Company Number: 08114919

Report and financial statements for the year ended 31 December 2022

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Strategic Report

For the year ended 31 December 2022

Introduction

We are pleased to present the annual report and financial statements of Aegerion Pharmaceuticals Limited for the year ended 31 December 2022. As used herein, references to "we", "us", "Amryt" or the "Group" in this annual report shall mean Amryt Pharma plc and its world-wide subsidiaries, collectively. References to the "Company" in this annual report shall mean Aegerion Pharmaceuticals Limited.

Aegerion Pharmaceuticals Limited is a Company incorporated in England and Wales. Details of the registered office, the officers and advisers to the Company are presented in the Company Information section at the end of this report. The accounts have been prepared in GBP ("£").

Principal Activity, Review of Business and Future Developments

Aegerion Pharmaceuticals Limited was incorporated on 21 June 2012 to prepare the launch of the first orphan drug product of Amryt Pharmaceuticals Inc. (formerly Aegerion Pharmaceuticals, Inc.) and subsidiaries (the "Aegerion Group"), Lomitapide. Lomitapide was approved by the European Medicines Agency in July 2013 under the brand name Lojuxta. In July 2016, the Aegerion Group out licensed the distribution of Lojuxta in the main European and Middle Eastern territories to Amryt. Following this, the Company and its subsidiaries ceased all activities in relation to Lojuxta and focused on the commercial development of its second orphan drug product metreleptin on the EMEA market. This product was approved by the European Medicines Agency to treat the complications of leptin deficiency in patients with generalized or severe partial lipodystrophy in July 2018 under the brand name Myalepta.

Aegerion Pharmaceuticals Limited has seven European subsidiaries; three of them are Limited Risk Distributors (Amryt Pharma GmbH (formerly named Aegerion Pharmaceuticals GmbH) in Germany, Amryt Pharmaceuticals SAS in France and Aegerion Pharmaceuticals SL in Spain) and the four others are local Service providers (Aegerion Pharmaceuticals SRL in Italy, Amryt Turkey Ilac Ticaret in Turkey, Aegerion Pharmaceuticals BV in The Netherlands and Aegerion Pharmaceuticals SARL in Switzerland).

Aegerion Pharmaceuticals Limited is an indirect fully owned subsidiary of Amryt Pharma plc (formerly named Amryt Pharma Holdings Limited), a UK registered Company. Its immediate parent is Aegerion Pharmaceuticals Ltd., a Company incorporated in Bermuda, and the shareholding of the Company by Amryt Pharma plc is via through other fellow Group entities Amryt Pharma Holdings Limited, a UK registered Company, Amryt Pharmaceuticals Inc., a US Company, and Aegerion International limited, a Bermudan Company.

Amryt Pharma plc is a commercial stage pharmaceutical Company focused on acquiring, developing and delivering innovative new treatments that help improve the lives of patients with rare and orphan diseases. The Group has built a diverse portfolio of commercial and development stage assets and the Group's ambition is to become a world leader in rare and orphan diseases. The Group continues to review new opportunities and the Board is active in seeking to expand the Group's commercial product portfolio.

Aegerion Pharmaceuticals Limited provides management services to Amryt Pharmaceuticals DAC on an arm's length basis.

Strategic Report

For the year ended 31 December 2022

Strategy and Principal Activities

Aegerion Pharmaceuticals Limited employed certain individuals in the UK to support the activities of its fellow group company based in Ireland, Amryt Pharmaceuticals DAC. The cost of employee and their associated expenses are invoiced to Amryt Pharmaceuticals DAC on an arms' length basis.

Financial review

The Company continues to support the Amryt Group as a service entity and holds the intellectual property for the development, manufacture and commercialisation of Metreleptin in the EMEA region ("EMEA IP").

The level of activities in the Company during the year ended 31 December 2022 were limited mainly to intercompany related transactions. Intercompany turnover, based on cost plus recharges and royalties on sales of metreleptin by Amryt Pharmacueticals DAC are in line with prior year. The Company does not generate any third party revenues since the transfer of its Myalepta business to Amryt Pharmaceuticals DAC in 2020.

Turnover consists of intercompany royalty and cost plus recharges to Amryt Pharmaceuticals DAC. Cost of sales consisted of the amortisation of the intangible asset held by the Company and administration expenses relate to employee costs and miscellaneous costs of the Company.

Principal Risks and Uncertainties

The Company is subject to risk factors relating to the business and operations of the Group in the healthcare industry. The success of the Group depends on its ability to engage in appropriate product selection and to attract sufficient funding to successfully develop these products.

Organisational Risk

The Company is dependent on the experience and skills of the Group's executive Directors and senior management to successfully execute its strategy. The loss of such key contributors would present a risk to the business. The ability to continue to attract and retain employees with the appropriate expertise and skills cannot be guaranteed.

