Ferrosan A/S

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# Annual Report 2016/17

Chairman of the Annual General Meeting 26/04/2018

NICHOLAS WILLIAM BOE STENDER

Lautrupvang 8, DK-2750 Ballerup, Denmark Registration no. 13 24 60 92

The Annual Report contains 22 pages

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# Statement by the Board of Directors and the Executive Board

The Board of directors and the Executive board have today discussed and approved the annual report of Ferrosan A/S for the financial year I December 2016 - 30 November 2017.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 30 November 2017 and of the results of the company's operations for the financial year 1 December 2016 - 30 November 2017.

Further, in our opinion, the management's review gives a fair review of the matters discussed in the management's review.

We recommend the adoption of the annual report at the annual general meeting.

Ballerup, Denmark, 24 April 2018

Executive Board:

asimples Henriette Dræbye Rosenquist

Board of Directors:

Lene Nanna von Meyeren Jannov Chairman

Michael Christian Remy Jensen

Kamila Kozikowska

# Independent auditors' report

# To the shareholders of Ferrosan A/S

#### Opinion

We have audited the financial statements of Ferrosan A/S for the financial year 1 December 2016 - 30November 2017 comprising income statement, balance sheet, statement of changes in equity and notes. 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 Company's assets, liabilities and financial position at 30 November 2017 and of the results of the Company's operations for the financial year 1 December 2016 – 30 November 2017 in accordance with the Danish Financial Statements Act.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 our report. We are independent of the Company in accordance with the International Ethics Standards Board for 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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

# **Independent auditor's report**

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 skepticism throughout the audit. We also

— identify and assess the risks of material misstatement of the company 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 Company'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 Company'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 Company to cease to continue as a going concern.

— evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the under-lying transactions and events in a manner that gives a true and fair view.

## Independent auditor's report

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's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, 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's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 24 April 2018 PMG tatsautorheret Revisionspartnerselskab VR No 2 5 57 81 98

Lau Bent Baun State Authorised Public Accountant mne 26708

Joakin Juul Larsen State Authorised Public Accountant mne 32803

# **Management's Review**

Company Details

Address, zip code, city	Lautrupvang 8, DK-2750 Ballerup, Denmark
CVR no.	13 24 60 92
Home Page	www.pfizer.dk
Tel. Telefax	+45 44 20 11 00 +45 44 20 11 02
Board of Directors	Lene Nanna von Meyeren Jannov, chairman Michael Christian Remy Jensen Kamila Kozikowska
Executive Board	Henriette Rosenquist
Auditors	KPMG Statsautoriseret Revisionspartnerselskab, Dampfærgevej 28, DK-2100 Copenhagen, Denmark

# **Financial Highlights**

DKK'000	2016/17	2015/16	2014/15	2013/14	2012/13
Key Figures					
Revenue	-	199,236	247,879	375,220	504,370
Operating Loss	-82,847	-187,686	-289,646	-194,038	-85,926
Net interest income and expenses					
and similar items	71,857	-4,239	-22,203	7,672	-156,820
Loss for the year	-45,569	-154,479	-355,847	-143,083	-525,086
Balance sheet total	71,264	121,422	265,352	455,445	495,998
Investments in property, plant and					
equipment		2,628	6,624	40,686	36,089
Equity	-63,608	-18,039	-347,804	-24,157	118,926
Financial ratios in %					
EBIT margin	<del>.</del> :	-94.2	-116.8	-51.7	-17.0
Current ratio	46.0	67.3	37.0	95.7	163.7
Equity ratio	-89.3	-14.9	-131.1	-5.3	24.0
Return on equity	111.6	84.5	191.3	-302.0	-137.6

The financial ratios are calculated in accordance with the Danish Society of Financial Analysts' guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015".

