

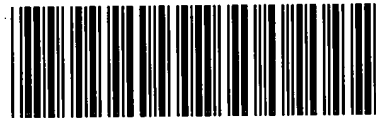
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STAPLE**OS AA01**Statement of details of parent law and other
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Companies House

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You may use this form to
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disclosed under parent law.

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COMPANIES HOUSE

Part 1 Corporate company nameCorporate name of
overseas company ①

Hoya Surgical Optics GMBH

UK establishment
number

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Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state.

**Part 2 Statement of details of parent law and other
information for an overseas company****A1 Legislation**

Please give the legislation under which the accounts have been prepared and
audited.

Legislation ②

German Commercial Code & Act governing cos with limited liability

② This means the relevant rules or
legislation which regulates the
preparation of accounts.

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box.

☐ No. Go to Section A3.

☒ Yes. Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3.

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Name of organisation
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OS AA01

Statement of details of parent law and other information for an overseas company

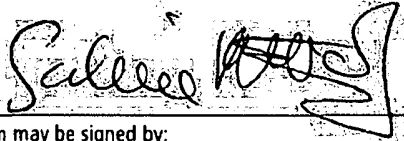
A3

Audited accounts

Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box. <input type="checkbox"/> No. Go to Part 3 'Signature'. <input checked="" type="checkbox"/> Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.	❶ Please insert the name of the appropriate accounting organisation or body.
Name of organisation or body ❶	Institute of Public Auditors in Germany	

Part 3

Signature

I am signing this form on behalf of the overseas company.	
Signature	<div>Signature</div> <div>X  X</div>
This form may be signed by: Director, Secretary, Permanent representative.	

OS AA01

Statement of details of parent law and other information for an overseas company



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Company name	Squire Patton Boggs (UK) LLP
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DX	
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HOYA Surgical Optics GmbH, Frankfurt am Main, Germany
Management report for financial year 2020/2021

1. Principles of the company and economic environment

HOYA Surgical Optics (HSO) is one of the leading providers of preloaded intraocular lenses, offering an ever-expanding portfolio of products that enable eye surgeons to deliver a higher quality of service.

HOYA Surgical Optics GmbH's primary line of business is marketing and distributing intraocular lenses and accessories procured from HOYA Medical Singapore PTE Ltd., Jalan Ahmad Ibrahim, Singapore, on the European market. The company offers training for medical professionals and at trade fairs and is also involved in the implementation of medical trials to promote sales. Its products are mostly sold to optometrists and optometry clinics in Germany, Austria and France directly; in other European countries, products are marketed through distribution partners.

At the end of the financial year, the company had distribution partners throughout Europe as well as in the Middle East and Africa. HSO has offices in Vienna, Austria; Milan, Italy; Aix-en-Provence, France; London, UK; and St Petersburg, Russia.

Unfortunately, the positive revenue development observed in the previous financial year was not able to be continued in financial year 2020/2021. The number of intraocular lenses sold fell by 88,606 (13%) compared to the previous year. In terms of revenue, this equated to a decline of €4,096 thousand or 9.6%. This, coupled with a slight increase in intercompany revenue, saw total revenue decrease by €3,873 thousand (7%). There was a disproportionate rise in the cost of materials due to the minor increase in low-margin intercompany revenue and higher impairments for non-marketable goods. In addition, earnings before taxes fell by €5,209 thousand to €1,302 thousand on account of the rise in wages and salaries and other operating expenses. Revenue is the most significant financial performance indicator for our distribution company, followed by earnings before taxes.

The coronavirus pandemic was the dominating factor for the global economy in calendar year 2020. The economic climate deteriorated practically all over the world. According to data published by the OECD, the gross domestic product of G20 member states was down 3.3% on 2019. The second quarter was the worst affected, with GDP dropping by 8.9% compared to the same period in 2019. G20 states

expect to record solid year-on-year recovery of 4.1% in 2021 and 4.0% in 2022 (OECD Outlook December 2021). Government stimulus programmes, such as the package introduced in the US, and the expected acceleration of vaccination campaigns are playing an important role in this context.

According to the autumn forecast of the European Commission in November 2021, the EU economy is set to grow by 5.0% in 2021 and by 4.3% in 2022.

