

TFP Fertility Denmark ApS

Store Kongensgade 38, 1. th., 1264 København K

CVR no. 36 90 92 93

**Annual report for the period
1 April 2022 to 31 March 2023**

Adopted at the annual general meeting on 16 October
2023

Svitlana Babak
chairman

Table of contents

	Page
Statements	
Statement by management on the annual report	1
Independent auditor's report	2
 Management's review	
Company details	5
Management's review	6
 Financial statements	
Income statement 1 April - 31 March	7
Balance sheet 31 March	8
Statement of changes in equity	10
Notes	11
Accounting policies	14

Statement by management on the annual report

The executive board has today discussed and approved the annual report of TFP Fertility Denmark ApS for the financial year 1 April 2022 - 31 March 2023.

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 March 2023 and of the results of the company's operations for the financial year 1 April 2022 - 31 March 2023.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Copenhagen, 16 October 2023

Executive board

Johannes Röhren

Els Leen G Neiryck

Independent auditor's report

To the Shareholder of TFP Fertility Denmark ApS

Opinion

We have audited the financial statements of TFP Fertility Denmark ApS for the financial year 1 April 2022 - 31 March 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under 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 March 2023 and of the results of the company's operations for the financial year 1 April 2022 - 31 March 2023 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 requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We refer to note 1 in the financial statements, which states that the company has tight liquidity and that positive results need to be generated in the remaining part of the budget period until March 31, 2024, and that the budget assumptions for the period contain a certain degree of uncertainty. This, combined with the results for the year, indicates that the Company's ability to remain a going concern is associated with uncertainty. We have not modified our opinion in respect of this matter.

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 the 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 about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 management's review

Management is responsible for management's review.

Our opinion on the financial statements does not cover 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 management's review and, in doing so, consider whether 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 management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that 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 management's review.

Odense, 16 October 2023

Baker Tilly Denmark

Godkendt Revisionspartnerselskab
CVR no. 35 25 76 91

Christoffer Pedersen
State Authorised Public Accountant
MNE no. mne36180

Company details

The company

TFP Fertility Denmark ApS
Store Kongensgade 38, 1. th.
1264 København K

CVR no.: 36 90 92 93

Reporting period: 1 April 2022 - 31 March 2023

Incorporated: 29 May 2015

Domicile: Copenhagen

Executive board

Johannes Röhren
Els Leen G Neiryndck

Auditors

Baker Tilly Denmark
Godkendt Revisionspartnerselskab
Hjallesevej 126
5230 Odense M

Management's review

Business review

The company's principal activity is to act as holding company of TFP Stork Fertility A/S and TFP Ciconia Fertility ApS.

Financial review

The company's income statement for the year ended 31 March 2023 shows a loss of DKK 39.738.156, and the balance sheet at 31 March 2023 shows negative equity of DKK 27.235.895.

The company's result is negative, due to write-downs and subsequent bankruptcy of subsidiaries.

Financing

The company's equity is negative and indicates a need for liquidity support in the financial year 2023/24 refer to note 1.

Significant events occurring after the end of the financial year

After year end, a subsidiary is taken into bankruptcy proceedings. Management has made the necessary adjustments in the annual report. Management does not expect the bankruptcy to affect the company further.

No other events have occurred after the balance sheet date which could significantly affect the company's financial position.

Income statement 1 April - 31 March

	Note	2022/23 DKK	2021/22 TDKK
Gross profit	3	-255.097	-120.158
Impairment of current assets		-17.293.981	0
Other operating costs		-14.815.021	0
Profit/loss before net financials		-32.364.099	-120.158
Financial income	4	697.255	440.025
Impairment losses on investments		-7.180.862	-48.099.945
Financial costs	5	-651.966	-565.156
Profit/loss before tax		-39.499.672	-48.345.234
Tax on profit/loss for the year	6	-238.484	-87.839
Profit/loss for the year		-39.738.156	-48.433.073
Recommended appropriation of profit/loss			
Retained earnings		-39.738.156	-48.433.073
		-39.738.156	-48.433.073

Balance sheet 31 March

	Note	2022/23 DKK	2021/22 TDKK
Assets			
Investments in subsidiaries	7	0	7.951.863
Fixed asset investments		0	7.951.863
Total non-current assets		0	7.951.863
Receivables from subsidiaries		0	19.194.982
Deferred tax asset		0	22.754
Joint taxation contributions receivable		72.556	94.976
Receivables		72.556	19.312.712
Cash at bank and in hand		372.105	190
Total current assets		444.661	19.312.902
Total assets		444.661	27.264.765

