



## Annual report 2016

### **P. Ginnerup ApS**

Vassingerødvej 9, 3540 Lyngby, Denmark  
CVR no. 27 46 38 00

Approved at General Meeting - 29/5/2017  
Chairman: Jacob Christensen, Plesner Advokatpartnerselskab

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke at the end, positioned over a thin horizontal line.



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## **Statement by the Board of Directors and the Executive Board**

The Board of Directors and the Executive Board have today discussed and approved the annual report of P. Ginnerup ApS for the financial year 1 January - 31 December 2016.

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

It is our opinion that the financial statements give a true and fair view of the Company's financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016.

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

Lynge, 30 March 2017

Executive Board:

Kim Erik Ginnerup  
CEO

Poul Lindof  
CFO

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Board of Directors:

Jean-Marc Pierre Rene  
Leccia  
Chairman

Denis Georges Fernand  
Maurice

Kim Erik Ginnerup

Eric Pierre Jean Muris



## **Independent Auditor's Report**

To the Shareholders of P. Ginnerup ApS

### **Opinion**

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016, and of the results of the Company's operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of P. Ginnerup ApS for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, and notes, including a summary of significant accounting policies ("financial statements").

### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Statement on Management's Review**

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

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

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.



## **Independent Auditor's Report (continued)**

### **Management's Responsibilities for the Financial Statements**

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.



## **Independent Auditor's Report (continued)**

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Copenhagen, 30 March 2017

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR-nr. 33 77 12 31*

Rasmus Friis Jørgensen  
State Authorised Public Accountant

Henrik Ødegaard  
State Authorised Public Accountant



## **Company details**

### **P. Ginnerup ApS**

Vassingerødvej 9  
3540 Lyngge  
Denmark  
[www.missionpharma.com](http://www.missionpharma.com)

CVR no.: 27 46 38 00  
Financial year: 1 January - 31 December  
Established: 1 December 2003  
Registered office: Alleroed, Denmark

### **Board of Directors**

Jean-Marc Pierre Rene Leccia (Chairman)  
Denis Georges Fernand Maurice  
Eric Pierre Jean Muris  
Kim Erik Ginnerup

### **Executive Board**

Kim Erik Ginnerup (CEO)  
Poul Lindof (CFO)

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
2900 Hellerup, Denmark

### **Activity**

The Company's activity is to invest in affiliated companies.

### **Ultimate Danish parent company**

The company's accounts are consolidated in the accounts of Missionpharma Group ApS.



## **Management Review**

### **Main activity**

The main activity of P. Ginnerup ApS is to invest in affiliated companies.

### **Development in the year**

The financial result for the year ended with a profit of DKK 46,794 thousand. The finance performance for the financial year 2016 follows the expectations of the management.

### **Subsequent event**

The Board of Directors has decided to merge P. Ginnerup ApS with its parent company Missionpharma Group ApS effective 01/01/2017. The continuing entity will be Missionpharma Group ApS.





## **Financial statements for the period 1 January - 31 December**

### **Accounting policies**

The annual report of P. Ginnerup ApS for 2016 has been prepared in accordance with the provisions applying to reporting class B enterprises as well as selected rules applying to reporting class C under the Danish Financial Statements Act.

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

The Annual Report for 2016 is presented in DKK.

### **Foreign currency translation**

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rates at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into Danish kroner at the balance sheet date. Realized and unrealized foreign exchange gains and losses are included in the income statement under financial items.

### **Consolidated financial statements**

In pursuance of section 112 (1) of the Danish Financial Statements Act, consolidated financial statements have not been prepared. The financial statements of P. Ginnerup ApS and its group entities are included in the consolidated financial statements of Missionpharma Group ApS.

### **Income statement**

#### **Other external expenses**

Other external expenses include expenses for administration, etc.

#### **Income from investments in subsidiaries and associates**

Income from investments in subsidiaries and associates include the proportionate share of the profit after tax and elimination of intercompany gains / losses and amortization of goodwill.

#### **Financial income and expenses**

Financial income and expenses are recognized in the income statement at the amounts relating to the financial year. Financial income and expenses include interest income and expenses, and adjustment relating to foreign currency transactions.



## **Financial statements for the period 1 January - 31 December**

### **Accounting policies**

#### **Tax**

Income tax expense comprises current tax on the estimated taxable income and the adjustment of deferred tax less the amount of net tax related to equity movement.

Current and deferred tax relating to equity is recognized directly in equity.

The parent and all Danish group entities are jointly taxed. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

#### **Balance sheet**

##### **Investments in subsidiaries**

Investments in subsidiaries are measured using the equity method to the proportionate share of the companies' equity plus consolidated goodwill and less group profits and negative goodwill. Subsidiaries whose equity is negative are measured at zero, with the proportionate share corresponding to the negative value being set off against receivables, if any. Any additional amounts are recognized under "provision" if the parent is liable for the debt.

##### **Receivables**

Receivables are measured at amortized cost. Write-down is made for bad debt losses, based on an individual assessment.

##### **Equity – dividends**

Dividends proposed for distribution for the year is presented as a separate item under equity.

