

Amdipharm Marketing Limited  
(Registered Number 06062056)

Annual Report and Financial Statements

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For the year ended 31 December 2016



Company No. 06062056

**Company registration number**

06062056

**Registered office**

Capital House  
85 King William Street  
London  
England  
EC4N 7BL

**Directors**

Adeel Ahmad  
Vikram Kamath  
Graeme Duncan

**Secretary**

David Williams

**Solicitors**

Clifford Chance LLP  
10 Upper Bank Street  
London  
E14 5JJ

**Independent auditors**

PricewaterhouseCoopers LLP  
The Atrium, 1 Harefield Road,  
Middlesex UB8 1EX

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## Strategic report for the year ended 31 December 2016

The directors have pleasure in presenting their strategic report for the year ended 31 December 2016. The comparative period is for the year ended 31 December 2015.

### Review of business and future developments

The Company is a wholly owned subsidiary of Amdipharm UK Limited, which is incorporated in the United Kingdom. The Company had no operations during the year except for administrative expenses.

The Statement of Comprehensive Income and Statement of Financial Position are set out on pages 8 and 9 respectively. These show a loss before taxation of £Nil (2015: loss on before taxation of £1,000) and a result for the financial year of £nil (2015: loss of £797) for the year ended 31 December 2016 and net assets at 31 December 2016 of £204 (31 December 2015: net assets of £3,971,524).

### Key performance indicators

The Company had no trade or operations during the year ended 31 December 2016 and hence the directors have not identified any key performance indicators relevant to the business.

### Adoption of FRS101 - with reduced disclosures

During the previous year, the Company adopted FRS101 - Reduced Disclosure Framework and has taken advantage of the disclosure exemptions allowed under this standard. The Company's Parent undertaking, Amdipharm UK Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions.

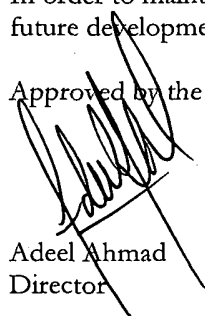
### Principal risks and uncertainties

The management of the business and the nature of the Company's strategy are subject to the following risks:

#### *Liquidity risk*

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses intercompany finance.

Approved by the Board on ~~25<sup>th</sup> SEP 2017~~ and signed on its behalf by:



Adeel Ahmad  
Director

## Directors' report for the year ended 31 December 2016

The directors present their annual report and the audited financial statements for the year ended 31 December 2016.

### General information:

The Company is incorporated in United Kingdom as a limited company. The registered office of the Company is situated at Capital House, 85 King William Street, London EC4N 7BL. Amdipharm UK Limited, United Kingdom is the immediate holding company which holds 100% of the equity shares of the Company. The ultimate holding company is Concordia International Corp. (previously known as Concordia Healthcare Corp.).

### Future developments:

The Company is an intermediate company and there are no current future plans to amend this.

### Dividends:

During the year, dividend of £3,971,320 (2015: £Nil) was recommended for payment by the Directors.

### Directors:

The directors who served the Company were as follows:

John Beighton (resigned on 31 December 2016)  
Adeel Ahmad (appointed on 8 January 2016)  
Antonie Pieter van Tiggelen (resigned on 8 January 2016)  
Graeme Duncan (appointed on 31 December 2016)  
Vikram Kamath

### Directors' indemnities:

Concordia International Corp. maintains liability insurance for its directors. For the purposes of the Companies Act 2006, Concordia International Corp. provides indemnity insurance for its directors and company secretary for qualifying third party provisions, this insurance was in place for the full year ending 31 December 2016 and remains in place at the date of signing of these financial statements.

