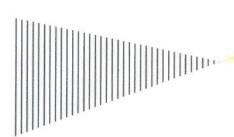
ZPD A/S

H E Bluhmes Vej 63, 6700 Esbjerg CVR no. 32 83 48 25



Annual report 2016

Approved at the annual general meeting of shareholders on 16 March 2017

Chairman:

Makoto Kishimoto





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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 ZPD A/S for the financial year 1 January - 31 December 2016.

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 Company's financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016.

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.

Esbjerg, 16 March 2017 Executive Board:

Frank Marek

Ryu Nakao

Board of Directors:

Makoto Kishimoto

Chairman

Frank Marek

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Independent auditors' report

To the shareholders of ZPD A/S

Opinion

We have audited the financial statements of ZPD A/S for the financial year 1 January - 31 December 2016, which comprise an 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 2016, and of the results of the Company operations for the financial year 1 January - 31 December 2016 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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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 company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.



Independent auditors' report

- 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 conclusion is 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 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 our procedures, 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.

Kolding, 16 March 2017

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28

Claus E. Andreasen

State Authorised Public Accountant

Michael Vakker Maass

State Authorised Public Accountant



Management's review

Company details

Name ZPD A/S

Address, Postal code, City H E Bluhmes Vej 63, 6700 Esbjerg

CVR no. 32 83 48 25 Established 1 July 2009 Registered office Esbjerg

Financial year 1 January - 31 December

Board of Directors Makoto Kishimoto, Chairman

Frank Marek Katsuyuki Ishii

Executive Board Frank Marek

Ryu Nakao

Auditors Ernst & Young Godkendt Revisionspartnerselskab

Kolding Åpark 1, 3. sal, 6000 Kolding, Denmark



Management's review

Financial highlights

DKK'000	2016	2015	2014	2013	2012
Key figures					
Gross margin	39,769	47,775	45,173	43,392	41,512
Profit before net financials	14,264	25,603	22,634	21,203	18,300
Net financials	-260	266	47	-173	-347
Profit/loss for the year	10,929	19,816	16,975	16,159	13,370
Total assets	145,328	133,618	118,631	118,144	115,130
Equity	134,926	123,997	110,181	105,206	89,047
Financial ratios					
Current ratio	1,432.5%	1,434.0%	1,354.0%	898.2%	364.0%
Solvency ratio	92.8%	92.8%	92.9%	89.0%	77.3%
Return on equity	8.4%	16.9%	15.8%	16.6%	16.2%
Average number of employees	32	28	28	27	28



Management's review

Management commentary

Business review

ZPD A/S produces mainly pharmaceutical and food grade products and sells them abroad.

Financial review

The income statement for 2016 shows a profit of DKK 10,929 thousand against a DKK 19,816 thousand last year, and the balance sheet at 31 December 2016 shows equity of DKK 134,926 thousand. In the annual report for 2015, Management expected a decreasing profit compared to the profit for 2015. Management considers the Company's financial performance in the year satisfactory.

Knowledge resources

One of the Company's most important resources is its employees. The continued development of the competences of the employees as well as professional challenges are therefore given high priority.

Special risks

The Company has no special risks apart from the risks that trading primarily with one large customer, the parent company, may lead to.

The Company's transactions in foreign currency are mainly in euro. Consequently, no significant risks related to transactions in foreign currency have been identified.

Impact on the external environment

ZPD A/S is environmentally conscious and is continously working to reduce the environmental effects from the operations of the company, including continous efforts to reduce use of water in production.

Events after the balance sheet date

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Outlook

For the coming year, a profit on the same level as 2016 is expected.



Income statement

Note	DKK'000	2016	2015
2	Gross margin Staff costs Amortisation/depreciation and impairment of intangible	39,769 -21,259	47,775 -17,723
	assets and property, plant and equipment	-4,246	-4,449
	Profit before net financials Financial income Financial expenses	14,264 549 -809	25,603 722 -456
3	Profit before tax Tax for the year	14,004 -3,075	25,869 -6,053
	Profit for the year	10,929	19,816
	Proposed profit appropriation Retained earnings	10,929	19,816
		10,929	19,816
3	Profit before tax Tax for the year Profit for the year Proposed profit appropriation	-809 14,004 -3,075 10,929	-45 25,86 -6,05 19,81



