

Stamholmen ApS

Kay Fiskers Plads 11
2300 Copenhagen S
CVR No. 10092116

Annual report 2019

The Annual General Meeting adopted the
annual report on 29.06.2020

Bolette Wildt

Chairman of the General Meeting

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Entity details

Entity

Stamholmen ApS
Kay Fiskers Plads 11
2300 Copenhagen S

CVR No.: 10092116
Date of foundation: 24.09.2002
Registered office: Copenhagen
Financial year: 01.01.2019 - 31.12.2019

Executive Board

Carsten Hjorth Jensen
Bolette Wildt

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
P. O. Box 1600
0900 Copenhagen C

Statement by Management

The Executive Board have today considered and approved the annual report of Stamholmen ApS for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 29.06.2020

Executive Board

Carsten Hjorth Jensen

Bolette Wildt

Independent auditor's report

To the shareholder of Stamholmen ApS

Opinion

We have audited the financial statements of Stamholmen ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 29.06.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Flemming Larsen

State Authorised Public Accountant
Identification No (MNE) mne27790

Management commentary

Primary activities

The Company's object is to carry on trade and investment activities, including acquisition and management of real property.

Description of material changes in activities and finances

The income statement shows a loss of DKK 333,354, and the balance sheet shows equity of DKK 13,452,188 at 31.12.2019.

The performance for the year is considered satisfactory.

Since its establishment in the autumn of 2002, the Company has incurred project engineering expenses relating to the Company's land of approximately 18,800 square metres.

In 2018 the company recognized an impairment loss of 1,9 million as the actual site development cost significantly exceeded the budget. Management continues to monitor the progress in the development and costs, and have concluded that no additional impairment is needed in 2019.

The Company will continue in the coming year to make efforts to negotiate a property project for long-term lease purposes.

Events after the balance sheet date

The COVID-19 outbreak has escalated in the beginning of 2020. On 11 March 2020 WHO has declared the outbreak for a worldwide pandemic. The outbreak has resulted in a number of precautions that affect the organization and operation of day-to-day operations, and the Group's suppliers and customers may be affected. Its economic impact cannot be determined at this time.

It is anticipated that the company will merge with its sister-company, Syntese A/S, during 2020, with Syntese A/S as the continuing company.

It has been decided to establish a warehouse on the Stamholmen premise.

In addition to the above no significant events of significance to the annual report have occurred after the balance sheet date.

Income statement for 2019

	Notes	2019 DKK	2018 DKK
Fair value adjustments of investment property		0	(1,892,049)
Other external expenses		(372,200)	(639,699)
Gross profit/loss		(372,200)	(2,531,748)
Other financial expenses	1	(55,177)	(23,293)
Profit/loss before tax		(427,377)	(2,555,041)
Tax on profit/loss for the year	2	94,023	562,108
Profit/loss for the year		(333,354)	(1,992,933)
Proposed distribution of profit and loss:			
Retained earnings		(333,354)	(1,992,933)
Proposed distribution of profit and loss		(333,354)	(1,992,933)

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Investment property		22,340,910	21,165,388
Other fixtures and fittings, tools and equipment		239,719	0
Property, plant and equipment	3	22,580,629	21,165,388
Fixed assets		22,580,629	21,165,388
Receivables from group enterprises		347,858	96,623
Other receivables		242,383	1,017,634
Joint taxation contribution receivable		94,022	145,857
Receivables		684,263	1,260,114
Cash		0	342,885
Current assets		684,263	1,602,999
Assets		23,264,892	22,768,387

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital		1,000,000	1,000,000
Share premium		14,000,000	14,000,000
Retained earnings		(1,547,812)	(1,214,458)
Equity		13,452,188	13,785,542
Deferred tax		1,035,454	1,035,453
Provisions		1,035,454	1,035,453
Trade payables		204,404	1,219,680
Payables to group enterprises		8,572,846	6,727,712
Current liabilities other than provisions		8,777,250	7,947,392
Liabilities other than provisions		8,777,250	7,947,392
Equity and liabilities		23,264,892	22,768,387
Contingent liabilities	4		
Related parties with controlling interest	5		
Group relations	6		

