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## **INDEPENDENT AUDITORS' REPORT**

To the Shareholders of Sopharma AD

### **REPORT ON THE AUDIT OF THE SEPARATE FINANCIAL STATEMENTS**

#### **Opinion**

We have audited the accompanying separate financial statements of Sopharma AD ("the Company"), which comprise the separate statement of financial position as at December 31, 2018, and the separate statement of comprehensive income, the separate statement of changes in equity and the separate statement of cash flows for the year then ended, and notes to the separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the European Union ("EU").

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the separate financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements of the Independent Financial Audit Act (IFAA) that are relevant to our audit of the separate financial statements in Bulgaria, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the requirements of IFAA. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Emphasis of Matter***

We draw attention to Note 2.2. to the separate financial statements disclosing that at the date of their issuance, the consolidated financial statements of the Company for the same period have not yet been issued. The management plans to issue the consolidated financial statements not later than 30 April 2019. Our opinion is not qualified in respect of this matter.

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b><i>Key audit matter</i></b>	<b><i>How our audit addressed the key audit matter</i></b>
<p><b>1. Valuation of investments in subsidiaries</b></p> <p>The Company has investments in subsidiaries, with carrying amount of BGN 56,245 thousand – included in the disclosure in Notes 18 to the separate financial statements.</p> <p>The following specific features are observed with regard to these companies: specific and problematic economic environment in the countries where some of these companies operate; and/or very active investment policy related to fast expansion in difficult markets; and/or underutilized capacity and reporting of losses. These circumstances presume that certain risk exists for overstating the investments in the subsidiaries.</p> <p>The review of the indicators and the tests of the management for the necessity in impairment of the investments in these subsidiaries is a complex process which requires from the management to apply significant assumptions, various judgments and estimates with regard to the future return on the investments while for the purposes of measuring the recoverable amount it uses the method of discounted future cash flows. The latter are determined specifically for each subsidiary, which is treated as a separate cash generating unit, and taking into account a number of factors, such as: specific activities and location, business environment, past experience with the company, expected growth in the volume of sales for subsequent reporting periods, appropriate discount rate, other risks, etc. Therefore, there is inherent uncertainty in these assessments of the management.</p>	<p><b>In this area our audit procedures performed are:</b></p> <ul style="list-style-type: none"> <li>• Consideration and evaluation of Company’s analyses on its investment in each of these subsidiaries and its potential of return by applying the discounted future cash flows method;</li> <li>• Analysis and assessment of the relevance of Company’s budgets and projections as at 31 December 2018;</li> <li>• Analyses and assessment of the appropriateness of the key judgments and assumptions, used by Company’s management, including the discount rate used in the application of the discounted cash flows model.</li> <li>• Recalculation of the material amounts, recognized as impairment, on the basis of the method adopted by Company’s management;</li> <li>• Testing and assessment of the completeness, appropriateness and adequacy of the disclosures in Company’s separate financial statements with regard to the measurement of investments in subsidiaries.</li> </ul>

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>The calculations have been performed by the management with the assistance of independent certified appraisers – external experts.</p> <p>On this basis and at the discretion of the management, some of the investments in these subsidiaries have been partially impaired.</p> <p>Due to the circumstances that (a) the process of estimating and testing of possible impairment losses on the investments in subsidiaries assumes a number of judgments, higher degree of subjectivity and uncertainty in the projection assumptions, including revenue projections, cash flow projections and growth rate, the level of uncertainty including due to the fact that part of the subsidiaries are abroad and operate under specific economic conditions; and (b) the materiality of the reporting item itself, as disclosed above, we have determined this matter as a key audit matter.</p>	
<p><b>2. Valuation of trade receivables, receivables from related parties and loan granted to third parties</b></p> <p>As disclosed in Notes № 21, 22, 24, 25 and 26(A) to the separate financial statements, the Company has gross trade receivables, receivables from related parties and loans granted to third parties amounting to BGN 147,746 thousand and impairment loss allowances amounting to BGN 5,284 thousand.</p> <p>The Company has adopted IFRS 9 “Financial instruments”, with date of initial adoption 01 January 2018. The most significant effect from first time adoption is related to the determination of credit losses, which will be based on expected losses, rather than incurred losses. As described in Note 44 to the separate financial statements, the effect accounted for in the opening balance of shareholders equity, related to the impairment loss allowance for credit losses for the trade receivables, receivables from related parties and loans granted to third parties is BGN 1,158 thousand, before deferred tax effects.</p>	<p><b>In this area our audit procedures performed are:</b></p> <p>We have obtained understanding of the process for the application of first-time adoption of IFRS 9, with focus on implementation of the new methodology in Company’s model for determination of impairment allowance for credit losses, including the use of key assumptions and estimates, as well as assessment of effects from the first-time adoption of the standard on 01 January 2018.</p> <p>Inquiries, walkthroughs and obtaining of understanding of the process, related to determination of credit losses for trade receivables, receivables from related parties, and loans granted to third parties.</p> <p>Assessment and test of design and operating effectiveness of key controls in the process of monitoring and determination of the amount of impairment allowance for credit losses.</p>