Competition Risk

The biotechnology and pharmaceutical industries are very competitive. The Group's competitors include major multinational pharmaceutical companies, biotechnology companies and research institutions. Many of its competitors have substantially greater financial, technical and other resources, such as larger research and development staff. The Group's competitors may succeed in developing, acquiring or licensing drug product candidates that are earlier to market, more effective or less costly than any product candidate which the Group is currently developing or which it may develop and this may have a material adverse impact on the Group.

Funding Risk

Significant funds are required to continue the development of the Group's product portfolio. There is also no certainty that it will be possible to raise any additional funds at all or on acceptable terms. Debt financing, may place restrictions on the financial operating activities of the Group and Company. If the Group is unable to obtain additional financing as required, it may be required to reduce the scope of its operations.

Strategic Report

For the year ended 31 December 2022

Key Performance Indicators

The key indicators of performance for the Company are revenues and operating profit. It is important for the Company to have a successful infrastructure in place in order to be able to properly support its parent Company.

Approval

This strategic report was approved by the Board on 13 July 2023.

Ailish Hogan

Director

Directors' Report

For the year ended 31 December 2022

Directors

The Directors who served on the Board during the period and to the date of this report are as follows:

David Glennane

John McEvoy (Resigned on 26 May 2023)

Matthew Hammond Wiggetts (Appointed on 26 May 2023)

Ailish Hogan (Appointed on 26 May 2023)

Andrew Philip Dickinson (Appointed on 26 May 2023)

Qualifying Third Party Indemnity Provisions

The Group has put in place qualifying third party indemnity provisions for all of the Directors of the Company which was in force at the date of approval of this report.

Dividends

The Directors do not recommend the payment of a dividend in 2022 or 2021.

Likely Future Developments in the Business of the Company

As noted above, the Company will continue to support the group and will continue to hold the IP related to Myalepta in the EMEA region.

Existence of branches of the Company outside of the United Kingdom

The Company has no branches outside the United Kingdom.

Events after the Reporting date

Events after the reporting date are set out in note 15 to the Financial Statements.

Research and Development Activities

There were no research and development costs incurred during the financial year ended 31 December 2022 and 2021.

Disclosure of Information to the Auditors

The Directors, at the time when this Directors' report is approved, have confirmed that:

- So far as they are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- They have taken all the steps that ought to have been taken as Directors in order to be aware
 of any relevant audit information and to establish that the Company's auditors are aware of
 that information.

Going Concern

Having considered the Company's current financial position and the groups cashflow projections, the Directors believe that the Company will be able to continue in operational existence for at least the next 12 months from the date of approval of these financial statements and that it is appropriate to continue to prepare the financial statements on a going concern basis.

The Company made a loss of £3,196,384 for the financial year ended 31 December 2022 (2021: loss of £8,707,075) but its current assets exceed current liabilities by £5,339,936 as at 31 December 2022 (2021: £3,162,968).

Directors' Report

For the year ended 31 December 2022

The Company is dependent on Amryt Pharma plc for financial support and have received assurances that it will obtain the funds necessary from Amryt Pharma plc to continue its operations for a period of at least 12 months from the date of approval of the financial statements.

One of the key considerations for the Directors in assessing the going concern assumption is the ability of Amryt Pharma plc to continue to provide financial support to the Company for the foreseeable future.

As part of their inquiries, the Board of Directors reviewed budgets, projected cash flows, and other relevant information for a period not less than 12 months from the date of approval of the financial statements for the year ended 31 December 2022.

Key considerations in assessing the going concern assumption included, but were not limited to, the significant cash balance held by the Company along with consistent positive operating cash flows, the continued growth in existing commercial products, the positive impact from the increase in revenues from commercial sales of product candidates and additional indications of commercial products, if approved. The new product candidates include Filsuvez® (Oleogel S-10), which the CHMP adopted a positive opinion on 22 April 2022, recommending the approval of Filsuvez® in the EU for the treatment of partial thickness wounds associated with dystrophic and junctional EB in patients six months and older. Additional indications include the development for Mycapssa® in patients with carcinoid symptoms stemming from neuroendocrine tumors ("NET") and label expansion for metreleptin in the treatment of partial lipodystrophy metreleptin ("PL") in the US, each of which represent significant commercial opportunities.

On this basis, the Directors are satisfied that Amryt Pharma plc has the funds necessary to continue to support the Company to achieve its strategic objective and thus are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

Employees

The Company is fully committed to ensuring the well-being, safety and welfare of its employees and maintain a safe and healthy working environment with no unfair discrimination. The Company aims not to discriminate because of age, disability, sex or sexual orientation, race, religion or belief. This is captured in our dedicated whistleblowing hotline. The Company continues to monitor policies to ensure that they promote a healthy corporate culture.