Based on the European Commission's forecast, GDP in Germany is set to grow by approximately 2.7% in real terms in 2021 and by roughly 4.6% in 2022. Ophthalmic surgery is a global growth market driven by demographic change and improvements in access to medical care, particularly in developing nations. Market stakeholders estimate that the global ophthalmic surgery market is expanding by 2–4% per year. As elective surgery is only being postponed at the moment and not cancelled, the coronavirus pandemic should only have a temporary impact on business development.

Revenue growth targets have not been able to be achieved due to the ongoing COVID-19 pandemic. As a result, earnings performance has also not been in line with forecasts. Nonetheless, Hoya was still able to generate net profit for the period of €969 thousand.

Cataract treatments and vitreoretinal surgery are the largest segments in the eye surgery market. Current industry trends, such as the continuous development of new alternative treatment methods, the increasing popularity of minimally invasive surgery and the rising number of refractive interventions (plastic surgery), reflect the current market dynamics.

Market stakeholders are being confronted with new and stricter requirements concerning technical documentation in the areas of quality assurance and regulatory affairs. The Medical Device Regulation (MDR), which came into force at the beginning of 2017, is particularly significant in this context. The legislation includes a transition period that has already been extended from three years to four on account of the coronavirus pandemic. The new EU directive governs the manner in which medical devices are brought to market in the European Union and poses a number of organisational and financial challenges, particularly for small and medium-sized enterprises. The directive entered into force in May 2021 and Hoya has taken all the necessary measures to apply it. The company has also hired additional specialists in the areas of quality assurance and regulatory affairs.

Following the slump caused by the pandemic, the medical devices market is still considered to be a growth market, as demographic changes are continuing and the desire for good health and quality of life is increasing.

Even though COVID-19 is having an impact on Hoya's sales and revenue, the company was still able to generate net profit for the year, albeit short of the original expectations.

Research and development is carried out at the production site in Singapore, with the company passing on market-relevant recommendations for further product developments. Hoya is also involved in obtaining product approvals for specific markets and applying for EU declarations of conformity.

HOYA HOLDINGS N.V., Uithoorn, Netherlands, is the direct sole shareholder of HOYA Surgical Optics GmbH, Frankfurt am Main, Germany.

2. Results of operations

Revenue declined by €3,873 thousand (7%) to €51,598 thousand year on year, primarily as a result of the fall in the volume of intraocular lenses sales by 9.6% to €38,679 thousand. There were also declines in business involving fluids, accessories and services to affiliated companies. This was partially compensated by an increase in revenue from the sale of consumables to an affiliated company (€6,426 thousand; previous year: €4,563 thousand).

Primarily given the drop in sales volume and the slight rise in procurement prices, gross profit fell by €5,702 thousand to €22,805 thousand and amounted to 44% of revenue (previous year: 51%). The decline of seven percentage points is attributable to the sale of low-margin products to group companies and an increase in the pressure on prices applied by competitors and customers. In addition, impairments rose by €900 thousand year on year, which resulted in a higher cost of materials (€28,793 thousand; previous year: €26,964 thousand).

The increase in personnel expenses of €948 thousand to €11,796 thousand was mainly due to the average number of employees rising by 16. The personnel expenses ratio climbed from 20% to 23% on account of the decline in revenue.

The decrease in gross profit resulted in earnings before taxes falling to €1,302 thousand compared to €6,511 thousand in the previous year.

Net profit of €969 thousand was generated in the financial year, which was €3,489 thousand lower than the previous year.

The impact of the coronavirus crisis, particularly with the postponement of many cataract operations, resulted in Hoya not being able to achieve its goal of increasing revenue and falling short of its original target by 7%. Net profit for the year also failed to match expectations.

3. Net assets

The main factor on the assets side was the €4,122 thousand decline in inventories (€9,249 thousand; previous year: €13,371 thousand). This was mainly due to the reduction in purchases and the increase in impairments (€2,365 thousand; previous year: €1,465 thousand) for obsolete inventories. Receivables and other assets were up by €646 thousand due to a short-term loan granted to the parent company of €3,787 thousand. The decline in receivables from affiliated companies (down by €2,343 thousand) had an offsetting effect here. In addition, cash and cash equivalents increased by €192 thousand to €2,260 thousand.

Total assets decreased in the financial year by a total of €3,675 thousand to €29,766 thousand (previous year: €33,442 thousand).

4. Financial position

The ratio of equity to total assets increased from 42% to 50%.

On the liabilities side, trade payables declined by €1,073 thousand and liabilities to affiliated companies fell by €3,554 thousand, mainly on account of the reduced purchasing volume against the backdrop of current business development, which continues to be dominated by the coronavirus pandemic.

