
Takeda A/S under frivillig likvidation

Dybendal Allé 10, DK-2630 Taastrup

**Annual Report for 1 April 2019 –
31 March 2020**

CVR No 28 31 35 19

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
26/11/2020

Ole Nørgaard
Chairman

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Management's Statement

The Liquidators have today considered and adopted the Annual Report of Takeda A/S under frivilling likvidation for the financial year 1 April 2019 – 31 March 2020.

The Annual Report is prepared in accordance with the Danish Financial Statement Act.

In our opinion the Financial Statements give true and fair view of the financial position at 31 March 2020 of the Company and of the results of the Company operations for 2019/2020.

In our opinion, Management's Review includes true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Taastrup, 26 November 2020

Liquidator

Troels Mørch Tuxen

Ole Nørgaard

Independent Auditor's Report

To the shareholders of Takeda A/S under frivillig likvidation

Opinion

We have audited the financial statements of Takeda A/S under frivillig likvidation for the financial year 1 April – 31 March 2020 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 March 2020 and of the results of the Company's operations for the financial year 1 April – 31 March 2020 in accordance with the Danish Financial Statements Act.

Basis for opinion

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

We 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 rules and requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter in the financial statements

Without modifying our audit opinion, we refer to the fact that the Company has entered into solvent liquidation. Consequently, the annual report is not prepared in accordance with the going concern basis of accounting.

The liquidator's responsibility for the financial statements

The liquidator is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. The liquidator is further responsible for such internal control that he 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, the liquidator is responsible for selecting and applying appropriate accounting policies and making such accounting estimates that are necessary for the purpose of the Company's liquidation.

Independent Auditor's Report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made on the basis of these financial statements.

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

- identify and assess the risks of material misstatement of the company 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
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the liquidator
- 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.

Independent Auditor's Report

Statement on the liquidator's review

The liquidator is responsible for the Liquidator's review.

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

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

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

Based on the work we have performed, we conclude that the Liquidator's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Liquidator's review.

Copenhagen, 26 November 2020

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Lau Bent Baun
State Authorised Public Accountant
mne26708

Company Information

The Company

Takeda A/S under frivilling likvidation
Dybendal Allé 10
DK-2630 Taastrup
CVR No. 28 31 35 19
Municipality of reg. office: Høje-Taastrup

Liquidator

Troels Mørch Tuxen
Ole Nørgaard

Auditors

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 København Ø

Lawyers

Plesner

Bankers

Nordea Bank Danmark A/S

Financial Highlights

Seen over a five-year period, the development of the Company is described by the following financial highlights:

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK	<u>2017/2018</u> TDKK	<u>2016/2017</u> TDKK	<u>2015/2016</u> TDKK
Key figures					
Profit/loss					
Revenue	0	85,246	157,677	182,011	231,184
Profit/loss before financial income and expenses	-1,293	3,794	7,541	7,968	6,645
Net financials	233,084	128,340,522	-299,728	-422,225	-184,233
Net profit/loss for the year	214,063	128,332,441	-290,450	-399,835	-266,457
Balance sheet					
Balance sheet total	258,367	194,977	78,987,221	81,622,105	74,279,269
Equity	252,473	187,113	64,611,064	64,901,514	67,001,349
Number of employees	0	26	38	47	52
Ratios					
Profit margin	-	4,5%	4,8%	4,4%	2,9%
Return on assets	-0,5%	1,9%	0,0%	0,0%	0,0%
Solvency ratio	97,7%	96%	81,8%	79,5%	90,2%
Return on equity	84,8%	396,1%	-0,4%	-0,6%	-0,5%

The net ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Management's Review

Key activities

Takeda A/S under frivilling likvidation is a company in the Takeda Group in which the Japanese pharmaceutical company, Takeda Pharmaceutical Company Limited, is the ultimate parent company.

The Company is under liquidation and it is expected to be shut down depending on the current tax obligations.

