

Novo Nordisk Region International Operations A/S

c/o Novo Nordisk A/S
Novo Allé
2880 Bagsværd
Denmark

CVR number 26 40 95 94

Annual Report 2018

**The Annual Report has been presented and adopted at the Annual
General Meeting on 14 May 2019.**



Chairman of the meeting

Novo Nordisk Region International Operations A/S
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Novo Nordisk Region International Operations A/S
Statement by the Board of Directors and Executive Management

Today, the Board of Directors and Executive Management have approved the Annual Report of Novo Nordisk Region International Operations A/S for the year 2018.

The Annual Report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position of the company at 31 December 2018 and of the results of the company's operations for 2018 in accordance with the Danish Financial Statements Act.

Further, in our opinion, the Management's review gives a fair review of the development in the company's operations and financial matters and the results of the company's operations and financial position.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Bagsværd, 14 May 2019

Executive Management:



Peter Bøggild

Board of Directors:



Karsten Munk Knudsen
Chairman



Lene Bang



Thomas Haagen

Novo Nordisk Region International Operations A/S

Independent Auditor's report

To the Shareholder of Novo Nordisk Region International Operations A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2018, and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Novo Nordisk Region International Operations A/S for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 our report. We are independent of the Company in accordance with the International Ethics Standards Board for 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, 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 Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company 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.

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

Novo Nordisk Region International Operations A/S
Independent Auditor's report

- 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 Company'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 Company'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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, 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.

Hellerup, 14 May 2019

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31



Mads Melgaard
State Authorised Public Accountant
mne34354



Elife Savas
State Authorised Public Accountant
mne34453

Novo Nordisk Region International Operations A/S

Company information

Company	Novo Nordisk Region International Operations A/S c/o Novo Nordisk A/S Novo Allé 2880 Bagsværd Denmark
	CVR no.: 26 40 95 94
	Founded: 1 January 2002
	Municipality of domicile: Gladsaxe
	Financial year: 1 January – 31 December
Board of Directors	Karsten Munk Knudsen, chairman Lene Bang Tomas Haagen
Executive Management	Peter Bøggild
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup Denmark
General meeting	The Annual General Meeting will be held on 14 May 2019 at the company's address.
Consolidated financial statements	In accordance with section 112 of the Danish Financial Statements Act, consolidated financial statements have not been prepared. The consolidated financial statements of the parent company, Novo Nordisk A/S, and the ultimate parent company, Novo Nordisk Foundation, in which Novo Nordisk Region International Operations A/S is fully consolidated, can be ordered from Novo Nordisk A/S (CVR nr. 24 25 67 90), Novo Allé, 2880 Bagsværd, Denmark, and from the Novo Nordisk Foundation (CVR nr. 10 58 29 89), Tuborg Havnevej 19, 2900 Hellerup, Denmark.

Novo Nordisk Region International Operations A/S
Financial key figures

	2018	2017	2016	2015	2014
	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000
Income statement:					
Operating profit/(loss)	(303)	(251)	(283)	(276)	(276)
Net financials & profit/(loss) in subsidiaries	2,034,090	820,376	380,887	1,007,547	772,085
Net profit/(loss) for the year	2,033,433	813,764	373,587	1,020,121	781,982
Balance sheet:					
Financial assets	7,884,708	6,223,096	6,391,368	6,241,368	7,016,334
Total assets	7,977,270	6,230,740	6,508,667	7,288,828	7,357,115
Equity	7,959,333	6,155,921	6,097,868	7,275,226	6,665,841

Novo Nordisk Region International Operations A/S Management Review

Main activities

The company's main activities are the holding of equity investments in companies, and other investments, as well as financial activities, and – at the discretion of the Board of Directors – supporting the operations of such companies.

Development during the financial year

Net profit for Novo Nordisk Region International Operations A/S ended at DKK 2,033,433 thousand for the year 2018 compared with DKK 813,764 thousand for the year 2017. The increase in net profit is mainly driven by the increase in profit in subsidiaries.

