

Nuvo Pharmaceuticals (Ireland) DAC

Directors' Report and Financial Statements for the period
ended 31 March 2025

Registered number: 616049

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COMPANY INFORMATION

DIRECTORS	Gary McCloskey Gerard Collis Mark Nawacki (Canadian) Jesse Ledger (Canadian - resigned 31 October 2024) Francesco Tallarico (Canadian - appointed 4 November 2024) David Kirwan (appointed 15 January 2025)
SECRETARY	Byrne Wallace Corporate Secretaries Limited
AUDITOR	Ernst & Young Chartered Accountants Ernst & Young Building Harcourt Centre Harcourt Street Dublin 2 D02 YA40 Ireland
REGISTERED NUMBER OF INCORPORATION	616049
BANKERS	Bank of Ireland 6 O'Connell Street Dublin 1 D01 X324 Ireland HSBC 1 Grand Canal Square Grand Canal Dock Dublin 2 D02 P820 Ireland
SOLICITOR	Byrne Wallace 88 Harcourt Street Dublin 2 D02 DK18 Ireland
REGISTERED OFFICE	88 Harcourt Street Dublin 2 D02 DK18 Ireland

DIRECTORS' REPORT
for the period ended 31 March 2025

The directors present herewith their Report and audited Financial Statements for the period ended 31 March 2025.

Principal Activities

The principal activity of Nuvo Pharmaceuticals (Ireland) DAC ('the Company' or 'Searchlight Ireland') is the licensing of pharmaceutical products and commercialisation of same. The Company retains the rights to certain product technologies and related intangible property rights and continues the commercialisation of the product technologies acquired and further development work if required. On 1 June 2024, Artemis Parent, Inc. through one of its subsidiaries Apotex Inc. ('Apotex'), acquired all of the issued and outstanding shares of Searchlight Pharma Inc. ('Searchlight') and by extension, assumed ownership of Searchlight's wholly owned subsidiaries, including the Company. These Financial Statements are prepared for the financial period ended 31 March 2025. The Company has changed its financial year-end from 31 December to 31 March. As a result, the current reporting period covers 15 months from 1 January 2024 to 31 March 2025. The comparative figures presented are for the 12 month year-ended 31 December 2023.

Business Review and Future Prospects

The Company generated a gross profit of US\$13.6 million (2023: US\$6.4 million) associated with product sales, royalty, milestone and profit share payments. The increase in gross profit was primarily attributable to a US\$5.5 million increase in profit share income related to the Provigil® (modafinil) and Nuvigil® (armodafinil) products acquired during the period. In addition, there was a US\$1.6 million increase in royalty income which is primarily attributable to the current accounting period being 15 months compared to the 12 month prior year. There was a US\$0.6 million increase in product revenue and a US\$0.3 million decrease in milestone revenue related to the Company's Suvexx intellectual property in Europe which also accounts for the US\$0.3 million increase in cost of sales. Administrative expenses amounted to US\$2.2 million (2023: US\$1.7 million). The increase in administrative expenses during the period ended 31 March 2025 was primarily the result of the current accounting period being 15 months compared to the 12 month prior year.

The Company recognised an impairment in respect of intangible assets of US\$1.6 million (2023: US\$nil) due to changes in the expectations for certain products.

On 25 March 2024, Aralez Pharmaceuticals Canada Inc. ('Aralez'), assigned all of its right, title and interest in the promissory note owed by the Company to Searchlight.

On 1 June 2024, Artemis Parent, Inc. through one of its subsidiaries Apotex, acquired all of the issued and outstanding shares of Searchlight and by extension, assumed ownership of Searchlight's wholly owned subsidiaries, including the Company. Apotex is headquartered at 150 Signet Drive, Toronto, Ontario, M9L 1T9, Canada and is a Canadian-based global health company with a broad portfolio of generic, biosimilar and branded pharmaceuticals, as well as branded consumer health and wellness products.

On 30 December 2024, the Company acquired rights to Provigil® (modafinil) and Nuvigil® (armodafinil) in the United States from Teva Pharmaceutical International GmbH, a multinational pharmaceutical company for cash consideration of US\$62.0 million. This transaction was accounted for as an asset acquisition and was financed by a promissory note issued by Apotex bearing interest at the Canada Revenue Agency prescribed rate, which was 7.8% at 31 March 2025. As a result, amortisation of intangible assets increased from US\$2.1 million in 2023, to US\$4.3 million in the 15 month period ended 31 March 2025 and interest expenses increased from US\$1.4 million in 2023, to US\$2.9 million in the 15 month period ended 31 March 2025.

DIRECTORS' REPORT
for the period ended 31 March 2025

The promissory note issued by Aralez is denominated in Canadian Dollars. As the Company's functional currency is the United States Dollar, the Company has recognised foreign exchange gains amounting to US\$2.3 million (2023: US\$1.0 million loss) which has been charged to the Statement of Comprehensive Income.

The Company treated the repayment of the Deerfield debt in the prior year as the extinguishment of the original liability and recognised the promissory note issued by Nuvo Pharmaceuticals Inc. as a new liability, resulting in the Company recording no gain or loss on the derecognition of the loan in the current period (2023: US\$1.6 million). The Company expensed no interest on the Deerfield debt which was extinguished in the prior year (2023: US\$0.5 million).

