Haldor Topsøe A/S

Annual Report 2009

RESEARCH | TECHNOLOGY | CATALYSTS

Haldor Topsøe A/S - Nymøllevej 55
2800 Kgs. Lyngby - Denmark
CVR No. 41 85 38 16

HALDOR TOPSØE
CATALYSING YOUR BUSINESS

HALDOR TOPSØE

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This annual report is available in Danish and English
In case of doubt the Danish version shall apply.

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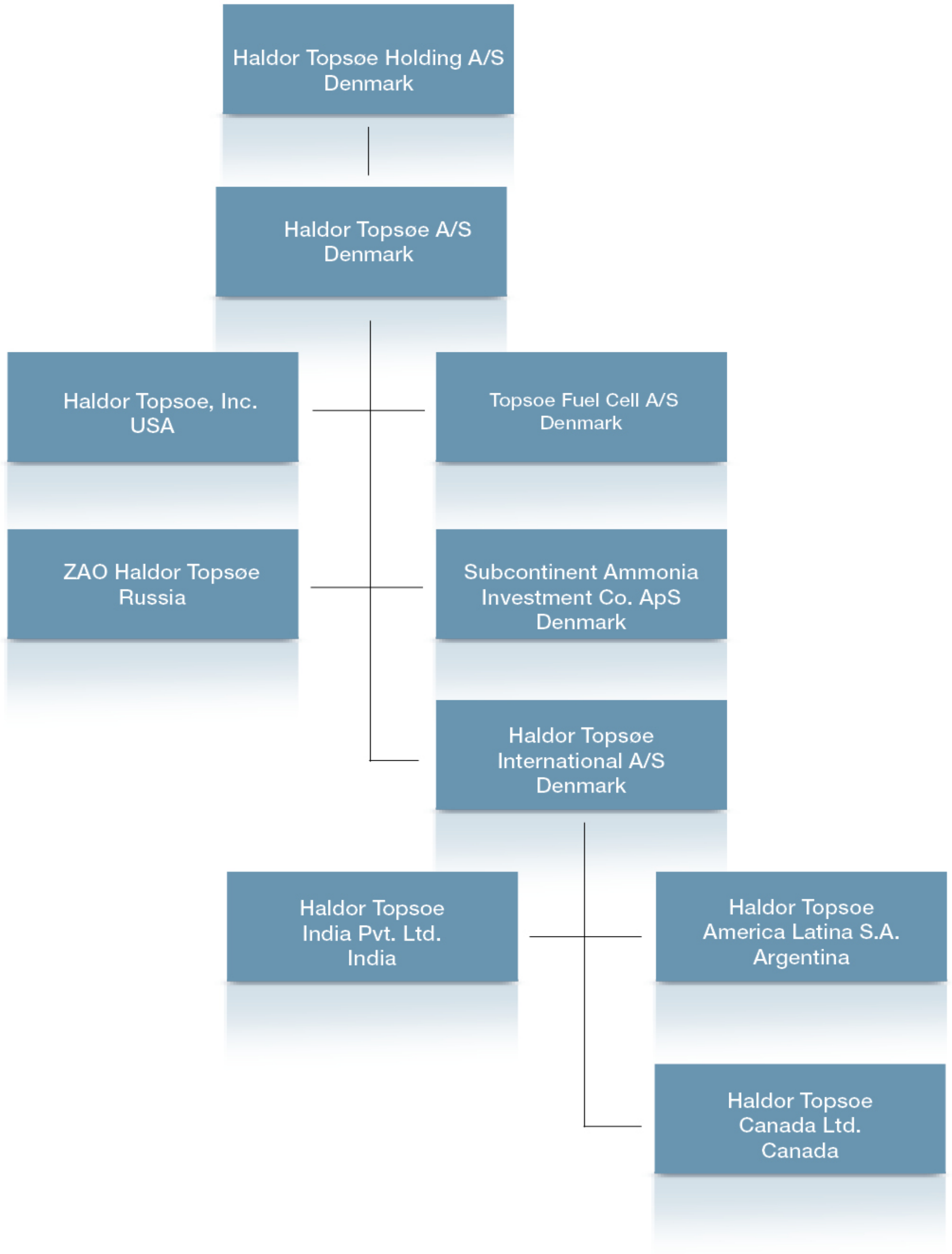
HALDOR TOPSØE

Group Chart



Financial Highlights

Seen over a five-year period, the development of the Group is described by the following financial highlights:

	2009	2008	2007	2006	2005
	DKK mill.	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Key figures					
Profit					
Revenue	4,257	5,046	3,622	3,571	3,076
Gross profit	1,730	1,790	1,283	1,343	1,515
EBITDA	607	679	376	526	769
Depreciation and amortisation	-197	-173	-218	-167	-319
EBIT	410	506	158	359	450
Financial income/(expenses)	33	169	430	30	4
Net profit	334	533	557	280	304
Balance sheet					
Balance sheet total	4,823	5,117	4,098	3,477	3,162
Equity	1,065	1,071	1,504	1,165	1,040
Cash flow					
Cash flow from:					
- operating activities	504	867	346	511	405
- investment activities (total)	-190	-278	-276	-234	-130
- of which investments in tangible fixed assets	-201	-257	-282	-250	-152
- financing activities	-381	-249	44	-224	-105
Change in cash and cash equivalents	-67	340	113	53	170
Number of employees	2,106	1,945	1,742	1,611	1,550
Ratios in %					
Gross margin	40.6%	35.5%	35.4%	37.6%	49.4%
EBITDA margin	14.3%	13.5%	10.4%	14.7%	25.0%
EBIT margin	9.6%	10.0%	4.4%	10.1%	14.7%
Return on net assets	8.5%	9.9%	3.9%	10.3%	14.3%
Solvency ratio	22.1%	20.9%	36.7%	33.5%	32.9%
Return on equity	31.3%	41.4%	41.8%	25.4%	35.1%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Directors' Report

In spite of the international financial crisis, 2009 was a satisfactory year for the Haldor Topsøe Group. The financial crisis created challenges for us as well as for our customers, and therefore we did not reach the same revenue as in our record year 2008. However, we managed to adjust to the development, so that the decrease in revenue was almost compensated by a corresponding decrease in costs. Our turnover for 2009 was DKK 4.3 billion, which is 16% lower than in 2008; however, the gross profit was DKK 1.7 billion, which is only 3% lower than in 2008. At the end of the year, we had a backlog of DKK 3.7 billion, which is 18% lower than at the end of 2008. Considering the circumstances, we regard this a satisfactory economic result, which among other things has made it possible for us to retain our research and production plant investments at a relatively high level.