The net profit is in line with the expectations stated in the Annual Report 2017.

In 2018 the company has acquired one share in the company Aldaph SpA in Algeria. The share is classified as 'Other financial assets'.

Outlook for the company, including specific assumptions and elements of uncertainty

The company's most important activity, also in 2019, is expected to comprise the holding of equity investments in a portfolio of subsidiaries.

The company's financial performance reflects the development in the underlying subsidiaries. Management expects to record a positive return in 2019.

Specific risks

For other specific risks and presentation of capital resources please see management review included in the annual report of Novo Nordisk A/S.

Reporting on social responsibility and underrepresented gender

In accordance with the Danish Financial Statements Act §99 a par. 6 information regarding social responsibility is included in the annual report of Novo Nordisk.

Novo Nordisk Region International Operations A/S has equal gender representation on its Board of Directors.

Novo Nordisk Region International Operations A/S has less than 50 employees and are thereby not required to report on gender diversity for other management levels.

Novo Nordisk Region International Operations A/S
Income statement

	Note	2018 DKK '000	2017 DKK '000
Administrative costs		303	251
Operating loss		303	251
Profit/(loss) in subsidiaries	1	2,035,168	827,931
Financial income	2	925	161
Financial expenses	3	2,003	7,716
Profit/(loss) before income taxes		2,033,787	820,125
Income taxes	4	354	6,361
NET PROFIT/(LOSS) FOR THE YEAR	5	2,033,433	813,764

For proposed appropriation of net profit see note 5.

Novo Nordisk Region International Operations A/S
Balance sheet at 31 December

	Note	2018 DKK '000	2017 DKK '000
ASSETS			
Financial assets	1	7,884,706	6,223,096
Other financial assets		2	-
TOTAL NON-CURRENT ASSETS		7,884,708	6,223,096
Amounts owed by affiliated companies		91,996	1,825
Tax receivables		316	1,742
Other receivables		223	240
Cash at bank		27	3,837
TOTAL CURRENT ASSETS		92,562	7,644
TOTAL ASSETS		7,977,270	6,230,740
EQUITY AND LIABILITIES			
Share capital	6	113,303	113,303
Net revaluation reserve according to the equity method		3,854,136	2,217,980
Retained earnings		3,991,894	3,824,638
TOTAL EQUITY		7,959,333	6,155,921
Amounts owed to affiliated companies		275	57,988
Tax payables		-	1,000
Other liabilities		17,662	15,831
TOTAL CURRENT LIABILITIES		17,937	74,819
TOTAL LIABILITIES		17,937	74,819
TOTAL EQUITY AND LIABILITIES		7,977,270	6,230,740

Novo Nordisk Region International Operations A/S
Statement of changes in equity at 31 December

	Share capital DKK '000	Net revaluation reserve DKK '000	Retained earnings DKK '000	Total DKK '000
2018				
Balance at the beginning of the year	113,303	2,217,980	3,824,638	6,155,921
Net profit/(loss) for the year			2,033,433	2,033,433
Remeasurements of defined benefit plans in subsidiaries			1,990	1,990
Transfer of net profit for the year to net revaluation reserve		1,636,156	(1,636,156)	-
Exchange rate adjustments of investments in subsidiaries			(231,909)	(231,909)
Other adjustments			(102)	(102)
Balance at the end of the year	113,303	3,854,136	3,991,894	7,959,333
2017				
Balance at the beginning of the year	113,303	2,403,774	3,580,791	6,097,868
Net profit/(loss) for the year			813,764	813,764
Remeasurements of defined benefit plans in subsidiaries			(942)	(942)
Transfer of net profit for the year to net revaluation reserve		(185,794)	185,794	-
Exchange rate adjustments of investments in subsidiaries			(754,771)	(754,771)
Other adjustments			2	2
Balance at the end of the year	113,303	2,217,980	3,824,638	6,155,921

Novo Nordisk Region International Operations A/S

Accounting policies

Accounting basis

The Annual Report of the company is prepared in accordance with the Danish Financial Statements Act for a large class C enterprise.

