

NIVERPHARM

Société par Actions Simplifiée Unipersonnelle au capital de 160.000 Euros

Siège social : 1 bis avenue Jean d'Alembert

78 990 ELANCOURT

RCS VERSAILLES B 342 883 089

**Statutory auditor's report on the financial statements
For the year ended 31st March 2018**



2, rue Maurice Hartmann
92130 - Issy-Les-Moulineaux
Commissaire aux Comptes
Membre de la Compagnie Régionale de Versailles



2, rue Maurice Hartmann
92 130 – Issy-Les-Moulineaux

NIVERPHARM S.A.S.U.

Head Office : 1 bis avenue Jean d’Alembert – 78 990 ELANCOURT
Share Capital : € 160.000

Statutory Auditor’s Report on the Financial Statements

For the year ended 31st March 2018 Exercise of 12 months

To the single-shareholder of NIVERPHARM S.A.S.U.,

Opinion

In compliance with the engagement entrusted to us by your Single-Shareholder, we have audited the accompanying financial statements of NIVERPHARM S.A.S.U for the year ended 31st March 2018.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31st march 2018 and of the results of its operations for the year then ended in accordance with French accounting principles.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditor’ Responsibilities for the Audit of the Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1st April 2017 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in the French Code of ethics (code de déontologie) for statutory auditors.

Justification of Assessments

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Verification of the Management Report and of the Other Documents Provided to the Single-Shareholder

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the President and in the other documents provided to the Single-Shareholder with respect to the financial position and the financial statements.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles 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 unless it is expected to liquidate the Company or to cease operations.

The financial statements were approved by the President.

Statutory Auditor' Responsibilities for the Audit of the Financial Statements

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards 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 specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his 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.
- Obtains 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 internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting 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. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Issy-Les-Moulineaux, 13th, June 2018

The Statutory Auditor

CERA
Daniel Buchoux



N° 11937*03

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BALANCE SHEET - ASSETS

D.G.I. N° 2050

Formulaire obligatoire (article 59A
du Code général des impôts)

Company name : NIVERPHARM

Duration of the tax year (in months) * : 12

Address : Buroplus 3, 1 bis Avenue Jean d'Alembert, 78990
ELANCOURT

Duration of the prior tax year * : 12

Company Reg No * : 342 883 089 00035

Tax return filed in €		31/03/2018			31/03/2017			
		Gross amount	Amortization & depreciation	Net amount	Net amount			
Uncalled subscribed capital (1)		(I) AA			0	0		
FIXED ASSETS *	INTANGIBLE ASSETS	Start-up costs*	AB	0	AC	0	0	
		Research & development costs*	CX	0	CQ	0	0	
		Licences , patents and similar rights	AF	1 183	AG	0	1 183	1 183
		Goodw ill (1)	AH	1	AI	0	1	1
		Other intangible assets	AJ	0	AK	0	0	0
		Cash advances & down payments on intangible asset	AL	0	AM	0	0	0
	TANGIBLE ASSETS	Land	AN	0	AO	0	0	0
		Buildings	AP	0	AQ	0	0	0
		Plant & equipment	AR	0	AS	0	0	0
		Other tangible assets	AT	0	AU	0	0	0
		Assets under construction	AV	0	AW	0	0	0
		Cash advances & down payments on tangible assets	AX	0	AY	0	0	0
	FINANCIAL ASSETS (2)	Shares held at equity value	CS	0	CT	0	0	0
		Other shares	CU	0	CV	0	0	0
		Receivables related to investments	BB	0	BC	0	0	0
		Other capitalized securities	BD	0	BE	0	0	0
		Loans	BF	0	BG	0	0	0
		Other financial assets*	BH	0	BI	0	0	0
	TOTAL (II)		BJ	1 184	BK	0	1 184	1 184
CURRENT ASSETS	INVENTORY*	Raw materials & components	BL	0	BM	0	0	0
		Work in progress (goods)	BN	0	BO	0	0	0
		Work in progress (services)	BP	0	BQ	0	0	0
		Semi-finished & finished products	BR	0	BS	0	0	0
		Goods held for resale	BT	0	BU	0	0	0
	Advances & down payments to suppliers	BV	54	BW	0	54	0	
	RECEIVABLES	Trade receivables and related accounts * (3)	BX	226 656	BY	0	226 656	223 004
		Other receivables (3)	BZ	152 342	CA	36 143	116 199	108 605
		Called subscribed capital , unpaid	CB	0	CC	0	0	0
	MISCELLANEOUS	Investments (including own shares)	CD	0	CE	0	0	0
Bank balances		CF	128 901	CG	0	128 901	277 355	
ADJUSTMENTS	Prepayments* (3) (E)	CH	0	CI	0	0	0	
	GRAND TOTAL (III)	CJ	507 954	CK	36 143	471 811	608 965	
	Expenses amortized over more than one year*	CW	0			0	0	
	Premium on bond redemption (V)	CM	0			0	0	
	Conversion differences - assets*	CN	0			0	0	
	TOTAL (I à VI)	CC	509 138	1A	36 143	472 995	610 149	
Footnotes : (1) and lease agreements			(2) Less than 12 months	CP		(3) Over 12 months (36 143,00	
Ownership reservations :		assets :		Inventory :		Receivables :		



