

Baxter A/S

Tobaksvejen 2 A
2860 SØBORG

CVR-nr. 72 24 60 12

Annual Report for 2019

*The Annual Report has been presented and
adopted at the Annual General Meeting of the
Company on 24 June 2020*

Glenn Noer
Chairman

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Management's Statement

The Executive and Supervisory Boards have today considered and adopted the Annual Report of Baxter A/S for the financial year 1 January - 31 December 2019.

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 2019 of the Company and of the results of the Company operations for 2019.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review. We recommend that the Annual Report be adopted at the Annual General Meeting.

Gladsaxe, 24 June 2020

Supervisory Board

Glenn Noer
Also as managing director

Magnus Lindholm
Chairman

Jon Uguzne Garay Alonso

Independent Auditor's Report

To the Shareholders of Baxter A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Baxter A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet 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 Financials 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 Statement 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 it 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.

Hellerup, 24 June 2020

PricewaterhouseCoopers

CVR-nr. 33 77 12 11

Torben Jensen
State Authorized Public Accountant
MNE-nr. 18651

Company Information

The Company

Baxter A/S
Tobaksvejen 2A
2860 SØBORG

Telephone

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Telefax

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Website

www.baxter.dk

Company Registration No.

72 24 60 12

Financial Year

1 January — 31 December

Municipality of Registration Office

Gladsaxe

Supervisory Board

Glenn Noer - Managing Director of Denmark
Magnus Lindholm - General Manager Nordic & Managing Director for Sweden
Jon Uguzne Garay Alonso - Financial Director for Nordic

Executive Board

Glenn Noer

Lawyers

Kromann Reumert
Sundkrogsvej 5
DK-2100 Copenhagen

Auditors

PricewaterhouseCoopers
Strandvejen 44
DK-2900 Hellerup

Management's Review

In the opinion of the Supervisory and Executive Board, all information material to the assessment of the company's financial position, the result for the year and the financial development is disclosed in the annual financial statements and in this report.

Main Activity of the Company

The company has its domicile in Copenhagen. The business concept is selling and distributing pharmaceuticals and medical devices.

The company is part of a European organization. The Danish company consists of two market division (Hospital and Renal) and administrative support functions.

Development in the Year

In the annual report for 2019, Baxter show a positive growth of 23% and successfully implemented a new structure based on Nordic business units and functions. The new structure has resulted in a stronger commercial setup with increased focus on additional products and services. The change will increase our opportunities for continued growth in the Danish market.

The operating profit amounts to DKK 5,584,301 compared to 2018 DKK 4,554,341 and the profit after financial income and expenses amounts to DKK 5,508,416 compared to 2018 DKK 4,469,729.

Ownership

Baxter A/S Hierarchy appears as follows

Baxter International Inc.
Baxter World Trade Corporation
Baxter Sales and Distribution LLC
Baxter Global Holdings II Inc.
Baxter Holding B.V.
Baxter Foreign Holdings Limited
Baxter Healthcare Holding Limited
Baxter Europe Holdings Limited
Baxter Netherlands Holding B.V.

Baxter A/S is wholly owned by Baxter Netherlands Holding B.V.

Subsequent Events

Baxter A/S has been exposed to risks associated with public health crisis and pandemic/epidemics, such as COVID-19. As a result, given the rapid and evolving nature of the virus, COVID-19 could negatively affect Baxter A/S performance and it is uncertain how COVID-19 will affect Baxter AS operations generally if these impacts persist or exacerbate over an extended period of time.

Accounting Policies

Basis of Preparation

The Annual Report of Baxter A/S for 2019 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 are unchanged compared to prior years.

Recognition and Measurement

All revenues based on the underlying trade sales are recognized in the income statement as earned based on the following criteria:

- delivery has been made before year end,
- a binding sales agreement has been made,
- the sales price has been determined, and
- payment has been received at the time of sale or may with reasonable certainty be expected to be received.

Based on the above, revenues are recognized in the income statement as earned, which includes recognition of value adjustments of financial assets and liabilities measured at fair value or amortized cost. Furthermore, all expenses incurred to achieve the earnings for the year are recognized in the income statement, including depreciation, amortization, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognized in the income statement.

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

Certain financial assets and liabilities are measured at amortized cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortized cost is calculated as original cost less any deductions and with addition/deduction of the cumulative amortization of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Translation Policies

Transactions in foreign currencies are translated during the year at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognized in financial income and expenses in the income statement.

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 transaction date rates are recognized in financial income and expenses in the income statement.

Corporation Tax and Deferred Tax

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

Current tax liabilities and current tax receivable are recognized in receivables in the balance sheet in the event of overpayment of tax on account, and in debt in the event of underpayment of tax on account.

