



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

**Laboratoires NEGMA S.A.S.U.**

Head office : 1 bis avenue Jean d'Alembert – 78 990 ELANCOURT  
Share Capital : € 28.868.371

**Statutory auditors' report on the financial statements**

**For the year ended 31<sup>st</sup> March 2015 Financial year of 12 Months**

For the attention of the single-shareholder,

In compliance with the assignment entrusted to us by your Shareholders' annual general meeting we hereby report to you, for the year ended 31st March 2015 on:

- the audit of the accompanying financial statements of the Company Laboratoires NEGMA ,
- the justification of our assessments
- the specific verifications and information required by law.

These financial statements have been approved by the Chairman. Our role is to express an opinion on these financial statements based on our audit.

**I. Opinion on the financial statements**

We conducted our audit in accordance with the professional standards applied in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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 31<sup>st</sup> March 2015 and of the results of its operations for the year just ended in accordance with French accounting principles.

## **II. Justification of our assessments**

In accordance with the requirements of article L.823-9 of the French Commercial Law (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

- The fixed assets include a goodwill valued at 21.617.270 euros (gross amount) and 12.501.270 euros (net value).
- The fixed assets valuation methods state the assumptions used to conduct the impairment test. The Company carried out an impairment test for the year ended 31st March 2015 of this goodwill.

We verified the correct application of the valuation method and examined the approaches used to determine the book value of this asset. We have appreciated the data used and the assumptions adopted as basis of this estimation.

These assessments were made in the context of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

## **III. Specific verifications and information**

We also performed the specific verifications required by law.

We have no comments as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Chairman, and in the documents addressed to the single-shareholder with respect to the financial position and the financial statements.

Issy-Les-Moulineaux le 4 mai 2015

### **The statutory auditors**

CERA  
Daniel Buchoux

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du Code général des impôts).

Company name : LABORATOIRES NEGMA

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 \* : 3

Company Reg No \* : 41 010 200 800 068

Tax return filled in €		31/03/2015			31/03/2014
		Gross amount	Amortization & depreciation	Net amount	Net amount
Uncalled subscribed capital (1)	(I)	AA		0	
INTANGIBLE ASSETS	Start-up costs*	AB	0 AC	0	0
INTANGIBLE ASSETS	Research & development costs*	CX	773 005 CQ	772 404	601
INTANGIBLE ASSETS	Licences , patents and similar rights	AF	518 522 AG	500 946	17 576
INTANGIBLE ASSETS	Goodwill (1)	AH	21 617 271 AI	9 116 000	12 501 271
INTANGIBLE ASSETS	Other intangible assets	AJ	0 AK	0	0
INTANGIBLE ASSETS	Cash advances & downpayments on intangible assets	AL	0 AM	0	0
TANGIBLE ASSETS	Land	AN	0 AO	0	0
TANGIBLE ASSETS	Buildings	AP	0 AQ	0	0
TANGIBLE ASSETS	Plant & equipment	AR	32 140 AS	26 722	5 418
TANGIBLE ASSETS	Other tangible assets	AT	384 241 AU	201 507	182 734
TANGIBLE ASSETS	Assets under construction	AV	0 AW	0	0
TANGIBLE ASSETS	Cash advances & downpayments on tangible assets	AX	0 AY	0	0
FINANCIAL ASSETS (2)	Shares held at equity value	CS	0 CT	0	0
FINANCIAL ASSETS (2)	Other shares	CU	252 456 CV	3 971	248 485
FINANCIAL ASSETS (2)	Receivables related to investments	BB	0 BC	0	0
FINANCIAL ASSETS (2)	Other capitalized securities	BD	0 BE	0	0
FINANCIAL ASSETS (2)	Loans	BF	20 660 116 BG	8 018 487	12 641 629
FINANCIAL ASSETS (2)	Other financial assets*	BH	44 454 BI	0	44 454
	TOTAL (II)	BJ	44 282 205 BK	18 640 038	25 642 167
					23 175 465
CURRENT ASSETS	Raw materials & components	BL	1 495 381 BM	1 214	1 494 167
CURRENT ASSETS	Work in progress (goods)	BN	0 BO	0	0
CURRENT ASSETS	Work in progress (services)	BP	0 BQ	0	0
CURRENT ASSETS	Semi-finished & finished products	BR	1 004 381 BS	4	1 004 377
CURRENT ASSETS	Goods held for resale	BT	0 BU	0	481 575
RECEIVABLES	Advances & downpayments to suppliers	BV	272 466 BW	0	272 466
RECEIVABLES	Trade receivables and related accounts * (3)	BX	2 637 694 BY	993 752	1 643 942
RECEIVABLES	Other receivables (3)	BZ	9 279 147 CA	6 373 025	2 906 122
RECEIVABLES	Called subscribed capital , unpaid	CB	0 CC	0	0
MISCELLANEOUS	Investments (including own shares)	CD	3 437 524 CE	4 830	3 432 694
MISCELLANEOUS	Bank balances	CF	2 773 677 CG	0	2 773 677
ADJUSTMENTS	Prepayments* (3) (E)	CH	142 823 CI	0	142 823
	GRAND TOTAL (III)	CJ	21 043 092 CK	7 372 825	13 670 266
	Expenses amortized over more than one year * (IV)	CW	0		0
	Premium on bond redemption (V)	CM	0		0
	Conversion differences - assets* (VI)	CN	0		0
	TOTAL (I à VI)	CO	65 325 297 1A	26 012 863	39 312 434
					39 944 912
Footnotes : (1) incl.lease agreements			(2) Less than 12 months		CP
Ownership reservations :	assets :			Inventory :	(3) Over 12 months CR
					Receivables :



