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Orifarm Generics Holding A/S

Energivej 15
5260 Odense S
Central Business Registration No 27347223

Annual report 2018

The Annual General Meeting adopted the annual report on 31.05.2019

Chairman of the General Meeting

Name: Kim Jensen

Contents

Entity details

Entity
Orifarm Generics Holding A/S
Energivej 15
5260 Odense S

Central Business Registration No (CVR): 27347223
Registered in: Odense
Financial year: 01.01.2018 - 31.12.2018

Board of Directors
Hans Carl Bøgh-Sørensen, Chairman
Erik Sandberg
Birgitte Bøgh-Sørensen

Executive Board
Karsten Haumann, Chief Executive Officer

Auditors
Deloitte Statsautoriseret Revisionspartnerselskab
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Postboks 10
5100 Odense C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Orifarm Generics Holding A/S for the financial year 01.01.2018 - 31.12.2018.

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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

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.

Odense, 13.05.2019

Executive Board

Karsten Haumann
Chief Executive Officer

Board of Directors

Hans Carl Bøgh-Sørensen Chairman	Erik Sandberg	Birgitte Bøgh-Sørensen

Independent auditor's report

To the shareholders of Orifarm Generics Holding A/S

Opinion

We have audited the consolidated financial statements and the parent financial statements of Orifarm Generics Holding A/S for the financial year 01.01.2018 - 31.12.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2018, and of the results of their operations for the financial year 01.01.2018 - 31.12.2018 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 consolidated financial statements and the parent financial statements section of this auditor's report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Group or the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated

Independent auditor's report

financial statements and parent 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 consolidated financial statements and the parent 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 Group’s and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Independent auditor's report

Our opinion on the consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent 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 consolidated financial statements and the parent 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.

Odense, 13.05.2019

Deloitte
Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Lars Knage Nielsen
State Authorised Public Accountant
Identification No (MNE) mne10074

Allan Dydensborg Madsen
State Authorised Public Accountant
Identification No (MNE) mne34144

Management commentary

	2018 EUR'000	2017 EUR'000	2016 EUR'000	2015 EUR'000
Financial highlights				
Key figures				
Revenue	77.198	76.763	79.279	54.175
Gross profit/loss	28.181	28.454	29.598	12.312
Operating profit/loss	8.701	12.662	14.276	1.948
Net financials	(1.106)	(1.190)	(1.406)	(596)
Profit/loss for the year	5.504	8.507	9.035	691
Total assets	101.670	92.182	91.014	79.000
Investments in property, plant and equipment	2.138	2.567	1.252	-
Equity	35.923	38.456	34.950	26.041
Ratios				
Gross margin (%)	36,5	37,1	37,3	22,7
Net margin (%)	7,1	11,1	11,4	1,3
Return on equity (%)	14,8	23,2	29,6	2,7
Equity ratio (%)	35,3	41,7	38,4	33,0

Orifarm Generics Holding A/S prepared its first consolidated financial statements in 2016. In pursuance of section 128(4) of the Danish Financial Statements Act, comparatives for 2014 are not included.

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

Ratios	**Calculation formula**	**Calculation formula reflects**
Gross margin (%)	Gross profit/loss x 100 / Revenue	The entity's operating gearing.
Net margin (%)	Profit/loss for the year x 100 / Revenue	The entity's operating profitability.
Return on equity (%)	Profit/loss for the year x 100 / Average equity	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	Equity x 100 / Total assets	The financial strength of the entity.

Management commentary

Primary activities

Orifarm Generics Holding A/S is part of Orifarm Group A/S which is an ambitious operator in the European market for pharmaceuticals. Our ambition is to supply high quality pharmaceuticals at a lower price. In other words: We offer consumers and societies more healthcare for their money.

The Company's principal activity is to own companies engaged in the sale and production of generic pharmaceutical products. In addition, the company owns files for approval of the sale of generic pharmaceutical products.

Company presentation

Generic pharmaceuticals can be produced and marketed once the original manufacturer's patent expires and its exclusive rights lapse. Generic competition normally lowers prices on medicine significantly which benefits patients and society at large.

The formation and development of the company is healthcare business model innovation. This is expressed in Orifarm's mission statement, which is "Challenging the pharmaceutical market".

