

Balchem Corporation Signs Definitive Agreement to Acquire Kappa Bioscience AS

New Hampton, New York, (June 14, 2022) - Balchem Corporation (NASDAQ:BCPC), a global specialty ingredients company focused on Nutrition and Health, has signed a definitive agreement to acquire Kappa Bioscience AS (“Kappa”), a leading science-based manufacturer of specialty vitamin K2 for the human nutrition industry, headquartered in Oslo, Norway.

Vitamin K2 is a fast-growing specialty vitamin that plays a crucial role in the human body for bone health, heart health, immunity, and athletic performance. Primarily, vitamin K2 supports the transport and distribution of calcium in the body. Vitamin K2 is important at all life stages, from pregnancy and early life to healthy aging. Kappa’s K2VITAL[®] branded vitamin K2 is the leading synthetic vitamin K2 and is backed by strong intellectual property and a deep clinical research portfolio.

Ted Harris, Chairman, CEO and President of Balchem, said, “We are thrilled to welcome Kappa Bioscience’s strong and experienced team to Balchem. This acquisition accelerates our strategy to expand our portfolio of science-based specialty nutrients with leading positions in growing markets. Vitamin K2 fits squarely with our strategic focus and our vision of ‘making the world a healthier place’. Kappa is the leader within its space and the only company offering a patented, 99.7% all-trans vitamin K2 as MK-7, identical to the bioactive vitamin K2 molecule found in nature. We believe the combining of our two companies will strengthen our scientific and technical expertise, geographic reach, and marketplace leadership while ultimately leading to accelerated growth for both companies’ portfolios.”

Egil Greve, Kappa Bioscience President & CEO, said, “We are extremely excited to join Balchem, a market leader in human nutrition and health and a science-driven company that aligns well with our vision to improve the quality of life for all. Our partners can expect continued expert knowledge, scientific excellence, product safety and quality, and customer service as we further strengthen these areas together with Balchem. Our two companies are very complementary to each other. Balchem’s strength in the United States will further accelerate the growth of Kappa’s vitamin K2 platform in that key market. At the same time, Kappa provides Balchem with increased access to European markets. Both companies share a passion for science-based nutrition solutions while operating to the highest integrity and doing it right.”

Balchem is acquiring Kappa from majority owner Verdane Edda for an enterprise value of NOK 3.175B (approximately USD 338M). This transaction represents an EV/EBITDA multiple of 18x based on the 2022 forecast EBITDA. Kappa’s forecast 2022 revenues are approximately NOK 500M (approximately USD 53M) with a strong growth and margin profile. The transaction is expected to be accretive to Balchem’s earnings per share in 2022 on an adjusted basis. In addition to the purchase price, the sellers have an opportunity to receive an additional payment in 2024 of 0% to 16% of the enterprise value based on growth and other performance targets.

The transaction closing is subject to the completion of customary closing conditions and will be financed through Balchem’s existing revolving credit facility and cash on hand.

Following the acquisition, Kappa will be included in Balchem's Human Nutrition and Health business segment.

About Balchem Corporation

Balchem Corporation develops, manufactures and markets specialty ingredients that improve and enhance the health and well-being of life on the planet by providing state-of-the-art solutions and the finest quality products for a range of industries worldwide. The company reports three business segments: Human Nutrition & Health; Animal Nutrition & Health; and Specialty Products. The Human Nutrition & Health segment delivers customized food and beverage ingredient systems, as well as key nutrients into a variety of applications across the food, supplement and pharmaceutical industries. The Animal Nutrition & Health segment manufactures and supplies products to numerous animal health markets. Through Specialty Products, Balchem provides specialty-packaged chemicals for use in healthcare and other industries, and also provides chelated minerals to the micronutrient agricultural market.

About Kappa Bioscience

Kappa Bioscience AS was founded in Oslo, Norway, in 2006 following a game-changing discovery: The synthesis of pure, all-bioactive vitamin K2 MK-7, an essential vitamin needed to direct calcium around our bodies and keep hearts, bones, and lots of other things healthy. Today, that pioneering spirit is still as strong as ever. With patented processes, innovative technology, and renowned expertise, Kappa Bioscience AS produces K2VITAL® and K2VITAL® Delta; vitamin K2 with unmatched purity and stability, in a wider range of formulations than anyone else, to bring the best possible benefits of vitamin K2 to everyone.

From vitamin K2 and turn-key solutions to research and marketing initiatives, to product launches and growth strategies, Kappa Bioscience AS believes in doing it right. That means developing products and services that set new standards of excellence, made with integrity, and through close collaboration. Together with its partners, Kappa Bioscience AS is helping the health and nutrition industry turn a corner, without cutting corners.

Forward-Looking Statement

This release contains forward-looking statements, which reflect Balchem's expectation or belief concerning future events that involve risks and uncertainties. Balchem can give no assurance that the expectations reflected in forward-looking statements will prove correct and various factors could cause results to differ materially from Balchem's expectations, including risks and factors identified in Balchem's annual report on Form 10-K for the year ended December 31, 2021. Forward-looking statements are qualified in their entirety by the above cautionary statement. Balchem assumes no duty to update its outlook or other forward-looking statements as of any future date.

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