# Stork IVF Klinik A/S

Store Kongensgade 38, 1. th. 1264 København K

CVR no. 33 03 49 11

Annual report for the period 1 January 2019 – 31 March 2020

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

1 December 2020

Judith Fleming

chairman

Stork IVF Klinik A/S Annual report 2019/20 CVR no. 33 03 49 11

# Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review Company details Operating review	5 5 6
Financial statements 1 January 2019 – 31 March 2020 Income statement Balance sheet Statement of changes in equity Notes	7 7 8 10
NOIES	1.1

Stork IVF Klinik A/S Annual report 2019/20 CVR no. 33 03 49 11

Copenhagen, 1 December 2020

**Executive Board:** 

Chairman

# **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 Stork IVF Klinik A/S for the financial period 1 January 2019 – 31 March 2020.

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 2020 and of the results of the Company's operations for the financial period 1 January 2019 – 31 March 2020.

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.

Kathrine Birch Petersen CEO	Jacob Lyster Dethlefsen	
Board of Directors:		
Judith Fleming	Geoffrey Howard Trew	Johannes Röhren



# Independent auditor's report

#### To the shareholder of Stork IVF Klinik A/S

### **Opinion**

We have audited the financial statements of Stork IVF Klinik A/S for the financial period 1 January 2019 – 31 March 2020 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 March 2020 and of the results of the Company's operations for the financial period 1 January 2019 – 31 March 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 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.

#### 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



# Independent auditor's report

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 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, 1 December 2020 **KPMG**Statsautoriseret Revisionspartnerselskab CVR no. 25 57 81 98

Jette Kjær Bach State Authorised Public Accountant mne19812

#### Stork IVF Klinik A/S Annual report 2019/20 CVR no. 33 03 49 11

# **Management's review**

### **Company details**

Stork IVF Klinik A/S Store Kongensgade 38, 1. th. 1264 København K

CVR no.: 33 03 49 11 Established: 14 June 2010 Registered office: Copenhagen

Financial period: 1 January 2019 – 31 March 2020

#### **Board of Directors**

Judith Fleming, Chairman Geoffrey Howard Trew Johannes Röhren

#### **Executive Board**

Kathrine Birch Petersen, CEO Jacob Lyster Dethlefsen

#### **Auditor**

KPMG Statsautoriseret Revisionspartnerselskab Dampfaergevej 28 DK-2100 Copenhagen

# **Management's review**

### **Operating review**

#### **Principal activities**

The Company's principal activity is to operate the IVF clinic.

#### **Unusual circumstances**

The financial position at 31 March 2020 of the Company and the results of the Company operations for the financial year 2019/20 have not been affected by any unusual events.

#### **Development in activities and financial position**

The income statement of the Company for 1 January 2019 - 31 March 2020 shows a loss of DKK 3,133,738 and at 31 March 2020, the balance sheet of the Company shows equity of DKK 2,891,908.

The results for the year are not considered satisfactory.

#### Going concern

The Company's working capital is negative and indicates a need for liquidity support in the financial year 2020.

The Company has received a letter of support from the Parent Company (Delivery I Ltd.) in which it is confirmed that the Parent Company will provide the necessary cash for the Company at least for the next 12 months.

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

The Company has been materially affected by the virus COVID-19.

As a result, the Company will be affected by reduced income. At the current stage, it is impossible to quantify the effect from COVID-19 as no one knows how this will impact the society, including the Companies' customers on the long-term basis. No other events have occurred after the balance sheet date which materially affects the financial position of the Company.