Cash flow from operating activities was positive at €4,061 thousand (previous year: €-2,375 thousand), although the year-on-year increase was mainly affected by the decline in inventories and the decrease in liabilities from affiliated companies. Cash flow from investing activities was negative at €-3,870 thousand due to a short-term loan being granted to an affiliated company. All in all, cash and cash equivalents climbed by €192 thousand (previous year: €-3,674 thousand).

As in previous years, budget planning was reviewed and, if necessary, adjusted on a quarterly basis in financial year 2020/2021. Monthly reports comparing actual performance to company targets were also prepared, with significant deviations being analysed and measures being taken where necessary. Investments are the subject of profitability calculations before being submitted to global management for approval. Short-term liquidity planning guarantees the solvency of HOYA Surgical Optics GmbH, Frankfurt am Main, Germany, at all times.

The company does not use any derivative financial instruments.

It is financed from the income it generates from sales and distribution and, if necessary, from loans provided by the shareholder.

5. Risk and opportunity report

Significant risks that are inextricably linked with running a business are mitigated by a quality management system certified in accordance with DIN ISO 13485, which takes into account the requirements of a manufacturer of medical devices. The implemented system ensures that risks are recognised and assessed in good time.

The company is exposed to procurement risks if the main supplier, HOYA Medical Singapore PTE Ltd., Jalan Ahmad Ibrahim, Singapore, were to be unable to supply it due to manufacturing issues. This could lead to supply bottlenecks and a corresponding loss of revenue. If supply issues were to persist, the company would lose customers, as they would be forced to procure products from competitors. The company mitigates the risks of short-term supply difficulties by building up appropriate inventories at the company's logistics centre in Frankfurt am Main.

The company is only exposed to currency risk to a limited extent, as only a small number of transactions are made in foreign currencies such as the British pound or the US dollar. Credit insurance has been taken out for all trade receivables and inventories (consignment warehouse) to eliminate default risk relating to customer receivables to the greatest possible extent.

The coronavirus has been spreading throughout Germany and around the world since March 2020. As a result, elective treatments have largely been postponed, with capacities saved for acute medical care and intensive care units reserved for the treatment of COVID-19 patients. These factors continue to pose a risk of cash-effective losses that have a negative impact on the net assets, financial position and results of operations in 2021. No defaults on payment have been recorded up to December 2021. The company remains on track with its revenue and earnings forecasts.

We have identified opportunities in the current financial year in the launch of various new products in the premium and mid-tier segment, with which the company intends to cover all relevant product areas moving forward. The ongoing integration of Fritz Ruck GmbH will lead to Hoya, together with Ruck, becoming an end-to-end provider. This pooling of resources and the introduction of new premium products is likely to open the door to new customers and markets and, as a result, unlock further potential for revenue and earnings growth.

6. Forecast report

No significant changes to business policy are anticipated in the future. The company will continue working towards expanding its existing sales markets, and cultivating new ones, with its current product portfolio and will consider corresponding investments.

As the impact of the COVID-19 pandemic remains unforeseeable, the risks to continued positive financial performance are still high, although the management still has an optimistic outlook of financial year 2021/2022, with hope that the situation returns to normal and revenue recovers.

We continue to believe that demographic development, particularly in Germany, progress in medical technology and the growing awareness of healthy living among the general population will create additional demand for professional products and services in the healthcare industry. Furthermore, we believe that surgery will be postponed due to the pandemic and that we will experience pent-up demand when it comes to elective treatments.

The forecast remains uncertain for the coming year, as the specific adverse effects of the coronavirus crisis on net assets, financial position and results of operations in the current financial year are still not able to be forecast with any degree of certainty. At the moment, we anticipate a year-on-year rise in revenue of around 25% in the current financial year, partly due to the integration of RUCK's business, as well as an incremental increase in revenue from our IOL core business of 10% to 15%. Looking at the results from the first half of the financial year, we are observing a marked improvement in the general trend and expect to generate net profit for the year around 5% higher than the previous year.

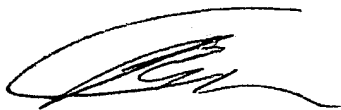
7. Conclusion

The management would like to thank the governing bodies of the shareholder and the global management team for the professional working relationship based on mutual trust. We would also like to thank all of our business partners.