Balance sheet

Note	DKK'000	2016	2015
	ASSETS		
	Fixed assets		
4	Intangible assets		
	Acquired intangible assets	79	198
		79	198
5	Property, plant and equipment		
	Land and buildings	11,125	11,854
	Plant and machinery	6,243	7,470
	Other fixtures and fittings, tools and equipment	1,602	1,448
	Prepayments for property, plant and equipment	0	392
		18,970	21,164
	Total fixed assets		
	Total fixed assets	19,049	21,362
	Non-fixed assets Inventories		
	Raw materials and consumables	11,172	6,548
	Finished goods and goods for resale	10,803	11,399
	, manda good and good , or , coars	21,975	17,947
	Receivables		-
	Trade receivables	2,907	904
	Receivables from group entities	13,845	12,261
	Income taxes receivable	713	1,698
	Other receivables	1,721	1,678
	Prepayments	221	344
		19,407	16,885
	Cash at bank and in hand	84,897	77,424
	Total non-fixed assets	126,279	112,256
	TOTAL ASSETS	145,328	133,618



Balance sheet

Note	DKK'000	2016	2015
6	EQUITY AND LIABILITIES Equity Share capital Retained earnings	1,000 133,926	1,000 122,997
	Total equity	134,926	123,997
7	Provisions Deferred tax	1,587	1,793
	Total provisions	1,587	1,793
	Liabilities other than provisions Current liabilities other than provisions		
	Current portion of long-term liabilities	272	0
	Trade payables	5,522	5,016
	Other payables	3,021	2,812
		8,815	7,828
	Total liabilities other than provisions	8,815	7,828
	TOTAL EQUITY AND LIABILITIES	145,328	133,618

¹ Accounting policies8 Contractual obligations and contingencies, etc.

⁹ Collateral

¹⁰ Related parties



Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2016	1,000	122,997	123,997
Profit/loss for the year	0	10,929	10,929
Equity at 31 December 2016	1,000	133,926	134,926



Notes to the financial statements

1 Accounting policies

The annual report of ZPD A/S has been presented in accordance with the provisions of the Danish Financial Statements Act as regards medium-sized reporting class C enterprises.

The accounting policies applied by the company are consistent with those of last year.

Omission of a cash flow statement

In accordance with the Danish Financial Statement Act §86 a cash flow statement has not been prepared, as the Company is part of a consolidated financial statement that include a cash flow statement.

Basis of recognition and measurement

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

Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the value of the liability can be reliably measured.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

Certain financial assets and liabilities are measured at amortised cost implying the recognition of a constant effective interest rate to maturity. Amortised cost is calculated as initial cost minus any principal repayments and plus or minus the cumulative amortisation of any difference between cost and nominal amount.

In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities measured at fair value or amortised cost. Equally, costs incurred to generate the year's earnings are recognised, including depreciation, impairment losses and provisions as well as reversals as a result of changes in accounting estimates of amounts which were previously recognised in the income statement.

Foreign currency translation

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rate at the date of the transaction.

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 recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Leases

On initial recognition, leases for assets that transfer substantially all the risks and rewards incident to the ownership to the Company (finance leases) are measured in the balance sheet at the lower of fair value and the present value of the future lease payments. In calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently accounted for in the same way as the Company's other assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.



Notes to the financial statements

1 Accounting policies (continued)

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Income statement

Revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement when delivery and transfer of risk to the buyer have taken place and provided that the income can be reliably measured 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 and rebates granted are recognised in revenue.

Gross margin

In accordance with the Danish Financial Statements Act §32 revenue, other operating income, cost of raw materials and consumables and other external costs are aggregated in one line refered to as gross margin.

Other operating income

Other operating income comprises items secondary to the activities of the Company, including gains on disposal of intangible assets and property, plant and equipment.

Cost of sales

Cost of sales includes the expenses relating to raw materials and consumables used in generating the year's revenue.

Other external expenses

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

Staff costs

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

Amortisation/depreciation

The item comprises armortisation of software and 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.

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

The expected useful lives of the assets are as follows:

Buildings



Notes to the financial statements

1 Accounting policies (continued)

Plant and machinery 5-10 years Other fixtures and fittings, tools and equipment 4-10 years Acquired intangible assets (software) 3-5 years

Property, plant and equipment as well as the depreciation method and period chosen should be reassessed regularly.

The obligation to reassess the residual value does not imply that allowance can be made for expected future price developments regarding the asset. Allowance must be made only for identified price increases when the residual value is reassessed.

In practice, there is rarely any residual value in respect of property, plant and equipment, as such assets are often time-limited rights.

Land is not depreciated.

Financial income and expenses

Financial income and expenses are recognised 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

Tax for the year comprises current tax for the year and changes in deferred tax. 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. The tax expense recognised in the income statement relating to the extraordinary profit/loss for the year is allocated to this item where as the remaining tax expense is allocated to the profit/loss for the year from ordinary activities.

Balance sheet

Intangible assets

On initial recognition, intangible assets are measured at cost.

Software costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

Gains or losses arising from the sale of items of intangible assets are recognised in the income statement under 'Other operating income' or 'Other operating expenses', respectively. Gains and losses are calculated by reference to the difference between the selling price less selling expenses and the carrying amount at the time of sale.

