



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer:	999 156 681
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	PHOENIX NORWEGIAN HOLDING AS
Forretningsadresse:	Skårersletta 55 1473 LØRENSKOG

### Regnskapsår

Årsregnskapets periode:	01.02.2023 - 31.01.2024
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### Konsern

Mørselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

### Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Marianne Østby Strøm
Dato for fastsettelse av årsregnskapet:	21.06.2024

### Grunnlag for avgivelse

År 2024: Årsregnskapet er elektronisk innlevert
År 2023: Tall er hentet fra elektronisk innlevert årsregnskap fra 2024

*Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.*

Brønnøysundregistrene, 23.09.2025



## Resultatregnskap

Beløp i: NOK	Note	2024	2023
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Other income		28 444 000	30 028 000
<b>Sum inntekter</b>		<b>28 444 000</b>	<b>30 028 000</b>
<b>Kostnader</b>			
Employee benefits expense		22 940 000	29 998 000
Other expenses		10 225 000	7 537 000
<b>Sum kostnader</b>		<b>33 165 000</b>	<b>37 535 000</b>
<b>Driftsresultat</b>		<b>-4 721 000</b>	<b>-7 507 000</b>
<b>Finansinntekter og finanskostnader</b>			
Other financial income		1 126 352 000	959 602 000
<b>Sum finansinntekter</b>		<b>1 126 352 000</b>	<b>959 602 000</b>
Other financial expenses		515 288 000	524 748 000
<b>Sum finanskostnader</b>		<b>515 288 000</b>	<b>524 748 000</b>
<b>Netto finans</b>		<b>611 064 000</b>	<b>434 854 000</b>
<b>Ordinært resultat før skattekostnad</b>			
Income tax expense		130 792 000	99 147 000
<b>Ordinært resultat etter skattekostnad</b>		<b>475 551 000</b>	<b>328 199 000</b>
<b>Årsresultat</b>		<b>475 551 000</b>	<b>328 199 000</b>
<b>Årsresultat etter minoritetsinteresser</b>		<b>475 551 000</b>	<b>328 199 000</b>
<b>Totalresultat</b>		<b>475 551 000</b>	<b>328 199 000</b>
<b>Overføringer og disponeringer</b>			
Ordinært utbytte		586 540 000	517 000 000
Transferred from other equity		-110 990 000	-188 801 000
<b>Sum overføringer og disponeringer</b>		<b>475 551 000</b>	<b>328 199 000</b>



## Balanse

Beløp i: NOK	Note	2024	2023
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel		40 181 000	50 340 000
<b>Sum immaterielle eiendeler</b>		<b>40 181 000</b>	<b>50 340 000</b>
<b>Finansielle anleggsmidler</b>			
Investering i datterselskap		4 704 766 000	4 704 766 000
<b>Sum finansielle anleggsmidler</b>		<b>4 704 766 000</b>	<b>4 704 766 000</b>
<b>Sum anleggsmidler</b>		<b>4 744 947 000</b>	<b>4 755 106 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Other short-term receivables		3 248 356 000	3 094 357 000
<b>Sum fordringer</b>		<b>3 248 356 000</b>	<b>3 094 357 000</b>
<b>Sum omløpsmidler</b>		<b>3 248 356 000</b>	<b>3 094 357 000</b>
<b>SUM EIENDELER</b>		<b>7 993 303 000</b>	<b>7 849 463 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Share capital		9 213 000	9 213 000
Overkurs		2 682 713 000	2 682 713 000
<b>Sum innskutt egenkapital</b>		<b>2 691 925 000</b>	<b>2 691 925 000</b>
<b>Opptjent egenkapital</b>			
Udekket tap		595 760 000	484 770 000
<b>Sum opptjent egenkapital</b>		<b>-595 760 000</b>	<b>-484 770 000</b>



## Balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2024</b>	<b>2023</b>
<b>Sum egenkapital</b>		<b>2 096 165 000</b>	<b>2 207 155 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
<b>Annen langsiktig gjeld</b>			
Other non-current liabilities		5 078 437 000	4 880 373 000
<b>Sum annen langsiktig gjeld</b>		<b>5 078 437 000</b>	<b>4 880 373 000</b>
<b>Sum langsiktig gjeld</b>		<b>5 078 437 000</b>	<b>4 880 373 000</b>
<b>Kortsiktig gjeld</b>			
Sertifikatlån		199 282 000	215 997 000
Public duties payable		1 559 000	1 324 000
Utbytte		586 540 000	517 000 000
Other current liabilities		31 319 000	27 614 000
<b>Sum kortsiktig gjeld</b>		<b>818 700 000</b>	<b>761 935 000</b>
<b>Sum gjeld</b>		<b>5 897 138 000</b>	<b>5 642 308 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>7 993 303 000</b>	<b>7 849 463 000</b>



Statsautoriserte revisorer  
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Medlemmer av Den norske Revisorforening

## UAVHENGIG REVISORS BERETNING

Til generalforsamlingen i Phoenix Norwegian Holding AS

### Konklusjon

Vi har revidert årsregnskapet for Phoenix Norwegian Holding AS som består av balanse per 31. januar 2024, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening oppfylder årsregnskapet gjeldende lovkrav og gir et rettviseende bilde av selskapets finansielle stilling per 31. januar 2024 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

### Grunnlag for konklusjon

Vi har gjennomført revisjonen i samsvar med International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet i samsvar med kravene i relevante lover og forskrifter i Norge og *International Code of Ethics for Professional Accountants* (inkludert internasjonale uavhengighetsstandarder) utstedt av International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

### Øvrig informasjon

Øvrig informasjon omfatter informasjon i selskapets årsrapport bortsett fra årsregnskapet og den tilhørende revisjonsberetningen. Styret og daglig leder (ledelsen) er ansvarlig for den øvrige informasjonen. Vår konklusjon om revisjonen av årsregnskapet dekker ikke den øvrige informasjonen, og vi attesterer ikke den øvrige informasjonen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese den øvrige informasjonen med det formål å vurdere om årsberetningen inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav og hvorvidt det foreligger vesentlig inkonsistens mellom den øvrige informasjonen og årsregnskapet eller kunnskap vi har opparbeidet oss under revisjonen, eller hvorvidt den tilsynelatende inneholder vesentlig feilinformasjon. Dersom vi konkluderer med at den øvrige informasjonen inneholder vesentlig feilinformasjon eller ikke inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav, er vi pålagt å rapportere det.

Vi har ingenting å rapportere i så henseende, og vi mener at årsberetningen er konsistent med årsregnskapet og inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav.

### Ledelsens ansvar for årsregnskapet

Ledelsen er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet med mindre ledelsen enten har til hensikt å avvikle selskapet eller virksomheten, eller ikke har noe annet realistisk alternativ.



Building a better  
working world

## Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon. Feilinformasjon kan skyldes misligheter eller feil og er å anse som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke de økonomiske beslutningene som brukerne foretar på grunnlag av årsregnskapet.

Som del av en revisjon i samsvar med ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og vurderer vi risikoen for vesentlig feilinformasjon i årsregnskapet, enten det skyldes misligheter eller feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoen, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av intern kontroll.
- opparbeider vi oss en forståelse av den interne kontrollen som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimater og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på om ledelsens bruk av fortsatt drift-forutsetningen er hensiktsmessig, og, basert på innhentede revisjonsbevis, hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape betydelig tvil om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i årsregnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifierer vår konklusjon. Våre konklusjoner er basert på revisjonsbevis innhentet frem til datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke kan fortsette driften.
- evaluerer vi den samlede presentasjonen, strukturen og innholdet i årsregnskapet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet gir uttrykk for de underliggende transaksjonene og hendelsene på en måte som gir et rettviseende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av og tidspunktet for revisjonsarbeidet og eventuelle vesentlige funn i revisjonen, herunder vesentlige svakheter i den interne kontrollen som vi avdekker gjennom revisjonen.

Oslo, 21. juni 2024  
ERNST & YOUNG AS

*Revisjonsberetningen er signert elektronisk*

Petter Helseth  
statsautorisert revisor



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"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

## Helseth, Petter

Statsautorisert revisor

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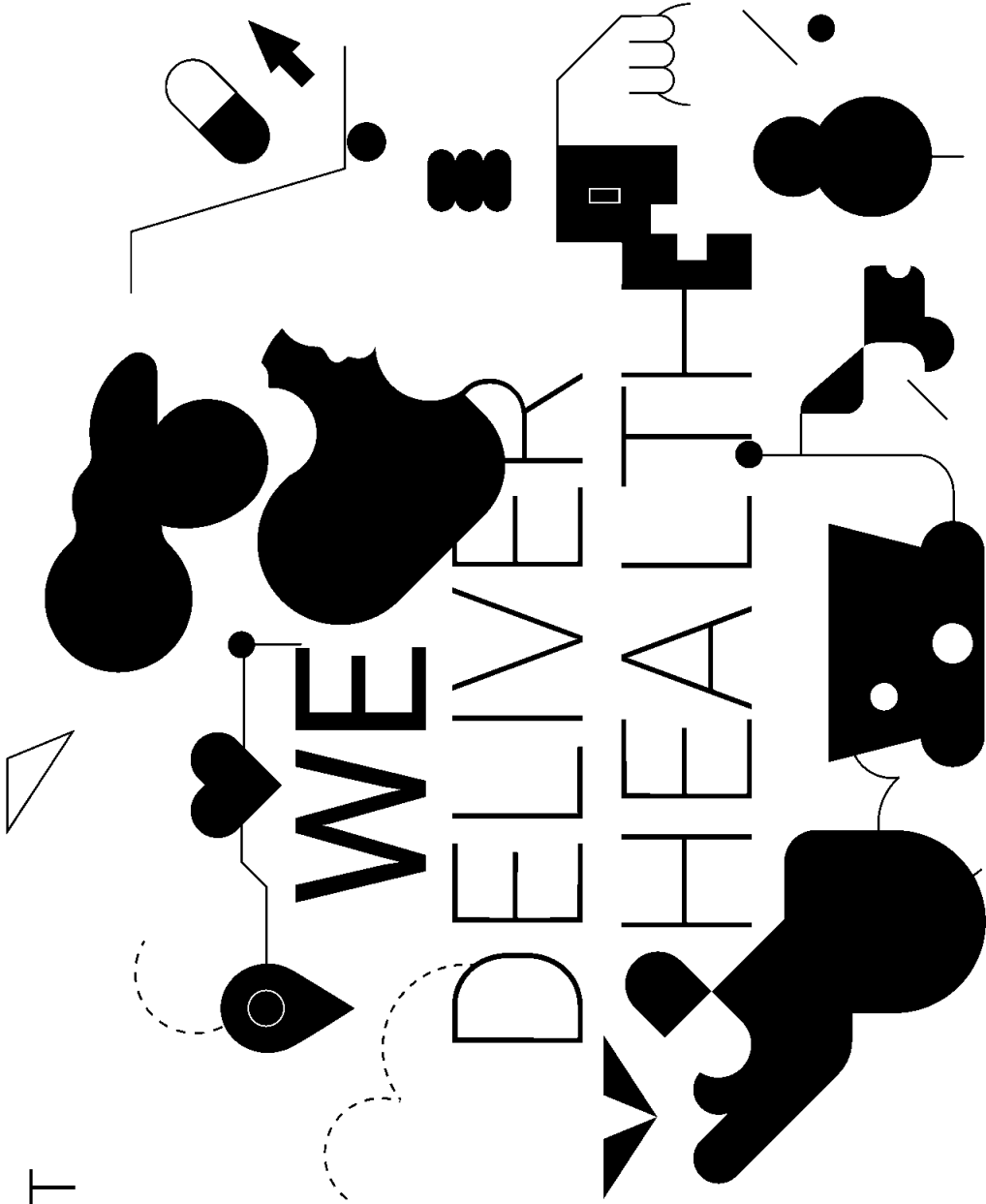
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ANNUAL REPORT  
2023 / 2024



# CONTENTS

<b>1</b>	<b>Leadership and responsibility</b>
1	PHOENIX group in portrait
2	Mission statement
4	Five questions for Sven Seidel, Chief Executive Officer of the PHOENIX group
6	Executive Board of the PHOENIX group
7	PHOENIX group in figures
8	Letter from the Chief Executive Officer of the PHOENIX group
10	Report of the Supervisory Board
13	Members of the Supervisory Board
14	PHOENIX group in the capital market
<b>15</b>	<b>Group management report</b>
16	PHOENIX group at a glance
17	Fundamental information about the group
22	Economic report
31	Risk and opportunity report
34	Forecast
<b>35</b>	<b>Extract from the consolidated financial statements</b>
36	Consolidated income statement
36	Consolidated statement of comprehensive income
37	Consolidated statement of financial position
38	Consolidated statement of cash flows
39	Consolidated statement of changes in equity
<b>40</b>	<b>Further information</b>
40	Financial calendar 2024/Imprint



This interactive PDF is optimized with Adobe Acrobat. Linked contents ensure easy navigation the following function buttons:



Main table of contents



Last page viewed



Search



Previous page



Next page



Interactive element



Page reference

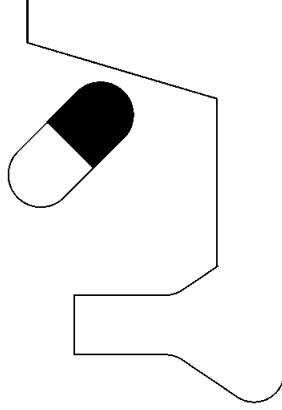


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# WE DELIVER HEALTH

The **PHOENIX group**, headquartered in Mannheim, Germany, is the European leader in pharmaceutical wholesale, pharmacy retail, and services for the pharmaceutical industry. With a presence in 29 healthcare markets, the company offers unique geographical coverage throughout Europe, making a vital contribution to comprehensive healthcare with more than 48,000 employees.

The PHOENIX group is active in the pharmaceutical wholesale and pre-wholesale business areas, with 214 sites in 29 countries supplying pharmacies, doctors, and medical institutions with medicines and health products. Numerous other products and services for pharmacy customers complete the portfolio – from assistance in advising patients to modern goods management systems to pharmacy cooperation programmes. Around 17,000 pharmacies in 17 countries are members of one of the PHOENIX group's partnership and cooperation programmes. The company offers healthcare logistics and other services to the pharmaceutical industry along the entire supply chain. The PHOENIX group also operates over 3,300 of its own pharmacies in 17 European countries, in which around 189 million patients per year receive expert advice from pharmacists in addition to their medicines.



Total operating performance

57.2

€ billion

Revenue

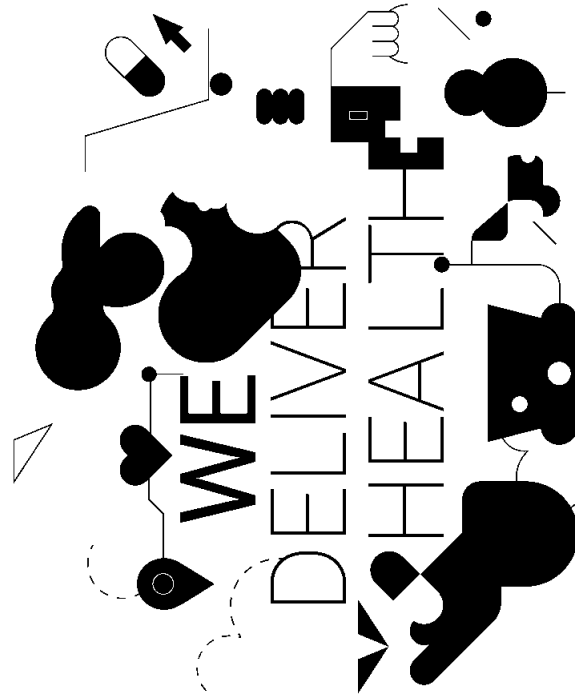
477.1

€ billion



## OUR MISSION

## OUR VISION

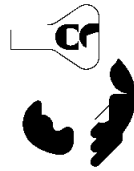


We are the partner of choice for simple and direct access to health-care products and services across Europe.

# wePHOENIX

## We focus on the customer

We operate in markets with diverse customers and serve all their current and future needs with our tailored portfolio of products and services.