### Statement of directors' responsibilities:

The directors are responsible for preparing the Strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have prepared the financial statements in accordance with applicable laws and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practices), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;

## Directors' report for the year ended 31 December 2016 (continued)

### Statement of directors' responsibilities (continued)

- notify the Company's Shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Statement of disclosure of information to independent auditors:

In so far as the directors are aware:

- there is no relevant audit information of which the Company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

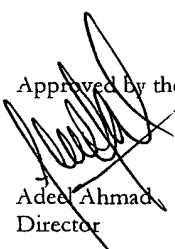
### Going concern:

The financial statements have been prepared on a going concern basis, on the basis of directors' assessment of the company's financial position. On this basis, the directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future and, as such, they continue to adopt the going concern basis of accounting in preparing the financial statements.

### Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

Approved by the Board on <sup>25<sup>th</sup></sup> SEPT 2017 and signed on its behalf by:

  
Adeel Ahmad  
Director

# ***Independent auditors' report to the members of Amdipharm Marketing Limited***

## **Report on the financial statements**

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### **Our opinion**

In our opinion, Amdipharm Marketing Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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### **What we have audited**

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Statement of Financial Position as at 31 December 2016;
- the Statement of Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements; which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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## **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' report. We have nothing to report in this respect.

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## **Other matters on which we are required to report by exception**

### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

# ***Independent auditors' report to the members of Amdipharm Marketing Limited (continued)***

## **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

## **Responsibilities for the financial statements and the audit**

### **Our responsibilities and those of the directors**

As explained more fully in the Statement of directors' responsibilities set out on pages 4 and 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' report, we consider whether those reports include the disclosures required by applicable legal requirements.



Sarah Quinn (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Uxbridge  
25<sup>th</sup> September 2017



# Statement of Comprehensive Income for the year ended 31 December 2016

|   | Note | Year ended<br>31 December<br>2016<br>£ | Year ended<br>31 December<br>2015<br>£ |
|---|------|--|--|
| Administrative expenses   | 4    | -                                      | (1,000)                                |
| <b>Result/loss from operations and before taxation</b>                      |      | <b>-</b>                               | <b>(1,000)</b>                         |
| Income tax income   | 6    | -                                      | 203                                    |
| <b>Result/loss and total comprehensive result<br/>/expense for the year</b> |      | <b>-</b>                               | <b>(797)</b>                           |

The accompanying accounting policies and notes on pages 11 to 14 form an integral part of these financial statements.

There was no other comprehensive income in 31 December 2016 or 31 December 2015.

## Statement of Financial Position as at 31 December 2016

|   | Note | As at 31<br>December<br>2016<br>£ | As at 31<br>December<br>2015<br>£ |
|---|------|-----------------------------------|-----------------------------------|
| <b>Current assets</b>                                 |      |                                   |                                   |
| Debtors   | 7    | 204                               | 10,542,606                        |
|   |      | <u>204</u>                        | <u>10,542,606</u>                 |
| <b>Creditors: amounts falling due within one year</b> | 8    | -                                 | (6,571,082)                       |
| <b>Net current assets</b>                             |      | <u>204</u>                        | <u>3,971,524</u>                  |
| <b>Total assets less current liabilities</b>          |      | <u>204</u>                        | <u>3,971,524</u>                  |
| <b>Equity</b>   |      |                                   |                                   |
| Called up share capital                               | 9    | 100                               | 100                               |
| Profit and loss account                               |      | 104                               | 3,971,424                         |
| <b>Total equity</b>                                   |      | <u>204</u>                        | <u>3,971,524</u>                  |

The accompanying accounting policies and notes on pages 11 to 14 form an integral part of these financial statements.

The financial statements on pages 8 to 14 were approved by the Board of Directors on **25<sup>th</sup> SEPT 2017** and signed on its behalf by:

  
Adeel Ahmad

Director

Company Registration Number: 06062056

## Statement of Changes in Equity for the year ended 31 December 2016

|  | Called up share<br>capital<br>£ | Profit and Loss<br>account<br>£ | Total equity<br>£ |
|--|---------------------------------|---------------------------------|-------------------|
| Balance at 1 January 2016  | 100                             | 3,971,424                       | 3,971,524         |
| Results for the financial year and<br>total comprehensive result for the<br>year | -                               | -                               | -                 |
| Transaction with owners  |                                 |                                 |                   |
| Payment of dividend  | -                               | (3,971,320)                     | (3,971,320)       |
| Balance at 31 December 2016  | 100                             | 104                             | 204               |

