



Note: The English version is a non-official translation of the original Swedish report



#### This is Swedencare

Swedencare develops, produces, markets, and sells premium products in the global and fast-growing market for animal health care products for cats, dogs, and horses. The company has an extensive portfolio with strong brands and products in most therapy areas, which includes veterinary exclusive brands and the ProDen PlaqueOff® brand for oral health for dogs and cats as the largest. Swedencare has its head office in Malmö and the company's products are currently sold in about 60 countries to veterinarians, pet stores and online via a distribution network containing subsidiaries in nine countries and an international network of retailers. Swedencare's revenue has increased significantly over the last few years with strong margins and results.

#### **Vision**

Swedencare is established in all major markets as an innovative and reliable pet healthcare company. With a global presence and channel strategy as well as a broad portfolio of well-functioning Pet Health Care products for the most important therapy areas, it is **our vision to establish ourselves as the leading company within Pet Health Care on all larger markets.** 

#### **Financial objective**

Swedencare's financial objective is to achieve revenues of 4 billion SEK during 2026 with an EBITDA-margin exceeding 30%. The financial objective must be achieved primarily through organic growth.

#### **Dividend**

Swedencare will pay a dividend that takes into consideration the Group's earnings performance and the need for consolidation, investments, liquidity, and financial position. The goal is to pay a dividend of 40 percent of profit after tax

For 2022 the Board proposes a dividend of 0.22 SEK (0.20 SEK) per share.



## **Mission**

We care about improving the health and wellbeing of pets, creating reassurance for the pet parents, worldwide and throughout life.

# A strong quarter despite challenges

Summary of the period

Numbers in parentheses refer to outcomes during the corresponding period of the previous year.

#### Fourth quarter: October 1st - December 31st 2022

- Net revenue amounted to 497.4 MSEK (255.2 MSEK), corresponding to an increase of 95% (154%)
- Operational EBITDA amounted to 120.2 MSEK (48.3 MSEK), corresponding to an increase of 149%, and an EBITDA-margin of 24.1% (18.9%). The adjustments refer to costs in connection with the acquisition of CVP of 2.8 MSEK and an accounting adjustment of acquired inventory of 5.1 MSEK (2.9 MSEK)
- Organic, currency-adjusted growth amounted to -5% (10%)
- Operational EBITA amounted to 102.0 MSEK (40.6 MSEK), corresponding to an increase of 151% and an EBITA-margin of 20.4% (15.9%)
- Operational EBIT amounted to 100.5 MSEK (40.5 MSEK), corresponding to an increase of 148% and an EBIT-margin of 20.1% (15.8%)
- Profit after tax amounted to 15.8 MSEK (19.7 MSEK)
- Earnings per share calculated on 158,522,955 shares (118,150,028 shares) 0.10 SEK (0.17 SEK)
- As of December 31st, 2022, cash amounted to 245.1 MSEK (136.1 MSEK)

#### Full year 2022

- Net revenue amounted to 1,829.5 MSEK (770.4 MSEK), corresponding to an increase of 137% (221%)
- Operational EBITDA amounted to 430.5 MSEK (190.2 MSEK), corresponding to an increase of 126% and an EBITDA-margin of 23.5% (24.6%). The adjustments refer to costs in connection with the acquisition of NaturVet, Innovet and CVP of 14.0 MSEK (17.2 MSEK) and an accounting adjustment of acquired inventory of 35.8 MSEK (43.3 MSEK).
- Organic, currency-adjusted growth amounted to 2% (17%)
- Operational EBITA amounted to 367.1 MSEK (171.9 MSEK), corresponding to an increase of 114% and an EBITA-margin of 20.0% (22.2%)
- Operational EBIT amounted to 373.8 MSEK (178.7 MSEK), corresponding to an increase of 109% and an EBIT-margin of 20.4% (23.1%)
- Profit after tax amounted to 94.5 MSEK (54.6 MSEK)
- Earnings per share calculated on 155,346,212 shares (111,951,297 shares) 0.61 SEK (0.49 SEK) \*
- Cash flow from operating activities amounted to 260.2 MSEK (125.8 MSEK)
- Exchange rate gains amounted to 8.5 MSEK (7.8 MSEK)
- The board proposes a dividend of 0.22 SEK (0.20 SEK) per share

\*Converted to the number of shares after the share split 5:1 that took place in May 2021

#### Significant events during the fourth quarter

An extraordinary general meeting took place on October 19<sup>th</sup>, 2022. The extraordinary general meeting decided, in accordance with the board's proposal, on an incentive program for key employees in the Swedencare group, comprising a private placement of a maximum of 415,000 warrants to the company and transfer of the warrants to the participants in the incentive program. 415,000 warrants correspond to a dilution effect of a maximum of approximately 0.26 percent, based on the number of shares and votes in the Company after the utilization of the warrants. Employees in the Swedencare Group have acquired 251,500 warrants in the decided incentive program 2022/2026. The transfer of the warrants to the participants in the incentive program took place at market value.

Swedencare AB (publ) acquires UK-based Custom Vet Products (CVP), a manufacturer of soft chew products which was completed on November 1<sup>st</sup>, 2022. The purchase price of a total of 134.7 MSEK was paid through a cash payment of 108.2 MSEK and a new issue in kind of shares of 26.5 MSEK.

#### Significant events after the fourth quarter

There are no significant events after the end of the fourth quarter to comment.

# Words from the CEO

Improved profitability but not expected growth numbers. With yet another acquisition in the last quarter we have added three new members to the Swedencare family during 2022.

The net revenue for the 4th quarter was 497 MSEK, which is an increase of 95% compared to Q4 2021 and it makes it our strongest quarter ever. Our operational EBITDA result increased by 149% to 120 MSEK, which equals a 24.1% margin. This level of margin is a clear improvement compared to both Q3 2022 but also Y-o-Y. The operational gross margin continues to strengthen (59.3% compared to 55.8% last quarter) mainly due to moving external manufacturing to internal, and this will continue this year as well. The operating cashflow has improved during the quarter due to a positive change of working capital. During 2022 we have made the substantial CapEx investments necessary to insure strong growth in the upcoming years. Fewer investments in upcoming years will allow cash utilization to reduce net debt.

Our organic growth (-5%) was slower than anticipated mainly due to the challenges faced by Vetio South, our manufacturing facility in Florida together with Stratford and Nutravet. The latter two are still affected by inventory trimming and enlarged co-operation agreements that's been concluded but will have a positive effect in 2023 and onwards. Despite several group companies having strong growth, several around or above 25%, the organic growth for the quarter was negative. As you know, we focus on long term growth and success with optimization within our group. The synergy projects are focused mainly on revenue opportunities within the group by having access to each other's sales- and communication channels and product portfolio.

#### Pet market

The market development has been strong in our main markets. The number of dogs and cats continue to rise, contradictory to some experts who predicted a decline after Covid. Worth mentioning is that most of our products are used during the second half of the pet's lifetime, which means that the pets acquired during the pandemic have not yet become customers of pet health care products. The demand from from this group will be seen in a few years to come. An interesting comparison for the USA is also that approx. 73% of people use some kind of food supplement and the corresponding number for pets is 14%. There is thus much to suggest that we have many years of strong growth ahead of us.



#### Europe

Several of our subsidiaries in Europe have had their best quarter of the year and this is hopefully an indication that customers have regained their willingness to consume. Nutravet had, as expected, a negative growth because their largest customer significantly trimmed down their stock in 2022, but the strong profitability returned and we foresee a strong increase in revenue in 2023, partially because customer's stocks are adjusted and since additional countries will be added to the cooperation. Innovet in Italy finished the year on a strong note and their new product (Oleea) which helps with immediate weight loss, had a flying start. This is a product that I expect to have a broad global demand in a few years. Our latest acquisition Custom Vet Products (CVP), which joined the group on November 1st has been busy finishing the installation of a new manufacturing facility. During 2023 several new volume customers are starting up and we will also initiate several internal projects, of which the most important will be the new ProDen PlaqueOff® soft chew for Europe. The CVP team is also responsible for initiating the manufacturing of soft chews at our Irish plant.

#### North America

The North American market, the world's leading market, dominates our business and accounts for over 80% of our sales. The entities that had a negative effect on our growth during the quarter were Stratford and Vetio South. Stratford has, as I mentioned in the last report, a new strategy focusing on strong co-operations within the veterinary sector, which has taken longer time and this has had a negative impact on revenue during 2022 but will lead to strong growth in 2023 and in the following years. My hope is to be able to share information about at least one such cooperation in the next report. As for Vetio, the Canadian operations grew according to plan with 25% but Vetio South had a negative development. A large complex manufacturing agreement with a number of unique recipes and SKUs unfortunately impacted sales and profitability negatively. The sales were lower because we had to postpone a number of projects and profitability was affected by the complexity that we could not fully invoice alongside increased costs for raw material within the dermatological sector. The impact for raw material costs will be adjusted by January 2023, when price increases have been accepted in all major customer contracts. The end result of this complex project has been a success and we now have all processes ready for the next production, which will be made earlier due to consumer demand for the products having exceeded the expectations of our customer. During the guarter we have also strengthened our staffing and production capacity to ensure that we will be able to deliver in accordance with our high demands. For the other American companies, the quarter was positive.

NaturVet® and ProDen PlaqueOff®

Our largest brand NaturVet® closed the year with growth and it was noticeable, especially during December, that the sentiments of the buyers have altered considerably. For the quarter as a whole online sales are growing most rapidly and since the fall we have also been focusing on social media. NaturVet® now has over 85 000 followers on Facebook and are working purposefully to increase growth. Product- and concept development efforts have been intense and several inovations will be launched the upcoming year.

ProDen PlaqueOff® continues its strong sales development, with sales increasing by 22% this quarter. North America may be the core, but the brand continues its successful journey on basically all markets. We keep being a requested cooperation partner within pet food as well as for co-branding, both important factors for continued success.

Our strategy with contract manufacturing, private label solutions and strong brands along with sales both through distributor networks and partners as well as directly to consumers make us a fairly unique organization in our sector. We still see great interest from companies both wanting to cooperate and in M&A.

I summarize 2022 with mixed feelings. We fell short of ambitious growth targets, partly due to factors outside our control but not solely. Therefore, we have built a solid foundation and have identified several areas where we see potential for improvement. With a clear strategy and an organization that has been improved with a number of new key members, we are ready to deliver on high expectations. Our focus during the past year has been to identify and finalize bigger opportunities and this will materialize in 2023 while I am looking forward to deliver significantly higher growth this year. I thank You for the trust and look forward to sharing news of inovative products, customer contracts and strong sales with high profitability that should always be our trademark.

**Håkan Lagerberg, VD** Malmö February 16<sup>th</sup>, 2023

Net revenue
497.4 MSEK

Change in net revenue 95%

Operational EBITDA 120.2 MSEK Margin 24.1%

Cash
245.1 MSEK

# Development 2020 - 2022



Additional KPI's and definitions can be found on page 22-24.

**EBITDA** 

Operational EBITDA

Net revenue

# Comments on the financial development - Q4 2022

Numbers in parentheses refer to outcomes during the corresponding period of the previous year.

#### **Net revenue**

Net revenue during the quarter amounted to 497.4 MSEK (255.2 MSEK). This represents a growth of 95% (154%) compared to the corresponding period last year. The net revenue was also the highest historically and means, excluding CVP which during the quarter contributed with 1.3 MSEK, an increase of 2% from the previous quarter and an increase of 4% from Q2 with the same company structure.

The growth is divided into -5% (10%) organic growth, 87% (145%) acquired growth and 13% (-1%) currency impact. NaturVet, which was acquired on February 1<sup>st</sup>, contributed with 183.6 MSEK, Innovet, which was acquired on March 1<sup>st</sup>, with 40.8 MSEK and CVP, which was acquired on November 1<sup>st</sup>, with 1.3 MSEK. As of this quarter, FAV, which was acquired on October 1<sup>st</sup>, 2021, is also included in the organic growth.