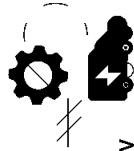
## We embrace collaboration

We support each other by sharing knowledge, competences, and best practices across the entire company.



## We operate efficiently

We strive for excellence in everything we do, continuously optimise our operations to get better every day, and use resources efficiently to become more sustainable.



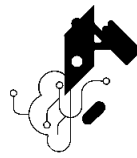
## We create value

We are a family-owned company and pursue a long-term strategy, ensuring that our growth creates value also for generations to come.



## We think forward

We drive forward innovations and play an active role in the digital transformation of the healthcare sector in Europe to improve our customers' lives.



## We are one team

We are bound together by our shared vision for the company, welcome everyone who is willing to make this vision reality, and foster their personal and professional development in an inclusive environment.



## FIVE QUESTIONS FOR SVEN SEIDEL

**In our interview, Sven Seidel, Chief Executive Officer of the PHOENIX group, reviews fiscal year 2023/24 and talks about the transformation process and the company's new mission statement.**

**It has been four years since you introduced a strategic agenda to the PHOENIX group in the form of WINGS. What impact did WINGS have on the past fiscal year?**

The transformation process initiated under WINGS is in full swing, gaining further momentum in fiscal year 2023/24. We have continued our efforts to increase the PHOENIX group's use of digital solutions, sharpen our commercial focus, and further develop our operational excellence. I see the positive results for the fiscal year as confirmation that we are on the right path and that we should continue to follow the WINGS approach.

**PHOENIX has also introduced a new mission statement. Why?**

In fiscal year 2023/24, the main focus of our attention was on the integration of the McKesson companies acquired on 31 October 2022. This acquisition has enriched our company in many ways, including culturally. We gained more than 8,500 new colleagues in one fell swoop, each with their own experiences, attitudes, and approaches. It was not long before this raised a question about the need for a common cultural foundation: what do we all stand for collectively as the PHOENIX group? The answer has been set out in our new mission statement.



**What does the mission statement say?**

Our new mission statement reflects our aspiration to be not only a professional home for our colleagues but also a leading company in the healthcare industry. Our mission, "We deliver health", has remained at the core and summarises the purpose of our day-to-day business activities. The mission is enhanced by our vision: "We are the partner of choice for simple and direct access to healthcare products and services across Europe." We want customers to choose us because they have confidence in us and our work across the board. Our mission statement also contains six commitments, listed under the heading "wePHOENIX." They serve as guidelines for our daily interactions with colleagues, customers, and business partners. WePHOENIX indicates that the foundations of our work are built on strong values.

**How has the new mission statement been received across the PHOENIX group?**

The response has been extremely positive. We have rolled out the new mission statement as a cultural umbrella that gives the teams in the individual countries a framework while still accommodating local interpretations of the corporate culture. We also involved employees in the

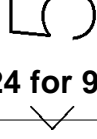
**"Our business delivers  
real added value to  
people's lives –  
a little more health."**

**"The mission statement  
reflects what lies at  
the heart of our company:  
team PHOENIX."**

development process in order to come up with a meaningful mission statement and maximise acceptance of the result. We spoke with longstanding and new colleagues from all levels of the hierarchy and areas of work – and, of course, with our owner. In other words, we have ensured that the mission statement reflects what lies at the heart of our company: team PHOENIX.

**What are your personal associations with the "We deliver health" mission?**

When I joined PHOENIX at the end of 2019, I quickly identified with the "We deliver health" mission. Part of the reason was that the COVID-19 pandemic began a short time later, in the spring of 2020, and many people suddenly focused their full attention on the healthcare industry. I am passionate about the idea of helping people every day to be healthy and live healthier lives in general and even just engaging with the subject of health. Our business delivers real added value to people's lives – a little more health.



## EXECUTIVE BOARD OF THE PHOENIX GROUP



**SVEN SEIDEL**  
Chief Executive Officer



**DR CARSTEN SAUERLAND**  
Chief Financial Officer



**DR ROLAND SCHÜTZ**  
Member of the Executive Board  
IT & Digital



**STEVE ANDERSON**  
Member of the Executive Board  
Operations & Logistics



**MARCUS FREITAG**  
Member of the Executive Board  
Customers & Channels



**STEFAN HERFELD**  
Member of the Executive Board  
Commercial & Marketing



**LEON JANKELEVITSH**  
Member of the Executive Board  
Healthcare Logistics & Sustainable Supply Chain

## PHOENIX GROUP IN FIGURES

Key figures of the PHOENIX group	2022/23 *	2023/24
Total operating performance	in € m	57,171.8
Revenue	in € m	47,064.7
Total income	in € m	4,780.3
EBITDA	in € m	933.1
Profit before tax	in € m	344.3
Equity	in € m	3,449.3
Equity ratio	in %	24.1
Net debt	in € m	2,853.6
Company rating (Standard & Poor's)	BB+; stable outlook	BB+; stable outlook
Employees (total)	48,435	48,478
Employees (full-time equivalents)	35,178	41,276

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

The PHOENIX group can look back on a solid fiscal year 2023/24. Total operating performance, revenue, and profit before tax all increased compared with the previous year. In addition, we successfully completed the integration of the acquired parts of McKesson Europe, further expanding our position as Europe's leading pharmaceutical wholesaler, pharmacy operator, and service provider for the pharmaceutical industry.

We also drove forward our WINGS strategic agenda and made important progress. For example, we are continuing to develop the PHOENIX Production System (PPS). In addition, we have started to introduce LEAN management, thereby establishing "continuous improvement" as the basis for all of the PHOENIX group's existing initiatives aimed at optimising our operational excellence. We have also expanded our category brand range and strengthened our market presence with further acquisitions and partnerships. We continue to make targeted investments in our infrastructure, completing numerous construction projects and initiating new ones in the past year. With DIGITAL WINGS, we are shaping the digital transformation of the PHOENIX group and, in particular, expanding data availability and data analysis skills across the group. Furthermore, we are working to strengthen digital customer channels and create cross-channel shopping experiences by seamlessly linking online and offline activities.

# LETTER FROM THE CHIEF EXECUTIVE OFFICER OF THE PHOENIX GROUP

**Dear Ladies and Gentlemen,**

"WE DELIVER HEALTH" has been the PHOENIX group's mission for 30 years. As well as being the title of this year's annual report, these three words also form the core of our new mission statement, which was developed in fiscal year 2023/24. Our new mission statement encapsulates the identity of the PHOENIX group and provides our more than 48,000 colleagues with a framework that defines how we interact with each other, with customers, and with partners.

Defining our shared values and raising our awareness of them also helped us to deal with the numerous challenges we faced in fiscal year 2023/24. The ongoing geopolitical crises were compounded by price increases in many essential areas, such as energy and transport, as well as by supply bottlenecks for medicines. Nevertheless, the PHOENIX group saw solid development in all business areas – wholesale and retail as well as services for the industry. Not least because we have stayed true to our mission and continued on our path as a leading healthcare provider in Europe.

Confirmation that we are on the right track can be seen in the robust key figures that we have the pleasure of reporting once again, despite this challenging environment. We have expanded our business in all regions. Revenue rose by 29.6% to EUR 47.1bn, in line with last year's forecast. Total operating performance also increased significantly, with a rise of 24.6% to EUR 57.2bn. At EUR 946.9m, earnings before interest, taxes, depreciation, and amortisation, adjusted for significant one-off effects were 30.8% higher than in the previous year. At EUR 344.3m, profit before tax was 20.0% higher than in the previous year.

This extraordinary achievement is underpinned by numerous success stories that were authored throughout fiscal year 2023/24. Each one reinforces my confidence that we are well positioned across the group and will continue on our growth path. Above all, this is made possible by the strong commitment of our employees, who can now be found in 29 countries across Europe. I would like to express my special thanks to all my colleagues in the PHOENIX group.

A defining feature of the past year at the PHOENIX group was the integration of the companies acquired from McKesson Europe. Among other developments, the largest acquisition in the company's history enabled us to tap into new healthcare markets in Belgium, Ireland, Portugal, and Slovenia and to expand our activities in France and Italy. Not only was the integration achieved with great success, but we were also able to implement some of the planned measures ahead of schedule.

At the same time, we continued to drive forward activities in our core business in the reporting year and made investments in infrastructure. For example, we successfully completed the construction projects in Wakefield in the United Kingdom, in Amsterdam and Ede in the Netherlands, in Zagreb in Croatia, and in Kaunas in Lithuania and commenced operations at each of these distribution centres and sites. In addition, we invested in our 214 warehouses, supported by our Design Authority. We will also continue to expand our presence in several countries, including Croatia and Hungary, in the current year.

Our strategic agenda WINGS continues to guide the way for all our plans. Through WINGS, we are pursuing the goal of maintaining our profitable growth and expanding our leading position in the market. We can achieve this by improving our operational excellence, adopting a more commercial mindset, and actively driving forward the digitalisation of the PHOENIX group. Since fiscal year 2023/24, our goal has been underpinned by the introduction of LEAN, a culture of continuous improvement as the basis for all the PHOENIX group's existing initiatives. With LEAN, PHOENIX is on its way to becoming a waste-free company.



— We made numerous advances and initiated important projects throughout the group in the reporting year. Allow me to briefly introduce some examples:

— We are actively driving forward the digitalisation of the company. For instance, we invested in the development and expansion of our data and analytics structures in the past year and can now analyse transaction data in detail at item level. To counteract supply disruptions, we have set up Europe-wide monitoring and a forecasting tool for future bottlenecks. We also anticipate opportunities from digitalisation in terms of efficiency gains, improved customer retention, new business models, and increased transparency.

— With regard to the business units acquired from McKesson Europe, we have succeeded in integrating the former Stuttgart headquarters into our group headquarters in Mannheim ahead of schedule. But that's not all. We have also integrated a shared service centre and achieved significant synergies by strengthening group functions, including in relation to purchasing. By using shared resources and exchanging best practices, we were able to increase efficiency and effectiveness. Last but not least, the acquisition of McKesson Europe has expanded our leading market position in Europe.

— In fiscal year 2023/24, we continued to strengthen our business through acquisitions, joint ventures, and partnerships. In March 2023, for example, we acquired e-commerce specialist health and life AG, the leading online provider in the Swiss healthcare market. At the end of April 2023, we also established avosano AG, a 50:50 joint venture agreed to with the family business Voigt Holding AG. The company will supply pharmaceutical products to the entire Swiss healthcare market. In the pharmacy retail sector, we acquired McCabe Pharmacy in Ireland, pending approval from the competition authorities. Together with our own branches, this creates the largest retail pharmacy chain in Ireland. We also acquired 19 pharmacies in the Netherlands. In addition, we developed a joint pharmacy association with LINDA AG. Our "deine-Apotheke" cooperation programme, which comprises around 3,600 pharmacies, will be incorporated into the new "LINDA Partner" concept, which is set to become the largest and best-known pharmacy association in Germany.

— We also took a big step in terms of sustainability in the past year. Building on the sustainability agenda we introduced in 2021, we set ourselves a binding, high-impact target in fiscal year 2023/24: we want to become carbon neutral by 2030 in relation to our own business operations.

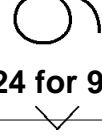
To achieve this ambitious climate target, we are focusing primarily on using energy-efficient technologies, switching to renewable energy sources, optimising production processes, and promoting sustainable practices.

Not least due to the success stories mentioned here, I am confident about the coming fiscal year and looking forward to one milestone in particular: this year, we are celebrating the PHOENIX group's 30th anniversary. With this in mind, I would like to thank all of our customers and business partners for the trust they have placed in our company over the past three decades. My special thanks also goes to the shareholders and the Supervisory Board for their trusting and constructive support. Finally, I would like to thank the employees who work hard for the success of the PHOENIX group every day and have played a major role in the milestone that we have now reached: 30 years of PHOENIX. Let's celebrate this anniversary together and continue the success story!

Mannheim, May 2024  
Sincerely,



Sven Seidel  
Chief Executive Officer PHOENIX Pharma SE



## REPORT OF THE SUPERVISORY BOARD

**Dear Ladies and Gentlemen,**

The past fiscal year was once again heavily influenced by the tense economic and geopolitical situation. The shortage of raw materials and associated increase in the price of energy and other inputs, as well as disruptions to global supply chains, continued to impact the PHOENIX group. The company has given serious attention to these challenges and introduced appropriate measures. It is important to stress that the PHOENIX group focused on the needs of its customers and employees. As a result, the company succeeded in continuing its growth path in the past year. The solid business figures for total operating performance, revenue, and adjusted earnings before interest, taxes, depreciation, and amortisation (EBITDA) confirm this. Overall, the PHOENIX group's business model has proven to be robust in the long term.



**DR BERND SCHEIFELE**  
Chairman of the Supervisory Board

With this year marking its 30th anniversary, the PHOENIX group has a special reason to celebrate. The company began delivering health to customers in Germany and throughout Europe back in 1994. In the years since its foundation, the PHOENIX group has become an integral part of the European healthcare sector. In the past fiscal year, it once again confirmed and expanded its position as Europe's leading healthcare provider. We are proud of this achievement.

This strength has always been based on our stable shareholder structure, which gives the company a high degree of planning security. The Merckle family, the sole owner, considers the PHOENIX group an important mainstay of its group of companies and intends to work with the Executive Board to develop the company further and seize growth opportunities in Europe, wherever they may arise.

### Significant business developments

In fiscal year 2023/24, the PHOENIX group continued its proven strategy of growth by organic means as well as through targeted acquisitions. The PHOENIX group has also reinforced its strong basis for further profitable growth by making targeted investments in infrastructure and digitalisation. In the past year, particular focus was placed on the following business activities:

- The PHOENIX group successfully integrated the acquired parts of McKesson's European business activities. In fact, the targets set for this were exceeded. Important steps included, in particular, the integration of the healthcare markets of Belgium, Ireland, Portugal, and Slovenia, which are new to the PHOENIX group, the expansion of existing activities in France and Italy, the consolidation of the head offices at the PHOENIX group headquarters in Mannheim, and the realisation of sustainable synergies.





— The company continues to invest heavily in the modernisation of its infrastructure throughout Europe. In the past year, the new logistics site in Wakefield, United Kingdom, as well as a distribution centre in Amsterdam and a healthcare logistics warehouse in Ede, Netherlands, went into operation. A new logistics site in Kaunas, Lithuania, has also already opened. In the current fiscal year, the PHOENIX group will continue to strengthen its presence in several countries through targeted investments, including in Croatia and Hungary.

— The acquisition of the McKesson Europe companies has enabled the PHOENIX group to welcome many new employees across Europe who have brought with them not only their expertise but also cultural insights. These new influences have led to the development of a new corporate mission statement for the PHOENIX group, which acts as an umbrella for the entire group. The new vision – “We are the partner of choice for simple and direct access to healthcare products and services across Europe” – enhances the existing “We deliver health” mission and is underpinned by the wePHOENIX commitments.

— As the leading healthcare provider in Europe, the PHOENIX group is also committed to doing more to fight climate change and, in particular, to reducing health risks caused by rising temperatures. With this in mind, the PHOENIX group has introduced a sustainability agenda and adopted an ambitious climate target, namely, to be carbon neutral by 2030 in relation to its own business operations.

— Cost leadership and operational excellence have always played a major role at the PHOENIX group. The introduction of lean management principles in operational areas of the company in the past fiscal year has further crystallised this approach. The goal of the group-wide LEAN project is to promote a culture of continuous improvement and consolidate existing excellence initiatives within the company.

Based on the activities and strategic measures presented, the Supervisory Board believes that the company is well positioned for the future and for the changes anticipated in its markets.

### Trust-based cooperation between the Executive Board and Supervisory Board

During the reporting year, the Supervisory Board of PHOENIX Pharma SE diligently fulfilled the auditing and supervisory duties incumbent upon it in accordance with the Articles of Association and Rules of Procedure. It regularly advised the Executive Board in its management of the company and closely supported and supervised its activities. The two bodies always worked together openly and constructively. In addition, the Chief Executive Officer and the Chairman of the Supervisory Board maintained a continuous dialogue on all significant business proceedings.