N° 11937\*03

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(2)

## BALANCE SHEET - LIABILITIES before distribution

D.G.I. N° 2051

Company name : LABORATOIRES NEGMA

			31/03/2015	31/03/2014
EQUITY	Share capital (1)* (included paid up )	28 868 371	DA	28 868 371
	Share,fusion, .....premiums		DB	0
	Acquisition differential (2)* (including equity differential	EK	DC	0
	Legal reserve (3)		DD	2 615 813
	Statutory & contractual reserves		DE	0
	Regulatory reserves (3)* (incl.foreign currency translation reserve)	B1	DF	0
	Other reserves (incl.reserve on purchase of works of art from live artists)*	EJ	DG	0
	Retained earnings / losses		DH	-4 009 492
	Net income or loss		DI	6 392 650
	Investment subsidies		DJ	0
	Regulatory provisions*		DK	0
<b>TOTAL (I)</b>			DL	<b>33 867 343</b>
OTHER EQUITY	Proceeds from issue of equity securities		DM	0
	Conditional advances		DN	0
<b>TOTAL (II)</b>			DO	<b>0</b>
PROVISIONS	Short-term provisions		DP	1 965 975
	Long-term provisions		DQ	65 819
<b>TOTAL (III)</b>			DR	<b>2 031 794</b>
PAYABLES(4)	Convertible bond loans		DS	0
	Other bond loans		DT	0
	Borrowings from financial institutions (5)		DU	1 727
	Borrowings from other sources (including borrowings secured by shares)	EI	DV	0
	Advances and downpayments collected on orders		DW	0
	Trade payables and related accounts		DX	1 980 369
	Tax payable, payroll and social contributions		DY	710 132
	Payables on fixed assets and related accounts		DZ	0
	Other payables		EA	721 068
ADJUST.	Deferred income(4)		EB	0
<b>TOTAL (IV)</b>			EC	<b>3 413 296</b>
<b>(V)</b>			ED	<b>0</b>
<b>GRAND TOTAL (I à V)</b>			EE	<b>39 312 434</b>
FOOTNOTES	(1) Acquisition differential included in share capital		1B	
	{ 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 defered income under 12 months		EG	3 413 296
(5) including loans repayable on demand and overdrawn bank accounts			EH	6 128 522
(5) including loans repayable on demand and overdrawn bank accounts				1 727

