Norgine Danmark A/S

Kirsten Walthers Vej 8A, 2., 2500 Valby CVR no. 29 31 00 25

Annual report 2023

Approved at the Company's annual general meeting on

Chair of the meeting:

Arik Niklas Eriksson

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Laura Elizabeth Barrell

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Norgine Danmark A/S for the financial year 1 January - 31 December 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations and cash flows for the financial year 1 January- 31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Valby,

Executive Board:

Erik Niklas Eriksson

Board of Directors:

Ina Høydal Helle Chairman Erik Niklas Eriksson



Independent auditor's report

To the shareholders of Norgine Danmark A/S

Opinion

We have audited the financial statements of Norgine Danmark A/S for the financial year 1 January – 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit conducted in accordance with ISAs and 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 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.



Independent auditor's report

- 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 Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

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

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

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

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

Frederiksberg, 8 July 2024

EY Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28

Henrik Pedersen

State Authorised Public Accountant

mne35456



Management's review

Company details

Name Norgine Danmark A/S

Address, Postal code, City Kirsten Walthers Vej 8A, 2., 2500 Valby

CVR no. 29 31 00 25
Established 20 January 2006
Registered office København

Financial year 1 January - 31 December

Telephone +45 33 17 04 00

Board of Directors Ina Høydal Helle, Chairman

Ina Høydal Helle, Chairman Erik Niklas Eriksson Laura Elizabeth Barrell

Erik Niklas Eriksson

Executive Board

EY Godkendt Revisionspartnerselskab

Auditors Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg,

Denmark



Management's review

Financial highlights

DKK'000	2023	2022	2021	2020	2019
Key figures					
Gross profit	28.269	22.947	25.479	26.945	19.904
Operating profit/loss	9.936	4.406	8.127	9.662	3.380
Net financials	-3.493	-4.732	508	-2.470	-779
Profit/loss for the year	5.149	-203	6.606	5.572	2.000
Γ					
Total assets	142.316	113.558	118.815	114.234	68.583
Investments in property,					
plant and					
equipment	176	238	641	-1.342	-53
Equity	73.568	68.419	68.622	62.016	56.444
Financial ratios					
Return on assets	7,80%	3,80%	7,00%	10,60%	5,00%
Equity ratio	51,70%	60,30%	57,80%	54,30%	82,30%
Return on equity	7,30%	-0,30%	10,10%	9,40%	3,60%
Average pumber of full times					
Average number of full-time employees	16	17	19	18	18

For terms and definitions, please see the accounting policies.



Management's review

Business review

The principal activities of the Company comprise sale and marketing of pharmaceutical products and related activities.

Financial review

The income statement for 2023 shows a profit of DKK 5.149 thousand against a loss of DKK 203 thousand last year, and the balance sheet at 31 December 2023 shows equity of DKK 73.568 thousand. In the annual report for 2022, Management expected a net profit for 2023 in the range of DKK 75-78 thousand. Net profit for 2023 increased 2636%.

The Product Sales increased by more than 13% in 2023 compared to 2022. Main reasons for the increase are strong sales performance across the promoted brands, MOVICOL, ANGUSTA, FERACCRU, PLENVU and XIFAXAN. The Net profit for 2023 is mainly due to a higher Gross profit, decrease of Staff Costs and Financial Expenses. Management considers the Company's financial performance in the year satisfactory.

Financial risks and use of financial instruments

Increased generic competition to our products could negatively impact revenue development.

Norgine Danmark A/S is to a certain degree exposed to the exchange rates changes for EUR, SEK and NOK

Impact on the external environment

In 2022, the Norgine B.V. Group has increased its focus on the environment through the following initiatives:

Energy savings: Invested in energy efficient plant and equipment and replaced old lighting with LED versions

Waste: Taken steps to ensure that all waste at the groups production facilities is diverted from landfill - waste to energy.

Environmental impacts: Invested in a new dedicated chemical waste storage area at the group's facility in Dreux.

This continues to be an area of focus in 2023 and the years ahead.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

The organization operated main part of the year to its full capability however the "New Chapter" change program launched in 2020 created some turbulence in the organization and generated some vacancies. Final outcome of the organization changes has been implanted in late 2022 beginning of 2023 enabling the company to accelerate growth and the coming years looks bright with a pipeline of assets reaching market 2023-2025. The Company's result Is expected to be profitable again for the year 2024, with an expected net profit in the range of DKK 4.000-5.000 thousand and expected pretax income In the range of DKK 6.000-7.000 thousand.