The Executive Board informed the Supervisory Board promptly, consistently, and in detail, both orally and in writing, about the development of all relevant key figures relating to the company's economic position. During the reporting period, it kept the Supervisory Board continually informed on all relevant issues relating to corporate planning, including revenue, finance, investment, and personnel planning. The Executive Board coordinated with the Supervisory Board on significant business processes relating to profitability, risk management, and the strategic orientation of the company.

The Supervisory Board was involved directly and at an early stage in all decisions that were of strategic importance to the company. The Supervisory Board adopted its resolutions after close examination of the submitted documentation and the oral report. Over the course of fiscal year 2023/24, the Chairman of the Supervisory Board and the Chief Executive Officer, Sven Seidel, visited the following subsidiaries of the PHOENIX group (alphabetical order): Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Netherlands, Portugal, Serbia, Slovenia, Sweden, Switzerland, and the United Kingdom. On these occasions, they discussed business activities in the areas of wholesale, retail, and services for the pharmaceutical industry.

### Key areas of advisory and monitoring activity in 2023/24

In fiscal year 2023/24, the Supervisory Board discussed the Executive Board's reports about the PHOENIX group's business development, important individual transactions, and transactions requiring approval in three meetings and two telephone conferences. Following a thorough examination and detailed discussion, the Supervisory Board issued the requested approvals at the relevant meetings, where necessary. In addition to the current development of revenue and the result, as well as the financial and asset situations, the Supervisory Board's discussions focused, in particular, on the challenges faced in the respective individual markets and the integration of the acquired parts of McKesson Europe.

#### Leadership and res

PHOENIX group  
Mission statement  
Five questions to  
Executive Board  
PHOENIX group  
Letter from the  
Chairman of the  
Supervisory Board  
Report of the Su  
Members of the  
PHOENIX group

#### Group management

Extract from the co  
financial statement  
Further information

The Supervisory Board's meetings during fiscal year 2023/24 centred on the following topics:

- In its meeting in May 2023 in Mannheim, Germany, the Supervisory Board dealt primarily with the company's annual financial statements, which were subsequently audited and approved.
- The Supervisory Board gathered information on and discussed the current business development during a telephone conference in July 2023.
- In October 2023, the Supervisory Board met for two days in Porto, where it discussed the company's strategic orientation in detail. The main topics were the strategic areas of growth, digitalisation, and the integration of the acquired parts of McKesson Europe.
- The telephone conference in December 2023 focused on the current business development.
- In February 2024, the Supervisory Board met in Mannheim to adopt the corporate plan as well as the budgets for the subsidiaries and the corporate departments for fiscal year 2024/25.

#### **Audit and approval of the annual financial statements 2023/24**

The auditing firm EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft (formerly Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft), Stuttgart, Germany, was appointed by the Supervisory Board to carry out the audit for fiscal year 2023/24. Together with the auditor, the Supervisory Board defined the key areas to be reviewed. The Executive Board presented the provisional, unaudited key figures for the fiscal year and the status of preparations for the final report to the Supervisory Board in advance. The auditing firm audited the annual financial statements of the company as well as the consolidated financial statements and consolidated management report. These were certified without qualification. All documentation relating to the financial statements was submitted to the Supervisory Board on time and reviewed in detail in the presence of the auditor. There were no objections. The Supervisory Board approved the annual financial statements and the consolidated financial statements. The Supervisory Board consented to the Executive Board's proposal regarding the appropriation of retained earnings.

#### **Composition of the Executive Board**

As already explained in my previous report, the Supervisory Board appointed Leon Jankelevitch as an additional member of the Executive Board with effect from 1 February 2023. Mr. Jankelevitch was previously the managing director of Tamro Baltics, a PHOENIX subsidiary active in pharmaceutical wholesale and pharmacy retail. He assumed responsibility for the newly created Executive Board division Healthcare Logistics & Sustainable Supply Chain, which focuses on the diversification of the core business, logistics services, and the sustainable development of the company's activities. He also continues to perform his duties as Managing Director of the Baltic subsidiaries.

The Executive Board and Supervisory Board are resolutely committed to the common goal of strengthening the PHOENIX group's leading position in Europe and expanding it in the long term. My colleagues on the Supervisory Board and I would like to thank the members of the Executive Board, as well as all employees, for their extraordinary commitment in these challenging times and their performance during fiscal year 2023/24.

On behalf of the Supervisory Board  
Mannheim, May 2024

*Bernd Scheifele*

Dr. Bernd Scheifele  
Chairman of the Supervisory Board



## MEMBERS OF THE SUPERVISORY BOARD

**Dr Bernd Scheifele**

Chairman of the Supervisory Board;  
 Chairman of the Supervisory Board  
 of Heidelberg Materials AG, Heidelberg, Germany;  
 Chairman of the Supervisory Board  
 of Publishing Group Georg von Holtzbrinck GmbH,  
 Stuttgart, Germany (until 24 April 2024);  
 Member of the Supervisory Board  
 of Springer Nature AG & Co. KGaA  
 (until 23 April 2024)

**Dr Ralf Belusa**

Managing Director  
 Digital Business & Transformation  
 Hapag-Lloyd AG, Hamburg, Germany

**Dr Peter Maag**

Chief Executive Officer  
 Kyverna Therapeutics, USA

**Ludwig Merckle**

Company shareholder;  
 Managing Director  
 Merckle Service GmbH, Ulm, Germany

**Dr Lorenz Näger**

Member of the Supervisory Board  
 of PHOENIX Pharma SE;  
 Member of the Supervisory Board  
 of MVV Energie AG, Mannheim, Germany;  
 Member of the Board of Commissioners  
 of PT Indocement Tunggal Prakarsa Tbk.,  
 Jakarta, Indonesia;  
 Member of the Board of Directors  
 of Blanc & Fischer Familienholding GmbH,  
 Oberderdingen, Germany, since May 2022;  
 Member of the Supervisory Board  
 of University of Mannheim, Mannheim, Germany,  
 since October 2022

**Nils Seebach**

Founder Stryker Systems GmbH, Berlin, Germany;  
 Founder & CFO  
 Etribes Group GmbH, Hamburg, Germany

**Bernhard Simon**

Chairman of the Supervisory Board  
 Dachser Group SE & Co. KG, Kempten, Germany

## PHOENIX GROUP IN THE CAPITAL MARKET

- Company rating of PHOENIX Pharmahandel GmbH & Co KG and bond rating confirmed by Standard & Poor's as "BB+" with a "stable" outlook
- Outstanding PHOENIX group bond performed in line with the market and according to its residual term

### Represented on the capital market with a bond and promissory notes

Although unlisted, the PHOENIX group considers itself to be closely linked to the capital market. As of the end of fiscal year 2023/24, the PHOENIX group was represented on the capital market with a bond of EUR 400m, due in August 2025, and three promissory notes. One important objective of using capital market financing is to diversify the sources of financing in order to guarantee the liquidity supply at any time and in the long term. In addition to a long-term credit facility of EUR 1.25bn through an international bank consortium and a broadly diversified portfolio of ABS and factoring programmes, financing via the capital market is an integral part of our refinancing measures and thus contributes to our good, balanced maturity structure. Since issuing our inaugural bond in 2010, we have been guided by the requirements of the capital market with regard to transparency and publicity.

### Bond performs in line with the market and according to its residual term

During the reporting period, the outstanding bond performed in line with the market for comparable bonds in terms of maturity and rating. The bond issued by PHOENIX PIB Dutch Finance B.V. and outstanding as of the end of fiscal year 2023/24 is unsecured and guaranteed by PHOENIX Pharmahandel GmbH & Co KG and PHOENIX International Holdings GmbH. As of the reporting date of 31 January 2024, the bond was listed at 97.875% (EUR 400m, due in August 2025).

### Transparent capital market communication strengthens trust in our company

Our creditor relations activities aim to strengthen confidence in the PHOENIX group and foster a better understanding of our business. We are achieving this through the provision of transparent, consistent, and timely information about developments in our company and in our market environment, as well as through the clear definition and communication of our strategy and goals. Our capital market communication has a long-term orientation and is considered part of our sustainable strategy for value enhancement. We regularly make relevant information available to capital market participants on the PHOENIX group website. In addition to its annual reports, the PHOENIX group has been publishing quarterly information on its business performance since 2010. Personal meetings and quarterly conference calls with members of the Executive Board

also serve as important measures for ensuring continuous and active communication with existing and potential investors.

### Ratings confirm the PHOENIX group's leading position in its markets

The PHOENIX group has its creditworthiness assessed by the external rating agency Standard & Poor's and its ratings published. As part of this assessment, the agency issues both a company rating that represents an independent opinion on the company's general financial power and a bond rating that first and foremost values the respective bond.

In fiscal year 2023/24, the rating agency Standard & Poor's confirmed its rating assessment of PHOENIX Pharmahandel GmbH & Co KG and the outstanding corporate bond as unchanged at "BB+" with a "stable" outlook.

### Brief overview of the currently outstanding bonds of the PHOENIX group

Issuer	PHOENIX PIB Dutch Finance B.V.
Guarantors	PHOENIX Pharmahandel GmbH & Co KG PHOENIX International Holdings GmbH
Bond type	Unsecured eurobond
Issue volume	€400,000,000
Coupon	2.3750%
Interest payment dates	Annually on 5 August
Denomination	€100,000
Due date	5 August 2025
Stock exchange listing	Luxembourg Stock Exchange
ISIN	XS2212959352
Bond rating at reporting date	Standard & Poor's: BB+
Company rating at reporting date	Standard & Poor's: BB+; stable outlook

# GROUP MANAGEMENT REPORT

## 2023/2024



- Leadership and res
- Group management
- PHOENIX group
- Fundamental info
- The PHOENIX group
- Strategy and growth
- Processes and c
- Economic report
- Economic enviro
- Business develo
- Financial perform
- Assets and liabil
- Financial positio
- Employees
- Risk and opportu
- Risk management
- Risks
- Opportunities
- Executive Board'
- of the risks and
- Forecast
- Future economic
- Future developm
- of PHOENIX
- Executive Board'
- of the group's fu
- Extra from the co
- financial statemen
- Further information



## PHOENIX GROUP AT A GLANCE

Leadership and res  
Group management

PHOENIX group

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Strategy and gro

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Risk management

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Opportunities

Executive Board'

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Future economic

of the PHOENIX

Executive Board'

of the group's fu

Extract from the co

financial statement

Further information

**Presence  
in Europe**

**Total operating  
performance**

**Drug packages  
to patients/year**

**Employees**

**Own  
pharmacies**

**Revenue**

**Pharmaceutical  
wholesaler  
in 16 countries**

**Pharmacies in the  
cooperation and  
partnership programmes**

**Patient contacts  
per year in  
the pharmacies**



# FUNDAMENTAL INFORMATION ABOUT THE GROUP

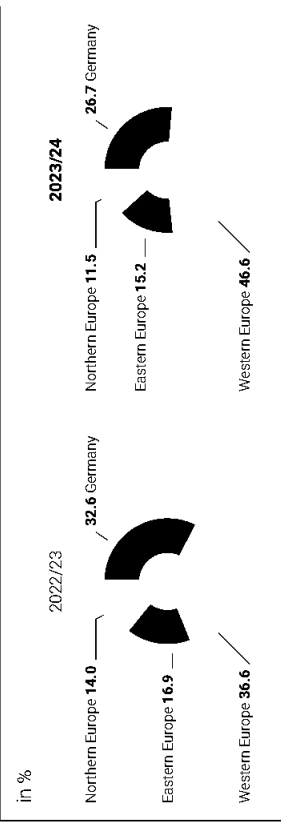
- European leader in pharmaceutical wholesale, pharmacy retail and services for the pharmaceutical industry
- Integrated range of services an important competitive advantage
- New corporate mission statement introduced for the entire PHOENIX group
- Focus on market leadership, customer satisfaction, and efficiency
- Rigorous strengthening of digital competence

## THE PHOENIX GROUP

### Leading European healthcare provider

The PHOENIX group, with its headquarters in Mannheim, Germany, and more than 48,000 employees, is the European leader in pharmaceutical wholesale, pharmacy retail, and services for the pharmaceutical industry. The PHOENIX group is one of the largest family businesses in both Germany and Europe. Its core business is pharmaceutical wholesale and pharmacy retail. Subsidiaries also operate in related business areas, whose activities include services for the pharmaceutical industry, pharmacy goods management systems for pharmacies and logistics solutions. As a family business, the PHOENIX group makes decisions independently and pursues a long-term strategy.

### REVENUE PER REGION



The PHOENIX group was active in 29 European healthcare markets in fiscal year 2023/24 and therefore has a very diversified geographic portfolio. At the end of the reporting year, the company operated 214 sites in the business areas of pharmaceutical wholesale and pre-wholesale and supplied pharmacies, doctors and medical facilities with medicines and healthcare products.

In pharmaceutical wholesale, the PHOENIX group is number one in 16 countries. The company currently has almost 3,300 of its own pharmacies – over 1,500 of which operate under the BENU brand – in 17 European countries and is thus Europe's leading pharmacy operator. In pharmacy retail, the PHOENIX group mainly operates in the following countries: Belgium, Bosnia, Ireland, Italy, Latvia, Lithuania, Montenegro, Netherlands, Norway, Romania, Switzerland, Serbia, Slovakia, Czech Republic, Hungary, and the UK. At present, the PHOENIX group already has a strong proximity to its customers, thanks to nearly 189 million customer contacts in its own pharmacies. In addition to wholesale and retail, it offers its competencies to the pharmaceutical industry as a service provider.

### New mission statement established

We introduced a new group-wide mission statement in the fiscal year 2023/24. Following the implementation of the strategic agenda WINGS a few years ago and the successful integration of the acquired parts of McKesson Europe, it was time to develop a new mission statement for the significantly larger PHOENIX group. Corporate culture is key to the success of any company, but especially in a heterogeneous, inorganically grown and widespread organisation like the PHOENIX group.

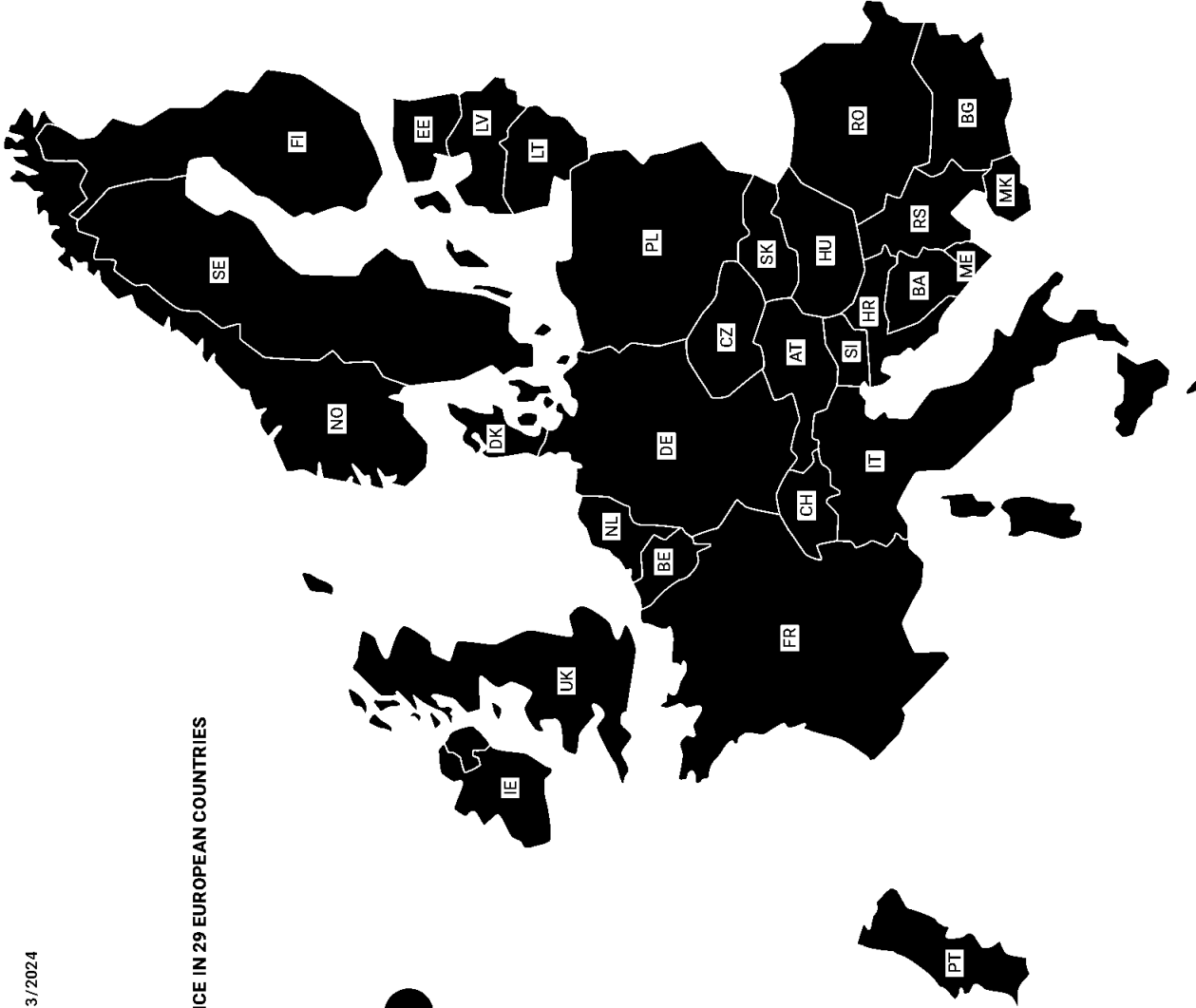
The mission statement was developed with the involvement of employees across various parts of the organisation without losing sight of our DNA as a family business. It reflects who we are today and what we want to be in the future. The new vision provides a direction: becoming the partner of choice for simple and direct access to healthcare products and services across Europe. This vision reflects our objectives and the promise we made to our customers. This vision is complemented by our mission, "We deliver health", as well as the wePHOENIX commitments. These are intended to guide us in our behaviour at work and show us the steps we need to take to make our vision a reality.