The accounting policies applied remain unchanged from last year.

The Annual Report is presented in DKK 1,000.

Translation of foreign currencies

Assets and debt in foreign currencies are translated into Danish kroner at the exchange rates at the balance sheet date. Financial statements of foreign subsidiaries are translated into Danish kroner at the exchange rates at the balance sheet date for the balance sheet items and at average exchange rates for income statement items.

All exchange rate adjustments are recognised in the income statement except exchange rate adjustments arising from:

- translation of subsidiaries' net assets at the beginning of the year at the exchange rates at the balance sheet date
- translation of subsidiaries' income statements at average exchange rates and translation of their balance sheet items at the exchange rates at the balance sheet date
- translation of non-current intra-Group receivables that are considered a supplement to the net assets of the subsidiaries.

The above currency translation differences are recognised directly in equity.

Administrative costs

Administrative costs comprise of audit fee and administrative costs.

According to the Danish Financial Statements Act §98b (3) executive management remuneration is not disclosed.

Financial items

Financial income and expenses include interest income and expenses, realised and unrealised capital gains and losses on securities, debt and transactions in foreign currencies, amortisation of financial assets and liabilities, as well as surcharges and allowances under the tax prepayment scheme etc. Financial income and expenses are recognised by the amounts pertaining to the financial year.

Share-based payment

The parent company offers incentive schemes to a group of managerial employees in the company's subsidiaries. The fair value of the employee services received in exchange for the grant of shares is recognised as an expense.

Retirement benefit obligations

A few of the company's subsidiaries operate defined benefit plans. The cost for the year for defined benefit plans are determined using the projected unit credit method based on actuarial assumptions. Gains and losses arising from changes in actuarial assumptions are charged directly to Equity.

Financial assets

Equity investments in subsidiaries are recognised at equity value, i.e. at the proportional share of the carrying amount of the equity value of the subsidiary.

The share of profit or loss in subsidiaries is recognised in the income statement of the parent company.

For business combinations in connection with the foundation of the company the acquisition method is used, resulting in a revaluation of the acquired companies' assets and liabilities and recognition of goodwill. This goodwill is amortised over a maximum period of 20 years, based on life expectancy, and an impairment test is conducted annually.

Novo Nordisk Region International Operations A/S

Accounting policies

Subsequent internal business combinations are recognised using the pooling of interests method, meaning that assets and liabilities are recognised at the carrying amounts that would have applied if the Group relationship had been established at the beginning of the comparative period, without any subsequent revaluation.

When using the pooling of interests method, there is no recognition of goodwill. The difference between the amount paid as capital and the equity in the acquired company is recognised directly in equity.

Net revaluation of equity investments in subsidiaries exceeding the declared dividend of the subsidiaries is transferred to equity as net revaluation reserve according to the equity method.

Receivables

Receivables are stated at amortised cost less write-downs for potential losses on doubtful debts. The write-downs are based on an individual assessment of each debtor, including an evaluation of payment risk associated with individual countries.

Tax

Deferred tax is provided for using the balance sheet liability method and comprises all temporary differences between the carrying amount and tax base of assets and liabilities, with the exception of goodwill in situations where goodwill is not deducted for tax purposes. The tax value of tax loss carry-forwards is included in the statement of deferred tax if the losses are likely to be utilised in the future. Deferred tax is provided for using the tax rate expected to apply when the temporary differences are expected to be eliminated.

Tax payable/receivable includes tax payable computed on the basis of the expected taxable income for the year and any adjustments of taxes payable for previous years.

Income tax in the income statement comprises current tax for the year and any change in the provision for deferred tax.

The company is jointly taxed with the Danish companies in the Novo Holdings A/S Group. The tax effect of the joint taxation with the parent company and other subsidiaries is allocated to the companies in proportion to their taxable incomes (full allocation). The current tax in the joint taxation is paid by the ultimate parent company, Novo Holdings A/S, which functions as the tax administration company. The jointly taxed Danish enterprises have adopted the on-account taxation scheme.

