

Claudio BidCo A/S

Dandyvej 19, 7100 Vejle

CVR no. 38 20 50 72

Annual report 2016/17

Approved at the Company's annual general meeting on 15 March 2018

Chairman



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Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Claudio Bidco A/S for the financial year 24 November 2016 - 31 December 2017.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2017 and of the results of the Group's and the Parent Company's operations and the consolidated cash flows for the financial year 24 November 2016 - 31 December 2017.

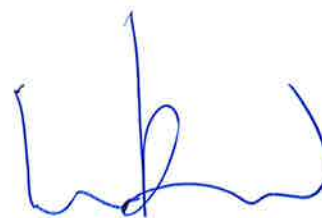
Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Parent Company's operations and financial matters and the results of the Group's and the Parent Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.

Vejle, 15 March 2018
Executive Board:


Søren Birn

Board of Directors:


Thomas Werner
Chairman
Claus Bagger-Sørensen
Lars Bang
Manfred Scheske
Nikhilesh Singh
Rikke Kjær Nielsen

Independent auditor's report

To the shareholders of Claudio Bidco A/S

Opinion

We have audited the consolidated financial statements and the parent company financial statements of Claudio Bidco A/S for the financial year 24 November 2016 - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for both the Group and the Parent Company, and a consolidated cash flow statement. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2017 and of the results of the Group's and the Parent Company's operations as well as the consolidated cash flows for the financial year 24 November 2016 - 31 December 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 consolidated financial statements and the parent company financial statements" (hereinafter collectively referred to as "the financial statements") section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's responsibilities for the financial statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 Group's and the Parent 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 Group or the Parent 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 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.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and 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 Group's and the Parent 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 Group's and the Parent 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 Group and the Parent Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Independent auditor's report

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.

Aarhus, 15 March 2018
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28


Jes Lauritzen
State Authorised
Public Accountant
MNE no.: mne10121


Tom B. Lassen
State Authorised
Public Accountant
MNE no.: mne24820

Management's review

Financial highlights for the Group

In DKK millions	2017
Key figures	
Revenue	859
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	239
Profit/loss from net financials	-60
Profit/loss for the year	-35
Non-current assets	
Current assets	330
Total assets	3,211
Portion relating to investments in items of property, other plant and equipment	-166
Equity	1,221
Cash flows	
Cash flows from operating activities	178
Cash flow from investing activities	-2,921
Cash flows from financing activities	2,735
Total cash flows	-8
Financial ratios	
Current ratio	130,0%
Equity ratio	38,0%
Return on equity	-2,8%
Average number of full-time employees	717

Financial ratios are calculated in accordance with the recommendations of the Danish Finance Society.

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

Current ratio	$\frac{\text{Current assets} \times 100}{\text{Current liabilities}}$
Equity ratio	$\frac{\text{Equity excl. non-controlling interests, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$
Return on equity	$\frac{\text{Profit/loss for the year excl. non-controlling interests} \times 100}{\text{Average equity excl. non-controlling interests}}$

Management's review

Business Activities

Claudio Bidco A/S (the "Group") was founded in 2017 with the sole purpose of investing in the fully owned subsidiary Fertin Pharma A/S.

Fertin Pharma (the "Company") is the world's largest independent developer and manufacturer of medicated chewing gum. The Company offers innovative, high-quality pharmaceutical and nutraceutical chewing gum products. Primarily within Nicotine Replacement Therapy ("NRT"), which is a pharmaceutical product used for withdrawal management in the process of tobacco cessation. Furthermore, Fertin Pharma develops pharmaceutical chewing gum with different active pharmaceutical ingredients ("MediChew") and nutraceutical chewing gum products ("Nutraceuticals") as well as novel delivery platforms.

Fertin Pharma is headquartered in Vejle, Denmark, where local production and R&D facilities are located with both being FDA and EU GMP approved. Furthermore, Fertin Pharma has separate R&D and production facilities in India.

In January 2017, EQT Mid Market Europe became the majority investor in Fertin Pharma and entered into a partnership with the Bagger-Sørensen family, who will continue to have a strong representation in the Company. As part of the new ownership, Fertin Pharma will be supported by a new industrial board of directors with long-standing experience in the global pharmaceutical industry.

