

**Lohmann & Rauscher A/S**  
Gøngehusvej 252  
2950 Vedbæk  
Central Business Registration No  
36826916

## **Annual report 2017**

The Annual General Meeting adopted the annual report on 16.05.2018

### **Chairman of the General Meeting**

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Name: Stefan Reinel

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## Entity details

### Entity

Lohmann & Rauscher A/S  
Gøngehusvej 252  
2950 Vedbæk

Central Business Registration No: 36826916

Registered in: Rudersdal

Financial year: 01.01.2017 - 31.12.2017

### Board of Directors

Johan Martin Holmström  
Wolfgang Günter Süssle  
Stefan Reinel

### Executive Board

Søren Andersson  
Birgitte Therese Holberg

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
P.O. Box 1600  
0900 Copenhagen C

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Lohmann & Rauscher A/S for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations and cash flows for the financial year 01.01.2017 - 31.12.2017.

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.

Vedbæk, 16.05.2018

### Executive Board

Søren Andersson

Birgitte Therese Holberg

### Board of Directors

Johan Martin Holmström

Wolfgang Günter Süssle

Stefan Reinel

# Independent auditor's report

## To the shareholder of Lohmann & Rauscher A/S

### Opinion

We have audited the financial statements of Lohmann & Rauscher A/S for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity, cash flow statement 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 31.12.2017 and of the results of its operations and cash flows for the financial year 01.01.2017 - 31.12.2017 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:

## Independent auditor's report

- 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.

## Independent auditor's report

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, 16.05.2018

**Deloitte**

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Jens Sejer Pedersen

State Authorised Public Accountant

Identification number (MNE) mne14986

## Management commentary

### Primary activities

As in earlier years, the Company's activities have consisted of import and sale of surgical dressing materials, medicated plaster as well as related products.

The Company does not have own product development, but the Company's products are adjusted by the supplier on a current basis according to demand.

### Development in activities and finances

The Board of Directors assesses that the operating results of Lohmann & Rauscher A/S have been satisfactory in 2017. The profit for the year thus amounted to DKK 1,091 thousand. The Company's equity amounted to DKK 11,126 thousand at 31.12.2017.

### Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.



## Income statement for 2017

|   | <u>Notes</u> | <u>2017<br/>DKK</u> | <u>2016<br/>DKK</u> |
|---|--------------|---------------------|---------------------|
| <b>Gross profit</b>                         |              | <b>1.439.085</b>    | <b>1.372.879</b>    |
| Staff costs                                 | 1            | (21.800)            | (23.454)            |
| <b>Operating profit/loss</b>                |              | <b>1.417.285</b>    | <b>1.349.425</b>    |
| Other financial income                      | 2            | 1.903               | 1.883               |
| Other financial expenses                    | 3            | (20.823)            | (12.943)            |
| <b>Profit/loss before tax</b>               |              | <b>1.398.365</b>    | <b>1.338.365</b>    |
| Tax on profit/loss for the year             | 4            | (307.632)           | (307.027)           |
| <b>Profit/loss for the year</b>             |              | <b>1.090.733</b>    | <b>1.031.338</b>    |
| <b>Proposed distribution of profit/loss</b> |              |                     |                     |
| Ordinary dividend for the financial year    |              | 6.000.000           | 0                   |
| Retained earnings                           |              | (4.909.267)         | 1.031.338           |
|   |              | <b>1.090.733</b>    | <b>1.031.338</b>    |