Corporation Tax and Deferred Tax (continued)

Deferred tax is measured under the balance sheet liability method in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realized by elimination in tax on future earnings.

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 crystallize as current tax. Any changes in deferred tax due to changes to tax rates are recognized in the income statement.

Income Statement

Revenue / Commission

During the whole of 2019 Baxter A/S has received commission from sale of products from the two business units. The commission is included in the income statement under net turnover.

Revenue from the sale of hardware and spare parts is recognized in the income statement. Revenue is recognized exclusive of VAT.

Other Operating Income

Other operating income comprises income of a secondary nature compared to the core activities of the Company.

Cost of Goods Sold

Cost of goods sold comprise the cost consumed to achieve revenue for hardware and spare parts.

Other External Expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Staff Expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortization and Depreciation

Amortization and depreciation comprise amortization and depreciation of tangible fixed assets.

Financial Income and Expenses

Financial income and expenses comprise interest and realized and unrealized exchange adjustments.

Balance Sheet

Fixed Assets

Fixed assets are measured at cost less accumulated depreciation.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Equipment and machinery 3-10 years

Gains and losses on current replacement of equipment and machinery are recognized in "Other external expenses".

Impairment of Fixed Assets

The carrying amounts of equipment and machinery are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortization and depreciation. If so, the asset is written down to its lower recoverable amount. The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets should be assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Stocks

Stocks are measured at the lower of cost under the FIFO method and net realizable value. The net realizable value of stocks is calculated as the total of future sales revenues expected, at the balance sheet date, to be generated by stocks in the process of normal operations and determined allowing for marketability, obsolescence and development in expected sales sum less the estimated expenses necessary to make the sale.

The cost of goods for resale equals landed cost.

Trade Debtors

Trade debtors are recognized in the balance sheet at the lower of amortized cost and net realizable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience.

Debts

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

Profit and loss account

	Note	2019	2018
		DKK	DKK
Net turnover		59,602,109	46,210,947
Other operating income		11,871,748	11,024,479
Cost of goods sold		(8,144,347)	(6,641,764)
Other external expenses		(21,363,410)	(17,380,859)
		41,966,100	33,212,803
Gross profit		41,966,100	33,212,803
Staff expenses	1	(31,830,978)	(25,952,596)
Depreciation and amortization		(4,550,821)	(2,705,866)
		5,584,301	4,554,341
Result before financial income/expenses		5,584,301	4,554,341
Financial income	2	23,142	27,272
Financial expenses		(99,027)	(111,884)
		5,508,416	4,469,729
Profit before tax		5,508,416	4,469,729
Tax on the profit for the year		(1,291,775)	(1,073,660)
		4,216,641	3,396,069
Profit for the year		4,216,641	3,396,069
Distribution of profit			
Result proposed to be distributed as follows :			
Profit for the year		4,216,641	3,396,069
Retained earnings		4,216,641	3,396,069
		4,216,641	3,396,069

Balance Sheet

Assets	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
Equipment and machinery		27,315,396	27,784,162
Tangible fixed assets		27,315,396	27,784,162
Total fixed assets		27,315,396	27,784,162
Stocks		421,782	308,771
Trade debtors		4,099,787	2,798,644
Amounts owed by affiliated companies		38,221,516	42,217,303
Tax receivable		-	1,070,105
Other debtors		769,133	759,886
Prepayments		496,026	357,818
Total debtors		43,586,462	47,203,756
Total current assets		44,008,244	47,512,527
Total assets		71,323,640	75,296,689

Balance Sheet

Liabilities and shareholder's equity	<u>Note</u>	<u>2019</u>	<u>2018</u>
		DKK	DKK
Share capital		5,300,000	5,300,000
Result of the year		4,216,641	3,396,069
Retained earnings from previous years		18,900,358	15,504,289
		<hr/>	
Total shareholder's equity		28,416,999	24,200,358
		<hr/>	
Provision for deferred tax		1,574,166	1,126,522
Provision for holiday funds payable		1,130,535	-
		<hr/>	
Other provisions		2,704,701	1,126,522
		<hr/>	
Trade creditors		1,053,365	1,771,999
Amounts owed to affiliated companies		31,710,623	39,307,443
Cash and bank balances		51,370	38,266
Other liabilities		7,150,451	8,852,101
Tax payable		236,131	-
		<hr/>	
Current liabilities		40,201,940	49,969,809
		<hr/>	
Total liabilities and shareholder's equity		71,323,640	75,296,689
		<hr/>	
Other commitments	3		
Related parties and ownership	4		
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Notes

1	Staff expenses	2019	2018
		DKK	DKK
	Wages and salaries	29,066,146	23,544,542
	Pensions	2,502,106	2,201,436
	Other social security costs	262,726	206,618
	Total	31,830,978	25,952,596

The average number of full-time employees during the period was 42 compared to 33 in 2018.

