

**Orifarm Group A/S**

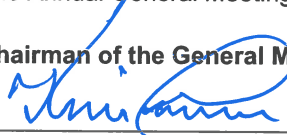
Energivej 15  
5260 Odense S

Central Business Registration no. 27 34 72 82

**Annual report 2017**

The Annual General Meeting adopted the annual report on 28/5 2018

**Chairman of the General Meeting:**

  
\_\_\_\_\_

Kim Jensen



## Orifarm Group A/S

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## Orifarm Group A/S

### Company details

#### Company

Orifarm Group A/S

Energivej 15

5260 Odense S

Central Business Registration No: 27 34 72 82

Registered in: Odense

#### Board of Directors

Niels Harald de Coninck-Smith, Chairman

Ole Michael Friis, Vice chairman

Claudio Albrect

Karen Lykke Sørensen

Lars Monrad-Gylling

Peter Arend William Burema

Dan Bøgh Hartwig, employee elected representative

Gitte Alhed Poulsen, employee elected representative

Jeanette Jæger Wallentin, employee elected representative

#### Group executive board

Hans Carl Bøgh-Sørensen, Chief Executive Officer

Erik Sandberg

Jacob Lucassen

Eva Berner

#### Company auditors

Deloitte Statsautoriseret Revisionspartnerselskab

## Orifarm Group A/S

### 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 Group A/S for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017. 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, 28. May 2018

### Executive Board



Hans Carl Bøgh-Sørensen  
Chief Executive Officer



Erik Sandberg



Jacob Lucassen



Eva Berner

### Board of Directors



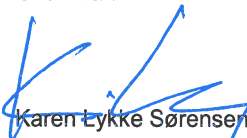
Niels Harald de Coninck-Smith  
Chairman



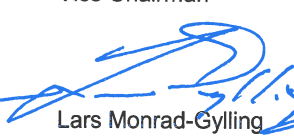
Ole Michael Friis  
Vice Chairman



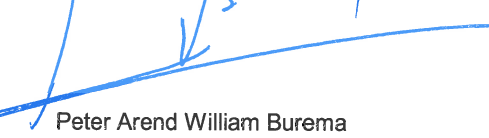
Claudio Albrecht



Karen Lykke Sørensen



Lars Monrad-Gylling



Peter Arend William Burema



Dan Bøgh Hartwig



Gitte Alhed Poulsen



Jeanette Jørgen Wallentin

## Orifarm Group A/S

### Independent auditor's report

To the shareholders of Orifarm Group A/S

#### Opinion

We have audited the consolidated financial statements and the parent financial statements of Orifarm Group A/S for the financial year 01.01.2017 - 31.12.2017, 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, and the consolidated cash flow statement. 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 31.12.2017, and of the results of their operations and the consolidated cash flows for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's responsibilities for the audit of the 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 Parent'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 financial statements and parent financial statements.

## Orifarm Group A/S

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 Parent'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 Parent'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.

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.