The new mission statement applies to the entire PHOENIX group and is to be understood as an overarching statement in addition to the existing local mission statements. For the Company's headquarters, it completely replaces the old mission statement.

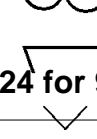


PHOENIX GROUP WITH A PRESENCE IN 29 EUROPEAN COUNTRIES

- Wholesale
- Wholesale and retail
- PHOENIX group market leader



As of 31/01/2024



### Differentiation from the competition

The PHOENIX group sets itself apart in the marketplace using the following competitive advantages:

- Unique geographical coverage thanks to our presence in 29 European healthcare markets.
- Our integrated range of services in wholesale and retail in 17 European countries.
- Our pharmacy brands spread across all of Europe: BENU in 12 countries, Apotek 1 in Norway, Rowlands Pharmacy in the UK, Help Net in Romania and Lloyds in Belgium, Ireland and Italy.
- A pharmacy network with around 17,000 pharmacies in 17 countries in the PHOENIX group's cooperation and partnership programmes.
- Services offered to the pharmaceutical industry along the entire supply chain.

## STRATEGY AND GROUP MANAGEMENT

### Strategic agenda for long-term success

The PHOENIX group's overarching goal is to create sustainable value through a corporate culture geared to customers, high cost efficiency and profit-oriented growth. We therefore give top priority to market leadership, customer satisfaction and efficiency.

Our strategic agenda WINGS guides our activities as a company. It reinforces our efforts to maintain profitable growth in the future and further expand our leading position in the market. WINGS sets three main strategic priorities:

1. We want to improve our operational excellence. The reliable and high-quality supply of medicines and health products to our customers is the basis for our success. Among other things, this is why we continued an initiative targeted at optimising warehousing structures and stock levels.
2. We want to put our customers even more at the centre of our activities. For example, this means that we promote the entrepreneurial spirit in our organisation so that we are able to offer new services and products to our customers from the pharmaceutical industry.

3. We also want to take advantage of the opportunities provided to us by digitalisation. We want to discover trends at an early stage and actively drive forward innovations in the healthcare sector.

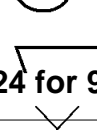
We continued to drive forward our strategic agenda on all three pillars in the past fiscal year as well. The PHOENIX Production System (PPS), which bundles all of our experience in the key operating areas of infrastructure planning, process optimisation in the distribution centres, inventory management and transportation, is optimised on an ongoing basis. The PPS targets were reviewed and updated in the reporting year and major progress was made within individual PPS areas. Furthermore, we launched LEAN management in fiscal year 2023/24, laying a new foundation for our existing initiatives to continuously improve our operational excellence. **More information can be found under "Processes and organisation" on [p. 20](#).**

We are also continuously expanding our range of own brands, of which LIVSANE has successfully established itself in the markets and recorded rising sales figures. A modern redesign emphasises this momentum, with new products being launched with the updated design. LIVSANE's geographical presence was also expanded, with strong growth in Italy and successful launches in Belgium and Ireland. Expansion into further markets is planned in the coming year. Moreover, we added a number of new product lines to our range.

Digitalisation is increasingly becoming a key success factor going forward. We embrace this with DIGITAL WINGS, actively shaping the digital transformation of our Company with this extension of our WINGS strategic agenda. We are constantly enhancing our online offerings for customers and linking them to our offline services in a targeted manner. **More information can be found under "Processes and organisation" on [p. 20](#).**

Our strategy is to grow both organically and through targeted acquisitions. We also strive to continuously expand our position in the areas of pharmacy retail and pharmaceutical wholesale, as well as our services and products for the pharmaceutical industry. **More information can be found under "Business development at a glance" on [p. 22](#).**

Another focus is on investments in infrastructure and automation in order to further increase our efficiency and productivity. **More information can be found under "Processes and organisation" on [page 20](#) and "Business development at a glance" on [page 22](#).**



In pharmaceutical wholesale, many pharmacies are part of the PHOENIX group's pharmacy network. With around 17,000 independent pharmacies in PHOENIX's cooperation and partnership programmes in 17 countries, it is the largest of its kind in Europe. We offer franchise systems for independent pharmacies in some countries. We want to further expand and purposefully strengthen the pharmacy retail business.

With PXG Pharma GmbH, we have a vehicle for the ongoing development of our trade activities with our own brands such as LIVSANE. As a subsidiary of the PHOENIX group, PXG Pharma is responsible for central product development and sales as well as quality and regulatory affairs, and strives to continuously expand our range of products. The strategic acquisition of parts of McKesson Europe expanded the brand portfolio. Products like skinneffekt, Natural, and Solero are now integral parts of the entire PHOENIX group's range.

Furthermore, we offer the pharmaceutical industry comprehensive services along the entire pharmaceutical supply chain. The portfolio comprises logistics solutions in "Healthcare Logistics" with hubs across Europe, as well as awareness and digital B2C campaigns via the pharmacy channel. We have also built up an extensive range of representation services, which includes sales and marketing, medical affairs and market access activities across Central and Eastern Europe. By providing these service solutions, we help our strategic partners to reduce complexity. We also significantly enhanced and professionalised our "Joint Commercial Programme," in the fiscal year as part of our cross-border purchasing activities. This enables us to offer our partners in the industry a considerably more transparent single source for our services. We also significantly improved the implementation of joint projects and achievement of joint growth targets. Moreover, along with partnerships in the area of prescription products, we offer more and more cross-border opportunities to grow together with the PHOENIX group in the OTC/consumer healthcare segment.

#### Using key financial indicators in management

Corporate management is primarily based on the key financial indicators of the income statement and the statement of financial position. The key figures in the income statement are revenue and profit before tax; in the statement of financial position it is the equity ratio.

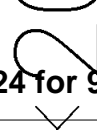
## PROCESSES AND ORGANISATION

### Targeted optimisation of all processes and structures

By continuously reviewing our processes and structures, we are able to ensure the PHOENIX group's efficiency and flexibility to act and thus respond at short notice to changes in the market.

In the fiscal year, we initiated LEAN, the next important step in our transformation journey since the launch of our strategic agenda WINGS. With LEAN, we established continuous improvement as the basis for all initiatives of the PHOENIX group. The main goal is to promote a culture of continuous improvement, in which opportunities to improve the workday and the workplace and have a positive impact on the Company as a whole are actively sought out. We aim to increase our operating efficiency, however, the primary focus is on overarching goals such as improving the work, providing better services or driving forward the strategic development of the PHOENIX group. The organisation OCP Portugal, acquired from McKesson Europe, serves as a North Star for the Group, with its longstanding application of LEAN principles leading to highly optimised processes that are still being continuously improved.

We are setting up LEAN as a kind of foundation for the ongoing initiatives to optimise the operational process of our logistics network. One of the existing initiatives is the wide-ranging PHOENIX Production System (PPS), which bundles our cross-border experience in the areas of operations and logistics. The PPS is a living concept that grows through ideas and the sharing of best practices. This has already produced significant results, such as reducing the net working capital tied up in inventories. We are developing tools and methods, for example, to streamline inventories while also avoiding any negative impact on the service level we offer to our customers. Following the successful completion of projects carried out in two large pilot countries, these tools are now also being customised and gradually rolled out in smaller subsidiaries as well. As a result, we implemented route optimisation tools to reduce costs and increase efficiency in transportation as well as new programmes to track products and develop sustainable transport solutions. Additionally, we initiated the gradual implementation of a standardised approach for production allocation across all countries in Depot Management and launched a new supply chain optimisation tool.



Findings from audits demonstrate the improvement in the standards and the alignment with best practice processes. The acquisition of parts of McKesson Europe added leverage to the PPS, enabling us to generate further synergies and increase efficiency.

We safeguard our market leadership by optimising and harmonising processes and structures in Germany and Europe-wide on an ongoing basis. We thus actively manage costs in order to limit the sharp rise in material costs. The indirect purchase with the pan-European optimisation of supply agreements made significant contributions towards this objective in fiscal year 2023/24.

#### Focus on driving digital business transformation

Strengthening digital competence is a core component of our company-wide strategic agenda WINGS. We have a number of initiatives ongoing as part of DIGITAL WINGS. The aim is to actively shape the digital transformation of the PHOENIX group and proactively tap into the opportunities of digitalisation. A major element is the improvement of company-wide availability of data and data analysis skills, based on which we can create improved, more targeted offerings for our customers and the industry. For this purpose, we set up a central data and analysis platform and have already obtained success in various use cases with different departments. This includes the market launch of ADGCCOACH PROFIT AI, a machine learning software that supports pharmacy teams in data-driven pricing. In another project, we launched a voicebot for the customer service centre in Germany that produces automated responses to customer queries about product availability. Moreover, we expanded our data competence through additional training as part of the Data Academy. The aim is to use data to optimise current work processes and to enable innovative business models by better analysing customers' needs.

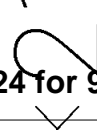
With the digitalisation of healthcare, we have a responsibility as a European healthcare service provider to ensure the integrity of our technical infrastructure and sensitive data. That is why we are making targeted investments in cybersecurity. An external audit, as well as the Bitsight score, confirm that our Company's cybersecurity maturity has increased. The awareness training is also having the intended effect. We also successfully concluded the project to implement SD-WAN

(software-defined networking) at a total of 136 locations in 23 countries. We have targeted access to IT talent through our new IT Hub in Sofia, Bulgaria, opened in the prior year and continuously expanded since then. We also benefit from the expertise of colleagues who joined the PHOENIX group on the acquisition of parts of McKesson Europe, especially in the area of SAP, but also digital collaboration tools or customer experience. The expertise of both companies is pooled in our IT & Digital Competence Centre.

Furthermore, we want to strengthen the digital channels to end customers and patents and create a cross-channel shopping experience, which seamlessly links the online and offline areas. In order to do this, we are expanding our e-commerce activities in a targeted manner. In doing so, we benefit from cross-border exchange, such as the new BENU webshop launched in Bulgaria, followed by the opening of the first two BENU pharmacies that strengthen our retail presence. In Germany, the PHOENIX group, together with its partners, set up "gesund.de" – a central health platform and app which is targeted at end consumers and patients as well as pharmacies and all other service providers in the healthcare sector. In fiscal year 2023/24, "gesund.de" celebrated its second anniversary and reported more than one million orders registered. Moreover, it was also nominated for the Gründerszene Award from Business Insider Deutschland in 2023.

We are offering a further important innovation with the smart, cloud-based medication system "Smila," which was launched on the market by our subsidiary JDIM. The intelligent medication robot allows for easier dispensation of medications in the home and reduces costs for health insurance funds. Following a launch in Finland in the prior year, Smila was rolled out in Denmark, and a launch in Sweden is planned for the coming fiscal year.

In addition, the PHOENIX group is investing in the harmonisation of its goods management systems and the optimisation and modernisation of its IT architecture, for example, by way of the pilot project to introduce SAP S/4HANA in Austria. We were able to go live with SAP Extended Warehouse Management at the Austrian sites in Linz and Hall in the reporting year.



## ECONOMIC REPORT

- Economic and political conditions remain very tense
- Integration of the acquired parts of McKesson Europe successfully completed
- Revenue up 29.6%
- Profit before tax up on the prior year and forecast
- In continuous dialogue with our employees

### ECONOMIC ENVIRONMENT

#### The war in Ukraine hampers economic development

The European economy continued to be shaped by Russia's war in Ukraine in 2023. On the whole, the gross domestic product of the eurozone rose by 0.5% year-on-year (prior year: 3.5%). Economic development in Germany in 2023 was also shaped by the consequences of the war in Ukraine, such as extreme rises in energy prices. Real GDP was down 0.1% year-on-year (prior year: increase of 2.0%).

Development in the European pharmaceutical markets was varied. The German pharmaceutical wholesale market increased by 4.5% in 2023 compared to the prior year. This was primarily attributable to a noticeable increase in revenue from prescription-only drugs. The German market continued to be shaped by fierce competition.

### BUSINESS DEVELOPMENT AT A GLANCE

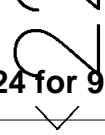
#### Managed supply constraints well

In the fiscal year 2023/24, pharmaceutical wholesalers once again faced major supply constraints in some cases. This also affected the business of the PHOENIX group. Therefore, we addressed the topic of supply constraints intensively in the past fiscal year and initiated various measures to improve the situation, even if the majority of the reasons lie upstream in the value chain. For example, we established a Europe-wide monitoring system and a forecasting tool for future bottlenecks. We share this information with our industry partners and work on joint projects to alleviate supply constraints in the short term and to prevent them in the long term. We were thus able to optimally counteract the constraints that arose in the past year with significant manual effort.

#### Integration of acquisitions and further acquisitions

Our objective is to continuously expand our position in the areas of pharmaceutical wholesale and pharmacy retail and continuously extend our range of services and products for the pharmaceutical industry. We were once again able to achieve this in the past fiscal year, also thanks to our strategic agenda WINGS.

In the fiscal year, our business activities were focused on integrating the parts of McKesson Europe acquired as of 31 October 2022. We were thus able to exceed the targets we had set ourselves for integration. The acquisition helped us to accelerate our business growth, reinforce and improve our market position, and become an innovation leader in the healthcare sector. The acquisition enabled us to enter four new markets: Belgium, Ireland, Portugal and Slovenia. We are working on strategic growth plans to generate further synergies and tap into new business potential. We were also able to strengthen our position in the key French and Italian markets. In Italy, for example, we worked on generating synergies through joint negotiations with suppliers as well as a joint organisational structure. We also successfully launched BENU, our primary European pharmacy trademark, in Italy and expanded the cooperation programme there. The former McKesson Europe



headquarters in Stuttgart was already integrated into the PHOENIX group. The Stuttgart site was maintained as an additional IT hub for the group. Additionally, we achieved another key integration target on 1 August 2023 with a new IT and digital organisation. The formerly two IT teams are now pooled in a Competence Centre, which combines the expertise from the entire PHOENIX group.

