Registered No. 03061160

### **CSL Behring Holdings Limited**

**Report and Financial Statements** 

30 June 2021

SATURDAY



### **CSL Behring Holdings Limited**

### **Directors**

L G Bonacker

E Owens (resigned 26th August 2021)

J A G Levy

A Michel

C Wieszner (appointed 26th August 2021)

### Secretary

P R Fellingham

### **Auditors**

Ernst & Young LLP Suits 22 23-24 Marina Court Castle Street Hull HUI ITJ

Registered Office 4 Milton Road Haywards Heath West Sussex RH16 1AH

### Strategic report

The directors present their strategic report and financial statements on the company for the year ended 30 June 2021.

### Principal activity and review of the business

The principal activity of the CSL Behring Holdings Limited ('the Company') is that of an intermediate group parent undertaking. The Company holds 100% of the issued share capital of CSL Behring UK Limited and 100% of the issued share capital of CSL Behring AG (Switzerland).

During the year the Company received dividends from its subsidiary, CSL Behring AG, of £383,715,000 (2020 - £1,133,662,000). The Company paid dividends to CSL Behring (Holdings) Pty Limited (the immediate parent company) of £381,849,000 (2020 - £1,133,662).

### Principal risks and uncertainties

The principal risk and uncertainty for the Company is the value of its investments in subsidiaries. The directors review the position regularly and having performed an investment appraisal are confident there is no indicated impairment of the investment. The policies set by the board of directors, in conjunction with the ultimate parent undertaking, are implemented by the Company's finance department.

#### Covid-19

The Covid-19 pandemic was announced by the WHO in March 2020 and the UK Government placed strict measures in place to manage the impact in the UK effective from 23 March 2020 onwards. Due to the nature of the Company's activities, there has been no material impact on FY21 as a result of the Covid-19 pandemic such as restrictions on the financing and cash operations.

The directors have conducted an assessment on the potential financial and operational risks to the business. The directors believe that the various risks, including ensuring enough cash resources to operate the business, have been adequately managed.

The directors continue to follow the Government guidance applicable to the situation of each entity and continue to take all the necessary steps to protect the ongoing supply of product and our people.

On behalf of the Board

Christian Wieszner

C Wieszner

Director

Dezember 8, 2021

### **CSL Behring Holdings Limited**

Registered No. 03061160

### **Directors' report**

The directors present their report and financial statements for the year ended 30 June 2021.

#### Results and dividends

The profit for the year after taxation amounted to £383,772,000 (2020 - £1,133,633,000). The directors do not recommend a final dividend (2020 - £Nil). Total dividends for the year amounted to £381,849,000 (2020 - £1,133,662,000).

#### **Future developments**

The directors have no plans to change the Company's activity or investment in the foreseeable future.

### Principal risks and uncertainties

In accordance with section 414C (II) of the Companies Act 2006, the principal risks and uncertainties of the Company are included in the strategic report on page 2.

### Going concern

In the assessment of going concern, over the assessment period to December 2022, the key risks were identified as the investment in subsidiary undertakings becoming non-liquid and the Company's inability to settle it's administrative expenses.

In the event that either of the investments became non-liquid, the outstanding liabilities would be managed at group level. In addition, the Company's administrative expenses are borne by it's trading subsidiary. In the event that the trading subsidiary was also unable to meet these expenses, they would be managed at group level.

As such, a letter of support has been provided by the parent company and an assessment of the parent's ability to provide such support has been made and confirmed.

Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

### **Directors**

The directors who served the Company during the year were as follows:

L G Bonacker

E Owens (resigned 26th August 2021)

J A G Levy

A Michel

C Wieszner (appointed 26th August 2021)

### **Directors' liabilities**

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the directors' report.

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### **Directors' report (continued)**

### **Auditors**

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board

Unistian Wilszner

4148F080C88C4F5...

C Wieszner Director

Dezember 8, 2021

### Statement of directors' responsibilities

The directors are responsible for preparing the directors' report, strategic 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the 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.

## Independent auditors' report to the members of CSL Behring Holdings Limited

#### Opinion

We have audited the financial statements of CSL Behring Holdings Limited for the year ended 30 June 2021 which comprise the Balance Sheet, the Statement of comprehensive income, the Statement of changes in equity and the related notes 1 to 11, including a summary of significant accounting policies The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2021 and of its profit 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.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities 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 the UK, including the FRC's Ethical Standard, and 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 the 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 the assessment period to December 2022.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

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

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

# Independent auditors' report to the members of CSL Behring Holdings Limited

for the year ended 30 June 2021 (Continued)

### Other information (continued)

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 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 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 material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

Our objectives 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 our 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.