N° 11937*03

2 BALANCE SHEET - LIABILITIES before distribution

D.G.I. N° 2051

Formulaire obligatoire (article 53A du Code général des impôts)

Company name : NIVERPHARM			31/03/2018	31/03/2017	
EQUITY	Share capital (1)* (included paid up)	160 000)	DA	160 000	160 000
	Share, fusion, premiums		DB	0	0
	Acquisition differential (2)* (including equity differential	EK	DC	0	0
	Legal reserve (3)		DD	16 000	16 000
	Statutory & contractual reserves		DE	0	0
	Regulatory reserves (3)* (incl. foreign currency translation reserve)	B1	DF	0	0
	Other reserves (incl. reserve on purchase of works of art from live artists)*	EJ	DG	31 286	31 286
	Retained earnings / losses		DH	-3 738 827	-3 707 244
	Net income or loss		DI	-47 630	-31 583
	Investment subsidies		DJ	0	0
	Regulatory provisions*		DK	0	0
		TOTAL (I)	DL	-3 579 171	-3 531 542
	OTHER EQUITY	Proceeds from issue of equity securities		DM	0
Conditional advances			DN	0	0
		TOTAL (II)	DO	0	0
PROVISIONS	Short-term provisions		DP	0	0
	Long-term provisions		DQ	0	0
		TOTAL (III)	DR	0	0
PAYABLES(4)	Convertible bond loans		DS	0	0
	Other bond loans		DT	0	0
	Borrowings from financial institutions (5)		DU	270	200
	Borrowings from other sources (including borrowings secured by shares)	EI	DV	1 170 288	1 170 288
	Advances and downpayments collected on orders		DW	0	0
	Trade payables and related accounts		DX	1 138 832	1 065 398
	Tax payable, payroll and social contributions		DY	5 071	5 096
	Payables on fixed assets and related accounts		DZ	0	0
	Other payables		EA	1 737 704	1 900 707
	ADJUST	Deferred income(4)		EB	0
	TOTAL (IV)	EC	4 052 166	4 141 690	
	Conversion differences - liabilities *	(V)	ED	0	0
	GRAND TOTAL (I à V)	EE	472 995	610 148	
FOOTNOTES	(1) Acquisition differential included in share capital		1B		
	(2) { including	Special Revaluation reserve (1959)	1C		
		Non obligatory revaluation reserve	1D		
		Revaluation reserve (1976)	1E		
	(3) Including long-term capital gains regulatory reserve *		EF		
(4) Payables and deferred income under 12 months		EG	1 346 443	1 514 791	
(5) including loans repayable on demand and overdraw n bank accounts		EH	270	200	



N° 10167*05

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PROFIT & LOSS ACCOUNT

D.G.I. N° 2052

Formulaire obligatoire (article 53A
du Code général des impôts).

