



DKSH Capital Markets Day 2024

London, November 18, 2024

Delivering Growth – in Asia and Beyond.

Today's Speakers





Marco Gadola Chairman of the Board of Directors



Stefan P. Butz Chief Executive Officer



Ido Wallach Chief Financial Officer



Bijay Singh Head Business Unit Healthcare



Hanno Elbraechter Head Business Unit Technology



Chris Ritchie Head Business Unit Consumer Goods



Thomas Sul Co-Head Business Unit Performance Materials



Natale Capri Co-Head Business Unit Performance Materials

Today's Agenda



Time	Theme	Speaker
13:05 – 13:20	Chairman's Address	Marco Gadola
13:20 – 13:50	CEO Note	Stefan P. Butz
13:50 – 14:20	Financial Framework	Ido Wallach
14:20 – 14:35	Break	
14:35 – 15:05	Business Unit Healthcare	Bijay Singh
15:05 – 15:35	Business Unit Technology	Hanno Elbraechter
15:35 – 16:00	Break	
16:00 – 16:30	Business Unit Consumer Goods	Chris Ritchie
16:30 – 17:00	Business Unit Performance Materials	Thomas Sul, Natale Capri
17:00 – 17:15	Break	
17:15 – 18:00	Q&A Session	CEO, CFO, Business Unit Heads
18:00	Dinner @ Los Mochis	

Chairman's Address





Marco Gadola Chairman of the Board of Directors

Joined DKSH: 2020

DKSH is well positioned for its next phase of growth, margin expansion and accelerated M&A

DKSH Is Well Positioned for Its Next Phase of Growth, Margin Expansion, and Accelerated M&A





Building on a Strong Foundation



 \checkmark

Asia Pacific remains an attractive growth region outpacing the world

DKSH has a **resilient, asset-light,** and cash generative business model

Unmatched ~160 years legacy with unique network and relationships

With a Proven Track Record



Core EBIT CAGR +10.1%¹

High Performance Culture established



Distributed >CHF 650M in dividends and invested in 28 M&As²



CEO Note





Stefan Butz Chief Executive Officer

Joined DKSH: 2017

DKSH mid-term roadmap: Deliver growth, margin expansion, and accelerated M&A

Deliver on Our 2020 Promises: A Better, More Efficient Company



Our Promises at the CMD 2020

- <u>ک</u>
- **Drive Business Unit growth strategies**
- \bigcirc
- M&A and expand regional footprint
- Nurture high-performance culture
- Drive operational excellence
- Champion digitalization



Our Delivery

- Higher **strategic focus**, Core EBIT **ca. +50%**¹
- 28 M&AS since 2019
 - **78** engagement score (from 74)
- Core EBIT Margin +60bps
- 🕑 Dig
 - Digital Sales: $>3.5x^2$, Value Chain further digitized, AI test pilots
 - Modernized distribution centers, less paper, more digital payments

We Are the Leading Market Expansion Services Provider in Asia and Beyond





We are experts in **navigating agile**, complex

markets with strict compliance to local regulations and consumer preferences

We provide unmatched **One-stop sales**, **marketing and distribution solutions** for companies expanding in Asia and beyond

With almost **160 years** of experience in Asia, we leverage a **strong network** of trusted partnerships

Our diverse portfolio across four Business Units provides **a high level of resilience** through global challenges and economic shifts

Further Expanded Regional Footprint Since 2019



Net Sales by Market 2023



Thailand

Malaysia

Taiwan

Hong Kong

Vietnam

Singapore

Australia / New Zealand

Rest of Asia Pacific

Rest of the World

Established specialty chemicals

distribution platform in North America





Focus on fast-growing VIP markets*

Strong Long-Term Performance







¹ Constant exchange rates (CER): Figures converted at 2019 exchange rates. For the definition of Alternative Performance Measures (APM), see Annual Report 2023

DKSH Mid-Term Roadmap: Our Strategic Priorities will Deliver Higher Core EBIT Levels¹





Growth Through Strong Underlying Fundamentals and Business Unit Growth Strategies





Structural Tailwinds

Sound economic fundamentals

Favourable demographic trends

Outsourcing and digitalization



Higher complexity and regulation



Distributor network consolidation

Organic Execution (Business Unit Strategies)

Healthcare: Expand our strong market position and drive into higher value segments and services