Business Review

In 2017, the Company has experienced strong performance in the core NRT chewing gum business, while reaching several key milestones together with its partners on new business initiatives and in the Supply Chain investment programme.

Fertin Pharma has spent significant resources on investigating and preparing to serve customers in markets with a strong potential for future growth. As part of these activities, the Company has executed on the planned development programme in India, resulting in the Goa facility obtaining a WHO approval during 2017. It will increase the flexibility of the Company's operations as it will allow Fertin Pharma to serve an increasing number of emerging markets from India.

Furthermore, the Company has seen considerable activity within R&D, focusing on the development of new products including alternative delivery platforms and new active pharmaceutical ingredients.

Throughout the year, the Company has focused on the continued execution of the planned Supply Chain investment programme, with the aim of securing increased flexibility and capacity to meet future requirements, as well as a focus on continuously improving both quality and efficiency throughout the Company's production processes. Moreover, Fertin Pharma completed a successful FDA inspection in November 2017.

The Group's Management expect to continue the positive momentum in the subsidiary Fertin Pharma A/S into 2018, with an expectation of a 2018 result that will exceed 2017.

Financial Review

The Group's reported consolidated revenue of 859 MDKK in 2017 while consolidated EBITDA amounted to 239 MDKK.

The Group's income statement for 2017 shows a net loss of -35 MDKK.

The consolidated balance sheet total amounts to 3.211 MDKK with an equity of 1.221 MDKK.

The Group's cash-flow from operating activities amounts to 178 MDKK.

Overall, the financial result of the year is in line with Management's expectations.

Management's review

Investments

Investment in 2017 follows the planned Supply Chain investment program in the Company, which primarily has consisted of investment in a new production facility.

Knowledge resources

It is essential for Fertin Pharma A/S' continued growth to attract and retain highly educated employees with expertise in the development and production of medical products. The Company offers both internal and external training programs. It is Company policy that all employees must be trained continuously. This is to ensure that the Company continues to deliver solutions that meet the development in both customer and regulatory requirements.

Special risks apart from generally occurring risks in industry

Currency risks

The Group invoices primarily in DKK and EUR and the majority of goods purchased are denominated in DKK, EUR and to a lesser extent USD. The Group therefore is not exposed to high currency risks with regard to the ongoing operation. Any identified significant risks are hedged using financial instruments.

Interest-rate risks

Ongoing credit floating interest rate. The Group's mortgage is partly hedged by financial hedging instruments.

Credit risks

The Group has no significant credit risks relating to individual customers or partners. In accordance with the Group's policy for assuming credit risks, all major customers and other business partners are credit rated.

Research and development activities in and for reporting entity

During the year a further 34.4 MDKK was invested in intangible assets related to development activities. Sales and marketing of the developed products are planned to be initiated in the coming years.

Statutory report on corporate social responsibility

The Group is environmentally conscious and works to reduce the environmental impact from its operation. The external and internal environmental impact is considered to be low.

The Group's activities are primarily conducted in Fertin Pharma A/S as such the report on social responsibility matters, including gender balance can be found at the following link:

<https://fertin.com/about-us/corporate-social-responsibility/>

Significant events occurring after end of reporting period

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

Consolidated financial statements and parent company financial statements 24 November 2016 – 31 December 2017

Income statement

Note	DKK'000	Group	Parent
2	Revenue	859,071	0
3,4	Production costs	-783,314	0
	Gross margin	75,757	0
3	Distribution costs	-12,014	0
3,4	Administrative expenses	-37,302	-6,100
	Operating profit/loss	26,441	-6,100
	Other operating income	4,157	5,217
	Other operating expenses	-37	-37
	Profit/loss before net financials	30,561	-920
8	Share of net profit/loss in subsidiaries	0	3,125
	Financial income	85	0
	Financial expenses	-59,601	-42,173
	Profit/loss before tax	-28,955	-39,968
5	Tax for the year	-5,717	5,296
	Profit/loss for the year	-34,672	-34,672

Consolidated financial statements and parent company financial statements for the period 24 November 2016 - 31 December 2017

