

Pharmanovia A/S

Ørestads Boulevard 108, 5.
2300 København S

CVR no. 32 28 78 24

Annual report 2018/19

The annual report was presented and approved at the
Company's annual general meeting on

30 July 2019



chairman

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Pharmanovia A/S
Annual report 2018/19
CVR no. 32 28 78 24

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Pharmanovia A/S for the financial year 1 April 2018 – 31 March 2019.

The annual report has been 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 2019 and of the results of the Company's operations for the financial year 1 April 2018 – 31 March 2019.

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.

Copenhagen 30 July 2019
Executive Board:



Jesper Wilhelm Voss

Board of Directors:



Amit Vijaykumar Patel
Chairman



Dipen Vijaykumar Patel



Mark John Cotterill



Anthony Charles Playle



Independent auditor's report

To the shareholder of Pharmanovia A/S

Opinion

We have audited the financial statements of Pharmanovia A/S for the financial year 1 April 2018 – 31 March 2019 comprising income statement, balance sheet 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 2019 and of the results of the Company's operations for the financial year 1 April 2018 – 31 March 2019 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.

Management's responsibility 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 that 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.



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 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 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.



Independent auditor's report

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 Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 30 July 2019

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98



David Olafsson
State Authorised
Public Accountant
mne19737

Pharmanovia A/S
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Management's review

Company details

Pharmanovia A/S
Ørestads Boulevard 108, 5.
2300 København S

CVR no.: 32 28 78 24
Financial year: 1 April – 31 March

Board of Directors

Amit Vijaykumar Patel, Chairman
Dipen Vijaykumar Patel
Mark John Cotterill
Anthony Charles Playle

Executive Board

Jesper Wilhelm Voss

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfaergevej 28
DK-2100 Copenhagen

Management's review

Operating review

Principal activities

The Company's primary activities comprise sale of products in the pharmaceutical and meditechnical industries.

Development in activities and financial position

The Company's income statement for the year ended 31 March 2019 showed a loss of DKK 5,891 thousand, and the Company's balance sheet at 31 March 2019 showed negative equity of DKK 19,930 thousand.

The past years the Company has made an intensive investment in a new product, which was launched during the year and is expected to generate positive results going forward.

Capital resources

In accordance with the Company Act the Company has prepared a plan of action for how to re-establish the share capital. The company expects to re-establish the share capital from the future positive results from its operations together with launching a new product in new territories.

In order to ensure sufficient liquidity, Atnahs Pharma UK Limited has provided a credit facility which will sufficiently cover the planned activities in the Company until the signing date of the 2019/20 annual report, which is why the Company is considered to be going concern.

Events after the balance sheet date

On 27 June 2019 the ultimate parent company of the Group, Atnahs International Holdings Limited, signed an agreement with Triton Partners who will acquire a majority stake in the Atnahs Group with completion expected later in the financial year.

Outlook

Profit and an increase in sales activities are expected for the next financial year.

Financial statements 1 April – 31 March

Income statement

DKK	Note	2018/19	2017/18
Gross profit		10,613,509	2,753,881
Staff costs	2	-10,637,272	-6,255,584
Depreciation, amortisation and impairment		-801,619	-4,272,481
Ordinary operating loss		-825,382	-7,774,184
Other operating costs		-2,745	0
Operating loss		-828,127	-7,774,184
Financial income	3	0	130,089
Financial expenses	4	-5,062,962	-1,593,473
Loss before tax		-5,891,089	-9,237,568
Tax on profit/loss for the year		0	0
Loss for the year		-5,891,089	-9,237,568
Proposed distribution of loss			
Retained earnings		-5,891,089	-9,237,568

Financial statements 1 April – 31 March

Balance sheet

DKK	Note	31/3 2019	31/3 2018
ASSETS			
Fixed assets			
Intangible assets	5		
Product rights		4,800,444	1,980,598
Prepayment on intangible assets		<u>708,869</u>	<u>1,587,162</u>
		<u>5,509,313</u>	<u>3,567,760</u>
Property, plant and equipment	6		
Fixtures and fittings, tools and equipment		<u>1,165,425</u>	<u>10,042</u>
Investments			
Deposits		<u>0</u>	<u>177,905</u>
Total fixed assets		<u>6,674,738</u>	<u>3,755,707</u>
Current assets			
Inventories			
Raw materials and consumables		1,137,529	164,931
Finished goods and goods for resale		<u>4,025,683</u>	<u>5,636,784</u>
		<u>5,163,212</u>	<u>5,801,715</u>
Receivables			
Trade receivables		9,632,913	6,329,424
Receivables from group entities		452,128	2,826,145
Other receivables		94,547	3,528,534
Prepayments		<u>1,052,478</u>	<u>543,908</u>
		<u>11,232,066</u>	<u>13,228,011</u>
Cash at bank and in hand		<u>1,658,114</u>	<u>1,117,795</u>
Total current assets		<u>18,053,392</u>	<u>20,147,521</u>
TOTAL ASSETS		<u><u>24,728,130</u></u>	<u><u>23,903,228</u></u>

Financial statements 1 April – 31 March

Balance sheet

DKK	Note	31/3 2019	31/3 2018
EQUITY AND LIABILITIES			
Equity			
Contributed capital		1,000,001	1,000,001
Share premium		14,382,642	14,382,642
Retained earnings		<u>-35,313,098</u>	<u>-29,422,009</u>
Total equity		<u>-19,930,455</u>	<u>-14,039,366</u>
Liabilities			
Non-current liabilities			
Payables to group entities		<u>34,959,591</u>	<u>28,686,262</u>
Current liabilities			
Trade payables		4,354,311	3,298,583
Payables to group entities		2,927,261	3,858,973
Other payables		<u>2,417,422</u>	<u>2,098,776</u>
		9,698,994	9,256,332
Total liabilities		<u>44,658,585</u>	<u>37,942,594</u>
TOTAL EQUITY AND LIABILITIES		<u>24,728,130</u>	<u>23,903,228</u>
Capital resources	7		
Contractual obligations, contingencies, etc.	8		
Related party disclosures	9		

Financial statements 1 April – 31 March

Notes

1 Accounting policies

The annual report of Pharmanovia A/S for 2018/19 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

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

Foreign currency translation

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

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross Profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Revenue

Income from the sale of products, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received.