Consumer Goods: Leverage on our leadership position to drive profitable growth in Asia Pacific

Performance Materials: Build leading global position in specialty chemicals distribution

Technology: Solidify our position as a leading Scientific Solutions provider in Asia and Beyond

Margin Expansion Through Operational Excellence and Portfolio Mix





Operational Excellence



Sales force excellence

Improve cost position



公

Drive simplification

Portfolio Mix



Increase share of full-service business

Щ

Drive higher-margin segments (e.g. Own Brands)



Strategic healthy client mix

M&A: Accretive Acquisitions Supplementing Organic Growth



M&A priorities

- Focus on higher-margin business based on attractive pipeline
- Continue bolt-on strategy to fill white spots
- Explore attractive adjacent geographies
- Increase number and impact of M&A deals
- Drive more meaningful acquisitions, with focus on Performance Materials
- Strong balance sheet allows for 2x Net debt / EBITDA leverage

Commitment to continued strategic bolt-on M&A approach, with appetite for more impactful transactions

KSH

Our Commitment to Sustainability is Reflected in Strong Rating Results





Our Four Sustainability Objectives



Flourishing people



Achieve net zero emissions

Sustainable value chains



Positive local impact

Committed to set Science Based Target

Selection of Sustainability Ratings



Driving Growth Through Smart Digitalization





Key Highlights

Digitalization of distribution centers





83% digital payments in 2023, up from 75% in 2022



Ambition to innovate & incubate, drive digital transformation, and increase digital sales

Accelerating our Performance Culture – Investing in and Empowering our People

 \sim

 \mathbb{Z}





Key Highlights



Increased employee engagement score of **78** (from 74)

Award-winning employer of choice



We continue to attract, empower and develop talent for DKSH

DKSH Finance Update





Ido Wallach Chief Financial Officer

Joined DKSH: 2019

Scaling our business for further sustainable, profitable growth in Asia and Beyond

DKSH Operates a Resilient and Diversified Business Model





Strong Core EBIT Development Driven by All Business Units



DKSH

Core EBIT Growth Backed by Gross Profit Margin Increase and Lower OPEX



	FY 2019		FY 2023		Var.	
	CHF million	% Net Sales	CHF million	% Net Sales	% Net Sales	
Net Sales	11,579		11,066			
Gross Profit	1,616	14.0%	1,670	15.1%	1.1%	
Personnel Costs	688	5.9%	756	6.8%	0.9%	
Other Opex incl. Depreciation	566	4.9%	502	4.5%	-0.4%	
Amortization	11	0.1%	24	0.2%	0.1%	
Core EBIT	280	2.4%	330	3.0%	0.6%	

 \bigotimes

Continued focus on Gross Profit Margin growth and lower OPEX lead by supply chain efficiencies







¹ Constant exchange rates (CER): Figures converted at 2019 exchange rates. For the definition of Alternative Performance Measures (APM), see Annual Report 2023

Strong Balance Sheet with Substantial Upside Potential



Balance sheet as of D	ecember			
Assets (in CHF m)		Liabilities and Equity (in CHF m)		
Cash 68				
Trade receivables	1,841	Trade payables	2,025	
Inventories	1,138	Other liabilities	750	
Other current & non-current assets	576	Lease liabilities	278	
Intangibles / Goodwill	786	Borrowings	681	
			1,738	
PPE	144	Equity and		
Right of use asset	262	minority interests		
Financial assets	39			
	5,471		5,471	

Key characteristics of our operating model

- Asset-light business model
- Solid return on capital RONOC: **18.7%**
- Strong cash position
- Zero net debt
- Equity Ratio: 31.8%

Strong Cash Generation Enables M&A Acceleration and a Progressive Dividend Policy







Accelerated, More Meaningful M&A

M&A

Framework



Strategic & financial criteria

Deep due-dilligence (commercial,

companies incl. move to our SAP

legal, financial, HR, regulatory)

Full integration of acquired

Post-acquisition tracking

- Strategic value & cultural fit
- Margin accretive
- Focus on higher margins
- Risk management

M&A process

٠

٠

•

Financial Framework

- Continue bolt-on strategy
- More meaningful M&A possible
- Ambition to leverage up to ~2x
 Net Debt / EBITDA
- Continue with progressive dividend policy

Funding sources

Focus:

.