## Statement of Changes in Equity for the year ended 31 December 2015

|  | Called up share<br>capital<br>£ | Profit and Loss<br>account<br>£ | Total equity<br>£ |
|--|---------------------------------|---------------------------------|-------------------|
| Balance at 1 January 2015                                      | 100                             | 3,972,221                       | 3,972,321         |
| Loss for the financial year and total<br>comprehensive expense | -                               | (797)                           | (797)             |
| Balance at 31 December 2015                                    | 100                             | 3,971,424                       | 3,971,524         |

The accompanying accounting policies and notes on pages 11 to 14 form an integral part of these financial statements.

**Notes to the financial statements****1 General information**

Amdipharm Marketing Limited (‘the ‘Company’) is incorporated in United Kingdom as a limited company.

Amdipharm UK Limited, incorporated in the United Kingdom, is the ‘immediate holding company’ which holds 100% of the equity shares of the Company. The Group is engaged in development, marketing, trading and distribution of pharmaceuticals products.

**2 Summary of significant accounting policies**

The principle accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years unless otherwise stated.

**Basis of preparation**

The financial statements have been prepared in accordance, with Financial Reporting Standard 101, ‘Reduced Disclosure Framework’ (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings and derivative financial assets and financial liabilities measured at fair value through profit or loss, and in accordance with the Companies Act 2006, as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

**Summary of disclosure exemptions**

The following disclosure exemptions were taken by the Company:

- Paragraph 16 of IAS 1, ‘Presentation of financial statements’ relating to statement of compliance with all IFRS.
- IAS 7 “Statement of cash flows”
- Paragraph 17 of IAS 24, ‘Related party disclosures’ (key management compensation).
- The requirements in IAS 24, ‘Related party disclosures’ to disclose related party transactions entered into between two or more members of a group.

**Notes to the financial statements (continued)****2 Summary of significant accounting policies (continued)****Going concern**

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report. On the basis of their assessment of the company's financial position the directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

The directors have reviewed the principal accounting policies and consider they remain the most appropriate for the Company. The principal accounting policies of the Company are set out below.

**Changes in accounting policy and disclosures****(a) New standards, amendments and interpretations**

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 January 2016 have had a material impact on the group or parent company.

**(b) New standards, amendments and interpretations not yet adopted**

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2016, and have not been applied in preparing these financial statements. None of these is expected to have a significant effect on the financial statements of the group or parent company.

**Income taxes**

Income taxes are comprised of current and deferred taxes. These taxes are accounted for using the liability method.

Current tax is recognised in connection with income for tax purposes, unrealised tax benefits and the recovery of tax paid in a prior period. The determination of income for tax purposes requires interpretation of the relevant rules and judgement therefore an unrealised tax benefit may arise in connection with taxation years that have not yet been reviewed by the relevant tax authority. If appropriate, an unrealised tax benefit will be realised in the reporting period in which the Company determines that realisation is not in doubt. Current tax is measured at the tax rate applicable to the taxation period during which the income for tax purposes arose.

Income taxes are recognised in the statement of income (loss), except when they relate to an item that is recognised in other comprehensive income or directly in equity, in which case, the taxes are also recognised in other comprehensive income or directly in equity respectively. Where income taxes arise from the initial accounting for a business combination, these are included in the accounting for the business combination.

There is no deferred tax, recognised or otherwise, in this Company.

**Trade receivables**

Trade receivables do not carry any interest and are stated at cost.

**Trade payables**

Trade payables are not interest bearing and are stated at their fair value.

## Notes to the financial statements (continued)

**3 Judgements in applying accounting policies and key sources of estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company has had limited transactions during the period and items on the Statement of Financial Position relate to mainly inter group balances, there is therefore no significant judgements or sources of estimation uncertainty.

