## Deloitte.



#### **NBCD A/S**

Herlev Hovedgade 82 2730 Herlev CVR No. 30582462

### Annual report 2020

The Annual General Meeting adopted the annual report on 08.04.2021

#### Jeppe Ragnar Andersen

Chairman of the General Meeting

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## **Entity details**

#### **Entity**

NBCD A/S

Herlev Hovedgade 82

2730 Herlev

CVR No.: 30582462

Date of foundation: 07.05.2007

Registered office: Herlev

Financial year: 01.01.2020 - 31.12.2020

Phone number: 44 52 52 52

#### **Board of Directors**

Karl Sebastian Inger, chairman Jeppe Ragnar Andersen Celine Infeld

#### **Executive Board**

Jeppe Ragnar Andersen

#### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 Copenhagen S

## **Statement by Management**

The Board of Directors and the Executive Board have today considered and approved the annual report of NBCD A/S for the financial year 01.01.2020 - 31.12.2020.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2020 and of the results of its operations for the financial year 01.01.2020 - 31.12.2020.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Herlev, 08.04.2021

**Executive Board** 

Jeppe Ragnar Andersen

**Board of Directors** 

Karl Sebastian Inger chairman

Jeppe Ragnar Andersen

Celine Infeld

## Independent auditor's report

#### To the shareholders of NBCD A/S

#### **Opinion**

We have audited the financial statements of NBCD A/S for the financial year 01.01.2020 - 31.12.2020, which comprise the 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 Entity's financial position at 31.12.2020 and of the results of its operations for the financial year 01.01.2020 - 31.12.2020 in accordance with the Danish Financial Statements Act.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's responsibilities for the 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 08.04.2021

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab CVR No. 33963556

#### Jan Larsen

State Authorised Public Accountant Identification No (MNE) mne16541

## **Management commentary**

#### **Financial highlights**

	2020	2019	2018	2017	2016
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Gross profit/loss	59,689	47,812	26,045	23,803	11,729
Operating profit/loss	52,716	43,885	20,979	19,723	8,031
Net financials	(1,001)	(843)	(1,447)	3,236	(4,776)
Profit/loss for the year	40,503	33,734	16,252	20,786	13,978
Total assets	125,045	88,130	56,359	90,661	28,753
Investments in property, plant and equipment	5,167	428	0	20,141	0
Equity	71,989	36,486	17,753	21,501	9,715
Ratios					
Return on equity (%)	74.68	124.39	82.80	133.18	143.88
Equity ratio (%)	57.57	41.40	31.50	23.72	33.79

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

#### Return on equity (%):

Profit/loss for the year \* 100

Average equity

#### **Equity ratio (%):**

**Equity \* 100** 

**Total assets** 

#### **Primary activities**

The object of the Company is to operate within clinical drug development and other related activities.

#### **Development in activities and finances**

The Company's income statement for the year ended 31.12.2020 shows a profit of DKK 40,503,062 while the balance sheet shows equity of DKK 71,989,300 at 31.12.2020.

#### Profit/loss for the year in relation to expected developments

The company's expectations of a gradual increase in activity and income for 2020 were met.

#### **Outlook**

Management expects that the positive increase will continue in the coming year.

#### **Events after the balance sheet date**

No material events have occurred after the balance sheet date which affect the annual report.

## **Income statement for 2020**

		2020	2019
	Notes	DKK	DKK
Gross profit/loss		59,688,951	47,812,011
Administrative expenses		(6,879,259)	(3,668,532)
Other operating expenses		(93,865)	(258,248)
Operating profit/loss		52,715,827	43,885,231
Income from investments in group enterprises		0	164,772
Other financial expenses	2	(1,001,054)	(842,811)
Profit/loss before tax		51,714,773	43,207,192
Tax on profit/loss for the year	3	(11,211,711)	(9,473,550)
Profit/loss for the year	4	40,503,062	33,733,642