# **Financial highlights**

The financial ratios stated in the survey of financial highlights have been calculated as follows:

**EBIT Margin** 

Operating loss x 100 Revenue

Current ratio

Current assets x 100 Short-term liabilities

Equity ratio

Equity at year end  $\times 100$ Total equity and liabilities at year end

Return on equity

Loss for the year x 100 Average equity

## Management's review

## The company's business review

Ferrosan A/S is a part of the American Pfizer group, a multinational pharmaceutical group listed on the New York Stock Exchange.

Ferrosan A/S is a part of the consumer healthcare business and specialises in dietary supplement and lifestyle products.

## **Financial review**

Ferrosan is an international consumer healthcare company with supplements and lifestyle products operating in the Supplements & Lifestyle Products industry. Ferrosan offers various supplements and healthcare products, such as vitamins, minerals and food supplements, eye care products and skin care products to its global consumers, which are primarily focused on improving the health and wellbeing of consumers.

The Ferrosan Group is headquartered in Denmark. On 1 December 2011, Pfizer acquired the Ferrosan Group from Altor 2003 Fund GP Limited, and is therefore part of the consolidated Pfizer Group. Until the end of 2016, Ferrosan's operations were focused on the manufacturing and distribution of consumer health products across its international markets.

Ferrosan's portfolio of products included Multi-tabs®, a popular multivitamin brand, Bifiform®, a leading probiotic, Fri Flyt/Active Omega, an Omega 3 product, and Imedeen® premium oral skincare brands.

The manufacturing operations in Ferrosan A/S closed by the end of 2016 and all remaining production was outsourced to Pfizer's production facilities outside Denmark.

Ferrosan A/S owns all IP-rights for the above mentioned products except for the Imedeen trademark owned by Pfizer Consumer Healthcare AB. Ferrosan A/S owns all intellectual property related to future development projects. Routine distributors that sell Ferrosan products in various countries do not own or develop any intangibles related to the Ferrosan's products. Ferrosan A/S is still the residual-earning entity for all legacy Ferrosan products, regardless of where the products are produced.

Following the closure of the manufacturing activities at the end of 2016, all the remaining employees left by August 2017. The 2017 activity consisted of payment of pending termination costs and exit costs to employees or third parties, sale of the intercompany investment in shares of Ferrosan SRL (Romania) to Pfizer group affiliates, payment of Imedeen Royalties from Pfizer Consumer Healthcare AB (Sweden), receipt of services from Pfizer ApS and, receipt of residual profit from various Pfizer Consumer affiliates.

The result of the year is in line with management's expectations.

## **Financial resources**

Management expects the Company to have positive cash flow for 2017/18. The Company is supported financially by the Pfizer Group and has a credit facility at Pfizer Service Company Ireland with no upper limit. The credit facility can be terminated by both parties with short notice. On the basis hereof, it is Management's assessment that the Company's financial resources are sufficient, and the financial statements are therefore prepared using the going concern assumption.

## Post balance sheet events

No material events have occurred subsequent to 30 November 2017 which significantly affects the assessment of the annual report.

#### Outlook

Operating profit in 2017/18 is expected to be close to zero. There will be no further restructuring and exit costs related to the manufacturing site closure and, Ferrosan A/S will continue receiving residual profits from various Pfizer Consumer distributor affiliates and receiving services from Pfizer ApS. Royalties are paid by Ferrosan A/S to Pfizer Consumer Healthcare AB for the brand Imedeen. The one-time income from the sale of shares in Ferrosan SRL (Romania) to Pfizer group affiliates should be excluded from the year over year comparison.