**Key audit matter**
**How our audit addressed the key audit matter**

The application of the new model for determination of the allowance for credit losses for trade receivables, receivables from related parties and loans granted to third parties, result in significant increase of complexity and the necessity of key estimates and judgements for the Management's final calculations related to identification of problematic exposures as well as determination of the amount of credit losses.

To determine the amount of impairment loss allowance for credit losses, the Company applies model based on significant estimates and judgements:

- Interpretation of the requirements for determination of impairment loss allowance in accordance with IFRS 9, on which the Company's model for determination and calculation of the expected credit losses is based;
- Calculation and interpretation of key indicators as "probability of default", "loss given default" and "exposure at default";
- Assumptions and estimates in a number of scenarios for estimated future cash flows, based on past events, current conditions and future economic forecasts;
- Assumptions, used by Management in the review of individually significant exposures, related to recent losses, number of probable scenarios for future cash flows and the results of these scenarios and future collectability.

Because of the significance of the above stated circumstances: a) material amount of trade receivables, receivables from related parties and loans granted to third parties as captions in the separate financial statements of the Company and, b) inherent level of uncertainty in the use of multiple estimates and judgements by the management of the Company for the specific calculation of the amount of credit losses, related to trade receivables, receivables from related

Review and assessment of the adequacy of the methodology used by the Company for the purposes of identification of credit losses and calculation of impairment loss allowance in accordance with the concept and the requirements of IFRS 9.

Analysis and assessment of the applied model for calculation of impairment loss allowance on the date of the first time adoption and on the date of the separate financial statements in accordance with IFRS 9, the specifics of Company's exposures and the available internal historical data and prospective macroeconomic forecast information.

Analysis and assessment of the justification and appropriateness of calculations for the indicators of "probability of default" and "loss given default" through inspection of the assumptions used and the output data, as well as the approach for inclusion of prospective information in the models.

Assessment of the completeness, appropriateness and adequacy of the disclosures in the Company's separate financial statements with regard to credit risk and impairment allowance for credit losses for trade receivables, receivables from related parties and loan granted to third parties including the effects from first time adoption of IFRS 9.

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
parties and loans granted to third parties in accordance with the new model, resulting from the adoption of the new IFRS 9, we have determined this matter as key audit matter.	

### **Information Other than the separate financial statements and Auditors' Report Thereon**

The Management Board of the Company ("the Management") is responsible for the other information. The other information comprises the annual report on activities, including the non-financial declaration, and the corporate governance statement, prepared by the management in accordance with Chapter Seven of the Accountancy Act, but does not include the separate financial statements and our auditors' report thereon.

Our opinion on the separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, unless it is not specifically stated in our auditors' report and to the extent it is specifically stated.

In connection with our audit of the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the separate financial statements**

Management is responsible for the preparation and fair presentation of the separate financial statements in accordance with IFRS as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Audit Committee of the Company ("Those charged with governance") are responsible for overseeing the Company's financial reporting process.

## **Auditors' Responsibilities for the Audit of the separate financial statements**

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and will communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

### **Additional matters, required to be reported by the Accountancy Act and Public Offering of Securities Act**

In addition to our reporting responsibilities according to ISAs described in section “Information Other than the separate financial statements and Auditors’ Report Thereon”, with respect to the annual report on activities, the corporate governance statement and the non-financial declaration, we have also performed the procedures required by the Guidelines related to new extended audit reports and communication from the auditors of the Professional Organization of Registered Auditors in Bulgaria - Institute of Certified Public Accountants.

These procedures include tests over the existence, form and content of the other information in order to assist us in forming an opinion as to whether the other information includes the disclosures and reporting as required by Chapter Seven of the Accountancy Act and the Public Offering of Securities Act (art. 100m, para 10 of POSA in relation to art. 100m, para 8, p. 3 and 4 of POSA), applicable in Bulgaria.

