Agreement. The description of the Senior Facilities Agreement provided below assumes that the amendments requested pursuant to the Senior Facilities Amendment Request have become effective.

Selected Terms

The interest rate payable on amounts borrowed under the Senior Facilities Agreement is equal to EURIBOR (for borrowings denominated in euro) or LIBOR (for borrowings denominated in U.S. dollars) plus a margin and mandatory costs. The margin in respect of Facility A, Facility B and the Revolving Credit Facility depends upon our consolidated leverage ratio, defined as consolidated total net debt divided by consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters. As at November 30, 2009, we had drawn € 217.5 million and U.S.$ 353.4 million under the Senior Credit Facility. The Revolving Credit Facility remains undrawn as at the date of this Prospectus. Following the completion of the Offering, we intend to repay at least € 25 million of the amounts drawn under the Senior Credit Facility from cash on our balance sheet prior to the completion of the Offering. In addition, we intend and to repay the amounts outstanding under the X/N Bonds in full (in the aggregate amount of € 120 million from the proceeds of the Primary Offering). This will enable the Selling Shareholder to use the proceeds of the X/N Bonds to repay all amounts outstanding under Facility D, in the aggregate amount of € 120 million.

The Senior Facilities Agreement contains certain financial covenants, including a covenant requiring us to maintain a specified consolidated leverage ratio and consolidated interest coverage ratio. Following the resignation of the Selling Shareholder, these covenants will be tested at the level of the Company:

- Leverage ratio (consolidated total net debt divided by consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement): no greater than 5.75:1 for the period ending September 30, 2010, 5.50:1 for the period ending September 30, 2011, 5.25:1 for the period ending September 30, 2012, and 5.00:1 for all periods thereafter. We intend to repay at least € 25 million of the amounts drawn under the Senior Credit Facility from cash on our balance sheet prior to the completion of the Offering. In addition, we intend to redeem the X/N Bonds issued to the Selling Shareholder in an aggregate amount of € 120 million. Accordingly, following the completion of the Offering and the application of the proceeds of the Primary Offering by the Company as described in "Use of Proceeds". Our consolidated leverage ratio based on pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters will be less than 3.00:1.

- Interest coverage ratio (consolidated pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, divided by consolidated total net cash interest expense): at least 2.25:1 for the period ending September 30, 2010, 2.50:1 for the period ending September 30, 2011, at least 2.75:1 for the period ending September 30, 2012, and at least 3.00:1 for all periods thereafter. Following the completion of the Offering and the application of the proceeds of the Primary Offering by the Company as described in "Use of Proceeds", our consolidated interest coverage ratio based on pro forma EBITDA, as calculated pursuant to the Senior Facilities Agreement, for the immediately preceding four financial quarters will be greater than 3.00:1.

The Senior Facilities Agreement contains certain other covenants, including covenants restricting the level of our capital expenditure and our ability to acquire, merge with or enter into joint ventures with other companies and dispose of assets and covenants limiting our ability to pay dividends. These covenants are described more fully in "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility". The Senior Facilities Agreement is guaranteed by certain of our Belgian, German and U.S. subsidiaries, including Taminco NV, and secured by pledges of the shares of those subsidiaries. The Senior Facilities Agreement is also secured by pledges over certain bank accounts, receivables, equipment, inventory and other assets of the Group.

The Senior Facilities Agreement contains a provision providing for the repayment and cancellation of the Senior Credit Facility and the Revolving Credit Facility upon a change of control of the Company. A change of control is defined as any person or persons acting in concert, other than CVC Capital Partners or any funds managed by it; AlpInvest Partners 2007; or Stichting Management Taminco, owning more than 50% of the Shares or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise.

The Senior Facilities Agreement contains customary events of default and is governed by English law.

Non-recourse Factoring Facility Agreement

A non-recourse factoring facility agreement originally dated July 31, 2007 was entered into by Fortis Commercial Finance NV (**Fortis**) and Taminco NV (the **Non-recourse Factoring Facility Agreement**) in order to provide better security for the payment of all existing and future receivables of Taminco NV and to manage fluctuations in working capital. Under the terms of the agreement, Taminco NV, as client, assigned and transferred certain of its accounts receivable and the accounts receivable of its U.S. subsidiaries, Taminco Inc., Taminco Methylamines Inc. and Taminco Higher Amines Inc., to Fortis, as factor. The Non-recourse Factoring Facility does not apply to receivables in the Company's subsidiaries in Germany, Italy, China or Brazil. The costs associated with the Non-recourse Factoring Facility consist of two parts: a commission fee on the factored receivables and an interest charge on the amount drawn under the facility. The commission fee and interest charge for the nine-month period ended September 30, 2009 were € 643,000 and € 389,000, respectively. The Non-Recourse Factoring Facility is committed until August 14, 2011, with a provision for indefinite extension and a notice period prior to termination of one year. Fortis undertook to administer and finance the assigned accounts receivable and provide cover for debtor insolvency risk for a factor commission. Financing was approved on 85% of the relevant outstanding accounts receivable with a maximum credit facility of € 100 million. Financing per debtor is limited to a maximum of 15% of the amount of approved outstanding accounts receivable on all debtors assigned to Fortis with the exception of certain agreed upon debtors, the financing for whom is limited to 30% of the amount of approved outstanding accounts receivable.

REGULATION

European Union Regulations

Industry and Product-Related Regulations

Chemicals Regulations — REACH

The use, manufacture and importing of chemicals is highly regulated in the European Union. On June 1, 2007, Regulation 1907/2006 concerning the Registration, Evaluation, Authorisation and Restriction of Chemicals (OJ L 396 of December 30, 2006, p. 1 *et seqq*., **REACH**) entered into force.

The REACH Regulation requires that chemical substances or preparations manufactured, imported or otherwise placed within the European Economic Area in quantities exceeding one t/y, be registered with the European Chemicals Agency (**ECHA**). Full registration requires the provision of comprehensive data on the identification, properties, uses, classification and labelling of the relevant substance, exposure scenarios and, for substances manufactured or imported in quantities exceeding ten t/y, a Chemical Safety Report. The registration process is aimed at generating data on chemicals and enhancing the safety of chemicals in their various uses within the European Union.

Manufacturers and importers of substances must obtain information on the substances they manufacture or import to assess the risks arising from their use and to ensure that risks are properly managed.

REACH provides for a registration process spread over 11 years. For so-called "phase-in substances" manufacturers could, depending on the quantity manufactured and its hazardous properties, extend the existing registration deadlines from November 30, 2008 to November 30, 2010, May 31, 2013 or June 2018, by way of a pre-registration. Phase-in substances are generally those substances listed in the European Inventory of Existing Chemical Substances.

For the use or sale of particularly unsafe substances, an Authorisation will be required. Manufacturing standards and the sale of certain substances with an unacceptable risk to health or the environment will be regulated E.U.-wide by a Restrictions procedure that may prohibit any of these activities, if necessary.

Crop Protection (Plant Protection Products) and Biocides

In the European Union, the July 15, 1991 Directive concerning the placing on the market of plant production products (the **PPPD**) distinguishes products that must be authorised by the individual Member States from the active substances for such products.

Member States may only authorise products that contain active substances listed in Annex I to the Directive. The decision to include an active substance in Annex I is made at the E.U. level (European Commission and Standing Committee on Plant Health). To enable the European Commission to review all existing active substances and decide on their inclusion in Annex I, the Directive organised a transition regime. Until 2008, the Member States were allowed to authorise products containing substances that were not yet included in Annex I to the Directive for a maximum of three years if they determined that the active substances and products posed no risk.

Individual authorisations for the manufacturing of PPPD-regulated substances are issued by the Member State of production, as is the case for our Ghent, Belgium facility.

Under Directive 98/8/EC of February 16, 1998, relating to the sale of biocide products (**BPD**), new active substances must be authorised by the European Union and inserted into Annex I or IA of the BPD. Existing active substances must be assessed before they can be inserted into Annex I or IA. Existing active substances will be notified in instances where producers and/or formulators of biocidal active substances intend to support those substances through the BPD's review programme for possible inclusion in Annex I or IA, and supporting companies must supply relevant information to the European Chemicals Bureau. Biocide products marketed within the notified product types can stay on the market until the active substances have been reviewed and a decision regarding whether or not they are to be included on Annex I or IA of the BPD has been made. Producers and formulators responsible for placing biocidal products on the market must apply for authorisation. Member States authorise biocidal products in accordance with the BPD. They may authorise only products containing active substances included in Annex I or IA of the BPD.

It is anticipated that the BPD will be replaced in the near future. On June 12, 2009, the European Commission adopted a proposed regulation concerning the placing on the market and use of biocide products. The proposed regulation aims to take into consideration the European chemicals legislation, such as REACH and Regulation 1272/2008 on the classification, labelling and packaging of substances and mixtures, and improve the functioning of the internal market in biocidal products while maintaining a high level of environment and human health protection. It builds on the two-tier authorisation of active substances and biocidal products and is currently scheduled to enter into force on January 1, 2013.

Environment, Health and Safety Regulations

Our manufacturing sites in Europe are subject to significant regulation regarding the operation of chemical plants and must comply with local Member States' rules implementing applicable European environmental directives.

Such directives have been adopted in the area of waste prevention and control, fire safety, protection against explosive hazards, storage and use of hazardous substances, air emissions, wastewater management, environmental liability, integrated permitting, noise and groundwater protection, amongst others. Member States typically have a certain degree of national authority to choose means of implementing an E.U. directive, though its timing and main purpose and objectives are binding upon the Member States. These E.U. directives set a common E.U.-wide standard of operation that, in some cases, may be made stricter by Member States' authorities. Other areas of law, especially contaminated land regulations, are largely a matter of domestic Member State law, with no, or scarce, E.U.-wide harmonisation, regarding permit-granting procedures or enforcement.

Permit Regimes

For the Belgian site, the Flemish Statute of June 28, 1985 on environmental permits (the **EPS**) imposes a comprehensive environmental permit system. The statute incorporates several, formerly separate, permit schemes into a single environmental permit system covering (i) the operation of commercial or industrial facilities, (ii) effluent discharge, (iii) waste storage and disposal; and (iv) groundwater threatening activities. Also, the EPS integrates permit requirements and operating conditions in line with (v) Directive 2008/1/EC of January 15, 2008 concerning integrated pollution prevention and control and (vi) the ETS Directive and the related permit requirements for greenhouse gas emission installations.

Under this regime, installations, workshops, appliances, production methods or products which are classified as hazardous, harmful or unhealthy may not be set up, operated, changed, transferred or used without an environmental permit. Permits may be granted for up to 20 years. Operating an activity without the required environmental permit, or in violation of the applicable operating conditions, may lead to criminal prosecution and administrative sanctions, such as an order to shut down the operation until non-compliance is rectified. In practice, sanctions are rare. When the authorities discover issues of non-compliance, they generally allow the breach to be remedied by an application for the required permit within a certain timeframe.

In Germany, the Federal Emissions Control Act (*Bundes-Immissionsschutzgesetz,* the **BImSchG**) provides a comprehensive system for the establishment, operation, alteration and supervision of listed installations, which may have a potentially detrimental impact on the environment. The BImSchG also details operating conditions and principles that must be complied with during the operation of the installations.

The German Water Management Act (*Wasserhaushaltsgesetz*), a framework statute, subjects bodies of water, i.e. groundwater or surface water, to a system of rules regulating use. The operator must ensure that no groundwater contamination will occur when producing chemicals.

Storage of Hazardous Substances

Our European facilities are subject to E.U. Member States' implementation of Directive 96/82/EC of December 9, 1996 relating to prevention and management of incidents in relation to use, manufacture and storage of hazardous substances, as amended by Directive 2003/105/EC (the **SEVESO II Directive**), as upper tier establishments.

"Upper tier establishments" companies are establishments in which dangerous substances are present in quantities which exceed threshold value determined in the SEVESO II Directive implementing rules. Those establishments must submit a notification to the relevant authority, establish a major accident prevention policy and a safety management system, submit a safety report and emergency plan to the relevant local authorities and prepare external emergency plans, which are subject to public consultation. Upper tier establishments are required to regularly test their internal and external emergency plans.

In Germany, the Ordinance on the Prevention of Major Accidents (*Störfallverordnung*) serves to protect human beings and the environment from negative effects which could eventually occur from major accidents involving hazardous substances. It applies to all sectors where hazardous substances are preserved and available in excess of a certain quantity threshold. Operators of installations, which fall within the scope of the ordinance, are obliged to develop and implement safety concepts and precautionary measures in order to prevent major accidents and to limit their consequences for human beings and the environment. The ordinance applies to plant operators which preserve hazardous substances in the quantities listed in its annex.

Fire Security and Explosion Hazard Rules

E.U. Directives 94/9/EC (**ATEX 95**) and 99/92/EC (**ATEX 137**) set minimum requirements for improving the safety and health protection of workers potentially at risk from explosives.

Under ATEX 137 rules, employers must ensure the health and safety of workers by taking all organisational and/or technical measures to prevent the formation of an explosive environment or, where the nature of the activity precludes this, to remove sources of ignition, and mitigate the detrimental effects of an explosion. Where necessary, these measures shall be combined and/or supplemented with measures to prevent the propagation of explosions. Essentially, hazardous areas are classified and allocated zone coding by July 1, 2006. Such areas need to be identified through an Explosion Protection Document certifying that explosion risks have been determined and assessed, hazardous areas have been classified into zones and appropriate signs displayed, workplace and work equipment designed, operated and maintained with due regard for safety, and that procedures are in place for the safe use of equipment.

ATEX observation and compliance is often part of the SEVESO II Directive inspections, and operators are generally awarded transition rules and times for preparing the zoning plan and for assessing any required follow-up plan to ensure protection against explosion hazard. Such measures do not necessarily include extensive modification works, but could be limited to screening and/or ventilating certain areas.

These rules have been implemented in Belgium under a set of Royal Decrees.

In Germany, these rules have been transformed into national law by the Ordinance on Explosion Prevention (*Elfte Verordnung zum Geräte- und Produktsicherheitsgesetz (Explosionsschutzverordnung)*) and the Ordinance on Operational Safety (*Betriebssicherheitsverordnung*).

Carbon Dioxide Reduction and Emissions Trading Rules

The European Union's implementation of the Kyoto Protocol's requirements regarding greenhouse gas emission reductions, consists of a wide variety of rules and regulations to reduce the European Union's carbon footprint in the area of energy efficiency regulations, carbon dioxide emissions allowances trading, renewable energy requirements and construction requirements for the energy efficiency of buildings. It also imposes certain energy efficiency requirements for energy using end-products.

The ETS Directive and the related Linking Directive, covers many installations in the chemicals sector by virtue of operating large combustion installations (20MW or over) such as boiler houses and generators. Operators of such an installation are required to monitor all emissions of carbon dioxide from the installation and to surrender allowances in respect of them.

Allocation of carbon dioxide allowances has been largely for free ("grandfathering") so far, through national authorities issuing National Allocations Plans.

The first phase of the ETS Directive ran from 2005 to 2007, and the current Phase II runs from 2008 to 2012, coinciding with the commitment period of the Kyoto Protocol, the existing international agreement on reducing emissions of greenhouse gases. The emission reduction commitments made in the Kyoto Protocol expire at the end of 2012, and international negotiations are underway to reach a new agreement.

In this context, the European Union has set an overall environmental target of a 20% reduction in greenhouse gas emissions by 2020, or a 30% reduction if an international agreement is reached under which other developed countries commit to comparable efforts. The changes to the ETS Directive for Phase III, and subsequent phases, are part of the European Union's climate and energy package, which is designed to help achieve these targets.

From 2013, the ETS Directive will cover more chemical installations as it is extended to new sector activities and gases such as releases of carbon dioxide from the production of bulk organic chemicals and releases of nitrous oxide from the production of nitric, adipic, glyoxal and glyoxylic acid.

In Phase III, free allocations will be more restricted and will be determined centrally by the European Commission rather than by individual Member States and the level of auctioning of allowances will significantly increase. The overall emissions cap will also decrease each year to reach a 21% cut in emissions by 2020 against 2005 levels and allocations of allowances will be determined by benchmarks based on the average performance of the 10% most efficient installations in a sector. As a result the cost of compliance may increase.

The number of free allowances allocated will depend partly on whether an installation falls within a sector which is deemed to be vulnerable to "carbon leakage", a phenomenon by which tighter regulation drives production out of Europe to countries where emissions of greenhouse gases are not constrained and production is therefore cheaper. The European Commission has released a draft Decision of the European Parliament and Council of a list of sectors and subsectors deemed to be exposed to a significant risk of carbon leakage, but it is not yet final and is subject to revision after the United Nations Climate Change Conference in Copenhagen that took place in December 2009. Those sectors deemed to be exposed to such risk will be eligible to receive a greater proportion of free allowances.

In Belgium, greenhouse gas permit requirements are integrated into the environmental permit regime. Greenhouse gas facilities must participate in the emissions trading scheme, and must submit annually emissions allowances covering their carbon dioxide emissions. In the Flemish region, emission allowances have been mostly granted/gathered for companies that produce carbon dioxide.

This Flemish Benchmarking Covenant has been drawn up for large energy-intensive industries from all industrial sectors. As a result of signing up to the covenant, we have committed to maintaining the energy efficiency of its process installations, or to bring itself in line with the best international standards by 2012, as appropriate, taking into account that the best standard will improve during the period leading up to that deadline. The "best international standards" are in principle defined as the standards of the top 10% most energy-efficient industries with comparable installations.

In implementing the ETS Directive, Germany enacted the Greenhouse Gas Emissions Trading Act (*Treibhausgas-Emissionshandelsgesetz,* **TEHG**). Each plant operator falling within the scope of the TEHG must monitor and annually report its carbon dioxide emissions to the relevant authority and must, by April 30 of each year, provide the relevant authority with a number of allowances that are equivalent to the actual carbon dioxide emissions emitted by the respective installation in the preceding year.

Soil and Groundwater Pollution

For the Belgian site, the Flemish Soil Clean-up Act of October 27, 1997 (**CUA**) introduces a comprehensive set of rules for the detection and treatment of soil and groundwater contamination in the Flemish Region.

The CUA establishes a system of registration of polluted soils and imposes an obligation on operators of certain activities to perform soil surveys at set intervals. To achieve this, the Flemish Government has issued a list of activities considered risky activities, i.e. activities potentially threatening soil and groundwater. They are usually referred to as "VLAREBO" activities and the sites affected are referred to as VLAREBO-sites.

The CUA makes an essential distinction between:

- The clean-up responsibility (i.e. an administrative obligation to (pre-) finance clean-up works, directed at a clean-up responsible party (**CRP**), irrespective of whether that party actually caused any pollution); and
- The ultimate (civil) liability (which is to be determined — for historical pollution — in accordance with the (civil) liability rules as they existed (and, arguably, as they were applied) before October 29, 1995).

If activities are carried out which require an environmental permit under the EPS, the CRP is the operator of the "site where the pollution originated from". If there is no such operator, the owner will be the CRP, unless the owner can prove that a third party effectively controls the land.

The CUA also makes an important distinction between new and/or historic contamination. Historic contamination is contamination that has been generated before the entry into force of the original CUA, i.e. October 29, 1995; new contamination is any contamination generated after that date. The CUA also distinguishes a category of "mixed" contamination, i.e. contamination generated both before and after the October 29, 1995; if the respective historic and new part of the contamination cannot be distinguished, then the rules concerning new contamination apply to mixed pollution.

Historically contaminated sites must only be remediated if it appears from a descriptive soil survey that the presence of the historic contamination poses a "serious threat to men and/or environment". In such a case, the waste agency is likely to accept a risk-based approach when assessing the seriousness of the threat related to the pollution and when determining remediation targets and scope. Usually only the actual source of the pollution which is likely to migrate off-site must be actively remediated; often the waste agency accepts monitoring or (risk) containment measures for other historical contamination.

If the pollution is new or mixed, clean-up will be required if it appears from a descriptive soil survey that the statutorily defined soil clean-up thresholds have been exceeded. Clean-up measures for new (or mixed) contamination tend to be stricter and usually involve active remediation.

The CUA also introduces a clean-up scheme triggered by a transfer of land. As the definition of "land" includes (i) land that has been built on, (ii) unbuilt land and the construction and buildings on land, the transfer of land scheme applies to virtually any type of operation involving land or buildings.

In Germany the protection or remediation of the soil and groundwater against contamination is regulated in the Federal Soil Protection Act (*Bundesbodenschutzgesetz,* **BBodSchG**). Soil and groundwater contamination may trigger investigation measures (*Untersuchungsmassnahmen*), securing measures (*Gefahrenabwehrmassnahmen*) or remediation measures (*Sanierungsmassnahmen*). Under the BBodSchG, apart from the polluter, both the present owner and the party currently controlling the site and, under certain conditions, even the former owner, may be held liable. In the case where a lessee of a site contaminated by a predecessor terminates the lease, his liability ends upon termination and cessation of the actual control of the site.

The BBodSchG contains a principle of eternal liability for soil contamination, i.e. neither relinquishment of ownership nor transfer of contaminated land terminates the owner's liability. Under the BBodSchG, the polluter, any legal successors of the polluter, the current owner and the current operator may be considered liable. Liability may even extend to a former owner of the property, and to persons who, for commercial or company law reasons, are required to act for a legal entity which owns real property.

In addition, it cannot be excluded that the shareholders' liability may be triggered due to undercapitalisation of the company or group dependency (*qualifizierte Konzernabhängigkeit*). Under German law, liability of the shareholders of the polluter is admissible: in case an intrusion destroying the economic basis of a company (*existenzvernichtender Eingriff*) takes place, creditors can directly claim against the shareholder(s). However, prerequisites for such liability are narrow and difficult to evidence.

In principle, the authority has full discretion to decide which potentially responsible party should be charged with remediation measures or the costs thereof. Such a decision is made to ensure the efficiency of the remediation, and is subject to limited judicial review.

The authorities will seek efficient remediation when making such decision. Therefore, to secure payment of the remediation measures, authorities will often apply a deep-pocket principle. The "polluter pays principle" is taken into consideration but will be left aside if approaching the polluter may endanger an efficient and quick remediation. In addition, contractual indemnities do not protect against authority action. Such clauses may only provide reimbursement opportunities and may provide protection from indemnity charges of other liable parties under the BBodSchG.

There are, however, exemptions from such eternal liability. If the transfer of ownership occurred prior to March 1999, the former owner(s) cannot be held liable. Liability cannot be applied retroactively. The former owner will not be held liable if he can demonstrate that he was unaware of contamination and that he was not negligent.

U.S. Regulations

We, like others in the chemicals industry in the United States, are subject to a variety of federal, state and local laws and regulations with respect to matters such as: the pollution, protection, investigation, reclamation and restoration of the environment, human and animal health and safety, and natural resources; the use, generation, handling, transport, treatment, storage, recycling, disposal, presence, release and threatened release, of and exposure to, hazardous substances or waste; noise, odour, mould, dust and nuisance; and cultural and historic resources, land use and other similar matters. We are required to incur significant costs to comply with these requirements.

Violators of the laws summarised below may be subject to fines, which are often as high as U.S.$ 37,500 per day per violation, and in some cases even higher. At times, even seemingly minor violations may result in significant penalties. In addition, most U.S. environmental, health and safety laws authorise citizen suits, permitting third parties to make claims for violations of law. Likewise, private suits for personal injury, property damage or diminution, or similar claims, may often be initiated in connection with alleged regulatory infractions.

Certain environmental laws impose liability for the costs of removal or remediation of hazardous or toxic substances on an owner, occupier or operator of real estate, even if such person or company was unaware of or not responsible for the presence of such substances. Soil and groundwater contamination may have occurred at, near or arising from some of our facilities, including instances in which contamination may have existed prior to our ownership or occupation of a site. As a result, we may potentially incur clean-up costs for removal, remediation or restoration efforts, unless such costs can be recovered from a previous owner, lessee or operator, for example under the indemnity provided by Air Products upon the acquisition by the Company of its U.S. sites in 2006.

From time to time, new regulations are enacted, or existing requirements are changed, and it is difficult to anticipate how such regulations will be implemented and enforced. We continue to evaluate the necessary steps for compliance with regulations as they are enacted.

The following is a summary of various U.S. environmental regulations that we believe have a material impact on our business:

Toxic Substances Control Act and Green Chemistry Initiatives

The federal Toxic Substances Control Act (**TSCA**) imposes requirements on persons and companies that manufacture, process, distribute, use or dispose of regulated chemicals. Among other things, under the TSCA the U.S. Environmental Protection Agency (**EPA**) has the authority to (i) require testing of chemicals that may present an unreasonable risk of injury to health or the environment or are produced in substantial quantities, (ii) undertake pre-market review of new chemicals prior to their commercial production and introduction into the marketplace and impose restrictions on new chemicals, as appropriate, (iii) limit or prohibit the manufacture, use, distribution and disposal of existing chemical substances, (iv) impose reporting and record-keeping requirements to ensure continued access to new information on chemical substances, (v) oversee export notice requirements that allow the EPA to inform foreign governments of shipments of chemical substances into their jurisdictions and (vi) oversee import certification requirements to ensure that all chemical substances imported into the U.S. comply with the TSCA.

Under the TSCA, the EPA or its designated representatives may inspect any establishment in which chemical substances or mixtures are manufactured, processed, stored or held before or after distribution in commerce, and any conveyance being used to transport chemicals in connection with distribution in commerce. The EPA may impose civil and, in severe cases, criminal liability for TSCA violations.

In recent years there have been a number of proposals to significantly amend or reform the TSCA, including through regulatory changes such as the Kid-Safe Chemicals Act (**KSCA**) that has repeatedly been introduced in the U.S. Congress and would be somewhat similar to the European Union's REACH regime, as well as through EPA-managed voluntary initiatives such as the Chemical Assessment and Management (**ChAMP**) programme that encompasses data collection, screening-level assessments and risk-based prioritisations for high production volume and hazard-based chemicals. On September 29, 2009, ChAMP was superseded by a new programme, "Enhancing EPA's Chemical Management Programme". This includes new regulatory risk management actions, the development of chemical action plans, strengthening rules on various substances, requiring information on priority chemicals, increasing public access to information, and engaging stakeholders in prioritizing chemicals for future risk management action. In addition, numerous state, local and industry groups have implemented so-called green chemistry or similar chemicals-focused initiatives to identify, prioritise, and restrict existing chemicals. These or other similar future changes to chemicals regulation in the U.S. could place additional substantial regulatory burdens on the industry.

Federal Insecticide, Fungicide and Rodenticide Act

Chemicals that meet the Federal Insecticide, Fungicide and Rodenticide Act (**FIFRA**) definition of a "pesticide" and that are manufactured, processed or distributed in commerce for use as a pesticide are regulated by the FIFRA rather than TSCA. The EPA therefore considers raw materials and inert ingredients to be subject to TSCA until they become components of a pesticide product, at which time the EPA considers them subject to FIFRA. Under the FIFRA, before a pesticide can be manufactured, distributed, imported or sold, it must be registered with and approved by the EPA. Registration is an expensive and complicated process, with extensive data demands for both new and existing active ingredients. The FIRFA also specifies standards for pesticide labelling claims and format, which are reviewed as part of the registration process, and import, export and disposal requirements.

The FIFRA permits the EPA to impose administrative sanctions, including removal of pesticides from the market if they could potentially have unreasonable adverse effects on safety to humans or the environment.

Clean Air Act

The Clean Air Act (**CAA**) and corresponding state rules regulate emissions of materials into the air. Key requirements applicable to certain "sources" of air pollution under the CAA include: (i) review procedures and performance standards for new sources of air emissions (such as stationary gas turbines, electric generating units and industrial boilers); (ii) emissions standards and control technology requirements for major sources or major modifications of existing sources of certain emissions (including particulate matter, ozone, carbon monoxide and lead) pursuant to the National Ambient Air Quality Standards programme; (iii) the Clean Air Interstate Rule

(**CAIR**), which effectively caps emissions of sulfur dioxide and nitrogen oxides in the eastern United States; (iv) various market-based regulatory programmes designed to improve air quality by budgeting for and allowing trading of emission allowances for concentrations of fine particles, sulfur dioxide, nitrogen oxides and mercury; and (v) federal and state operating permit programmes which require operators of emission sources to report on and take steps to reduce emissions. Violations of the CAA can result in orders to comply, administrative penalties or civil court action. Certain of the CAA's regulatory programmes, including the CAIR, are the subject of ongoing reform and/or are subject to ongoing litigation, and significant emissions control expenditures may be required to meet these current and emerging standards. In addition, some states do, and further states may, choose to set stricter air emissions rules than those in the CAA. Any tightening of these rules may place an additional burden on the industry.

Climate Change and Greenhouse Gas Emissions Rules

Regulation of greenhouse gases in the United States is currently subject to complicated domestic and international political, policy and economic dynamics. As climate change issues become more prevalent, the U.S. and foreign governments are seeking to respond to these concerns, and the regulatory landscape is rapidly changing.

In 2007, the U.S. Supreme Court confirmed that the EPA has authority to classify carbon dioxide and other greenhouse gases as pollutants and regulate them under the CAA. In September 2009, the EPA (i) finalised a rule establishing the nation's first mandatory greenhouse gas reporting system, which will require, among other things, facilities that emit more than 25,000 metric tons of greenhouse gases per year to collect and submit emissions data to the EPA from 2010, and (ii) proposed a rule that would subject greenhouse gas emissions from major stationary sources (facilities that emit more than 25,000 tons of greenhouse gases per year) to the existing CAA operating permit regime and require the use of best available control technologies and energy efficiency measures to minimise greenhouse gas emissions when facilities are constructed or significantly modified. Furthermore, on December 7, 2009, the EPA issued an endangerment finding stating that carbon dioxide and five other greenhouse gases endanger the public health and welfare of current and future generations.

At the same time, several bills currently in the U.S. Congress would require national reductions in greenhouse gas emissions as well as mandatory reporting. A number of state and regional greenhouse gas initiatives are also being developed, with approximately 28 states and localities in North America developing greenhouse gas reporting programmes and/or cap-and-trade systems.

This increasing governmental focus on global warming could result in new, potentially diverging or inconsistent, environmental regulations that may negatively affect us. Additional future regulation of greenhouse gases in the United States could occur pursuant to future international treaty obligations, regulatory changes under the CAA or other existing legislation, federal, state or regional adoption of greenhouse gas regulatory schemes, or any combination of the foregoing or otherwise. This could cause us to incur additional costs in complying with any new regulations, which may adversely impact our operations and financial condition.

Clean Water Act

The Clean Water Act (**CWA**) established a number of programmes designed to restore and protect the quality of U.S. waters by controlling the discharge of pollutants into surface waters. These programmes include the National Pollutant Discharge Elimination System (**NPDES**) permit programme, the CWA Dredge and Fill Permits Compliance Programme and municipal wastewater treatment programmes.

The NPDES system implements the CWA's prohibition on unauthorised discharges by requiring a permit for every discharge of pollutants from a point source into navigable waters of the United States. NPDES permits give the permittee the right to discharge specified pollutants from specified outfalls, usually for a period of five years. The permit normally sets numerical limits on the discharges and imposes conditions on the permittee (including filing periodic discharge and monitoring reports) and using best management practices in relation to discharges; discharges that require a permit include industrial process wastewater, non-contact cooling water and collected or channelled stormwater runoff. The CWA also requires many facilities to develop and maintain plans for preventing and responding to spills of hazardous substances, called Spill Prevention Control and Countermeasure Plans, and certain high-volume hazardous substance handling/storage facilities are required to prepare and maintain a more extensive plan called a Facility Response Plan. The EPA generally allocates permitting authority under the NPDES to the states. Breaches of the CWA can result in administrative, civil or criminal sanctions.

Comprehensive Environmental Response, Compensation and Liability Act

The Comprehensive Environmental Response, Compensation and Liability Act (**CERCLA**) is designed to address the problems associated with contaminated land, especially inactive and abandoned hazardous waste sites listed on the "National Priorities List" (**NPL**). Many states maintain analogous programmes.

The CERCLA's central provisions authorise the EPA to clean up sites on the NPL using money from the so-called "Superfund" (a trust fund for remediation generated by tax revenues) and then to recover the clean-up costs from so-called "potentially responsible parties" (**PRPs**) who have contributed to the contamination. In addition, private parties may implement EPA-approved clean-ups. The EPA is also able to undertake an emergency review action on non-NPL sites where releases or threatened releases pose an imminent threat to the public health or the environment.

Under the CERCLA, a PRP's liability is strict, unlimited, joint, several and retroactive; in other words, liability may be imposed regardless of fault, may relate to historical activities or contamination, may require one party to bear the costs of the entire clean-up and there is no requirement that the party's activities have actually caused the contamination. Categories of liable parties under the CERCLA include current owners, lessees and operators, former owners, lessees and operators, waste generators or arrangers, and transporters. Defences are very limited. Accordingly, it is possible for us to become subject to investigation or clean-up obligations (or related third-party claims) in connection with onsite or offsite contamination issues, including those caused by predecessors or relating to divested properties or operations.

The CERCLA also contains a "cost recovery" provision generally authorising one PRP to initiate a private claim against another PRP for clean-up liabilities.

Resource Conservation and Recovery Act

The Resource Conservation and Recovery Act (**RCRA**) is designed to provide "cradle-to-grave" controls on solid and hazardous wastes by imposing management requirements on generators and transporters of such wastes and on the owners and operators of treatment, storage and disposal (**TSD**) facilities. Facilities that generate regulated wastes are required to store and handle such wastes properly and to prepare paperwork to track the shipment of the wastes to TSD facilities. They may also be required to remediate contamination originating from their facilities as a condition to maintaining hazardous waste permits.

States are authorised by the RCRA to develop and carry out their own waste programmes that are "equivalent" to the federal programme; in practice, most states administer a RCRA-type program. The RCRA is generally enforced through inspections by the EPA or state officials.

Other Environmental, Health and Safety Laws

We are or may be required to comply with a number of additional federal, state and local environmental, health, safety and similar requirements in addition to those discussed above, including, for example, the Emergency Planning and Community Right-to-Know Act, the Occupational Safety and Health Act, the Endangered Species and others.

MANAGEMENT AND CORPORATE GOVERNANCE

Introduction

This section summarises the rules and principles by which our corporate governance is organised, which are contained in the Belgian Company Code, our articles of association and our corporate governance charter. We adopted certain changes to our articles of association at the extraordinary meeting of our shareholders (the **Extraordinary Shareholders' Meeting**) held on January 15, 2010. Except for the decision to decrease the Company's share capital, these changes are conditional upon the closing of the Offering and will become effective on the Closing Date. See "Description of Share Capital and Articles of Association" beginning on page 133.

Our corporate governance charter was adopted in accordance with the recommendations set out in the Belgian Code for Corporate Governance issued on March 12, 2009 by the Belgian Corporate Governance Committee. Corporate governance has been defined in the Corporate Governance Code as a set of rules and behaviours according to which companies are managed and controlled. The Corporate Governance Code is based on a "comply or explain" system: Belgian listed companies should follow the Corporate Governance Code, but may deviate from its provisions and guidelines (though not from the principles) provided they disclose the justification for such deviation.

Our Board of Directors intends to comply with the Corporate Governance Code, except that we have not appointed an Internal Auditor as our Board of Directors is of the opinion that this deviation is justified due to the specific nature and organisation of the Company and the Group, which provides for stringent internal control procedures and systems within each of its departments. According to our corporate governance charter, the Board of Directors will assess the need for an Internal Auditor each year.

Our Board of Directors has adopted our corporate governance charter and will review it from time to time and make such changes as it deems necessary and appropriate. The charter and the articles of association are available free of charge on our website (www.taminco.com) and at our registered office.

Board of Directors

General Provisions

Our Board of Directors may perform all acts necessary or useful for achieving our corporate purpose (as set out in "Description of Share Capital and Articles of Association" beginning on page 133), with the exception of those acts that by law or pursuant to our articles of association are expressly reserved for the Shareholders' Meeting.

In accordance with our articles of association and our corporate governance charter, our Board of Directors must be composed of a minimum of five and a maximum of ten members. In accordance with the Corporate Governance Code, at least half of the members of the Board of Directors must be non-executive directors and at least three members of the Board of Directors must be 'independent directors' within the meaning of a.o. Article 526 *ter* of the Belgian Company Code (see "— Independent Directors" on page 114).

The directors are appointed by the Shareholders' Meeting for a renewable term of up to four years. If a directorship becomes vacant before the expiry of its term, the remaining directors will have the right to temporarily appoint a new director to fill the vacancy until the shareholders resolve at a Shareholders' Meeting to appoint a new director. This item must be placed on the agenda of the next Shareholders' Meeting. The Shareholders' Meeting can dismiss the directors at any time.

The composition of the Board is also determined by the following nomination rights (as included in our articles of association and our corporate governance charter):

- As long as funds advised by CVC Capital Partners, or any related funds following a transfer of shares, jointly own, directly or indirectly, more than 30% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of three directors. If they jointly hold, directly or indirectly, between 15% and 30% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of two directors. If their joint shareholding is, directly or indirectly, less than 15% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of one director. As long as CVC European Equity partners IV (A)L.P. is an (indirect) shareholder of the Company, one of the candidates proposed by the funds advised by CVC Capital Partners may be proposed at the request of CVC European Equity Partners IV (A)L.P. if such fund so requests; and
- As long as Stichting Management Taminco owns, directly or indirectly, alone or together with other managers or employees of the Company acting in concert, 5% or more of our voting rights, Stichting Management Taminco has the right to propose candidates to our shareholders with regard to the appointment of one director (in addition to the CEO).

In principle, the Board of Directors will meet at least five times a year. A meeting of the Board of Directors is validly constituted if there is a quorum, consisting of at least half of the members present in person or represented at the meeting. If this quorum is not present, a new Board meeting may be convened to deliberate and decide on the matters on the agenda of the Board meeting for which no quorum is required. In any event, the Board of Directors may only validly proceed if at least two directors are present. Meetings of the Board of Directors are convened by the chairman of the Board or by at least two directors whenever our interests so require. The Board may hold a Board meeting by telephone or video-conference provided that all Board members participating in the meeting can simultaneously discern the voice of the speaker.

Chairman

The Board of Directors appoints one of its members as chairman of the Board. The chairman is responsible for the leadership and efficient operation of the Board of Directors. The chairman must take the necessary measures to develop a climate of trust within the Board of Directors, which promotes open discussion, constructive dissent and support for the Board's decisions.

The chairman must stimulate interaction between the Board of Directors and the Executive Management Team. He must maintain a close relationship with the Chief Executive Officer (the **CEO**) and support and advise the CEO in executing his responsibilities.

The chairman of the Board of Directors cannot be the CEO.

Within the Board of Directors, the chairman is primarily responsible for:

- Setting the agenda of the Board meetings, after consultation with the CEO;
- Ensuring that procedures relating to preparatory work, deliberations, passing of resolutions and implementation of decisions are properly complied with;
- Ensuring that the directors receive accurate, timely and clear information before the meetings and, where necessary, between meetings, and that all directors receive the same information;
- Chairing the meetings of the Board and ensuring that the Board operates and takes decisions as a collegial body;
- Monitoring the implementation of decisions taken and determining whether further consultation within the Board with regard to the implementation is required;
- Ensuring a regular assessment of the corporate structure and the corporate governance of the Company and assessing whether their operation is satisfactory;
- Ensuring that newly appointed directors receive an appropriate induction;
- Leading the nomination process of directors, in consultation with the Nomination and Remuneration Committee, and ensuring that the Board appoints Committee members and chairmen; and
- Being accessible to the directors and the members of the Executive Management Team to discuss issues relating to the management of the Company.

The Board of Directors may decide to endow the chairman with additional responsibilities.

With regard to shareholders and third parties, the chairman is mainly responsible for:

- Chairing the general meeting and ensuring that relevant questions from shareholders are answered; and
- Representing the Company at road shows, meetings with analysts, professional organisations, socio-economic groups, the government, etc.

The Board has appointed Pol Vanderhaeghen, the former CEO, as the chairman of our Board of Directors as of January 1, 2010.

Independent Directors

Directors can only be considered as independent directors if they meet the following criteria set out in the Corporate Governance Code and in Article 526 *ter* of the Belgian Company Code. Each independent director:

- Must not have been an executive director, member of our executive committee or our CEO or a related company or person for a period of five years before their first appointment;

- Must not have been a non-executive director for more than three terms of office (and for a period of more than 12 years);
- Must not be a senior management employee of the Company or a related company or person and having been in such a position during the three years before their nomination;
- Must not receive remuneration or any other significant advantage from the Group, with the exception of remuneration received as a non-executive director or member of the supervisory body;
- Must have less than a 10% shareholding in the Company (directly or indirectly), or 10% of a class of shares (or represent a shareholder falling under this condition);
- Must not, if he/she has a shareholding of less than 10% in the Company (or of a class of shares), have subjected his/her acts of disposal of those shares or the exercise of rights connected with those shares to agreements or unilateral undertakings concluded by him/her (or represent a shareholder falling under this condition);
- Must not have or have had during the past business year a significant business relationship with the Company or a related company or person either directly or indirectly as a shareholder, director or manager of a company or person with such a relationship;
- Must not have been within the last three years a partner or employee of our current or previous statutory auditor or a related company or person;
- Must not be an executive director in another company where any of our executive directors is a non-executive director or member of the supervisory body, and may not have significant ties with the executive directors as a result of functions exercised with other companies or bodies; and
- Must not be a spouse, legal partner, or family member in the second degree to a director or person exercising management duties in our Group or falling under one of the other situations listed above.

The Board of Directors will disclose in its annual report which directors it considers to be independent directors. An independent director who ceases to satisfy the requirements of independence must immediately inform the Board of Directors.

Composition of the Board of Directors

On the Closing Date, our Board of Directors will consist of eight members:

Name	Principal function within the Company	Term	Nature of directorship	Professional address
Pol Vanderhaeghen	Chairman	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Non-executive, appointed on nomination of Stichting Management Taminco	Pantserschipstraat 207 9000 Ghent, Belgium
Laurent Lenoir	CEO	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Executive	Pantserschipstraat 207 9000 Ghent, Belgium
Corporate Finance Consult BVBA, represented by Mr. Steven Buyse	Director	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Non-executive, appointed upon nomination of funds advised by CVC Capital Partners	c/o CVC Capital Partners (Benelux) SA/NV Chausée de la Hulpe 166 1170 Brussels, Belgium
Patrick Verschelde	Director	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Non-executive, appointed upon nomination of funds advised by CVC Capital Partners	c/o CVC Capital Partners (France) SA 40 rue La Perouse 75116 Paris France
Saint Gabrielle LLP, represented by Mr. Anthony Clinch	Director	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Non-executive, appointed upon nomination of funds advised by CVC Capital Partners	Saint Gabrielle LLP Sterling House 20 Station Road Gerrards Cross Buckinghamshire SL9 8EL United Kingdom

Name	Principal function within the Company	Term	Nature of directorship	Professional address
André Bergen	Director	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Independent, non-executive	Coupure R 164g 9000 Ghent Belgium
Luc De Temmerman	Director	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Independent, non-executive	7924 Cornell Avenue St. Louis, MO 63130 United States
Gabriel Kow	Director	3-year term, ending immediately following the annual shareholders' meeting to be held in 2013	Independent, non-executive	Carlton & Partners Ltd Hillcrest View Harpsden Way Henley-on-Thames Oxfordshire RG9 1NX United Kingdom

The curricula vitae of the members of the Board of Directors are given below:

Pol Vanderhaeghen (62) Chairman of the Board. Pol Vanderhaeghen joined UCB in the Specialties business unit in 1973, where he held several positions. In addition to his position as Director of Specialties, he also was Purchasing Director for the Chemical Sector of UCB between 1995 and 2003. In 1997 he became Director of the Methylamines & Derivatives business unit of the Company. From October 1, 2003 to December 31, 2009, he was our CEO.

Laurent Lenoir (43) CEO. Laurent Lenoir graduated in France with a degree in life sciences engineering (École Nationale Supérieure d'Agronomie de Montpellier). He started his career with Taminco in 1991 as Technical & Sales Manager Agrochemicals before holding various positions in Belgium within the Crop Protection business unit. In 2000, Laurent became Business Manager Methylamines & Derivatives Asia. Following the spin off of Taminco from UCB in 2003, Laurent became Director Asia & Global Director Feed Additives, following which he became Integration Officer relating to the Air Products acquisition in Allentown, Pennsylvania, United States (between 2006-2007). From 2007 to December 31, 2009, he was Group Vice-President BU Methylamines & Derivatives — Regional President Asia. Since January 1, 2010, he has been our CEO.

Steven Buyse (40) non-executive director. Steven Buyse is a Managing Director of CVC Belgium, which he joined in 2001. He worked for five years in corporate and investment banking at ING and Credit Lyonnais, and for four years as CFO of Aliplast. Mr. Buyse holds a Commercial Engineering degree from Katholieke Universiteit Leuven and an MBA from Vlerick School for Management, Belgium. He is a director of a number of private companies (including De Weide Blik NV, Betafence Holding NV and Equinox Capital Management NV). During the past five years, he was also a director of ACV Heating Systems NV and of Partners in Lighting International NV.

Patrick Verschelde (58) non-executive director. Patrick Verschelde is an Industrial Partner at CVC Capital Partners. He worked for Air Liquide from 1977 to 2000, for Ondeo (Suez Group) from 2000 to 2002 and was the CEO of Drakkar/Adisseo (a former Division of Aventis Animal Nutrition) between 2002 and 2006. He holds a masters degree in Agronomy (Engineering) and Biochemistry and holds a masters in business administration from INSEAD. Patrick Verschelde is also a director of Fraikin. During the past five years, he was CEO and Chairman of Drakkar Group and director and Chairman of CPI (until December 2009).

Anthony Clinch (62) non-executive director. Anthony Clinch is a Senior Advisor to CVC Capital Partners through his consultancy business, St. Gabrielle LLP. He was an employee of CVC Capital Partners between 1987 and 2007, including as Managing Director. He has been actively involved in a number of CVC Funds' chemical investments, most notably arranging the buyout of Victrex plc where he saw the company through a UK public listing and served on the board for a number of years. He previously worked for Citibank in a number of managerial roles in Corporate Banking. He is a Chartered Engineer and a Member of the Institution of Engineering and Technology, having spent his early career with Rolls Royce Ltd. He holds a B.Sc. in Aeronautical Engineering and an M.Sc. in Management Science and Operational Research from Imperial College, London. He is a member of the Advisory Board of Imperial College's Chemistry Faculty. During the past five years, he was also a director of Starnhurst plc, Drakkar Holdings SA, Drakkar GP Ltd., Rafferty2 Ltd., Jupitervale Ltd, Creative Light Productions Ltd., Second Spring Ltd. and Victrex Manufacturing Ltd.

André Bergen (59) independent non-executive director. André Bergen obtained a master in economics at the Katholieke Universiteit Leuven and worked between 1977 and 2000 at the Kredietbank, Chemical Bank and

Generale Bank (now BNP Paribas), where he became a member of the Executive Committee in 1993. In January 2000, he was appointed to the Executive Committee of Agfa-Gevaert, becoming Chief Finance and Administration Officer and then Vice-President of the Executive Committee. In 2003, he was appointed President of the Executive Committee of KBC Bank and, in March 2005, Vice-President of the Executive Committee of KBC Group. Between 2006 and 2009, he was CEO and President of the Executive Committee of KBC Group.

Luc De Temmerman (55) independent non-executive director. Luc De Temmerman holds a degree in Business Administration (University of Brussels (ULB)) and a PhD Applied Sciences at the Katholieke Universiteit Leuven. He worked with the senior management team to restructure Solutia out of Chapter 11 and to successfully re-launch the public listing on the NYSE. Until recently he was Executive Vice President, Strategy and Growth, of Solutia. He served as Chairman of the Supervisory Board of Flexsys (the joint venture between AKZO Nobel and Solutia active in rubber chemicals), as director of CPFilms and as (managing) director of several boards of Solutia entities in Asia, North and South America and Europe. He started his career at Monsanto Chemicals Company in 1984. After the spin-off of Monsanto's chemical division and the creation of Solutia Inc. as independent company in 1997, he became Technology Director, Saflex Division, in Springfield, Missouri, United States. He then moved to Business Director for the Saflex Division in Europe in early 2000, Global Commercial Director of the Saflex Division in 2001 and finally Senior Vice President Solutia and President of Performance Products in 2003 before becoming Executive Vice President.

Gabriel Kow (61) independent non-executive director. Gabriel Kow is the Chief Executive Director of Carlton & Partners, a business consultancy firm for corporate investors seeking very high capital growth. In this position he has advised and acted as board member for companies such as Australian China Clay, Laura Ashley, CCMP Capital, Jetion Science & Technology and Rhodia. He previously worked for Huntsman as a Divisional CEO. Prior to that he held various worldwide positions in Albright & Wilson plc, including President & CEO of its European surfactants business (part of Rhodia). Mr. Kow has participated in the International Senior Management Programme at Harvard Business School and holds a B.Sc. in Chemical Engineering from Monash University in Melbourne, Australia. He is the chairman of Jetion Solar Holdings plc.

Litigation Statement Concerning Directors

On the date of this Prospectus, none of the persons to be appointed as our directors for at least the previous five years:

- Has any convictions in relation to fraudulent offences;
- Has held an executive function in the form of a senior manager or a member of the administrative, management or supervisory bodies of any company at the time of or preceding any bankruptcy, receivership or liquidation;
- Has been subject to any official public incrimination and/or sanction by any statutory or regulatory authority (including any designated professional body); or
- Has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company.

Board Committees

Subject to and effective as of the closing of the Offering, and in accordance with the law, the Corporate Governance Code and our articles of association, the Board of Directors will establish an audit committee (the **Audit Committee**) and a nomination and remuneration committee (the **Nomination and Remuneration Committee**). These committees merely have an advisory role and the actual decision making remains the responsibility of the Board of Directors.

The Board of Directors will determine the terms of reference of each committee with respect to the organisation, procedures, policies and activities of the committee. The role, duties and composition of these committees have been established in internal charters which have been approved by our Board of Directors.

Audit Committee

Role of the Audit Committee

The Audit Committee will support the Board in fulfilling its monitoring responsibilities in respect of control in the broadest sense.

Duties of the Audit Committee

The Audit Committee is the main contact point of the external auditor. Without prejudice to the legal duties of the Board, the Audit Committee is entrusted with the development of a long-term audit programme encompassing all of our activities, and is in particular entrusted with:

- Monitoring the financial reporting process;
- Monitoring the effectiveness of our internal control and risk management systems;
- Monitoring the internal audit and its effectiveness, including advising our Board on its annual assessment of the need for an internal auditor;
- Monitoring the statutory audit of the annual and consolidated accounts, including any follow-up on any questions and recommendations made by the External Auditor; and
- Reviewing and monitoring the independence of the external auditor, in particular regarding the provision of additional services we may require.

The ultimate responsibility for reviewing and approving our interim and annual financial statements, which will be presented to the shareholders, remains with our Board.

Composition of the Audit Committee

The Audit Committee shall be composed of at least three members. All of its members must be non-executive directors. At least the majority of the Audit Committee's members must be independent directors. At least one of the independent directors on the Audit Committee must have sufficient accounting and auditing expertise. This expertise in accounting and auditing implies a degree of higher studies in economics or finance or relevant professional experience in those matters. Our Board considers that André Bergen and Steven Buyse have sufficient accounting and audit experience.

The Audit Committee is chaired by one of the members of the Audit Committee. The chairman of the Board may not be the chairman of the Audit Committee.

The duration of the mandate of a member of the Audit Committee may not exceed the duration of his or her mandate as a director.

Subject to and effective as of the closing of the Offering, the following directors shall be members of the Audit Committee: André Bergen (chairman), Gabriel Kow and Steven Buyse.

Operation of the Audit Committee

The Audit Committee will meet at least four times a year and as is necessary or required. Decisions will be taken by a majority vote. The Chairman of the Board has a permanent invitation to attend the meetings of the Audit Committee. The Audit Committee may also invite other persons to attend its meetings.

At least twice a year, the Audit Committee will meet with the external auditor and the internal auditor (if any) to discuss matters relating to its terms of reference, issues falling within the powers of the Audit Committee and any issues arising from the audit process and in particular any material weaknesses in the internal audit.

Nomination and Remuneration Committee

Role of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall make recommendations to the Board with regard to the appointment of directors, the CEO and other members of the Executive Management Team. In addition, the Nomination and Remuneration Committee shall make recommendations to the Board on our remuneration policy and the remuneration in whichever form of directors and members of the Executive Management Team as well as on the arrangements concerning early termination.

Duties of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee must ensure in general, that the appointment and re-election process of the members of the Board, the CEO and the members of the Executive Management Team is organised objectively and professionally and, in particular, has the following duties:

(a) Drafting (re)appointment procedures for Board members and the members of the Executive Management Team;

(b) Nominating candidates for any vacant directorships, for approval by the Board;

(c) Making proposals for reappointments;

(d) Periodically assessing the size and composition of the Board and, if applicable, making recommendations with regard to any changes;

(e) Analysing the aspects relating to the succession of directors;

(f) Advising on proposals (including proposals from senior management or the shareholders of the Company) for the appointment and removal of directors and of members of the Executive Management Team;

(g) Advising the Board on proposals made by the CEO for appointment and removal of executive directors and of members of the Executive Management Team;

(h) Making and evaluating proposals to the Board on the remuneration policy for non-executive directors and on the resulting proposals to be submitted by the Board to the shareholders;

(i) Making and evaluating proposals to the Board on the remuneration policy for the Executive Management Team, at least with regard to:

    (I) The main contractual terms, including the main characteristics of the pension schemes and termination arrangements;

    (II) The key elements of the remuneration, including:

        (A) the relative importance of each component of the remuneration package;

        (B) the performance criteria applicable to the variable elements; and

        (C) the fringe benefits;

(j) Making proposals to the Board regarding the individual remuneration of directors and of the members of the Executive Management Team, including, depending on the situation, on variable remuneration and long-term incentives, whether or not stock-related, including in the form of stock options or other financial instruments;

(k) Making proposals to the Board regarding arrangements on early termination and, where applicable, on the resulting proposals to be submitted by the Board to the shareholders;

(l) Submitting a remuneration report to the Board which describes, among other things, the internal procedure for the development of a remuneration policy and determination of the remuneration level for non-executive directors and members of the Executive Management Team;

(m) Advising the Board on contracts relating to the appointment of the CEO and other members of the Executive Management Team; and

(n) Verifying that the variable criteria for setting remuneration for an executive director are expressly stated in the contract, and that the payment of this variable remuneration only takes place if such criteria are met during the relevant period.

Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee must be composed of at least three directors. All members of the Nomination and Remuneration Committee must be non-executive directors, with a majority being independent directors. The majority of the members must have the necessary expertise with regard to remuneration policies, i.e. have a degree in higher education and have at least three years' experience in personnel management matters or matters related to the remuneration of directors and managers of companies. Our Board considers that all members of the Nomination and Remuneration Committee, noted below, have sufficient experience in personnel management and matters related to remuneration.

The Nomination and Remuneration Committee is chaired by the chairman of the Board or by another non-executive member of the Nomination and Remuneration Committee. The chairman of the Board may not chair the Nomination and Remuneration Committee when dealing with the designation of his or her successor.

The duration of the term of a member of the Nomination and Remuneration Committee may not exceed the duration of his or her term as a director.

Subject to and effective as of the closing of the Offering, the following directors shall be member of the Nomination and Remuneration Committee: Pol Vanderhaeghen (chairman), André Bergen, Luc De Temmerman, Gabriel Kow and Steven Buyse.

Operation of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee meets at least twice a year and as is necessary or required. Decisions are taken by a majority vote. The Chairman of the Board has a permanent invitation to attend the meetings of the Nomination and Remuneration Committee, except for meetings at which his or her own appointment, removal or remuneration is discussed. The Nomination and Remuneration Committee may invite other persons to attend its meetings. The CEO attends the meetings when the Committee deals with the appointment and remuneration of members of the Management Team.

A board member may not attend a meeting of the Committee when it deals with his or her remuneration. The Committee reports its findings and recommendations to the Board.

Strategic Committee

We have also set up a strategic committee that is chaired by the chairman of the Board (the **Strategic Committee**). The Strategic Committee will be composed of members of the Board of Directors (including independent directors) and members of the Executive Management Team. The main role of the Strategic Committee is to review the business model and strategy of the Company.

Executive Management

Our executive management is composed of the CEO and the other members of the Executive Management Team set forth in the table below.

The CEO is appointed and can be dismissed by the Board of Directors. The CEO of the Company is Laurent Lenoir.

The CEO, assisted by the Executive Management Team, is responsible and accountable to the Board of Directors for our day-to-day management.

The Executive Management Team is not an executive committee within the meaning given in Article 524 *bis* of the Belgian Company Code.

Role of the Executive Management Team

The Executive Management Team is responsible for the management of the business. The Executive Management Team reports to and is accountable to the Board for the discharge of its responsibilities.

Duties of the Executive Management Team

The Executive Management Team has the following tasks:

(a) It manages our business by:

    (i) Proposing, developing, implementing and monitoring our company strategy, taking into account our values, risk profile and key policies;

    (ii) Supervising compliance with the legislation and regulations that apply to our business;

    (iii) Supporting the CEO in the day-to-day management of our business and with the performance of his or her other duties; and

    (iv) Organising, managing and monitoring supporting functions, including those relating to human resources, legal, compliance and fiscal affairs, internal and external reporting and communication with investors, etc.;

(b) Reporting to the Board on the implementation of the policies in general and in particular providing a balanced and understandable assessment of the Company's financial situation, and providing information to the Board that is necessary to enable it to carry out its duties;

(c) Investigating, drawing up and developing policy proposals and strategic or structural projects to be presented to the Board for approval;

(d) Preparing complete, timely, reliable and accurate financial statements of our business in accordance with the Company's accounting standards and policies, and preparing the required disclosure with respect to our financial statements and other material financial and non-financial information;

(e) Developing, managing and assessing internal control systems to allow identification, assessment, management and monitoring of financial and other risks; and

(f) Exercising other powers and duties delegated to the Executive Management Team by the Board at the suggestion of the CEO in specific cases.

The Executive Management Team meets as often as necessary for the proper performance of its function, but in any event at least once every month.

Meetings are generally convened by the CEO, although each member may convene a meeting. The meeting's quorum is half of the members.

Composition of the Executive Management Team

Subject to and effective as from the completion of the Offering, the Executive Management Team will be comprised of the following persons:

Name	Principal function within the Executive Management Team
Laurent Lenoir	CEO
Kurt Decat	CFO (Corporate Secretary/Finance/HR/Legal/Investor Relations)
Guy Wouters	Head Global Supply Chain & Purchasing & ICT
Piet Vanneste	Head Global Manufacturing, Research & Technology and Mergers & Acquisitions
Geoff Ingham	Head Functional Chemicals Division (Regional NAFTA)
Johan De Saegher	Head Agro Sciences Division (Regional Latin America/Asia)

The Chief Executive Officer and the Chief Financial Officer operate from our headquarters in Ghent, Belgium.

Two Group Vice Presidents, Guy Wouters and Piet Vanneste, have global responsibility for the following specific company-wide areas: Capital Expenditures, Working Capital, Mergers & Acquisitions, Product Development and Supply Chain, Purchasing and ICT.

Two Group Vice Presidents, Geoff Ingham and Johan De Saegher, have responsibility for a Global Division and Profit & Loss responsibility for a geographic area.

The curricula vitae of the persons to be appointed as members of the Executive Management Team are given below:

Laurent Lenoir. See "— Board of Directors — Composition of the Board of Directors".

Kurt Decat (44) Chief Financial Officer (Finance, HR, Legal, Corporate Secretary and Investor Relations). Kurt Decat studied Applied Economics and holds a masters degree in business administration from Katholieke Universiteit Leuven. He joined Taminco in 2003 as CFO, after a career of 15 years in financial management and business management at several multinational companies, including PwC, FedEx, Minit International, Domo and Corus.

Guy Wouters (53) Head of Global Supply Chain & Purchasing & ICT. Guy Wouters joined Taminco in 1984 and holds a degree in Commercial Engineering from I.C.H.E.C. Brussels. He started his career at VEL, an affiliate of UCB, as warehouse manager and joined UCB in 1990 as Product Manager in the Mineral Division, before becoming Sales and Marketing Manager of UCB's Plasticizers division. When this division was sold to Euroftal (SISAS group), he switched to the Methylamines division as Sales and Marketing Manager. He became Global Business Manager MA, Solvents and WTS in 1999 and was also responsible for the Supply Chain and Procurement beginning in 2003. Since January 2007, he has been leading the Global Supply Chain & Purchasing & ICT business unit.

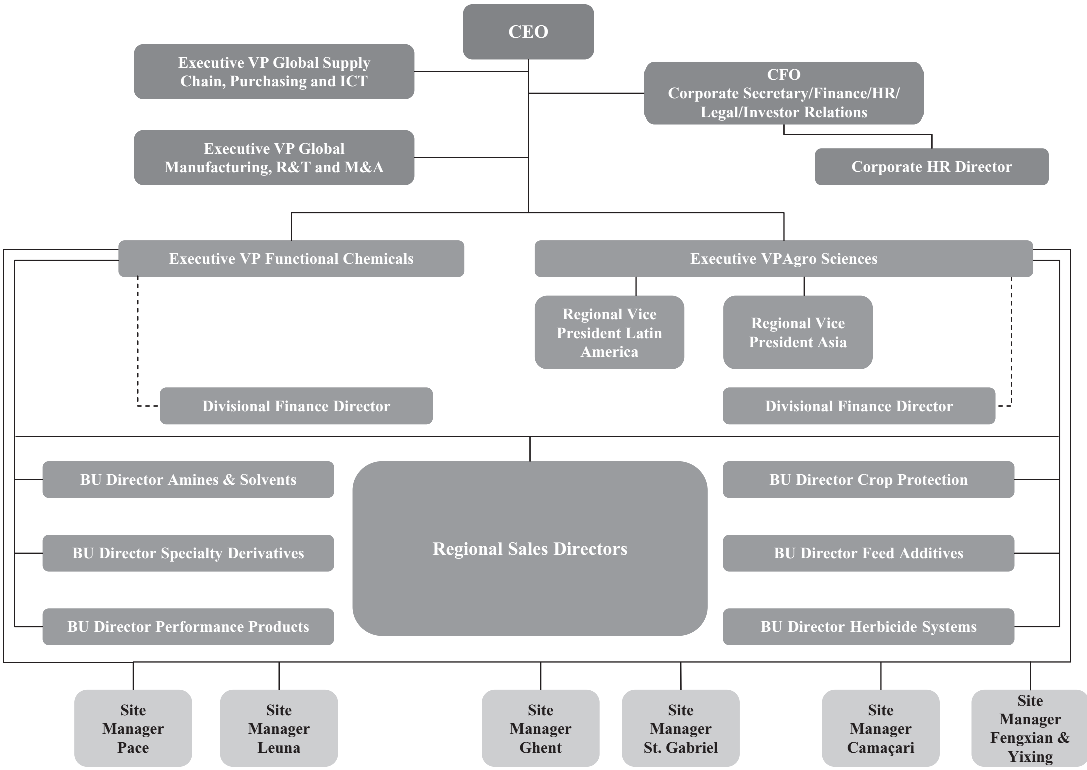
Piet Vanneste (47) Head of Global Manufacturing, R&T & M&A. Piet Vanneste holds a Master Degree in Chemical Engineering from Universiteit Gent. He started his career at BASF as process engineer and production engineer in the Nitric Acid Production Unites. In 1990, he joined UCB as project and process engineer for several projects. In

1996 he became marketing development manager for the methylamines and derivatives business unit before becoming Director R&T and Business Development in 2002. Since 2004, he has been leading the Global Manufacturing, R&T and M&A business unit.

Geoff Ingham (54) Head of Functional Chemicals Division (Regional NAFTA). Geoff Ingham earned a bachelors degree in Economics from the University of Western Ontario in London, Ontario, Canada. He held a number of sales positions before joining Air Products Canada as a sales representative in 1980. Over the next 15 years he advanced from Sales to Sales Management to General Management of Canadian operations. In 1996, he became Vice President of Air Products Joint Venture, San Fu Chemical Co. in Taipei, Taiwan. After four years he became Vice President of North Asia responsible for Korea, Japan and Taiwan before moving to the United States to become Business Director Amines and then Group Vice-President Higher Amines and Regional President NAFTA in Allentown, Pennsylvania, United States. Since October 1, 2006 he has been leading the Functional Chemicals Division (Regional NAFTA) business unit.

Johan De Saegher (44) Head of Agro Sciences Division (Regional Latin-America/Asia). Johan De Saegher holds a PhD in Chemical Engineering from Universiteit Gent and started his career as process engineer with Taminco in 1994. In 1998, he became responsible for the global engineering for the methylamines department. He was promoted to Site and Plant Manager of Leuna in 2000. After the spin-off of Taminco from UCB, he became responsible for Taminco's global manufacturing operations. In 2005, he became responsible for the Crop Business Unit, which was extended to Life Sciences including Feed Additives as Group Vice-President Life Sciences and Regional President Latin America. Since 2009 he has been leading the Agro Science Division (Regional Latin America/Asia) business unit.

The Executive Management Team's position within our organisation is as follows:



Litigation Statement Concerning Members of the Executive Management Team

On the date of this Prospectus, none of the persons to be appointed as members of our Executive Management Team for at least the previous five years:

- Has any convictions in relation to fraudulent offences;
- Has held an executive function in the form of a senior manager or a member of the administrative, management or supervisory bodies of any company at the time of or preceding any bankruptcy, receivership or liquidation; or has been subject to any official public incrimination and/or sanction by any statutory or regulatory authority (including any designated professional body); or

- Has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company.

Remuneration of Directors and the Executive Management Team

The members of the Board of Directors were not remunerated during the 2009 financial year.

The chairman of the Board of Directors will receive an annual remuneration of approximately € 100,000 for the 2010 financial year (including a pension contribution of € 33,750) and certain benefits in kind such as a company car and health insurance. Each non-executive member of the Board of Directors (excluding the chairman) will receive an annual remuneration of € 30,000. A director who is a member of the Nomination and Remuneration Committee will receive an annual remuneration of € 2,500. The chairman of the Audit Committee will receive a yearly remuneration of € 10,000, and each other director who is a member of the Audit Committee will receive an annual remuneration of € 5,000.

The aggregate remuneration of the members of the Executive Management Team (including the former CEO) for the performance of their functions within the Group amounts to € 2.24 million (including a pension contribution of € 149,000 for a defined benefit and a defined contribution plan) for the 2009 financial year, in addition to benefits in kind such as company cars.

Total remuneration payable to the members of the Executive Management Team (including the CEO) is expected not to exceed € 1.8 million for the 2010 financial year (including a pension contribution of € 322,000 for a defined benefit and a defined contribution plan), in addition to benefits in kind such as company cars.

The management agreements with the members of the Executive Management Team do not contain any special termination benefits, and provide that the Company can terminate the agreement giving no less than six months notice.

Shares and Warrants/Options Held by Directors and the Executive Management Team

No member of the Board of Directors (except Pol Vanderhaeghen, Laurent Lenoir and Patrick Verschelde) directly or indirectly holds Shares. Assuming full placement of the Offer Shares and of the Over-allotment Shares (calculated based on the upper end of the Offer Price Range), Pol Vanderhaeghen will hold 278,524 Shares(1) through Stichting Management Taminco. Patrick Verschelde will indirectly hold 79,578 Shares(1) through Stichting Invest Benelux.

Assuming full placement of the Offer Shares and of the Over-allotment Shares (calculated based on the upper end of the Offer Price Range), the members of the Executive Management Team directly or indirectly hold Shares(1) in the following proportion:

Laurent Lenoir	278,524 through Stichting Management Taminco
Kurt Decat	278,524 through Stichting Management Taminco
Guy Wouters	278,524 through Stichting Management Taminco
Piet Vanneste	278,524 through Stichting Management Taminco
Geoff Ingham	278,524(2)
Johan De Saegher	278,524 through Stichting Management Taminco

(1) After reverse stock split. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Development of the Share Capital of the Company".

(2) Geoff Ingham will hold his Shares directly in the Company, but will sign a shareholders' agreement with Stichting Management Taminco.

The members of the Board of Directors and the Executive Management Team do not hold any options in respect of Shares. Please see "Major Shareholders — Executive Call-Options" on page 132 for options held in respect of shares of Taminco International.

Indemnification and Insurance of Directors and the Executive Management Team

We have purchased directors' and officers' insurance coverage.

Intention of the Members of the Board of Directors and the Executive Management Team to Participate in the Offering

To the extent known to the Company, no member of the Board of Directors intends to purchase Offer Shares, Over-allotment Shares or VVPR strips during the Offering.

To the extent known to the Company, no member of the Executive Management Team intends to purchase Offer Shares, Over-allotment Shares or VVPR strips during the Offering.

Conflicts of Interest of Members of the Board of Directors and Transactions with Affiliates

Conflicts of Interest of Directors

Article 523 of the Belgian Company Code contains special provisions, which must be complied with whenever a director has a direct or indirect conflicting interest of a financial nature in a decision or transaction within the authority of the Board of Directors.

According to Article 523, §1 of the Belgian Company Code, directors having a direct or indirect conflicting interest of a financial nature shall notify the other directors thereof prior to a decision of the Board of Directors relating to such conflicting interest. Their statement and the grounds justifying the aforementioned conflict of interest must be recorded in the minutes of the Board of Directors meeting at which such decision is taken.

The director involved in such conflict of interest may not participate in the deliberation or the voting of the Board of Directors on such matter.

With a view to its publication in the annual report, the Board of Directors must describe in the minutes the nature of the contemplated decision or the transaction and shall account for the decision taken. The minutes shall also mention the financial consequences thereof for us. The annual report of the Board of Directors must contain the aforementioned minutes in their entirety.

The directors concerned shall also inform the statutory auditor of their conflicting interests. The report of the statutory auditors must contain a separate description of the financial consequences for us of the decisions of the Board of Directors in respect of which there is a conflicting interest.

In case of non-compliance with the foregoing, we may request the annulment of the decision or the transactions which have taken place in breach of these provisions if the counterparty to the decision or the transaction was, or should have been, aware of such breach (Article 523, §2 of the Belgian Company Code).

The aforementioned procedure in the case of a conflict of interest does not apply:

- If the decision of the Board of Directors relates to decisions or transactions between companies of which one holds, directly or indirectly, at least 95% of the voting securities issued by the other or between companies of which at least 95% of the voting securities issued by each of them are held by another company (Article 523, §3 al. 1 of the Belgian Company Code); or
- If the decision of the Board of Directors relates to customary transactions which take place on conditions and with collateral customary for similar market transactions (Article 523, §3 al. 2 of the Belgian Company Code).

None of the members of the Board of Directors or the Management Team has a potential conflict of interest between his or her duties to the Company and his or her private interests or any other duties he or she may have, except for any matters in relation to his or her source of employment or management agreement with us or any of our subsidiaries (if any) or in relation to his or her capacity as (direct or indirect) shareholder of the Company (if applicable). Pol Vanderhaeghen and the members of the Executive Management Team have a potential conflict of interest in relation to the Offering as they are (through Stichting Management Taminco) indirect shareholders of the Selling Shareholder and they will receive part of the Secondary Proceeds. Article 523 of the Belgian Company Code was complied with by Pol Vanderhaeghen and Laurent Lenoir as members of the Board of Directors when the Board of Directors took decisions in relation to (i) the Offering and (ii) the approval of the amendments to the Senior Facilities Agreement. See "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility" and "Business — Material Contracts — Senior Facilities Agreement". Article 523 of the Belgian Company Code was also complied with (i) by all members of the Company's Board of Directors, upon approval of the directors' and officers' insurance policy and (ii) by the relevant directors, upon approval of the remuneration for members of the board committees and of the chairman.

There are no arrangements with Pearls Invest, AlpInvest Partners 2007, Stichting Management Taminco, any customer or supplier of the Group or others pursuant to which any such person was selected as a member of the Board of Directors or the Executive Management Team with the exception of the nomination rights for the funds advised by CVC Capital Partners and Stichting Management Taminco. See "— Composition of the Board of Directors".

The members of the Executive Management Team and Pol Vanderhaeghen have agreed to a lock-up for their Shares. See "Underwriting — Lock-up Arrangements".

Transactions with Affiliates

Article 524 of the Belgian Company Code provides for a special procedure that applies to decisions and transactions (i) between us and affiliated companies of ours that are not subsidiaries and (ii) between any of our subsidiaries and affiliated companies of such subsidiary other than its own subsidiaries. Article 524 of the Belgian Company Code will apply to us following completion of the Offering.

Prior to such decisions or transactions, our Board of Directors must appoint a special committee of three independent directors in accordance with Article 526 *ter* of the Belgian Company Code, supported by one or more independent experts. This committee must describe the decision or transaction and determine the commercial advantages and disadvantages of the decision or transaction for us and our shareholders. It must also calculate and establish the financial consequences of the decision or transaction, and determine whether or not the decision or transaction is manifestly detrimental in light of our policies. If the committee does not find the decision or transaction to be manifestly detrimental, but believes it will prejudice us, it must clarify what benefits the decision or transaction will provide in compensation for the identified prejudices. The committee's recommendation must be submitted in writing, stating each of the above elements to our Board. Our Board of Directors must then make a decision, taking into account the committee's recommendation.

Any deviation from the committee's recommendation must be justified. Directors with a conflict of interest may not participate in the discussion or vote (as provided in "— Conflicts of interest of directors"). The written recommendation of the committee and the decision of the Board of Directors must be communicated to our statutory auditor, who must issue a separate opinion on the accuracy of the data contained in the recommendation of the committee and in the minutes of our Board. The committee's recommendation, an excerpt from the minutes of the Board of Directors and the opinion of the statutory auditor must be included in the annual report of the Board of Directors.

This procedure does not apply to (i) usual decisions and transactions agreed upon under conditions and guarantees that are normal for transactions of a similar nature or (ii) decisions or transactions that represent less than 1% of our consolidated net assets. Apart from the procedure described above, we must, in our annual report, report on the material restrictions or obligations, if any, that our parent company has imposed on us, or requested continuation of, in the previous financial year.

Please see "Related Party Transactions" for an overview of past transactions with affiliates of the Company.

Human Resources

As at September 30, 2009, the Group had 781 employees, which corresponds to 766.84 full-time equivalents (excluding non-active employees and Riverview employees for comparison purposes), located in 16 countries worldwide. For additional information on the integration of the Riverview site see "Our Operations — Our Production Facilities — North America — Riverview" on page 101.

The following table shows headcount by function in the regions in which we operate(1):

Function	Administrative	Production/Development	Sales
Europe	46	352	40
North America	19	155	17
South America	6	44	2
Asia	7	86	7

(1) Excluding non-active employees and Riverview employees but including two independent executives.

The table below gives an overview of the evolution in headcount per site:

Headcount(1)	December 31, 2007	December 31, 2008	September 30, 2009
Ghent	339	338	341
Leuna	88	85	80
Pace	79	80	79
St. Gabriel	49	53	63
Riverview	83	73	72
Camaçari	59	56	55
Fengxian	37	38	38
Yixing	73	68	62
Allentown	58	61	59
Sales representative offices	26	28	31

(1) Including Riverview employees, non-active employees and two independent executives.

RELATED PARTY TRANSACTIONS

Shareholders' Agreement and Related Agreements

On August 30, 2007, Pearls Invest, Stichting Management Taminco, Stichting Invest Benelux, AlpInvest Partners 2007, certain managers and employees of the Group and Taminco International entered into a subscription and shareholders' agreement (the **Subscription and Shareholders' Agreement**). This agreement contains the terms upon which these parties agreed to invest in Taminco International and to organise a stable shareholder structure in order to provide support for the further development and growth of the business. This Subscription and Shareholders' Agreement includes provisions relating to transfer restrictions, governance (amongst others, composition of the board, meetings of the board and required voting majorities), amongst others. The parties to this Subscription and Shareholders' Agreement have agreed to terminate this agreement subject to the closing of the Offering.

On August 31, 2007, Stichting Management Taminco, Taminco International and certain employees and managers of the Group who are depository receipt holders (the **Depository Receipt Holders**) entered into an agreement for depository receipt holders (*Certificaathoudersovereenkomst,* the **Agreement for Depository Receipt Holders**). Stichting Management Taminco's object is (i) the holding of shares in Taminco International in administration in exchange for issue by Stichting Management Taminco of a depository receipt for each Share in Taminco Group and (ii) the holding of investor loans in administration in exchange for the issuance by Stichting Management Taminco of a depository receipt for each of the investor loans, to employees and managers of the Group. The purpose of this arrangement is to separate the voting rights and the economic rights in relation to these Shares and investor loans: while the voting rights are exercised by the board of the Stichting Management Taminco, the economic rights belong to the depository receipts holders. The Agreement for Depository Receipt Holders includes provisions relating to confidentiality, non-compete, transfer restrictions for the depository receipts and dividends and other distributions. In addition, the Agreement for Depository Receipt Holders provides that each holder of the depository receipts must sell his or her depository receipts upon termination of his or her employment with the Group. The price at which a departing employee's receipts will be sold depends on whether the termination qualifies as a "bad" or "good" termination event. The parties to this Agreement for Depository Receipt Holders agreed to terminate this agreement subject to the closing of the Offering.

Please see Note 23 to the audited consolidated financial statements of the Company for the year ended December 31, 2008 and Note 22 of the audited consolidated financial statements of the Company for the nine months ended September 30, 2009 in Appendix I.

Please see "Major Shareholders — Executive Call-Options" on page 132 for the options held in respect of shares of Taminco International in accordance with call-option agreements entered into between Pearls Invest, AlpInvest Partners 2007 and a number of key employees and officers of the Group on August 30, 2007. These call-option agreements will remain in place after the closing of the Offering.

Following the completion of the Offering, there will be no shareholders' agreement in place between Pearls Invest, AlpInvest Partners 2007, Stichting Invest Benelux and Stichting Management Taminco. Further, after completion of the Offering, there will not be any new shareholders' agreement between CVC Capital Partners, AlpInvest Partners 2007 and the Executive Management Team, although there will be arrangements among the members of Stichting Management Taminco (or other members of management not holding depository receipts in Stichting Management Taminco).

Certain employees and managers of the Group (including the members of the Executive Management Team) have committed to continue to align their interests as shareholders through (or with) Stichting Management Taminco for at least a period of three years after the completion of the Offering. The board of Stichting Management Taminco will consist of three board members, appointed at the meeting of Depository Receipt Holders by a majority of votes cast and a majority of the Depository Receipt Holders. Any transfer of depository receipts will be subject to transfer restrictions, including a lock-up and a right of first refusal. A de-certification (an exchange of depository receipts against Shares) is not allowed as long as Stitchting Management Taminco's shareholding in the Company is 5% or less on a fully diluted basis. If this shareholding is more than 5%, a de-certification will only be permitted under certain conditions including that the Stichting Management Taminco's shareholding in the Company remains 5% after the de-certification and on a fully-diluted basis.

2008 Corporate and Financial Restructuring

In 2008, we completed a Group-wide corporate and financial restructuring following the acquisition of the majority of the shares of Taminco NV by funds advised by CVC Capital Partners. To achieve this, a typical private equity financing structure was put in place through which the financing was restructured as much as possible towards the operating companies. See "Operating and Financial Review and Prospects — Changes in Indebtedness".

Employment and Management Agreements

The Depository Receipt Holders of the Stichting Management Taminco have each entered into in either an employment agreement or a management services agreement with a member of the Group. Please see "Management and Corporate Governance" for the management agreements entered into with the members of the Executive Management Team.

Repayment of Outstanding Indebtedness

The Company intends to use the main part of the proceeds of the Primary Offering to strengthen the financial structure of the Group essentially through repayment of, among others, the € 120 million (in nominal amount) of the X/N Bonds issued by Taminco NV to the Selling Shareholder (plus accrued interest and a 1% pre-payment penalty). The Selling Shareholder will use these amounts to repay amounts owed to the Facility D lenders under the Senior Facilities Agreement (which includes two investors represented by AlpInvest Partners). See "Use of Proceeds" on page 40.

In addition, the Company has an outstanding payable of € 5 million owed to the Selling Shareholder, and the Selling Shareholder has an outstanding payable of € 5.7 million owed to the Company. Following the completion of the Offering, the Selling Shareholder will settle the net payable (€ 0.7 million) to the Company.

After these repayments and settlement, there will not be any outstanding indebtedness between the Company and the Selling Shareholder.

Please see Note 23 to the audited consolidated financial statements of the Company for the year ended December 31, 2008 and Note 22 of the audited consolidated financial statements of the Company for the nine months ended September 30, 2009 in Appendix I.

Other Related Party Transactions

After exercise of the Over-allotment Option, a merger between the Selling Shareholder and Taminco International will take place, followed by a share-buy-back. This share-buy-back will allow management and employees of the Group (in part through Stichting Management Taminco), Stichting Invest Benelux and AlpInvest Partners 2007 to become a direct shareholder of the Company. See "Major Shareholders" on page 128.

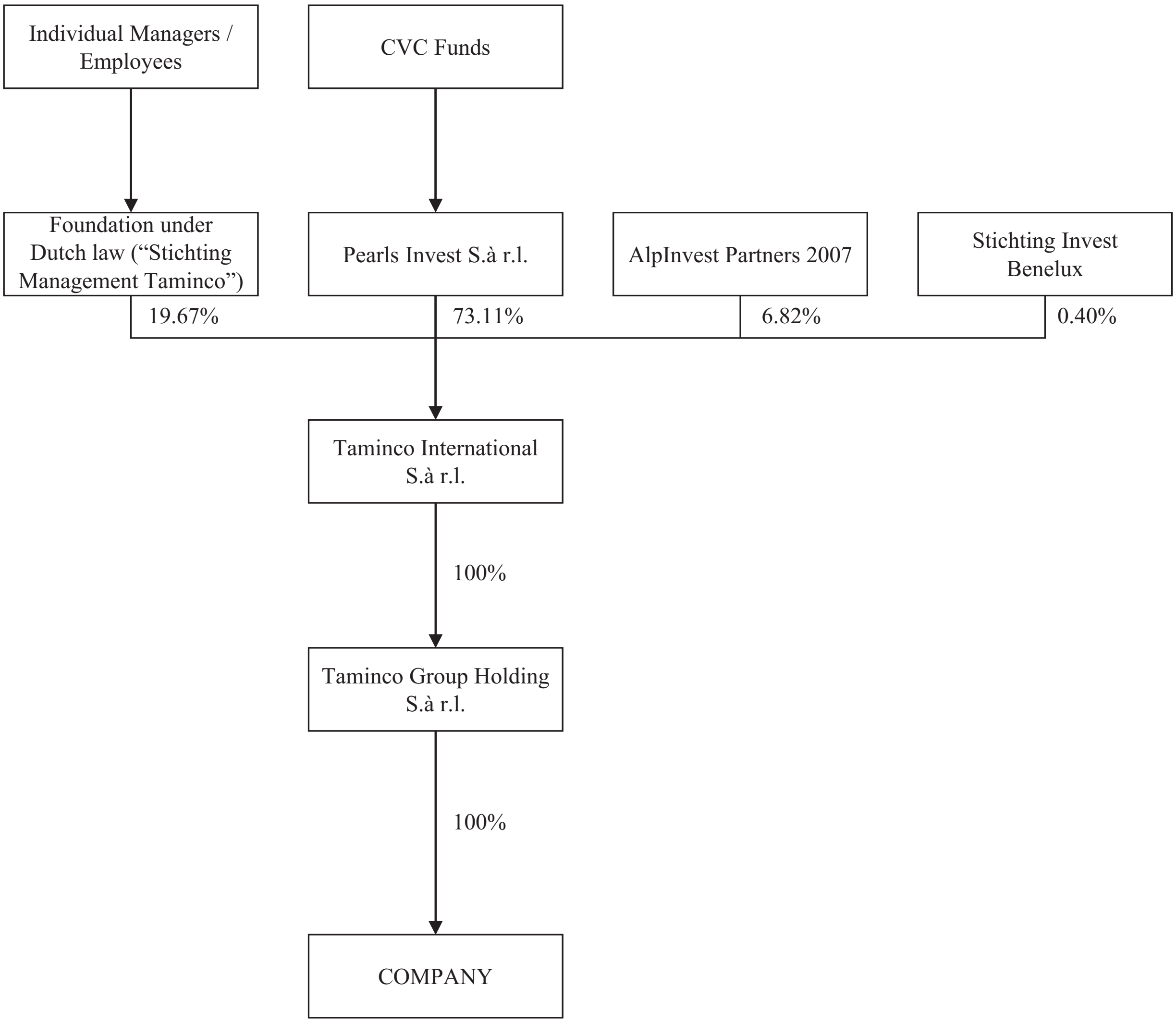
Nomination Rights

The funds advised by CVC Capital Partners and Stichting Management Taminco each have nomination rights for the Board. See "Management and Corporate Governance" on page 113.

MAJOR SHAREHOLDERS

Shareholders Prior to the Offering

On the date of this Prospectus and immediately prior to completion of the Offering, the Shares of the Company are held by the Selling Shareholder:



The Selling Shareholder is Taminco Group Holdings S.à r.l. (Taminco Group Holdings), a limited liability company organised and existing under Luxembourg law, with its registered office at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), and registered with the register of commerce and companies. The Selling Shareholder is wholly owned by Taminco International S.à r.l.

Taminco International S.à r.l. (Taminco International) is a limited liability company organised and existing under Luxembourg law, with its registered office at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), and registered with the register of commerce and companies. Taminco International is fully owned by Pearls Invest S.à r.l. (Pearls Invest), AlpInvest Partners 2007, Stichting Invest Benelux and Stichting Management Taminco.

Pearls Invest is wholly owned by funds advised by CVC Capital Partners. Founded in 1981, CVC Capital Partners is a leading global private equity and investment advisory firm, with a network of 19 offices across Europe, Asia and the United States.

AlpInvest Partners 2007 is a limited partnership managed by AlpInvest Partners, a leading global independent private equity investment manager, with a network of four offices across Europe, Asia and the United States.

Stichting Management Taminco is the vehicle through which certain managers and employees of the Group participate.

Stichting Invest Benelux is a vehicle through which certain advisers to CVC Capital Partners participate.

Each Share entitles its holder to one vote.

The entities referred to above have been the direct and indirect shareholders of the Company since its incorporation on August 20, 2007.

We do not hold any of our own Shares, nor do any of our subsidiaries hold any of our Shares, and none of our Shares are held on our behalf or on behalf of any of our subsidiaries except for one Share of the Company held by Taminco NV.

Shareholders After Completion of the Offering Before Exercise of the Over-allotment Option

The table below sets out the expected share ownership after completion of the Offering, assuming full placement of the Offer Shares, but before exercise of the Over-allotment Option, assuming an Offer Price ranging between €11.00, €12.50 and €14.00 per share.

Scenario A: Offer Price amounts to €11.00

Name	Shares(1)	Percentage
Taminco Group Holdings	26,208,704	47.2%
Public	29,295,455	52.8%
Total	55,504,159	100.0%

Scenario B: Offer Price amounts to €12.50

Name	Shares(1)	Percentage
Taminco Group Holdings	26,208,704	48.8%
Public	27,550,000	51.2%
Total	53,758,704	100.0%

Scenario C: Offer Price amounts to €14.00

Name	Shares(1)	Percentage
Taminco Group Holdings	26,208,704	50.0%
Public	26,178,571	50.0%
Total	52,387,275	100.0%

(1) After reverse stock split. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Development of the Share Capital of the Company".

The funds advised by CVC Capital Partners and Stichting Management Taminco each will have the following nomination rights for the Board (as included in our articles of association and our corporate governance charter):

- As long as funds advised by CVC Capital Partners, or any related funds following a transfer of shares, jointly own, directly or indirectly, more than 30% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of three directors. If they jointly hold, directly or indirectly, between 15% and 30% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of two directors. If their joint shareholding is, directly of indirectly, less than 15% of our voting rights, they will have the right to propose candidates to our shareholders with regard to the appointment of one director; and

- As long as Stichting Management Taminco owns, directly or indirectly, alone or together with other managers or employees of the Group acting in concert, 5% or more of our voting rights, Stichting Management Taminco has the right to propose candidates to our shareholders with regard to the appointment of one director (in addition to the CEO).

See "Management and Corporate Governance" on page 113.

Shareholders after Completion of the Offering and After Exercise of the Over-allotment Option

The table below sets out the expected share ownership after completion of the Offering, assuming full placement of the Offer Shares and full exercise of the Over-allotment Option, assuming an Offer Price ranging between € 11.00, € 12.50 and € 14.00 per share.

Scenario A: Offer Price amounts to € 11.00

Name	Shares(1)	Percentage
Taminco Group Holdings	21,814,386	39.3%
Public	33,689,773	60.7%
Total	55,504,159	100.0%

Scenario B: Offer Price amounts to € 12.50

Name	Shares(1)	Percentage
Taminco Group Holdings	22,076,204	41.1%
Public	31,682,500	58.9%
Total	53,758,704	100.0%

Scenario C: Offer Price amounts to € 14.00

Name	Shares(1)	Percentage
Taminco Group Holdings	22,281,918	42.5%
Public	30,105,357	57.5%
Total	52,387,275	100.0%

(1) After reverse stock split. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Development of the Share Capital of the Company".

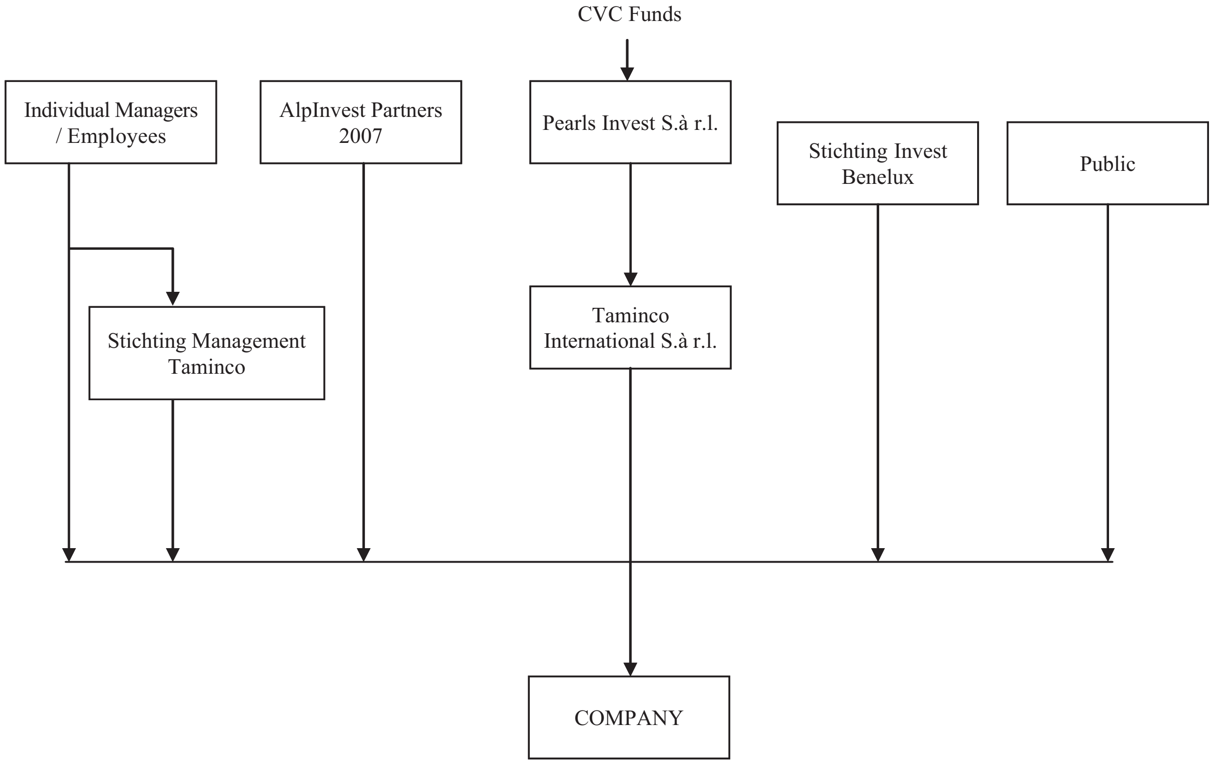
Shareholders' Transactions After the Closing Date

As set out in "Use of Proceeds" on page 40, immediately following the completion of the Offering, the main part of the proceeds of the Primary Offering will be used to repay the existing debt of the Group owed to the Selling Shareholder. The Selling Shareholder will use these funds to discharge its outstanding indebtedness owed to a syndicate of lenders (which includes two investors represented by AlpInvest Partners).

It is envisaged that shortly after the Closing Date the Selling Shareholder will merge with Taminco International, with Taminco International as surviving entity. Following this merger, Taminco International will hold Shares of the Company. It is further envisaged that Taminco International shall proceed with a buy-back of its shares from, respectively, AlpInvest Partners 2007, Stichting Invest Benelux and Stichting Management Taminco against payment in (i) cash and (ii) Shares of the Company. Following this buy-back, Taminco International, AlpInvest Partners 2007, Stichting Invest Benelux and Stichting Management Taminco will directly hold Shares of the Company and the shares of Taminco International will be exclusively held by funds advised by CVC Capital Partners. A portion of the shares of Taminco International are the subject of the Call-Options as defined in "— Executive Call-Options".

The members of the Executive Management Team have committed to continue to align their interests as shareholders through (or with) Stichting Management Taminco for at least a period of three years as of the completion of the Offering. It is not excluded that other employees and managers, current holders of depository receipts in this foundation, will opt to de-certify their depository receipts and become direct shareholders in the Company.

After completion of the Offering, there will be no new shareholders' agreements between CVC Capital Partners, AlpInvest Partners 2007 and the Executive Management Team, only arrangements between the members of Stichting Management Taminco.



The funds advised by CVC Capital Partners and Stichting Management Taminco will each have nomination rights for the Board. See above and "Management and Corporate Governance" on page 113.

Shareholders After Completion of the Offering, After Exercise of the Over-allotment Option and After the Transactions Described Above

The table below sets out the expected share ownership after completion of the Offering, assuming full placement of the Offer Shares and full exercise of the Over-allotment Option, and after the transactions described above, assuming an Offer Price between € 11.00, € 12.50 and € 14.00 per share.

Scenario A: Offer Price amounts to € 11.00

Name	Shares(1)	Percentage
Taminco International	16,122,681	29.0%
AlpInvest Partners 2007	1,507,527	2.7%
Stichting Management Taminco and individual managers and employers	4,100,469	7.4%
Stichting Invest Benelux	83,709	0.2%
Public	33,689,773	60.7%
Total	55,504,159	100.0%

Scenario B: Offer Price amounts to € 12.50

Name	Shares(1)	Percentage
Taminco International	16,171,501	30.1%
AlpInvest Partners 2007	1,508,817	2.8%
Stichting Management Taminco and individual managers and employers	4,308,214	8.0%
Stichting Invest Benelux	87,672	0.2%
Public	31,682,500	58.9%
Total	53,758,704	100.0%

Scenario C: Offer Price amounts to € 14.00

Name	Shares(1)	Percentage
Taminco International	16,290,723	31.1%
AlpInvest Partners 2007	1,519,221	2.9%
Stichting Management Taminco and individual managers and employers	4,382,842	8.4%
Stichting Invest Benelux	89,132	0.2%
Public	30,105,357	57.5%
Total	52,387,275	100.0%

(1) After reverse stock split. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Development of the Share Capital of the Company".

The funds advised by CVC Capital Partners and Stichting Management Taminco each will have nomination rights for the Board. See above and "Management and Corporate Governance" on page [113].

Executive Call-Options

At the time of the acquisition of Taminco NV by the Company, Pearls Invest and AlpInvest Partners 2007 granted in August 2007 to a number of key officers and employees of the Group (each, an **Executive**) call-options in respect of shares of Taminco International (the **Call-Options**) in order to better align the interests of the Group's management with those of its owners.

The Call-Options are exercisable at any time before September 1, 2017, but only in the event of a full exit by Pearls Invest and AlpInvest Partners 2007. The exercise price is equal to the nominal value of one share of Taminco International. A full exit is defined as an event pursuant to which funds advised by CVC Capital Partners and AlpInvest Partners 2007 do not hold any remaining interest in the Selling Shareholder or the Group. In certain circumstances, Executives who leave the Company will no longer be entitled to exercise their Call-Options.

The number of shares in Taminco International that the Executives will be entitled to purchase if the Call-Option becomes exercisable will depend on the internal rate of return realised by Pearls Invest and AlpInvest Partners 2007 on their investment in Taminco International. Following the Offering, this rate of return will be a function of, among other things, the market price of the Company's Shares and dividend payments. The maximum aggregate number of shares in Taminco International that the Executives could become entitled to purchase under the Call-Options represents 16.21% of the Shares in Taminco International. See "Description of Share Capital and Articles of Association — Share Capital and Shares — Changes to the Share Capital".

Intention of the Shareholders after the Offering

The shareholders of Stichting Management Taminco have informed the Company that they intend for Stichting Management Taminco to remain an important shareholder of the Company. Pearls Invest, AlpInvest Partners 2007 and Stichting Invest Benelux have not indicated their intention to remain shareholders of the Company.

DESCRIPTION OF SHARE CAPITAL AND ARTICLES OF ASSOCIATION

General

This Section summarises our corporate purpose, share capital and the material rights of our shareholders under Belgian law and our articles of association. It is based on our articles of association as amended by the Extraordinary Shareholders' Meeting of January 15, 2010 which will become effective on the Closing Date (except for the decision to decrease the Company's share capital, which was effective immediately).

We were incorporated on August 20, 2007, under the name "Taminco Group NV" for an unlimited duration. Our legal form is a limited liability company (*naamloze vennootschap / société anonyme*), organised under the laws of Belgium. Pursuant to the Belgian Company Code, the liability of our shareholders is limited to the amount of their respective committed contribution to our capital.

We were founded by the following companies:

- Taminco International S.à r.l., a Luxembourg private limited liability company, whose registered office is at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), a holding company whose sole investment is the shares it (at present, indirectly) owns in the Company; and
- Pearls Invest S.à r.l., a Luxembourg private limited company, whose registered office is at 20 avenue Monterey, L-2613 Luxembourg (Grand Duchy of Luxembourg), which is controlled by funds advised by CVC Capital Partners and whose sole investment is the shares it (at present, indirectly) owns in the Company.

Our registered office is located at Pantserschipstraat 207, 9000 Ghent, Belgium, telephone number +32 (0)9 254 14 11. We are registered with the register of legal entities (*rechtspersonenregister - RPR / registre des personnes morales - RPM*) (Ghent) under enterprise number 0891.533.631. Our financial year is from January 1 to December 31.

Our articles of association have been amended on several occasions and most recently by the Extraordinary Shareholders' Meeting of January 15, 2010. The articles of association are available for inspection at our registered office and on our website: www.taminco.com.

The description provided hereafter is only a summary and does not purport to give a complete overview of the articles of association, nor of all relevant provisions of Belgian law nor should it be considered as legal advice regarding these matters.

The description below describes our articles of association as approved at the Extraordinary Shareholders' Meeting of January 15, 2010. The changes made to our articles of association are conditioned upon the closing of the offering and will not become effective until the Closing Date, except for the decision to decrease the Company's share capital.

Corporate Purpose

Our corporate purpose is set forth in Article 3 of our articles of association and reads (in translation from the Dutch original):

The company's purpose includes, in Belgium and abroad, both for its own account and for the account of third parties: the production, sale, research and development of chemicals and derivatives, in the broadest sense.

In addition, the company's purpose includes, both in Belgium and abroad, in its own name and for its own account:

- Investing, subscribing, directly or indirectly participating, selling, purchasing and trading, underwriting and placing shares, profit shares, bonds, certificates, receivables, payables, cash and other movable assets and trade securities, issued by Belgian or foreign enterprises, either existing or to be incorporated, whether or not under the form of commercial companies, trust offices, institutions and associations and whether or not incorporated under public law.
- Incorporating, participating, acquiring and managing participations, in any way, in all Belgian or foreign enterprises, existing or to be incorporated; holding, transferring or managing in any other way participations and interests of any kind in other Belgian or foreign companies and enterprises; entering into joint ventures with other companies or enterprises; and acting as director, manager or liquidator or accepting any other office in a company or enterprise, providing advice, management services or other services to these companies or enterprises, both on a contractual basis or on the basis of these articles of association, in the capacity of either an external counsel to such companies or enterprises or as a corporate body of such companies or enterprises.

- Financing companies and enterprises, in the broadest sense: borrowing from, lending to, and co-ordinating the financing of, including issuing bonds, debentures or other securities, or entering into any related agreements; providing guarantees and security interest, binding the company and encumbering its assets for the benefit of companies and enterprises which are part of the same group and for the benefit of third parties, excluding any activities subject to special regulations.
- Providing advice of a financial, technical, commercial or administrative nature, in the broadest sense, excluding any advice relating to investments and placements of cash, providing assistance and services, directly or indirectly, relating to administration and financing, sales, marketing, production and general management. Providing administrative and computer services.
- Developing, purchasing, selling, managing, exploiting brands, patents, know-how and any other intellectual property rights, obtaining and providing licences, sub-licences and similar rights whatever their name or definition.
- Purchasing and selling, importing and exporting, engaging in business on commission or agency of any products, i.e. act as commercial intermediary.
- Researching, developing, producing or commercialising new products, new technologies and their applications.
- Setting up, expanding and managing a real estate portfolio, performing all transactions relating to real estate or rights *in rem* such as financial leasing to third parties, selling, purchasing, exchanging, building, rebuilding, maintaining, leasing, renting, parcelling, prospecting and exploiting real estate, purchasing and selling, renting and leasing movable assets and all actions directly or indirectly relating to this purpose and which are of a nature to promote the proceeds of the movable assets or real estate, including granting a personal guarantee for obligations entered into by third parties holding the movable assets or real estate.
- Providing individual and common services and support to enterprises and independent workers, providing enterprise, office and shopping space and facilities to enterprises and other initiatives, granting logistic and secretary services to enterprises and such other initiatives.

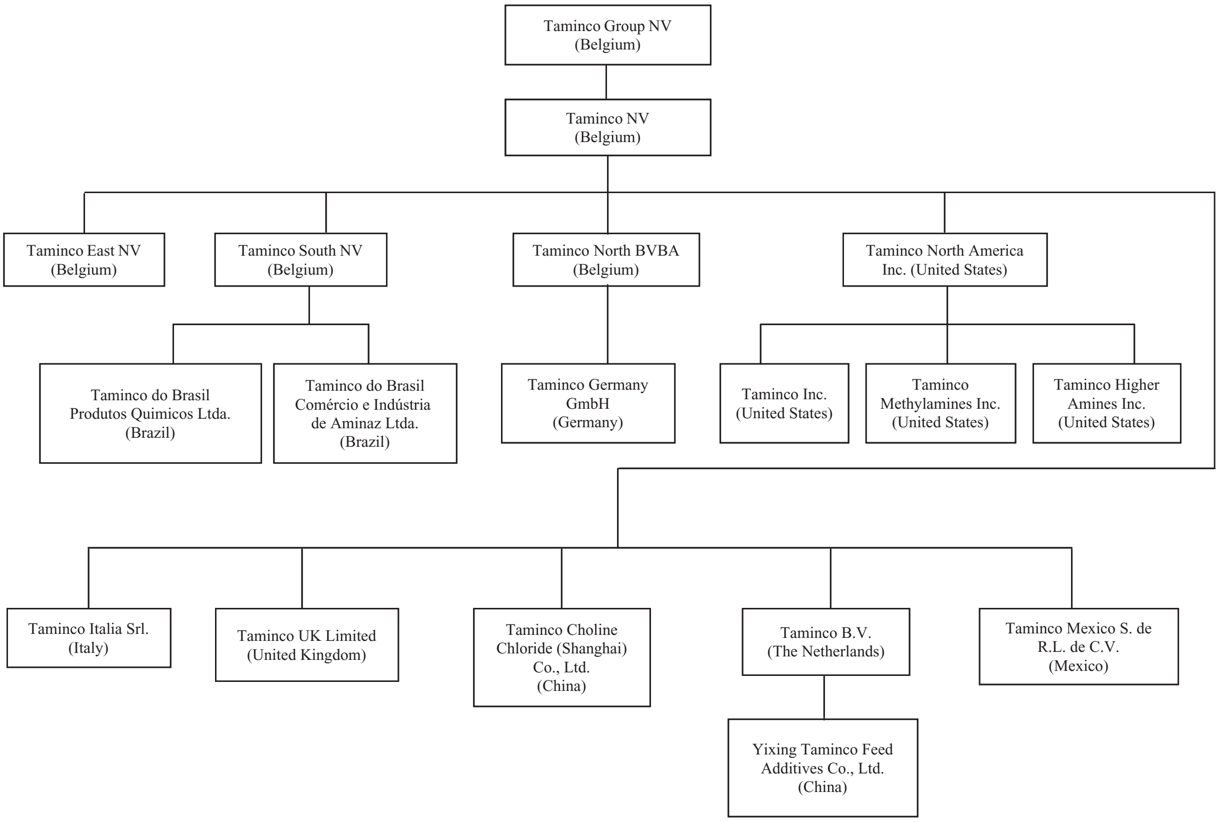
The company may perform all actions of a commercial, industrial, real estate, movable or financial nature directly or indirectly related to its purpose or contributing to the realisation of this purpose. The company may, by contribution in kind or in cash, by merger, subscription, participation, financial intervention or any other method, take a direct or indirect interest in, or act as a partial or full holding company of, other companies existing or to be incorporated, both in Belgium or abroad.

The above list is not exhaustive. Therefore, the company may take all actions which may contribute to the realisation of its corporate purpose in any way. The company may realise its purpose, both in Belgium and abroad, in any manner which it considers most appropriate.

The company may not engage in asset management or investment advice as set out in the applicable regulations and royal decrees. The company may not perform any activities which are subject to regulatory provisions to the extent the company does not comply with these provisions.

Group Structure

The structure of the Group is as follows:



The Company has the following direct or indirect material subsidiaries:

Name	Jurisdiction	Registered office	Ownership %[1]
Taminco NV	Belgium	Pantserschipstraat 207 9000 Ghent	100%[2]
Taminco East NV	Belgium	Pantserschipstraat 207 9000 Ghent	100%[2]
Taminco North BVBA	Belgium	Pantserschipstraat 207 9000 Ghent	100%
Taminco South NV	Belgium	Pantserschipstraat 207 9000 Ghent	100%[2]
Taminco Germany GmbH	Germany	Am Haupttor BAU 8314 D-06234 Leuna	100%
Taminco do Brasil Comércio e Indústria de Aminas Ltda.	Brazil	Rua Nafta 717 Pólo Petroquimico 42810-210 Camaçari, Bahia	99.99%[3]
Taminco do Brasil Produtos Quimicos Ltda.	Brazil	Alameda Santos 211, Bus 10 CEP 01.419-000 São Paulo	99.66%[4]
Taminco North America Inc.	United States	The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801	100%
Taminco Inc.	United States	The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801	100%
Taminco Methylamines Inc.	United States	The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801	100%

Name	Jurisdiction	Registered office	Ownership %[1]
Taminco Higher Amines Inc.	United States	The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801	100%
Taminco Choline Chloride (Shanghai) Co., Ltd.	China	Zhuanghang Town Fengxian Shanghai 201415	100%
Yixing Taminco Feed Additives Co. Ltd.	China	Qiancheng Village Guanlin Town Yixing City Jiangsu Province	67.5%
Taminco Italia SRL	Italy	Piazzale Cadorna Luigi 10 CAP 20123 Milano	100%
Taminco Mexico S. de R.L. de C.V.	Mexico	Via Gustavo No. 2160 Edif. 3 Pido 1 Of. 1 Fracc. Ind. La Loma 54060 Tlalnepantlantla, Edo. De Mexico	100%
Taminco UK Limited	United Kingdom	Kings Park House 22 Kings Park Road Southampton SO15 2UF Hampshire	100%
Taminco BV	The Netherlands	World Trade Center Schiphol Airport, Tower B, 6th Floor Schiphol Boulevard 285 Luchthaven Schiphol 1118BH Amsterdam Netherlands	100%

(1) Direct and indirect.