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

Expenses for raw materials and consumables

Expenses for raw materials and consumables include the raw materials and consumables used in generating the year's revenue.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Financial statements 1 April – 31 March

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1 Accounting policies (continued)

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating costs

Other operating costs comprise items secondary to the activities of the entity, including losses on the disposal of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on profit/loss for the year

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Financial statements 1 April – 31 March

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1 Accounting policies (continued)

Balance sheet

Intangible assets

Intangible assets are initially measured at cost.

Subsequently, product rights acquired are measured at cost less accumulated amortisation. Products right are amortised on a straight-line basis over the estimated useful life.

Licenses are amortised over the individual contract period, and rights are amortised over the expected useful life in which the future economic benefits of the asset are expected to be used. Amortisation of rights commences when the product has been approved by the authorities and when the rights are available for use and expected to generate economic benefits.

The estimated useful life cannot exceed 5 years.

Gains and losses on the disposals of the intangible assets are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposals. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

The carrying amount of intangible assets is assessed for impairment on an annual basis.

Property, plant and equipment

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	3 years
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The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Depreciation is recognised in the income statement as production costs, distribution costs and administrative expenses, respectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Financial statements 1 April – 31 March

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1 Accounting policies (continued)

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost, which corresponds to nominal value. The value is reduced by write-down for bad debts.

Prepayments and deferred income

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Financial statements 1 April – 31 March

Notes

1 Accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less which are easily convertible into cash and which are subject to only an insignificant risk of changes in value.

Equity

Dividends

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration). The expected dividends payment for the year is disclosed as a separate item under equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Liabilities

Other liabilities are measured at net realisable value.

Financial statements 1 April – 31 March

Notes

2 Staff costs

DKK	2018/19	2017/18
Wages and salaries	10,078,073	6,066,988
Pensions	482,210	135,001
Other social security costs	76,989	53,595
	<u>10,637,272</u>	<u>6,255,584</u>
Average number of full-time employees	<u>12</u>	<u>8</u>

3 Financial income

Foreign exchange gains	0	130,089
	<u>0</u>	<u>130,089</u>

4 Financial expenses

Interest expense to group entities	1,614,535	1,309,039
Other financial costs	32,860	76,846
Exchange losses	166,260	207,588
Loss of investments	3,249,307	0
	<u>5,062,962</u>	<u>1,593,473</u>

5 Intangible assets

DKK	Product rights	Prepayment on development projects	Total
Cost at 1 April 2018	7,564,327	4,745,817	12,310,144
Additions for the year	1,883,461	708,873	2,592,334
Transfers for the year	1,587,166	-1,587,166	0
Cost at 31 March 2019	<u>11,034,954</u>	<u>3,867,524</u>	<u>14,902,478</u>
Amortisation and impairment losses at 1 April 2018	-5,583,729	-3,158,655	-8,742,384
Impairment losses for the year	0	0	0
Amortisation for the year	-650,781	0	-650,781
Amortisation and impairment losses at 31 March 2019	<u>-6,234,510</u>	<u>-3,158,655</u>	<u>-9,393,165</u>
Carrying amount at 31 March 2019	<u>4,800,444</u>	<u>708,869</u>	<u>5,509,313</u>

Financial statements 1 April – 31 March

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6 Property, plant and equipment

DKK	Fixtures and fittings, tools and equipment	Total
Cost at 1 April 2018	114,871	114,871
Additions for the year	1,315,798	1,315,798
Disposals for the year	-17,112	-17,112
Cost at 31 March 2019	1,413,557	1,413,557
Depreciation and impairment losses at 1 April 2018	-104,829	-104,829
Depreciation for the year	-147,581	-147,581
Reversed depreciation and impairment losses on assets sold	4,278	4,278
Depreciation and impairment losses at 31 March 2019	-248,132	-248,132
Carrying amount at 31 March 2019	1,165,425	1,165,425

Financial statements 1 April – 31 March

Notes

7 Capital resources

In accordance with the Company Act the Company has prepared a plan of action to restore the share capital. The Company expects to restore the share capital from the future positive results from its operations.

In order to ensure sufficient liquidity, Atnahs Pharma UK Limited has provided a credit facility which will sufficiently cover the planned activities in the Company until the signing date of the annual report in 2019/20, why the Company is considered to be going concern.

8 Contractual obligations, contingencies, etc.

Contingent assets and liabilities

Joined taxation

The company is jointly taxated with Atnahs Pharma Denmark ApS. The jointly taxated companies are liable for tax on the jointly taxed income and for certain withholding taxes such as dividend tax and royalty tax etc.

The company is a party to a pending lawsuit. In Management's opinion the outcome of these law-suit will not affect the company's financial position.

Tax asset

The Company's tax asset, mainly related to tax losses, amounts to DKK 7,089 thousand, has not been recognised as the timing of utilisation is uncertain.

9 Related party disclosures

Pharmanovia A/S' related parties comprise the following:

Control

Pharmanovia A/S is part of the consolidated financial statements of Atnahs Pharma UK Limited, which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of Atnahs Pharma UK Limited can be obtained by contacting the Company at the following address, 11-12 St. James's Square, London, SW1Y 4LB, England.