Matters covered in the Strategic Report

As permitted by section 414 (c) (11) of the Companies Act 2006, the Directors have elected to disclose information required to be in the Directors' report by Schedule 7 of the "Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008", in the Strategic report.

Auditors

The auditor, Grant Thornton, will continue in office in accordance with section 485 of the Companies Act 2006.

On behalf of the board

Ailish Hogan Director

Date: 13 July 2023

Directors' Responsibilities Statement

For the year ended 31 December 2022

The directors are responsible for preparing the 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 the law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company financial statements and apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; 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. The directors 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.

This report was approved by the Board on 13 July 2023 and signed on its behalf by:

On behalf of the board

Ailish Hogan Director

Date: 13 July 2023



Independent auditor's report to the members of Aegerion Pharmaceuticals Limited

Opinion

We have audited the financial statements of Aegerian Pharmaceuticals Limited ("the Company"), which comprise the Statement of Comprehensive Loss, Statement of Financial Position and Statement of Changes in Equity for the year ended 31 December 2022, and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and accounting standards issued by the Financial Reporting Council including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, Aegerion Pharmaceuticals Limited's financial statements:

- give a true and fair view in accordance with United Kingdom Generally Accepted Accounting
 Practice of the assets, liabilities and financial position of the Company as at 31 December 2022
 and of its financial performance for the year then ended; and
- have been properly prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs') and applicable law. Our responsibilities under those standards are further described in the 'Responsibilities of the auditor for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in United Kingdom, including the FRC's Ethical Standard and the ethical pronouncements established by Chartered Accountants Ireland, applied as determined to be appropriate in the circumstances for the Company. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.



Independent auditor's report to the members of Aegerion Pharmaceuticals Limited (continued)

Other information

Other information comprises information included in the annual report, other than the financial statements and our auditor's report thereon, including the Directors' Report and Strategic Report.

The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report and Strategic Report. We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Independent auditor's report to the members of Aegerion Pharmaceuticals Limited (continued)

Responsibilities of management and those charged with governance for the financial statements

As explained more fully in the Directors' Responsibilities Statement, Management is responsible for the preparation of the financial statements which give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102, and for such internal control as directors determine necessary to enable the preparation of financial statements are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Responsibilities of the auditor for the audit of the financial statements

The objectives of an auditor are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes their opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of an auditor's responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatement in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with Data Privacy laws and Employment law and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and local tax legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting



Independent auditor's report to the members of Aegerion Pharmaceuticals Limited (continued)

inappropriate journal entries to manipulate financial performance and management bias through judgements and assumptions in significant accounting estimates, in particular in relation to significant one-off or unusual transactions. We apply professional scepticism through the audit to consider potential deliberate omission or concealment of significant transactions, or incomplete/inaccurate disclosures in the financial statements.

In response to these principal risks, our audit procedures included but were not limited to:

- enquiries of management on the policies and procedures in place regarding compliance with laws
 and regulations, including consideration of known or suspected instances of non-compliance and
 whether they have knowledge of any actual, suspected or alleged fraud;
- inspection of the Company's regulatory and legal correspondence and review of minutes of director's meetings during the year to corroborate inquiries made;
- gaining an understanding of the internal controls established to mitigate risk related to fraud;
- discussion amongst the engagement team in relation to the identified laws and regulations and regarding the risk of fraud, and remaining alert to any indications of non-compliance or opportunities for fraudulent manipulation of financial statements throughout the audit;
- identifying and testing journal entries to address the risk of inappropriate journals and management override of controls;
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;
- challenging assumptions and judgements made by management in their significant accounting estimates, including impairment assessment of financial assets; and
- review of the financial statement disclosures to underlying supporting documentation and enquiries of management.

The primary responsibility for the prevention and detection of irregularities including fraud rests with those charged with governance and management. As with any audit, there remains a risk of non-detection or irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or override of internal controls.



Independent auditor's report to the members of Aegerion Pharmaceuticals Limited (continued)

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Stephen Murray (Senior Statutory Auditor)

For and on behalf of

Stephen Murray

Grant Thornton

Chartered Accountants & Statutory Auditors

Dublin

Ireland

26 July 2023

Statement of Comprehensive Loss

For the year ended 31 December 2022

		31 December 2022	31 December 2021
	Note	£	£
Turnover	.3	2,377,541	2,387,793
Cost of sales		(3,809,788)	(3,588,118)
Gross loss		(1,432,247)	(1,200,325)
Administrative expenses		(42,100)	(4,213,209)
Impairment charge	10	(1,621,038)	(3,200,452)
Operating loss	4	(3,095,385)	(8,613,986)
Interest payable and expenses	5	(100,999)	(93,089)
Loss on ordinary activities before taxation		(3,196,384)	(8,707,075)
Tax on ordinary activities	6	_	_
Loss on ordinary activities after taxation		(3,196,384)	(8,707,075)
Other comprehensive income		_	
Total comprehensive loss for the year		(3,196,384)	(8,707,075)

The accompanying notes are an integral part of these financial statements.