Balance sheet

Note	DKK'000	Consolidated 2017	Parent company 2017
	ASSETS		
	Fixed assets		
6	Intangible assets		
	Completed development projects	79,642	0
	Customer relationships and technology	851,719	0
	Patents and licences	2,052	0
	Goodwill	669,078	0
	Development projects in progress	84,328	0
		1,686,819	0
7	Property, plant and equipment		
	Land and buildings	506,940	0
	Equipment and machinery	317,018	0
	Fixtures and fittings, plant and other equipment	11,015	0
	Leasehold improvements	1,402	0
	Property, plant and equipment under construction	357,327	0
		1,193,702	0
	Financial assets		
8	Equity investments in subsidiaries	0	2,154,304
	Total fixed assets	2,880,521	2,154,304
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	91,180	0
	Work in progress	26,839	0
	Finished goods and goods for resale	34,613	0
		152,632	0
	Receivables		
	Trade receivables	159,305	0
	Joint taxation receivables	0	4,438
	Deferred tax assets	0	1,649
	Other receivables	10,123	0
	Prepayments	3,293	0
		172,721	6,087
	Cash	5,020	0
	Total non-fixed assets	330,373	6,087
	TOTAL ASSETS	3,210,894	2,160,391

Consolidated financial statements and parent company financial statements for the period 24 November 2016 - 31 December 2017

Balance sheet

Note	DKK'000	Consolidated 2017	Parent company 2017
	EQUITY AND LIABILITIES		
	Equity		
9	Share capital	8,884	8,884
	Retained earnings	1,212,106	1,212,106
	Dividend proposed for the year	0	0
	Total equity	1,220,990	1,220,990
	Provisions		
10	Deferred tax	284,611	0
	Total provisions	284,611	0
	Liabilities other than provisions		
11	Non-current liabilities other than provisions		
	Debt to credit institutions	1,451,081	858,241
		1,451,081	858,241
	Current liabilities other than provisions		
11	Current portion of non-current liabilities other than provisions	45,010	45,010
	Debt to credit institutions	8,343	911
	Trade payables	76,982	0
	Payables to group companies	18,165	21,486
	Income taxes	22,291	0
	Other payables	83,421	13,724
		254,212	81,131
	Total liabilities other than provisions	1,705,293	939,372
	TOTAL EQUITY AND LIABILITIES	3,210,894	2,160,391

- 1 Accounting policies
- 12 Contractual obligations and contingencies
- 13 Mortgages and collateral
- 14 Currency and interest rate risks and the use of derivative financial instruments
- 15 Related parties
- 16 Fees paid to auditors appointed at the annual general meeting

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Statement of changes in equity

Note	DKK'000	Group			
		Share capital	Retained earnings	Dividend proposed for the year	Total
	Equity at 24 November 2016	50	0	0	50
	Capital from shareholders	8,834	874,530		874,530
	Group contributions		378,606		378,606
	Transfer, see "Appropriation of profit/loss"		-34,672		-34,672
17	Value adjustment of hedging instruments, year-end		-7,157		-7,157
	Tax on equity transactions		799		799
	Equity at 31 December 2017	8,884	1,212,106	0	1,220,990

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Statement of changes in equity

Note	DKK'000	Parent				
		Share capital	Premium	Reserve for development costs	Retained earnings	Dividend proposed for the year
		50	0			50
	Equity at 24 November 2016	8,834	874,530		378,606	874,530
	Capital from shareholders				874,530	378,606
	Group contributions		-874,530		-34,672	0
	Transfer					-34,672
17	Transfer, see "Appropriation of profit/loss"				-7,157	0
	Foreign exchange adjustments, foreign subsidiaries					-7,157
	Value adjustment of hedging instruments, year-end				799	0
	Reversal of value adjustment of hedging instruments, beginning of year					799
	Tax on equity transactions					
	Equity at 31 December 2017	8,884	0	0	1,212,106	0
						1,220,990

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Cash flow statement

Note	DKK'000	Group
		2017
	Profit/loss before net financials	30,561
	Amortisation/depreciation charges	208,338
	Other adjustments of non-cash operating items	998
	Cash generated from operations before changes in working capital	239,897
18	Changes in working capital	-21,020
	Cash generated from operations	218,877
	Interest received	85
	Interest paid	-41,021
	Income taxes paid	0
	Cash flows from operating activities	177,941
6	Acquisition of intangible assets	-34,377
7	Acquisition of property, other plant and equipment	-166,277
	Disposal of property, other plant and equipment	
	Acquisition of subsidiaries and activities	-2,720,247
	Cash flows from investing activities	-2,920,901
	Loan financing:	
	Repayment of non-current liabilities	
	Proceeds from loans	1,472,602
	Increase in debt to credit institutions	
	Shareholders:	
	Paid capital from shareholders	1,262,020
	Cash flows from financing activities	2,734,622
	Net cash flows	
	Cash and cash equivalents, beginning of year	0
19	Cash and cash equivalents, year-end	-8,338

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

1 Accounting policies

The annual report of Claudio Bidco A/S for 2016/17 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to large reporting class C entities.