The Company's capital and the activities in the Company are administrated by the Takeda Group in cooperation with the Liquidators of the Company.

The solvent liquidation of the Company

At the extraordinary general meeting on 19 February 2019, it was decided to dissolve the Company under the rules of solvent liquidation of the Danish Companies Act.

The Company's former Executive Board of Directors have resigned as a result of the resolution to dissolve the Company and have been replaced by the Liquidators.

Development in the year

The income statement of the Company for 2019/2020 shows a profit of TDKK 214,063, and at 31 March 2020 the balance sheet of the Company shows equity of TDKK 252,473.

The past year and follow-up on development expectations from last year

The result for 2019/2020 is in line with expectations in respect of the operation profit effected by subsequent event.

Operating risks

Management teams in Takeda A/S under frivilling likvidation as well as the Group are responsible for monitoring and assessing potential business risks that may arise.

The Group is covered by an insurance programme that safeguards the Group's employees, assets and earnings. Damages caused by the Company are also included in the insurance programme. The overall risk is assessed on a regular basis to ensure adequate insurance coverage.

Foreign exchange risks

All hedging of currency is managed at group level and since Takeda A/S' under frivilling likvidation financial statements are presented in DKK, there is currency rate fluctuation affecting the profit and loss statement.

Management's Review

Credit risks

The financial risks of Takeda A/S under frivilling likvidation are administered in accordance with the policies and instructions adopted by the Group. Accordingly, credit risks and outstanding payments are evaluated continuously.

Targets and expectations for the year ahead

Takeda A/S under frivilling likvidation is under liquidation and no longer has any significant activities. We expect operating profit to be at the same level in 2020/2021

Impact on climate

Takeda A/S under frivilling likvidation is a former holding company under voluntary liquidation and an assessment was performed that there is limited impact on climate. Therefore no specific policy exists.

Impact on environment

Takeda A/S under frivilling likvidation is a former holding company under voluntary liquidation and an assessment was performed that there is limited impact on environment. Therefore no specific policy exists.

Impact on Human rights

Takeda A/S under frivilling likvidation is a former holding company under voluntary liquidation and an assessment was performed that there is limited impact on human rights. Therefore no specific policy exists.

Impact on social and staff matters

Takeda A/S under frivilling likvidation is a former holding company under voluntary liquidation and an assessment was performed that there is limited impact on social and staff matters. Therefore no specific policy exists.

Anti-corruption and bribery

Takeda A/S under frivilling likvidation is a former holding company under voluntary liquidation and an assessment was performed that there is limited impact on anti-corruption and bribery. Therefore no specific policy exists.

Management's Review

Statement on gender composition

Target for the Board

Currently, in the board there are 2 male liquidators. Before liquidation it was balanced mix between 3 males and 2 females.

Other management levels

The last employee left the company in January 2019 and there are no FTE's as per 31 March 2020. No policy has been prepared as even before liquidation the company had less than 50 FTEs.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Unusual events

The financial position at 31 March 2020 of the Company and the results of the activities of the Company for the financial year for 2019/20 have not been affected by any unusual events.

Subsequent events

On 24 June 2020 the Danish Tax Authorities published a general note that they had calculated the interest in the Danish withholding tax case incorrectly. Thus, the Danish Tax Authorities have charged penalty interest as from the date the withholding tax should have been paid whereas they in their letter acknowledged that the legal authority for interest calculation only warrants penalty interest to be levied as from the date when the Danish Tax Authorities raised their claim against the Danish company for payment of the withholding tax. No direct communication to Takeda A/S under frivilling likvidation has been issued by the Danish Tax Authorities, yet. Based on the change in the way the interest should be calculated it is expected that Takeda A/S under frivilling likvidation will receive DKK 160 million of already paid interest plus accrued interest of DKK 73 million totaling DKK 233 million back from the authorities. The timing of the refund is not yet certain, but it is expected before the end of 2020.

