

Novo Nordisk Invest 3 A/S

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

CVR number 33 76 12 01

Annual Report 2016

**The Annual Report has been presented and adopted at the Annual
General Meeting on 25 April 2017.**



Chairman of the meeting

Novo Nordisk Invest 3 A/S
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Novo Nordisk Invest 3 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 Invest 3 A/S for the year 2016.

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 2016 and of the results of the company's operations for 2015 in accordance with the Danish Financial Statements Act.

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

Bagsværd, 25 April 2017

Executive Management:




Karsten Munk Knudsen

Board of Directors:



Jesper Brandgaard
Chairman



Ole F. Ramsby



Lars Fruergaard Jørgensen

Novo Nordisk Invest 3 A/S

Independent Auditor's report

To the Shareholder of Novo Nordisk Invest 3 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 2016, and of the results of the Company's operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Novo Nordisk Invest 3 A/S for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies.

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:

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.

Bagsværd, 25 April 2017

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31



Torben Jensen

State Authorised Public Accountant

Novo Nordisk Invest 3 A/S
Company information

Company Novo Nordisk Invest 3 A/S
c/o Novo Nordisk A/S
Novo Allé
2880 Bagsværd
Denmark

CVR.no.: 33 76 12 01
Founded: 14 June 2011
Municipality of domicile: Gladsaxe
Financial year: 1 January – 31 December

Board of Directors Jesper Brandgaard, chairman
Ole F. Ramsby
Lars Fruergaard Jørgensen

Executive Management Karsten Munk Knudsen

Auditors PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
2900 Hellerup
Denmark

General meeting The Annual General Meeting will be held on 25 April 2017 at the company's address.

Novo Nordisk Invest 3 A/S Management Review

Main activities

The company's main activities are the holding of equity investments in domestic and foreign 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 loss for Novo Nordisk Invest 3 A/S ended at DKK 5,342 thousand for the year 2016 compared with net loss of DKK 5,714 thousand for the year 2015.

During 2016 the company has liquidated the two US companies Calibrium, LLC and MB2 LLC.

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.

No activity is expected to take place in the company in 2017.

Novo Nordisk Invest 3 A/S
Income statement

	Note	2016 DKK '000	2015 DKK '000
Administrative costs		21	31
Other operating income/(expense)	1	-	25,525
Operating profit/(loss)		(21)	25,494
Profit/(loss) in subsidiaries	4	340	(5,696)
Financial income	2	895	-
Financial expenses	3	552	25,523
Profit/(loss) before income taxes		662	(5,725)
Income taxes		6,004	(11)
NET PROFIT/(LOSS) FOR THE YEAR		(5,342)	(5,714)
Proposed appropriation of net profit:			
Proposed dividends		20,000	10,000
Retained earnings		(25,342)	(15,714)
Distribution of net profit/(loss)		(5,342)	(5,714)

Novo Nordisk Invest 3 A/S
Balance sheet at 31 December

	Note	2016 DKK '000	2015 DKK '000
ASSETS			
Financial assets	4	-	27,399
TOTAL NON-CURRENT ASSETS		-	27,399
Tax receivables		-	11
Amounts owed by affiliated companies		37,808	9,357
Other receivables		9,207	8,900
Cash at bank and on hand		30,181	3,581
TOTAL CURRENT ASSETS		77,196	21,849
TOTAL ASSETS		77,196	49,248
EQUITY AND LIABILITIES			
Share capital	5	500	500
Proposed dividends		20,000	10,000
Retained earnings		4,560	30,080
TOTAL EQUITY		25,060	40,580
Deferred tax liability		7,266	-
TOTAL NON-CURRENT LIABILITIES		7,266	-
Tax payable		85	-
Other liabilities		44,785	8,668
TOTAL CURRENT LIABILITIES		44,870	8,668
TOTAL LIABILITIES		52,136	8,668
TOTAL EQUITY AND LIABILITIES		77,196	49,248