Consolidated financial statements

Control

The consolidated financial statements comprise the Parent Company Claudio Bidco A/S and subsidiaries controlled by Claudio Bidco A/S.

Control means the power to exercise decisive influence over a subsidiary's financial and operating decisions. Moreover, the possibility of yielding a return from the investment is required.

In assessing if the Parent Company controls an entity, de facto control is taken into consideration as well.

The existence of potential voting rights which may currently be exercised or converted into additional voting rights is considered when assessing if an entity may become empowered to exercise decisive influence over another entity's financial and operating decisions.

Preparation of consolidated financial statements

The consolidated financial statements have been prepared as a consolidation of the Parent Company's and the individual subsidiaries' financial statements, which are prepared according to the Group's accounting policies. On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains on intra-group transactions are eliminated. Unrealised gains on transactions with associates are eliminated in proportion to the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains unless they do not reflect impairment.

In the consolidated financial statements, the items of subsidiaries are recognised in full. Non-controlling interests' share of the profit/loss for the year and of the equity of subsidiaries which are not wholly-owned are included in the Group's profit/loss and equity, but are disclosed separately.

Acquisitions and disposals of non-controlling interests which are still controlled are recognised directly in equity as a transaction between shareholders.

Business combinations

Recently acquired entities are recognised in the consolidated financial statements from the date of acquisition. Entities sold or otherwise disposed of are recognised up to the date of disposal. Comparative figures are not restated to reflect newly acquired entities. Discontinued operations are presented separately, see below.

The date of acquisition is the date when the Group actually obtains control of the acquiree.

The purchase method is applied to acquisitions of new businesses over which the Group obtains control. The acquired businesses' identifiable assets, liabilities and contingent liabilities are measured at fair value at the acquisition date. Identifiable intangible assets are recognised if they are separable or arise from a contractual right. Deferred tax related to the revaluations is recognised.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

1 Accounting policies (continued)

Positive differences (goodwill) between, on the one hand, the consideration for the acquiree, the value of non-controlling interests in the acquired entity and the fair value of any previously acquired equity investments and, on the other hand, the fair value of the assets, liabilities and contingent liabilities acquired are recognised as goodwill under "Intangible assets". Goodwill is amortised on a straight-line basis in the income statement based on an individual assessment of the economic life of the asset.

Negative differences (negative goodwill) are recognised in the income statement at the date of acquisition.

Upon acquisition, goodwill is allocated to the cash-generating units, which subsequently form the basis for impairment testing. Goodwill and fair value adjustments in connection with the acquisition of a foreign entity with a functional currency different from the presentation currency used in the consolidated financial statements are accounted for as assets and liabilities belonging to the foreign entity and are, on initial recognition, translated into the foreign entity's functional currency using the exchange rate at the transaction date.

The consideration paid for an entity consists of the fair value of the agreed consideration in the form of assets transferred, liabilities assumed and equity instruments issued. If part of the consideration is contingent on future events or compliance with agreed terms, such part of the consideration is recognised at fair value at the date of acquisition. Subsequent adjustments of contingent considerations are recognised in the income statement.

Expenses incurred to acquire entities are recognised in the income statement in the year in which they are incurred.

Where, at the date of acquisition, the identification or measurement of acquired assets, liabilities, contingent liabilities or the determination of the consideration is associated with uncertainty, initial recognition will take place on the basis of provisional values. If it turns out subsequently that the identification or measurement of the purchase consideration, acquired assets, liabilities or contingent liabilities was incorrect on initial recognition, the statement will be adjusted retrospectively, including goodwill, until 12 months after the acquisition, and comparative figures will be restated. Hereafter, any adjustments are recognised as misstatements.