With reference to section 98B (3) of the Danish Financial Statements Act, remuneration to Management is not disclosed.

2 Financial income

Interest income from affiliated companies amounts to DKK 10k. In 2018 interest from affiliated companies amounted to DKK 15k.

3 Other commitments

Leasing commitments

The Company has entered into rental and leasing agreements on which the total payments in the remaining period of non-terminability amount to DKK 5,233,114 (DKK 8,301,175 in 2018) including DKK 2,740,155 (DKK 5,367,143 in 2018) for leasehold premises.

Notes

4 Related parties and ownership

Determining influence

Basis

Baxter Netherlands Holding B.V.

Parent company

Baxter International Inc., Illinois, USA

Ultimate parent company

Other related parties

Magnus Lindholm
Tömhultsbacken 2
SE-178 38 Ekerii
Sverige

Member of the Supervisory Board

Glenn Noer
Mørdrupvej 89 A
3060 Espergærde, Mørdrup
Danmark

Member of the Supervisory Board

Jon Uguzne Garay Alonso
Tvedöravägen 1
SE-247 41 Södra Sandby
Sverige

Member of the Supervisory Board

Baxter Medical AB, Sverige (Sweden)
Baxter Healthcare SA, Schweiz (Switzerland)
Baxter Services Europe S.A., Belgien (Belgium)

Affiliated companies

Ownership

The following stockholders are registered in the list of stockholders as owning minimum 5% of the votes or minimum 5% of the share capital:

Baxter Netherlands Holding B.V.
Kobaltweg 49
3542 CE Utrecht
The Netherlands

5 Consolidated Financial Statements

The Group Annual Report of Baxter International Inc. may be obtained at the following address:

Baxter International Inc.
One Baxter Parkway IL
60015 - 4633
USA

It is also possible to print the Group Annual report from Baxter's home page at the following address:

http://www.baxter.com/investors/reports_and_financials/index.html?WT.svl=www.baxter.dk

6 Subsequent Events

Our operations expose us to risks associated with public health crises and epidemics/pandemics, such as the novel strain of coronavirus (COVID-19). COVID-19 may have an adverse impact on our operations, supply chains and distribution systems and increase our expenses, including as a result of impacts associated with preventive and precautionary measures that we, other business and governments are taking.

Due to these impacts and measures, Baxter A/S have experienced and may continue to experience reductions or increases in demand for certain products as health care customers re-prioritize the treatment of patients. In addition to travel restrictions, countries have closed borders and imposed prolonged quarantines, often with uncertain duration, which has significantly impacted the ability of our employees to get to their places of work to produce products and may significantly hamper our products from moving through the supply chain. As a result, given the rapid and evolving nature of the virus, COVID-19 could negatively affect Baxter A/S sales, and it is uncertain how COVID-19 will affect Baxter AS operations generally if these impacts persist or exacerbate over an extended period of time.

However, in the case Baxter A/S may require financial support in the event of default on repayment of internal or external debt, Baxter International Inc. ("Ultimate Parent Company") will provide financial support for the foreseeable future and at least for the next twelve months from the date of approval of the Annual Accounts for the period ended 31 December 2019.

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"By my signature I confirm all dates and content in this document."

JON UGUZNE GARAY ALONSO

Bestyrelsesmedlem

On behalf of: Baxter A/S

Serial number: 19731126xxxx

IP: 165.225.xxx.xxx

2020-06-24 09:02:49Z



Magnus Lindholm

Bestyrelsesformand

On behalf of: Baxter A/S

Serial number: 19670711xxxx

IP: 83.252.xxx.xxx

2020-06-24 09:33:34Z



Glenn Noer

Direktør

Serial number: PID:9208-2002-2-676007446295

IP: 5.186.xxx.xxx

2020-06-24 09:48:01Z



Glenn Noer

Bestyrelsesmedlem

Serial number: PID:9208-2002-2-676007446295

IP: 5.186.xxx.xxx

2020-06-24 09:48:01Z



Torben Jensen

Statsautoriseret revisor

On behalf of: PwC

Serial number: CVR:33771231-RID:70901412

IP: 83.136.xxx.xxx

2020-06-24 10:06:19Z



Glenn Noer

Dirigent

Serial number: PID:9208-2002-2-676007446295

IP: 5.186.xxx.xxx

2020-06-24 10:10:26Z



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