		Company name : NIVERPHARM						
		31/03/2018				31/03/2017		
		Domestic		export		Total		
REVENUE FROM OPERATIONS	Sales of goods held for resale*	FA	0	FB	0	FC	0	
	Sale of finished goods* services*	FD	0	FE	0	FF	0	
		FG	68 005	FH	0	FI	68 005	
	Net sales*	FJ	68 005	FK	0	FL	68 005	
	Stored production*					FM	0	
	Capitalized production*					FN	0	
	Operating subsidies					FO	0	
	Amortization & depreciation provisions reversal* (9)					FP	0	
	Other proceeds (1) (11)					FQ	23 158	
	TOTAL OPERATING GAINS (2) (I)						FR	91 163
OPERATING EXPENSES	Purchase of goods held for resale (including customs duties) *					FS	0	
	Changes in inventory (goods held for resale)					FT	0	
	Purchase of raw materials and components (including excise duty) *					FU	0	
	Changes in inventory (raw materials and components)*					FV	0	
	Other external purchases (3) (6bis)*					FW	134 918	
	Taxes, contributions and related costs*					FX	1 128	
	Payroll costs*					FY	0	
	Social contributions (10)					FZ	0	
	OPERATING PROVISIONS	- on fixed assets : - on current assets : provisions - contingencies : provisions	- amortization*				GA	0
			- depreciation *				GB	0
							GC	0
						GD	0	
	Other costs (12)					GE	1 323	
	TOTAL OPERATING EXPENSES (4) (II)						GF	137 369
1 - OPERATING INCOME (I - II)						GG	-46 206	
COMMON TRANSACTIONS	Attributed income or transferred loss *					(III) GH	0	
	Loss assumed or transferred income *					(IV) GI	0	
FINANCIAL GAINS	Financial income from investments (5)					GJ	0	
	Income from other investment securities (5)					GK	0	
	Other interest and related income (5)					GL	0	
	Accrual reversal and transfer charges					GM	0	
	Profits on exchange rates					GN	0	
	Net gains on sales of investment securities					GO	0	
	TOTAL FINANCIAL GAINS (V)						GP	0
FINANCIAL COSTS	Provisions for financial amortization and depreciation *					GQ	0	
	Interests and related expenses (6)					GR	1 301	
	Losses on exchange rates					GS	0	
	Net loss on sales of investment securities					GT	0	
TOTAL FINANCIAL COSTS (VI)						GU	1 301	
2 - FINANCIAL RESULT (V - VI)						GV	-1 301	
3 - OPERATING PROFIT BEFORE TAX (I-II-III-IV +V - VI)						GW	-47 507	
							-22 237	



N° 10947*03

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PROFIT AND LOSS ACCOUNT (continued)

D.G.I. N° 2053

Formulaire obligatoire (article 53A du Code général des impôts).

Company name : NIVERPHARM				31/03/2018	31/03/2017
EXCEPTIONAL GAINS	Exceptional operating gains		HA	2	48
	Exceptional capital gains *		HB	0	228 674
	Accrual reversal and transfer charges		HC	0	0
	TOTAL EXCEPTIONAL GAINS (7) (VII)		HD	2	228 721
EXCEPTIONAL LOSSES	Exceptional operating losses (6bis)		HE	125	8 949
	Exceptional capital losses *		HF	0	228 674
	Exceptional amortization and depreciation		HG	0	0
	TOTAL EXCEPTIONAL LOSSES (7) (VIII)		HH	125	237 622
4 - EXCEPTIONAL INCOME OR LOSS (VII - VIII)			HI	-123	-8 901
Employee profit sharing scheme		(IX) HJ	0	0	
Corporate tax *		(X) HK	0	444	
TOTAL INCOME (I+III+V+VII)			HL	91 165	331 292
TOTAL EXPENSES (II+IV+VI+VIII+IX+X)			HM	138 795	362 875
5 - Profit or loss (Total income - total expenses)			HN	-47 630	-31 583
FOOTNOTES	(1)	including net partial gains on long-term capital gains	HO	0	0
	(2)	real-estate rent	HY	0	0
		operating gains related to prior years (break-up required in (8) below)	IG		0
	(3)	- equipment on lease *	HP	0	0
		- buildings on lease	HQ	0	0
	(4)	incl. operating losses related to prior years (8)	IH	0	859
	(5)	incl. Income from related parties	IJ	0	0
	(6)	incl. interests from related parties	K	1 170	1 695
	(6bis)	incl. Donations to charitable causes (art. 238 bis du C.G.I.)	HX	0	0
	(9)	incl. Transfer charges	A1	0	0
	(10)	incl. Personal contributions of the manager (13)	A2	0	0
	(11)	incl. Royalties on licences and patents (proceeds)	A3	23 158	35 010
	(12)	incl. Royalties on licences and patents (expenses)	A4	0	0
(13)	incl. non compulsory additional contributions	A6			
		compulsory	A9		
(7) Break-up of exceptional gains & loss			Current year		
			Exceptional loss	Exceptional gain	
Miscellaneous gains/losses on customer/supplier payments			125	2	
(8) Break-up of gains and losses related to prio years :			Current year		
			Prior years losses	Prior years gains	

PRELIMINARY NOTES

Entity name : SAS NIVERPHARM

Fiscal year ending : 31st March 2018

The enclosed appendix is an integral part of the annual financial report : it includes pieces of information additional to the balance sheet and profit & loss account, in order to provide a true and fair view of the company's assets, financial situation and results.

