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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Sopharma AD

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of Sopharma AD (“the Group”), which comprise the consolidated statement of financial position as at December 31, 2019, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies:

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at December 31, 2019, 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 consolidated financial statements section of our report. We are independent of the Group 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 consolidated 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.

Key audit matters

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

| <i>Key audit matter</i> | <i>How our audit addressed the key audit matter</i> |
|--|--|
| <p>1) Recoverable amount of goodwill and specific intangible assets recognized in business combinations</p> <p>As at 31 December 2019 the Group reports in the consolidated statement of financial position intangible assets, including goodwill, for the amount of BGN 58,738 thousand (Note 17). The total amount includes goodwill of BGN 15,909 thousand and specific intangible assets of BGN 20,954 thousand, related to subsidiaries acquired in the last three years.</p> <p>The following characteristics are observed with regard to these subsidiaries: specific and problematic economic environment in the countries, where the subsidiaries operate; and/or unutilized capacity and incurred losses. These circumstances presume that certain risk exists as to the correct valuation of goodwill and specific intangible assets recognized in business combinations of these subsidiaries as at the end of the reporting period.</p> <p>The review and the tests of the Group's management for indicators of and necessity in impairment of the goodwill and the specific intangible assets of these subsidiaries is a complex procedure, through which are considered forecasts of the Group regarding future estimated benefits and profitability, expected to be received for the Group. In its calculations the Group management needs to apply significant assumptions, various judgments and estimates, while with regard to measuring their recoverable amount it uses the method of discounted future cash flows.</p> | <p>In this area our audit procedures performed are:</p> <ul style="list-style-type: none"> • Analyses and assessment of the relevance of Group's budget and projections as at 31 December 2019; • Examination of the calculations and the results from the test for impairment of the respective goodwill and specific intangible assets made by the Group's management with the assistance of independent external appraisers; • Analysis and assessment of the appropriateness of the key judgments, the existing conditions and the assumptions, used by the Group's management, on the continuing capability of the recognized specific intangible assets to generate future cash flows; • Analysis and assessment of the appropriateness of the key judgments and assumptions, used by the Group's management, including the discount rate used in the application of the discounted cash flows model; • Assessment and testing the completeness, appropriateness and adequacy of the disclosures in the Group's consolidated financial statements with regard to the measurement of goodwill and the specific intangible assets in subsidiaries. |

Key audit matter

How our audit addressed the key audit matter

Due to the circumstances that (a) the process of estimating and testing of possible impairment losses of the goodwill and the specific intangible assets of these subsidiaries assumes a number of judgments, higher degree of subjectivity and uncertainty related to 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 in specific economic conditions and other part of these subsidiaries are in the start-up stage of their business; and (b) the significance of the reporting item itself for the consolidated financial statements, as disclosed above, we have determined this matter as a key audit matter.

2. Valuation of trade receivables, receivables from related parties and loans granted to third parties

In this area our audit procedures performed are:

As disclosed in Notes № 21, 22, 24, 25 and 26 to the consolidated financial statements, the Group has gross trade receivables, receivables from related parties and loans granted to third parties amounting to BGN 373,135 thousand and impairment loss allowances amounting to BGN 6,110 thousand.

In 2019 the Group has applied for a second year IFRS 9 “Financial instruments”, according to which credit losses are determined based on expected losses, rather than incurred losses.

The application of the 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 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.

- We have obtained understanding of the process for the application of IFRS 9 for a second consecutive year, with focus on implemented methodology in Group’s model for determination of impairment allowance for credit losses, including the use of key assumptions and estimates.
- 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.
- 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.

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

To determine the amount of impairment loss allowance for credit losses, the Group 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 Group'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 consolidated financial statements of the Group and, b) inherent level of uncertainty in the use of multiple estimates and judgements by the management of the Group for the specific calculation of the amount of credit losses, related to trade receivables, receivables from related parties and loans granted to third parties in accordance with the implemented model, resulting from the application of IFRS 9, we have determined this matter as key audit matter.

- Review and assessment of the adequacy of the methodology used by the Group 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 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 Group's consolidated 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.

Information Other than the consolidated financial statements and Auditors' Report Thereon

The Management Board of the Group (“the Management”) is responsible for the other information. The other information comprises of the annual report on activities, 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 consolidated financial statements and our auditors' report thereon, which we received prior to the date of our auditor's report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Group'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 Group'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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Receive adequate and relevant audit evidence regarding the financial information of the companies part of the Group in order to express an opinion on the consolidated financial statements. We bear responsibility for the instruction, supervision and execution of the audit of the consolidated financial statements. We bear the ultimate responsibility for our audit opinion.

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 consolidated 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 consolidated 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 consolidated financial statements have been prepared, is consistent with the consolidated 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 consolidated financial statements have been prepared.
- The non-financial Declaration, covering the financial year for which the consolidated 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 Group and the environment in which it operates, acquired during our audit, in our opinion, the description of the main features of the Group'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 consolidated 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 47 to the consolidated 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 consolidated 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 consolidated financial statements as a whole, described in the section Auditors' Responsibilities for the Audit of the consolidated financial statements include assessment whether the consolidated financial statements presents true and fair view of material transactions and events. Based on the audit procedures performed on the material transactions, underlying the consolidated financial statements for the year ended 31 December 2019, 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 consolidated 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 Group are considered in the context of forming our audit report on the consolidated 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 consolidated financial statements of the Group for the year ended December 31, 2019 by the general meeting of shareholders held on June 7th, 2019 for a period of one year.
- The audit of the consolidated financial statements of the Group for the year ended December 31, 2019 represents third 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 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 Group.
- For the period related to the audit of these consolidated financial statements, we have provided agreed upon procedures regarding financial information of the subsidiary company Sopharma Trading AD for the years 2017 and 2018 in relation to prospectus for public offering of securities.


Krassimira Radeva
Registered Auditor



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April 30, 2020