
Celgene ApS

Hummeltoftevej 49, DK-2830 Virum

Annual Report for 1 January - 31 December 2021

CVR No 30 49 71 47

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
2 /6 2022

Iddo Leshem
Chairman of the General
Meeting

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Celgene ApS for the financial year 1 January - 31 December 2021.

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 at 31 December 2021 of the Company and of the results of the Company operations for 2021.

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

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

Copenhagen, 20 May 2022

Executive Board

Anders Lytje Thelborg
Executive Officer

Board of Directors

Anders Lytje Thelborg

Iddo Leshem

Stéphane Jacques C. Strebelle

Independent Auditor's Report

To the Shareholder of Celgene ApS

Opinion

We have audited the Financial Statements of Celgene ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 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' 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. 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 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 judgement and maintain professional scepticism throughout the

Independent Auditor's Report

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.
- 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.

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 re-

Independent Auditor's Report

quired under the Danish Financials 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.

Copenhagen, 20 May 2022

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No 33 96 35 56

Flemming Larsen

State Authorised Public Accountant

mne27790

Company Information

The Company

Celgene ApS
Hummeltoftevej 49
DK-2830 Virum
E-mail: geninfo.dk@celgene.com
Website: www.celgene.com

CVR No: 30 49 71 47
Financial period: 1 January - 31 December
Municipality of reg. office: Lyngby-Taarbæk

Board of Directors

Anders Lytje Thelborg
Iddo Leshem
Stéphane Jacques C. Strebelle

Executive Board

Anders Lytje Thelborg

Auditors

Deloitte
Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
DK-2300 København S

Financial Highlights

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

	2021 TDKK	2020 TDKK	2019 TDKK	2018 TDKK	2017 TDKK
Key figures					
Profit/loss					
Gross profit/loss	20.245	27.242	21.458	29.776	17.369
Operating profit/loss	13.306	18.654	11.279	10.556	6.495
Net financials	-16	-164	-31	6	-445
Net profit/loss for the year	10.986	13.711	8.701	8.197	4.681
Balance sheet					
Balance sheet total	129.403	163.319	143.573	80.180	64.239
Equity	80.895	69.910	56.198	47.497	39.300
Investment in property, plant and equipment	0	0	0	35	0
Number of employees	5	5	8	8	11
Ratios					
Solvency ratio	62,5%	42,8%	39,1%	59,2%	61,2%
Return on equity	14,6%	21,7%	16,8%	18,9%	12,7%

Management's Review

Key activities

The Company's primary activity consists of trading and distributing pharmaceutical products.

Development in the year

The Company has decreased its activity (revenue) during the year. The reason for the high sales in 2020 was due to pre-buying of hospital products by Amgros, the hospital buying organization, in Q4 2020. This had an impact on the cash flow 2020 due to higher payment of the purchased goods in the same period. Accordingly the profit has decreased to DKK 10.985.636 (2020: DKK 13.711.334). Equity at 31 December 2021 amounts to DKK 80.895.334 (2020: DKK 69.909.698). The profit for the period meets Management's expectations.

Special risks

The company considers that any risk from distribution is not material due to the Limited Risk Distribution model with which the Company is engaged.

Targets and expectations for the year ahead

Looking ahead, we will continue our work on executing on product launches, but also driving growth of our key brands. Until we see the effect from our product launches we expect to, in 2022, to see a decrease in total sales compared to 2021 due to generic competition. Due to this also the profit is expected to continue to decrease similar to the decrease we see between the years 2020 and 2021.

Uncertainty relating to recognition and measurement

Celgene Aps has no areas where there is uncertainty in recognition and measurement.

Unusual events

During 2021 the COVID-19 pandemic continued to affect global healthcare systems as well as major economic and financial markets during the year. While we continue to experience impacts on revenues from COVID-19 primarily due to lower patient starts and patient visits, the pandemic has not significantly impacted our results of operations. The situation remains dynamic and it is difficult to reasonably assess or predict the full extent of the negative impact that the COVID-19 pandemic may have on our business.

Subsequent events

The impact of the war in Ukraine has so far shown no effect on the company's operations. The company continuously monitors the outcome of the war and its impact on the company's operations.

Income Statement 1 January - 31 December

	<u>Note</u>	<u>2021</u> DKK	<u>2020</u> DKK
Gross profit/loss		20.244.539	27.242.394
Staff expenses	1	-6.938.183	-8.548.156
Depreciation, amortisation and impairment of property, plant and equipment		<u>0</u>	<u>-40.446</u>
Profit/loss before financial income and expenses		13.306.356	18.653.792
Financial income		21.554	0
Financial expenses		<u>-37.337</u>	<u>-164.427</u>
Profit/loss before tax		13.290.573	18.489.365
Tax on profit/loss for the year	2	<u>-2.304.937</u>	<u>-4.778.031</u>
Net profit/loss for the year		<u>10.985.636</u>	<u>13.711.334</u>