The negative organic growth is mainly affected by three companies that have significantly lower revenue during the quarter compared to the corresponding period last year. Reasons for this are partly the continued need to reduce stock at a distributor and partly influenced by ongoing negotiations with two major customers as well as challenges with a new complex manufacturing agreement.

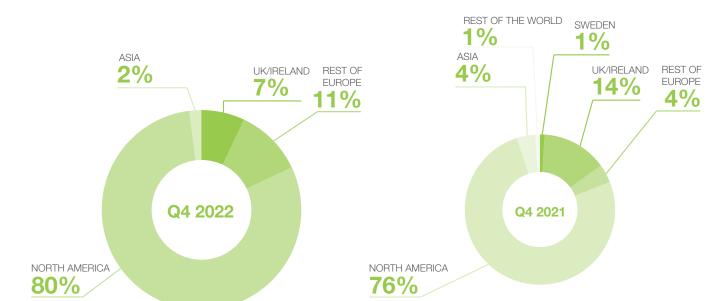
At the same time, the online channel shows strong growth. Swedencare UK, which has Amazon UK as its largest customer, had its best quarter ever with 31% growth, and Pet MD Brands, which sells to the large online players in North America, showed a growth of 21% compared to the corresponding quarter last year.

#### **Geographical distribution**

After seven acquisitions since June 2020, The North American market showed a growth of 106% during the quarter and represented 80% of the group's total revenues compared to 76% in the corresponding period last year. It is mainly the acquisition of NaturVet that is behind the increase in the segment. Despite good growth with Amazon UK, the market share for UK/Ireland decreased by 5% during the quarter as a key customer continued to trim its inventory. UK/Ireland represents 7% of the group's total revenues compared to 14% in the corresponding period last year. The decrease in this market share is also explained by the acquisitions in North America, which greatly affected the geographical distribution.

Sales to Asia have decreased by 17% during the quarter, which is mainly explained by the continued weak sales to China.

Rest of Europe has had higher percentage growth than North America and the market share of the segment has increased by 7 percentage points from 4% to 11%. It is mainly the acquisition of Innovet that is behind the increase, but also sales to Poland and Switzerland have contributed to the increase in this segment during the quarter.



In Q4 2022 and Q4 2021 the geographical sales were distributed according to the graphic.

#### **Product and brand distribution**

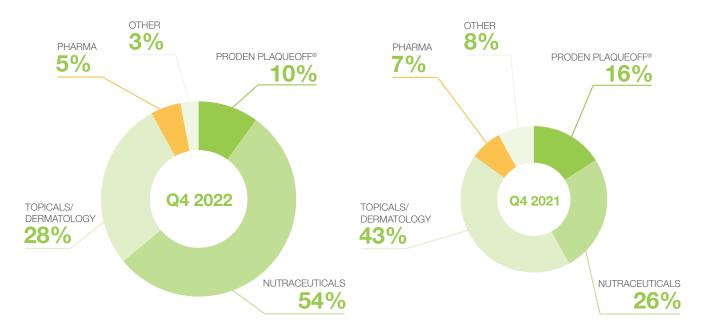
The Nutraceuticals product group has had a growth of 303% compared to the corresponding quarter last year and represents 54% of the group's total revenue in comparison with 26% in the corresponding period last year. The increase is mainly explained by the acquisitions of NaturVet, Innovet and CVP that mostly sells products under this category. Also, Pet MD has increased its sales in Nutraceuticals.

The product category Other, which includes human products, treats, toothpaste and dental wipes, has decreased by 33% mainly due to adjustments between product groups.

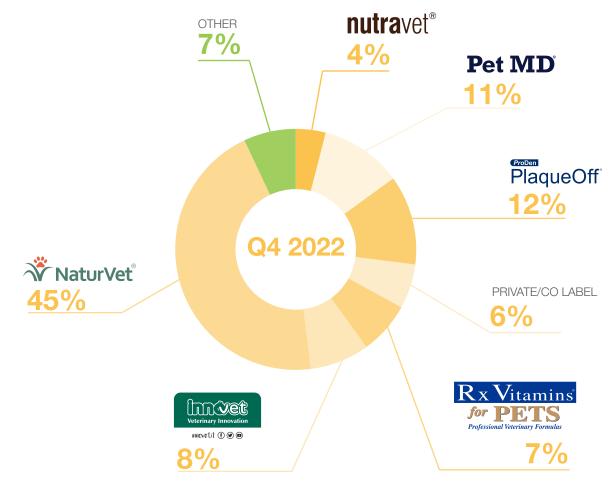
ProDen PlaqueOff® has increased by 22% during the quarter and represents 10% of the group's total revenue. It is mainly the sales of ProDen PlaqueOff® Dental Bones and newly launched Soft Chews which is causing the biggest increase compared to the corresponding period last year. NaturVet, which began to supply ProDen PlaqueOff® to its customers during Q3 2022, has shown continued positive development and we expect to see strong growth of PlaqueOff sales going forward as NaturVet continues to launch the assortment to its existing customers.

Pharma sales have increased by 42% compared to the corresponding period last year, since the production started during H2. However, the increase is not visible in the distribution due to the year's acquisitions which significantly affected it.





In Q4 2022, sales\*, were distributed per brand according to the graphics.



<sup>\*</sup>Does not include contract manufacturing

#### **Profit**

The operating gross margin during the quarter of 59.3% (52.1%) was the strongest of the year. Non-recurring items for inventory adjustments had a positive effect on the gross margin by 4.2 MSEK. Adjusted for this, the operating gross margin had amounted to 58.5%, which is in line with the average margin, 58%, since Q2 when the current company structure was formed.

The acquired inventory for Innovet and CVP affected the gross margin by 5.1 MSEK in Q4. As these refer to an accounting adjustment of acquired inventory. The amount includes the last adjustment for Innovet that took place in October. The inventory adjustment for CVP will affect gross margin until March 2023.

During the quarter, external costs, excluding acquisition costs, amount to 20% (18%) of total revenue. The average level of current company structure since Q2 is 19.5%. A higher proportion of online sales during the quarter means higher costs as cooperation costs are directly linked to total revenue. Several cost-saving projects have been started which are expected to yield results in 2023 and beyond.

The operational operating profit before amortization (EBITA) amounted to 102.0 MSEK (40.6 MSEK), which corresponds to an EBITA-margin of 20.4% (15.9%).

Exchange rate variations affected EBITA during Q4 with an exchange rate loss of 0.4 MSEK (-0.5 MSEK) due to the weaker USD currency.

The total depreciation during the quarter amounted to 76.6 MSEK (28.9 MSEK), of which 58.5 MSEK (21.2 MSEK) is attributable to intangible assets with a fixed useful life from completed company acquisitions. 18.2 MSEK (7.7 MSEK) of total depreciation for tangible assets is 9.3 MSEK (3.9 MSEK) attributable to IFRS16.

The operation profit (EBIT) for the period amounted to 35.3 MSEK (15.7 MSEK), which corresponds to a EBIT-margin of 7.1% (6.1%).

During the quarter, interest costs for loans taken out in connection with the acquisitions amount to 13.5 MSEK (2.0 MSEK). The higher interest expense compared to the previous quarter (8.7 MSEK) is affected by a higher loan amount and a higher interest rate.

At the beginning of 2022, an organizational change was carried out in the USA, which means, among other things, that from 2022 one consolidated tax return will be made for all American companies. This, along with the Section 338(h)(10) application for NaturVet, which is described in more detail on page 35, allows for tax depreciation of the excess values associated with the acquisition. For 2022, this resulted in utilized tax depreciation of 222.3 MSEK (21.3 MUSD), which means 0% in tax expense. This means a lower tax cost of 52.2 MSEK (5 MUSD) for 2022 compared to an average tax rate of 23.75%. These possible depreciations can positively affect the result to the same extent for 14 years to come. Since the consolidated tax calculation was completed for the yearend report, it meant an adjustment in the fourth quarter.

During 2022, Swedencare has re-examined the valuation allowance for deferred tax positions in the US. With the organizational change in the US together with tax write-offs linked to the NaturVet acquisition and the expected increase in revenues in 2023 and beyond it is expected that the consolidated group in the US will generate taxable income in the coming years and be able to use all deferred tax assets. The assessment is that previous losses and deferred tax receivables from previous years will be able to be utilized in future years.

The net income amounted to 15.8 MSEK (19.7 MSEK) corresponding to a profit margin of 3.2% (7.7%). Earnings per share for the fourth quarter of 2022 amounted to 0.10 SEK (0.17 SEK) calculated on the weighted average number of shares, 158,522,955 (118,150,028) as of December 31st, 2022.

# Comments on the financial development full year 2022

#### **Net revenue**

Net revenue for the full year 2022 amounted to 1,829.5 MSEK (770.4 MSEK), which corresponds to an increase by 137% (221%) compared to the full year 2021. The growth is divided into 2% (17%) organic growth, 122% (208%) acquired growth and 13% (-4%) currency impact. The companies that were acquired at the beginning of 2022, and which are therefore not included in the organic growth, showed growth, NaturVet (6%) and Innovet (4%).

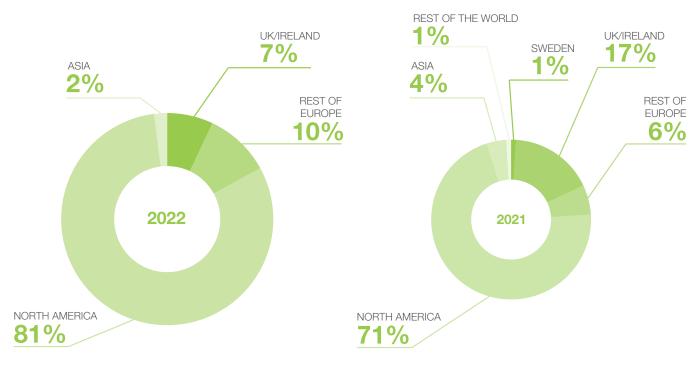
In 2022, including proforma for acquired companies, the group has net sales of 1,923 MSEK.

#### **Geographical distribution**

After the acquisition of NaturVet in 2022 and the multiple previous acquisitions in the North American market, this market share represents 81% of the group's total net revenue compared to 71% the previous year. The negative growth for the UK, about -4%, is mainly impacted by their largest customer which has trimmed down its inventory during H2 2022 and reduced its purchases by 10% compared to 2021. Rest of Europe has more than tripled total net revenue during the year compared to 2021 and represents 10% of the group's total net revenue compared to 6% the previous year. The increase is mainly derived from the acquisition of Innovet, but also sales to Ireland and Spain has been strong. The North American companies RX and Vetio North have also created good international growth in Europe.

Apart from China, where sales have declined with 70% in 2022 compared to 2021, the remaining Asian market has increased by 75%. Also, Rest of the World has shown strong growth, partly driven by launches of Nutravet in the market.

During 2022 and 2021 the geographical sales were distributed according to the graphics.

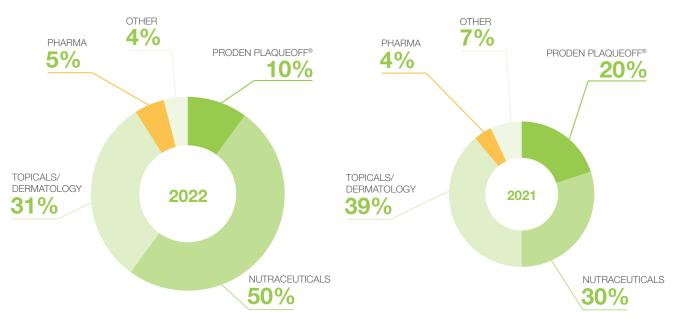


#### **Product distribution**

It is pleasing to see that all product groups have seen growth during the year. Swedencare has through the acquisitions created a broad product portfolio of several strong trademarks. Nutraceuticals represents the group's largest product category at 50% and has shown a growth of 292% in comparison with the full year 2021 which is mainly explained by the acquired

companies; NaturVet, Innovet and CVP which sell most of their products under this category. ProDen PlaqueOff®, Swedencares original product, has had a growth of 16% (20%) for the whole year. According to what we have previously communicated has the production of Pharma products begun during H2 in Vetio North, which in accordance with our expectations, increases growth in the product group.