Statement of Financial Position

As at 31 December 2022

3 Dt 31 December 2022			
		31 December	31 December
	Note	2022 £	2020
Florid conta	Note	_	£
Fixed assets	_		
Intangible assets	8	37,774,590	41,552,104
Investments	10	265,892	1,886,930
Total fixed assets		38,040,482	43,439,034
Current assets			
Debtors: amounts falling due within one year	11	10,424,493	39,522,382
Cash at bank and in hand		1,149	72,604
Total current assets		10,425,642	39,594,986
Creditors: amounts falling due within one year	12	(5,085,706)	(36,432,018)
Net current assets		5,339,936	3,162,968
Total assets less current liabilities		43,380,418	46,602,002
Net assets		43,380,418	46,602,002
Capital and reserves			
Called up share capital	9	3	3
Other reserves	9	67,664,140	67,689,340
Profit and loss account		(24,283,725)	(21,087,341)
Total capital and reserves		43,380,418	46,602,002

The accompanying notes are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 13 July 2023 and were signed on its behalf by:

Ailish Hogan Director

Company Number: 08114919

Statement of Changes in Equity

For the year ended 31 December 2022

·		Called up share capital	Other reserves	Profit and loss account	Total
	Note	£	£	£	£
Balance at 1 January 2021	9	3	67,592,003	(12,380,266)	55,211,740
Total comprehensive loss for the year			_	(8,707,075)	(8,707,075)
Capital contributions			97,337	_	97,337
Balance at 31 December 2021	9	3	67,689,340	(21,087,341)	46,602,002
Total comprehensive loss for the year			_	(3,196,384)	(3,196,384)
Capital contributions			(25,200)		(25,200)
Balance at 31 December 2022	9	3	67,664,140	(24,283,725)	43,380,418

Called up Share capital

Share capital represents the cumulative par value arising upon issue of ordinary shares of £1 each.

Other Reserves

Other reserves includes capital contributions received by the company.

Profit and loss account

Retained earnings includes all current and prior period profits and losses from the date of incorporation.

The accompanying notes are an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2022

1. General information

Aegerion Pharmaceuticals Limited (the "Company") is a private Company limited by shares incorporated in England and Wales. Details of the registered office, the officers and advisers to the Company are presented on the Company Information page at the end of this report.

The Company was established on 21 June 2012 and is a subsidiary of Aegerion Pharmaceuticals Ltd., a Company incorporated in Bermuda, with registered address of Conyers Corporate Services (Bermuda) Limited, Clarendon House, 2 Church Street, Hamilton, HM11. Its ultimate parent Company, as of 31 December 2022, was Amryt Pharma plc (formerly named Amryt Pharma Holdings Limited), a UK registered Company. Following the acquisition of Amryt by Chiesi Farmaceutici S.p.A. ("Chiesi"), the ultimate parent company is Valline Srl, a company registered in Italy. Valline Srl's registered address is Stradello Marche 6, Parma – 43121, Italy. See Note 15 *Post balance sheet events*, for more details on the Chiesi acquisition.

The Company provides management services to its fellow group company, Amryt Pharmaceuticals DAC, on an arms' length basis.

2. Accounting policies

Basis of preparation

The Company's financial statements have been prepared on the going concern basis and in accordance with the historical cost convention modified to include certain items at fair value. The financial statements have been prepared in accordance with *Financial Reporting Standard 102 ("FRS 102")*, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated. The presentation currency is Pound Sterling as this is the currency of the primary economic environment in which the Company operates and is rounded to the nearest pound.

In preparing these financial statements, the Company has taken advantage of the following disclosure exemptions under FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 26 Share-based Payments paragraphs 26.18(b), 26.19 to 26.21 and 26.23;

Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements for the year ended 31 December 2022 of its ultimate parent undertaking established under the law of a non-EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

Notes to the Financial Statements

For the year ended 31 December 2022

The Group financial statements of Amryt Pharma plc consolidate the financial statements of Aegerion Pharmaceuticals Limited and can be obtained as described in note 13.

Going concern

Having considered the Company's current financial position and the groups cashflow projections, the Directors believe that the Company will be able to continue in operational existence for at least the next 12 months from the date of approval of these financial statements and that it is appropriate to continue to prepare the financial statements on a going concern basis.

