

Nordic Biotech Incentive ApS

Østergade 24A, 1.tv
1100 Copenhagen K
Central Business Registration No
26277779

Annual report 2016

The Annual General Meeting adopted the annual report on

30/5-2017

Chairman of the General Meeting



Name: *Lars Møller Andersen*

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Entity details

Entity

Nordic Biotech Incentive ApS
Østergade 24A, 1.tv
1100 Copenhagen K

Central Business Registration No: 26277779
Registered in: Copenhagen
Financial year: 01.01.2016 - 31.12.2016

Executive Board

Florian Schönharting

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Executive Board have today considered and approved the annual report of Nordic Biotech Incentive ApS for the financial year 01.01.2016 - 31.12.2016.

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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

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.

Copenhagen, 03.05.2017

Executive Board



Florian Schönharting

Independent auditor's report

To the shareholders of Nordic Biotech Incentive ApS

Opinion

We have audited the financial statements of Nordic Biotech Incentive ApS for the financial year 01.01.2016 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared 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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter regarding circumstances in the financial statements

Without modifying our conclusion we refer to note 1 in the financial statement, where management describes the uncertainty related to the valuation of fair value of the Company's investment in Nordic Biotech K/S.

Management's responsibilities 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.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Independent auditor's report

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

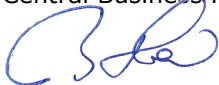
Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 03.05.2017

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556



Bill Haudal Pedersen

State Authorised Public Accountant

Management commentary

Primary activities

Nordic Biotech Incentive ApS was established on 28 September 2001 with the sole purpose of being a class B limited investor in Nordic Biotech K/S.

Nordic Biotech K/S is a venture capital company focusing on early stage investment, restructurings and spin-offs in the biotech industry, primarily in the Nordic area and secondarily in the rest of the EU. At present Nordic Biotech K/S has invested in Aditech Pharma AG, Rose Pharma A/S, Osteologix Holding Plc and Forward Pharma A/S.

Nordic Biotech K/S reported a loss for the period of DKK 1,099 million of which DKK 58 million represents Nordic Biotech Incentive ApS' share.

Each of the parties undertakes to pay its pro-rata share of the unpaid committed capital when requested.

Development in activities and finances

The income statement for 2016 shows a loss of DKK 58.3 million against a profit of DKK 24.2 million last year, and is significantly impacted by the fair value adjustment of investments in other investment assets of negative DKK 58.3 million for 2016.

Uncertainty relating to recognition and measurement

Nordic Biotech Incentive ApS measures the equity holding in Nordic Biotech K/S at fair value. The underlying investment in Nordic Biotech K/S is at an early stage and thereby associated with significant estimates.

Reference is made to note 1 for more details.

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.

Income statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Gross loss	2	-21.250	-20.000
Income from other fixed assets investments		-58.316.651	24.199.208
Other financial expenses		<u>-874</u>	<u>-800</u>
Profit/loss for the year		<u>-58.338.775</u>	<u>24.178.408</u>
Proposed distribution of profit/loss			
Retained earnings		<u>-58.338.775</u>	<u>24.178.408</u>
		<u>-58.338.775</u>	<u>24.178.408</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Other investments		72.615.859	130.932.510
Fixed asset investments		72.615.859	130.932.510
Fixed assets		72.615.859	130.932.510
Cash		26.252	876
Current assets		26.252	876
Assets		72.642.111	130.933.386

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016</u> <u>DKK</u>	<u>2015</u> <u>DKK</u>
Contributed capital		300.000	300.000
Retained earnings		<u>72.274.611</u>	<u>130.613.386</u>
Equity		<u>72.574.611</u>	<u>130.913.386</u>
Other payables		<u>67.500</u>	<u>20.000</u>
Current liabilities other than provisions		<u>67.500</u>	<u>20.000</u>
Liabilities other than provisions		<u>67.500</u>	<u>20.000</u>
Equity and liabilities		<u>72.642.111</u>	<u>130.933.386</u>

Uncertainty relating to recognition and measurement 1

Statement of changes in equity for 2016

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	300.000	130.613.386	130.913.386
Profit/loss for the year	0	-58.338.775	-58.338.775
Equity end of year	300.000	72.274.611	72.574.611

Notes

1. Uncertainty relating to recognition and measurement

Nordic Biotech Incentive ApS measures the equity holding in Nordic Biotech K/S at fair value and is therefore naturally subject to uncertainty.

Especially Nordic Biotech K/S' investment in Aditech Pharma A/S is subject to uncertainty since the fair value has been measured by using the EVCA Guidelines including the discounted cash flow model.

The fair value of the Nordic Biotech K/S' investment in Aditech Pharma A/S amounts to DKK 984 million as of 31 December 2016.

2. Gross loss

The company has no employees.

Management does not receive payment for its services.

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 enterprises.

The accounting policies applied to these financial statements are consistent with those applied last year.

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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Income from other fixed asset investments

Income from other fixed asset investments comprises fair value adjustment for the financial year of the Entity's investment assets in the form of securities and related financial liabilities such as bank debt at fair value.

Other financial expenses

Other financial expenses comprise interest expenses and bank charges.

Balance sheet

Other investments

Other investments comprise investments in portfolio companies which are measured at fair value at the balance sheet date in accordance with the Danish Financial Statements Act § 37. Value adjustments are recognized in the income statement.

Accounting policies

Cash

Cash comprises cash in bank deposits.

Other financial liabilities

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