As previously announced, Dr. Haldor Topsøe has since September 2007 been the sole shareholder of Haldor Topsøe A/S through the family owned company, Haldor Topsøe Holding A/S. The good results obtained in 2009 are therefore also due to the fact that the new company structure has offered enhanced possibilities to manage the Group based on a focused, goal-driven approach while emphasising the long-term strategy. Thus, 2009 became the year in which the Group introduced the highest number of new products and we also increased the number of processes and catalysts, which are close to being ready for commercialisation.

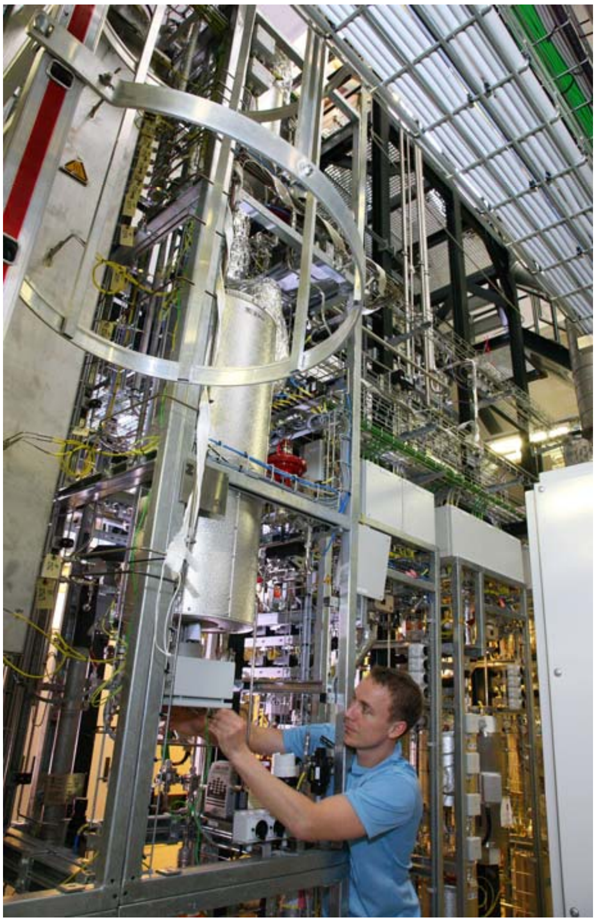
As mentioned, we faced considerable challenges in 2009 due to the financial crisis. We have met these by focusing more on the development of new technologies and the enhancement of our global sales activities. We have increased the number of employees in India, where our company is now in position to undertake large technology projects. We have expanded our activities in China, South East Asia and in South America. We expect this development to continue in 2010.

We have continued to bring new catalysts to the market and we have achieved a satisfactory situation for sale of catalysts in connection with technologies within the environmental and energy sectors, especially related to cleaning of waste gas and other exhaust gases as well as production of environmentally friendly fuels.

One of Topsøe's unique TEM microscopes

In our technology business, there is still a large interest for projects where our technology is used for production of synthesis gas which may then form the basis for large petrochemical plants where the synthesis gas is further developed into synthetic natural gas – of course particularly interesting for use of coal and very heavy hydrocarbons – and further for heavy chemical products, such as ammonia, methanol, DME and derivatives. We believe that in the next years, a number of possibilities will become available for us to participate in such very large plants, both as a supplier of technologies and of financing.

We have developed new processes for the production of synthetic oils and synthetic gases. These processes have in common that they can either be based on fossil raw materials or on biomass. In particular the latter so called ”renewable” technologies will no doubt gain an increasing importance and we are well-placed for participating in the development. We have thus made agreements to build plants, which use by-products from the wood/paper industries for manufacture of bio-natural gas and bio dimethylether and have started various activities, combining different bio-technologies with our catalytic technologies, not least for the production of energy using biomass. Of course, such ”renewable” technologies will during the start-up phase depend on support from various authorities. Here, we would like to mention the U.S. Department of Energy's support for a large test plant in Chicago for demonstration of synthetic bio-gasoline made of wood. Finally, we have maintained our big efforts in the development of fuel cells, where we have also made big progress in 2009.



Pilot plant for development of “renewable” technologies

We expect that the financial crisis will continue to influence us for the next couple of years. In spite of this, we expect to achieve satisfactory results, however, not the growth which we would have achieved under normal financial conditions. We therefore believe that it will take 2-4 years before we obtain full commercial use of all our recent technologies, which we have developed in our scientific research and development work.

At present, Haldor Topsøe A/S does not have a written policy for CSR, but within our business areas and for our products and technologies, we have great emphasis on solving environmental and climate challenges. At the same time, our catalysts contribute significantly to energy optimisation in a wide range of environmental and chemical processes. For more information about the impact of our products on the environment and the climate, please visit our website www.topsoe.com.

During 2009, the Topsøe Group employed on average 2,106 persons compared to 1,945 in 2008. In the Parent Company, 36% have a university degree. In addition, a substantial number of researchers are working in different institutes in Denmark and abroad on research and development programmes financed by the Group.

No events materially affecting the Company’s financial position at December 31, 2009 have occurred after the balance sheet date.