#### **Income statement**

DKK	Note	1/1 2019- 31/3 2020	2018
Gross profit		35,114,524	27,886,235
Staff costs Depreciation, amortisation and impairment losses Operating loss	3	-32,249,003 -6,389,196 -3,523,675	
Financial income Financial expenses Loss before tax	4 5	0 -251,894 -3,775,569	28,823 -199,815 -2,938,620
Tax on loss for the year  Loss for the year	6	641,831 -3,133,738	573,519 -2,365,101
Proposed distribution of loss			
Proposed dividends for the year Retained earnings		0 -3,133,738 -3,133,738	2,500,000 -4,865,101 -2,365,101

### **Balance sheet**

DKK	Note	31/3 2020	2018
ASSETS			
Fixed assets			
Intangible assets	7		
Goodwill		12,194,234	16,884,324
Property, plant and equipment	8		
Fixtures and fittings, tools and equipment		3,444,280	3,752,599
Leasehold improvements		49,028	225,755
		3,493,308	3,978,354
Investments			
Deposits	9	1,070,045	1,036,690
Total fixed assets		16,757,587	21,899,368
Current assets			
Inventories			
Raw materials and consumables		936,898	520,407
Receivables			
Trade receivables		1,353,655	1,688,778
Other receivables		2,566	9,896
Deferred tax asset		735,053	314,892
Corporation tax		221,670	0
Prepayments		438,653	271,595
		2,751,597	2,285,161
Cash at bank and in hand		718,093	653,197
Total current assets		4,406,588	3,458,765
TOTAL ASSETS		21,164,175	25,358,133

### **Balance sheet**

DKK	Note	31/3 2020	2018
EQUITY AND LIABILITIES			
Equity			
Contributed capital	10	1,900,000	1,900,000
Retained earnings		991,908	1,625,646
Proposed dividends for the financial year		0	2,500,000
Total equity		2,891,908	6,025,646
Liabilities			
Non-current liabilities			
Other payables		956,886	0
Current liabilities			
Prepayments received from customers		5,812,761	13,826,496
Trade payables		1,106,021	1,079,157
Payables to group entities		7,532,799	948,406
Other payables		2,863,800	3,478,428
		17,315,381	19,332,487
Total liabilities		18,272,267	19,332,487
TOTAL EQUITY AND LIABILITIES		21,164,175	25,358,133
Liquidity support	2		
Contractual obligations, contingencies, etc.	11		
Related party disclosures	12		

# Statement of changes in equity

DKK	Contributed capital	Retained earnings	dividends for the financial year	<u>Total</u>
Equity at 1 January 2019	1,900,000	1,625,646	2,500,000	6,025,646
Ordinary dividends paid	0	2,500,000	-2,500,000	0
Transferred over the distribution of loss	0	-3,133,738	0	-3,133,738
Equity at 31 March 2020	1,900,000	991,908	0	2,891,908

#### **Notes**

#### 1 Accounting policies

The annual report of Stork IVF Klinik A/S for 2019/20 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in of specific provisions for reporting class C.

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

#### Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

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 measured reliably.

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

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

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

#### Income statement

#### **Gross profit**

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

#### Revenue

Revenue from the sale of services, is recognised on a straight-line basis in the income statement as the services are provided.

#### Expenses for raw materials and consumables

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

#### Other operating income

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

#### **Notes**

#### 1 Accounting policies (continued)

#### Other external costs

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

#### 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 tangible assets.

#### Financial income and expenses

Financial income and expenses comprise interest income and expense, 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 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 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 Company is jointly taxed with Vivaneo DK ApS, Speciallægeselskabet Ciconia ApS and Impilo ApS. The current Danish corporation tax is allocated in proportion to their taxable income (full absorption with refunds for tax losses). This means that companies with tax losses receive refunds from the other jointly taxed companies.

#### **Balance sheet**

#### Intangible assets

Intangible assets are initially measured at cost.

Subsequently, goodwill acquired are measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over the estimated useful life. The estimated useful lives are 8 years.

Gains and losses on the disposal of intangible assets 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.

#### **Notes**

#### 1 Accounting policies (continued)

#### Property, plant and equipment

Fixtures and fittings, tools and equipment, leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

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 3-6 years Leasehold improvements 5-10 years

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

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.

#### Impairment of fixed 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 depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

#### **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.

#### **Notes**

#### 1 Accounting policies (continued)

The net realisable value of inventories is calculated as the sales amount less costs of 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.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

#### 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. However, deferred tax is not recognised on temporary differences relating to non-deductible items where the temporary differences arise at the date of acquisition without affecting either profit or taxable income.

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.

#### **Prepayments**

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

#### Cash at bank and in hand

Cash at bank and and in hand comprise cash.