The pieces of information that are not required to be disclosed by law are only mentioned if they are significant.

As at the 31st March 2018, the total of the balance sheet, prior to allocation of the current year's result, amounts to 472 994,77 €.

The Income Statement reports a total revenue of 91 165,09 € and a net loss of 47 630,13 €.

The financial year started on 1st April 2017 and closed on 31st march 2018 (12 months).

Entity name : SAS NIVERPHARM

Fiscal year ending : 31st March 2018

MAIN PRINCIPLES

During the financial year 01.04.17 - 31.03.18, the financial statements have been prepared in accordance with the accounting rules and regulations and in respect of the prudence principle, following the basic assumptions of:

- On-going business
- Continuity of methods
- Independence of financial years

And in accordance with the general rules of preparation and presentation of annual financial statements, based on ANC regulation N° 2016-07 dated 26/12/2016 pertaining to the General Chart of Accounts and on rules dictated by the Committee of Accounting Regulation (CRC).

VALUATION METHODS

The method used for valuation of assets and liabilities is the historical costs method.

For the year ending 31.03.2018, the company applies the recommendations CRC 2002-10 and 2003-07 pertaining to amortization and depreciation, together with recommendation CRC 2004-6 specific to the definition, accounting and valuation of assets.

The main methods of valuation described below have been used.

FIXED ASSETS**1. Intangible fixed assets****a) Valuation methods**

The intangible fixed assets acquired and accounted for as assets meet the criteria of a probable flow of future economic benefits for the company and of a reliable basis for estimation of its value.

The brands held as an asset in the balance sheet have been acquired from a third-party whereas internally generated brands are not recorded as an asset.

The assets acquired against cash are accounted for at their purchase cost, including purchase price (inclusive of non-recoverable customs and excise), commercial discounts and early settlement rebates, as well as all the costs directly traceable to ready the asset for its intended purpose.

Internally generated assets are accounted for at their production costs including all expenses directly traceable and necessary to its creation, the production and readying of the asset to enable it to function as intended by Management.

The financial charges incurred for the purchase or production of an intangible fixed -asset are not included in the book value of the asset.

Registration duties, fees, commissions or cost of deeds on an intangible fixed- asset are not included in the acquisition cost of the asset.

The assets held on the balance sheet are development costs that are fully depreciated.

b) Amortization and depreciation methods

The amortization of an assets is the systematic reduction in the books of its value to reflect its depletion due to usage or obsolescence. The usage is measured by way of depletion of the financial benefits expected to be generated by the asset.

We have considered, as main criteria, physical, technical and legal data and have consistently elected to apply the shortest schedule.

The amortizable amount is equal to the gross value of the asset since the company hasn't identified any significant residual value.

The method of amortization reflects the pace at which the financial returns expected by the company from the asset are used up. The method of amortization is consistently applied to all assets sharing identical conditions of use. The linear method is applied for lack of a more suitable method. The accelerated method of depreciation is applied only when it reflects more accurately the depletion of expected financial returns.

Whenever all components of an asset are inseparably used, a common amortization schedule is applied for all the components of the asset. If, however, from the start of the asset's life, one or several components have diverging uses, each component is then accounted for individually and a separate amortization schedule is devised for each of the components.

The assets held are all fully depreciated.

2. Financial assets

The assets acquired against cash are accounted for at their purchase cost, including purchase price and all costs directly traceable to the asset.

At year end, the company assesses the actual value of its investments. The actual value is an estimation based on market values and on the usefulness of the item for the company – usefulness is defined by what the company would agree to pay out to acquire the asset if it needed to do so. The company books a provision for depreciation when, on an individual basis, the actual value of the asset is lower than the net book value of the asset displayed in the balance sheet.

PREPAYMENTS, RECEIVABLES AND DEBTS

Accounts receivables and payables are valued at their face value. Whenever an account receivable is deemed doubtful, a provision for depreciation is booked. The depreciations are booked on an individual basis, taking into account the likelihood of each account being settled by the debtor.

CUSTOMERS

Trade receivables are scrutinised on an individual basis in order to assess any doubtful debt at year-end. Whenever a risk of non-payment is recognized, a provision for doubtful debt is booked.

AVAILABLE CASH

Available cash in bank is evaluated at its face value.

PROVISIONS

A liability is a present obligation to a third-party arising from past transactions or events, the settlement of which may result in the outflow or use of resources from the company, most likely not accompanied by an inflow of equivalent benefits for the entity :

- **Accrued liability** : a liability that is part of the company's definitely determinable debt, since it is both known to exist and can be measured precisely. The payment deadline is also usually known. The whole of the accrued liabilities at the end of the financial year are booked in the current liabilities in the balance sheet and in their respective cost objects in the profit & loss account.