**Orifarm Group A/S**

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, 28. May 2018

**Deloitte**

Statsautoriseret Revisionspartnerselskab  
Business Registration No 33 96 35 56



**Lars Knage Nielsen**

State-Authorised  
Public Accountant

MNE Number mne10074

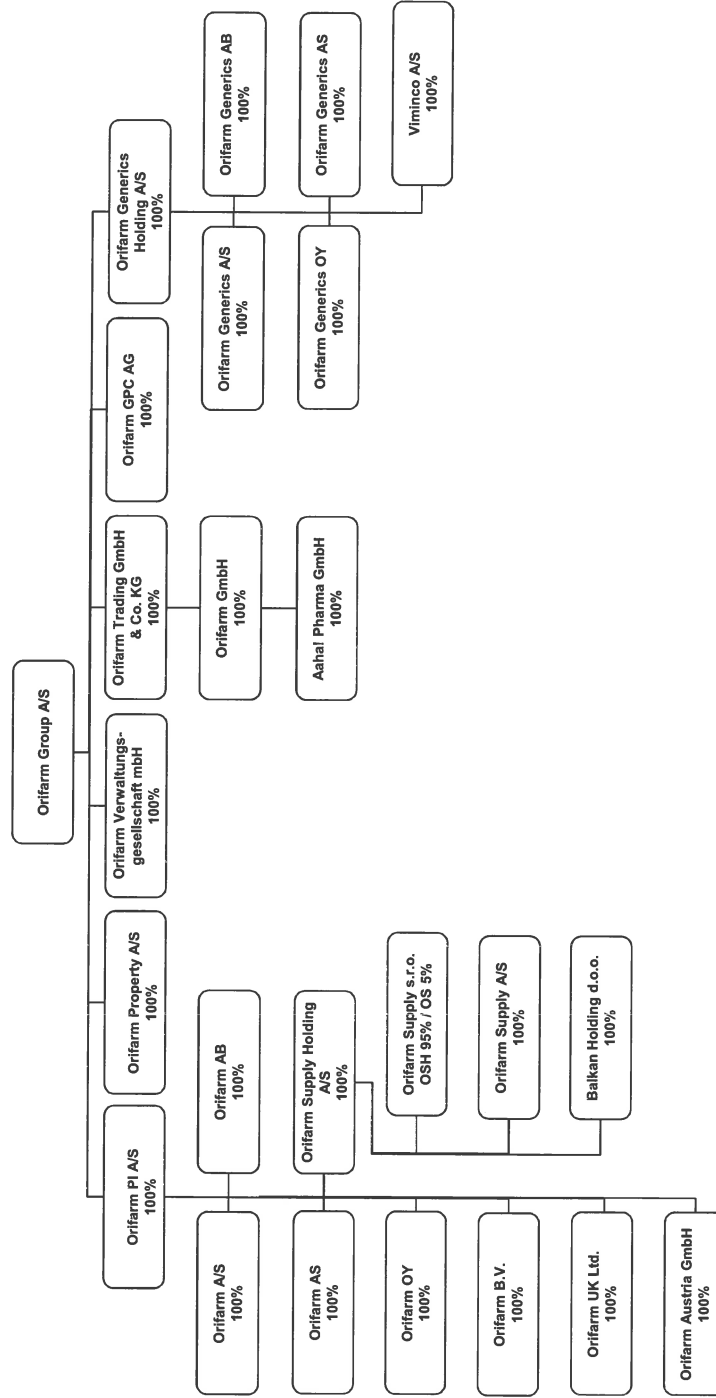


**Allan Dydensborg Madsen**

State-Authorised  
Public Accountant

MNE Number mne34144

## Group structure





## Orifarm Group A/S

### Management's Commentary

#### Financial highlights of the Group

<i>(mio. EUR)</i>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Key figures</b>					
Revenue	796,9	725,8	759,1	755,0	727,2
Gross profit	120,4	108,7	96,9	91,2	95,6
Operating income	33,8	24,5	20,2	16,4	16,0
Net financials	-5,1	-8,1	-8,7	-7,7	-8,3
Profit for the year	21,9	10,2	9,1	6,2	6,2
Investments in Tangible fixed assets	4,1	3,0	2,8	1,4	2,2
Inventories	151,4	148,6	119,2	143,0	142,6
Receivables	111,7	95,4	95,0	78,3	81,8
Equity	117,0	98,5	90,3	60,4	55,8
Balance sheet total	360,6	347,2	319,0	281,2	299,2
Cash flows from operating activities	25,5	-14,3	39,7	27,8	-17,2
Cash flows from investing activities	-8,7	-7,8	-66,1	-6,1	-6,6
<b>Ratios</b>					
Gross margin (%)	15,1	15,0	12,8	12,1	13,1
Operating margin (%)	4,2	3,4	2,7	2,2	2,2
Equity ratio (%)	32,4	28,4	28,3	21,5	18,6
Return on equity (%)	20,3	10,8	12,1	10,7	11,7

## Orifarm Group A/S

### Management's Commentary

**In 2017, Orifarm Group reached a strong level of earnings with 2017 financial being the 2<sup>nd</sup> strongest financial year ever in company history. Especially the business unit Orifarm Parallel Import showed an excellent development and result through new market entries and growth on mature markets and thereby increasing the society savings on pharmaceuticals. Orifarm Generics invested further in order to create long-term growth.**

- Orifarm Group's revenues increased by 9.8% to MEUR 797 (2016: MEUR 726). Operating income excl. non-recurring items increased by MEUR 1.6 to MEUR 33.8 (2016: MEUR 32.2) and earnings before tax increased by MEUR 12.3 to MEUR 28.7 (2016: MEUR 16.4)
- Orifarm Parallel Import's revenues totalled MEUR 720 (2016: MEUR 646). Operating income excl. non-recurring items increased by MEUR 4.2 to MEUR 26.2 (2016: MEUR 22.0)
- Orifarm Generics' revenues fell slightly to MEUR 77 (2016: MEUR 79). Operating income fell by MEUR 2.0 to MEUR 12.3 (2016: MEUR 14.3)

### Company Presentation

Orifarm Group is an ambitious operator in the European market for pharmaceuticals. Our ambition is to supply high quality pharmaceuticals at a lower cost. In other words: We offer consumers and societies more healthcare for their money.

Orifarm Group consists of two operating divisions: Orifarm Parallel Import and Orifarm Generics.

Common to both operating divisions is healthcare business model innovation. This is expressed in Orifarm Group's mission statement which is "*Challenging the pharmaceutical market*".

Orifarm Group'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 Group delivers solutions that meet its stakeholder's needs. Orifarm Group's operating activities are guided by our values which are flexibility, ambition, responsibility and customer focus.

### Orifarm Parallel Import

Orifarm Parallel Import was established in 1994 in response to significant price differentials for identical pharmaceuticals across EU Member States. Pharmaceuticals are imported from EU/EEA Member States where original pharmaceutical producers sell their preparations at prices that are lower than what they demand for the identical products in e.g. the Nordic countries and Germany. In doing so, Orifarm Group utilises the principle of free movement of goods within the EU/EEA.

Orifarm Parallel Import's activities have led to lower prices of pharmaceuticals and thus savings benefitting both patients and society at large in the markets in which it operates.

Despite the principles of free movement of goods within the EU/EEA, and without regard for the fact that the efforts of Orifarm Parallel Import and its competitors have led to lower costs of pharmaceuticals, various barriers to the parallel import trade are still being tolerated by the EU; see section entitled "Obstacles to healthcare cost savings generated by the Parallel Import trade" below.

## Orifarm Group A/S

### Management's Commentary

#### Orifarm Generics

Orifarm Group entered the generic pharmaceuticals market in the Nordic countries in 2001. 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.

Included in Orifarm Generics' broad range of generic preparations is a line of generic over-the-counter products which are marketed under the umbrella brand "Tænk gult" in Denmark and "Tänk Gult" in Sweden.

#### Review of Financial Performance in 2017

Orifarm Group's results for 2017 are considered satisfactory and in line with the expectations.

Orifarm Group's revenues increased by 9.8% to MEUR 797 (2016: MEUR 726) through dedicated focus on new market entries and organic growth in mature markets in Parallel Import.

Orifarm Group's gross margin increased by 0.1%-points to 15.1% (2016: 15.0%) due to slightly lower proportionate share of turnover in the low margin business of Parallel Import.

Orifarm Group's operating margin increased to 4.2% (2016: 3.4%) through dedicated focus on profitability in Parallel Import. Orifarm Group's operating income increased by MEUR 9.3m to MEUR 33.8 (2016: MEUR 24.5).

#### 2017 Performance Highlights – Orifarm Parallel Import

- Although market conditions were challenging, PI achieved margin improvements and an overall significant improvement in net result
- Orifarm Parallel Import's revenues totalled MEUR 720 (2016: MEUR 646)
- Orifarm Parallel Import's operating income excl. non-recurring items totalled MEUR 26.2 (2016: MEUR 22.0)
- Orifarm Parallel Import maintained its leading position as Europe's largest parallel importer of pharmaceuticals
- In Germany, operating profit were lifted through dedicated efforts and despite fierce price competition
- In Sweden, operating income as well as margins were under significant pressure due to the weak Swedish Krona. Orifarm's market leading position was maintained
- In Denmark, profitability was increased despite fierce competition
- Orifarm entered the UK market under full awareness of potential consequences from BREXIT. The weakened British Pound, however, has led to pressure on profitability, but as UK is the second largest PI market in Europe, Orifarm continues to see mid-term possibilities

## Orifarm Group A/S

### Management's Commentary

- Activity level and profitability from presence on the Dutch market increased significantly in 2017 despite challenging entry barriers
- Orifarm gained significant market shares on the Austrian market

### 2017 Performance Highlights – Orifarm Generics

- Orifarm Generics' revenues fell slightly to MEUR 77 (2016: MEUR 79)
- Operating income fell by MEUR 2.0 to MEUR 12.3 (2016: MEUR 14.3) due to significant investments in mid-long term growth
- Orifarm Generics had a strong 1<sup>st</sup> half with growth across segments but encountered fierce price competition in 2<sup>nd</sup> half (especially Denmark and Sweden). In summary, this ended in a stagnant turnover for the year
- 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 maintained its strong position across the Denmark and Sweden markets within the segment for over-the-counter pharmaceuticals
- Orifarm Generics decided to invest further in developing new products in order to achieve long-term growth and thereby additional society savings

### Obstacles to Healthcare Cost Savings Generated by the Parallel Import trade

A series of measures undertaken by original producers and by some EU Member States hamper trade in pharmaceuticals and reduce Orifarm Group's ability to grow its parallel-import business:

#### *Quota systems*

A number of the world's biggest pharmaceutical manufacturers have introduced quota systems for selling pharmaceuticals in the EU. In some cases, pharmaceutical manufacturers have gone even further and stopped making deliveries to wholesalers who are re-exporting pharmaceuticals. This practise limits Orifarm Group's sourcing opportunities and consequently also the capacity to increase sales of the lower priced parallel imported pharmaceuticals. In Orifarm Group's view, quota systems are in breach of the EU Treaty because they let pharmaceutical manufacturers restrict competition within the EU.

