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# ***FWP HoldCo ApS***

Østergade 24A, 1, DK-1100 Copenhagen K

## **Annual Report for 22 November 2017 - 31 December 2018**

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CVR No 39 10 47 84

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



**pwc**

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# Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of FWP HoldCo ApS for the financial year 22 November 2017 - 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 2017/18.

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 HoldCo 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 22 November 2017 - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of FWP HoldCo ApS for the financial year 22 November 2017 - 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 HoldCo ApS  
Østergade 24A, 1  
DK-1100 Copenhagen K

CVR No: 39 10 47 84

Financial period: 22 November 2017 - 31 December 2018

Incorporated: 22 November 2017

Financial year: 1st 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 22 November - 31 December

	<u>Note</u>	<u>2017/18</u> DKK
Other external expenses		-31,250
<b>Gross profit/loss</b>		<b>-31,250</b>
Income from investments in subsidiaries	3	19,842
<b>Profit/loss before tax</b>		<b>-11,408</b>
Tax on profit/loss for the year	2	6,875
<b>Net profit/loss for the year</b>		<b>-4,533</b>

## Distribution of profit

### Proposed distribution of profit

Reserve for net revaluation under the equity method	19,842
Retained earnings	-24,375
	<b>-4,533</b>

# Balance Sheet 31 December

## Assets

	<u>Note</u>	<u>2018</u> DKK
Investments in subsidiaries	3	355,841
<b>Fixed asset investments</b>		<b>355,841</b>
<b>Fixed assets</b>		<b>355,841</b>
Deferred tax asset		6,875
<b>Receivables</b>		<b>6,875</b>
<b>Cash at bank and in hand</b>		<b>164,001</b>
<b>Currents assets</b>		<b>170,876</b>
<b>Assets</b>		<b>526,717</b>



# Balance Sheet 31 December

## Liabilities and equity

	<u>Note</u>	<u>2018</u> DKK
Share capital		50,000
Reserve for net revaluation under the equity method		19,842
Retained earnings		<u>425,625</u>
<b>Equity</b>		<b><u>495,467</u></b>
Trade payables		<u>31,250</u>
<b>Short-term debt</b>		<b><u>31,250</u></b>
<b>Debt</b>		<b><u>31,250</u></b>
<b>Liabilities and equity</b>		<b><u>526,717</u></b>
Key activities	1	
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## Statement of Changes in Equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 22 November	0	0	0	0
Cash payment concerning formation of entity	50,000	0	450,000	500,000
Net profit/loss for the year	0	19,842	-24,375	-4,533
<b>Equity at 31 December</b>	<b>50,000</b>	<b>19,842</b>	<b>425,625</b>	<b>495,467</b>

# Notes to the Financial Statements

## 1 Key activities

The object of the Company is to own the shares in FWP IP ApS.

## 2 Tax on profit/loss for the year

	2017/18
	DKK
Current tax for the year	0
Deferred tax for the year	-6,875
	<u>-6,875</u>

## 3 Investments in subsidiaries

Cost at 22 November	0
Additions for the year	335,999
Cost at 31 December	<u>335,999</u>
Value adjustments at 22 November	0
Net profit/loss for the year	19,842
Value adjustments at 31 December	<u>19,842</u>
<b>Carrying amount at 31 December</b>	<b><u>355,841</u></b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership
FWP IP ApS	Copenhagen	50,000	100%

# Notes to the Financial Statements

## 4 Contingent assets, liabilities and other financial obligations

### Charges and security

The Company has granted a pledge of all the shares in FWP IP ApS as security for fulfilment of a Call Option Agreement entered into regarding FWP IP ApS.

### 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-fonden. No consolidated financial statements are prepared.

<u>Name</u>	<u>Place of registered office</u>
FWP-Fonden	Copenhagen

## 6 Subsequent events

At the end of March 2019, FWP IP ApS transferred ownership and responsibility of the 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. FWP IP ApS still holds the intellectual property for countries outside the United States associated with Forward Pharma A/S.

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 HoldCo ApS for 2017/18 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The Financial Statements for 2017/18 are presented in DKK. The Financial Statements comprise the first accounting year of the Company.

### Consolidated financial statements

With reference to section 110 of the Danish Financial Statements Act, no consolidated financial statements are prepared.

### 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.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

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

## Income Statement

### Other external expenses

Other external expenses comprise administrative expenses.

### Income from investments in subsidiaries

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the 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

### Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item “Investments in subsidiaries” in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to “Reserve for net revaluation under the equity method” under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

### 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.