(2) Pursuant to Belgian regulations a SA/NV must have at least two shareholders. However, one of the shareholders may hold all but one of the shares, which is the case for this company.

(3) All but one of the shares of this company are held by Taminco South NV (one share is held by Taminco do Brasil Produtos Quimicos Ltda.) All but one of the shares of Taminco South NV are held by Taminco NV.

(4) All but 100 of the shares of this company are held by Taminco South NV (99 shares are held by Taminco Inc. and one share is held by Taminco do Brasil Comércio e Indústria de Aminas Ltda.). All but one of the shares of Taminco South NV are held by Taminco NV.

Share Capital and Shares

Development of the Share Capital of the Company

At our incorporation on August 20, 2007, our share capital amounted to € 62,000, represented by 6,200,000 Shares without nominal value, fully paid-up in cash and each representing an identical fraction of our share capital.

On August 30, 2007, our share capital was increased by a contribution in cash of € 113,519,818, to € 113,581,818, represented by 11,358,181,800 Shares fully paid-up in cash and each representing an identical fraction of our share capital.

On August 31, 2007, our share capital was increased by a contribution in kind in the amount of € 39,160,000, to € 152,741,818, represented by 15,274,181,800 shares fully paid-up in cash and each representing an identical fraction of our share capital.

Finally, on July 1, 2008, our share capital was increased by a contribution in kind in the amount of € 34,500,000, to € 187,241,818, represented by 18,021,829,565 Shares, fully paid-up and each representing an identical fraction of our share capital.

On January 15, 2010, our Extraordinary Shareholders' Meeting resolved to carry out a reverse stock split (440 Existing Shares for one new Share) subject to the completion of the Offering. Following this reverse stock split, the share capital will be represented by 40,958,704 Shares. This Extraordinary Shareholders' Meeting also resolved to (i) decrease our share capital by € 38,588,285.41 to eliminate losses brought forward and to create a reserve for expected future losses (effective immediately) and (ii) subsequently increase our share capital by up to € 160,000,000 in relation to the issue of the New Shares as required for the purposes of the Offering and granted our directors the powers required to establish the capital increase and issue the New Shares and VVPR strips to the investors upon closing of the Offering on the Closing Date.

All of our Shares have the same rights.

Apart from the Shares, including the New Shares and the VVPR strips, we have not issued, and will not issue prior to completion of the Offering any other securities, whether or not representing our share capital.

Form and Transferability of the Shares

Our Shares can take the form of registered shares or dematerialised shares. The Offer Shares and the Over-allotment Shares will take the form of dematerialised shares.

Each shareholder may, at any time and at its own expense, require the Company to convert dematerialised shares into registered shares and vice versa.

All of our Shares are fully paid-up and freely transferable subject to any contractual restrictions undertaken by our shareholders.

Pledge

Our Shares are pledged in favour of the lenders under the Senior Facilities Agreement. See "Operating and Financial Review and Prospects — Financial Indebtedness — Senior Credit Facility" on page 71 and "Business — Material Contracts — Senior Facilities Agreement" on page 102. Upon effectiveness of the amendments requested pursuant to the Senior Facilities Amendment Request, the pledge on our Shares will be released on the Allocation Date. See "Risk Factors — Our financial and operational flexibility may be limited by the financial and other covenants contained in our Senior Facilities Agreement, and if we are unable to meet our payment obligations or if we fail to comply with those covenants, our lenders may be entitled to enforce the share pledges securing our obligations under the Senior Facilities Agreement".

Currency

All of our Shares are denominated in euro.

Description of Rights and Benefits Attached to the Shares

Voting Rights

Each of our Shares is entitled to one vote. The voting rights attached to any Shares held by us are suspended as long as they are held by us. Shareholders may vote in person or by proxy.

Voting rights can be suspended in relation to Shares:

- Which are not fully paid-up, notwithstanding the request thereto of our Board of Directors;
- To which more than one person is entitled, except in the event a single representative is appointed for the exercise of the voting rights;
- Which entitle their holder to voting rights above the thresholds of 3% or any further multiple of 5% of the total number of voting rights attached to our outstanding financial instruments on the date of the relevant Shareholders' Meeting, except in the event the relevant shareholder has notified us and the CBFA at least 20 days prior to the date of the Shareholders' Meeting at which he or she wishes to vote his/her shareholding reaching or exceeding the thresholds above; and
- For which the voting rights were suspended by a competent court or the CBFA.

Generally, the Shareholders' Meeting has exclusive authority with respect to:

- The approval of our annual accounts;
- The appointment and dismissal of our directors and statutory auditor;
- The granting of release from liability to the directors and the statutory auditor;
- The determination of the remuneration of the directors and of the statutory auditor for the exercise of their mandate;
- The distribution of profits;

- The filing of a claim for liability against directors;
- Decisions relating to our dissolution, merger and certain other reorganisations; and
- The approval of amendments to the articles of association.

The funds advised by CVC Capital Partners and Stichting Management Taminco each have nomination rights for the Board. See "Management and Corporate Governance" on page 113.

Right to Attend and Vote at Shareholders' Meetings

Annual Shareholders' Meeting. The annual shareholders' meeting (the **Annual Shareholders' Meeting**) is held at the registered office of the Company or at the place determined in the notice convening the Shareholders' Meeting. In principle, the meeting is held every year on the second Wednesday of May at 10.00 hours (Central European Time, GMT+1). If this date is a legal holiday, the meeting is held on the next business day at the same time.

At the Annual Shareholders' Meeting, the Board of Directors submits the audited stand-alone and consolidated financial statements and the reports of the Board of Directors and of the statutory auditor with respect thereto to the shareholders. The Annual Shareholders' Meeting then decides on the approval of the stand-alone financial statements, the proposed allocation of our profit or loss, the release from liability of the directors and the statutory auditor, and, when applicable, the (re)appointment or dismissal of the statutory auditor and/or of all or certain directors.

Extraordinary Shareholders' Meetings. The Board of Directors or the statutory auditor (or the liquidators, if appropriate) may, whenever our interest so requires, convene an Extraordinary Shareholders' Meeting. Such Shareholders' Meeting must also be convened every time one or more shareholders holding at least 5% of our share capital so demand. Shareholders that do not hold at least 5% of our share capital do not have the right to have the Shareholders' Meeting convened.

Notices Convening the Shareholders' Meeting. The notice convening the Shareholders' Meeting must state the place, date and time of the meeting and shall include an agenda indicating the items to be discussed as well as any motions for resolutions.

The notice must be published in the Belgian Official Gazette (*Belgisch Staatsblad / Moniteur belge*) at least 24 days prior to the Shareholders' Meeting or the registration date (if such date is specified in the convening notice). In the event that a second convening notice is necessary and the date of the second meeting is mentioned in the first convening notice, that period is 17 days prior to the Shareholders' Meeting or, as the case may be, the registration date. The notice must also be published in a newspaper with nationwide distribution in Belgium at least 24 days prior to the date of the Shareholders' Meeting or the registration date (if such date is specified in the convening notice), unless the meeting is an Annual Shareholders' Meeting which is held at the municipality and on the location, date and time set out in our articles of association and of which the agenda items are limited to a resolution on the annual accounts, the annual report of the Board of Directors and the report of the statutory auditor, and the discharge to the directors and the statutory auditor. In the event a second convening notice is necessary and the date of the second meeting is mentioned in the first convening notice, that period is 17 days prior to the Shareholders' Meeting or, as the case may be, the registration date. The annual accounts, the annual report of the Board of Directors and the report of the statutory auditor must be made available to the public at least 15 days prior to the date of the Annual Shareholders' Meeting.

The convening notice must be sent 15 days prior to the Shareholders' Meeting to the holders of registered shares, holders of registered bonds, holders of registered subscription rights, holders of registered certificates issued with our cooperation and to our directors and statutory auditor. This communication is made by ordinary letter unless the addressees have individually and expressly accepted in writing to receive the notice by another form of communication, without having to give evidence of the fulfilment of such formality.

Formalities to Attend the Shareholders' Meeting. All holders of shares, subscription rights, bonds (if any) issued by us and all holders of certificates issued with our cooperation (if any) can attend Shareholders' Meetings. Only shareholders, however, may vote at Shareholders' Meetings.

If the Board of Directors so requests in the convening notice, the holders of registered shares must inform the Board of Directors of their intention to attend the general meeting at the latest on the third business day prior to the meeting in order to be admitted to attend the Shareholders' Meeting.

If the Board of Directors so requests in the convening notice, the holders of dematerialised shares must deposit, within the same period of time, at the organisations indicated by the Board of Directors, an attestation drawn up either by the recognised account holder or by the settlement agency, by which the unavailability of these shares up to the date of the general meeting of Shareholders can be determined.

Registration Date. In accordance with Article 536 of the Belgian Company Code, the articles of association also allow the Board of Directors to specify a registration date in the notice convening the Shareholders' Meeting. If the Board of Directors decides to set a registration date in the notice, only shareholders who hold shares at 24.00 hours (Central European Time, GMT+1) on the registration date may participate and vote with such shares at the Shareholders' Meeting, regardless of the number of shares that they hold on the actual date of the Shareholders' Meeting. The specified registration date can be no earlier than 15 calendar days, and no later than five business days, before the date of the Shareholders' Meeting.

Proxy. Each shareholder has the right to attend a Shareholders' Meeting and to vote at the Shareholders' Meeting in person or through a proxy holder. The proxy holder may be, but need not be, a shareholder of the Company. The Board of Directors can request the participants to the meeting to use a model of proxy (with voting instructions), which must be deposited at our registered office or at a place specified in the notice convening the Shareholders' Meeting at least three business days prior to the meeting.

Quorum and Majorities. In general, there is no attendance quorum requirement for a Shareholders' Meeting and decisions are generally passed with a simple majority of the votes of the shares present or represented.

However, capital increases (other than those decided by the Board of Directors pursuant to the authorised capital), decisions with respect to our dissolution, mergers, demergers and certain other reorganisations, amendments to the articles of association (other than an amendment of the corporate purpose), and certain other matters referred to in the Belgian Company Code require a resolution passed with a majority of at least 75% of votes cast at a Shareholders' Meeting where holders of at least 50% of our share capital are present. An amendment to our corporate purpose requires the approval of at least 80% of the votes cast at a Shareholders' Meeting, which can only validly pass such resolution if at least 50% of our share capital and at least 50% of the profit certificates, if any, are present or represented. An amendment of the nomination rights of the funds advised by CVC Capital Partners and Stichting Management Taminco will require application of the legal provisions on an amendment of the articles of association and passage of a resolution to such end by a majority of at least 97% of the shareholders present or represented at the relevant Shareholders' Meeting. In the event that the required quorum is not present or represented at the first meeting, a second meeting must be convened by a new notice. The second Shareholders' Meeting may validly deliberate and decide regardless of the number of shares present or represented. The special majority requirements, however, remain applicable.

Dividends

All shares participate equally in our profits (if any). The Offer Shares and the Over-allotment Shares, if any, carry the right to receive dividends (if any) payable with respect to the entire financial year ending December 31, 2009 and each subsequent financial year. Pursuant to the Belgian Company Code, the shareholders can in principle decide on the distribution of profits with a simple majority vote at the Annual Shareholders' Meeting, based on the most recent statutory audited annual accounts, prepared in accordance with Belgian GAAP and based on a (non-binding) proposal of our Board of Directors. Our articles of association also authorise the Board of Directors to declare interim dividends subject to the terms and conditions of the Belgian Company Code without shareholder approval being required.

Dividends can only be distributed if, following the declaration and payment of dividends, the amount of our net assets on the date of the closing of the last financial year based on the statutory audited annual accounts (i.e. the amount of the assets as shown in the balance sheet, less provisions and liabilities, all as prepared in accordance with Belgian accounting rules), less the unamortised costs of incorporation and extension and the unamortised costs for research and development, does not fall below the amount of the paid-up capital (or, if higher, the issued capital), plus the amount of non-distributable reserves. In addition, prior to distributing dividends, 5% of our annual net profits (under our statutory audited annual accounts prepared in accordance with Belgian GAAP) must be allotted to a legal reserve, until the legal reserve amounts to 10% of our share capital.

See "Dividend Policy" on page 41 for our dividend policy.

Rights Regarding Dissolution and Liquidation

The Company can only be dissolved by a resolution of the Shareholders' Meeting passed with a majority of at least 75% of the votes cast at an Extraordinary Shareholders' Meeting where holders of at least 50% of the share capital is present or represented.

If, as a result of losses incurred, the ratio of our net assets (determined in accordance with Belgian legal and accounting rules) to share capital is less than 50%, the Board of Directors must convene an Extraordinary Shareholders' Meeting within two months of the date upon which the Board of Directors discovered or should have discovered this undercapitalisation. At this Shareholders' Meeting the Board of Directors needs to propose either our dissolution or our continuation, in which case the Board of Directors must propose measures to address our financial situation. The Board must justify its proposals in a special report to the Shareholders. Shareholders representing at least 75% of the votes validly cast at this meeting have the right to dissolve us, provided that at least 50% of our share capital is present or represented at the meeting.

If, as a result of losses incurred, the ratio of our net assets to share capital is less than 25%, the same procedure must be followed, it being understood, however, that in that event shareholders representing 25% of the votes validly cast at the meeting can decide to dissolve us. If the amount of our net assets has dropped below € 61,500 (the minimum amount of share capital of a Belgian limited liability company), any interested party is entitled to request the competent court to dissolve us. The court can order our dissolution or grant a grace period during which time we must remedy the situation.

If we are dissolved for any reason, the liquidation must be carried out by one or more liquidators appointed by the Shareholders' Meeting and whose appointment has been ratified by the commercial court. Any balance remaining after discharging all debts, liabilities and liquidation costs must first be applied to reimburse, in cash or in kind, the paid-up capital of the shares not yet reimbursed. Any remaining balance shall be equally distributed amongst all the shareholders. If the net proceeds are insufficient to reimburse all the shares, the liquidators shall first reimburse those Shares paid-up to a greater extent to equalise them with the shares paid-up to a lesser extent, or shall call for an additional payment by the holders of shares paid-up to a lesser extent.

Changes to the Share Capital

Principle

In principle, changes to the share capital are decided by the shareholders. The Shareholders' Meeting may at any time decide to increase or decrease our share capital. Such resolution must satisfy the quorum and majority requirements that apply to an amendment of the articles of association, as described above in "—Right to Attend and Vote at Shareholders' Meetings — Quorum and Majorities" on page 139.

Capital Increases by the Board of Directors

Subject to the same quorum and majority requirements, the Shareholders' Meeting may authorise the Board of Directors, within certain limits, to increase our share capital without any further approval of the shareholders. This is the so-called "authorised capital". This authorisation needs to be limited in time (i.e. it can only be granted for a renewable period of up to a maximum of five years) and in scope (i.e. the authorised capital may not exceed the amount of the registered capital at the time of the authorisation).

On January 15, 2010 our Extraordinary Shareholders' Meeting authorised the Board of Directors to increase our share capital within the framework of the authorised capital once or several times provided the cumulative amount of the increases does not exceed the Company's share capital as established at the enactment of the capital increase relating to the Offering. This authorisation is subject to the condition precedent of the enactment of the capital increase relating to the Offering and is valid a period of five years from the date of the publication of the deed enacting the capital increase in the Annexes to the Belgian Official Gazette.

Within the framework of the authorised capital, our Board of Directors will be authorised to increase the capital by contribution in cash or in kind or by way of capitalisation of reserve funds and issue premiums, with or without issuing new shares and to issue convertible bonds or warrants. The Board will be authorised to limit or declare inapplicable the preferential subscription rights of the existing shareholders in accordance with Article 596 and following of the Belgian Company Code and to limit or declare inapplicable the preferential subscription rights to the benefit of one or more persons, even if those persons are not employed by us or one of our subsidiaries.

The Board of Directors will also be authorised to increase the share capital within the framework of the authorised capital, in case of a public takeover bid in relation to our securities notified to the Board by the CBFA within a period of three years from the date of the Extraordinary Shareholders' Meeting held on January 15, 2010 and insofar as (i) the Shares issued as a result of the capital increase are as of their issue date fully paid-up, (ii) the issue price of the Shares issued as a result of the capital increase is not less than the price of the takeover bid and (iii) the number of Shares issued as a result of the capital increase is not more than 10% of the shares issued prior to the capital increase.

Preferential Subscription Right

In the event of a capital increase for cash with the issue of new shares, or in the event of an issue of convertible bonds or subscription rights, our existing shareholders have a preferential right to subscribe, pro rata, to the new Shares, convertible bonds or subscription rights. These preferential subscription rights are transferable during the subscription period. The Shareholders' Meeting may decide to limit or cancel this preferential subscription right, subject to special reporting requirements. Such decision by the Shareholders' Meeting needs to satisfy the same quorum and majority requirements as the decision to increase our share capital.

The shareholders may also decide to authorise the Board of Directors to limit or cancel the preferential subscription right when issuing securities within the framework of the authorised capital, subject to the terms and conditions set forth in the Belgian Company Code. On January 15, 2010, our Extraordinary Shareholders' Meeting granted the Board of Directors this authorisation within the limits of the authorised capital. See also "—Capital Increases by the Board of Directors" on page 141.

Generally, unless expressly authorised in advance by the Shareholders' Meeting, the authorisation of the Board of Directors to increase our share capital through contributions in cash with cancellation or limitation of the preferential subscription right of the existing shareholders is suspended as of the notification to us by the CBFA of a public takeover bid on our financial instruments. Our Shareholders' Meeting granted such express authorisation to the Board of Directors. See also "—Capital Increases by the Board of Directors" on page 141.

Purchase and Sale of Own Shares

In accordance with our articles of association and the Belgian Company Code, we can only purchase and sell our own Shares by virtue of a special shareholders' resolution approved by at least 80% of the votes validly cast at a Shareholders' Meeting where at least 50% of the share capital and at least 50% of the profit certificates, if any, are present or represented. The prior approval by the shareholders is not required if we purchase the Shares to offer them to the Company's personnel.

On January 15, 2010, the Extraordinary Shareholders' Meeting authorised the Board of Directors to purchase up to 20% of our share capital in Shares, for a price not lower than 15% below the average closing price during the last 20 trading days immediately preceding the day on which such share is contracted to be purchased and not higher than 15% above the average closing price during the last 20 trading days. This authorisation is subject to the condition precedent of the enactment of the capital increase relating to the Offering and is valid for a period of five years from the date of the publication of the deed enacting the capital increase in the Annexes to the Belgian Official Gazette.

Our Board of Directors will also be authorised to purchase our own Shares if that acquisition is necessary to prevent an imminent and serious prejudice to us. This authorisation is subject to the condition precedent of the enactment of the capital increase relating to the Offering and is valid a period of three years from the date of the publication of the deed enacting the capital increase relating to the Offering in the Annexes to the Belgian Official Gazette.

The above authorisations are also valid for purchases of our Shares by one of our directly controlled subsidiaries, as set out in Article 627 of the Belgian Company Code.

The Board of Directors is authorised to sell part of or all our Shares, at a price it determines, whether or not on the stock exchange. This authorisation is valid without any time restriction. The authorisation is also valid for sales of our shares by one of our directly controlled subsidiaries, as set out in Article 627 of the Belgian Company Code.

Shares can only be acquired with funds that would otherwise be available for distribution as dividend. The total number of Shares held by us can at no time be more than 20% of our share capital.

Legislation and Jurisdiction

Notification of Significant Shareholdings

Pursuant to the Belgian Law of May 2, 2007 on the disclosure of significant shareholdings in issuers whose securities are admitted to trading on a regulated market and containing various provisions (the **Transparency Law**), a notification to us and to the CBFA is required by all natural and legal persons in the following circumstances:

- An acquisition or disposal of voting securities, voting rights or financial instruments that are treated as voting securities;
- The holding of a participating interest upon first admission of our Shares to trading on a regulated market;
- The passive reaching of a threshold;

- The reaching of a threshold by persons acting in concert or a change in the nature of an agreement to act in concert;
- Where a previous notification concerning financial instruments that are treated as voting securities is updated;
- The acquisition or disposal of the control of an entity that holds a participating interest in an issuer; and
- Where we introduce additional notification thresholds in the articles of association,

in each case where the percentage of voting rights attached to voting securities held by such persons reaches, exceeds or falls below the legal threshold, set at 5% of the total voting rights, and 10%, 15%, 20% and so on at intervals of five percentage points or, as the case may be, the additional thresholds provided in the company's articles of association. We have provided for an additional threshold of 3% in our articles of association.

The notification must be made as soon as possible and at the latest within four trading days from the trading day following the acquisition or disposal of the voting rights triggering the reaching of the threshold. Where we receive a notification of information regarding the reaching of a threshold, we have to publish such information within three trading days following receipt of the notification.

No one may cast a greater number of votes at a general meeting of Shareholders than those attached to the rights or securities it has notified in accordance with the Transparency Law at least 20 days before the date of the general meeting of Shareholders, subject to certain exceptions. The CBFA may also impose administrative sanctions in case of infringement of these disclosure obligations.

Public Takeover Bids

Public takeover bids for shares and other securities giving access to voting rights are subject to supervision by the CBFA. Public takeover bids must be made for all of the voting securities, as well as for all other securities giving access to voting rights. Prior to making a bid, a bidder must publish a prospectus, which has been approved by the CBFA prior to publication.

Belgium has implemented the Thirteenth Company Law Directive (European Directive 2004/25/EC of April 21, 2004) by the Belgian Law on public takeover bids of April 1, 2007 (the **Takeover Law**) and the Belgian Royal Decree of April 27, 2007 on public takeover bids (the **Takeover Royal Decree**). The Takeover Law provides that a mandatory bid will be triggered if a person, as a result of its own acquisition or the acquisition by persons acting in concert with it or by persons acting on their account, directly or indirectly holds more than 30% of the voting securities in a company that has its registered office in Belgium and of which at least part of the voting securities are traded on a regulated market or on a multilateral trading facility designated by the Takeover Royal Decree. The mere fact of exceeding the relevant threshold will give rise to a mandatory bid, irrespective of whether or not the price paid in the relevant transaction exceeds the current market price. Article 74 of the Belgian Act on public takeover bids contained a transitional provision which granted an exemption from the mandatory bid requirements to persons who individually or acting in concert held at least 30% of the voting securities on September 1, 2007, provided that the shareholding was duly notified to the CBFA within 120 business days as of the entering into effect of the new mandatory bid provision. None of our shareholders has made any such notification.

Frustrating Actions

Belgium has opted out of the optional provisions of the E.U. Directive on Takeover Bids (2004/25/EC). However, pursuant to Article 557 of the Belgian Company Code, after notification of a takeover offer to us, our Board may not (i) conclude transactions which may substantially modify the composition of our assets or liabilities, or (ii) accept obligations without an actual consideration. These transactions or decisions may also not be effected or taken conditional upon either the success or the failure of the takeover offer. However, if these transactions were sufficiently advanced prior to the notification of the takeover offer, our Board is permitted to conclude these transactions.

Subject to prior authorisation by the shareholders the board of directors of a Belgian company may, in certain circumstances, frustrate public takeover offers by way of dilutive issuances of equity securities or share buy-backs:

- In principle, a board's authority to increase the share capital of a Belgian company through issues of shares by cancelling or limiting the preferential subscription rights of shareholders will be suspended upon the notification to the company by the CBFA of a public takeover offer in relation to the company's securities. Shareholders can, however, expressly authorise the board of a company to increase the share capital by issuing shares in an amount of not more than 10% of the Existing Shares at the time of such a public takeover offer. Such authorisation has been granted to our Board for a period of three years from the date of the publication of the deed enacting the capital increase relating to the Offering in the Annexes to the Belgian Official Gazette. See "— Purchase and Sale of Own Shares" on page 141.

- Pursuant to the Belgian Companies Code, the articles of association of a company may authorise the board of directors, without prior shareholder approval, to purchase and hold its shares in case of imminent serious harm to the company. Our articles of association provide for such authorisation. See "— Capital Increases by the Board of Directors" on page 140.

Squeeze-out

Pursuant to Article 513 of the Belgian Company Code, as amended by Article 60 of the Takeover Law, and the regulations promulgated thereunder, a person or legal entity, or different persons or legal entities acting alone or in concert, who own together with the company 95% of the voting securities in a public company, are entitled to acquire the totality of the voting securities or securities giving access to voting rights in that company following a squeeze-out offer. The securities that are not voluntarily tendered in response to such offer are deemed to be automatically transferred to the bidder at the end of the procedure. At the end of the squeeze-out procedure, the company is no longer deemed a public company, unless bonds issued by the company are still spread among the public. The consideration for the securities must be in cash and represent the fair value (reviewed by an independent expert) so as to safeguard the interests of the transferring shareholders.

A squeeze-out offer is also possible upon completion of a public takeover, provided that the bidder holds 95% of the voting capital and 95% of the voting securities of the public company. In such a case, the bidder may require that all remaining shareholders sell their securities to the bidder at the offer price of the takeover bid, provided that, in case of a voluntary takeover offer, the bidder has also acquired 90% of the voting capital to which the offer relates. The shares that are not voluntarily tendered in response to any such offer are deemed to be automatically transferred to the bidder at the end of the procedure. The bidder needs to reopen his public takeover offer within three months following the expiration of the offer period.

Sell-out Right

Within three months following the expiration of the Offer Period, holders of voting securities or of securities giving access to voting rights may require the offeror, acting alone or in concert, who owns 95% of the voting capital and 95% of the voting securities in a public company following a takeover bid to buy its securities from it at the price of the bid, on the condition that, in case of a voluntary takeover offer, the offeror has acquired, through the acceptance of the bid, securities representing at least 90% of the voting capital subject to the takeover bid.

TAXATION

Belgian Tax Regime

The following is a general summary of the Belgian tax treatment of the acquisition, ownership and disposal of our Shares. It is based on Belgian tax laws, regulations and administrative interpretations in effect on the date of this Prospectus. Any changes in Belgian tax law, regulations and administrative interpretations, including changes that could have a retrospective effect may affect the validity of this summary. The following summary does not take into account or discuss the tax laws of any country other than Belgium, nor does it take into account the individual circumstances of each investor. Prospective investors should consult their own advisers as to the Belgian and foreign tax consequences of the acquisition, ownership and disposal of the Shares.

For the purposes of this summary, a Belgian resident is: (i) an individual subject to Belgian personal income tax, i.e. an individual whose domicile is in Belgium or whose "seat of wealth" (*zetel van fortuin / siège de fortune*) is in Belgium, or a person assimilated to a Belgian resident (a **Belgian Resident Individual**); (ii) a company subject to Belgian corporate income tax, i.e. a company that has its registered office, its main establishment, or its effective place of management in Belgium (a **Belgian Resident Company**); or (iii) a legal entity subject to Belgian tax on legal entities, i.e. a legal entity other than a company subject to corporate income tax, that has its registered office, its main establishment, or its effective place of management in Belgium (a **Belgian Resident Legal Entity**). For the purposes of this summary, a Belgian non-resident is any person that is not a Belgian resident.

Dividends

For Belgian income tax purposes, the gross amount of all distributions we make to our shareholders is generally taxed as a dividend distribution. By way of exception, the repayment of capital carried out in accordance with the Belgian Company Code is not treated as a dividend distribution to the extent that such repayment is imputed on "fiscal" capital. This "fiscal" capital includes, in principle, the actual paid-up statutory capital and, subject to certain conditions, the paid issue premiums and the amounts subscribed to at the time of the issue of profit-sharing certificates.

Belgian withholding tax of 25% must normally be levied on dividends. Under certain circumstances, the 25% rate is reduced to 15% for certain qualifying shares (VVPR shares). The New Shares will benefit from the 15% withholding tax since we have decided to issue VVPR strips in relation to these New Shares.

In case of a redemption of Shares, the redemption price (after deduction of that part of the paid-up fiscal capital represented by the Shares redeemed) will be treated as dividend which, in certain circumstances, may be subject to a Belgian withholding tax of 10% unless this redemption is carried out on a stock exchange and meets certain conditions. In the event of our liquidation, a withholding tax of 10% will be levied on any distributed amount exceeding the paid-up fiscal capital.

Belgian Resident Individuals and Belgian Resident Legal Entities

For Belgian Resident Individuals and Belgian Resident Legal Entities, Belgian withholding tax generally constitutes the final tax in Belgium on their dividend income and the dividend need not be reported in the annual income tax return.

If a Belgian Resident Individual elects to report the dividend income in his or her personal income tax return, this income will be taxed at the separate rate of 25% (or 15% for New Shares with VVPR strips) or at the progressive personal income tax rates applicable to the taxpayer's overall declared income, whichever rate is lower. In both cases, the amount of income tax to be paid will be increased by a local surcharge (which varies, typically, from 6% to 9% of the individual's income tax liability). Also in both cases, the Belgian withholding tax paid can be credited against the final income tax liability of the investor and may also be refunded to the extent it exceeds the final income tax liability, provided that the dividend distribution does not entail a reduction in value of, or capital loss on, the Shares. The reduction in value/capital loss restriction is not applicable if the Belgian individual shows that he had full ownership of the Shares during an uninterrupted period of 12 months prior to the attribution of the dividends.

For Belgian Resident Individuals who acquire and hold the Shares for professional purposes, the Belgian withholding tax does not fully discharge their income tax liability. Dividends must be reported by the individual and will be taxable at the individual's personal income tax rate. Withholding tax withheld at source may be credited against the personal income tax due and is reimbursable to the extent that it exceeds the income tax due, subject to two conditions: (i) the taxpayer must own the Shares in full legal ownership at the time the dividends are paid or attributed; and (ii) the dividend distribution may not result in a reduction in value of, or a capital loss on, the Shares.

The latter condition is not applicable if the individual can demonstrate that he has held the full legal ownership of the Shares for an uninterrupted period of 12 months prior to the payment or attribution of the dividends.

Belgian Resident Companies

Corporate income tax. For Belgian Resident Companies, the gross dividend income (including the withholding tax) is normally taxable at (currently) 33.99%. In certain circumstances lower tax rates may apply (i.e. for SMEs meeting certain conditions).

However, 95% of the gross dividend received can in principle (although subject to certain limitations) be deducted from the taxable income (a **dividend received deduction**), provided that at the time of a dividend payment or attribution:

- The Belgian Resident Company holds Shares representing at least 10% of our capital or Shares with an acquisition value of at least € 2.5 million;
- The Shares qualify and are recorded as a "fixed financial asset" under Belgian GAAP;
- The Shares have been held or will be held in full ownership for an uninterrupted period of at least one year; and
- The conditions relating to the taxation of the underlying distributed income, as described in Article 203 of the Belgian Income Tax Code 1992 (the **ITC 1992**) are met.

The first three conditions are not applicable to dividends received by investment companies as defined in Article 2. 5. f) ITC 1992.

The withholding tax may, in principle, be offset against the corporate income tax and be reimbursed to the extent that it exceeds the corporate income tax payable, provided that: (i) the taxpayer is the full legal owner of the Shares at the time of payment or attribution of the dividends; and (ii) the dividend distribution does not give rise to a reduction in value or a capital loss on the Shares. Condition (ii) is not applicable if the investor proves that it has been the full legal owner of the Shares for an uninterrupted period of 12 months prior to the attribution of the dividends or if, during that period, the Shares have never belonged to a taxpayer other than a resident company or a non-resident company holding Shares through a permanent establishment in Belgium.

Withholding tax. No withholding tax will be due on dividends paid to a Belgian Resident Company if at the time of the distribution of the dividend, the Belgian Resident Company has owned at least 10% of the Shares for an uninterrupted period of at least one year, and subject to certain formalities.

For those investors who have held the minimum participation in us for less than one year, we will retain an amount equal to the withholding tax. However, if the investor certifies its resident status and the date on which it acquired the shareholding, we will not transfer this amount to the Belgian Treasury. As soon as the investor has owned the Shares for one year, we will pay the withheld amount to it.

Belgian Non-residents

If the Shares are held by a non-resident in connection with a business in Belgium, the non-resident must report any dividends received, which will be subject to non-resident individual or corporate income tax.

For non-resident companies, the dividend received deduction will apply under the same conditions as for Belgian Resident Companies.

The withholding tax may, in principle, be offset against non-resident individual or corporate income tax and is reimbursed to the extent that it exceeds the actual tax payable, provided that the dividend distribution does not give rise to a reduction in value or a capital loss on the Shares. This condition is not applicable if (i) the non-resident individual or the non-resident company can prove that he/it has been the full legal owner of the Shares for an uninterrupted period of 12 months prior to the attribution of the dividends; or (ii) if during that period, with regard to non-resident companies only, the Shares have never belonged to a taxpayer other than a resident company or a non-resident company holding Shares through a permanent establishment in Belgium.

With regard to non-resident individual investors who acquire the Shares for professional purposes or non-resident companies, the taxpayer must fully own the Shares at the time the dividends are made available for payment or attributed in order for the withholding tax to be creditable against non-resident individual or corporate income tax.

A non-resident shareholder who does not hold Shares through a permanent establishment or fixed base in Belgium will not be subject to any Belgian income tax other than the dividend withholding tax, which usually constitutes the only and final Belgian income tax due.

Exemption from withholding tax on Belgian dividends is available i.e. to:

- European Union resident companies that qualify under the E.U. Parent-Subsidiary Directive of July 23, 1990 (90/435/EEC) as amended by Directive 2003/123/EG of December 22, 2003; and
- Certain qualifying companies that are subject to corporate tax or a similar tax and that are tax resident in a State with which Belgium has concluded a double tax treaty and with which it has agreed terms for the exchange of information necessary to enable the respective enforcement of each State's tax laws, provided that they have owned at least a 10% interest in us for an uninterrupted period of at least one year and subject to certain formalities.

A shareholder who holds an interest in us of 10% or more but that has not held such interest for the minimum one-year period at the time the dividends are attributed, may benefit from the exemption if it undertakes to continue to hold the Shares until the one-year period has expired and to notify us immediately if the one-year period has expired or if its shareholding falls below 10%. We will hold an amount equal to the withholding tax until the end of the one-year holding period and will then either pay it back to the shareholder or to the Belgian Treasury, as appropriate.

If no exemption is available under Belgian domestic tax law, the Belgian dividend withholding tax may be reduced for investors who are non-residents pursuant to the treaties for the avoidance of double taxation concluded between the Belgian State and the state of residence of the non-resident shareholder. Belgium has concluded tax treaties with more than 85 countries, reducing the dividend withholding tax rate to 15%, 10%, 5% or 0% for residents of those countries, depending generally on conditions relating to the significance of the shareholding and certain identification formalities. Prospective holders should consult their own tax advisers to determine whether they qualify for a reduction in the withholding tax rate and, if so, the procedural requirements for obtaining such reduction or claiming any reimbursement.

Capital Gains and Losses

Belgian Resident Individuals and Belgian Resident Legal Entities

Belgian Resident Individuals and Belgian Resident Legal Entities are generally not subject to Belgian income tax on capital gains realised upon the sale, exchange or other transfer of Shares.

However, capital gains realised by a private individual are taxable at 33% (plus local surcharge) if these gains are the result of speculation or if they cannot be characterised as being the result of normal management of a private estate; and capital gains realised by a Belgian Resident Individual or a Belgian Legal Entity upon the transfer of Shares belonging to a substantial shareholding of more than 25% in us to certain non-resident corporates, foreign states, or legal entities are taxable at 16.5% (plus any local surcharge). However, if the latter gain is realised upon a transfer to a resident of the European Economic Area, it will not be taxed, except if the transferee re-transfers Shares to a resident outside the European Economic Area within a 12-month period following the realisation of the gain.

Any losses suffered by private Belgian Resident Individuals upon the disposal of the Shares are generally not tax deductible.

Belgian Resident Individuals who hold Shares for professional purposes are taxed at the ordinary progressive income tax rates increased by the applicable local surcharges on any capital gains realised upon the disposal of Shares. If the Shares were held for at least five years prior to such disposal, the capital gains tax would be levied at a reduced rate of 16.5%. Losses on Shares realised by such an investor are tax-deductible.

Losses incurred by a Belgian Resident Legal Entity upon disposal of Shares are generally not tax-deductible.

Belgian Resident Companies

Belgian Resident Companies are generally not subject to Belgian income tax on capital gains realised upon the sale, exchange or other transfer of Shares provided that the conditions relating to the taxation of the underlying distributed income in the framework of the dividend-received deduction, as described in Article 203 of the Belgian Income Tax Code, are satisfied.

Capital losses realised upon the sale, exchange, redemption or other transfer of Shares are in principle not tax-deductible under Belgian tax law, except possibly at the time of liquidation up to the amount of the fiscal capital represented by those Shares.

Non-residents

Capital gains realised on the Shares by a non-resident individual that has not acquired the Shares in connection with a business conducted in Belgium through a fixed base in Belgium or a Belgian permanent establishment are generally not subject to taxation, unless the gain is deemed to be realised outside the scope of the normal management of the individual's private estate and the capital gain is obtained or received in Belgium. In such an event the gain is subject to a final professional withholding tax of 30.28%. However, Belgium has concluded tax treaties with more than 85 countries which generally provide for a full exemption from Belgian capital gains taxation on such gains realised by residents of those countries. Capital losses are generally not tax-deductible.

Capital gains will be taxable at the ordinary progressive income tax rates and capital losses will be tax-deductible, if those gains or losses are realised on Shares by a non-resident individual that holds Shares in connection with a business conducted in Belgium through a fixed base in Belgium.

Capital gains realised by non-resident individuals on the transfer of a substantial shareholding to an entity established outside the European Economic Area are generally subject to the same regime as Belgian Resident Individuals.

Capital gains realised on the Shares by non-resident companies or non-resident entities that have not acquired the Shares in connection with a business conducted in Belgium through a Belgian permanent establishment are generally not subject to taxation and losses are not tax-deductible.

Capital gains realised by non-resident companies or other non-resident entities that hold the Shares in connection with a business conducted in Belgium through a Belgian permanent establishment are generally subject to the same regime as Belgian Resident Companies.

Tax on Stock Exchange Transactions

The purchase and the sale and any other acquisition or transfer for consideration of the Existing Shares (secondary market) and of the VVPR strips in Belgium through a "professional intermediary" is subject to the tax on stock exchange transactions, generally at 0.17% of the purchase price, capped at € 500 per transaction and per party. Upon the issue of the New Shares (primary market), no tax on stock exchange transactions is due.

In any event, no tax on stock exchange transactions is payable by (i) professional intermediaries within the meaning of Articles 2, 9 and 10 of the Law of August 2, 2002 acting for their own account; (ii) insurance undertakings within the meaning of Article 2, § 1 of the Law of July 9, 1975 acting for their own account; (iii) professional retirement institutions referred to in Article 2.1 of the Law of October 27, 2006 concerning the supervision on institutions for occupational pensions acting for their own account; (iv) collective investment institutions acting for their own account; and (v) non-residents (provided they submit a certificate certifying their non-residency in Belgium).

NOTICE FOR NON-BELGIAN RESIDENT INVESTORS

U.S. Federal Income Taxation

TO ENSURE COMPLIANCE WITH INTERNAL REVENUE SERVICE (IRS) CIRCULAR 230, EACH TAXPAYER IS HEREBY NOTIFIED THAT: (A) ANY TAX DISCUSSION HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY THE TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL INCOME TAX PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER; (B) ANY SUCH TAX DISCUSSION WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

The following is a summary of certain material U.S. federal income tax considerations relevant to U.S. Holders (as defined below) acquiring, holding and disposing of Shares and VVPR strips. This summary is based on the U.S. Internal Revenue Code of 1986, final, temporary and proposed U.S. Treasury regulations, administrative and judicial interpretations, all of which are subject to change, possibly with retroactive effect, as well as on the income tax treaty between Belgium and the United States as currently in force (the **Treaty**).

This summary does not discuss all aspects of U.S. federal income taxation that may be relevant to investors in light of their particular circumstances, such as investors subject to special tax rules (including, without limitation: (i) financial institutions; (ii) insurance companies; (iii) dealers in stocks, securities, or currencies or notional principal contracts; (iv) regulated investment companies; (v) real estate investment trusts; (vi) tax-exempt organisations; (vii) partnerships, pass-through entities, or persons that hold Shares through pass-through entities;

(viii) holders that are not U.S. Holders; (ix) holders that own (directly, indirectly or constructively) 10% or more of the voting stock of the Company; (x) investors that hold Shares as part of a straddle, hedge, conversion, constructive sale or other integrated transaction for U.S. federal income tax purposes; (xi) investors that have a functional currency other than the U.S. dollar and (xii) U.S. expatriates and former long-term residents of the United States), all of whom may be subject to tax rules that differ significantly from those summarised below. This summary does not address tax consequences applicable to holders of equity interests in a holder of the Shares, U.S. federal estate, gift or alternative minimum tax considerations, or non-U.S., state or local tax considerations. This summary only addresses investors that will acquire Shares in the Offering, and it assumes that investors will hold their Shares as capital assets (generally, property held for investment).

For the purposes of this summary, a "U.S. Holder" is a beneficial owner of Shares that is for U.S. federal income tax purposes (i) an individual who is a citizen or resident of the United States, (ii) a corporation created in, or organised under the laws of, the United States or any state thereof, including the District of Columbia, (iii) an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source, or (iv) a trust that is subject to U.S. tax on its worldwide income regardless of its source.

While there is no authority directly addressing the U.S. federal income tax characterisation of an instrument like the VVPR strips, it would be reasonable to characterise the VVPR strips as a capital asset distinct from the Shares, and the remainder of this discussion assumes the VVPR strips will be so characterised for U.S. federal income tax purposes.

Dividends

Subject to the passive foreign investment company (**PFIC**) rules discussed below in "— Passive Foreign Investment Company Rules", a distribution made by the Company on the Shares (including amounts withheld in respect of foreign income tax, if any) generally will be treated as a dividend includible in the gross income of a U.S. Holder as ordinary income. Such dividends will not be eligible for the dividends received deduction allowed to corporations.

"Qualified dividend income" received by individual and certain other non-corporate U.S. Holders in tax years beginning before January 1, 2011 will be subject to a maximum U.S. federal income tax rate of 15% if (i) we are a "qualified foreign corporation" (as defined below) and (ii) such dividend is paid on Shares that have been held by such U.S. Holder for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. We generally will be a "qualified foreign corporation" if (1) we are eligible for the benefits of the Treaty and (2) we are not a PFIC in the taxable year of the distribution or the immediately preceding taxable year. We expect to be eligible for the benefits of the Treaty. In addition, as discussed below in "— Passive Foreign Investment Company Rules", we do not expect to have been a PFIC for the taxable year ending December 31, 2009 or to be a PFIC for the current year or for any future years.

Dividends on the Shares generally will constitute income from sources outside the United States for foreign tax credit limitation purposes. The amount of any distribution of property other than cash will be the fair market value of the property on the date of the distribution.

The U.S. dollar value of any distribution made by the Company in foreign currency must be calculated by reference to the exchange rate in effect on the date of receipt of such distribution by the U.S. Holder, regardless of whether the foreign currency is in fact converted into U.S. dollars. If the foreign currency so received is converted into U.S. dollars on the date of receipt, such U.S. Holder generally will not recognise foreign currency gain or loss on such conversion. If the foreign currency so received is not converted into U.S. dollars on the date of receipt, such U.S. Holder will have a basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Any gain on a subsequent conversion or other disposition of the foreign currency generally will be treated as ordinary income or loss to such U.S. Holder and generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.

Effect of Belgian Withholding Taxes

As discussed in "Taxation — Belgian Tax Regime", under current law payments of dividends by the Company to foreign investors are subject to a 25% Belgian withholding tax. The rate of withholding tax applicable to U.S. Holders that are eligible for benefits under the Treaty is reduced to a maximum of 15%. For U.S. federal income tax purposes, U.S. Holders will be treated as having received the amount of Belgian taxes withheld by the Company, and as then having paid over the withheld taxes to the Belgian taxing authorities. As a result of this rule, the amount of dividend income included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a payment of dividends may be greater than the amount of cash actually received (or receivable) by the U.S. Holder from the Company with respect to the payment.

A U.S. Holder will generally be entitled, subject to certain limitations, to a credit against its U.S. federal income tax liability, or a deduction in computing its U.S. federal taxable income, for Belgian income taxes withheld by the Company. If a U.S. Holder is eligible under the Treaty for a lower rate of Belgian withholding tax on a distribution with respect to the Shares, and the U.S. Holder does not claim such lower rate and, as a result, is subject to a greater Belgian withholding tax on the distribution than such U.S. holder could have obtained by claiming benefits under the Treaty, such additional Belgian withholding tax would likely be viewed under the U.S. foreign tax credit rules as a non-compulsory tax and therefore ineligible for the U.S. foreign tax credit.

Similarly, while there is no authority directly addressing this issue, if a U.S. Holder waives the right to receive a VVPR strip or sells its VVPR strip prior to the time a distribution is made with respect to the Shares and, as a result, is subject to a greater Belgian withholding tax on the distribution than the withholding tax to which the U.S. Holder would have been subject if the U.S. Holder had retained the VVPR strip, there is a significant risk that the additional Belgian tax would be viewed under the U.S. foreign tax credit rules as a non-compulsory tax and therefore ineligible for the U.S. foreign tax credit. If a U.S. Holder is eligible for and properly claims a reduced rate of Belgian withholding tax under the Treaty, and the reduced rate is equal to or less than the rate of withholding tax to which the U.S. Holder would have been entitled had the U.S. Holder retained the VVPR strip, there should be no increase in Belgian withholding tax that will be viewed as non-compulsory.

Sale or Other Disposition

Subject to the PFIC rules discussed below in "— Passive Foreign Investment Company Rules", a U.S. Holder generally will recognise gain or loss for U.S. federal income tax purposes upon a sale or other disposition of its Shares or VVPR strips in an amount equal to the difference between the amount realised from such sale or disposition and the U.S. Holder's adjusted tax basis in such Shares or VVPR strips, as determined in U.S. dollars. Although not entirely free from doubt and subject to the PFIC rules discussed below, a U.S. Holder generally will recognise gain or loss for U.S. federal income tax purposes upon a sale or other disposition of its VVPR strips in an amount equal to the difference between the amount realised from such sale or disposition and the U.S. Holder's adjusted tax basis in such VVPR strips, as determined in U.S. dollars. A U.S. Holder's initial basis in Shares and VVPR strips should be equal to the price paid by the U.S. Holder for such Shares and VVPR strips. For Shares and VVPR strips acquired together, the basis will be allocated in proportion to the relative fair market values of the Shares and VVPR strips. Such gain or loss generally will be capital gain or loss and will be long-term capital gain (taxable at a reduced rate for non-corporate U.S. Holders, such as individuals) or loss if, on the date of sale or disposition, such Shares or VVPR strips were held by such U.S. Holder for more than one year. However, regardless of a U.S. holder's actual holding period, any loss may be long-term to the extent the U.S. Holder receives a dividend that qualifies for the reduced rate described above and exceeds 10% of the U.S. Holder's basis in its Shares. The deducibility of capital loss is subject to significant limitations. Such gain or loss realised generally will be treated as derived from U.S. sources.

A U.S. Holder's tax basis in a Share or VVPR strip purchased with foreign currency generally will be the U.S. dollar value of the purchase price on the date of purchase, or, if such U.S. Holder is a cash basis or electing accrual basis taxpayer and the Shares or VVPR strips are treated as being traded on an "established securities market" for this purpose, the settlement date. Such an election by an accrual basis U.S. Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS. A U.S. Holder that receives foreign currency from a sale or disposition of Shares or VVPR strips generally will realise an amount equal to the U.S. dollar value of the foreign currency on the date of sale or disposition or, if such U.S. Holder is a cash basis or electing accrual basis taxpayer and the Shares or VVPR strips are treated as being traded on an "established securities market" for this purpose, the settlement date. If the Shares or VVPR strips are so treated and the foreign currency received is converted into U.S. dollars on the settlement date, a cash basis or electing accrual basis U.S. Holder will not recognise foreign currency gain or loss on the conversion. If the foreign currency received is not converted into U.S. dollars on the settlement date, the cash basis or electing accrual basis U.S. Holder will have a basis in the foreign currency equal to the U.S. dollar value on the settlement date. Any gain or loss on a subsequent conversion or other disposition of the foreign currency generally will be treated as ordinary income or loss to such U.S. Holder and generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.

Passive Foreign Investment Company Rules

In general, a corporation organised or incorporated outside the United States is a PFIC in any taxable year in which, after taking into account the income and assets of certain subsidiaries, either (i) at least 75% of its gross income is classified as "passive income" or (ii) at least 50% of the average quarterly value attributable to its assets produce or are held for the production of passive income. Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions.

Based on the present nature of our activities, including the planned Offering, and the present composition of our assets and sources of income, we do not expect to have been a PFIC for the year ending on December 31, 2009 or a PFIC for the current year or for any future taxable year. There can be no assurances, however, that we will not be considered to be a PFIC for any particular year because PFIC status is factual in nature, generally cannot be determined until the close of the taxable year in question, and is determined annually. If we are classified as a PFIC in any year that a U.S. Holder is a shareholder, we generally will continue to be treated as a PFIC for that U.S. Holder in all succeeding years, regardless of whether we continue to meet the income or asset test described above. If we were a PFIC in any taxable year, materially adverse U.S. federal income tax consequences could result for U.S. Holders.

U.S. Information Reporting and Back-up Withholding Tax

A U.S. Holder may be subject to information reporting unless it establishes that payments to it are exempt from these rules. For example, payments to corporations generally are exempt from information reporting and back-up withholding. Payments that are subject to information reporting may be subject to back-up withholding if a U.S. Holder does not provide its taxpayer identification number and otherwise comply with the back-up withholding rules. Back-up withholding is not an additional tax. Amounts withheld under the back-up withholding rules are available to be credited against a U.S. Holder's U.S. federal income tax liability and may be refunded to the extent they exceed such liability, provided the required information is timely provided to the IRS.

Under U.S. federal income tax law and regulations, certain categories of U.S. persons must file information returns with respect to their investment in the equity interests of a foreign corporation. A U.S. person that purchases for cash Shares will be required to file IRS Form 926 or similar form if the transfer, when aggregated with all transfers made by such person (or any related person) within the preceding 12-month period, exceeds U.S.$ 100,000 (or its equivalent). In the event that a U.S. Holder fails to file any such required form, the U.S. Holder could be required to pay a penalty equal to 10% of the gross amount paid for such Shares up to a maximum penalty of U.S.$ 100,000.

UNDERWRITING

Underwriting

The Company, the Selling Shareholder and the Underwriters expect (but have no obligation) to enter into an Underwriting Agreement upon the determination of the Offer Price, which is expected to take place on or about February 4, 2010. The entering into the Underwriting Agreement may depend on various factors including, but not limited to, market conditions and the result of the book-building process.

Subject to the terms and conditions to be set forth in the Underwriting Agreement, the Underwriters will severally agree to purchase the following percentage of the total number of Offer Shares:

Underwriters	Percentage of Offer Shares
Merrill Lynch International	31.50%
Morgan Stanley & Co International plc	31.50%
KBC Securities NV	10.00%
BNP Paribas	8.90%
COMMERZBANK Aktiengesellschaft	5.60%
Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.	5.60%
Dexia Belgie NV	2.80%
ING Belgium NV	2.80%
Petercam NV	0.65%
Bank Degroof NV	0.65%
Total	100.00%

The Underwriters will be under no obligation to purchase any Offer Shares prior to the execution of the Underwriting Agreement (and then only on the terms and subject to the conditions set out therein).

The Underwriters will distribute the Offer Shares and the VVPR strips to investors, subject to prior sale, when, as and if delivered to them, subject to the satisfaction or waiver of the conditions that will be contained in the Underwriting Agreement, including the receipt by the Underwriters of certificates from the Company and the Selling Shareholder and legal opinions.

In the Underwriting Agreement, the Company and the Selling Shareholder will make certain representations and warranties and the Company will agree to indemnify the Underwriters against certain liabilities, including liability under the U.S. Securities Act.

Merrill Lynch International, Merrill Lynch Financial Centre, 2 King Edward Street, London EC1A 1HQ, United Kingdom, Morgan Stanley & Co International Plc, 20 Bank Street, Canary Wharf, London E14 4AD, United Kingdom, KBC Securities NV, Havenlaan 12, 1080 Brussels, Belgium and BNP Paribas, 16 bd des Italiens, 75009 Paris, France will act as Joint Global Co-ordinators.

The Underwriting Agreement will provide that the Joint Global Co-ordinators will have the right to terminate, on behalf of the Underwriters, collectively but not individually, the Underwriting Agreement and their several obligations thereunder to purchase and deliver the Offer Shares and/or the VVPR strips (i) upon the occurrence of certain events, such as the suspension of trading in our Shares or in securities generally, on specified stock exchanges, or a material adverse change in our financial position, shareholders' equity, results of operations or business affairs or in the financial markets and (ii) if the conditions contained in the Underwriting Agreement, such as delivery of certificates from the Company and the Selling Shareholder and legal opinions, are not satisfied or waived. If the Underwriting Agreement is terminated, which can happen at any time up to the date of closing and settlement, the Offering will not close, allocations of the Offer Shares and the VVPR strips to investors will be cancelled and investors will not have any claim to delivery of the Offer Shares or the VVPR strips. Please see "The Offering — Listing" on page 158 for a description of certain consequences of such termination.