**4 Administrative expenses**

|                              | Year ended<br>31 December<br>2016<br>£ | Year ended<br>31 December<br>2015<br>£ |
|------------------------------|--|--|
| Legal and professional costs | -                                      | 1,000                                  |
|                              | <u>-</u>                               | <u>1,000</u>                           |

Certain costs, including staff related costs and auditors' remuneration of are borne by a fellow group undertaking and is re-charged to the Company.

**5 Directors and employees**

All directors and staff of Amdipharm Marketing Limited are employed by Concordia International Rx (UK) Limited (formerly known as Amdipharm Mercury Company Limited). These directors and staff have not received remuneration from the Company, therefore, their remuneration has been disclosed in the financial statements of the relevant company from which remuneration is received.

**6 Income tax income****(a) Analysis of tax credit in the year**

|   | Year ended<br>31 December<br>2016<br>£ | Year ended<br>31 December<br>2015<br>£ |
|---|--|--|
| Current tax:  |  |  |
| UK Corporation tax charge/(credit) based on the results for the year at 20% (2015:20.25%) | -                                      | 203                                    |
| Total current tax (Refer Note (b) below)  | <u>-</u>                               | <u>203</u>                             |

**(b) Factors affecting current tax credit**

There is no profit /(loss) during the current year and therefore there is no tax charge/ (credit).

|   | Year ended<br>31 December<br>2016<br>£ | Year ended<br>31 December<br>2015<br>£ |
|---|--|--|
| Result/(loss) before taxation                           | -                                      | (1,000)                                |
| Tax credit on ordinary activities at 20% (2015: 20.25%) | -                                      | 203                                    |
| Total tax credit  | <u>-</u>                               | <u>203</u>                             |

## Notes to the financial statements (continued)

## 7 Debtors

|                                    | As at 31<br>December<br>2016<br>£ | As at 31<br>December<br>2015<br>£ |
|------------------------------------|-----------------------------------|-----------------------------------|
| Amounts owed by group undertakings | -                                 | 10,542,402                        |
| Corporation tax recoverable        | 204                               | 204                               |
|                                    | <u>204</u>                        | <u>10,542,606</u>                 |

Amounts owed by group undertakings are interest free and repayable on demand.

## 8 Creditors: amounts falling due within one year

|                                    | As at 31<br>December<br>2016<br>£ | As at 31<br>December<br>2015<br>£ |
|------------------------------------|-----------------------------------|-----------------------------------|
| Amounts owed to group undertakings | -                                 | 6,570,082                         |
| Accruals                           | -                                 | 1,000                             |
|                                    | <u>-</u>                          | <u>6,571,082</u>                  |

Amounts owed to group undertakings are interest free and repayable on demand.

## 9 Called up share capital

Authorised share capital:

|   | As at 31<br>December<br>2016<br>£ | As at 31<br>December<br>2015<br>£ |
|---|-----------------------------------|-----------------------------------|
| 100 ordinary shares(2015: 100) of £1 each                                       | <u>100</u>                        | <u>100</u>                        |
|   | As at 31<br>December<br>2016<br>£ | As at 31<br>December<br>2015<br>£ |
| Allotted, called up and fully paid<br>100 (2015: 100) ordinary share of £1 each | <u>100</u>                        | <u>100</u>                        |

## 10 Related Party Disclosures

The Company has taken advantage of the exemption available under FRS 101 from disclosing related party transactions entered into between members of the same Group. There are no transactions with related parties which are external to the Group.

The immediate Parent undertaking is Amdipharm UK Limited. The ultimate Parent undertaking is Concordia International Corp. (formerly known as Concordia Healthcare Corp.), a company incorporated in Canada. The ultimate Parent Company consolidates the financial statements of the Company. A copy of the Consolidated Financial Statements can be obtained from the Vice – President of Investor relations at 277 Lakeshore Rd, East, Suite 302, Oakville, Ontario, L6J 1H9.