#### *Export ban*

Several EU Member States have introduced or attempted to introduce bans on exports of pharmaceuticals to other member states or have hampered exports by imposing obligations onto exporters' notification as regards to regulatory authorities and approval regimens prior to export. Export bans and disproportionate export barriers violate the EU Treaty's provisions on the free movement of goods and may change Orifarm Group's entire business model. We therefore strongly object to such measures. The European Commission is regularly informed about developments and in this context we are pleased to note that the Commission is currently investigating the extent of such export restrictions with the purpose of potential political intervention.

## Orifarm Group A/S

### Management's Commentary

#### *Dual pricing*

In Spain, a number of multinational pharmaceutical manufacturers have established or maintained – supported by a legal frame work initiated by the Government – a dual pricing system. Dual pricing forces pharmaceutical manufacturers to sell their products at an artificially inflated price to Spanish pharmaceutical wholesalers. However, if the wholesalers can document that the products are intended for domestic sale - and not for re-export – then wholesalers will receive a discount bringing the price to the 'normal' Spanish price level. For parallel importers, the dual-pricing system, therefore, means that one of the EU's fundamental principles - free movement of goods between union members states - is effectively overruled. In Orifarm Group's opinion, dual-pricing violates the competition provisions set out in the EU Treaty.

Nonetheless, despite these trade restrictions, Orifarm Group has continued to provide its customers with stable deliveries of goods by cultivating new procurement countries and channels.

### Special Risks

#### *Operating conditions*

To a significant extent, consolidated earnings depend on legislative measures that affect the pricing of pharmaceuticals in both the purchase and the sales countries. Earnings are also affected by measures in the sales countries which are intended to limit the consumption of pharmaceuticals.

It is Orifarm Group's policy to avoid infringing on trademark rights, and Orifarm Group is not currently involved in any major pending litigation of this kind.

For the business area Generic Pharmaceuticals, Orifarm Group 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 Group is from time to time involved in pending legal proceedings. The outcome of these may affect Orifarm Group's earnings.

#### *Financial matters*

Orifarm Group is exposed to fluctuations in foreign exchange rates and interest rate levels. The risks are mitigated through hedge, in accordance with the Group's policy. Exchange rate risks are primarily related to the currencies SEK, CZK and GBP. A 1 percentage point change in the interest rate level affects the Group's earnings net by approx. MEUR 1.0.

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

### Culture and Employees

It is Orifarm Group's objective to be a leading supplier of parallel-imported and generic pharmaceuticals in the Nordic countries, Germany, Austria, Holland and UK. We believe that our results and the competencies and commitment of our employees are intertwined. That is why we are constantly seeking to develop our employees' knowledge and competencies, which in turn bolster Orifarm Group's results and growth-oriented culture.

Orifarm Group is aware of its social responsibilities and accordingly, it is important for the company to have a wide variety of employees. Consequently, the company is stressing internal efforts to integrate employees of other ethnic backgrounds as well as disabled employees.

## Orifarm Group A/S

### Management's Commentary

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

### Target Figures for Gender Composition of Management

At Orifarm, diversity is considered a strength that opens up access to the most talented employees.

Offering excellent career opportunities to both female and male employees helps to ensure that Orifarm Group has the capacity of appointing the best candidate for a given position. This is also reflected in the gender distribution among our executives in Danish companies where 40% are female and 60% are male.

The policy is to recruit the best candidate for a given position. If more candidates are assessed equal on competencies, the underrepresented gender will be chosen for the position. The ambition is to have at least 40% of both sexes represented on Orifarm's management team.

The Supervisory Board of Orifarm Group A/S currently consists of 6 general elected members of whom 1 is woman. This distribution is deemed to be acceptable and according to the ambitions stated in previous financial statements. The ambition is over the coming 3 years to further include 1 woman on the Supervisory Board concurrently with natural replacement which continues to be contingent on our ability to identify the best candidate.

### Corporate Social Responsibility

During 2017 the Management of Orifarm Group took initiative to update its CSR policies. The new and enhanced policies were approved by the Board of Directors in December 2017. Accordingly monitoring of the effects have been initiated in 2018, and the results will be published as part of the Annual Report for 2019.

The Orifarm CSR efforts and execution ensure compliance with the Danish Financial Statement Act § 99 a and b. We have identified areas in which we have the possibility to positively impact a sustainable development or are at risk of impacting human rights, labour rights, climate and environment in a negative way or being complicit to corruption and bribery.

Our CSR efforts are aligned with the UN Global Compact Principles, and we strive at pursuing the goals and standards mentioned in the UN Guiding Principles for Human Rights and Business and the OECD guidelines for multinational enterprises.

### Climate and Environment

It is our aim to contribute to a better environment by ensuring that environmental concerns form a natural part of all our activities. This includes a precautionary approach to environmental challenges and promotion of environmentally friendly technologies internally in the Group and among business partners.

Orifarm affects the environment primarily through the consumption of energy and resources in our buildings and for transportation, but also via our production. We therefore constantly work to reduce our energy consumption and emissions and improve waste management. We apply a systematic approach to environmental management and comply with all legislative requirements.

## Orifarm Group A/S

### Management's Commentary

To minimize environmental impact, we have incorporated an environmental policy throughout the whole organization that guides us on how to take care of the environment in daily life.

Actions initiated in 2016 have been continued and further strengthened during 2017 for the benefits of a better environment and a more profitable business.

Further investments in new and improved facilities and technical installations have been completed in the Group. Energy efficiency and savings have been highly considered as part of these investments.

These actions have led to a reduction of Co2 emission even though we have not yet implemented measurements.

Planned new environmental initiatives for 2018 cover a switch to sustainable energy solutions ("green energy"), replacement of freon based refrigeration plants and conversion of food waste to biofuel.

### Human Rights

In all Orifarm operations and activities we respect human rights and avoid infringing the human rights of involved individuals.

We believe that through our products we may contribute in a positive manner to the human rights to health and wellbeing by paving the way for accessibility to affordable and high-quality medicine for all.

