



S.C.

**GRUPO INTEGRAL DE ASESORIA FISCAL
Y ADMINISTRATIVA, S. C.**

LUPIN MEXICO, S.A. DE C.V.

FINANCIAL STATEMENTS

MARCH 31, 2017

JOSE FRANCISCO CAMPOS RUIZ

Certified Public Accountant



S.C.

**GRUPO INTEGRAL DE ASESORIA FISCAL
Y ADMINISTRATIVA, S. C.**

Report of the Auditors Independent to the shareholders of Lupin Mexico, S.A. de C.V.

Opinion

We have audited the accompanying financial statements of Lupin Mexico, SA de CV, which comprehend the statement of financial position as of March 31, 2017 and the statement of comprehensive income, changes in stockholders' equity and cash flows corresponding to the period from April 1, 2016 to March 31, 2017, as well as a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present reasonably, in all its important aspects, the financial situation of Lupin Mexico, SA de CV, as of March 31 of 2017, as well as its results and its corresponding cash flows from April 1, 2016 to March 31, 2017, according to the Mexican Financial Information Standards.

Opinion's Basis

Our audit was performed according to the International Auditing Standards. Our responsibilities under these standards are described with further details in the "Responsibilities of the auditors in relation to the audit of the financial statements" of our report. We are independent from the Entity according to the Professional Ethics Code of the Instituto Mexicano de Contadores Publicos, A.C., and we have fulfilled our other ethic responsibilities in conformity with these requirements. We consider that the audit evidence we obtained is enough to provide a reasonable basement for our opinion.

Responsibilities of the management and the govern managers in relation to the financial statements.

The management of the company responsible of the elaboration and reasonable presentation of the financial statements attached in conformity to the Mexican Financial Information Standards, as well as the inner control that it consider necessary in order to allow the elaboration of financial statements free of significant errors, whether because of fraud or error. In the elaboration of the financial statements, the management is responsible of evaluating the capacity of the company to continue as a Business in progress, revealing, as appropriate, the related issues, unless the management proposes to liquidate the Company or cease their operations, or if it doesn't have another alternative more realistic to do it.

The govern managers of the Company, are responsible of supervising the elaboration process of the financial reports of the same.

Responsibilities of the auditors in relation to the audit of the financial statements

Our objectives consist of obtaining a reasonable security about whether the financial statements are free of material errors, whether because of fraud or error, and to emit an audit report that contain our opinion. Reasonable security is a high-level security, but is not guarantee that an audit is realized according to International Auditing Standards it will always detect material errors if they exist. Mistakes can surge because of fraud or error and are considered materials if, individually or together, it can be expected reasonably that they will influence the economic decisions of the users, taken on basis of the financial statements.

During the realization of an audit in conformity to the International Auditing Standards, we apply our professional judgment and we maintain an attitude of professional skepticism. Likewise, also:

We identify and evaluate the risks of material misstatement in the financial statements, whether for fraud or error, design and apply audit procedures to respond to those risks, and obtain audit evidence sufficient and adequate to support our opinion. The risk of not detecting a material error resulting from fraud is higher than one resulting from unintentional error, as fraud may involve collusion, forgery, deliberate omissions, intentionally misleading statements or circumvention of internal controls.

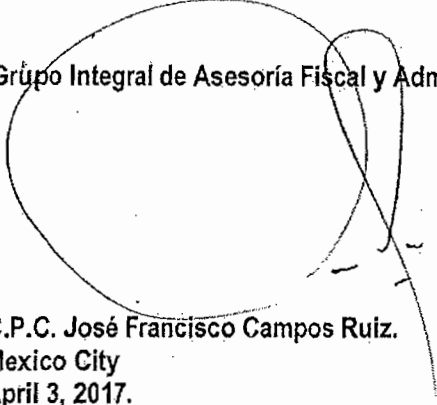
We obtain an understanding of the internal control relevant to the audit, in order to design audit procedures that are appropriate to the circumstances, and not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

We evaluate the ownership of the accounting policies applied and the reasonableness of the accounting estimates and the corresponding information disclosed by the Administration.

We evaluate whether it is appropriate for the Administration to use the presumption of business in progress to prepare the financial statements and whether, based on the audit evidence obtained, there is material uncertainty regarding events or conditions that generate significant doubt about the ability to The Company to continue as a going concern. If we conclude that there is material uncertainty, it is required that we draw attention in our audit report to the corresponding information disclosed in the financial statements or, if those disclosures are inadequate, that we express a modified opinion. Our findings are based on the audit evidence obtained so far from our audit report. However, future events may cause the Company to cease to be a going concern.