The Company anticipates that its annual results of operations will be impacted for the foreseeable future by several factors, including the level and timing of product sales to the Company's customers, licensees and distributors, the timing and amount of royalties, milestones, profit share income and other payments made or received pursuant to current and future licensing arrangements. For the 12 months following approval of the financial statements, the Company intends to further expand its businesses through targeted in-licensing and acquisition opportunities as well as out-licensing distribution rights of Apotex's proprietary products.

Significant Events Since the Period End

On 3 July 2025, the Company entered into a joinder agreement whereby it guaranteed the obligations of certain of its affiliates under an amended and restated credit agreement.

Principal Risks and Uncertainties

The Company faces a variety of significant and diverse risks, many of which are inherent in the business conducted by the Company. Described below are certain risks identified by the Company's directors that could materially affect the Company. Other risks and uncertainties that the Company does not presently consider to be material, or of which the Company is not presently aware, may become important factors that affect the Company's future financial condition and operating results. The occurrence of any of the risks discussed below could materially and adversely affect the Company's business, prospects, financial condition, operating results and liquidity.

Obtaining Government and Regulatory Approvals

The success of the Company is dependent on obtaining regulatory approval in various markets for its product candidates. If these approvals are significantly delayed, technological innovation may have rendered product candidates obsolete, or allowed the Company's competitors to develop and market products with similar features. Regulatory approvals are also subject to ongoing regulatory review. If the Company fails to comply with these requirements, it could materially and adversely impact the Company's business, financial condition or operating results.

Products May Fail to Achieve Market Acceptance

The Company's products may fail to achieve market acceptance, and competition from other companies in the industry and from generic manufacturers is intense. The benefits of the Company's product compared to others, the success and pricing of other competing therapies that are or may become available, the estimate of the size of the potential for the Company's products and the timing and amount of reimbursement for the Company's products are certain factors that could materially and adversely impact the Company's business, financial condition or operating results.

Potential Product Liability

The Company may be subject to product liability claims associated with the use of certain of its products and there can be no assurance that the Company's liability insurance will continue to be available on commercially reasonable terms or at all. Product liability claims might also exceed the amounts or fall

DIRECTORS' REPORT
for the period ended 31 March 2025

outside of such coverage. Product liability claims against the Company, regardless of their merit or potential outcome, could be costly and divert management's attention from other business matters or adversely affect the Company's reputation and the demand for its products. There can be no assurance that a product liability claim or series of claims brought against the Company would not materially and adversely impact the Company's business, financial condition or operating results.

Unexpected Product Safety or Efficacy Concerns

Unexpected safety or efficacy concerns can arise with respect to marketed products, whether or not scientifically justified, leading to product recalls, withdrawals or declining sales, as well as potential product liability, consumer fraud or other claims. Any of such occurrences could materially and adversely impact the Company's business, financial condition or operating results.

Patents, Trademarks and Proprietary Technology

There can be no assurance as to the breadth or degree of protection that existing or future patents or patent applications may afford the Company or that any patent applications will result in issued patents or that the Company's patents or trademarks will be upheld if challenged. It is possible that the Company's existing patent or trademark rights may be deemed invalid. Regardless of the validity of the Company's patents, there can be no assurance that others will be unable to obtain patents or develop competitive non-infringing products or processes that permit such parties to compete with the Company. Any of such occurrences could materially and adversely impact the Company's business, financial condition or operating results.

Litigation

Litigation in the pharmaceutical industry could result from diverse causes and sources: intellectual property defense and claims of infringement, product liability claims and the use of hazardous materials. Any of such occurrences could materially and adversely impact the Company's business, financial condition or operating results.

Manufacturing and Supply Risks

The Company's manufacturing process is reliant on third-party manufacturers. Disruptions in the supply chain or manufacturing capabilities of the Company's third-party manufacturers could cause the Company to be unable to meet the demand for its products, which could materially adversely impact the Company's business, financial condition or operating results.

Disease Outbreaks

The occurrence of an illness that leads, or is anticipated to lead, to a local, regional, or national outbreak or epidemic, or to an international outbreak or pandemic, such as Middle East Respiratory Syndrome (MERS-CoV), Severe Acute Respiratory Syndrome (SARS), Respiratory Syncytial Virus (RSV), Ebola (EVD), H1N1 influenza virus, avian flu, monkeypox virus, or COVID-19 pandemic caused by SARS-CoV-2, or any similar illness or mutations thereof, could affect the Company's business as a result of a general or acute short or medium-term decline in economic activity affecting the Company's supply chain, the markets for its products, production capacity and staffing levels, and could lead to increased government regulation, quarantine measures, as well as restrictions on travel and the movement of persons or goods. Each of these risk factors has the potential to have a material and adverse impact on the Company's business, financial condition and results of operations.

Impairment Risk

Impairment exists when the carrying amount of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. Certain intangible assets and goodwill of the Company are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets or goodwill may not be recoverable.

DIRECTORS' REPORT
for the period ended 31 March 2025

Interest Rate Risk

The Company's policy is to minimise interest rate cash flow risk exposures on its long-term financing. The Company's loans and borrowings and lease obligations are at fixed or variable interest rates.