To reduce the risk for setting aside relevant human rights for our business, we ensure compliance with human rights related legislation and identify actual and potential risks from activities in our business units and facilities. Identified risks that are directly linked to our operations and to the services of our business partners are mitigated and prevented.

In Europe we thus have a focus on privacy and protection of personal data throughout the Group, covering both the data of consumers, employees and business partners.

### Labour Rights

It is important to us that sustainable management is visible in all parts of our organization. To achieve this, we have a strong and continuous focus on taking good care of our employees and to create a motivating environment where our employees thrive and develop.

We value being a social and friendly organization that accommodates diversity. Diversity in Orifarm is about recognizing employees because of, not despite of the fact that they are different. We see the potential of each employee and create opportunities for everyone to develop at work, irrespective of their gender, ethnicity, disability or other personal characteristics. Diversity thus provide us with an opportunity to share experiences and gather learnings across different cultures and to transform this knowledge into a competitive advantage.

The well-being and motivation of our employees are dependent on a healthy and safe workplace. To ensure this, we comply with legislation and collective agreements on fair wages, rest and leisure, equal remuneration for men and women, anti-discrimination and equal opportunities in access to employment and career.

## **Orifarm Group A/S**

### **Management's Commentary**

In our supply chain and with other business partners we are committed to identify and mitigate or eliminate any risk for infringing the right to freedom of association and to collective bargaining. We are also committed to eliminate all forms of forced and compulsory labour and to effectively abolish child labour.

### **Anti-corruption and Bribery**

Orifarm places great emphasis on being a good and competent partner for our stakeholders. Part of this involves working against corruption and to promote good business ethics.

Our anti-corruption effort includes prevention of extortion and bribery and is carried out in compliance with international standards. In our Supplier Code of Conduct our suppliers and business partners are requested to support and respect anti-corruption principles. At the same time we conduct risk assessments and mitigations plans as an integrated part of our business planning and operations.

### **Development Activities**

Orifarm Group's two business areas both have significant development activities covering both product and process development.

### **Events since the End of the Fiscal Year**

From the reporting date until today, no events have occurred which could change the assessments made in the Annual Report.

### **Outlook**

Orifarm Group expects activity and results for 2018 to be at same level as 2017.



## Orifarm Group A/S

### Income statement

(1.000 EUR)

Parent company			Group	
2016	2017		2017	2016
8.786	8.611	Revenue	796.905	725.777
419	1.164	Other operating income	1.538	404
-363	-1.019	Cost of sales	-678.085	-617.524
<b>8.842</b>	<b>8.756</b>	<b>Gross profit</b>	<b>120.358</b>	<b>108.657</b>
-4.760	-5.077	Other external expenses	-31.955	-32.201
-5.636	-5.973	Staff costs	-45.241	-42.980
<b>-1.554</b>	<b>-2.294</b>	<b>Income before depreciation</b>	<b>43.162</b>	<b>33.476</b>
-1.814	-1.345	Depreciation, amort. and impairm. losses	-9.313	-8.978
<b>-3.368</b>	<b>-3.639</b>	<b>Operating income</b>	<b>33.849</b>	<b>24.498</b>
13.496	24.870	Income from investments in group entities		
1.218	1.102	Financial income	3.464	3.578
-1.591	-1.195	Financial expenses	-8.593	-11.716
<b>9.755</b>	<b>21.138</b>	<b>Profit before tax</b>	<b>28.720</b>	<b>16.360</b>
426	743	Tax	-6.839	-6.179
<b>10.181</b>	<b>21.881</b>	<b>Profit for the year</b>	<b>21.881</b>	<b>10.181</b>

## Orifarm Group A/S

### Balance sheet

(1.000 EUR)

Parent company			Group	
2016	2017		2017	2016
0	0	Goodwill	46.909	48.526
0	0	Files and application fees	19.403	19.712
2.811	1.933	Other intangible assets	1.979	2.888
0	0	Development projects in progress	719	0
<b>2.811</b>	<b>1.933</b>	<b>Intangible assets</b>	<b>69.010</b>	<b>71.126</b>
			9	
0	0	Property	18.588	19.829
0	0	Leasehold improvements	82	65
424	1.322	Plant and equipment	5.407	3.201
<b>424</b>	<b>1.322</b>	<b>Tangible fixed assets</b>	<b>24.077</b>	<b>23.095</b>
			10	
78.893	94.987	Investments in group entities	11	
19.657	19.643	Receivables from group entities	11	
0	0	Other bonds and equity investments	12	28
<b>98.550</b>	<b>114.630</b>	<b>Financial assets</b>	<b>645</b>	<b>28</b>
<b>101.785</b>	<b>117.885</b>	<b>Fixed assets</b>	<b>93.732</b>	<b>94.249</b>
<b>6.980</b>	<b>7.024</b>	<b>Inventories</b>	<b>151.405</b>	<b>148.576</b>
			13	
85	303	Trade Receivables	111.742	95.356
69.605	45.060	Receivables from group entities	301	0
1.162	909	Other receivables	1.251	1.554
483	556	Prepayments	14	1.432
0	0	Deferred tax assets	15	2.236
734	681	Income taxes	747	720
<b>72.069</b>	<b>47.509</b>	<b>Receivables</b>	<b>115.431</b>	<b>101.298</b>
<b>7</b>	<b>7</b>	<b>Cash</b>	<b>39</b>	<b>3.086</b>
<b>79.056</b>	<b>54.540</b>	<b>Current assets</b>	<b>266.875</b>	<b>252.960</b>
<b>180.841</b>	<b>172.425</b>	<b>Total assets</b>	<b>360.607</b>	<b>347.209</b>

## Orifarm Group A/S

### Balance sheet

(1.000 EUR)

Parent company			Group	
2016	2017		2017	2016
281	282	Share capital	282	281
12.655	28.749	Reserve for net revaluation of equity holdings		
82.186	81.299	Retained earnings	110.048	94.841
3.363	6.716	Dividend	6.716	3.363
<b>98.485</b>	<b>117.046</b>	<b>Total equity</b>	<b>117.046</b>	<b>98.485</b>
460	334	Deferred tax liabilities	3.185	4.626
<b>460</b>	<b>334</b>	<b>Provisions</b>	<b>3.185</b>	<b>4.626</b>
0	0	Mortgage debt	5.093	5.408
0	0	Payables to group entities	9.807	13.950
23.539	15.671	Bank debt	22.339	39.956
<b>23.539</b>	<b>15.671</b>	<b>Long-term liabilities</b>	<b>37.239</b>	<b>59.314</b>
0	7.835	Short-term portion of long-term liabilities	18.588	10.868
28.718	25.271	Bank debt	94.702	96.812
505	299	Trade payables	52.962	43.099
27.128	4.088	Payables to group entities	0	0
0	0	Income taxes	5.980	5.039
2.006	1.881	Other debt	30.905	28.966
<b>58.357</b>	<b>39.374</b>	<b>Short-term liabilities</b>	<b>203.137</b>	<b>184.784</b>
<b>81.896</b>	<b>55.045</b>	<b>Liabilities</b>	<b>240.376</b>	<b>244.098</b>
<b>180.841</b>	<b>172.425</b>	<b>Total equity, provisions and liabilities</b>	<b>360.607</b>	<b>347.209</b>
		Pledged assets and contingent liabilities	18	
		Other Notes	19-25	