Statement of changes in equity for 2019

	Contributed capital DKK	Share premium DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1,000,000	14,000,000	(1,214,458)	13,785,542
Profit/loss for the year	0	0	(333,354)	(333,354)
Equity end of year	1,000,000	14,000,000	(1,547,812)	13,452,188

Notes

1 Other financial expenses

	2019 DKK	2018 DKK
Financial expenses from group enterprises	45,134	19,894
Other financial expenses	10,043	3,399
	55,177	23,293

2 Tax on profit/loss for the year

	2019 DKK	2018 DKK
Current tax	(94,023)	(145,857)
Change in deferred tax	0	(416,251)
	(94,023)	(562,108)

3 Property, plant and equipment

	Investment property DKK	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	16,142,103	0
Additions	1,175,522	239,719
Cost end of year	17,317,625	239,719
Fair value adjustments beginning of year	5,023,285	0
Fair value adjustments end of year	5,023,285	0
Carrying amount end of year	22,340,910	239,719

The Company's investment property consists of land subsequently to be developed for production and industrial purposes. The land is approximately 18,800 square metres with a maximum building density of 40%. The fair value of building rights has been stated at an average price per square metre of DKK 2,850. An external valuer has assisted in the valuation of the building rights. The public land assessment of the property was DKK 9.4 million at 01.10.2017.

4 Contingent liabilities

The Company participates in a new Danish joint taxation arrangement in which Ferring Pharmaceuticals A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore alternatively liable from the financial year 2016 for income taxes etc for the jointly taxed entities, but only for the share by which the Company is included in the Group. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements. Previously, the Company participated in another Danish joint taxation arrangement and is thus still liable for obligations that have arisen in the joint taxation period of this joint taxation group.

5 Related parties with controlling interest

Below-listed companies, performing a management function and/or, have a controlling interest:

Parent Foundation:

Dr. Frederik Paulsen Foundation
Thistle House, 4 Burnaby Street
Hamilton HM11
Bermuda

Intermediate Parent:

Insula Corporation S.à r.l.
7 Rue Robert Stümper, L-2557
Luxembourg

Insula (Holding) S.à r.l.
7 Rue Robert Stümper, L-2557
Luxembourg

Isles (Holding) B.V.
Siriusdreef 41
2132 WT Hoofddorp
The Netherlands

Isles B.V.
Siriusdreef 41
2132 WT Hoofddorp
The Netherlands

Ferring Holding S.A.
Chemin De La Vergognausaz 50
1162 Saint-Prex, Vaud
Switzerland

Immediate Parent:

Ferring B.V.
Polarisavenue 144
2132 JX Hoofddorp
The Netherlands

6 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Ferring Holding S.A.*
Chemin De La Vergognauaz 50
1162 Saint-Prex, Vaud
Switzerland

*The consolidated financial statement is according to Swiss legislation not published.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Fair value adjustments of investment property

Fair value adjustments of investment property comprise adjustments for the financial year of the Entity's investment properties measured at fair value at the balance sheet date.

Other external expenses

Other external expenses include expenses relating to the administration of the property, real property tax, maintenance, etc.

Other financial expenses

Other financial expenses comprise interest expenses on payables to group enterprises.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	5 years
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Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investment property

On initial recognition, investment properties are measured at cost consisting of the acquisition price of the properties plus directly related acquisition costs.

Subsequent to initial recognition, investment properties are measured at fair value which is equivalent to the amount at which the individual property may be sold to an independent buyer at the balance sheet date.

The fair value is calculated by Management together with real property advisors. For the purpose of estimating the market value of building rights per square metre, the residual value is calculated, i.e. the estimated sales price less costs relating to construction, development, hookup, marketing, various advisory fees, interest during construction as well as a developer's fee.

The financial year's adjustments of the properties' fair value are recognised in the income statement.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.