Inability to Meet Debt Commitments

The Company's ability to satisfy its debt obligations will depend principally upon its future operating performance and continued support from Apotex. The Company's inability to generate sufficient cash flows to satisfy its debt service obligations or to refinance its obligations on commercially reasonable terms could have a materially adverse impact on the Company's business, financial condition or operating results.

The Company anticipates that its current cash of US\$0.6 million as at 31 March 2025, together with the cash flows generated from operations and guarantees from the Company's parent company, Apotex, will be sufficient to execute its current business plan and to meet current debt obligations.

Security and Cyber Security Breaches

The Company has implemented security protocols and systems with the intent of maintaining the physical and electronic security of its operations and protecting its confidential information and information related to identifiable individuals against unauthorised access. Despite such efforts, the Company may be subject to security breaches, which could result in unauthorised access to its facilities or the information that the Company is trying to protect. Unauthorised physical access to one of the Company's facilities or electronic access to its information systems could result in, among other things, unfavorable publicity, litigation by affected parties, damage to sources of competitive advantage, disruptions to its operations, loss of proprietary information, customer information, financial obligations for damages related to the theft or misuse of such information and costs to remediate such security vulnerabilities, any of which could materially and adversely impact the Company's business, financial condition or operating results.

Macroeconomic and Geopolitical Environment

In recent years, the global economy has been impacted by fluctuating foreign exchange rates. Fluctuations in the U.S. dollar versus other currencies in which the Company operates may materially impact its revenues, results of operations, profits and cash flows. Additionally, the global economy has also been impacted by geopolitical tensions which have resulted in disruptions to global supply chains, including the Company's internal supply chain, as well as ongoing developments regarding international trade policies. The U.S. government recently announced tariffs on products imported from jurisdictions in which the Company operates, and has made announcements regarding the potential imposition of tariffs on other jurisdictions. Certain of the announced tariffs have been delayed and the Company is currently assessing the potential impact on its operations. However, the U.S. government may in the future pause, reimpose or increase tariffs, and countries subject to such tariffs have, and in the future may, impose reciprocal tariffs or other restrictive trade measures in response. Any of these actions could impact the Company's costs and operations.

Research and Development

The Company may incur research and development expenditures to extend the lifecycle and advance the commercialisation of its product candidates. Total research and development expenditures for the period ended 31 March 2025 was US\$nil (2023: US\$nil).

Results and Dividends

The Statement of Comprehensive Income for the period ended 31 March 2025 and Statement of Financial Position as at that date are set out on pages 13 and 15. The profit on ordinary activities before tax amounted to US\$4.9 million (2023: loss of US\$1.5 million). After a tax credit of US\$2.2 million (2023: tax charge of US\$0.1 million), the profit for the period amounted to US\$7.1 million (2023: loss

DIRECTORS' REPORT
for the period ended 31 March 2025

of US\$1.6 million). Shareholders' deficit as at 31 March 2025 amounted to US\$12.4 million (2023: US\$19.5 million).

The directors did not recommend the payment of a dividend for the period (2023: US\$nil).

Political Donations

The Company made no political donations during the period ended 31 March 2025 or the prior year.

Directors and Secretary

The directors and secretary are listed below and, unless otherwise indicated, have served throughout the period.

DIRECTORS

Gary McCloskey
Gerard Collis
Mark Nawacki (Canadian)
Jesse Ledger (Canadian - resigned 31 October 2024)
Francesco Tallarico (Canadian - appointed 4 November 2024)
David Kirwan (appointed 15 January 2025)

SECRETARY

Byrne Wallace Corporate Secretaries Limited

No director or the secretary in office at the end of the period had an interest in the share capital and debentures of the Company or any other group company at any time during the period requiring disclosure in accordance with section 329 of the Companies Act 2014.

Going Concern

At 31 March 2025, the Company's liabilities exceeded its assets. Company law requires the directors to consider whether it is appropriate to prepare the Financial Statements on the basis that the Company is a going concern. In considering this matter, the directors have obtained a Letter of Support from an intermediate parent company Apotex, for a period of 12 months from the date of the approval of the Company's Financial Statements in order to ensure the Company can meet its financial obligations as they fall due. The directors are satisfied that the intermediate parent company is in a position to provide such support. Accordingly, the directors believe it is appropriate to prepare the Financial Statements on a going-concern basis.

Accounting Records

The measures taken by the directors to secure compliance with the requirements of sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records are the implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The accounting records of the Company are located at Digital Office Centre, Balheary Road, Swords, Co. Dublin.

DIRECTORS' REPORT
for the period ended 31 March 2025

Disclosure of Information to the Auditor

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 they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

The auditor, Ernst & Young, Chartered Accountants, has indicated its willingness to continue in office in accordance with the provisions of Section 383(2) of the Companies Act 2014.

Approved by the board of Directors and signed on its behalf by



Ger Collis
Director
Date: 6 August 2025



Gary McCloskey
Director
Date: 6 August 2025

**DIRECTORS' RESPONSIBILITIES STATEMENT
for the period ended 31 March 2025**

The directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable Irish law and regulations.

Irish 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 accounting standards issued by the Financial Reporting Council, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (Generally Accepted Accounting Practice in 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 assets, liabilities and financial position of the Company as at the end of the financial year, and the profit or loss of the Company for the financial year, and otherwise comply with the Companies Act 2014.