Orifarm's vision - "We want to be number 1 in making healthcare a better deal" - expresses the general objective. "A better deal" refers not only to savings, but also to how Orifarm delivers solutions that meet its stakeholder's needs. Orifarm's operating activities are guided by our values, which are flexibility, ambition, responsibility and customer centricity.

Development in activities and finances

Orifarm Generics Holding's revenues increased to t.EUR 77,198 (2017: t.EUR 76,763).

Operating income fell by t.EUR 3,961 to t.EUR 8,701 (2017: t.EUR 12,662) due to challenging market conditions as well as challenges in maintaining a stable supply of a few important products.

Own-developed niche products for the Rx segment (prescribed medicine) continued a satisfactory development along side with a strong general assortment-wide growth within the Rx segment.

Orifarm Generics Holding maintained its strong position across the Danish and Swedish markets within the segment for over-the-counter pharmaceuticals through a strengthened focus on few important categories

Orifarm Generics Holding's results for 2018 are not considered satisfactory and below expectations.

Culture and Employees

It is Orifarm's objective to be a leading supplier of generic pharmaceuticals in the Nordic countries. We believe that our results and the competencies, commitment and well-being of our employees are intertwined. That is why we are constantly seeking to maintain high motivation and engagement and develop our employees' knowledge and competencies, which in turn bolster Orifarm's results and growth-oriented culture.

In Orifarm we believe that diversity is very important to employees as well as to business. Consequently, the company is stressing internal efforts to constantly increase diversity across gender, age and culture and hence to e.g. onboard and integrate employees of diverse ethnic backgrounds. We see the potential of

Management commentary

each employee and create opportunities for everyone to develop at work and contribute to our business, irrespective of their gender, age, ethnicity, disability or other personal characteristics.

The level of internationalization in Orifarm has increased significantly in recent years, and Orifarm has conducted international rotations of employees to ensure integration, knowledge sharing and cultural exchange.

Special Risks

Operating conditions

For Generic Pharmaceuticals, the company policy states that infringing on patent rights should be avoided. However, since patent holders have a significant commercial interest in defending market monopolies that exceed the protections granted by a given patent, and since manufactures of generic products have an interest in challenging the market at patent expiry, disputes and litigation are difficult to avoid. Orifarm is from time to time involved in pending legal proceedings. The outcome of these may affect the company's earnings.

Financial matters

The company is exposed to fluctuations in foreign exchange rates and interest rate levels. The risks are mitigated through hedge, in accordance with the company’s policy. Exchange rate risks are primarily related to the currency SEK and NOK.

Orifarm’s financial risks, including its cash management and extension of credits, are managed centrally in Orifarm Group A/S. The aim is to maintain a low risk profile.

Outlook

For 2019, Orifarm Generics Holding A/S expects revenue and operating income on level with 2018.

Research and development activities

The Group has significant development activities covering both product and process development.

Statutory report on corporate social responsibility

Orifarm joined the UN Global Compact in 2018, and we are consequently incorporating the Ten Principles into our strategies, policies and procedures.

Our progress report is available at www.orifarm.com/responsibility.

Statutory report on the underrepresented gender

Descriptions of these subjects can be found in the Management’s Commentary of Orifarm Group A/S Annual Report.

Consolidated income statement for 2018

	Notes	2018 EUR'000	2017 EUR'000
Revenue		77.198	76.763
Other operating income		8.261	6.116
Cost of sales		(36.084)	(33.862)
Other external expenses		(21.194)	(20.563)
Gross profit/loss		**28.181**	**28.454**
Staff costs	2	(14.884)	(11.412)
Depreciation, amortisation and impairment losses	3	(4.596)	(4.380)
Operating profit/loss		**8.701**	**12.662**
Other financial income	4	486	237
Other financial expenses	5	(1.592)	(1.427)
Profit/loss before tax		**7.595**	**11.472**
Tax on profit/loss for the year	6	(2.091)	(2.965)
Profit/loss for the year	7	**5.504**	**8.507**