In connection with the Offering, to the extent it is not subscribed in full or oversubscribed, each of the Underwriters and any of their respective affiliates, acting as an investor for its own account, may take up Offer Shares, Over-allotment Shares and VVPR strips in the Offering and in that capacity may retain, purchase or sell for its own account such securities and any Offer Shares, Over-allotment Shares, VVPR strips or related investments and may re-offer or resell such Offer Shares, VVPR strips or other investments otherwise than in connection with the Offering. Accordingly, references in the Prospectus to Offer Shares, Over-allotment Shares and VVPR strips being offered or placed should be read as including any offering or placement of Offer Shares, Over-allotment Shares and VVPR strips to any of the Underwriters or any of their respective affiliates acting in such capacity. None of the

Underwriters intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Lock-up Arrangements

Each of Company, the Selling Shareholder, Taminco International, Pearls Invest, AlpInvest Partners 2007, Stichting Management Taminco and Stichting Invest Benelux will agree that, during a period from the date of the Underwriting Agreement to and including 180 days from the Closing Date, neither it nor any of its affiliates nor any person acting on its or their behalf will, without the prior written consent of the Joint Global Co-ordinators, (i) directly or indirectly, issue, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any Shares or other shares of the Company, or any securities convertible into or exercisable or exchangeable for Shares or other shares of the Company, or file or, in the case of the Selling Shareholder and its direct and indirect shareholders, request or demand that the Company file, any registration statement under the U.S. Securities Act or any similar document with any other securities regulator, stock exchange or listing authority with respect to any of the foregoing, (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any Shares or other shares of the Company, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or other securities, in cash or otherwise or (iii) publicly announce such an intention to effect any such transaction.

In the case of the Company, the foregoing restriction shall not apply to (i) the sale of New Shares issued and sold by it in the Offering, (ii) any issuance of Shares by the Company upon the exercise of an option or warrant or the conversion of a security outstanding on the date hereof and referred to in this Prospectus, (iii) any issuance of Shares or options to purchase Shares granted pursuant to existing employee benefit plans of the Company referred to in this Prospectus, (iv) any issuance of Shares pursuant to any non-employee director share plan or dividend reinvestment plan referred to in this Prospectus or (v) any issuance of Shares as consideration for an acquisition made by the Company, provided that the number of new Shares issued shall not exceed more than 5% of the issued and outstanding Shares on the date of their issuance, and provided further that the Company notifies the Joint Global Co-ordinators as soon as practicable of the terms of the proposed acquisition.

In the case of the Selling Shareholder, the foregoing restriction shall not apply to (i) the sale of the Existing Shares sold by it in the Offering, (ii) the lending by the Selling Shareholder of Shares held by it to the Joint Global Co-ordinators pursuant to the stock lending agreement between the Selling Shareholder and the Joint Global Co-ordinators (the **Stock Lending Agreement**) in connection with the Over-allotment Option, (iii) any transfer of Shares to any legal successors following a merger, liquidation, demerger or similar transaction, (iv) any transfer of Shares following the acceptance of a public takeover bid in respect of the Shares or (v) any transfer of Shares by the Selling Shareholder to its direct and indirect shareholders in connection with the transactions described in "Major Shareholders — Shareholders' Transactions After the Closing Date", provided that each such transferee in the case of (iii) and (v) shall continue to be bound by the foregoing restriction.

Each member of the Executive Management team and Pol Vanderhaeghen will agree that, during a period from the date of the Underwriting Agreement to and including 365 days after the Closing Date, neither it nor any person acting on its behalf, will, without the prior written consent of the Joint Global Co-ordinators, (i) directly or indirectly, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any Shares or other shares of the Company, or any securities convertible into or exercisable or exchangeable for Shares or other shares of the Company, or request or demand that the Company file any registration statement under the U.S. Securities Act or any similar document with any other securities regulator, stock exchange or listing authority with respect to any of the foregoing, (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any Shares or other shares of the Company, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or other securities, in cash or otherwise or (iii) publicly announce such an intention to effect any such transaction. The foregoing restriction shall not apply to (i) any transfer of Shares following the exercise of an option outstanding on the date hereof and referred to in this Prospectus, (ii) any transfer of Shares following the acceptance of a public takeover bid in respect of the Shares or (iii) any transfer of Shares in connection with the transactions described in "Major Shareholders — Shareholders' Transactions After the Closing Date", provided that each such transferee in the case of (iii) shall continue to be bound by the foregoing restriction.

In the case of Taminco International, Pearls Invest, AlpInvest Partners 2007, Stichting Management Taminco and Stichting Invest Benelux, the foregoing restriction shall not apply to (i) any transfer of Shares between the direct and indirect shareholders of Taminco International and Pearls Invest, (ii) any transfer of Shares to any of the affiliates or legal successors following a merger, liquidation, demerger or similar transaction, (iii) any transfer of Shares following an exercise of an option outstanding on the date hereof and referred to in this Prospectus or (iv) any transfer of Shares following the acceptance of a public takeover bid, provided that each such transferee in the case of (i) and (ii) shall continue to be bound by the foregoing restriction.

Over-allotment and Price Stabilisation

The Selling Shareholder will grant to Merrill Lynch International, as Stabilisation Manager, on behalf of itself and the Underwriters, the Over-allotment Option pursuant to which the Underwriters have the option to purchase from it a number of Existing Shares at the Offer Price, representing a maximum of 15% of the total number of Offer Shares, solely to cover short positions, if any, created by over-allotments and/or from the sale of Shares effected by them during the Stabilisation Period. The Underwriters may exercise the Over-allotment Option, in whole or in part, at any time during the Stabilisation Period. If the Over-allotment Option is exercised, each Underwriter will become severally obligated, subject to certain conditions, to purchase the same proportion of Shares for which the Over-allotment Option is exercised as the number of Offer Shares set forth next to such Underwriter's name in the table under "Underwriting" above bears to the total number of Offer Shares set forth therein.

In order to be able to effect any over-allotments made prior to the exercise of the Over-allotment Option, the Underwriters will enter into the Stock Lending Agreement with the Selling Shareholder.

In connection with the Offering, Merrill Lynch International, as Stabilisation Manager may, itself or through affiliates, to the extent permitted by applicable law, engage in stabilisation activity on behalf of itself and the other Underwriters aimed at supporting the market price of the Shares in order to offset selling pressure in those securities. Stabilisation will not be executed above the Offer Price. Such transactions may be effected on Euronext Brussels, in the over-the-counter market or otherwise.

The Stabilisation Manager has no obligation to stabilise and there is no guarantee that stabilisation will take place at all. Stabilisation, if undertaken at all, can be stopped at any time without prior notice. Stabilisation activity may take place from the date of commencement of conditional trading in the Shares on Euronext Brussels until up to 30 days thereafter.

Stabilisation may result in a market price of the Shares that is higher than the price that might otherwise prevail, and the market price may reach a level that cannot be maintained on a permanent basis. The Over-allotment Option may facilitate stabilisation activities.

Within five business days after the end of the Stabilisation Period, the following information will be made public, in accordance with Article 5, §2 of the Belgian Royal Decree of May 17, 2007: (i) whether or not stabilisation was undertaken; (ii) the date on which stabilisation started; (iii) the date on which stabilisation last occurred; (iv) the price range within which stabilisation was carried out for each of the dates during which stabilisation transactions were carried out; and (v) the size of the Offering, including the result of the stabilisation and, as the case may be, the use of the Over-allotment Option.

The Underwriting Agreement also provides that a portion of the net profits, if any, resulting from stabilisation activities will be shared between the Underwriters and the Selling Shareholder

Other Relationships

Some of the Underwriters and their respective affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company or the Selling Shareholder.

In addition, certain affiliates of Merrill Lynch International, KBC Securities NV, BNP Paribas, COMMERZBANK Aktiengesellschaft, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Dexia Belgie NV and ING Belgium NV are members of the syndicate of lenders under the Senior Facilities Agreement.

Paying Agents and Related Services

Certain services relating to the Shares (including payment of dividends and deposit of certificates issued with a view to attending shareholders' meetings) shall be carried out in Belgium by KBC Bank at the cost of the Company (unless and until the Company advises otherwise by way of publication in the Belgian financial press).

EXPENSES OF THE OFFERING AND NET PROCEEDS TO THE COMPANY

The aggregate of the administrative, legal and audit expenses as well as the costs of publication and printing of this Prospectus and the remuneration of the CBFA and of Euronext Brussels, are expected to amount to € 5.3 million. Additionally, fees and commissions payable to the Underwriters by the Company and/or the Selling Shareholder (which include a performance and discretionary component) are expected to be approximately 3.25% of the gross proceeds of the sale of the Offer Shares and 2.95% of the gross proceeds of the sale of the Over-allotment Shares, if any (assuming the discretionary and performance fee is paid in full). The fees and commissions and expenses in relation to the sale of Existing Shares will be borne by the Selling Shareholder, whereas the fees and commissions and expenses in relation to the issuance of New Shares will be borne by the Company. Assuming the full exercise of the Over-allotment Option, full payment of the performance and discretionary component of fees and commissions and that the Offer Price is at the mid-point of the Offer Price Range, the Selling Shareholder will bear 55.6% of fees and commissions and expenses, which corresponds to the proportion of Existing Shares in the Offering, while the Company will bear the remaining 44.4% of fees and commissions and expenses, which corresponds to the proportion of New Shares in the Offering.

Assuming the full payment of the performance and discretionary component of fees and commissions, the net proceeds to the Company of the Primary Offering are expected to be approximately € 152 million.

THE OFFERING

The following information should be read together with the information provided under "Underwriting" beginning on page 150.

Terms of the Offering

The Offering consists of a public offering to retail investors in Belgium (the **Retail Tranche**) and an offering to certain institutional investors in Belgium and internationally, including to "qualified institutional buyers" in the United States, as defined in, and in reliance on, Rule 144A (the **Institutional Tranche**). The underwriters of the Institutional Tranche are Merrill Lynch International, Morgan Stanley & Co. plc, KBC Securities NV, BNP Paribas, COMMERZBANK Aktiengesellschaft, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Dexia Belgie NV, ING Belgium NV, Petercam NV and Bank Degroof NV (together, the **Institutional Underwriters**). The underwriters of the Retail Tranche are KBC Securities NV, BNP Paribas, Dexia Belgie NV, ING Belgium NV, Petercam NV and Bank Degroof NV (together, the **Retail Underwriters**).

No action has been or will be taken in any jurisdiction other than Belgium that would permit a public offering of the Offer Shares, the Over-allotment Shares or the VVPR strips, or the possession, circulation or distribution of this Prospectus or any other material relating to us, the Offer Shares, the Over-allotment Shares or the VVPR strips, in any jurisdiction where action for that purpose is required.

Accordingly, the Offer Shares, the Over-allotment Shares and the VVPR strips may not be offered or sold, directly or indirectly, and neither the Prospectus nor any other offering material or advertisements in connection with the Offer Shares, the Over-allotment Shares or the VVPR strips may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of any such country or jurisdiction. See "Selling and Transfer Restrictions". The Offer Shares, the Over-allotment Shares and the VVPR strips have not been registered under the U.S. Securities Act, and may not be offered or sold within the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act.

Purchasers of the Offer Shares, the Over-allotment Shares and the VVPR strips may be required to pay stamp duties and other charges in accordance with the laws and practices of the country of purchase in addition to the Offer Price.

The Offering includes both the New Shares offered in the Primary Offering and the Existing Shares offered in the Secondary Offering. Both types of Shares will be offered as part of a single Offering and on the same terms (except for the issuance of VVPR Strips in connection with the New Shares, as described below).

Excluding the Over-allotment Shares (see "Underwriting— Over-allotment and Price Stabilisation" on page 153), the Selling Shareholder intends to offer up to 14,750,000 Existing Shares in the Secondary Offering, but also reserves the right to offer less.

The Company intends to offer New Shares in an aggregate subscription amount of up to € 160 million (including share issue premium, if any) in the Primary Offering, but also reserves the right to offer less.

There is no minimum amount of Offer Shares or VVPR strips that must be placed in the Offering. In the event that the size of the Offering is reduced, any reductions in the Offering will come solely from the Shares included in the Secondary Offering.

The final aggregate number of Offer Shares and VVPR strips sold in the Offering will be determined after the end of the Offering Period and will be published in the Belgian financial press, together with the publication of the Offer Price, the allocation to retail investors and the post-Offering structure of share ownership on or about February 5, 2010.

The Company and the Selling Shareholder reserve the right to withdraw the Offering or to reduce the number of Offer Shares and VVPR strips at any time prior to the allocation of the Offer Shares and VVPR strips if, in their view, the quality of demand from institutional investors within the applicable Offer Price Range for the Offering is not sufficient, or is required in order to comply with mandatory legal requirements. Any withdrawal of the Offering or reduction in the number of Offer Shares and VVPR strips will be published in the Belgian press.

Offer Price

The Offer Price will be determined within the Offer Price Range. The Offer Price will be determined by the Company and the Selling Shareholder, in agreement with the Joint Global Co-ordinators, on the basis of a book-building process conducted during the Offering Period, in which only institutional investors will participate. In this book-building period, various relevant qualitative and quantitative elements will be taken into account, including but not limited to the number of Shares requested, the size of orders received, the quality of the investors submitting such orders and the prices at which the orders were made, as well as the market conditions at that time.

The Offer Price will be determined as soon as possible after the end of the Offering Period, and will be published in the Belgian press no later than on the first business day following its determination, which is expected to be on or about February 5, 2010 and no later than one Business Day thereafter.

The Offer Price will be expressed in euro and will be exclusive of any taxes and expenses (see "Taxation — Belgian Tax Regime"), which must be borne by the investors. The Offer Price will be the same for all investors.

The Offer Price Range was determined by the Company and the Selling Shareholder in agreement with the Joint Global Co-ordinators taking into account market conditions and factors such as:

- Conditions in the financial markets;
- A qualitative assessment of demand for the Offer Shares;
- The Company's financial information;
- The history of, and the prospects for, the Company and the industry in which we compete;
- An assessment of the Company's management, its past and present operations and the prospects for, and timing of, its future revenues;
- The present state of the Company's development;
- The above factors in relation to other companies engaged in activities similar to the Company's; and
- All other factors deemed appropriate.

Retail investors will purchase Shares at the Offer Price and will be legally bound to purchase the number of Shares indicated in their share application form at the Offer Price. The Offer Price could be lower than the lower-end of the Offer Price Range. The maximum price for retail investors will not exceed the upper-end of the Offer Price Range.

Offering Period and Application Procedure

The Offering Period during which investors, whether retail or institutional, may submit a share application form will begin on January 21, 2010 and end at 4.00 p.m. Brussels time on February 3, 2010. The Offering Period may close earlier, in which case the early closing will be announced in the Belgian financial press, and the dates for pricing, allocation, listing and closing of the Offering may be adjusted accordingly. The Offering Period will in any event be open for at least six business days following publication of the Prospectus.

Retail investors wishing to purchase Shares must submit a share application form, free of charge, stating the number of Offer Shares and VVPR strips they wish to purchase, at the counters of KBC Bank, KBC Securities, CBC Banque, BNP Paribas, Dexia, ING, Bank Degroof, Petercam and their affiliates before 4.00 p.m. Brussels time on the last day of the Offering Period, subject to early closing.

Applications may also be submitted through any other financial intermediary in Belgium. Investors should inquire about the costs that such financial intermediaries may charge and will be solely responsible for any such costs.

The allocation among applications from retail investors will be made on the basis of objective allocation criteria (such as the use of a relative or absolute amount of Shares with respect to each subscription which may, but will not necessarily, be grouped in certain tranches and in which preferential treatment may be given to subscriptions submitted through the Retail Underwriters and their affiliates, rather than through other financial intermediaries).

The Underwriters will reserve the right to reject, cancel or modify orders from institutional investors in whole or in part. If the Underwriters determine, or have reason to believe, that a single investor has submitted several orders through one or more Underwriters, they may reduce or disregard any or all such orders. In addition, the Underwriters may reduce or disregard any unusually large subscription if they believe that it could disrupt the secondary market.

Only in the case of new developments, material errors or incorrect statements which could have an influence on the consideration of the Shares and which must be reflected in a supplement to the Prospectus, investors who have submitted an application for the Shares prior to the publication of a supplement to the Prospectus have the right to withdraw their application for at least two business days after publication of such supplement.

Allocation

The exact number of Offer Shares allocated to the investors will be determined at the end of the Offering Period by the Joint Global Co-ordinators in agreement with the Selling Shareholder and the Company on the basis of the respective demand of both retail and institutional investors and on the quantitative and, for institutional investors only, the qualitative analysis of the order book, and in accordance with Belgian regulations relating to allocation to retail and institutional investors described here below.

In accordance with Belgian regulations, no less than 10% of the total number of Offer Shares and the Over-allotment Shares will be allocated to retail investors in Belgium (subject, however, to sufficient retail demand).

The aggregate number of Shares allocated to retail investors will be determined after the end of the Offering Period. In the event that purchase orders received from retail investors in Belgium exceed 10%, the allocation among applications from retail investors will be made on the basis of objective allocation criteria (such as the use of a relative or absolute number of Shares with respect to each subscription) and preferential treatment may be given to subscriptions submitted through the Retail Underwriters.

For the purpose of the Offering, orders placed by natural persons residing in Belgium and by Belgian legal entities applying for ordinary shares of the Company for an aggregate amount of less than € 250,000 shall be treated as part of the offering to the retail investors in Belgium.

However, the proportion of the Shares that is actually allocated to retail investors may be more or less than 10% depending on relative demand as between institutional investors and retail investors. More specifically, at the discretion of the Joint Global Co-ordinators, in agreement with the Company and the Selling Shareholder, it may be more than 10% if applications received from retail investors exceed 10% of the Offer Shares and Over-allotment Shares or, conversely, such proportion may be lower than 10% if the retail demand is lower than 10%.

The total number of Shares and VVPR strips, the number of Shares effectively allocated to the Retail Tranche in Belgium and the allocation methodology applied will be published in the Belgian press, together with the Offer Price, on or about February 5, 2010, and in any case no later than the fifth business day following the end of the Offer Period.

The Retail Underwriters will use reasonable efforts to deliver the New Shares and VVPR strips to individual persons residing in Belgium and to investors subject to Belgian income tax on legal entities (*rechtspersonenbelasting / impôt des personnes morales*), in this order of priority. The VVPR strips will be separately tradable on Euronext Brussels.

Payment and Taxes

The Offer Price of the allocated Shares must be paid in full in euro, and is exclusive of any taxes (see "Taxation" beginning on page 144) and expenses (if any), which must be borne by the investors.

The Offer Price, together with any applicable costs and taxes, must be paid by investors in cash no later than two business days after publication of the Offer Price, which is expected to be on February 5, 2010 (subject to an early closing), unless the Offering Period closes earlier, and each retail investor must authorise its financial institution to debit its bank account for such amount for value on February 9, 2010. For further information about costs and taxes applicable to the subscription for and the subsequent trading of the relevant Offer Shares and VVPR strips, see "— Offering Period and Application Procedure" on page 156 and "Taxation" beginning on page 144.

Form and Delivery

The Offer Shares and the Over-allotment Shares, if any, consist of Shares and entitle the holder to any dividends declared in respect of the fiscal year ending December 31, 2010 and future years.

The Offer Shares and the Over-allotment Shares, if any, are securities in book-entry form. Interests in the Offer Shares and the Over-allotment Shares, if any, will be credited on or about the Closing Date to the securities accounts of investors through the book-entry facilities of Euroclear Belgium, the Belgian central securities depository. Shareholders may at any time ask us for their Shares in book-entry form to be converted into registered shares, or vice versa, at the cost of the shareholder.

The Offer Shares and the Over-allotment Shares, if any, will be fully paid-up upon their delivery and freely transferable.

The Offer Shares and the Over-allotment Shares, if any, will entitle their holders to the same rights as our other Shares. For a more detailed description of our Shares, see "Description of Share Capital and Articles of Association" beginning on page 133.

Listing

Application has been made for admission to listing on the regulated market of Euronext Brussels of all Shares, including the Offer Shares, the Over-allotment Shares, if any, and all VVPR strips. The Shares are expected to be listed under the symbol "AMIN" and international code number BE0974016397. The VVPR strips are expected to be listed under symbol "AMINS" and international code number BE0005636106.

Commencement of conditional trading is expected to occur on or about the Listing Date. The Shares and the VVPR strips will be first listed and traded on an if-and-when-issued and/or delivered basis, which means that conditional trading of the Shares and the VVPR strips will commence prior to the closing of the Offering, which is expected to occur on or about February 9, 2010, the third trading day following the date on which conditional trading is expected to commence (T+3).

Investors who wish to effect transactions in the Shares and VVPR strips prior to the Closing Date, whether such transactions are effected on Euronext Brussels or otherwise, should be aware that the delivery of the Offer Shares, the Over-allotment Shares, if any, and VVPR strips may not take place on the Closing Date or at all if the Underwriting Agreement is terminated or if certain conditions referred to in the Underwriting Agreement are not satisfied or waived, or occur on or prior to such date (see "Underwriting" beginning on page 150). Euronext Brussels has indicated that it will cancel all transactions in the Shares and the VVPR strips effected on Euronext Brussels if the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips are not delivered on the Closing Date.

Authorisations

This Prospectus and the participation of the Company in the Offering were approved by the Board of Directors of the Company on January 15, 2010. The issuance of the New Shares and required amendments to the Company's articles of association were approved by the shareholders of the Company at their Extraordinary Shareholders' Meeting held on January 15, 2010.

Legislation and competent courts

With respect to the Offering in Belgium, the Offering is subject to Belgian law and the courts and tribunals of Brussels have sole jurisdiction should any dispute arise with an investor in relation to the Offering.

SELLING AND TRANSFER RESTRICTIONS

NOTICE FOR NON-BELGIAN RESIDENT INVESTORS

Selling Restrictions

General

No action has been or will be taken in any jurisdiction other than Belgium that would permit a public offering of the Offer Shares, the Over-allotment Shares or the VVPR strips, or the possession, circulation or distribution of this Prospectus or of any other material relating to us, the Offer Shares, the Over-allotment Shares or the VVPR strips in any jurisdiction where action for that purpose is required.

Accordingly, the Offer Shares, the Over-allotment Shares and the VVPR strips may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisements in connection with the Offer Shares, the Over-allotment Shares or the VVPR strips may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of any such country or jurisdiction.

United States

The Offer Shares, the Over-allotment Shares, if any, and the VVPR strips have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Accordingly, the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips will not be offered or sold in this Offering within the United States, except to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Transfers of the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips will be restricted and each purchaser will be deemed to have made acknowledgments, representations and agreements, as described under "— Transfer Restrictions".

In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offer Shares, the Over-allotment Shares, if any, or the VVPR strips within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A.

European Economic Area (with the exception of Belgium)

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) an offer to the public of the Offer Shares, the Over-allotment Shares or the VVPR strips may not be made in that Relevant Member State other than the offer contemplated in the Prospectus in Belgium once the Prospectus has been approved by the competent authority in such Member State and published in accordance with the Prospectus Directive as implemented in Belgium except that an offer to the public in that Relevant Member State of any Offer Shares, Over-allotment Shares or VVPR strips may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- To legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- To any legal entity which has had two or more of (i) an average of at least 250 employees during the last financial year, (ii) a total balance sheet of more than € 43 million, and (iii) an annual net turnover of more than € 50 million, as shown in its last annual or consolidated accounts;
- To fewer than 100 natural or legal persons in a Relevant Member State (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Joint Global Co-ordinators for any such offer; or
- In any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Offer Shares, Over-allotment Shares or VVPR strips shall result in a requirement for the publication by us of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an **offer to the public** in relation to any Offer Shares, Over-allotment Shares or VVPR strips in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares, Over-allotment Shares or VVPR strips to be offered so as to enable an investor to decide to purchase any Offer Shares, Over-allotment Shares or VVPR strips, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

Australia

The Prospectus has not been lodged with the Australian Securities and Investments Commission as a disclosure document under Chapter 6D of the Australian Corporations Act. Accordingly, the Offer Shares, the Over-allotment Shares and VVPR strips may not be offered or sold and offers to purchase may not be invited, and the Prospectus may not be circulated or distributed, whether directly or indirectly, to persons in the Commonwealth of Australia other than to:

(i) "sophisticated investors" under section 708(8)(a) or (b) of the Australian Corporations Act;

(ii) "sophisticated investors" under section 708(8)(c) or (d) of the Australian Corporations Act who have provided an accountant's certificate pursuant to section 708(8)(c)(i) or (ii) of the Australian Corporations Act and related regulations before an offer has been made;

(iii) persons associated with the Company under section 708(12) of the Australian Corporations Act; or

(iv) "professional investors" within the meaning of section 708(11)(a) or (b) of the Australian Corporations Act.

Dubai International Financial Centre

The Offer Shares, the Over-allotment Shares and the VVPR strips may not be sold, subscribed for, transferred or delivered, directly or indirectly, to any person in the DIFC who is not a client within the meaning of the Conduct of Business Module of the Rules of the DFSA or a qualified investor within the meaning of the Offered Securities Rules of the DFSA.

Japan

The Offer Shares, the Over-allotment Shares and the VVPR strips offered hereby have not been and will not be registered under the FIEL. Accordingly, in connection with the Offering, the Offer Shares, the Over-allotment Shares and the VVPR strips may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and other relevant laws and regulations of Japan.

Switzerland

The Offer Shares, the Over-allotment Shares and the VVPR strips may not be and will not be publicly offered, sold, advertised, distributed or redistributed, directly or indirectly, in or from Switzerland, and neither this Prospectus nor any other solicitation for investments in the Offer Shares, the Over-allotment Shares or the VVPR strips may be communicated, distributed or otherwise made available in Switzerland in any way that could constitute a public offering within the meaning of the Articles 652a or 1156 of the Swiss Code of Obligations.

Transfer Restrictions

United States

Because of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer for resale, pledge or other transfer of the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips.

The Offer Shares, the Over-allotment Shares, if any, and the VVPR strips have not and will not be registered under the U.S. Securities Act or any state securities law. The Offer Shares, the Over-allotment Shares and the VVPR strips offered in this offering may not be offered, sold or delivered within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state laws. Accordingly, the Offer Shares, the Over-allotment Shares and the VVPR strips in this Offering are being offered and sold:

- In the United States only to "qualified institutional buyers", as such term is defined in, and in reliance on, Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act; and
- Outside the United States pursuant to Regulation S under the U.S. Securities Act.

Each purchaser of Offer Shares, Over-allotment Shares or VVPR strips in this Offering within the United States pursuant to Rule 144A and each subsequent purchaser thereof will be deemed to have represented and agreed as follows (terms used herein that are defined in Rule 144A or Regulation S are used herein as defined therein):

- It (A) is a "qualified institutional buyer", (B) is aware, and each beneficial owner of such Offer Shares, Over-allotment Shares or VVPR strips has been advised, that the sale of the Offer Shares, the Over-allotment Shares or the VVPR strips is being made in reliance on Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and (C) is acquiring such Offer Shares, Over-allotment Shares or VVPR strips for its own account or for the account of a "qualified institutional buyer", as the case may be;
- It understands that the Offer Shares, the Over-allotment Shares and the VVPR strips have not been and will not be registered under the U.S. Securities Act and may not be re-offered, resold, pledged or otherwise transferred except (A)(i) to a person who it reasonably believes is a "qualified institutional buyer" in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S or (iii) pursuant to an exemption from, or in a transaction not subject to, registration under the U.S. Securities Act provided by Rule 144 thereunder, if available, and (B) in accordance with all applicable securities laws of the states of the United States;
- It acknowledges that the Offer Shares, the Over-allotment Shares and the VVPR strips are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and that no representation is made as to the availability of the exemption provided by Rule 144 for resales of Offer Shares, the Over-allotment Shares, if any, and the VVPR strips; and

It agrees that, notwithstanding anything to the contrary in the foregoing, for so long as they are "restricted securities," none of the Offer Shares, the Over-allotment Shares or the VVPR strips may be deposited into any unrestricted depository receipt facility in respect of the Shares that may be established or maintained by a depository bank.

LEGAL MATTERS

Certain legal matters in connection with this offering will be passed upon for us and the Selling Shareholder by Allen & Overy LLP, with respect to the laws of the United States, the United Kingdom and Belgium. Certain legal matters in connection with this offering will be passed upon for the Underwriters by Linklaters LLP, with respect to the laws of the United States, the United Kingdom and Belgium.

INDEPENDENT AUDITORS

The statutory auditor of the Company is Ernst & Young Bedrijfsrevisoren bcvba (**Ernst & Young**) (member of the *Instituut der Bedrijfsrevisoren / Institut des Réviseurs d'Entreprises*), whose address is at De Kleetlaan 2, 1831 Diegem, Belgium, represented by Marc Guns, auditor.

The statutory auditor of Taminco NV is Ernst & Young, whose address is at De Kleetlaan 2, 1831 Diegem, Belgium, represented by Lieve Cornelis, auditor.

The audit report on the consolidated financial statements of Taminco Group NV was signed jointly by Marc Guns and Lieve Cornelis.

In 2009, the shareholders approved and the auditor received a fee of € 2 million for all audit work completed, including that related to compliance with the Prospective Directive. The fee also covered work considered a natural extension of audit work as interpreted by the Belgian Institute of Auditors (IBR).

The independent auditors will receive an annual fee of € 300,000 for the audit of the Group, including an audit of the consolidated financial statements and limited review of the interim financial statements in 2010.

ENFORCEMENT OF FOREIGN JUDGMENTS AND SERVICE OF PROCESS

NOTICE FOR NON-BELGIAN RESIDENT INVESTORS

We are a limited liability company incorporated under the laws of Belgium and the majority of our directors and senior executives reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States on such persons. In addition, many of our assets are located outside the United States, and it therefore may be difficult to enforce a judgment against us in the United States.

It may also be difficult to enforce against any of our directors or senior executives or us, either inside or outside the United States, judgments obtained in U.S. courts, or to enforce in U.S. courts judgments obtained in courts in jurisdictions outside the United States, in any action based on civil liabilities under the U.S. federal securities laws. There is doubt as to the enforceability in Belgium, whether in original actions or in actions to enforce judgments of U.S. courts, of liabilities based solely on the U.S. federal securities laws.

The United States does not currently have a treaty with Belgium providing for the reciprocal recognition and enforcement of judgments, other than arbitral awards, in civil and commercial matters. Consequently, a final judgment rendered by any federal or state court in the United States, whether or not predicated solely upon U.S. federal or state securities laws, would not automatically be enforceable in Belgium.

A U.S. judgment, which is enforceable in the United States, will be declared enforceable in whole or in part in Belgium, unless its recognition is disputed before the Belgian courts. The U.S. judgment may only be recognised or declared enforceable if:

- The results of the recognition or enforceability would not be manifestly incompatible with public policy in Belgium;
- The rights of the defence were observed;
- The judgment was not obtained simply as a means to evade the application of a law governed by the Belgian Code of Private International Law;
- The judgment is not subject to ordinary recourse in the United States;
- The judgment is not irreconcilable with a Belgian judgment or an earlier foreign judgment that is amenable to recognition in Belgium;
- The claim was not brought in the United States after a claim, which is still pending between the same parties and with the same cause of action, was brought in Belgium;
- The Belgian courts did not have exclusive jurisdiction to hear the claim;
- The U.S. court did not accept its jurisdiction solely on the basis of the presence of the defendant or the assets located in the state of such court, and without having any direct relationship with the dispute; and
- The judgment does not breach Belgian recognition and enforcement rules on intellectual property, legal entities or insolvency.

In addition, with regard to enforcements by legal proceedings in Belgium (including the recognition of foreign court decisions in Belgium), a registration tax at the rate of 3% of the amount of the judgment is payable by the debtor, if the sum of money which the debtor is ordered to pay by a Belgian court, or by a foreign court judgment that is either (i) automatically enforceable and registered in Belgium; or (ii) rendered enforceable by a Belgian court, exceeds € 12,500. The registration tax is payable by the debtor. The creditor is jointly liable up to a maximum of one-half of the amount the creditor recovers from the debtor.

A stamp duty is payable for each original copy of an enforcement judgment rendered by a Belgian court, with a maximum of € 1,250.

In addition, there is a doubt as to whether a Belgian court would accept jurisdiction and impose civil liability if proceedings were commenced in Belgium predicated solely upon U.S. federal securities laws.

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GLOSSARY

2-Pyrrolidone: Pyrollidone is an amine derivative. It is a specialty amine used by UCB in pharmaceutical production.

AAA (Amietols): AAA refers to Amietols, a group of products that are manufactured by reacting MMA and DMA with ethylene oxide in a controlled reaction vessel. Amietol products are used to treat water used in the manufacturing of fabric softeners, for oil and gas sweetening and for hydrogen sulphide scavenging.

Advantex®: Advantex® is a higher alkylamine derivative. It is primarily used in the paints and coatings industry.

CCC (Chlormequat chloride): CCC is methylamine derivative manufactured using TMA. It is a plant growth regulator. Its key applications include the treatment of crops such as cereals (wheat, rye, barley), cotton, and ornamentals.

Choline chloride: Choline chloride, also known as vitamin B4, is a methylamine derivative manufactured using TMA, hydrochloric acid and ethylene oxide. The principal use of choline chloride is as a feed additive for poultry and swine as it plays a key role in several metabolic processes that enhance animal growth and feed conversion yields.

DEA (Diethanolamine): DEA is a higher alkylamine created by chemically reacting ammonia with ethanol. Once produced, it is subsequently reacted with other raw materials to produce a wide variety of derivative products.

DIMLA: DIMLA is the trade name for Alkyl-di-methylamine, a tertiary amine manufactured by reacting DMA together with fatty alcohols. DIMLA is used for the production of detergents and biocides.

DMA (Di-methylamine): DMA is one of the three forms of methylamines produced by chemically reacting methanol and ammonia. Once produced, it is subsequently reacted with other raw materials to produce a wide variety of derivative products.

DMAc (Dimethylacetamide): DMAc is a methylamine derivative produced through reactions of DMA with acetic acid (HOAc) and MMA with gammabutyrolactone (**GBL**). It is an amide aprotic solvent.

DMAE (Dimethylaminoethanol): DMAE is a methylamine derivative also known as Amietol®M21. Its primary use is for water treatment purposes. It also acts as a curing agent for polyurethanes and epoxy resins and is used to some extent in the coatings industry.

DMAPA (Dimethylaminopropylamine): DMAPA is a tertiary amine produced by reacting DMA with acrylonitrile (ACN). As a surfactant precursor, DMAPA is used in the manufacture of personal care products.

DMF (Dimethylformamide): DMF is a methylamine derivative produced by the catalysed reaction of DMA and carbon monoxide. DMF is used as a solvent predominantly in the production of polyurethane synthetic leather, electronics manufacture and the spinning of acrylic fibres.

DNPA (Di-n-propylamine): DNPA is a higher alkylamine and is manufactured by chemically reacting ammonia and propanol. In agricultural applications, DNPA is a primary product and is used in the production of herbicides (primarily atrazine and glyphosate).

Ferbam: Ferbam is a methylamine derivative manufactured from DMA, irontrichloride and carbon disulphide. It is used primarily as a fungicide.

MDEA (Monomethyldiethanolamine): MDEA is an methylamine derivative created by chemically reacting MMA and ethylene oxide. It is used in the manufacturing of fabric softeners, for oil and gas sweetening and for hydrogen sulphide scavenging.

MEA (Monoethanolamine): MEA is a higher amine and is manufactured by chemically reacting ammonia and ethanol. In agricultural applications, MEA is a primary product and is used in the production of herbicides (primarily atrazine and glyphosate).

Metam Sodium: Metam Sodium is a methylamine derivative manufactured from MMA and carbon disulphide. It is used as a soil disinfectant for controlling nematodes and soil diseases and is also endowed with herbicidal properties.

MIPA (Monoisopropylamine): MIPA is a higher amine manufactured by chemically reacting ammonia and propanol. In agricultural applications, MIPA is a primary product and is used in the production of herbicides (primarily glyphosate and atrazine).

MMA (Mono-methylamine): MMA is one of the three forms of methylamines produced by chemically reacting methanol and ammonia. Once produced, it is subsequently reacted with other raw materials to produce a wide variety of derivative products.

NMP (N-Methylpyrrolidone): NMP is a methylamine derivative produced through reactions of MMA with GBL. NMP is used as a solvent.

TEA (Triethanolamine): TEA is a higher alkylamine created by chemically reacting ammonia with ethanol. Once produced, it is subsequently reacted with other raw materials to produce a wide variety of derivative products.

TMA (Tri-methylamine): TMA is one of the three forms of methylamines produced by chemically reacting methanol and ammonia. Once produced, it is subsequently reacted with other raw materials to produce a wide variety of derivative products.

Synergex®: Synergex® is a higher alkylamine derivative. It is mainly used to enhance the performance of metal-working fluid coolants.

Thiram: Thiram is a methylamine derivative manufactured from DMA and carbon disulphide. It is a dithiocarbamate contact fungicide belonging to a family of agrochemicals initially developed in the 1940s and used in selected applications such as those for stone fruits and tropical crops.

Vantex®: Vantex® T is a higher alkylamine derivative used for paints and coatings.

Ziram: Ziram is a methylamine derivative manufactured from DMA and carbon disulphide. It is a dithiocarbamate contact fungicide belonging to a family of agrochemicals initially developed in the 1940s and used in selected applications such as those for stone fruits and tropical crops.

APPENDIX I: HISTORICAL FINANCIAL STATEMENTS

Taminco NV

Consolidated Financial Statements
December 31, 2006
December 31, 2007
December 31, 2008

TAMINCO NV CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2006, DECEMBER 31, 2007 AND DECEMBER 31, 2008

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Report by the Board of Directors to the Shareholders of Taminco NV for the years ended December 31, 2006, December 31, 2007 and December 31, 2008

This annual report has to be read in conjunction with the audited consolidated Financial Statements of Taminco NV ("Taminco") for the years ended December 31, 2008, 2007 and 2006.

In 2006, Taminco completed two important acquisitions. In the Spring of 2006, Taminco entered into an agreement with Akzo Nobel for the acquisition of a portfolio of contracts and commercial obligations related to the methyl amines and choline chloride business of Akzo Nobel located in Delfzijl, The Netherlands.

At the end of September 2006, Taminco concluded the acquisition of the Methylamine and Higher Amines business from Air Products. The acquired assets include production facilities in Pace (Florida, US), St. Gabriel (Louisiana, US) and Camaçari (Brazil). This transaction doubled the revenues of Taminco Group on an annual basis. The operational results of the purchased activities are included in the consolidated Financial Statements as of September 28, 2006.

The 2006 consolidated sales of the Taminco Group amounted to € 354 million, this stands for an increase of 34% compared to 2005. The increase is predominantly attributable to the acquisitions as discussed above. In addition, there was also a considerable organic growth over all segments. The water and surface treatment products realised a remarkable growth due to a number of long term contracts in Europe and the United States. In all other segments, a growth pattern was noted in all production lines, which confirms and strengthen their worldwide acquired market position.

The 2006 operating profit (before the reduction of the financial costs) of the Taminco Group amounted to € 35 million or 9.9% as a percentage of sales, whereas EBITDA (operating result before depreciations and financial costs) amounted to € 53.7 million or 15.2% of sales. Compared with 2005, EBITDA increased with € 15.6 million or 41%.

In 2006, the net profit amount to € 17.8 million compared with € 9.2 million 2005. As a result of the increase in net profit, equity amounts to € 39 million in 2006.

In 2007, Taminco completed three acquisitions. At the end of April, Taminco entered into an asset purchase agreement with Arkema Inc. whereby Taminco acquired the Arkema US assets within the segment of the Alkylalkanolamine and the higher Amines specialties. The operational results of this acquisition are included in the consolidated Financial Statements as of May 1, 2007.

At the end of June, Taminco entered into a share purchase agreement with Akzo Nobel concerning the acquisition of their controlling interest in a Chinese entity, specialised in the production of liquid Choline Chloride and Choline Chloride. The operational results of those controlling entities are included in the consolidated Financial Statements as of July 1, 2007. At the end of September, Taminco completed the acquisition of Mandops (UK) Ltd., a worldwide player in the Life Sciences Market and specialized in growth regulators and new additives and fertilizers formulas. The operational results of this subsidiary are included in the consolidated Financial Statements as of October 1, 2007.

The 2007 consolidated sales of the Taminco Group amounted to € 617 million, an increase of 74% compared to 2006. This increase is predominantly attributable to the acquisition of the Amines activities of Air Products that are included in the Financial Statements since the fourth quarter of 2006. The segments Methylamines, water and surface treatment products and Crop Protection realised a remarkable organic growth which confirms their worldwide acquired market position. Only the Solvent and Feed Additives segments knew a slightly decrease because of a strong price competition in mainly the Asiatic markets.

The 2007 operating profit (before reduction of financial costs) amounted to € 61.6 million or 10% in comparison with the sales, whereas the EBITDA (operating result before depreciations and financial costs) amounted to € 96.5 million or 15.6% of sales. Compared with 2006, EBITDA increased with € 42.9 million or 80%. Besides the sales growth discussed above, the growth of EBITDA is the result of a cost optimalisation process within several areas of the Group. The considerable increase of raw material prices and energy costs could be largely compensated by the increase of sales prices.

In 2007, the net profit amounted to € 32.3 million compared with € 17.8 million in 2006. As a result of the increase of the net profit, equity amounts to € 66 million in 2007.

In 2008, the consolidated sales of Taminco Group amounted to € 692 million, an increase of 12% compared to 2007. Despite a decrease in the last two months, the volumes are at a higher level than in 2007. The increase in the consolidated sales is mainly the result of the increase of retail prices, which result from the increase of raw materials prices and energy costs.

The 2008 operating profit (before the reduction of the financial costs) of Taminco Group amounted to € 79 million or 11.4% as a percentage of sales, whereas EBITDA (operating result before depreciations and financial costs) amounted to € 115.4 million or 16.7% of sales. Compared to 2007, EBITDA increased with € 18.8 million or 19.5%. Besides the sales growth as discussed above, the growth of the EBITDA is the result of a cost optimalisation process within several areas in the Group. The strong increase of raw material prices and energy costs could be predominantly compensated by the increase of sales prices.

The net profit (excluding dividend payments) in 2008 amounted to € 23.1 million compared to € 32.4 million in 2007. During 2008 there was a disbursement of an interim dividend of € 288.9 million which resulted in a negative equity of € 225.7 million in the consolidated Financial Statements of Taminco NV. This situation requires reconsideration of the accounting policies as a going concern. The Board of Directors is of the opinion that the accounting policies, included in the Financial Statements, are correct and justified in the current circumstances.

The Board of Directors is of the opinion that the current situation is temporarily and foreseen. This situation will be turned around on the short term, given the forecasted profits and the future dividend upstreams from daughter companies.

Consolidated income statement
For the year ended December 31

	Notes	2006	2007	2008
		(€ 000)	(€ 000)	(€ 000)
Revenue from sale of goods		353,916	617,049	692,018
Revenue		**353,916**	**617,049**	**692,018**
Raw materials and consumables		(216,580)	(362,426)	(429,762)
Services and other goods		(54,016)	(96,640)	(97,067)
Employee benefits expense		(31,879)	(61,890)	(52,098)
Other operating expenses	6	(1,517)	(6,700)	(2,334)
Other operating income	6	3,772	7,171	4,626
Depreciations, amortizations and write- offs	7	(18,518)	(34,806)	(36,272)
Provisions		(189)	(118)	—
Operating profit		**34,989**	**61,640**	**79,111**
Finance costs	8	(11,337)	(33,134)	(87,260)
Finance income	8	2,840	17,278	52,011
Profit before tax		**26,492**	**45,784**	**43,862**
Income tax expense	9	(8,658)	(13,396)	(20,740)
Profit for the year		**17,834**	**32,388**	**23,122**
Attributable to:				
Equity holders of the parent		17,834	32,327	23,087
Minority interests		—	61	35
Number of FTE at year end		**699**	**866**	**853**
Workers		343	411	390
Employees		214	245	243
Directors		142	210	220

Consolidated balance sheet
As at December 31

	Notes	2006	2007	2008
		(€ 000)	(€ 000)	(€ 000)
Assets				
Non-current assets				
Goodwill	10	20,871	24,744	24,744
Intangible assets	10	17,342	15,852	13,521
Property, plant and equipment	11	144,248	141,059	145,182
Other non-current assets		205	2,131	2,457
Deferred tax asset	9	1,852	7,286	7,955
		184,518	**191,072**	**193,859**
Current assets				
Inventories	12	55,499	53,548	63,480
Trade and other receivables	13	117,834	60,601	287,403
Cash and cash equivalents	14	16,030	10,145	10,372
		189,363	**124,294**	**361,255**
Total assets		**373,881**	**315,366**	**555,114**
Equity and liabilities				
Equity attributable to equity holders of the parent		39,011	66,076	(225,716)
Issued capital	15	6,000	6,000	6,000
Retained earnings		33,023	65,349	(200,456)
Cash flow hedge reserve	15	891	(579)	(14,482)
Foreign Currency Translation Reserve	15	(903)	(4,694)	(16,778)
Minority interests		0	772	907
Total equity		**39,011**	**66,848**	**(224,809)**
Non-current liabilities				
Interest-bearing loans and borrowings	16	248,505	157,075	458,854
Provisions		46	—	—
Employee benefit liability	18	6,496	6,202	6,360
Deferred tax liability	9	7,237	7,762	3,341
Other non-current liabilities		239	—	23,961
		262,523	**171,039**	**492,516**
Current liabilities				
Interest-bearing loans and borrowings	16	19,407	1,143	215,572
Trade and other payables	19	50,829	73,695	65,568
Income tax payable		2,111	2,641	6,267
		72,347	**77,479**	**287,407**
Total liabilities		**334,870**	**248,518**	**779,923**
Total equity and liabilities		**373,881**	**315,366**	**555,114**

Consolidated statement of changes in equity

	Attributable to the equity holders of the parent					Minority interest	Total equity
	Issued Capital (Note 15)	Retained Earnings	Cash flow Hedge Reserve (Note 15)	Foreign Currency Translation Reserve (Note 15)	Total		
	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)
As at January 1, 2006	6,000	15,187	11	(63)	21,135	—	21,135
Profit for the year	—	17,834	—	—	17,834	—	17,834
Net income and expense for the year recognized directly in equity	—	2	880	(840)	42	—	42
As December 31, 2006	6,000	33,023	891	(903)	39,011	—	39,011
As at January 1, 2007	6,000	33,023	891	(903)	39,011	—	39,011
Profit for the year	—	32,327	—	—	32,327	61	32,388
Net income and expense for the year recognized directly in equity	—	(1)	(1,470)	(3,791)	(5,262)	—	(5,262)
Minority interests resulting from business combination (Note 4)	—	—	—	—	—	711	711
As December 31, 2007	6,000	65,349	(579)	(4,694)	66,076	772	66,848
As at January 1, 2008	6,000	65,349	(579)	(4,694)	66,076	772	66,848
Profit for the year	—	23,087	—	—	23,087	35	23,122
Net income and expense for the year recognized directly in equity	—	—	(13,903)	(12,084)	(25,987)	100	(25,887)
Dividends (Note 22)	—	(288,892)	—	—	(288,892)		(288,892)
As December 31, 2008	6,000	(200,456)	(14,482)	(16,778)	(225,716)	907	(224,809)

Consolidated cash flow statement
For the year ended December 31

	Notes	2006	2007	2008
		€ 000	€ 000	€ 000
Operating activities				
Profit after tax		17,834	32,388	23,122
Taxes		8,658	13,396	20,740
Profit before tax		26,492	45,784	43,862
Non-cash adjustment to reconcile profit before tax to net cash flows				
Depreciation of property, plant and equipment	11	12,937	27,901	29,106
Amortisation of intangible assets	10	5,581	6,905	7,166
Movements in provisions and pensions		(196)	(340)	158
Finance costs	8	7,393	15,870	32,221
Working capital adjustments:				
Increase in trade and other receivables and prepayments		(25,135)	54,262	(236,169)
Decrease in inventories		(1,985)	12,013	(9,932)
Increase in trade and other payables		1,552	19,933	(5,382)
Income tax paid		(7,570)	(15,085)	(14,222)
Net cash flows from/(used) in operating activities		**19,069**	**167,243**	**(153,192)**
Investing activities				
Purchase of property, plant and equipment	11	(8,561)	(17,685)	(31,612)
Purchase of intangible assets	10	(6,935)	(5,446)	(4,942)
Acquisition of a business combination and asset deals, net of cash acquired	4	(159,542)	(30,085)	—
Other investing activities		(141)	(1,926)	(326)
Net cash flow used in investing activities		**(175,179)**	**(55,142)**	**(36,880)**
Financing activities				
Proceeds from borrowings		269,535	170,185	675,393
Repayment of borrowings		(97,533)	(273,023)	(164,185)
Interest paid		(7,393)	(15,870)	(32,221)
Dividends paid to equity holders	20	—	—	(288,892)
Other financing activities		—	722	135
Net cash flows from/(used) in financing activities		**164,609**	**(117,986)**	**190,230**
Net increase/ decrease in cash and cash equivalents		8,499	(5,885)	158
Net foreign exchange difference		—	—	69
Cash and cash equivalents at 1 January		7,531	16,030	10,145
Cash and cash equivalents at 31 December	14	**16,030**	**10,145**	**10,372**

1. Corporate information

The consolidated financial statements (the "Financial Statements") of Taminco NV (the "Group") for the year ended December 31, 2008 with comparative date as of the year ended December 31, 2007 have been established by the Board of Directors on March 31, 2009, for the year ended December 31, 2007 with comparative date as of the year ended December 31, 2006 have been established by the Board of Directors on April 14, 2008 and for the year ended December 31, 2006 have been established by the Board of Directors on March 22, 2007. These financial statements have previously been approved by the General Assembly held on May 8, 2009, May 23, 2008 and May 11, 2007 for the respective periods 2008, 2007 and 2006. These approved statements have been compiled into one set of financial statements, translated into English and reformatted to better align with the financial statements of Taminco Group NV. However, certain notes have been enhanced and minor reclassifications were made within the cash flow statement to increase comparability and transparency with the IFRS financial statements of Taminco Group NV. No additional accounting entries occurred between the previously approved and the reapproved financial statements.

Taminco NV, a limited company, was incorporated on August 1, 2003 under the laws of Belgium. Its enterprise number is 0895 799 849 and its registered corporate address is Pantserschipstraat 207, 9000 Gent.

The principal activity of the Group is producing alkylamines and derivatives; key building blocks for various industries such as agrochemicals, animal feed additives, crop protection, rubber chemicals, performance solvents, water treatment, surfactants, oil and gas treatment, insecticides, pharmaceuticals, catalysts, fuel additives, coatings, metal working fluids and various speciality chemicals.

At balance sheet date, the ultimate controlling party of the Group is CVC Capital Partners.

The members of the Board of Directors are:

* Vanderhaeghen Pol, Heirweg 156, 9270 Laarne, Belgium

* Decat Kurt, Leon Gilliotlaan 48, 2630 Aartselaar, Belgium

The Group has a total of 699 FTE's on December 31, 2006 and respectively 866 and 853 FTE's for the year ended December 31, 2007 and December 31, 2008.

The Financial Statements have been audited by Ernst & Young Bedrijfsrevisoren BCVBA, Moutstraat 54, 9000 Gent, represented by Mrs Lieve Cornelis.

2. Basis of preparation and accounting policies

Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis, except derivative financial instruments that have been measured at fair value. The consolidated financial statements are presented in euro's and all values are rounded to the nearest thousand (€ 000), except when otherwise indicated.

Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union.

Basis of consolidation

The consolidated financial statements comprise the Group and its subsidiaries ("the Group"). A subsidiary is understood to be an entity in which the Group holds, either directly or indirectly, over half of the shares with voting rights, or whose activities are, either directly or indirectly, controlled by the Group.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The acquisition of a subsidiary is accounted for in accordance with the acquisition method. The annual reporting date of all subsidiaries is identical to that of the parent company, using consistent accounting policies. All intra-group balances, income and expenses, unrealised gains and losses and dividends resulting from intra-group transactions are eliminated in full.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction.

Losses are attributed to the minority interest even if that results in a deficit balance.

When subsidiaries are sold, the difference between the selling price and the net assets plus cumulative translation differences and unamortised goodwill is recognised in the income statement.

Changes in accounting policy and disclosures

The Financial Statements are prepared for the year-ended December 31, 2006, December 31, 2007 and December 31, 2008. The Group has adopted all IFRS and IFRIC interpretations as endorsed by the EU effective respectively as of December 31, 2006, December 31, 2007 and December 31, 2008.

Taminco has adopted the following standards and interpretations which became effective and, with the exception of IFRS 7, had no material impact on the financial statements or disclosures of the Group.

- IFRS 7 “Financial Instruments: Disclosures”
- IAS 1 “Presentation of Financial Statements” — Amendment — Capital Disclosures
- IFRIC 7 “Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflatory Economies”
- IFRIC 8 “Scope of IFRS 2”
- IFRIC 9 “Reassessment of Embedded Derivatives”
- IFRIC 10 “Interim Financial Reporting and Impairment”

IFRS 7 “Financial Instruments: Disclosures” is applicable for accounting years beginning on or after January 1, 2007 and introduces new requirements to enhance disclosures on financial instruments. IFRS 7 aims at greater transparency, mainly with regard to the risk that entities run from the use of financial instruments.

The Group did not early adopt the following IFRS Standards and Interpretations which were issued at the date of authorisation of these financial statements but not yet effective on the balance sheet date. The Group anticipates that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Group in the period of initial application:

- IAS 1 “Presentation of Financial Statements” (annual periods beginning on or after January 1, 2009). This Standard replaces IAS 1 “Presentation of Financial Statements” (revised in 2003) as amended in 2005;
- Amendment to IAS 27 “Consolidated and Separate Financial Statements” (applicable for annual periods beginning on or after July 1, 2009). This Standard amends IAS 27 “Consolidated and Separate Financial Statements” (revised 2003);
- Amendment to IFRS 2 “Share-based Payment; Vesting Conditions and Cancellations” (applicable for annual periods beginning on or after January 1, 2009);
- IFRS 3 “Business Combinations” (applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after July 1, 2009). This Standard replaces IFRS 3 “Business Combinations” as issued in 2004;
- IFRS 8 “Operating Segments” (applicable for annual periods beginning on or after January 1, 2009);
- Amendment to IAS 23 “Borrowing Costs” (applicable for annual periods beginning on or after January 1, 2009);
- Amendments to IAS 32 “Financial Instruments: Presentation” and IAS 1 “Presentation of Financial Statements — Puttable Financial Instruments and Obligations Arising on Liquidation” (applicable for annual periods beginning on or after January 1, 2009);
- IFRIC 11 “IFRS 2 : Group and Treasury Share Transactions” (applicable for annual periods beginning on or after March 1, 2007);
- IFRIC 12 “Service Concession Arrangements” (applicable for annual periods beginning on or after January 1, 2008);

- IFRIC 13 "Customer Loyalty Programmes" (applicable for annual periods beginning on or after July 1, 2008);
- IFRIC 14 "IAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" (applicable for annual periods beginning on or after January 1, 2008).

