



Zydus Nikkho Farmacêutica Ltda.
Financial Statements
Referring to the Period Ended in
December 31, 2021 and
Independent Auditors' Report
on the Financial Statements

Summary

Independent Auditors' Report on the Financial Statements.....	3
---------------------------------------------------------------	---

Financial Statements

Balance Sheet.....	5
--------------------	---

Income Statement.....	6
-----------------------	---

Statement of Changes in Shareholder's Equity.....	7
---------------------------------------------------	---

Cash Flow Statement.....	8
--------------------------	---

Notes to the financial statements

Operational Context.....	9
--------------------------	---

Presentation of the Financial Statements.....	9
-----------------------------------------------	---

Accounting Policies.....	9
--------------------------	---

Significant Accounting Judgments, Estimates and Assumptions.....	15
------------------------------------------------------------------	----

Risk Management.....	15
----------------------	----

Classification of Financial Instruments.....	15
----------------------------------------------	----

Cash and cash equivalents.....	17
--------------------------------	----

Accounts Receivable From Clients.....	18
---------------------------------------	----

Inventories.....	18
------------------	----

Other Assets.....	19
-------------------	----

Other Current Financial Assets.....	19
-------------------------------------	----

Deferred Taxes.....	20
---------------------	----

Right Of Use Assets.....	20
--------------------------	----

Property, Plant and Equipment.....	22
------------------------------------	----

Intangible.....	23
-----------------	----

Suppliers and Other Accounts Payable.....	23
-------------------------------------------	----

Related Parties.....	24
----------------------	----

Other Liabilities.....	24
------------------------	----

Provisions.....	24
-----------------	----

Share Capital.....	25
--------------------	----

Tax Incentive Reserve.....	25
----------------------------	----

Revenue.....	25
--------------	----

Expenses.....	26
---------------	----

Other (expenses) revenue.....	26
-------------------------------	----

Financial Result.....	27
-----------------------	----

Income Tax.....	27
-----------------	----

Insurance.....	27
----------------	----

Subsequent Events.....	28
------------------------	----

Covid-19.....	28
---------------	----



REPORT OF THE INDEPENDENT AUDITOR ON FINANCIAL STATEMENTS

The shareholders of the
ZYDUS NIKKHO FARMACÊUTICA LTDA.
RIO DE JANEIRO - RJ.

Opinion

We have audited the financial statements of Zydus Nikkho Farmacêutica Ltda. Which comprise the balance sheet as of December 31, 2021, and the related statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended as well as the related explanatory notes, including a summary of the main accounting policies.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Zydus Nikkho Farmacêutica Ltda., as of December 31, 2021, the individual performance of its operations and their respective cash flows for the year then ended, in accordance with accounting practices adopted in Brazil and the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) - only in cases where there are no differences between the two accounting practices.

Basis for opinion

Our audit was conducted in accordance with Brazilian and international auditing standards. Our responsibilities, in accordance with such standards, are described in the following section, entitled "Auditor's Responsibilities for the Audit of the Financial Statements." We are independent in relation to the company, in accordance with the relevant ethical principles set forth in the Professional Code of Ethics of the Accountant and in the professional norms issued by the Federal Accounting Council, and we comply with the other ethical responsibilities according to these norms. We believe that the audit evidence we have obtained is sufficient and appropriate to substantiate our opinion.

Responsibilities of management and governance by the financial statements.

The Company's management is responsible for the preparation and adequate presentation of the financial statements in accordance with accounting practices adopted in Brazil and with the international financial reporting standards (IFRS), issued by the International Accounting Standards Board (IASB), and for the internal controls that it determined it necessary to allow the preparation of financial statements free of material misstatement, regardless of whether it was caused by fraud or error.

In the preparation of the financial statements, management is responsible for evaluating the company's ability to continue operating, disclosing, when applicable, matters related to its operational continuity and the use of this accounting basis in the preparation of the financial statements, unless to liquidate the company or cease its operations, or has no realistic alternative to avoid closing the operations.



Responsibilities of the auditor for the audit of the financial statements.

Our objectives are to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error, and issue an audit report containing our opinion. Reasonable security is a high level of security, but not a guarantee that the audit conducted in accordance with Brazilian and international auditing standards will always detect any relevant material misstatements. Distortions may be due to fraud or error and are considered relevant when, individually or jointly, they can influence, from a reasonable perspective, the economic decisions of the users taken based on the said financial statements.

As part of the audit conducted in accordance with Brazilian and international auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. Besides that:

- We identify and assess the risks of material misstatement in the financial statements, whether caused by fraud or error; We plan and perform audit procedures in response to such risks; and we obtain audit evidence appropriate and sufficient to substantiate our opinion. The risk of not detecting material misstatement resulting from fraud is greater than that of error, since fraud may involve circumvention of internal controls, collusion, falsification, omission or false intentional representations.
- We obtain an understanding of the internal controls relevant to the audit to plan audit procedures appropriate to the circumstances, but not, in order to express an opinion on the effectiveness of the company's internal controls.
- We evaluate the adequacy of the accounting policies used and the reasonableness of the accounting estimates and respective disclosures made by management.
- We conclude on the adequacy of the management's use of the accounting basis for operational continuity and, based on the audit evidence obtained, whether there is a material uncertainty regarding events or conditions that may raise significant doubt regarding the Company's operational continuity. If we conclude that there is material uncertainty, we should draw attention in our audit report to the respective disclosures in financial statements or include modification in our opinion if the disclosures are inadequate. Our findings are based on the audit evidence obtained up to the date of our report. However, future events or conditions may lead the company to no longer remain in operational continuity.
- We evaluate the overall presentation, structure and content of financial statements, including disclosures and whether the individual financial statements represent the corresponding transactions and events in a manner consistent with the appropriate presentation objective.
- We obtain adequate audit evidence regarding the entity's financial information or business activities to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company's audit and, consequently, for the audit opinion.
- We communicate with those responsible for governance regarding, inter alia, the planned scope, timing of the audit and significant audit findings, including any significant weaknesses in the internal controls we have identified during our work.