## Balance sheet at 31.12.2017

|   | <u>Notes</u> | <u>2017<br/>DKK</u> | <u>2016<br/>DKK</u> |
|---|--------------|---------------------|---------------------|
| Manufactured goods and goods for resale |              | 2.890.891           | 2.048.900           |
| <b>Inventories</b>                      |              | <b>2.890.891</b>    | <b>2.048.900</b>    |
| Trade receivables                       |              | 2.963.413           | 2.507.395           |
| Receivables from group enterprises      |              | 3.732.962           | 4.209.524           |
| Deferred tax                            |              | 12.540              | 12.540              |
| Income tax receivable                   |              | 12.373              | 36.579              |
| <b>Receivables</b>                      |              | <b>6.721.288</b>    | <b>6.766.038</b>    |
| <b>Cash</b>                             |              | <b>2.673.696</b>    | <b>2.222.999</b>    |
| <b>Current assets</b>                   |              | <b>12.285.875</b>   | <b>11.037.937</b>   |
| <b>Assets</b>                           |              | <b>12.285.875</b>   | <b>11.037.937</b>   |

## Balance sheet at 31.12.2017

|  | <u>Notes</u> | <u>2017<br/>DKK</u>      | <u>2016<br/>DKK</u>      |
|--|--------------|--------------------------|--------------------------|
| Contributed capital                              | 5            | 500.000                  | 500.000                  |
| Retained earnings                                |              | 4.626.135                | 9.535.402                |
| Proposed dividend                                |              | 6.000.000                | 0                        |
| <b>Equity</b>                                    |              | <b><u>11.126.135</u></b> | <b><u>10.035.402</u></b> |
| Other payables                                   |              | <u>1.159.740</u>         | <u>1.002.535</u>         |
| <b>Current liabilities other than provisions</b> |              | <b><u>1.159.740</u></b>  | <b><u>1.002.535</u></b>  |
| <b>Liabilities other than provisions</b>         |              | <b><u>1.159.740</u></b>  | <b><u>1.002.535</u></b>  |
| <b>Equity and liabilities</b>                    |              | <b><u>12.285.875</u></b> | <b><u>11.037.937</u></b> |
| Group relations                                  | 7            |                          |                          |

## Statement of changes in equity for 2017

|                                | Contributed<br>capital<br>DKK | Retained<br>earnings<br>DKK | Proposed<br>dividend<br>DKK | Total<br>DKK      |
|--------------------------------|-------------------------------|-----------------------------|-----------------------------|-------------------|
| Equity<br>beginning of<br>year | 500.000                       | 9.535.402                   | 0                           | 10.035.402        |
| Profit/loss for<br>the year    | 0                             | (4.909.267)                 | 6.000.000                   | 1.090.733         |
| <b>Equity end<br/>of year</b>  | <b>500.000</b>                | <b>4.626.135</b>            | <b>6.000.000</b>            | <b>11.126.135</b> |

## Cash flow statement 2017

|   | <u>Notes</u> | <u>2017<br/>DKK</u>     | <u>2016<br/>DKK</u>     |
|---|--------------|-------------------------|-------------------------|
| Operating profit/loss                                 |              | 1.417.285               | 1.349.425               |
| Working capital changes                               | 6            | <u>(1.141.330)</u>      | <u>461.609</u>          |
| <b>Cash flow from ordinary operating activities</b>   |              | <b>275.955</b>          | <b>1.811.034</b>        |
| Financial income received                             |              | 1.903                   | 1.883                   |
| Financial income paid                                 |              | (20.823)                | (12.943)                |
| Income taxes refunded/(paid)                          |              | <u>(282.990)</u>        | <u>(316.514)</u>        |
| <b>Cash flows from operating activities</b>           |              | <b><u>(25.955)</u></b>  | <b><u>1.483.460</u></b> |
| Intra-group financing activities                      |              | <u>476.652</u>          | <u>(11.902)</u>         |
| <b>Cash flows from financing activities</b>           |              | <b><u>476.652</u></b>   | <b><u>(11.902)</u></b>  |
| <b>Increase/decrease in cash and cash equivalents</b> |              | <b>450.697</b>          | <b>1.471.558</b>        |
| Cash and cash equivalents beginning of year           |              | <u>2.222.999</u>        | <u>751.441</u>          |
| <b>Cash and cash equivalents end of year</b>          |              | <b><u>2.673.696</u></b> | <b><u>2.222.999</u></b> |