Orifarm Group A/S

**Statement of changes in equity**  
(1.000 EUR)

	Group			
	Share capital	Retained earnings	Dividend	Total
Equity at 01.01.2017	281	94.841	3.363	98.485
Adjustment of hedging instruments	0	392	0	392
Exchange rate adjustments	1	-350	0	-349
Distributed dividend	0	0	-3.363	-3.363
Profit for the year	0	15.165	6.716	21.881
<b>Equity at 31.12.2017</b>	<b>282</b>	<b>110.048</b>	<b>6.716</b>	<b>117.046</b>

	Parent company				
	Share capital	Net revaluation, equity method	Retained earnings	Dividend	Total
Equity at 01.01.2017	281	12.655	82.186	3.363	98.485
Adjustment of hedging instruments	0	392	0	0	392
Exchange rate adjustments	1	-228	-122	0	-349
Distributed dividend in the year	0	0	0	-3.363	-3.363
Profit for the year	0	15.930	-765	6.716	21.881
<b>Equity at 31.12.2017</b>	<b>282</b>	<b>28.749</b>	<b>81.299</b>	<b>6.716</b>	<b>117.046</b>

## Orifarm Group A/S

### Cash flow statement

(1.000 EUR)

	Note	Group	
		2017	2016
Operating income		33.849	24.498
Depreciation and impairment losses		9.313	8.978
Exchange rate and hedging adjustments on equity		51	39
Change in other provisions		0	-5.164
Working capital changes	19	-6.907	-29.729
		<b>36.306</b>	<b>-1.378</b>
Interests, net		-5.129	-8.138
Income taxes paid		-5.678	-4.763
<b>Cash flows from operating activities</b>		<b>25.499</b>	<b>-14.279</b>
Acquisition of intangible assets, property, plant and equipment		-10.219	-9.012
Sale of property, plant and equipment		2.119	1.215
Change in deposits, fixed asset investments		-618	0
<b>Cash flows from investing activities</b>		<b>-8.718</b>	<b>-7.797</b>
<b>Cash flows from operating and investing activities</b>		<b>16.781</b>	<b>-22.076</b>
Change in long-term liabilities other than provisions, net		-14.355	-8.112
Dividend paid		-3.363	-2.015
<b>Cash flow from financing activities</b>		<b>-17.718</b>	<b>-10.127</b>
<b>Increase/decrease in cash and cash equivalents</b>		<b>-937</b>	<b>-32.203</b>
Cash and equivalents 01.01.2017		-93.726	-61.523
<b>Cash and equivalents 31.12.2017</b>	20	<b>-94.663</b>	<b>-93.726</b>

## Orifarm Group A/S

### Notes

(1.000 EUR)

Parent company			Group	
2016	2017		2017	2016
		<b>1. Revenue</b>		
		<b>Activity information</b>		
		Parallelimport	720.142	646.498
		Generics	76.763	79.279
		<b>Total</b>	<b>796.905</b>	<b>725.777</b>
		<b>2. Staff costs</b>		
4.926	5.179	Wages and salaries	35.934	34.807
605	678	Pension costs	3.313	2.805
105	116	Other social security costs	5.994	5.368
<b>5.636</b>	<b>5.973</b>		<b>45.241</b>	<b>42.980</b>
<b>80</b>	<b>80</b>	Of this, for board of directors	<b>121</b>	<b>141</b>
<b>49</b>	<b>50</b>	Average number of employees	<b>979</b>	<b>960</b>
		Accumulated fees paid to executive management in the parent company concerning managerial work	<b>1.239</b>	<b>1.040</b>
		<b>3. Depreciation, amort. and impairm. losses</b>		
0	0	Goodwill	1.557	1.557
0	0	Files and applications	5.017	4.381
1.599	1.097	Other intangible assets	1.131	1.651
0	0	Buildings	577	495
215	248	Operating equip. and leasehold improvements	1.031	894
<b>1.814</b>	<b>1.345</b>		<b>9.313</b>	<b>8.978</b>
		<b>4. Income from investments in group enterprises</b>		
14.116	25.204	Share of profit/loss after tax		
-296	-10	Adjustment, internal profit on inventory		
-324	-324	Amortization of goodwill		
<b>13.496</b>	<b>24.870</b>			
		<b>5. Financial income</b>		
1.095	982	Financial income, group enterprises	982	1.095
123	120	Other financial income	2.482	2.483
<b>1.218</b>	<b>1.102</b>		<b>3.464</b>	<b>3.578</b>

## Orifarm Group A/S

### Notes

(1.000 EUR)

Parent company			Group	
2016	2017		2017	2016
		<b>6. Financial expenses</b>		
650	206	Financial expenses, group enterprises	2.563	4.966
941	989	Other financial expenses	6.030	6.750
<b>1.591</b>	<b>1.195</b>		<b>8.593</b>	<b>11.716</b>
		<b>7. Tax</b>		
-717	-715	Current tax	6.238	4.889
-150	-126	Change in deferred tax	333	579
373	438	Foreign tax regarding activity in group companies	0	0
68	-340	Adjustments concerning previous years	268	711
<b>-426</b>	<b>-743</b>		<b>6.839</b>	<b>6.179</b>
		<b>8. Distribution of profit</b>		
	6.716	Proposed dividends		
	15.930	Reserve for net revaluation of equity holdings		
	-765	Retained earnings		
	<b>21.881</b>			

## Orifarm Group A/S

### Notes

(1.000 EUR)