São Paulo, March 29, 2022

**HOLDER AUDITORES INDEPENDENTES SS – EPP
CRC 2SP 034.257/O-4**

**MARCOS BARBOSA HENRIQUES
CRC 1SP 258.019/O-6**

ZYDUS NIKKHO FARMACÊUTICA LTDA
BALANCE SHEET
FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2021
(In Real - BRL)

ASSETS	Notes	2021	2020	LIABILITIES AND NET EQUITY	Notes	2021	2020
CURRENT				CURRENT			
Cash and cash equivalents	4	4.584.595	6.080.682	Lease liabilities	10	970.952	1.908.802
Accounts receivable from clients	5	46.817.674	55.285.399	Suppliers and other accounts payable	13	57.722.787	107.553.574
Inventories	6	50.560.741	28.967.505	Other Liabilities	15	11.171.794	8.941.990
Other current assets	7	13.694.838	12.325.603				
Other current financial assets	8	614.698	538.201				
Total current assets		116.272.546	103.197.391	Total current liabilities		69.865.533	118.404.365
NON-CURRENT				NON-CURRENT			
Other Non-Current assets	7	714.711	42.152	Other Financial Liabilities	8	1.166.488	1.112.533
Other Non-Current Financial Assets	8	3.646.932	5.454.226	Lease liabilities	10	609.899	999.209
Deferred Taxes	9	134.728	159.889	Provisions	16	5.481.248	7.573.490
Right of Use Asset	10	1.146.971	2.333.100				
Property, Plant and Equipment	11	10.458.165	11.071.542				
Intangible assets	12	42.621.067	43.152.469				
Total non-current assets		58.722.573	62.213.378	Total non-current liabilities		7.257.635	9.685.232
				Net equity			
				Share capital	17	224.221.404	145.720.724
				Tax Incentive Reserve	18	17.332.479	6.989.847
				Accumulated losses		(143.681.933)	(115.389.399)
				Total net equity		97.871.950	37.321.172
TOTAL ASSETS		174.995.118	165.410.769	TOTAL LIABILITIES AND NET EQUITY		174.995.118	165.410.769

The accompanying notes are an integral part of these financial statements

ZYDUS NIKKHO FARMACÊUTICA LTDA
INCOME STATEMENTS
FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2021
(In Real - BRL)

	Notes	2021	2020
Sales revenue	19	174.491.958	141.632.397
Cost of products and goods sold	20	<u>(98.740.833)</u>	<u>(82.448.846)</u>
Gross profit		75.751.125	59.183.551
Operating (Expense) revenue			
Administrative	20	(32.390.138)	(31.882.963)
Selling Expense	20	(46.594.717)	(42.311.635)
Estimating Expected Credit Losses	3.3	(425.496)	(907.296)
Impairment of Intangible	12	-	(1.500.000)
Other (expenses) revenue	21	(1.649.134)	2.376.762
Monetary and exchange variations		(10.974.177)	(13.699.150)
		<u>(92.033.662)</u>	<u>(87.924.282)</u>
Operating Loss before the financial result		<u>(16.282.537)</u>	<u>(28.740.731)</u>
Financial result			
Financial revenues		450.082	620.962
Financial expenses		(832.998)	(3.311.955)
Net financial result	22	<u>(382.916)</u>	<u>(2.690.994)</u>
Loss before taxes		<u>(16.665.453)</u>	<u>(31.431.725)</u>
Income Tax and social contribution taxes - Deferred	9	(25.161)	97.365
Current Income Tax and Social Contribution	23	(1.259.288)	-
Loss for the year		<u>(17.949.902)</u>	<u>(31.334.360)</u>
Other Comprehensive Results		-	-
Result after Other Comprehensive Results		<u>(17.949.902)</u>	<u>(31.334.360)</u>

The accompanying notes are an integral part of these financial statements

ZYDUS NIKKHO FARMACÊUTICA LTDA
STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2021
(In Real - BRL)

	Share capital	Tax Incentive Reserve	Accumulated losses	Total
On December 31, 2019	<u>145.720.724</u>	<u>-</u>	<u>(77.065.192)</u>	<u>68.655.532</u>
Loss for the year			(31.334.360)	(31.334.360)
Transfer to Tax Incentive Reserve		6.989.847	(6.989.847)	-
On December 31, 2020	<u>145.720.724</u>	<u>6.989.847</u>	<u>(115.389.399)</u>	<u>37.321.172</u>
Issuance of shares	78.500.680			78.500.680
Loss for the year			(17.949.902)	(17.949.902)
Transfer to Tax Incentive Reserve		10.342.632	(10.342.632)	-
On December 31, 2021	<u>224.221.404</u>	<u>17.332.479</u>	<u>(143.681.933)</u>	<u>97.871.950</u>

The accompanying notes are an integral part of these financial statements

ZYDUS NIKKHO FARMACÊUTICA LTDA
CASH FLOW STATEMENTS
FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2021
(In Real - BRL)

	2021	2020
CASH FLOW FROM OPERATING ACTIVITIES		
Gain(Loss) for the year	(17.949.902)	(31.334.360)
Adjustments to reconcile the loss for the year with net cash		
Depreciation and amortization (Notes 11 and 12)	2.115.731	1.591.473
Depreciation Right of Use Asset (Note 10)	2.144.858	2.573.465
Net Losses on Financial Assets and Contracts (Note 3.3)	85.082	907.296
Impairment of Intangible Assets (Note 12)	-	1.500.000
Lease liabilities - Interest (Note 10)	289.955	442.217
Deferred Taxes (Note 9)	25.161	(97.365)
Adjustment to Net Realizable Value of Inventory (Note 6)	919.043	959.658
Provisions and reversals (Note 16)	(2.092.242)	(421.430)
Current Income Tax and Social Contribution (Note 23)	1.259.288	-
Monetary and exchange variations	10.974.177	13.699.150
	15.721.053	21.154.465
Decrease (Increase) in operating assets:		
Accounts receivable from clients	8.382.643	(5.565.760)
Inventories	(22.512.279)	(5.177.446)
Others Assets	(310.996)	(8.362.713)
Increase (Decrease) in operating liabilities:		
Suppliers and Other Accounts Payable	(60.804.964)	40.008.158
Other obligations	1.024.471	(2.025.167)
	(76.449.973)	8.697.176
<u>Net cash generated by (invested in) operating activities</u>	(76.449.973)	8.697.176
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of fixed and intangible assets	(970.951)	(851.376)
	(970.951)	(851.376)
<u>Net cash generated by (invested in) investment activities</u>	(970.951)	(851.376)
CASH FLOW FROM FINANCE ACTIVITIES		
Lease payments	(2.575.843)	(2.696.463)
Issuance of shares	78.500.680	-
	75.924.837	(2.696.463)
<u>Net cash generated by finance activities</u>	75.924.837	(2.696.463)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1.496.087)	5.149.338
Opening balance of cash and cash equivalents	6.080.682	931.345
Closing balance of cash and cash equivalents	4.584.595	6.080.682