#### **Equity**

#### Dividends

The expected dividend payment for the year is disclosed as a separate item under equity.

#### **Notes**

#### 1 Accounting policies (continued)

#### Liabilities

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at net realisable value.

#### Prepayments received from customers

Prepayments received from customers comprises prepayments received regarding income in subsequent years.

#### **Notes**

#### 2 Liquidity support

The Company's working capital is negative and indicates a need for liquidity support in the financial year 2020/21. In order to ensure the Company's continued operations, Stork IVF Klinik A/S has received a letter of support from Delivery I Ltd. ensuring sufficient liquidity to the Company to settle its obligations as they fall due until the annual general meeting in 2021 when the annual report for the year ended 31 March 2021 will be approved.

	DKK	1/1 2019- 31/3 2020	2018
3	Staff costs		
	Wages and salaries	29,961,106	23,648,802
	Pensions	1,977,264	1,583,694
	Other social security costs	310,633	241,696
		32,249,003	25,474,192
	Average number of full-time employees	39	38
4	Financial income		
	Interest income from group entities	0	28,823
			28,823
5	Financial expenses		
	Interest expense to group entities	176,556	0
	Other financial costs	75,338	<u>199,815</u>
		251,894	199,815
6	Tax on loss for the year		
	Current tax for the year	-221,670	0
	Deferred tax for the year	-420,161	-646,496
	Adjustment of deferred tax concerning previous yea	0	72,977
		-641,831	-573,519

#### **Notes**

# 7 Intangible assets

DKK	Goodwill
Cost at 1 January 2019	30,016,577
Cost at 31 March 2020	30,016,577
Amortisation and impairment losses at 1 January 2019	-13,132,253
Amortisation for the year	-4,690,090
Amortisation and impairment losses at 31 March 2020	-17,822,343
Carrying amount at 31 March 2020	12,194,234

### 8 Property, plant and equipment

fittings, tools and equipment	Leasehold improve-ments	<u>Total</u>
9,530,441	2,905,597	12,436,038
1,214,060	0	1,214,060
10,744,501	2,905,597	13,650,098
-5,777,842	-2,679,842	-8,457,684
1,522,379	-176,727	-1,699,106
-7,300,221	-2,856,569	-10,156,790
3,444,280	49,028	3,493,308
	fittings, tools and equipment 9,530,441 1,214,060 10,744,501 -5,777,842 -1,522,379 -7,300,221	fittings, tools and improve- equipment 9,530,441 2,905,597 1,214,060 0 10,744,501 2,905,597 -5,777,842 -2,679,842 -1,522,379 -176,727 -7,300,221 -2,856,569

Fixtures and

#### 9 Investments

DKK	Deposits
Cost at 1 January 2019	1,036,690
Additions for the year	33,355
Cost at 31 March 2020	1,070,045
Carrying amount at 31 March 2020	1,070,045

### 10 Contributed capital

The contributed capital consists of 1,900 shares of a nominal value of DKK 1,000 each.

All shares rank equally.

#### **Notes**

#### 11 Contractual obligations, contingencies, etc.

The Company is jointly taxed with its Impilo ApS (management company) and is jointly and severally liable with the other jointly taxed entities for the payment of income taxes, taxes on dividends and interests.

The Company is co-guarantor of a syndicated loan of EUR 34.4 million to GF Gesundheit GmbH.

DKK	1/1 2019 - 31/3 2020	2018
Lease obligations under operating leases. Total future lease payments:		
Within 1 year	947,625	1,002,132
Between 1 and 5 years	1,724,418	2,914,867

Interminable rental agreements up to 7 years: DKK 2,596 thousand (2018: DKK 3,957 thousand).

#### 12 Related party disclosures

#### **Ownership**

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

VivaNeo DK ApS Store Kongensgade 38, 1. th. DK-1264 Copenhagen

#### **Consolidated financial statements**

Stork IVF Klinik A/S is part of the consolidated financial statements of Delivery I Ltd., Institute Of Reproductive Sciences Alec Issigonis Way, Oxford Business Park North, Oxford, England, OX4 2HW, which is the smallest group in which the Company is included as a subsidiary.