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		31/03/2015				31/03/2014							
		Domestic		export	Total								
REVENUE FROM OPERATIONS	Sales of goods held for resale*	FA	1 921 341	FB	14 345	FC	1 935 686	936 230					
	Sale of finished goods*	FD	15 664 357	FE	249 745	FF	15 914 101	4 731 710					
	services*	FG	432 785	FH	0	FI	432 785	106 519					
	Net sales*	FJ	18 018 483	FK	264 089	FL	18 282 572	5 774 459					
	Stored production*					FM	-501 929	350 033					
	Capitalized production*					FN	0						
	Operating subsidies					FO	2 100						
	Amortization & depreciation provisions reversal* (9)					FP	374 322	217 824					
	Other proceeds (1) (11)					FQ	0						
	<b>TOTAL OPERATING GAINS (2) (I)</b>					FR	<b>18 157 064</b>	<b>6 342 316</b>					
OPERATING EXPENSES	Purchase of goods held for resale (including customs duties)*					FS	522 679	253 885					
	Changes in inventory (goods held for resale)					FT	481 575	251 839					
	Purchase of raw materials and components (including excise duty )*					FU	2 556 892	923 514					
	Changes in inventory (raw materials and components)*					FV	801 115	619 200					
	Other external purchases (3) (6bis)*					FW	4 171 807	1 408 793					
	Taxes, contributions and related costs*					FX	516 812	155 530					
	Payroll costs*					FY	791 808	200 439					
	Social contributions (10)					FZ	363 174	94 295					
	OPERATING PROVISIONS	- on fixed assets :	{ - amortization* - depreciation *			GA	165 039	128 868					
		- on current assets : provisions				GB	0						
		- contingencies : provisions				GC	25 200	50 780					
	Other costs (12)					GD	25 792						
<b>TOTAL OPERATING EXPENSES (4) (II)</b>						GE	511 369	131 955					
<b>1 - OPERATING INCOME (I - II)</b>						GF	<b>10 933 263</b>	<b>4 219 098</b>					
COMMON TRANSACTIONS	Attributed income or transferred loss * (III)					GG	<b>7 223 802</b>	<b>2 123 218</b>					
	Loss assumed or transferred income * (IV)												
FINANCIAL GAINS	Financial income from investments (5)					GJ	2 381	373					
	Income from other investment securities (5)					GK	115 101	29 101					
	Other interest and related income (5)					GL	9 843	135					
	Accrual reversal and transfer charges					GM	265 062						
	Profits on exchange rates					GN	153	17					
	Net gains on sales of investment securities					GO	20 790	7 392					
	<b>TOTAL FINANCIAL GAINS (V)</b>					GP	<b>413 330</b>	<b>37 018</b>					
FINANCIAL COSTS	Provisions for financial amortization and depreciation *					GQ	315 690	17 857					
	Interests and related expenses (6)					GR	0						
	Losses on exchange rates					GS	593	1					
	Net loss on sales of investment securities					GT	1 991						
	<b>TOTAL FINANCIAL COSTS (VI)</b>					GU	<b>318 273</b>	<b>17 858</b>					
<b>2 - FINANCIAL RESULT (V - VI)</b>						GV	<b>95 056</b>	<b>19 160</b>					
<b>3 - OPERATING PROFIT BEFORE TAX (I-II+III-IV +V - VI)</b>						GW	<b>7 318 858</b>	<b>2 142 378</b>					

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du Code général des impôts).