In preparing these Financial Statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether the Financial Statements have been prepared in accordance with the 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 ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the Financial Statements and Directors' Report comply with the Companies Act 2014 and enable the Financial Statements to be audited. 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.

Approved by the board of Directors and signed on its behalf by



Ger Collis
Director
Date: 6 August 2025



Gary McCloskey
Director
Date: 6 August 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NUVO PHARMACEUTICALS (IRELAND) DAC

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Nuvo Pharmaceuticals (Ireland) DAC ('the Company') for the period ended 31 March 2025, which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position, the Statement of Cash Flows and notes to the financial statements, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland issued in the United Kingdom* by the Financial Reporting Council.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 March 2025 and of its profit for the period then ended;
- have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) 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 ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), 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 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. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NUVO PHARMACEUTICALS (IRELAND) DAC

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report and Financial Statements other than the financial statements and our auditor's report thereon. 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.

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 or apparent material misstatements, 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 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the Directors' Report for the financial period ended for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report, other than those parts relating to sustainability reporting where required by Part 28 of the Companies Act 2014, has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on 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 Directors' Report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures required by sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NUVO PHARMACEUTICALS (IRELAND) DAC

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 9, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they 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 management either intends to liquidate the Company or to cease operations, or has 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 (Ireland) 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 our responsibilities for the audit of the financial statements is located on the IAASA's website at: https://iaasa.ie/wp-content/uploads/docs/media/IAASA/Documents/audit-standards/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

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

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. 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.



Pat O'Neill
for and on behalf of
Ernst & Young, Chartered Accountants and Statutory Audit Firm

Dublin, Ireland

8 August 2025

STATEMENT OF COMPREHENSIVE INCOME
for the period ended 31 March 2025

	Note	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
Turnover	3	14,954,025	7,527,033
Cost of sales		<u>(1,369,323)</u>	<u>(1,102,741)</u>
Gross profit		13,584,702	6,424,292
Administrative expenses		(2,245,777)	(1,713,257)
Amortisation of intangible assets	7	(4,270,811)	(2,144,701)
Impairment of intangible assets	7	<u>(1,582,106)</u>	<u>-</u>
Operating profit	4	5,486,008	2,566,334
Derecognition of loan loss	10	-	(1,624,248)
Foreign exchange gain / (loss)	10	2,313,128	(1,047,661)
Interest expense	5	<u>(2,880,523)</u>	<u>(1,424,982)</u>
Profit / (loss) on ordinary activities before taxation		4,918,613	(1,530,557)
Tax on profit / (loss) on ordinary activities	6	<u>2,180,158</u>	<u>(110,476)</u>
Profit / (loss) on ordinary activities after taxation		<u><u>7,098,771</u></u>	<u><u>(1,641,033)</u></u>

All of the results relate to continuing operations. The Company notes that there were no other profits or losses other than the results shown above.

The accompanying notes to the Financial Statements form an integral part of these Financial Statements.

STATEMENT OF CHANGES IN EQUITY
for the period ended 31 March 2025

	Called-up share capital US\$	Capital contribution US\$	Profit and loss account US\$	Total US\$
As at 1 January 2023	11,900	7,920,186	(25,782,902)	(17,850,816)
Loss for the year	<u>-</u>	<u>-</u>	<u>(1,641,033)</u>	<u>(1,641,033)</u>
As at 31 December 2023	<u>11,900</u>	<u>7,920,186</u>	<u>(27,423,935)</u>	<u>(19,491,849)</u>
As at 1 January 2024	11,900	7,920,186	(27,423,935)	(19,491,849)
Profit for the period	<u>-</u>	<u>-</u>	<u>7,098,771</u>	<u>7,098,771</u>
As at 31 March 2025	<u>11,900</u>	<u>7,920,186</u>	<u>(20,325,164)</u>	<u>(12,393,078)</u>

The accompanying notes to the Financial Statements form an integral part of these Financial Statements.

NUVO PHARMACEUTICALS (IRELAND) DAC

STATEMENT OF FINANCIAL POSITION
As at 31 March 2025

		31 March 2025 US\$	31 December 2023 US\$
FIXED ASSETS			
Intangible assets	7	65,101,665	7,357,231
CURRENT ASSETS			
Debtors	8	10,544,606	2,035,521
Cash at bank	9	559,372	929,336
		11,103,978	2,964,857
CREDITORS			
(amounts falling due within one year)	10	(88,598,721)	(29,813,937)
NET CURRENT LIABILITIES			
		(77,494,743)	(26,849,080)
TOTAL ASSETS LESS CURRENT LIABILITIES			
		(12,393,078)	(19,491,849)
NET LIABILITIES			
		(12,393,078)	(19,491,849)
CAPITAL AND RESERVES			
Called-up share capital	12	11,900	11,900
Capital contributions	13	7,920,186	7,920,186
Profit and loss account		(20,325,164)	(27,423,935)
Shareholders' deficit			
		(12,393,078)	(19,491,849)

Approved by the board of Directors and signed on its behalf by



Ger Collis
 Director



Gary McCloskey
 Director

Date: 6 August 2025

The accompanying notes to the Financial Statements form an integral part of these Financial Statements.

