

Ferrosan ApS

C/O Postboks 61, Delta Park 37, 2665 Vallensbæk Strand

CVR no. 13 24 60 92

Annual report 2021

Approved at the Company's annual general meeting on 21 June 2022

Chair of the meeting:

.....
Simon Falbe-Hansen

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Ferrosan ApS for the financial year 1 January - 31 December 2021.

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 financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021.

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

We recommend that the annual report be approved at the annual general meeting.

Vallensbæk Strand, 21 June 2022
Executive Board:

.....
Michael Pedersen

Board of Directors:

.....
Jonas Bille Leerbech
Chair

.....
Trine Knudsen

.....
Michael Pedersen

Independent auditor's report

To the shareholders of Ferrosan ApS

Opinion

We have audited the financial statements of Ferrosan ApS for the financial year 1 January 2021 - 31 December 2021, 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 December 2021 and of the results of its operations for the financial year 1 January 2021 - 31 December 2021 in 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 and the IESBA Code. 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.

Independent auditor's report

- 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 review

Management is responsible for the management review.

Our opinion on the financial statements does not cover the management 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 review and, in doing so, consider whether the management review 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 review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management review 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 review.

Copenhagen, 21 June 2022

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR no. 33 96 35 56

Flemming Larsen
State Authorised Public Accountant
mne27790

Management's review

Company details

Name	Ferrosan ApS
Address, Postal code, City	C/O Postboks 61, Delta Park 37, 2665 Vallensbæk Strand
CVR no.	13 24 60 92
Established	1 July 1989
Registered office	Vallensbæk
Financial year	1 January - 31 December
Telephone	+45 44 20 11 00
Board of Directors	Jonas Bille Leerbech, Chair Trine Knudsen Michael Pedersen
Executive Board	Michael Pedersen
Auditors	Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6, 2300 København S

Management's review

Business review

Ferrosan ApS is a part of the consumer healthcare joint venture between the British GlaxoSmithKline ('GSK') and the American Pfizer group, both multinational pharmaceutical groups listed on the New York Stock Exchange.

Ferrosan ApS is a part of the consumer healthcare business. In the past it specialised in dietary supplement and lifestyle products. Currently the Company is not performing any commercial activities.

Financial review

The income statement for 2021 shows a profit of DKK 8,102 thousand against a loss of DKK 11,421 thousand last year, and the balance sheet at 31 December 2021 shows equity of DKK 29,727 thousand.

The Company is affected by the rules regarding capital loss in accordance with the Danish Corporate Act section 119, as the company has lost more than half of the share capital at 31 December 2021. The Company's management has considered the provisions in the Danish Corporate Act and expect to perform a solvent liquidation of the entity within the nearest future.

Until the end of 2016, Ferrosan's operations were focused on the manufacturing and distribution of consumer health products across its international markets. From August 2019, Ferrosan became part of the joint venture between GSK and Pfizer.

The manufacturing and distribution operations in Ferrosan ApS ceased by the end of 2016 and all remaining production was outsourced to Pfizer Group's production facilities outside Denmark. Following the cessation of the manufacturing and distribution activities all the remaining employees left by August 2017.

In August 2019, the ownership of the Ferrosan ApS was transferred to Prism PCH Limited, an affiliate company of GlaxoSmithKline plc (GSK), to form part of the consumer business joint venture between Pfizer and GSK.

During FY 2020 Ferrosan ApS assigned all legal right, title and interest and beneficial ownership of intellectual property to group companies. The royalty agreement with Pfizer Sweden is terminated.

As informed in previous financial statements, the Company has received a draft discretionary pre-tax assessment from Skattestyrelsen for the accounting year ended 30 November 2012. Based on discussions, the company and Skattestyrelsen have reached a mutual understanding on the issue, which has resulted in Skattestyrelsen's issuance of amended tax assessments for the accounting years ended 30 November 2013 through to 30 November 2018, to which the company agrees.