On 1 March 2023, the PHOENIX group acquired an e-commerce specialist, health and life AG, and thus the leading online provider in the Swiss healthcare market. The entity will be integrated into BENU, our chain of pharmacies in Switzerland. With this acquisition, we strengthened the pharmacy network of BENU with an even clearer focus on e-commerce. Our aim is to develop BENU into an omnichannel provider, available on-site and digitally for end customers. We initiated further reinforcement of our Swiss market with the establishment of a joint venture. On 28 April 2023, PHOENIX Pharma Switzerland AG and the family business Voigt Holding AG agreed to establish avosano AG. The 50/50 joint venture combines pharmaceutical wholesale (Voigt AG, Amedis-UE AG) and pre-wholesale (Voigt Industrie Service AG). The group employs 750 people and supplies the entire Swiss healthcare market with pharmaceutical products from four locations. The avosano Group will offer around 40,000 items directly from stock. The BENU pharmacy chain and the company Pharmapost are not part of the joint venture and will be further developed independently by PHOENIX Pharma Switzerland AG.

We also further strengthened our position in the pharmacy retail segment, particularly in a new market for us, Ireland. Here we have acquired the McCabes Pharmacy chain as of 30 April 2024. 32 McCabes locations are set to become part of the PHOENIX group family. Together with 82 LloydsPharmacy branches that will be operated under the McCabes brand in the future, this will form the largest pharmacy retail chain in Ireland. Additionally, we acquired 19 pharmacies in the Netherlands in fiscal year 2023/24. This led to a total of 3,289 own pharmacies in the PHOENIX group at the end of the fiscal year.

#### **Strategic partnership with LINDA**

The PHOENIX group and LINDA AG continued to drive forward their strategic partnership in fiscal year 2023/24, resulting in a joint pharmacy cooperation in which the PHOENIX group and LINDA are joining forces to focus on Germany's best-known pharmacy umbrella brand LINDA.

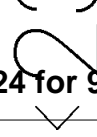
For this purpose, we launched the newly created "LINDA Partner" concept in the approximately 3,600 pharmacies of the "deineApotheke" cooperation programme. From 1 February 2023 onwards, this cooperation is available for all on-site pharmacies. The aim is to create the largest and best-known pharmacy cooperation in Germany. Even today, the cooperation comprises a range of around 25,000 Rx/OTC products and approximately 60 partners in the pharmaceutical industry. The digital focus of both partners is on the healthcare platform gesund.de, on-site, it lies with the LINDA brand. Therefore, the high-reach customer loyalty programme PAYBACK has been set up for LINDA at the brick-and-mortar stores and digitally at gesund.de.

At the beginning of 2024, the PHOENIX group and PAYBACK underscored their relationship since 2005 with a long-term contract extension. The on-site pharmacies can thus continue to use PAYBACK. Additionally, both partners aim to increase the number of participating pharmacies further.

#### **Investment in the future**

The PHOENIX group is addressing future requirements by making substantial investments in intangible assets and property, plant and equipment. In past years, we have invested to a particularly large degree in expanding and modernising the pharmacy network and distribution centres, in automation technology and in extending logistics services for the pharmaceutical industry. Investments primarily relate to replacement and restructuring investments. In fiscal year 2023/24, investments amounted to EUR 268.8m (prior year: EUR 229.1m).

As in prior years, we started and continued several infrastructure projects. These include, for example, the construction and fitout of our new, state-of-the-art logistics site in Wakefield, UK. We commissioned this as planned and thus established a location where we can offer our UK customers many additional services. We were also able to complete the new replacement distribution centre in Amsterdam within the approved schedule and budget. By connecting divisions that were previously based in different locations, we can generate numerous synergies, with a strong focus on sustainability. Both depots are based on the idea that the wholesale business area forms a core competence within the PHOENIX group and also offers many synergies for growth in other business areas. Both centres also support the long-term development of their respective markets. A new healthcare logistics warehouse was commissioned in Ede, the



Netherlands as well as Zagreb, Croatia in fiscal year 2023/24. Since then, we have significantly more capacity and services to provide to our partners in the industry. Moreover, we opened Tamro Lithuania's new logistics location for wholesale and healthcare logistics in Kaunas, Lithuania. It provides combined healthcare and wholesale logistics services for local use.

We also continuously invested in our 214 logistics locations to maintain a high standard of quality and support our plans to increase productivity. The corresponding technology is designed and supported by our in-house Design Authority. In 2024, we will expand our presence in several countries, for example, opening a new distribution centre in Croatia geared to our wholesale customers as well as strengthening our presence in Hungary.

#### Climate target set for 2030

In 2023, the PHOENIX group set the target of carbon neutrality with regard to its own operations by 2030. Previously, the company implemented a sustainability agenda comprising five main topics: climate protection, circular economy, responsible supply chains, diversity and equal opportunities as well as social commitment. In order to drive the agenda, the PHOENIX group focused on developing a climate strategy in the past months. In order to achieve the ambitious target, the Company focuses in particular on the use of energy-efficient technologies, the switch to renewable energy sources, the optimisation of production processes, and the promotion of sustainable practices. Additionally, the cost-saving potential of climate protection measures should also be tapped into.

#### Executive Board's overall assessment of the situation

The PHOENIX group was able to further strengthen its market position successfully in fiscal year 2023/24 as the leading healthcare provider in Europe and expand its wholesale and retail activities. Despite the fact that the underlying conditions remained challenging, the PHOENIX group was once again able to increase its total operating performance and revenue and grow at a faster pace than the market in general, thereby achieving our forecast for the past fiscal year.

## FINANCIAL PERFORMANCE

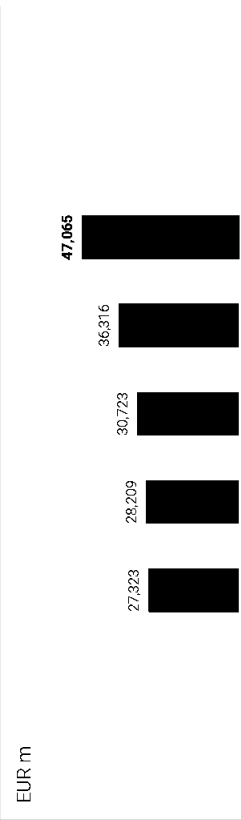
Key figures of the PHOENIX group	2022/23* in EUR m	2023/24 in EUR m	Change in EUR m	Change in %
Total operating performance	45,901.2	57,171.8	11,270.6	24.6
Revenue	36,316.4	47,064.7	10,748.3	29.6
Total income	4,069.6	4,780.3	710.7	17.5
EBITDA before significant one-off effects	723.8	946.9	223.1	30.8
EBITDA	1,010.1	933.1	-77.0	-7.6
EBIT	379.9	498.5	118.6	31.2
Profit before tax before significant one-off effects	305.9	372.0	66.1	21.6
Profit before tax	287.0	344.3	57.3	20.0
Profit after tax	256.9	233.2	-23.7	-9.2
Equity	3,273.5	3,449.3	175.8	5.4
Equity ratio (%)	24.0	24.1	0.1	0.4
Net debt	2,949.3	2,853.6	-95.7	-3.2

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

#### Increase in total operating performance and revenue

The PHOENIX group again recorded growth in fiscal year 2023/24. Total operating performance rose by 24.6% to EUR 57,171.8m in a year-on-year comparison. This comprises revenue and distribution services for a service fee. Adjusted for foreign exchange rate effects, the growth amounts to 25.3%.

Revenue increased by 29.6% to EUR 47,064.7m in fiscal year 2023/24 (prior year: EUR 36,316.4m). Growth was recorded in all regions. Adjusted for foreign exchange rate effects, the increase in revenue came to 30.2%. Of this increase, 25.0% is attributable to the McKesson companies acquired in the prior year, 0.2% to companies acquired in fiscal year 2023/24 and 4.4% to organic growth. This development is in line with the forecast in the 2022/23 group management report, where we expected revenue to be slightly above the growth rate of the European pharmaceutical markets.

**REVENUE DEVELOPMENT**

Revenue by region (before consolidation) breaks down as follows:

	2022/23 in EUR m	2023/24 in EUR m	Change in EUR m	Change in %
Germany	11,861.7	12,600.4	738.7	6.2
Western Europe	13,317.2	21,953.6	8,636.4	64.9
Eastern Europe	6,153.0	7,146.2	993.2	16.1
Northern Europe	5,083.8	5,442.7	358.9	7.1

Due to the acquisition of the McKesson companies in the prior year, revenue increased by EUR 8,878.2m in Western Europe and by EUR 370.0m in Eastern Europe. The deconsolidation of the wholesale activities in Switzerland had an opposite effect on revenue in Western Europe.

**Adjusted EBITDA higher than in the prior year**

Gross profit increased by EUR 934.8m in the reporting year to EUR 4,678.2m. The gross profit margin, calculated as gross profit in relation to revenue, fell from 10.31% in the prior year to 9.94%. This can mainly be attributed to an increased cost-of-sales ratio.

In the prior year, other operating income included a gain from the first-time consolidation of parts of McKesson Europe in the amount of EUR 286.3m.

Personnel expenses rose from EUR 1,937.1m to EUR 2,416.7m. Adjusted for currency effects, personnel expenses increased by 22.8% on the prior year; 18.3% is attributable to the McKesson companies acquired in the prior year. Further acquisitions and collective wage increases also had an impact.

Other expenses increased by EUR 306.6 to EUR 1,433.6m, primarily due to the McKesson companies only included pro rata temporis in the prior year. In the reporting year, other expenses included a loss from deconsolidation of the wholesale activities in Switzerland of EUR 13.8m. In relation to revenue, other expenses came to 3.0% (prior year: 3.1%).

Overall, this caused earnings before interest, taxes, depreciation and amortisation (EBITDA) to decline from EUR 1,010.1m to EUR 933.1m. Adjusted for the loss from deconsolidation and the gain from the first-time consolidation in the prior year, EBITDA increased by 30.8% or EUR 223.1m compared to the comparable prior-year period and now stands at EUR 946.9m.

**Profit before tax up from the prior year**

Amortisation of intangible assets and depreciation of property, plant and equipment amounted to EUR 420.7m (prior year: EUR 325.0m). The increase is mainly attributable to acquisitions. Amortisation, depreciation and impairment included depreciation of right-of-use assets under IFRS 16 of EUR 176.5m (prior year: EUR 151.0m).

In fiscal year 2023/24, impairment losses were recognised on intangible assets and property, plant and equipment in the amount of EUR 17.8 m (prior year: EUR 307.3m). This mainly related to impairment of right-of-use assets of EUR 4.4m (prior year: EUR 58.9m) impairment of pharmacy licenses of EUR 2.3m (prior year: EUR 166.1m), and impairment of goodwill of EUR 2.0m (prior year: EUR 67.5m). Impairment losses were reversed, mainly on pharmacy licenses, in the amount of EUR 3.9m in fiscal year 2023/24 (prior year: EUR 2.2m).

The effects described resulted in earnings before interest and taxes (EBIT) of EUR 498.5m overall (prior year: EUR 379.9m).

The financial result fell by EUR 61.3m to EUR -154.2m. This includes interest expenses on lease liabilities of EUR 32.8m (prior year: EUR 24.5m). The change largely results from an increase in net interest expenses in connection with the increase in interest rate level.

Profit before tax amounted to EUR 344.3m (prior year: EUR 287.0m), up 20.0% and significantly higher than in the prior year, contrary to our statement in the 2022/23 management report which forecast profit before taxes to be significantly lower than in 2022/23. The deviation is primarily attributable to a revenue exceeding the forecast and thus the higher increase in total income, more than compensated for the higher increase in total expenses. After adjusting for significant, non-recurring effects, profit before tax increased by 21.6% or EUR 66.1m to EUR 372.0m.

Income taxes of EUR 111.1m (prior year: EUR 30.1m) were recorded, which corresponds to a tax rate of 32.3% (prior year: 10.5%). The significant increase in the tax rate is mainly due to the non-taxable gain recognised in the prior year from the first-time consolidation in connection with the acquisition of parts of McKesson Europe. Income taxes contain expenses from current taxes in the fiscal year of EUR 107.8m (prior year: EUR 77.8m) as well as deferred tax expenses of EUR 3.3m (prior year: deferred tax income of EUR 47.7m).

Profit after tax came to EUR 233.2m (prior year: EUR 256.9m).

## ASSETS AND LIABILITIES

The group's total assets increased by 5.0% compared to 31 January 2023 to EUR 14,305.8m. The currency translation difference on total assets, which is presented in the statement of changes in equity, amounted to EUR -124.1m (prior year: EUR -106.9m).

Intangible assets increased due to acquisitions by EUR 132.5m to EUR 2,212.4. As of 31 January 2024, intangible assets essentially comprised goodwill (EUR 1,437.8m; prior year: EUR 1,394.6m) and pharmacy licenses (EUR 356.1m; prior year: EUR 313.3m).

## STRUCTURE OF THE STATEMENT OF FINANCIAL POSITION

EUR m	ASSETS		EQUITY AND LIABILITIES	
	2022/23*	2023/24	2022/23*	2023/24
Cash and cash equivalents	13,628	14,306	13,628	14,306
	430	443		
			3,016	3,124
Other	5,197	5,226		
			3,449	3,273
				Equity
Inventories	3,575	3,826	1,320	1,445
				Other
Trade receivables			6,521	5,786
				Trade payables

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

Property, plant and equipment increased from EUR 2,286.8m in the prior year to EUR 2,292.0m. As of 31 January 2024, property, plant and equipment include right-of-use assets amounting to EUR 892.9m (prior year: EUR 862.8m).

Inventories increased by EUR 251.4m on the prior year to EUR 3,826.2m. The average number of days sales of inventory was reduced from 29.6 to 28.9 days.

Trade receivables increased from EUR 4,426.0m in the prior year to EUR 4,810.5m. The average number of days sales outstanding was on par with the prior year at 38.5 (prior year: 38.4).

Receivables amounting to EUR 111.1m had been sold as of 31 January 2024 (prior year: EUR 125.6m) under off-balance-sheet ABS and factoring programmes. In the context of the ABS and factoring programmes that are recognised only to the extent of the continuing involvement, receivables of EUR 212.0m had been sold as of 31 January 2024 (prior year: EUR 171.3m), with continuing involvement amounting to EUR 8.5m (prior year: EUR 8.9m).

Other current financial assets rose by EUR 16.8m to EUR 109.4m.

## FINANCIAL POSITION

The objective of financial management is to ensure a sound capital structure to finance operating business.

### Further increase in equity

Equity increased from EUR 3,273.5m as of 31 January 2023 to EUR 3,449.3m as of 31 January 2024. The equity ratio remained stable at 24.1% (prior year: 24.0%) and did not develop in line with the slight increase forecast in the management report for the prior year. This is due to the fact that, contrary to our planning, total assets developed in line with the increase in equity.

	2022/23 in EUR m	2023/24 in EUR m	Change in EUR m	Change in %
Cash flow from operating activities	455.1	671.5	216.4	47.5
Cash flow from investing activities	-654.5	-358.0	296.5	-45.3
Free cash flow	-199.4	313.5	512.9	-257.2

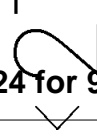
Cash flow from operating activities came to EUR 671.5m (prior year: EUR 455.1m). The increase is largely due to a positive impact from the change in net working capital of EUR 116.8m in fiscal year 2023/24 compared with a negative impact from the change in net working capital of EUR 164.7m in the prior year.

Cash flow from investing activities came to EUR -358.0m compared to EUR -654.5m in the prior year. Business acquisitions in fiscal year 2023/24 led to a cash outflow of EUR -108.8m (prior year: EUR -437.0m) and in the prior year, largely included the payment of the provisional purchase price for the acquired McKesson companies (less cash acquired) of EUR -377.0m. The associated indirect acquisition of 45.0% of the shares in Brocacef Groep NV at EUR -196.4m was included in cash flows from financing activities as an acquisition of further shares in an entity that had already been consolidated in the prior year. Cash received from divestitures amounted to EUR 5.5m (prior year: EUR 0.3m).

Free cash flow increased from EUR -199.4m in the prior year to EUR 313.5m due to the above-mentioned effects. For the change in free cash flow and cash and cash equivalents, please refer to the statement of cash flows.

Provisions for pensions increased from EUR 305.8m in the prior year to EUR 322.0m in the reporting year.