Income Statement 1 April – 31 March

	<u>Note</u>	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Revenue	1	0	85,246
Other external expenses		-1,293	-60,238
Gross profit		-1,293	25,007
Staff expenses		0	-20,274
Amortisation and depreciation of intangible assets and property, plant and equipment		0	-939
Profit/loss before financial income and expenses		-1,293	3,794
Income from investment in subsidiaries and associates		0	128,337,896
Financial income	2	233,485	14,497
Financial expenses	3	-401	-11,871
Profit before tax		231,792	128,344,317
Tax on profit for the year	4	-17,729	-11,876
Net profit for the year		214,063	128,332,441

Balance Sheet 31 March

Assets

	<u>Note</u>	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Deposits		18,028	37,328
Fixed asset investments		18,028	37,328
Fixed assets		18,028	37,328
Receivables from group enterprises		4,749	139,983
Other receivables		233,698	28
Deferred tax asset	5	1,891	17,638
Receivables		240,339	157,649
Cash at bank and in hand		0	0
Current assets		240,339	157,649
Assets		258,367	194,977

Balance Sheet 31 March

Liabilities and equity

	<u>Note</u>	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Share capital		995	995
Liquidation account		251,479	186,117
Equity	6	252,473	187,112
Trade payables		1,606	3,577
Payables to group enterprises		4,287	4,287
Other payables		0	1
Short-term liabilities		5,894	7,865
Liabilities		5,894	7,865
Liabilities and equity		258,367	194,977
Distribution of profit	7		
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Statement of Changes in Equity

	<u>Share capital</u> TDKK	<u>Retained earnings</u> TDKK	<u>Liquidation account</u> TDKK	Total TDKK
Equity at 1 April	995	0	186,117	187,112
Dividend paid	0	0	-148,700	-148,700
Transfer to the liquidation account	0	-214,063	214,063	0
Distribution of profit of the year	0	214,063	0	214,063
Equity at 31 March	995	0	251,479	252,473

Notes to the Financial Statement

1 Revenue

The Company does not have any revenue segments.

2 Financial income

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Interest received from group enterprises	107	610
Other financial income	233,377	13,886
Exchange gains	1	1
	233,485	14,497

3 Financial expenses

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Interest paid to group enterprises	0	890
Fair value adjustment of financial instruments	0	3,215
Other financial expenses	401	4,468
Exchange losses	0	3,298
	401	11,871

4 Tax on loss for the year

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Current tax for the year	0	52
Deferred tax for the year	15,735	-686
Adjustment of tax concerning previous years	1,982	12,492
Adjustment of deferred tax concerning previous years	12	18
	17,729	11,876

Notes to the Financial Statement

5 Deferred tax asset

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Deferred tax asset as 1 April	17,638	16,970
Amounts recognized in the income statement for the year	-15,735	686
Residual	-12	-18
Deferred tax asset at 31 March	1,891	17,638
Property, plant and equipment including software	0	0
Prepayments	0	0
Tax loss carry – forward	-1,891	-17,638
Transferred to deferred tax asset	1,891	17,638
Deferred tax asset	0	0
Calculated tax asset	1,891	17,638
Carrying amount	1,891	17,638

6 Equity

The share capital consists of 13,362,814 shares of a nominal value of EUR 0.01 each, equivalent to TDKK 995.

The share capital is not divided into shares and no shares carry any specific rights

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK	<u>2017/2018</u> TDKK	<u>2016/2017</u> TDKK	<u>2015/2016</u> TDKK
Share capital at 1 April	995	995	995	995	844
Capital increase	0	0	0	0	151
Capital decrease	0	0	0	0	0
Share capital at 31 March	995	995	995	995	995

Notes to the Financial Statement

7 Distribution of profit

	<u>2019/2020</u> TDKK	<u>2018/2019</u> TDKK
Extraordinary dividend paid	0	192,756,392
Retained earnings	214,063	-64,423,951
	214,063	128,332,441

8 Contingent assets, liabilities and other financial obligations

Contingent assets and liabilities

The Company has in previous years made an impairment related to a receivable. The asset is no longer considered virtually certain to receive. The total impairment was DKK 930 million and was considered a contingent asset.