HALDOR TOPSØE

Statement by the Management and Board of Directors on the Annual Report

The Management and Board of Directors have today considered and adopted the Annual Report of Haldor Topsøe A/S for the financial year January 1 - December 31, 2009.

The Annual Report is prepared in accordance with the Danish Financial Statements Act. In our opinion the Consolidated Financial Statements and the Financial Statements give a true and fair view of the financial position at December 31, 2009 of the Group and the Company and of the results of the Group and Parent Company operations and cash flows for 2009.

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

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

Lyngby, March 12, 2010

Management

Hans Kornerup
(CFO, Executive Vice President)

Niels K. Sørensen
(Chief Executive Officer)

Haldor Topsøe

Board of Directors

Haldor Topsøe
(Chairman)

Henrik Topsøe

Flemming Topsøe

Oluf Engell

Martin Østberg

Søren Toft

Frank Einar Christiansen

Jette Søvang Christiansen

Independent Auditor's Report

To the Shareholder of Haldor Topsøe A/S

We have audited the Financial Statements, the Consolidated Financial Statements and Directors' Report of Haldor Topsøe A/S for the financial year 1 January - 31 December 2009. The Financial Statements and the Consolidated Financial Statements comprise Income Statement, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement, Notes and Accounting Policies. The Financial Statements, the Consolidated Financial Statements and Directors' Report are prepared in accordance with the Danish Financial Statements Act.

Management's Responsibility for the Annual Report

Management is responsible for the preparation and fair presentation of the Financial Statements and the Consolidated Financial Statements in accordance with the Danish Financial Statements Act. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of Financial Statements and Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error. The responsibility also includes selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances. Furthermore, Management is responsible for preparing a Directors' Report that includes a true and fair account in accordance with the Danish Financial Statements Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Financial Statements, the Consolidated Financial Statements and Directors' Report based on our audit. We conducted our audit in accordance with Danish Auditing Standards. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Financial Statements, the Consolidated Financial Statements and Directors' Report are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements, the Consolidated Financial Statements and Directors' Report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, the Consolidated Financial Statements and Directors' Report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Financial Statements and the Consolidated Financial Statements and to the preparation of a Directors' Report that includes a true and fair account 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 Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Financial Statements, the Consolidated Financial Statements and Directors' Report.

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

Our audit has not resulted in any qualification.

Opinion

In our opinion, the Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position of the Company and the Group at 31 December 2009 and of the results of the Company and the Group operations and cash flows for the financial year 1 January - 31 December 2009 in accordance with the Danish Financial Statements Act, and Directors' Report includes a true and fair account in accordance with the Danish Financial Statements Act.

Copenhagen, March 12 2010

PricewaterhouseCoopers
Statsautoriseret Revisionsaktieselskab

Kim Füchsel
State-Authorised Public Accountant

Jesper Møller Christensen
State-Authorised Public Accountant

Accounting Policies

Basis of Preparation

The Annual Report of Haldor Topsøe A/S for 2009 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The accounting policies applied remain unchanged from previous years.

The Annual Report has been denominated in DKK 1,000,000. The Annual Report for 2008 was denominated in DKK 1,000.

Recognition and Measurement

All revenues are recognised in the income statement as earned based on the following criteria:

- delivery has been made before year end,
- a binding sales agreement has been made,
- the sales price has been determined, and payment has been received at the time of sale or is probable and can with reasonable certainty be expected to be received.

Based on the above, revenues are recognised in the income statement as earned, which includes recognition of value adjustments of financial assets and liabilities measured at fair value or amortised cost. Furthermore, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Group, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Group, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any deductions and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Basis of Consolidation

The Annual Report comprises the Parent Company, Haldor Topsøe A/S, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

The annual reports used for the purpose of the Group's Annual Report have been prepared in accordance with the accounting policies of the Group. The Annual Report of the Group has been prepared on the basis of the annual accounts of the Parent Company and Group Enterprises by combining accounting items of a uniform nature.

On consolidation, elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated Group Enterprises are set off against the Parent Company's share of the net asset value of Group Enterprises stated at the time of consolidation.

Foreign Currency Translation
Transactions in foreign currencies are translated during the year at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Exchange adjustments arising on the translation of the opening equity of and long-term loans to independent foreign enterprises and exchange adjustments arising from the translation at average exchange rates of the income statements of independent foreign enterprises are recognised directly in equity.

Derivative Financial Instruments
Derivative financial instruments are measured at fair value. Positive and negative fair values are included in other receivables and other payables respectively.

Fair value adjustments on forward exchange contracts serving as a cash-flow hedge, are recognised directly in equity. Amounts recognised in equity are included in the income statement simultaneously with the exchange rate adjustment on the hedged transactions.

Fair value adjustments on forward exchange contracts, which do not constitute a hedge, are included in the income statement.

Corporation Tax and Deferred Tax
Tax for the year comprises of current tax for the year and deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity entries is recognised directly in equity. Any share of the tax reported in the income statement arising from profit/loss on extraordinary activities for the year is attributed to such activities, whereas the remaining share is attributed to profit/loss on ordinary activities for the year.

Current tax receivable and current tax liabilities are recognised as receivables in the balance sheet in the event of overpayment of tax on account, and as liabilities in the event of underpayment of tax on account.

Deferred tax is measured under the balance sheet liability method in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity and jurisdiction.

Adjustment is made for deferred tax concerning unrealised intercompany gains and losses.

Deferred tax is measured on the basis of the tax rules and tax rates of the respective countries that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement, except for the effect related to write-up regarding property, plants and equipment booked directly on equity.

Income Statement

Revenue
Revenue from the sale of finished goods is recognised in the income statement provided that delivery and transfer of risk have been made to the purchaser by year end. Revenue is recognised exclusive of VAT and net of discounts relating to sales.

Contract work in progress is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the construction contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group.

Raw Materials and Consumables Used
Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other External Expenses
Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Other external expenses also include research and development costs that do not qualify for capitalisation.