Non-current financial liabilities came to EUR 1,923.7m (prior year: EUR 1,913.3m). These include lease liabilities pursuant to IFRS 16 of EUR 806.8m (prior year: EUR 792.3m). In addition, this item contains bonds amounting to EUR 398.5m (prior year: EUR 397.5m) and promissory notes amounting to EUR 572.0m (prior year: EUR 656.0m).



Current financial liabilities came to EUR 1,092.2m (prior year: EUR 1,210.3m) as of the reporting date. This includes lease liabilities pursuant to IFRS 16 of EUR 173.0m (prior year: EUR 161.2m). This item also includes liabilities to banks of EUR 361.2m (prior year: EUR 185.5m), liabilities from ABS and factoring agreements of EUR 336.8m (prior year: EUR 281.5m) and other loans of EUR 187.2m (prior year: EUR 254.8m).

Net debt decreased by EUR 95.8m compared to 31 January 2023 to EUR 2,853.6m, according to the calculation below.

	31 Jan 2023*	31 Jan 2024	Change	Change
	in EUR k	in EUR k	in EUR k	in %
+ Financial liabilities (non-current)	1,913,269	1,923,673	10,404	0.5
/. Derivative financial instruments (non-current)	0	-1	-1	-
+ Financial liabilities (current)	1,210,325	1,092,233	-118,092	-9.8
/. Derivative financial instruments (current)	-5,727	-4,214	1,513	-26.4
/. Cash and cash equivalents	-430,402	-443,108	-12,706	3.0
+ Receivables sold in the course of ABS and factoring transactions	288,071	314,626	26,555	9.2
/. Factoring receivables	-25,341	-28,765	-3,424	13.5
/. Receivables from ABS programmes	-860	-866	-6	0.7
<b>Net debt</b>	<b>2,949,335</b>	<b>2,853,578</b>	<b>-95,757</b>	<b>-3.2</b>

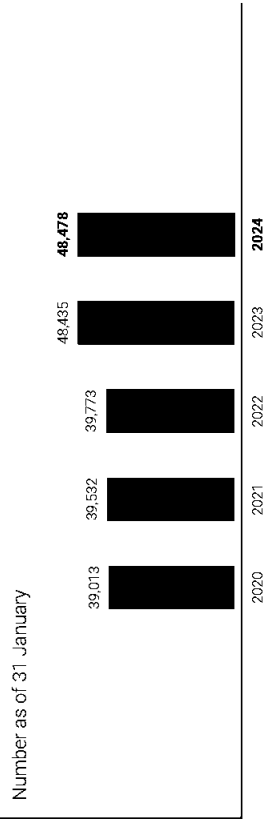
\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

Trade payables increased by EUR 734.2m on the prior year to EUR 6,520.8m.

## EMPLOYEES

At the end of fiscal year 2023/24, the PHOENIX group had 48,478 employees across Europe. This roughly corresponds to the number of employees in the prior year. The number of full-time equivalents increased by 17.33% to 41,276, primarily due to the McKesson companies only being included pro rata temporis in the prior year. Broken down by region, the majority of the employees were in Germany, the UK, the Netherlands and Norway.

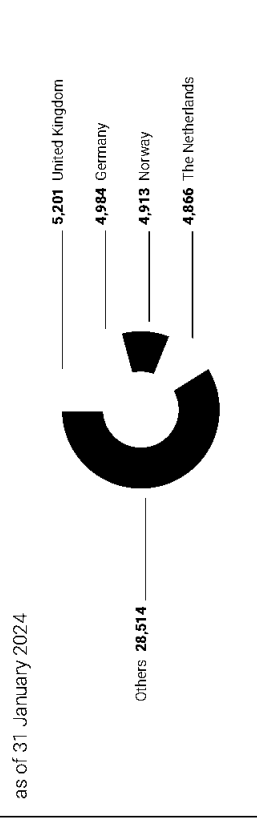
### DEVELOPMENT OF EMPLOYEES



### Continuous dialogue with our employees

Our employees' commitment and motivation are key factors for our organisation's performance. That is why we have been conducting group-wide employee surveys since 2015 in order to be able to respond in a targeted manner to feedback from our employees. This also supports our strategic objective of being perceived as an attractive employer for potential applicants. In 2023, we conducted a group-wide employee survey in all countries, exclusively online, for the second time. Additionally, the country-based companies are able to conduct additional shorter surveys as pulse checks during the year. They can focus on specific topics in these surveys. Each country-based company in the PHOENIX group chooses which topics it wants to prioritise and how often the pulse check is performed.

**EMPLOYEES BY COUNTRY**



as of 31 January 2024

A well-functioning digital infrastructure forms the basis for our collaboration across different divisions and countries. Therefore, as part of DIGITAL WINGS, the Competence Centre IT & Digital has initiated a series of programmes, including the "Digital Workplace Programme." This involves the creation of standardised digital workplaces within the PHOENIX group in order to meet the new requirements of the modern world of work. With the "Data Academy", we rolled out another extensive, international programme in the past year. This supports employees in analysing and handling data in order to be able to use this based on the required needs and across the organisation.

We launched the project "Workspace 2022" in order to strengthen collaboration and on-site dialogue and combined this with the ability to work remotely. Following a location-wide survey of employees in December 2021, the project team developed measures to respond to new requirements. These relate to closer collaboration across departments, the efficient use of our office space and the consideration of the individual needs of the departments depending on their different ways of working. The growing Mannheim Campus was also taken into account in this regard. The opening of "COLAB" in November 2022 created a modern working environment that offers space for creative, collaborative, and interdisciplinary cooperation. The implementation of our two approaches "Activity Based Working" and "Desk Sharing" – working at "shared" desks – helps to drive cultural transformation forward.

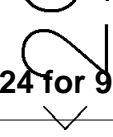
In addition to #wePHOENIX, we developed #iPHOENIX in the fiscal year. It is aimed at the executives of the PHOENIX group and contains a code of conduct that is applicable throughout the company and is intended to support the roll-out and implementation of our new mission statement. It also defines the expectations for our executives with a focus on reinforcing the conduct that drives the Company's success and WINGS. We are working on integrating #iPHOENIX into HR processes and tools throughout the Group in the future.

**Solid basic and advanced training**

Good employees are and will be critical to successfully operate on the market now and in the future. Our aim is to increasingly cover the growing demand for professionals and management from our own ranks. We therefore attach high importance to the training and development of our employees. We want to enable our employees to continuously develop both professionally and personally. To this end, we are continuously expanding our portfolio of learning opportunities and content. Digital technologies are having an increasing impact and support the learning of our employees and executives. For example, in Germany, we have a valuable training tool in PHOENIX LERNWELT. It brings together our entire range of trainings online in accordance with the principle of managing your own learning. LERNWELT offers year-round seminars for all PHOENIX group employees specialised for the target groups. This includes internal training offerings in the areas of health, labour law, and controlling, as well as specialist seminars for training officers or language courses. IT courses and behavioural training by external partners. The area of leadership contains additional initiatives designed especially for the PHOENIX group targeted at new executives, experienced executives, and employees not in a managerial role. These consist of multiple modules and are continuously enhanced. For example, in fiscal year 2023/24, employees and executives in Germany took part in a total of 70 internal training activities. Similar offerings are set up in other countries and are being continuously expanded.



Leadership and res  
Group management  
PHOENIX group  
Fundamental info  
The PHOENIX group  
Strategy and growth  
Processes and o  
Economic report  
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Business develo  
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of PHOENIX  
Executive Board' of  
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financial statement  
Further information





## RISK AND OPPORTUNITY REPORT

- Efficient risk management system to identify, monitor and manage risks
- Stable situation in terms of opportunities and risks due to only limited economic fluctuations in the pharmaceutical market
- No identifiable risks to the PHOENIX group's ability to continue to as a going concern
- Taking advantage of the opportunities that present themselves to build on the group's position as market leader

### RISK MANAGEMENT

The risk management system within the PHOENIX group consists of planning, approval and reporting structures and an early warning system. The internal audit department examines this system regularly for adequacy, operability, and efficiency. The Executive Board regularly receives reports on the audit findings of the internal audit.

### RISKS

The PHOENIX group is subject to market risks. As a rule, the pharmaceutical market is less affected by cyclical swings than other industries, but the loss of purchasing power and cost-saving measures in government spending on healthcare can have a negative impact on the market and our business activities.

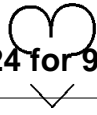
The earnings situation in the pharmaceutical wholesale business is also influenced by the terms and conditions granted to customers and by suppliers. These depend, in particular, on the level of competition in individual countries, which is why they are continually monitored on both the sales and purchasing side.

In the operating business, the quality and stability of the operating processes are decisive. An IT systems failure could disrupt key business procedures and processes. Furthermore, external attacks could result in a loss of confidential and sensitive data. In many areas, there are contingency plans for maintaining operations, even in the event of unforeseen interruptions. The standardisation, regular review and maintenance of the IT systems also helps ensure the continuity of the operating procedures.

With advancing digitalisation, new competitors are seeking to establish themselves on the market with online offerings, in competition with traditional pharmacies, and in the wholesale business. We are monitoring these activities and reviewing in which areas it is expedient and admissible to set up or expand our own online offering.

Global pandemics, such as the COVID-19 pandemic, could have a negative impact on the economy and potentially also impact our business activities.

Ongoing geopolitical crises such as the conflict in Ukraine pose a risk to general economic growth. It is difficult to estimate the further consequences of the military conflict and the sanctions that have already been imposed at present. We conduct almost no direct business activities in Ukraine or Russia. However, there could be indirect effects on the PHOENIX group's assets, liabilities, financial position, and financial performance. Transportation and energy costs are a significant cost factor, making up around 15% of our total costs. The significant increase in fuel and energy prices in the past few years caused this cost item to rise sharply. There continues to be the risk of high fuel and energy costs. The PHOENIX group will use mitigation measures to attempt to reduce the resulting negative effects on its assets, liabilities, financial position, and financial performance.



### Credit risk and accounts receivable management

The credit risk for the PHOENIX group, measured as total receivables, is comparatively low. Regardless of this, payment terms in the public healthcare system tend to vary from one country to another, with longer payment terms customary in Southern and Eastern Europe. In our experience, the risk is also distributed over a large number of customer relationships. In the course of the liberalisation of the pharmacy markets in Europe, however, pharmacy chains and new sales channels are increasingly emerging, creating a large number of major customers with a higher level of receivables outstanding.

A group-wide guideline for accounts receivable management aims to systematically monitor receivables risks.

### Acquisition projects

The PHOENIX group's strategy is to acquire pharmacies and wholesale companies in order to expand its own market position. As a result, the group is exposed to legal, fiscal, financial, and operational risks from acquisitions. The central Mergers & Acquisitions department therefore analyses and reviews acquisition projects before they are approved by the Executive Board. It may, however, happen that developments anticipated at the date of acquisition do not eventuate. This can, in turn, lead to recognising an impairment loss on goodwill in the course of impairment testing.

### Legal risks

The PHOENIX group is active in 29 countries in Europe. In light of its strong market position, there is a risk that competition authorities will occasionally rule in a way that is unfavourable for us. Trade with pharmaceutical products requires compliance with certain legal requirements in the different countries. Infringements of these requirements may result in corresponding penalties by the authorities.

### Financial risks

In a financing context, the PHOENIX group is exposed to various risks.

As part of our syndicated loan agreement, certain financial covenants were agreed to, the breach of which presents a risk to financing. The development of liabilities and covenants is monitored regularly as a result. In fiscal year 2023/24, we complied with the agreed covenants with a clear margin.

Derivatives are used to hedge against interest rate and currency risks. Their use is monitored intensively on a timely basis. Derivative financial instruments are only used for hedging purposes, and counterparty risks are minimised by the careful selection of trading partners.

The agreements underlying our corporate bonds contain restrictions and obligations for the PHOENIX group, as issuer, that are customary in the market. Failure to comply with these restrictions and obligations could result in the amount of the bond plus the interest accrued falling due.

As regards the currency translation risk, the exchange rates of the pound sterling, the Norwegian krone, and the Hungarian forint are of relevance for the PHOENIX group. Currency transaction risks are relevant in some eastern European countries where deliveries by the pharmaceutical manufacturers are sometimes invoiced in euro and sometimes in US dollar. For the group, however, these are not material. Fluctuations on the financial markets may also lead to shortfalls in the pension funds and the inherent risk of an unplanned increase in personnel expenses.

### Tax risks

The companies of the PHOENIX group based in Germany are subject to tax field audits. Foreign subsidiaries are subject to the audit requirements of their local tax authorities. Tax back payments cannot be ruled out as a result of tax audits performed at German and foreign companies.

## OPPORTUNITIES

The PHOENIX group is active in 29 countries in Europe. The broad geographic diversification reduces the impact of changes in healthcare policy in individual markets on the group's business development. In addition, thanks to its broad geographical coverage, the PHOENIX group can also offer the pharmaceutical industry services across Europe.

### Strong market position in wholesale

The PHOENIX group holds a leading market position in pharmaceutical wholesale in almost all countries in which it operates. It is the market leader in a large number of countries and has a particularly strong position in Northern and Eastern Europe and in Germany. No competitor has a comparable geographic coverage or market position in these regions.

Many of our pharmacy customers take part in the company's cooperation programmes. In some countries, the PHOENIX group also offers franchise systems for independent pharmacies.

### Expansion of presence in Europe

Against the backdrop of strong competition, increasing pressure on margins in the European healthcare sector, and rising demand for in-patient and digital health services, the PHOENIX group intends to reinforce and build up its position in Europe. The acquisition of McKesson Europe in the prior year was an important step in achieving this. This increased the range of products and services offered by the PHOENIX group in France and Italy and opened up its presence in Belgium, Ireland, Portugal, and Slovenia. This also opens up new opportunities for playing an active role in the digital transformation of the European healthcare sector.

### Financial prerequisites for future growth established

The integration of the wholesale and retail pharmaceutical business also offers opportunities.

In the logistics business unit, the PHOENIX group continuously implements process improvements across Europe. **More information can be found under "Processes and organisation" on page 20.** Process optimisation measures that are successful in one country serve as a starting point for improvement measures in other countries and can help to reduce costs there.

The sound financing structure, with an equity ratio of around 25%, and long-term financing have established the financial prerequisites for the future growth of the PHOENIX group. This applies as regards to both organic growth and appropriate acquisitions.

## EXECUTIVE BOARD'S OVERALL ASSESSMENT OF THE RISKS AND OPPORTUNITIES

On the whole, the PHOENIX group operates in a stable market and is well equipped to conduct activities in the areas of wholesale, retail, and pre-wholesale. This allows it to take advantage of any opportunities that present themselves in order to build on its strong market position in the future. The risks and opportunities in the pharmaceutical retail business are not subject to any major changes over time. There are currently no discernible risks that could jeopardise the company's ability to continue as a going concern.



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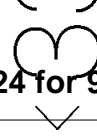
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## FORECAST

- Future economic development still subject to uncertainty
- Forecast anticipates that revenue growth will be slightly above that of the European pharmaceutical markets
- Profit before tax set to be moderately above prior year

### FUTURE ECONOMIC ENVIRONMENT

For 2024, the IMF expects the global economy to grow by 3.1%. However, there continue to be risks that could lead to a deterioration in the situation such as an escalation of the Russian war of aggression in Ukraine and a debt crisis due to the strict monetary policy imposed by central banks. For the eurozone, experts from the IMF are forecasting a 0.9% increase in GDP and growth of 0.5% for Germany. Although we conduct almost no business in Ukraine or Russia, there continues to be an indirect negative impact on the PHOENIX group's assets, liabilities, financial position, and financial performance on account of the high fuel and energy prices.

We expect the pharmaceutical markets in Europe to record market growth of around 5.0% overall in 2024. In Germany, our largest market, we anticipate market growth of approximately 5.1%.

### FUTURE DEVELOPMENT OF THE PHOENIX GROUP

For fiscal year 2024/25, the PHOENIX group expects to further expand its market position in Europe through organic growth and acquisitions and thereby increase revenue slightly above the level of growth of the European pharmaceutical markets. We expect revenue growth in nearly all markets in which we are present.

We forecast profit before tax to increase moderately in fiscal year 2024/25 compared to the prior year.

We also expect a slight increase in the equity ratio.

