



STATUTORY AUDITORS' REPORT
ON THE CONSOLIDATED FINANCIAL
STATEMENTS

AT DECEMBER 31, 2019

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Medicrea International

Fiscal year ended December 31, 2019

Statutory Auditors' report on the consolidated financial statements

ODICEO

115, boulevard de Stalingrad
C.S. 52038
69616 Villeurbanne Cedex
French corporation (*société anonyme*)
with share capital of €275,000
430 130 393 R.C.S. Lyon

Statutory Auditor
Member of Compagnie
régionale de Lyon

ERNST & YOUNG et Autres

Tour Oxygène
10-12, boulevard Marius Vivier Merle
69393 Lyon Cedex 03
Corporation with variable capital
(*S.A.S. à capital variable*)
438 476 913 R.C.S. Nanterre

Statutory Auditor
Member of Compagnie
régionale de Versailles

Medicrea International

Fiscal year ended December 31, 2019

Statutory Auditors' report on the consolidated financial statements

To the Shareholders' Meeting of Medicrea International,

Opinion

In compliance with the engagement entrusted to us by your Shareholders' Meeting, we have audited the accompanying consolidated financial statements of Medicrea International for the year ended December 31, 2019. These financial statements were approved by the Board of Directors on April 7, 2020 on the basis of the information available at that date in the evolving context of the health crisis related to Covid-19.

In our opinion, the consolidated financial statements provide a true and fair view of the assets and liabilities and of the financial position of the Group at 31 December 2019 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for opinion

■ Audit framework

We have performed our audit in accordance with professional standards applicable in France. We believe our audit provides a reasonable basis for our opinion.

Our responsibilities under those standards are further described herein in the section “Statutory Auditors' responsibilities for the audit of the consolidated financial statements” of this report.

■ Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2019 to the date of our report and specifically we did not provide any services prohibited by the French Code of Ethics for Statutory Auditors.

Observation

Without qualifying the opinion expressed above, we draw your attention to the points set out in the following paragraphs of the notes to the consolidated financial statements:

- Paragraph "Basis of preparation" of the note "Accounting principles" to the financial statements which explains the justification of the going concern principle.
- Paragraph « 1.2 Restatements of comparative periods » of the note "Accounting principles" to the financial statements which sets out the application methods and impacts relating to the first-time application of the IFRS 16 "Leases".

Justification of assessments

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters which, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. Accordingly, we do not provide any opinions on specific items of the consolidated financial statements.

Notes 6 and 9 to the consolidated financial statements describe the valuation, recognition and impairment rules applied to goodwill, intangible assets and deferred tax. As part of our assessment of the accounting principles adopted by your Group, we have verified the appropriateness of the above-specified accounting methods and information disclosed in the notes to the consolidated financial statements and we have assured ourselves of their correct application.

Specific verifications

We have also performed the specific verifications required by law and regulations on information in the management report of the Board of Directors dated April 29, 2020, in accordance with professional standards applicable in France. With regard to the events that occurred and the elements known after the closing date of the financial statements relating to the effects of the Covid-19 crisis, the management has informed us that they will be the subject of a communication to the general meeting called to decide on the accounts.

We have no comment to make on the fair presentation and the conformity with the consolidated financial statements.

Management and individuals responsible for corporate governance in relation to the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or that it will cease to operate.

The consolidated financial statements have been approved by the Board of Directors.

Statutory Auditors' responsibilities for the audit of the consolidated financial statements

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards 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 that users take on the basis of these parent company financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit. Furthermore, the Statutory Auditor:

- ▶ Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his 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;
- ▶ Obtains an understanding of internal control relevant to the audit 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 the internal control;
- ▶ Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements;
- ▶ Assesses 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. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- ▶ Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;

- ▶ Concerning the financial information of the persons or entities included in the scope of consolidation, gathers the information it deems sufficient and appropriate to express an opinion on the consolidated financial statements. The Statutory Auditor is responsible for directing, supervising and carrying out the audit of the consolidated financial statements and for the opinion expressed on these accounts

Villeurbanne and Lyon, April 29, 2020

The Statutory Auditors

ODICEO
Agnès Lamoine

ERNST & YOUNG et Autres
Lionel Denjean