Årsregnskap for regnskapsåret 2014

Organisasjonsnr:	980 040 461
Navn/foretaksnavn:	CELLCURA ASA
Forretningsadresse:	Uniongata 18
	3732 SKIEN

Brønnøysundregistrene
20.11.2020

2015 .102579

Brønnøysundregistrene – Regnskapsregisteret

VEDLEGG TIL ÅRSREGNSKAP 2014

CELLCURA ASA Postboks 1320 Vika 0112 OSLO	Organisasjonsnr. 980 040 461	ASA

Registrerte opplysninger per 07.09.2015		Eventuelle endringer dette regnskapsåret	
Startdato	Avslutningsdato	Startdato	Avslutningsdato
01.01.2014	31.12.2014		
Konsernforhold Foreninger som følger regler for frivillig virksomhet, kan ikke være morselskap	Morselskap JA	Endret konsernforhold ☐ Morselskap	☐ Ikke morselskap

Kun for aksjeselskap som har meldt fravalg av revisjon

Selskapet har besluttet at årsregnskapet ikke skal revideres	☐ Ja
Årsregnskapet er utarbeidet av ekstern autorisert regnskapsfører	☐ Ja
Ekstern autorisert regnskapsfører har i løpet av regnskapsåret bistått ved den løpende regnskapsføringen eller utført andre tjenester for selskapet enn å utarbeide årsregnskapet	☒ Ja

Årsregnskapet er satt opp etter reglene for frivillig virksomhet	☐ Avkrysning er kun aktuelt for foreninger (FLI) som er registrert i Frivillighetsregisteret	
Hvis enheten ikke følger norsk regnskapslov eller frivillighetsregisterloven, kryss av	☐ IFRS selskap	☒ IFRS konsern
Hvis enheten velger å avvike fra regnskapsloven § 6-1, kryss av	☐ Funksjon selskap	☐ Funksjon konsern
Følges regnskapsreglene for små foretak?	☐ Ja	☒ Nei

Vedl.

Jeg bekrefter at vedlagte årsregnskap er fastsatt av kompetent organ den	Dato
Sted/dato, Underskrift av representant for enheten	

Bare til bruk for Regnskapsregisteret Osl

G ☒ NYVE ☐ Admr ☐ Kregn Ja ☒ Nei ☐ Aktiv. regn ☐

M ☐ Rets ☐ Ant.s 60

☐ ov.b ☐ årsb ☐ res ☐ bal ☐ e.bal ☐ gj.bal ☐ rev ☐ i-rev ☐ k-res ☐ k-bal ☐ k-n ☐ k-rev ☐ i-k-rev ☐ n

☐ k-regn ☐ kto ☐ d.k ☐ ik-fv ☐ konsf ☐ ifrs ☐ fr-rev ☐ ☐ ☐ ☐ ☐ ☐ funk ☐ u.off ☐ brev

BR-1001-11

Brønnøysundregistrene – Regnskapsregisteret

VEDLEGG TIL ÅRSREGNSKAP 2014

CELLCURA ASA Postboks 1320 Vika 0112 OSLO	Organisasjonsnr. 980 040 461	ASA

Registrerte opplysninger per 31.08.2015		Eventuelle endringer dette regnskapsåret	
Startdato 01.01.2014	Avslutningsdato 31.12.2014	Startdato	Avslutningsdato
Konsernforhold Foreninger som følger regler for frivillig virksomhet, kan ikke være morselskap	Morselskap JA	Endret konsernforhold ☐ Morselskap	☐ Ikke morselskap

Kun for aksjeselskap som har meldt fravalg av revisjon

Selskapet har besluttet at årsregnskapet ikke skal revideres	☐ Ja
Årsregnskapet er utarbeidet av ekstern autorisert regnskapsfører	☐ Ja
Ekstern autorisert regnskapsfører har i løpet av regnskapsåret bistått ved den løpende regnskapsføringen eller utført andre tjenester for selskapet enn å utarbeide årsregnskapet	☒ Ja

Årsregnskapet er satt opp etter reglene for frivillig virksomhet	☐ Avkrysning er kun aktuelt for foreninger (FLI) som er registrert i Frivillighetsregisteret	
Hvis enheten ikke følger norsk regnskapslov eller frivillighetsregisterloven, kryss av	☐ IFRS selskap	☒ IFRS konsern
Hvis enheten velger å avvike fra regnskapsloven § 6-1, kryss av	☐ Funksjon selskap	☐ Funksjon konsern
Følges regnskapsreglene for små foretak?	☐ Ja	☒ Nei