Balance sheet 31 March

	Note	2022/23 DKK	2021/22 TDKK
Equity and liabilities			
Share capital		60.000	60.000
Retained earnings		-27.295.895	12.442.261
Equity		-27.235.895	12.502.261
Provision for deferred tax		3.630	0
Total provisions		3.630	0
Payables to group companies		27.367.060	14.718.442
Joint taxation contributions payable		250.866	0
Other payables		59.000	44.062
Total current liabilities		27.676.926	14.762.504
Total liabilities		27.676.926	14.762.504
Total equity and liabilities		444.661	27.264.765
Uncertainty about the continued operation (going concern)	1		
Special items	3		
Mortgages and collateral	9		
Contingent liabilities	8		

Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 April	60.000	12.442.261	12.502.261
Net profit/loss for the year	0	-39.738.156	-39.738.156
Equity at 31 March	60.000	-27.295.895	-27.235.895

Notes

1 Uncertainty about the continued operation (going concern)

The company has in the financial year 2022/23 performed worse than expected. This is due to a lower volume of treatments than expected and due to misalignment between the cost base and the volumes of treatments. The costs base has been adjusted in the financial year 2023/24, which is expected to contribute to the improvement of the earnings.

The activities on the clinics were expected to go up in the financial year 2023/24, but due to the personnel situation the ability to conduct treatments has been constrained by capacity, and hereby the activity from April 2023 to September 2023 are realized lower than in the initial budget for the year.

Due to the financial situation and the results generated in the last years, the company is dependent on a positive cashflow. The management assesses that the company has sufficient liquidity for the upcoming fiscal year. This assessment is based on the assumption that the company will not significantly deviate from the budget for the period from October 2023 to March 2024 and that the joint taxation contribution will be paid. The company is significantly funded through intra-group reconciliations. The company has received confirmation from intra-group companies that the internal debt as of September 30, 2023, will not be required to be repaid in the coming year.

Based on expectations for the future, the management presents the annual report on the assumption of a going concern and believes that sufficient liquidity can be achieved if the activity does not significantly deviate from the budget.

2 Staff costs

Average number of employees

	2022/23	2021/22
	DKK	TDKK
	1	1

Notes

3 Special items

Special items include significant revenues and expenses of a special nature compared to the company's income-generating operational activities, such as substantial one-time amounts that, in management's assessment, are not part of the company's primary operations.

As mentioned in the management report, this year's results are affected by factors that deviate from what management considers as part of the primary operations.

Special items are accounted for on the following lines in the income statement:

Impairment losses on investments (Impairment losses on financial assets)	7.180.862	0
Impairment losses on intercompany transactions (impairment of current assets)	17.293.981	0
Losses concerning bankruptcy in a subsidiary (other operating expenses)	14.815.021	0
	39.289.864	0

4 Financial income

Interest received from subsidiaries	697.255	438.940
Other financial income	0	1.085
	697.255	440.025

2022/23	2021/22
DKK	TDKK

5 Financial costs

Financial expenses, group entities	833.099	480.219
Other financial costs	1.165	1.919
Exchange adjustments costs	-182.298	83.018
	651.966	565.156

Notes

6 Tax on profit/loss for the year

Current tax for the year	-46.172	87.839
Adjustment of tax concerning previous years	284.656	0
	<u>238.484</u>	<u>87.839</u>

7 Investments in subsidiaries

Cost at 1 April	61.073.462	61.073.462
Cost at 31 March	61.073.462	61.073.462
Revaluations at 1 April	-61.073.462	-5.021.654
Impairment losses	0	-48.099.945
Revaluations at 31 March	-61.073.462	-53.121.599
Carrying amount at 31 March	<u>0</u>	<u>7.951.863</u>

Investments in subsidiaries are specified as follows:

Name	Registered office	Ownership interest	Equity	Profit/loss for the year
TFP Stork Fertility A/S	Copenhagen	100%	-27.031.558	-13.702.784

8 Contingent liabilities

The Company is jointly taxed with Impilo ApS (management company), and is jointly and severally liable with other jointly taxed entities for the payment of income taxes, taxes on dividends and interests. The group as a whole is not liable to others.

9 Mortgages and collateral

The company has no mortgages and collateral.

Accounting policies

The annual report of TFP Fertility Denmark ApS for 2022/23 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B entities, as well as provisions applying to reporting class C entities.

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

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

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 installments 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

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Accounting policies

Other operating expenses

Other operating expenses comprise items of a secondary nature relative to the company's activities, including losses regarding bankruptcy of a subsidiary company.

Other external expenses

Other external expenses include expenses related to administration bad debts etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses etc.

Impairment of financial assets

Write-down of financial assets includes impairments of financial fixed assets to a lower recoverable value.

Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Investments in subsidiaries

Investment in subsidiaries are measured at cost. If cost exceeds the recoverable amount, a write-down is made to this lower value.

Receivables

Receivables are measured at amortised cost.

Cash and cash equivalents

Cash and cash equivalents comprise deposits at banks.

Accounting policies

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax is measured according to 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. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.