- Cash
- Debt

Optionality:

Equity



Executed on geographical expansion: ANZ Profit grew 10x driven by focused M&A strategy

Page 26

DKSH Mid-Term Roadmap Growth, Margin Expansion and Accelerated M&A





DKSH Mid-Term Roadmap for the Future Growth, Margin Expansion, and Accelerated M&A





Deliver accelerated net sales growth above GDP^{1,2} Expand margin on average by at least 10 basis points annually²

Target of at **least 90%** cash conversion² Accelerate **more impactful M&A** and continue with **progressive dividend policy**

Scaling our business for further sustainable, profitable growth in Asia and Beyond

¹ Weighted GDP calculation based on DKSH Net sales market split. Organic growth supplemented with M&A. ² Assumes economic growth in Asia Pacific, at constant exchange rates (CER), and barring any unforeseen events. For the definition of Alternative Performance Measures (APM), see Annual Report 2023

Business Unit Healthcare





Bijay Singh Head Business Unit Healthcare

Joined DKSH: 2015

Expand our strong market position and drive into higher value segments and services





Deliver on Our 2020 Promise: Strong Core EBIT Growth and Continued Margin Increase



Our CMD 2020 Promise

"Expand our strong market position and drive into higher value segments and services"

Our Delivery

 \bigcirc

Expanded coverage to 16 markets across APAC

Core EBIT > **40%**¹

Increased share of Commercial Outsourcing, Own Brands and Value-added Services

Net Sales (in CHF billion), **Core EBIT** (in CHF million)



Attractive Asian Healthcare Markets Offer Abundant Growth Opportunities



Key Market Trends



3.5 bn Asian middle class by 2030 (2020: 2.0 bn)



75% of deaths from NCDs¹ by 2030 (2020: 60%)



2x population aged 65+ by 2030



70% rise in healthcare spending by 2030

Growth Across Clusters

Se DKSH



DKSH Provides a Variety of Flexible Business Models, Creating Value for Business Partners and Shareholders



Commercial Outsourcing and Own Brands drive transformation towards higher margin levels

KSH

Four Strategic Priorities to Further Accelerate Top Line Growth and Margin Expansion



Lead in Commercial Outsourcing

- Expand focus to high-margin multi-country deals
- Drive top-line growth and productivity



Accelerate Own Brands

- Grow core categories
- Focus on M&A
- Accelerate tier two markets



Increase Market Share of Distribution

- Focus on priority wins for Business development
- Emphasize digitalization & automation services
- Improve operational
 efficiency



B

- Enter new white spaces i.e., home care, patient monitoring
- Scale services under development

Purpose and Mission – Enriching People's Lives by Providing Healthcare for All

We exist to help patients, in Asia Pacific and Beyond, get reliable and efficient access to the best healthcare possible, with an emphasis on quality and compliance, leveraging technology wherever possible.



Commercial Outsourcing Success Story: Securing the Largest Deal in DKSH Healthcare History With Kyowa Kirin





Key Highlights

- Covering six markets
- > CHF 100 million annual net sales
 - Business acceleration for Korea and Taiwan
- 72 Kyowa Kirin employees joining DKSH

Increase competitiveness in medical affairs and shift perception from OTC player to specialized portfolio expert

Own Brands Success Story: Smooth Integration of Eisai Brands Across Nine APAC Markets





Key Highlights

- Covering nine markets
- > CHF 15 million annual net sales
 - Ahead of business plan above initial EBIT target
- Increased market share in Thailand, Malaysia and Philippines

Demonstrated strong capability in integrating brands, fueling M&A aspirations

Distribution (3/4 PL): Our Right to Play and Turbo-Charger for Commercial Outsourcing





Role of Distribution

- Contribute EBIT to the BU (>30%)
- Leverage as stand-alone service
- Build critical mass, meet client needs
- Be entry point for client relationships
- High Return on Investment

Nurture our existing profitable business and further drive competitiveness and

capabilities across all markets



Leverage distribution business to turbo-charge commercial outsourcing and Own Brands
Disciplined Bolt-On Acquisitions Will Continue





M&A priorities

- Own Brands
- Commercial Outsourcing
- Value-added services
- Distribution

Geographies

- APAC white spots
- Own Brands: APAC & DACH
- Actively exploring expansion into India etc.