Income statement

Note	DKK'000	2023	2022
	Gross Profit	28.269	22.947
2	Staff Costs	-17.923	-18.078
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-410	-463
	Profit before net financials	9.936	4.406
3	Financial Income	515	0
4	Financial Expenses	-4.008	-4.732
	Profit/loss before tax	6.443	-326
5	Tax for the year	-1.294	123
	Profit/loss for the year	5.149	-203



Balance sheet

Note	DKK'000	2023	2022
	ASSETS		
	Fixed assets		
6	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	579	813
	Leasehold improvements	0	0
		579	813
	Total fixed assets	579	813
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	80.561	64.570
		80.561	64.570
	Receivables		
	Trade receivables	47.762	36.967
	Receivables from group enterprises	9	6.343
8	Deferred tax assets	0	23
	Corporation tax receivable	1.710	2.148
	Other receivables	48	1.856
		49.529	47.337
	Cash	11.647	838
	Total non-fixed assets	141.737	112.745
	TOTAL ASSETS	142.316	113.558



Balance sheet

Note	DKK'000	2023	2022
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	500	500
	Retained earnings	73.068	67.919
	Total equity	73.568	68.419
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	2.472	5.002
	Payables to group enterprises	57.347	32.272
9	Other payables	8.929	7.865
		68.748	45.139
	Total liabilities other than provisions	68.748	45.139
	TOTAL EQUITY AND LIABILITIES	142.316	113.558



¹ Accounting policies 10 Contractual obligations and contingencies, etc.

¹¹ Collateral

¹² Related parties

¹³ Appropriation of profit/loss

Statement of changes in equity

Note	DKK'000	Share capital	Retained Earnings	Total
13	Equity at 1 January 2022 Transfer, see "Appropriation of	500	68.122	68.622
	profit/loss"	0	-203	-203
13	Equity at 1 January 2023 Transfer, see "Appropriation of	500	67.919	68.419
	profit/loss"	0	5.149	5.149
	Equity at 31 December 2023	500	73.068	73.568



Notes to the financial statements

1 Accounting policies

The annual report of Norgine Danmark A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

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

Reporting currency

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

Foreign currency translation

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

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

Omission of cash flow Statement

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are included in the cash flow statement in the consolidated financial statements of Spinnaker Topco Limited, registered office at 3rd floor, 44 Esplanade, St. Helier, Jersey, JE4 9WG, United Kingdom (reg.nr. 143052).

Income statement

Revenue

The Company has chosen IAS 11 /IAS 18 as interpretation for revenue recognition.

Income from the sale of goods for resale and finished goods.is recognized in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardized terms of delivery based on Incoterms® 2020.

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

Gross profit

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

Cost of sales

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

Other external expenses

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



Notes to the financial statements

Accounting policies (continued)

Staff costs

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

Depreciation

The item comprises depreciation of property, plant and equipment.

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

Leasehold improvements 5 years Other fixtures and fittings, tools and equipment 3-5 years

Financial income and expenses

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

Tax

The parent company is covered by the Danish rules on mandatory joint taxation of the Group's Danish group entities. Group entities are included in the Joint taxation arrangement from the date at which they are included in the consolidated financial statements and up to the date when they are no longer consolidated.

The parent company acts as management company for the joint taxation arrangement and consequently settles all corporate income tax payments with the tax authorities.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

Tax for the year, which comprises the current income tax charge, joint taxation contributions and deferred tax adjustments, including adjustments arising from changes in tax rates, is recognized in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Property, plant and equipment

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

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



Notes to the financial statements

Accounting policies (continued)

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in group entities and associates is assessed for impairment on an annual basis.

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

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

Previously recognized impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Inventories

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

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortized cost.

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

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

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

Cash

Cash comprises cash in the bank.

Income taxes

Current tax payables and receivables are recognized in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognized on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other Items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where



Notes to the financial statements

Accounting policies (continued)

alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallize as current tax. Deferred tax assets are recognized at the expected value of their utilization; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognized in the income statement.

As management company for all the entities in the joint taxation arrangement, the parent company is liable for payment of the group entities' income taxes vis à vis the tax authorities as the group entities pay their joint taxation contributions. Joint taxation contributions payable or receivable are recognized in the balance sheet as income tax receivables or payables.