Dividends

Proposed dividends (not yet declared) for the accounting period are recognised in the equity as proposed dividends.

Long- and short-term debt

Long- and short-term debt are measured at amortised cost.

Audit fee

In accordance with section 3, paragraph 96, of the Danish Financial Statements Act, audit fees has not been presented for the parent company. Reference is made to the audit fees in the Consolidated Financial Statements for the Novo Nordisk Group.

Statement of cash flows

In accordance with section 4, paragraph 86, of the Danish Financial Statements Act, no separate cash flow statement has been prepared for the parent company. Reference is made to the cash flow statement in the Consolidated Financial Statements for the Novo Nordisk Group.

Segment information

The company only has one business segment and one geographical segment consisting of equity participation in a portfolio of companies in International Operations, as well as to service these operationally.

Novo Nordisk Region International Operations A/S
Notes

1 - Financial assets	2018	2017
	DKK '000	DKK '000
Capital investments in subsidiaries		
Cost at the beginning of the year	4,005,116	3,987,594
Investments during the year	25,454	17,522
Cost at the end of the year	4,030,570	4,005,116
Value adjustments at the beginning of the year	2,217,980	2,403,774
Profit/(loss) before tax	1,661,376	1,291,345
Income taxes on profit for the year	380,749	(456,457)
Amortisation and write-down of goodwill	(6,957)	(6,957)
Remeasurements of defined benefit plans	1,990	(942)
Dividends	(168,991)	(258,014)
Effect of exchange rate adjustment	(231,909)	(754,771)
Other adjustments	(102)	2
Value adjustments at the end of the year	3,854,136	2,217,980
Carrying amount at the end of the year	7,884,706	6,223,096

The carrying amount of equity investments in subsidiaries includes goodwill of DKK 29.6 million (2017: DKK 36.5 million), which occurred in connection with the acquisition of subsidiaries. Amortisation of goodwill amounts to DKK 7 million (2017: DKK 7 million).

A list of capital investments in subsidiaries is shown in note 11.

2 - Financial income	2018	2017
	DKK '000	DKK '000
Foreign exchange rate gain (net)	857	-
Other financial income	68	161
Total financial income	925	161

3 - Financial expenses	2018	2017
	DKK '000	DKK '000
Interest expenses relating to affiliated companies	270	635
Foreign exchange rate loss (net)	-	5,491
Other financial expenses	1,733	1,590
Total financial expenses	2,003	7,716

4 - Income taxes	2018	2017
	DKK '000	DKK '000
Tax on the profit/(loss) for the year	354	6,361
Income taxes	354	6,361

5 - Proposed appropriation of net profit	2018	2017
	DKK '000	DKK '000
Retained earnings	397,277	999,558
Net revaluation reserve according to the equity method	1,636,156	(185,794)
Distribution of net profit	2,033,433	813,764

Novo Nordisk Region International Operations A/S Notes

6 - Share capital

The share capital consists of 113,303,310 shares of nominal value DKK 1. No shares carry any special rights.

The share capital has not changed during the last five years.

7 - Contingencies

The company is jointly taxed with the Danish companies in the Novo Holdings A/S Group. The joint taxation also covers withholding taxes in the form of dividend tax, royalty tax and interest tax. The Danish companies are jointly and individually liable for the joint taxation. Any subsequent adjustments to income taxes and withholding taxes may lead to a larger liability. The tax for the individual companies is allocated in full on the basis of the expected taxable income.

The company has no other contingent liabilities.

8 - Events after the balance sheet date

No events have occurred after the end of the reporting period that materially affect the financial position of the company.

9 - Related party transactions

For information on transactions with related parties, please refer to the annual report of Novo Nordisk A/S.