During 2022 and 2021 sales per product group were distributed according to the graphics.



#### **Profit**

The operating gross margin of 57.6% for 2022 can be compared with 55.9% for the full year 2021. The higher gross margin is attributable to the higher gross margin in the companies that were acquired during the year.

The external and personnel costs, adjusted for acquisition costs, have increased in connection with the growth and amounts for the period to 625.7 MSEK (241.7 MSEK), corresponds to 35% of total revenues which is at a similar level to the average since Q2 since company structure is similar. A higher proportion online sales affect the external costs, as these cooperation costs are directly linked to total revenue. Operational EBITA amounted in 2022 to 367.1 MSEK (171.9 MSEK), which corresponds to a margin of 20.0% (22.2%).

The depreciation, which amounted to 269.3 MSEK (72.9 MSEK), are mainly attributable to the executed company acquisitions where parts of the surplus value are distributed to intangible assets with a definite useful life. Of the total depreciation, 205.8 MSEK (54.6 MSEK) consist of intangible assets. Of the 63.5 MSEK (18.3 MSEK) in total tangible assets is 32.9 MSEK (10.3 MSEK) attributable to IFRS16.

The operation profit (EBIT) for the 2022 amounted to 120.0 MSEK (64.6 MSEK), which corresponds to a EBIT-margin of 6.5% (8.3%).

Exchange rate changes affected EBITA by an exchange rate gain of 8.5 MSEK (7.8 MSEK) and the interest costs for loans taken out in connection with the acquisitions amounts to 30.6 MSEK (7.3 MSEK) for 2022.

At the beginning of 2022, an organizational change was carried out in the USA, which means, among other things, that from 2022 a consolidated tax return will be made for all American companies. This, along with the Section 338(h)(10) application for NaturVet, which is described in more detail on page 35, allows for tax depreciation of the excess values associated with the acquisition. For 2022, this resulted in utilized tax depreciation of 222.3 MSEK (21.3 MUSD), which means 0% in tax expense. This means a lower tax cost of 52.2 MSEK (5 MUSD) for 2022 compared to an average tax rate of 23.75%. These possible depreciations can positively affect the result to the same extent for 14 years to come.

During 2022, Swedencare has re-examined the valuation allowance for deferred tax positions in the US. With the organizational change in the US together with tax write-offs linked to the NaturVet acquisition and the expected increase in revenues in 2023 and beyond it is expected that the consolidated group in the US will generate taxable income in the coming years and be able to use all deferred tax assets. The assessment is that previous losses and deferred tax receivables from previous years will be able to be utilized in future years.

The net income amounted to 94.5 MSEK (54.6 MSEK) corresponding to a profit margin of 5.1% (7.1%). Earnings per share for the full year increased to 0.61 SEK (0.49 SEK) calculated by weight average number of shares, 155,346,212 (111,951,297) as of December 31st, 2022. In May 2021, a share split was completed whereby an existing share was divided into 5 shares (share split 5:1).

# Other financial comments

#### Cash flow

Cash flow from current operations after changes in working capital amounted to 96.0 MSEK (36.8 MSEK) during the fourth quarter respectively 260.2 MSEK (125.8 MSEK) for the full year 2022. A reduced working capital of 14.6 MSEK for the quarter is a result of lower capital tied up in inventory and accounts receivable despite a strong end to the year.

During Q4 2022, the acquisition of CVP has been completed. The purchase price of 134.7 MSEK was financed through a non-cash share issue of 26.5 MSEK, and the cash part of the purchase price amounts to 108.2 MSEK. In connection with the acquisition, 100 MSEK has been drawn by the company's Revolving Credit Facility (RCF). During the quarter, 25 MSEK was also amortized on the company's interest-bearing loan.

Investments in tangible and intangible assets during the quarter amounted to 6.1 MSEK (12.5 MSEK), respectively 67.2 MSEK (27.8 MSEK) for the full year 2022, which also includes the sale of intangible assets. The majority of the investments took place in the three major manufacturing facilities in California, Florida and Canada. During 2022, Swedencare has invested in total 4,599.0 MSEK in company acquisitions. These have been financed by new share issues of 3,533.6 MSEK and loans of 1,050.0 MSEK. Net loans, including amortization, amounts to 1,025.0 MSEK.

During the quarter key employees have acquired warrants to market value which impacted the cashflow with 1.1 MSEK.

During the fourth quarter of 2022, the cash flow amounted to 48.6 MSEK (-4.2 MSEK). For the full year 2022, the cash flow amounted to 88.5 MSEK (-155.0 MSEK).

#### **Financial position**

Swedencare's equity amounted on December 31st, 2022, to 7,460.7 MSEK (2,419.8 MSEK), of which 1.6 MSEK (1.2 MSEK) was restricted equity. The increase is mainly explained by the directed new share issues of a total of 4,068.3 MSEK that were made during the year to finance the acquisitions of NaturVet, Innovet and Custom Vet Products.

At the extraordinary general meeting on October 19th, 2022, an incentive program was decided, including a directed new share of warrants to the company for onward transfer to employees within the Swedencare group at market value. Each warrant entitles during the period from and including December 1st, 2025, to and including February 28th, 2026, to subscribe for one (1) new share in Swedencare at a subscription price of 57.86 SEK. During the quarter, 251,500 warrants were transferred to participants in the incentive program, which has increased equity by 1.1 MSEK.

Swedencare's cash and cash equivalents amounted to December 31<sup>st</sup>, 2022, to 245.1 MSEK (136.1 MSEK), the group had on the same date interest-bearing long-term and short-term liabilities of a total 1,902.2 MSEK (721.5 MSEK). As of December 31<sup>st</sup>, 2022, Swedencare had a net debt of 1,657.1 MSEK (585.4 MSEK).

#### **Personnel**

As of December 31<sup>st</sup>, 2022, Swedencare had a total of 486 employees spread over Sweden (13), England (31), Italy (16), France (2), Greece (10), Ireland (13), Spain (2) and the United States (399). The gender distribution is 49% women and 51% men. As of December 31<sup>st</sup>, 2021, Swedencare had a total of 280 employees. The increase in the number of employees is mainly due to the acquisitions of NaturVet (161), Innovet (16) and CVP (5) employees.

#### **Financing**

Swedencare's debts to credit institutions amounted to 1,643 MSEK as of December 31st, 2022. The group has a Revolving Credit Facility (RCF) of 1,000 MSEK, of which the utilized amount amounted to 825 MSEK as of December 31st, 2022. In connection with the financing of the CVP acquisition, which was completed during the quarter, the utilized amount of the RCF increased by 100 MSEK. The amount used is divided into four withdrawals which fall due at 3-month intervals and run at variable interest (STIBOR+margin) linked to net debt. The average interest rate as of December 31st was 3.46%. The revolving loan extends to September

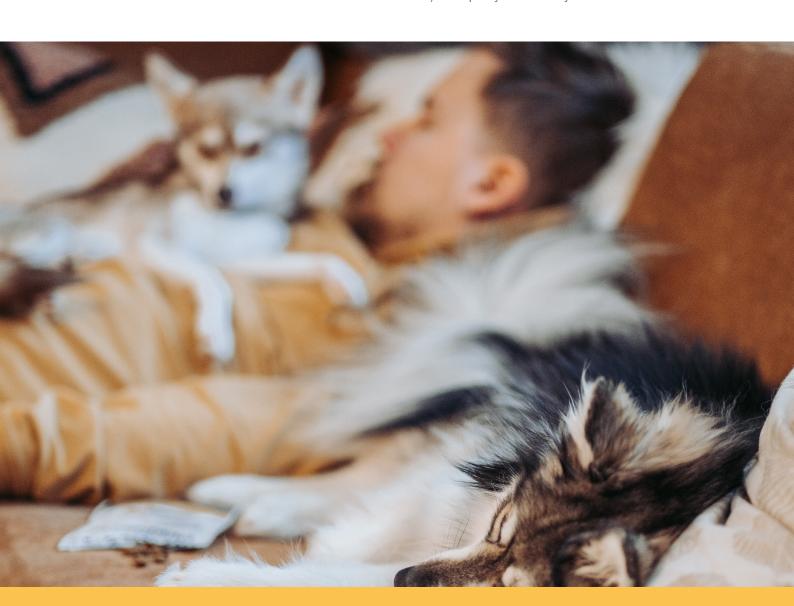
2024 with the possibility of two extension options of one year at a time, which gives a possible final maturity in September 2026. As of December 31st, the group has unused credit facilities of 175 MSEK.

The remaining loan to credit institutions is a term loan of 818 MSEK. The agreement extends to September 2024 with the possibility of two extension options with one year at a time, which gives a possible final maturity in September 2026. The loan runs at a variable interest rate (STIBOR+margin). The average interest rate as of December 30<sup>th</sup> was 2.34%.

The financial covenants are Net Debt to EBITDA ratio as well as ratio of EBITDA to Interest Payable. During the year, Swedencare complied with the financial covenants per the loan agreements.

#### **New share issues**

On January 26th, 2022, Swedencare carried out a directed new share issue of 35.5 million shares and thereby added approximately 3.6 BSEK to partially finance the acquisitions of NaturVet and Innovet. All completed acquisitions in 2022 (NaturVet, Innovet and CVP) were partly financed by share issues in kind.



# Stock

	31 Dec 2022	31 Dec 2021	31 Dec 2020	31 Dec 2019
Number of shares* at the end of the period	158 731 900	118 150 028	104 423 715	79 009 900
Share price* at the end of the period	30.8	153.9	65.0	18.5

<sup>\*</sup>Converted to the number of shares after the share split 5:1 that took place in May 2021

**Shareholders** (the table summarizes Swedencare's ownership structure as of December 31st, 2022).

	Number of shares	Ownership
Symrise AG	47 117 318	29.7%
Håkan Svanberg & Co Health Care AB	23 052 775	14.5%
JCC Group Invest Sweden AB (Johan Bergdahl through company)	7 526 755	4.7%
AMF Aktiefond Småbolag	6 006 500	3.8%
Mastan AB (Håkan Lagerberg through company)	5 643 820	3.6%
Första AP-fonden	5 424 596	3.4%
SEB Fonder	4 980 804	3.1%
Scott Garmon - MD NaturVet	3 854 978	2.4%
Grandeur Peak Global Advisors, LLC	2 792 272	1.8%
DNCA Finance S.A	2 697 248	1.7%
Aktia Asset Management	2 219 630	1.4%
Handelsbanken Fonder	2 172 003	1.4%
Berenberg Funds	1 997 978	1.3%
Matthew Shaw - MD Nutravet	1 935 897	1.2%
Martin Shimko - MD SwedencareUSA	1 400 000	0.9%
Other	39 909 326	25.14%
Total	158 731 900	100.00%
Free Float*	65 772 368	41.44%

Holdings include related parties

<sup>\*</sup>Shares not owned by board members, management, their close related parties, shareholders with more than 10% or which are part of a lockup agreement. Current lockup agreements give the seller of acquired companies the right to dispose a third of the shares received in connection with the sale of the company, on the anniversary of the time of acquisition for the next three years.

# Strategic partnerships

Through strategic agreements, market-specific expertise, and innovative products Swedencare has achieved extensive partnerships on numerous markets. We cooperate with partners to grow our markets, and the internal partnerships within our group are equally as important to lead to greater success. Here we present some of our successful partnerships around the world.