# **Income Statement**

DKK'000	Note	2016/17	2015/16
Revenue			199,236
Cost of sales			-148,511
Other external expenses		-79,707	-116,189
Gross Loss		-79,707	-65,464
Staff costs	2	1,333	-79,715
Depreciation & impairment of property, plant & equipment			-27,583
Operating expense, net	3	-4,473	-14,924
Operating Loss		-82,847	-187,686
Financial income and expenses and similar items	4	71,857	-4,239
Loss before Tax		-10,990	-191,925
Tax for the year	5	-34,579	37,446
Loss for the year		-45,569	-154,479
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Note 1 - Accounting Policies Note 6 - Proposed Loss Appropriation

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# **Balance Sheet as at 30 November**

DKK'000	Note	2017	2016
ASSETS Investments Investments in group entities	7	9,236	27,517
Total fixed assets		9,236	27,517
Current assets Receivables Trade receivables Amounts owed by group enterprises Other Receivables		18,023	3 9,050
Prepayments	8	14,411 50	12,702
Deferred Tax	9	28,828	72,118
		61,312	93,873
Cash and cash equivalents		716	32
Total current assets		62,028	93,905
TOTAL ASSETS		71,264	121,422

# Balance Sheet as at 30 November

DKK'000	Note	2017	2016
Equity and liabilities Equity Share capital Retained earnings	10	121,827 -185,435	121,827
Total equity		-63,608	-18,039
Liabilities Trade payables Amounts owed to group enterprises Other payables	11	133,749 1,123	98 5,883 133,480
Short-term liabilities		134,872	139,461
Total liabilities		134,872	139,461
TOTAL EQUITY AND LIABILITIES		71,264	121,422

Note 12 – Contingent Liabilities & Other Financial Obligations Note 13 – Related Party Disclosures

# Statement of changes in equity

DKK'000	Share Capital	Retained Earnings	Total
Equity at 1 December 2016	121,827	-139,866	-18,039
Transferred from loss for the year	17 ·	-45,569	-45,569
Equity at 30 November 2017	121,827	-185,435	-63,608

Management expects the Company to have positive cash flow for 2017/18. The Company is supported financially by the Pfizer Group and has a credit facility at Pfizer Service Company Ireland with no upper limit. The credit facility can be terminated by both parties with short notice. On the basis hereof, it is Management's assessment that the Company's financial resources are sufficient, and the financial statements are therefore prepared using the going concern assumption.

## Notes

## 1 Accounting policies

The annual report for 2016/2017 has been prepared in accordance with the provisions applying to class C (medium sized) enterprises under the Danish Financial Statements Act.

As from 1 December 2016, the Company has implemented Act no. 738 of 1 June 2015. The change has no monetary effect on the income statement or the balance sheet for 2016/17 or for the comparative figures.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Change of presentation of other operating income

In 2015/16, royalties paid to Pfizer Consumer Healthcare group affiliates are part of revenues. As there are no revenues in the entity in 2016/17, comparative figures have been restated to include these items in Other Operating Expense.

	2015/16 Current method	2015/16 Prior method
Revenue	199,236	192,064
Other operating Expense	-7,172	

The effect on the 2015/16 income statement is described in the table below:

#### Omission to present a cash flow statement

As allowed under section 86 (4) of the Danish Financial Statements Act, no cash flow statement has been prepared as reference is made to consolidated financial statements for Pfizer Inc., USA.

#### **Consolidated financial statements**

Ferrosan A/S (the company) and its subsidiaries are included in the consolidated financial statements for Pfizer Inc. Therefore the company will not prepare any consolidated financial statements for Ferrosan A/S group in accordance with The Danish Financial Statements Act § 112.

#### **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 company, and the value of the assets can be measured reliably.

Liabilities are recognised in the balance sheet when the company 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 company, and the value of the liabilities 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.

## **Reporting currency**

The company's functional currency is Danish kroner (DKK). Thus, other currencies than Danish kroner are considered foreign currencies. DKK is used as the measurement and presentation currency in the preparation of the annual report. Amounts in the annual report are stated in thousands of Danish kroner (DKK).

## **Currency translation**

During the year, transactions denominated in foreign currency are converted at the exchange rate ruling at the transaction date. Gains and losses arising as a result of differences between the exchange rate at the transaction date and the exchange rate at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items are converted at the exchange rates ruling at the balance sheet date, and exchange differences are recorded in the income statement under financial items.

## **Income statement**

## Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement if delivery and the transfer of risk have taken place before the end of the financial year and the amount can be reliably measured and is expected to be received.