### EXECUTIVE BOARD'S ASSESSMENT OF THE GROUP'S FUTURE POSITION

The Executive Board is confident that with its presence in 29 European countries and its sound financing structure, the PHOENIX group is well equipped to also achieve positive business development over the medium and long term. In addition to the organic and acquisition-related growth, increasing cost efficiency should also be an important contributing factor.

Mannheim, 30 April 2024

The Executive Board

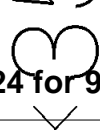
Sven Seidel (Chair)	Stephen Anderson	Marcus Freitag	Stefan Herfeld
Leon Jankelevitch	Dr Carsten Sauerland	Dr Roland Schütz	

# EXTRACT FROM THE CONSOLIDATED FINANCIAL STATEMENTS

2023 / 2024



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Group management  
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Further information



# CONSOLIDATED INCOME STATEMENT

for fiscal year 2023/24

EUR k	Note	2022/23 *	2023/24
<b>Revenue</b>	1	<b>36316,362</b>	<b>47,064,738</b>
Cost of purchased goods and services		-32,572,975	-42,386,557
<b>Gross profit</b>		<b>3,743,387</b>	<b>4,678,181</b>
Other operating income	2	326,189	102,146
Personnel expenses	3	-1,937,075	-2,416,695
Other operating expenses	4	-1,126,992	-1,433,557
Results from associates and joint ventures	5, 12	-3,982	-5,503
Result from other investments	5	8,538	8,544
<b>Earnings before interest, taxes, depreciation and amortisation (EBITDA)</b>		<b>1,010,065</b>	<b>933,116</b>
Amortisation of intangible assets and depreciation of property, plant and equipment	6	-325,032	-420,744
Impairment of intangible assets and property, plant and equipment	6	-305,164	-13,913
<b>Earnings before interest and taxes (EBIT)</b>		<b>379,869</b>	<b>498,459</b>
Interest income		12,204	19,608
Interest expenses		-101,574	-163,944
Other financial result		-3,463	-9,838
<b>Financial result</b>	7	<b>-92,833</b>	<b>-154,174</b>
<b>Profit before tax</b>		<b>287,036</b>	<b>344,285</b>
Income taxes	8	-30,128	-111,127
<b>Profit after tax</b>		<b>256,908</b>	<b>233,158</b>
thereof attributable to non-controlling interests		29,142	16,378
thereof attributable to the shareholders of the parent company		227,766	216,780

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for fiscal year 2023/24

EUR k	2022/23 *	2023/24
<b>Profit after tax</b>	<b>256,908</b>	<b>233,158</b>
<b>Items not reclassified to the income statement</b>		
Remeasurement of defined benefit plans	25,105	-25,824
<b>Items that may subsequently be reclassified to the income statement</b>		
Currency translation differences	-7,618	-17,034
<b>Other comprehensive income, net of taxes</b>	<b>17,487</b>	<b>-42,858</b>
<b>Total comprehensive income</b>	<b>274,395</b>	<b>190,300</b>
thereof attributable to non-controlling interests	28,700	16,538
thereof attributable to the shareholders of the parent company	245,695	173,762

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION as of 31 January 2024

## ASSETS

EUR k	Note	31 Jan 2023 *	31 Jan 2024
<b>Non-current assets</b>			
Intangible assets	9	2,079,881	2,212,401
Property, plant and equipment	10	2,286,757	2,292,038
Investment property	10, 11	3,989	3,833
Investments in associates and joint ventures	12	9,215	38,593
Trade receivables	13	4,824	11,552
Other financial assets	13	108,227	110,881
Deferred tax assets	8	150,972	150,890
Income tax receivables		2,500	68
		<b>4,646,365</b>	<b>4,820,256</b>
<b>Current assets</b>			
Inventories	14	3,574,811	3,826,193
Trade receivables	15	4,421,129	4,798,919
Income tax receivables		27,770	35,871
Other financial assets	15	92,618	109,434
Other assets	16	289,135	258,674
Cash and cash equivalents	17	430,402	443,108
Non-current assets held for sale	24	145,982	13,366
		<b>8,835,865</b>	<b>9,472,199</b>
		<b>13,628,212</b>	<b>14,305,821</b>

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

## EQUITY AND LIABILITIES

EUR k	Note	31 Jan 2023 *	31 Jan 2024
<b>Equity</b>			
Issued capital	18	2,786	2,786
Capital reserves	18	961,106	961,106
Revenue reserves	18	2,488,731	2,711,360
Accumulated other comprehensive income	18	-291,845	-339,373
<b>Equity attributable to the shareholders of the parent company</b>		<b>3,160,778</b>	<b>3,335,879</b>
Non-controlling interests	12, 18	112,682	113,439
		<b>3,273,460</b>	<b>3,449,318</b>
<b>Non-current liabilities</b>			
Financial liabilities	21	1,913,269	1,923,673
Trade payables	22	633	222
Provisions for pensions and similar obligations	19	305,756	321,956
Other non-current provisions	20	17,787	17,752
Deferred tax liabilities	8	240,234	243,905
Income tax liabilities		5	5
Other non-current liabilities		887	5,623
		<b>2,478,571</b>	<b>2,513,136</b>
<b>Current liabilities</b>			
Financial liabilities	21	1,210,325	1,092,233
Trade payables	22	5,785,976	6,520,617
Other provisions	20	101,918	81,253
Income tax liabilities		72,341	73,914
Other liabilities	23	548,391	567,886
		<b>7,718,951</b>	<b>8,335,903</b>
Liabilities directly associated with assets held for sale	24	157,230	7,464
		<b>13,628,212</b>	<b>14,305,821</b>

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

# CONSOLIDATED STATEMENT OF CASH FLOWS for fiscal year 2023/24

EUR k	31 Jan 2023 *	31 Jan 2024
<b>Profit after tax</b>	<b>256,908</b>	<b>233,158</b>
Income taxes	30,128	111,127
<b>Profit before income taxes</b>	<b>287,036</b>	<b>344,285</b>
Adjustments for:		
Interest expenses and interest income	89,370	144,336
Amortisation/depreciation/impairment/write-ups of intangible assets, property, plant and equipment and investment property	630,196	434,657
Result from associates and other investments	-4,556	-3,041
Net result from the disposal of assets related to investing activities	-8	-21,318
Other non-cash expenses and income	-26,764	244,442
	<b>975,274</b>	<b>1,143,361</b>
Interest paid	-79,804	-141,310
Interest received	13,417	17,857
Income taxes paid	-89,594	-114,412
Dividends received	12,180	8,726
<b>Cash flow before change in assets and liabilities</b>	<b>831,473</b>	<b>914,222</b>
Changes in assets and liabilities, net of effects of changes in the scope of consolidation and other non-cash transactions:		
Change in non-current provisions	-50,985	-42,069
<b>Cash flow before change in operating assets and liabilities</b>	<b>780,488</b>	<b>872,153</b>
Change in inventories	-120,050	-248,009
Change in trade receivables	-509,436	-452,641
Change in trade payables	464,767	817,480
	<b>-164,719</b>	<b>116,830</b>
Change in other assets and liabilities not related to investing or financing activities	-160,676	-317,448
<b>Change in operating assets and liabilities</b>	<b>-325,395</b>	<b>-200,618</b>
<b>Cash flow from operating activities</b>	<b>455,093</b>	<b>671,535</b>
Acquisition of consolidated companies and business units, net of cash acquired	-437,012	-108,792
Capital expenditures for intangible assets, property, plant and equipment, and investment property	-229,053	-268,798
Investment in other financial assets and non-current assets	-6,360	-31,654
<b>Cash outflows for investments</b>	<b>-672,425</b>	<b>-409,244</b>

EUR k	31 Jan 2023 *	31 Jan 2024
Cash received from the sale of consolidated companies and business units, net of cash disposed	311	5,546
Cash received from disposal of intangible assets, property, plant and equipment and investment property	13,729	44,360
Proceeds from other financial assets and non-current assets	3,839	1,356
<b>Cash inflows from realised investments and divestments</b>	<b>17,879</b>	<b>51,262</b>
<b>Cash flow from investing activities</b>	<b>-654,546</b>	<b>-357,982</b>
<b>Cash available for financing activities</b>	<b>-199,453</b>	<b>313,553</b>
Capital contribution from / repayment to non-controlling interests	-1,277	-1,824
Acquisition of additional shares in already consolidated subsidiaries	-198,749	-27
Proceeds from disposal of interests in subsidiaries without loss of control	95	102
Dividends paid to non-controlling interests	-17,925	-16,344
Proceeds from bond issuance and bank loans	463,317	523,178
Repayment of bonds and bank loans	-413,752	-454,385
Change in bank loans which have a maturity period of 3 months or less	71,556	105,410
Proceeds from the issue of loans from related parties	20,000	0
Repayment of loans from related parties	-45,000	-55,000
Change in ABS / Factoring	-21,879	5,947
Change in finance lease	-155,792	-175,300
Change in other financial liabilities	-2,786	-233,158
<b>Cash flow from financing activities</b>	<b>-302,152</b>	<b>-301,401</b>
<b>Changes in cash and cash equivalents</b>	<b>-501,605</b>	<b>12,152</b>
Effect of exchange rate changes on cash and cash equivalents	636	554
Cash and cash equivalents at the beginning of the period	964,985	430,402
Cash and cash equivalents at the end of the period	464,016	443,108
Less cash and cash equivalents included in assets held for sale	-33,614	0
<b>Cash and cash equivalents presented in the balance sheet at the end of the period</b>	<b>430,402</b>	<b>443,108</b>

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for fiscal year 2023/24

EUR k	Issued capital	Capital reserves	Revenue reserves	Currency translation differences	Remeasurement of defined benefit plans	Equity attributable to shareholders of the parent company	Non-controlling interests	Total equity
<b>1 February 2022</b>	<b>2,786</b>	<b>961,106</b>	<b>2,201,480</b>	<b>-99,902</b>	<b>-209,872</b>	<b>2,855,598</b>	<b>312,588</b>	<b>3,168,186</b>
Profit after tax *			227,766			227,766	29,142	256,908
Accumulated other comprehensive income				-6,981	24,910	17,929	-442	17,487
<b>Total comprehensive income, net of tax</b>			<b>227,766</b>	<b>-6,981</b>	<b>24,910</b>	<b>245,695</b>	<b>28,700</b>	<b>274,395</b>
Changes in basis of consolidation *			9			9	48,057	48,066
Changes in the interest of consolidated companies			60,075			60,075	-258,835	-198,760
Dividends						0	-17,867	-17,867
Other transactions with owners			30			30	52	82
Other changes in equity			-629			-629	-13	-642
<b>31 January 2023</b>	<b>2,786</b>	<b>961,106</b>	<b>2,488,731</b>	<b>-106,883</b>	<b>-184,962</b>	<b>3,160,778</b>	<b>112,682</b>	<b>3,273,460</b>
<b>1 February 2023</b>	<b>2,786</b>	<b>961,106</b>	<b>2,501,563</b>	<b>-106,883</b>	<b>-184,962</b>	<b>3,173,610</b>	<b>112,703</b>	<b>3,286,313</b>
Adjustment due to the finalisation of a purchase price allocation			-12,832			-12,832	-21	-12,853
<b>1 February 2023, restated</b>	<b>2,786</b>	<b>961,106</b>	<b>2,488,731</b>	<b>-106,883</b>	<b>-184,962</b>	<b>3,160,778</b>	<b>112,682</b>	<b>3,273,460</b>
Profit after tax			216,780			216,780	16,378	233,158
Accumulated other comprehensive income				-17,191	-25,827	-43,018	160	-42,858
<b>Total comprehensive income, net of tax</b>			<b>216,780</b>	<b>-17,191</b>	<b>-25,827</b>	<b>173,762</b>	<b>16,538</b>	<b>190,300</b>
Changes in the basis of consolidation			4,486			-24	164	140
Changes in the interest of consolidated companies			-560			-560	-141	-701
Dividends						0	-15,716	-15,716
Other changes in equity			1,923			1,923	-88	1,835
<b>31 January 2024</b>	<b>2,786</b>	<b>961,106</b>	<b>2,711,360</b>	<b>-124,074</b>	<b>-215,299</b>	<b>3,335,879</b>	<b>113,439</b>	<b>3,449,318</b>

\* Prior-year figures were restated due to the finalisation of a purchase price allocation.

# FINANCIAL CALENDAR 2024

Please consult our calendar for the most important announcements dates:

- 19 June** Quarterly statement February to April 2024
- 25 September** Half-year report February to July 2024
- 19 December** Quarterly statement February to October 2024

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**PHOENIX** group



## Årsregnskap 2023/24

**Phoenix Norwegian Holding AS**

Org.nr 999 156 681



## Phoenix Norwegian Holding AS

### Årsberetning

Virksomheten omfatter eie, nyutvikling, kjøp, salg og forvaltning av virksomhet herunder eierandeler i andre foretak. Selskapet er lokalisert på Skårer i Lørenskog.

Styremedlemmenes og daglig leders mulige ansvar overfor foretaket er dekket gjennom Phoenix group sin ansvarsforsikring. Denne dekker finansielt tap som følge av urettmessige handlinger begrenset oppad til 50 mill. Euro i forsikringsperioden.

#### Arbeidsmiljøet og det ytre miljø

I gjennomsnitt har det i løpet av regnskapsåret vært 2 årsverk i selskapet.

Det har i løpet av året ikke forekommet eller blitt rapportert om alvorlige arbeidsuhell eller ulykker som har resultert i vesentlige materielle skader eller større personskader.

Arbeidsmiljøet betraktes som godt, og det iverksettes løpende tiltak for forbedringer.

Selskapet forurenser ikke det ytre miljø.

#### Aksjonærforhold

Phoenix Norwegian Holding AS er 100 % eid av Phoenix International Holdings GmbH.

#### Forutsetning om fortsatt drift

I samsvar med regnskapsloven § 3-3a bekreftes det at forutsetning for fortsatt drift er til stede og lagt til grunn ved avleggelsen av årsregnskapet. Til grunn for antagelsen ligger resultatprognoser for årene fremover.

#### Finansiell risiko

Selskapets finansielle risiko, kredittisiko, og likviditetsrisiko anses som begrenset. Selskapet er eksponert for valutarisiko knyttet til et langsiktig valutilån selskapet har som er basert i euro.

#### Resultat, investeringer, finansiering og likviditet

Driftsresultatet i 2023/24 er på -5 million kroner mot -8 millioner kroner i 2022/23 som følge av høyere driftskostnader. Årsresultat etter skatt i 2023/24 er 476 millioner kroner mot 328 millioner kroner i fjor.


Selskapet har per 31.02.2024 mottatt konsernbidrag fra datterselskap på 950 millioner kroner.

Økningen mot fjoråret skyldes økningen i mottatt konsernbidrag som var 887 millioner i fjor.

Styret foreslår utdeling av utbytte på 587 millioner kroner.

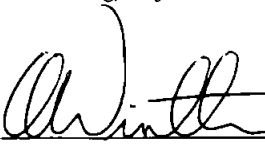
Egenkapitalandelen ved regnskapsårets slutt er på 26,2% mot 28,1% ved utgangen av forrige år.

Etter styrets mening gir det fremlagte resultatregnskap og balansen med tilhørende noter fyllestgjørende informasjon om selskapets drift og stilling pr. 31.01.2024.