The accompanying notes are an integral part of these financial statements

Transactions that did not affect cash	2021	2020
Leasing Additions (Asset and Liabilities) - Note 10	958.729	971.280
Write-offs (Asset and Liabilities) - Note 10	-	(221.390)

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

1.1 OPERATIONAL CONTEXT

ZYDUS NIKKHO FARMACÊUTICA LTDA. hereinafter referred to as “Zydus Nikkho” or “Company”, it is a limited liability company, headquartered in the city of Rio de Janeiro, State of Rio de Janeiro, whose purpose is the production, distribution and sale of medicines for human use, operating throughout the national territory.

The issuance of the financial statements was authorized by management on March 29, 2022.

1.2 PRESENTATION OF THE FINANCIAL STATEMENTS

Basis of Preparation

The financial statements were prepared in accordance with accounting practices adopted in Brazil, including the pronouncements issued by the Accounting Pronouncements Committee (CPC) and the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), and evidences all relevant information specific to the financial statements, and only that, which are consistent with those used by management in its management.

The main accounting policies applied in the preparation of these financial statements are presented in note 2.1

The financial statements were prepared considering the historical cost as the basis of value, which in the case of certain financial assets and liabilities has its cost adjusted to reflect the measurement at fair value.

The preparation of the financial statements requires the use of certain critical accounting estimates and also the exercise of judgment by the Company's management in the process of applying the Group's accounting policies. Those areas require a higher level of judgment and are more complex, as well as the areas in which assumptions and estimates are significant for the financial statements, are disclosed in Note 3.1

2.1 Accounting policies

2.1.1 Conversion into Foreign Currency: The financial statements are presented in Real (BRL), which is the Company's functional currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the transaction dates or on the valuation dates. Foreign exchange gains and losses are presented in the income statement.

2.1.2 Cash and cash equivalents: include cash, bank deposits, other short-term investments with high liquidity, with original maturities of three months or less and with an insignificant risk of change in value.

2.1.3 Financial Assets: At initial recognition Financial asset is recognised at fair value plus or minus transaction cost and subsequently it is classified at amortised cost, FVTPL or FVTOCI.

a) Financial assets at amortized cost:

These assets are measured subsequently to the amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized directly in income statement. Any gain or loss on derecognition is recognized in the income statement.

b) Financial assets measured at fair value through profit or loss:

These assets are subsequently measured at fair value through PL.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

c) Financial assets measured at fair value through other comprehensive income:

These assets are measured subsequently at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in income statement. Other net income is recognized in other comprehensive income. Upon derecognition, the result accumulated in other comprehensive income is reclassified to the result.

d) Impairment of financial assets

Expected Credit Model (capital) for measurement and recognition of impairment loss on the following financial assets:

- i Financial assets that are debt instruments, and are measured at amortised cost
- ii Trade receivables or any contractual right to receive cash or another financial asset

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the Company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

ECL impairment loss allowance [or reversal] is recognized as expense/ income in the Statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as na allowance , i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

e) Derecognition: The Company derecognizes a financial asset when the contractual rights to the asset's cash flows expire, or when the Company transfers the contractual rights of receipt to the contractual cash flows on a financial asset in a transaction in which substantially all risks and benefits of ownership of the financial asset are transferred or in which the Company neither transfers nor substantially maintains all the risks and benefits of ownership of the financial asset and also does not retain control over the financial asset.

2.1.4 Financial liabilities Financial liabilities are classified as measured at amortized cost or at fair value through profit or loss. A financial liability is classified as measured at fair value through profit or loss if it is classified as held for trading, is a derivative or is designated as such at initial recognition. Financial liabilities measured at fair value against profit or loss are measured at fair value and the net result, including interest, is recognized in the income statement. Other financial liabilities are subsequently measured at amortized cost using the interest method effective. Interest expense, foreign exchange gains and losses are recognized in income statement.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

a) Derecognition

The Company derecognizes a financial liability when its contractual obligation is withdrawn, canceled or expires. The Company also derecognizes a financial liability when the terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. In the derecognition of a financial liability, the difference between the extinguished book value and the consideration paid (including transferred assets that do not pass through the cash or assumed liabilities) is recognized in the income statement.

The classification of financial instruments is shown in note 3.3.

2.1.5 Accounts receivable from customers: Accounts receivable from customers correspond to amounts receivable from customers for the sale of goods in the normal course of the Company's activities. If the receipt period is equivalent to one year or less, accounts receivable are classified in current assets. Otherwise, they are presented in non-current assets. Accounts receivable from customers are initially recognized at fair value and subsequently measured at amortized cost using the effective interest rate method less the allowance for doubtful accounts (impairment).

2.1.6 Inventories: The inventories are stated at cost or net realizable value, whichever is the lower. The cost of finished products and products in preparation comprises the costs of raw materials, direct labor, other direct costs and indirect production costs (based on operational capacity). The cost of raw materials and packaging, finished goods and in process is determined on Moving Average Method. The Net Realization Value is the estimated selling price in the normal course of business, less the estimated completion costs and the estimated costs necessary to make the sale.

2.1.7 Other current and non-current assets: are presented at net realizable value, stated in current or non-current assets according to their expected realization.