Staff Expenses
Staff expenses comprise wages and salaries as well as payroll expenses other than production wages.

Depreciation, Amortisation and Impairment Losses
Depreciation, amortisation and impairment losses comprise depreciation, amortisation and impairment of intangible assets and property, plant and equipment.

Other Operating Income and Other Operating Expenses
Other operating income and other operating expenses comprise income or expenses of a secondary nature compared to the core activities of the Company.

Financial Income and Expenses
Financial income and expenses comprise interest, fair value adjustments, realised and unrealised exchange adjustments, price adjustment of securities and amortisation of mortgage loans.

Balance Sheet

Intangible Assets
Development Projects
Development projects that are clearly defined and identifiable and for which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project, are recognised as intangible assets.

Projects that do not meet the Group's criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.

Patents
Patents are measured at cost less accumulated amortisation and less any accumulated impairment losses or at a lower value in use. Patents are amortised on a straight-line basis over the remaining patent period, but not exceeding 10 years, due to the notoriously fast development of the technologies used and the ensuing uncertainty of a longer amortisation period.

Software
Software related to major projects is measured at cost less accumulated depreciation and less any accumulated impairment losses.

Software is amortised on a straight-line basis over 4 years.

Tangible assets
Property, plant and equipment are measured at cost including write-up less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the external cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use. In the case of assets of own construction, cost comprises direct and indirect expenses for labour, materials, components and sub-suppliers.

Interest expenses on loans related to financing the construction of major property, plant and equipment investments have been capitalised over the period of construction.

Assets which have a life of 3 years or below as well as assets not exceeding DKK 30,000 are fully recognised in cost in the year of purchase.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Production buildings	13 years
Other buildings	13 - 40 years
Plant and machinery	5 - 10 years
Other fixtures and equipment	4 - 20 years

Gains and losses on current replacement of property, plant and equipment are recognised in ”Other operating income” and ”Other operating expenses”.

Increases of value related primarily to the premises in Frederikssund, Ravnholm and Houston are made by the Management on a conservative estimate of the market value and based on an outside evaluation. Revaluations with reduction of deferred taxes are transferred to "Revaluation reserve" under Equity.

Investments in Group Enterprises
Investments in Group Enterprises are recognised and measured under the equity method.

Group Enterprises which have a negative equity are measured to DKK 0, and receivables from these Group Enterprises are written down equal to the negative equity.

The item “Income from investments in Group enterprises” in the income statement includes the proportionate share of the profit after tax.

Other Investments
Other investments are booked at market value or at estimated value of the investments. For investments where it is not possible with reasonable accuracy to estimate the value of the investments, these are valued at cost.

Impairment of Fixed Assets
The carrying amounts of intangible assets, property, plant and equipment and financial assets are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation. If so, the asset is written down to its lower recoverable amount. The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Inventories
Inventories are measured at the lower of cost under the FIFO method and net realisable value. The net realisable value of inventories is calculated as the total of future sales revenues expected, at the balance sheet date, to be generated by inventories in the process of normal operations and determined allowing for marketability, obsolescence and development in expected sales sum less the estimated expenses necessary to make the sale.

The cost of goods for resale, raw materials and consumables equals landed cost. The cost of finished goods and intermediate products comprises the cost of raw materials, consumables and direct labour with addition of indirect production costs. Indirect production costs comprise the cost of indirect materials and labour as well as maintenance and depreciation of the machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management. Any borrowing expenses in the period of construction are not recognised.

Receivables
Receivables are recognised in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience.

Contract Work in Progress
Contract work in progress is measured at the selling price of the work performed based on the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Prepayments are set off against contract work in progress. Payments received on account in excess of the contract work performed to date are stated separately for each contract and recognised in "Contract work in progress" as short-term debt.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

Equity
Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Provisions
Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Financial Debts
Loans, such as mortgage loans and loans from credit institutions, intended held to maturity are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost equal to the capitalised value using the effective interest method; the difference between the proceeds and the nominal value (the capital loss) is recognised in the income statement over the loan period.

Employee bond schemes are recognised as a liability concurrently with the employees becoming entitled to receive bonds. The liability is measured until the point in time of allocation of bonds as the value of the work output performed by the employee in order to become entitled to a bond corresponding to the agreed salary reduction. At the point in time of the bond allocation, the bond loan is measured at cost price.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Prepayments and Deferred Income
Prepayments include expenses incurred in respect of subsequent financial years. Such expenses are typically prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred income includes payments received in respect of income in subsequent years.

Cash Flow Statement
The cash flow statement is prepared according to the indirect method based on the consolidated net result for the year.

The cash flow statement shows the cash flows for the year broken down by operating, investing and financing activity and the impact of these cash flows on cash and cash equivalents for the year.

Cash flows from operating activity are stated as the consolidated net result for the year adjusted for non-cash operating items such as depreciation and write-down, provisions and changes in working capital, interest received and paid and corporation tax paid.

Cash flows from investment activity comprise cash flows from the purchase and sale of intangible, tangible and financial fixed assets.

Cash flows from financial activity comprise cash flows from the raising and repayment of long-term loans as well as payment of dividend to shareholders.

Liquid funds consist of the item "Cash ".

A cash flow statement for the Parent Company has not been prepared, because the Parent Company's cash flow is included in the consolidated cash flow statement.

Financial Ratios
The financial ratios have been calculated in accordance with the guidelines issued by the Danish Society of Financial Analysts.