- Other liability : a liability that reflects a probable (but not certain) obligation to pay out an amount that is not precisely measurable. The uncertain liability is booked in the balance sheet under risk accruals and in the profit & loss under exceptional items.
- Contingent liabilities : liabilities that may be incurred by the entity depending on the outcome of a uncertain or unlikely future event such as a court case. These liabilities are not recorded in a company's accounts nor shown in the balance sheet. A footnote to the balance sheet describes the nature and extent of the contingent liabilities.

HIGHLIGHTS OF THE FINANCIAL YEAR

There are no highlights to report for the financial year.

POST YEAR-END EVENTS

There are no post year-end events to report.

FUTURE PROSPECTS

The Company will, over the course of the next financial year, continue to develop its direct sales business on behalf of its sister companies Laboratoires NEGMA and Laboratoires PHARMA 2000 via a call-center .

GOING CONCERN

The principle of going-concern applied to the financial statements as at 31st March 2018 is based on the above mentioned prospects and P&L and cash flow forecasts produced on 31/03/18.

We didn't come across any data that would undermine the assumptions upon which the cash flow forecasts were initially calculated.

Company name : NIVERPHARM

SECTION A		FIXED ASSETS	Gross amount at start of year	Increases					
				Following revaluation during the year		Purchases, manufacturing donation or			
INTANGIBLE	Start-up & research & development costs	TOTAL I	CZ	0	DB	D9			
	Other intangible assets	TOTAL II	KD	1 184	KE	KF			
TANGIBLE	Land		KG	0	KH	KI			
	Buildings	On own land	KJ	0	KK	KL			
		On third-party land	KM	0	KN	KO			
		General fixtures and fittings*	KP	0	KQ	KR			
	Plant & equipment		KS	0	KT	KU			
	Other tangible assets	General fixtures and fittings*	KV	0	KW	KX			
		Haulage equipment	KY	0	KZ	LA			
		Office equipment (IT + furniture)	LB	0	LC	LD			
		Recoverable packaging and others	LE	0	LF	LG			
	Tangible assets under construction		LH	0	LI	LJ			
Cash advances and downpayments		LK	0	LL	LM				
	TOTAL III	LN	0	LO	LP	0			
FINANCIAL	Shares held at equity value		8G	0	8M	8T			
	Other shares		8U	0	8V	8W			
	Other capitalized securities		1P	0	1R	1S			
	Loans and other financial assets		1T	0	1U	1V			
	TOTAL IV	LQ	0	LR	LS	0			
GRAND TOTAL (I + II + III + IV)			OG	1 184	OH	OJ	0		
SECTION B		FIXED ASSETS	Decreases		Gross amount at year end	Legal revaluation and usefulness revaluation			
			by transfer	By sale, scrapping or revaluation		Start value of asset at year end			
INTANGIBLE	Start-up & research & development costs	TOTAL I	LT	0	LU	1W			
	Other intangible assets	TOTAL II	LV	0	LW	1 184	1X		
TANGIBLE	Land		LX	0	LY	0	LZ		
	Buildings	On own land	MA	0	MB	0	MC		
		On third-party land	MD	0	ME	0	MF		
		General fixtures and fittings*	MG	0	MH	0	MI		
	Plant & equipment		MJ	0	MK	0	ML		
	Other tangible assets	General fixtures and fittings*	MM	0	MN	0	MO		
		Haulage equipment	MP	0	MQ	0	MR		
		Office equipment (IT + furniture)	MS	0	MT	0	MU		
		Recoverable packaging and others	MV	0	MW	0	MX		
	Tangible assets under construction	MY	MZ	0	NA	0	NB		
Cash advances and downpayments	NC	ND	0	NE	0	NF			
	TOTAL III	0	NG	0	NH	0	NI	0	
FINANCIAL	Shares held at equity value		0U	0	0V	0	0W		
	Other shares		0X	0	0Y	0	0Z		
	Other capitalized securities		2B	0	2C	0	2D		
	Loans and other financial assets		2E	0	2F	0	2G		
	TOTAL IV	0	NJ	0	NK	0	2H	0	
GRAND TOTAL (I + II + III + IV)			0	OK	0	OL	1 184	OM	0



N° 10172*05

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AMORTIZATION

D.G.I. N° 2055

Formulaire obligatoire (article 53A du Code général des impôts)