On 24 June 2020 the Danish Tax Authorities published a general note that they had calculated the interest in the Danish withholding tax case incorrectly. Thus, the Danish Tax Authorities have charged penalty interest as from the date the withholding tax should have been paid whereas they in their letter acknowledged that the legal authority for interest calculation only warrants penalty interest to be levied as from the date when the Danish Tax Authorities raised their claim against the Danish company for payment of the withholding tax. No direct communication to Takeda A/S under frivilling likvidation has been issued by the Danish Tax Authorities, yet. Based on the change in the way the interest should be calculated it is expected that Takeda A/S under frivilling likvidation will receive DKK 160 million of already paid interest plus accrued interest of DKK 73 million totaling DKK 233 million back from the authorities, which decreases the contingent asset to DKK 770 million

Notes to the Financial Statement

9 Related parties

Ownership

The following shareholders are recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Takeda Pharmaceutical Company Limited, 1-1, Doshomachi 4-chome Chuo-ku, Osaka-shi 540-8645, Japan

Consolidated Financial Statements

The company is included in the consolidated financial statements of the parent company

Takeda Pharmaceutical Company Limited, Japan

The consolidated financial statement of the parent company can be obtained at the address:

Takeda Pharmaceutical Company Limited
1-1, Doshomachi 4-chome Chuo-ku
Osaka-shi 540-8645
Japan

10 Accounting Policies

The Annual Report of Takeda A/S under frivilling likvidation for 2019/2020 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

Due to liquidation, assets and liability are recognized at expected realizable values, and provisions has been made for liquidation costs in debt in Financial Statement.

The Financial Statements for 2019/2020 are presented in TDKK.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statement Act and the cash flow statement included in the consolidated financial statements of Takeda Pharmaceuticals Company Limited, Japan, the Company has not prepared a cash flow statement

Notes to the Financial Statement

10 Accounting Policies (continued)

Recognition and measurement

Revenues are recognized in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognized. Moreover, all expenses incurred to achieve the earnings for the year are recognized in the income statement, including amortisations, depreciations and write-downs, as well as provisions and reversals, as a consequence of revised accounting estimates, of amounts that have previously been recognized in the income statement

Assets are recognized in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortization of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Danish kroner is used as the measurement currency. All other currencies are regarded as foreign currencies

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognized in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognized in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Notes to the Financial Statement

10 Accounting Policies (continued)

Income statement

Other external expenses

Other external expenses comprise primarily IT and administrative expenses.

Financial income and expenses

Financial income and expenses include interest, amortisation of finance costs, realized and unrealized foreign exchange gains and losses as well as other financial income and expenses related to the financial year. Unrealised foreign exchange gains and losses include changes in the fair value of derivative financial statements concluded to hedge fair value.

Tax on loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognized in the income statement, whereas the tax attributable to equity transactions is recognized directly in equity.

The Company is jointly taxed with wholly owned Danish subsidiaries. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable income.

Balance Sheet

Receivables

Receivables are recognized in the balance sheet at amortized cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognized in the income statement.

Notes to the Financial Statement

10 Accounting Policies (continued)

Current tax receivables and liabilities

Current tax liabilities and receivables are recognized in the balance sheet as the expected taxable income for the period adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognized in the income statement in financial income and expenses.

Financial liabilities

Other liabilities are measured at amortized cost, substantially corresponding to nominal value.

Financial Highlights

Explanation of financial ratios

Profit margin	Profit before financials x 100 Revenue
Return to assets	Profit before financials x 100 Total assets
Solvency ratio	Equity at year end x 100 Total assets at year end
Return to equity	Net profit for the year x 100 Average equity

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Troels Mørch Tuxen

Likvidator

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