Jeg bekrefter at vedlagte årsregnskap er fastsatt av kompetent organ den — Dato

Sted/dato, Underskrift av representant for enheten

GERD STRAUME — OSLO 02.09.2015

Bare til bruk for Regnskapsregisteret

G ☐ NYVE ☐ Admr ☐ Kregn Ja ☐ Nei ☐ Aktiv. regn ☐

M ☐ Rets ☐ Ant.s

ov.b årsb res bal e.bal gj.bal rev i-rev k-res k-bal k-n k-rev i-k-rev n

k-regn kto d.k ik-fv konsf ifrs fr-rev funk u.off brev

BR-1001-11

Skattedirektoratet

Saksbehandler	Deres dato	Vår dato
Jan Hoelstad	20.01.2011	26.01.2011
Telefon	Deres referanse	Vår referanse
22077325	Jørgen Mørkved	2011/99749

CellCura ASA
Unionsgata 18
3732 SKIEN

Dispensasjon fra kravet om utarbeidelse av årsregnskap og årsberetning på norsk språk for CellCura ASA, org. nr: 980 040 461

Det vises til deres brev av 20. januar 2011 samt e-post av 26. januar 2011 med supplerende opplysninger i sakens anledning. Det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for CellCura ASA.

Bakgrunn
CellCura ASA utvikler og tilbyr tjenester og infrastrukturelle produkter innen assistert befruktning og cellebehandling. Selskapet satser globalt og retter primært sin virksomhet inn mot fertilitets- og stamcelleindustrien. Selskapet er lokalisert i Norge samt har datterselskap i USA og Danmark. Selskapet fremhever at det jobber inne en bransje som benytter engelsk språk, og dette er også arbeidsspråk internt. I selskapets styre og ledelse for øvrig, er det enkelte personer med utenlandsk bakgrunn og med begrenset norsk kunnskaper. Årsregnskap og årsberetning må derfor utarbeides på engelsk. Selskapet er notert på Oslo Axess, men har fått dispensasjon fra språkkravet i verdipapirhandelloven § 5-13. Selskapet har per i dag en klar overvekt av norske aksjonærer, men fire profesjonelle norske investorer som i dag har styrerepresentasjon, eier noe over 60 % av selskapet.

Da selskapet trenger en engelsk språklig versjon av årsregnskap og årsberetning, og det mener at ingen av selskapets regnskapsbrukere vil bli skadelidende dersom årsregnskapet ikke også foreligger på norsk, søkes det om dispensasjon.

Skattedirektoratets vurdering og konklusjon
Etter regnskapsloven § 3-4 tredje ledd *skal "årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."*

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:
"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det

Postadresse	Besøksadresse	Sentralbord
Postboks 9200 Grønland	Se www.skatteetaten.no	800 80 000
0134 Oslo	Org. nr: 996250318	Telefaks
For elektronisk henvendelse se www.skatteetaten.no		22 17 08 60

vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon."

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til *"informative regnskaper for ulike grupper av regnskapsbrukere"*. Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. Selskapet virksomhet er i en internasjonal bransje og arbeidsspråket er engelsk. Alle sentrale aktører innen den bransje selskapet jobber, antas å måtte beherske og benytte engelsk språk. Selskapet er innvilget dispensasjon fra Oslo Børs vedrørende språkkravet i verdipapirhandelloven § 5-13. En vesentlig andel av selskapet er eid av profesjonelle investorer.