Summary of Significant accounting policies

Business combinations and goodwill

Business combinations are accounted for using the purchase method. The cost of an acquisition is measured as the aggregate of the consideration transferred and directly attributable acquisition costs, measured at acquisition date fair value and the amount of irrespective of the extent of any minority interest.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost being the excess of the consideration transferred over the Group's share in the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the income statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Foreign currency translation

The Group's consolidated financial statements are presented in euro's, which is also the Company's functional currency.

Foreign group companies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The assets and liabilities of foreign group companies are translated into euro's at the rate of exchange prevailing at the reporting date. The components of shareholder's equity of the foreign group company are translated at the historical exchange rate. The income statements of foreign Group companies are converted into euro's at average exchange rates for the period. The exchange differences arising on the translation are recognised and classified within the "Currency translation adjustment" caption of the equity attributable to equity holders of the parent. On disposal of a foreign group company, the currency translation component within equity relating to that particular foreign operation is recognised in the income statement.

The Group has no foreign group companies that report in the currency of hyperinflationary economies as of December 31, 2006, 2007 and 2008.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange as published by the European Central Bank at the reporting date. Gains and losses resulting from the settlement of foreign currency transactions and the translation of monetary assets and liabilities denominated in foreign currency are recorded in the income statement as an operating result or a financial result, depending on the nature of the transaction. All monetary items that form part of a net investment in a foreign operation are recognised in a separate component of equity until the disposal of the net investment, at which time they are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and/or accumulated impairment losses. The historical cost comprises the initial purchase price, plus any other direct acquisition costs (non-recoverable taxes, transport costs, etc.). Subsequent expenditures are only capitalized, if they increase the future economic benefits resulting from the fixed assets to which they relate. Repair and maintenance costs, which do not increase future economic benefits, are expensed. Depreciation is calculated using the straight line method, over the expected useful life.

The estimated useful lives are as follows:

Buildings	15-20 years
Plant, machinery and equipment	7-15 years
Furniture and vehicles	5-10 years

Land is not depreciated as it is deemed to have an infinite life.

An item of property plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the year the asset is derecognized.

Intangible assets

Patents and licences

Patents and licences are measured on initial recognition at cost. Following initial recognition, they are carried at cost less any accumulated amortization and any accumulated impairment losses. They are amortized on a straight-line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Other intangible assets

Other intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, other intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. These costs are currently amortized on a straight-line basis over their estimated useful life, varying from 3 to 5 years. Costs relating to internally generated goodwill and brands are expensed as incurred. Intangible assets, with an indefinite useful life or not available for direct use, are subject to an annual impairment test. Subsequent expenditures related to intangible assets, are only capitalized if these subsequent expenditures increase the future economic benefits of the related asset. All other expenditures are expensed as incurred.

Leases

Finance leases, which effectively transfer to the group substantially all risks and benefits incidental to ownership of the leased item, are capitalized as property, plant and equipment at the fair value of the leased property, or, if lower, at the present value of the minimum lease payments. The corresponding liabilities are recorded as long-term or current liabilities depending on the period in which they are due.

Lease interest is charged to the income statement as a financial cost using the effective interest method. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Lease contracts, in which the lessor retains almost all the risks and benefits of the assets, are operational leases. Payments made under the operational leases are recognized as costs in the income statement, on a straight-line basis over the entire term of the contract.

Impairment of assets

Goodwill is reviewed for impairment at least annually. For other tangible and intangible assets, at each balance sheet date, an assessment is made as to whether any indication exists that assets may be impaired. If any such indication exists, an impairment test is carried out in order to determine if and to what extent an impairment loss is necessary to reduce the asset to its value in use (the present value of estimated future cash flows) or, if higher, to its fair value less cost to sell. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the costs to sell while value in use is the present value of the future cash flows expected to be derived from an asset. Recoverable amounts are estimated for individual assets or, if this is not possible, for the cash-generating unit to which the assets belong. An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the income statement. Reversal of impairment losses recognized in prior years is included as income when there is an indication that the impairment losses recognized for the asset are no longer needed or the need has decreased, except for impairment losses on goodwill, which are never reversed.

Inventories

Inventories are measured at the lower of cost and net realizable value. The net realizable value is defined as the estimated selling price under normal operating conditions, net of any estimated costs for finishing, selling and marketing the product. Costs incurred in bringing each product to its current location and condition are recorded as follows:

- Raw materials — purchase price, based on the FIFO principle;
- Finished goods and work in process — direct material and labour costs, plus a part of the general production costs, on the basis of the normal production capacity;
- Goods purchased for resale — purchase price, based on the FIFO principle.
- Spare parts are valued at cost and included in the inventory.

Financial instruments

Fair value of financial instruments

The following methods and principles are applied to estimate the fair value of financial instruments:

- for cash and cash equivalents are the book values recognized in the balance sheet an estimate of their fair value taking into account their short term;
- for long-term interest bearing debts subject to variable interest rates the amortized costs is assumed to approach the fair value;
- for long-term interest bearing debts subject to a fixed interest rate, the amortized costs is assumed to approach the fair value;
- for derivative financial instruments, the fair value is estimated by making use of different valuation techniques;
- for trade receivables, trade debts and other current assets and liabilities, the book values in the balance sheet are an estimate of the fair value taking into account their short term.

Criteria for initial recognition and derecognition of financial assets and liabilities

The Group shall recognize a financial asset or a financial liability on its balance sheet when the entity becomes a party to the contractual provisions of the instrument. Financial assets (or part of the financial assets) are derecognized when the Group transfers the contractual rights to receive the cash flows of the financial assets, when the contractual rights to the cash flows from the financial asset expire, when the Group gives up the rights, or when the Group loses the control over the contractual rights on the financial asset. Financial liabilities (or part of the financial liabilities) are removed from the balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Criteria for offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount is presented in the balance sheet when the entity has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Trade receivables

Trade receivables are carried at nominal value less possible impairment losses. At balance sheet date, an estimate of the impairment is made to be accounted for when it is no longer certain that the entire amount can be recovered. The impairment is accounted for in the income statement.

Cash and cash equivalents

Cash and cash equivalents are carried at cost in the balance sheet. The cash and cash equivalents mainly include cash in hand, cash with banks and short term investments (maximum original maturities of 3 months) that are readily convertible to known amounts of cash and that are subject to an insignificant risk of change in value.

The cash and cash equivalents mentioned in the cash flow statement comprise the cash and deposits at financial institutions. Possible negative cash is presented netted from the short term debts at financial institutions (‘bank overdrafts’).

Interest bearing loans

Interest bearing loans are initially carried at fair value including directly attributable transaction costs. Subsequent to initial recognition, the interest bearing loans are, except for those loans hedged with fair value hedging in compliance with the special conditions of hedge accounting, stated at amortized costs with any difference between the initial amount and the maturity amount being recognized in the income statement over the expected life of the instrument on an effective interest rate basis or at the moment the loan is no longer kept.

Derivative financial instruments and hedging

The Group uses or may use derivative financial instruments to hedge its exposure to foreign exchange, interest rate and commodity price risks arising from operational, financing and investment activities. Taminco does not hold any derivative financial instruments for trading purposes or engages in speculative transactions.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The group designates certain derivatives as either:

- Hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or
- Hedges of a net investment in a foreign operation (net investment hedge).

The group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in note 17. Movements on the hedging reserve in shareholders' equity are shown in the consolidated statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

- Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in a separate component of equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'finance income / cost'.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within 'finance costs'. The gain or loss relating to the ineffective portion is recognised in the income statement within 'finance income / cost'. However, when the forecast transaction that is hedged results in the recognition of a nonfinancial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'finance income / cost'.

- Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'finance income / cost'.

Gains and losses accumulated in equity are included in the income statement when the foreign operation is partially disposed of or sold.

- Derivatives at fair value through profit or loss and accounted for at fair value through profit or loss

Certain derivative instruments may not qualify for hedge accounting. Changes in the fair value of any these derivative instruments are recognised immediately in the income statement within 'finance income / cost'.

Share capital

When share capital is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity.

Dividends of the parent company payable on ordinary shares are only recognized as a liability following approval by the shareholders. Interim dividends are recognised as a liability following decision and approval by the Board of Directors.

Minority interests

Minority interests include a proportion of the fair value of identifiable assets and liabilities recognized upon acquisition of a subsidiary, together with the appropriate proportion of subsequent profits and losses. In the income statement, the minority share in the company's profit or loss is presented separately from the company's consolidated result.

Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions include provisions for litigation, onerous contracts, exposure to equity investments and restructuring. A provision for restructuring is recognised when Taminco has approved a detailed and formal plan and the restructuring has either commenced or has been announced publicly before the balance sheet date.

Greenhouse gas emissions

The Group receives free emission rights in certain European countries as a result of the European Emission Trading Schemes. The rights are received on an annual basis and in return the Group is required to remit rights equal to its actual emissions. The Group has adopted the net liability approach to the emission rights granted. Therefore, a provision is only recognised when actual emissions exceed the emission rights granted and still held. The emission costs are recognised as other operating costs. Where emission rights are purchased from other parties, they are recorded at cost, and treated as a reimbursement right, whereby they are matched to the emission liabilities and remeasured to fair value, and the changes in fair value recognised in the income statement.

Employee benefits

Short-term employee benefits

This includes wages, salaries and social security contributions, paid annual leave and sick leave, bonuses and non-monetary benefits, and is taken as an expense in the relevant period. Bonuses are received by all company managers and are based on key target financial indicators. The amount of the bonus is recognized as an expense, based on an estimation made at the balance sheet date.

Post employment benefits

Taminco has various pension and medical care schemes in accordance with the conditions and practices of the countries it operates in. The schemes are generally funded through payments to insurance companies or trustee-administered funds.

Defined benefit plans

Taminco has accounted for all legal and constructive obligations both under the formal terms of defined benefit plans and under the company's informal practices. The amount presented in the balance sheet is based on actuarial calculations and represents the present value of the defined benefit obligations, adjusted for unrecognized past service costs and reduced by the fair value of the plan assets. Unrecognized actuarial gains and losses result from changes in the actual and estimated actuarial assumptions are disclosed in the yearly update of the actuarial calculations.

Defined contribution plans

Taminco pays contributions to publicly or privately administered insurance plans. The payments are recognized as expenses as they fall due, and as such are included in employee benefit expense.

Termination Benefits (early-retirement plans, other termination obligations)

These benefits arise as a result of the company's decision to terminate an employee's employment before the normal retirement date or of an employee's decision to accept voluntary redundancy in exchange for those benefits. When they are reasonably predictable in accordance with the conditions and practices of the countries Taminco operates in, future obligations are also recognized. These benefits are accrued for their expected costs over the period of employment, using an accounting methodology similar to that for defined benefit pension plans. In general, these obligations are valued annually by independent qualified actuaries. All actuarial losses or gains are immediately recognized in the income statement.

Trade and other payables

Trade and other payables are stated at fair value, which is the cost at recognition date.

Income Taxes

Current income taxes are based on the results of the group companies and are calculated according to local tax rules. Deferred tax assets and liabilities are determined, using the liability method, for all temporary differences arising between the tax basis of assets and liabilities and their carrying values for financial reporting purposes. Tax rates are used that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry-forward of unused tax credits and tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods.

Financial income/costs

Accrued interest includes interest earned on loans granted to third parties, and interest charges include interest due on loans contracted by the Group. Booked interests are based on the "effective interest" method. Financial revenues, apart from any realized and unrealized exchange rate gains or losses related to interest-earning loans and borrowings, also include booked losses or gains due to a revaluation of the fair value of derivative financial instruments, which are considered as "fair value" hedging instruments if the hedged risks are of a financial nature, or if financial instruments do not meet the 'hedge accounting' requirements.

Borrowing costs

Borrowing costs are recognised as an expense when incurred.

Events after the balance sheet date

Events after the balance sheet date which provide additional information about the company's position as at the balance sheet date (adjusting events) are reflected in the financial statements. Events after the balance sheet date which are not adjusting events are disclosed in the notes if material.

3. Significant accounting judgments, estimates and assumptions

Judgments

The preparation of the consolidated financial statements required management to make a number of estimates and assumptions, which have an impact on the reported amounts in the annual financial statements. The measurement estimates for market prices, interest rates and foreign exchange rates, conducted at the reporting date, always reflect the existing condition at the reporting date. Even though management makes these estimates based on its best possible knowledge of current business transactions, and of the transactions that the Group may undertake, the actual results can vary in relation to these estimates.

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the consolidated financial statements:

- Going Concern Assessment
- Accrual for pre-pension and post-employment benefit obligation

The financial statements have been prepared under the assumption of going concern. This assumption is based on a detailed analysis of cash forecasts. The cash forecasts are derived from company's business plans, which have been established based on management best estimate about the growth of the company, the impact thereof on evolution of gross margins and net income and the need of working capital. These estimations, underlying to the budgets, are derived from company's track record of sales growth and realized gross margins, taking into consideration the anticipated organic growth which is linked to the evolution of the market and special projects. The derived cash flows which will enable Taminco to generate sufficient cash flows to settle the company's obligations when they fall due.

Estimates and assumptions

The key estimates that are likely to have a significant influence on the net book value of assets and liabilities for the coming year are discussed below:

Impairment on goodwill

Goodwill is subject to an annual impairment test. This test requires an estimate of the value-in-use of cash flow generating units, to which the goodwill is allocated. The estimation of the value-in-use requires an estimate of expected future cash flow of the cash flow-generating units, and the choice of an appropriate discount rate, in order to determine the present value of these cash flows. For more details on this subject, please see note 21.

Pension benefits

The costs of the granted pension plans and the current value of the pension liabilities are determined using an actuarial valuation. The actuarial valuation involves making assumptions about the discount rate, expected yield of the pension funds, future increases in compensations, mortality tables and future pension increases. All the assumptions are reviewed on each reporting date. Further details with regard to these assumptions are documented in note 18.

Deferred tax assets

Deferred tax assets for unused fiscal losses, are only recognized, if it is probable that sufficient taxable profits will be generated in the future, which can make use of such a tax benefit. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based on the time period and the level of future taxable profits. More details on this subject are provided in note 9.

Fair value derivative financial instruments

Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Taminco is not aware of any other events or circumstances which should have been considered when assessing the significant accounting judgments, estimates and assumptions or which might have an impact on the future evolution of the company.

4. Business combinations

During the financial year 2007 the group acquired two business combinations.

The Group entered per June 26, 2007 into a share purchase agreement with Akzo Nobel Chemicals International BV relating to all shares in Brunob III BV, currently Taminco BV. Brunob III BV was a holding company owning 67.5% of Taminco Akzo Nobel Chemicals (Yixing) Co, Ltd, currently Taminco Yixing, carrying the business of Choline Chloride in Yixing, China, and sales and marketing of Choline Chloride in China and other territories.

The minority share at acquisition date amounts to € 711 thousand.

The fair value of the identifiable assets and liabilities of the acquired business combination as at the date of acquisition were:

	Fair value recognized on acquisition
	€ 000
Intangible assets (Note 10)	121
Tangible assets (Note 11)	720
Trade and other receivables	785
Inventories	192
Cash and cash equivalents	147
	1,965
Trade payables	(120)
Other payables	(193)
	(313)
Net assets acquired	1,652
Goodwill arising on acquisition (Note 10)	646
Consideration, settled in cash	**2,298**
Cash flow and acquisition	
Net cash acquired	(147)
Cash paid	2,298
Net cash outflow	**2,151**

Per September 28, 2007 Taminco entered into an agreement for the purchase of all the issued and outstanding shares in Mandops (UK) Ltd, currently Taminco UK, a worldwide player in the Life Sciences Market and specialized in growth regulators and new additives and fertilizers formulas. The fair value of the identifiable assets and liabilities of the acquired business combination as at the date of acquisition were:

	Fair value recognized on acquisition
	€ 000
Tangible assets (Note 11)	237
Trade and other receivables	647
Inventories	355
Cash and cash equivalents	726
	1,965
Trade payables	(78)
Other payables	(351)
	(429)
Net assets acquired	1,536
Goodwill arising on acquisition (Note 10)	3,227
Consideration, settled in cash	**4,763**
Cash flow and acquisition	
Net cash acquired	(726)
Cash paid	4,763
Net cash outflow	**4,037**

If the combination had taken place at the beginning of the year the revenue from continuing operations would have been € 3,783 thousand.

For both acquisitions, the fair value recognized on acquisitions equals the amount of the previous carrying value in the acquired business. The amount of goodwill recorded for both acquisitions amounts to € 3,873 thousand (Note 10).

5. Asset deals

Per April 16, 2006 Taminco purchased from Akzo Nobel specifically identified contracts and commercial obligations related to the methyl amines and choline chloride business of Akzo Nobel located in Delfzijl, The Netherlands.

The relative fair value of the identifiable assets of the purchased customer contracts and commercial obligations as at the closing date were:

	Relative Fair value
	€ 000
Intangible assets (Note 10)	3,400
Net assets acquired	3,400
Consideration, settled in cash	3,400
Net cash outflow	**3,400**

Following the asset deal concluded on September 28, 2006, Taminco NV, ultimately through its newly incorporated subsidiaries Taminco Higher Amines Inc, Taminco Methylamines Inc and Taminco do

Per April 30, 2007, Taminco entered into an asset purchase agreement with Arkema Inc whereby Taminco acquired the Arkema US assets within the segment of the Alkylalkanolamine and the higher Amines specialties.

Brasil Comércio e Indústria de Aminas Ltda, acquired certain net assets of Air Products' Amines production facilities in North America, i.e. the production facilities in Pensacola and St. Gabriel, divisions of Air Products Chemicals Inc and in South America, i.e. the facility in Camaçari (Brazil), a division of Air Products Brasil Ltda.

The relative fair value of the identifiable assets and liabilities of the acquired production facilities as at the closing date were:

	Relative Fair value
	€ 000
Tangible assets (Note 11)	99,116
Trade receivables	33,549
Inventories	33,526
Other receivables	1,314
	167,505
Trade payables	(6,640)
Other payables	(4,723)
	(11,363)
Net assets acquired	156,142
Consideration, settled in cash	156,142
Net cash outflow	**156,142**

The relative fair values of the identifiable assets of the purchased assets at the closing date were:

	Relative Fair value
	€ 000
Tangible assets (Note 11)	14,382
Inventories	9,515
	23,897
Net assets acquired	23,897
Consideration, settled in cash	23,897
Net cash outflow	23,897

The net assets recognized in the financial statements were based on an assessment of fair value, as the group has sought an independent valuation for the purchased assets.

6. Other income and other expenses

Other operating income

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Reduction social charges	277	494	678
Services invoiced towards third parties	1,647	3,815	2,237
Compensating amounts on development	57	1,003	325
Other	1,791	1,859	1,386
Other operating income	**3,772**	**7,171**	**4,626**

Other operating expense

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Property taxes	505	1,309	893
Electric power taxes	106	106	105
Provincial taxes	43	48	49
Other taxes	544	1,143	955
Restructuring costs	—	—	25
Local taxes	—	1,133	(283)
Other	319	2,961	590
Other operating expenses	**1,517**	**6,700**	**2,334**

The amount reflected in the line 'other' for the year ended December 31, 2007 relates to import duties for a total amount of € 2,894 thousand.

7. Depreciation and amortisation included in the consolidated income statement

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Intangible assets			
Capitalized development	2,995	3,712	3,880
Other intangibles	2,586	3,193	3,286
Tangible assets			
Freehold land and buildings	938	1,701	1,799
Plant & machinery and equipment	11,772	25,767	26,852
Furniture and vehicles	227	433	455
Total depreciation	**18,518**	**34,806**	**36,272**

8. Finance cost and income

Finance cost

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Interest on bank loans and overdrafts	7,393	15,870	32,221
Foreign exchange rate differences	214	15,855	50,026
Loss on hedging instruments	(1,330)	(534)	1,655
Other	5,060	1,943	3,358
Total finance costs	**11,337**	**33,134**	**87,260**

Finance income

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Foreign exchange rate differences	162	14,493	40,576
Interest	796	950	9,484
Other	1,882	1,835	1,951
Total finance income	**2,840**	**17,278**	**52,011**

9. Income tax

The major components of income tax expense for the years ended December 31, 2006, 2007 and 2008 are:

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Consolidated Income Statement			
Current income tax:			
Current income tax charge	7,522	18,306	17,787
Deferred income tax:			
Relating to origination and reversal of temporary differences	1,136	(4,910)	2,953
Income tax expense reported in the income statement	**8,658**	**13,396**	**20,740**
Consolidated statement of changes in equity			
Net (gain) on revaluation of cash flow hedges	—	—	8,043
Income tax expense/income reported in equity	**—**	**—**	**8,043**

A reconciliation between tax expenses and the product of accounting profit multiplied by Belgium's domestic tax rate for the years ended December 31, 2006, 2007 and 2008 is as follows:

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Accounting profit / (loss) before tax	26,492	45,784	43,862
Accounting profit before income tax	**26,492**	**45,784**	**43,862**
Taxes at the statutory tax rate of the Group — 33.99%	9,005	15,562	14,909
Non-taxable income	(72)	(62)	(62)
Effect of tax rates in other countries	(153)	(4,856)	2,982
Changes in tax rate — Impact on deferred taxes	(384)	(619)	—
Non-deductable expenses	262	291	372
Tax losses for which no deferred tax asset is recognised	—	17	1,949
Non-refundable withholding tax	—	3,063	590
At the effective income tax rate	**8,658**	**13,396**	**20,740**
Effective income tax rate %	32.68%	29.26%	47.28%

Deferred tax

Deferred tax relates to the following

	Consolidated balance sheet				Consolidated Income statement		
	As at January 1, 2006	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)
NET							
Tangible fixed assets	(5,779)	(7,378)	(5,749)	(7,057)	1,599	(1,629)	1,308
Intangible fixed assets	215	870	791	710	(655)	79	81
Provisions for pensions	1,712	1,689	1,611	1,484	23	78	127
Interest bearing loans	(536)	(1,656)	(1,158)	(2,147)	1,120	(498)	989
Financial instruments	—	—	—	8,043			
Other	139	(2,386)	(2,328)	11	2,525	(58)	(2,339)
Tax loss carried forward	—	3,476	6,357	3,570	(3,476)	(2,881)	2,787
Deferred tax expense/(income)					**1,136**	**(4,909)**	**2,953**
Net deferred tax asset/(liability)	**(4,249)**	**(5,385)**	**(476)**	**4,614**			

Reconciliation of deferred tax liabilities net

	2006	2007	2008
Opening balance as of January 1	(4,249)	(5,385)	(476)
Tax income/(expense) during the period recognised in equity	(1,136)	4,909	(2,953)
Financial instruments	—	—	8,043
Closing balance December 31	**(5,385)**	**(476)**	**4,614**

10. Intangible assets

	Goodwill	Capitalized development	Other intangibles	Total
	(€ 000)	(€ 000)	(€ 000)	(€ 000)
Cost:				
At January 31, 2006	**20,871**	**7,764**	**10,003**	**38,638**
Additions	—	4,091	6,244	10,335
At December 31, 2006	**20,871**	**11,855**	**16,247**	**48,973**
At January 1, 2007	**20,871**	**11,855**	**16,247**	**48,973**
Additions	—	4,381	1,064	5,445
Acquisition	3,873	121	—	3,994
Currency translation adjustment	—	—	(6)	(6)
Transfer from one category to another	—	—	(217)	(217)
At December 31, 2007	**24,744**	**16,357**	**17,088**	**58,189**
At January 1, 2008	**24,744**	**16,357**	**17,088**	**58,189**
Additions	—	4,309	633	4,942
Currency translation adjustment	—	—	245	245
Disposals	—	—	(1,748)	(1,748)
Transfer from one category to another	—	—	43	43
At December 31, 2008	**24,744**	**20,666**	**16,261**	**61,671**
Depreciation and impairment:				
At January 1, 2006	**—**	**(3,006)**	**(2,142)**	**(5,148)**
Amortization	—	(2,995)	(2,586)	(5,581)
Currency translation adjustment	—	—	(31)	(31)
At December 31, 2006	**—**	**(6,001)**	**(4,759)**	**(10,760)**
At January 1, 2007	**—**	**(6,001)**	**(4,759)**	**(10,760)**
Amortization	—	(3,712)	(3,193)	(6,905)
Currency translation adjustment	—	65	—	65
Disposals	—	—	7	7
At December 31, 2007	**—**	**(9,648)**	**(7,945)**	**(17,593)**
At January 1, 2008	**—**	**(9,648)**	**(7,945)**	**(17,593)**
Amortization	—	(3,880)	(3,286)	(7,166)
Currency translation adjustment	—	—	(156)	(156)
Disposals	—	—	1,509	1,509
At December 31, 2008	**—**	**(13,528)**	**(9,878)**	**(23,406)**
Net book value:				
At December 31, 2006	20,871	5,854	11,488	**38,213**
At December 31, 2007	24,744	6,709	9,143	**40,596**
At December 31, 2008	24,744	7,138	6,383	**38,265**

Capitalised development mainly relates to the capitalised registrations costs of toxicological studies. To a lesser extent further development of product formulas is performed in-house, to investigate further opportunities of company's product portfolio in the market.

11. Property, plant and equipment

	Freehold land and buildings	Plant & machinery and equipment	Furniture and vehicles	Construction in progress	Totals
	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)
Cost:					
At January 1, 2006	**20,912**	**59,985**	**1,138**	**2,235**	**84,270**
Additions	8,414	90,750	1,774	5,544	106,482
Transfer from one category to another	—	3,059	—	(3,059)	—
Disposals	(10)	(1,024)	(109)	—	(1,143)
Currency translation adjustment	(324)	(3,063)	(60)	(125)	(3,572)
At December 31, 2006	**28,992**	**149,707**	**2,743**	**4,595**	**186,037**
At January 1, 2007	**28,992**	**149,707**	**2,743**	**4,595**	**186,037**
Additions	2,451	20,858	223	8,535	32,067
Acquisition	273	622	62	—	957
Transfer from one category to another	1,540	2,542	(76)	(3,789)	217
Disposals	(4)	(823)	(25)	—	(852)
Currency translation adjustment	(853)	(8,762)	(138)	(353)	(10,106)
At December 31, 2007	**32,399**	**164,144**	**2,789**	**8,988**	**208,320**
At January 1, 2008	**32,399**	**164,144**	**2,789**	**8,988**	**208,320**
Additions	480	21,142	245	9,745	31,612
Transfer from one category to another	143	8,379	24	(8,589)	(43)
Disposals	(869)	(924)	(55)	—	(1,848)
Currency translation adjustment	965	4,796	250	68	6,079
At December 31, 2008	**33,118**	**197,537**	**3,253**	**10,212**	**244,120**
Depreciation and impairment:					
At January 1, 2006	**(4,221)**	**(25,285)**	**(650)**	**—**	**(30,156)**
Depreciation charge for the year	(938)	(11,772)	(227)	—	(12,937)
Transfers from one category to another					
Disposals	10	1,024	109	—	1,143
Currency translation adjustment	18	134	9	—	161
At December 31, 2006	**(5,131)**	**(35,899)**	**(759)**	**—**	**(41,789)**
At January 1, 2007	**(5,131)**	**(35,899)**	**(759)**	**—**	**(41,789)**
Depreciation charge for the year	(1,701)	(25,767)	(433)	—	(27,901)
Transfers from one category to another	(66)	61	5	—	
Disposals	4	823	25	—	852
Currency translation adjustment	18	1,550	9	—	1,577
At December 31, 2007	**(6,876)**	**(59,232)**	**(1,153)**	**—**	**(67,261)**
At January 1, 2008	**(6,876)**	**(59,232)**	**(1,153)**	**—**	**(67,261)**
Depreciation charge for the year	(1,799)	(26,852)	(455)	—	(29,106)
Transfers from one category to another					
Disposals	—	924	49	—	973
Exchange adjustment	(128)	(3,173)	(243)	—	(3,544)
At December 31, 2008	**(8,803)**	**(88,333)**	**(1,802)**	**—**	**(98,938)**
Net book value:					
At December 31, 2006	23,861	113,808	1,984	4,595	144,248
At December 31, 2007	25,523	104,912	1,636	8,988	141,059
At December 31, 2008	24,315	109,204	1,451	10,212	145,182

Finance leases

The carrying value of plant and equipment held under finance leases at December 31, 2008 was € 341 thousand.

12. Inventories

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Raw materials	16,325	14,486	20,312
Other work in progress	—	23	—
Finished Goods	38,129	38,384	41,529
Resale Goods	487	584	1,639
Advanced payments	558	71	—
Total inventories	**55,499**	**53,548**	**63,480**

13. Trade and other receivables (current)

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Trade receivables	95,553	50,850	29,440
Deferred charges and accrued income	1,476	2,589	3,696
Fair value of derivative financial instruments	1,564	(769)	—
Related party receivables (note 22)	—	—	238,407
Other receivables	19,241	7,931	15,860
	117,834	**60,601**	**287,403**

Trade receivables are transferred under a non-recourse factoring agreement which qualifies for full derecognition for IFRS reporting purposes. Furthermore outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result the company's credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with the company, the requirement for an impairment is analysed at each reporting date, however the impact on the 2008 income statement is minimal.

14. Cash and cash equivalents

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Cash at bank and in hand	9,622	9,139	10,372
Cash equivalents	6,408	1,006	—
	16,030	**10,145**	**10,372**

15. Issued capital and reserves

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
Ordinary shares of € 10 each	600,000	600,000	600,000
	600,000	600,000	600,000

Ordinary shares issued and fully paid	***Number of shares***	***(€ 000)***
Ordinary shares of € 10 each	600,000	*6,000*
At December 31, 2008	**600,000**	**6,000**

Retained Earnings

Distribution of retained earnings of Taminco NV, the parent company, is limited by a restricted reserve built up in prior years in accordance with Belgian Company Law up to 10% of Taminco's NV issued capital.

All other reserves as stated in the consolidated statement of changes in equity

Cash Flow (CF) hedge reserve

The cash flow hedge reserve contains the effective portion of the cash flow hedge relationships incurred as at the reporting date. A positive impact of € 880 thousand for the year 2006 was made up of the net movements in cash flow hedges and the effective portion of the interest rates swaps, net of tax. For the year 2007 and 2008 there was a negative impact of € 1,470 thousand and € 13,903 thousand. See note 17 for a description of the derivative financial instruments.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

The U.S.$ loans in the Group are used for investment in the US business and therefore considered as net investment hedges in a foreign operation. The gain or loss on the currency translation from these U.S.$ loans to € at spot rate of reporting date are accounted also accounted directly in equity on the 'Foreign currency translation reserve' caption. For the years 2006 and 2007, there was a positive impact of € 5,869 thousand and € 5,391 thousand. For the year 2008 there was a negative impact of € 10,307 thousand.

16. Interest-bearing loans and borrowings

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Current Interest-bearing loans and borrowings			
Related party loans	—	—	210,449
Senior facility agreement			
Facility A — Euro Loan	3,750	—	2,500
Facility A — U.S.$ loan	6,122	—	2,623
Other Loan Agreements	9,535	1,143	
Total current interest-bearing loans and borrowings	**19,407**	**1,143**	**215,572**
Non-current interest-bearing loans and borrowings			
Senior facility agreement :			
Facility A — Euro loan	46,250		46,250
Facility A — U.S.$ loan	75,503		48,519
Facility B — Euro loan	50,000	45,000	85,000
Facility B — U.S.$ loan	81,625	115,481	102,034
Facility C — Euro loan			85,000
Facility C — U.S.$ loan			102,034
Transaction costs — capitalised	(4,873)	(3,406)	(9,983)
Total non-current interest-bearing loans and borrowing	**248,505**	**157,075**	**458,854**

	Interest rate (%)	Maturity date
For the year ended December 31, 2006		
Senior facility agreement Rabobank		
Facility A — Euro loan	EURIBOR+ 1.75	30/09/2012*
Facility A — U.S.$ loan	LIBOR + 1.75	30/09/2012*
Facility B — Euro loan	EURIBOR +2	30/09/2013
Facility B — U.S.$ loan	LIBOR +2	30/09/2013

* Facility A is amortising on a quarterly basis

	Interest rate (%)	Maturity date
For the year ended December 31, 2007 and 2008		
Senior facility agreement Rabobank		
Facility A — Euro loan	EURIBOR +2.375	31/08/2014*
Facility A — U.S.$ loan	LIBOR +2.375	31/08/2014*
Facility B — Euro loan	EURIBOR +2.75	31/08/2015
Facility B — U.S.$ loan	LIBOR +2.75	31/08/2015
Facility C — Euro loan	EURIBOR +3.25	31/08/2016
Facility C — U.S.$ loan	LIBOR +3.25	31/08/2016

* Facility A is amortising semi-annual

Fair values

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are carried in the financial statements.

	Carrying amount[1]			Fair value[2]		
	2006	2007	2008	2006	2007	2008
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Financial liabilities						
Interest-bearing loans and borrowings						
Floating rate borrowings	267,912	158,218	674,426	272,785	161,624	684,409
	267,912	**158,218**	**674,426**	**272,785**	**161,624**	**684,409**

1 Sum of total current interest-bearing loans and borrowings and total non-current interest-bearing loans and borrowings

2 Equals carrying amount adding the capitalised transaction costs

The other financial instruments fair value equals their respective carrying amounts as their initial maturity date does not exceed one year.

All derivative financial instruments are recorded at their respective fair values.

17. Other non-current liabilities

The other non-current liabilities mainly relate to the market-to-market value of derivative financial instruments. These financial instruments are designated and qualified as effective cash flow hedges. The effective portion of changes in the fair value is recognised in a separate component of equity.

Taminco NV uses the following hedging instruments to manage its interest rate risk and foreign currency risk:

In 2007, Taminco entered into various interest rate swap contracts to swap the variable interest rates on a number of US$ and Euro loans into fixed interest rates. The market-to-market value of these hedging instruments at December 31, 2008 amounted to € 23,200 thousand (2007: € 499 thousand).

In 2007 and 2008, Taminco entered into two interest swap contracts to swap a floating three month Libor or Euribor interest rate into a floating one month Libor or Euribor interest rate. The market-to-market value of these two contracts at December 31, 2008 amounted to € 181 thousand (2007: € 270 thousand).

In 2008, Taminco entered into a number of cross currency interest rate swap contracts to swap Euro loans with a floating 3-month EURIBOR interest rate into USD Loan with a 3-month floating LIBOR interest rate. The market-to-market value at the December 31, 2008 amounts to € 1,149 thousand (asset).

18. Pensions and other post-employment benefit plans

Taminco funds two defined benefit pension plans, covering approximately 60 executives and 105 employees. Both plans are financed through a group insurance product at Axa Bank and Insurance. Additionally, Taminco offers to its Belgian employees, executives and blue collar workers the opportunity to enter in an early retirement scheme, as agreed in a collective employment agreement at the level of the Belgian Chemicals Industry sector. The employee benefits of this early retirement scheme are partly funded by Taminco and partly funded by the Belgian Government. The amounts accrued in the Financial Statements are derived from an actuarial calculation and represents the current and future liabilities from Taminco to fund its obligations in this early retirement scheme.

The following tables summarises the components of net benefit expense recognised in the income statements and the funded status and amounts recognised in the balance sheet for the respective plans:

Most important defined benefit plans

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Compensation after termination of employment — pensions in the Belgian entity	2,957	2,841	2,725
Compensation career termination — early retirement in the Belgian entity	2,234	2,093	2,228
Other long term employee benefits in the Belgian entity	568	569	508
Total of the most important plans in the Belgian entity	5,759	5,503	5,461
Long term employee compensations in other entities	737	699	899
Total provision for employee benefits	**6,496**	**6,202**	**6,360**

Net benefit expense

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Current service cost	(481)	(452)	(427)
Interest cost on benefit obligation	(481)	(470)	(514)
Expected return on plan assets	297	287	280
Net actuarial gain/(loss) recognized in the year	76	140	(73)
Depreciation on actuarial gain/(loss)	(60)	(22)	—
Past service cost	774	773	777
Net benefit expense	**125**	**256**	**43**

Benefit asset/(liability)

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Actuarial value of the future obligations	(10,656)	(9,421)	(8,767)
Fair value of the assets of the funds	6,722	6,403	6,525
Net value of the future obligations	(3,934)	(3,018)	(2,242)
Actuarial losses not recognized in the year	977	177	(483)
Benefit liability	**(2,957)**	**(2,841)**	**(2,725)**

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Defined benefit obligation at 1 January	**11,344**	**10,656**	**9,421**
Interest cost	481	470	514
Current service cost	588	571	541
Benefits paid	(1,246)	(1,604)	(1,237)
Actuarial (gains)/losses on obligation	(511)	(672)	(472)
Defined benefit obligation at 31 December	**10,656**	**9,421**	**8,767**

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Fair value of plan assets at 1 January	**6,749**	**6,722**	**6,403**
Expected return	338	393	468
Contributions by employer	881	892	891
Benefits paid	(1,246)	(1,604)	(1,237)
Fair value of plan assets at 31 December	**6,722**	**6,403**	**6,525**

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	%	%	%
Discount rate	4.50%	5.50%	6.00%
Expected rate of return on assets	4.50%	4.50%	4.50%
Future salary increases	3.50%	3.50%	3.50%
Future pension increases	2.00%	2.00%	2.00%

The expected service cost for fiscal year 2009 is € 379 thousand.

For its workers the group entered into a defined contribution plan. The expense recognised for this plan is € 158 thousand into 2006, € 161 thousand into 2007 and € 203 thousand into 2008.

19. Trade and other payables (current)

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Trade payables	39,239	57,375	50,846
Other payables	11,590	16,320	14,722
	50,829	**73,695**	**65,568**

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Remuneration and social security	4,516	4,502	4,839
Derivative financial instruments	380	0	0
Accrued charges	6,549	11,446	9,778
Other liabilities	145	372	105
	11,590	**16,320**	**14,722**

20. Dividends paid and proposed

On July 1, 2008, the Board of Directors of Taminco decided to make an interim dividend distribution of € 288,892 thousand to its shareholders in accordance with Article 618 of the Belgian Companies Act. The Board of Directors decided upon this interim dividend as part of a debt restructuring exercise at the level of the direct controlling party of the Company, Taminco Group NV.

21. Impairment testing of goodwill

Net carrying value of goodwill amounts to € 20,871 thousand per December 31, 2006 and € 24,744 thousand per December 31, 2007 and December 31, 2008. Management assessed the impairment of goodwill based on the cash flows generated by the group in combination with the budgeted future cash flows derived from group's budget plans.

Considering the sale of the Group shares to CVC Capital in the course of 2007, it has been confirmed that no impairment issue is raised with respect to the goodwill expressed in the consolidated balance sheet of Taminco NV.

22. Related party disclosures

The financial statements include the financial statements of the Group and the subsidiaries listed in the following table:

			% equity interest		
Name	Country of incorporation	Registered office	As at December 31, 2006	As at December 31, 2007	As at December 31, 2008
Taminco Inc.	United States	1950 Lake Park drive GA 30080 Atlanta Smyrna, Georgia	100%	100%	100%
Taminco Germany GmbH	Germany	Postfach 1111 06234 Leuna	100%	100%	100%
Taminco Choline Chloride Co. Ltd	China	214258 Guanlin Town, Yixing City, Jiangsu Province P.R.	100%	100%	100%
Taminco Italia Srl	Italy	Piazzale Cadorna Luigi 10 CAP 20123 Milano —	100%	100%	100%
Taminco Mexico	Mexico	Via Gustavo No. 2160 Edif.3 Pido 1 Of.1 Fracc. Ind.La Loma 54060 Tlalnepantla, Edo. De Mexico	100%	100%	100%
Taminco do Brasil Produtos Quimicos Ltda	Brazil	Alameda Santos 211 Bus 10, CEP 01.419-000 Sao Paulo	100%	100%	100%
Taminco North BVBA	Belgium	Pantserschipstraat 207 9000 Ghent	100%	100%	100%
Taminco South NV	Belgium	Pantserschipstraat 207 9000 Ghent	100%	100%	100%
Taminco East NV	Belgium	Pantserschipstraat 207 9000 Ghent	—	100%	100%
Taminco Methylamines Inc.	United States	2711 Centervill Road, Suite 400, Wilmington, New Castle, Delaware 19808	100%	100%	100%
Taminco Higher Amines Inc.	United States	2711 Centervill Road, Suite 400, Wilmington, New Castle, Delaware 19808	100%	100%	100%
Taminco North America Inc.	United States	1209 Orange Street, Wilmington, Delaware 19801, USA	—	100%	100%
Taminco do Brasil Comércio e Indústria de Aminas Ltda	Brazil	Rua Nafta 717, Pólo Petroquímico, 42810-210 Camaçari, Bahia	100%	100%	100%
Taminco UK Limited	United Kingdom	Leigh Road 36, S0509 DT Hampshire	—	100%	100%
Taminco BV	The Netherlands	Velperweg 76 6824 Arnhem, Amsterdam — Netherlands	—	100%	100%
Taminco Yixing Choline Chloride Factory	China	214258 Guanlin Town, Yixing City, Jiangsu Province P.R. — China	—	67.50%	67.50%

	Amount due to related parties	Interest paid to related parties	Amounts owned by related parties	Interest received from related parties
	(€ 000)	(€ 000)	(€ 000)	(€ 000)
Entity having significant control over the Group:				
As at December 31, 2006				
Alpinvest Partners Co. Investments CV	—	—	—	—
As at December 31, 2007				
Taminco Group NV	—	—	—	—
Taminco Group Holdings S.à r.l.	—	—	—	—
As at December 31, 2008				
Taminco Group NV	**96,492**	**2,975**	**238,406**	**9,312**
Taminco Group Holdings S.à r.l.	**124,050**	**13,650**	**777**	**27**

As all subsidiaries are consolidated using the full consolidation method, all intra group balances are eliminated during the consolidation of the related entities. The transaction between parent and its subsidiaries are all at arm's length.

23. Commitments and contingencies

Finance lease

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Within one year	—	—	44
After one year but not more than five years	—	—	297
More than five years	—	—	—
	—	—	**341**

Off balance commitments

With respect to its debts at financial institutions the Group has provided the following off balance commitments at December 31, 2006:

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2006: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2006: € 169,926 thousand
  - Taminco GmbH; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2006: € 16,950 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2006: € 345,607 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Mandate on a mortgage on the business of Taminco NV
  - Registration amount: € 66,000 thousand

- Mandate to pledge the business of Taminco NV
  - Registration amount: € 121,000 thousand
- Pledge on the receivables of Taminco South NV:
  - Net present value per December 31, 2006: € 403 thousand
- Pledge on the receivables of Taminco North NV:
  - Net present value per December 31, 2006: € 2,768 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2006: € 61,679 thousand
- Pledge on the bank accounts of Taminco GmbH
  - Net present value per December 31, 2006: € 317 thousand

With respect to its debts at financial institutions the Group has provided the following off balance commitments at December 31, 2007:

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2006: € 169,926 thousand
  - Taminco East NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 61 thousand
  - Taminco GmbH; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 16,950 thousand
  - Taminco UK Ltd; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 4,815 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2007: € 316,487 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Mandate on a mortgage on the business of Taminco NV
  - Registration amount: € 66,000 thousand
- Mandate to pledge the business of Taminco NV
  - Registration amount: € 121,000 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2007: € 1,658 thousand
- Pledge on the receivables of Taminco North BVBA:
  - Net present value per December 31, 2007: € 293,823 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2007: € 31,198 thousand

- Pledge on the bank accounts of Taminco GmbH
  - Net present value per December 31, 2007: € 331 thousand

With respect to its debts at financial institutions the Group has provided the following off balance commitments at December 31, 2008:

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2008: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2008: € 220,545 thousand
  - Taminco Germany GmbH; net present value of the shares in the statutory accounts of Taminco North BVBVA per December 31, 2008: € 50,619 thousand
  - Taminco do Brasil Comércio e Indústria de Aminas Ltda; net present value of the shares in the statutory accounts of Taminco South NV per December 31, 2008: € 5,405 thousand.
  - Taminco do Brasil Produtos Quimicos LTDA; net present value of the shares in the statutory accounts of Taminco South NV per December 31, 2008: € 1,077 thousand
  - Taminco Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 18,344 thousand
  - Taminco Methylamines Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 169,082 thousand
  - Taminco Higher Amines Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 67,032 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2008: € 535,359 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Pledge on the receivables of Taminco South NV:
  - Net present value per December 31, 2008: € 2,800 thousand
- Pledge on the receivables of Taminco North BVBA:
  - Net present value per December 31, 2008: € 288,215 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2008: € 125,987 thousand

24. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has trade and other receivables, and cash and short-term deposits that arrive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. Therefore the Group enters also into derivative transactions. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

Apart for the risks described below and apart from the influence to evolution of raw material prices and energy prices might have on the evolution of Taminco's gross profitability, management is not aware of further risks or uncertainties to be considered. No environmental exposures are known to the company.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group's policy is to keep between 40% and 60% of its borrowings at fixed rates of interest. To manage this, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. At December 31, 2008, after taking into account the effect of interest rate swaps, approximately 50% of the Group's borrowings are at a fixed rate of interest.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings, which is not covered through an effective hedge relationship. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings as follows.

	Increase/decrease in basis points	Effect on profit before tax
		(€ 000)
2006		
€	50	(100)
U.S.$	30	(1,131)
€	(50)	100
U.S.$	(30)	1,131
2007		
€	50	(100)
U.S.$	30	(1,019)
€	(50)	100
U.S.$	(30)	1,019
2008		
€	50	(100)
U.S.$	30	(1,078)
€	(50)	100
U.S.$	(30)	1,078

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense are denominated in a different currency from the Group's functional currency).

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 24 month period. Transactions that are certain are hedged without any limitation in time.

Where the nature of the hedge relationship is not an economic hedge, it is the Group's policy to negotiate the terms of the hedging derivatives to match the terms of the underlying hedge items to maximise hedge effectiveness.

The Group hedges its exposure to fluctuations on the translation into euro of its foreign operations by holding net borrowings in foreign currencies and by using foreign currency swaps. Per December 31, 2008 the net borrowing amounts to 25,000 thousand U.S.$.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the U.S.$ exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities including non designated foreign currency derivatives). The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in U.S.$ rate	Effect on profit before tax
		€ 000
2006	10%	(4,319)
	(10)%	4,319
2007	10%	(4,668)
	(10)%	4,668
2008	10%	(4,490)
	(10)%	4,490

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit limits are established for all customers based on internal rating criteria. Credit quality of the customer is assessed based on an extensive credit rating assessment. Trade receivables are transferred under a non-recourse factoring agreement which qualifies for full derecognition for IFRS reporting purposes. Furthermore outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result the company's credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with the company, the requirement for an impairment is analysed at each reporting date, however the impact on the 2008 income statement is minimal.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool.

The table below summarises the maturity profile of the Group's financial liabilities at December 31, 2006, 31 December 2007 and 31 December 2008 based on contractual undiscounted payments.

Year ended 31 December 2006	< 1 year	1 to 5 years	> 5 years	Total
	(€ 000)	(€ 000)	(€ 000)	(€ 000)
Interest bearing loans and borrowings	19,407	82,266	171,112	272,785
Trade and other payables	52,940	239	—	53,179
	72,347	**82,505**	**171,112**	**325,964**

Year ended 31 December 2007	< 1 year	1 to 5 years	> 5 years	Total
	(€ 000)	(€ 000)	(€ 000)	(€ 000)
Interest bearing loans and borrowings	1,143	32,042	128,439	161,624
Trade and other payables	76,336	—	—	76,336
	77,479	32,042	128,439	**237,960**

Year ended 31 December 2008	< 1 year	1 to 5 years	> 5 years	Total
	(€ 000)	(€ 000)	(€ 000)	(€ 000)
Interest bearing loans and borrowings	215,572	66,595	402,242	684,409
Trade and other payables	71,835	187	110	72,132
	287,407	**66,782**	**402,352**	**756,541**

Capital management

Capital includes equity attributable to the equity holders of the parent.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes during the years ending December 31, 2006, December 31, 2007 and December 31, 2008.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

	For the year ended December 31, 2006	For the year ended December 31, 2007	For the year ended December 31, 2008
	(€ 000)	(€ 000)	(€ 000)
Interest bearing loans and borrowings	267,912	158,218	674,426
Trade and other payables	52,940	76,336	72,132
Less cash and short-term deposits	(16,030)	(10,145)	(10,372)
Net debt	304,822	224,409	736,186
Equity	39,011	66,076	(225,716)
Total capital	39,011	66,076	(225,716)
Capital and debt	**343,833**	**290,485**	**510,470**
Gearing ratio	89%	77%	(144)%

25. Events after the reporting date

None

26. External auditors fee

	For the year ended December 31, 2007			For the year ended December 31, 2008		
	Taminco NV	Subsidiaries	At Year end	Taminco NV	Subsidiaries	At Year end
	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)	(€ 000)
External auditors fee	70	46	116	90	81	171
Fee for exceptional assignments						
Other controlling assignments	40	60	100	6	4	10
Tax consulting		5	5	730	296	1,026
Other assignments	60		60	48	1,633	1,681
At year end	170	111	281	874	2,014	2,888

The external auditors fee disclosure is only required under the Belgian Corporate Governance Code as from 2007.

Condensed balance sheet and income statement of the non-consolidated statutory accounts of Taminco NV

The financial statements of the parent company, Taminco NV, are presented in a condensed form.

The accounting principles used for the statutory annual accounts of Taminco differ significantly from the accounting principles used for the consolidated annual accounts: the statutory annual follow the Belgian legal requirements, while the consolidated annual accounts follow the international financial reporting standards. Only the consolidated annual financial statements as set forth in the preceding pages present a true and fair view of the financial position and performance.

The management report of the Board of Directors to the Annual General Meeting of Shareholders and the Annual Accounts of the Company, as well as the Auditor's Report, are filed with the National Bank of Belgium within the statutory periods.

Statutory income statement

	For the year ended December 31,		
	2006	2007	2008
	€ 000	€ 000	€ 000
Turnover	262,080	309,799	322,422
Operating profit	**22,047**	**30,682**	**25,181**
Financial result	(12,616)	(9,519)	166,240
Extraordinary result	16,305	77	68,550
Income taxes	(3,003)	(7,912)	(6,950)
Profit of the period	**22,733**	**13,328**	**253,021**

Proposed appropriation account

	For the year ended December 31,		
	2006	2007	2008
	€ 000	€ 000	€ 000
Profit for the year for appropriation	**22,732**	**13,328**	**253,021**
Profits brought forward	(1,319)	20,313	33,641
Profit to be appropriated	**21,413**	**33,641**	**286,662**
Transfer to legal reserve	1,100	—	—
Profit to be carried forward	20,313	33,641	6,285
Gross dividends	—	—	280,377

Statutory balance sheet

	Notes	As at December 31,		
		2006	2007	2008
		€ 000	€ 000	€ 000
Fixed assets				
Intangible assets		17,626	14,312	11,470
Tangible assets		28,145	31,862	42,251
Financial fixed assets		211,834	216,777	437,389
Total fixed assets		**257,605**	**262,951**	**491,110**
Current assets				
Stocks and contracts in progress		18,064	19,652	18,836
Amounts receivable within one year		62,058	31,283	32,549
Investments		4,975	0	0
Cash at bank and in hand		2,582	2,277	1,387
Deferred charges and accrued income		276	409	805
Total current assets		**87,955**	**53,621**	**53,577**
Total assets		**345,560**	**316,572**	**544,687**
Capital and reserves				
Capital		6,000	6,000	6,000
Reserves		1,100	1,100	1,100
Retained earnings		20,313	33,642	6,285
Total equity		**27,413**	**40,742**	**13,385**
Provisions and deferred taxes				
Provisions for liabilities and charges		1,859	1,497	1,295
Total provisions and deferred taxes		**1,859**	**1,497**	**1,295**
Creditors				
Amounts payable after one year		253,617	160,481	477,627
Amounts payable within one year		54,260	98,806	45,955
Accrued charges and deferred income		8,411	15,046	6,425
Total liabilities		**316,288**	**274,333**	**530,007**
Total equity and liabilities		**345,560**	**316,572**	**544,687**

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TAMINCO NV FOR THE YEARS ENDED DECEMBER 31, 2006, 2007 AND 2008

In accordance with the legal requirements, we report to you on the performance of our mandate of independent auditor. Except for note 24, this report combines our audit opinion to the consolidated financial statements for the years ended December 31, 2006, 2007 and 2008, dated on April 13, 2007, April 24, 2008 and April 17, 2009.

Unqualified opinion on the consolidated financial statements, with explanatory paragraph for the year ended December 31, 2008 only

We have audited the consolidated financial statements of Taminco NV and its subsidiaries (collectively referred to as 'Taminco') for the years ended December 31, 2006, 2007 and 2008, prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium. These consolidated financial statements comprise the consolidated balance sheet as at December 31, 2006, 2007 and 2008, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statements for the years then ended, as well as the summary of significant accounting policies and other explanatory notes. The consolidated balance sheet for years ended 2006, 2007 and 2008 shows total assets of respectively € 373,881 thousand, € 315,366 thousand and € 555,114 thousand and the consolidated income statement shows a profit for the years ended 2006, 2007 and 2008, share of Taminco, of respectively € 17,834 thousand, € 32,327 thousand and € 23,087 thousand.

For the respective years, these consolidated financial statements have previously been approved by the General Assembly held on May 11, 2007, May 23, 2008 and May 8, 2009. Certain notes to the approved consolidated financial statements have been enhanced and the statements have been translated into English. Apart from reclassifications as further described in note 1 to the consolidated financial statements, no additional accounting entries occurred to the previously approved financial statements.