2.1.8 Property, plant and equipment: stated at cost, less accumulated depreciation and losses, due to impairment. Depreciation is recognized based on the estimated useful life of each asset using the straight-line method, so that the cost less its residual value after its useful life is fully written off (except for land and construction in progress). The estimated useful life, residual values and depreciation methods are reviewed at the end of each year, and the effect of any changes in estimates is accounted for prospectively. An item of property, plant and equipment is written off after disposal or when there are no future economic benefits resulting from the continued use of the asset. Any gains or losses on the sale or write-off of an item of property, plant and equipment are determined by the difference between the amounts received on sale and the carrying amount of the asset and recognized in profit or loss.

The estimated useful lives are as follows:

	<u>Minimum Useful Life (Year)</u>
Buildings	10
Plant and equipment	10
Furniture and Fixtures	5
Vehicles	5

Impairment

Impairment of non-financial assets - Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized when the asset's carrying amount exceeds its recoverable amount,

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

which represents the higher of an asset's fair value less its disposal costs and its value in use.

The VLDP (value less its disposal costs) is generally determined based on the present value of the estimated future cash flows arising from the continued use of the asset, including any prospects for expansion and its eventual sale. The VIU (value in use) is determined by the present value of the estimated future cash flows that are expected by the continued use of the asset under its current conditions, without taking into account future developments. These premises are different from those used in the calculation of the VIU (value in use) and, consequently, the calculation of the value in use will probably give a different result from the calculation of the VLDP (value less its disposal costs).

2.1.9 Leases:

Company recognising a right-of-use asset and related lease liability in connection with all operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

As a lessee:

For any new contracts entered into on or after January 1, 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset [the underlying asset] for a period of time in exchange for consideration'.

Measurement and recognition of leases as a lessee:

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date [net of any incentives received]. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments [including in substance fixed], variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes to the in substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

The determination of whether an arrangement is [or contains] a lease is based on the substance of the arrangement at the inception of the lease. Lease under which the Company assumes potentially all the risk and rewards of ownership are classified as finance lease. When acquired, such assets

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

are capitalised at fair value or present value of the minimum lease payment at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense on straight line basis in the Statement of Profit and Loss over the lease term, unless the payments are structured to increase in line with expected general inflation to compensate lessor's expected inflationary cost increases.

2.1.10 Intangible:

a) Goodwill: is represented by the positive difference between the amount paid and / or payable for the acquisition of a business and the net fair value of the assets and liabilities of the acquired subsidiary. Goodwill on acquisitions of subsidiaries is recorded as "Intangible assets". Goodwill is recorded at fair value less accumulated impairment losses. Impairment losses recognized on goodwill are not reversed. Goodwill is tested annually for impairment.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash Generating Units (CGUs)). For the purposes of this test, goodwill is allocated to the Cash Generating Units or groups of Cash Generating Units that are expected to benefit from the business combination from which the goodwill originated, and are identified according to the operating segment. Goodwill is considered to be an asset with an indefinite useful life.

(b) Brands trademarks and registered patents are stated at historical cost less amortization. The assets arising from the business combination are recorded at fair value on the acquisition date. Expenses incurred internally to develop and strengthen a brand are recognized as an expense.

Intangible assets with indefinite useful lives are tested for impairment at least once a year.

(c) Software: acquired software licenses are capitalized based on the costs incurred to acquire them and make them ready to be used.

Defined useful life

	<u>Minimum Useful Life (Years)</u>
Software	5

2.1.11 Suppliers and Other Accounts Payable: These are Obligations payable for goods or services that were acquired in the normal course of business, and are classified as current liabilities if payment is due within a period of up to one year. Otherwise, they are classified as non-current. They are recognized at fair value and subsequently measured at amortized cost using the effective interest rate method.

2.1.12 Other current and non-current liabilities: stated at known or estimated amounts, plus, when applicable, the corresponding charges and / or monetary and exchange variations incurred up to the balance sheet date.

2.1.13 Provision for Tax, Civil and Labor Risks: the provision is recognized in the balance sheet when the Company has a legal or constituted obligation as a result of a past event, and it is probable that the economic resource will be required to settle the obligation. Provisions are recorded based on the best estimates of the specific risks of the liability and duly supported through the assessment of the likelihood of loss being made by the Company's management and legal counsel.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

2.1.14 Income Tax and Social Contribution (Current and Deferred):

(a) Current: Income tax comprises income tax and social contribution. Income tax is calculated on the annual profit at the rate of 15%, plus an additional 10% on profits that exceed Real (BRL) 240 thousand in the period, while the social contribution is calculated at the rate of 9% on the adjusted profit. according to the law, recognized according to the accrual basis.

(b) Deferred: Deferred income and social contribution taxes are recognized, in their entirety, on the differences generated between the assets and liabilities recognized for tax purposes and corresponding to amounts recognized in the Financial Statements. However, deferred income tax and social contribution are not recognized if they are generated in the initial registration of assets and liabilities in transactions that do not affect the tax bases, except in business combination transactions. Deferred income tax and social contribution are determined considering the rates (and laws) in force on the date of preparation of the Financial Statements and applicable when the respective income tax and social contribution are realized. Deferred income tax and social contribution assets are recognized only to the extent that it is probable that there will be a positive tax base for which temporary differences can be used and tax losses can be offset.

2.1.15 Revenue Recognition: Revenue from the sale of goods is recognized as revenue on the basis of customer contracts and the performance obligations contained therein. Revenue is recognised at a point in time when the control of goods or services is transferred to a customer. Control lies with the customer if the customer can independently determine the use of and consume the benefit derived from a product or service. Revenues from product deliveries are recognised at a point in time based on an overall assessment of the existence of a right to payment, the allocation of ownership rights, the transfer of significant risks and rewards and acceptance by the customer.

The goods are often sold with volume discounts/ pricing incentives and customers have a right to return damaged or expired products. Revenue from sales is based on the price in the sales contracts, net of discounts. When a performance obligation is satisfied, Revenue is recognised with the amount of the transaction price [excluding estimates of variable consideration] that is allocated to that performance obligation. Historical experience, specific contractual terms and future expectations of sales returns are used to estimate and provide for damage or expiry claims. No element of financing is deemed presente as the sales are made with the normal credit terms as per prevalent trade practice and credit policy followed by the Company.

