

**Sartorius Stedim Nordic A/S
Central Business Registration No
25565312
Lyskær 3
2730 Herlev**

Annual report 2015

The Annual General Meeting adopted the annual report on 13.06.2016

Chairman of the General Meeting

Name: Anthony Joseph Sweetman

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Entity details

Entity

Sartorius Stedim Nordic A/S
Lyskær 3
2730 Herlev

Central Business Registration No: 25565312

Registered in: Herlev

Financial year: 01.01.2015 - 31.12.2015

Board of Directors

Bettina Erika Berendsen, Chairman

Jörg Pfirrmann

Eero Jussi Heiniö

Executive Board

Eero Jussi Heiniö, Joint Managing Director

Anthony Joseph Sweetman, Joint Managing Director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

Postboks 1600

0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Sartorius Stedim Nordic A/S for the financial year 01.01.2015 - 31.12.2015.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Herlev, 13.06.2016

Executive Board

Eero Jussi Heiniö
Joint Managing Director

Anthony Joseph Sweetman
Joint Managing Director

Board of Directors

Bettina Erika Berendsen
Chairman

Jörg Pfirrmann

Eero Jussi Heiniö

Independent auditor's reports

To the owners of Sartorius Stedim Nordic A/S

Report on the financial statements

We have audited the financial statements of Sartorius Stedim Nordic A/S for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

Independent auditor's reports

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

København, 13.06.2016

Deloitte

Statsautoriseret Revisionspartnerselskab

Lars Andersen
State Authorised Public Accountant

CVR-nr. 33963556

Management commentary

Primary activities

The activities of the Company comprise providing products and services to laboratory and production units of the biopharmaceutical and Food & Beverage industries, as well as to public institutions. The Company holds activities in the Nordic countries.

Development in activities and finances

During 2015, the Company amended the commission agency agreement within the Nordic region, which led to a decrease of local profitability. The result before tax has decreased from DKK 15.309k to DKK 5.931k.

Considering the development in 2015, the Board of Directors is still committed to the further positive development in the Nordic region and of Sartorius Stedim Nordic A/S in 2015.

The Board of Directors has proposed that a dividend in the amount of DKK 8,000k should be distributed.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report, however, please note that the Company will merge with a group company in 2016 being the discontinuing company of the merger.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B.

Changes in accounting policies

The Company has decided to prepare the annual report in accordance with the Danish Financial Statements Act. Previously the annual report was presented in accordance with International Financial Reporting Standards as adopted by EU.

Except from the differences in presentation and disclosures, the change did not have any impact on the financial statements. Profit for the year, total assets and equity is unchanged for both 2015 and 2014.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Accounting policies

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, other operating income, and external expenses.

Revenue

Revenue, which comprises agent commission, is recognised in the income statement when delivery of the goods has taken place. Revenue is measured at fair value of the consideration received. Revenue is calculated net of VAT, duties etc. that are collected by a third party, as well as discounts.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including rental income and gains from the sale of intangible assets and property, plant and equipment.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses relating to assets and comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets as well as gains and losses from the sale of assets.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Accounting policies

Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish Group entities. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment

Tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Tools and equipment	3-5 years
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Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. The proposed dividend for the financial year is disclosed as a separate item in equity.

Accounting policies

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Deferred income

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.