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.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, subsuppliers, and wages and salaries.



Notes to the financial statements

1 Accounting policies (continued)

Interest expense on loans to finance the production of property, plant and equipment which concerns the production period is included in cost. All other borrowing costs are recognised in the income statement.

Gains or losses arising from the sale of items of property, plant and equipment are recognised in the income statement under 'Other operating income' or 'Other operating expenses', respectively. Gains and losses are calculated by reference to the difference between the selling price less selling expenses and the carrying amount at the time of sale.

Impairment of non-current assets

The carrying amount of intangible assets and property, plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by amortisation or depreciation.

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 recognised 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 realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

Finished goods and work in progress are measured at cost, comprising the cost of raw materials, consumables, direct wages and salaries and indirect production overheads. Borrowing costs are not included in cost.

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.

An impairment loss is recognised if there is objective evidence that a receivable is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

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 realisable value of any collateral received. The effective interest rate for the individual receivable is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.



Notes to the financial statements

1 Accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Proposed dividends

Dividends proposed for the financial year are presented as a separate item under 'Equity'.

Income taxes

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. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's planned use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the taxation rules and taxation rates in the respective countries applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the value at which they are expected to be utilised, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same jurisdiction.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a setoff against deferred tax liabilities in the same legal tax entity and jurisdiction.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Cash flow statement

ZPD A/S' cash flows are included in the consolidated financial statements of Zeria Pharmaceutical Co., Ltd. Conequently, ZPD A/S does not present any cash flow statement in the annual report, cf. section 86(4) of the Danish Financial Statement Act.



Notes to the financial statements

1 Accounting policies (continued)

Financial ratios

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015".

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

Current ratio

Current assets x 100
Current liabilities

Solvency ratio

Equity at year end x 100

Total equity and liabilities at year end

Return on equity

Profit/loss for the year after tax x 100

Average equity



Notes to the financial statements

	DKK'000	2016	2015
2	Staff costs Wages/salaries Pensions Other social security costs Other staff costs	18,886 838 275 1,260 21,259	15,928 671 237 887 17,723
	Average number of full-time employees	32	28
	Total remuneration to Management: DKK 3,478 (2015: DKK 3,443)		
3	Tax for the year Estimated tax charge for the year Deferred tax adjustments in the year Tax adjustments, prior years	3,287 -206 -6 3,075	5,802 251 0 6,053
4	Intangible assets		
	DKK'000		Acquired intangible assets
	Cost at 1 January 2016		577
	Cost at 31 December 2016		577
	Impairment losses and amortisation at 1 January 2016 Amortisation/depreciation in the year		379 119
	Impairment losses and amortisation at 31 December 2016		498
	Carrying amount at 31 December 2016		79



Notes to the financial statements

5 Property, plant and equipment

DKK'000	Land and buildings	Plant and machinery	Other fixtures and fittings, tools and equipment	Prepayments for property, plant and equipment	Total
Cost at 1 January 2016	23,563	37,518	3,112	392	64,585
Additions in the year Disposals in the year	248 0	1,449 0	629 0	0 -392	2,326 -392
Cost at 31 December 2016	23,811	38,967	3,741	0	66,519
Impairment losses and depreciation at 1 January 2016 Amortisation/depreciation in the	11,709	30,048	1,664	0	43,421
year	977	2,676	475	0	4,128
Impairment losses and depreciation at 31 December 2016	12,686	32,724	2,139	0	47,549
Carrying amount at 31 December 2016	11,125	6,243	1,602	0	18,970
Property, plant and equipment include finance leases with a					
carrying amount totalling —			351		351
DKKIOOO				2016	2015

	DKK 000	2016	2015
6	Share capital		
	Analysis of the share capital:		
	10,000 shares of DKK 100.00 nominal value each	1,000	1,000
		1,000	1,000

The Company's share capital has remained DKK 1,000 thousand over the past 5 years.

7 Deferred tax

Provision for deferred tax comprises deferred tax regarding inventories and property, plant and equipment.

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company has issued an owner's mortage of DKK 13,500 thousand secured upon the land and buildings. The mortgage is held by the Company.

The Company has entered into operation lease obligations that runs over up to 1 year. The total lease obligation at 31 December 2016 amounts to DKK 34 thousand.



Financial statements for the period 1 January - 31 December

Notes to the financial statements

Collateral

Other fixtures and fittings, tools and equipment with a carrying amount of DKK 351 thousand are held under financial leases for which the capitalised lease liability amounts to DKK 272 thousand at 31 December 2016.

10 Related parties

ZPD A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Zeria Pharmaceutical Co. Ltd.	Japan	Participating interest
Information about consolidated fina	ancial statements	
Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Zeria Pharmaceutical Co. Ltd.	Japan	www.zeria.co.jp