## Shinki

Shinki has been an important distributor to Swedencare since 2015 and have a distribution network all over South Korea. They are constantly expanding their markets and establishments and has increased their sales every year with both volumes and adding new products from our product portfolio. Their focus so far has been our ProDen PlaqueOff® and NutriScience product lines. Through Swedencare's acquisitions in US & UK, Shinki sees opportunities to expand their distribution network and add new products, especially within the derma line and chews.





## IVC Evidensia

IVC Evidensia is a global leader in veterinary care, with an expansive network of over 2,600 clinics, hospitals and out-of-hour centres across 20 countries. Nutravet and IVC Evidensia have built a fantastic relationship since the launch of Vetpro in 2017, IVC Evidensia's own label in the nutraceutical range exclusively supplied by Nutravet. The collaboration has led to consistent double digit annual growth, exciting new product launches, and more recently opportunities in new territories. Between IVC Evidensia's practices and Nutravet Authorised Stockists, Nutravet retain a high percentage of the UK veterinary market, and the long-term partnership with IVC Evidensia is likely to create more opportunities for other Swedencare subsidiaries.



Since 2015, KRUUSE has been part of the Covetrus group, which is a global company that provides an extensive range to veterinarians and pet shops. KRUUSE has been an important distributor for Swedencare Nordic for over a decade with a focus on ProDen PlaqueOff® and NutriScience product lines. After Swedencare's acquisition of Nutravet, Covetrus in the Nordics have now become exclusive distributors of all products from Nutravet to vet clinics. A close collaboration, as well as product training for the entire Nordic sales team, has been carried out to increase knowledge of the products and to be able to provide the best support to the vet clinics in the Nordics.

This promotion allowed TVC members an incentive to bundle Merck and Stratford complementary products. TVC and Merck in turn purchased additional Stratford dermatology products to reward their customers for these purchases. This joint venture leveraged Merck's flagship products to create new revenue for Stratford, resulting in over 600 cases of Stratford products shipped to nearly 200 first time Stratford customers. This is one example of the many strategic partners Stratford align themselves with to increase their footprint in the US animal health market.

# Financial overview

## **Consolidated profit and loss (KSEK)**

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue	497 351	255 204	1 829 457	770 441
Other revenue	1 862	331	4 861	2 767
Total revenue	499 213	255 535	1 834 318	773 208
Cost of sales	-208 204	-125 390	-813 882	-384 569
Gross margin	291 009	130 145	1 020 436	388 639
Other external costs	-104 324	-47 714	-358 560	-149 846
Personnel costs	-74 376	-38 350	-281 144	-109 085
Operating profit before depreciation (EBITDA)	112 309	44 081	380 732	129 708
Depreciation and write-offs of tangible fixed assets	-18 153	-7 701	-63 451	-18 320
Operating profit before interest, taxes and amortization (EBITA)	94 156	36 380	317 281	111 388
Amortization of intangible fixed assets	-58 485	-21 222	-205 801	-54 622
Other costs	-396	504	8 490	7 789
Operating profit (EBIT)	35 275	15 662	119 970	64 555
Financial costs	-17 399	-2 522	-39 698	-7 654
Results from shares in associated companies	-183	-	-183	-
Profit after financial costs	17 693	13 140	80 089	56 901
Net income before tax	17 693	13 140	80 089	56 901
Tax on profit	-10 482	1 307	-25 734	-23 465
Deferred tax	8 572	5 230	40 096	21 186
Net income	15 783	19 677	94 451	54 622
Earnings per share before dilution (SEK)	0.10	0.17	0.61	0.49
Earnings per share after dilution (SEK)	0.10	0.17	0.61	0.49

## Consolidated statement of comprehensive income (KSEK)

Net income	15 783	19 677	94 451	54 622
Exchange difference foreign subs.	-499 007	81 864	909 751	186 857
TOTAL PROFIT	-483 224	101 541	1 004 202	241 479

# **Consolidated balance sheet (KSEK)**

100570	31 Dec	31 Dec
ASSETS	2022	2021
Non-current assets		
Goodwill	4 067 474	1 464 390
Other intagible assets	4 301 947	1 302 843
Shares in associated companies	244	-
Buildings and land	150 896	74 481
Right of use according to IFRS - Buildings and land	248 719	97 329
Machinery and other tech assets	137 496	61 024
Right of use according to IFRS - Machinery and other tech assets	8 434	6 428
Tools, furniture, and fixtures	10 222	8 035
Other financial assets	815	273
Deferred tax asset	71 603	4 580
Total non-current assets	8 997 850	3 019 383
Current assets		
Inventory	441 532	158 299
Accounts receivables	228 768	110 271
Tax receivables	36 161	6 521
Other receivables	15 021	8 555
Prepaid costs and deferred revenue	40 262	32 004
Cash	245 068	136 086
Total current assets	1 006 812	451 736
TOTAL ASSETS	10 004 662	3 471 119

# Consolidated balance sheet (KSEK) cont.

EQUITY AND LIABILITIES	31 Dec 2022	31 Dec 2021
Equity		
Share capital	1 587	1 182
Reserve fund	22	22
Share premium	6 209 628	2 141 723
Conversion reserves	1 046 151	136 400
Other equity incl. full year profit	203 303	140 473
Total equity	7 460 691	2 419 800
Long term liabilities		
Debt to credit institutions	1 640 968	616 970
Other interest-bearing liabilities	221 366	86 749
Deferred tax liability	367 413	232 818
Debts to employees	4 188	-
Short term liabilities		
Accounts payable	66 890	36 262
Tax liabilities	49 543	14 100
Other interest-bearing liabilities	39 840	17 814
Other liabilities	106 312	10 231
Deferred costs and prepaid income	47 451	36 375
Total liabilities	2 543 971	1 051 319
TOTAL EQUITY AND LIABILITIES	10 004 662	3 471 119

## Consolidated cash flow statement (KSEK)

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Operating income before financial costs	35 275	15 662	119 970	64 555
Paid interest	-13 225	-2 056	-30 290	-7 312
Depreciation	76 638	28 923	269 252	72 942
Paid tax	-18 085	-5 060	-30 881	-20 423
Non-cash flow items	778	-1 133	22 931	37 261
Change in working capital	14 617	468	-90 780	-21 177
Cash flow from operating activities	95 998	36 804	260 202	125 846
Investment activities excl. Leasing				
Acquisitions	-109 122	-24 997	-4 359 289	-1 840 963
Acquisitions – payment of acquired debts	-	-	-239 752	-
Purchases of intangible assets	-896	-847	-3 699	-2 194
Sales of intangible assets	11 178	-	11 178	-
Purchases of buildings	-3 229	-393	-23 295	-10 064
Purchases of machines	-11 853	-9 735	-48 045	-13 048
Purchases of tools, furniture, and fixtures	-1 289	-1 483	-3 350	-2 476
Cash flow from investments	-19 213	-651	-4 406 050	-1 742 899
Financial activities				
New share issue	-	-	3 550 000	1 150 449
Warrants	1 124	-	1 124	-
Share issue costs	-492	-	-17 541	-1 142
Paid dividend	-	-	-31 622	-16 944
Loan	100 000	-	1 050 000	478 000
Amortization on interest-bearing loan	-24 350	-	-27 576	-13 000
Amortization on lease	-8 466	-3 598	-29 830	-9 514
Cash flow for the period	48 603	-4 249	88 505	-155 050
Cash balance at beginning of period	194 335	138 070	136 086	284 081
Exchange difference in cash	2 130	2 265	20 477	7 055
Cash balance at end of period	045.000	400 000	045 000	400 000
	245 068	136 086	245 068	136 086

## Consolidated change of equity (KSEK)

Beginning balance	7 916 726	2 301 961	2 419 800	918 351
New share issued*	26 065	16 298	4 067 187	1 276 914
Warrants	1 124	-	1 124	-
Paid dividend	-	-	-31 622	-16 944
Total profit	-483 224	101 541	1 004 202	241 479
Ending balance	7 460 691	2 419 800	7 460 691	2 419 800

<sup>\*</sup> New share issued has decreased with share issue costs amounting to 17,541 MSEK for full year 2022 and 1,142 MSEK for full year 2021.

#### **Definition of KPI's**

#### Net revenue

The main revenue of the Company

#### Change of revenue (%)

Total revenue in relation to the previous corresponding period

#### Gross profit

Sales revenue minus costs for raw materials, components, merchandise and transportation costs

#### Gross margin (%)

Gross profit as a percentage of total revenue

#### **EBITDA**

Operating profit before depreciation and other operating expenses

#### EBITDA-margin (%)

EBITDA as a percentage of total revenue

#### **EBITA**

Operating profit before amortization and other operating expenses

#### EBITA-margin (%)

Operating profit before amortization and other operating expenses as a percentage of total revenue

#### **EBIT**

Operating profit

#### EBIT-margin (%)

EBIT as a percentage of total revenue

#### Net income margin (%)

Profit after tax as a percentage of total revenue

#### Solvency (%)

Equity (equity and untaxed reserves minus deduction for deferred tax) calculated as a percentage of total assets

#### Interest-bearing net debt

Interest-bearing debt including financial leasing minus cash

#### Earnings per share

Net income for the period in relation to the average number of shares during the period

#### Equity per share

Equity in relation to the number of shares at the end of the period

#### Organic Growth

Change in net sales during the current period, excluding acquisitions and exchange rate effects, in relation to the net sales corresponding period of the previous year. The acquisitions are included in organic net sales after a period of twelve months

### **Definition of Operational KPI's**

#### Operational Gross Margin

Gross margin excluding items affecting comparability

#### Operational Gross Margin (%)

Op. Gross profit as a percentage of total revenue

#### Operational EBITDA

EBITDA excluding items affecting comparability. The measure is relevant for showing the group's results generated by operating activities

## Operational EBITDA-margin (%)

Op. EBITDA as a percentage of total revenue

#### Operational EBITA

EBITA excluding items affecting comparability. The measure is relevant for showing the group's results generated by operating activities

#### Operational EBITA-margin (%)

Op. EBITA as a percentage of total revenue

#### Operational EBIT

EBIT excluding items affecting comparability. The measure is relevant for showing the group's results generated by operating activities

#### Operational EBIT-margin (%)

Op. EBIT as a percentage of total revenue

# **Consolidated KPI's (KSEK)**

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue	497 351	255 204	1 829 457	770 441
Total revenue	499 213	255 535	1 834 318	773 208
EBIT	35 275	15 662	119 970	64 555
Net income	15 783	19 677	94 451	54 622
Balance sheet total	10 004 662	3 471 119	10 004 662	3 471 119
Equity	7 460 691	2 419 800	7 460 691	2 419 800
Change of revenue (%)	95.4%	153.6%	137.2%	221.8%
Gross margin (%)	58.3%	50.9%	55.6%	50.3%
Operational gross margin (%)	59.3%	52.1%	57.6%	55.9%
Operational EBITDA-margin (%)	24.1%	18.9%	23.5%	24.6%
EBITA-margin (%)	18.9%	14.2%	17.3%	14.4%
EBIT-margin (%)	7.1%	6.1%	6.5%	8.3%
Operational EBIT-margin (%)	20.1%	15.8%	20.4%	23.1%
Net income margin (%)	3.2%	7.7%	5.1%	7.1%
Solvency (%)	74.6%	69.7%	74.6%	69.7%
Interest-bearing net debt	1 657 106	585 447	1 657 106	585 447
Cash	245 068	136 086	245 068	136 086
Outstanding shares at period close	158 731 900	118 150 028	158 731 900	118 150 028
Average outstanding shares	158 522 955	118 150 028	155 346 212	111 951 297
Earnings per share (SEK)	0.10	0.17	0.61	0.49
Equity per share (SEK)	47.00	20.48	47.00	20.48