STATEMENT OF CASH FLOWS
for the period ended 31 March 2025

		15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
Profit / (loss) for the period		7,098,771	(1,641,033)
Adjustments to reconcile profit for the period to net cash flow from operating activities			
Amortisation	7	4,270,811	2,144,701
Impairment	7	1,582,106	-
Unrealised foreign exchange (gain) / loss		(2,313,128)	1,047,661
Derecognition of loan loss		-	1,624,248
Interest expense	5	2,880,523	1,424,982
Tax (gain) / expense	6	(2,180,158)	110,476
Increase in debtors	8	(5,772,639)	(469,717)
Increase / (decrease) in creditors	10	48,611	(5,517,038)
Cash from operations		5,614,897	(1,275,720)
Corporate taxes paid		(556,289)	(194,919)
Cash provided by / (used in) operating activities		5,058,608	(1,470,639)
Financing activities			
Principal payment on debt		(5,428,572)	-
Cash used in financing activities		(5,428,572)	-
Cash and cash equivalents			
Net change in cash during the period		(369,964)	(1,470,639)
Cash and cash equivalents, beginning of period		929,336	2,399,975
Cash and cash equivalents, end of period		559,372	929,336

The accompanying notes to the Financial Statements form an integral part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

1. Statement of Compliance

Nuvo Pharmaceuticals (Ireland) DAC (the Company) is a designated activity company limited by shares and incorporated in Ireland. The registered office is at 88 Harcourt Street, Dublin 2, D02 DK18, Ireland.

These Financial Statements have been prepared in accordance with applicable accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (Generally Accepted Accounting Practice in Ireland).

These Financial Statements are prepared for the financial period ended 31 March 2025. The Company has changed its financial year-end from 31 December to 31 March. As a result, the current reporting period covers 15 months from 1 January 2024 to 31 March 2025. The comparative figures presented are for the 12 month year-ended 31 December 2023.

This change was made to align the Company's financial reporting period with that of its parent company, Apotex, and group reporting requirements.

Accordingly, the amounts presented in the primary Financial Statements and the related notes are not entirely comparable between the current and prior period.

2. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's Financial Statements.

(a) Basis of Preparation

These Financial Statements have been prepared in accordance with applicable accounting standards. These Financial Statements are prepared in US dollars (US\$), which is the presentational and functional currency of the Company.

At 31 March 2025, the Company's liabilities exceeded its assets. Company law requires the directors to consider whether it is appropriate to prepare the Financial Statements on the basis that the Company is a going concern. In considering this matter, the directors have obtained a Letter of Support from an intermediate parent company Apotex, for a period of 12 months from the date of the approval of the Company's Financial Statements in order to ensure the Company can meet its financial obligations as they fall due. The directors are satisfied that the intermediate parent company is in a position to provide such support. Accordingly, the directors believe it is appropriate to prepare the Financial Statements on a going concern basis.

It is also in our view that the ongoing uncertainty in the financial markets arising from global tariff policies will not have a material adverse impact on the Company's ability to continue as a going concern.

(b) Foreign Currencies

Transactions in foreign currency are initially recorded at the 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 Statement of Financial Position date. All differences are taken to the Statement of Comprehensive Income.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

2. Accounting Policies (continued)

(c) *Research and Development Expenditure*

All research and development expenditures are written off to the Statement of Comprehensive Income in the year incurred as the nature of the Company's research and development does not meet the criteria for capitalisation. Research and development expenditures consist primarily of third-party costs associated with product development.

(d) *Intangible Assets*

Intangible assets acquired separately from a business acquisition are measured at cost. If an intangible asset is acquired as part of a business combination, the cost of that intangible asset is its fair value at the date of acquisition.

Subsequent to initial recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment. Intangible assets are amortised on a straight-line basis over their estimated useful lives from the time when the intangible assets are available for use on the following bases:

Patents and licenses	4-10 years Straight Line
Goodwill	4-10 years Straight Line
Brands	4-10 years Straight Line
Contract minimums	4-10 years Straight Line
Intellectual property	4-10 years Straight Line

The carrying value of intangible assets is reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication or objective evidence exists, the recoverable amount of the asset is estimated. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised and the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in the Statement of Comprehensive Income. For assets where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined had no impairment losses been recognised for the asset in prior years. A reversal of impairment is recognised immediately in the Statement of Comprehensive Income. Changes in the expected useful life or the expected pattern of consumption of benefit shall be accounted for as a change in accounting estimate.

Intangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in profit or loss.

(e) *Cash and Cash Equivalents*

Cash and cash equivalents in the Statement of Financial Position comprise cash at banks.

(f) *Short-term Debtors and Creditors*

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment of receivables are recognised in the Statement of Comprehensive Income in administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

2. **Accounting Policies** (continued)

(g) **Taxation**

Current tax is recognised in respect of the taxable result for the year and is calculated in accordance with the tax laws and tax rates enacted for the year.

(h) **Deferred Tax**

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and accounting profits that arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the Financial Statements.

Deferred tax is measured on an undiscounted basis at tax rates that are expected to apply in the years in which timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

(i) **Interest-bearing Borrowings**

Interest-bearing borrowings are recognised initially at present value less attributable transactions costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

(j) **Financial Instruments**

The Company has applied FRS 102 Section 11 and 12 for the recognition and measurement of financial instruments. 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 rate method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured initially and subsequently at the undiscounted amount of the cash or other consideration expected to be paid or received.