The financial ratios have been calculated as follows:

Gross margin	$\frac{\text{Gross profit x 100}}{\text{Revenue}}$
EBITDA margin	$\frac{\text{EBIT + Depreciation etc. x 100}}{\text{Revenue}}$
EBIT margin	$\frac{\text{EBIT x 100}}{\text{Revenue}}$
Return on net assets	$\frac{\text{EBIT x 100}}{\text{Total assets}}$
Solvency ratio	$\frac{\text{Equity at year end x 100}}{\text{Total assets}}$
Return on equity	$\frac{\text{Net profit for the year x 100}}{\text{Average equity}}$

Income Statement 1 January - 31 December

	Note	Group 2009 DKK mill.	Group 2008 DKK mill.	Parent Company 2009 DKK mill.	Parent Company 2008 DKK mill.
Revenue	1	**4,257**	**5,046**	**3,886**	**4,418**
Change in inventories of finished goods and intermediate products		51	-27	-65	56
Other operating income		59	51	12	18
Purchased equipment for contract works		-531	-583	-523	-587
Raw materials and consumables used		-1,263	-1,853	-914	-1,336
Other external expenses		-843	-844	-995	-1,063
Gross profit		**1,730**	**1,790**	**1,401**	**1,506**
Staff expenses	2	-1,123	-1,111	-883	-914
Depreciation, amortisation and impairment losses of tangible and intangible assets	3	-197	-173	-129	-120
Profit before financial income and expenses (EBIT)		**410**	**506**	**389**	**472**
Income from investments in group enterprises	4	0	0	25	180
Financial income	5	173	277	130	92
Financial expenses	6	-140	-108	-113	-100
Profit before tax		**443**	**675**	**431**	**644**
Tax on profit for the year	7	-109	-142	-97	-111
Net profit for the year		**334**	**533**	**334**	**533**

Proposed distribution of profit:

	2009	2008
Reserve for net revaluation under the equity method	25	-419
Retained earnings	309	952
	334	**533**

Balance Sheet at December 31

Assets

	Note	Group 2009	Group 2008	Parent Company 2009	Parent Company 2008
		DKK mill.	DKK mill.	DKK mill.	DKK mill.
Patents		30	27	23	22
Software		5	5	3	5
Intangible assets in progress		8	7	8	6
Intangible assets	8	**43**	**39**	**34**	**33**
Land and buildings		718	696	438	400
Plant and machinery		454	494	358	369
Other fixtures and equipment		140	80	105	53
Tangible assets in progress		111	168	94	146
Tangible assets	9	**1,423**	**1,438**	**995**	**968**
Investments in group enterprises		0	0	961	719
Receivables from group enterprises		0	0	5	0
Other investments		454	450	13	8
Deposits		14	14	8	8
Fixed assets investments	10	**468**	**464**	**987**	**735**
Fixed assets		**1,934**	**1,941**	**2,016**	**1,736**
Inventories	11	**1,059**	**1,103**	**666**	**815**
Trade receivables		680	859	462	634
Contract work in progress	12	150	176	149	175
Receivables from group enterprises		50	0	217	239
Other receivables		69	89	49	65
Prepayments	13	20	17	19	15
Receivables		**969**	**1,141**	**896**	**1,128**
Cash		**861**	**932**	**660**	**783**
Current assets		**2,889**	**3,176**	**2,222**	**2,726**
Assets		**4,823**	**5,117**	**4,238**	**4,462**

Balance Sheet at December 31

Liabilities and Equity

		Group		Parent Company	
	Note	2009	2008	2009	2008
		DKK mill.	DKK mill.	DKK mill.	DKK mill.
Share capital	14	55	55	55	55
Revaluation reserve		222	244	155	177
Reserve for net revaluation according to the equity method		0	0	361	319
Retained earnings		788	772	494	520
Proposed dividend		0	0	0	0
Equity		**1,065**	**1,071**	**1,065**	**1,071**
Provision for deferred tax	15	283	230	253	204
Other provisions	16	77	98	46	47
Provisions		**360**	**328**	**299**	**251**
Bonds		22	4	22	4
Mortgage debt		129	83	76	83
Credit institutions		1,227	1,380	944	1,053
Other payables		24	0	7	0
Long-term liabilities	17	**1,402**	**1,467**	**1,049**	**1,140**
Mortgage debt	17	9	5	6	5
Credit institutions	17	146	97	107	57
Prepayments from customers	18	540	512	504	472
Contract work in progress	12	593	724	588	692
Trade payables		287	411	235	368
Payables to group enterprises		0	0	4	2
Corporate taxes		18	49	40	60
Other payables	19	389	435	339	342
Deferred income		14	18	2	2
Short-term liabilities		**1,996**	**2,251**	**1,825**	**2,000**
Liabilities		**3,398**	**3,718**	**2,874**	**3,140**
Liabilities and equity		**4,823**	**5,117**	**4,238**	**4,462**

Statement of Changes in Equity

	Group				
	Share capital	Re-valuation reserve	Retained earnings	Proposed dividend	Total
	DKK mill.	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Equity at January 1, 2009	55	244	772	0	1,071
Interim dividend			-350		-350
Adjustments relating to separate foreign legal entities			17		17
Fair value adjustment of hedging instruments, beginning of year			7		7
Fair value adjustment of hedging instruments, end of year			-7		-7
Net profit for the year			334		334
Other adjustments		-22	15		-7
Equity at December 31, 2009	**55**	**222**	**788**	**0**	**1,065**

Statement of Changes in Equity

	Parent Company					
	Share capital	Re-valuation reserve	Reserve under the equity methoed	Retained earnings	Proposed dividend	Total
	DKK mill.	DKK mill.	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Equity at January 1, 2009	55	177	319	520	0	1,071
Interim dividend				-350		-350
Adjustments relating to separate foreign legal entities			17			17
Fair value adjustment of hedging instruments, beginning of year				7		7
Fair value adjustment of hedging instruments, end of year				-7		-7
Net profit for the year			25	309		334
Other adjustments		-22		15		-7
Equity at December 31, 2009	**55**	**155**	**361**	**494**	**0**	**1,065**