A special word of gratitude must go to the workforce of HOYA Surgical Optics GmbH, Frankfurt am Main, Germany, who have supported the business strategy and, with commitment and dedication day after day, played such a significant role in achieving our successful results in such challenging times.

True translation from the original

Frankfurt am Main, Germany, 28
March 2022



Mads Bjerre Andersen
Senior Vice President
Officer

John Goltermann Lassen
Chief Executive

HOYA Surgical Optics GmbH, Frankfurt am Main, Germany

Balance sheet as at 31 March 2021

Assets

	31 March 2021 EUR	31 March 2020 EUR
A. Fixed assets		
I. Intangible assets		
Software acquired for consideration	61,960.03	126,447.87
II. Property, plant and equipment		
1. Operating and office equipment	541,935.85	621,635.32
2. Leasehold improvements	375,628.05	422,514.87
	<u>979,523.93</u>	<u>1,170,598.06</u>
B. Current assets		
I. Inventories		
Merchandise	9,249,050.56	13,371,137.18
II. Receivables and other assets		
1. Trade receivables	8,523,896.71	8,061,937.49
2. Receivables from affiliated companies	3,655,473.22	5,998,493.49
3. Receivables from shareholders	3,786,724.84	0.00
4. Other assets	851,994.22	2,111,190.06
	<u>16,818,088.99</u>	<u>16,171,621.04</u>
III. Cash on hand, cash in bank of which bank balances		
	2,259,600.28	2,067,890.55
	<u>28,326,739.83</u>	<u>31,610,848.77</u>
C. Prepaid expenses		
	459,935.66	660,338.58
	<u>29,766,199.42</u>	<u>33,441,585.41</u>

**Equity and
Liabilities**

	31 March 2021 EUR	31 March 2020 EUR
A. Equity		
I. Subscribed capital	25,000.00	25,000.00
II. Capital reserves	6,075,000.00	6,075,000.00
III. Profit carried forward	7,869,501.50	3,411,430.91
IV. Net profit for the year	969,221.67	4,458,070.59
	<u>14,938,723.17</u>	<u>13,969,501.50</u>
B. Provisions		
1. Tax provisions	4,297,705.63	4,109,634.87
2. Other provisions	3,238,476.23	3,543,267.38
	<u>7,536,181.86</u>	<u>7,652,902.25</u>
C. Liabilities		
1. Advance payments received on orders	2,816.63	24,964.96
2. Trade payables	829,758.88	1,902,759.44
3. Liabilities to affiliated companies	5,477,638.94	9,032,123.74
4. Other liabilities	981,079.94	859,333.52
of which from taxes	954,737.56	617,352.38
of which relating to social security	4,766.73	12,714.72
	<u>7,291,294.39</u>	<u>11,819,181.66</u>
	<u>29,766,199.42</u>	<u>33,441,585.41</u>

Income statement for the period from 1 April 2020 to 31 March 2021

	2020/2021	2019/2020
	EUR	EUR
1. Revenue	51,597,860.22	55,470,825.04
2. Other operating income	1,287,057.07	537,066.07
of which income from currency translation	356,465.14	99,262.47
3. Cost of materials		
Cost of purchased merchandise	-28,793,283.37	-26,964,252.68
4. Personnel expenses		
a) Wages and salaries	-9,957,808.16	-9,209,674.22
b) Social security, post-employment and other		
employee benefit costs	-1,838,401.12	-1,638,703.03
of which in respect of post-employment benefits	-43,272.23	-67,776.58
5. Amortisation of intangible assets and		
depreciation of fixed assets and property, plant and equipment	-274,202.05	-256,754.20
6. Other operating expenses	-10,717,756.79	-11,426,138.65
of which expenses from currency translation	-136,066.11	-150,598.22
7. Interest and similar expenses	-1,381.33	-1,752.05
of which to affiliated companies	-1,222.60	0.00
8. Income taxes	-332,862.80	-2,052,545.69
9. Earnings after taxes	969,221.67	4,458,070.59
10. Net profit for the year	969,221.67	4,458,070.59

HOYA Surgical Optics GmbH, Frankfurt am Main,

Germany

Notes to the financial statements for financial year

2020/2021

1. General disclosures

The annual financial statements as at 31 March 2021 of HOYA Surgical Optics GmbH, Frankfurt am Main, Germany, were prepared according to Sections 242 et seq. and 264 et seq. of the German Commercial Code (HGB) as well as the provisions of German commercial law and the relevant provisions of the German Limited Liability Companies Act (GmbHG).