#### Group

9. Intangible assets	Goodwill	Files and applications	Other intangible assets	Development projects in progress	Total
Cost at 01.01.2017	59.142	38.943	15.101	0	113.186
Additions	0	5.150	225	719	6.094
Exchange rate adjustments	-67	-389	-13	0	-469
Disposals	0	-893	-177	0	-1.070
<b>Cost at 31.12.2017</b>	<b>59.075</b>	<b>42.811</b>	<b>15.136</b>	<b>719</b>	<b>117.741</b>
Amortization 01.01.2017	10.616	19.231	12.213	0	42.060
Amortization for the year	1.557	5.017	1.131	0	7.705
Exchange rate adjustments	-7	-258	-10	0	-275
Reversal relating to disposals	0	-582	-177	0	-759
<b>Amortization 31.12.2017</b>	<b>12.166</b>	<b>23.408</b>	<b>13.157</b>	<b>0</b>	<b>48.731</b>
<b>Carrying amount 31.12.2017</b>	<b>46.909</b>	<b>19.403</b>	<b>1.979</b>	<b>719</b>	<b>69.010</b>
Carrying amount 31.12.2016	48.526	19.712	2.888	0	71.126

#### Parent company

9. Intangible assets (continued)	Other intangible assets	Total
Cost at 01.01.2017	14.253	14.253
Additions	220	220
Exchange rate adjustments	-20	-20
Disposals	-93	-93
<b>Cost at 31.12.2017</b>	<b>14.360</b>	<b>14.360</b>
Amortization 01.01.2017	11.442	11.442
Amortization for the year	1.097	1.097
Exchange rate adjustments	-39	-39
Reversal relating to disposals	-73	-73
<b>Amortization 31.12.2017</b>	<b>12.427</b>	<b>12.427</b>
<b>Carrying amount 31.12.2017</b>	<b>1.933</b>	<b>1.933</b>
Carrying amount 31.12.2016	2.811	2.811



## Orifarm Group A/S

### Notes (1.000 EUR)

10. Tangible fixed assets	Group			
	Buildings	Leasehold improve- ments	Operating equip- ment	Total
Cost at 01.01.2017	23.368	1.418	10.785	35.571
Additions	773	34	3.318	4.125
Exchange rate adjustments	244	-3	132	373
Disposals	-1.648	0	-696	-2.344
<b>Cost at 31.12.2017</b>	<b>22.737</b>	<b>1.449</b>	<b>13.539</b>	<b>37.725</b>
Depreciation 01.01.2015	3.539	1.353	7.584	12.476
Depreciation for the year	577	17	1.014	1.608
Exchange rate adjustments	33	-3	70	100
Reversal relating to disposals	0	0	-536	-536
<b>Depreciation 31.12.2017</b>	<b>4.149</b>	<b>1.367</b>	<b>8.132</b>	<b>13.648</b>
<b>Carrying amount 31.12.2017</b>	<b>18.588</b>	<b>82</b>	<b>5.407</b>	<b>24.077</b>
Carrying amount 31.12.2016	19.829	65	3.201	23.095

	Parent company	
	Operating equip- ment	Total
Cost at 01.01.2017	4.039	4.039
Additions	1.199	1.199
Exchange rate adjustments	-6	-6
Disposals	-231	-231
<b>Cost at 31.12.2017</b>	<b>5.001</b>	<b>5.001</b>
Depreciation 01.01.2015	3.615	3.615
Depreciation for the year	248	248
Exchange rate adjustments	-5	-5
Reversal relating to disposals	-179	-179
<b>Depreciation 31.12.2017</b>	<b>3.679</b>	<b>3.679</b>
<b>Carrying amount 31.12.2017</b>	<b>1.322</b>	<b>1.322</b>
Carrying amount 31.12.2016	424	424

## Orifarm Group A/S

### Notes

(1.000 EUR)

	<b>Parent company</b>	
	<b>Invest- ments in group enter- prises</b>	<b>Recei- vables, group enter- prises</b>
<b>11. Financial asset investment</b>		
Cost at 01.01.2017	66.238	19.720
<b>Cost at 31.12.2017</b>	<b>66.238</b>	<b>19.720</b>
Net revaluation at 01.01.2017	12.655	-63
Net share of profit/loss for the year	25.204	0
Amortization goodwill	-324	0
Adjustment of internal profit on inventory, net	-10	0
Disposals/Dividend	-8.940	0
Adjustment of hedging on equity	392	0
Exchange rate adjustments	-228	-14
<b>Net revaluation 31.12.2017</b>	<b>28.749</b>	<b>-77</b>
<b>Carrying amount 31.12.2017</b>	<b>94.987</b>	<b>19.643</b>
Carrying amount 31.12.2016	78.893	19.657
Unamortised share of group goodwill on consolidation amounts 2.596 t.EUR.		
Investments in group enterprises:	Country	Share
Orifarm PI A/S	Denmark	100%
Orifarm Generics Holding A/S	Denmark	100%
Orifarm Property A/S	Denmark	100%
Orifarm Verwaltungsgesellschaft mbH	Germany	100%
Orifarm Trading GmbH & Co. KG	Germany	100%
Orifarm GPC AG	Switzerland	100%

See Group structure page 8

## Orifarm Group A/S

### Notes

(1.000 EUR)

Parent company		Group	
2016	2017	2017	2016
<b>12. Other bonds and equity investments</b>			
Cost at 01.01.2017		28	28
Additions		617	617
<b>Cost at 31.12.2017</b>		<b>645</b>	<b>645</b>
<b>Carrying amount 31.12.2017</b>		<b>645</b>	<b>645</b>
Carrying amount 31.12.2016		28	28
<b>13. Inventories</b>			
0	0	Raw materials and consumables	54.694    68.438
6.980	7.024	Manufactured goods and goods for resale	96.711    80.138
<b>6.980</b>	<b>7.024</b>		<b>151.405    148.576</b>
<b>14. Prepayments</b>			
Consists of prepayments on costs concerning subsequent financial year.			
<b>15. Deferred tax</b>			
Deferred tax is incumbent on the following financial statement items:			
619	493	Intangible assets	1.588    1.333
-159	-159	Tangible fixed assets	1.571    1.386
0	0	Inventories	-14    -5
0	0	Other provisions	0    51
0	0	Tax loss carryforwards	-422    -375
<b>460</b>	<b>334</b>		<b>2.723    2.390</b>
Net value is recognised in the balance sheet as follows:			
0	0	Deferred tax assets	-462    -2.236
460	334	Deferred tax liabilities	3.185    4.626
<b>460</b>	<b>334</b>		<b>2.723    2.390</b>
Development Deferred tax:			
610	460	Net value in balance sheet - primo year	2.390    1.775
-150	-126	Effect in P&L during the year	333    579
0	0	Effect on Equity during the year	0    36
<b>460</b>	<b>334</b>	Net value in balance sheet - ultimo year	<b>2.723    2.390</b>

## Orifarm Group A/S

### Notes

(1.000 EUR)

#### 16. Share capital

The share capital consists of 2.100 shares at EUR 134.

The shares have not been divided into classes.

