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# ***FWP IP ApS***

Østergade 24A, 1., DK-1100 Copenhagen K

## **Annual Report for 1 January - 31 December 2018**

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CVR No 38 75 83 57

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
12/4 2019

Morten Skjønnemand  
Chairman of the General  
Meeting



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# **Management's Statement**

The Executive Board and Board of Directors have today considered and adopted the Annual Report of FWP IP ApS for the financial year 1 January - 31 December 2018.

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 financial position at 31 December 2018 of the Company and of the results of the Company operations for 2018.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 12 April 2019

## **Executive Board**

Claus Bo Søndergaard Svendsen

## **Board of Directors**

Morten Skjønnemand  
Chairman

Jann Saxtorph Haagaard

Jakob Mosegaard Larsen

# Independent Auditor's Report

To the Shareholder of FWP IP ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of FWP IP ApS for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

## 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Management's responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the Financial Statements

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

# Independent Auditor's Report

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.

Hellerup, 12 April 2019

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Bo Schou-Jacobsen

State Authorised Public Accountant

mne28703

## Company Information

### The Company

FWP IP ApS  
Østergade 24A, 1.  
DK-1100 Copenhagen K

CVR No: 38 75 83 57  
Financial period: 1 January - 31 December  
Incorporated: 30 June 2017  
Financial year: 2nd financial year  
Municipality of reg. office: Copenhagen

### Board of Directors

Morten Skjønnemand, Chairman  
Jann Saxtorph Haagaard  
Jakob Mosegaard Larsen

### Executive Board

Claus Bo Søndergaard Svendsen

### Auditors

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Income Statement 1 January - 31 December

	Note	2018 DKK	2017 DKK
<b>Gross profit/loss</b>		<b>51,759</b>	<b>17,500</b>
Depreciation, amortisation and impairment of intangible assets		-26,880	-13,440
<b>Profit/loss before financial income and expenses</b>		<b>24,879</b>	<b>4,060</b>
Financial expenses		-1,433	-1,750
<b>Profit/loss before tax</b>		<b>23,446</b>	<b>2,310</b>
Tax on profit/loss for the year	2	-5,406	-508
<b>Net profit/loss for the year</b>		<b>18,040</b>	<b>1,802</b>

## Distribution of profit

### Proposed distribution of profit

Retained earnings	18,040	1,802
	<b>18,040</b>	<b>1,802</b>

# Balance Sheet 31 December

## Assets

	Note	2018 DKK	2017 DKK
Acquired other similar rights		295,679	322,559
<b>Intangible assets</b>	3	<b>295,679</b>	<b>322,559</b>
<b>Fixed assets</b>		<b>295,679</b>	<b>322,559</b>
Trade receivables		0	12,500
Other receivables		148	0
<b>Receivables</b>		<b>148</b>	<b>12,500</b>
<b>Cash at bank and in hand</b>		<b>105,928</b>	<b>48,250</b>
<b>Currents assets</b>		<b>106,076</b>	<b>60,750</b>
<b>Assets</b>		<b>401,755</b>	<b>383,309</b>



# Balance Sheet 31 December

## Liabilities and equity

	Note	2018 DKK	2017 DKK
Share capital		50,000	50,000
Retained earnings		305,841	287,801
<b>Equity</b>		<b>355,841</b>	<b>337,801</b>
Provision for deferred tax		5,914	508
<b>Provisions</b>		<b>5,914</b>	<b>508</b>
Trade payables		40,000	32,500
Other payables		0	12,500
<b>Short-term debt</b>		<b>40,000</b>	<b>45,000</b>
<b>Debt</b>		<b>40,000</b>	<b>45,000</b>
<b>Liabilities and equity</b>		<b>401,755</b>	<b>383,309</b>
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## Statement of Changes in Equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	50,000	287,801	337,801
Net profit/loss for the year	0	18,040	18,040
<b>Equity at 31 December</b>	<b>50,000</b>	<b>305,841</b>	<b>355,841</b>

# Notes to the Financial Statements

## 1 Key activities

The object of the Company is to own the intellectual property rights previously owned by Forward Pharma A/S, including but not limited to be a party to and fulfill (i) the Settlement and License Agreement entered into on 17 January 2017 between Forward Pharma A/S and certain companies in the Biogen group, (ii) the IPR Services, Administration, Funding and Novation Agreement entered into on 30 June 2017 between Forward Pharma A/S, Forward Pharma Operations ApS, the Company and certain companies in the Biogen group and (iii) any other agreement entered into as part of the abovementioned two agreements.

## 2 Tax on profit/loss for the year

	2018 DKK	2017 DKK
Current tax for the year	0	0
Deferred tax for the year	5,406	508
	<b>5,406</b>	<b>508</b>

## 3 Intangible assets

	Acquired other similar rights DKK
Cost at 1 January	335,999
Cost at 31 December	335,999
Impairment losses and amortisation at 1 January	13,440
Amortisation for the year	26,880
Impairment losses and amortisation at 31 December	40,320
<b>Carrying amount at 31 December</b>	<b>295,679</b>

# Notes to the Financial Statements

## 4 Contingent assets, liabilities and other financial obligations

### Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

## 5 Related parties

### Consolidated Financial Statements

The company is part of a group structure with the parent company, FWP HoldCo ApS and FWP-Fonden. No consolidated financial statements are prepared.

Name	Place of registered office
FWP-fonden	Copenhagen

## 6 Subsequent events

At the end of March 2019, FWP IP ApS transferred ownership and responsibility of the Company's U.S. intellectual property associated with Forward Pharma A/S to Biogen in accordance with agreements, hereunder the initially agreed consideration of USD 50,000. The Company still holds the intellectual property associated with Forward Pharma A/S regarding countries outside the United States.

Besides the above, no other events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

# Notes to the Financial Statements

## 7 Accounting Policies

The Annual Report of FWP IP ApS for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied remain unchanged from last year. The comparable figures comprise the first financial year, ie. 30 June - 31 December 2017 of the company.

The Financial Statements for 2018 are presented in DKK.

### Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

### Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

### Income Statement

#### Revenue

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

#### Other external expenses

Other external expenses comprise administrative expenses.

#### Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

#### Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets.

#### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

#### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish Group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

### Balance Sheet

#### Intangible assets

Intellectual Property Rights (IPR) are measured at the lower of cost less accumulated amortisation and recoverable amount. IPR is amortised over the remaining economic life time; however not exceeding 13 years.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

### **Impairment of fixed assets**

The carrying amounts of intangible assets are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

### **Receivables**

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

### **Deferred tax assets and liabilities**

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

### **Current tax receivables and liabilities**

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

### **Financial debts**

Debts are measured at amortised cost, substantially corresponding to nominal value.