Cash Flow Statement

	Note	Group 2009 DKK mill.	Group 2008 DKK mill.
Net profit for the year		334	533
Adjustments	26	279	96
Change in working capital	27	-35	149
Cash flows from operating activities before financial income and expenses		578	778
Interest received etc.		169	251
Interest paid etc.		-140	-94
Cash flows from ordinary activities		607	935
Corporation tax paid or received		-103	-69
Cash flows from operating activities		**504**	**866**
Purchase of intangible assets		-12	-20
Purchase of property, plant and equipment		-201	-256
Investments in financial fixed assets, net		0	-5
Sale of property, plant and equipment		23	3
Cash flow from investing activities		**-190**	**-278**
Raising of long-term loans		74	1,001
Repayment of long-term loans		-105	-325
Dividend paid to shareholder		-350	-925
Cash flows from financing activities		**-381**	**-249**
Change in cash and cash equivalents		**-67**	**339**
Cash and cash equivalents at January 1		932	588
Exchange adjustment		-4	5
Cash and cash equivalent at December 31		**861**	**932**
Cash and cash equivalents are specified as follows:			
Cash		861	932
Cash and cash equivalent at December 31		**861**	**932**

Notes to the Annual Report

1 Segment Information

The Group's activities are in the business segment of providing catalytic processes for integrated solutions to industrial plants. The provision of these integrated solutions comprises fundamental and applied research, reaction engineering, process engineering, mechanical design and the production and supply of catalysts. The Group's revenue can be specified as: follows:

	Group		
	2009		
	DKK mill.		
	Catalyst	Technology	Total
Revenue	2,867	1,390	4,257

Of the total revenue from sale of products, contract work and license income, 25% (2008: 23%) derives from North America and 75% (2008: 77%) from rest of the world.

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
2 Staff Expenses				
Wages and salaries	950	956	761	797
Pensions	109	86	86	76
Other social security expenses	76	80	47	51
	1,135	**1,122**	**894**	**924**
Capitalisation of work perfor-med on tangible fixed assets	-12	-11	-11	-10
	1,123	**1,111**	**883**	**914**
The above including remuneration to the Management and Board Members of:				
Management	16	14	16	14
Board Members	1	1	1	1
	17	**15**	**17**	**15**
Average number of employees	**2,106**	**1,945**	**1,672**	**1,574**

Notes to the Annual Report

		Group		Parent Company	
		2009	2008	2009	2008
		DKK mill.	DKK mill.	DKK mill.	DKK mill.
3	**Depreciation, Amortisation and Impairment Losses of Tangible and Intangible Assets**				
	Patents	6	5	4	5
	Software	2	4	2	4
	Land and buildings	27	21	14	13
	Plant and machinery	112	112	71	74
	Other fixtures and equipment	50	31	38	24
		197	**173**	**129**	**120**

		Parent Company	
		2009	2008
		DKK mill.	DKK mill.
4	**Income from Investments in Group Enterprises**		
	Share of result of group enterprises, net	23	181
	Change in intercompany profit on inventories	2	-1
		25	**180**

		Group		Parent Company	
		2009	2008	2009	2008
		DKK mill.	DKK mill.	DKK mill.	DKK mill.
5	**Financial Income**				
	Income from other investments	47	156	1	1
	Interest received from group enterprises	0	0	10	11
	Interest income	22	32	19	27
	Exchange adjustments	100	61	96	53
	Value adjustments of other investments	4	26	4	0
	Other financial income	0	2	0	0
		173	**277**	**130**	**92**

Notes to the Annual Report

		Group		Parent Company	
		2009	2008	2009	2008
		DKK mill.	DKK mill.	DKK mill.	DKK mill.
6	**Financial Expenses**				
	Interest paid to group enterprises	0	0	2	3
	Interest expenses	52	58	45	48
	Exchange adjustments	79	31	58	30
	Value adjustments of other investments	0	14	0	14
	Other financial expenses	9	5	8	5
		140	**108**	**113**	**100**

		Group		Parent Company	
		2009	2008	2009	2008
		DKK mill.	DKK mill.	DKK mill.	DKK mill.
7	**Tax on Profit for the Year**				
	Current tax for the year	68	108	45	67
	Deferred tax for the year	43	19	54	32
	Adjustments to prior years	-2	15	-2	12
		109	**142**	**97**	**111**

Notes to the Annual Report

	Group		
	Patents	Software	Intangible assets in progress
	DKK mill.	DKK mill.	DKK mill.
8 Intangible Assets			
Cost at January 1, 2009	65	75	7
Additions for the year	9	0	3
Transfers for the year	0	2	-2
Cost at December 31, 2009	74	77	8
Amortisation and impairment losses at January 1, 2009	38	70	0
Amortisation for the year	6	2	0
Amortisation and impairment losses at December 31, 2009	44	72	0
Book value at December 31, 2009	**30**	**5**	**8**
Amortised over	10 years	4 years	NA

	Parent Company		
	Patents	Software	Intangible assets in progress
	DKK mill.	DKK mill.	DKK mill.
Cost at January 1, 2009	60	75	6
Additions for the year	5	0	2
Cost at December 31, 2009	65	75	8
Amortisation and impairment losses at January 1, 2009	38	70	0
Amortisation for the year	4	2	0
Amortisation and impairment losses at December 31, 2009	42	72	0
Book value at December 31, 2009	**23**	**3**	**8**
Amortised over	10 years	4 years	NA

Notes to the Annual Report

	Group			
	Land and buildings	Plant and machinery	Other fixtures and equipment	Tangible assets in progress
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
9 Tangible Assets				
Cost at January 1, 2009	768	1,812	365	168
Rate of exchange adjustment	-2	-10	0	0
Additions for the year	0	1	2	197
Disposals for the year	-31	-2	-6	0
Transfers for the year	74	72	108	-254
Cost at December 31, 2009	809	1,873	469	111
Revaluation at January 1, 2009	322	8	0	0
Rate of exchange adjustment	-2	0	0	0
Reversal of previous years' revaluation	-15	0	0	0
Revaluation at December 31, 2009	305	8	0	0
Depreciation and impairment losses at January 1, 2009	394	1,326	285	0
Rate of exchange adjustment	-1	-8	0	0
Impairment loss for the year	0	3	0	0
Depreciation for the year	27	109	50	0
Exchange adjustments of depreciation	0	-1	0	0
Reversal of previous years' depreciation on sold and scrapped assets	-24	-2	-6	0
Depreciation and impairment losses at December 31, 2009	396	1,427	329	0
Book value at December 31, 2009	**718**	**454**	**140**	**111**
Depreciated over	13 - 40 years	5 - 10 years	4 - 20 years	NA
Book value at December 31, 2009 without revaluation	466	454	140	111

During the year no interest has been recognised in cost (2008: DKK 5 million).