The top dispute was settled and paid in the financial year 2018/19. Pfizer has paid the tax authorities directly to settle the outstanding audit. In November 2020 Ferrosan ApS took out an intercompany loan from the group enterprises to settle the balance with Pfizer. In April 2021 the company PRISM PCH Limited board have approved a loan waiver for the loan to Ferrosan ApS and the transaction was completed. The transaction of DKK 109,431 is recognised directly on equity.

The Company has completed an intra-group merger with its subsidiary Ferrosan International ApS from and beyond the financial year 2021, with Ferrosan ApS as the surviving entity. Please refer to Accounting policies for specified information regarding the merger.

Based on information currently available, management's assessment is that the impact of COVID-19 does not lead to risks of going concerns for Ferrosan ApS.

Events after the balance sheet date

In mid-2022 Consumer Healthcare, which Ferrosan ApS is part of, is planned to be demerged from GSK. New organization will be called Haleon. As a standalone company, Haleon will be a new world-leader in consumer healthcare, For more information please refer to GSK Consolidated Financial Statements.

No other events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2021	2020
2	Other operating income	0	2,840
	Other external expenses	-762	-2,234
	Gross profit	-762	606
4	Financial income	9,684	4
5	Financial expenses	-86	-12,031
	Profit/loss before tax	8,836	-11,421
6	Tax for the year	-734	0
	Profit/loss for the year	<u>8,102</u>	<u>-11,421</u>
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	<u>8,102</u>	<u>-11,421</u>
		<u>8,102</u>	<u>-11,421</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2021	2020
	ASSETS		
	Current assets		
	Receivables		
	Receivables from group enterprises	30,586	15,310
	Other receivables	0	8,337
		<u>30,586</u>	<u>23,647</u>
	Cash	192	83
	Total current assets	<u>30,778</u>	<u>23,730</u>
	TOTAL ASSETS	<u><u>30,778</u></u>	<u><u>23,730</u></u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	121,827	121,827
	Retained earnings	-92,100	-209,633
	Total equity	<u>29,727</u>	<u>-87,806</u>
	Liabilities		
	Current liabilities		
	Payables to group enterprises	0	111,372
	Corporation tax payable	734	0
	Other payables	317	164
	Total current liabilities	<u>1,051</u>	<u>111,536</u>
	Total liabilities	<u>1,051</u>	<u>111,536</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>30,778</u></u>	<u><u>23,730</u></u>

- 1 Accounting policies
- 3 Staff costs
- 8 Contractual obligations and contingencies, etc.
- 9 Collateral
- 10 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2020	121,827	-198,212	-76,385
Transfer through appropriation of loss	0	-11,421	-11,421
Equity at 1 January 2021	121,827	-209,633	-87,806
Transfer through appropriation of profit	0	8,102	8,102
Remission of debt by group entity	0	109,431	109,431
Equity at 31 December 2021	121,827	-92,100	29,727

The Company has completed an intra-group merger with its subsidiary Ferrosan International ApS from and beyond the financial year 2021, with Ferrosan ApS as the surviving entity. Please refer to Accounting policies for specified information regarding the merger.

The Company is affected by the rules regarding capital loss in accordance with the Danish Corporate Act section 119, as the company has lost more than half of the share capital at 31 December 2021. The Company's management has considered the provisions in the Danish Corporate Act and expect to perform a solvent liquidation of the entity within the nearest future, due to a state of dormancy.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Ferrosan ApS for 2021 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

Change in the Company's activities, including effect of intra-group business combinations

As of 1 January 2021, the Company has merged with the 100 % owned subsidiary, Ferrosan International ApS, with Ferrosan ApS as the surviving entity.

To complete the vertical intra-group merger, the consolidated-group-method has been applied to aggregate the entities. The entities are aggregated at reassessment value which is settled in the consolidated financial statements or would have been settled in the consolidated financial statements, for the parent entity that participates in the intra-group merger. The consolidated-group-method is carried out as if the merging entities have been consolidated from the time where the parent entity acquired the shares in the subsidiary that participates in the merger, and comparative figures have therefore been adjusted.

