

WOCKHARDT FRANCE HOLDINGS

Head Office : 1 bis avenue Jean d'Alembert – 78 990 ELANCOURT
Share Capital : € 60.100.000

Statutory auditor's report on the financial statements

Year ended 31 march 2019

This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English speaking users.

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures.

This report also includes information relating to the specific verifications of information given in the management report and in the documents addressed to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.



To The Single-Shareholder of WOCKHARDT FRANCE HOLDINGS,

1. Opinion

In compliance with the engagement entrusted to us by your General Meeting, we have audited the accompanying financial statements of WOCKHARDT FRANCE HOLDINGS the year ended 31st March 2019.

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 2019 and of the results of its operations for the year then ended in accordance with French accounting principles.

2. Basis for Opinion

2.1. 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.

2.2. Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1st April 2018 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.

3. 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.

The accounting rules and methods present the methods for monitoring the value of the equity securities. An annual impairment test is performed to compare the net book value with the current value. We verified the correct application of this method and examined the approach used to determine the present value of this asset.

4. Specific Verifications

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 of WOKHARDT FRANCE HOLDINGS with respect to the financial position and the financial statements.

We certify the fairness and consistency with the financial statements of the information relating to the payment periods mentioned in Article D.441-4 of the French Commercial Code.

5. Responsibility 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.

6. Statutory Auditor's 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.

Paris, June 11th, 2019

The Auditor



CERA

Daniel Buchoux



N° 11937*03

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BALANCE SHEET - ASSETS

D.G.I. N° 2050

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

Company name : Wockhardt France (Holdings) SAS

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 * : 497 915 900 00045

Tax return filled in €		31/03/2019			31/03/2018		
		Gross amount	Amortization & depreciation	Net amount	Net amount		
Uncalled subscribed capital (1) (I)		AA			0	0	
FIXED ASSETS *	INTANGIBLE ASSETS	AB	0	AC	0	0	
		CX	0	CQ	0	0	
		AF	0	AG	0	0	
		AH	0	AI	0	0	
		AJ	0	AK	0	0	
		AL	0	AM	0	0	
	TANGIBLE ASSETS	AN	0	AO	0	0	
		AP	0	AQ	0	0	
		AR	0	AS	0	0	
		AT	0	AU	0	0	
		AV	0	AW	0	0	
		AX	0	AY	0	0	
	FINANCIAL ASSETS (2)	CS	0	CT	0	0	
		CU	107 339 575	CV	86 235 926	21 103 649	39 222 861
		BB	0	BC	0	0	
		BD	0	BE	0	0	
		BF	0	BG	0	0	
		BH	4 000	BI	0	4 000	4 000
TOTAL (II)		BJ	107 343 575	BK	86 235 926	21 107 649	39 226 861
CURRENT ASSETS	INVENTORY*	BL	0	BM	0	0	
		BN	0	BO	0	0	
		BP	0	BQ	0	0	
		BR	0	BS	0	0	
		BT	0	BU	0	0	
	Advances & downpayments to suppliers		BV	0	BW	0	54
	RECEIVABLES	BX	26 193	BY	0	26 193	18 426
		BZ	379 965	CA	0	379 965	489 614
		CB	0	CC	0	0	0
	MISCELLANEOUS	CD	0	CE	0	0	0
CF		14 243	CG	0	14 243	38 079	
Prepayments* (3) (E)		CH	0	CI	0	0	
GRAND TOTAL (III)		CJ	420 400	CK	0	420 400	546 174
ADJUSTMENTS	Expenses amortized over more than one year * (IV)		CW	0		0	0
	Premium on bond redemption (V)		CM	0		0	0
	Conversion differences - assets* (VI)		CN	0		0	0
	TOTAL (I à VI)		CO	107 763 975	1A	86 235 926	21 528 048
Footnotes : (1) incl. lease agreements		(2) Less than 12 months		CP		(3) Over 12 months	CR
Ownership reservations : assets :		Inventory :		Receivables :			