## Notes

|                       | <b>2017</b>   | <b>2016</b>   |
|-----------------------|---------------|---------------|
|                       | <b>DKK</b>    | <b>DKK</b>    |
| <b>1. Staff costs</b> |               |               |
| Wages and salaries    | 21.800        | 23.454        |
|                       | <b>21.800</b> | <b>23.454</b> |

|   | <b>2017</b>  | <b>2016</b>  |
|---|--------------|--------------|
|   | <b>DKK</b>   | <b>DKK</b>   |
| <b>2. Other financial income</b>                |              |              |
| Financial income arising from group enterprises | 1.865        | 1.865        |
| Interest income                                 | 38           | 18           |
|   | <b>1.903</b> | <b>1.883</b> |

|                                    | <b>2017</b>   | <b>2016</b>   |
|------------------------------------|---------------|---------------|
|                                    | <b>DKK</b>    | <b>DKK</b>    |
| <b>3. Other financial expenses</b> |               |               |
| Interest expenses                  | 19.101        | 12.779        |
| Other financial expenses           | 1.722         | 164           |
|                                    | <b>20.823</b> | <b>12.943</b> |

|   | <b>2017</b>    | <b>2016</b>    |
|---|----------------|----------------|
|   | <b>DKK</b>     | <b>DKK</b>     |
| <b>4. Tax on profit/loss for the year</b> |                |                |
| Tax on current year taxable income        | 307.632        | 294.437        |
| Change in deferred tax for the year       | 0              | 5.220          |
| Adjustment concerning previous years      | 0              | 7.370          |
|   | <b>307.632</b> | <b>307.027</b> |

|                               | <b>Number</b> | <b>Par value</b> | <b>Nominal</b> |
|-------------------------------|---------------|------------------|----------------|
|                               |               | <b>DKK</b>       | <b>value</b>   |
|                               |               |                  | <b>DKK</b>     |
| <b>5. Contributed capital</b> |               |                  |                |
| Ordinary shares               | 10            | 1200             | 12.000         |
| Ordinary shares               | 4             | 12000            | 48.000         |
| Ordinary shares               | 1             | 20000            | 20.000         |
| Ordinary shares               | 4             | 60000            | 240.000        |
| Ordinary shares               | 1             | 180000           | 180.000        |
|                               | <b>20</b>     |                  | <b>500.000</b> |

## Notes

|   | <b>2017</b>        | <b>2016</b>    |
|---|--------------------|----------------|
|   | <b>DKK</b>         | <b>DKK</b>     |
| <b>6. Change in working capital</b>     |                    |                |
| Increase/decrease in inventories        | (841.991)          | 516.023        |
| Increase/decrease in receivables        | (456.018)          | (167.658)      |
| Increase/decrease in trade payables etc | 156.679            | 113.244        |
|   | <b>(1.141.330)</b> | <b>461.609</b> |

### 7. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:  
Lohmann & Rauscher International GmbH & Co. KG, Rengsdorf, Germany

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:  
Lohmann & Rauscher GmbH & Co. KG, Rengsdorf, Germany

## Accounting policies

### Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C enterprises.

The accounting policies applied to these financial statements are consistent with those applied last year.

### 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. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, cost of sales and other external expenses.

#### Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.



## Accounting policies

### Changes in inventories of finished goods and work in progress

Changes in inventories of finished goods and work in progress comprise decreases or increases for the financial year in inventories of finished goods. This item includes ordinary writedowns of such inventories.

### Cost of sales

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

### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, etc. This item also includes writedowns of receivables recognised in current assets.

### Staff costs

Staff costs comprise fee to the Board of Directors.

### Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on payables and transactions in foreign currencies as well as tax relief under the Danish Tax Prepayment Scheme etc.

### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on payables and transactions in foreign currencies as well as 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.

### Balance sheet

#### Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

#### Receivables

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

## Accounting policies

### Deferred tax

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

### Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

### 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.

### Other financial liabilities

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

### Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs as well as the raising of loans and payment of dividend.

Cash and cash equivalents comprise cash.