Responsibility of the board of directors for the preparation and fair presentation of the consolidated financial statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Responsibility of the independent auditor auditor

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the legal requirements and the auditing standards applicable in Belgium, as issued by the Institute of Registered Auditors (*Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren)*. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

In accordance with these standards, we have performed procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to Taminco's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Taminco's internal control. We have evaluated the appropriateness of accounting policies used, the reasonableness of significant accounting estimates made by Taminco and the presentation of the consolidated financial statements, taken as a whole. Finally, we have obtained from the board of directors and Taminco's officials the explanations and information necessary for executing our audit procedures. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the consolidated financial statements for the years ended 2006, 2007 and 2008 give a true and fair view of Taminco's financial position as at December 31, 2006, 2007 and 2008 and of the results of its operations and its cash flows in accordance with IFRS as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

Without modifying our opinion, we draw the attention to the report by the board of directors specifying the board's position on the going concern assumption for the preparation of the consolidated financial statements for the year ended December 31, 2008. These consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts or classifications of liabilities that may result in case Taminco would not be able to continue as a going concern.

Additional comments

The preparation and the assessment of the information that should be included in the directors' report on the consolidated financial statements are the responsibility of the board of directors.

Our responsibility is to include in our report the following additional comments, which do not modify the scope of our opinion on the consolidated financial statements:

- The directors' report on the consolidated financial statements deals with the information required by law and is consistent with the consolidated financial statements. We are, however, unable to comment on the description of the principal risks and uncertainties which the entities included in the consolidation are facing, and on their financial situation, their foreseeable evolution or the significant influence of certain facts on their future development. We can nevertheless confirm that the matters disclosed do not present any obvious inconsistencies with the information that we became aware of during the performance of our mandate.

Brussels,

April 13, 2007 for the December 31, 2006 consolidated financial statements;
April 24, 2008 for the December 31, 2007 consolidated financial statements;
April 17, 2009 for the December 31, 2008 consolidated financial statements;

Except for note 24 in the consolidated financial statements for the years ended 2006, 2007 and 2008 which is dated December 9, 2009.

Ernst & Young Reviseurs d'Entreprises SCCRL
Independent auditor
represented by

Lieve Cornelis	Marc Guns
Partner	Partner

Taminco Group NV

Consolidated Financial Statements
For the 4 month period ended
December 31, 2007
For the year ended December 31, 2008

TAMINCO GROUP NV CONSOLIDATED FINANCIAL STATEMENTS FOR THE 4 MONTH PERIOD ENDED DECEMBER 31, 2007 AND FOR THE YEAR ENDED DECEMBER 31, 2008

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Consolidated income statement
For the 4 month period ended December 31, 2007 and the year ended December 31, 2008

	Notes	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
		€ 000	€ 000
Revenue from sale of goods		217,867	692,018
Revenue		**217,867**	**692,018**
Raw materials and consumables		(127,659)	(429,762)
Services and other goods		(38,899)	(97,067)
Employee benefits expense		(21,852)	(52,098)
Other operating expenses	6	(1,541)	(2,334)
Other operating income	6	2,623	4,626
Depreciations, amortizations and write- offs	7	(19,527)	(57,939)
Operating profit		**11,012**	**57,444**
Finance costs	8	(27,459)	(50,281)
Finance income	8	897	15,026
Profit before tax		**(15,550)**	**22,189**
Income tax expense	9	(4,738)	(7,809)
Profit for the period		**(20,288)**	**14,380**
Attributable to:			
Equity holders of the parent		(20,349)	14,345
Non-controlling interests		61	35
Number of FTE at the end of the period		**866**	**853**
Blue-collar personnel number		411	390
White-collar personnel number		245	243
Exempts		210	220
Basic earnings per share distributable to the shareholders of the parent company (in €)	10	(0.00133)	0.00086
Diluted earnings per share distributable to the shareholders of the parent company (in €)	10	(0.00133)	0.00086

Consolidated statement of comprehensive income
For the 4 month period ended December 31, 2007 and the year ended December 31, 2008

	Notes	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
		€ 000	€ 000
Profit for the period		**(20,288)**	**14,380**
Other comprehensive income			
Exchange differences on translation of foreign operations	16	6,079	(22,098)
Exchange differences on non-controlling interests		711	100
Net movement on cash flow hedges		(2,074)	(18,708)
Income tax effect	9	705	6,359
	16	**(1,369)**	**(12,349)**
Other comprehensive income / loss for the period, net of tax		**5,421**	**(34,347)**
Total comprehensive loss for the period, net of tax		**(14,867)**	**(19,967)**
Attributable to:			
Equity holders of the parent		(15,639)	(20,102)
Non-controlling interests		772	135

Consolidated statement of financial position
As at December 31

	Notes	As at December 31, 2007	As at December 31, 2008
		€ 000	€ 000
Assets			
Goodwill	11	421,091	421,091
Intangible assets	11	199,983	182,862
Property, plant and equipment	12	180,443	174,285
Other non-current assets		2,130	2,458
Deferred tax asset	9	3,624	9,379
Total non-current assets		**807,271**	**790,075**
Inventories	13	53,548	63,480
Trade and other receivables	14	60,603	54,682
Cash and cash equivalents	15	10,234	10,464
Total current assets		**124,385**	**128,626**
Total assets		**931,656**	**918,701**
Equity and liabilities			
Issued capital	16	152,742	187,242
Retained earnings		(20,349)	(6,004)
Cashflow hedge reserve	16	(1,369)	(13,718)
Foreign Currency Translation Reserve	16	6,079	(16,019)
Equity attributable to equity holders of the parent		**137,103**	**151,501**
Non controlling interests		772	907
Total equity		**137,875**	**152,408**
Non-current liabilities			
Interest-bearing loans and borrowings	17	601,604	454,982
Provisions	20	4,425	4,425
Employee benefit liability	19	6,202	6,360
Deferred tax liability	9	86,211	75,233
Other non-current liabilities	18	—	19,124
Total non-current liabilities		**698,442**	**560,124**
Interest-bearing loans and borrowings	17	12,406	127,175
Trade and other payables	21	78,108	70,543
Income tax payable		4,825	8,451
Total current liabilities		**95,339**	**206,169**
Total liabilities		**793,781**	**766,293**
Total equity and liabilities		**931,656**	**918,701**

Consolidated statement of changes in equity for the 4 month period ended December 31, 2007

	Attributable to the equity holders of the parent						
	Issued capital (Note 16)	Retained earnings	Cash flow hedge reserve (Note 16)	Foreign currency translation reserve (Note 16)	Total	Non-controlling interest	Total equity
	€ 000	€ 000	€ 000	€ 000	€ 000		€ 000
As at August 20, 2007	**62**				**62**		**62**
Profit for the period		(20,349)			(20,349)	61	(20,288)
Other comprehensive income			(1,369)	6,079	4,710	711	5,421
Total comprehensive income		**(20,349)**	**(1,369)**	**6,079**	**(15,639)**	**772**	**(14,867)**
Issue of share capital	152,680*				152,680		152,680
At December 31, 2007	**152,742**	**(20,349)**	**(1,369)**	**6,079**	**137,103**	**772**	**137,875**

* The share capital has been increased through a contribution in cash of € 113,582 thousand on August 30, 2007 and through a contribution in kind of € 39,160 thousand on August 31, 2007.

Consolidated statements of changes in equity for the year ended December 31, 2008

	Attributable to the equity holders of the parent						
	Issued capital (Note 16)	Retained earnings	Cash flow hedge reserve (Note 16)	Foreign currency translation reserve (Note 16)	Total	Non-controlling interest	Total equity
	€ 000	€ 000	€ 000	€ 000	€ 000		€ 000
As at January 1, 2008	**152,742**	**(20,349)**	**(1,369)**	**6,079**	**137,103**	**772**	**137,875**
Profit for the period		14,345			14,345	35	14,380
Other comprehensive loss			(12,349)	(22,098)	(34,447)	100	(34,347)
Total comprehensive loss		14,345	(12,349)	(22,098)	(20,102)	135	(19,967)
Issue of share capital	34,500*				34,500		34,500
At December 31, 2008	**187,242**	**(6,004)**	**(13,718)**	**(16,019)**	**151,501**	**907**	**152,408**

* The share capital has been increased through a contribution in kind of € 34,500 thousand on July 1, 2008.

Consolidated statement of cash flows
For the 4 month period ended December 31, 2007 and the year ended December 31, 2008

	Notes	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
		€ 000	€ 000
Operating activities			
Profit after tax		(20,288)	14,380
Taxes		4,738	7,809
Profit before tax		**(15,550)**	**22,189**
Non-cash adjustment to reconcile profit before tax to net cash flows		**19,096**	**58,097**
Depreciation of property, plant and equipment	12	12,189	35,983
Amortisation of intangible assets	11	7,338	21,956
Movements in provisions and pensions		(431)	158
Finance costs	8	**14,980**	**47,357**
Working capital adjustments:		**(22,411)**	**(28,682)**
(Increase) / Decrease in trade and other receivables		(15,744)	(918)
(Increase) / Decrease in inventories		1,642	(11,655)
Increase / (Decrease) in trade and other payables		(8,309)	(16,109)
Income tax paid		**—**	**(14,222)**
Net cash flows from/(used) in operating activities		**(3,885)**	**84,739**
Investing activities			
Purchase of property, plant and equipment	12	(3,283)	(28,549)
Purchase of intangible assets	11	(1,192)	(4,942)
Acquisition of a business combination, net of cash acquired	5	(531,601)	—
Other investing activities		(32)-	(1,169)
Net cash flow used in investing activities		**(536,108)**	**(34,660)**
Financing activities			
Proceeds from capital increase		113,520	—
Proceeds from / Repayment of borrowings		450,975	(2,561)
Interest paid		(14,980)	(47,357)
Other financing activities		711	—
Net cash flows from/(used) in financing activities		**550,226**	**(49,918)**
Net increase/ decrease in cash and cash equivalents		10,233	161
Net foreign exchange difference		(61)	69
Cash and cash equivalents at 20 August 2007		62	—
Cash and cash equivalents at 1 January 2008		—	10,234
Cash and cash equivalents at 31 December	**15**	**10,234**	**10,464**

1. Corporate information

The consolidated financial statements (the "Financial Statements")of Taminco Group NV (the "Group")for the year ended December 31, 2008, with comparative data for the period starting on Augustus 20, 2007 and ending on December 31, 2007; further referred as the 4 month period ended December 31, 2007. These financial statements have been established by the Board of Directors on November 26, 2009.

Taminco Group NV, a limited company, was incorporated on August 20, 2007 under the laws of Belgium. As a result of the acquisition of Taminco NV the business started as at September 1, 2007. Its enterprise number is 891.533.631 and its registered corporate address is Pantserschipstraat 207, 9000 Gent.

The principal activity of the Group is producing alkylamines and derivatives; key building blocks for various industries such as agrochemicals, animal feed additives, crop protection, rubber chemicals, performance solvents, water treatment, surfactants, oil and gas treatment, insecticides, pharmaceuticals, catalysts, fuel additives, coatings, metal working fluids and various specialty chemicals.

At balance sheet date, the ultimate controlling parties of Taminco Group NV are CVC European Equity IV (AB) Limited and CVC European Equity IV (CDE) Limited in their capacity as the general partners of the limited partnerships which constitute CVC Fund IV. The general partners are 100% indirectly owned by CVC Capital Partners SICAV-FIS S.A.

The members of the Board of Directors are:

* Corporate Finance Consult BVBA represented by Buyse Steven, Processiestraat 15, 1730 Kobbegem

* Lavrysen Michael, Binnenweg 15, 1750 Gaasbeek

The Group has a total of 866 FTE's at December 31, 2007 and 853 FTE's at December 31, 2008.

The Financial Statements have been audited by Ernst & Young Bedrijfsrevisoren BCVBA, Moutstraat 54, 9000 Gent, represented by Mme. Lieve Cornelis and Mr. Marc Guns.

2. Basis of preparation and accounting policies

Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis, except derivative financial instruments that have been measured at fair value. The consolidated financial statements are presented in euro's and all values are rounded to the nearest thousand (€ 000) except when otherwise indicated.

Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union.

Basis of consolidation

The consolidated financial statements comprise the Group and its subsidiaries ("the Group"). A subsidiary is understood to be an entity in which the Group holds, either directly or indirectly, over half of the shares with voting rights, or whose activities are, either directly or indirectly, controlled by the Group.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The acquisition of a subsidiary is accounted for in accordance with the acquisition method. The annual reporting date of all subsidiaries is identical to that of the parent company, using consistent accounting policies. All intra-group balances, income and expenses, unrealised gains and losses and dividends resulting from intra-group transactions are eliminated in full.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction.

Losses are attributed to the minority interest even if that results in a deficit balance.

When subsidiaries are sold, the difference between the selling price and the net assets plus cumulative translation differences and unamortised goodwill is recognised in the income statement.

Changes in accounting policy and disclosures

Nevertheless the Financial Statements are prepared for the year ended December 31, 2008, with comparative data as of and for the period ended December 31, 2007, the Group has adopted all IFRS and IFRIC interpretations effective as of October 31, 2009.

The Group has adopted the following new and amended IFRS and IFRIC interpretations as of October 31, 2009:

- IFRS 2 *Share-based Payment:* Vesting Conditions and Cancellations effective 1 January 2009
- IFRS 2 *Share-based Payment:* Group Cash-settled Share-based Payment Transactions effective 1 January 2010 (early adopted)
- IFRS 3 *Business Combinations (Revised) and* IAS 27 *Consolidated and Separate Financial Statements (Amended) effective 1 July 2009* (early adopted) including consequential amendments to IFRS 7, IAS 21, IAS 28, IAS 31 and IAS 39
- IFRS 7 *Financial Instruments:* Disclosures effective 1 January 2009
- IFRS 8 *Operating Segments* effective 1 January 2009
- IAS 1 *Presentation of Financial Statements* effective 1 January 2009
- IAS 23 *Borrowing Costs (Revised)* effective 1 January 2009
- IAS 32 *Financial Instruments:* Presentation and IAS 1 *Puttable Financial Instruments and Obligations Arising on Liquidation* effective 1 January 2009
- IAS 39 *Financial Instruments:* Recognition and Measurement — Eligible Hedged Items effective 1 July 2009 (early adopted)
- IFRIC 9 *Remeasurement of Embedded Derivatives* and *IAS 39 Financial Instruments: Recognition and Measurement* effective for periods ending on or after 30 June 2009
- IFRIC 13 *Customer Loyalty Programmes* effective 1 July 2008
- IFRIC 16 *Hedges of a Net Investment in a Foreign* Operation effective 1 October 2008
- IFRIC 18 *Transfers of Assets from Customers* effective 1 July 2009 (early adopted)
- Improvements to IFRSs (May 2008)
- Improvements to IFRSs (April 2009, early adopted)

Summary Significant accounting policies

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit and loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with IAS 39 either in profit or loss or as change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity. Goodwill is initially measured at cost being the excess of the consideration transferred over the Group's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Foreign currency translation

The Group's consolidated financial statements are presented in euro's, which is also the Company's functional currency.

Foreign group companies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The assets and liabilities of foreign group companies are translated into euro's at the rate of exchange prevailing at the reporting date. The components of shareholder's equity of the foreign group company is translated at the historical exchange rate. The income statements of foreign Group companies are converted into euro's at average exchange rates for the period. The exchange differences arising on the translation are recognised in other comprehensive income and are classified within the "Currency translation adjustment" caption of the equity attributable to equity holders of the parent. On disposal of a foreign group company, the currency translation component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

The Group has no foreign group companies that report in the currency of a hyperinflationary economies as of December 31, 2008.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange as published by the European Central Bank at the reporting date. Gains and losses resulting from the settlement of foreign currency transactions and the translation of monetary assets and liabilities denominated in foreign currency are recorded in the income statement as an operating result or a financial result, depending on the nature of the transaction.

All monetary items that form part of a net investment in a foreign operation are recognised in other comprehensive income until the disposal of the net investment, at which time they are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and/or accumulated impairment losses. The historical cost comprises the initial purchase price, plus any other direct acquisition costs (non-recoverable taxes, transport costs, etc.). Subsequent expenditures are only capitalized, if they increase the future economic benefits resulting from the fixed assets to which they relate. Repair and maintenance costs, which do not increase future economic benefits, are expensed. Depreciation is calculated using the straightline method, over the expected useful life.

The estimated useful lives are as follows:

Buildings	15-20 years
Plant, machinery and equipment	7-15 years
Furniture and vehicles	5-10 years

Land is not depreciated as it is deemed to have an infinite life.

An item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

Intangible assets

Patents and licences

Patents and licences are measured on initial recognition at cost. Following initial recognition, they are carried at cost less any accumulated amortization and any accumulated impairment losses. They are amortized on a straight-line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete and its ability to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Other intangible assets

Other intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, other intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. These costs are currently amortized on a straight-line basis over their estimated useful life varying from three to five years. Costs relating to internally generated goodwill and brands are expensed as incurred. Intangible fixed assets, with an indefinite useful life or not available for direct use, are subject to an annual impairment test. Subsequent expenditures related to intangible fixed assets, are only capitalized if these subsequent expenditures increase the future economic benefits of the related asset. All other expenditure are expensed as incurred.

Leases

Finance leases, which effectively transfer to the group substantially all risks and benefits incidental to ownership of the leased item, are capitalized as property, plant and equipment at the fair value of the leased property, or, if lower, at the present value of the minimum lease payments. The corresponding liabilities are recorded as long-term or current liabilities depending on the period in which they are due. Lease interest is charged to the income statement as a financial cost using the effective interest method. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Lease contracts, in which the lessor retains almost all the risks and benefits of the assets, are operational leases. Payments made under the operational leases are recognized as costs in the income statement, on a straight-line basis over the entire term of the contract.

Impairments of assets

Goodwill is reviewed for impairment at least annually. For other tangible and intangible assets, at each balance sheet date, an assessment is made as to whether any indication exists that assets may be impaired. If any such indication exists, an impairment test is carried out in order to determine if and to what extent a valuation allowance is necessary to reduce the asset to its value in use (the present value of estimated future cash flows) or, if higher, to its fair value less cost to sell. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the costs to sell while value in use is the present value of the future cash flows expected to be derived from an asset. Recoverable amounts are estimated for individual assets or, if this is not possible, for the cash-generating unit to which the assets belong. An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the income statement. Reversal of impairment losses recognized in prior years is included as income when there is an indication that the impairment losses recognized for the asset are no longer needed or the need has decreased, except for impairment losses on goodwill, which are never reversed.

The Group's assets, excluding stocks and deferred tax liabilities, are assessed on each balance sheet date, in order to determine whether an asset has possibly been subject to impairment. If this appears to be the case, the realizable value of the asset is estimated. An impairment is recognized, if the carrying amount of an asset, or of the cash-generating unit to which it belongs, is higher than its recoverable amount. Impairments are recorded in the income statement.

Inventories

Inventories are measured at the lower of cost and net realizable value. The realizable value is defined as the estimated selling price under normal operating conditions, net of any estimated costs for finishing, selling and marketing the product. Costs incurred in bringing each product to its current location and condition are recorded as follows:

- Raw materials — purchase price, based on the FIFO principle;
- Finished goods and work in process — direct material and labor costs, plus a part of the general production costs, on the basis of the normal production capacity;
- Goods purchased for resale — purchase price, based on the FIFO principle.
- Spare parts are valued at cost and included in the inventory.

Financial instruments

Fair value of financial instruments

The following methods and principles are applied to estimate the fair value of financial instruments:

- for cash and cash equivalents are the book values recognized in the balance sheet an estimate of their fair value taking into account their short term;

- for long-term interest bearing debts subject to variable interest rates the amortized costs is assumed to approach the fair value;
- for long-term interest bearing debts subject to a fixed interest rate, the fair value is determined by the present value of future cash flows;
- for derivative financial instruments, the fair value is estimated by making use of different valuation techniques;
- for trade receivables, trade debts and other current assets and liabilities, the book values in the balance sheet are an estimate of the fair value taking into account their short term.

Criteria for initial recognition and derecognition of financial assets and liabilities

The Group shall recognize a financial asset or a financial liability on its balance sheet when the entity becomes a party to the contractual provisions of the instrument. Financial assets (or part of the financial assets) are derecognized when the Group transfers the contractual rights to receive the cash flows of the financial assets, when the contractual rights to the cash flows from the financial asset expire, when the Group gives up the rights, or when the Group loses the control over the contractual rights on the financial asset. Financial liabilities (or part of the financial liabilities) are removed from the balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Criteria for offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount is presented in the balance sheet when the entity has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Trade receivables

Trade receivables are carried at nominal value less possible impairment losses. At balance sheet date, an estimate of the impairment is made to be accounted for when it is no longer certain that the entire amount can be recovered. The impairment is accounted for in the income statement.

Cash and cash equivalents

Cash and cash equivalents are carried at cost in the balance sheet. The cash and cash equivalents mainly include cash in hand, cash with banks and short term investments (maximum original maturities of 3 months) that are readily convertible to known amounts of cash and that are subject to an insignificant risk of change in value.

The cash and cash equivalents mentioned in the cash flow statement comprise the cash and deposits at financial institutions. Possible negative cash is presented netted from the short term debts at financial institutions ('bank overdrafts').

Interest bearing loans

Interest bearing loans are initially carried at cost less attributable transaction costs. Subsequent to initial recognition, the interest bearing loans are, except for those loans hedged with fair value hedging in compliance with the special conditions of hedge accounting, stated at amortized costs with any difference between the initial amount and the maturity amount being recognized in the income statement over the expected life of the instrument on an effective interest rate basis or at the moment the loan is no longer kept.

Derivative financial instruments and hedging

The Group uses or may use derivative financial instruments to hedge its exposure to foreign exchange, interest rate and commodity price risks arising from operational, financing and investment activities.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The group designates certain derivatives as either:

- Hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or
- Hedges of a net investment in a foreign operation (net investment hedge).

The group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in note 18. Movements on the hedging reserve in shareholders' equity are shown in the consolidated statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

- Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'other gains/ (losses) — net'.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within 'finance costs'. The gain or loss relating to the ineffective portion is recognised in the income statement within 'other gains/(losses) — net'. However, when the forecast transaction that is hedged results in the recognition of a nonfinancial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'finance income / cost'.

- Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'finance income/cost'.

Gains and losses accumulated in equity are included in the income statement when the foreign operation is partially disposed of or sold.

- Derivatives at fair value through profit or loss and accounted for at fair value through profit or loss

Certain derivative instruments may not qualify for hedge accounting. Changes in the fair value of any these derivative instruments are recognised immediately in the income statement within 'finance income/cost'.

Share capital

When share capital is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity.

Dividends of the parent company payable on ordinary shares are only recognized as a liability following approval by the shareholders. Interim dividends are recognised as a liability following decision and approval by the Board of Directors.

Non-controlling interests

Non-controlling interests include a proportion of the fair value of identifiable assets and liabilities recognized upon acquisition of a subsidiary, together with the appropriate proportion of subsequent profits and losses. In the income statement, the non-controlling share in the company's profit or loss is presented separately from the company's consolidated result.

Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions include provisions for litigation, onerous contracts, exposure to equity investments and restructuring. A provision for restructuring is recognised when the Company has approved a detailed and formal restructuring has either commenced or has been announced publicly before the balance sheet date.

Greenhouse gas emissions

The Group receives free emission rights in certain European countries as a result of the European Emission Trading Schemes. The rights are received on an annual basis and in return the Group is required to remit rights equal to its actual emissions. The Group has adopted the net liability approach to the emission rights granted. Therefore, a provision is only recognised when actual emissions exceed the emission rights granted and still held. The emission costs are recognised as other operating costs. Where emission rights are purchased from other parties, they are recorded at cost, and treated as a reimbursement right, whereby they are matched to the emission liabilities and remeasured to fair value, and the changes in fair value recognised in the income statement.

Decommissioning liability

The provision for decommissioning costs arose on the assets deal concluded with respect to the Arkema US assets and Air Products US assets. To the extent that the decommissioning costs can be measured reliably, these costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of that particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the income statement as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Employee benefits

Short-term employee benefits

This includes wages, salaries and social security contributions, paid annual leave and sick leave, bonuses and non-monetary benefits, and is taken as an expense in the relevant period. Bonuses are received by all company managers and are based on key target financial indicators. The amount of the bonus is recognized as an expense, based on an estimation made at the balance sheet date.

Post employment benefits

The company has various pension and medical care schemes in accordance with the conditions and practices of the countries it operates in. The schemes are generally funded through payments to insurance companies or trustee-administered funds.

Defined benefit plans

The company has accounted for all legal and constructive obligations both under the formal terms of defined benefit plans and under the company's informal practices. The amount presented in the balance sheet is based on actuarial calculations and represents the present value of the defined benefit obligations, adjusted for unrecognized past service costs, and reduced by the fair value of the plan assets. Unrecognized actuarial gains and losses result from changes in the actual and estimated actuarial assumptions are disclosed in the yearly update of the actuarial calculations.

Defined contribution plans

The company pays contributions to publicly or privately administered insurance plans. The payments are recognized as expenses as they fall due, and as such are included in employee benefit expenses.

Termination Benefits (pre-retirement plans, other termination obligations)

These benefits arise as a result of the company's decision to terminate an employee's employment before the normal retirement date or of an employee's decision to accept voluntary redundancy in exchange for those benefits. When they are reasonably predictable in accordance with the conditions and practices of the countries the company operates in, future obligations are also recognized. These benefits are accrued for their expected costs over the period of employment, using an accounting methodology similar to that for defined benefit pension plans. In general, these obligations are valued annually by independent qualified actuaries. All actuarial losses or gains are immediately recognized in the income statement.

Trade and other payables

Trade and other payables are stated at fair value, which the cost at recognition date.

Income Taxes

Current income taxes are based on the results of the group companies and are calculated according to local tax rules. Deferred tax assets and liabilities are determined, using the liability method, for all temporary differences arising between the tax basis of assets and liabilities and their carrying values for financial reporting purposes. Tax rates are used that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry-forward of unused tax credits and tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods.

Financial income/costs

Accrued interest includes interest earned on loans granted to third parties, and interest charges include interest due on loans contracted by the Group. Booked interests are based on the 'effective interest' method. Financial revenues, apart from any realized and unrealized exchange rate gains or losses related to interest-earning loans and borrowings, also include booked losses or gains due to a revaluation of the fair value of derivative financial instruments, which are considered as 'fair value' hedging instruments if the hedged risks are of a financial nature, or if financial instruments do not meet the 'hedge accounting' requirements.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective qualifying assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Earnings per share

The group calculates both basic and diluted earnings per share in accordance with IAS 33, Earnings per share. Under IAS 33, a basic earnings per share is computed using the weighted average number of shares outstanding during the period.

Events after the balance sheet date

Events after the balance sheet date which provide additional information about the company's position as at the balance sheet date (adjusting events) are reflected in the financial statements. Events after the balance sheet date which are not adjusting events are disclosed in the notes if material.

3. Significant accounting judgments, estimates and assumptions

Judgments

The preparation of the consolidated financial statements required management to make a number of estimates and assumptions, which have an impact on the reported amounts in the annual financial statements. The measurement estimates for market prices, interest rates and foreign exchange rates, conducted at the reporting date, always reflect the existing condition at the reporting date. Even though management makes these estimates based on its best possible knowledge of current business transactions, and of the transactions that the Group may undertake, the actual results can vary in relation to these estimates.

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the consolidated financial statements:

Impairment on goodwill

Goodwill acquired through business combinations has been allocated to two cash-generating units, which are also reportable segments.

Goodwill is subject to an annual impairment test. This test requires an estimate of the value-in-use of cash flow generating units, to which the goodwill is allocated. The estimation of the value-in-use requires an estimate of expected future cash flows of the cash flow-generating units, and the choice of an appropriate discount rate, in order to determine the present value of these cash flows.

The main parameters underlying to the impairment analysis of goodwill, which require management's judgment, include the discount rate, sales volume and sales margin. For more details on this subject, please see note 22.

Pension benefits

The costs of the granted pension plans and the current value of the pension liabilities are determined using an actuarial valuation. The actuarial valuation involves making assumptions about the discount rate, expected yield of the pension funds, future increases in compensations, mortality tables and future pension increases. All the assumptions are reviewed on each reporting date. Further details with regard to these assumptions are documented in note 19.

Deferred tax assets

Deferred tax assets for unused fiscal losses, are only recognized, if it is probable that sufficient taxable profits will be generated in the future, which can make use of such a tax benefit. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based on the time period and the level of future taxable profits. More details on this subject are provided in note 9.

Fair value derivative financial instruments

Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. For the periods presented, observable markets were available and therefore little degree of judgement. For future periods this may differ.

Provision for decommissioning

As part of the purchase price allocation for the acquisition of Arkema US assets in 2007, The Group has recognized a provision for decommissioning obligations associated with these assets. In determining the fair value of the provision, assumptions and estimates are made in relation to discount rates, the expected cost to dismantle the site and the expected timing of those costs. The carrying amount of the provision as at 31 December 2007 was € 1,405 thousand and as at 31 December 2008 € 703 thousand.

4. Segment information

Operating segment information

For management purposes, the Group is organised into two divisions, based on the nature of their products and the industries they serve. The two divisions represent also the reportable operating segments:

- Functional Chemicals division producing chemical intermediates that contribute specific properties to the products in which they are incorporated — specialty chemicals and active ingredients — properties that are essential to the purposes those products serve.
- Agro Sciences division producing amines and amine derivatives for use in agricultural applications.

The Group's management reporting and controlling systems use accounting policies that are the same as those described in Note 2 in the summary of significant accounting policies under IFRS.

The Group measures the performance of its operating segments through a measure of segment revenue and segment operating profit.

The segment operating profit (loss) used in the segment reporting comprises gross profit, selling and distribution costs, administrative expenses and net off other operating income and cost, net financial income (expense) and taxes.

The segment assets principally comprise property, plant and equipment, intangibles, accounts receivable and inventory. The segment assets do not include goodwill, other financial assets, cash and cash equivalents, income tax assets and other receivables. Those assets are not allocated to specific segments as these are managed at group level.

The segment liabilities principally comprise trade payables. All other liabilities are managed at the corporate level.

Capital expenditure consists of additions on property, plant and equipment and intangibles.

	Functional Chemicals		Agro Sciences		Consolidated	
	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Revenue						
Third Party	134,435	444,797	83,432	247,221	217,867	692,018
Total revenue	**134,435**	**444,797**	**83,432**	**247,221**	**217,867**	**692,018**

	Functional Chemicals		Agro Sciences		Consolidated	
	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Raw materials and consumables	(72,188)	(271,219)	(55,471)	(158,543)	(127,659)	(429,762)
Services and other goods	(23,554)	(60,943)	(15,345)	(36,124)	(38,899)	(97,067)
Employee benefits expense	(19,930)	(32,165)	(1,922)	(19,933)	(21,852)	(52,098)
Other operating expenses	(951)	(1,500)	(590)	(834)	(1,541)	(2,334)
Other operating income	1,619	2,938	1,004	1,688	2,623	4,626
Depreciations and amortisations (before PPA)	(9,638)	(28,440)	(3,386)	(9,992)	(13,024)	(38,432)
Depreciations and amortizations (PPA depreciation)	(4,812)	(14,435)	(1,691)	(5,072)	(6,503)	(19,507)
Segment Operating Profit	**4,981**	**39,033**	**6,031**	**18,411**	**11,012**	**57,444**

	Functional Chemicals		Agro Sciences		Consolidated	
	As at December 31, 2007	As at December 31, 2008	As at December 31, 2007	As at December 31, 2008	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Intangible assets	147,987	135,318	51,996	47,544	199,983	182,862
Property, plant and equipment	133,528	128,971	46,915	45,314	180,443	174,285
Inventory	37,068	28,900	16,480	34,580	53,548	63,480
Trade receivables	17,956	10,927	32,894	18,524	50,850	29,451
Segment Assets	**336,539**	**304,116**	**148,285**	**145,962**	**484,824**	**450,078**
Trade payables	37,983	36,329	19,457	19,596	57,440	55,925
Segment Liabilities	**37,983**	**36,329**	**19,457**	**19,596**	**57,440**	**55,925**
Capital expenditure	3,311	24,781	1,164	8,708	4,475	33,489

The reconciliation of the total of operating assets and operating liabilities with the Group's total assets and liabilities is presented in the table below:

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Total Segment assets	**484,824**	**450,078**
Goodwill	421,091	421,091
Other non current assets	2,130	2,458
Deferred tax assets	3,624	9,379
Other receivables	9,753	25,231
Cash and cash equivalents	10,234	10,464
Total Group Assets	**931,656**	**918,701**
Total Segment liabilities	**57,440**	**55,925**
Total equity	137,875	152,408
Interest — bearing loans and borrowings	614,010	582,157
Provisions	4,425	4,425
Employee benefit liability	6,202	6,360
Deferred tax liability	86,211	75,233
Other non-current liabilities	—	19,124
Other payables	20,668	14,618
Income tax payable	4,825	8,451
Total Group Equity and Liabilities	**931,656**	**918,701**

Entity-wide information

The Group's non-current assets and revenue are shown by region. These are the regions in which Taminco Group NV is active: Belgium (domicile country), Europe (excluding Belgium), Asia and the Americas. The Europe region (excluding Belgium) covers the entire European Union (excluding Belgium), the other countries in Europe and Middle-East and Africa. The Americas region comprises both North-America and Latin America. The Asian region comprises China and other Asian and Pacific countries.

Non-current assets are allocated to the regions according to the location of the assets in question.

Revenue is allocated according to the location of the legal group entity where the sales are recognised.

The table below provides revenue and non-current assets by geographic area:

	Non-current assets		Revenue	
	As at December 31, 2007	As at December 31, 2008	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000	€ 000	€ 000
Belgium	527,690	536,439	82,720	266,870
Europe (excluding Belgium)	46,734	49,673	12,966	54,642
Americas	227,655	198,210	119,443	358,660
Asia	5,192	5,753	2,738	11,846
Group	**807,271**	**790,075**	**217,867**	**692,018**

5. Business combinations

On July 4, 2007, CVC Capital Partners, through its subsidiary Taminco Group NV (a Belgian legal entity, to be incorporated), entered into a share purchase agreement with Alpinvest Partners Direct Investments 2003 CV (a Dutch legal entity) and Stichting Executives Taminco (a Dutch legal foundation) to acquire 100% of the shares in Taminco NV, whose principal activity is the production and sale of alkylamines and alkylamines derivatives. This share deal was transferred to Taminco Group NV (established on August 20, 2007, under the laws of Belgium) who took control over the shares of Taminco NV on August 31, 2007 for a total purchase price of € 601,277 thousand. The following table provides an overview of the preliminary carrying amounts and fair values of the acquired assets and liabilities on August 31, 2007:

	Historical Book Value	Adjustments to fair value	Fair values recognized on acquisition
	€ 000	€ 000	€ 000
Intangible fixed assets (Note 11)	17,068	189,061	206,129
Goodwill	20,675	(20,675)	—
Tangible fixed assets (Note 12)	147,324	41,789	189,113
Other non-current assets	469	—	469
Deferred tax asset	332	1,770	2,102
Inventories	54,835	—	54,835
Trade and other receivables	51,642	—	51,642
Cash and cash equivalents	34,553	—	34,553
Deferred charges and accrued income	3,375	—	3,375
	330,273	**211,945**	**542,218**
Provisions	(6,633)	(4,425)	(11,058)
Deferred tax liability	(10,000)	(80,726)	(90,726)
Interest-bearing loans and borrowings (non-current)	(169,042)	—	(169,042)
Interest-bearing loans and borrowings (current)	(134)	—	(134)
Trade payables	(47,984)	—	(47,984)
Taxes, remuneration and social security	(9,027)	(10,254)	(19,281)
Accrued charges and deferred income	(19,738)	—	(19,738)
	(262,558)	**(95,405)**	**(357,963)**
Net assets acquired	67,715	116,540	184,255
Goodwill arising on acquisition (Note 11)			417,022
Total consideration, of which:			601,277
- settled in cash			562,117
- settled in shares			39,160
Cash flow on acquisition			
Net cash acquired			(34,553)
Cash paid			562,117
Net cash outflow			527,564

During the purchase price allocation process, the Group was able to identify 'Non Contractual Customer-related intangible assets' for € 136,683 thousand and 'Supplier Contract-based intangible assets' for € 52,378 thousand as separable intangible fixed assets. A deferred tax liability of € 67,409 thousand has been recognised in respect of these identified intangible assets. Valuation of acquired intangibles has been performed in accordance with industry standard practice. Methods applied are designed to isolate the value of each intangible asset separately from the other assets of the business. Non contractual customer relationships have been valued using the multiple excess earnings method.

The contract based intangible assets have been valued based on the expected future net cash-flows from those existing at the date of acquisition. Typical discount rates applied in the valuation of intangible assets acquired in the period are 9.27% and 11.8%.

Tangible assets have been measured at fair value, using a cost approach. The amount recognized relates mainly to the revaluation of plant, machinery and equipment.

The Group recognized a provision of € 4,425 thousand for decommissioning costs and contingent liability of € 2,784 thousand for the estimated outflow of resources, both related to the planned closure of the Riverview production facility in the United States. A deferred tax asset of € 2,884 thousand has been recognized on this provision and contingent liability. Further liabilities have been recognized in respect to real estate transaction taxes and value enhancement bonuses in US and Brazil.

The goodwill recognized represents the assembled workforce, the wider strategic benefits and the value of other of those assets not requiring valuation under IFRS 3 'Business combinations'.

Transaction costs of € 4,348 thousand have been recognised through profit and loss.

In the period to December 31, 2007 Taminco NV contributed € 17.5 million to the operating profit of the Group (before additional amortizations resulting from purchase price allocations). Had the acquisition occurred on January 1, 2007, the estimated revenue for the Group would have been € 399 million higher at € 617 million and operating profit (before additional amortizations resulting from purchase price allocations) € 44 million higher at € 61.5 million for the year ended December 31, 2007.

Per September 28 , 2007 the company entered into an agreement for the purchase of all the issued and outstanding shares in Mandops (UK) Ltd., currently Taminco UK, a worldwide player in the Life Sciences Market and specialized in growth regulators and new additives and fertilizers formulas. The fair value of the identifiable assets and liabilities of the acquired business combination as at the date of acquisition were:

	Fair values recognized on acquisition
	€ 000
Tangible fixed assets (Note 12)	237
Inventories	355
Trade and other receivables	647
Cash and cash equivalents	726
	1,965
Trade payables	(78)
Other payables	(351)
	(429)
Net assets acquired	1,536
Goodwill arising on acquisition (Note 11)	3,227
Consideration, settled in cash	**4,763**
Cash flow on acquisition	
Net cash acquired	(726)
Cash paid	4,763
Net cash outflow	**4,037**

If the combination had taken place at the beginning of the period the revenue from continuing operations would have been € 3,783 thousand.

The fair value recognized on the acquisition equals the amount of the previous carrying value in the acquired business. The amount of goodwill recorded amounts to € 3,277 thousand (Note 11).

On the acquisition of the majority share of the Taminco Yixing, a goodwill has been determined of € 842 thousand.

6. Other income and other expenses

Other operating income

	For the 4 month period ended December 31, 2007	**For the year ended December 31, 2008**
	€ 000	**€ 000**
Reduction social charges	210	678
Services invoiced towards third parties	1,363	2,237
Compensating amounts on development	33	325
Other	1,017	1,386
Other operating income	**2,623**	**4,626**

Other operating expense

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Property taxes	812	893
Electric power taxes	36	105
Provincial taxes	17	49
Other taxes	249	955
Restructuring costs	—	25
Local taxes	378	(283)
Other	49	590
Other operating expenses	**1,541**	**2,334**

7. Depreciation and amortization included in the consolidated income statement

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Intangible assets		
Capitalized development	1,304	3,880
Other intangibles	6,034	18,076
Tangible assets		
Freehold land and buildings	605	1,799
Plant & machinery and equipment	11,431	33,729
Furniture and vehicles	153	455
Total depreciation	**19,527**	**57,939**

8. Finance cost and income

Finance cost

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Interest on bank loans and overdrafts	14,980	47,357
Foreign exchange rate differences (net)	6,310	—
Related parties	5,624	—
Other	545	2,924
Total finance costs	**27,459**	**50,281**

Finance income

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Foreign exchange rate differences (net)	—	14,530
Interest	164	46
Other	733	450
Total finance income	**897**	**15,026**

Interests on bank loans and overdrafts primarily relate to interests on the financial debt to Rabobank (€ 4 million in 2007; € 21 million in 2008), interests on related party debts to Taminco Group Holdings S.à r.l., entity having significant control over the Taminco Group (€ 9.9 million in 2007; € 20.8 million in 2008) and factoring interests (€ 1 million in 2007; € 2.5 million in 2008).

Net foreign exchange result fluctuates from a loss in 2007 (€ 6.3 million) to a gain in 2008 (€ 14.5 million). Foreign exchange gains in 2008 largely relate to a realized exchange gain (€ 16.6 million) following the repayment of the U.S.$ bond to Group Holdings S.à r.l., subsequent to the debt push down.

End 2007, finance income with respect to related parties comprises the reallocation of transaction costs, linked to the renegotiation of the Senior Facility Agreement with Rabobank International in 2007, reallocated from Taminco Group Holdings S.à r.l. to the Group.

The other finance cost mainly relate to bank charges and amortizations on capitalised loans costs.

9. Income tax

The major components of income tax expense for the 4 month period ended December 31, 2007 and the year ended December 31, 2008 are:

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Consolidated Income Statement		
Current income tax:		
Current income tax charge	5,395	18,178
Deferred income tax:		
Relating to origination and reversal of temporary differences	(657)	(10,369)
Income tax expense reported in the income statement	**4,738**	**7,809**
Consolidated statement of changes in equity		
Net (gain) on revaluation of cash flow hedges	705	6,359
Income tax expense/income reported in equity	**705**	**6,359**

A reconciliation between tax expenses and the product of accounting profit multiplied by Belgium's domestic tax rate for the 4 month period ended December 31, 2007 and the year ended December 31, 2008 is as follows:

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Accounting profit/(loss) before tax	**(15,550)**	**22,189**
Taxes at the statutory tax rate of Taminco Group NV — 33.99%	(5,285)	7,542
Non-taxable income	(21)	328
Effect of tax rates in other countries	(1,619)	(1,192)
Changes in tax rate — Impact on deferred taxes	(619)	—
Withholding tax	—	590
Non-deductable expenses	97	372
Tax losses for which no deferred tax asset is recognised	12,185	2,032
Deferred tax assets recognized on tax incentives (notional interest deduction)		(2,090)
Other	—	227
At the effective income tax rate	**4,738**	**7,809**
Effective income tax rate %	(30.47)%	**35.19%**

Deferred tax

Deferred tax relates to the following:

	Consolidated balance sheet			Consolidated Income statement	
	As at September 1, 2007	As at December 31, 2007	As at December 31, 2008	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000	€ 000	€ 000	€ 000
NET					
Tangible fixed assets	(16,859)	(17,924)	(15,207)	1,065	(2,717)
Intangible fixed assets	(67,409)	(64,857)	(59,654)	(2,552)	(5,203)
Provisions for pensions	1,689	1,611	1,484	78	127
Interest bearing loans	(1,656)	(1,158)	(2,422)	(498)	1,264
Financial instruments	—	—	6,364	—	—
Other	(2,485)	(839)	12	(1,646)	(851)
Tax loss carried forward	3,476	580	3,569	2,896	(2,989)
				—	—
Deferred tax expense/(income)				**(657)**	**(10,369)**
Net deferred tax asset/(liability)	**(83,244)**	**(82,587)**	**(65,854)**		
Reflected in the balance sheet as follows:					
Deferred tax assets		**3,624**	**9,379**		
Deferred tax liabilities		**(86,211)**	**(75,233)**		

Reconciliation of deferred tax liabilities net

	2007	2008
Opening balance as of September 1/January 1	(83,244)	(82,587)
Tax (income)/expense during the period recognised in the income statement	657	10,369
Financial instruments		6,364
Closing balance December 31,	(82,587)	(65,854)

10. Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic and diluted earnings per share computations

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Net profit attributable to ordinary equity holders of the parent	(20,349)	14,345
Weighted average of number of ordinary shares ('000)	15,274,182	16,648,006
Weighted average in €	**(0.00133)**	**0.00086**
Effect of dilution	—	—
Diluted earnings per share in €	**(0.00133)**	**0.00086**

11. Goodwill and intangible assets

	Goodwill	Capitalized development	Other intangibles	Total Intangible assets	Total
	€ 000	€ 000	€ 000	€ 000	€ 000
Cost:					
At August 20, 2007	—	—	—	—	—
Acquisitions of subsidiaries	421,091	7,753	198,376	206,129	627,220
Additions	—	1,192	—	1,192	1,192
Currency translation adjustment	—	—	—	—	—
Disposals	—	—	—	—	—
Transfer from one category to another	—	—	—	**—**	**—**
At December 31, 2007	**421,091**	**8,945**	**198,376**	**207,321**	**628,412**
At January 1, 2008	**421,091**	**8,945**	**198,376**	**207,321**	**628,412**
Additions	—	4,309	633	4,942	4,942
Currency translation adjustment	—	—	245	245	245
Disposals	—	—	(1,748)	(1,748)	(1,748)
Transfer from one category to another	—	—	43	43	43
At December 31, 2008	**421,091**	**13,254**	**197,549**	**210,803**	**631,894**
Depreciation and impairment:					
At August 20, 2007	—	—	—	—	—
Amortization	—	(1,304)	(6,034)	(7,338)	(7,338)
Currency translation adjustment	—	—	—	—	—
Disposals	—	—	—	—	—
At December 31, 2007		**(1,304)**	**(6,034)**	**(7,338)**	**(7,338)**
At January 1, 2008	**—**	**(1,304)**	**(6,034)**	**(7,338)**	**(7,338)**
Amortization	—	(3,880)	(18,076)	**(21,956)**	**(21,956)**
Currency translation adjustment	—	—	(156)	**(156)**	**(156)**
Disposals	—	—	1,509	**1,509**	**1,509**
At December 31, 2008	**—**	**(5,184)**	**(22,757)**	**(27,941)**	**(27,941)**
Net book value:					
At December 31, 2007	421,091	7,641	192,342	**199,983**	**621,074**
At December 31, 2008	421,091	8,070	174,792	**182,862**	**603,953**

Capitalised development relates to the capitalised registration costs of toxicological studies.

12. Property, plant and equipment

	Freehold land and buildings	Plant & machinery and equipment	Furniture and vehicles	Construction in progress	Totals
	€ 000	€ 000	€ 000	€ 000	€ 000
Cost:					
At August 20, 2007					
Acquisitions of subsidiaries	25,761	154,124	1,757	7,706	189,348
Additions	—	3,283	—	—	3,283
Transfer from one category to another	**367**	(1,679)	**33**	1,280	**1**
Disposals	—	—	—	—	—
Currency translation adjustment	—	—	—	—	—
At December 31, 2007	**26,128**	**155,728**	**1,790**	**8,986**	**192,632**
At January 1, 2008	**26,128**	**155,728**	**1,790**	**8,986**	**192,632**
Additions	480	18,079	245	9,743	28,547
Transfer from one category to another	143	8,379	24	(8,589)	(43)
Disposals	(869)	(924)	(55)	—	(1,848)
Currency translation adjustment	965	4,796	250	68	6,079
At December 31, 2008	**26,847**	**186,058**	**2,254**	**10,210**	**225,369**
Depreciation and impairment:					
At August 20,2007	—	—	—	—	—
Depreciation charge	(605)	(11,431)	(153)	—	(12,189)
Disposals	—	—	—	—	—
Currency translation adjustment	—	—	—	—	—
At December 31, 2007	(605)	(11,431)	(153)	—	(12,189)
At January 1, 2008	**(605)**	**(11,431)**	**(153)**	**—**	**(12,189)**
Depreciation charge	(1,799)	(33,729)	(455)	—	(35,983)
Disposals	—	924	49	—	973
Currency translation adjustment	(128)	(3,514)	(243)	—	(3,885)
At 31 December 2008	**(2,532)**	**(47,750)**	**(802)**	**—**	**(51,084)**
Net book value:					
At December 31, 2007	25,523	144,297	1,637	8,986	180,443
At December 31, 2008	24,315	138,308	1,452	10,210	174,285

13. Inventories

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Raw materials	14,486	20,312
Work in progress	23	—
Finished Goods	38,384	41,529
Resale Goods	584	1,639
Advanced payments	71	—
Total inventories	**53,548**	**63,480**

14. Trade and other receivables (current)

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Trade receivables	50,850	29,451
Deferred charges and accrued income	2,589	3,696
Fair value of derivative financial instruments	(769)	—
Related parties receivables (Note 23)	—	6,449
Other receivables	7,933	15,086
Total trade and other receivables (current)	**60,603**	**54,682**

Trade receivables are transferred under a non-recourse factoring agreement which qualifies for derecognition for IFRS reporting purposes. Furthermore outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result the company's credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with the company, the requirement for an impairment is analysed at each reporting date, however the impact on the 2008 income statement is minimal.

15. Cash and cash equivalents

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Cash at bank and in hand	9,228	10,464
Cash equivalents	1,006	—
Total cash and cash equivalents	**10,234**	**10,464**

16. Issued capital and reserves

	Share price	Number of shares '000	€ 000
At August 20, 2007			
Issued capital at incorporation *(August 20, 2007)*	0.010	6,200	62
Capital increase in cash *(August 30, 2007)*	0.010	11,351,982	113,520
Capital increase by contribution in kind *(August 31, 2007)*	0.010	3,916,000	39,160
At December 31, 2007		**15,274,182**	**152,742**
At January 1, 2008		**15,274,182**	**152,742**
Capital increase by contribution in kind *(July 1, 2008)*	0.013	2,747,648	34,500
At December 31, 2008		**18,021,830**	**187,242**

	Number of shares '000	€ 000
Ordinary shares issued and fully paid		
Ordinary shares of € 0.010 (in €) each	15,274,182	152,742
At December 31, 2007	15,274,182	152,742

	Number of shares ’000	€ 000
Ordinary shares issued and fully paid		
Ordinary shares of € 0.010 (in €) each	15,274,182	152,742
Ordinary shares of € 0.013 (in €) each	2,747,648	34,500
At December 31, 2008	**18,021,830**	**187,242**

All other reserves as stated in the consolidated statement of changes in equity

Cash Flow (CF) hedge reserve

The cash flow hedge reserve contains the effective portion of the cash flow hedge relationships incurred as at the reporting date. Also recorded here as a separate component, is the effective portion of the gain or loss on hedging instruments in cash flow hedges. A loss of € 1,369 thousand for the 4 month period ended December 31, 2007 was made up of the net movements in cash flow hedges and the effective portion of the interest rates swaps, net of tax. For the year 2008 there was a loss of € 12,349 thousand.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. For the 4 month period ended December 31, 2007 there was a gain of € 6,079 thousand and for the year 2008 there is a loss of € 22,098 thousand recorded directly through the foreign currency translation reserve. Foreign currency result is primarilly related to the result of the consolidation of operating entities within the Group reporting in US dollar.

17. Interest-bearing loans and borrowings

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Current Interest-bearing loans and borrowings		
Related party loans	11,263	122,008
Senior facility agreement		
Facility A — € Loan	—	2,500
Facility A — U.S.$ loan	—	2,623
Other Loan Agreements	1,143	44
Total current interest-bearing loans and borrowings	**12,406**	**127,175**
Non-current interest-bearing loans and borrowings		
Related party loans	444,529	
Senior facility agreement :		
Facility A — € loan	—	46,250
Facility A — U.S.$ loan	—	48,519
Facility B — € loan	45,000	85,000
Facility B — U.S.$ loan	115,481	102,034
Facility C — € loan	—	85,000
Facility C — U.S.$ loan	—	102,035
Transaction costs — capitalised	(3,406)	(13,856)
Total non-current interest-bearing loans and borrowing	**601,604**	**454,982**

The acquisition of Taminco NV by Taminco Group NV on August 31, 2007 resulted in debts amounting to € 616 million of which € 160 million with Rabobank International (external party) and € 456 million with Taminco Group Holdings S.à r.l. (related party). In 2008, the Company restructured its debts resulting in a new debt position amounting to € 594 million of which approximately € 474 million with Rabobank International (external party) and € 120 million with Taminco Group Holdings S.à r.l. (related party).

In view of the acquisition of Taminco NV by Taminco Group NV, Taminco Group Holdings S.à r.l. and Taminco NV entered into a Senior Facilities Agreement with Rabobank International amounting to € 440 million and $ 357 million on August 31, 2007 (restated August 14, 2008). End 2007, the Group has total external debts of € 45 million and U.S.$ 170 million (€ 115.5 million). In addition, Taminco Group Holdings S.à r.l. lent amounts to the Group via related party loans (€ 34 million) and via X/N bonds for a total amount of € 422 million.

In June and July 2008, following a group restructuring, the Rabobank loan facilities were partially relocated from Taminco Group Holdings S.à r.l. (related party) to different subsidiaries of the Group. Subsequent to the debt push down, U.S.$ denominated loan agreements are mainly recorded by the U.S. entity Taminco North America Inc (with a small portion still being contracted by Taminco NV) whereas the € loan agreements are contracted by European entities having € as reporting currency. The debt push down has no impact on the total bank debt. The interest bearing loans in the Group and in Taminco Group Holdings S.à r.l. amount to € 474 million and € 120 million respectively. Via a short term X/N bond of € 120 million, Taminco Group Holdings meets remaining funding needs of the Group.

The capitalised transaction costs are directly linked to the replacement of the Senior Facility Agreement with Rabobank in 2007. These transaction costs are recognized on the balance sheet and are amortized straight line over the term of the new loan agreement. End 2007, transaction costs were capitalised in the Group (€ 3.4 million) and in Taminco Group Holdings S.à r.l. (€ 9 million). Following the debt push down in 2008, capitalised transaction costs were reallocated from Taminco Group Holdings S.à r.l. to different subsidiaries of the Group. In addition to transaction costs incurred in 2008 (€ 3 million), this has resulted in the increase of capitalised transaction costs to € 13.9 million end 2008 (after amortizations).