The Company made a loss of £3,196,384 for the financial year ended 31 December 2022 (2021: loss of £8,707,075) but its current assets exceed current liabilities by £5,339,936 as at 31 December 2022 (2021: £3,162,968).

The Company is dependent on Amryt Pharma plc for financial support and have received assurances that it will obtain the funds necessary from Amryt Pharma plc to continue its operations for a period of at least 12 months from the date of approval of the financial statements.

One of the key considerations for the Directors in assessing the going concern assumption is the ability of Amryt Pharma plc to continue to provide financial support to the Company for the foreseeable future.

As part of their inquiries, the Board of Directors reviewed budgets, projected cash flows, and other relevant information for a period not less than 12 months from the date of approval of the financial statements for the year ended 31 December 2022.

Key considerations in assessing the going concern assumption included, but were not limited to, the significant cash balance held by the Company along with consistent positive operating cash flows, the continued growth in existing commercial products, the positive impact from the increase in revenues from commercial sales of product candidates and additional indications of commercial products, if approved. The new product candidates include Filsuvez® (Oleogel S-10), which the CHMP adopted a positive opinion on 22 April 2022, recommending the approval of Filsuvez® in the EU for the treatment of partial thickness wounds associated with dystrophic and junctional EB in patients six months and older. Additional indications include the development for Mycapssa® in patients with carcinoid symptoms stemming from neuroendocrine tumors ("NET") and label expansion for metreleptin in the treatment of partial lipodystrophy metreleptin ("PL") in the US, each of which represent significant commercial opportunities.

On this basis, the Directors are satisfied that Amryt Pharma plc has the funds necessary to continue to support the Company to achieve its strategic objective and thus are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS102 requires management to make judgements, estimates and assumptions that affect the application of policies and amounts reported in the Financial Statements and accompanying notes. 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. Actual results may differ from these estimates.

Notes to the Financial Statements

For the year ended 31 December 2022

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The critical accounting policies which involve significant estimates, assumptions or judgements, the actual outcome of which could have a material impact on the Company's results and financial position outlined below, are as follows:

Impairment of investments, intercompany receivables and debtors

The Company has various receivables from other group companies. Going concern reviews of fellow subsidiary entities are carried out each year and used to assist in determining recoverability of these receivables.

In addition to these assets, the Company has investments in subsidiaries. The Company applies judgment in assessing whether there are any indicators of impairment for its investment in subsidiary at each reporting date. This asset is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the investment is written down to its recoverable amount. There was an impairment loss of £1,621,038 recognised on the investments in 2022 (2021: £3,200,452).

Debtor balances outstanding are reviewed for impairment and a provision is made through the profit and loss when there is evidence that the Company will not recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

Intangible asset impairment

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of the fair value less costs to sell and value in use. Examples of critical estimates included in an impairment review include but are not limited to:

- future expected cash flows arising from ownership of patents; and
- discount rates.

Principal accounting policies

The principal accounting policies are summarised below. They have been consistently applied throughout the period covered by the financial statements.

Turnover

Other income is recognised to the extent that it is probable that the economic benefits will flow to the Company and it can be reliably measured. Other income is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Other income is generated from dividends received from subsidiaries or inter-company recharges. Cost recharges made to the parent undertaking and fellow subsidiaries are based on the nature of the costs incurred such as product type. Recharges are made on a percentage basis depending on the nature of the costs.

Notes to the Financial Statements

For the year ended 31 December 2022

Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, amounts owed by and to group undertakings, and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Investment in subsidiaries

Investments in subsidiaries are stated at cost less impairment.

Acquired intangible assets

Acquired intangible assets outside business combinations are stated at the lower of cost less provision for amortisation and impairment or the recoverable amount. Acquired intangibles assets are amortised over their expected useful economic life on a straight-line basis. In determining the useful economic life each acquisition is reviewed separately and consideration given to the period over which the Company expects to derive economic benefit.

The useful life of acquired intangible assets is 10 - 15 years.

Impairment of acquired intangible assets

At each reporting date, the Company reviews the carrying amounts of its acquired intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Any impairment loss arising from the review is charged to the Statement of Comprehensive Loss.

Foreign currency translation

The Company translates foreign currency transactions into its presentational currency, which is Pound Sterling, at the rate of exchange prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated into the presentational currency at the rate of exchange prevailing at the Balance Sheet date. Exchange differences arising are taken to the

Notes to the Financial Statements

For the year ended 31 December 2022

Statement of Comprehensive Loss. Non-monetary items that are measured in terms of historical costs in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Taxes

Tax comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date and taking into account any adjustments stemming from prior years. Deferred tax assets or liabilities are recognised where the carrying value of an asset or liability in the balance sheet differs to its tax base, and is accounted for using the balance sheet liability method. Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

Employee Benefits - Defined contribution plans

The Company operates defined contribution schemes where employees are based. Contributions to the defined contribution schemes are recognised in the Statement of Comprehensive Loss in the period in which the related services are received from the employee. Under these schemes, the Company has no obligation, either legal or constructive, to pay further contributions in the event that the fund does not hold sufficient assets to meet its benefit commitments.