Balance Sheet 31 December

Assets

	<u>Note</u>	<u>2021</u> DKK	<u>2020</u> DKK
Trade receivables		62.313.483	152.255.727
Receivables from group enterprises		8.021.141	7.200.901
Other receivables		1.647.780	1.172.745
Receivables		<u>71.982.404</u>	<u>160.629.373</u>
Cash at bank and in hand		<u>57.420.419</u>	<u>2.689.780</u>
Currents assets		<u>129.402.823</u>	<u>163.319.153</u>
Assets		<u>129.402.823</u>	<u>163.319.153</u>

Balance Sheet 31 December

Liabilities and equity

	<u>Note</u>	<u>2021</u> DKK	<u>2020</u> DKK
Share capital		744.755	744.755
Retained earnings		80.150.579	69.164.943
Equity		80.895.334	69.909.698
Other payables		0	640.629
Long-term debt	5	0	640.629
Trade payables		520.434	2.349.193
Payables to group enterprises		39.021.226	82.450.441
Corporation tax		244.372	189.196
Payables to group enterprises relating to corporation tax		0	3.902.308
Other payables	5	8.721.457	3.877.688
Short-term debt		48.507.489	92.768.826
Debt		48.507.489	93.409.455
Liabilities and equity		129.402.823	163.319.153
Distribution of profit	4		
Contingent assets, liabilities and other financial obligations	6		
Related parties	7		
Accounting Policies	8		

Statement of Changes in Equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	744.755	69.164.943	69.909.698
Net profit/loss for the year	0	10.985.636	10.985.636
Equity at 31 December	744.755	80.150.579	80.895.334

Notes to the Financial Statements

	2021	2020
	DKK	DKK
1 Staff expenses		
Wages and salaries	6.401.701	7.278.153
Pensions	136.588	739.607
Other social security expenses	0	12.118
Other staff expenses	399.894	518.278
	6.938.183	8.548.156
Average number of employees	5	5
<p>Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.</p>		
2 Tax on profit/loss for the year		
Current tax for the year	3.050.760	4.091.504
Deferred tax for the year	0	56.822
Adjustment of tax concerning previous years	-745.823	630.043
Adjustment of deferred tax concerning previous years	0	-338
	2.304.937	4.778.031
3 Provision for deferred tax		
Deferred tax asset at 1 January	0	-56.484
Amounts recognised in the income statement for the year	0	56.484
Provision for deferred tax at 31 December	0	0
4 Distribution of profit		
Retained earnings	10.985.636	13.711.334
	10.985.636	13.711.334

Notes to the Financial Statements

5 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2021</u> DKK	<u>2020</u> DKK
Other payables		
Between 1 and 5 years	<u>0</u>	<u>640.629</u>
Long-term part	0	640.629
Other short-term payables	<u>8.721.457</u>	<u>3.877.688</u>
	<u>8.721.457</u>	<u>4.518.317</u>

6 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The Company is jointly taxed with Bristol-Myers Squibb Denmark, filial af Bristol-Myers Squibb AB, Sverige who is acting as the administrating company of the joint taxation group. The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Notes to the Financial Statements

7 Related parties

	Basis
Controlling interest	
Celgene Netherlands B.V. Orteliuslaan 1000, 3528 BD, Utrecht, Netherlands	Parent company
Celgene Global Holdings Sarl Switzerland Route de Perreux 1, 2017 Boudry, Switzerland	Intermediate Parent Company
Celgene International Inc. 86 Morris Avenue Summit, NJ 07901, US	Intermediate Parent Company
Celgene Inc. 86 Morris Avenue Summit, NJ 07901, US	Intermediate Parent Company
Celgene Corporation 86 Morris Avenue Summit, NJ 07901, US	Intermediate Parent Company
Bristol-Myers Squibb Company 430 E. 29th Street, 14FL, New York, NY 10016, US	Ultimate parent company

Notes to the Financial Statements

7 Related parties (continued)

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

The Company has no transactions which have not been on arm's length basis.

Consolidated Financial Statements

The results of the Company are consolidated in those of Bristol-Myers Squibb Company.

<u>Name</u>	<u>Place of registered office</u>
Bristol-Myers Squibb Company	United States of America

The consolidated accounts are available to the public and may be obtained from:

430 E. 29th Street, 14FL,
New York, NY 10016, US

<https://www.bms.com/investors/financial-reporting/annual-reports.html>

Notes to the Financial Statements

8 Accounting Policies

The Annual Report of Celgene ApS for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2021 are presented in DKK.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of Bristol-Myers Squibb Company, the Company has not prepared a cash flow statement.

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 recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

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 recognised in financial income and expenses in the income statement.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Net sales consist of revenue from the sale of services. The Company recognizes revenue at the amount to which it expects to be entitled when control of the services is transferred to its customers, which generally occurs over time as services are delivered. Payment for services net sales is collected within a short period of time following transfer of control or commencement of delivery of services, as applicable.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Notes to the Financial Statements

8 Accounting Policies (continued)

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution, marketing, administration, office expenses, bad debts etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/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 recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish group enterprises. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance Sheet

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Notes to the Financial Statements

8 Accounting Policies (continued)

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 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 recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year 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 recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

Financial Highlights

Explanation of financial ratios

Solvency ratio

$$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$$

Return on equity

$$\frac{\text{Net profit for the year} \times 100}{\text{Average equity}}$$