	Interest rate (%)	Maturity date
For the 4 respectively 12 month period ended December 31, 2007 and 2008		
Senior facility agreement Rabobank		
Facility A — € loan	EURIBOR +2.375	31/08/2014*
Facility A — U.S.$ loan	LIBOR +2.375	31/08/2014*
Facility B — € loan	EURIBOR +2.75	31/08/2015
Facility B — U.S.$ loan	LIBOR +2.75	31/08/2015
Facility C — € loan	EURIBOR +3.25	31/08/2016
Facility C — U.S.$ loan	LIBOR +3.25	31/08/2016

* Facility A is amortising semi-annual

Fair values

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are carried in the financial statements.

	Carrying amount[1]		Fair value[2]	
	2007	2008	2007	2008
	€ 000	€ 000	€ 000	€ 000
Financial liabilities				
Interest-bearing loans and borrowings				
Floating rate borrowings	614,010	582,157	617,416	596,013
Total financial liabilities	**614,010**	**582,157**	**617,416**	**596,013**

1 Sum of total current interest-bearing loans and borrowings and total non-current interest-bearing loans and borrowings.

2 Equals carrying amount adding the capitalised transaction costs.

The other financial instruments fair value equals their respective carrying amounts as their initial maturity date does not exceed one year.

All derivative financial instruments are recorded at their respective fair values.

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

As at December 31, 2007 and December 31, 2008, the Group held the following financial instruments measured at fair value:

Liabilities measured at fair value

	As at December 31, 2007				As at December 31, 2008			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Financial liabilities at fair value through profit or loss								
Cross-currency Interest rate swap	—	—	—	—	1,149	—	1,149	—

During the reporting period ending December 31, 2008, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

18. Other non-current liabilities

The other non-current liabilities mainly relate to the market-to-market value of derivative financial instruments.

The Group uses the following hedging instruments to manage its interest rate risk and foreign currency risk:

In 2007, following the acquisition, the Group entered into various interest rate swap contracts to swap the variable interest rates on a number of U.S.$ and € loans into fixed interest rates. The market-to-market value of these hedging instruments at December 31, 2008 amounted to € 19.7 million (2007: € 499 thousand). These financial instruments are designated and qualified as effective cash flow hedges. The effective portion of changes in the fair value is recognised in a separate component of equity.

In 2007 and 2008, the Group entered into two interest swap contracts to swap a floating three month Libor or Euribor interest rate into a floating one month Libor or Euribor interest rate. The market-to-market value of these two contracts at December 31, 2008 amounted to € 130 thousand (2007: € 270 thousand).

In 2008, the Group entered into a number of cross currency interest rate swap contracts to swap € loans with a floating 3-month EURIBOR interest rate into USD Loan with a 3-month floating LIBOR interest rate. The market-to-market value at the December 31, 2008 amounts to € 1,149 thousand (asset).

19. Pensions and other post-employment benefit plans

The Group funds two defined benefit pension plans, covering approximately 60 executives and 105 employees. Both plans are financed through a group insurance product at Axa Bank and Insurance. Additionally, the Group offers to its Belgian employees, executives and blue collar workers the opportunity to enter in an early retirement scheme, as agreed in a collective employment agreement at the level of the Belgian Chemicals Industry sector. The employee benefits of this early retirement scheme are partly funded by the Group and partly funded by the Belgian Government. The amounts accrued in the Financial Statements are derived from an actuarial calculation and represents the current and future liabilities from the Company to fund its obligations in this early retirement scheme.

The following tables summarises the components of net benefit expense recognised in the income statements and the funded status and amounts recognised in the balance sheet for the respective plans:

Most important defined benefit plans

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Compensation after termination of employment — pensions in the Belgian entity	2,841	2,725
Compensation career termination — early retirement in the Belgian entity	2,093	2,228
Other long term employee benefits in the Belgian entity	569	508
Total of the most important plans in the Belgian entity	**5,503**	**5,461**
Long term employee compensations in other entities	699	899
Total provision for employee benefits	**6,202**	**6,360**

Net benefit expense

	For the 4 month period ended December 31 2007	For the year ended December 31, 2008
	€ 000	€ 000
Current service cost	(160)	(427)
Interest cost on benefit obligation	(120)	(514)
Expected return on plan assets	96	280
Net actuarial gain/(loss) recognized in the period	47	(73)
Depreciation on actuarial gain/(loss)	(10)	—
Past service cost	233	777
Net benefit expense	**86**	**43**

Benefit asset/(liability)

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Actuarial value of the future obligations	(9,421)	(8,767)
Fair value of the assets of the funds	6,403	6,525
Net value of the future obligations	**(3,018)**	**(2,242)**
Actuarial losses not recognized in the period	177	(483)
Total Benefit liability	**(2,841)**	**(2,725)**

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
Defined benefit obligation at August 20,	**9,875**	
Defined benefit obligation at January 1,		**9,421**
Interest cost	120	514
Current service cost	190	541
Benefits paid	(540)	(1,237)
Actuarial (gains)/losses on obligation	(224)	(472)
Total Defined benefit obligation at December 31,	**9,421**	**8,767**

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Fair value of plan assets at August 20,	**6,513**	
Fair value of plan assets at January 1,		**6,403**
Expected return	131	468
Contributions by employer	299	891
Benefits paid	(540)	(1,237)
Total Fair value of plan assets at December 31,	**6,403**	**6,525**

	For the 4 month period ended December 31, 2007	For the year ended December 31, 2008
Discount rate	5.50%	6.00%
Expected rate of return on assets	4.50%	4.50%
Future salary increases	3.50%	3.50%
Future pension increases	2.00%	2.00%

The expected service cost for fiscal year 2009 is € 379 thousand.

For its workers the group entered into a defined contribution plan. The expense recognised for this plan is € 55 thousand for the 4 months period ending 31 December 2007 and € 203 thousand into 2008.

20. Provisions

Decommissioning liability

A provision has been recognised for decommissioning costs associated with Arkema US assets, for an amount of € 1,641 thousand as at 31 December 2007 and as at 31 December 2008. The Group is committed to decommissioning the site as a result of dismantling the facility.

Contingent liability

A contingent liability at a fair value of € 2,784 thousand has been determined at acquisition date of Taminco NV by CVC. This contingent liability relates to the estimated outflow of resources embodying economic benefits to settle the obligation arising from the potential integration of the US operations.

21. Trade and other payables (current)

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Trade payables	57,440	55,925
Other payables	20,668	14,618
Total trade and other payables	**78,108**	**70,543**

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Remuneration and social security	4,502	4,839
Accrued charges	11,446	9,779
Other liabilities	4,720	—
Total other payables	**20,668**	**14,618**

Trade and other payables are non-interest bearing and are normally settled between 30 and 90 business days.

22. Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to cash-generating units for impairment testing.

The recoverable amount has been determined based on a value in use calculation using cash flow projections from financial budgets approved by management covering a five-year period. Safety margins are applied on these cash flows based on a risk assessment of the projected cash flows. The discount rate applied to these cash flows is 8.7% and is based on a (long-term) pre-tax cost of capital, the risks being implicit in the cash flows. The cash flows beyond the five-year period are extrapolated using a 2.0% growth rate. The impairment tests did not reveal the need to recognize any impairment losses on goodwill in 2007 and 2008.

Sensitivity to changes in assumptions

With regard to the assessment of value-in-use, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

23. Related party disclosures

On August 30, 2007, Pearls Invest S.à r.l. (ultimately held by CVC Fund IV as referred to in Note 1), Stichting Invest Benelux, Stichting Management Taminco, AlpInvest Partners Co-Investments 2007 C.V., certain First Tier Managers and employees of the Group and Taminco International S.à r.l. entered into the Subscription and Shareholders Agreement. This agreement contains the terms upon which the above parties have agreed to invest in Taminco International S.à r.l. The agreement has no direct impact on the financial statements of Taminco Group NV.

Subsequently, on August 31, 2007, Stichting Management Taminco, Taminco International S.à r.l. and some employees and managers of the Group entered into the Agreement for Depository Receipt Holders. As a result of this agreement, the object of Stichting Management Taminco is (i) the holding of shares in Taminco International S.à r.l. in exchange for the issuance of a depository receipt for each share and (ii) the holding of investor capitalisation bonds issued by Taminco International S.à r.l. in exchange for the issuance of a depository receipt for each of the investor capitalisation bond. The depository receipt holders have agreed to a lock-up for their shares.

Pearls Invest S.à r.l. and AlpInvest Partners Co-Investments 2007 C.V. granted call-options in respect of shares of Taminco International S.à r.l. to a number of key officers and employees of the Group. These call-options are only exercisable in the event of a full exit by both Pearls Invest S.à r.l. and AlpInvest Partners Co-Investments 2007 C.V., and depending on the internal rate of return realised by Pearls Invest S.à r.l. and AlpInvest Partners Co-Investments 2007 C.V. realised on their investment.

The depository receipt holders of certificates of Stichting Management Taminco have each entered into in either an employment agreement or a management services agreement with a member of the Group. The total remuneration for the members of the executive committee for the 4 month period ended December 31, 2007 amounts to € 750 thousand including pension benefits. The total remuneration for the year 2008 amounts to € 2.2 million.

Pursuant to the related party agreements, the funds advised by CVC Capital Partners and Stichting Management Taminco have nomination rights for the Board of Directors, as further disclosed in note 1 to the financial statements.

In 2008, the Company restructured its debts (as further described in Note 17) resulting in new debt position amounting to approximately € 474 million with external parties and € 120 million with related parties:

	Amount due to related parties	Interest paid to related parties	Amounts owed by related parties	Interest received from related parties
	€ 000	€ 000	€ 000	€ 000
Entity having significant control over the Group:				
As at December 31, 2007				
Taminco Group Holdings S.à r.l.	455,792	9,946	—	—
As at December 31, 2008				
Taminco Group Holdings S.à r.l.	131,997	20,784	778	27

End 2007, amounts due to the parent comprise related party loans (€ 34 million) and X/N bonds (€ 422 million). As at December 31, 2008, amounts due to the parent relate to a € 120 million X/N bond and to trade payables following the reallocation of transaction costs from Taminco Group Holdings S.à r.l. to different subsidiaries of the Group (€ 9.9 million).

Interests paid to related parties increase from € 9.9 million in 2007 to € 20.8 million in 2008. In 2007, interests paid to the parent primarily comprise 4 months interest charges on the € 422 million bonds (€ 9.9 million) compared to 6 months in 2008 (€ 14.3 million). Additionally, interests paid in 2008 include 6 months interest charges with respect to the new bond of € 120 million (€ 5.5 million) and interests on other related party loans (€ 1 million).

The interest rate on these bonds is equal to euribor/libor plus the margin applied by Rabobank International, the lender to Taminco Group Holdings S.à r.l. and the Group, and is between 2.375 and 3.25 (as further described in note 17) plus 1/32 which is the additional mark-up between the related parties.

The financial statements include the financial statements of Taminco Group NV and the subsidiaries listed in the following table:

			% equity interest	
Name	Country of incorporation		As at December 31, 2007	As at December 31, 2008
Taminco NV	Belgium	Pantserschipstraat 207 9000 Ghent 0859.910.443	99.9%	99.9%
Taminco Inc.	United States	1950 Lake Park drive GA 30080 Atlanta Smyrna, Georgia	100%	100%
Taminco Germany GmbH	Germany	Postfach 1111 06234 Leuna	100%	100%
Taminco Choline Chloride Co. Ltd	China	214258 Guanlin Town, Yixing City, Jiangsu Province P.R.	100%	100%
Taminco Italia Srl	Italy	Piazzale Cadorna Luigi 10 CAP 20123 Milano —	100%	100%
Taminco Mexico	Mexico	Via Gustavo No. 2160 Edif.3 Pido 1 Of.1 Fracc. Ind.La Loma 54060 Tlalnepantla, Edo. De Mexico	100%	100%
Taminco do Brasil Produtos Quimicos Ltda	Brasil	Alameda Santos 211 Bus 10, CEP 01.419-000 Sao Paulo	100%	100%
Taminco North BVBA	Belgium	Pantserschipstraat 207 9000 Ghent 0883.356.234	100%	100%
Taminco South NV	Belgium	Pantserschipstraat 207 9000 Ghent 0883.357.422	100%	100%
Taminco East NV	Belgium	Pantserschipstraat 207 9000 Ghent 0890.632.521	100%	100%
Taminco Methylamines Inc.	United States	2711 Centervill Road, Suite 400, Wilmington, New Castle, Delaware 19808	100%	100%
Taminco Higher Amines Inc.	United States	2711 Centervill Road, Suite 400, Wilmington, New Castle, Delaware 19808	100%	100%
Taminco North America Inc.	United States	1209 Orange Street, Wilmington, Delaware 19801, USA	100%	100%
Taminco do Brasil Comércio e Indústria de Aminas Ltda	Brasil	Rua Nafta 717, Pólo Petroquímico, 42810-210 Camaçari, Bahia	100%	100%
Taminco UK Limited	United Kingdom	Leigh Road 36, S0509 DT Hampshire	100%	100%
Taminco BV	The Netherlands	Velperweg 76 6824 Arnhem, Amsterdam — Netherlands	100%	100%
Taminco Yixing Choline Chloride Factory	China	214258 Guanlin Town, Yixing City, Jiangsu Province P.R. — China	67.50%	67.50%

As all subsidiaries are consolidated using the full consolidation method, all intra group balances are eliminated during the consolidation of the related entities. The transaction between parent and its subsidiaries are all at arm's length.

24. Commitments and contingencies

Finance lease

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Within one year	—	44
After one year but not more than five years	—	297
More than five years	—	—
Total finance lease	**—**	**341**

Off balance commitments

With respect to its debts at financial institutions the Group has provided the following off balance commitments at December 31, 2007:

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2006: € 169,926 thousand
  - Taminco East NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 61 thousand
  - Taminco GmbH; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 16,950 thousand
  - Taminco UK Ltd; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 4,815 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2007: € 316,487 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Mandate on a mortgage on the business of Taminco NV
  - Registration amount: € 66,000 thousand
- Mandate to pledge the business of Taminco NV
  - Registration amount: € 121,000 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2007: € 1,658 thousand
- Pledge on the receivables of Taminco North BVBA:
  - Net present value per December 31, 2007: € 293,823 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2007: € 31,198 thousand
- Pledge on the bank accounts of Taminco GmbH
  - Net present value per December 31, 2007: € 331 thousand

With respect to its debts at financial institutions the Group has provided the following off balance commitments at December 31, 2008:

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2008: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2008: € 220,545 thousand
  - Taminco Germany GmbH; net present value of the shares in the statutory accounts of Taminco North BVBVA per December 31, 2008: € 50,619 thousand
  - Taminco do Brasil Comércio e Indústria de Aminas Ltda; net present value of the shares in the statutory accounts of Taminco South NV per December 31, 2008: € 5,405 thousand.
  - Taminco do Brasil Produtos Quimicos LTDA; net present value of the shares in the statutory accounts of Taminco South NV per December 31, 2008: € 1,077 thousand
  - Taminco Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 18,344 thousand
  - Taminco Methylamines Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 169,082 thousand
  - Taminco Higher Amines Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 67,032 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2008: € 535,359 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Pledge on the receivables of Taminco South NV:
  - Net present value per December 31, 2008: € 2,800 thousand
- Pledge on the receivables of Taminco North BVBA:
  - Net present value per December 31, 2008: € 288,215 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2008: € 125,987 thousand

25. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has trade and other receivables, and cash and short-term deposits that arrive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. Therefore the Group enters also into derivative transactions. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group's policy is to keep between 40% and 60% of its borrowings at fixed rates of interest. To manage this, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. At December 31, 2008, after taking into account the effect of interest rate swaps, approximately 50% of the Group's borrowings are at a fixed rate of interest.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings, which is not covered through an effective hedge relationship. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings as follows.

	Increase/decrease in basis points	Effect on profit before tax
		€ 000
2007		
€	50	(100)
U.S.$	30	(1,019)
€	(50)	100
U.S.$	(30)	1,019
2008		
€	50	(100)
U.S.$	30	(1,078)
€	(50)	100
U.S.$	(30)	1,078

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense are denominated in a different currency from the Group's functional currency).

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 24 month period. Transactions that are certain are hedged without any limitation in time.

Where the nature of the hedge relationship is not an economic hedge, it is the Group's policy to negotiate the terms of the hedging derivatives to match the terms of the underlying hedge items to maximise hedge effectiveness.

The Group hedges its exposure to fluctuations on the translation into euro of its foreign operations by holding net borrowings in foreign currencies and by using foreign currency swaps. Per December 31, 2008 the net borrowing amounts to U.S.$ 25,000 thousand (2007: nill)

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the US$ exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities including non designated foreign currency derivatives). The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in U.S.$ rate	Effect on profit before tax
		€ 000
2007	10%	(4,670)
	(10%)	4,670
2008	10%	(4,668)
	(10%)	4,668

Credit Risk

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit limits are established for all customers based on internal rating criteria. Credit quality of the customer is assessed based on an extensive credit rating assessment. Trade receivables are transferred under a non-recourse factoring agreement which qualifies for full derecognition for IFRS reporting purposes. Furthermore outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result the company's credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with the company, the requirement for an impairment is analysed at each reporting date, however the impact on the respective income statements is minimal.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool.

The table below summarises the maturity profile of the groups financial liabilities at December 31, 2007 and December 31, 2008 based on contractual undiscounted payments:

As at December 31, 2007	< 1 Year	1 to 5 years	> 5 years	Total
	€ 000	€ 000	€ 000	€ 000
Interest bearing loans and borrowings	12,406	32,042	572,968	617,416
Trade and other payables	82,933	—	—	82,933
Total liquidity risk	**95,339**	**32,042**	**572,968**	**700,349**

As at December 31, 2008	< 1 Year	1 to 5 years	> 5 years	Total
	€ 000	€ 000	€ 000	€ 000
Interest bearing loans and borrowings	127,175	66,595	402,242	596,012
Trade and other payables	78,994	187	110	79,291
Total liquidity risk	**206,169**	**66,782**	**402,352**	**675,303**

Capital management

Capital includes equity attributable to the equity holders of the parent.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes during the 4 month period ended December 31, 2007 and the year ended December 31, 2008.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

	As at December 31, 2007	As at December 31, 2008
	€ 000	€ 000
Interest bearing loans and borrowings	614,010	582,157
Trade and other payables	78,108	70,543
Income tax payable	4,825	8,451
Less cash and short-term deposits	(10,234)	(10,464)
Net debt	686,709	650,687
Equity	145,118	152,408
Capital and debt	**831,827**	**803,095**
Gearing ratio	83%	81%

26. Reconciliation of key financial figures

To provide better comparability, the key financial figures to Taminco Group NV have been adjusted below for effects of the purchase price allocation in accordance with IFRS3r on the acquisition of Taminco NV by Taminco Group NV (CVC deal) on December 31, 2007 and December 31, 2008.

As at December 31,	2007 As reported	Impact PPA Adjustments	2007 Before PPA Adjustments	2008 As reported	Impact PPA Adjustments	2008 Before PPA Adjustments
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Assets						
Goodwill	421,091	142,078	**563,169**	421,091	142,078	**563,169**
Intangible assets	199,983	(184,131)	**15,852**	182,862	(169,341)	**13,521**
Property, plant and equipment	180,443	(40,217)	**140,226**	174,285	(35,499)	**138,786**
Other non-current assets	2,130	—	**2,130**	2,458	—	**2,458**
Deferred tax asset	3,624	(1,770)	**1,854**	9,379	(1,770)	**7,609**
Non-current assets	**807,271**	**(84,040)**	**723,231**	**790,075**	**(64,532)**	**725,543**
Inventories	53,548	3,207	**56,755**	63,480	—	**63,480**
Trade and other receivables	60,603	—	**60,603**	54,682	—	**54,682**
Cash and cash equivalents	10,234	—	**10,234**	10,464	—	**10,464**
Current assets	**124,385**	**3,207**	127,591	**128,626**	**—**	**128,626**
Total assets	931,656	(80,833)	850,822	918,701	(64,532)	**854,169**
Issued capital	152,742	—	**152,742**	187,242	—	**187,242**
Retained earnings	(20,349)	4,225	**(16,124)**	(6,004)	13,695	**7,691**
Cashflow hedge reserve	(1,369)	—	**(1,369)**	(13,718)	—	**(13,718)**
Foreign Currency Translation Reserve	6,079	—	**6,079**	(16,019)	—	**(16,019)**
Non controlling interests	772	—	**772**	907	—	**907**
Total equity	137,875	4,225	142,100	152,408	13,695	166,103
Interest-bearing loans and borrowings	601,604	—	**601,604**	454,982	—	**454,982**
Provisions	4,425	(4,425)	**—**	4,425	(4,425)	**—**
Employee benefit liability	6,202	—	**6,202**	6,360	—	**6,360**
Deferred tax liability	86,211	(78,449)	**7,762**	75,233	(71,618)	**3,615**
Other non-current liabilities	—	—	**—**	19,124	—	**19,124**
Non-current liabilities	698,442	(82,874)	615,568	560,124	(76,043)	484,081

As at December 31,	2007 As reported	Impact PPA Adjustments	2007 Before PPA Adjustments	2008 As reported	Impact PPA Adjustments	2008 Before PPA Adjustments
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Interest-bearing loans and borrowings	12,406	—	**12,406**	127,175	—	**127,175**
Trade and other payables	78,108	—	**78,108**	70,543	—	**70,543**
Income tax payable	4,825	(2,184)	**2,641**	8,451	(2,184)	**6,267**
Current liabilities	95,339	(2,184)	93,155	206,169	(2,184)	203,985
Total equity and liabilities	**931,656**	**(80,833)**	**850,823**	**918,701**	**(64,532)**	**854,169**

	For the 4 months ended December 31, 2007	Impact PPA Adjustments	For the 4 months ended December 31, 2007 Before PPA Adjustments	For the year ended December 31, 2008	Impact PPA Adjustments	For the year ended December 31, 2008 Before PPA Adjustments
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Revenue from sale of goods	217,867	—	217,867	692,018	—	692,018
Revenue	**217,867**	**—**	**217,867**	**692,018**	**—**	**692,018**
Raw materials and consumables	(127,659)	—	(127,659)	(429,762)	—	(429,762)
Services and other goods	(38,899)	—	(38,899)	(97,067)	—	(97,067)
Employee benefits expense	(21,852)	—	(21,852)	(52,098)	—	(52,098)
Other operating expenses	(1,541)	—	(1,541)	(2,334)	—	(2,334)
Other operating income	2,623	—	2,623	4,626	—	4,626
Depreciations, amortizations and write-offs	(19,527)	6,502	(13,025)	(57,939)	19,507	(38,432)
Provisions	—	—	—	—	—	—
Operating profit	**11,012**	**6,502**	**17,514**	**57,444**	**19,507**	**76,951**
Finance cost	(27,459)	—	(27,459)	(50,281)	—	(50,281)
Finance income	897	—	897	15,026	—	15,026
Profit before tax	**(15,550)**	**6,502**	**(9,048)**	**22,189**	**19,507**	**41,696**
Income tax expense	(4,738)	(2,277)	(7,015)	(7,809)	(6,831)	(14,640)
Profit for the year	**(20,288)**	**4,225**	**(16,063)**	**14,380**	**12,676**	**27,056**

27. Events after the reporting date

None.

28. External auditors fee

	For the 4 months period ended December 31, 2007	For the year ended December 31, 2008
	€ 000	€ 000
External auditors fee	116	174
Fee for exceptional assignments		
- Other controlling assignments	100	10
- Tax consulting	5	1,026
Other assignments	60	1,681
At the end of the period	281	2,891

On January 21, 2009, the Audit Committee approved an exemption to the Belgian one to one rule in accordance with article 133, §5 and 7 of the Belgian Companies Act as the fees for non-audit services provided by the external auditor of the Group exceeded the external auditor fee.

Condensed balance sheet and income statement of the non-consolidated statutory accounts of Taminco Group NV

The financial statements of the parent company, Taminco Group NV, are presented in a condensed form.

The accounting principles used for the statutory annual accounts of the Company differ significantly from the accounting principles used for the consolidated annual accounts: the statutory annual follow the Belgian legal requirements, while the consolidated annual accounts follow the international financial reporting standards.

The management report of the Board of Directors to the Annual General Meeting of Shareholders and the Annual Accounts of the Company, as well as the Auditor's Report, are filed with the National Bank of Belgium within the statutory periods.

Statutory income statement

	For the year ended December 31, 2008
	€ 000
Turnover	—
Operating profit	**(6,179)**
Financial result	(18,002)
Profit of the period	**(24,181)**

Proposed appropriation account

	For the year ended December 31, 2008
	€ 000
Profit for the year for appropriation	**(24,181)**
Profit to be appropriated	**(24,181)**
Profit to be carried forward	**(24,181)**

Statutory balance sheet

As at December 31,

	2008
	€ 000
Fixed assets	
Financial fixed assets	402,319
Total fixed assets	**402,319**
Current assets	
Amounts receivable within one year	687
Cash at bank and in hand	92
Total current assets	**779**
Total assets	**403,098**
Capital and reserves	
Capital	187,242
Retained earnings	(24,181)
Total equity	**163,061**
Creditors	
Amounts payable after one year	215,372
Amounts payable within one year	24,665
Total liabilities	**240,037**
Total equity and liabilities	**403,098**

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TAMINCO GROUP NV FOR THE FOUR-MONTH PERIOD ENDED DECEMBER 31, 2007 AND FOR THE YEAR ENDED DECEMBER 31, 2008

We report on the consolidated financial statements of Taminco Group NV in the prospectus, which is issued in view of its initial public offering(the "Prospectus"). These financial statements have been prepared for inclusion in the Prospectus and are set out in the Appendix to the Prospectus.

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Taminco Group NV, and its subsidiaries (collectively referred to as 'the Group') which comprise the consolidated statement of financial position as at December 31, 2007 and 2008, the consolidated income statement, the consolidated statement of changes in equity and the consolidated statement of comprehensive income and the consolidated statement of cash flows for the four-month period ended December 31, 2007 and the year ended December 31, 2008 and a summary of significant accounting policies and other explanatory notes. The consolidated statement of financial position as at December 31, 2007 and as at December 31, 2008 shows total assets of € 931,656 thousand respectively € 918,701 thousand and the consolidated income statement shows a share of the Group net loss for the four-month period ended December 31, 2007 of € 20,349 thousand and a share of the Group net income for the year ended December 31, 2008 of € 14,345 thousand. This report is required by item 20.1 of Annex I of Commission Regulation (EC) No. 809/2004 of 29 April 2004 and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibility of the board of directors for the preparation and fair presentation of the consolidated financial statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as endorsed by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Responsibility of the independent auditor

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the legal requirements and the auditing standards applicable in Belgium, as issued by the Institute of Registered Auditors (*Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren)*. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

In accordance with these standards, we have performed procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. We have evaluated the appropriateness of accounting policies used, the reasonableness of significant accounting estimates made by the Group and the presentation of the consolidated financial statements, taken as a whole. Finally, we have obtained from the board of directors and the Group's officials the explanations and information necessary for executing our audit procedures. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the consolidated financial statements for the four-month period ended December 31, 2007 and the year ended December 31, 2008 give a true and fair view of the Group's financial position as at December 31, 2007 and 2008 and its financial performance and its cash flows for the four-month period ended December 31, 2007 and the year ended December 31, 2008 in accordance with International Financial Reporting Standards as endorsed by the European Union.

Brussels, December 9, 2009
Ernst & Young Bedrijfsrevisoren BCVBA
represented by

Lieve Cornelis	Marc Guns
Partner	Partner

Taminco Group NV

Consolidated Interim
Financial Statements
For the 9 month period ended
September 30, 2008 (unaudited)
For the 9 month period ended
September 30, 2009

TAMINCO GROUP NV CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE 9 MONTH PERIOD ENDED SEPTEMBER 30, 2008 (UNAUDITED) AND FOR THE 9 MONTH PERIOD ENDED SEPTEMBER 30, 2009

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Consolidated interim income statement
For the 9 month period ended September 30,

	Notes	2008 Unaudited-€ 000	2009 € 000
Revenue from sale of goods		526,212	445,265
Revenue		**526,212**	**445,265**
Raw materials and consumables		(318,581)	(213,232)
Services and other goods		(79,634)	(77,231)
Employee benefits expense		(39,595)	(41,794)
Other operating expenses	5	(1,628)	(4,959)
Other operating income	5	2,597	3,651
Depreciations, amortizations and write- offs	6	(42,965)	(45,656)
Operating profit		**46,406**	**66,044**
Finance costs	7	(37,434)	(33,952)
Finance income	7	11,546	422
Profit before tax		**20,518**	**32,514**
Income tax expense	8	(8,146)	(12,438)
Profit for the period		**12,372**	**20,076**
Attributable to:			
Equity holders of the parent		12,332	19,997
Non-controlling interests		40	79
Number of FTE at period end		**869**	**864**
Blue-collar personnel number		402	389
White-collar personnel number		250	255
Exempts		217	220
Basic earnings per share distributable to the shareholders of the parent company (in €)	9	0.00072	0.00111
Diluted earnings per share distributable to the shareholders of the parent company (in €)	9	0.00072	0.00111

Consolidated interim statement of comprehensive income
For the 9 month period ended September 30,

	Notes	2008	2009
		Unaudited-€ 000	€ 000
Profit for the period		**12,372**	**20,076**
Other comprehensive income / (loss)			
Exchange differences on translation of foreign operations	15	(16,799)	9,728
Exchange differences on non-controlling interests		90	(53)
Net movement on cash flow hedges		573	(72)
Income tax effect	8	(195)	26
	15	**378**	**(46)**
Other comprehensive income / (loss) for the period, net of tax		**(16,331)**	**9,629**
Total comprehensive income / (loss) for the period, net of tax		**(3,959)**	**29,705**
Attributable to:			
Equity holders of the parent		(4,089)	29,679
Non-controlling interests		130	26

Consolidated interim statement of financial position
As at December 31, 2008 and the 9 month period ended September 30, 2008 and 2009.

	Notes	As at September 30, 2008	As at December 31, 2008	As at September 30, 2009
		Unaudited-€ 000	€ 000	€ 000
Assets				
Goodwill	10	421,091	421,091	421,091
Intangible assets	10	186,604	182,862	169,600
Property, plant and equipment	11	177,905	174,285	163,844
Other non-current assets		3,629	2,458	693
Deferred tax asset	8	8,455	9,379	11,499
Total non-current assets		**797,684**	**790,075**	**766,727**
Inventories	12	62,244	63,480	47,400
Trade and other receivables	13	78,937	54,682	71,324
Cash and cash equivalents	14	10,618	10,464	61,635
Total current assets		**151,799**	**128,626**	**180,359**
Total assets		**949,483**	**918,701**	**947,086**
Equity and liabilities				
Issued capital	15	187,242	187,242	187,242
Retained earnings		(8,017)	(6,004)	13,993
Cash flow hedge reserve	15	(991)	(13,718)	(13,764)
Foreign Currency Translation Reserve	15	(10,720)	(16,019)	(6,291)
Equity attributable to equity holders of the parent		**167,514**	**151,501**	**181,180**
Non controlling interests		902	907	933
Total equity		**168,416**	**152,408**	**182,113**
Interest-bearing loans and borrowings	16	461,473	454,982	445,602
Provisions	19	4,425	4,425	4,425
Employee benefit liability	18	6,312	6,360	6,589
Deferred tax liability	8	83,046	75,233	72,184
Other non-current liabilities	17	1,502	19,124	19,600
Total non-current liabilities		**556,758**	**560,124**	**548,400**
Interest-bearing loans and borrowings	16	125,543	127,175	132,822
Trade and other payables	20	89,069	70,543	73,121
Income tax payable		9,697	8,451	10,630
Total current-liabilities		**224,309**	**206,169**	**216,573**
Total liabilities		**781,067**	**766,293**	**764,973**
Total equity and liabilities		**949,483**	**918,701**	**947,086**

Consolidated interim statement of changes in equity
For the 9 month period ended September 30, 2008 (unaudited)

	Attributable to the equity holders of the parent						
	Issued capital (Note 15)	Retained earnings	Cash flow hedge reserve (Note 15)	Foreign currency translation reserve (Note 15)	Total	Non-controlling interest	Total equity
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
As at January 1, 2008	**152,742**	**(20,349)**	**(1,369)**	**6,079**	**137,103**	**772**	**137,875**
Profit for the period	—	12,332	—	—	12,332	40	12,372
Other comprehensive loss	—	—	378	(16,799)	(16,421)	90	(16,331)
Total comprehensive loss	**—**	**12,332**	**378**	**(16,799)**	**(4,089)**	**130**	**(3,959)**
Issue of share capital	34,500*	—	—	—	34,500	—	34,500
As at September 30, 2008 (unaudited)	**187,242**	**(8,017)**	**(991)**	**(10,720)**	**167,514**	**902**	**168,416**

* The share capital has been increased through a contribution in kind of € 34,500 thousand on July 1, 2008.

Consolidated interim statements of changes in equity
For the 9 month period ended September 30, 2009

	Attributable to the equity holders of the parent						
	Issued capital (Note 15)	Retained earnings	Cash flow hedge reserve (Note 15)	Foreign currency translation reserve (Note 15)	Total	Non-controlling interest	Total equity
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
As at January 1, 2009	**187,242**	**(6,004)**	**(13,718)**	**(16,019)**	**151,501**	**907**	**152,408**
Profit for the period		19,997			19,997	79	20,076
Other comprehensive income			(46)	9,728	9,682	(53)	9,629
Total comprehensive income		**19,997**	**(46)**	**9,728**	**29,679**	**26**	**29,705**
As at September 30, 2009	**187,242**	**13,993**	**(13,764)**	**(6,291)**	**181,180**	**933**	**182,113**

Consolidated interim statement of cash flows
For the 9 month period ended September 30,

	Notes	2008	2009
		Unaudited-€ 000	€ 000
Operating activities			
Profit after tax		12,372	20,076
Taxes		8,146	12,438
Profit before tax		**20,518**	**32,514**
Non-cash adjustment to reconcile profit before tax to net cash flows:		**43,075**	**45,885**
Depreciation of property, plant and equipment	11	27,771	28,932
Amortisation of intangible assets	10	15,194	16,724
Movements in provisions and pensions		110	229
Finance cost	7	**34,864**	**29,292**
Working capital adjustments:		**(31,505)**	**3,617**
(Increase)/decrease in trade and other receivables		(18,537)	(20,516)
(increase)/decrease in inventories		(8,696)	16,110
Increase / (decrease) in trade and other payables		(4,272)	8,023
Income tax paid		**(7,119)**	**(18,376)**
Net cash flows from/(used) in operating activities		**59,833**	**92,932**
Investing activities			
Purchase of property, plant and equipment	11	(21,525)	(20,256)
Purchase of intangible assets	10	(1,662)	(3,805)
Other investing activities		1,123	656
Net cash flow used in investing activities		**(22,064)**	**(23,405)**
Financing activities			
Proceeds from borrowings		—	12,213
Repayment of borrowings		(2,561)	(2,570)
Interest paid		(34,864)	(29,292)
Other financial charges		15	1,464
Net cash flows from/(used) in financing activities		**(37,410)**	**(18,185)**
Net increase/ decrease in cash and cash equivalents		359	51,342
Net foreign exchange difference		25	(171)
Cash and cash equivalents at 1 January		10,234	10,464
Cash and cash equivalents at September 30	14	**10,618**	**61,635**

1. Corporate information

The consolidated interim financial statements (the "Financial Statements") of Taminco Group NV (the "Group")for the 9 month period ended September 30, 2009, with comparative data for the 9 month period ended September 30, 2008. The balance sheet as at December 31, 2008, has been included in the consolidated statement of financial position for comparative purposes only. The Financial Statements have been established by Board of Directors on November 26, 2009.

Taminco Group NV, a limited company, was incorporated on August 20, 2007 under the laws of Belgium. Its enterprise number is 0891.533.631 and its registered corporate address is Pantserschipstraat 207, 9000 Gent.

The principal activity of the Group is producing alkylamines and derivatives; key building blocks for various industries such as agrochemicals, animal feed additives, crop protection, rubber chemicals, performance solvents, water treatment, surfactants, oil and gas treatment, insecticides, pharmaceuticals, catalysts, fuel additives, coatings, metal working fluids and various specialty chemicals.

At balance sheet date, the ultimate controlling parties of Taminco Group NV are CVC European Equity IV (AB) Limited and CVC European Equity IV (CDE) Limited in their capacity as the general partners of the limited partnerships which constitute CVC Fund IV. The general partners are 100% indirectly owned by CVC Capital Partners SICAV-FIS S.A.

The members of the Board of Directors are:

* Corporate Finance Consult BVBA represented by Buyse Steven, Processiestraat 15, 1730 Kobbegem

* Lavrysen Michael, Binnenweg 15, 1750 Gaasbeek

The Group has a total of 869 FTE's on September 30, 2008, 853 FTE's on December 31, 2008, and 864 FTE's on September 30, 2009.

The Interim Financial Statements for the 9 month period ended September 30, 2009 have been audited by Ernst & Young Bedrijfsrevisoren BCVBA, Moutstraat 54, 9000 Gent, represented by Mme. Lieve Cornelis and Mr. Marc Guns.

2. Basis of preparation and accounting policies

Basis of preparation

The consolidated interim financial statements have been prepared on a historical cost basis, except derivative financial instruments that have been measured at fair value. The consolidated interim financial statements are presented in euro's and all values are rounded to the nearest thousand (€ 000) except when otherwise indicated.

Statement of compliance

The consolidated interim financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union.

Basis of consolidation

The consolidated interim financial statements comprise the Group and its subsidiaries ("the Group"). A subsidiary is understood to be an entity in which the Group holds, either directly or indirectly, over half of the shares with voting rights, or whose activities are, either directly or indirectly, controlled by the Group.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The acquisition of a subsidiary is accounted for in accordance with the acquisition method. The annual reporting date of all subsidiaries is identical to that of the parent company, using consistent accounting policies. All intra-group balances, income and expenses, unrealised gains and losses and dividends resulting from intra-group transactions are eliminated in full.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction.

Losses are attributed to the minority interest even if that results in a deficit balance.

When subsidiaries are sold, the difference between the selling price and the net assets plus cumulative translation differences and unamortised goodwill is recognised in the income statement.

Changes in accounting policy and disclosures

Nevertheless the Financial Statements are prepared for the 9 month period ended September 30, 2009, with comparative data as of and for the 9 month period ended September 30, 2008, the Group has adopted all IFRS and IFRIC interpretations effective as of October 31, 2009.

The Group has adopted the following new and amended IFRS and IFRIC interpretations as of October 31, 2009:

- IFRS 2 *Share-based Payment: Vesting Conditions and Cancellations* effective 1 January 2009
- IFRS 2 *Share-based Payment: Group Cash-settled Share-based Payment Transactions* effective 1 January 2010 (early adopted)
- IFRS 3 *Business Combinations (Revised) and* IAS 27 *Consolidated and Separate Financial Statements (Amended)* effective *1 July 2009* (early adopted) including consequential amendments to IFRS 7, IAS 21, IAS 28, IAS 31 and IAS 39
- IFRS 7 *Financial Instruments: Disclosures* effective 1 January 2009
- IFRS 8 *Operating Segments* effective 1 January 2009
- IAS 1 *Presentation of Financial Statements* effective 1 January 2009
- IAS 23 *Borrowing Costs (Revised)* effective 1 January 2009
- IAS 32 *Financial Instruments: Presentation* and IAS 1 *Puttable Financial Instruments and Obligations Arising on Liquidation* effective 1 January 2009
- IAS 39 *Financial Instruments: Recognition and Measurement — Eligible Hedged Items* effective 1 July 2009 (early adopted)
- IFRIC 9 *Remeasurement of Embedded Derivatives* and *IAS 39 Financial Instruments: Recognition and Measurement* effective for periods ending on or after 30 June 2009
- IFRIC 13 *Customer Loyalty Programmes* effective 1 July 2008
- IFRIC 16 *Hedges of a Net Investment in a Foreign* Operation effective 1 October 2008
- IFRIC 18 *Transfers of Assets from Customers* effective 1 July 2009 (early adopted)
- Improvements to IFRSs (May 2008)
- Improvements to IFRSs (April 2009, early adopted)

Summary of Significant accounting policies

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit and loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with IAS 39 either in profit or loss or as change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the consideration transferred over the Group's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Foreign currency translation

The Group's consolidated interim financial statements are presented in euro's, which is also the Company's functional currency.

Foreign group companies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The assets and liabilities of foreign group companies are translated into euro's at the rate of exchange prevailing at the reporting date. The components of shareholder's equity of the foreign group company is translated at the historical exchange rate. The income statements of foreign Group companies are converted into euro's at average exchange rates for the period. The exchange differences arising on the translation are recognised in other comprehensive income and are classified within the "Currency translation adjustment" caption of the equity attributable to equity holders of the parent. On disposal of a foreign group company, the currency translation component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

The Group has no foreign group companies that report in the currency of a hyperinflationary economies as of September 30, 2009.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange as published by the European Central Bank at the reporting date. Gains and losses resulting from the settlement of foreign currency transactions and the translation of monetary assets and liabilities denominated in foreign currency are recorded in the income statement as an operating result or a financial result, depending on the nature of the transaction. All monetary items that form part of a net investment in a foreign operation are recognised in other comprehensive income until the disposal of the net investment, at which time they are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and/or accumulated impairment losses. The historical cost comprises the initial purchase price, plus any other direct acquisition costs (non-recoverable taxes, transport costs, etc.). Subsequent expenditures are only capitalized, if they increase the future economic benefits resulting from the fixed assets to which they relate. Repair and maintenance costs, which do not increase future economic benefits, are expensed. Depreciation is calculated using the straightline method, over the expected useful life.

The estimated useful lives are as follows:

Buildings	15-20 years
Plant, machinery and equipment	7-15 years
Furniture and vehicles	5-10 years

Land is not depreciated as it is deemed to have an infinite life.

An item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

Intangible assets

Patents and licences

Patents and licences are measured on initial recognition at cost. Following initial recognition, they are carried at cost less any accumulated amortization and any accumulated impairment losses. They are amortized on a straight-line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete and its ability to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Other intangible assets

Other intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, other intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. These costs are currently amortized on a straight-line basis over their estimated useful life varying from three to five years. Costs relating to internally generated goodwill and brands are expensed as incurred. Intangible fixed assets, with an indefinite useful life or not available for direct use, are subject to an annual impairment test. Subsequent expenditures related to intangible fixed assets, are only capitalized if these subsequent expenditures increase the future economic benefits of the related asset. All other expenditure are expensed as incurred.

Leases

Finance leases, which effectively transfer to the group substantially all risks and benefits incidental to ownership of the leased item, are capitalized as property, plant and equipment at the fair value of the leased property, or, if lower, at the present value of the minimum lease payments. The corresponding liabilities are recorded as long-term or current liabilities depending on the period in which they are due.

Lease interest is charged to the income statement as a financial cost using the effective interest method. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Lease contracts, in which the lessor retains almost all the risks and benefits of the assets, are operational leases. Payments made under the operational leases are recognized as costs in the income statement, on a straight-line basis over the entire term of the contract.

Impairments of assets

Goodwill is reviewed for impairment at least annually. For other tangible and intangible assets, at each balance sheet date, an assessment is made as to whether any indication exists that assets may be impaired. If any such indication exists, an impairment test is carried out in order to determine if and to what extent a valuation allowance is necessary to reduce the asset to its value in use (the present value of estimated future cash flows) or, if higher, to its fair value less cost to sell. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the costs to sell while value in use is the present value of the future cash flows expected to be derived from an asset. Recoverable amounts are estimated for individual assets or, if this is not possible, for the cash-generating unit to which the assets belong. An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the income statement. Reversal of impairment losses recognized in prior years is included as income when there is an indication that the impairment losses recognized for the asset are no longer needed or the need has decreased, except for impairment losses on goodwill, which are never reversed.

The Group's assets, excluding stocks and deferred tax liabilities, are assessed on each balance sheet date, in order to determine whether an asset has possibly been subject to impairment. If this appears to be the case, the realizable value of the asset is estimated. An impairment is recognized, if the carrying amount of an asset, or of the cash-generating unit to which it belongs, is higher than its recoverable amount. Impairments are recorded in the income statement.

Inventories

Inventories are measured at the lower of cost and net realizable value. The realizable value is defined as the estimated selling price under normal operating conditions, net of any estimated costs for finishing, selling and marketing the product. Costs incurred in bringing each product to its current location and condition are recorded as follows:

- Raw materials — purchase price, based on the FIFO principle;
- Finished goods and work in process — direct material and labor costs, plus a part of the general production costs, on the basis of the normal production capacity;
- Goods purchased for resale — purchase price, based on the FIFO principle.
- Spare parts are valued at cost and included in the inventory.

Financial instruments

Fair value of financial instruments

The following methods and principles are applied to estimate the fair value of financial instruments:

- For cash and cash equivalents are the book values recognized in the balance sheet an estimate of their fair value taking into account their short term;

- For long-term interest bearing debts subject to variable interest rates the amortized costs is assumed to approach the fair value;
- For long-term interest bearing debts subject to a fixed interest rate, the fair value is determined by the present value of future cash flows;
- For derivative financial instruments, the fair value is estimated by making use of different valuation techniques;
- For trade receivables, trade debts and other current assets and liabilities, the book values in the balance sheet are an estimate of the fair value taking into account their short term.

Criteria for initial recognition and derecognition of financial assets and liabilities

The Group shall recognize a financial asset or a financial liability on its balance sheet when the entity becomes a party to the contractual provisions of the instrument. Financial assets (or part of the financial assets) are derecognized when the Group transfers the contractual rights to receive the cash flows of the financial assets, when the contractual rights to the cash flows from the financial asset expire, when the Group gives up the rights, or when the Group loses the control over the contractual rights on the financial asset. Financial liabilities (or part of the financial liabilities) are removed from the balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Criteria for offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount is presented in the balance sheet when the entity has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Trade receivables

Trade receivables are carried at nominal value less possible impairment losses. At balance sheet date, an estimate of the impairment is made to be accounted for when it is no longer certain that the entire amount can be recovered. The impairment is accounted for in the income statement.

Cash and cash equivalents

Cash and cash equivalents are carried at cost in the balance sheet. The cash and cash equivalents mainly include cash in hand, cash with banks and short term investments (maximum original maturities of 3 months) that are readily convertible to known amounts of cash and that are subject to an insignificant risk of change in value.

The cash and cash equivalents mentioned in the cash flow statement comprise the cash and deposits at financial institutions. Possible negative cash is presented netted from the short term debts at financial institutions ('bank overdrafts').

Interest bearing loans

Interest bearing loans are initially carried at cost less attributable transaction costs. Subsequent to initial recognition, the interest bearing loans are, except for those loans hedged with fair value hedging in compliance with the special conditions of hedge accounting, stated at amortized costs with any difference between the initial amount and the maturity amount being recognized in the income statement over the expected life of the instrument on an effective interest rate basis or at the moment the loan is no longer kept.

Derivative financial instruments and hedging

The Group uses or may use derivative financial instruments to hedge its exposure to foreign exchange, interest rate and commodity price risks arising from operational, financing and investment activities.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The group designates certain derivatives as either:

- Hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or
- Hedges of a net investment in a foreign operation (net investment hedge).

The group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in note 17. Movements on the hedging reserve in shareholders' equity are shown in the consolidated interim statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

- Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'other gains/ (losses) — net'.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within 'finance costs'. The gain or loss relating to the ineffective portion is recognised in the income statement within 'other gains/(losses) — net'. However, when the forecast transaction that is hedged results in the recognition of a nonfinancial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'finance income / cost'.

- Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'finance income/cost'.

Gains and losses accumulated in equity are included in the income statement when the foreign operation is partially disposed of or sold.

- Derivatives at fair value through profit or loss and accounted for at fair value through profit or loss

Certain derivative instruments may not qualify for hedge accounting. Changes in the fair value of any these derivative instruments are recognised immediately in the income statement within 'finance income/cost'.

Share capital

When share capital is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity.

Dividends of the parent company payable on ordinary shares are only recognized as a liability following approval by the shareholders. Interim dividends are recognised as a liability following decision and approval by the Board of Directors.

Non-controlling interests

Non-controlling interests include a proportion of the fair value of identifiable assets and liabilities recognized upon acquisition of a subsidiary, together with the appropriate proportion of subsequent profits and losses. In the income statement, the non-controlling share in the company's profit or loss is presented separately from the company's consolidated result.

Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions include provisions for litigation, onerous contracts, exposure to equity investments and restructuring. A provision for restructuring is recognised when the Company has approved a detailed and formal restructuring has either commenced or has been announced publicly before the balance sheet date.

Greenhouse gas emissions

The Group receives free emission rights in certain European countries as a result of the European Emission Trading Schemes. The rights are received on an annual basis and in return the Group is required to remit rights equal to its actual emissions. The Group has adopted the net liability approach to the emission rights granted. Therefore, a provision is only recognised when actual emissions exceed the emission rights granted and still held. The emission costs are recognised as other operating costs. Where emission rights are purchased from other parties, they are recorded at cost, and treated as a reimbursement right, whereby they are matched to the emission liabilities and remeasured to fair value, and the changes in fair value recognised in the income statement.

Decommissioning liability

The provision for decommissioning costs arose on the assets deal concluded with respect to the Arkema US assets and Air Products US assets. To the extent that the decommissioning costs can be measured reliably, these costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of that particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the income statement as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Employee benefits

Short-term employee benefits

This includes wages, salaries and social security contributions, paid annual leave and sick leave, bonuses and non-monetary benefits, and is taken as an expense in the relevant period. Bonuses are received by all company managers and are based on key target financial indicators. The amount of the bonus is recognized as an expense, based on an estimation made at the balance sheet date.

Post employment benefits

The company has various pension and medical care schemes in accordance with the conditions and practices of the countries it operates in. The schemes are generally funded through payments to insurance companies or trustee-administered funds.

Defined benefit plans

The company has accounted for all legal and constructive obligations both under the formal terms of defined benefit plans and under the company's informal practices. The amount presented in the balance sheet is based on actuarial calculations and represents the present value of the defined benefit obligations, adjusted for unrecognized past service costs, and reduced by the fair value of the plan assets. Unrecognized actuarial gains and losses result from changes in the actual and estimated actuarial assumptions are disclosed in the yearly update of the actuarial calculations.

Defined contribution plans

The company pays contributions to publicly or privately administered insurance plans. The payments are recognized as expenses as they fall due, and as such are included in employee benefit expenses.

Termination Benefits (pre-retirement plans, other termination obligations)

These benefits arise as a result of the company's decision to terminate an employee's employment before the normal retirement date or of an employee's decision to accept voluntary redundancy in exchange for those benefits. When they are reasonably predictable in accordance with the conditions and practices of the countries the company operates in, future obligations are also recognized. These benefits are accrued for their expected costs over the period of employment, using an accounting methodology similar to that for defined benefit pension plans. In general, these obligations are valued annually by independent qualified actuaries. All actuarial losses or gains are immediately recognized in the income statement.

Trade and other payables

Trade and other payables are stated at fair value, which the cost at recognition date.

Income Taxes

Current income taxes are based on the results of the group companies and are calculated according to local tax rules. Deferred tax assets and liabilities are determined, using the liability method, for all temporary differences arising between the tax basis of assets and liabilities and their carrying values for financial reporting purposes. Tax rates are used that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry-forward of unused tax credits and tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods.

Financial income/costs

Accrued interest includes interest earned on loans granted to third parties, and interest charges include interest due on loans contracted by the Group. Booked interests are based on the 'effective interest' method. Financial revenues, apart from any realized and unrealized exchange rate gains or losses related to interest-earning loans and borrowings, also include booked losses or gains due to a revaluation of the fair value of derivative financial instruments, which are considered as 'fair value' hedging instruments if the hedged risks are of a financial nature, or if financial instruments do not meet the 'hedge accounting' requirements.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective qualifying assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Earnings per share

The group calculates both basic and diluted earnings per share in accordance with IAS 33, Earnings per share. Under IAS 33, a basic earnings per share is computed using the weighted average number of shares outstanding during the period.

Events after the balance sheet date

Events after the balance sheet date which provide additional information about the company's position as at the balance sheet date (adjusting events) are reflected in the financial statements. Events after the balance sheet date which are not adjusting events are disclosed in the notes if material.

3. Significant accounting judgments, estimates and assumptions

Judgments

The preparation of the consolidated interim financial statements required management to make a number of estimates and assumptions, which have an impact on the reported amounts in the annual financial statements. The measurement estimates for market prices, interest rates and foreign exchange rates, conducted at the reporting date, always reflect the existing condition at the reporting date. Even though management makes these estimates based on its best possible knowledge of current business transactions, and of the transactions that the Group may undertake, the actual results can vary in relation to these estimates.

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the consolidated interim financial statements:

Impairment on goodwill

Goodwill acquired through business combinations has been allocated to two cash-generating units, which are also reportable segments.

Goodwill is subject to an annual impairment test. This test requires an estimate of the value-in-use of cash flow generating units, to which the goodwill is allocated. The estimation of the value-in-use requires an estimate of expected future cash flows of the cash flow-generating units, and the choice of an appropriate discount rate, in order to determine the present value of these cash flows.

The main parameters underlying to the impairment analysis of goodwill, which require management's judgment, include the discount rate, sales volume and sales margin. The group performed its annual impairment test as at September 30, 2009, based on cash flow projections which derived from financial budgets covering a five year period, as approved by the Board of Directors. The budgets and projected cash flows were updated, based on the recent evolution of the Group's business and the global economical environment, considering amongst others the anticipated evolution of the worldwide production capacity in the coming years. The projected cash flows do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the assets' performance of the cash generating units. With regard to the assessment of value in use, management believes that no reasonably possible change in any of the key assumptions (including discount rate, sales volume and sales margin evolution) would cause the carrying value of the unit to materially exceed its recoverable amount. For more details on this subject, please see note 21.