N° 11937*03

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

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BALANCE SHEET - LIABILITIES before distribution

D.G.I. N° 2051

Company name : Wockhardt France (Holdings) SAS			31/03/2019	31/03/2018	
EQUITY	Share capital (1)* (included paid up)	60 100 000	DA	60 100 000	60 100 000
	Share, fusion, ... premiums		DB	0	0
	Acquisition differential (2)* (including equity differential)	EK	DC	0	0
	Legal reserve (3)		DD	0	0
	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	0	0
	Retained earnings / losses		DH	-102 302 198	-108 856 367
	Net income or loss		DI	-18 964 149	6 554 169
	Investment subsidies		DJ	0	0
	Regulatory provisions*		DK	892 340	892 340
		TOTAL (I)	DL	-60 274 007	-41 309 858
	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	27 461 797	41 192 616
	Borrowings from other sources (including borrowings secured by shares)	EI	DV	47 309 511	33 048 237
	Advances and downpayments collected on orders		DW	0	0
	Trade payables and related accounts		DX	478 161	412 641
	Tax payable, payroll and social contributions		DY	15 299	22 111
	Payables on fixed assets and related accounts		DZ	0	0
	Other payables		EA	6 537 288	6 407 288
ADJUST. Deferred income(4)		EB	0	0	
	TOTAL (IV)	EC	81 802 055	81 082 893	
	(V)	ED	0	0	
	GRAND TOTAL (I à V)	EE	21 528 048	39 773 036	
FOOTNOTES	(1) Acquisition differential included in share capital				
	(2) including	Special Revaluation reserve (1959) Non obligatory revaluation reserve Revaluation reserve (1976)			
	(3) Including long-term capital gains regulatory reserve *		EF		
	(4) Payables and deferred income under 12 months		EG	14 434 913	14 398 952
	(5) including loans repayable on demand and overdrawn bank accounts		EH	120	100

Company name : Wockhardt France (Holdings) SAS										
		31/03/2019						31/03/2018		
		Domestic		export		Total				
REVENUE FROM OPERATIONS	Sales of goods held for resale*	FA	0	FB	0	FC	0	0		
	Sale of finished goods*	FD	0	FE	0	FF	0	0		
	services*	FG	12 939	FH	12 939	FI	25 878	66 910		
	Net sales*	FJ	12 939	FK	12 939	FL	25 878	66 910		
	Stored production*						FM	0	0	
	Capitalized production*						FN	0	0	
	Operating subsidies						FO	0	0	
	Amortization & depreciation provisions reversal* (9)						FP	0	0	
	Other proceeds (1) (11)						FQ	0	0	
	TOTAL OPERATING GAINS (2) (I)						FR	25 878	66 910	
OPERATING EXPENSES	Purchase of goods held for resale (including customs duties) *						FS	0	0	
	Changes in inventory (goods held for resale)						FT	0	0	
	Purchase of raw materials and components (including excise duty) *						FU	0	0	
	Changes in inventory (raw materials and components)*						FV	0	0	
	Other external purchases (3) (6bis)*						FW	192 569	167 947	
	Taxes, contributions and related costs*						FX	490	606	
	Payroll costs*						FY	11 253	11 253	
	Social contributions (10)						FZ	1 686	1 686	
	OPERATING PROVISIONS	- on fixed assets :	- amortization*				GA	0	0	
			- depreciation *				GB	0	0	
		- on current assets : provisions						GC	0	0
		- contingencies : provisions						GD	0	0
	Other costs (12)						GE	0	0	
	TOTAL OPERATING EXPENSES (4) (II)						GF	205 998	181 493	
1 - OPERATING INCOME (I - II)						GG	-180 120	-114 583		
COMMON TRANSACTIONS	Attributed income or transferred loss *						GH	0	0	
	Loss assumed or transferred income *						GI	0	0	
FINANCIAL GAINS	Financial income from investments (5)						GJ	110	1 573 083	
	Income from other investment securities (5)						GK	0	0	
	Other interest and related income (5)						GL	0	0	
	Accrual reversal and transfer charges						GM	0	6 628 212	
	Profits on exchange rates						GN	0	0	
	Net gains on sales of investment securities						GO	0	0	
TOTAL FINANCIAL GAINS (V)						GP	110	8 201 296		
FINANCIAL COSTS	Provisions for financial amortization and depreciation *						GQ	18 119 212	968 574	
	Interests and related expenses (6)						GR	1 009 728	1 030 102	
	Losses on exchange rates						GS	0	0	
	Net loss on sales of investment securities						GT	0	0	
TOTAL FINANCIAL COSTS (VI)						GU	19 128 940	1 998 676		
2 - FINANCIAL RESULT (V - VI)						GV	-19 128 830	6 202 621		
3 - OPERATING PROFIT BEFORE TAX (I-II+III-IV +V - VI)						GW	-19 308 950	6 088 038		