(k) **Business Combinations**

All business combinations shall be accounted for by applying the purchase method, except for group reconstructions and public benefit entity combinations that are in substance a gift or that are a merger.

Goodwill is associated with the acquisition of Aralez by Nuvo Pharmaceuticals Inc. Goodwill is initially measured at cost, being the excess of the cost of the business combination over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated amortisation and impairment losses.

(l) **Unbilled Revenue**

Unbilled revenue represents the Company's right to payment for services already transferred to a customer where that right to payment is conditional only on the passage of time until a specified future date. Unbilled revenue is measured as the present value of current and future guaranteed minimum sales-based milestone payments that are expected to be received over the life of the licensing agreements. Unbilled revenue balances are reduced as contractual entitlements are billed and realised throughout the life of the agreement.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

2. Accounting Policies (continued)

(m) *Turnover*

Turnover (revenue) is comprised of product sales and license revenue. Revenue is recognised to the extent that the Company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts and rebates, VAT and other sales taxes or duty. The following criteria must also be met before revenue is recognised:

Product sales (sale of goods)

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

License revenue (royalties, milestone payments and profit share income)

The Company's license revenue is comprised of sales-based royalties, milestone payments relating to the license of intellectual property rights to the Company's commercial products and profit share income. Sales-based royalties and milestone payments contingent on sales-based thresholds are recognised when the related sales occur.

The license of certain intellectual property rights includes minimum guaranteed sales-based royalties. The Company recognises the contractual minimums and any sales-based royalties earned in excess of contract minimums, when it is probable that an economic benefit will flow to the Company and the revenue and costs can be reliably measured.

Profit share income

Revenue is recognised when it is probable that the economic benefits will flow to the Company, the revenue and associated costs can be reliably measured, the underlying sales have occurred and the Company's entitlement under the relevant agreement is established.

(n) *Employee benefits*

The Company provides a range of benefits to employees, including short-term holiday pay, defined contribution pension plans, and annual bonus arrangements.

i. Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the year in which the service is received.

ii. Defined contribution pension plans

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations. The contributions are recognised as an expense when they are incurred. Amounts not paid are shown in accruals in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

2. Accounting Policies (continued)

(n) *Employee benefits (continued)*

iii. Annual bonus plan

The Company operates an annual bonus plan for employees. An expense is recognised in the Statement of Comprehensive Income when the Company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

(o) *Leases*

Lease payments under operating leases are recognised as an expense on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to the expense recognised over the lease term, on a straight-line basis.

(p) *Judgements and Key Sources of Estimation Uncertainty*

The preparation of these Financial Statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as 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. The following have had the most significant effect on amounts recognised in these Financial Statements:

Goodwill and intangible assets: The Company establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Impairment of Non-financial Assets: Impairment exists when the carrying value of an asset or cash-generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on discounted cash flow (DCF) models. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model, as well as the expected future cash-inflows and outflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles recognised by the Company.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

3. Turnover	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
Royalties	7,120,275	5,543,071
Product sales	1,853,334	1,282,359
Milestone payments	477,970	701,603
Profit share income	5,502,446	-
	<u>14,954,025</u>	<u>7,527,033</u>

In the following table, turnover is disaggregated by primary geographic market.

	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
North America		51,786
	5,543,862	
Europe	8,555,762	7,428,425
Rest of world	854,401	46,822
	<u>14,954,025</u>	<u>7,527,033</u>

4. Operating Profit	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
Operating profit is stated after:		
Auditor's remuneration ⁽ⁱ⁾	<u>74,589</u>	<u>50,290</u>

(i) Auditor's remuneration relates to the audit of statutory Financial Statements. There are no tax advisory or other non-audit services provided by the statutory auditor.

5. Interest	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
Interest Expenses		
Interest on Deerfield loans (note 10)	-	484,304
Interest on intercompany payable	2,880,523	940,678
	<u>2,880,523</u>	<u>1,424,982</u>

NOTES TO THE FINANCIAL STATEMENTS
31 March 2025

6. Taxation

<i>(a) Tax on profit / (loss) on ordinary activities</i>	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
The tax (credit) / charge is made up of the following:		
Current tax:		
Irish corporation tax on profit / (loss) for the financial period	299,836	110,476
Total current tax charge	299,836	110,476
Deferred tax:		
Timing differences	(2,479,994)	-
Total deferred tax (credit)	(2,479,994)	-
Total tax (credit) / charge	(2,180,158)	110,476
<i>(b) Factors affecting the tax (credit) / charge for the financial period</i>		
Profit / (loss) on ordinary activities before taxation	4,918,613	(1,530,557)
<i>Expected tax using corporation tax rate of 12.5%</i>	614,827	(191,320)
<i>Add / (Deduct):</i>		
Permanent differences ⁽ⁱ⁾	-	203,031
Tax losses (utilised) / carried forward	(314,758)	93,470
Expenses not deductible and other differences	(233)	5,295
Irish corporation tax on profit / (loss) for the period	299,836	110,476
Deferred tax for the period	(2,479,994)	-
Total tax (credit) / charge	(2,180,158)	110,476

⁽ⁱ⁾ Permanent differences arise from modification loss expenses.