Consolidated balance sheet at 31.12.2018

	Notes	2018 EUR'000	2017 EUR'000
Completed development projects		4.020	0
Acquired licences		7.135	13.405
Goodwill		37.542	38.686
Development projects in progress		4.370	719
Intangible assets	8	**53.067**	**52.810**
Land and buildings		1.971	2.062
Plant and machinery		1.932	0
Other fixtures and fittings, tools and equipment		441	2.730
Prepayments for property, plant and equipment		2.046	0
Property, plant and equipment	9	**6.390**	**4.792**
Fixed assets		**59.457**	**57.602**
Raw materials and consumables		2.280	782
Work in progress		474	0
Manufactured goods and goods for resale		18.468	21.730
Prepayments for goods		338	0
Inventories		**21.560**	**22.512**
Trade receivables		11.804	11.309
Receivables from group enterprises		7.517	311
Deferred tax	10	50	124
Other receivables		1.098	267
Prepayments		181	47
Receivables		**20.650**	**12.058**
Cash		**3**	**10**
Current assets		**42.213**	**34.580**
Assets		**101.670**	**92.182**

Consolidated balance sheet at 31.12.2018

	Notes	2018 EUR'000	2017 EUR'000
Contributed capital		175	175
Retained earnings		35.748	30.281
Proposed dividend		0	8.000
Equity		**35.923**	**38.456**
Deferred tax	10	2.199	1.794
Provisions		**2.199**	**1.794**
Mortgage debt		336	429
Bank loans		7.373	6.668
Non-current liabilities other than provisions	11	**7.709**	**7.097**
Current portion of long-term liabilities other than provisions	11	4.348	10.215
Bank loans		8.746	5.952
Trade payables		5.221	6.404
Payables to group enterprises		28.638	13.312
Income tax payable		1.560	2.693
Other payables		7.121	4.388
Deferred income		205	1.871
Current liabilities other than provisions		**55.839**	**44.835**
Liabilities other than provisions		**63.548**	**51.932**
Equity and liabilities		**101.670**	**92.182**
Events after the balance sheet date	1		
Contingent liabilities	12		
Assets charged and collateral	13		
Group relations	14		
Subsidiaries	15		

Consolidated statement of changes in equity for 2018

	Contributed capital EUR'000	Retained earnings EUR'000	Proposed dividend EUR'000	Total EUR'000
Equity beginning of year	175	30.314	8.000	38.489
Ordinary dividend paid	0	0	(8.000)	(8.000)
Exchange rate adjustments	0	(164)	0	(164)
Fair value adjustments of hedging instruments	0	94	0	94
Profit/loss for the year	0	5.504	0	5.504
Equity end of year	**175**	**35.748**	**0**	**35.923**

Notes to consolidated financial statements

1. Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of the annual report.

	2018 EUR'000	2017 EUR'000
2. Staff costs		
Wages and salaries	13.083	9.799
Pension costs	1.514	1.449
Other social security costs	287	164
	14.884	**11.412**
Average number of employees	**203**	**188**

Total amount for remuneration of management 303 t.EUR in 2018 (298 t.EUR in 2017)

	2018 EUR'000	2017 EUR'000
3. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	3.509	3.698
Depreciation of property, plant and equipment	529	454
Profit/loss from sale of intangible assets and property, plant and equipment	558	228
	4.596	**4.380**

	2018 EUR'000	2017 EUR'000
4. Other financial income		
Financial income arising from group enterprises	110	81
Other financial income	376	156
	486	**237**

	2018 EUR'000	2017 EUR'000
5. Other financial expenses		
Financial expenses from group enterprises	414	270
Exchange rate adjustments	9	0
Other financial expenses	1.169	1.157
	1.592	**1.427**

Notes to consolidated financial statements

	2018 EUR'000	2017 EUR'000
6. Tax on profit/loss for the year		
Current tax	1.599	2.770
Change in deferred tax	479	121
Adjustment concerning previous years	13	74
	2.091	**2.965**

	2018 EUR'000	2017 EUR'000
7. Proposed distribution of profit/loss		
Ordinary dividend for the financial year	0	8.000
Retained earnings	5.504	507
	5.504	**8.507**

	Completed develop-ment projects EUR'000	Acquired licences EUR'000	Goodwill EUR'000	Develop-ment projects in progress EUR'000
8. Intangible assets				
Cost beginning of year	0	23.452	41.259	720
Exchange rate adjustments	(7)	(109)	(124)	(4)
Transfers	6.120	(8.188)	0	2.068
Additions	1.335	1.967	0	3.485
Disposals	(278)	(2.141)	0	(1.899)
Cost end of year	**7.170**	**14.981**	**41.135**	**4.370**
Amortisation and impairment losses beginning of year	0	(10.047)	(2.573)	0
Exchange rate adjustments	0	49	10	0
Transfers	(2.712)	2.712	0	0
Amortisation for the year	(706)	(1.772)	(1.030)	0
Reversal regarding disposals	268	1.212	0	0
Amortisation and impairment losses end of year	**(3.150)**	**(7.846)**	**(3.593)**	**0**
Carrying amount end of year	**4.020**	**7.135**	**37.542**	**4.370**

Development projects

Development projects consists of development of generic medicine. The development of the products are progressing as planned and are expected to be completed within 1-3 years.