2.1.16 Financial Income: are recognized according to the elapsed period, based on the effective interest rate method and are recognized as it is expected to be realized.

2.1.17 Earnings per share: in accordance with IAS 33 / CPC 41 - Earnings per share, the company reconciles net income to the amounts used to calculate basic and diluted earnings per share. The company does not have instruments that have not been included in the earnings per share calculation as they are antidilutive, therefore the result per basic share is the same as the diluted one, as shown:

	<u>2021</u>	<u>2020</u>
Basic and Diluted Result		
Loss for the year for ordinary quotas	(17.949.902)	(31.334.360)
Average number of shares	204.596.234	145.720.724
Loss per basic quota	(0,09)	(0,22)

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

3.1 Significant Accounting Judgments, Estimates and Assumptions:

The preparation of the financial statements in accordance with accounting practices adopted in Brazil requires that Management uses its judgment in determining and recording accounting estimates. Significant assets and liabilities subject to these estimates and assumptions include definition of the useful life of property, plant and equipment and intangible assets with defined useful life, incremental rate on financial leases, goodwill recovery value, expected losses for doubtful accounts receivable and provisions for liabilities.

The settlement of transactions involving these estimates may result in different amounts due to inaccuracies inherent in the process of their determination. Zydus Nikkho's management reviews the estimates at least annually.

3.2 Risk management

The Company's activities are exposed to several financial risks: market risk (currency risk and interest rate risk), credit risk and liquidity risk. Management uses the following methodologies to measure risks:

<u>Risk</u>	<u>Description</u>	<u>Methodology Used to Measure the Impact</u>
Market Risk - Foreign Exchange	Financial liabilities in foreign currency	Sensitivity Analysis
Market Risk - Interest Rate	Long Term Finance Lease Payable	Sensitivity Analysis
Credit risk	Cash and Cash Equivalents, Accounts Receivable from Customers and Contract Assets	Maturity Analysis and Credit Assessment
Liquidity Risk	Suppliers and Leasing	Cash Flow Forecasts

3.3 Classification of Financial Instruments

Financial instruments were classified in the Amortized Cost category.

	<u>2021</u>	<u>2020</u>
Financial Assets		
Cash and Cash Equivalents	4.584.595	6.080.682
Trade Accounts Receivable	46.817.674	55.285.399
Other Financial Assets	4.261.629	5.992.427
TOTAL Financial Assets	55.663.898	67.358.509
Financial Liabilities		
Suppliers and Other Accounts	57.722.787	107.553.574
Financial Leases	1.580.851	2.908.010
Other Financial Liabilities	1.166.488	1.112.533
TOTAL Financial Liabilities	60.470.126	111.574.117

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

Market Risk

(a) Foreign exchange risk

Due to its operation, the Company is exposed to foreign exchange risk, mainly in relation to the dollar currency.

The Company discloses the sensitivity analysis in relation to the variation in the dollar, which may have an impact on its income statement.

<u>Exchange Risk</u>	In Real (BRL)	In Real (BRL)
	<u>2021</u>	<u>2020</u>
Economic Scenario I - Current	(10.974.177)	(13.699.150)
Economic Scenario II - 25% U\$ Increase	(12.360.461)	(25.411.275)
Economic Scenario III - 50% U\$ Increase	(24.720.922)	(50.822.551)

Credit Risk

Credit risk arises from cash and cash equivalents and trade receivable, deposits with banks and other financial institutions.

Bank deposits : The Company maintains its Cash and cash equivalents and Bank deposits with reputed and highly rated banks. Hence, there is no significant credit risk on such deposits

Trade Receivable: The Company trades with recognized and credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Company's exposure to credit losses is not significant.

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision compute the expected credit loss amount.

When estimating expected credit losses (ECL), the Company considers reasonable and bearable information that is relevant and available without undue cost or effort. This includes quantitative and qualitative information and analysis, based on the Company's historical experience, credit assessment and considering forward-looking information. The losses due to the non-recoverability of financial assets were calculated based on the credit risk analysis, which includes the: the individual situation of the clientes, like a Bankruptcies, Judicial reorganisation, Legal cases and Disputes, the situation of the economic group to which they belong, the real guarantees for debts and the assessment of legal advisors, and is considered sufficient to cover possible losses on amounts receivable, in addition to a prospective assessment that takes into account the change or expected change in economic factors that affect expected credit losses (ECL), which will be determined based on in weighted probabilities, when applicable.

Financial assets for which loss allowances is measured using the expected credit loss:

ZYDUS NIKKHO FARMACÊUTICA LTDA**EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021**

	2021	2020
Accounts Receivable Due	44.986.508	51.261.093
Overdue in days		
1 to 30	1.257.791	2.692.120
31 to 60	181.738	579.243
61 to 90	101.678	0
91 to 120	0	71.972
Over 120	3.686.728	3.671.254
TOTAL	50.214.443	58.275.682
Movement	2021	2020
Opening balance	(3.311.687)	(2.404.391)
Add	(458.905)	(1.242.146)
Reversal provision	373.823	334.850
Ending balance	(3.396.769)	(3.311.687)
	2021	2020
Maximum Exposure to Credit Risk	50.214.443	58.275.682
Overdue considered (ECL) (i)	(3.396.769)	(3.311.687)

(i) Considered to all the Banckruptcies, Judicial reorganisation, Legal cases and Disputes.

In 2021, the Company recognized a loss in addition to those estimated in the amount of R\$ 340,413, totaling a loss of financial assets in the income statement of R\$425,496.

Liquidity Risk

The Company's Management monitors the Company's forecasts of liquidity requirements on an ongoing basis in order to seek sufficient cash to meet operating needs. The Company may need to obtain additional funds through bank loans or capital increase.

In the explanatory notes related to the Company's non-derivative financial liabilities, the balances payable between the balance sheet date and the contractual maturity date are shown by maturity.