## **Cost of sales**

Costs of sales comprise cost of goods sold and the expenses defrayed to achieve the year's net revenue. Cost of goods sold includes raw materials and consumables.

## Other external expenses

Other external expenses comprise administrative expenses and expenses related to the closure of the manufacturing site.

## Staff costs

Staff costs comprise salaries, wages and pensions as well as other staff costs.

## **Operating income & expenses**

Operating income & expenses comprise residual profit earned from Pfizer Consumer distributors and royalties paid to Pfizer Consumer Healthcare AB for the product Imedeen.

## Financial income and expenses

Financial income and expenses include interest, realised and unrealised exchange differences, supplements and allowances under the on-account tax scheme, value adjustments of securities and similar items.

## Tax

Tax for the year, consisting of the year's current tax and changes in deferred tax, is recognised in the income statement at the amount that can be attributed to the loss for the year and recognised directly in the equity statement at the amount that can be attributed to movements directly in equity.

Current tax liabilities and current tax receivables, respectively, are recognised in the balance sheet as calculated tax of the taxable income for the year.

Deferred tax is measured on all timing differences between the accounting and tax value of assets and liabilities, where the tax value of the assets is calculated on the basis of the planned use of the particular asset.

Deferred tax is measured on the basis of the tax legislation and rates of income tax which will be applicable on the balance sheet date, when the deferred tax is expected to be paid as current tax. Changes in deferred tax as a result of changes in the rates of income tax are included in the income statement.

Deferred tax assets, including the tax value of tax losses carried forward, are measured in the balance sheet at the amount at which the asset is expected to be realised, either by setting off deferred tax liabilities or as net tax assets.

The company is taxed jointly with all Danish subsidiaries in Pfizer group. The current Danish corporate tax is allocated among the jointly taxed Danish companies in proportion to their taxable income (full allocation with reimbursement for tax losses).

## **Balance sheet**

## Investments in group entities

Investments in group entities are recognised and measured at cost. Where the net realisable value is lower than cost, write down to the lower value is recognised.

Gains or losses on disposal of group entities are stated as the difference between the sales amount and the carrying amount of net assets at the date of disposal plus anticipated disposal costs. Gains or losses are recognised in the income statement.

Dividends from subsidiaries are recognised in the income statement in the financial year where the dividends are declared.

## Receivables

Receivables are measured in the balance sheet at amortised cost, which essentially corresponds to the nominal value or a lower net realisable value. Write-downs to net realisable value are calculated on the basis of an individual assessment of each receivable and for trade receivables also with a general impairment loss based on the company's experience from prior years.

Other receivables primarily comprise receivables from staff and public authorities, which are measured at nominal values and the fair value of forward contracts.

## Cash and cash equivalents

Cash and cash equivalents comprise cash.

## Equity

## **Proposed** dividend

Dividends expected to be paid in respect of the year are stated as a separate line item under equity. Dividends are recognised as a liability when adopted by the shareholders at the annual general meeting.

## Liabilities

Other liabilities to group entities are measured at amortised cost and essentially correspond to nominal value.

Other liabilities primarily comprise liabilities to staff and public authorities, which are measured at nominal values and the fair value of forward contracts.

	DKK'000	2016/17	2015/16
2	Staff costs Wages/salaries Pensions Other social security costs	1,533 -2,866	70,844 7,932 939
		-1,333	79,715
	Pension costs in 2016/17 include accrual reversal for a pension court case		
		Number	Number
	Average number of employees	3	134
3	The Executive Board and Board of Directors receive no remuneratio Executive Board is included in administration fee paid to the sister c Other Operating Income/Expense, net		
	Residual Profits from Pfizer Consumer entities	776	
	Imedeen Royalties paid to Pfizer Consumer Healthcare AB Loss on sale of fixed assets	-5,249	-7,173 -7,751
		-4,473	-14,924
4	Financial income and expenses and similar items Gain on sale of Romanian share to Pfizer group affiliates Intercompany balance write off with Ferrosan International A/S Interest income, nil (2015/16: DKK 9,648 thousand) of which is intra-group Foreign exchange adjustments Other Financial Income Impairment of Financial Assets Interest expenses, DKK 16 thousand (2015/16: DKK 11,218 thousand) of which is intra-group Bank charges Other financial items	71,650 150 - 100 - - 14 -29 - 71,857	9,648 1,061 -1,964 -11,218 - -1,766 -4,239
5	Tax for the Year		
	Estimated income tax from the joint taxation	-10,039	-8,373
	Adjustment for deferred tax Adjustments to taxes from previous years	43,290	-29,277 204
	regulations to taxes from previous years	1,328	-37,446
		J4,J7	-57,440