Company name : NIVERPHARM

SECTION A		BALANCES AND TRANSACTIONS OF THE YEAR*									
AMORTIZABLE ASSETS		Accumulated depreciation at start of period		Increases : period amortization		Decreases : reversal and amortizations on assets removed during the period		Accumulated depreciation at period end			
Start-up & research & development costs		TOTAL I	CY	0	PB		FC	0	PD	0	
Other intangible assets		TOTAL II	FE	0	PF		PG		PH	0	
Land			FI	0	RJ		FK		FL	0	
Buildings	On own land		FM	0	FN		PO		PQ	0	
	On third-party land		PR	0	PS		PT		FU	0	
	General fixtures and fittings*		PV	0	PW		PX		PY	0	
Plant & equipment			PZ	0	QA		QB		QC	0	
Other tangible assets	General fixtures and fittings*		QD	0	QE		QF		QG	0	
	Haulage equipment		QH	0	QI		QJ		QK	0	
	Office equipment (IT + furniture)		QL	0	QM		QN		QO	0	
	Recoverable packaging and others		QP	0	QR		QS		QT	0	
TOTAL III			QU	0	QV	0	QW	0	QX	0	
GRAND TOTAL (I + II + III)			ON	0	OP	0	OQ	0	OR	0	
SECTION B		BREAK-UP OF AMORTIZATION TRANSACTIONS IN THE PERIOD					SECTION C		TRANSACTIONS IMPACTING THE ACCELERATED AMORTIZATION		
AMORTIZABLE ASSETS		Straight-line amortization		Accelerated amortization		Exceptional amortization		Provisions		Reversals	
Start-up & research & development costs		QY		2J		2K		2L		2M	
TOTAL I											
Other intangible assets		QZ		2N		2P		2R		2S	
TOTAL II											
Land		RA		RB		RC		2T		2U	
Buildings	On own land	RD		RE		RF		2V		2W	
	On third-party land	RG		RH		RI		2X		2Y	
	General fixtures and fittings*	RJ		RK		RL		2Z		3A	
Plant & equipment		RM		RN		RO		3B		3C	
Other tangible assets	General fixtures and fittings*	RP		RQ		RR		3D		3E	
	Haulage equipment	RS		RT		RU		3		3G	
	Office equipment (IT + furniture)	RV		RW		RX		3H		3J	
	Recoverable packaging and others	RY		RZ		SA		3K		3L	
TOTAL III		SB	0	SC	0	SD	0	SE	0	SF	0
GRAND TOTAL (I + II + III)		SG	0	SH	0	SJ	0	SK	0	SL	0
SECTION D		TRANSACTIONS IN THE PERIOD IMPACTING EXPENSES AMORTIZED OVER MORE THAN 1 YEAR *									
		Net amount at start of period		Increases		Provisions in the period		Net amount at end of period			
Expenses amortized over more than 1 year						SM		SN	0		
Premiums on security refunds						SP		SR	0		