We evaluate the overall presentation, structure and content of the financial statements, including the disclosed information, and whether the financial statements represent the underlying transactions and events, making a reasonable presentation. We communicate to the Company's officers, among other matters, the scope and timing of the audit and the significant findings of the audit, as well as any significant deficiencies in internal control that we identified in the course of our audit.

Grupo Integral de Asesoría Fiscal y Administrativa, S.C.



C.P.C. José Francisco Campos Ruiz.
Mexico City
April 3, 2017.

LUPIN MEXICO S.A DE C.V.
STATEMENTS OF FINANCIAL POSITION
Mexican pesos

	March 31	
ASSETS	2017	2016
IN THE SHORT TERM ASSETS		
BANKS	\$ 1,438,934	\$ 1,550,922
VARIOUS DEBTORS (Note 4)	838,666	838,666
TAX TO RETRIEVE (Note 3c)	676,096	661,072
	2,953,696	3,050,660
LONG-TERM ASSETS		
FURNITURE AND EQUIPMENT (Notes 3d y 5)	1,861	2,162
TOTAL ASSETS	2,955,557	3,052,822
PASSIVE		
PASSIVE IN A SHORT TIME		
SUPPLIER	17,500	7,397
TOTAL PASSIVE	17,500	7,397
STOCKHOLDERS EQUITY		
SHARE CAPITAL (Notes 3f y 6)	11,329,300	11,329,300
LOSSES PREVIOUS YEARS	- 8,283,875	- 8,619,710
RESULT FOR THE YEAR	- 107,368	335,835
	2,938,057	3,045,425
TOTAL PASSIVE PLUS CAPITAL	\$ 2,955,557	\$ 3,052,822

FINANCIAL STATEMENTS AUTHORIZED FOR ISSUE MARCH 30, 2017

LIC. GUSTAVO JESÚS ESTRADA MORALES
DIRECTOR OF ADMINISTRATION Y FINANZAS

LUPIN MEXICO S.A DE C.V.
PROFIT & LOSS
Mexican pesos

	<u>March 31</u>	
	2017	2016
SALES	\$ 0	\$ 0
OPERATING EXPENSES	107,368	387,155
OPERATION LOSS	<u>- 107,368</u>	<u>- 387,155</u>
OTHER PRODUCTS	-	722,990
RESULT FOR THE YEAR	<u>\$ - 107,368</u>	<u>\$ 335,835</u>

FINANCIAL STATEMENTS AUTHORIZED FOR ISSUE MARCH 30, 2017

LIC. GUSTAVO JESÚS ESTRADA MORALES
DIRECTOR OF ADMINISTRATION Y FINANZAS

LUPIN MEXICO S.A DE C.V.
STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
 Mexican pesos

	SHARE CAPITAL	ACCUMULATED RESULTS	RESULT FOR THE YEAR	STOCKHOLDERS EQUITY
BALANCES AT MARCH 31, 2015	\$ 11,329,300	\$ -6,297,826	\$ -2,321,884	\$ 2,709,590
TRANSFER OF RESULT FOR THE PERIOD 1 APRIL 2014 TO 31 MARCH 2015		-2,321,884	2,321,884	0
UTILITY IN THE PERIOD 1 APRIL 2015 MARCH 31, 2016			335,835	335,835
BALANCES AT MARCH 31, 2016	\$ 11,329,300	\$ -8,619,710	\$ 335,835	\$ 3,045,425
TRANSFER OF RESULT FOR THE PERIOD 1 APRIL 2015 TO 31 MARCH 2016		335,835	-335,835	0
LOSS IN THE PERIOD 1 APRIL 2016 MARCH 31, 2017			-107,368	-107,368
BALANCES AT MARCH 31, 2017	\$ 11,329,300	\$ -8,283,875	\$ -107,368	\$ 2,938,057

FINANCIAL STATEMENTS AUTHORIZED FOR ISSUE MARCH 30, 2017

LIC. GUSTAVO JESÚS ESTRADA MORALES
 DIRECTOR OF ADMINISTRATION Y FINANZAS

LUPIN MEXICO S.A DE C.V.
CASH FLOW
Mexican pesos

	<u>March 31</u>	
	2017	2016
OPERATING ACTIVITIES		
RESULT FOR THE YEAR	\$ -107,368	\$ 335,835
ITEMS RELATED TO INVESTMENT ACTIVITIES		
DEPRECIATION	302	302
	<u>-107,066</u>	<u>336,137</u>
INCREASE (SEDECREASE)		
ACCOUNTS RECEIVABLE	0	838,665
TAX TO RETRIEVE	15,024	-52,496
DEBTS TO PAY	10,102	-11,924
	-4,922	-798,093
NET CASH FLOWS OPERATING ACTIVITIES	<u>-111,988</u>	<u>-461,956</u>
DECREASE IN CASH	-111,988	-461,956
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,550,922	2,012,878
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 1,438,934</u>	<u>\$ 1,550,922</u>