After intra-group eliminations, the equity has been increased with 520 t.DKK due to reversal of impairment losses in the parent entity of investments in the participating subsidiary.

Basis of 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).

Intra-group business combinations

The consolidated-group-method is applied to vertical intra-group mergers. The involved entities are aggregated at reassessment value which is settled in the consolidated financial statements or would have been settled in the consolidated financial statements, for the parent entity that participates in the intra-group merger. The consolidated-group-method is carried out as if the merging entities have been consolidated from the time where the parent entity acquired the shares in the involved entities, and comparative figures are therefore adjusted.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Foreign 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

Other operating income

Operating income and expenses include residual profits from group related entities, royalties paid for the Imedeem brand, interest, realised and unrealised exchange differences, supplements and allowances under the on-account tax scheme, value adjustments of securities and similar items.

Other external expenses

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

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 includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other Danish group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other receivables primarily comprise receivables from staff and public authorities, which are measured at nominal values.

Cash

Cash and cash equivalents comprise cash.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes and deferred taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Payables 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.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2021	2020
2 Other operating income		
Intercompany royalties received	0	2,840
	<u>0</u>	<u>2,840</u>
3 Staff costs		
The Company has no employees.		
DKK'000	2021	2020
4 Financial income		
Interest related to tax settlement	9,666	0
Foreign exchange adjustments	18	0
Other financial income	0	4
	<u>9,684</u>	<u>4</u>
5 Financial expenses		
Foreign exchange adjustments	27	26
Interest related to tax settlement	0	3,927
Bank charges	59	62
Other financial expenses	0	8,016
	<u>86</u>	<u>12,031</u>
6 Tax for the year		
Estimated tax charge for the year	734	0
	<u>734</u>	<u>0</u>
7 Share capital		
Analysis of the share capital:		
10,000,004 A shares of DKK 10.00 nominal value each	100,000	100,000
2,182,746 B shares of DKK 10.00 nominal value each	21,827	21,827
	<u>121,827</u>	<u>121,827</u>

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

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly taxed with other Danish GlaxoSmithKline companies and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

9 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2021.

Financial statements 1 January - 31 December

Notes to the financial statements

10 Related parties

Ferrosan ApS' related parties comprise the following:

Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
GSK Consumer Healthcare Holdings (No.7) Limited	980 Great West Road Brentford Middlesex TW8 9GS United Kingdom	Parent company (100%)

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
GlaxoSmithKline plc	980 Great West Road, Brentford, Middlesex TW8 9GS, United Kingdom	https://www.gsk.com/en-gb/investors/corporate-reporting/

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The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Michael Pedersen

Executive Board

On behalf of: Ferrosan ApS

Serial number: 5e7ea668-1336-49ed-87ec-70464ca7a043

IP: 198.28.xxx.xxx

2022-06-23 06:39:14 UTC



Michael Pedersen

Board of Directors

On behalf of: Ferrosan ApS

Serial number: 5e7ea668-1336-49ed-87ec-70464ca7a043

IP: 198.28.xxx.xxx

2022-06-23 06:43:27 UTC



Jonas Bille Leerbech

Board of Directors

On behalf of: Ferrosan ApS

Serial number: 07797a3b-289e-4f55-8f47-fc52d42619a1

IP: 198.28.xxx.xxx

2022-06-23 06:43:51 UTC



Trine Knudsen

Board of Directors

On behalf of: Ferrosan ApS

Serial number: PID:9208-2002-2-385392327359

IP: 198.28.xxx.xxx

2022-06-23 09:19:05 UTC



Flemming Larsen

State Authorised Public Accountant

On behalf of: Deloitte

Serial number: CVR:33963556-RID:28835534

IP: 83.151.xxx.xxx

2022-06-23 09:54:04 UTC



Simon Falbe-Hansen

Chairman

On behalf of: Ferrosan ApS

Serial number: PID:9208-2002-2-299181521528

IP: 92.241.xxx.xxx

2022-06-23 11:53:16 UTC



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