Finance costs

Finance costs are charged to the Statement of Comprehensive Loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

3. Turnover

31 December 2022	31 December 2021
£	£
2,377,541	2,387,793
	£

For the years ended 31 December 2022 and 2021, turnover consists of intercompany royalty and cost plus recharges to Amryt Pharmaceuticals DAC.

4. Operating loss

The operating loss is stated after charging/(crediting):

·	31 December 2022	31 December 2021
Intangible fixed assets – amortisation	3,777,514	3,777,515
Impairment charge	1,621,038	3,200,452
Defined contribution pension cost	8,635	15,215
Exchange differences - gain*	(1,843,463)	(371,417)
Exchange differences – loss*	1,57,8,711	3,804,182

^{*}Exchange differences consist of realised and unrealised.

Notes to the Financial Statements

For the year ended 31 December 2022

5. Interest payable and similar expenses

	31 December 2022	31 December 2021
	£	£
Interest on intercompany loan (see note 12)	100,999	93,089

6. Tax on ordinary activities

A reconciliation of the expected tax benefit computed by applying the tax rate applicable to the loss before tax to the actual tax (credit)/expense is as follows:

•	31 December 2022	31 December 2021
Loss before tax on continuing operations	(3,196,384)	(8,707,075)
Tax charge at corporation tax rate of 19%	(607,313)	(1,654,344)
Effect of:		
Expenses not deductible for tax purposes	320,658	1,268,386
Losses carried forward to future periods		97,511
Other movements causing a timing difference	286,655	288,447
Total tax charge on Loss on ordinary activities		-

Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of Finance Act 2021 (published on 24 May 2021, with royal assent received on 10 June 2021). This legislated for an increase to the corporation tax rate to 25% with effect from 1 April 2023. On 23 September 2022, the Chancellor of the Exchequer announced that this increase would no longer be implemented and that the main rate would remain at 19%. However, on 17 November 2022, Chancellor of the Exchequer Jeremy Hunt reconfirmed the increase to 25% during his 2022 Autumn Statement. Thus, 25% was used in the calculation of deferred tax asset on the tax losses starting 2022.

In addition to the Company's own losses, the Company can utilise losses available from Amryt Pharma plc and other group subsidiaries in the UK, which may affect future tax charges. The Company has tax losses of £5,154,712 (2021: £5,164,140) to carry forward against future profits. The deferred tax asset on these tax losses at 25% of £1,288,678 (2021: at 19% of £981,187) has not been recognised due to the uncertainty over the time of recovery.

7. Employees

Excluding the Directors, the Company's average number of employees during the period was 1 (2021: 1). Staff costs comprised:

	31 December 2022	31 December 2021
·	£	£
Wages and salaries	274,915	583,614
Social security costs	28,506	62,730
Pension costs	8,635	15,215
Total employee costs	312,056	661,559

Notes to the Financial Statements

For the year ended 31 December 2022

A defined contribution pension scheme is operated by the Company on behalf of the employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge represents contributions payable by the Company to the fund and amounted to £8,635 (2021: £15,215). At 31 December 2022, no contributions were payable to the fund and included in creditors (2021: £11,254).

The directors of the Company did not receive any remuneration during the year ended 31 December 2022 (2021: Nil).

8. Intangible Assets

·	Intellectual	
	property	
	£	
Cost		
At 1 January 2022	53,199,443	
Additions		
At 31 December 2022	53,199,443	
Accumulated amortisation		
At 1 January 2022	11,647,339	
Amortisation charge	3,777,514	
At 31 December 2022	15,424,853	
Net book value		
Net book value at 31 December 2021	41,552,104	
Net book value at 31 December 2022	37,774,590	

On 15 November 2018, Aegerion Pharmaceuticals, Inc. (the Legal Owner and registered proprietor of the group's EMEA IP) agreed to contribute its legal and beneficial ownership in the EMEA IP to Aegerion Pharmaceuticals Limited through a Contributory agreement entered between Aegerion Pharmaceuticals, Inc. and Aegerion Pharmaceuticals Ltd. (Bermuda) on 15 November 2018 with an effective closing date of 01 December 2018. Effectively this resulted in the transfer of the EMEA IP from Aegerion Pharmaceuticals Ltd. (Bermuda) to Aegerion Pharmaceuticals Limited on 1 December 2018 which is the effective date Aegerion Pharmaceuticals Limited assumed ownership (risks and rewards) of the EMEA IP.