FINANCIAL STATEMENTS AUTHORIZED FOR ISSUE MARCH 30, 2017

LIC. GUSTAVO JESÚS ESTRADA MORALES
DIRECTOR OF ADMINISTRATION Y FINANZAS

LUPIN MEXICO, S.A. DE C.V.
NOTES TO THE FINANCIAL STATEMENTS
MARCH 31, 2017 AND MARCH 31, 2016
Figures expressed in Mexican pesos

Note 1 - Activity of the Company

The Company was incorporated on August 17, 2010, its main activity marketing in general, manufacture, sale, distribution, export, import and purchase of all kinds of chemicals, pharmaceutical chemistry, analytical chemical reagents, reagents for clinical diagnosis, bacteriological reagents, insecticides, cosmetics and the like, as well as the purchase of equipment for clinical and laboratory use.

Note 2 - Basis of preparation

Mexican Financial Reporting Standards (NIF)

The accompanying financial statements as of March 31, 2017 and 2016 fully comply with Mexican Financial Reporting Standards (MFRS), to show a fair presentation of the Company's financial position. The NIF establishes that International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations of International Financial Reporting Standards (INIIF) and the interpretations committee are all part of the NIF, when the absence Of NIF so requires. Accordingly, in order to recognize, value and disclose its own transactions, the Company applies IAS-18 "Income from ordinary activities", effective as of January 1, 1995, issued by the International Accounting Standard Board (IASB).

Recording currency, functional and reporting

Improvements to NIF 2016

NIF C-1 "Cash and cash equivalents". It states that both the initial and subsequent recognition of cash must be valued at its fair value; Indicates that cash equivalents are maintained to meet short-term obligations and modifies the term "Available-for-sale investments" to "High liquidity financial instruments", which must not be longer than three months and for valuation The corresponding MFRS of Financial Instruments should be applied.

Bulletin C-9 "Liabilities, provisions, assets and contingent liabilities and commitments". The concept of "transaction costs" is incorporated by stating that they are those that are incurred to generate a financial asset or through which a financial liability is assumed, which would not have been incurred in the absence of recognition of such financial asset or liability.

Bulletin B-10 "Effects of Inflation". It is clarified that the effect of inflation of certain financiers is recognized in the ORI, instead of being recognized in the result by monetary position.

Log, functional and reporting currency

Pursuant to the provisions of NIF B-15, the Company has identified the following currencies:

Type	Currency
Registration	Mexican Peso
Functional	Mexican Peso
Report	Mexican Peso

Effects of inflation on financial information

Under the provisions of MFRS B-10 "Effects of inflation", from January 1, 2008, the Mexican economy is in a non-inflationary environment, when cumulative inflation of the last three years below 26 % (maximum limit to define that an economy should be considered as inflationary), therefore, from that date recognizing the effects of inflation on financial information was suspended. Consequently, the figures as of March 31, 2016 and 2015 of the accompanying financial statements are presented in historical pesos.

Approval of financial statements:

The accompanying financial statements and notes were authorized for issuance on March 30, 2017, by Lic. Gustavo Jesus Estrada Morales, Director of Administration and Finance of the Company.

Note 3 - Summary of significant accounting policies

The following significant accounting policies are summarized more, which have been applied consistently in the years presented, unless otherwise specified.

IFRS require the use of certain accounting estimates in the preparation of financial statements. It also requires management to exercise its judgment to define the accounting policies applied by the Company.

a. Cash and cash equivalents

Cash and cash equivalents include bank deposits with low importancia risk for changes in value.

b. Accounts receivable

Accounts receivable represent amounts due from third parties for services not received. (See Note 4). When expected collectability over a period of one year or less from the closing date are presented as short-term assets. Failure to meet the above are presented as long-term assets.

c. Taxes in favor

This account represents the amount in favor of the Company for federal and / or local contributions, such amounts are recognized from the date of the statements. As of March 31, 2017 the balance of this account relates to Value Added Tax Recoverable.

d. Furniture and equipment

The acquisition cost decreased furniture and equipment residual value is depreciated systematically using the straight-line method based on the useful lives of the components of furniture and equipment. (See Note 5).