## **Balance sheet at 31.12.2020**

#### **Assets**

		2020	2019
	Notes	DKK	DKK
Acquired rights		339,938	0
Intangible assets	5	339,938	0
Land and buildings		24,448,938	19,781,943
Other fixtures and fittings, tools and equipment		53,596	26,486
Property, plant and equipment	6	24,502,534	19,808,429
Investments in group enterprises		525,403	725,403
Other investments		1,465,965	1,465,965
Deferred tax	8	267,000	0
Financial assets	7	2,258,368	2,191,368
Fixed assets		27,100,840	21,999,797
Tixed dissets		27,100,040	21,333,737
Trade receivables		17,806,385	7,024,200
Receivables from group enterprises		67,662,618	54,779,396
Receivables from associates		2,128,293	0
Other receivables		1,973,899	1,251,960
Receivables		89,571,195	63,055,556
Cash		8,372,561	3,074,824
Current assets		97,943,756	66,130,380
Assets		125,044,596	88,130,177

#### **Equity and liabilities**

		2020	2019
	Notes	DKK	DKK
Contributed capital		500,000	500,000
Retained earnings		71,489,300	30,986,238
Proposed dividend		0	5,000,000
Equity		71,989,300	36,486,238
Mortgage debt		10,827,846	11,458,509
Deposits		64,200	64,200
Other payables		1,350,927	451,044
Non-current liabilities other than provisions	9	12,242,973	11,973,753
Current portion of non-current liabilities other than provisions	9	630,663	632,917
Trade payables		25,318,747	14,774,652
Payables to group enterprises		525,403	8,510,841
Joint taxation contribution payable		10,128,104	9,473,550
Other payables	10	4,209,406	6,278,226
Current liabilities other than provisions		40,812,323	39,670,186
Liabilities other than provisions		53,055,296	51,643,939
Equity and liabilities		125,044,596	88,130,177
Staff costs	1		
Contingent liabilities	11		
Assets charged and collateral	12		
Non-arm's length related party transactions	13		
Group relations	14		

# Statement of changes in equity for 2020

	Contributed	Retained	Proposed	
	capital	earnings	dividend	Total
	DKK	DKK	DKK	DKK
Equity beginning of year	500,000	30,986,238	5,000,000	36,486,238
Ordinary dividend paid	0	0	(5,000,000)	(5,000,000)
Profit/loss for the year	0	40,503,062	0	40,503,062
Equity end of year	500,000	71,489,300	0	71,989,300

## **Notes**

4	Cha	££		
Т	Sta	ш	CO	STS

	2020 DKK	2019 DKK
Wages and salaries	17,367,765	14,943,773
	17,367,765	14,943,773
Average number of full-time employees	23	20
2 Other financial expenses		
	2020	2019
	DKK	DKK
Other interest expenses	391,554	701,424
Exchange rate adjustments	609,500	110,957
Other financial expenses	0	30,430
	1,001,054	842,811
3 Tax on profit/loss for the year		
	2020	2019
	DKK	DKK
Current tax	11,478,711	9,473,550
Change in deferred tax	(267,000)	0
	11,211,711	9,473,550
4 Proposed distribution of profit and loss		
	2020	2019
	DKK	DKK
Ordinary dividend for the financial year	0	5,000,000
Retained earnings	40,503,062	28,733,642
	40,503,062	33,733,642
5 Intangible assets		
		Acquired
		rights
		DKK
Additions		357,829
Cost end of year		357,829
Amortisation for the year		(17,891)
Amortisation and impairment losses end of year		(17,891)
Carrying amount end of year		339,938

#### 6 Property, plant and equipment

	(	Other fixtures and fittings,	
	Land and buildings DKK	tools and equipment DKK	
Cost beginning of year	20,538,740	29,984	
Additions	5,127,457	39,285	
Cost end of year	25,666,197	69,269	
Depreciation and impairment losses beginning of year	(756,797)	(3,498)	
Depreciation for the year	(460,462)	(12,175)	
Depreciation and impairment losses end of year	(1,217,259)	(15,673)	
Carrying amount end of year	24,448,938	53,596	

#### **7 Financial assets**

End of year

	Investments in		
	group	Other	
	enterprises	investments	Deferred tax
	DKK	DKK	DKK
Cost beginning of year	21,656,976	1,465,965	0
Additions	0	0	267,000
Cost end of year	21,656,976	1,465,965	267,000
Revaluations beginning of year	(20,931,573)	0	0
Dividend	(200,000)	0	0
Revaluations end of year	(21,131,573)	0	0
Carrying amount end of year	525,403	1,465,965	267,000

		Equity		
		Corporate	interest	Equity
Investments in subsidiaries	Registered in	form	%	DKK
Nordic Bioscience Clinical Development VII	Herlev	A/S	100	525,403
A/S				

		Corporate
Investments in partnerships and limited partnerships	Registered in	form
Symic OA ApS	Herlev	ApS
8 Deferred tax		
		2020
Changes during the year		DKK
Recognised in the income statement		(267,000)

(267,000)

Deferred tax relates to tangible and intangible assets.

