

AGC Biologics Copenhagen ApS

Annual Report for 2018

Reg. No. 30 71 30 18

Vendelbovej 83B
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Denmark

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Chairman of the Annual General Meeting QVR-nr.: 3738 9674

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Company Information

The Company AGC Biologics Copenhagen ApS
c/o AGC Biologics A/S
Vandtårnsvej 83B
2860 Søborg
Denmark

Reg. No.: 39 71 39 18
Established: 25 June 2018
Registered office: Copenhagen
Financial year: 1 January – 31 December

Board of Directors Patricio Massera
Hiroshi Nishimura
Noriyuki Komuro

Executive Board Kasper Møller
Lasse Fuglsang Pedersen

Auditor KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø
Denmark

Statement by the Management on the Annual Report

Today the Board of Directors and the Executive Board presented the Annual Report for 2018 of AGC Biologicals Copenhagen ApS.

The Annual Report has been presented in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements provide a true and fair view of the Company's assets, liabilities and equity, financial position at 31 December 2018 and results of the Company's activities in the accounting period 25 June - 31 December 2018.

In our opinion the Management's Review provides a fair review of the matters the review deals with.

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


Copenhagen, May 2019


Executive Board


Kasper Møller


Lasse Fuglsang Pedersen

Board of Directors


Patricio Massera
(Chairman)


Hiroshi Nishimura


Noriyuki Komuro

Independent Auditor's Report

To the Shareholders of AGC Biologics Copenhagen 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 25 June - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of AGC Biologics Copenhagen ApS for the financial year 25 June - 31 December 2018, which comprise income statement, statement of financial position, statement of changes in equity and notes, including a summary of significant accounting policies ("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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Copenhagen, May 2019

KPMG P/S

CVR no. 25 57 81 98

Statsautoriseret Revisionspartnerselskab

Niels Vendelbo

State Authorised Public Accountant

MNE-nr. 34532

Income Statement for the Period 25. June – 31. December 2018

(DKK)

	Note	2018
Gross profit		0
Administrative expenses	1	<u>25,000</u>
Operating profit/loss		-25,000
Financial income		0
Financial expenses		<u>0</u>
Profit/loss before tax		-25,000
Tax on profit/loss for the year		<u>-3,300</u>
Profit/loss for the year		<u><u>-21,700</u></u>
<i>Proposed distribution of net profit for the year:</i>		
Proposed dividends for the financial year		0
Transferred to retained earnings		<u>-21,700</u>
Distribution, total		<u><u>-21,700</u></u>

Statement of Financial Position at 31 December 2018

(DKK)

	Note	2018
Assets		
Receivables		100,000
Income taxes, joint taxation		3,300
Receivables		<u>103,300</u>
Total current assets		<u>103,300</u>
Total assets		<u>103,300</u>

Statement of Financial Position at 31 December 2018

(DKK)

	Note	2018
Liabilities and equity		
Share capital		100,000
Retained earnings etc.		<u>-21,700</u>
Total equity		<u>78,300</u>
Intercompany debt		10,000
Other debt		<u>15,000</u>
Short-term liabilities other than provisions		<u>25,000</u>
Total liabilities		<u>25,000</u>
Total liabilities and equity		<u><u>103,300</u></u>
Contingent assets and liabilities etc.	2	

Statement of Changes in Equity

(DKK)

	Share capital	Retained earnings etc.	Total
Contributed Capital	100,000	0	100,000
Proposed distribution of net profit	0	-21,700	-21,700
Equity at 31 December	<u>100,000</u>	<u>-21,700</u>	<u>78,300</u>

Notes

(DKK)

Note 1 - Staff costs

The company has not had any employees during the period of 25. June - 31. December 2018 and therefore no staff costs have been incurred

Note 2 - Contingent liabilities etc.

The Company is jointly taxed with the Danish companies in the AGC Inc Group. The companies are jointly and severally liable for tax on the consolidated taxable income.

Accounting policies

The Annual Report for AGC Biologics Copenhagen ApS for 2018 has been presented in accordance with the provisions of the Danish Financial Statements Act regarding class B companies.

The Annual Report for 2018 is presented in DKK.

Recognition and measurement

Income is recognised in the income statement as earned. All expenses including depreciation/amortisation and impairment losses are recognised in the income statement.

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

Liabilities are recognised in the balance sheet when it is probable that the future economic benefits will flow out of the Company and when the measurement of the value of the liability is reliable.

On initial recognition, assets and liabilities are recognised at cost. Subsequently, assets and liabilities are measured as described below for each item.

Income statement

Administrative expenses

Administrative expenses include expenses related to administration of the company etc.

Net financials

Financial income and financial expenses are recognised in the income statement with the amounts related to the financial year. Financial income and financial expenses include interest receivable and payable, exchange gains and losses on transactions denominated in foreign currencies etc.

Corporation tax and deferred tax

The Company is jointly taxed with the Danish companies in the AGC Inc Group. The Danish corporation tax is allocated between the jointly taxed Danish companies with the portion of taxes related to their taxable incomes (full allocation with refund regarding tax losses).

Tax on results for the year which comprises current tax and changes in deferred tax is recognised in the income statement with the portion of taxes related to the taxable income for the year whereas the portion attributable to entries on equity is recognised directly in equity.

Statement of financial position

Receivables

Receivables are measured at amortised cost which usually equals nominal value. Provisions made for bad debts reduce the value.

Current and deferred tax

Current tax liabilities and current tax receivables are recognised in the statement of financial position as tax calculated on the taxable income for the year adjusted for tax on previous years' taxable income and taxes paid on account.

Deferred tax is measured at temporary differences between the carrying amount and the tax base of assets and liabilities measured on the basis of the planned use of the asset or settlement of the liability, respectively.

Debt to credit institutes is measured at amortised cost including transaction cost.

Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising between the rate on the date of transaction and the rate on the payment day are recognised in the income statement as financial income or expenses.

Receivables, debt and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated by applying the exchange rates at the balance sheet date. Differences arising between the rate at the balance sheet date and the rate at the date of the arising of the receivable or debt are recognised in the income statement under financial income and expenses.