Notes to the Annual Report

	Parent Company			
	Land and buildings	Plant and machinery	Other fixtures and equipment	Tangible assets in progress
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
9 Tangible Assets (continued)				
Cost at January 1, 2009	497	1,240	309	146
Additions for the year	0	0	0	171
Disposals for the year	-31	-2	-5	0
Transfers for the year	74	59	90	-223
Cost at December 31, 2009	540	1,297	394	94
Revaluation at January 1, 2009	213	8	0	0
Reversal of previous years'	-15	0	0	0
Revaluation at December 31, 2009	198	8	0	0
Depreciation and impairment losses at January 1, 2009	310	879	256	0
Impairment loss for the year	0	3	0	
Depreciation for the year	14	68	38	0
Reversal of previous years' depreciation on sold and scrapped assets	-24	-3	-5	0
Depreciation and impairment losses at December 31, 2009	300	947	289	0
Book value at December 31, 2009	**438**	**358**	**105**	**94**
Depreciated over	13 - 40 years	5 - 10 years	4 - 20 years	NA
Book value at December 31, 2009 without revaluation	294	358	105	94

During the year no interest has been recognised in cost (2008: DKK 5 million).

Notes to the Annual Report

10 Fixed Asset Investment

	Group	
	Other investments	Deposits
	DKK mill.	DKK mill.
Cost at January 1, 2009	122	14
Additions for the year	0	1
Disposals for the year	0	-1
Cost at December 31, 2009	122	14
Value adjustment at January 1, 2009	328	0
Value adjustment for the year	4	0
Value adjustment at December 31, 2009	332	0
Book value at December 31, 2009	**454**	**14**

	Parent Company	
	Other investments	Deposits
	DKK mill.	DKK mill.
Cost at January 1, 2009	7	8
Cost at December 31, 2009	7	8
Value adjustment at January 1, 2009	1	0
Value adjustment for the year	5	0
Value adjustment at December 31, 2009	6	0
Book value at December 31, 2009	**13**	**8**

Notes to the Annual Report

10 Fixed Asset Investment (continued)

Karnaphuli Fertilizer Limited, Bangladesh (KAFCO)
The Haldor Topsøe Group has a shareholding in KAFCO of nominal BDT 692 million, which equals 15.01% of the shares in KAFCO. The shares have been written up to an estimated market value founded on a discounted cash flow calculation based on the present budgets and forecasts for KAFCO.

Chambal Fertilizer and Chemicals Ltd., India.
Equity participation in other enterprises also comprises investment in Chambal Fertilizer and Chemicals Ltd., India, corresponding to 0.5% of the share capital. The investment is valued at the quoted market value of the equity participation.

	Parent Company	
	Investments in group enterprises	Receivables from group enterprises
	DKK mill.	DKK mill.
Cost at January 1, 2009	400	0
Additions for the year	200	5
Cost at December 31, 2009	600	5
Revaluations at January 1, 2009	319	0
Exchange adjustment	-8	0
Net profit/(loss) for the year	25	0
Other adjustments	25	0
Revaluations at December 31, 2009	361	0
Book value at December 31, 2009	**961**	**5**

Investments in group enterprises are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership
Haldor Topsoe, Inc.	Houston, USA	TUSD 5,000	100%
Topsoe Fuel Cell A/S	Lyngby, Denmark	TDKK 30,000	100%
SAICA ApS	Lyngby, Denmark	TDKK 1,000	100%
ZAO Haldor Topsøe	Moscow, Russia	TRUB 3,500	100%
Haldor Topsøe International A/S	Lyngby, Denmark	TDKK 500	100%

All foreign group enterprises are recognised and measured as separate entities.

Notes to the Annual Report

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
11 Inventories				
Raw materials and consumables	218	315	96	180
Intermediate products	111	112	59	104
Finished goods	730	676	511	531
	1,059	**1,103**	**666**	**815**

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
12 Contract Work in Progress				
Selling price of work performed	3,923	3,115	3,816	3,074
Payments received on account	-4,366	-3,663	-4,255	-3,591
Contract work in progress, net	**-443**	**-548**	**-439**	**-517**
Recognised in the balance sheet as follows:				
Contract work in progress recognised in assets	150	176	149	175
Contract work in progress recognised in liabilities	-593	-724	-588	-692
	-443	**-548**	**-439**	**-517**

13 Prepayments

Prepayments mainly consist of prepaid property tax and rent.

Notes to the Annual Report

14 Share Capital

The share capital consists of 55,000 shares of a nominal value of DKK 1,000. No shares carry any special right.

	2009	2008
	Number	Number
Shares of a nominal value of DKK 55.000.000	55,000	55,000

The following shareholder is recorded in the Parent Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Haldor Topsøe Holding A/S, Lyngby, Denmark

15 Provision for Deferred Tax

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Tangible and intangible assets	-69	-71	-10	-7
Inventories	34	3	31	3
Work in progress	-254	-196	-254	-196
Provisions	25	30	10	12
Other	-19	4	-30	-16
	-283	**-230**	**-253**	**-204**

Recognised in the balance sheet as follows:

Provision for deferred tax	-283	-230	-253	-204
	-283	**-230**	**-253**	**-204**

16 Other Provisions

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Warranties	41	47	41	47
Pension liabilities	27	48	0	0
Other provisions	9	3	5	0
	77	**98**	**46**	**47**

Times of maturity for the major part of provisions are expected to be after 1 year.