Company name : Wockhardt France (Holdings) SAS				31/03/19	31/03/2018	
EXCEPTIONAL GAINS	Exceptional operating gains			HA	2	1
	Exceptional capital gains *			HB	0	0
	Accrual reversal and transfer charges			HC	0	0
	TOTAL EXCEPTIONAL GAINS (7) (VII)			HD	2	1
EXCEPTIONAL LOSSES	Exceptional operating losses (6bis)			HE	27	38
	Exceptional capital losses *			HF	0	0
	Exceptional amortization and depreciation			HG	0	0
	TOTAL EXCEPTIONAL LOSSES (7) (VIII)			HH	27	38
4 - EXCEPTIONAL INCOME OR LOSS (VII - VIII)				HI	-26	-37
Employee profit sharing scheme			(IX) HJ	0	0	
Corporate tax *			(X) HK	-344 826	-466 169	
TOTAL INCOME (I+III+V+VII)				HL	25 989,43	8 268 208
TOTAL EXPENSES (II+IV+VI+VIII+IX+X)				HM	18 990 139	1 714 038
5 - Profit or loss (Total income - total expenses)				HN	-18 964 149,39	6 554 169
FOOTNOTES	(1)	including net partial gains on long-term capital gains		HO		
	(2)	real-estate rent		HY		
		operating gains related to prior years (break-up required in (8) below)		IG	0	0
	(3)	- equipment on lease *		HP		
		- buildings on lease		HQ		
	(4)	incl. operating losses related to prior years (8)			0	0
	(5)	incl. Income from related parties		1J		
	(6)	incl. interests from related parties		IK	18 983	18 983
	(6bis)	incl. Donations to charitable causes (art. 238 bis du C.G.I.)		HX	0	0
	(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		
(13)	incl. non compulsory additional contributions	A6	compulsory	A9		
(7) Break-up of exceptional gains & loss				Current year		
				Exceptional loss	Exceptional gain	
Miscellaneous payment differences				27	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 WOCKHARDT FRANCE HOLDINGS