Novo Nordisk Invest 3 A/S

Statement of changes in equity at 31 December

	Share capital DKK '000	Share premium DKK '000	Retained earnings DKK '000	Proposed dividends DKK '000	Total DKK '000
2016					
Balance at the beginning of the year	500	-	30,080	10,000	40,580
Net profit/(loss) for the year			(5,342)		(5,342)
Exchange rate adjustments of Investments in subsidiaries			(178)		(178)
Dividends paid				(10,000)	(10,000)
Proposed dividends			(20,000)	20,000	-
Balance at the end of the year	500	-	4,560	20,000	25,060

2015

Balance at the beginning of the year	500	-	(76)	-	424
Paid In share capital *)		44,288			44,288
Transfer of share premium to retained earnings		(44,288)	44,288		-
Net profit/(loss) for the year			(5,714)		(5,714)
Proposed dividends			(10,000)	10,000	-
Exchange rate adjustments of investments in subsidiaries			1,582		1,582
Balance at the end of the year	500	-	30,080	10,000	40,580

*) Paid In share capital amounts to nominal DKK 100 at a price of DKK 44,288,400.

Novo Nordisk Invest 3 A/S

Accounting policies

Accounting basis

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

The Annual Report is presented in DKK 1,000.

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 Invest 3 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.

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 expenses

Administrative expenses comprise expenses for the management and administration of the company.

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. Financial income and expenses are recognised by the amounts pertaining to the financial year.

Financial assets

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

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

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.

Amounts owed by affiliated companies

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.

Tax

The company is jointly taxed with the Danish companies in the Novo 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 A/S, which functions as the tax administration company. The jointly taxed Danish enterprises have adopted the on-account taxation scheme.

Short-term debt

Short-term debt are measured at amortised cost.

Dividend

Proposed dividends (not yet declared) for the accounting period are recognised in retained earnings.

Novo Nordisk Invest 3 A/S
Notes

	2016	2015
	DKK '000	DKK '000
1 - Other operating income/(expense)		
Other operating income	178,188	25,525
Other operating expense	178,188	-
Other operating income/(expense)	-	25,525

Other operating expense is a milestone payment related to the purchase of intellectual property rights in 2015. Novo Nordisk A/S acquired the rights from Novo Nordisk Invest 3 A/S, also in 2015, and Other operating income is payment from Novo Nordisk A/S to cover the milestone payment in accordance with a written agreement between Novo Nordisk A/S and Novo Nordisk Invest 3 A/S.

2 - Financial income

Interest income relating to affiliated companies	2	-
Foreign exchange rate gain (net)	893	-
Total financial income	895	-

3 - Financial expenses

Foreign exchange rate loss (net)	-	24,317
Interest expenses relating to affiliated companies	-	1,206
Other financial expenses	552	-
Total financial expenses	552	25,523

4 - Financial assets

Capital investments in subsidiaries

Cost at the beginning of the year	687,463	-
Additions during the year	-	687,463
Liquidation during the year	(687,463)	-
Cost at the end of the year	-	687,463
Value adjustments at the beginning of the year	(660,064)	-
Profit/(loss) before tax	455	(5,696)
Income taxes on profit for the year	(115)	-
Dividends	-	(655,950)
Liquidation during the year	659,902	-
Effect of exchange rate adjustment	(178)	1,582
Value adjustments at the end of the year	-	(660,064)
Carrying amount at the end of the year	-	27,399

5 - Share capital

The share capital consists of 5,001 shares of nominal value DKK 100. No shares carry any special rights.

	2016	2015	2014	2013	2012
	DKK	DKK	DKK	DKK	DKK
Share capital 1 January	500,100	500,000	500,000	500,000	500,000
Capital contribution	-	100	-	-	-
Balance at the end of the year	500,100	500,100	500,000	500,000	500,000

Novo Nordisk Invest 3 A/S

Notes

6 - Contingencies

The company is jointly taxed with the Danish companies in the Novo 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 contractual obligation against the seller of the US companies bought in 2015. The remaining part amounts to USD 15 million which is due in 2017 if a research milestone is successfully achieved. The obligation will be reimbursed by Novo Nordisk A/S.

The company has no other contingent liabilities.

7 - Related parties and ownership

Controlling interests

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

Basis

Principal shareholder
Controls Novo Nordisk A/S
Ultimate parent of the Group