Other payables

Other payables are measured at net realizable value.

Financial ratios

The financial ratios stated under "Financial highlights" have been calculated as follows:

Operating profit/loss Profit/loss before net financials+/Other operating income and other operating expenses

1 0 1

Return on assets Profit/loss from operating activities x 100

Average assets

Equity ratio Equity, year-end x 100

Total equity and liabilities, year-end

Return on equity Profit/loss after tax x 100

Average equity

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.



Notes to the financial statements

DKK'000	2023_	2022
2 Staff costs		
Wages/ Salaries	16.276	16.845
Pension	1.262	1.272
Other staff costs	385_	-39
	<u>17.923</u>	18.078
Average number of full-time employees	16	17

By reference to section 98b $\{3\}$, (ii), of the Danish Financial Statements Act. remuneration to Management is not disclosed.

The Company's Executive Board does not receive any remuneration.

DKK'000		2023	2022
3 Financial income			
Interest income, group entities		515	0
, 9p		515	0
4 Financial income			
Interest expenses, group entities		1.179	56
Exchange adjustments		2.607	4.104
Other financial expenses		222	572
·		4.008	4.732
5 Tax for the year			
Estimated tax charge for the year		1.334	0
Adjustment from previous year		-62	-123
Deferred tax adjustments in the year		23	0
		1.295	-123
6 Property, plant and equipment			
	Fixtures and fittings, other		
	plant and	Leasehold	
DKK'000	equipment	improvements	Total
Cost at 1 January 2023	3.307	140	3.447
Additions	176	0	176
Cost at 31 December 2023	3.483	140	3.623
Impairment losses and depreciation at			
1 January 2023	2.494	140	2.634
Depreciation	410	0	410
Impairment losses and depreciation at			
31 December 2023	2.904	140	3.044
Carrying amount at 31 December 2023	579	0	579



Notes to the financial statements

7 Share capital

The Company's share capital has remained DKK 500 thousand over the past 5 years.

D			

	2023_	2022
8 Deferred tax		
Deferred tax at 1 January	-23	-23
Amounts recognized in the income statement for the year	23	0
Deferred tax at 31 December	0	-23

9 Other payables

Of the other debt, DKK 7.950 thousand falls due for payment within 1 year, DKK 368 thousand falls due within 1-5 years, while DKK 611 thousand falls due after more than 5 years after the balance sheet date.

10 Contractual obligations and contingencies, etc.

Other contingent liabilities

As management company, the Company is jointly taxed with other Danish group entities and is jointly and severally with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends falling due for payment.

The Danish tax authorities have reviewed transfer pricing documentation for the income year 2020 regarding Norgine Denmark A/S Danish affiliate legal entities Azanta A/S and Azanta Danmark A/S and have on 27th of June 2024 proposed an increase of DKK 40.5 million in taxable income in 2020 in these entities. Management disagrees with the received proposal as it has has based its current position on professional advice and understands it to be compliant with legislation. The Company is not in a position to assess the effect of the outcome on the Company's financial position as a result of the transfer pricing adjustment.

On this basis, no provision has been recognised in connection to the proposed increase in the taxable income in 2020 at 31 December 2023.

Other financial obligations

Other rent and lease liabilities:

 DKK'000
 2023
 2022

 Rent and lease liabilities
 1.555
 1.995

Of the above rent and lease liabilities, DKK 867,0 thousand fall due within 1 year (2022: DKK 668,0 thousand), while DKK 688,0 thousand fall due between 1-5 years (2022: DKK 1327,0 thousand).

11 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.



Notes to the financial statements

12 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Spinnaker Topco Limited	3 rd floor, 44 Esplanade, St. Helier, Jersey,JE4 9WG, United Kingdom	Please contact the parent company

Related party transactions

Norgine Danmark A/S was engaged in the below related party transactions:

DKK'000	2023	2022
Revenue from group enterprises	75.031	67.331
Purchases from group enterprises	252.290	224.290
Receivables from Group enterprises	9	6.343
Payables to Group enterprises	57.347	32.272
Interest expenses, group entities	1.179	56
Interest Income, group entities	515	0

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the share capital:

Name	_ Domicile
Norgine B.V.	Antonio Vivaldistraat 150,1083 HP,
	Amsterdam

13 Appropriation of profit/loss

Recommended appropriation of profit/loss

Retained earnings/accumulated loss

5.149
-203
-203

