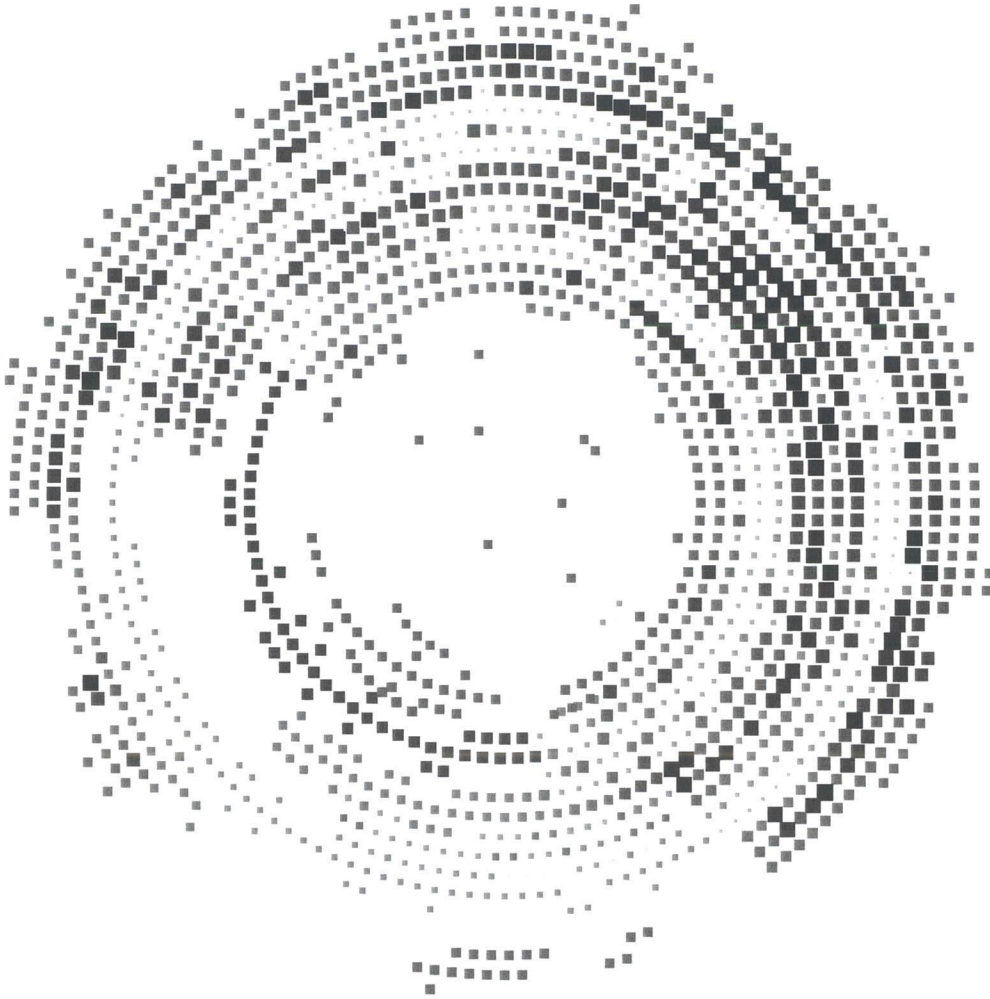


Deloitte.



NB FP Investment II K/S

Østergade 24, 1., 1100 Copenhagen
CVR No. 35867899

Annual report 2019

The Annual General Meeting adopted the
annual report on **2 March 2020**



Chairman of the General Meeting

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Entity details

Entity

NB FP Investment II K/S

Østergade 24, 1.

1100 Copenhagen

CVR No.: 35867899

Date of foundation: 30.05.2014

Registered office: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

Executive Board

On Behalf Of NB FP Investment General Partner ApS, Florian Schönharting

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

Postboks 1600

0900 København C

Statement by Management

The Executive Board has today considered and approved the annual report of NB FP Investment II K/S for the financial year 01.01.2019 - 31.12.2019.

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

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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

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

Copenhagen, 07.02.2020

Executive Board

**On behalf of NB FP Investment General Partner
ApS, Florian Schönharting**

A handwritten signature in black ink, appearing to read 'Florian Schönharting', is written over the printed name.

Independent auditor's report

To the shareholders of NB FP Investment II K/S

Opinion

We have audited the financial statements of NB FP Investment II K/S for the financial year 01.01.2019 - 31.12.2019, 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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 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.

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.

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.

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, 07.02.2020

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No.: 33963556



Bill Haudal Pedersen

State Authorised Public Accountant

Identification No (MNE) 30131

Management commentary

Primary activities

NB FP Investment II K/S is a venture capital company focusing on investments in the biotech industry.

Development in activities and finances

Activities for the entity have for the year been in accordance with expectations from Management.

Income statement for 2019

	Notes	2019 EUR'000	2018 EUR '000
Other external expenses		(7)	(8)
Gross profit/loss		(7)	(8)
Income from other financial assets	1	89	(1,438)
Profit/loss before tax		82	(1,446)
Tax on profit/loss for the year		0	0
Profit/loss for the year		82	(1,446)
Proposed distribution of profit and loss:			
Retained earnings		82	(1,446)
Proposed distribution of profit and loss		82	(1,446)

Balance sheet at 31.12.2019

Assets

	Notes	2019 EUR'000	2018 EUR'000
Other investments		499	410
Other financial assets		499	410
Fixed assets		499	410
Cash		12	12
Current assets		12	12
Assets		511	422

Equity and liabilities

	Notes	2019 EUR'000	2018 EUR'000
Contributed capital		8,404	8,397
Retained earnings		3,802	3,719
		(11,701)	(11,701)
Equity		505	415
Other payables		6	7
Current liabilities other than provisions		6	7
Liabilities other than provisions		6	7
Equity and liabilities		511	422

Working conditions

2

Statement of changes in equity for 2019

	Contributed capital EUR'000	Retained earnings EUR'000	EUR'000	Total EUR'000
Equity beginning of year	8,397	3,720	(11,701)	416
Increase of capital	7	0	0	7
Profit/loss for the year	0	82	0	82
Equity end of year	8,404	3,802	(11,701)	505

Notes

1 Income from other financial assets

The fair value adjustment includes NB FP Investment II K/S' share in the portfolio company Forward Pharma A/S. Forward Pharma A/S is listed on Nasdaq.

2 Working conditions

The entity has no employees.

The management has not received remuneration from the entity.

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 with addition of certain provisions for reporting class C.

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.

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 rate 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.

Income statement

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 adjustments of investments in portfolio companies for the financial year.

Balance sheet

Other investments

Other investments comprise listed securities 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.

Cash

Cash comprises cash in hand and bank deposits.

Dividend

Dividends or distributions are recognized as negative equity at the time of payment of the distribution.

Other financial liabilities

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