### **Opinion under Article 37, paragraph 6 of the Accountancy Act**

Based on the procedures performed, in our opinion:

- The information included in the annual report on the activities for the financial year for which the separate financial statements have been prepared, is consistent with the separate financial statements.
- The annual report on the activities has been prepared in accordance with the requirements of Chapter Seven of the Accountancy Act and of Art. 100m, paragraph 7 of the Public Offering of Securities Act.
- The information required by Chapter Seven of the Accountancy Act and Art. 100m, para 8 of the Public Offering of Securities Act is presented in the corporate governance statement covering the financial year for which the separate financial statements have been prepared.
- The non-financial Declaration, covering the financial year for which the separate financial statements have been prepared, has been provided and prepared in accordance with the requirements of Chapter Seven of the Accountancy Act.

### **Opinion under Art. 100m, para 10 in relation to art. 100m, para 8, p. 3 and 4 of the Public Offering of Securities Act**

Based on the procedures performed and as a result of the acquired knowledge and understanding of the Company and the environment in which it operates, acquired during our audit, in our opinion, the description of the main features of the Company’s internal control and risk management systems in relation to the financial reporting process as part of the annual report on activities (as element of the content of the corporate governance statement) and the information under Article 10 , paragraph 1, letter "c", "d", "f", "h" and "i" of the Directive 2004/25/EC of the European Parliament and of the EU Council of April 21, 2004 related to takeover bids, included in the corporate governance statement do not contain cases of material misrepresentations.

### **Additional Reporting on the audit of the separate financial statements under Art. 100m, para 4, p.3 b) “b” of the Public Offering of Securities Act**

#### **Reporting under Art. 100m, para 4, p.3 b) “b” of the Public Offering of Securities Act**

The information on transactions with related parties is disclosed in Note 43 to the separate financial statements. Based on the audit procedures performed on the transactions with related parties, we have not identified any facts or other information, based on which we could conclude that the transactions with related parties are not

disclosed in the attached financial statements, in all material aspects, in accordance with the requirements of IAS 24 Disclosure of related parties. The results of our audit procedures regarding transactions with related parties are considered in the context of forming our audit report on the separate financial statements taken as a whole, and not with the purpose of expressing the audit opinion on transactions with related parties.

#### **Reporting under Art. 100m, para 4, p.3 b) “c” of the Public Offering of Securities Act**

Our responsibilities for the audit of the separate financial statements as a whole, described in the section Auditors’ Responsibilities for the Audit of the separate financial statements include assessment whether the separate financial statements present true and fair view of material transactions and events. Based on the audit procedures performed on the material transactions, underlying the separate financial statements for the year ended 31 December 2018, no facts circumstances or other information have come to our attention, based on which we can conclude that there are cases of material misstatements and disclosures in the separate financial statements in accordance with the requirements of IFRS, adopted by EU. The results of our audit procedures on the material transactions and events related to the Company are considered in the context of forming our audit report on the separate financial statements taken as a whole, and not with the purpose of expressing the audit opinion on these material transactions.

#### **Reporting in accordance with Art. 10 of Regulation (EU) No 537/2014 in connection with the requirements of Art. 59 of the Independent Financial Audit Act**

In accordance with the requirements of the Independent Financial Audit Act in connection with Art. 10 of Regulation (EU) No 537/2014, we hereby additionally report the information stated below.

- Baker Tilly Klitou and Partners OOD were appointed as statutory auditors of the separate financial statements of the Company for the year ended December 31, 2018 by the general meeting of shareholders held on June 15th, 2018 for a period of one year.
- The audit of the separate financial statements of the Company for the year ended December 31, 2018 represents second statutory audit engagement for that entity carried out by Baker Tilly Klitou and Partners OOD.
- We hereby confirm that the audit opinion expressed by us is consistent with the additional report provided to the Company’s audit committee, in compliance with the requirements of Art. 60 of the Independent Financial Audit Act.
- No prohibited non-audit services referred to in Art. 64 of the Independent Financial Audit Act were provided.
- We hereby confirm that in conducting the audit we have remained independent of the Company.
- We hereby confirm that for 2018 we have not provided services other than the audit services.

  
Krassimira Radeva  
Registered Auditor



Managing Director  
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March 26, 2019