The company is regarded as a large stock corporation in accordance with Section 267 (2) HGB as at the reporting date.

The format of the financial statements is the same as in the previous year. The income statement has been prepared according to the nature of expense method pursuant to Section 275 (2) HGB.

The company is registered as HOYA Surgical Optics GmbH, with its registered office in Frankfurt am Main, in the commercial register of the district court of Frankfurt am Main, under registration number HRB 83207.

2. Accounting policies

The accounting policies for the preparation of the annual financial statements have largely remained unchanged.

Acquired intangible assets and property, plant and equipment are recognised at cost less depreciation and amortisation. Insofar as assets have finite useful lives, depreciation and amortisation is recognised on a straight-line basis in accordance with the expected useful life. Depreciation and amortisation periods are determined on the basis of the shortest useful lives stated in depreciation and amortisation tables defined according to tax law, unless there are any indications on a case-by-case basis of a different useful life.

Software acquired for consideration is written down over three years, leasehold improvements over ten years, injectors over three years and other operating and office equipment over three to seven years.

Assets with a value of up to €800.00 are written off in the year of acquisition.

Inventories are recognised individually at the lower of cost or fair value on the reporting date. Warehouse and inventory risks (e.g. due to age or marketability) are taken into account through valuation allowances. Valuations are loss-free in all cases, in other words deductions are recognised on the expected sales prices for costs that

are still to be incurred.

Receivables and other assets are carried at cost less appropriate valuation allowances. All items involving risk are accounted for using appropriate specific valuation allowances. Receivables are also insured against default through commercial credit insurance

and export credit insurance, which largely eliminates the risk of default on receivables due to customer insolvency.

Other provisions take into account all identifiable uncertain obligations. They are recognised at the necessary settlement amount (including future cost and price increases) calculated according to prudent commercial judgement.

Liabilities are carried at their settlement amount.

Assets and liabilities denominated in foreign currencies are generally translated at the average spot rate on the reporting date. In the case of a residual term of more than one year, the acquisition cost principle (Section 253 (1) Sentence 1 HGB) and the realisation principle (Section 252 (1) Number 4 Clause 2 HGB) are applied.

The "of which from currency translation" items on the income statement include both realised and unrealised currency translation differences.

Deferred taxes arise from the differences between the HGB carrying amount of provisions and their tax base; they are valued at the average tax rate of approximately 31%. The option to capitalise deferred taxes has not been exercised.

3. Notes on the balance sheet

3.1. Fixed assets

The statement of changes in fixed assets in financial year 2020/2021, including depreciation and amortisation in the financial year, can be found in an appendix to these notes to the financial statements.

3.2. Receivables and other assets

Receivables from affiliated companies (€3,655 thousand; previous year: €5,998 thousand) arose, as in the previous year, from trade activities. Receivables from shareholders (€3,787 thousand; previous year: €0 thousand) also constitute receivables from affiliated companies and were the result of a short-term loan being granted.

As in the previous year, all receivables and other assets have a residual term of less than one year, with the exception of the rent deposits referred to below. Receivables from rent deposits (€280 thousand; previous year: €280 thousand) are reported under other assets and, as in the previous year, have a residual term of more than one year.

3.3. Other provisions

Other provisions include personnel-related provisions of €1,914 thousand (previous year: €1,896 thousand), provisions for commission of

€675 thousand (previous year: €887 thousand) and provisions for outstanding invoices and travel costs of €649 thousand (previous year: €760 thousand).

3.4. Liabilities

As in the previous year, all liabilities have a residual term of less than one year. Liabilities to affiliated companies arise exclusively from trade activities.

4. Notes on the income statement

4.1. Revenue

Revenue primarily includes revenue generated from intraocular lenses of €38,679 thousand (previous year: €42,775 thousand), fluids of €915 thousand (previous year: €1,155 thousand), accessories of €307 thousand (previous year: €402 thousand) and injectors and cartridges of €1 thousand (previous year: €3 thousand). Revenue in the current year also includes services rendered for affiliated companies of €5,269 thousand (previous year: €6,571 thousand) and sales of consumables to Fritz Ruck Ophthalmologische Systeme GmbH, a company acquired in the previous year by Hoya Group, of €6,426 thousand (€4,563 thousand). Hoya is responsible for procurement for a large percentage of Fritz Ruck products.