The directors have recognised a deferred tax asset of US\$2.5 million (2023: US\$nil) in respect of timing differences, as they are of the opinion that the Company will generate sufficient future taxable profits against which the losses can be utilised. This assessment was based on the change to the Company's business following the acquisition of the IP rights during the period. The Company had US\$2.6 million of unrecognised deferred tax assets as at 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

6. Taxation (continued)

In December 2021, the Organisation Economic Co-operation and Development ('OECD') released model rules introducing a global minimum tax for large multinational corporations ('Pillar Two'). Apotex, of which the company is a wholly owned subsidiary, is within the scope of the OECD Pillar Two model rules. On 18 December 2023, Ireland enacted new global minimum tax rules to align with the Organisation for Economic Co-operation and Development Base Erosion and Profit Shifting ('BEPS') Pillar two model rules.

Apotex completed an assessment of the impact of the new rules based on initiatives presented by governments in countries in which it is active. Based on this assessment, Apotex expects to meet the transitional safe harbour requirements in almost all jurisdictions. In jurisdictions where transitional safe harbour requirements are not met, the Pillar Two charge is assessed to be immaterial. The adoption of the Pillar Two model rules by the jurisdictions in which Apotex operates, is expected to have no material impact. In Ireland, the corporate income tax rate is 12.5% for trading income and 25% for non-trading income however, at the current mix of income, the group expects an effective tax rate in Ireland of circa 15% and thus no material additional Pillar Two charge is expected.

The Company has availed of the exemption from the requirements of section 29.28 to 28.29 of FRS 102 as the equivalent disclosures were included in the consolidated financial statements of Apotex. Additionally, the Company applies the mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules.

7. Intangible Assets

	Goodwill	Patents & Intellectual Property ⁽ⁱ⁾ _(ii)	Brands	Contract Minimums	Total
	US\$	US\$	US\$	US\$	US\$
<i>Cost:</i>					
At 1 January 2024	7,776,928	30,700,966	557,801	18,970,950	58,006,645
Additions	-	63,597,351	-	-	63,597,351
At 31 March 2025	7,776,928	94,298,317	557,801	18,970,950	121,603,996
<i>Amortisation and Impairment:</i>					
At 1 January 2024	(7,776,928)	(23,602,637)	(298,899)	(18,970,950)	(50,649,414)
Amortisation	-	(4,206,085)	(64,726)	-	(4,270,811)
Impairment	-	(1,582,106)	-	-	(1,582,106)
At 31 March 2025	(7,776,928)	(29,390,828)	(363,625)	(18,970,950)	(56,502,331)
<i>Net book value:</i>					
At 31 March 2025	-	64,907,489	194,176	-	65,101,665
At 31 December 2023	-	7,098,329	258,902	-	7,357,231

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

7. Intangible Assets (continued)

- (i) Patents include the Vimovo patents, which were acquired as part of the acquisition of Aralez by Nuvo Pharmaceuticals Inc. The net book value of the Vimovo patents as at 31 March 2025 was US\$2.9 million (2023: US\$7.1 million). An impairment of US\$1.6 million was recognised at 31 March 2025, based on the excess of the carrying value over the expected future after tax cashflows based on a discount rate of 11.8%. The remaining amortisation period is three years.
- (ii) Intellectual property includes rights to Provigil® (modafinil) and Nuvigil® (armodafinil) which were acquired during the period. The net book value of the intellectual property as at 31 March 2025 was US\$62.0 million (2023: US\$nil). The remaining amortisation period is nine years.

8. Debtors	31 March 2025 US\$	31 December 2023 US\$
<i>Amounts falling due within one year</i>		
Prepayments	8,102	23,028
Trade and other receivables	7,669,268	1,863,439
Corporation taxes receivable	385,193	140,646
Deferred tax asset	2,479,994	-
VAT	2,049	8,408
	<u>10,544,606</u>	<u>2,035,521</u>
9. Cash at Bank	31 March 2025 US\$	31 December 2023 US\$
Cash at bank	<u>559,372</u>	<u>929,336</u>
10. Creditors (amounts falling due within one year)	31 March 2025 US\$	31 December 2023 US\$
Trade creditors	5,610	6,463
Amounts owed to immediate parent undertakings ⁽ⁱ⁾	87,587,880	29,411,692
Other creditors and accruals	<u>1,005,231</u>	<u>395,782</u>
	<u>88,598,721</u>	<u>29,813,937</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

10. Creditors (amounts falling due within one year) (continued)

- (i) Amounts owed to immediate parent undertakings are not secured. There is no set date in which the amounts are payable to the parent undertaking. These balances comprise intercompany loans and trade-related amounts, with only the loan balances being interest-bearing at the Canada Revenue Agency prescribed rates. US\$27.7m of the amounts owed at 31 December 2023 were included within Creditors (amounts falling due after more than one year) in the prior year Financial Statements.

On December 30, 2024, the Company acquired rights to Provigil® (modafinil) and Nuvigil® (armodafinil) in the United States from Teva Pharmaceutical International GmbH, a multinational pharmaceutical company for cash consideration of US\$62.0 million. This transaction was accounted for as an asset acquisition and was financed by a promissory note issued by Apotex bearing interest at the Canada Revenue Agency prescribed rate, which was 7.8% at March 31 2025.