Notes to consolidated financial statements

The Entity is continually scanning for and developing new generic medicine. It is the managements opinion, that newly developed generic medicine will contribute with positive contribution margin in the future, on equal terms with the currently product portfolio.

Management continuosly evalutes the value of development projects in progress, and write-down projects which are unprofitable.

	Land and buildings EUR'000	Plant and machinery EUR'000	Other fixtures and fittings, tools and equipment EUR'000	Prepay-ments for property, plant and equipment EUR'000
9. Property, plant and equipment				
Cost beginning of year	2.385	0	3.454	0
Exchange rate adjustments	(12)	(13)	(4)	(3)
Transfers	(26)	1.068	(2.188)	1.147
Additions	124	1.085	27	2.053
Disposals	0	0	(23)	(1.151)
Cost end of year	**2.471**	**2.140**	**1.266**	**2.046**
Depreciation and impairment losses beginning of year	(323)	0	(724)	0
Exchange rate adjustments	7	10	3	0
Depreciation for the year	(184)	(218)	(127)	0
Reversal regarding disposals	0	0	23	0
Depreciation and impairment losses end of year	**(500)**	**(208)**	**(825)**	**0**
Carrying amount end of year	**1.971**	**1.932**	**441**	**2.046**

	2018 EUR'000	2017 EUR'000
10. Deferred tax		
Intangible assets	2.042	1.693
Property, plant and equipment	88	88
Tax losses carried forward	19	(111)
	2.149	**1.670**
Changes during the year		
Beginning of year	1.670	
Recognised in the income statement	479	
End of year	**2.149**	

Notes to consolidated financial statements

Allocation of deferred tax in the balance sheet

Deferred tax recognised under assets	(50)
Deferred tax recognised under liabilities	2.199
	2.149

	Due within 12 months 2018 EUR'000	Due within 12 months 2017 EUR'000	Due after more than 12 months 2018 EUR'000	Outstanding after 5 years EUR'000
11. Liabilities other than provisions				
Mortgage debt	46	0	336	151
Bank loans	4.302	10.215	7.373	0
	4.348	**10.215**	**7.709**	**151**

12. Contingent liabilities

The group participates in a Danish joint taxation arrangement in which Habico Holding A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company’s financial statements.

The Group has normal trade obligations on returned goods, and no significant losses are expected.

The Group companies are a party to ligititation regarding alleged infringements of trademark and patent rights. Management believes that these legal proceedings will not lead to significant losses for the company.

13. Assets charged and collateral

The Group has provided guarantees under which the guarantors assume joint and several liability for group enterprises’ net debt with bank and credit institutions. The Groups total net debt in relation to this guarantee is booked at 31.12.2018 of 75,8 m.EUR.

Companies in Orifarm Generics Group has provided receivables from sales of goods and services, 11,8 m.EUR as security for debt to the Group’s banks and credit institutions. In addition, there are also security for the debt to banks and credit institutions, pledged unlisted shares in certain subsidiaries with a total book value per 31.12.2018 of 17,9 m.EUR.

Notes to consolidated financial statements

14. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: Habico Holding A/S, Central Business Registration No. 27 34 71 34, Odense.

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: Orifarm Group A/S, Central Business Registration No. 27 34 72 82, Odense.