Sven Seidel  
(Styrets leder)

Lørenskog, 21. juni 2024



Øyvind Andreas Winther  
(Styremedlem/daglig leder)



Dr. Carsten Sauerland  
(Styremedlem)



## Phoenix Norwegian Holding AS

### RESULTATREGNSKAP (TNOK)

	Note	2023/24	2022/23
Annen driftsinntekt	1	28 444	30 028
<b>Sum driftsinntekter</b>		<b>28 444</b>	<b>30 028</b>
Lønnskostnad	2,3	22 940	29 998
Annen driftskostnad	1	10 225	7 537
<b>Sum driftskostnader</b>		<b>33 165</b>	<b>37 535</b>
<b>Driftsresultat</b>		<b>-4 721</b>	<b>-7 507</b>
Finansinntekter	1,4	1 126 352	959 602
Finanskostnader	1,4	-515 288	-524 748
<b>Netto finansposter</b>		<b>611 064</b>	<b>434 854</b>
<b>Ordinært resultat før skattekostnad</b>		<b>606 343</b>	<b>427 347</b>
Skattekostnad på ordinært resultat	5	130 792	99 147
<b>Årsresultat</b>		<b>475 551</b>	<b>328 200</b>
<b>Disponering av årsresultat:</b>			
Avsatt utbytte		586 540	517 000
Annen innskutt egenkapital		-110 989	-188 800
<b>Sum disponert</b>		<b>475 551</b>	<b>328 200</b>



## Phoenix Norwegian Holding AS

### BALANSE 31.01. (TNOK)

EIENDELER	Note	2024	2023
<b>ANLEGGSMIDLER</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel	5	<u>40 181</u>	<u>50 340</u>
Sum immaterielle eiendeler		<u>40 181</u>	<u>50 340</u>
<b>Finansielle anleggsmidler</b>			
Investeringer i datterselskap	6	<u>4 704 766</u>	<u>4 704 766</u>
Sum finansielle anleggsmidler		<u>4 704 766</u>	<u>4 704 766</u>
<b>Sum anleggsmidler</b>		<u><b>4 744 947</b></u>	<u><b>4 755 106</b></u>
<b>OMLØPSMIDLER</b>			
<b>Fordringer</b>			
Andre fordringer	1,9,10	<u>3 248 356</u>	<u>3 094 357</u>
Sum fordringer		<u>3 248 356</u>	<u>3 094 357</u>
<b>Sum omløpsmidler</b>		<u><b>3 248 356</b></u>	<u><b>3 094 357</b></u>
<b>SUM EIENDELER</b>		<u><b>7 993 303</b></u>	<u><b>7 849 464</b></u>




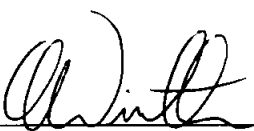
## Phoenix Norwegian Holding AS


### BALANSE 31.01. (TNOK)

EGENKAPITAL OG GJELD	Note	2024	2023
<b>EGENKAPITAL</b>			
<b>Innskutt egenkapital</b>			
Aksjekapital	7	9 213	9 213
Overkurs	7	<u>2 086 953</u>	<u>2 197 943</u>
Sum innskutt egenkapital		<u>2 096 166</u>	<u>2 207 156</u>
<b>Opptjent egenkapital</b>			
Annen egenkapital	7	<u>0</u>	<u>0</u>
Sum opptjent egenkapital		<u>0</u>	<u>0</u>
<b>Sum egenkapital</b>		<u><b>2 096 166</b></u>	<u><b>2 207 156</b></u>
<b>GJELD</b>			
<b>Annen langsiktig gjeld</b>			
Øvrig langsiktig gjeld	1,9,11	<u>5 078 437</u>	<u>4 880 373</u>
Sum annen langsiktig gjeld		<u>5 078 437</u>	<u>4 880 373</u>
<b>Kortsiktig gjeld</b>			
Betalbar skatt	5	199 282	215 997
Skyldig utbytte	9	586 540	517 000
Skyldig offentlige avgifter		1 559	1 324
Annen kortsiktig gjeld	1,9	<u>31 319</u>	<u>27 614</u>
Sum kortsiktig gjeld		<u>818 700</u>	<u>761 935</u>
<b>Sum gjeld</b>		<u><b>5 897 137</b></u>	<u><b>5 642 308</b></u>
<b>SUM EGENKAPITAL OG GJELD</b>		<u><b>7 993 303</b></u>	<u><b>7 849 464</b></u>

Lørenskog, 21.juni 2024

  
Sven Seidel  
(Styrets leder)

  
Øyvind Andreas Winther  
(Styremedlem/daglig leder)

  
Dr. Carsten Sauerland  
(Styremedlem)



## Phoenix Norwegian Holding AS

### KONTANTSTRØMSOPPSTILLING (TNOK)

Kontantstrømmer fra operasjonelle aktiviteter	Note	2023/24	2022/23
Resultat før skatt		606 343	427 347
Betalt skatt		-137 348	0
Effekt av valutakursendringer	11	198 064	402 570
Endring i andre tidsavgrensingsposter	1,9,10	-867 059	-990 917
<b>Netto kontantstrøm fra operasjonelle aktiviteter</b>		<b>-200 000</b>	<b>-161 000</b>
<b>Kontantstrømmer fra investeringsaktiviteter</b>			
<b>Netto kontantstrøm fra investeringsaktiviteter</b>		<b>0</b>	<b>0</b>
<b>Kontantstrømmer fra finansieringsaktiviteter</b>			
Mottatt konsernbidrag og renter		717 000	600 000
Kapitalforhøyelse ved gjeldskonvertering		0	0
Nedbetaling langsiktig lån		0	0
Utbetaling av utbytte		-517 000	-439 000
<b>Netto kontantstrøm fra finansieringsaktiviteter</b>		<b>200 000</b>	<b>161 000</b>
Netto endring i likvider i året		0	0
<b>Kontanter og bankinnskudd periodens begynnelse</b>		<b>0</b>	<b>0</b>
<b>Kontanter og bankinnskudd periodens slutt</b>		<b>0</b>	<b>0</b>



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## Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapsloven av 1998 og god regnskapskikk.

Selskapet anvender unntaksbestemmelsen i regnskapsloven § 3-7 og har ikke utarbeidet konsernregnskap.

Selskapet er som datterselskap omfattet av konsernregnskapet til Phoenix Group, som er tilgjengelig [www.phoenixgroup.eu](http://www.phoenixgroup.eu).

## Regnskapsår

Selskapets regnskapsår er 01.02 til 31.01.

## Datterselskap/tilknyttet selskap

Datterselskapet vurderes etter kostmetoden i selskapsregnskapet.

## Klassifisering og vurdering av balanseposter

Omløpsmidler og kortsiktig gjeld omfatter poster som forfaller til betaling innen ett år etter anskaffelsestidspunktet, samt poster som knytter seg til varekretsløpet. Øvrige poster er klassifisert som anleggsmiddel/langsiktig gjeld.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt beløp på opptakstidspunktet.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi ved verdifall som ikke forventes å være forbigående. Langsiktig gjeld balanseføres til nominelt beløp på etableringstidspunktet.

## Fordringer

Kundefordringer og andre fordringer er oppført i balansen til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av individuelle vurderinger av de enkelte fordringene. I tillegg gjøres det for øvrige kundefordringer en uspesifisert avsetning for å dekke antatt tap.

## Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsattefordel. Utsatt skattefordel er beregnet med 22% på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt skattemessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er ullignet. Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttegjort.

## Valuta

Transaksjoner i utenlandsk valuta omregnes til kursen på transaksjonstidspunktet. Pengeposter i utenlandsk valuta omregnes til norske kroner ved å benytte balansedagens kurs. Ikke-pengeposter som måles til historisk kurs uttrykt i utenlandsk valuta, omregnes til norske kroner ved å benytte valutakursen på transaksjonstidspunktet. Ikke-pengeposter som måles til virkelig verdi uttrykt i utenlandsk valuta, omregnes til valutakursen fastsatt på måletidspunktet. Valutakursendringer resultatføres løpende i regnskapsperioden under andre finansposter.

## Kontantstrømoppstilling

Kontantstrømoppstillingen er utarbeidet etter den indirekte metoden. Kontanter og kontantekvivalenter omfatter kontanter, bankinnskudd og andre kortsiktige, likvide plasseringer som umiddelbart og med uvesentlig kursrisiko kan konverteres til kjente kontantbeløp og med forfallsdato kortere enn tre måneder fra anskaffelsesdato.

Phoenix Norwegian Holding AS



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## Note 1 Nærstående selskaper

### Nærstående selskaper i konsernet:

Apotek 1 Gruppen AS  
Greverud Apotek AS  
Brakerøya Apotek AS  
Phoenix Pharmahandel GmbH  
Phoenix Pharma-Einkauf GmbH  
PXG Pharma GmbH  
Phoenix Arzneiwarengroshandlung GmbH  
Phoenix Farmacija d.o.o  
Nomeco AS  
Specific Pharma AS  
Nupharm Ltd  
Tamro Oyj  
Brocef BV  
Phoenix Pharma IT services EOOD  
Phoenix Pharma SE  
Phoenix International Holdings GmbH

### Transaksjoner med tilknyttede selskaper:

Selskapet har foretatt flere forskjellige transaksjoner med tilknyttede selskaper. Alle transaksjoner er foretatt som del av den ordinære driften og til armlengdes priser. De vesentligste transaksjonene som er foretatt siste regnskapsår er som følger:

Salg av tjenester til Apotek 1 Gruppen AS	28 444
Kjøp av tjenester fra morselskap	9 560
Finansinntekter relatert til cashpool	72 411
Finanskostnader relatert til cashpool	70 940
Finansinntekter relatert til lån til Apotek 1 Gruppen AS	103 464
Finanskostnader relatert til valutalån	245 937
Mottatt konsernbidrag fra datterselskaper	950 000

Se note 9 for balanseposisjoner med nærstående selskaper i konsernet.

## Note 2 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte mm.

Lønnskostnader	2023/24	2022/23
Lønn	20 279	26 867
Arbeidsgiveravgift	1 836	2 361
Pensjonskostnader	453	416
Andre ytelser	373	355
<b>Sum</b>	<b>22 940</b>	<b>29 998</b>

Gjennomsnittlig antall ansatte i regnskapsåret har vært 2 og gjennomsnittlig antall årsverk i løpet av regnskapsåret har vært 2.

Ytelser til ledende personer 2023/24	Administrerende direktør
Lønn, feriepenger og bonus	13 294
Pensjonspremie	228
Annen godtgjørelse	331

Administrerende direktør har en resultatbasert bonusordning. I tillegg til lønn i oppsigelsesperioden har administrerende direktør krav på 12 måneders etterlønn dersom selskapet terminerer kontrakten. Dersom ansettelsesforholdet opphører på grunn av forhold på administrerende direktør sin side som gir grunnlag for oppsigelse eller avskjed, betales ikke etterlønn.

Det er ikke gitt enkeltlån/sikkerhetsstillelser til ledende personer.

### Revisor

Kostnadsført lovpålagt revisjonshonorar for regnskapsåret var 0 TNOK.  
Kostnadsført bistand utgjør 0 TNOK. Alle beløp er eksklusive merverdiavgift.

Phoenix Norwegian Holding AS



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## Note 3 Pensjoner

Selskapet er pliktig til å ha tjenestepensjonsordning etter lov om obligatorisk tjenestepensjon. Selskapets pensjonsordning tilfredsstiller kravene i denne lov.

	2023/24	2022/23
Innskuddsbasert pensjonsordning inklusive arbeidsgiveravgift	516	474

## Note 4 Poster som er slått sammen i regnskapet

Finansinntekter	2023/24	2022/23
Mottatt konsernbidrag	950 000	886 724
Renteinntekt fra foretak i samme konsern	175 875	72 525
Agiogevinst på konserninternt lån	12	46
Annen renteinntekt	465	307
<b>Sum finansinntekter</b>	<b>1 126 352</b>	<b>959 602</b>

Finanskostnader	2023/24	2022/23
Rentekostnader til foretak i samme konsern	316 877	122 146
Disagio på konserninternt lån	198 406	402 600
Annen rentekostnad	5	2
<b>Sum finanskostnader</b>	<b>515 288</b>	<b>524 748</b>

## Note 5 Skatt

	Endring	31.01.2024	31.01.2023
<b>Spesifikasjon av grunnlag utsatt skatt</b>			
Avskjæring av rentefradrag	-46 180	182 640	228 820
Netto midlertidige forskjeller	-46 180	182 640	228 820
Underskudd til fremføring	0	0	0
<b>Grunnlag for utsatt skatt/skattefordel</b>	<b>-46 180</b>	<b>182 640</b>	<b>228 820</b>

Utsatt skatt	-10 159	40 181	50 340
--------------	---------	--------	--------

Grunnlag for skattekostnad, endring i utsatt skatt	2023/24	2022/23
Resultat før skattekostnad	606 343	427 347
Permanente forskjeller	0	0
Grunnlag for årets skattekostnad	606 343	427 347
Endring i midlertidige forskjeller	-46 180	-69 850
Anvendelse av underskudd til fremføring	0	0
<b>Grunnlag for årets skattekostnad i resultatregnskapet</b>	<b>560 163</b>	<b>357 497</b>

Fordeling av skattekostnaden		
Betalbar skatt*	123 236	78 649
Endring i utsatt skattefordel i resultatregnskapet	10 159	15 367
For lite skatt kostnadsført tidligere år	0	5 131
<b>Sum skattekostnad i resultatregnskapet</b>	<b>133 395</b>	<b>99 147</b>

Forklaring til hvorfor årets skattekostnad ikke utgjør 22 % av resultat før skatt:

22% skatt av resultat før skatt	133 395	94 016
For lite skatt kostnadsført tidligere år	0	5 131
<b>Beregnet skattekostnad</b>	<b>133 395</b>	<b>99 147</b>

Effektiv skattesats *)	22,0 %	23,2 %
------------------------	--------	--------

\*) Skattekostnad i forhold til resultat før skatt. Regnskapet avlegges for perioden februar til januar. For regnskapsåret som avsluttes 31.01.2024 er nominell skattesats 22% på skattepliktig inntekt for perioden.

Phoenix Norwegian Holding AS



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## Note 6 Datterselskap, tilknyttet selskap m v

Investering i datterselskap og tilknyttet selskap regnskapsføres etter kostmetoden.

Datterselskap	Forretnings- kontor	Eierandel	Egenkapital per 31.01.2024	Resultat 2023/24	Balanseført verdi
Apotek 1 Gruppen AS	Lørenskog	100 %	508 284	819 244	4 704 766

## Note 7 Egenkapital

	Aksjekapital	Overkurs	Annen egenkapital	Sum
Egenkapital pr 31.01.2023	9 213	2 197 943	0	2 207 156
Avsatt til utbytte		-586 541	0	-586 541
Årets resultat		475 551	0	475 551
<b>Egenkapital pr 31.01.2024</b>	<b>9 213</b>	<b>2 086 953</b>	<b>0</b>	<b>2 096 166</b>

## Note 8 Aksjekapital og aksjonærinformasjon

Aksjekapitalen på TNOK 9.213 består av 8.375 aksjer á kr 1.100. Alle aksjer har like rettigheter.

### Oversikt over aksjonærene

	Aksjer	Eierandel	Stemmeandel
Phoenix International Holdings GmbH*	8 375	100 %	100 %
<b>Totalt antall aksjer</b>	<b>8 375</b>	<b>100 %</b>	<b>100 %</b>

\*) PHOENIX International Holdings GmbH, Pfingstweidstraße 10-12, 68199 Mannheim, Germany.

## Note 9 Mellomværende med selskap i samme konsern

Fordringer	31.01.2024	31.01.2023
Andre fordringer	3 248 356	3 094 357
<b>Sum</b>	<b>3 248 356</b>	<b>3 094 357</b>

Gjeld	31.01.2024	31.01.2023
Øvrig langsiktig gjeld	5 078 437	4 880 373
Skyldig utbytte	586 540	517 000
Annen kortsiktig gjeld	14 157	12 797
<b>Sum</b>	<b>5 679 135</b>	<b>5 410 170</b>

Phoenix Norwegian Holding AS



Alle tall i TNOK

**Note 10 Bankinnskudd**

Selskapet inngår i en konsernkontoordning som også omfatter morselskapet Phoenix International Holdings GmbH. Innestående på konsernkontoordningen er 256107 TNOK og er klassifisert som andre fordringer i regnskapet.

**Note 11 Langsiktig gjeld**

Langsiktig gjeld med forfall om mer enn 5 år gjelder valutalån i EURO fra PHOENIX International Holdings GmbH på 447.400 TEUR (5078437 TNOK).

**Note 12 Hendelser etter balansedagen**

Det er ingen hendelser etter balansedagen som har vesentlig effekt på selskapets resultat og stilling per 31.01.2024.

Svekket kronkurs påvirker verdien av langsiktig lån i euro på kort sikt. Lånet forfaller i sin helhet i januar 2027. Påløpt rente på hovedstol forfaller hvert halvår.

Phoenix Norwegian Holding AS