Revenue generated in Germany amounted to €17,922 thousand (previous year: €22,697 thousand), whereas revenue generated abroad stood at €33,675 thousand (previous year: €32,744 thousand).

4.2. Other operating income

Other operating income includes income from currency translation of €356 thousand (previous year: €99 thousand).

4.3. Other operating expenses

Other operating expenses primarily includes expenses for:

- intra-group service fees
- travel and corporate hospitality expenses
- advertising, sales promotion, trade fairs and events
- legal and advisory costs
- freight and transportation costs
- rent

This item includes currency translation losses of €136 thousand (previous year: €151 thousand). Expenses attributable to other periods amount to €532 thousand (previous year: €0 thousand) in the current financial year and concern sales tax corrections in Austria and France.

4.4. Income taxes

Income taxes include expenses from tax arrears attributable to other periods of €274 thousand as well as income from the reversal of tax provisions attributable to other periods of €370 thousand.

5. Other notes

5.1. Notes on the parent company

The annual financial statements of HOYA Surgical Optics GmbH, Frankfurt am Main, Germany, is included in the consolidated financial statements of Hoya Corporation, Tokyo, Japan, which prepares the consolidated financial statements for the largest group of companies. The consolidated financial statements are disclosed at the Ministry of Finance Local Finance Bureau in Tokyo, Japan, under registration number 7741. The annual financial statements of HOYA Surgical Optics GmbH, Frankfurt am Main, Germany, are also included in the sub-group financial statements of the sole shareholder HOYA HOLDINGS N.V., Uithoorn, Netherlands, which prepares the sub-group financial statements for the smallest group of companies. The sub-group financial statements are disclosed at the Chamber of Commerce, Amsterdam, Netherlands, under registration number 33210664.

5.2. Other financial obligations

Future rent obligations until June 2024 for office and warehouse space amount to €3,481 thousand. There are also lease obligations for vehicles and office and operating equipment with terms of less than one year in the amount of €174 thousand.

5.3. Related-party transactions

The company granted funds of €3,787 thousand to the shareholder HOYA HOLDINGS N. V., Netherlands, as at the reporting date of 31 March 2021 on the basis of a credit facility. This receivable does not bear any interest, in line with the current market environment.

5.4. Auditor's fee

The total auditor's fee for the period from 1 April 2020 to 31 March 2021 amounts to €157 thousand. Of this amount, €38 thousand relates to audit services for the financial statements and €119 thousand to tax advisory services.

5.5. Management

- Mads Bjerre Andersen, Frankfurt, Senior Vice President, Global Sales of the Surgical Optics Business Unit
- John Goltermann Lassen, Singapore, CEO of the Surgical Optics Business Unit in Singapore

Total management remuneration is not disclosed in accordance with Section 286 (4) HGB as Mr Andersen is the only member of the management to receive remuneration from the company.

5.6. Average number of employees during the year

The company employed an average of 120 people during the year (previous year: 104).

Administration: 85 (previous year: 51)

Distribution: 35 (previous year: 53)

It should be noted that the Customer Service department was reorganised to become part of the Administration group in the reporting period. This change affected 12 employees (previous year: 11).

5.7. Proposal for the appropriation of profit

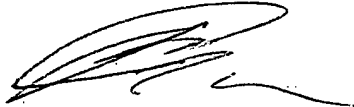
The management proposes that the net profit for the year of €969 thousand be carried forward to new account.

5.8. Events after the reporting date

No circumstances or events occurred after the end of the financial year as at 31 March 2012 that have any particular impact on the net assets, financial position and results of operations outlined in this report.

True translation from the original

Frankfurt am Main, Germany, 28
March 2022



Mads Bjerre Andersen
Senior Vice President
Officer

John Goltermann Lassen
Chief Executive

HOYA Surgical Optics GmbH, Frankfurt am Main, Germany

Statement of changes in fixed assets in financial year 2020/2021

	Cost				Cumulative depreciation and amortisation				Carrying amounts	
	As at 1 April 2020	Additions	Disposals	As at 31 March 2021	As at 1 April 2020	Additions	Disposals	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets										
Software acquired for consideration	958,474.64	0.00	0.00	958,474.64	832,026.77	64,487.84	0.00	896,514.61	61,960.03	126,447.87
II. Property, plant and equipment										
1. Operating and office equipment	1,844,546.68	84,611.07	5,385.11	1,923,772.64	1,222,911.36	162,827.37	3,901.96	1,381,836.77	541,935.87	621,635.32
2. Fixtures added by tenants	463,553.66	0.00	0.00	463,553.66	41,038.79	46,886.84	0.00	87,925.63	375,628.03	422,514.87
	<u>3,266,574.98</u>	<u>84,611.07</u>	<u>5,385.11</u>	<u>3,345,800.94</u>	<u>2,095,976.92</u>	<u>274,202.05</u>	<u>3,901.96</u>	<u>2,366,277.01</u>	<u>979,523.93</u>	<u>1,170,598.06</u>