Company name : NIVERPHARM										
Provisions by type		Opening balance		INCREASES Period allocations		REDUCTIONS Period Reversals		Closing balance		
Regulatory provisions	Provision for depletion of mining or oil-fields	3T	0	TA	0	TB	0	TC	0	
	Provisions for investments (art. 237 bis A-II)	3U	0	TD	0	TE	0	TF	0	
	Provisions for price increases (1)	3V	0	TG	0	TH	0	TI	0	
	Accelerated depreciation	3W	0	TJ	0	TK	0	TL	0	
	Provisions for market fluctuation	3X	0	TM	0	TN	0	TO	0	
	Incl. exceptional mark-up of 30%	D3		D4		D5		D6	0	
	Tax provisions for international set-up costs prior to 1.1.1992	IA	0	IB	0	IC	0	ID	0	
	Tax provisions for international set-up costs post 1.1.1992	IE	0	IF	0	IG	0	IH	0	
	Provisions for set-up loans (art. 39 quinquies H du CGI)	IJ	0	IK	0	IL	0	IM	0	
	Other regulatory provisions (1)	3Y	0	TP	0	TQ	0	TR	0	
TOTAL I		3Z	0	TS	0	TT	0	TU	0	
Contingency provisions	Provisions for disputes & litigation	4A	0	4B	0	4C	0	4D	0	
	Provision for guarantee granted to customers	4E	0	4	0	4G	0	4H	0	
	Provision for losses on futures markets	4J	0	4K	0	4L	0	4M	0	
	Provision for fines and penalties	4N	0	4P	0	4R	0	4S	0	
	Provision for exchange rate losses	4T	0	4U	0	4V	0	4W	0	
	Provision for retirement and related liabilities	4X	0	4Y	0	4Z	0	5A	0	
	Provision for taxation (1)	5B	0	5C	0	5D	0	5E	0	
	Provision for renewal of fixed assets *	5F	0	5H	0	5J	0	5K	0	
	Provision for major repair works	5L	0	5M	0	5N	0	5P	0	
	Provision for social & tax contributions on holiday pay *	5R	0	5S	0	5T	0	5U	0	
	Other contingency provisions (1)	5V	0	5W	0	5X	0	5Y	0	
TOTAL II		5Z	0	TV	0	TW	0	TX	0	
Depreciation provisions	on fixed assets	- intangible	6A	0	6B	0	6C	0	6D	0
		- tangible	6E	0	6	0	6G	0	6H	0
		- shares at equity value	02	0	03	0	04	0	05	0
		- other shares	9U	0	9V	0	9W	0	9X	0
		- other financial assets	06	0	07	0	08	0	09	0
	On inventory and work-in-progress	6N	0	6P	0	6R	0	6S	0	
	On trade receivables	6T	0	6U	0	6V	0	6W	0	
	Other provisions for depreciation (1)	6X	36 143	6Y	0	6Z	0	7A	36 143	
TOTAL III		7B	36 143	TY	0	TZ	0	UA	36 143	
GRAND TOTAL (I + II + III)		7C	36 143	UB	0	UC	0	UD	36 143	
incl. allocations & reversals		- operating		UE		UF				
		- financial		UG		UH				
		- exceptional		UJ		UK	0			

Shares held at equity value : amount of depreciation at year end as calculated following rules 39-1-5e du C.G.I.

(1) break-up to be provided on a separate schedule according to nature of the provision



N° 10950*03

8

**BREAK-UP OF RECEIVABLES AND PAYABLES
AT YEAR-END ***

D.G.I. N° 2057

Formulaire obligatoire (article 53A
du Code général des impôts).

Company name : NIVERPHARM							
SECTION A		BREAK-UP OF RECEIVABLES		Gross amount 1	A year or less 2	Over a year 3	
FIXED ASSETS	Receivables in connection with shares		UL		UM	UN	
	Loans (1) (2)		UP	0	UR	US 0	
	Other financial assets		UT	0	UV	0 UM 0	
CURRENT ASSETS	Bad and doubtful trade receivables		VA				
	Other trade receivables - considered good		UX	226 656	226 656		
	Receivables related to shares on loan * UO		Z1				
	Staff and related accounts		UY	0		0	
	Social security and other social welfare organizations		UZ	0		0	
	Treasury and other public authorities	Corporate tax		VM	0		0
		VAT		VB	116 199	116 199	
		Other taxes, contributions and related costs*		VN	0		0
		Miscellaneous		VP			
	Related parties (2)		VC	36 143		0 36 143	
	Miscellaneous receivables		VR	0		0	
Prepayments		VS	0		0		
TOTAL			VT	378 998	342 855	36 143	
FOOTNOTES	(1)	Amount of -Loans granted during the period	VD				
		- Reimbursements cashed in during the period	VE				
	(2)	Loans and advances to share-holders (individuals)	VF				
SECTION B		BREAK-UP OF PAYABLES		Gross amount (1)	A year or less (2)	1 to 5 years (3)	Over 5 years (4)
Convertible debenture loan (1)		7Y					
Other debenture loans (1)		7Z					
Borrowings and overdraft facilities from banks and financial institutions (1)	up to 1 year originally	VG	270	270			
	over 1 year originally	VH	0			0	
Miscellaneous borrowings and financial liabilities (1) (2)		8A	1 170 288	288	351 000	819 000	
Trade payables and related accounts		8B	1 138 832	21 038	1 117 795		
Staff and related accounts		8C	0	0			
Social security and other social welfare organizations		8D	0	0			
Treasury and other public authorities	Corporate tax		8E				
	VAT		VW	4 924	4 924		
	Fledged bonds		VX				
	Other taxes, contributions and related		VQ	147	147		
Payables on fixed assets and related accounts		8J					
Related parties (2)		VI	1 535 435	0	1 535 435		
Miscellaneous payables		8K	202 269	202 269			
Payables related to shares borrowed *		SZ					
Deferred income		8L					
TOTAL			VY	4 052 166	228 937	3 004 229	819 000
FOOTNOTES	(1)	Borrowings contracted during the period	VJ		(2) Amount of the various borrowings & liabilities contracted from individuals	VL	
		Borrowings reimbursed during the period	VK	177			