4 CASH AND CASH EQUIVALENTS

	2021	2020
Cash and Bank Accounts	3.026	2.913
Financial Investments	4.581.569	6.077.769
Cash and Cash Equivalents	4.584.595	6.080.682

Financial investments in securities for trading include Bank Deposit Certificates and investments in bonds and securities, which are recorded at their fair value. The revenue generated by these investments is recorded as financial income.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021

5 ACCOUNTS RECEIVABLE FROM CLIENTS

	<u>2021</u>	<u>2020</u>
Domestic Customers	50.214.443	58.597.086
Provision for <i>Impairment</i> of Accounts Receivable	(3.396.769)	(3.311.687)
Total	46.817.674	55.285.399

The maximum exposure to credit risk at the balance sheet date is the book value of each class of accounts receivable mentioned above. The company does not hold any security as collateral for accounts receivable.

For further information on the Estimated Losses for Doubtful Accounts, it is recommended to read the explanatory note (Risk Management).

6 INVENTORIES

	<u>2021</u>	<u>2020</u>
Finished Goods	7.444.280	5.813.315
In-Process Products	1.615.496	981.321
Goods for Resale	30.395.240	15.762.721
Raw Materials and Packaging	7.594.289	7.460.397
Goods in Transit	7.770.109	2.289.382
Adjustment to Net Realizable Value	(4.258.673)	(3.339.630)
Total	50.560.741	28.967.505

	<u>2021</u>	<u>2020</u>
Movement of net realizable value		
Opening Balance	(3.339.630)	(2.379.972)
(+) Additions	(919.043)	(959.658)
End Balance	(4.258.673)	(3.339.630)

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021

7 OTHER ASSETS

	<u>2021</u>	<u>2020</u>
Taxes to be Recovered	12.874.734	10.764.924
Federal Taxes	213.527	2.462.861
State Taxes	12.661.207	8.302.063
Advances	627.115	1.307.162
to Others	257.768	992.711
To Suppliers	369.347	314.452
Pre paid Expenses	192.989	253.516
Other Assets (non-current assets) - Note 14	714.711	42.152
TOTAL	14.409.549	12.367.755

8 OTHER FINANCIAL ASSETS AND LIABILITIES

	<u>2021</u>	<u>2020</u>
<i>Other Current Financial Asset</i>		
Other Financial Assets (Advances)	614.698	538.201
<i>Other non-current Financial Assets</i>		
Judicial Deposits (non-current assets)	2.494.406	4.353.006
Others:		
Bank (except cash and cash equivalent)	1.152.526	1.101.219
Other non-current Financial Assets	3.646.932	5.454.226
Total Other Financial Assets	4.261.630	5.992.427
Other Financial Liabilities	(1.166.488)	(1.112.533)

Judicial deposits

Civil: It is related to the explanatory note below: "Others";

Labor and Tax: In some situations, due to legal requirements or the presentation of guarantees, judicial deposits are made to guarantee the continuity of the proceedings under discussion. These judicial deposits may be required for lawsuits whose likelihood of loss has been assessed by the Company, based on the opinion of its legal advisors, as probable, possible or remote.

Others

Refers to amounts retained as guarantee for possible contingencies arising from the former subsidiary Química e Farmacêutica Nikkho do Brasil Ltda., Acquired in July 2007. The retained amount is invested in the financial market and in 2021 its revenue was paid at an average rate of 5% for the year 2021 (6% in 2020). The amount will be returned or deducted from payments to the company's former shareholders, within the term stipulated in the contract signed between the parties. The restatement amount is recorded in Non-Current Liabilities in Other Financial Liabilities.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021

9 DEFERRED TAXES

Deferred tax arising from temporary differences in leasing - Right to use real estate.

	2021	2020
Temporary Differences (Non-deductible expenses at year end for Tax Income)		
(+) Temporary Additions - Amortization and Interest	860.998	509.597
(-) Temporary Excusions - Payments	(464.740)	(39.336)
TOTAL	396.258	470.261
Tax Rate	34%	34%
Total Recognized	134.728	159.889
Movement in the Income Statement		
Opening Balance	159.889	62.524
Additions	-	148.905
Realization	(25.161)	(51.540)
Total Balance in Assets	134.728	159.889

The estimate for the recoverability of temporary differences will be made when the payments for this lease start. Soon, the deduction will be allowed in the Income tax calculation base.

10 RIGHT OF USE ASSETS

a) Right Of Use Assets

	Vehicles	Property Rental	Totais
Balance in 2019	3.419.478	737.198	4.156.676
Additions	886.099	85.181	971.280
Amortization	(2.372.089)	(201.376)	(2.573.465)
Write-offs	(212.287)	(9.103)	(221.390)
Balance in 2020	1.721.201	611.900	2.333.100
Additions	885.704	73.025	958.729
Amortization	(1.917.850)	(227.008)	(2.144.858)
Write-offs	-	-	0
Balance in 2021	689.055	457.917	1.146.971

The company rents vehicles for its administrative and commercial area. Depreciation varies according to the term agreed between the lessor and lessee, averaging over 24 months. The amortization period is individual per asset. In addition to vehicles, the Company has a rental property for its administrative and operational area, with a 5-year contract period, with the possibility of renewal.

Current and non-current liabilities due from the lease are as follows:

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021

b) Leasing Payable

Liabilities		
Lease	2021	2020
Opening Balance	2.908.010	4.412.366
Additions	958.729	971.280
(-) Write-offs	-	(221.390)
(-) Payments	(2.575.843)	(2.696.463)
(-) Interest	289.955	442.217
Ending balance	1.580.851	2.908.010
		-
Liabilities		
Lease	2021	2020
2021	-	2.132.828
2022	1.106.599	593.097
2023 on	660.134	541.549
TOTAL	1.766.733	3.267.474

This fee is considered risk free. The schedule presented does not include the interest to be incurred.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021