Categories

- Pharma, OTC, Medical Device
- VAS: Data, digital, services

Regular opportunities in targeted growth areas, ongoing strategic evaluation of margin-accretive businesses

Business Unit Technology





Hanno Elbraechter Head Business Unit Technology

Joined DKSH: 2014

Solidify our position as a leading scientific solutions provider in Asia and Beyond

A Leading Technology Provider With Focus on Scientific Solutions





Deliver on Our 2020 Promise: Double-Digit Growth



Our CMD 2020 Promise

"Build resilience, deliver growth to exceed pre-COVID-19 levels"

Our Delivery



Resilience: Higher share of consumables, and services



Growth: Net sales >45%¹ incl. 4 acquisitions

Exceed: Core EBIT >60%¹

Net Sales and Core EBIT (in CHF million)



¹ Constant exchange rates (CER): Figures converted at 2019 exchange rates; * For the definition of Alternative Performance Measures (APM), see Full-Year Report 2023

Structural Growth Across Key Industries in Asia



Key Industries

Food & Beverage



- Pharmaceuticals
- Material Science

Key Trends

- **Growing middle class** fuels demand for quality products and advanced technologies
- Rising health needs drive demand for biotech solutions
- Growth in food industry boosts demand for quality control and safety testing solutions
- The rise of high-tech industries requires innovative materials

Our Capabilities



Example Workflow: Genomics



Case Study: Enable Life Science Researches in Southeast Asia With Strategic Partnership With PacBie



Challenge

Genomic research in Southeast Asia needs to access advanced sequencing technology for precision medicine and cancer diagnostics.

Approach

Regulatory advice and market access, collaborating with local key opinion leaders to promote advanced sequencing solutions.

Result

Partnership in 5 markets ~CHF 30 million expected net sales next 3-5 years

Visit the full story here

Thailand Chulalongkorn University Advanced cancer testing

Indonesia Dharma Setia Foundation Population genomics Philippines Mariano Marcos State University Human gut microbiome research Singapore National Cancer Institute Oncology research Vietnam KTest Prenatal diagnostics

Five Strategic Pillars to Drive Top and Bottom-Line Growth



Mission: Provide sustainable growth through systematic market development and in-depth technical expertise in Asia-Pacific



Scientific Solutions

Solidify position as a leading solution provider in Asia-Pacific





Focus on precision machinery, semiconductor & electronics



Consumables and Services

Expand higher-margin consumables and service business



Digital Transformation

Integrated digital platform and establish leading eCommerce platform for labs

M&A

Acquire scientific solution providers in Asia-Pacific and screen adjacent geographies

Solidify Position in Scientific Solutions, Focus on Hi-Tech, and Drive Consumables & Services



Scientific Solutions

- 34% of Business Unit Net Sales¹
- Double-digit growth (CER)
- Higher consumables share (from ~10% to ~30%)
- Three acquisitions: Thailand, Korea, and ANZ

Mid-term Vision

- Business development for regional partnership
- · Further grow consumables and services share
- Strong M&A pipeline in APAC, screen adjacent geographies



ProxiMate by Büchi Labortechnik, Link

Hi-Tech Industries

- 40% of Business Unit Net Sales¹
- Fostered a high-tech niche strategy
- · Capitalized on tailwinds for Precision Machinery in China
- DNIV acquisition in Semiconductors/Electr.

Mid-term Vision

- Continue to follow a high-tech niche strategy
- Focus on Northeast Asia for Precision Machinery, Southeast Asia for Semiconductor & Electronics
- Expand with key accounts



Klingelnberg Precision Machinery, Link

Consumables & Services

- 27% of Business Unit Net Sales^{1,2}
- Higher stickiness through repetitive interactions
- Implementation of state-of-the-art services management tool
- Expanded calibration business

Mid-term Vision

- Expand installed base
- Grow own brands consumables (LabPro)
- Target firms with high share of consumables
- eCommerce platform (LabShop)



¹ Percent of Business Unit Technology Net Sales FY 2023; ² Consumables & Services are included in all Business Lines

Digital Transformation Drives Productivity, Customer Satisfaction, and New Revenue Streams





DKSH Technology Accelerates Market Consolidation of the Scientific Solutions Industry



Bosung (South Korea, 2021)



DNIV (China, South East Asia, 2022)



SPC (Thailand, 2020)



Scientific Solutions M&A

Semiconductor M&A



16 markets 4 A&M 800 specialists **530** sales 270 service

M&A priorities

Continuous screening of scientific solutions & semiconductor targets

Geographies

Focus on Asia-Pacific, investigating expansion in adjacent geographies such as India / Middle East etc.