## **Consolidated Operational KPI's (KSEK)**

2022   2021   2022   2022			]		
Operational gross profit         296 071         133 021         1 056 201         4           Operationell gross margin         59.3%         52.1%         57.6%           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Gross profit         291 009         130 145         1 020 436         3           Gross margin         58.3%         50.9%         55.6%           Operational EBITDA         120 180         48 345         430 534         1           Operational EBITDA-margin         24.1%         18.9%         23.5%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITDA         112 309         44 081         380 732         1           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA         102 027         40 644         367 083         1           Operational EBITA-margin         20.4%         15.9%         20.0%           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156 <t< th=""><th></th><th></th><th></th><th>l</th><th>Jan-Dec 2021</th></t<>				l	Jan-Dec 2021
Operational gross margin         59.3%         52.1%         57.6%           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Gross profit         291 009         130 145         1 020 436         3           Gross margin         58.3%         50.9%         55.6%           Operational EBITDA         120 180         48 345         430 534         1           Operational EBITDA—margin         24.1%         18.9%         23.5%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA—margin         22.5%         17.3%         20.8%           Operational EBITA—margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           Coperational EBIT         100 471         40 486         373 831	otal revenue	499 213	255 535	1 834 318	773 208
Operational gross margin         59.3%         52.1%         57.6%           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Gross profit         291 009         130 145         1 020 436         3           Gross margin         58.3%         50.9%         55.6%           Operational EBITDA         120 180         48 345         430 534         1           Operational EBITDA—margin         24.1%         18.9%         23.5%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA—margin         22.5%         17.3%         20.8%           Operational EBITA—margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           Coperational EBIT         100 471         40 486         373 831					
Accounting adjustment of acquired inventory to fair value  Gross profit  Gross profit  Gross margin  58.3%  50.9%  55.6%  Departional EBITDA  120 180  48 345  430 534  1  Operational EBITDA-margin  Accounting adjustment of acquired inventory to fair value  EBITDA  112 309  1388  14 037  Accounting adjustment of acquired inventory to fair value  EBITDA margin  Departional EBITA  102 027  40 644  367 083  1 00 0000  Acquisition costs  Acquisition costs  Acquisition costs  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  102 027  40 644  367 083  10 0000  40	perational gross profit	296 071	133 021	1 056 201	431 934
Gross profit         291 009         130 145         1 020 436         3           Gross margin         58.3%         50.9%         55.6%           Operational EBITDA         120 180         48 345         430 534         1           Operational EBITDA-margin         24.1%         18.9%         23.5%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITDA         112 309         44 081         380 732         1           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA         102 027         40 644         367 083         1           Operational EBITA-margin         20.4%         15.9%         20.0%           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           EBITA margin         18.9%         14.2%         17.3%           Operational EBIT         100 471         40 486         373 831         1           Operational EBIT-margin         20.1%         15.8%         20.4%	perationell gross margin	59.3%	52.1%	57.6%	55.9%
Gross margin         58.3%         50.9%         55.6%           Operational EBITDA         120 180         48 345         430 534         1           Operational EBITDA-margin         24.1%         18.9%         23.5%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITDA         112 309         44 081         380 732         1           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA         102 027         40 644         367 083         1           Operational EBITA margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           EBITA margin         10.471         40 486         373 831         1           Operational EBIT margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037	ccounting adjustment of acquired inventory to fair value	5 062	2 876	35 765	43 295
Operational EBITDA         120 180         48 345         430 534         1           Operational EBITDA-margin         24.1%         18.9%         23.5%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITDA         112 309         44 081         380 732         1           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA         102 027         40 644         367 083         1           Operational EBITA-margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           Operational EBIT         100 471         40 486         373 831         1           Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 87	Pross profit	291 009	130 145	1 020 436	388 639
Operational EBITDA-margin       24.1%       18.9%       23.5%         Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITDA       112 309       44 081       380 732       1         EBITDA margin       22.5%       17.3%       20.8%         Operational EBITA       102 027       40 644       367 083       1         Operational EBITA-margin       20.4%       15.9%       20.0%         Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITA       94 156       36 380       317 281       1         EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325 </td <td>Pross margin</td> <td>58.3%</td> <td>50.9%</td> <td>55.6%</td> <td>50.3%</td>	Pross margin	58.3%	50.9%	55.6%	50.3%
Operational EBITDA-margin       24.1%       18.9%       23.5%         Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITDA       112 309       44 081       380 732       1         EBITDA margin       22.5%       17.3%       20.8%         Operational EBITA       102 027       40 644       367 083       1         Operational EBITA-margin       20.4%       15.9%       20.0%         Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITA       94 156       36 380       317 281       1         EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325 </td <td></td> <td></td> <td></td> <td></td> <td></td>					
Acquisition costs  Accounting adjustment of acquired inventory to fair value  EBITDA  EBITDA  112 309  44 081  380 732  1  EBITDA  112 309  44 081  380 732  1  EBITDA aragin  22.5%  17.3%  20.8%  Operational EBITA  Operational EBITA  Acquisition costs  2 809  1 388  1 4 037  Accounting adjustment of acquired inventory to fair value  5 062  EBITA  94 156  36 380  317 281  EBITA margin  100 471  40 486  373 831  Operational EBIT-margin  20.1%  15.8%  20.4%  Acquisitions costs  2 809  1 388  1 4 037  Accounting adjustment of acquired inventory to fair value  5 062  EBITA  94 156  36 380  317 281  1  Operational EBIT  Operational EBIT-margin  20.1%  15.8%  20.4%  Acquisitions costs  2 809  1 388  1 4 037  Accounting adjustment of acquired inventory to fair value  5 062  2 876  35 765  Depreciation of acquisition-related intagible assets  57 325  20 560  204 058  EBIT	Operational EBITDA	120 180	48 345	430 534	190 245
Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  EBITDA 112 309 44 081 380 732 1  EBITDA margin 22.5% 17.3% 20.8%  Operational EBITA 20.4% 15.9% 20.0%  Acquisition costs 2 809 1 388 14 037  Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  EBITA 94 156 36 380 317 281 1  EBITA margin 18.9% 14.2% 17.3%  Operational EBIT 100 471 40 486 373 831 1  Operational EBIT 20.1% 15.8% 20.4%  Acquisitions costs 2 809 1 388 14 037  Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  EBITA 5 94 156 36 380 317 281 1  Depreciational EBIT 100 471 40 486 373 831 1  Operational EBIT 20.1% 15.8% 20.4%  Acquisitions costs 2 809 1 388 14 037  Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  Depreciation of acquisition-related intagible assets 57 325 20 560 204 058  EBIT 15 662 119 970	perational EBITDA-margin	24.1%	18.9%	23.5%	24.6%
EBITDA         112 309         44 081         380 732         1           EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA         102 027         40 644         367 083         1           Operational EBITA-margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           EBITA margin         18.9%         14.2%         17.3%           Operational EBIT         100 471         40 486         373 831         1           Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970	cquisition costs	2 809	1 388	14 037	17 241
EBITDA margin         22.5%         17.3%         20.8%           Operational EBITA         102 027         40 644         367 083         1           Operational EBITA-margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           EBITA margin         18.9%         14.2%         17.3%           Operational EBIT         100 471         40 486         373 831         1           Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970	accounting adjustment of acquired inventory to fair value	5 062	2 876	35 765	43 295
Operational EBITA         102 027         40 644         367 083         1           Operational EBITA-margin         20.4%         15.9%         20.0%           Acquisition costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           EBITA         94 156         36 380         317 281         1           EBITA margin         18.9%         14.2%         17.3%           Operational EBIT         100 471         40 486         373 831         1           Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970	BITDA	112 309	44 081	380 732	129 709
Operational EBITA-margin       20.4%       15.9%       20.0%         Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITA       94 156       36 380       317 281       1         EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325       20 560       204 058         EBIT       35 275       15 662       119 970	BITDA margin	22.5%	17.3%	20.8%	16.8%
Operational EBITA-margin       20.4%       15.9%       20.0%         Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITA       94 156       36 380       317 281       1         EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325       20 560       204 058         EBIT       35 275       15 662       119 970					
Acquisition costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         EBITA       94 156       36 380       317 281       1         EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325       20 560       204 058         EBIT       35 275       15 662       119 970	Operational EBITA	102 027	40 644	367 083	171 924
Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  EBITA 94 156 36 380 317 281 1  EBITA margin 18.9% 14.2% 17.3%  Operational EBIT 100 471 40 486 373 831 1  Operational EBIT-margin 20.1% 15.8% 20.4%  Acquisitions costs 2 809 1 388 14 037  Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  Depreciation of acquisition-related intagible assets 57 325 20 560 204 058  EBIT 35 275 15 662 119 970	perational EBITA-margin	20.4%	15.9%	20.0%	22.2%
EBITA       94 156       36 380       317 281       1         EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325       20 560       204 058         EBIT       35 275       15 662       119 970	acquisition costs	2 809	1 388	14 037	17 241
EBITA margin       18.9%       14.2%       17.3%         Operational EBIT       100 471       40 486       373 831       1         Operational EBIT-margin       20.1%       15.8%       20.4%         Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325       20 560       204 058         EBIT       35 275       15 662       119 970	ccounting adjustment of acquired inventory to fair value	5 062	2 876	35 765	43 295
Operational EBIT         100 471         40 486         373 831         1           Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970	BITA	94 156	36 380	317 281	111 388
Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970	BITA margin	18.9%	14.2%	17.3%	14.4%
Operational EBIT-margin         20.1%         15.8%         20.4%           Acquisitions costs         2 809         1 388         14 037           Accounting adjustment of acquired inventory to fair value         5 062         2 876         35 765           Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970					
Acquisitions costs       2 809       1 388       14 037         Accounting adjustment of acquired inventory to fair value       5 062       2 876       35 765         Depreciation of acquisition-related intagible assets       57 325       20 560       204 058         EBIT       35 275       15 662       119 970	Perational EBIT	100 471	40 486	373 831	178 678
Accounting adjustment of acquired inventory to fair value 5 062 2 876 35 765  Depreciation of acquisition-related intagible assets 57 325 20 560 204 058  EBIT 35 275 15 662 119 970	perational EBIT-margin	20.1%	15.8%	20.4%	23.1%
Depreciation of acquisition-related intagible assets         57 325         20 560         204 058           EBIT         35 275         15 662         119 970	cquisitions costs	2 809	1 388	14 037	17 241
EBIT 35 275 15 662 119 970	accounting adjustment of acquired inventory to fair value	5 062	2 876	35 765	43 295
	epreciation of acquisition-related intagible assets	57 325	20 560	204 058	53 587
EBIT margin 7.1% 6.1% 6.5%	BIT	35 275	15 662	119 970	64 555
	BIT margin	7.1%	6.1%	6.5%	8.3%

#### Items affecting comparability

Items affecting comparability refer to events and transactions whose earnings effects are important to pay attention to when the period's earnings are compared with previous periods and include; amortization of acquisition-related intangible assets, cost of goods that arose as a technical accounting consequence of allocation of acquisition purchase consideration and acquisition costs. Acquisition costs does mainly include legal expences, warranty insurance and tax consultations.

Items affecting comparability are a designation of items which excluded show the group's earnings excluding items which by their nature are not recurring as part of current operations. In addition, peer comp analysis of companies that do not make acquisitions is facilitated, at the same time as analysis and assessment of acquisition objects becomes clearer and more transparent as their EBIT contribution coincides with the actual contribution to the group after consolidation. At the same time, it is important to note that the effect of the acquisitions is reflected in the group's capital structure and net debt in accordance with accepted accounting principles.