Gains or losses from divestment or winding-up of subsidiaries which imply that control is no longer maintained are calculated as the difference between, on the one hand, the selling price less selling expenses and, on the other hand, the proportionate share of the carrying amount of net assets. If the entity still holds equity investments in the divested entity, the remaining proportionate share of the carrying amount forms the basis for the measurement of equity investments in associates or securities and equity investments.

Foreign currency translation

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

Receivables and payables and other monetary items denominated in foreign currencies are translated at closing rates. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Foreign subsidiaries and associates are considered separate entities. Items in such entities' income statements are translated at average exchange rates for the month, and balance sheet items are translated at closing rates. Foreign exchange differences arising on translation of the opening equity of foreign entities to closing rates and on translation of the income statements from average exchange rates to closing rates are taken directly to equity.

Consolidated financial statements and parent company financial statements 24 November 2016 – 31 December 2017

Notes

1 Accounting policies (continued)

Foreign exchange adjustments of balances with separate foreign subsidiaries which are considered part of the total investment in the subsidiary are taken directly to equity. Foreign exchange gains and losses on loans and derivative financial instruments designated as hedges of foreign subsidiaries are also recognised directly in equity.

On recognition of foreign subsidiaries which are integral entities, monetary items are translated at closing rates. Non-monetary items are translated at the exchange rates at the acquisition date or at the date of any subsequent revaluation or impairment of the asset. Income statement items are translated at the exchange rates at the transaction date, although items derived from non-monetary items are translated at the historical exchange rates applying to the non-monetary items.

Derivative financial instruments

On initial recognition, derivative financial instruments are recognised in the balance sheet at cost and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are included in other receivables and payables, respectively.

Fair value adjustments of derivative financial instruments designated as and qualifying for recognition as a hedge of the fair value of a recognised asset or liability are recognised in the income statement together with fair value adjustments of the hedged asset or liability.

Changes in the fair value of derivative financial instruments designated as and qualifying for recognition as a hedge of future assets or liabilities are recognised in other receivables or other payables and in equity. If the hedged forecast transaction results in the recognition of assets or liabilities, amounts previously recognised in equity must be transferred to the cost of the asset or liability, respectively. If the hedged forecast transaction results in income or expenses, amounts previously recognised in equity must be transferred to the income statement in the period in which the hedged item affects the income statement.

Fair value adjustments of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement on a current basis.

Fair value adjustments of derivative financial instruments held to hedge net investments in separate foreign subsidiaries or associates are recognised directly in equity.

Income statement

Revenue

Income from the sale of goods for resale and finished goods, is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

Revenue is measured at fair value of the agreed consideration exclusive of VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Production costs

Production costs comprise costs, including depreciation and amortisation and salaries, incurred in generating revenue for the year. Such costs include direct and indirect costs related to raw materials and consumables, wages and salaries, rent and leases as well as impairment losses on production plant.

Production costs also comprise research and development costs that do not qualify for capitalisation and amortisation of capitalised development costs.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

1 Accounting policies (continued)

Distribution costs

Distribution costs comprise costs related to the distribution of goods sold in the year and to sales campaigns, etc. carried out in the year, including costs related to sales staff, advertising and exhibitions.

Administrative expenses

Administrative expenses comprise expenses paid in the year to manage and administer the Company, including expenses related to administrative staff, management, office premises, office expenses and amortisation/depreciation.

Other operating income

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

Other operating expenses

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

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment. The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development costs	5-15 years
Customer relationships and technology	10-12 years
Software	3-10 years
Goodwill	20 years

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, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Land and buildings	10-70 years
Equipment and machinery	5-20 years
Fixtures and fittings, plant and other equipment	3-5 years
Leasehold improvements	6-30 years

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

1 Accounting policies (continued)

Profit/loss from equity investments in subsidiaries and associates

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries and associates are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries. Only proportionate elimination of intra-group gains/losses is made for equity investments in associates.

Financial income and expenses

Financial income and expenses comprise interest income and expenses, 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 for the year

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other subsidiaries. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption). Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Consolidated financial statements and parent company financial statements 24 November 2016 – 31 December 2017

Notes

1 Accounting policies (continued)

Balance sheet

Intangible assets

Goodwill

Goodwill is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 20 years. The amortisation period is fixed on the basis of the expected repayment horizon.

Customer relationships and technology

Customer relationships and technology is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Customer relationships and technology is amortised on a straight-line basis over the amortisation period, which is 10-12 years. The amortisation period is fixed on the basis of the expected repayment horizon.