134	134	1.000 Contribution from demerger 01.01.2003
134	134	1.000 Capital increase 09.12.2003
13	13	100 Capital increase 07.07.2015
0	1	Exchange rate adjustments
<u>281</u>	<u>282</u>	<b>Share capital 31.12.2017</b>

#### Group

	Due for payment within 1 year	Due for payment after 1 year	Amortized debt in total	Nominal debt in total
<b>17. Long-term debt</b>				
Mortgage debt	537	5.093	5.630	5.630
Payables to group enterprises	0	9.807	9.807	9.807
Bank debt	18.051	22.339	40.390	40.390
<b>Long-term debt 31.12.2017</b>	<u>18.588</u>	<u>37.239</u>	<u>55.827</u>	<u>55.827</u>
Long term debt 31.12.2016	10.868	59.314	70.182	70.182
Due for payment after 5 years:				
Mortgage debt		2.515		
Payables to group enterprises		0		
Bank debt		0		
		<u>2.515</u>		

#### Parent company

	Due for payment within 1 year	Due for payment after 1 year	Amortized debt in total	Nominal debt in total
Bank debt	7.835	15.671	23.506	23.506
<b>Long-term debt 31.12.2017</b>	<u>7.835</u>	<u>15.671</u>	<u>23.506</u>	<u>23.506</u>
Long term debt 31.12.2016	0	23.539	23.539	23.539
Due for payment after 5 years:				
Bank debt		0		
		<u>0</u>		

## Orifarm Group A/S

### Notes

(1.000 EUR)

Parent company		Group	
2016	2017	2017	2016
<b>18. Pledged assets and contingent liabilities</b>			
Mortgage deeds and letter of indemnity have been issued as security for credit institutions with a nominal amount of		18.398	18.409
The actual liability on the balance sheet date amounts to		5.630	6.241
0	0	15.872	15.450
Carrying amount of mortgaged properties			
Certain operating equipment have been financed by means of finance leases.			
Total operational lease obligation until contracts expire		945	420
6	41	6.531	7.298
Leasehold liabilities			

#### Group:

The Group has provided guarantees under which the guarantors assume joint and several liability for group companies net debt with bank and credit institution. The Groups total net debt in relation to this guarantee is booked at MEUR 90,3 at 31. December 2017.

The Group companies has provided receivables from sales of goods and services, MEUR 78,0, as security for debt to the Group's banks and credit institutions.

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

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

#### Parent company:

The company is jointly taxed with all Danish subsidiaries, with Habico Holding A/S as the administration company. The Company therefore held liable under the Corporation Tax Act rules for income taxes, and if any obligations to withhold tax on interest, royalties and dividends for the jointly taxed companies.

In addition, there are also security for the debt to banks and credit institutions, pledged unlisted shares in certain companies with a total book value per. 31. December 2017 of MEUR 77,9.

	Group	
	2017	2016
<b>19. Working capital changes</b>		
Change in inventories ( - = increase)	-2.829	-29.369
Change in receivables ( - = increase)	-15.880	3.537
Change in trade payables etc. ( - = decrease)	11.802	-3.897
	<b>-6.907</b>	<b>-29.729</b>
<b>20. Cash and cash equivalents</b>		
Cash	39	3.086
Short-term bank debt	-94.702	-96.812
	<b>-94.663</b>	<b>-93.726</b>

## Orifarm Group A/S

### Notes

(1.000 EUR)

#### 21. Related parties

Related parties with controlling interest in Orifarm Group A/S:

The companies parent company Habico A/S, Central Business Registration No 75 12 85 17, Odense.

Other related parties Orifarm Group A/S has had transactions with in 2017:

The companies Board of Directors and Executive Board.

Fees etc. are separately disclosed in note 2, Staff costs.

All other transactions with related parties are eliminated in the overlying consolidated statements.

All transactions with related parties are carried out on arms length.

#### 22. Ownership

The company has registered the following shareholders to hold more than 5% of the voting share capital or of the nominal value of the share capital:

Habico A/S, Energivej 15, 5260 Odense S.

#### 23. Consolidation

Name and registered office of the Parent preparing consolidated financial statement for the ultimate group: Habico Holding A/S, Energivej 15, 5260 Odense S, Denmark (Central Business Registration No 27 34 71 34).

Name and registered office of the Parent preparing consolidated financial statement for the closest group: Habico A/S, Energivej 15, 5260 Odense S, Denmark (Central Business Registration No 75 12 85 17).

Parent company		Group	
2016	2017	2017	2016
<b>24. Fees to auditors appointed at the Company's general meeting</b>			
Fees are recognized under Other external expenses with:			
23	27	182	179
97	131	260	267
<b>121</b>	<b>158</b>	<b>442</b>	<b>446</b>

#### 25. Exchange rate risk and financial instruments

As part of the hedge of recognized and unrecognized transactions, the Group uses hedging instruments in the form of forward exchange contracts. Hedge of recognized transactions primarily comprise receivables and payables. The Group also uses interest rate swap to secure fixed interest on long term liabilities. The Group has secured TEUR 16.883 to a fixed rate of 2.1% with duration until medio 2019. As at 31.12.2017 unrealized net losses on derivative financial instruments for currency hedging and interest rate swap on Group level in total amounts TEUR 94. The amount is in the balance sheet included under other debt.

## Orifarm Group A/S

### Accounting policies

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 for these financial statements are consistent with those applied last year. The annual report is presented in EUR.

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.

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

Liabilities are recognised in the balance sheet when the Group 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 Group, 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.

### The consolidated financial statements

The consolidated financial statements include Orifarm Group A/S (parent company) and companies (group enterprises) controlled by the parent, see the group overview page 8. The parent company is considered to have control when it directly or indirectly owns more than 50% of the voting rights or in other ways actually exercises 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. See the group overview page 8.

#### Consolidation principles

The consolidated financial statements are prepared on the basis of the financial statements for Orifarm Group A/S and its subsidiaries. The consolidated financial statements are prepared by aggregation of uniform accounting items. On consolidation, elimination of intercompany revenue and expenses, and dividends as well as gains and losses on transactions between consolidated companies. The accounts used for consolidation are prepared in accordance with the groups accounting policies.

In the consolidated financial statement accounts of the subsidiaries are recognized 100%. Minority interests' proportionate share of net profit and net assets are presented as separate items in the income statement and balance sheet.

## Orifarm Group A/S

### Accounting policies

#### Business combinations

Newly acquired or newly established enterprises are recognised in the consolidated financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up entities are recognised in the consolidated income statement up to the time of their divestment or winding-up.

The purchase method is applied in the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. On acquisition of enterprises, provisions are made for costs relating to decided and published restructurings in the acquired enterprise. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities acquired are recognised under intangible assets, and they are amortised systematically in the income statement based on an individual assessment of their useful lives, however, no more than 40 years. Negative differences in amount (negative goodwill), corresponding to an estimated adverse development in the relevant enterprises, are recognised in the balance sheet as a separate item under deferred income, and they are recognised in the income statement as such adverse development is realised.