Company name : LABORATOIRES NEGMA

			31/03/2015	31/03/2014
EXCEPTIONAL GAINS	Exceptional operating gains	HA	362 186	934
	Exceptional capital gains *	HB	2 860	112
	Accrual reversal and transfer charges	HC	520 815	
<b>TOTAL EXCEPTIONAL GAINS (7) (VII)</b>		HD	<b>885 861</b>	<b>1 046</b>
EXCEPTIONAL LOSSES	Exceptional operating losses (6bis)	HE	537 657	134 935
	Exceptional capital losses *	HF	3	
	Exceptional amortization and depreciation	HG	195 760	62 647
<b>TOTAL EXCEPTIONAL LOSSES (7) (VIII)</b>		HH	<b>733 420</b>	<b>197 582</b>
<b>4 - EXCEPTIONAL INCOME OR LOSS (VII - VIII)</b>		HI	<b>152 441</b>	<b>-196 536</b>
Employee profit sharing scheme		(IX)	HJ	
Corporate tax *		(X)	HK	1 078 649
<b>TOTAL INCOME (I+III+V+VII)</b>		HL	<b>19 456 255</b>	<b>6 380 379</b>
<b>TOTAL EXPENSES (II+IV+VI+VIII+IX+X)</b>		HM	<b>13 063 605</b>	<b>4 623 587</b>
<b>5 - Profit or loss (Total income - total expenses)</b>		HN	<b>6 392 650</b>	<b>1 756 792</b>
FOOTNOTES	(1) including net partiel gains on long-term capital gains	HO		
	(2) real-estate rent	HY	7 526	12 083
	operating gains related to prior years (break-up required in (8) below)	1G	4 507	2 353
	- equipment on lease *	HP		
	- buildings on lease	HQ		
	(4) incl.operating losses related to prior years (8)	1H	14 763	3 395
	(5) incl. Income from related parties	1J	115 101	29 101
	(6) incl. interests from related parties	IK		
	(6bis) incl. Donations to charitable causes (art. 238 bis du C.G.I.)	HX		
	(9) incl. Transfer charges	A1		
	(10) incl. Personal contributions of the manager (13)	A2		
	(11) incl. Royalties on licences and patents (proceeds)	A3		
	(12) incl. Royalties on licences and patents (expenses)	A4	511 292	131 955
	(13) incl.non compulsory additional contributions	A6	compulsory A9	
(7) Break-up of exceptional gains & loss			Current year	
			Exceptional loss	Exceptional gain
(8) Break-up of gains and losses related to prior years :			Current year	
			Prior years losses	Prior years gains

Formulaire obligatoire (article 53A  
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Company name : LABORATOIRES NEGMA

SECTION A		FIXED ASSETS	Gross amount at start of year		Increases		
					Following revaluation during the year		Purchases, manufacturing,donation or transfer
INTANG	Start-up & research & development costs	TOTAL I	CZ	773 005	D8		D9
	Other intangible assets	TOTAL II	KD	22 728 559	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	81 047	KT		KU
	Other tangible assets	General fixtures and fittings*	KV	744 295	KW		KX 142 487
		Haulage equipment	KY	0	KZ		LA
		Office equipment (IT + furniture)	LB	2 154 299	LC		LD 49 449
		Recoverable packaging and others	LE	0	LF		LG
	Tangible assets under construction		LH	19 163	LI		LJ
	Cash advances and downpayments		LK	0	LL		LM
TOTAL III			LN	2 998 803	LO	0	LP 191 936
FINANCIAL	Shares held at equity value		8G	0	8M		8T
	Other shares		8U	252 456	8V		8W
	Other capitalized securities		1P	0	1R		1S
	Loans and other financial assets		1T	18 241 626	1U		1V 2 620 102
	TOTAL IV	LQ	18 494 081	LR	0	LS	2 620 102
GRAND TOTAL (I + II +III + IV)			0G	44 994 448	OH	0	0J 2 812 038
SECTION B		FIXED ASSETS	Decreases			Gross amount at year end	Legal revaluation and usefulness revaluation
			by transfer	By sale,scraping or revaluation			Start value of asstes at year end
INTANG	Start-up & research & development costs	TOTAL I		LT	0	LU	773 005 1W
	Other intangible assets	TOTAL II		LV	592 766	LW	22 135 793 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	48 905	MK	32 142	ML
	Other tangible assets	General fixtures and fittings*	MM	725 583	MN	161 199	MO
		Haulage equipment	MP	0	MQ	0	MR
		Office equipment (IT + furniture)	MS	1 980 704	MT	223 043	MU
		Recoverable packaging and others	MV	0	MW	0	MX
	Tangible assets under construction	MY	19 163	MZ	NA	0	NB
	Cash advances and downpayments	NC		ND	NE	0	NF
TOTAL III			19 163	NG	2 755 192	NH	416 385 NI 0
FINANCIAL	Shares held at equity value		0U		0V	0	0W
	Other shares		0X		0Y	252 456	0Z
	Other capitalized securities		2B		2C	0	2D
	Loans and other financial assets		2E	157 157	2 F	20 704 571	2G
	TOTAL IV		0	NJ	157 157	NK	20 957 026 2H 0
	GRAND TOTAL (I + II +III + IV)	19 163	OK	3 505 115	OL	44 282 209	0M 0