# Revenue breakdown - Q4 (KSEK)

nange %
22%
22%
303%
26%
42%
-33%
95%
1%
134%
95%
-5%
-5%
381%
106%
-17%
-41%
95%

# Revenue breakdown - full year 2022 (KSEK)

0 (1/051/)	Jan-Dec 2022	Jan-Dec 2021	Change %
Group (KSEK)	2022	2021	70
Product areas			1
ProDen PlaqueOff®	179 128	154 642	16%
Nutraceuticals	916 612	233 733	292%
Topicals/Dermatology	563 169	298 878	88%
Pharma	91 934	33 100	178%
Other	78 614	50 088	57%
Total	1 829 457	770 441	137%
Time of revenue recognition			
The performance commitment is met over time	303 278	132 535	129%
The performance commitment is met a certain time	1 526 179	637 906	139%
Total	1 829 457	770 441	137%
Geografic market			
Sweden	6 894	8 000	-14%
UK/Ireland	126 744	132 068	-4%
Rest of Europe	173 219	46 866	270%
North America	1 479 396	544 041	172%
Asia	35 927	33 070	9%
Rest of the World	7 277	6 396	14%
Total	1 829 457	770 441	137%

### **Operating segment reporting**

An operating segment is a component of the Group that conducts operations from which it can generate revenues and incur costs, whose operating results are regularly reviewed by the Group's chief operating decision maker and for which discrete financial information is available. The Group's operations are reported per geographical area (North America, Europe and Other), and per production unit. The operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and monitoring the operating segments' results. In the Swedencare Group, this function has been identified as the CEO and CFO. The CEO and CFO use the same operating segments in their reporting of the Group's financial development to the Board Directors, which confirms that the external and internal reporting are consistent.

### **Operating segment the Group - Sales North America**

The operating segment includes six sale companies in North America.

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue external	320 992	121 404	1 196 267	420 969
Net revenue internal	15 524	10 086	60 914	27 550
Net revenue	336 516	131 490	1 257 181	448 519
Other revenue external	-	-	-	-
Other revenue internal	-	636	-	636
Total revenue	336 516	132 126	1 257 181	449 155
Cost of sales	-152 198	-71 241	-589 419	-235 036
Gross margin	184 318	60 885	667 762	214 119
Other external costs	-77 430	-28 030	-250 631	-85 569
Personnel costs	-44 134	-16 329	-162 533	-51 020
Operating profit before depreciation (EBITDA)	62 754	16 526	254 598	77 530
Amortization of intangible fixed assets	-6 377	-5 195	-24 020	-19 852
Depreciation and write-offs of tangible fixed assets	-3 525	-397	-13 174	-1 398
Other costs	100	14	96	-35
Operating profit (EBIT)	52 952	10 948	217 500	56 245
Financial costs	-47	-78	-449	-386
Profit after financial costs	52 905	10 870	217 051	55 859
Net income before tax	52 905	10 870	217 051	55 859
Tax on profit	21 887	-740	19 813	-12 761
Deferred tax	-70 713	-158	-70 713	-158
Net income	4 079	9 972	166 151	42 940
		l		

## **Operating segment the Group - Sales Europe**

The operating segment includes eight sale companies in Europe.

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue external	82 096	44 005	278 412	168 169
Net revenue internal	338	173	1 072	708
Net revenue	82 434	44 178	279 484	168 877
Other revenue external	1 928	3	4 795	103
Other revenue internal	-	-	-	-
Total revenue	84 362	44 181	284 279	168 980
Cost of sales	-23 960	-17 359	-91 367	-67 767
Gross margin	60 402	26 822	192 912	101 213
Other external costs	-16 680	-7 981	-56 899	-23 051
Personnel costs	-7 915	-5 337	-32 806	-17 961
Operating profit before depreciation (EBITDA)	35 807	13 504	103 207	60 201
Amortization of intangible fixed assets	-6 784	-47	-22 140	-232
Depreciation and write-offs of tangible fixed assets	-193	-63	-572	-290
Other costs	-644	24	-827	94
Operating profit (EBIT)	28 186	13 418	79 668	59 773
Financial costs	-2 719	-3 004	-2 724	-3 022
Profit after financial costs	25 467	10 414	76 944	56 751
Net income before tax	25 467	10 414	76 944	56 751
Tax on profit	-6 096	-2 003	-18 156	-11 248
Deferred tax	391	298	393	298
Net income	19 762	8 709	59 181	45 801

## **Operating segment the Group - Production**

Production – including Vetio (Canada and USA), Swedencare Tillverka (USA), Swedencare Ireland (Ireland) and Custom Vet Products (UK).

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue external	80 494	75 707	319 914	143 222
Net revenue internal	13 771	11 748	88 902	46 063
Net revenue	94 265	87 455	408 816	189 285
Other revenue external	66	137	66	1 985
Other revenue internal	25	1 882	476	2 096
Total revenue	94 356	89 474	409 358	193 366
Cost of sales	-58 572	-51 522	-237 967	-106 068
Gross margin	35 784	37 952	171 391	87 298
Other external costs	-14 772	-14 919	-58 629	-25 788
Personnel costs	-16 277	-12 501	-65 207	-25 473
Operating profit before depreciation (EBITDA)	4 735	10 532	47 555	36 037
Amortization of intangible fixed assets	-1 231	-1 043	-4 594	-2 023
Depreciation and write-offs of tangible fixed assets	-4 946	-3 131	-16 588	-6 151
Other costs	475	29	2 278	117
Operating profit (EBIT)	-967	6 387	28 651	27 980
Financial costs	-156	-106	-434	-323
Profit after financial costs	-1 123	6 281	28 217	27 657
Net income before tax	-1 123	6 281	28 217	27 657
Tax on profit	-25 853	4 567	-26 956	2 960
Deferred tax	54 818	-9	54 803	-39
Net income	27 842	10 839	56 064	30 578

# Operating segment the Group - Other and group adjustments

	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue external	13 769	14 088	34 864	38 081
Net revenue internal	-29 633	-22 007	-150 888	-74 321
Net revenue	-15 864	-7 919	-116 024	-36 240
Other revenue external	-132	191	-	679
Other revenue internal	-25	-2 518	-476	-2 732
Total revenue	-16 021	-10 246	-116 500	-38 293
Cost of sales	26 526	14 732	104 871	24 302
Gross margin	10 505	4 486	-11 629	-13 991
Other external costs	4 558	3 216	7 599	-15 438
Personnel costs	-6 050	-4 183	-20 598	-14 631
Operating profit before depreciation (EBITDA)	9 013	3 519	-24 628	-44 060
Amortization of intangible fixed assets	-44 093	-14 937	-155 047	-32 515
Depreciation and write-offs of tangible fixed assets	-9 489	-4 110	-33 117	-10 481
Other costs	-327	437	6 943	7 613
Operating profit (EBIT)	-44 896	-15 091	-205 849	-79 443
Financial costs	-14 477	666	-36 091	-3 923
Profit after financial costs	-59 373	-14 425	-241 940	-83 366
Net income before tax	-59 373	-14 425	-241 940	-83 366
Tax on profit	-420	-517	-435	-2 416
Deferred tax	24 076	5 099	55 613	21 085
		5 099 <b>-9 843</b>	55 613 <b>-186 762</b>	21 085 <b>-64 697</b>

# Parent company profit and loss (KSEK)

		i [		1
	Oct-Dec 2022	Oct-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Net revenue	13 516	13 193	48 758	49 424
Other revenue	5 074	2 844	5 074	3 332
Total revenue	18 590	16 037	53 832	52 756
Cost of sales	-4 200	-3 294	-15 530	-12 922
Gross margin	14 390	12 743	38 302	39 834
Other external costs	-6 657	-5 196	-19 405	-15 690
Personnel costs	-5 327	-3 697	-19 875	-14 145
Operating profit before depreciation (EBITDA)	2 406	3 850	-978	9 999
Amortization of intangible fixed assets	-238	-224	-953	-724
Depreciation and write-offs of tangible fixed assets	-7	-9	-30	-26
Other costs	-328	434	6 942	7 611
Operating profit (EBIT)	1 833	4 051	4 981	16 860
Financial costs	71 703	11 200	145 301	61 146
Profit after financial costs	73 536	15 251	150 282	78 006
Net income before tax	73 536	15 251	150 282	78 006
				0.404
Tax on profit	-	-583	-15	-2 481
Tax on profit  Net income	73 536	-583 <b>14 668</b>	-15 <b>150 267</b>	-2 481 <b>75 525</b>

# Parent company balance sheet (KSEK)

ASSETS	31 Dec 2022	31 Dec 2021
Non current-assets	2022	2021
Other intagible assets	2 596	3 523
Tools, furniture and fixtures	123	103
Shares in subsidiaries	8 065 548	2 817 938
Shares in associated companies	427	-
Total non current assets	8 068 694	2 821 564
Current assets		
Inventory	4 890	2 209
Accounts receivable	5 171	5 105
Tax claims	2 408	77
Intercompany receivables	30 759	21 751
Other receivables	1 061	1 373
Prepaid costs and deferred revenue	1 468	4 061
Cash and bank balances	85 255	34 260
Total current assets	131 012	68 836
TOTAL ASSETS	8 199 706	2 890 400
EQUITY AND LIABLITIES		
Equity		
Share capital	1 587	1 182
Reserves	22	22
Retained earnings incl. NI	6 449 301	2 262 751
Total equity	6 450 910	2 263 955
Long term liabilities		
Debt to credit institutions	1 640 424	616 970
Short term liabilities		
Accounts payable	1 893	2 985
Intercompany payables	94 112	498
Other liabilities	1 095	952
Deferred costs and prepaid income	11 272	5 040
Total liabilities	1 748 796	626 445
TOTAL EQUITY AND LIABILITIES	8 199 706	2 890 400

# Note 1 Accounting principles

This yearend report has been prepared in accordance with IAS 34, Interim Financial Reporting for the group. The same consolidation principles, as well as accounting and evaluation principles have been used as in the latest Annual report.

#### **Estimates and assessments**

During 2022, Swedencare has re-examined the valuation allowance for deferred tax positions in the US. With the organizational change in the US together with tax write-offs linked to the NaturVet acquisition and the expected increase in revenues in 2023 and beyond it is expected that the consolidated group in the US will generate taxable income in the coming years and be able to use all deferred tax assets. The assessment is that previous losses and deferred tax receivables from previous years will be able to be utilized in future years.

#### **Segment reporting**

An operating segment is a component of the Group that conducts operations from which it can generate revenues and incur costs, whose operating results are regularly reviewed by the Group's chief operating decision maker and for which discrete financial information is available. The Group's operations are reported per geographical area (North America, Europe and Other), and per production unit. The operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and monitoring the operating segments' results. In the Swedencare Group, this function has been identified as the CEO and CFO. The CEO and CFO use the same operating segments in their reporting of the Group's financial development to the Board Directors, which confirms that the external and internal reporting are consistent.

#### **Warrants**

The price per warrant corresponds to the warrant's market value estimated through application of the customary valuation model (the Black-Scholes model) based on the share price of the listed share and other market conditions prevailing on the date of assignment. The market value is set at 4,47 SEK per option. Under the fourth quarter of 2022 key employees acquired 251,500 warrants which increased cash and equity by 1.1 MSEK.

Each warrant entitles the holder, during the period from 1 December 2025 to 28 February 2026, to subscribe for one (1) new share in the Company at a subscription price amounting to 135 percent of the volume-weighted average price (VWAP) paid for the Company's share on Nasdaq First North Growth during the period from 12 October 2022 to 18 October 2022. VWAP is set at 42,86 SEK and the subscription price, amounting to 135 percent of VWAP, is set at 57,86 SEK.

Warrants only give rise to a dilutive effect when the average price of ordinary shares during the period exceeds the exercise price of the warrants, that is, when they have a real value. Per the balance sheet date, the warrants do not have a real value and thus there is no dilutive effect.

#### Note 2 Risk factors

The Board of Directors and the Managing Director ensure that the interim report gives a true and fair view of the Company's business, position, and results. In assessing Swedencare's future development, it is important to consider risk factors in addition to potential sales and profit growth. Swedencare's operations are affected by several risks that may affect the Company's earnings and financial position to varying degrees

#### Risk management - The war in Ukraine

The war in Ukraine has created great uncertainty and volatility in the global market, which has had a clear impact on commodity prices, freight costs and energy. Higher gas and oil prices can lead to larger costs for companies, which can result in higher final prices for consumers, which can affect their purchasing power. The imbalances that have arisen due to the war have contributed to increased inflation, which has weakened purchasing power. Increased inflation also leads to increased interest rates, which leads to higher borrowing costs. The indirect effects of the war may affect Swedencare's operations, financial position, and results.