9. Share capital

Allotted and fully paid share capital - Ordinary Shares of £1 each

	Number of	Total Share Capital
Date	ordinary shares	£
At 31 December 2021	3	. 3
As 31 December 2022	3	3

Share capital represents the cumulative par value arising upon issue of ordinary shares of £1 each.

Notes to the Financial Statements

For the year ended 31 December 2022

There is a single class of ordinary shares. There are no restrictions on the distributions of dividends or the repayment of capital. On 18 December 2018, 2 Ordinary shares of £1 each were issued. Shares have been allotted in consideration for contribution of intellectual property by Aegerion Pharmaceuticals Ltd. to the Company.

Other reserves

This reserve includes capital contributions of £9,854,203 received by the Company in 2014.

The reserve also includes non-cash consideration received in exchange of the EMEA Intellectual Property above the nominal value of 2 shares issued, was recognised in 2018 for an amount equal to £53,199,441. Also, in 2018 the Company recognised a capital contribution amounting to £4,506,111 from imputation of interest on the interest free intercompany loan.

The Company recognised a return of capital contributions of £25,200 in the year ended 31 December 2022. The Company received capital contributions of £129,585 from Amryt Pharma plc up to the year ended 31 December 2021. The capital contributions relate to group share based payment arrangements, the costs of which are pushed down to the relevant subsidiaries in which the employees are employed.

Profit and loss account

This reserve represents cumulative profits and losses.

10. Investments

	Equity in subsidiary
	companies £
Cost	
At 1 January 2022	9,923,724
Additions	· · · -
At 31 December 2022	9,923,724
Impairment	
At 1 January 2022	8,036,794
Impairment charge	1,621,038
At 31 December 2022	. 9,657,832
Carrying value	·
At 31 December 2021	1,886,930
At 31 December 2022	265,892

The principal activity of all subsidiaries during the year was that of the development and commercialisation of novel, life altering therapeutics for debilitating and fatal orphan diseases.

An impairment review of the investments in subsidiaries is completed on an annual basis. The review is performed based on net assets and the profit and loss of each of the subsidiaries. In 2022, this resulted in an impairment charge of £1,621,038 (2021: £3,200,452).

Notes to the Financial Statements

For the year ended 31 December 2022

List of subsidiary companies:

Subsidiary	Ownership	Company Number	Incorporation	2022% Holding	2021 % Holding
Amryt Pharmaceuticals SAS	Direct	534 195 59900012	France	100	100
Aegerion Pharmaceuticals,	Direct	1166250	Italy	100	100
S.r.l.					
Amryt Pharma GmbH	Direct	HRB 95895	Germany	100	100
Amryt Turkey ILac Ticaret	Direct	907292	Turkey	100	100
Limited Sirketi					
Aegerion Pharmaceuticals	Direct	CHE-497.494.599	Switzerland	100	100
SARL .					
Aegerion Pharmaceuticals	Direct	69859647	Netherlands	100	100
B.V.					
Aegerion Pharmaceuticals	Direct	B88019161	Spain	100	100
Spain, S.L.					

List of registered offices:

Company	Registered Office Address	
Amryt Pharmaceuticals SAS 235, Avenue Le Jour se Leve, Boulogne-Billancourt, 92 100		
Aegerion Pharmaceuticals, S.r.l. Viale Abruzzi n. 94, Milano, 20131		
Amryt Pharma GmbH Streiflingsweg 4, 75223 Niefern – Oschelbronn, Germany		
Amryt Turkey ILac Ticaret Limited Sirketi	Orjin Maslak, Eski Buyukdere Caddesi No: 27 K:11, Maslak, Istanbul, 34485	
Aegerion Pharmaceuticals SARL	Rue de Rive 5, Nyon, Switzerland 1260	
Aegerion Pharmaceuticals B.V.	Atrium Building, 8th Floor, Strawinskylaan 3127, 8e verdieping, Amsterdam	
Aegerion Pharmaceuticals Spain, S.L.	Calle Josep Coroleu, 83 2-2, Vilanova I la Geltru, Barcelona 08800	

11. Debtors

	31 December	31 December
	2022	2021
	£	£
Amounts owed by group undertakings	10,424,493	39,522,382

The amounts owed by group undertakings are unsecured and repayable on demand.