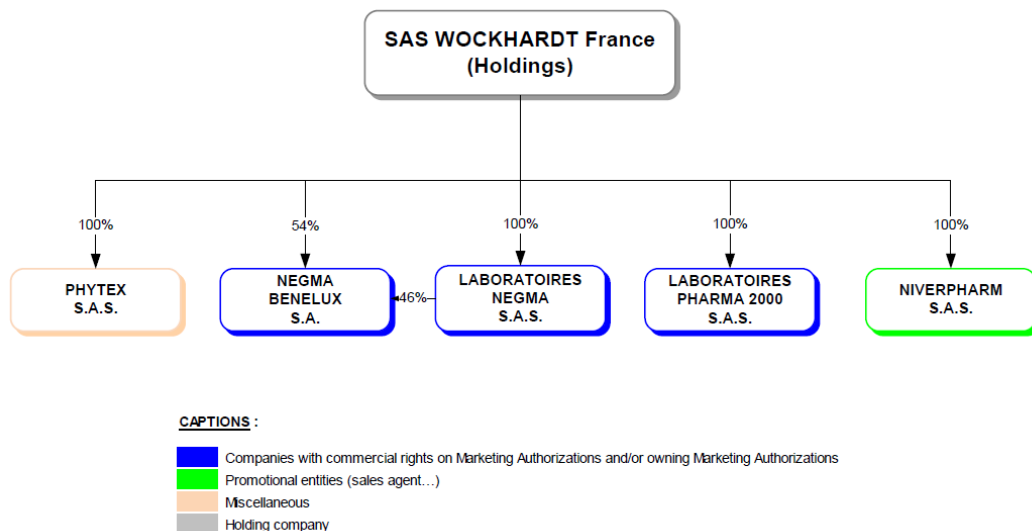
Fiscal year ending: 31st March 2019

Wockhardt France Holdings SAS is the holding company of the French entities and a subsidiary of WOCHARDT BIO AG (Swiss), itself a holding company consolidating the European companies of WOCKHARDT LTD, one of the Indian leaders of the pharmaceutical industry.

Wockhardt France Holdings SAS, limited company with a share capital of 60.1 Million euros, was set up in 2007 in order to purchase in May 2007 a number of subsidiaries of the IFRAH FINANCE Group ; namely : LABORATOIRES NEGMA (previously known as NEGMA-L.E.R.A.D.S), LABORATOIRES PHARMA 2000, NIVERPHARM and PHYTEX.

The main activity of the above companies is the production and distribution of a medicine aimed at curing arthritis and marketed under 2 brand names : ART 50 and ZONDAR as well as other drugs such as Veinamitol (a phlebotonic) and a compression range known as Veinamitex.

The organizational chart of the WOCKHARDT FRANCE HOLDINGS GROUP is as follows on 31st March 2019:



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 2019, the total of the balance sheet, prior to allocation of the current year's result, amounts to 21 528 048 €.

The Income Statement reports a total revenue of 25 989 € and a net loss of – 18 964 149 €.

The financial year started on 1st April 2018 and closed on 31st March 2019 (12 months).

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

MAIN PRINCIPLES

During the financial year 01.04.18 – 31.03.19, 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 31.03.2019, 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.

FINANCIAL ASSETS

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

The gross value of the group shares comes to 107 339 574.94 €.

The acquisition costs amount to €892 340.26. As at 31st March 2019, they are fully amortized.

At year end, the company assesses the actual value of its shares. The estimated value is used as inventory value of the shares.

The estimation takes into consideration the net assets, the profitability of the entities in the share portfolio as well as the future profits expected and the usefulness of the shares for the company.

The company books a provision for depreciation when, on an individual basis, the estimated value of the asset is lower than the net book value of the asset.

As at 31st March 2019, the company estimated the inventory value of its shares based mostly on medium-term forecasts of the capacity of each entity to yield future cash flows. The simulation highlighted an over-statement of the shares of Laboratoires Negma and Laboratoires Pharma 2000 of € 11 491 000 and € 6 628 211.96 respectively.

The amount of cumulative depreciations is 86 235 926 €.

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.

There are no invoices to be raised at year end.

AVAILABLE CASH

Available cash in bank is evaluated at its face value.

OTHER PAYABLES

Other payables are detailed in the attached appendix.

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.

FOREIGN CURRENCY TRANSACTIONS

The transactions denominated in a foreign currency are booked at a theoretical exchange rate on the date of processing. Exchange rate gains or losses are booked at the date of payment and included in the financial result.

HIGHLIGHTS OF THE FINANCIAL YEAR

1. The company secured the financial support of its mother company Wockhardt Bio AG (Swiss) during the financial year via an agreement for an additional loan of € 14 200 000 that enabled it to meet its loan repayment obligations for the year 2018/19 et 2019/20.
2. In January 2019, Wockhardt France was granted a new marketing authorization for a generic drug. It will be marketed by Negma during the course of financial year 2019-2020.
3. The launch of a new drug by Laboratoires Negma to replace ART 50 in treatment of arthritis has been abandoned.

POST YEAR-END EVENTS

There are no post year-end events to report.