The Company made US\$5.4 million in principal payments during the period ended 31 March 2025 to repay loans owing to Searchlight and Apotex (2023: US\$nil). The Company expensed interest on the Deerfield debt of US\$nil in the period (2023: US\$0.5 million). The Company treated the prior year repayment of the Deerfield debt as the extinguishment of the original liability and recognised the promissory note issued by Nuvo Pharmaceuticals Inc. as a new liability, this resulted in the Company recording a loss on the derecognition of the loan of US\$nil in the current period (2023: US\$1.6 million).

The loan owing to Searchlight is denominated in Canadian Dollars. As the Company's functional currency is the United States Dollar, the Company has recognised foreign exchange gains amounting to US\$2.3 million (2023: losses US\$1.0 million) which have been charged to the Statement of Comprehensive Income.

11. Financial Instruments	31 March	31 December
	2025	2023
	US\$	US\$
Financial assets measured at amortised cost		
Trade and other receivables	7,669,268	1,886,467
Cash at bank and in hand	559,372	929,336
	<u>8,228,640</u>	<u>2,815,803</u>
Financial liabilities measured at amortised cost		
Loan commitments measured at cost less impairment	(87,587,880)	(29,411,692)
Trade Creditors	(5,610)	(6,463)
Accruals and other liabilities	(1,005,231)	(318,048)
	<u>(88,598,721)</u>	<u>(29,736,203)</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

12. Called Up Share Capital Presented as Equity	31 March 2025 EUR €	31 December 2023 EUR €
<i>Authorised:</i>		
100,000 ordinary shares of €100	<u>10,000,000</u>	<u>10,000,000</u>
<i>Allotted:</i>		
	31 March 2025 US\$	31 December 2023 US\$
100 ordinary shares of €100	<u>11,900</u>	<u>11,900</u>
13. Capital Contribution	31 March 2025 US\$	31 December 2023 US\$
Funds received from immediate parent	<u>7,920,186</u>	<u>7,920,186</u>
14. Lease and Other Commitments	31 March 2025 US\$	31 December 2023 US\$
<i>The total future minimum lease payments under non-cancellable operating leases for each of the following periods:</i>		
Not later than one year	42,551	41,458
Later than one year and not later than five years	-	-
Later than five years	-	-
	<u>42,551</u>	<u>41,458</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

15. Employees	15 month period ended 31 March 2025 US\$	Year ended 31 December 2023 US\$
<i>The staff costs comprise:</i>		
Directors' remuneration and fees – qualifying services	507,610	256,732
Directors' remuneration and fees – pensions	34,097	14,791
Employees' remuneration	-	105,961
Employee benefits	-	83,540
	<u>541,707</u>	<u>461,024</u>
The average number of persons employed by the Company during the period was as follows:	15 month period ended 31 March 2025	Year ended 31 December 2023
Sales, management and administration	<u>3</u>	<u>3</u>

16. Parent Undertakings and Controlling Parties

On 1 June 2024, SK Capital Partners LP, through one of its subsidiaries, Apotex, acquired all of the issued and outstanding shares of Searchlight and by extension, assumed ownership of Searchlight's wholly owned subsidiaries, including the Company. Apotex is headquartered at 150 Signet Drive, Toronto, Ontario, M9L 1T9, Canada and is a global health group engaged in the development, production, marketing and distribution of off-patent and innovative specialty pharmaceutical products and consumer health products.

At 31 March 2025, the Company's immediate parent undertaking was Aralez and the Company's ultimate parent undertaking and controlling party was SK Capital Partners LP.

The smallest group in which the Company is consolidated is the group headed by Apotex, which prepares consolidated financial statements. The largest group in which the company is consolidated is the group headed by Artemis Parent, Inc.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2025

17. Related Party Transactions

The Company is a wholly owned subsidiary of Apotex and during the period, entered into transactions, in the ordinary course of business, with other related parties within the group.

At 31 March 2025, the Company is in a payable position of US\$87.6 million (2023: US\$29.4 million). These balances included both trading amounts and intercompany loans.

No guarantees were provided or received and there were no other related party commitments at the period end.

Related Party	1 January 2024 Opening Balance	2024/2025 Movement	31 March 2025 Closing Balance
	US\$	US\$	US\$
Aralez Canada	(29,294,877)	29,123,496	(171,381)
Searchlight Pharmaceuticals	(116,815)	(22,560,898)	(22,677,713)
Apotex Inc.	-	(64,738,786)	(64,738,786)
	(29,411,692)	(58,176,188)	(87,587,880)

Related Party	1 January 2023 Opening Balance	2023 Movement	31 December 2023 Closing Balance
	US\$	US\$	US\$
Nuvo Manufacturing	(61,581)	61,581	-
Nuvo Pharmaceuticals Corporate	(7,076,410)	7,076,410	-
Aralez Canada	(34,614)	(29,260,263)	(29,294,877)
Searchlight Pharmaceuticals	-	(116,815)	(116,815)
	(7,172,605)	(22,239,087)	(29,411,692)

Key management personnel

All directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the group are considered to be key management personnel. Total directors' remuneration is disclosed in Note 15.

18. Significant Events Since the Period End

On 3 July 2025, the Company entered into a joinder agreement whereby it guaranteed the obligations of certain of its affiliates under an amended and restated credit agreement.

19. Approval of Financial Statements

These Financial Statements were approved and authorised by the board of Directors on 6 August 2025.