Company name : LABORATOIRES NEGMA

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	528 485	PB		PC			
Other intangible assets			TOTAL II	PE	1 093 712	PF		PG	592 766		
Land	On own land		PI	0	PJ		PK		PL 0		
	On third-party land		PM	0	PN		PO		PQ 0		
Buildings	General fixtures and fittings*		PR	0	PS		PT		PU 0		
	General fixtures and fittings*		PV	0	PW		PX		PY 0		
Plant & equipment			PZ	55 423	QA	20 203	QB	48 905	QC 26 722		
Other tangible assets	General fixtures and fittings*		QD	623 335	QE	132 470	QF	725 583	QG 30 222		
	Haulage equipment		QH	0	QI		QJ		QK 0		
	Office equipment (IT + furniture)		QL	2 139 623	QM	12 368	QN	1 980 705	QO 171 285		
	Recoverable packaging and others		QP	0	QR		QS		QT 0		
TOTAL III			QU	2 818 382	QV	165 041	QW	2 755 193	QX 228 229		
GRAND TOTAL (I + II +III)			ON	4 440 579	OP	165 041	OQ	3 347 959	OR 1 257 661		
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											
Intang. assets			TOTAL II	QZ	2N		2P		2R	2S	
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	

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

Company name : LABORATOIRES NEGMA

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

<b>SECTION A</b>		<b>BREAK-UP OF RECEIVABLES</b>		<b>Gross amount 1</b>	<b>A year or less 2</b>	<b>Over a year 3</b>
FIXED ASSETS	Receivables in connection with shares		UL		UM	UN
	Loans (1) (2)		UP	20 660 116	UR	2 336 859 US 18 323 257
	Other financial assets		UT	44 454	UV	0 UW 44 454
CURRENT ASSETS	Bad and doubtful trade receivables		VA			
	Other trade receivables - considered good		UX	2 637 694	2 637 694	
	Receivables related to shares on loan *	UO	Z1			
	Staff and related accounts		UY	500	500	0
	Social security and other social welfare organizations		UZ	0	0	
	Treasury and other public authorities	Corporate tax	VM	16 383	16 383	
		VAT	VB	126 729	126 729	
		Other taxes, contributions and related costs*	VN	0	0	
		Miscellaneous	VP			
	Related parties (2)		VC	882 444	882 444	
	Miscellaneous receivables		VR	8 253 091	8 253 091	
	Prepayments		VS	142 823	142 823	
		TOTAL	VT	32 764 234	VU 14 396 522 VV 18 367 711	
FOOTNOTES	(1)	Amount of	-Loans granted during the period			
			VD	2 620 102		
			VE			
	(2)	Loans and advances to share-holders (individuals)	VF			
<b>SECTION B</b>		<b>BREAK-UP OF PAYABLES</b>	<b>Gross amount (1)</b>	<b>A year or less (2)</b>	<b>1 to 5 years (3)</b>	<b>Over 5 years (4)</b>
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	1 727	1 727		
	over 1 year originally	VH	0			0
Miscellaneous borrowings and financial liabilities (1) (2)			8A	0		0
Trade payables and related accounts			8B	1 980 369	1 980 369	
Staff and related accounts			8C	153 739	153 739	
Social security and other social welfare organizations			8D	68 291	68 291	
Treasury and other public authorities	Corporate tax	8E				
	VAT	VW	160 997	160 997		
	Pledged bonds	VX				
	Other taxes, contributions and related costs	VQ	327 105	327 105		
Payables on fixed assets and related accounts			8J			
Related parties (2)			VI	721 068	721 068	
Miscellaneous payables			8K	0	0	
Payables related to shares borrowed *			SZ			
Deferred income			8L			
			TOTAL	VY 3 413 296	VZ 3 413 296	0 0
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			