FUTURE PROSPECTS

In accordance with the recovery plan set by judgement of the Versailles Tribunal of Commerce on 20th octobre 2011, the Company will carry on repaying, in the financial year ending 31st March 2021, its financial debt.



N° 10169*05

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FIXED ASSETS

D.G.I. N° 2054

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

Company name : Wockhardt France (Holdings) SAS

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	0	D8		D9	
	Other intangible assets	TOTAL II	KD	0	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	0	LP	0	
FINANCIAL	Shares held at equity value		8G	0	8M		8T	
	Other shares		8U	107 339 575	8V		8W	
	Other capitalized securities		1P	0	1R		1S	
	Loans and other financial assets		1T	4 000	1U		1V	
		TOTAL IV	LQ	107 343 575	LR	0	LS	0
GRAND TOTAL (I + II + III + IV)		OG	107 343 575	OH	0	OJ	0	
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	0	1W	
	Other intangible assets	TOTAL II	LV	0	LW	0	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		NA	0	NB	
	Cash advances and downpayments	NC	ND		NE	0	NF	
	TOTAL III	0	NG	0	NH	0	NI	0
FINANCIAL	Shares held at equity value		0U		0V	0	0W	
	Other shares		0X		0Y	107 339 575	0Z	
	Other capitalized securities		2B		2C	0	2D	
	Loans and other financial assets		2E		2F	4 000	2G	
		TOTAL IV	0	NJ	0	NK	107 343 575	2H
GRAND TOTAL (I + II + III + IV)		0	OK	0	OL	107 343 575	0M	0

Company name : Wockhardt France (Holdings) SAS

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		PC		PD		0								
Other intangible assets				TOTAL II	PE	0	PF		PG		PH		0								
Land					PI	0	PJ		PK		PL		0								
Buildings	On own land				PM	0	PN		PO		PQ		0								
	On third-party land				PR	0	PS		PT		PU		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	0									
GRAND TOTAL (I + II + III)				ON	0	OP	0	OQ	0	OR	0	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																					
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 : Wockhardt France (Holdings) SAS											
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	892 340	TM	0	TN	0	TO	892 340		
	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 quinques 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	892 340	TS	0	TT	0	TU	892 340		
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 *	5 F	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	68 116 714	9V	18 119 211,96	9W	0	9X	86 235 926	
	- 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	0	6Y	0	6Z	0	7A	0		
TOTAL III		7B	68 116 714	TY	18 119 212	TZ	0	UA	86 235 926		
GRAND TOTAL (I + II + III)		7C	69 009 055	UB	18 119 212	UC	0	UD	87 128 266		
incl. allocations & reversals		- operating		UE		UF	0				
				- financial		UG	18 119 212	UH	0		
						- exceptional		UJ		UK	
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

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

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

D.G.I. N° 2057

Company name : Wockhardt France (Holdings) SAS												
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	4 000	UV	0	UW	4 000				
CURRENT ASSETS	Bad and doubtful trade receivables		VA									
	Other trade receivables - considered good		UX	26 193		26 193		0				
	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	18 591		18 591					
		VAT		VB	39 218		39 218					
		Other taxes, contributions and related costs*		VN	0		0					
		Miscellaneous		VP								
	Related parties (2)		VC	318 556		318 556						
	Miscellaneous receivables		VR	3 600		3 600						
	Prepayments		VS	0		0						
	TOTAL			VT	410 157	VU	406 157	VV	4 000			
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)												
Other debenture loans (1)												
Borrowings and overdraft facilities from banks and financial institutions (1)	up to 1 year originally		VG	120		120						
	over 1 year originally		VH	27 461 677		13 821 677		13 640 000		0		
Miscellaneous borrowings and financial liabilities (1) (2)				47 309 511		126 365,71		3 796 628,96		43 386 515,84		
Trade payables and related accounts				478 161		478 161						
Staff and related accounts				0		0						
Social security and other social welfare organizations				13 929		7 219		6 710,2				
Treasury and other public authorities	Corporate tax				0		0					
	VAT		VW	1 247		1 247						
	Pledged bonds		VX									
	Other taxes, contributions and related costs		VQ	122		122						
Payables on fixed assets and related accounts												
Related parties (2)				1 156 152		0				1 156 152		
Miscellaneous payables				5 381 135						5 381 135		
Payables related to shares borrowed *												
Deferred income												
TOTAL			VY	81 802 055	VZ	14 434 913		17 443 339		49 923 803		
FOOTNOTES	(1)	Borrowings contracted during the period	VJ	14 261 274	(2)	Amount of the various borrowings & liabilities contracted from individuals		VL				
		Borrowings reimbursed during the period	VK	13 730 839								