Swedencare has taken a position against higher prices by continuously analyzing price changes and by implementing price increases, which compensates for increased prices of raw materials in the current situation. We closely follow the development of inflation and the key interest rate in order to be able to act quickly and reduce the impact that changed conditions have on the group. A sensitivity analysis is done continuously on loan costs to analyze possible outcomes. The uncertainty surrounding the unstable situation in Ukraine and the continued effects on us, our customers and supply chains are highly uncertain and impossible to predict.

#### **Risk management - Rising interest rates**

Swedencare's debts to credit institutions amounted to 1,643 MSEK as of December 31st, 2022. Average interest for the group's RCF of 825 MSEK amounted to 3.46% as of December 31st, 2022. Average interest for the group's term loan of 818 MSEK amounted to 2.34% as of December 31st, 2022.

Reported value for the loans taken out (1,643 MSEK) and interest (30.6 MSEK) as of the balance sheet date amount to a total of 1,673.6 MSEK. Fair value for loans taken out and interest as of the balance sheet date amounts to 1,706.5 MSEK.

The financial covenants are Net Debt to EBITDA ratio as well as ratio of EBITDA to Interest Payable. During the year, Swedencare complied with the financial covenants per the loan agreements.

Sensitivity analysis RCF and loan per December 31th (MSEK)

	Debt to credit insti- tutions	Average interest rate (AIR)	AIR +1%	AIR +2%	AIR +3%
RCF*	825	3.46%	4.46%	<i>5.46</i> %	6.46%
Interest charge RCF		28.6	36.8	45.1	53.3
Loan	818	2.34%	3.34%	4.34%	5.34%
Interest charge term-loan		19.1	27.3	35.5	43.6
Total	1 643	47.7	64.1	80.5	97.0

<sup>\*</sup> Not used RCF amounted to 175 MSEK

For a description of Swedencare's risks including exchange rate, reference is made to the Company's Annual Report.

# Note 3 Related party transactions

It was decided on the extra ordinary General Meeting on October 19th, 2022 on an incentive program, compricing a private placement of warrants to the company and transfer of the warrants to key employees within the Swedencare group at market value. During the quarter key employees in the Swedencare group have acquired 251,500 warrants in the incentive program 2022/2026.

# Note 4 Completed acquisition analyzes and adjustments

During the yearend report work, changes have occurred in the initial acquisition analyzes for NaturVet and Innovet after they were stated to be determined in Q3 2022. The reason for this is that the accounting was prepared too soon after the acquisition and that new information was added in connection with the final tax calculation.

#### **Changes NaturVet**

Swedencare, together with the seller of NaturVet, has made a joint application for Section 338(h)(10) in the USA, which treats the acquisition transaction for tax purposes as an asset acquisition and thus all excess values are tax deductible. The acquisition tax analysis was approved in December 2022 and thus the cost of the Section 338(h)(10) application was determined by agreement. Swedencare paid USD 8.9 million to the seller of NaturVet on January 11th, 2023, according to the agreement for the Section 338(h)(10) application.

The taxable distribution of the excess values meant that there is no longer any tax liability linked to brands and customer relationships as presented in previous reports. This change also affects the goodwill value.

#### **Changes Innovet**

In connection with the final tax calculation, a revaluation of deferred tax liability has arisen. The taxable distribution of the surplus values meant that there is no tax liability linked to trademarks. This change reduced the value of goodwill.

Previous periods have been adjusted regarding the revised acquisition analyses, see pages 35-37 for the final acquisition analyzes and pages 38-46 for the group's profit and loss statement and balance sheet for January 2022-September 2022.

# Acquisitions completed during the year

## NaturVet – Acquisition of the leading American pet supplement company

On February 1st, 2022, Swedencare acquired 100% of the American company NaturVet, one of America's largest and most profitable companies in the premium segment of food supplements for the pet market. The purchase price of a total of 4,365 MSEK (456.9 USD) is paid through a cash settlement of 3,553 MSEK (409.4 MUSD) and a non-cash issue of a total of 3,854,978 shares in Swedencare, 431 MSEK (47.5 MUSD) upon entry. A conditionbased purchase price (earn-out) of 290.4 MSEK (27.5 MUSD) was paid on July 15<sup>th</sup>, 2022. The result for fiscal year 2021 shows revenue of 65.0 MUSD and an EBITDA of approximately 20.7 MUSD, corresponding to an EBITDA-margin of 28.7%. Through the acquisition, Swedencare gains a very strong position within premium products on the American pet market, while NaturVet's products can gradually be offered within Swedencare's global distribution network.

# Innovet – Acquisition of an Italian company with a focus on the veterinary segment

On March 1st, 2022, Swedencare acquired 100% of Innovet, one of Italy's leading and most profitable food supplement companies focused on the veterinary segment. The purchase price of a total of 524 MSEK (50 MEUR) is paid through a cash settlement

of 447 MSEK (42.5 MEUR) and an issue in kind of shares of a total of 606,799 shares in Swedencare, 77.2 MSEK (7.5 MEUR) upon entry. Innovet had revenues of 13.1 MEUR during the financial year 2021 with an EBITDA of 4.5 MEUR, corresponding to an EBITDA-margin of 34.4%. Through the acquisition, Swedencare gains a strong position within dietary supplements on the Italian pet market, while Innovet's internationalization gains increased resources through Swedencare's global distribution network.

# Custom Vet Products – Acquisition of a British company with a focus on manufacturing soft chew products for pets

On November 1st, 2022, Swedencare acquired 100% of the British company Custom Vet Products (CVP). CVP is a manufacturer of soft chew products for pets sold mainly in the UK and in some European countries. The total purchase price 134.7 MSEK (10.6 MGBP) is paid through a cash settlement of 108.2 MSEK (8.5 MGBP) and an issue in kind of shares of a total of 620,095 shares in Swedencare, 26.5 MSEK (2.1 GBP), upon entry. CVP had a total net revenue of 31.4 MSEK (2.4 MGBP) during the last financial year (April 2021 – March 2022) with an EBIT of 13.1 MSEK (1.0 MGBP), corresponding to an EBIT-margin of 44%. Through the acquisition, Swedencare gains a strong presence in the manufacturing and development of premium soft chews for the pet market in UK and Europe.

Acquisition:	NaturVet	Innovet	Custom Vet Products
Purchase price:			
Cash payment for this year's acquisition	3 553 020	446 579	108 194
Issue in kind of shares	430 987	77 185	26 556
Tranferred compensation to seller, paid in Jan 2023	92 890	-	-
Additional purchase price*	288 128	-	-
Total purchase price	4 365 025	523 764	134 750

<sup>\*</sup>Additional purchase price has been paid and no further regulation can take place. Additional purchase price has been calculated at fair value at the time of acquisition.

Shareholder contributions in connection with acquisitions	204 428	-	-
Total disbursed cash	4 569 453	-	-
			Custom Vet
	<b>NaturVet</b>	Innovet	<b>Products</b>
Payments for acquisitions:			
Payment for this year's acquisition	4 365 025	523 764	134 750
Acquired cash and bank balances	530	35 223	3 499
Issuance costs that are deductible items in equity	-8 717	-8 332	-289
Transaction costs that are included in Net income as Other			
external costs	-8 160	-3 189	-2 688
Total paid	4 348 678	547 466	135 272
Contributions from acquired companies:	NaturVet	Innovet	Custom Vet Products
Contribution from the time when the	Tractal voc		110000
controlling influence existed			
Total revenue	637 095	125 171	1 305
Net income	128 256	24 978	-86

	NaturVet	Innovet	Custom Vet Products
Contribution if the acquisition had been made January 1 <sup>st</sup> , 2022			
Total revenue	695 993	144 544	19 804
Net income	143 983	25 893	4 813

The shareprice of 111.8 SEK for NaturVet is calculated as the volume-weighted average price per Parent company share for the latest 10 trading days immediately preceding January 25th, 2022, and calculated on the average USD/SEK exchange rate for the same period amounting to 9,0734.

The shareprice of 127.2 SEK for Innovet is calculated as the volume-weighted average price per Parent company share for the latest 30 trading days

immediately preceding January 25<sup>th</sup>, 2022, and calculated on the average USD/SEK exchange rate for the same period amounting to 10,2913.

The shareprice of 42.80 SEK for CVP is calculated as the volume-weighted average price per Parent company share for the latest 20 trading days immediately preceding October 31st, 2022, and calculated on the average GBP/SEK exchange rate for the same period amounting to 12,5740.

	Natur <b>V</b> et	Innovet	Custom Vet Products
Exchange rate	9.07	10.29	12.57
Share price	111.80	127.20	42.80
Number of shares	3 854 978	606 799	620 095

Goodwill is attributable to the strategic and transformative acquisitions of NaturVet, Innovet and CVP. Naturvet has a proprietary portfolio of premium products in several categories produced in their own manufacturing facility in California, Innovet has a patent-protected portfolio of science-based products in several categories and CVP manufactures premium soft chews for the pet market in the UK and Europe. The acquisitions contribute to the expansion of the product portfolio within Swedencare's group and to the acceleration of the soft chew launch in Europe, at the same time as Swedencare's market position in the US and in Europe is further strengthened. Swedencare's existing customer coverage in the USA

of approximately 15,000 veterinary clinics is increased with the same number of petshops, while the online share also increases significantly. Innovet's products are mainly sold in Italy but with great potential for internationalization, which Swedencare will help with by speeding up the process significantly. Several synergy projects have been identified with all acquired companies. Through the acquisition of NaturVet, a goodwill of 1,860 MSEK arises which is tax deductible and is intended to be written off over 15 years.

The fair value of the receivables is consistent with the reported value and all receivables are expected to be collected.

The table below summarizes final acquisition analyses.

			Custom Vet	
Acquired assets and liabilities	NaturVet	Innovet	Products	Total
Immateriella anläggningstillgångar				
-Brands	1 148 150	77 495	-	1 225 645
-Customer relationships	1 278 218	197 732	46 696	1 522 646
-Intellectual property	-	-	6 129	6 129
-Other intangible assets	9 167	67	476	9 710
Tangible assets	80 127	567	2 214	82 908
Inventory	168 217	62 700	4 886	235 803
Accounts receivable	56 243	26 459	2 486	85 188
Other current receivables	2 353	4 781	28	7 162
Cash	530	35 223	3 499	39 252
Total acquired net assets	2 743 005	405 024	66 414	3 214 443
Accounts payable	-23 273	-21 743	-499	-45 515
Other current liabilities	-9 861	-55 567	-4 159	-69 587
Deferred tax liability	-	-65 762	-10 197	-75 959
Total acquired net liabilities	-33 134	-143 072	-14 855	-191 061
Goodwill	1 859 582	261 812	83 191	2 204 585
Total	4 569 453	523 764	134 750	5 227 967

Q1 2022 - Adjusted profit and loss - The group (KSEK)

- The group (KSEK)	According to previous interim report	Adjustment	After adjustment
	Jan-Mar 2022		Jan-Mar 2022
Net revenue	377 666	-	377 666
Other revenue	2 487	-	2 487
Total revenue	380 153	-	380 153
Cost of sales	-171 895	-	-171 895
Gross margin	208 258	-	208 258
Other external costs	-71 776	-	-71 776
Personnel costs	-57 389	-	-57 389
Operating profit before depreciation (EBITDA)	79 093	-	79 093
Amortization of intangible fixed assets	-12 590	-	-12 590
Depreciation and write-offs of tangible fixed assets	-41 537	-	-41 537
Other costs	-153	-	-153
Operating profit (EBIT)	24 813	-	24 813
Financial costs	-4 729	-758	-5 487
Profit after financial costs	20 084	-758	19 326
Net income before tax	20 084	-758	19 326
Toward	5.007		F 007
Tax on profit	-5 207	-	-5 207
Deferred tax	10 456	-9 843	613
Net income	25 333	-10 601	14 732
Earnings per share (SEK)	0.17	-0.07	0.10
Net income margin %	6.7%	-2.8%	3.9%