	Registered in	Corpo- rate form	Equity inte- rest %
15. Subsidiaries			
Orifarm Generics A/S	Denmark	A/S	100,0
Orifarm Generics AB	Sweden	AB	100,0
Orifarm Generics AS	Norway	AS	100,0
Orifarm Generics OY	Finland	OY	100,0
Viminco A/S	Denmark	A/S	100,0

Parent income statement for 2018

	Notes	2018 EUR'000	2017 EUR'000
Other operating income		856	715
Other external expenses		(10)	(14)
Gross profit/loss		**846**	**701**
Depreciation, amortisation and impairment losses	1	(982)	(728)
Operating profit/loss		**(136)**	**(27)**
Income from investments in group enterprises		6.146	9.143
Other financial income	2	93	122
Other financial expenses	3	(746)	(911)
Profit/loss before tax		**5.357**	**8.327**
Tax on profit/loss for the year	4	147	180
Profit/loss for the year	5	**5.504**	**8.507**

Parent balance sheet at 31.12.2018

	Notes	2018 EUR'000	2017 EUR'000
Completed development projects		2.466	0
Acquired licences		799	3.684
Development projects in progress		2.021	719
Intangible assets	6	**5.286**	**4.403**
Investments in group enterprises		57.614	57.035
Receivables from group enterprises		100	100
Fixed asset investments	7	**57.714**	**57.135**
Fixed assets		**63.000**	**61.538**
Trade receivables		0	3
Receivables from group enterprises		4.372	7.308
Other receivables		0	39
Income tax receivable		344	327
Receivables		**4.716**	**7.677**
Cash		**0**	**10**
Current assets		**4.716**	**7.687**
Assets		**67.716**	**69.225**

Parent balance sheet at 31.12.2018

	Notes	2018 EUR'000	2017 EUR'000
Contributed capital	8	175	175
Reserve for development expenditure		1.206	0
Retained earnings		34.542	30.315
Proposed dividend		0	8.000
Equity		**35.923**	**38.490**
Deferred tax		1.164	970
Provisions		**1.164**	**970**
Bank loans		7.373	6.570
Non-current liabilities other than provisions	9	**7.373**	**6.570**
Current portion of long-term liabilities other than provisions	9	4.302	10.019
Trade payables		86	0
Payables to group enterprises		18.768	12.959
Other payables		100	217
Current liabilities other than provisions		**23.256**	**23.195**
Liabilities other than provisions		**30.629**	**29.765**
Equity and liabilities		**67.716**	**69.225**
Contingent liabilities	10		
Assets charged and collateral	11		
Related parties with controlling interest	12		

Parent statement of changes in equity for 2018

	Contributed capital EUR'000	Reserve for development expenditure EUR'000	Retained earnings EUR'000
Equity beginning of year	175	0	30.315
Ordinary dividend paid	0	0	0
Exchange rate adjustments	0	0	(165)
Fair value adjustments of hedging instruments	0	0	94
Transfer to reserves	0	1.206	(1.206)
Profit/loss for the year	0	0	5.504
Equity end of year	**175**	**1.206**	**34.542**

	Proposed dividend EUR'000	Total EUR'000
Equity beginning of year	8.000	38.490
Ordinary dividend paid	(8.000)	(8.000)
Exchange rate adjustments	0	(165)
Fair value adjustments of hedging instruments	0	94
Transfer to reserves	0	0
Profit/loss for the year	0	5.504
Equity end of year	**0**	**35.923**

Notes to parent financial statements

	2018 EUR'000	2017 EUR'000
1. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	728	629
Profit/loss from sale of intangible assets and property, plant and equipment	254	99
	982	**728**

	2018 EUR'000	2017 EUR'000
2. Other financial income		
Financial income arising from group enterprises	91	116
Other financial income	2	6
	93	**122**

	2018 EUR'000	2017 EUR'000
3. Other financial expenses		
Financial expenses from group enterprises	303	188
Other financial expenses	443	723
	746	**911**

	2018 EUR'000	2017 EUR'000
4. Tax on profit/loss for the year		
Change in deferred tax	197	121
Refund in joint taxation arrangement	(344)	(301)
	(147)	**(180)**

	2018 EUR'000	2017 EUR'000
5. Proposed distribution of profit/loss		
Ordinary dividend for the financial year	0	8.000
Retained earnings	5.504	507
	5.504	**8.507**

Notes to parent financial statements

	Completed development projects EUR'000	Acquired licences EUR'000	Development projects in progress EUR'000
6. Intangible assets			
Cost beginning of year	0	8.164	719
Exchange rate adjustments	0	(25)	(2)
Transfers	1.977	(3.226)	1.249
Additions	1.266	448	1.954
Disposals	0	(1.190)	(1.899)
Cost end of year	**3.243**	**4.171**	**2.021**
Amortisation and impairment losses beginning of year	0	(4.480)	0
Exchange rate adjustments	0	17	0
Transfers	(428)	424	0
Amortisation for the year	(349)	(379)	0
Reversal regarding disposals	0	1.046	0
Amortisation and impairment losses end of year	**(777)**	**(3.372)**	**0**
Carrying amount end of year	**2.466**	**799**	**2.021**

Development projects

Development projects consists of development of generic medicine. The development of the products are progressing as planned and are expected to be completed within 1-3 years.