Development projects, patents and licences

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities. Some external customers are paying for part of the development costs. These payments are offset against the booked asset.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are identifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

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

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 5 years and cannot exceed 20 years.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

1 Accounting policies (continued)

Patents and licences are measured at cost less accumulated amortisation and impairment losses. Patents are amortised on a straight-line basis over the remaining term of the patent, and licences are amortised over the term of the licence, however not exceeding 20 years.

Gains and losses on the disposal of development projects, patents and licences are determined as the difference between the selling price less costs to sell 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 expenses, respectively.

Property, plant and equipment

Land and buildings, plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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, sub-suppliers, and wages and salaries as well as borrowing costs relating to specific and general borrowing directly attributable to the construction of the individual asset.

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.

Leases

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

All other leases are considered operating leases. Payments relating to operating leases and any other leases are recognised in the income statement over the term of the lease. The Company's total liabilities relating to operating leases and other leases are disclosed in contingencies, etc.

Equity investments in subsidiaries and associates

Equity investments in subsidiaries and associates are measured according to the equity method in the parent company financial statements. Equity investments in associates are also measured according to the equity method in the consolidated financial statements.

On initial recognition, equity investments in subsidiaries and associates are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding the consolidated financial statements above.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies in the consolidated financial statements. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Consolidated financial statements and parent company financial statements **24 November 2016 - 31 December 2017**

Notes

1 Accounting policies (continued)

Equity investments in subsidiaries and associates measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Impairment of non-current assets

The carrying amount of intangible assets, property, plant and equipment and equity investments in subsidiaries and associates is tested annually for impairment.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. Assets are written down to the lower of the carrying amount and the 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 net 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.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct labour and production overheads. Indirect production overheads include the indirect cost of material and labour as well as maintenance and depreciation of production machinery, buildings and equipment and expenses relating to plant administration and management.

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 or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are assessed for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the country of domicile and credit ratings of the debtors in accordance with the Group's credit risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the net present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

1 Accounting policies (continued)

Prepayments

Prepayments recognised under "Current assets" comprise expenses incurred concerning subsequent financial years.

Equity

Reserve for net revaluation according to the equity method

Net revaluation of equity investments in subsidiaries and associates is recognised at cost in the reserve for net revaluation according to the equity method.

The reserve can be eliminated in case of losses, realisation of equity investments or a change in accounting estimates.

The reserve cannot be recognised at a negative amount.

Dividend

Dividend proposed for the year is recognised as a liability at the date when it is adopted at the general meeting (declaration date). Dividend expected to be distributed for the year is disclosed as a separate item under equity.

Income tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior-year taxable income and tax paid on account.

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Income tax receivable" or "Income tax payable".

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes or on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting neither the profit/loss for the year nor the taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

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

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses.

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.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. 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.

Consolidated financial statements and parent company financial statements 24 November 2016 – 31 December 2017

Notes

1 Accounting policies (continued)

Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of entities is shown separately in cash flows from investing activities. Cash flows from corporate acquisitions are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of entities are recognised up until the date of disposal.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, changes in working capital and income taxes paid.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities, activities and intangible assets, property, plant and equipment and financial assets.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt, and payment of dividend to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less which are subject to only minor risks of changes in value.

Consolidated financial statements and parent company financial statements 24 November 2016 – 31 December 2017

Notes

2 Segment information

Activities – primary segment

	Group	Parent
Medical products	835,302	0
Other products	23,769	0
	<u>859,071</u>	<u>0</u>

3 Expenses

Wages and salaries	315,453	5,529
Pensions	30,606	567
Other social security costs	4,675	4
	<u>350,734</u>	<u>6,100</u>

Staff costs are recognised in the financial statements under the following line items:

Production costs	322,337	0
Distribution costs	6,323	0
Administrative expenses	22,074	6,100
	<u>350,734</u>	<u>6,100</u>

Average number of full-time employees

	<u>717</u>	<u>2</u>
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Staff costs include remuneration and pensions to the Parent Company's Executive Board and directors' fees to the members of the Parent Company's Board of Directors, totalling DKK 6,349 thousand.