11 Property, Plant and Equipment

	Capital Work-in-Progress	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Total
Cost of fixed assets						
Balance in 2019	2.332.141	263.000	6.557.839	11.354.673	5.823.824	26.331.477
Additions	616.016	-	-	28.325	207.035	851.376
Write-offs	-	-	-	-	(25.457)	(25.457)
Transfers	(1.238.740)	-	650.783	524.506	63.451	(0)
Balance in 2020	1.709.417	263.000	7.208.622	11.907.504	6.068.853	27.157.396
Additions	423.053	-	-	233.388	314.511	970.951
Write-offs	-	-	-	-	-	-
Transfers	(752.709)	-	538.890	196.102	17.717	-
Balance in 2021	1.379.761	263.000	7.747.512	12.336.994	6.401.081	28.128.347
Accumulated depreciation						
Balance in 2019	-	-	(2.619.127)	(8.226.349)	(3.764.159)	(14.609.635)
Additions	-	-	(322.739)	(638.348)	(540.588)	(1.501.675)
Write-offs	-	-	-	-	25.457	25.457
Transfers	-	-	-	-	-	-
Balance in 2020	-	-	(2.941.866)	(8.864.697)	(4.279.290)	(16.085.853)
Additions	-	-	(413.057)	(664.125)	(507.147)	(1.584.329)
Write-offs	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Balance in 2021	-	-	(3.354.923)	(9.528.822)	(4.786.437)	(17.670.182)
Net in 2020	1.709.417	263.000	4.266.756	3.042.807	1.789.563	11.071.543
Net in 2021	1.379.761	263.000	4.392.589	2.808.172	1.614.644	10.458.165
	Cost of Fixed Assets	(-) Accumulated Depreciation	Net			
Balance in 2019	26.331.477	(14.609.635)	11.721.842			
Additions	851.376	(1.501.675)	(650.299)			
Write-offs	(25.457)	25.457	-			
Transfers	-	-	-			
Balance in 2020	27.157.396	(16.085.853)	11.071.543			
Additions	970.951	(1.584.329)	(613.378)			
Write-offs	-	-	-			
Transfers	-	-	-			
Balance in 2021	28.128.347	(17.670.182)	10.458.165			

ZYDUS NIKKHO FARMACÊUTICA LTDA
**EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021**
12 INTANGIBLE

	Defined useful life	Indefinite useful life			
	Softwares	GoodWill	Brands	Technical Know How	Total
Intangible Cost					
Balance in 2019	3.904.923	36.724.675	3.052.941	2.345.437	46.027.976
<i>Impairment</i>			(1.500.000)		(1.500.000)
Balance in 2020	3.904.923	36.724.675	1.552.941	2.345.437	44.527.976
Additions	-	-	-	-	-
Write-offs					-
Balance in 2021	3.904.923	36.724.675	1.552.941	2.345.437	44.527.976
	Softwares	GoodWill	Brands	Technical Know How	Total
Accumulated Amortization					
Balance in 2019	(1.232.768)	-	(52.941)	-	(1.285.709)
Amortization	(89.798)				(89.798)
Balance in 2020	(1.322.566)	-	(52.941)	-	(1.375.507)
Amortization	(531.402)				(531.402)
Balance in 2021	(1.853.968)	-	(52.941)	-	(1.906.909)
	Intangible Cost	(-) Accumulated Amortization	Net		
Balance in 2019	46.027.976	(1.285.709)	44.742.267		
Additions	-	(89.798)	(89.798)		
<i>Impairment</i>	(1.500.000)		(1.500.000)		
Balance in 2020	44.527.976	(1.375.507)	43.152.469		
Additions	-	(531.402)	(531.402)		
Balance in 2021	44.527.976	(1.906.909)	42.621.067		

The Goodwill is tested annually for ("impairment"), considering the economic basis on which the Goodwill was acquired (future profitability). Goodwill is allocated to Cash-Generating Units (CGUs), identified according to the operating segment (Generics and Brands). The recoverable amount of a CGU is determined based on calculations of the value in use. These calculations use cash flow projections, before income tax and social contribution, based on financial budgets approved by management for a period of five years, being extrapolated to another five years, according to the estimated rate of growth. The growth rate does not exceed the average long-term growth rate of the sector in which the Company currently operates.

13 SUPPLIERS AND OTHER ACCOUNTS PAYABLE

	2021	2020
Related Parties (note 14)	49.441.844	101.645.102
National suppliers	2.387.502	2.389.665
Foreign suppliers	1.037.973	483.293
Other Accounts Payable	4.855.467	3.035.514
Total	57.722.787	107.553.574

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021

14 RELATED PARTIES

Zydu Lifesciences Limited (formerly known as Cadila Healthcare Limited)	2021	2020
Other Non-Current assets (i)	714.711	42.152
Suppliers	49.441.844	101.645.102
Purchases in the period	62.566.286	49.650.000
(i) Credits related to goods from Zydu Lifesciences Limited		

Remuneration of Management Personnel

The total compensation of the company's managers is composed of fixed compensation, which includes salaries and social security contributions.

During 2021 and 2020, there was no compensation linked to post-employment benefits, employment termination benefits, other long-term benefits or share-based compensation.

15 OTHERS LIABILITIES

	2021	2020
Taxes to Pay	4.576.446	3.117.077
Provision for Vacation	3.080.587	3.127.665
Performance Obligation	2.680.335	1.378.496
Restitution Obligation	834.426	1.316.189
Others	-	2.563
Total	11.171.794	8.941.990

The opening balance of the Performance Obligation was fully recognized in Revenue for the current Year. Management estimates that the liabilities related to the performance obligation will be fully recognized in income in the 2022 fiscal year.

The restitution obligation refers to the right of customers to return purchased products. At the time of sale, a refund obligation and the corresponding revenue adjustment are recognized for products that are expected to be returned.

16 PROVISIONS

The Company is a party to lawsuits and administrative proceedings before various courts, government and tax agencies, arising from the course of its operations, involving labor issues, civil aspects and other matters. Based on the information provided by its legal advisors, on the analysis of the pending lawsuits and, regarding labor claims, on the previous experience of the percentage of loss in relation to the amounts claimed, it constituted the constant provision below. Management considers its amount sufficient to cover the probable estimated losses from the lawsuits in progress.