BREAK-UP OF DIFFERED INCOME

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

DIFFERED INCOME	Amount
Pass through T&E expenses for Pinewood	2 042,22
Credit note due from service provider	3 600,00

BREAK-UP OF ACCRUED EXPENSES

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

ACCRUED EXPENSES	Amount
EXTERNAL PURCHASES :	394 196,13
. Consultancy fees AJAssociés	26 033,21
. Consultancy fees auditors	43 800,00
. EMVS membership fees	16 200,00
. Bank charges	120,00
. Interests accrued on ICICI loan	181 677,21
. Interests accrued on inter-company loans (Laboratoires Negma+Phytex)	4 680,78
. Interests accrued on inter-company loans (Wockhardt Bio AG)	121 684,93

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

RELATED PARTY BALANCES AND TRANSACTIONS :**ASSETS :**

- On the line « Trade Receivables », the other companies in the Group amount to 3 881,70 € (Laboratoires Negma et Pharma 2000) and 20 268.60 € (Pinewood Laboratories and Wockhardt Bio AG) .
- On the line « Other Receivables », cash advances to other companies feature for 318 556,00 €.
- Regarding the line “Other shares”, the break-up of shareholding by subsidiary is detailed on the following page.

LIABILITIES :

- On the line « Borrowings and other financial debts », the subsidiaries feature for :
 - 17 987 579,01 € on loan from LABORATOIRES NEGMA,
 - 1 000 246,57 € on loan from PHYTEX,
 - 28 321 684.93 € on loan from WOCKHARDT BIO AG.
- On the line « Trade Payables », the debt towards other entities in the Group amount to 364 586,32 €.
- On the line « Other Payables », the amount due to related parties comes to 6 537 287,52 € comprising of :
 - 1 156 152,23 € of cash advances,
 - 5 381 135,29 € resulting from the cancellation of cash-pooling contracts.

PROFIT AND LOSS ACCOUNT:

- Administrative services expenses : 34 974,69 €,
- Interests on loans from LABORATOIRES NEGMA and PHYTEX :18 983,14 €,
- Interests on loans from WOCKHARDT BIO AG :416 538,35 €
- Management fees billed to LABORATOIRES NEGMA and PHARMA 2000 amount to : 12 939,01 €
- Management fees billed to PINEWOOD LABORATORIES come to :12 939,00 €

BALANCE SHEET NOTES
LIST OF SUBSIDIARIES, ASSOCIATES AND INTERESTS

Appendix 3

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

Name & address	Share capital	Equity (other than share capital)	% of share owners hip	Book value of shares		Loans & cash advances granted and not yet recovered	Value of guarantees and pledges issues by the company	Turnover in financial year (before VAT)	Profit or loss in the financial year	Dividends booked in the financial year
				gross	net					
SAS LABORATOIRES NEGMA 1 Bis Av. J. D'Alembert 78990 ELANCOURT	28 868 371 €	-7 765 341 €	100%	68 447 491 €	21 103 649 €	0	Néant	6 161 194 €	-11 491 406 €	- €
SAS LABORATOIRES PHARMA 2000 1 Bis Av. J. D'Alembert 78990 ELANCOURT	182 400 €	-3 478 888 €	100%	6 628 212 €	0 €	0	Néant	181 059 €	521 856 €	- €
NEGMA BENELUX Rue du Cours d'Eau, 10 1428 LILLOIS - Belgique	74 400 €	-56 363 €	54%	488 639 €	0 €	0	Néant	0 €	-49 708 €	- €
SAS NIVERPHARM 1 Bis Av. J. D'Alembert 78990 ELANCOURT	160 000 €	-3 781 171 €	100%	31 077 406 €	0 €	0	Néant	32 055 €	-42 000 €	- €
SAS PHYTEX 1 Bis Av. J. D'Alembert 78990 ELANCOURT	1 071 000 €	-995 781 €	100%	697 827 €	-0 €	0	Néant	0 €	-2 956 €	- €
TOTAL				107 339 575 €	21 103 649 €			6 374 308 €	-11 064 214 €	0 €

