

Baxter A/S

**Tobaksvejen 23A, 2
2860 SØBORG**

CVR-nr. 72 24 60 12

Annual Report for 2023

***The Annual Report has been presented and
adopted at the Annual General Meeting of the
Company on 28 February 2024***

**Magnus Lindholm
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 2023.


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 2023 of the Company and of the results of the Company's operations for 2023.

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, 28 February 2024

Board of Directors



Michał Maciej Smialek
Also as managing director

Magnus Lindholm
Chairman

Susanne Valentin Fobian

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 2023 and of the results of the Company operations for the financial year 1 January - 31 December 2023 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 2023, 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 ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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 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, 28 February 2024

PricewaterhouseCoopers
CVR-nr. 33 77 12 31

Leif Ulbæk Jensen
State Authorized Public Accountant
mne23327

Henriette Bruun Jørgensen
State Authorized Public Accountant
mne49069

Company Information

The Company

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Tobaksvejen 23A, 2
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www.baxter.dk

Company Registration No.

72 24 60 12

Financial Year

1 January — 31 December

Municipality of Registration Office

Gladsaxe

Board of Directors

Magnus Lindholm (Chairman)
Michal Maciej Smialek
Susanne Valentin Fobian

Executive Board

Michal Maciej Smialek

Lawyers

Kromann Reumert
Sundkrogsgade 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 2023, Baxter show a stable development from previous year. Baxter has successfully maintained supply lines and supported the Danish hospitals with existing needs. The Nordic structure continues to work according to plan with increased focus on additional products and services increasing our opportunities for continued growth in the Danish market.

The operating profit amounts to DKK 5,562,407 compared to 2022 DKK 8,039,416 and the profit after financial income and expenses amounts to DKK 7,364,097 compared to 2022 DKK 8,277,133.

Subsequent Events

In January 2023, the management announced its strategic plans to enhance the operational effectiveness, accelerate innovation and drive additional stockholder value to the Company. The plan includes the spin-off of its Kidney Care business in the interest of establishing an independent company focused on kidney care and organ support.

Management continues to progress towards the current local target of April 2024 and global target of July 2024 for completion of the proposed de-merger of the Company according to the Danish Company Act ("spin-off"). Management intends for the proposed de-merger to qualify as tax-free to Baxter and its stockholders for income tax purposes. The proposed spin-off is subject to the satisfaction of customary conditions, including final approval from our Board of Directors, the filing and registration to business authorities, receipt of a tax ruling or related tax opinions from tax agency, satisfactory completion of financing arrangements, consultations with works councils and other employee representative bodies and any necessary regulatory approvals.

There can be no guarantees that the proposed separation will be completed in the form of a spin-off or over the timeframe described above, or at all. However, if the de-merger is decided the expected transfer of net assets regarding the Kidney Care business will reduce the equity for Baxter A/S by approximately DKK 9.12 million.

Accounting Policies

Basis of Preparation

The Annual Report of Baxter A/S for 2023 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.

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 2023 Baxter A/S has received commission from sale of products owned by Baxter affiliated company. 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
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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	2023 DKK	2022 DKK
Net turnover		53,718,413	54,625,640
Other operating income		17,290,352	16,747,021
Cost of goods sold		(8,517,877)	(5,478,161)
Other external expenses		(23,447,161)	(23,497,211)
Gross profit		39,043,727	42,397,289
Staff expenses	1	(28,729,819)	(30,092,729)
Depreciation and amortization		(4,751,501)	(4,265,144)
Result before financial income/expenses		5,562,407	8,039,416
Financial income	2	1,930,432	325,691
Financial expenses		(128,742)	(87,974)
Profit before tax		7,364,097	8,277,133
Tax on the profit for the year		(1,709,492)	(1,954,370)
Profit for the year		5,654,605	6,322,763
Distribution of profit			
Result proposed to be distributed as follows :			
Retained earnings		5,654,605	6,322,763

Balance Sheet

Assets	Note	2023	2022
		DKK	DKK
Equipment and machinery		13,174,118	15,209,312
Tangible fixed assets		13,174,118	15,209,312
Total fixed assets		13,174,118	15,209,312
Stocks		387,853	1,089,232
Trade debtors		6,712,327	3,631,337
Amounts owed by affiliated companies		69,745,469	55,446,064
Other debtors		—	793,925
Prepayments		643,284	653,016
Total debtors		77,101,080	60,524,342
Total current assets		77,488,933	61,613,574
Total assets		90,663,051	76,822,886

Balance Sheet

Liabilities and shareholder's equity	Note	2023 DKK	2022 DKK
Share capital		5,300,000	5,300,000
Result of the year		5,654,605	6,322,763
Retained earnings from previous years		38,057,410	31,734,647
Total shareholder's equity		49,012,015	43,357,410
Provision for deferred tax		934,195	1,357,167
Other provisions		934,195	1,357,167
Trade creditors		1,872,428	1,233,126
Amounts owed to affiliated companies		30,743,881	21,516,549
Cash and bank balances		7,632	1,997,028
Other liabilities		6,562,625	5,455,203
Tax payable		1,530,275	1,906,403
Current liabilities		40,716,841	32,108,309
Total liabilities and shareholder's equity		90,663,051	76,822,886
Other commitments	3		
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Notes

1	Staff expenses	2023	2022
		DKK	DKK
	Wages and salaries	26,160,650	27,316,542
	Pensions	2,319,136	2,519,544
	Other social security costs	250,033	256,643
	Total	28,729,819	30,092,729

The average number of full-time employees during the period was 31 compared to 35 in 2022.

2 Financial income

Interest income from affiliated companies amounted to DKK 1,891k. In 2022, interest from affiliated companies amounted to DKK 237k.

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 amounted to DKK 5,843,027 (DKK 5,707,695 in 2022) including DKK 4,671,075 (DKK 5,494,535 in 2022) 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

Chairman of the Board of Directors

Michal Maciej Smialek

Member of the Board of Directors

Susanne Valentin Fobian

Member of the Board of Directors

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

Notes

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

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“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Susanne Valentin Fobian

Bestyrelsesmedlem

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Henriette Bruun Jørgensen

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