Changes in the provision for civil, tax and labor risks:

Opening balance	7.573.490	7.994.921
(+) Additions	2.299.302	3.817.457
(-) Reversals and Payments	(4.391.544)	(4.238.888)
Total	5.481.248	7.573.490

ZYDUS NIKKHO FARMACÊUTICA LTDA**EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021****17 SHARE CAPITAL**

The Company's share capital, fully subscribed and paid in, in the amount of in Real (BRL) 224,221,404.00 (145.720.724 in 2020), is represented by 224,221,404 (145.720.724 in 2020) registered shares, with a nominal value of Real (BRL) 1.00 each, as follows:

	<u>2021</u>	<u>2020</u>
Zydus Netherland B.V.	224.220.834	145.720.154
Zydus France	570	570
Total	224.221.404	145.720.724

18 TAX INCENTIVE RESERVE

The company have a tax incentive from the Government of the State of Espírito Santo, having a tax reduction called ICMS, since january 2020.

Movement of the tax incentive

Opening balance	6.989.847	-
(+) Tax reduction denominated ICMS (i)	<u>10.342.632</u>	<u>6.989.847</u>
Final Balance	17.332.479	6.989.847

(i) In accordance with Brazilian Accounting Standards (CPC 07), this incentive must be recognized in the income statement (Net Income - No. 19) and control in a specific Shareholders' Equity account is required, until its effective realization, which must occur in accordance with the rules imposed by Brazilian legislation.

19 REVENUE

	<u>2021</u>	<u>2020</u>
Gross Revenue	412.594.574	330.821.848
Returns and Discounts	(216.594.825)	(168.672.766)
Tax Incentive - Note 18	10.342.632	6.989.847
Sales Taxes	<u>(31.850.423)</u>	<u>(27.506.532)</u>
Net Revenue	174.491.958	141.632.397

ZYDUS NIKKHO FARMACÊUTICA LTDA*EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021***20 EXPENSES**

The Company presented the income statement using a classification of expenses based on their function. Information on the nature of these expenses recognized in the income statement is presented below:

	<u>2021</u>	<u>2020</u>
Cost of Products Sold		
Raw materials, packaging and goods for resale	86.073.547	69.848.067
Materials and Energy	2.859.300	2.742.222
Personal Expenses	6.245.723	6.443.589
Depreciation and Amortization	1.022.202	934.679
Others	2.540.061	2.480.289
Total	98.740.832	82.448.846
Administrative and Selling Expenses		
Material Analysis	2.490.044	1.470.090
Commissions and Incentives	3.599.986	6.102.908
Depreciation and amortization	3.238.388	3.230.218
Freight on sale	3.692.154	3.583.845
Property Lease	800.398	734.341
Marketing Expenses	6.932.428	6.584.953
Equipment Rental	352.115	257.713
Vehicle Rental - not related to the right of use	618.060	104.217
Maintenance of Software	2.874.314	2.565.059
Maintenance	247.644	174.083
Scientific Research	1.719.710	957.134
Personal Expenses	38.925.737	36.739.875
Third Party Services	6.977.587	5.507.418
Travel Expenses	781.595	1.192.539
Other Expenses	5.734.698	4.990.206
Total	78.984.855	74.194.598

21 OTHER (EXPENSES) REVENUE

	<u>2021</u>	<u>2020</u>
Other (expenses) revenue		
Labor Causes	(4.358.687)	(3.601.470)
Eventual Revenue	2.332.451	901.099
Tax Credit	-	4.284.933
Other Revenue	377.102	792.200
Total	(1.649.134)	2.376.762

In Other revenue include licenses for the use of brands assigned to customers.

Company used R\$ 4,284,933 of Tax Credit (ICMS,PIS and COFINS) to pay the Indirect Tax on Importation of Goods.

ZYDUS NIKKHO FARMACÊUTICA LTDA

EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021

22 FINANCIAL RESULT

	<u>2021</u>	<u>2020</u>
Financial expenses:		
Bank fees	(106.245)	(148.355)
Discounts for customers when paying	(2.001)	(2.684.473)
Interest on Lease	(289.956)	(442.217)
Tax Financial Operations*	(299.311)	(840)
Financial Charge	(53.955)	(33.002)
Monetary variation	(76.230)	-
Other Financial Expenses	(5.300)	(3.068)
Total	(832.998)	(3.311.955)
Financial income:		
Interest	101.350	453.022
Interest from financial investments	348.732	167.939
Total	450.082	620.962
Financial result	(382.916)	(2.690.994)

* Refers to the Issuance of shares.

23 INCOME TAX

	<u>2021</u>	<u>2020</u>
Profit / (Loss) before Taxes	(16.665.453)	(31.431.725)
Tax effect of non-deductible expenses	37.406.324	17.909.137
Non-taxable income in determining the real profit	(15.107.997)	(14.272.121)
Tax Profit / (Loss)	5.632.873	(27.794.709)
Tax Loss Compensation - Tax rule (only 30%)	(1.689.862)	-
Total Base	3.943.011	(27.794.709)
Effective tax rate	31,94%	-
Expenses with Income Tax and Social Contribution	(1.259.288)	-

24 INSURANCE

The Company maintains insurance for certain fixed assets, as well as civil liability and other contractual guarantees. The summary of policies in effect at December 31, 2021 is as follows:

<u>Object</u>	<u>Insured Amount</u>	<u>Validity</u>
Products, Building and Content	159.949.030	08/2021 a 08/2022
Civil responsibility	1.620.000	02/2021 a 02/2022

ZYDUS NIKKHO FARMACÊUTICA LTDA

*EXPLANATORY NOTES BY MANAGEMENT TO THE FINANCIAL STATEMENTS AS OF
DECEMBER 31, 2021*

25. SUBSEQUENT EVENTS

There are no facts or transactions that under IAS 10 - Subsequent Events have an impact on the financial statements.

26. COVID-19

As per the current assessment of the situation based on the internal and external information available up to the date of approval of these financial results by the Directors, the the company continues to believe that the impact of Covid-19 on its business, assets, internal financial controls, profitability and liquidity, both present and future, would be limited and there is no indication of any material impact on the carrying amounts of inventories, goodwill, intangible assets, trade receivables and other financial assets. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these financial results and the company will closely monitor any material changes to the economic environment and their impact on its business in the times to come.