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

Equity as at 01/04/2018	-	41 309 858 €
. Dividends distributed		
. Others		- €
. Net result	-	18 964 149 €
Equity as at 31/03/2019	-	60 274 007 €

OFF-BALANCE SHEET COMMITMENTS

Appendix 4

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

1. GUARANTEES GRANTED

None

2. GUARANTEES RECEIVED

None

3. LIABILITIES SECURED BY PLEDGE AGREEMENTS

a. Loans

PLEGDES	BENEFICIARY	GUARANTEED BY	NATURE OF LIABILITY	ORIGINAL AMOUNT As at May 07	Balance As at 31.03.2019	Under a year	Over a year
<u>Liabilities secured by pledge agreements</u>							
- Pledge of 275 409 NEGMA shares - Pledge of 10 000 NIVERPHARM shares - Pledge of 11 400 PHARMA 2000 shares - Pledge of 7 000 PHYTEX shares - Pledge of 1 607 NEGMA-BENELUX shares	ICICI BANK Ltd SINGAPORE BRANCH	WOCKHARDT FRANCE HOLDINGS	Loan	110 000 000 €	27 280 000 €	13 640 000 €	13 640 000 €
<u>Pledge end</u>	WWhen loan ios fully reimbursed						

b. Financial lease

None

4. COMMITMENTS OF FUTURE PAYMENTS

None

Entity name : SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

1. BREAK-UP OF THE SHARE CAPITAL

As at 31.03.2018, the share capital amounts to 60 100 000 €, made up of 601 000 shares, each with a nominal value of 100 €.

2. AUDITOR'S FEES

The annual auditing fees of CERA as at 31/03/19 come to 33 500 € before VAT.

3. DEFERRED TAX

Deferred tax is not applicable to the company.

4. HEADCOUNT

The entity doesn't employ any staff.

5. RELATED PARTIES

The data concerning related parties is detailed in the previous appendix including : list of subsidiaries, associates and interests, paragraph on prepayments, receivables and debts (cf appendix 1, accounting rules and methods) and the various appendices to the financial statements. Wockhardt France Holding is itself included in the scope of consolidation of Wockhardt Bio AG (Swiss) at level 1 and Wockhardt Limited (India) at level 2.

6. CONSOLIDATED CORPORATE TAX

Since 1st July 2007, Wockhardt France Holdings is the mother company of a group that has elected to file a consolidated corporate tax return for all its affiliates. 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 accumulated tax deficits of the company amount to 52 228 496,08 €, including 788 929 € that originate before the set-up of the consolidated tax group. The tax deficit of the company for the financial year closed 31/03/19 comes to 1 189 763 ,43 €.

The total deficits used up for year ending 31/03/19 come to 0 € leaving a balance of Group deficits of 18 658 598,24 €.

SALES BREAK-UP (K€)**Appendix 6**

Entity name: SAS WOCKHARDT FRANCE HOLDINGS

Fiscal year ending: 31st March 2019

Details	Domestic turnover in K€	Export turnover in K€	Total as at 31/03/2019	Total as at 31/03/2018	%
Sale of pharmaceutical products					
Sale of raw & packaging material					
Sale of services	13	13	26	67	-61%
TOTAL	13	13	26	67	-61%