e. Debts to pay

This item includes liabilities for purchases of goods or services purchased in the normal course of operations of the Company. When it is expected to pay them over a period of one year or less from the date of closing, they are presented in short-term liabilities. Failure to meet the above are presented in long-term liabilities.

f. stockholders' equity

This item for capital and retained earnings is integrated, which are stated at their historical value. (See Note 6).

g. Integral result

The comprehensive income is comprised of net income and items required by specific provisions of the NIF are required, which is reflected in stockholders' equity and does not constitute contributions, reductions or distributions. The amounts of comprehensive income at March 31, 2016 and 2015 are expressed in modified historical pesos.

h. Presentation of costs, expenses and other items in the statement of comprehensive income

The Company presents costs and expenses in the statement of comprehensive income under the classification criterion based on the function headings, which has as its central feature separate cost of sales of other costs and expenses. In addition, for a better analysis of your financial situation, the company has considered necessary to the amount of operating income separately in the statement of comprehensive income, because such information is a common practice in the industry to which the Company belongs.

i. Revenue recognition

During the period from April 1, 2016 to March 31, 2017 the company did not obtain own income from its operation.

Note 4 - Accounts receivable

As of March 31, 2017, and 2016, this item represents the balance receivable from Avant Sante Research Center, S.A. de C.V. for services of clinical analysis paid during the year 2014, which were not provided. On January 27, 2016 credit note is generated for Lupin Mexico, S.A. de C.V. for this concept.

Even though the balance is more than one year old, the Company does not consider it necessary to create a reserve for bad accounts, since the debtor acknowledges the amount owed and agrees to return it with services.

Note 5 - Furniture and equipment

	<u>March 31</u>	
	<u>2017</u>	<u>2016</u>
Acquisition Cost	\$3,017	\$3,017
Accumulated depreciation	1,156	855
Total Neto	<u>\$1,861</u>	<u>\$2,162</u>

The depreciation recorded in the income statement for the period from April 1 to March 31, 2017 and 2016 is recognized in operating expenses.

Note 6 - Stockholders' equity

As mentioned in Note 1, the Company was incorporated on August 17, 2010, and its capital of constitution the amount of \$ 50,000.00 (Fifty thousand pesos / 100 pesos).

As 31 of March 2017 and March 2016 share capital is as follows:

Number of Actions	Description	Amount
500	Common shares of Series "A" representing the fixed capital	\$ 50,000
22226	Common shares of Series "B 1" representing variable capital	2,226,600
25231	Common shares of Series "B 2" representing variable capital	2,523,100
65336	Common shares of Series "B 3" representing variable capital	<u>6,533,600</u>
		<u>\$ 11,329,300</u>

Net income is subject to the legal provision requiring that at least 5% of the utilization of each exercise is intended to increase the legal reserve until it is equal to a fifth of the amount of capital paid.

In case of a capital reduction, the procedures established by the Law of Income Tax (Income Tax Law) have to be given to any excess of stockholders' equity over the capital contributions the same tax treatment as applicable to dividends

Note 7 - New accounting pronouncements:

The following is a series of FRS issued by the CINIF during 2013, 2014 and 2015, which will enter into force in 2016 and 2018. It is considered that such FRS will not have a material effect on the financial information presented by the Company.

Improvements to FRS 2017

FRS C-11 "Stockholders' Equity". It is established that the costs of registering on a stock exchange of shares that at the date of such registration were already owned by investors and for which the issuing entity had already received the corresponding funds must be recognized by the entity in the profit or loss Net at the time of their deferment and not in stockholders' equity, since they are not considered to be related to a capital transaction of the entity. In addition, any profit or loss on the acquisition, replacement, issue or cancellation of the entity's own shares should not be recognized within the statement of comprehensive income.

FRS D-3 "Employee Benefits". It establishes that the discount rate to be used in determining the present value of long-term labor liabilities should be a free market rate of, or with very low credit risk, representing the value of money over time; Consequently, the entity could use, indistinctly, either the market rate of government bonds or the market rate of high quality corporate bonds in absolute terms in a deep market, provided that it supports, in the latter case that it complies With all the requirements established in the FRS.

It also establishes that the resulting* difference between the plan assets (AP) achieved by the recognition of interest income estimated during the period and the fair value of the AP at the end of the period should be recognized, optionally in ORI or in profit or Net loss on the date of its determination, the entity must be consistent in the recognition of the remeasures.

Lic. Gustavo Jesús Estrada Morales
Director of Administration and Finance

These notes are an integral part of the financial statements of Lupin Mexico, S. A. de CV as of March 31, 2017 and March 31, 2016.