Pension benefits

The costs of the granted pension plans and the current value of the pension liabilities are determined using an actuarial valuation. The actuarial valuation involves making assumptions about the discount rate, expected yield of the pension funds, future increases in compensations, mortality tables and future pension increases. All the assumptions are reviewed on each reporting date. Further details with regard to these assumptions are documented in note 18.

Deferred tax assets

Deferred tax assets for unused fiscal losses, are only recognized, if it is probable that sufficient taxable profits will be generated in the future, which can make use of such a tax benefit. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based on the time period and the level of future taxable profits. More details on this subject are provided in note 8.

Fair value derivative financial instruments

Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. For the periods presented, observable markets were available and therefore little degree of judgement. For future periods this may differ.

Provision for decommissioning

As part of the purchase price allocation for the acquisition of Arkema US assets in 2007, The Group has recognized a provision for decommissioning obligations associated with these assets. In determining the fair value of the provision, assumptions and estimates are made in relation to discount rates, the expected cost to dismantle the site and the expected timing of those costs. The carrying amount of the provision as at September 30, 2008 was € 878 thousand (unaudited)and as at September 30, 2009 € 176 thousand.

4. Segment information

Operating segment information

For management purposes, the Group is organised into two divisions, based on the nature of their products and the industries they serve. The two divisions represent also the reportable operating segments:

- Functional Chemicals division producing chemical intermediates that contribute specific properties to the products in which they are incorporated — specialty chemicals and active ingredients — properties that are essential to the purposes those products serve.
- Agro Sciences division producing amines and amine derivatives for use in agricultural applications.

The Group's management reporting and controlling systems use accounting policies that are the same as those described in Note 2 in the summary of significant accounting policies under IFRS.

The Group measures the performance of its operating segments through a measure of segment revenue and segment operating profit.

The segment operating profit (loss) used in segment reporting comprises gross profit, selling and distribution costs, administrative expenses and net off other operating income and cost, net financial income (expense) and taxes.

The segment assets principally comprise property, plant and equipment, intangibles, accounts receivable and inventory. The segment assets do not include goodwill, other financial assets, cash and cash equivalents, income tax assets and other receivables. Those assets are not allocated to specific segments as these are managed at group level.

The segment liabilities principally comprise trade payables. All other liabilities are managed at the corporate level.

Capital expenditure consists of additions on property, plant and equipment and intangibles.

For the 9 month period ended September 30,

	Functional Chemicals		Agro Sciences		Consolidated	
	2008	2009	2008	2009	2008	2009
	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000
Revenue						
Third Party	337,785	282,839	188,427	162,426	526,212	445,265
Total revenue	**337,785**	**282,839**	**188,427**	**162,426**	**526,212**	**445,265**

For the 9 month period ended September 30,

	Functional Chemicals		Agro Sciences		Consolidated	
	2008	2009	2008	2009	2008	2009
	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000
Raw materials and consumables	(195,783)	(123,558)	(122,798)	(89,674)	(318,581)	(213,232)
Services and other goods	(49,943)	(52,141)	(29,691)	(25,090)	(79,634)	(77,231)
Employee benefits expense	(26,631)	(26,318)	(12,964)	(15,476)	(39,595)	(41,794)
Other operating expenses	(1,045)	(3,150)	(583)	(1,809)	(1,628)	(4,959)
Other operating income	1,667	2,319	930	1,332	2,597	3,651
Depreciations and amortisations (Before PPA)	(20,604)	(24,225)	(7,731)	(6,801)	(28,335)	(31,026)
PPA Depreciations and amortisations	(10,639)	(11,423)	(3,991)	(3,207)	(14,630)	(14,630)
Segment Operating Profit	**34,807**	**44,343**	**11,599**	**21,701**	**46,406**	**66,044**

As at September 30,

	Functional Chemicals		Agro Sciences		Consolidated	
	2008	2009	2008	2009	2008	2009
	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000
Intangible assets	138,087	125,504	48,517	44,096	186,604	169,600
Property, plant and equipment	131,650	121,245	46,255	42,599	177,905	163,844
Inventory	25,544	25,809	36,700	21,591	62,244	47,400
Trade receivables	23,828	18,414	25,406	18,125	49,234	36,539
Segment Assets	**319,109**	**290,972**	**156,878**	**126,411**	**475,987**	**417,383**
Trade payables	34,259	33,197	28,295	15,339	62,554	48,536
Segment Liabilities	**34,259**	**33,197**	**28,295**	**15,339**	**62,554**	**48,536**
Capital expenditure	17,158	17,805	6,029	6,256	23,187	24,061

The reconciliation of the total of operating assets and operating liabilities with the Group's total assets and liabilities is presented in the table below:

As at September 30,

	2008	2009
	Unaudited- € 000	€ 000
Total Segment assets	**475,987**	**417,383**
Goodwill	421,091	421,091
Other non-current assets	3,629	693
Deferred tax assets	8,455	11,499
Other receivables	29,703	34,785
Cash and cash equivalents	10,618	61,635
Total Group Assets	**949,483**	**947,086**

As at September 30,

	2008	2009
	Unaudited- € 000	€ 000
Total Segment liabilities	**62,554**	**48,536**
Total equity	168,416	182,113
Interest — bearing loans and borrowings	587,016	578,424
Provisions	4,425	4,425
Employee benefit liability	6,312	6,589
Deferred tax liability	83,046	72,184
Other non-current liabilities	1,502	19,600
Other payables	26,515	24,585
Income tax payable	9,697	10,630
Total Group Equity and Liabilities	**949,483**	**947,086**

Entity-wide information

The Group's non-current assets and revenue are shown by region. These are the regions in which Taminco Group NV is active: Belgium (domicile country), Europe (excluding Belgium), Asia and the Americas. The Europe region (excluding Belgium) covers the entire European Union (excluding Belgium), the other countries in Europe and Middle-East and Africa. The Americas region comprises both North-America and Latin America. The Asian region comprises China and other Asian and Pacific countries.

Non-current assets are allocated to the regions according to the location of the assets in question.

Revenue is allocated according to the location of the legal group entity where the sales are recognised.

The table below provides revenue and non-current assets by geographic area:

For the 9 month period ended September 30,

	Non-current assets		Revenue	
	2008	2009	2008	2009
	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000
Belgium	686,867	485,001	203,277	184,040
Europe (excluding Belgium)	28,122	106,322	44,198	33,263
Americas	79,094	171,140	269,155	218,952
Asia	3,601	4,264	9,582	9,010
Group	**797,684**	**766,727**	**526,212**	**445,265**

5. Other income and other expenses

Other operating income

For the 9 month period ended September 30,

	2008 Unaudited- € 000	2009 € 000
Reduction social charges	425	684
Services invoiced towards third parties	935	2,107
Compensating amounts on development	266	229
Other	971	631
Other operating income	**2,597**	**3,651**

Other operating expense

For the 9 month period ended September 30,

	2008 Unaudited- € 000	2009 € 000
Property taxes	733	749
Electric power taxes	79	80
Provincial taxes	36	38
Other taxes	892	763
Restructuring costs	—	100
Local taxes	(153)	3,459
Other	41	(230)
Other operating expenses	**1,628**	**4,959**

Local taxes for the 9 month period ended September 30, 2009 mainly include a write-off on sales tax receivable.

6. Depreciation and amortization included in the consolidated interim income statement

For the 9 month period ended September 30,

	2008 Unaudited- € 000	2009 € 000
Intangible assets		
Capitalized development	2,738	3,593
Other intangibles	12,456	13,131
Tangible assets		
Freehold land and buildings	1,349	2,227
Plant & machinery and equipment	26,081	26,336
Furniture and vehicles	341	369
Total depreciation	**42,965**	**45,656**

7. Finance cost and income

Finance cost

For the 9 month period ended September 30,

	2008 Unaudited- € 000	2009 € 000
Interest on bank loans and overdrafts	34,864	29,292
Foreign exchange rate differences	—	2,081
Other	2,570	2,579
Total finance costs	**37,434**	**33,952**

Finance income

For the 9 month period ended September 30,

	2008 Unaudited- € 000	2009 € 000
Foreign exchange rate differences	10,703	—
Interest	81	379
Other	762	43
Total finance income	**11,546**	**422**

Interests on bank loans and overdrafts primarilly relate to interests on the financial debt to Rabobank (€ 12.5 million in 2008; € 12.7 million in 2009), interests on related party debts to Taminco Group Holdings S.à r.l., entity having significant control over the Group (€ 17.9 million in 2008; € 5.0 million in 2009), net interest costs under hedging agreements (€ 1.4m in 2008, € 10.9 in 2009) million and factoring interests (€ 1.9 million in 2008; € 0.4 million in 2008).

Net foreign exchange result fluctuates from a gain in 2008 (€ 10.7 million) to a loss in 2009 (€ 2.1 million). Foreign exchange gains in 2008 largely relate to a realized exchange gain (€ 16.6 million) following the repayment of the U.S.$ bond to Group Holdings S.à r.l., subsequent to the debt push down.

The other finance cost mainly relate to bank charges and amortizations on capitalised loans costs.

8. Income tax

The major components of income tax expense for the 9 month period ended September 30, 2008 and 2009 are:

	2008 Unaudited- € 000	2009 € 000
Consolidated interim Income Statement		
Current income tax:		
Current income tax charge	15,631	17,309
Deferred income tax:		
Relating to origination and reversal of temporary differences	(7,485)	(4,871)
Income tax expense reported in the income statement	**8,146**	**12,438**
Consolidated interim statement of changes in equity		
Net (gain) on revaluation of cash flow hedges	(195)	26
Income tax expense/(income) reported in equity	**(195)**	**26**

A reconciliation between tax expenses and the product of accounting profit multiplied by Belgium's domestic tax rate for the 9 month period ended September 30, 2008 2009 is as follows:

	2008	2009
	Unaudited- € 000	€ 000
Accounting profit before tax	**20,518**	**32,514**
Taxes at the statutory tax rate of Taminco Group NV — 33,99%	6,974	11,051
Non-taxable income	(57)	(46)
Effect of tax rates in other countries	(3,008)	116
Changes in tax rate — Impact on deferred taxes		
Withholding tax	545	108
Non-deductable expenses	338	205
Tax losses for which no deferred tax asset is recognised	3,354	1,004
At the effective income tax rate	**8,146**	**12,438**
Effective income tax rate %	39.70%	38.25%

8. Income tax continued Deferred tax

Deferred tax relates to the following:

	Consolidated interim balance sheet				Consolidated interim Income statement	
	As at January 1, 2008	As at September 30, 2008	As at January 1, 2009	As at September 30, 2009	As at September 30, 2008	As at September 30, 2009
		Unaudited- € 000	€ 000	€ 000	Unaudited- € 000	€ 000
NET						
Tangible fixed assets	(17,924)	(16,995)	(15,207)	(12,798)	(929)	(2,409)
Intangible fixed assets	(64,857)	(58,772)	(59,654)	(55,747)	(6,085)	(3,907)
Provisions for pensions	1,611	1,515	1,484	1,431	96	53
Interest bearing loans	(1,158)	(2,512)	(2,422)	(2,150)	1,354	(272)
Financial instruments		511	6,364	6,662		
Other	(839)	(204)	12	(154)	(635)	166
Tax loss carried forward	580	1,866	3,569	2,071	(1,286)	1,498
Deferred tax expense/(income)					**7,485**	**(4,871)**
Net deferred tax asset/(liability)	**(82,587)**	**(74,591)**	**(65,854)**	**(60,685)**		
Reflected in the balance sheet as follows:						
Deferred tax assets		**8,455**		**11,499**		
Deferred tax liabilities		**(83,046)**		**(72,184)**		

	2008	2009
Reconciliation of deferred tax liabilities net	**unaudited-€ 000**	**€ 000**
Opening balance as of January 1,	**(82,587)**	**(65,854)**
Tax income/(expense) during the period recognised in equity	7,485	4,871
Financial instruments	511	298
Closing balance September 30	**(74,591)**	**(60,685)**

9. Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic and diluted earnings per share computations

For the 9 month period ended September 30,

	2008	2009
	Unaudited- € 000	€ 000
Net profit attributable to ordinary equity holders of the parent	12,332	19,997
Weighted average number of ordinary shares ('000)	17,105,947	18,021,829
Weighted average	**0.00072**	**0.00111**
Effect of dilution	—	—
Diluted earnings per share	**0.00072**	**0.00111**

10. Goodwill and intangible assets

	Goodwill	Capitalized development	Other intangibles	Total intangibles assets	Total
	€ 000	€ 000	€ 000	€ 000	€ 000
Cost:					
At January 1, 2008	**421,091**	**8,945**	**198,376**	**207,321**	**628,412**
Additions	—	1,446	216	1,662	1,662
Currency translation adjustment	—	—	153	153	153
Disposals	—	—	—	—	—
Transfer from one category to another	—	—	—	—	—
At September 30, 2008 (unaudited)	**421,091**	**10,391**	**198,745**	**209,136**	**630,227**
Depreciation and impairment:					
At January 1, 2008	**—**	**(1,304)**	**(6,034)**	**(7,338)**	**(7,338)**
Amortization	—	(2,738)	(12,456)	(15,194)	(15,194)
Currency translation adjustment	—	—	—	—	—
Disposals	—	—	—	—	—
At September 30, 2008 (unaudited)		**(4,042)**	**(18,490)**	**(22,532)**	**(22,532)**
Net book value:					
At September 30, 2008 (unaudited)	**421,091**	**6,349**	**180,255**	**186,604**	**607,695**

	Goodwill	Capitalized development	Other intangibles	Total intangibles assets	Total
	€ 000	€ 000	€ 000	€ 000	€ 000
Cost:					
At January 1, 2009	**421,091**	**13,254**	**197,549**	**210,803**	**631,894**
Additions	—	3,389	416	3,805	3,805
Currency translation adjustment	—	22	(99)	(77)	(77)
Disposals	—	—	—	—	—
Transfer from one category to another	—	765	(1,123)	(358)	(358)
At September 30, 2009	**421,091**	**17,430**	**196,743**	**214,173**	**635,264**
Depreciation and impairment:					
At January 1, 2009	**—**	**(5,184)**	**(22,757)**	**(27,491)**	**(27,491)**
Amortization	—	(3,593)	(13,132)	**(16,725)**	**(16,725)**
Currency translation adjustment	—	1	92	**93**	**93**
Disposals	—	—	—	**—**	**—**
At September 30, 2009	**—**	**(8,776)**	**(35,797)**	**(44,573)**	**(44,573)**
Net book value:					
At September 30, 2009	**421,091**	**8,654**	**160,964**	**169,600**	**590,691**

Capitalised development relates to the capitalised registration costs of toxicological studies.

11. Property, plant and equipment

	Freehold land and buildings	Plant & machinery and equipment	Furniture and vehicles	Construction in progress	Totals
	€ 000	€ 000	€ 000	€ 000	€ 000
Cost:					
At January 1, 2008	**26,128**	**155,728**	**1,790**	**8,988**	**192,634**
Additions	360	13,672	184	7,309	21,525
Transfer from one category to another	107	6,284	18	(6,410)	(1)
Disposals	(652)	(693)	(41)	—	(1,386)
Currency translation adjustment	724	8,661	188	157	9,730
At September 30, 2008 (unaudited)	**26,667**	**183,652**	**2,139**	**10,044**	**222,502**
Depreciation and impairment:					
At January 1, 2008	**(605)**	**(11,431)**	**(153)**	**—**	**(12,189)**
Depreciation charge for the year	(1,349)	(26,081)	(341)	—	(27,771)
Disposals	—	693	37	—	730
Currency translation adjustment	(96)	(5,089)	(182)	—	(5,367)
At September 30, 2008 (unaudited)	**(2,050)**	**(41,908)**	**(639)**	**—**	**(44,597)**
Net book value:					
At September 30, 2008 (unaudited)	**24,617**	**141,744**	**1,500**	**10,044**	**177,905**

	Freehold land and buildings	Plant & machinery and equipment	Furniture and vehicles	Construction in progress	Totals
	€ 000	€ 000	€ 000	€ 000	€ 000
Costs:					
At January 1, 2009	**26,847**	**186,058**	**2,254**	**10,212**	**225,371**
Additions	262	10,191	196	9,607	20,256
Transfer from one category to another	(1,017)	5,362	163	(4,151)	357
Disposals		(773)	(60)	(45)	(878)
Currency translation adjustment	129	(5,384)	(43)	(350)	(5,648)
At September 30, 2009	**26,221**	**195,454**	**2,510**	**15,273**	**239,458**
Depreciation and impairment:					
At January 1, 2009	**(2,532)**	**(47,750)**	**(802)**		**(51,084)**
Depreciation charge for the year	(2,227)	(26,336)	(369)		(28,932)
Disposals	—	375	46		421
Currency translation adjustment	(137)	4,090	28		3,981
At September 30, 2009	**(4,896)**	**(69,621)**	**(1,097)**		**(75,614)**
Net book value:					
At September 30, 2009	**21,325**	**125,833**	**1,413**	**15,273**	**163,844**

Finance leases

The carrying value of plant and equipment held under finance leases at September 30, 2009 was € 6,593 thousand.

12. Inventories

As at September 30,

	2008	2009
	Unaudited- € 000	€ 000
Raw materials	19,688	11,835
Work in progress	—	—
Finished Goods	40,953	33,338
Resale Goods	1,603	2,227
Total inventories	**62,244**	**47,400**

13. Trade and other receivables (current)

As at September 30,

	2008	2009
	Unaudited- € 000	€ 000
Trade receivables	49,234	36,539
Deferred charges and accrued income	2,957	1,576
Related parties receivables (note 22)	1,171	5,672
Other receivables	25,575	27,537
Total trade and other receivables (current)	**78,937**	**71,324**

Trade receivables are transferred under a non-recourse factoring agreement which qualifies for derecognition for IFRS reporting purposes. Furthermore outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result the company's credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with the company, the requirement for an impairment is analysed at each reporting date, however the impact on the 9 month period ended September 30, 2009 income statement is minimal.

14. Cash and cash equivalents

As at September 30,

	2008	2009
	Unaudited- € 000	€ 000
Cash at bank and in hand	10,618	61,635
Cash equivalents	—	—
Total cash and cash equivalents	**10,618**	**61,635**

15. Issued capital and reserves

As at September 30,

	Share price	Number of shares	
		'000	€ 000
At January 1, 2008		**15,274,182**	**152,742**
Capital increase to contribution in kind *(July 1, 2008)*	0.013	2,747,648	34,500
At September 30, 2008		**18,021,830**	**187,242**

	2008 Number of shares	2009 Number of shares
	’000	’000
Ordinary shares of € 0.010 each	15,274,182	15,274,182
Ordinary shares of € 0.013 each	2,747,648	2,747,648
Total shares	**18,021,830**	**18,021,830**

	Number of shares	
	’000	€ 000
Ordinary shares issued and fully paid		
Ordinary shares of € 0.010 each	15,274,182	152,742
Ordinary shares of € 0.013 each	2,747,648	34,500
At September 30, 2008	**18,021,830**	**187,242**

	Number of shares	
	’000	€ 000
Ordinary shares issued and fully paid		
Ordinary shares of € 0.010 each	15,274,181	152,742
Ordinary shares of € 0.013 each	2,747,648	34,500
At September 30, 2009	**18,021,829**	**187,242**

All other reserves as stated in the consolidated interim statement of changes in equity

Cash Flow (CF) hedge reserve

The cash flow hedge reserve contains the effective portion of the cash flow hedge relationships incurred as at the reporting date. Also recorded here as a separate component, is the effective portion of the gain or loss on hedging instruments in cash flow hedges. A gain of € 378 thousand for the 9 month period ended September 30, 2008 was made up of the net movements in cash flow hedges and the effective portion of the interest rates swaps, net of tax. For the 9 month period ended September 30, 2009 there was a loss of € 46 thousand.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. For the 9 month period ended September 30, 2008, there was a loss of € 16,799 thousand (unaudited). For the 9 month period ended September 30, 2009 there was a gain of € 9,728 thousand. Foreign currency result is primarilly related to the result of the consolidation of operating entities within the Group reporting in US dollar.

16. Interest-bearing loans and borrowings

As at September 30,

	2008 Unaudited- € 000	2009 € 000
Current Interest-bearing loans and borrowings		
Related party loans	120,491	124,658
Senior facility agreement		
Facility A — € Loan	2,500	3,750
Facility A — U.S.$ loan	2,552	3,739
Other Loan Agreements	—	675
Total current interest-bearing loans and borrowings	**125,543**	**132,822**
Non-current interest-bearing loans and borrowings		
Senior facility agreement :		
Facility A — € loan	47,500	43,750
Facility A — U.S.$ loan	48,486	43,622
Facility B — € loan	85,000	85,000
Facility B — U.S.$ loan	99,280	96,975
Facility C — € loan	85,000	85,000
Facility C — U.S.$ loan	99,280	96,975
Transaction costs — capitalised	(3,073)	(12,391)
Other Loan Agreements		6,671
Total non-current interest-bearing loans and borrowing	**461,473**	**445,602**

	Interest rate (%)	Maturity date
For the period ended September 30, 2008 and 2009		
Senior facility agreement Rabobank		
Facility A — € loan	EURIBOR +2.375	31/08/2014*
Facility A — U.S.$ loan	LIBOR +2.375	31/08/2014*
Facility B — € loan	EURIBOR +2.75	31/08/2015
Facility B — U.S.$ loan	LIBOR +2.75	31/08/2015
Facility C — € loan	EURIBOR +3.25	31/08/2016
Facility C — U.S.$ loan	LIBOR +3.25	31/08/2016

* Facility A is amortising semi-annual

Beginning of 2008, the debt positions amounted to € 616 million of which € 160 million with Rabobank International (external party) and € 456 million with Taminco Group Holdings S.à r.l. (related party). In June and July 2008, following a group restructuring, the Rabobank loan facilities were partially relocated from Taminco Group Holdings S.à r.l. (related party) to different subsidiaries of the Group. Subsequent to the debt push down, U.S.$ denominated loan agreements are mainly recorded by the U.S. entity Taminco North America Inc (with a small portion still being contracted by Taminco NV) whereas the € loan agreements are contracted by European entities having € as reporting currency. The debt push down has no impact on the total bank debt. At September 30, 2008, the interest bearing loans in the Group amount to € 469 million.

Via a short term X/N bond of € 120 million, Taminco Group Holdings meets remaining funding needs of the Group.

Fair values

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are carried in the financial statements.

In 2009, the Company made further repayments on its amortizing Facility A — loans in U.S.$ and €. The Company further entered into into a short term loan with Taminco Group Holdings S.à r.l. (related party)amounting to € 4.6 million.

The capitalised transaction costs are directly linked to the replacement of the Senior Facility Agreement with Rabobank in 2007. These transaction costs are recognized on the balance sheet and are amortized straight line over the term of the new loan agreement. As per September 30, 2008, transaction costs were capitalised in the Group (€ 3 million) and in Taminco Group Holdings S.à r.l. (€ 9 million). Following the debt push down in 2008, capitalised transaction costs were reallocated from Taminco Group Holdings S.à r.l. to different subsidiaries of the Group. In addition to transaction costs incurred in before September 30, 2008 (€ 3 million), this has resulted in the increase of capitalised transaction costs to € 12.4 million at September 30, 2009 (after amortizations).

As at September 30,

	Carrying amount[1]		Fair value[2]	
	2008	2009	2008	2009
	Unaudited- € 000	€ 000	Unaudited- € 000	€ 000
Financial liabilities	—	—	—	—
Interest-bearing loans and borrowings	—	—	—	—
Floating rate borrowings	587,016	578,424	590,089	590,815
Total financial liabilities	**587,016**	**578,424**	**590,089**	**590,815**

1 Sum of total current interest-bearing loans and borrowings and total non-current interest-bearing loans and borrowings.

2 Equals carrying amount adding the capitalised transaction costs

The other financial instruments fair value equals their respective carrying amounts as their initial maturity date does not exceed one year.

All derivative financial instruments are recorded at their respective fair values.

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

As at the 9 month period ending September 30, 2008 and 2009, the Group held the following financial instruments measured at fair value:

As at September 30,

Liability measured at fair value

	2008 (unaudited)				2009			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Financial liabilities at fair value through profit or loss								
Foreign exchange forward contracts	—	—	—	—	653	—	653	—
Cross-currency Interest rate swap	644	—	644	—	(334)	—	(334)	—

During the reporting period ending September 30, 2009, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

17. Other non-current liabilities

The other non-current liabilities mainly relate to the market-to-market value of derivative financial instruments.

The Group uses the following hedging instruments to manage its interest rate risk and foreign currency risk:

In 2007 and 2008 the Company entered into various interest rate swap contracts to swap the variable interest rates on a number of U.S.$ and € loans into fixed interest rates. The market-to-market value of these hedging instruments at September 30, 2009 amounted to € 19.3 million (as at September 30, 2008: € 2.1 million (unaudited)). These financial instruments are designated and qualified as effective cash flow hedges. The effective portion of changes in the fair value is recognised in a separate component of equity.

In 2007 and 2008, the Company entered into two interest swap contracts to swap a floating three month Libor or Euribor interest rate into a floating one month Libor or Euribor interest rate. The market-to-market value of these two contracts at September 30, 2008 amounted to € 17 thousand (unaudited) (2009 : nill).

In 2008 and 2009, the Company entered into a number of cross currency interest rate swap contracts to swap € loans with a floating 3-month EURIBOR interest rate into USD Loan with a 3-month floating LIBOR interest rate. The market-to-market value at September 30, 2009 amounts to € 334 thousand (as at September 30, 2008: € 644 thousand (unaudited))(asset).

In 2009, the Company entered into a FX Swap. The market-to-market value at September 30, 2009 amounts to 653 thousand.

18. Pensions and other post-employment benefit plans

The Company funds two defined benefit pension plans, covering approximately 60 executives and 105 employees. Both plans are financed through a group insurance product at Axa Bank and Insurance. Additionally, the Company offers to its Belgian employees, executives and blue collar workers the opportunity to enter in an early retirement scheme, as agreed in a collective employment agreement at the level of the Belgian Chemicals Industry sector. The employee benefits of this early retirement scheme are partly funded by the Company and partly funded by the Belgian Government. The amounts accrued in the Financial Statements are derived from an actuarial calculation and represents the current and future liabilities from the Company to fund its obligations in this early retirement scheme.

The following tables summarises the components of net benefit expense recognised in the income statements and the funded status and amounts recognised in the balance sheet for the respective plans:

For the 9 month period ended September 30,

Most important defined benefit plans

	2008	2009
	Unaudited-€ 000	€ 000
Compensation after termination of employment — pensions in the Belgian entity	2,680	2,629
Compensation career termination — early retirement in the Belgian entity	2,242	2,111
Other long term employee benefits in the Belgian entity	491	574
Total of the most important plans in the Belgian entity	**5,413**	**5,314**
Long term employee compensations in other entities	899	1,275
Total provision for employee benefits	**6,312**	**6,589**

Net benefit expense

	2008 Unaudited-€ 000	2009 € 000
Current service cost	(406)	(395)
Interest cost on benefit obligation	(378)	(407)
Expected return on plan assets	397	228
Net actuarial gain/(loss) recognized in the period	(529)	1,012
Past service cost	259	—
Total net benefit expense	**(657)**	**438**

Benefit asset/(liability)

	2008 Unaudited-€ 000	2009 € 000
Actuarial value of the future obligations	(8,475)	(10,491)
Fair value of the assets of the funds	6,267	7,333
Net value of the future obligations	**(2,208)**	**(3,158)**
Actuarial losses not recognized in the period	(472)	529
Total benefit liability	**(2,680)**	**(2,629)**

	2008 Unaudited-€ 000	2009 € 000
Defined benefit obligation at January 1,	**9,421**	**8,787**
Interest cost	378	407
Current service cost	406	395
Benefits paid	(1,201)	(110)
Actuarial (gains)/losses on obligation	(529)	1,012
Total defined benefit obligation at September 30,	**8,475**	**10,491**

	2008 Unaudited-€ 000	2009 € 000
Fair value of plan assets at January 1,	**6,403**	**6,525**
Expected return	397	228
Contributions by employer	668	691
Benefits paid	(1,201)	(111)
Total Fair value of plan assets at September 30,	**6,267**	**7,333**

	2008 Unaudited-€ 000	2009 € 000
Discount rate	6.00%	5.30%
Expected rate of return on assets	4.50%	4.50%
Future salary increases	3.50%	3.50%
Future pension increases	2.00%	2.00%

For its workers the group entered into a defined contribution plan. The expense recognised for this plan is respectively € 140 thousand and € 151 thousand for the 9 month period ended September 30, 2008 and 2009.

19. Provisions

Decommissioning liability

A provision has been recognised for decommissioning costs associated with Arkema US assets, for an amount of € 1,641 thousand as at September 30, 2008 and as at September 30, 2009. The Group is committed to decommissioning the site as a result of dismantling the facility.

Contingent liability

A contingent liability at a fair value of € 2,784 thousand has been determined at acquisition date of Taminco NV by CVC. This contingent liability relates to the estimated outflow of resources embodying economic benefits to settle the obligation arising from the potential integration of the US operations.

20. Trade and other payables (current)

As at September 30,

	2008 Unaudited- € 000	2009 € 000
Trade payables	62,554	48,536
Other payables	26,515	24,585
Total trade and other payables	**89,069**	**73,121**

As at September 30,

	2008 Unaudited- € 000	2009 € 000
Remuneration and social security	6,905	8,265
Accrued charges	14,487	15,963
Other liabilities	5,123	357
Total other payables	**26,515**	**24,585**

Trade and other payables are non-interest bearing and are normally settled between 30 and 90 business days.

21. Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to two cash-generating unit, which are also reportable operating segments, that are expected to benefit from that business combination.

The carrying amount of goodwill per reporting date amounts to € 311.6 million for Functional Chemicals and € 109.5 million for Agro Sciences. The carrying amounts are unchanged in comparison with previous reporting dates. The Group performed its annual impairment test as at September 30, 2009.

The recoverable amount of both cash-generating units has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the Board of Directors covering a five year period The cash flows beyond the five-year period have been compiled using a 2.0% growth rate. The most important parameters for determining the future cash flows are the evolution of the market, the market share and the margin on sales (based on assumptions related to sales prices and cost prices). These assumptions are based on the performances of current year as well as the budgets for the coming five years. These main parameters are further detailed below:

- Evolution of the market and market share assumptions: these assumptions are important because, as well as using industry data for growth rates management assesses how each operating segment, relatively to its competitors, might change over the budget period.
- Discount rates: discount rates reflect the current market assessment of the risks specific to each operating segment. The discount rate was estimated based on the average percentage of weighted average cost of capital

for the industry based on peer group research. This rate was further adjusted to reflect the market assessment of any risk specific to the operating segment.

- Unit gross profit: unit gross profit is based on actual values achieved in the three years preceding the start of the budget period in combination with management's best estimate about the evolution of the unit gross profit in the coming five years.

The budgets and the projected cash flows have been updated based on the recent evolution of the Group's business and the global market, considering amongst others the anticipated evolution of the worldwide production capacity in the coming years. Both the growth and projected profitability reflects management's best estimate of future sales volume and the evolution of sales margins (unit gross profit) using the available information. No future cost structure improvements are taken into account unless they can be substantiated. With respect to working capital evolution, the Board of Directors assumes that the requirement will move in line with turnover and cost of goods sold. Furthermore the future cash flows are based on the assets in their current condition and do not include future restructuring net yet committed of future capital expenditures improving or enhancing the assets in excess of their current standard of performance. Only the capital expenditures required to maintain the assets n good working order is included.

The weighted average cost of capital (WACC) applied to the cash flow projections is 9.2% for the Functional Chemical cash-generating unit and 8.7% for the Agro Sciences cash-generating unit.

The impairment tests did not reveal the need to recognize any impairment losses on goodwill per reporting date.

With regard to the assessment of value-in-use, management believes that no reasonably possible change in any of the above key assumptions (including discount rate, sales volume and sales margins evolution) would cause the carrying value of the unit to materially exceed its recoverable amount. As at September 30, 2009, the individual sensitivity of the main parameters can be summarised as follows:

- In case the compound growth rate (e.g. sales volume) is no more than 2% below the target included in the budget for all periods, no impairment would be required for either units;
- A 1% increase in the weighted average cost of capital would not result in an impairment for either units;
- In case the average unit gross profit is no more then 5% below than the target included in the budget for all periods, no impairment would be required for either units.

22. Related party disclosures

On August 30, 2007, Pearls Invest S.à r.l. (ultimately held by CVC Fund IV as referred to in Note 1), Stichting Invest Benelux, Stichting Management Taminco, AlpInvest Partners Co-Investments 2007 C.V., certain First Tier Managers and employees of the Group and Taminco International S.à r.l. entered into the Subscription and Shareholders Agreement. This agreement contains the terms upon which the above parties have agreed to invest in Taminco International S.à r.l. The agreement has no direct impact on the financial statements of Taminco Group NV.

Subsequently, on August 31, 2007, Stichting Management Taminco, Taminco International S.à r.l. and some employees and managers of the Group entered into the Agreement for Depository Receipt Holders. As a result of this agreement, the object of Stichting Management Taminco is (i) the holding of shares in Taminco International S.à r.l. in exchange for the issuance of a depository receipt for each share and (ii) the holding of investor capitalisation bonds issued by Taminco International S.à r.l. in exchange for the issuance of a depository receipt for each of the investor capitalisation bond. The depository receipt holders have agreed to a lock-up for their shares.

Pearls Invest S.à r.l. and AlpInvest Partners Co-Investments 2007 C.V. granted call-options in respect of shares of Taminco International S.à r.l. to a number of key officers and employees of the Group. These call-options are only exercisable in the event of a full exit by both Pearls Invest S.à r.l. and AlpInvest Partners Co-Investments 2007 C.V., and depending on the internal rate of return realised by Pearls Invest S.à r.l. and AlpInvest Partners Co-Investments 2007 C.V. realised on their investment.

The depository receipt holders of certificates of Stichting Management Taminco have each entered into in either an employment agreement or a management services agreement with a member of the Group. The total remuneration for the members of the executive committee for the 9 month period ended September 30, 2008 amounts to

€ 1,670 thousand including pension benefits. The total remuneration for the 9 month period ended September 30, 2009 amounts to € 1,680 thousand.

Pursuant to the related party agreements, the funds advised by CVC Capital Partners and Stichting Management Taminco have nomination rights for the Board of Directors, as further disclosed in note 1 to the financial statements.

In 2008, the Company restructured its debts (as further described in Note 16) resulting in new debt position amounting to approximately € 469 million with external parties and € 120 million with related parties:

	Amount due to related parties	Interest paid to related parties	Amounts owed by related parties parties	Interest received from related
	€ 000	€ 000	€ 000	€ 000
Entity having significant control over the Group:				
As at September 30, 2008 (unaudited)				
Taminco Group Holdings S.à r.l.	120,054	17,896	1,171	15
As at September 30, 2009				
Taminco Group Holdings S.à r.l.	133,715	5,021	5,672	22

At September 30, 2008, amounts due to the parent primarily relates to X/N bonds (€ 120 million). At September 30, 2009, amounts due to the parent relate to a € 120 million X/N bond, to a related party loan (€ 4.6 million) and to payables (€ 9 million) following the reallocation of transaction costs from Taminco Group Holdings S.à r.l. to different subsidiaries of the Group .

Interests paid to related parties decrease from € 17.9 million on September 30, 2008 to € 5 million for the 9 month period ended September 30, 2009 due to the decrease of the balance of the X/N bond in 2009 compared to the same period in 2008.

The interest rate on these bonds is equal to euribor/libor plus the margin applied by Rabobank International, the lender to Taminco Group Holdings S.à r.l. and the Group, and is between 2.375 and 3.25 (as further described in note 16) plus 1/32 which is the additional mark-up between the related parties.

The financial statements include the financial statements of Taminco Group NV and the subsidiaries listed in the following table:

For the 9 month period ending September 30,

Name	Country of incorporation		% equity interest 2008	% equity interest 2009
Taminco NV	Belgium	Pantserschipstraat 207 9000 Ghent 0859.910.443	99.9%	99.9%
Taminco Inc.	United States	1950 Lake Park drive GA 30080 Atlanta Smyrna, Georgia	100%	100%
Taminco Germany GmbH	Germany	Postfach 1111 06234 Leuna	100%	100%
Taminco Choline Chloride Co. Ltd	China	214258 Guanlin Town, Yixing City, Jiangsu Province P.R.	100%	100%
Taminco Italia Srl	Italy	Piazzale Cadorna Luigi 10 CAP 20123 Milano —	100%	100%
Taminco Mexico	Mexico	Via Gustavo No. 2160 Edif.3 Pido 1 Of.1 Fracc. Ind.La Loma 54060 Tlalnepantla, Edo. De Mexico	100%	100%
Taminco do Brasil Produtos Quimicos Ltda	Brasil	Alameda Santos 211 Bus 10, CEP01.419-000 Sao Paulo	100%	100%
Taminco North BVBA	Belgium	Pantserschipstraat 207 9000 Ghent 0883.356.234	100%	100%
Taminco South NV	Belgium	Pantserschipstraat 207 9000 Ghent 0883.357.422	100%	100%
Taminco East NV	Belgium	Pantserschipstraat 207 9000 Ghent 0890.632.521	100%	100%
Taminco Methylamines Inc.	United States	2711 Centervill Road, Suite 400, Wilmington, New Castle, Delaware 19808	100%	100%
Taminco Higher Amines Inc.	United States	2711 Centervill Road, Suite 400, Wilmington, New Castle, Delaware 19808	100%	100%
Taminco North America Inc.	United States	1209 Orange Street, Wilmington, Delaware 19801, USA	100%	100%
Taminco do Brasil Comércio e Indústria de Aminas Ltda	Brasil	Rua Nafta 717, Pólo Petroquímico, 42810-210 Camaçari, Bahia	100%	100%
Taminco UK Limited	United Kingdom	Leigh Road 36, S0509 DT Hampshire	100%	100%
Taminco BV	The Netherlands	Velperweg 76, 6824 Arnhem, Amsterdam — Netherlands	100%	100%
Taminco Yixing Choline Chloride Factory	China	214258 Guanlin Town, Yixing City, Jiangsu Province P.R. — China	67.50%	67.50%

As all subsidiaries are consolidated using the full consolidation method, all intra group balances are eliminated during the consolidation of the related entities. The transaction between parent and its subsidiaries are all at arm's length.

23. Commitments and contingencies

Finance lease

For the 9 month period ending September 30,

	2008	2009
	Unaudited- € 000	€ 000
Within one year	—	728
After one year but not more than five years	—	2,648
More than five years	—	3,945
Total finance lease	—	**7,321**

Off balance commitments

With respect to its debts at financial institutions the Group has provided the following off balance commitments at September 30, 2008 (unaudited):

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2006: € 169,926 thousand
  - Taminco East NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 61 thousand
  - Taminco GmbH; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 16,950 thousand
  - Taminco UK Ltd; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2007: € 4,815 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2007: € 316,487 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Mandate on a mortgage on the business of Taminco NV
  - Registration amount: € 66,000 thousand
- Mandate to pledge the business of Taminco NV
  - Registration amount: € 121,000 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2007: € 1,658 thousand
- Pledge on the receivables of Taminco North BVBA:
  - Net present value per December 31, 2007: € 293,823 thousand

- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2007: € 31,198 thousand
- Pledge on the bank accounts of Taminco GmbH
  - Net present value per December 31, 2007: € 331 thousand

With respect to its debts at financial institutions the Group has provided the following off balance commitments at December 31, 2008:

- Pledge on the shares of
  - Taminco NV
  - Taminco South NV; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2008: € 22,762 thousand
  - Taminco North BVBA; net present value of the shares in the statutory accounts of Taminco NV per December 31, 2008: € 220,545 thousand
  - Taminco Germany GmbH; net present value of the shares in the statutory accounts of Taminco North BVBVA per December 31, 2008: € 50,619 thousand
  - Taminco do Brasil Comércio e Indústria de Aminas Ltda; net present value of the shares in the statutory accounts of Taminco South NV per December 31, 2008: € 5,405 thousand.
  - Taminco do Brasil Produtos Quimicos LTDA; net present value of the shares in the statutory accounts of Taminco South NV per December 31, 2008: € 1,077 thousand
  - Taminco Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 18,344 thousand
  - Taminco Methylamines Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 169,082 thousand
  - Taminco Higher Amines Inc.; net present value of the shares in the statutory accounts of Taminco North America Inc. per December 31, 2008: € 67,032 thousand
- Mortgage on the business of Taminco NV
  - Registration amount: € 1,100 thousand
  - Net present value per December 31, 2008: € 535,359 thousand
- Pledge on the business of Taminco NV
  - Registration amount: € 1,100 thousand
- Pledge on the receivables of Taminco South NV:
  - Net present value per December 31, 2008: € 2,800 thousand
- Pledge on the receivables of Taminco North BVBA:
  - Net present value per December 31, 2008: € 288,215 thousand
- Pledge on the receivables of Taminco NV
  - Net present value per December 31, 2008: € 125,987 thousand

Capital commitments

At September 30, 2009 the Group had commitments of € 6,285 thousand, mainly relating to the construction of extended production facilities in the US.

24. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has trade and other receivables, and cash and short-term deposits that arrive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. Therefore the Group enters also into derivative transactions. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group's policy is to keep between 40% and 60% of its borrowings at fixed rates of interest. To manage this, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. At September 30, 2009, after taking into account the effect of interest rate swaps, approximately 50% of the Group's borrowings are at a fixed rate of interest.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings, which is not covered through an effective hedge relationship. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings as follows.

	Increase/decrease in basis points	Effect on profit before tax
		€ 000
2008 (unaudited)		
€	50	(100)
U.S.$	30	(1,049)
€	(50)	100
U.S.$	(30)	1,049
2009		
€	50	(100)
U.S.$	30	(1,025)
€	(50)	100
U.S.$	(30)	1,025

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense are denominated in a different currency from the Group's functional currency).

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 24 month period. Transactions that are certain are hedged without any limitation in time.

Where the nature of the hedge relationship is not an economic hedge, it is the Group's policy to negotiate the terms of the hedging derivatives to match the terms of the underlying hedge items to maximise hedge effectiveness.

The Group hedges its exposure to fluctuations on the translation into euro of its foreign operations by holding net borrowings in foreign currencies and by using foreign currency swaps. Per September 30, 2009 the net borrowing amounts to U.S. $. 25,000 thousand. (2007: nill)

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the US$ exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities including non designated foreign currency derivatives). The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in U.S.$ rate	Effect on profit before tax
		€ 000
2008 (unaudited)	10%	(3,621)
	-10%	3,621
2009	10%	(6,958)
	-10%	6,958

Credit Risk

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit limits are established for all customers based on internal rating criteria. Credit quality of the customer is assessed based on an extensive credit rating assessment. Trade receivables are transferred under a non-recourse factoring agreement which qualifies for full derecognition for IFRS reporting purposes. Furthermore outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other form of credit insurance. As a result the company's credit risk on trade receivables is almost fully managed. To the extent that the credit risk remains with the company, the requirement for an impairment is analysed at each reporting date, however the impact on the 2009 income statement is minimal.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool.

Credit exposure by credit risk

The table below provides information regarding the credit risk exposure of the Group by classifying assets according to the Group's credit ratings of counterparties.

As at September 30, 2008 (unaudited)	< 1 year	1 to 5 years	> 5 years	Total
	€ 000	€ 000	€ 000	€ 000
Interest bearing loans and borrowings	125,543	59,231	402,242	587,016
Trade and other payables	98,766			98,766
Total liquidity risk	**224,309**	**59,231**	**402,242**	**685,782**

As at September 30, 2009	< 1 Year	1 to 5 years	> 5 years	Total
	€ 000	€ 000	€ 000	€ 000
Interest bearing loans and borrowings	132,822	77,708	367,894	578,424
Trade and other payables	83,751			83,751
Total liquidity risk	**216,573**	**77,708**	**367,894**	**662,175**

Capital management

Capital includes equity attributable to the equity holders of the parent.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes during the 9 month period ended September 30, 2008 and 2009.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

As at September 30,

	2008	2009
	Unaudited- € 000	€ 000
Interest bearing loans and borrowings	587,016	578,424
Trade and other payables	89,069	73,121
Income tax payable	9,697	10,630
Less cash and short-term deposits	(10,618)	(61,635)
Net debt	675,164	600,540
Equity	169,894	182,113
Capital and debt	**845,058**	**782,653**
Gearing ratio	80%	77%

25. Reconciliation of key financial information

To provide better comparability, the key interim financial figures to Taminco Group NV have been adjusted below for effects of the purchase price allocation in accordance with IFRS3r on the acquisition of Taminco NV by Taminco Group NV (CVC deal) on September 30, 2008 and September 30, 2009.

As at September 30,	2008 As reported	Impact PPA Adjustments	2008 Before PPA Adjustments	2009 As reported	Impact PPA Adjustments	2009 Before PPA Adjustments
	Unaudited- € 000		Unaudited- € 000	€ 000		€ 000
Assets						
Goodwill	421,091	142,078	563,169	421,091	142,078	**563,169**
Intangible assets	186,604	(173,038)	13,566	169,600	(158,249)	**11,351**
Property, plant and equipment	177,905	(36,679)	141,226	163,844	(31,961)	**131,883**
Other non-current assets	3,629	—	3,629	693	—	**693**
Deferred tax asset	8,455	(1,770)	6,685	11,499	(1,770)	**9,729**
Fixed assets	**797,684**	**(69,409)**	728,275	**766,727**	**(49,902)**	**716,825**
Inventories	62,244	—	62,244	47,400	—	**47,400**
Trade and other receivables	78,937	—	78,937	71,324	—	**71,324**
Cash and cash equivalents	10,618	—	10,618	61,635	—	**61,635**
Current assets	**151,799**	**—**	151,799	**180,359**	**—**	**180,359**
Total assets	**949,483**	**(69,409)**	880,074	**947,086**	**(49,902)**	**897,184**
Issued capital	187,242	—	187,242	187,242	—	**187,242**
Retained earnings	(8,017)	10,526	2,509	13,993	23,203	**37,196**
Cashflow hedge reserve	(991)	—	(991)	(13,764)	—	**(13,764)**
Foreign Currency Translation Reserve	(10,720)	—	(10,720)	(6,291)	—	**(6,291)**
Non controlling interests	902	—	902	933	—	**933**
Total equity	**168,416**	**10,526**	178,942	**182,113**	**23,203**	**205,316**
Interest-bearing loans and borrowings	461,473	—	461,473	445,602	—	**445,602**
Provisions	4,425	(4,425)	0	4,425	(4,425)	**0**
Employee benefit liability	6,312	—	6,312	6,589	—	**6,589**
Deferred tax liability	83,046	(73,326)	9,720	72,184	(66,496)	**5,688**
Other non-current liabilities	1,502	—	1,502	19,600	—	**19,600**
Non-current liabilities	**556,758**	**(77,751)**	479,007	**548,400**	**(70,921)**	**477,479**
Interest-bearing loans and borrowings	125,543	—	125,543	132,822	—	**132,822**
Trade and other payables	89,069	—	89,069	73,121	—	**73,121**
Income tax payable	9,697	(2,184)	7,514	10,630	(2,184)	**8,446**
Current liabilities	**224,309**	**(2,184)**	222,125	**216,573**	**(2,184)**	**214,389**
Total equity and liabilities	**949,483**	**(69,409)**	**880,074**	**947,086**	**(49,902)**	**897,184**

For the 9 month period ended September 30,	2008 As reported	Impact PPA Adjustments	2008 Before PPA Adjustments	2009 As reported	Impact PPA Adjustments	2009 Before PPA Adjustments
	Unaudited- € 000		Unaudited- € 000	€ 000		€ 000
Revenue from sale of goods	526,212	—	526,212	445,265	—	445,265
Revenue	**526,212**	**—**	**526,212**	**445,265**	**—**	**445,265**
Raw materials and consumables	(318,581)	—	(318,581)	(213,232)	—	(213,232)
Services and other goods	(79,634)	—	(79,634)	(77,231)	—	(77,231)
Employee benefits expense	(39,595)	—	(39,595)	(41,794)	—	(41,794)
Other operating expenses	(1,628)	—	(1,628)	(4,959)	—	(4,959)
Other operating income	2,597	—	2,597	3,651	—	3,651
Depreciations, amortizations and write- offs	(42,965)	14,631	(28,334)	(45,656)	14,631	(31,025)
Provisions	—	—	—	—	—	—
Operating profit	**46,406**	**14,631**	**61,037**	**66,044**	**14,631**	**80,675**
Finance cost	(37,434)	—	(37,434)	(33,952)	—	(33,952)
Finance income	11,546	—	11,546	422	—	422
Profit before tax	**20,518**	**14,631**	**35,149**	**32,514**	**14,631**	**47,145**
Income tax expense	(8,146)	(5,123)	(13,269)	(12,438)	(5,123)	(17,561)
Profit for the year	**12,372**	**9,508**	**21,880**	**20,076**	**9,508**	**29,584**

26. Events after the reporting date

Taminco Group NV has initiated certain steps in order to file an initial public offering. Subject to the approval of the prospectus and the successful IPO, certain agreements with its related parties may be amended or superseded. The Company intends to use part of the proceeds of the initial offering to strengthen the financial structure of the Group by repayment of, among others, outstanding indebtedness owed by Taminco NV to Taminco Group Holdings S.à r.l., entity having significant control over the Group.

In addition a merger between Taminco Group Holdings S.à r.l. and Taminco International S.à r.l. may take place. The impact of the changes made to certain related party agreements, should the IPO be successful, can not be estimated by management at this point of time.

27. External auditors fee

For the 9 month period ended September 30,

	2008
	€ 000
External auditors fee	130
Fee for exceptional assignments	
- Other controlling assignments	10
- Tax consulting	770
Other assignments	1,260
At the end of the period	2,170

On January 21, 2009, the Audit Committee approved an exemption to the Belgian one to one rule in accordance with article 133, §5 and 7 of the Belgian Companies Act as the fees for non-audit services provided by the external auditor of the Group exceeded the external auditor fee.

Condensed balance sheet and income statement of the non-consolidated statutory accounts of Taminco Group NV

The statutory financial statements of the parent company, Taminco Group NV, are presented in a condensed form.

The accounting principles used for the statutory annual accounts of the Company differ significantly from the accounting principles used for the consolidated annual accounts: the statutory annual follow the Belgian legal requirements, while the consolidated annual accounts follow the international financial reporting standards.

The management report of the Board of Directors to the Annual General Meeting of Shareholders and the Annual Accounts of the Company, as well as the Auditor's Report, are filed with the National Bank of Belgium within the statutory periods.

Statutory income statement

	For the year ended December 31, 2008
	€ 000
Turnover	—
Operating profit	**(6,179)**
Financial result	(18,002)
Profit of the period	**(24,181)**

Proposed appropriation account

	For the year ended December 31, 2008
	€ 000
Profit for the year for appropriation	**(24,181)**
Profit to be appropriated	**(24,181)**
Profit to be carried forward	**—**
	(24,181)

Statutory balance sheet

As at December 31,

	2008
	€ 000
Fixed assets	
Financial fixed assets	402,319
Total fixed assets	**402,319**
Current assets	
Amounts receivable within one year	687
Cash at bank and in hand	92
Total current assets	**779**
Total assets	**403,098**
Capital and reserves	
Capital	187,242
Retained earnings	(24,181)
Total equity	**163,061**
Creditors	
Amounts payable after one year	215,372
Amounts payable within one year	24,665
Total liabilities	**240,037**
Total equity and liabilities	**403,098**

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TAMINCO GROUP NV FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2009

We report on the consolidated financial statements of Taminco Group NV in the prospectus, which is issued in view of its initial public offering(the "Prospectus"). These financial statements have been prepared for inclusion in the Prospectus and are set out in the Appendix to the Prospectus.

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Taminco Group NV, and its subsidiaries (collectively referred to as 'the Group') which comprise the consolidated statement of financial position as at September 30, 2009, the consolidated income statement, the consolidated statement of changes in equity, the consolidated statement of comprehensive income and the consolidated statement of cash flows for the nine-month period ended September 30, 2009 and a summary of significant accounting policies and other explanatory notes. The consolidated statement of financial position as at September 30, 2009 shows total assets of € 947,086 thousand and the consolidated income statement shows a profit share of the Group for the nine-month period then ended of € 19,997 thousand. Our report does not extend to the financial information consisting of unaudited consolidated statement of financial position as at September 30, 2008, the consolidated income statement, the consolidated statement of changes in equity, the consolidated statement of comprehensive income and the consolidated statement of cash flows for the nine-month period ended September 30, 2008 and the explanatory notes linked thereto. This report is required by item 20.1 of Annex I of Commission Regulation (EC) No. 809/2004 of 29 April 2004 and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibility of the board of directors for the preparation and fair presentation of the consolidated financial statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as endorsed by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Responsibility of the independent auditor

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the legal requirements and the auditing standards applicable in Belgium, as issued by the Institute of Registered Auditors (*Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren)*. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

In accordance with these standards, we have performed procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. We have evaluated the appropriateness of accounting policies used, the reasonableness of significant accounting estimates made by the Group and the presentation of the consolidated financial statements, taken as a whole. Finally, we have obtained from the board of directors and the Group's officials the explanations and information necessary for executing our audit procedures. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the consolidated financial statements for the nine-month period ended September 30, 2009 give a true and fair view of the Group's financial position as at September 30, 2009 and its financial performance and its cash flows for the nine month period then ended in accordance with International Financial Reporting Standards as endorsed by the European Union. Our report does not extend to the financial information consisting of unaudited consolidated statement of financial position and consolidated statement of changes in equity as at September 30, 2008, the consolidated income statement, the consolidated statement of comprehensive income and the consolidated statement of cash flows for the nine-month period ended September 30, 2008, the explanatory notes linked thereto and we express no opinion in respect of that financial information.

Brussels, December 9, 2009
Ernst & Young Bedrijfsrevisoren BCVBA
represented by

Lieve Cornelis	Marc Guns
Partner	Partner

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