

Smith & Nephew A/S

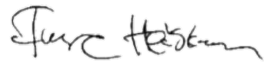
Kay Fiskers Plads 9, 1., 2300 København S

CVR no. 26 02 00 50

Annual report 2021

Approved at the Company's annual general meeting on 19 July 2022

Chair of the meeting:



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Paul Imre Jakob Heiskanen

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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 Smith & Nephew A/S 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.

Copenhagen, 19 July 2022
Executive Board:



Jytte Birgit Madsen
Director

Board of Directors:



Paul Imre Jakob Heiskanen
Chair



Jytte Birgit Madsen



Kristine Rylev

Independent auditor's report

To the shareholder of Smith & Nephew A/S

Opinion

We have audited the financial statements of Smith & Nephew A/S for the financial year 1 January - 31 December 2021, which comprise an income statement, balance sheet, statement of changes in equity and notes, including 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 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 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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 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.

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 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 the 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 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.

Independent auditor's report

- 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 note disclosures, 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'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, 19 July 2022

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98



Kenn Wolff Hansen

State Authorised Public Accountant

mne30154

Management's review

Company details

Name	Smith & Nephew A/S
Address, Postal code, City	Kay Fiskers Plads 9, 1., 2300 København S
CVR no.	26 02 00 50
Established	4 May 2001
Registered office	København
Financial year	1 January - 31 December
Website	www.smith-nephew.com/Danmark/
E-mail	sn.dk@smith-nephew.com
Telephone	+45 45 80 61 00
Board of Directors	Paul Imre Jakob Heiskanen, Chair Jytte Birgit Madsen Kristine Rylev
Executive Board	Jytte Birgit Madsen, Director
Auditors	KPMG Statsautoriseret Revisionspartnerselskab Dampfærgevej 28, 2100 København Ø

Management's review

Business review

The Company's main business is selling of medical devices in Denmark within Reconstruction, Trauma, Sportsmedicine as well as Advanced Wound Care.

Financial review

The income statement for 2021 shows a profit of DKK 2,349 thousand against a profit of DKK 540 thousand last year, and the balance sheet at 31 December 2021 shows equity of DKK 44,399 thousand.

Financial risks

The company are buying the main part of goods in local currency from foreign intercompany vendors. Operating in a tender driven highly competitive market there is always a price risk that are supervised closely. Smith & Nephew has well established routines and a pricing organization that follows the market and competitors closely to manage the price risk.

Impact on the external environment

The company's activities have no significant impact on the external environment.

Research and development activities

All research and development activities are performed by other Smith & Nephew group companies.

Events after the balance sheet date

After the balance sheet date, no significant events have occurred that are considered to have a material effect on the assessment of the financial statements.

Outlook

The company has reviewed the impact that covid-19 will have going forward, and realizes that the impact was less severe than initially suspected. As an effect of centralizing of Nordic support functions to Denmark, the company sees a strong development in the number of employees going forward. The management is aware of and is continuously monitoring for any potential adverse impacts that the war in Ukraine could cause.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2021	2020
	Gross profit	31,920	26,586
2	Staff costs	-26,711	-23,392
	Depreciation of property, plant and equipment	-2,037	-2,049
	Other operating expenses	-42	-317
	Profit before net financials	3,130	828
	Financial expenses	-72	-135
	Profit before tax	3,058	693
3	Tax for the year	-709	-153
	Profit for the year	2,349	540
	Recommended appropriation of profit		
	Retained earnings	2,349	540
		2,349	540

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2021	2020
	ASSETS		
	Fixed assets		
4	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	9,252	5,026
		9,252	5,026
	Investments		
	Deposits	1,806	535
		1,806	535
	Total fixed assets	11,058	5,561
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	4,892	5,553
		4,892	5,553
	Receivables		
	Trade receivables	8,907	8,704
	Receivables from group enterprises	37,637	33,152
	Deferred tax assets	436	713
	Corporation tax receivable	427	1,051
	Other receivables	110	8
	Prepayments	166	128
		47,683	43,756
	Cash	4,047	1,444
	Total non-fixed assets	56,622	50,753
	TOTAL ASSETS	67,680	56,314

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2021	2020
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	6,250	6,250
	Retained earnings	38,149	35,800
	Total equity	44,399	42,050
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	5,576	2,990
	Payables to group enterprises	9,761	1,142
	Other payables	7,944	10,132
		23,281	14,264
	Total liabilities other than provisions	23,281	14,264
	TOTAL EQUITY AND LIABILITIES	67,680	56,314

- 1 Accounting policies
- 5 Contractual obligations and contingencies, etc.
- 6 Collateral
- 7 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	6,250	35,260	41,510
Transfer through appropriation of profit	0	540	540
Equity at 1 January 2021	6,250	35,800	42,050
Transfer through appropriation of profit	0	2,349	2,349
Equity at 31 December 2021	6,250	38,149	44,399

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Smith & Nephew A/S 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.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the sale of goods for resale and finished goods, is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit

The items revenue, cost of sales, other operating income and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the Company's core activities, including gains and losses on the sale of fixed assets.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

External expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment	3-10 years
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Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses, exchange rate gains and losses, as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Leases

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Investments

Deposits are measured at amortised cost.

Impairment of fixed assets

The carrying amount of property, plant and equipment and investments is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Income tax and deferred tax

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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at amortized cost normally corresponding to net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2021	2020
2 Staff costs		
Wages/salaries	24,440	21,539
Pensions	1,920	1,644
Other social security costs	351	209
	<u>26,711</u>	<u>23,392</u>
Average number of full-time employees	<u>35</u>	<u>26</u>
3 Tax for the year		
Estimated tax charge for the year	253	72
Deferred tax adjustments in the year	277	86
Tax adjustments, prior years	179	-5
	<u>709</u>	<u>153</u>
4 Property, plant and equipment		
DKK'000		Fixtures and fittings, other plant and equipment
Cost at 1 January 2021		29,884
Additions		6,305
Disposals		-290
Cost at 31 December 2021		<u>35,899</u>
Impairment losses and depreciation at 1 January 2021		24,858
Depreciation		2,037
Depreciation and impairment of disposals		-248
Impairment losses and depreciation at 31 December 2021		<u>26,647</u>
Carrying amount at 31 December 2021		<u>9,252</u>
Depreciated over		<u>3-10 years</u>
5 Contractual obligations and contingencies, etc.		
Other financial obligations		
Other rent and lease liabilities:		
Rent and lease liabilities	<u>9,788</u>	<u>1,684</u>

Rent and lease liabilities include a rent obligation totaling DKK 8.807 thousands in interminable rent agreements with remaining contract terms of 58 months. Furthermore, the Company has liabilities under operating leases for cars, totaling DKK 981 thousands. DKK 998 thousands is due within 1 year, and the remaining DKK 7.809 thousands is due in 1-5 years.

Financial statements 1 January - 31 December

Notes to the financial statements

6 Collateral

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

7 Related parties

Smith & Nephew A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Smith&Nephew USD Limited	15 Adam Street London WC2N 6LA United Kingdom	Immediate parent company

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Smith & Nephew Plc.	Building 5, Croxley Park Hatters Lane Watford Hertfordshire WD18 8YE United Kingdom	The consolidated financial statements can be requisitioned at Building 55, Croxley Park, Hatters Lane, Watford, Hertfordshire, WD18 8YE, United Kingdom