## 6 Proposed Loss Allocation

Allocation to retained earnings	-45,569	-154,479
	-45,569	-154,479

## 7 Investments

			Group en	tities in total
Cost Balance at 1/12 2016 Disposals in the year				,385 ,281
Cost at 30/11 2017			173,104	
<b>Impairment losses</b> Balance at 1/12 2016 Impairment losses in the year			-163,868	
Impairment losses at 30/11 2017			-163,868	
Carrying amount at 30/11 2017			9,236	
	Domicile	Interest (%)	Equity	Profit/(loss)
Subsidiaries Ferrosan International A/S	Denmark	100.00	8,912	(1,267)
Based on latest available annual report a	and trial balance	<b>.</b>		

# 8 Prepayments

Other prepayments	50	
	50	
	ALC: 100	same real or other states and

9	Deferred Tax		
	Tax loss carry forward	204,454	158,411
	Other taxable temporary differences	5 <b>-</b> 5	26,707
	Write-down of deferred tax assets	-175,626	-113,000
	Total Tax assets [+]	28,828	72,118

The company's management expect that the deferred tax assets can be used within the next 5 years as a part of improved operating result and used within the Danish joint taxation.

DKK'000

2016/17 2015/16

### 10 Share capital

The share capital of DKK 121,827 thousand comprises 10,000,002 class A-share(s) of DKK 10.00 each and 2,182,746 class B-share(s) of DKK 10.00 each.

Each A share gives 10 votes, and each B share gives 1 vote pursuant to article 9 of the company's articles of association.

The changes in share capital for the last 5 years can be specified as follows:

DKK'000	2016/17	2015/16	2014/15	2013/14	2012/13
Share Capital at 1 December Increase in Share Capital	121,827	121,827	121,827	121,827	121,827
Share Capital at 30 November	121,827	121,827	121,827	121,827	121,827

## 11 Other Payables

VAT and Taxes Payable wages and salaries inclusive holiday provision	1,080	126.033
Other Payables	43	7,447
	1,123	133,480

## 12 Contingent liabilities and other financial obligations

The company is jointly taxed with other Danish companies in the Pfizer group. As a wholly owned subsidiary of Pfizer Inc., the company is unlimited and solidarity liable with the other companies in the joint taxation regarding income taxes, Danish withholding taxes on dividends, interest and royalties in the joint taxation. Payable income taxes and withholding taxes in the joint taxation are as of 30 November 2017 DKK 0. Any subsequent corrections of the taxable income in the joint taxation or withholding taxes could lead to the company's liability being higher.

## 13 Related party Disclosures

Ferrosan A/S related parties comprise:

## Control

Ferrosan A/S is owned 100% by C.P. Pharmaceuticals International C.V. (Holland).

The Company is included in the consolidated financial statements of the ultimate parent company Pfizer Inc., 219-8-6A East 42nd Street, New York, N.Y. 10017, USA.

The consolidated financial statements of Pfizer Inc. are available at the Company's address or on the Company's website at <u>www.pfizer.com</u>.

## **Related party transactions**

The Company has chosen only to disclose transactions that are not carried out on an arm's length basis in accordance with section 98c (7) of the Danish Financial Statements Act. There are no such transactions.