12. Creditors: Amounts falling due within one year

	31 December 2022 £	31 December 2021 £
Trade creditors	146,611	186,916
Amounts owed to group undertakings	4,621,785	35,812,160
Accruals	317,310	432,942
	5,085,706	36,432,018

During 2020 the Company obtained additional loans from Amryt Pharmaceuticals SAS, a subsidiary Company registered in France, which were subject to interest of 2%. During the year ended 31 December 2022, £13,000,000 of the outstanding in loans from Amryt Pharmaceuticals SAS were settled, and interest payable on these loans totalled £301,270 (2021: £190,507) as at 31 December 2022 remained outstanding.

During 2018, the Company obtained a loan from Aegerion Pharmaceuticals Ltd. (Bermuda) which was due for repayment by 31 March 2022. The total commitment for the facility was £19,000,000 and the loan was interest free. The facility was refinanced in 2019 to increase the facility to £25,000,000 and

Notes to the Financial Statements

For the year ended 31 December 2022

to change repayment terms be repayable on demand. As at 31 December 2021, the balance outstanding was £21,474,253 and was included in the Amounts due to group undertakings due within one year. During the year ended 31 December 2022, the balance outstanding was settled.

The remaining amounts owed to group undertakings are unsecured and repayable on demand.

13. Ultimate parent Company and controlling party

The Company's immediate parent Company is Aegerion Pharmaceuticals Ltd., a Company incorporated in Bermuda.

As at 31 December 2022, the Company's ultimate parent company and controlling party was Amryt Pharma plc, a Company registered in England and Wales. Amryt Pharma plc's registered address is Dept 920A, 196 High Road, Wood Green, London N22 8HH. Following the acquisition of Amryt by Chiesi, the ultimate parent company and controlling party is Valline Srl, a company registered in Italy. Valline Srl's registered address is Stradello Marche 6, Parma – 43121, Italy.

The results of the Company are consolidated into the group accounts of Amryt Pharma plc, the largest and smallest Company in the group to prepare group accounts. The consolidated accounts of Amryt Pharma plc are available to the public and may be obtained from its principal office at 45 Mespil Road, Dublin 4, Ireland.

14. Contingent liabilities

In February 2022, Amryt secured US\$125,000,000 of senior credit facilities from funds managed by the Credit Group of Ares Management Corporation ("Ares"). Amryt used a portion of the proceeds to refinance its previous secured term debt facility. Charges were taken over in the case that the Company is an owner thereof, including, but are not limited to cash and cash equivalents, equipment, fixtures and other goods, intangible assets, intellectual property and inventory as guarantee and collateral for the provision of the debt. The charges were satisfied following the repayment of the debt facility in conjunction with the acquisition of Amryt by Chiesi.

15. Post balance sheet events

Chiesi acquisition

On 8 January 2023, Chiesi, an international, research-focused biopharmaceuticals and healthcare group, and Amryt, announced that the companies have entered into a definitive agreement under which Chiesi will acquire Amryt. The Transaction was unanimously approved by both Chiesi and Amryt Board of Directors.

On 22 March 2023, the Company announced that all resolutions presented to shareholders at the shareholder meetings held on the same day to consider and vote on the proposed acquisition of Amryt by Chiesi were duly passed.

On 3 April 2023, the Company announced that the High Court of Justice of England and Wales has sanctioned the scheme of arrangement providing for the proposed acquisition of Amryt by Chiesi at a hearing held on 31 March 2023.

Notes to the Financial Statements

For the year ended 31 December 2022

On 12 April 2023, Chiesi announced the completion of the acquisition.

Under the terms of the Transaction, Chiesi purchased all outstanding shares of Amryt for a purchase price per American Depositary Share ("ADS") of Amryt, which each represent 5 Amryt ordinary shares, of US\$14.50 (or US\$2.90 per ordinary share) in cash, plus Contingent Value Rights ("CVRs") of up to US\$2.50 per ADS (or up to US\$0.50 per ordinary share) payable if certain milestones related to Amryt's product Filsuvez® are achieved. The total Transaction value implied by the Transaction at close is approximately US\$1.25 billion in upfront consideration, representing a 107% premium based on Amryt ADS' closing price of US\$7.00 on 6 January 2023, plus CVRs representing an additional approximately US\$225 million of potential consideration.

There were no other significant events since the end of the reporting period.

16. Approval of financial statements

The financial statements were approved and authorised for issue by the Board of Directors on 13 July 2023.

Company Information

Registered Office

C/O Corporation Service Company (UK) Limited 5 Churchill Place, 10th Floor, London, E14 5HU, United Kingdom

Company Number

08114919

Directors

David Glennane Matthew Hammond Wiggetts Ailish Hogan Andrew Philip Dickinson

Company Secretary

Matthew Hammond Wiggetts Corporation Service Company (UK) Limited

Auditors

Grant Thornton
Chartered Accountants & Statutory Auditors
13-18 City Quay
Dublin 2
D02 ED70
Ireland