



Tax Strategy

FY2021

Introduction

This document sets out the UK tax strategy of the Pharmanovia group in conducting its tax affairs and dealing with tax risks. This strategy is applicable to all the companies outlined in Appendix A (collectively referred to as 'Pharmanovia', or 'the Group') for the year ending 31 March 2022 and is published in compliance with paragraph 16(2) of Schedule 19 of the Finance Act 2016. This tax strategy has been approved by the Directors of the Company and by the Advisory Committee (AdCo) and will be reviewed on an annual basis.

This strategy applies from the date of publication until it is superseded. References to 'UK Taxation' or 'UK Tax' are to the taxes and duties set out in paragraph 15(1) of the Schedule, which includes Income Tax, Corporation Tax, PAYE, NIC, VAT, Insurance Premium Tax, Customs Duties and Stamp Duty Land Tax.

Overview

The principal activity of the Group is the sale, marketing, and distribution of high-quality branded prescription medicines to patients, prescribers, and healthcare providers across the globe. Pharmanovia specialises in the late-stage activities of development, co-development, licencing, and acquisition.

The Group sells its portfolio in over 140 markets across the world through a network of distribution partners. From an operational perspective, it allocates these markets to General Managers by region: North America, Latin America, Western Europe, Nordics, Eastern Europe, Middle East & North Africa, South East Asia and Australasia. From a strategic perspective, market dynamics tend to vary between established markets (i.e., North America, Western Europe, Nordics, and Australasia, in which the Group operates a direct/consignment model) and emerging markets (i.e., the rest of the world, in which it operates an indirect/export model).

The Group partners with leading global manufacturers to produce its medicines in a way that maintains high quality and competitive cost structures. It has a network of over 25 Contract Manufacturing Operations (CMOs) that manufacture the products for multiple territories and fulfil local requirements for packaging, quality, and cost.

The Group now operates a portfolio of over 20 medicines. The portfolio includes Anaprox/Naprosyn® (naproxen), Bonviva®/Bondronat® (ibandronic acid), Dipentum® (olsalazine), Kytril® (granisetron), Toradol® (ketorolac), Inderal® (propranolol), Rocaltrol® (calcitriol), Tenoretic® (atenolol + chlorthalidone), Tenormin® (atenolol), Zestril® (lisinopril) and Zestoretic® (lisinopril + hydrochlorothiazide), and Valium® (diazepam) which the Group acquired in previous years. The Group also acquired Pharmanovia Belgium B.V and Pharmanovia Benelux B.V on 30 October 2020 which has strengthened the Group's position in the Benelux region.

The Group's tax strategy is underpinned by the following principles:

- To comply fully with all applicable tax laws, rules, and regulations in all the territories in which it operates
- To adopt an open and transparent approach to dealing with tax authorities, seeking to resolve issues in a constructive and cooperative manner
- To manage the Group's tax affairs with care, integrity, and professionalism, and in line with commercial business objectives and decisions, and the Group's approach to corporate governance and risk management

Risk Management and Governance

The Group takes a very conservative approach to manage tax risk and comply with all UK and Global tax requirements in Direct and Indirect Taxes:

- Taxes are a direct responsibility of the Chief Financial Officer (CFO), who is supported internally by the finance team (which includes the Manager of Indirect Tax), and externally by reputable professional tax advisers. The overall responsibility for tax rests with the Directors of the Company who are updated regularly on tax matters by the CFO and finance team.
- The Group is subject to laws and regulations that directly affect its financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation and taxation legislation, and assesses the extent of compliance with these laws and regulations as part of its procedures on the related financial statement items.
- Pharmanovia is within the Senior Accounting Officer (SAO) regime for the year ending 31 March 2022, and as such has appointed an SAO from 1 April 2021 to ensure that reasonable steps are taken to establish, maintain and monitor the adequacy and fit for purpose of its tax accounting arrangements to ensure the production of accurate tax returns. The SAO will be required to confirm by way of a certificate to HMRC whether the tax processes in the period are appropriate and identify and disclose any areas that do not meet the requirements to HMRC as part of the Certification Process.

Tax planning

The Group's tax planning is heavily influenced by its commercial strategy for growth and corresponding decisions to finance the business. Pharmanovia has historically grown through the acquisition of established medicines and has financed this growth with external debt. As a result, the Group does not engage in aggressive or artificial tax arrangements. Tax planning is based on the commercial and economic substance of the Group's operations and is only carried out to the extent it is permitted by the tax legislation.

For example, Pharmanovia's strategy includes the development of its own molecules through Product Development, and as such uses accepted tax planning and legislative reliefs such as the UK R&D tax relief scheme, with the support of external tax advisers. The Group only utilizes tax reliefs and allowances prescribed by the legislation in the way in which they are intended to be used and in support of its commercial objectives.

Operationally and commercially, Pharmanovia tries to maintain the global footprint of its molecules as well as optimize the sourcing strategy for the Group. As part of executing the global footprint and its business in over 120 countries, Pharmanovia has developed a consistent Transfer Pricing (TP) strategy to ensure that geographic expansion is executed with excellence. This has been developed with the support of external advisers and is executed in accordance with UK and international tax legislation. The Group is fully committed to complying with Transfer Pricing rules globally.

The CEO of Pharmanovia and the Executive Team are involved in the determination of the Group's tax planning through the Budget and Long-Range Plan (LRP) that determine the overall tax position, and this is also reviewed through the Annual Report and Consolidated Financial Statements. These plans are ultimately approved by the AdCo.

Tax Risk

The Group has a low-risk appetite, and this is consistent with the Group's approach to tax risk management and the Directors attitude to tax planning.

Working with HMRC

The Group communicates with HMRC in an open and direct way, and where possible and appropriate the Group would seek to be proactive with HMRC to ensure that any issues arising are resolved efficiently.

Appendix A

Entities covered by this tax strategy:

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|------------------------------|---------------------------------------|
| • Pharmanovia Holdco Limited | • Atnahs Pharma UK Limited |
| • Pharmanovia Bidco Limited | • Atnahs Pharma US Limited |
| • Pharmanovia Midco Limited | • Marlborough Pharmaceuticals Limited |