Business Unit Consumer Goods





Chris Ritchie Head Business Unit Consumer Goods

Joined DKSH: 2023

Leverage on our leadership position to drive profitable growth in Asia Pacific

DKSH Consumer Goods at a Glance





As a Leading Market Expansion Service Provider in Asia, We Support our Clients with Tailored One-Stop-Shop Solutions





Expanding across Asia





DKSH

Focus for the future

Profitable Growth Acceleration

¹ Constant exchange rates (CER): Figures converted at 2019 exchange rates. ² The 2019 figure for Consumer Goods is based on EBIT.

Initiatives & Recap

- 2.5% Margin target achieved in H1 2024
- More agile & efficient organization

Major Wins Since Last CMD

- Client portfolio optimization completed
- New leadership on board
- Strategy for the future defined







Vision	DKSH is acknowledged as the best Sales & Distribution force of any FMCG player across APAC						
Strategic priorities							
Grow sales & market share		Drive new client acquisition	Accelerate margins & scale with				
	existing clients	 For sustained mid- and long-term 	 secondary growth engines Own Brands, Food Service, 				
 Sales Force Effectiveness to win at shelf 		growth	eCommerce and Field Activation				
 Route to Market & General Trade coverage focused on top pareto outlets 		 Attract & hunt clients from defined priority segments with higher embedded growth & margin opportunities 	Supplement with M&ABreadth of geographic coverage				
		 Continually seek margin enhancing opportunities with existing clients 					

Sales Force Effectiveness Capability Build



Priority programs for continual development towards our "best sales force" vision



Right plans: integrated commercial planning:

• Building sales by successfully integrating individual brand plans at individual customer outlets



Right outlets and SKUs:

• Prioritizing top outlets and top SKU mix to drive sales, margin, and share growth



Right selling skills, practices, and incentives:

- Capability development programs to capture and build group best practice
- Priority focus on modern and general trade, while expanding capabilities within eCommerce and Food Service



Right operating analytics for continual improvement:

- Performance management based on detailed KPI metrics linked to incentive-based sales remuneration
- Underpinned with digital enablement of the Sales and Merchandising teams

Sales Force Effectiveness: What Are the In-Market Results? Consumer Goods Thailand Example





Driving Business Development for Profitable Growth





First Achievement: Net sales of top clients +8.5%¹ (versus Business Unit Consumer Goods +2%)

Focus Areas and Their Growth Opportunities



Key Categories	Size of the Category	Growth Forecast	Opportunity to Win	Where to Win
Chilled & Frozen	CHF 20 bn	+	++	Modern trade, Food Service
Dairy & Alternatives	CHF 33 bn	+	+++	Modern trade Food Services
Consumer Health	CHF 24 bn	++	+++	Pharmacy, e-Commerce, modern & general trade
Premium Beauty Care	CHF 19 bn	++	+	e-Commerce beauty specialty
Pet Care	CHF 9 bn	+	+	e-Commerce specialty retail

Accelerate with Secondary Growth Engines





Highlights Business Unit Consumer Goods





- Nearly 160 years of experience in Asia
- DKSH is the only player with comprehensive regional coverage
- We generate growth opportunities through a comprehensive, tailor-made portfolio of Market Expansion Services
- Resilient, asset-light and cashgenerative business model
- Clear strategy for profitable growth

Business Unit Performance Materials





Thomas Sul Co-Head Business Unit Performance Materials

Joined DKSH: 1996



Natale Capri Co-Head Business Unit Performance Materials

Joined DKSH: 1998

Build leading global position in specialty chemicals and ingredients distribution

World-Class Solutions for Performance Materials





Proven capabilities, strong industry know-how and local networks

Delivering Results: Achievements Since Last CMD



Net Sales (in CHF million)



Core EBITA (in CHF million)



EBITA Margin (in %)