#### Profits or losses from divestment of equity investments

Profits or losses from divestment or winding-up of subsidiaries are calculated as the difference between selling price or settlement price and carrying amount of the net assets at the time of divestment or winding-up, inclusive of non-amortised goodwill and estimated expenses for divestment or winding-up.

#### 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.

On recognition of foreign subsidiaries which are independent units, all amounts are translated at the year-end rate. Differences in the exchange rate which arise when translating the foreign company's equity at the beginning of the year using the exchange rates at balance sheet date are recognised directly in equity.

#### Derivatives

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Derivative financial instruments are recognised under other receivables or other payables, respectively.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging of the fair value of a recognised asset or a recognised liability are recorded in the income statement together with changes in the value of the hedged asset or the hedged liability.



## Orifarm Group A/S

### Accounting policies

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging future transactions are classified directly on equity. When the hedged transactions are realised, the accumulated changes are recognised as part of cost of the relevant financial statement items.

For derivative financial instruments that do not qualify as hedging instruments, changes in fair market value are recognised currently in the income statement as financial income or financial expenses.

Changes in the fair value of derivative financial instruments applied for hedging net investments in independent foreign group enterprises or associates are classified directly as 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 determined consideration.

#### Other operating income

Other operating income comprises income of a secondary nature to the Group's primary activities.

#### Cost of sales

Cost of sales includes the consumption of commodities and freight costs that are incurred to generate the calculated revenue.

#### Other operating external expenses

Other external expenses comprise expenses for distribution, sale, advertising, administration, premises, etc.

#### Staff costs

Staff costs comprise wages and salaries, social security costs, pension contributions, etc. for the Company's staff.

#### Income from investments in Group entities

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

#### Financial income and expenses

These items comprise interest income and interest expenses, realised as well as unrealised capital gains and losses on liabilities and transactions in foreign currencies.

#### Income taxes

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/loss for the year and recognised directly in equity by the portion attributable to entries directly in equity. The portion of the tax taken to the income statement, which relates to extraordinary profit/loss for the year, is allocated to this entry whereas the remaining portion is taken to the year's profit/loss from ordinary activities.

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.

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### Accounting policies

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 is measured based on the tax regulations and tax rates of the relevant countries that will be in effect according to law at the balance sheet date when the deferred tax is estimated to be triggered as current tax. Changes in deferred tax resulting from changed tax rates are recognised in the income statement.

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

The Parent is jointly taxed with all Danish subsidiaries and parent companies. The current Danish income tax is allocated among the jointly taxed companies proportionally to their taxable income (full allocation with a refund concerning tax losses).

The jointly taxed companies are subject 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 recognised in the company in which the interest deduction has been reduced.

### Balance sheet

#### Goodwill

Goodwill is amortised straight-line over its estimated useful life which is fixed on the basis of the experience gained by Management for each business area.

The maximum amortization period of goodwill is 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 medicinal products normally are very long.

When goodwill is subject to impairment, goodwill is written down to the lower of recoverable amount and carrying amount.

#### Files and application fees

Files and application fees are measured at cost less accumulated amortisation and impairment losses.

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.

Files and application fees 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 5-12 years.

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

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### Accounting policies

#### Development projects in progress

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, resources and a potential future market can 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 administrations 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.

#### Other intangible assets

Cost of development and implementation of major IT systems as well as other intangible assets is measured at cost with deduction of accumulated amortisation and impairment losses. The period of amortisation is usually 3-7 years.

When other intangible assets are subject to impairment, other intangible assets are written down to the lower of recoverable amount and carrying amount.

#### Property, Leasehold improvements and Plant and equipment

Properties, leasehold improvements and operating equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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. Interest expenses are not included in cost.

The basis of depreciation is cost less estimated residual value after the end of useful life. The residual value amounts to 40% of the acquisition price. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Property:	10-50 years
Leasehold improvements:	5-10 years
Operating equipment:	3-10 years

Estimated useful lives and residual values are reassessed annually.

When property, plant and equipment are subject to impairment, PPE are written down to the lower of recoverable amount and carrying amount.

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

#### Investments in group enterprises

Investments in group enterprises are recognised and measured under the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or minus unamortised goodwill or negative goodwill on consolidation and plus or minus unrealised intra-group profits and losses.

The Parent's share of the enterprises' profits or losses after elimination of unrealised intra-group profits and losses and plus or minus amortisation of positive, or negative, goodwill on consolidation is recognised 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 recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

## Orifarm Group A/S

### Accounting policies

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

The purchase method is applied in the acquisition of investments in group enterprises; see above description under consolidated financial statements.

#### Inventories

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

Cost of goods for resale, raw materials and consumables consists of purchase price plus landing costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables and direct labour costs as well as indirect production costs.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of and depreciation and impairment losses on machinery, factory buildings and equipment applied for the manufacturing process as well as costs of factory administration and management. Finance 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 write-downs for bad receivables.

#### Prepayments

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

#### Cash

Cash comprises cash in hand and bank deposits.

#### Bank debt

Bank debt comprises debt to banks.

#### Mortgage debt

At the time of borrowing, mortgage debt is measured at cost which corresponds to the proceeds received less transaction costs incurred. The mortgage debt is subsequently measured at amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal 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 amortized cost, usually equaling nominal value of the liability.

#### Operating lease commitments

Lease payments on operating leases are recognised on an ongoing basis in the income statement over the term of the lease.

## Orifarm Group A/S

### Accounting policies

#### Cash flow statement

The cash flow statement of the Group is presented using the indirect method and shows cash flows from operating, investing and financing activities as well as the Group's cash and cash equivalents at the beginning and the end of the financial year. No separate cash flow statement has been prepared for the Parent because it is included in the consolidated cash flow statement.

Cash flows from acquisition and divestment of enterprises are shown separately under cash flows from investing activities. Cash flows from acquired enterprises are recognised in the cash flow statement from the time of their acquisition, and cash flows from divested enterprises are recognised up to the time of sale.

Cash flows from operating activities are calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as acquisition, development, improvement and sale, etc of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the Parent's share capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares, and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank debt.

#### Segment information

Information should be provided for business segments. No information is given in respect of geographical markets as the risk to which the markets are subject is found to be quite similar.

#### Financial highlights

Financial highlights are calculated as follows:

Gross margin:	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
Operating margin:	$\frac{\text{Operating income} \times 100}{\text{Revenue}}$
Equity ratio:	$\frac{\text{Equity} \times 100}{\text{Total assets}}$
Return on equity:	$\frac{\text{Profit for the year} \times 100}{\text{Average equity}}$