The Entity is continually scanning and developing new generic medicine. It is the managements opinion, that newly developed generic medicine will contribute with positive contribution margin in the future, on equal terms with the currently product portfolio.

Management continuosly evalutes the value of development projects in progress, and write-down projects which are unprofitable.

Notes to parent financial statements

	Invest-ments in group enterprises EUR'000	Receivables from group enterprises EUR'000
7. Fixed asset investments		
Cost beginning of year	65.638	100
Exchange rate adjustments	(196)	0
Transfers	(211)	0
Disposals	(74)	0
Cost end of year	**65.157**	**100**
Impairment losses beginning of year	(8.603)	0
Exchange rate adjustments	(4)	0
Transfers	211	0
Amortisation of goodwill	(1.525)	0
Share of profit/loss for the year	8.183	0
Adjustment of intra-group profits	(472)	0
Dividend	(5.357)	0
Reversal of impairment losses	24	0
Impairment losses end of year	**(7.543)**	**0**
Carrying amount end of year	**57.614**	**100**

Unamortised share of group goodwill amounts to 40.733 t.EUR as on 31.12.2018.

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

	Number	Nominal value EUR'000
8. Contributed capital		
Ordinare shares	1.300	175
	1.300	**175**

	Due within 12 months 2018 EUR'000	Due within 12 months 2017 EUR'000	Due after more than 12 months 2018 EUR'000
9. Liabilities other than provisions			
Bank loans	4.302	10.019	7.373
	4.302	**10.019**	**7.373**

Notes to parent financial statements

10. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which Habico Holding A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

The Company is a party to litigation regarding alleged infringement of patent rights. Management believes that these legal proceedings will not lead to significant losses for the Company.

11. Assets charged and collateral

The group has provided guarantees under which the guarantors assume joint and several liability for group enterprises' net debt with bank and credit institution. The Groups total net debt in relation to this guarantee is booked at 31.12.2018 of 75,8 m.EUR.

The Company has provided security for the debt to banks and credit institutions, pledged unlisted shares in certain subsidiaries with a total book value per 31.12.2018 of 17,9 m.EUR.

12. Related parties with controlling interest

Related parties with controlling in Orifarm Generics Holding A/S:
Orifarm Group A/S, Central Business Registration No. 27347282, Odense.

All transactions with related parties are conducted on arms length.

Accounting policies

Reporting class
This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year, with the exception of the classification of the Group’s Cash-pool according to below.

Income statement items are translated at the average rate for the year. Balance sheet items are translated at closing rate. The exchange rate adjustment from the average for the year, respectively, previous year’s closing rate are posted directly to equity.

Change in presentation
The comparative figures for short-term bank loans and payables to group enterprises have been adjusted, while the Group’s Cash-pool wasn’t presented correct in the comparative figures. The implication of the mistake has caused short-term bank loans to decrease by t.EUR 12.959 and payables to group enterprises to rise by t.EUR 12.959.

None of the changes have any effect on the annual result or equity, while the changes made entirely relates to reclassifications.

Segment information

There has been no breakdown of segment information in the notes, as there is only one segment in the Group's annual report.

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.

Accounting policies

Consolidated financial statements

The consolidated statements include Orifarm Generics Holding (parent company) and the companies (group enterprises controlled by the parent. The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Companies in which the Group directly or indirectly owns between 20% and 50% of the voting rights and exercises significant influence, but no controlling influence, are considered as associated companies.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition date, with net assets having been calculated at fair value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in equity.

Income statement

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Accounting policies

Referring to section 96 (1) in the Danish Financial Statement Act the Group has decided not to show revenue allocated on segments on accounts of competitive consideration. Reference is made to the information regarding segments for the Group in the consolidated financial statements for Orifarm Group A/S.

Other operating income
Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including rental income and gains from the sale of intangible assets and property, plant and equipment.