Income statement for 2015

	<u>Notes</u>	<u>2015 DKK'000</u>	<u>2014 DKK'000</u>
Gross profit		7.681	18.076
Staff costs	1	(1.652)	(2.679)
Depreciation, amortisation and impairment losses		<u>(11)</u>	<u>(21)</u>
Operating profit/loss		6.018	15.376
Other financial income		32	37
Other financial expenses		<u>(119)</u>	<u>(107)</u>
Profit/loss from ordinary activities before tax		5.931	15.306
Tax on profit/loss from ordinary activities	2	<u>(1.435)</u>	<u>(3.856)</u>
Profit/loss for the year		<u>4.496</u>	<u>11.450</u>
Proposed distribution of profit/loss			
Dividend for the financial year		8.000	10.000
Retained earnings		<u>(3.504)</u>	<u>1.450</u>
		<u>4.496</u>	<u>11.450</u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK'000</u>	<u>2014 DKK'000</u>
Other fixtures and fittings, tools and equipment		3	14
Property, plant and equipment	3	<u>3</u>	<u>14</u>
Deferred tax	5	0	48
Fixed asset investments		<u>0</u>	<u>48</u>
Fixed assets		<u>3</u>	<u>62</u>
Receivables from group enterprises		16.598	17.310
Other short-term receivables		178	228
Prepayments		1	17
Receivables		<u>16.777</u>	<u>17.555</u>
Cash		<u>647</u>	<u>369</u>
Current assets		<u>17.424</u>	<u>17.924</u>
Assets		<u><u>17.427</u></u>	<u><u>17.986</u></u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK'000</u>	<u>2014 DKK'000</u>
Contributed capital	4	500	500
Retained earnings		111	3.615
Proposed dividend		8.000	10.000
Equity		<u>8.611</u>	<u>14.115</u>
Provisions for deferred tax	5	11	0
Provisions		<u>11</u>	<u>0</u>
Trade payables		20	71
Debt to group enterprises		6.600	1.716
Income tax payable		1.129	1.270
Other payables		701	814
Deferred income		355	0
Current liabilities other than provisions		<u>8.805</u>	<u>3.871</u>
Liabilities other than provisions		<u>8.805</u>	<u>3.871</u>
Equity and liabilities		<u><u>17.427</u></u>	<u><u>17.986</u></u>
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Statement of changes in equity for 2015

	Contri- buted capi- tal DKK'000	Retained earnings DKK'000	Proposed dividend DKK'000	Total DKK'000
Equity beginning of year	500	3.615	10.000	14.115
Ordinary dividend paid	0	0	(10.000)	(10.000)
Profit/loss for the year	0	(3.504)	8.000	4.496
Equity end of year	500	111	8.000	8.611

Notes

	<u>2015</u> <u>DKK'000</u>	<u>2014</u> <u>DKK'000</u>
1. Staff costs		
Wages and salaries	1.363	1.939
Pension costs	155	127
Other social security costs	134	613
	<u>1.652</u>	<u>2.679</u>
	<u>2015</u> <u>DKK'000</u>	<u>2014</u> <u>DKK'000</u>
2. Tax on ordinary profit/loss for the year		
Current tax	1.376	3.803
Change in deferred tax for the year	59	53
	<u>1.435</u>	<u>3.856</u>
		Other fixtures and fittings, tools and equipment DKK'000
3. Property, plant and equipment		
Cost beginning of year		<u>43</u>
Cost end of year		<u>43</u>
Depreciation and impairment losses beginning of the year		(29)
Depreciation for the year		<u>(11)</u>
Depreciation and impairment losses end of the year		<u>(40)</u>
Carrying amount end of year		<u>3</u>
	<u>Number</u>	<u>Par value</u> <u>DKK</u>
4. Contributed capital		<u>Nominal value</u> <u>DKK'000</u>
Aktiekapital	<u>500</u>	<u>1.000,00</u>
	<u>500</u>	<u>500</u>

Notes

	2015	2014
	<u>DKK'000</u>	<u>DKK'000</u>
5. Deferred tax		
Property, plant and equipment	11	(48)
	<u>11</u>	<u>(48)</u>

6. Contingent liabilities

The Company serves as an administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from the financial year 2013 for income taxes etc. for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these companies.

7. Related parties with control

Nærtstående parter med bestemmende indflydelse:

<u>Name</u>	<u>Registrered office</u>	<u>Basis of influence</u>
Sartorius Stedim Biotech GmbH	August-Spindler-Strasse 11, 37079 Goettingen, Germany	Shareholder with a majority of voting rights

8. Consolidation

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Sartorius Stedim Nordic A/S is included in the consolidated financial statements of Sartorius AG, Weenderlandstrasse 94-108, 37075 Goettingen, Germany