10 - Related parties and ownership

Controlling interests

Novo Nordisk A/S, Novo Allé, 2880 Bagsværd, Denmark
Novo Holdings A/S, Tuborg Havnevej 19, 2900 Hellerup, Denmark
Novo Nordisk Foundation, Tuborg Havnevej 19, 2900 Hellerup,
Denmark

Basis

Principal shareholder, owns 100%
Controls Novo Nordisk A/S
Ultimate parent of the Group

Novo Nordisk Region International Operations A/S
Notes

11 - Subsidiaries

	Country	Percentage of shares owned	Activity			
			Production	Sales and marketing	Research and development	Services/investments
			▲	■	●	□
Subsidiaries						
Novo Nordisk Pharma Argentina S.A.	Argentina	95		■		
Novo Nordisk Pharmaceuticals Pty. Ltd.	Australia	100		■		
Novo Nordisk Pharma (Private) Limited	Bangladesh	100		■		
Novo Nordisk Produção Farmacêutica do Brasil Ltda.	Brazil	100	▲			
Novo Nordisk Farmacêutica do Brasil Ltda.	Brazil	100		■		
Novo Nordisk Farmacêutica Limitada	Chile	99		■		
Novo Nordisk (China) Pharmaceuticals Co., Ltd.	China	100	▲	■		
Novo Nordisk Colombia SAS	Colombia	100		■		
Novo Nordisk Pharma Operations A/S	Denmark	100				□
Novo Nordisk Region China A/S	Denmark	100				□
Novo Nordisk Egypt LLC	Egypt	99		■		
Novo Nordisk Egypt Trading	Egypt	99		■		
Novo Nordisk Egypt Pharmaceuticals Ltd.	Egypt	99		■		
Novo Nordisk Hong Kong Limited	Hong Kong	100		■		
Novo Nordisk India Private Limited	India	100		■		
PT. Novo Nordisk Indonesia	Indonesia	99		■		
Novo Nordisk Pharma Kish	Iran	100		■		
Novo Nordisk Pars	Iran	100		■		
Novo Nordisk Ltd	Israel	100		■		
Novo Nordisk Kazakhstan LLP	Kazakhstan	100		■		
Novo Nordisk Kenya Ltd.	Kenya	100		■		
Novo Nordisk Pharma SARL	Lebanon	98		■		
Novo Nordisk Pharma (Malaysia) Sdn Bhd	Malaysia	100		■		
Novo Nordisk Pharma Operations (BAOS) Sdn Bhd	Malaysia	100				□
Novo Nordisk Farmacêutica S.A. de C.V.	Mexico	100				□
Novo Nordisk Mexico S.A. de C.V.	Mexico	100		■		
Novo Nordisk Pharma SAS	Morocco	100		■		
Novo Nordisk Pharmaceuticals Ltd.	New Zealand	100		■		
Novo Nordisk Pharma Limited	Nigeria	100		■		
Novo Nordisk Pharma (Private) Limited	Pakistan	100		■		
Novo Nordisk Panama S.A.	Panama	99		■		
Novo Nordisk Peru S.A.C.	Peru	100		■		
Novo Nordisk Pharmaceuticals (Philippines) Inc.	Philippines	100		■		
Novo Nordisk Limited Liability Company	Russia	100		■		
Novo Nordisk Production Support LLC	Russia	90	▲			
Novo Investment Pte Limited	Singapore	100				□
Novo Nordisk Pharma (Singapore) Pte Ltd.	Singapore	100		■		
Novo Nordisk (Pty) Limited	South Africa	100		■		
Novo Nordisk Lanka (PVT) Ltd	Sri Lanka	100		■		
Novo Nordisk Pharma (Taiwan) Ltd.	Taiwan	100		■		
Novo Nordisk Pharma (Thailand) Ltd.	Thailand	94		■		
Novo Nordisk Tunisie SARL	Tunesia	100		■		
Novo Nordisk Saglik Ürünleri Tic. Ltd. Sti.	Turkey	97		■		
Novo Nordisk Ukraine, LLC	Ukraine	99		■		
Novo Nordisk Pharma Gulf FZ-LLC	United Arab Emirates	100		■		
Novo Nordisk Venezuela Casa de Representación C.A.	Venezuela	100		■		