Cost of sales
Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses
Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for distribution, sale, advertising, administration, premises, etc.

Staff costs
Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses
Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises
Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

Other financial income
Other financial income comprises of interest income, realised as well as unrealised capital gains on liabilities and transactions in foreign currencies.

Other financial expenses
Other financial expenses comprises of interest expenses, realised and unrealised capital losses on liabilities and transactions in foreign currencies.

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.

Accounting policies

The Entity is jointly taxed with all Danish subsidiaries. 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).

The jointly taxed companies to the rules of section 11B of the Danish Companies Act governing interest deduction limitation. It has been agreed in the joint taxation that reduced interest deduction is recognized in the company in which the interestdeduction has been reduced.

Balance sheet

Goodwill

Goodwill is the positive difference between cost and value in use of assets and liabilities taken over as part of the acquisition. Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. The amortisation periods used are 10-40 years.

The determination of the lifetime is decided based on an evaluation of a combined company with Know How, skills and a efficient organization, which is expected to provide development of the business in a long time to come, and because the lifetime of the medical products normally are very long.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Intellectual property rights etc

Intellectual property rights etc. comprises development costs, acquired licenses, files and application fees.

Development costs comprises costs, staff costs and depreciations, directly associated to development activities.

Development projects, which are clearly defined and identifiable, and where the technical viability, ressources and a potential future market kan be established with the intention to produce, market or utilise the projects, are recognised in the balance sheet as intangible assets, if the cost are measured reliable, and there is a certain security, that the future profit will cover the production-, marketing- and aministrations costs as well as development costs. Additional development costs are recognised in the income statement, as the costs occurs.

Development projects, are measured at cost less accumulated amortisation and impairment.

When development projects are completed, the products are amortised straight-line over their expected useful lives calculated from the date when the product to which the development cost relate is introduced to the market. The amortisation period usually used is 5-10 years.

Accounting policies

Acquired licenses, files and applications fees are measured at cost less accumulated amortisation and impairment.

Licenses, files and application fees regarding a specific product in relation to which a potential future market can be demonstrated and where the intention is to market the product in question are recognised as intangible assets. Other costs relating to applications are recognised as cost in the income statement as incurred.

Licenses, files and application fess regarding generic products are amortised straight-line over their expected useful lives calculated from the date when the product to which the files and application fees relate is introduced to the market. The amortisation period is 5 years.

Estimated useful lives and residual values are reassessed annually.

When licenses, files and application fees are subject to impairment, licenses, files and application fees are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment
Land and buildings, plant and machinery as well as 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:

Buildings	10-25 years
Leasehold improvements	5 years
Plant and machinery	5-20 years
Other fixtures and fittings, tools and equipment	3-5 years

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.

Profit or losses from the sale of property, plant and equipment are calculated as the difference between selling price less selling cost and carrying amount at the time of sale. Profit and losses are recognized in the income statement.

Investments in group enterprises
Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises’ equity value plus or minus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Accounting policies

The Parent's share of the enterprises' profts or losses after elimination of unrealised intra-group profits and losses and plus or minus amortisation of positive, or negative, goodwill on consolidation is recognized in the income statement.

Group enterprises with negative equity are measured at zero value, and any receivables from these enterprises are written down by the Parent's share of such negative equity if it is deemed irrecoverable. If the negative equity value exceeds the amount receivable, the remaining amount is recognized under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

Net revaluation of investments in group enterprises is taken to reserve for net revaluation under the equity method if the carrying amount exceeds cost.

Inventories
Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of, depreciation on of and impairment losses relating to machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management. Financing costs are not included in cost.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

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

Prepayments
Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash
Cash comprises cash in hand and bank deposits.

Dividend
Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Accounting policies

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

Mortgage debt
At the time of borrowing, mortgage debt to mortgage credit institutions is measured at cost which corresponds to the proceeds received less transaction costs incurred. Mortgage debt is subsequently measured at amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal repayable amount of the loan is recognised in the income statement as a financial expense over the term of the loan applying the effective interest method.

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

Income tax receivable or payable
Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Deferred income
Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement
Referring to section 86 (4) of the Danish Financial Statements Act, Orifarm Generics Holding A/S has not prepared any cash flow statements. Orifarm Generics Holding A/S is included in the consolidated cash flow statement in Orifarm Group A/S.