Key Highlights

- Global expansion on track
 - Presence in North America increased by **6x**
- Business scaling success
 - Net Sales **1.7x** (at CER) vs 2019
- Enhanced resilience
 - Stronger, diversified, and more resilient business
- Scaled our digital business
 - More than **50x revenue increase** with our digital business DKSH Discover



Strategy: Build Leading Global Position in Attractive Specialty Chemicals Distribution Market





clients and customers for being innovative, successful, growth-driven and entrepreneurial

Globalize Our Core Business & Boost the Future Stars





Note: Bubble sizes represent 2023 net sales split. Red dots indicates markets in which we have offices. ¹ CASE = Coatings, adhesives, sealants, and elastomers

Operational Excellence with a Focus on Gross Profit Margin Growth









Gross Profit Margin +230 basis points



Gross Margin Drivers:

- One ERP system with global standardized business analytics and performance management
- Significantly improved pricing process incl. Gross profit margin incentivation
- Focus on favorable portfolio mix, e.g. increasing share of Life Science business
- Optimized sales and inventory planning

Digital Business as a Strong Organic Growth Driver

See DKSH

- **Digital as a Service** for customers and clients
- Creating leads, opportunities, and projects
- DKSH is the #1 distributor in chemical market places¹
- A cloud-based ecosystem supported by AI for our customers and clients

USP for customers:

- DIY access to all ingredients
- Connect with an expert
- One-click re-ordering

USP for clients:

- Power BI client report with live results
- Live management of supplier information
- Connected: Integrated to our CRM









¹ Source: Leading material selection platforms www.specialchem.com and www.ulprospector.com.

Expand Margin with Focus on Value Added Manufacturing





Average Gross Profit Margin in %

15-25%

15-20%

25-30%

>30%

Positive Outlook for Specialty Chemicals Distribution



Global third-party chemical distribution market size and CAGRs by segment¹ (in EUR billion)



Key Highlights

- The global specialty chemical distribution market is projected to grow with a CAGR of 3.9% from 2024 to 2027
- >70% of global chemicals growth until 2035+ from Asia²
- An increasing outsourcing share comes along with a set of expectations toward distributors
- Life sciences industry is **non-cyclical** with consistent **demand growth**

DKSH Positioned to Drive Forward the Consolidation of the Global Specialty Chemicals Distribution Market





¹ Market size of Global Specialty Chemicals Distribution Market (BCG 2023). ² Annual Net Sales: Bolt-ons: below CHF 10m, Medium-size: CHF 10-100m, Larger > CHF 100m





Geographic expansion progressing well

Organic Growth Complemented with M&A Delivers Value

Example: Australia & New Zealand CHF m at CER¹



KSH

Sase Study

Attractive Investment Opportunity





We address promising market & industry trends in Asia Pacific

Resilient, asset-light, and cash-generative business model

We hold **leading scalable positions** in our industries We focus on **people**, **digital,** and **sustainability**

Attractive investment – backed by a demonstrated track record – with substantial upside through M&A

Disclaimer



While this presentation has been prepared by DKSH with due care and based on information it reasonably believes to be accurate, complete and up-to-date on the date hereof, this presentation may be inaccurate or incomplete or contain typographical errors or information that is not up-to-date. DKSH does not assume any liability for relevance, accuracy or completeness of the information included in this presentation. DKSH reserves the right to change, supplement or delete at any time some or all of the information included in this presentation without notice.

This presentation may contain certain forward-looking statements relating to DKSH and its business, including, but not limited to, statements regarding DKSH's financial position, business strategy, plans and objectives of management for future operations. Words like "believe", "anticipate", "expect", "project", "estimate", "predict", "intend", "target", "assume", "may", "might", "could", "should", "will" and similar expressions may indicate such forward-looking statements. Forward-looking statements are based on numerous assumptions regarding, among other things, DKSH's present and future business strategies and the environment in which DKSH will operate in the future, some of which are beyond DKSH's control. Forward-looking statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of DKSH to be materially different from those expressed or implied by such statements. Readers of this presentation should therefore not place undue reliance on these statements. In particular, readers should not rely on any forward-looking statements in this presentation in connection with their entering into any contract or forming an investment decision. DKSH disclaims any obligation to update any forward-looking statements.

The layout, graphics and other contents of this presentation are protected by copyright law and may not be reproduced or used without DKSH's prior written consent.