BREAK-UP OF ACCRUED EXPENSES**Appendix 3**

Entity name : SAS NIVERPHARM

Fiscal year ending : 31st March 2018

ACCRUED EXPENSES	Amount
EXTERNAL PURCHASES :	
12 187,25	
. Audit fees	4 928,40
. Transport on sales	1 245,94
. Marketing costs	5 400,00
. Interests and bank charges	558,49
. Registry fees	54,42

BREAK-UP OF DIFFERED INCOME**Appendix 3**

Entity name: SAS NIVERPHARM

Fiscal year ending: 31st March 2018

DIFFERED INCOME	Amount
TOTAL	5 880,00
. 418100 inter-company invoices to be drawn up	5 880,00

Entity name : SAS NIVERPHARM

Fiscal year ending : 31st March 2018

1- Break-up of the share capital

As at 31.03.2018, the share capital amounts to 160 000 €, made up of 10 000 shares, each with a nominal value of 16 €.

2- Auditor's fees

The annual auditing fees of CERA as at 31/03/18 come to 4 107 € before VAT.

3- Corporate tax break-up

	Before tax	Corporate Tax payable	After Tax
Operating income	- 47 507 €	-	- 47 507 €
Exceptional items	- 123 €	€	- 123 €
Net profit/loss	- 47 630 €	€	- 47 630 €

4- Deferred tax

Deferred tax is not applicable to the company.

5- Consolidated corporate tax

NIVERPHARM is a member of a Group that has elected to file a consolidated corporate tax return for all its affiliates under the control of the mother company WOCKHARDT France HOLDINGS. The consolidated tax option chosen is governed by an agreement based on the neutrality principle; therefore :

- **In the event of gains** : the tax burden will be accounted for as if the entity was being taxed individually
- **In the event of losses**: the resulting tax saving will be booked as a proceed in the books of the mother company.

There will be no adjustments in the event that an entity exits the Group.

The entity has accumulated tax credits worth 2 756 039,23 € since entering the tax Group.

6- Headcount

The entity doesn't employ any staff.

7- Consolidation

The accounts of Niverpahrm are consolidated into the accounts of Wockhardt France Holdings following the global integration method. Wockhardt France Holdings'accounts are in turn consolidated initially into Wockhardt Bio AG's accounts (Switzerland) and next into Wockhardt Limited's accounts (India).

Entity name : SAS NIVERPHARM

Fiscal year ending : 31st March 2018**RELATED PARTY BALANCES AND TRANSACTIONS:****ASSETS :**

- On the line « Trade Receivables », the other companies in the Group amount to 29 546,01 €
- On the line « Other Receivables », the other companies in the Group come to 36 143.00 €
- On the line « Depreciation of other receivables», the Group balance comes to - 36 143.00 €

LIABILITIES :

- On the line « Other Loans », the debt towards other entities in the Group amount to 1 170 000 € and consists of loan contracted from LABORATOIRES NEGMA and 288,49 € of interests payable.
- On the line « Trade Payables», the debt towards other entities in the Group amount to 1 117 794,64 €.
- On the line « Other Payables », the amount due to related parties comes to 202 268,98 € and consists of direct sales Receivables owed to Laboratoires NEGMA and PHARMA 2000.
- Cash advances from sister companies amount to 1 535 434,72 € and are also included in « Other Payables ».

PROFIT AND LOSS ACCOUNT :

- Financial costs amount to 1 170,00 € and there are no financial proceeds in the Profit and Loss.
- Commercial services bring a revenue of 68 004,96 € and royalties income amounts to 23 158,14 €.
- Administrative services rendered come to 31 014,12 €.

BALANCE SHEET NOTES
EQUITY

Appendix 3

Entity name : SAS NIVERPHARM

Fiscal year ending : 31st March 2018

Equity as at 01/04/2017	- 3 531 541,13 €
. Dividends distributed	- €
. Others	- €
. Net result	= 47 630,13 €
Equity as at 31/03/2018	- 3 579 171,26 €

SALES BREAK-UP (K€)

Appendix 6

Entity name: SAS NIVERPHARM

Fiscal year ending: 31st March 2018

Details	Domestic turnover in K€	Export turnover in K€	Total as at 31/03/2018	Total as at 31/03/2017	%
Sale of pharmaceutical products					
Sale of raw & packaging material					
Sale of services	68	-	68	68	1%
TOTAL	68	-	68	68	1%