4 Amortisation/depreciation and impairment losses

Intangible assets	129,509	0
Property, plant and equipment	78,988	0
	<u>208,497</u>	<u>0</u>

Amortisation/depreciation charges and impairment losses are recognised in the financial statements under the following line items:

Production costs	201,726	0
Distribution costs	0	0
Administrative expenses	6,771	0
	<u>208,497</u>	<u>0</u>

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

5 Tax for the year

Current tax charge for the year	-20,154	5,296
Adjustment of the deferred tax charge for the year	14,437	0
	<u>-5,717</u>	<u>5,296</u>

Analysed as follows:

Tax for the year	-5,717	5,296
Tax on changes in equity	-969	799
	<u>-6,686</u>	<u>6,095</u>

6 Intangible assets

DKK'000	Group					Total
	Completed development projects	Customer relationships and technology	Patents and licences	Goodwill	Development projects in progress	
Cost at 24 November 2016	0	0	0	0	0	0
Additions on acquisition of subsidiary	63,127	933,300	5,600	702,567	77,357	1,781,951
Additions	2,931	0	0	0	31,446	34,377
Transferred	24,475	0	0	0	-24,475	0
Cost at 31 December 2017	<u>90,533</u>	<u>933,300</u>	<u>5,600</u>	<u>702,567</u>	<u>84,328</u>	<u>1,816,328</u>
Amortisation and impairment losses at 24 November 2016	0	0	0	0	0	0
Amortisation	10,891	81,581	3,548	33,489	0	129,509
Amortisation and impairment losses at 31 December 2017	<u>10,891</u>	<u>81,581</u>	<u>3,548</u>	<u>33,489</u>	<u>0</u>	<u>129,509</u>
Carrying amount at 31 December 2017	<u>79,642</u>	<u>851,719</u>	<u>2,052</u>	<u>669,078</u>	<u>84,328</u>	<u>1,686,819</u>
Amortised over	5-15 years	10-12 years	3-10 years	20 years	-	

Rationale for choice of goodwill amortisation periods

Fertin Pharma A/S

The Group's investment in the subsidiary is considered to be strategically important to the Company. Due regard being had to the Group's expected plans to increase the level of activity and earnings, the economic life of goodwill has been set at 20 years.

Development projects

Development of medical products is defined as products with an active pharmaceutical ingredient requiring regulatory approval for the product to be developed, manufactured and sold legally.

Development projects regarding medical products comprise salaries, wages and other costs for development and test of products for customers.

The carrying amount of completed projects is 79,642 TDKK. The impairment test indicates a higher commercial value.

The carrying amount of projects in progress is 84,328 TDKK. The impairment test indicates a higher commercial value.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

7 Property, plant and equipment

DKK'000	Group					Total
	Land and buildings	Equipment and machinery	Fixtures and fittings, plant and other equipment	Leasehold improvements	Property, plant and equipment under construction	
Cost at 24 November 2016	0	0	0	0	0	0
Additions on acquisition of subsidiary	521,519	293,349	15,469	3,727	268,119	1,102,183
Additions	0	5,337	4,268	0	160,902	170,507
Transferred	9,530	62,164	0	0	-71,694	0
Disposals	0	0	-180	0	0	-180
Cost at 31 December 2017	531,049	360,850	19,557	3,727	357,327	1,272,510
Depreciation and impairment losses at 24 November 2016	0	0	0	0	0	0
Depreciation	24,109	43,832	8,722	2,325	0	78,988
Disposals	0	0	-180	0	0	-180
Depreciation and impairment losses at 31 December 2017	24,109	43,832	8,542	2,325	0	78,808
Carrying amount at 31 December 2017	506,940	317,018	11,015	1,402	357,327	1,193,702
Depreciated over	10-70 years	5-20 years	3-5 years	6-30 years	-	

DKK'000	Parent
	2017
8 Equity investments in subsidiaries	
Cost at 24 November 2016	0
Additions	2,154,704
Cost at 31 December	2,154,704
Value adjustments at 24 November 2016	0
Foreign exchange adjustment and adjustment of hedging instruments	-3,525
Dividend distribution	0
Profit/loss for the year	3,125
Value adjustments at 31 December	-400
Carrying amount at 31 December	2,154,304
Non-amortised differences	1,585,435

Differences on initial recognition of the subsidiary Fertin Pharma A/S total DKK 1,708 million, including goodwill of DKK 703 million.