INDEPENDENT AUDITOR'S REPORT

To Hoya Surgical Optics GmbH, Frankfurt am Main, Germany

Audit opinion

We have audited the annual financial statements, comprising the balance sheet as at 31 March 2021, the income statement for the financial year from 1 April 2020 to 31 March 2021, together with the accounting policies, of Hoya Surgical Optics GmbH, Frankfurt am Main, Germany. We also audited the management report of Hoya Surgical Optics GmbH, Frankfurt am Main, Germany, for the financial year from 1 April 2020 to 31 March 2021.

In our opinion, based on the findings obtained from the audit,

- the enclosed annual financial statements comply, in all material respects, with German commercial law provisions applying to corporations and give a true and fair view of the net assets and financial position of the company as at 31 March 2021 and its results of operations for the financial year from 1. 1 April 2020 to 31 March 2021 in accordance with German principles of proper accounting, and
- the enclosed management report as a whole provides a suitable view of the company's position. This management report corresponds in all material respects to the annual financial statements, complies with German legal requirements and accurately presents the risks and opportunities associated with future development.

In accordance with Section 322 (3) Sentence 1 HGB, we declare that our audit did not lead to any objections against the propriety of the annual financial statements and the management report.

Basis for the opinion

We conducted our audit of the annual financial statements and the management report in accordance with Section 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer, IDW). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the annual financial statements and the management report" section of our report. We are independent of the company in accordance with the provisions of German commercial and professional law, and we have fulfilled our other German professional 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 of the annual financial statements and the management report.

Management's responsibilities for the annual financial statements and the management report

Management is responsible for the preparation of annual financial statements that comply with German commercial law provisions applying to corporations in all material respects and that give a true and fair view of the net assets, financial position and results of operations of the company in accordance with German principles of proper accounting. In addition, management is responsible for the internal controls it deems necessary in accordance with German principles of proper accounting to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the ability of the company to continue as a going concern and for disclosing, as necessary, matters related to going concern, and for using the going concern basis of accounting unless there are any actual or legal reasons not to do so.

Management is also responsible for preparing a management report that as a whole provides a suitable view of the company's position, corresponds in all material respects to the annual financial statements, complies with German legal requirements and accurately presents the risks and opportunities associated with future development. Management is also responsible for introducing precautions and measures (systems) that it deems necessary to enable the preparation of a management report in accordance with applicable German legal requirements and to provide sufficient evidence for the statements in the management report.

Auditor's responsibilities for the audit of the annual financial statements and the management report

Our aim is to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides a suitable view of the company's position and corresponds in all material respects with the annual financial statements and the findings of the audit, corresponds with German legal requirements and accurately presents the risks and opportunities associated with future development, as well as to issue an auditor's report that expresses our opinion on the annual financial statements and the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) 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 decisions of users taken on the basis of these annual financial statements and this management report.

As part of an audit, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems maintained by the company.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statements and management report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial statements and the notes to the annual financial statements and whether the annual financial statements represent the underlying transactions and events in such a way that ensures that the annual financial statements give a true and fair view of the net assets, financial position and results of operations of the company in accordance with German principles of proper accounting.
- Evaluate the consistency of the management report with the annual financial statements, its compliance with the law and the view of the company's position it provides.
- Perform audit procedures on the forward-looking statements made by management in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by management as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not issue an independent audit opinion on the forward-looking statements or on the underlying assumptions. There is a significant unavoidable risk that future events will deviate significantly from the forward-looking statements.

We communicate with the individuals responsible for monitoring regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process.

Frankfurt am Main, 7 April 2022

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

(Pierre Back)
Wirtschaftsprüfer
(German Public Auditor)

(René Haag)
Wirtschaftsprüfer
(German Public Auditor)