##### **Corporation tax**

Current tax payables and current tax receivables are recognized in the balance sheet as the estimated tax charge in respect of the taxable income of the year, adjusted for tax on prior years' taxable income and tax paid in advance.

Provisions for deferred tax are calculated using the expected tax rate by elimination of the temporary differences between carrying amounts and tax values, with the exception of temporary differences occurring at the time of acquisition of assets and liabilities neither affecting the results of operations nor the taxable income, and temporary differences on non-amortizable goodwill.



## **Financial statements for the period 1 January - 31 December**

### **Accounting policies**

#### **Liabilities**

Financial liabilities are recognized on the raising of the loan at the cost, corresponding to the proceeds received net of transaction costs incurred. The financial liabilities are subsequently measured at amortized cost.

Other liabilities are measured at the net realizable value.



## Financial statements for the period 1 January - 31 December

### Income statement

DKK	Note	2016	2015
Other external expenses		-10,000	-12,500
<b>Operating result before net financials and tax</b>		-10,000	-12,500
Income from investments in subsidiaries	1	46,802,703	44,306,594
Other financial expenses		-1,627	-1,152
<b>Profit before tax</b>		46,791,076	44,292,942
Tax on profit		2,558	3,208
<b>Profit for the year</b>		46,793,634	44,296,150
<b>Proposed profit appropriation</b>			
Dividends for the year		35,160,000	32,880,000
Revaluation according to equity method		11,642,703	11,426,594
Retained earnings		-9,069	-10,444
		46,793,634	44,296,150



## Financial statements for the period 1 January - 31 December

### Balance sheet

DKK	Note	2016	2015
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Financial assets</b>	<b>1</b>		
Investments in subsidiaries		<u>125,428,185</u>	<u>111,280,867</u>
<b>Total non-current assets</b>		<u>125,428,185</u>	<u>111,280,867</u>
<b>Current assets</b>			
Cash		<u>15,049</u>	<u>16,676</u>
<b>Total current assets</b>		<u>15,049</u>	<u>16,676</u>
<b>TOTAL ASSETS</b>		<u>125,443,234</u>	<u>111,297,543</u>



## Financial statements for the period 1 January - 31 December

### Balance sheet

DKK	Note	2016	2015
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>	<b>2</b>		
Share capital		1,000,000	1,000,000
Reserve for revaluation		63,778,058	51,910,740
Retained earnings		25,397,132	25,406,201
Proposed dividends		35,160,000	32,880,000
<b>Total equity</b>		<u>125,335,190</u>	<u>111,196,941</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Payables to group entities		98,044	92,601
Other payables		10,000	8,001
<b>Total liabilities</b>		<u>108,044</u>	<u>100,602</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>125,443,234</u>	<u>111,297,543</u>
<b>Contingent liabilities</b>	<b>3</b>		
<b>Consolidated accounts</b>	<b>4</b>		



## Notes to the Annual Report

### 1 Investments in subsidiaries

DKK	
Cost at 1 January	26,490,127
Adjustments at 1 January	84,790,740
Exchange adjustment	224,615
Share of profit or loss for the year	46,802,703
Dividends paid	-32,880,000
Adjustments at 31 December	98,938,058
<b>Carrying amount at 31 December</b>	<b>125,428,185</b>

Name and registered office	<u>Ownership</u>
Missionpharma A/S, Allerød	60%
Indirectly, through Missionpharma A/S:	
Missionpharma Logistics Pvt. Ltd., India	100%
PharmaDanica A/S, Allerød, Denmark	100%
Missionpharma Zambia Ltd., Zambia	80%

### 2 Equity

DKK	Share capital	Revaluation (equity method)	Retained earnings	Proposed dividends	Total
Equity at January 1	1,000,000	51,910,740	25,406,201	32,880,000	111,196,941
Dividends paid	0	0	0	-32,880,000	-32,880,000
Exchange adjustment	0	224,615		0	224,615
Profit for the year	0	11,642,703	-9,069	35,160,000	46,793,634
<b>Equity at December 31</b>	<b>1,000,000</b>	<b>63,778,058</b>	<b>25,397,132</b>	<b>35,160,000</b>	<b>125,335,190</b>

The share capital is divided into 10,000 shares each DKK 100.  
 No shares have separate privileges.



## **Notes to the Annual Report**

### **3 Contingent liabilities**

The company is jointly taxed with the other Danish entities in the Missionpharma Group. As a wholly-owned subsidiary, the company is jointly and severally liable, together with the other jointly taxed entities, for Danish income taxes and withholding taxes on dividends, interest and royalties within the group of jointly taxed entities. Any subsequent adjustments of the joint taxable income or withholding taxes may result in an increase of the company's liability.

### **4 Consolidated accounts**

The Company's ultimate Danish parent company at 31 December 2016, which prepares consolidated accounts in which the Company is a subsidiary is Missionpharma Group ApS, Denmark. The consolidated financial statements are available at the following address:

Missionpharma Group ApS, Vassingerødvej 9, 3540 Lyngø.