#### 9 Non-current liabilities other than provisions

	Due within 12 months	Due within 12 months	Due after more than 12
	2020	2019	months 2020
	DKK	DKK	DKK
Mortgage debt	630,663	632,917	10,827,846
Deposits	0	0	64,200
Other payables	0	0	1,350,927
	630,663	632,917	12,242,973
10 Other payables			
		2020 DKK	2019 DKK
VAT and duties		0	3,426,051
Wages and salaries, personal income taxes, social security costs, etc payable		4,209,406	2,852,175
		4,209,406	6,278,226

#### 11 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Sonas HoldCo ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

#### 12 Assets charged and collateral

Mortgage debt is secured by way of mortgage on properties at a book value of DKK 24.448.938.

#### 13 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. No such transactions have been conducted in the financial year.

#### **14 Group relations**

Name and registered office of the Parent preparing consolidated financial statements for the largest group: Investcorp Holdings B.S.C., Kingdom of Bahrain

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: Sonas MidCo ApS, Herlev, Denmark

Copies of the consolidated financial statements of Sonas MidCo ApS may be ordered at the following address: Herlev Hovedgade 82, 2730 Herlev, Denmark

## **Accounting policies**

#### **Reporting class**

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

#### **Changes in accounting policies**

The Entity has changed its accounting policies with regard to the presentation of cost which formerly has been presented as research and development. These costs are directly attributable to the company's revenue, and has been reclassified as production costs. The comparative figures have been restated following the change in accounting policies.

The company has reclassified from short-term debt to long-term debt in the comparative figure regarding holiday pay obligation for 2019. The reclassification amounts to 451 T.DKK

Apart from the areas mentioned above, the annual report has been presented applying the accounting policies consistent with last year.

#### **Consolidated financial statements**

Referring to section 112 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

#### **Recognition and measurement**

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

#### **Foreign currency translation**

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses.

#### **Income statement**

#### **Gross profit or loss**

Gross profit or loss comprises revenue, production costs, cost of sales and other operating income.

#### Revenue

Revenue from contracts concluded on the performance of clinical studies, as well as the sale of other services, is recognised in the income statement provided that delivery and transfer of risk have been made to the purchaser by year-end.

Contracts concluded on the performance of clinical studies running over several financial years are recognised under the percentage-of-completion method as the studies progress.

Revenue also consists of rental income.

#### **Production costs**

Production: Production costs comprise expenses incurred to earn revenue for the financial year. Production costs comprise direct and indirect costs for raw materials and consumables, wages and salaries, rent and lease, and amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment included in the production process. In addition, the item includes ordinary write-down of inventories.

Also, provisions for loss on contract work in progress are recognised under production costs.

#### Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

#### Administrative expenses

Administrative expenses comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies, and amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment used for administration of the Entity.

#### Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

#### Other operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

#### Income from investments in group enterprises

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

#### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

#### Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

#### **Balance sheet**

#### Intellectual property rights etc

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

#### Property, plant and equipment

Land and buildings, plant and machinery, and other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

Interest expenses on loans for the financing of the manufacture of property, plant and equipment are included in cost if they relate to the manufacturing period. All other finance costs are recognised in the income statement.

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

Buildings 50 years

Other fixtures and fittings, tools and equipment

3-7 years

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

#### Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

#### Other investments

Other investments comprise listed securities which are measured at fair value (market price) at the balance sheet date, and unlisted equity investments measured at the lower of cost and net realisable value.

#### **Deferred** tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

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

#### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

#### Cash

Cash comprises cash in hand and bank deposits.

#### **Dividend**

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

#### Mortgage debt

At the time of borrowing, mortgage debt to mortgage credit institutions is measured at cost which corresponds to the proceeds received less transaction costs incurred. Mortgage debt is subsequently measured at amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal repayable amount of the loan is recognised in the income statement as a financial expense over the term of the loan applying the effective interest method.

#### Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

#### Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

#### **Cash flow statement**

Pursuant to section 86 (4) of the Danish Financial statement Act the Entity has not prepared any cash flow statement, as its included in the annual report of Sonas HoldCo ApS.