### March 31<sup>st</sup>, 2022 - Adjusted balance sheet - The group (KSEK)

	According to previous interim		After
	report	Adjustment	adjustment
ASSETS	31 Mar 2022		31 Mar 2022
Non-current assets			
Goodwill	4 045 604	-440 298	3 605 306
Other intagible assets	3 949 438	-	3 949 438
Buildings and land	126 369	-	126 369
Right of use according to IFRS - Buildings and land	219 376	-	219 376
Machinery and other tech assets	107 162	-	107 162
Right of use according to IFRS - Machinery and other tech assets	6 765	-	6 765
Tools, furniture, and fixtures	8 736	-	8 736
Other financial assets	738	-	738
Deferred tax asset	6 294	1 135	7 429
Total non-current assets	8 470 482	-439 163	8 031 319
Current assets			
Inventory	356 205	-	356 205
Accounts receivables	199 672	-	199 672
Tax receivables	22 340	-	22 340
Other receivables	12 573	-	12 573
Prepaid costs and deferred revenue	35 450	-	35 450
Cash	277 340	-	277 340
Total current assets	903 580	-	903 580
TOTAL ASSETS	9 374 062	-439 163	8 934 899

### March 31<sup>st</sup>, 2022 - Adjusted balance sheet - The group (KSEK)- cont.

	According to previous interim		After
	report	Adjustment	adjustment
EQUITY AND LIABILITIES	31 Mar 2022		31 Mar 2022
Equity			
Share capital	1 581	-	1 581
Reserve fund	22	-	22
Share premium	6 182 374	-	6 182 374
Conversion reserves	147 343	84	147 427
Other equity incl. full year profit	165 808	-10 601	155 207
Total equity	6 497 128	-10 517	6 486 611
Long term liabilities			
Debt to credit institutions	1 366 977	-	1 366 977
Other interest-bearing liabilities	196 100	-	196 100
Deferred tax liability	814 062	-509 591	304 471
Debts to employees	4 454	-	4 454
Short term liabilities			
Accounts payable	87 991	-	87 991
Tax liabilities	27 194	-	27 194
Other interest-bearing liabilities	31 541	-	31 541
Other liabilities	308 583	80 945	389 528
Deferred costs and prepaid income	40 032	-	40 032
Total liabilities	2 876 934	-428 646	2 448 288
TOTAL EQUITY AND LIABILITIES	9 374 062	-439 163	8 934 899

### Q2 2022 - Adjusted profit and loss - The group (KSEK)

	According to previous interim report	Adj.	After adj.	According to previous interim report	Adj.	After adj.
	-	Auj.		-	Auj.	-
	Apr-Jun 2022		Apr-Jun 2022	Jan-Jun 2022		Jan-Jun 2022
Net revenue	470 894	-	470 894	848 560	-	848 560
Other revenue	442	-	442	2 928	-	2 928
Total revenue	471 336	-	471 336	851 488	-	851 488
Cost of sales	-206 725	-	-206 725	-378 619	-	-378 619
Gross margin	264 611	-	264 611	472 869	-	472 869
Other external costs	-87 032	-	-87 032	-158 808	-	-158 808
Personnel costs	-72 057	-	-72 057	-129 446	-	-129 446
Operating profit before depreciation (EBITDA)	105 522	-	105 522	184 615	-	184 615
Amortization of intangible fixed assets	-15 675	-	-15 675	-97 701	-	-97 701
Depreciation and write-offs of tangible fixed assets	-56 164	-	-56 164	-28 265	-	-28 265
Other costs	4 560	-	4 560	4 407	-	4 407
Operating profit (EBIT)	38 243	-	38 243	63 056	-	63 056
Financial costs	-5 311	-1 188	-6 499	-10 041	-1 945	-11 986
Profit after financial costs	32 932	-1 188	31 744	53 015	-1 945	51 070
Net income before tax	32 932	-1 188	31 744	53 015	-1 945	51 070
Tax on profit	-6 236	_	-6 236	-11 443	_	-11 443
Deferred tax	50 931	-16 284	34 647	61 388	-26 128	35 260
Net income	77 627	-17 472	60 155	102 960	-28 073	74 887
Earnings per share (SEK)	0.49	-0.11	0.38	0.68	-0.18	0.49
Net income margin %	16.5%	-3.7%	12.8%	12.1%	-3.3%	8.8%

## June 30<sup>th</sup>, 2022 - Adjusted balance sheet - The group (KSEK)

	According to previous interim		After
	report	Adjustment	adjustment
ASSETS	30 Jun 2022		30 Jun 2022
Non-current assets			
Goodwill	4 385 620	-484 272	3 901 348
Other intagible assets	4 267 993	-	4 267 993
Shares in associated companies	427	-	427
Buildings and land	147 610	-	147 610
Right of use according to IFRS - Buildings and land	235 766	-	235 766
Machinery and other tech assets	121 962	-	121 962
Right of use according to IFRS - Machinery and other tech assets	8 557	-	8 557
Tools, furniture, and fixtures	9 073	-	9 073
Other financial assets	787	-	787
Deferred tax asset	44 481	3 130	47 611
Total non-current assets	9 222 276	-481 142	8 741 134
Current assets			
Inventory	443 966	-	443 966
Accounts receivables	240 335	-	240 335
Tax receivables	8 875	-	8 875
Other receivables	8 697	-	8 697
Prepaid costs and deferred revenue	46 397	-	46 397
Cash	235 491	-	235 491
Total current assets	983 761	-	983 761
TOTAL ASSETS	10 206 037	-481 142	9 724 895

### June 30<sup>th</sup>, 2022 - Adjusted balance sheet - The group (KSEK)- cont.

	According to previous interim		After
	report	Adjustment	adjustment
EQUITY AND LIABILITIES	30 Jun 2022		30 Jun 2022
Equity			
Share capital	1 581	-	1 581
Reserve fund	22	-	22
Share premium	6 182 445	-	6 182 445
Conversion reserves	896 105	-1 752	894 353
Other equity incl. full year profit	211 813	-28 073	183 740
Total equity	7 291 966	-29 825	7 262 141
Long term liabilities			
Debt to credit institutions	1 366 750	-	1 366 750
Other interest-bearing liabilities	211 095	-	211 095
Deferred tax liability	872 924	-541 857	331 067
Debts to employees	3 932	-	3 932
Short term liabilities			
Accounts payable	79 379	-	79 379
Tax liabilities	24 592	-	24 592
Other interest-bearing liabilities	35 692	-	35 692
Other liabilities	16 304	90 540	106 844
Deferred costs and prepaid income	303 403	-	303 403
Total liabilities	2 914 071	-451 317	2 462 754
TOTAL EQUITY AND LIABILITIES	10 206 037	-481 142	9 724 895

### Q3 2022 - Adjusted profit and loss - The group (KSEK)

	According to previous interim			According to previous interim		
	report	Adj.	After adj.	report	Adj.	After adj.
	Jul-Sep 2022		Jul-Sep 2022	Jan-Sep 2022		Jan-Sep 2022
Net revenue	483 546	-	483 546	1 332 106	-	1 332 106
Other revenue	71	-	71	3 000	_	3 000
Total revenue	483 617	-	483 617	1 335 106	-	1 335 106
Cost of sales	-227 059	-	-227 059	-605 679	-	-605 679
Gross margin	256 558	-	256 558	729 427	-	729 427
Other external costs	-95 427	-	-95 427	-254 236	-	-254 236
Personnel costs	-77 322	-	-77 322	-206 768	-	-206 768
Operating profit before	00.000		00.000	200 100		000 100
depreciation (EBITDA)	83 809	-	83 809	268 423	-	268 423
A						
Amortization of intangible fixed assets	-49 614	-	-49 614	-147 316	-	-147 316
Depreciation and write-offs of tangible fixed assets	-17 034	-	-17 034	-45 298	_	-45 298
Other costs	4 479	-	4 479	8 886	-	8 886
Operating profit (EBIT)	21 640	-	21 640	84 695	-	84 695
Financial costs	-9 845	-468	-10 313	-19 885	-2 413	-22 298
Profit after financial costs	11 795	-468	11 327	64 810	-2 413	62 397
Net income before tax	11 795	-468	11 327	64 810	-2 413	62 397
Tax on profit	-3 809	-	-3 809	-15 253	-	-15 253
Deferred tax	16 301	-20 036	-3 735	77 690	-46 166	31 524
Net income	24 287	-20 504	3 783	127 247	-48 579	78 668
Earnings per share (SEK)	0.15	-0.13	0.02	0.82	-0.31	0.51
Net income margin %	5.0%	-4.2%	0.8%	9.5%	-3.6%	5.9%

### September 30<sup>th</sup>, 2022 - Adjusted balance sheet - The group (KSEK)

	According to previous interim		After
	report	Adjustment	adjustment
ASSETS	30 Sep 2022		30 Sep 2022
Non-current assets			
Goodwill	4 725 422	-525 687	4 199 735
Other intagible assets	4 564 227	-	4 564 227
Shares in associated companies	427	-	427
Buildings and land	156 305	-	156 305
Right of use according to IFRS - Buildings and land	250 013	-	250 013
Machinery and other tech assets	139 803	-	139 803
Right of use according to IFRS - Machinery and other tech assets	9 196	_	9 196
Tools, furniture, and fixtures	10 231	-	10 231
Other financial assets	831	-	831
Deferred tax asset	49 206	2 724	51 930
Total non-current assets	9 905 661	-522 963	9 382 698
Current assets			
Inventory	487 333	-	487 333
Accounts receivables	240 296	-	240 296
Tax receivables	4 510	-	4 510
Other receivables	8 740	-	8 740
Prepaid costs and deferred revenue	44 992	-	44 992
Cash	194 335	-	194 335
Total current assets	980 206	-	980 206
TOTAL ASSETS	10 885 867	-522 963	10 362 904

### September 30<sup>th</sup>, 2022 - Adjusted balance sheet - The group (KSEK)- cont.

	According to previous interim		After
	report	Adjustment	adjustment
EQUITY AND LIABILITIES	30 Sep 2022		30 Sep 2022
Equity			
Share capital	1 581	-	1 581
Reserve fund	22	-	22
Share premium	6 182 445	-	6 182 445
Conversion reserves	1 550 771	-5 613	1 545 158
Other equity incl. full year profit	236 099	-48 579	187 520
Total equity	7 970 918	-54 192	7 916 726
Long term liabilities			
Debt to credit institutions	1 565 360	-	1 565 360
Other interest-bearing liabilities	223 993	-	223 993
Deferred tax liability	921 200	-567 762	353 438
Debts to employees	3 989	-	3 989
Short term liabilities			
Accounts payable	72 159	-	72 159
Tax liabilities	26 945	-	26 945
Other interest-bearing liabilities	38 682	-	38 682
Other liabilities	13 027	98 991	112 018
Deferred costs and prepaid income	49 594	-	49 594
Total liabilities	2 914 949	-468 771	2 446 178
TOTAL EQUITY AND LIABILITIES	10 885 867	-522 963	10 362 904

#### **Board of directors**

The Board of Directors ensures that this yearend report provides a true and fair view of the group's operations, financial position, and results.

#### Malmö February 16th, 2023

Håkan Lagerberg	Håkan Svanberg	Johan Bergdahl	
CEO	Board Chairman	Board Member	

Sara Brandt Thomas Eklund Jean-Yves Parisot Ulrika Valassi
Board Member Board Member Board Member Board Member

#### Auditor's review

This yearend report has not been reviewed by the company's auditor.

#### **Future reporting schedule**



The annual reports for 2022 will tentatively be published on April 6th, 2023 on www.swedencare.com

#### **Contact**

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