Name and registered office	Voting rights and ownership
Fertin Pharma A/S, Vejle, Denmark	100%
Fertin Pharma R&D India Pv. Ltd., India	100%
Fertin India Private Ltd. , India	100%

All subsidiaries are considered separate entities.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

9 Share capital

The share capital comprises:

8,883,640 shares of DKK 1 each.

8,833,640 new shares have been subscribed in the financial year.

	Group	Parent
	2017	2017
DKK'000		
10 Deferred tax		
Deferred tax at 24 November 2016	0	0
Adjustment of the deferred tax charge for the year	-14,437	-1,649
Addition of subsidiary	299,048	0
Deferred tax at 31 December	284,611	-1,649

The deferred tax charge relates to:

Intangible assets	223,903	0
Property, plant and equipment	57,338	0
Investments (internal gains)	-285	0
Current assets	6,146	0
Liabilities	-2,491	-1,649
	284,611	-1,649

Deferred tax is recognised in the balance sheet as follows:

Deferred tax assets	0	1,649
Deferred tax liabilities	284,611	0
	284,611	1,649

11 Debt to mortgage credit institutions and other credit institutions

Analysis of liabilities:

Credit institutions

Long-term	1,451,081	858,241
Short-term	45,010	45,010
Overdraft facility	8,343	911
	1,504,434	904,162

Non-current liabilities falling due more than five years after the financial year-end (carrying amount)

	1,152,041	575,000
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Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

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12 Contractual obligations and contingencies, etc.

Contingent liabilities

The Company is jointly taxed with its parent, Claudio Holdco A/S, which act as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes and withholding taxes on dividend, interest and royalties within the group of jointly taxed entities.

Operating lease liabilities

The group entities have entered into operating leases. The leases have a remaining term of 0-5 years and a total, nominal residual lease liability of DKK 14,595 thousand.

	Group	Parent
DKK'000	2017	2017
13 Mortgages and collateral		
The following assets have been placed as security for the Group's debt to credit institutions:		
Land and buildings with a carrying amount of	442,303	0

Claudio Bidco A/S has moreover provided a guarantee for the subsidiary's bank loan, amounting to maximally DKK 700 million.

14 Currency and interest rate risks and use of derivative financial instruments

The Group uses hedging instruments such as forward exchange contracts and interest and currency swaps to hedge recognised and non-recognised transactions.

Interest rate risks

The Group uses interest rate swaps to hedge interest rate risks, whereby floating interest payments are rescheduled into fixed interest payments.

Group	2017			
	Notional principal	Value adjustment recognised in equity	Fair value	Term to maturity (months)
DKK'000				
Interest rate swaps	762,498	-91	-6,358	30
Parent	2017			
	Notional principal	Value adjustment recognised in equity	Fair value	Term to maturity (months)
DKK'000				
Interest rate swaps	762,498	-6,358	-6,358	30

The hedged cash flows are expected to be realised and will affect results of operations over the term to maturity of the interest rate swap.

Consolidated financial statements and parent company financial statements 24 November 2016 - 31 December 2017

Notes

15 Related parties

Claudio Bidco A/S' related parties comprise the following:

Parties exercising control

Claudio Holdco A/S, Vejle holds the majority of the share capital in the entity.

Related party transactions

DKK'000	2017
Group	
Payables to group companies	18,165
Parent	
Payables to subsidiaries	21,486

No transactions were carried through with shareholders in the year.

Remuneration/fees to members of the Executive Board and the Board of Directors of the Parent Company are reflected in note 2.

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Notes

16 Fees paid to auditors appointed at the annual general meeting

Total fee to EY

Fee for statutory audit

Fees for tax advisory services

Assurance engagements

Other assistance

Group	Parent
267	12
6	6
98	19
269	0
640	37

DKK'000

17 Appropriation of profit/loss

Recommended appropriation of profit/loss

Transferred to reserves under equity

Parent

2017

-34,672

DKK'000

18 Changes in working capital

Change in inventories

Change in receivables

Change in trade and other payables

Fair value adjustments of hedging instruments recognised in equity

Group

2017

-11,516

-20,590

14,718

-3,632

-21,020

19 Cash and cash equivalents

Cash and cash equivalents at 31 December comprise:

Cash

Short-term debt to banks

5

-8,343

-8,338