Notes to the Annual Report

	Group 2009	Group 2008	Parent Company 2009	Parent Company 2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
17 Long-term Liabilities				
Bonds				
After 5 years	18	4	18	4
Between 1 and 5 years	4	0	4	0
Long-term part	22	4	22	4
Short-term part	0	0	0	0
	22	**4**	**22**	**4**
Mortgage Debt				
After 5 years	93	60	50	60
Between 1 and 5 years	36	23	26	23
Long-term part	129	83	76	83
Short-term part	9	5	6	5
	138	**88**	**82**	**88**
Credit Institutions				
After 5 years	443	602	316	474
Between 1 and 5 years	784	778	628	579
Long-term part	1,227	1,380	944	1,053
Short-term part	146	97	107	57
	1,373	**1,477**	**1,051**	**1,110**
Other Payables				
After 5 years	7	0	7	0
Between 1 and 5 years	17	0	0	0
Long-term part	24	0	7	0
Short-term debt	0	0	0	0
	24	**0**	**7**	**0**

Other payables concern derivatives.

Notes to the Annual Report

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
18 Prepayments from Customers				
Prepayments related to license agreements	265	246	265	246
Prepayments related to sale of goods	275	266	239	226
	540	**512**	**504**	**472**

	Group		Parent Company	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
19 Other Payables				
Staff related	201	226	179	203
Tax related	49	46	50	46
Derivatives	6	23	6	23
Other	133	140	104	70
	389	**435**	**339**	**342**

20 Assets Pledged

For the Group fixed assets (land and buildings) with a book value amounting to DKK 446 million (2008: 447million) have been pledged. For the Parent Company, this amount is DKK 310 million (2008: DKK 304 million). The remaining balance of the loans secured by fixed assets as of December 31, 2009 was DKK 268 million (2008: DKK 229 million) for the group. For the Parent Company, this amounts to DKK 213 million (2008: DKK 229 million). Fixed assets are pledged by means of real estate mortgage deeds and owners' mortgage deeds. The nominel values hereof are DKK 533 million (2008: DKK 477 millions) for the group and DKK 477 million (2008:DKK 477 million) for the parent company.

Furthermore all assets of Haldor Topsoe Inc. has been pleged as security for loan amounting to DKK 321 millioner (2008: DKK 367 millioner).

Assets are pledged as security for long-term loans including mortgage loans. However, in case of other debt to the pledgee, the pledged asset(s) may - until release thereof, e.g. due to repayments in full of the loan for which it was pledged - serve as security for any present or future obligation, that we may have towards such a pledgee.

The Parent Company has guaranteed for Topsoe Fuel Cell A/S's mortgage loan, DKK 56 million.

Notes to the Annual Report

21 Guarantees

The outstanding balance as of December 31, 2009 for guarantees given by banks and credit insurance institutions on the Group's behalf for contract work etc. amounts to DKK 740 million (2008: DKK 1,022 million). Other guarantees given by banks on the Group's behalf amounts to DKK 948 million (2008: DKK 969 million), of which DKK 922 million are guarantees for long-term loans from the European Investment Bank.

Total of bank/insurance guarantees given on the Group's behalf amounts to DKK 1,688 million (2008: DKK 1,991 million).

The outstanding balance as of December 31, 2009 for bank guarantees received by the Group from suppliers for contract work etc. amounts to DKK 100 million (2008: DKK 149 million).

The outstanding balance as of December 31, 2009 for letters of credit issued in favour of the Group as security for payment under various supply contracts amounts to DKK 583 million (2008: DKK 990 million).

22 Contractual Obligations

At December 31, 2009 the Group had entered into a number of leasing and rental agreements relating to premises and equipment etc. The total lease and rental payments during the non-cancellable periods, which in some cases extend to 2018, amount to DKK 256 million (2008: DKK 284 million). For the Parent Company it amounts to DKK 230 million (2008: DKK 248 million).

	Group		**Parent Company**	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Less than 1 year	47	46	36	34
Between 1 and 5 years	132	133	118	109
After 5 years	77	105	76	105
	256	**284**	**230**	**248**

23 Fee to Auditors Appointed at the General Meeting

	Group		**Parent Company**	
	2009	2008	2009	2008
	DKK mill.	DKK mill.	DKK mill.	DKK mill.
Statutory audit fee	2	2	1	1
Other assurance statements	1	1	0	0
Tax assistance	1	1	1	1
Other assistance	1	1	1	1
	5	**5**	**3**	**3**

Notes to the Annual Report

24 Related Parties

	Basis
Significant Interest	
Dr. Haldor Topsøe, Vedbæk, Denmark	Chairman of Board
Haldor Topsøe Holding A/S, Lyngby, Denmark	Shareholder
Other Interest	
Mr. Oluf Engell, Skodsborg, Denmark	Member of Board, Lawyer

There have been no transactions carried out with the board, management, key management personnel, shareholders, group enterprises or other related parties, which has not been under normal market conditions.

Internal transactions within the Group have been eliminated in the group accounts.

25 Consolidated Accounts

Haldor Topsøe Holding A/S prepares consolidated accounts in which the Company and its group enterprises are a part.

26 Cash Flow Statement - Adjustments

	Group	
	2009	2008
	DKK mill.	DKK mill.
Financial income	-173	-277
Financial expenses	140	108
Depreciation, amortisation and impairment losses, including losses and gains on sales of fixed assets	197	173
Tax on profit for the year	109	142
Other adjustments	6	-50
	279	**96**

27 Cash Flow Statement - Change in Working Capital

	Group	
	2009	2008
	DKK mill.	DKK mill.
Change in inventories	42	-55
Change in receivables	167	-426
Change in contract billings	-103	338
Change in suppliers, etc.	-141	292
	-35	**149**