### 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

# Independent auditors' report to the members of CSL Behring Holdings Limited

for the year ended 30 June 2021 (Continued)

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

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland" in conformity with the requirements of the Companies Act 2006, relevant UK tax (both direct and indirect) compliance regulations and General Data Protection Regulation "GDPR".
- We understood how the Company is complying with those frameworks by making enquiries of
  management and those responsible for legal and compliance procedures. We corroborated our
  enquiries through our review of board minutes, understanding the entity level control framework in
  place, such as employee code of conduct and similar processes, and through consideration of the results
  of our wider audit procedures.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by making enquiries of management to understand their process of identification and assessment of risk and how these risks are being mitigated. We considered the existence of performance targets and the influence these may have on management to manipulate reported results. In doing so, we considered the possibility of fraud through management override. We performed walk throughs of the key processes to gain an understanding of the controls in place to address the risk of fraud either by preventing or detecting and correcting such irregularities. Where the risk was higher, we performed audit procedures to address each identified fraud risk. These procedures were designed to provide reasonable assurance that the financial statements were materially free from fraud or error.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved testing of journal entries, including manual journal entries, that met a defined risk criteria; review of board minutes; enquiries of management and; challenging assumptions and judgements made by management. Where unusual results or anomalies were identified, we performed additional audit procedures including reviewing third party information wherever possible.

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

### Use of our report

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.

Ernst & Jeung LLA

Matthew Fox (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Hull

Date: December 8, 2021

### Statement of comprehensive income

for the year ended 30 June 2021

	Notes	2021 £000	2020 £000
·			
Finance income/(costs)	3	57	(29)
Income from investments	5 _	383,715	1,133,662
Profit on ordinary activities before taxation		383,772	1,133,633
Tax	6 _	<u> </u>	
Profit for the financial year	_	383,772	1,133,633
Other comprehensive income	_	<u> </u>	
Total other comprehensive income	_	-	<u>-</u>
Total comprehensive income for the year	_	383,772	1,133,633

All amounts relate to continuing activities.

The notes on pages 12 to 17 form part of these financial statements.

### Statement of changes in equity

for the year ended 30 June 2021

	Issued capital £000	Share premium £000	Retained earnings £000	Total equity £000
At 1 July 2019	1	10,688,829	13,449	10,702,279
Profit for the year	-	-	1,133,633	1,133,633
Other comprehensive income		<u>-</u> _	-	
Total comprehensive income for the year	•	-	1,133,633	1,133,633
Equity dividends paid		-	(1,133,662)	(1,133,662)
At 30 June 2020	1	10,688,829	13,420	10,702,250
Profit for the year	•	-	383,772	383,772
Other comprehensive income			<u>-</u>	<u>-</u>
Total comprehensive income for the year	-	_	383,772	383,772
Equity dividends paid (note 7)	-	-	(381,849)	(381,849)
At 30 June 2021	1	10,688,829	15,343	10,704,173

The notes on pages 12 to 17 form part of these financial statements.

### Statement of financial position

at 30 June 2021

		2021	2020
	Notes	£000	£000
Current assets			
Cash and cash equivalents		-	-
Non-current assets Investments	8	10,705,054	10,704,172
Current liabilities Trade and other payables	9	(881)	(1,922)
Total assets less total liabilities		10,704,173	10,702,250
Equity Issued capital Share premium Retained earnings	10	1 10,688,829 15,343	1 10,688,829 13,420
Total equity	•	10,704,173	10,702,250

The notes on pages 12 to 17 form part of these financial statements.

These financial statements were approved by the Board of Directors on Dezember 8, 202 and were signed on its behalf by:

Christian Wieszner

Director

Registered No. 03061160

### Notes to the financial statements

at 30 June 2021

### 1. Statement of accounting policies

#### Statement of compliance

CSL Behring Holdings Limited is a private company limited by shares, incorporated in England. The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 30 June 2021.

#### Basis of preparation

The financial statements of CSL Behring Holdings Limited were authorised for issue by the Board of Directors on Dezember 8, 2021he Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 30 June 2021 The financial statements have been prepared in British pound sterling, which is the functional and presentational currency of the Company and numeric results are rounded to the nearest £000.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with. The Company is included in the consolidated financial statements of its ultimate parent undertaking, CSL Limited. Note 11 provides details of where those consolidated financial statements may be obtained from.

The Company has taken advantage of the following disclosure exemptions under FRS 102:

- (a) The requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17 (d);
- (b) The requirements of Section 11 Basic Financial Instruments paragraph 11.48A and Section 12 Other Financial Instruments paragraphs 12.26 to 12.29; and
- (c) The requirement of Section 33 Related Party Disclosures paragraph 33.7.

#### Going concern

In the assessment of going concern, over the assessment period to December 2022, the key risks were identified as the investment in subsidiary undertakings becoming non-liquid and the Company's inability to settle it's administrative expenses.

In the event that either of the investments became non-liquid, the outstanding liabilities would be managed at group level. In addition, the Company's administrative expenses are borne by it's trading subsidiary. In the event that the trading subsidiary was also unable to meet these expenses, they would be managed at group level. As such, a letter of support has been provided by the parent company and an assessment of the parent's ability to provide such support has been made and confirmed. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

### Group financial statements

The Company is exempt from the requirement to prepare group financial statements under section 401 of the Companies Act 2006. These financial statements present information about the Company as an individual undertaking and not about its group.

### Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Given the nature of the Company the only significant judgement is the consideration of impairment indicators of the investment in subsidiaries and, should indicators be present, the determination of the recoverable amount. Management have determined that there are no such indicators in the current year.

### Significant accounting policies

### Investments

Investments in subsidiaries are valued at cost less provision for impairment. A review for impairment is carried out at each year end date to identify if events or changes in circumstances indicate that the carrying

### **CSL Behring Holdings Limited**

### Notes to the financial statements (continued)

at 30 June 2021

amount of the investment may not be recoverable. Profits or losses from disposals of fixed asset investments are treated as part of the result from ordinary activities.

at 30 June 2021

### 1. Statement of accounting policies (continued)

### Foreign currencies

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the statement of comprehensive income.

#### Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception:

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely
than not that there will be suitable taxable profits from which the future reversal of the underlying
timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

### Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

### Reserves

The Company's reserves are as follows:

- Issued capital reserve represents the nominal value of the shares issued.
- Share premium reserve represents the amount above nominal value received for shares sold, less transaction costs
- Retained earnings account represents cumulative profits or losses, net of dividends paid and other adjustments.

### 2. Auditor's remuneration

Foreign exchange gains/(losses)

The auditor's remuneration was borne by another company in the CSL Limited group.

3.	Finance	e costs
----	---------	---------

£000	£000
57	(29)

at 30 June 2021

### 4. Directors' remuneration

During the year, no director received any remuneration (2020 - £Nil).

The directors of the Company are also directors or officers of a number of companies within the CSL Limited group. The directors' services to the Company do not occupy a significant amount of their time. As such, the directors do not consider that they have received any remuneration for their incidental services to the Company for the years ended 30 June 2021 (2020 - £Nil).

### 5. Income from Investments

'	2020
)	£000
	1 133 662

### 6. Tax

(a) Tax on profit on ordinary activities

Dividends received from subsidiaries

There was nil tax on profit on ordinary activities (note 6(b)) during 2021 (2020 - nil).

### (b) Factors affecting tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19% (2020 – 19%). The differences are explained below:

	2021 £000	2020 £000
Profit on ordinary activities before tax	383,772	1,133,633
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 – 19%)	72,917	215,390
Effects of:		
Tax exempt dividend income	(72,917)	(215,390)
Effects of group relief/other reliefs	<u> </u>	<u>-</u>
Total tax charge	_	-

### (c) Factors that may affect future tax charges

The Finance (No.2) Act 2015 reduced the main rate of UK corporation tax to 19%, effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the corporation tax rate, thereby maintaining the current rate of 19%.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023.

at 30 June 2021

7	n		ä	en	4
1.	u	IV	ı	en	Už

·	2021	2020
Declared and paid during the year	£000	£000
Equity dividends on ordinary shares:		
Interim for 2020: £645,683 per ordinary share	-	368,685
Interim for 2020: £143,485 per ordinary share	-	81,930
Interim for 2020: £189,588 per ordinary share	-	108,255
Interim for 2020: £169,275 per ordinary share	-	96,656
Interim for 2020: £170,311 per ordinary share	-	97,248
Interim for 2020: £56,770 per ordinary share	-	32,416
Interim for 2020: £610,283 per ordinary share	-	348,472
Interim for 2021: £370,852 per ordinary share	211,756	-
Interim for 2021: £297,886 per ordinary share	170,093	
Total ordinary dividends declared and paid during the year	381,849	1,133,662

### 8. Investments

	in group
	undertakings
	£000
Cost:	
At 1 July 2019	10,702,279
Capital contribution	1,893
At 30 June 2020	10,704,172
Capital contribution	882_
At 30 June 2021	10,705,054

Company name	Registered office address	Holding	Percentage equity and voting shareholding	Description
CSL Behring UK Limited	4 Milton Road, Haywards Heath, UK	Ordinary shares	100	Sale and marketing of pharmaceutical products
CSL Behring AG	Wankdorfstrasse 10, CH-3014 Bern, Switzerland	Ordinary shares	100	Development and production of pharmaceutical products

Investments comprise directly held equity shares in CSL Behring UK Limited and CSL Behring AG, neither of which are publicly traded. No indirect investments are held.

Investments

at 30 June 2021

9.	Trade	and other	payables
----	-------	-----------	----------

9.	i rade and other payables				
				2021	2020
				£000	£000
	Amounts owed to group undertakings			881	1,922
10.	Issued capital				
			2021		2020
	Allotted, called up and fully paid	No.	£000	<i>No</i> .	£000
	Ordinary shares of £1 each	571	1	571	1

### 11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is CSL Behring (Holdings) Pty Limited, incorporated in Australia.

The ultimate parent undertaking and controlling party is CSL Limited, incorporated in Australia. Copies of the financial statements of CSL Limited can be obtained from 45 Poplar Road, Parkville, Victoria 3052, Australia.

CSL Limited is the parent undertaking of the smallest and largest group for which group financial statements are prepared that include the financial statements of the Company.