Skattedirektoratet gir på bakgrunn av en helhetsvurdering CellCura ASA dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

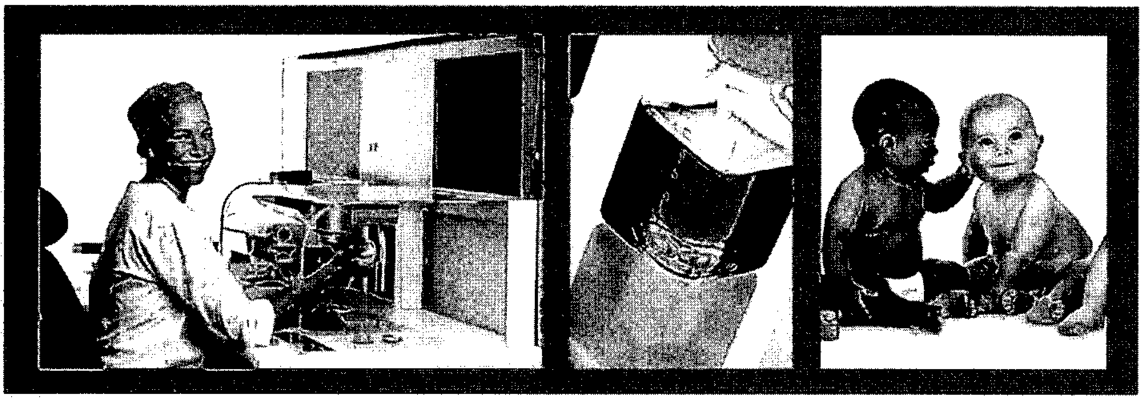
Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jan Hoelstad

CellCura
pure life science



Annual Report 2014

CellCura ASA

CONTENTS

BOARD OF DIRECTORS REPORT 2014

Company background

CellCura is dedicated to develop and commercialise cell technologies such as novel equipment and products for use in assisted reproductive technology (ART) and stem cell research. The technologies and products represent unprecedented levels of safety and efficiency.

CellCura is headquartered in Skien with branch office in Oslo and subsidiaries in Denmark and in the US.

2014 highlights

- CellCura has continued to reposition from an R&D company to a commercial business heading for a cash positive operation. As part of this process the Company has restructured the overall business into two separate subsidiaries based on the main areas of product offerings; ART Laboratory Solutions (LAB) and Protein Free Media (PFM), each with its own dedicated human and capital resources. CellCura ASA as parent company retains the overall strategic responsibility as well as responsibilities for various financial and administrative tasks. The reorganisation allow for a greater focus on customers in general and enable each subsidiary to better assist and follow-up clinic personnel in exploiting the value adding features of each product / solution.

- CellCura has completed an extensive cost cutting programme which has resulted in a leaner organisation with a more focused resource allocation and more efficient decision making processes. Future growth in the organisation will happen in conjunction with growth in each operating area and entail recruitment of employees in the respective subsidiaries. Furthermore management have reviewed and adjusted existing business plans for both LAB and PFM based on performance to-date and developed plans of realistic deliverables for each subsidiary on the basis of completed cost cuts, available resources and the existing product portfolio. These plans are expected to deliver cash flow positive operations with healthy income/cost ratios within a reasonable time frame.

- CellCura Solutions A/S has developed a revised version of the ERM workstation (version 1.5) offering reduced production costs and new features. The new features can be retrofitted to the current installation base as part of a future upgrade package. In addition CellCura has been focusing on expanding the existing customers' solutions with new modules in order to cover more of the processes in the clinics.

- The Company has traditionally worked with two main markets for its PFM products; regulated markets and unregulated markets. Due to a change in preferences among target groups in unregulated markets the Company has reduced its sales estimates for un-regulated markets before CE marked products are in place. However, distributors around the world keep showing interest and still regard the PFM products as unique and attractive. Therefore, the Company has continued to further develop its sales and distribution platform ahead of introducing products to the market once the CE approval is in place. The Company has also fine-tuned the composition of certain PFM products. This has been completed in order to further enhance specific value adding properties of certain media types.

- During 2014 CellCura did not succeeded in establishing a viable long-term financing for the Company. Further, there was insufficient interest amongst the Company's shareholders to initiate an equity placement or to provide other types of financing to the Company. Consequently, the Company did not have access to otherwise preferred financing alternatives (e.g. equity placement by way of rights issue or similar). The qualified members of the Board of Directors negotiated a convertible loan agreement with CellCura's largest shareholder Dag Dvergsten AS approved by the extraordinary general meeting 21 November. The loan allowed CellCura's Board of Directors and management further time to solve the ongoing efforts of seeking a long term financing. With these challenges remaining unresolved, Dag Dvergsten AS decided 19 December to convert NOK 9 500 000 of the convertible loan into shares in CellCura at a subscription price of NOK 0.20 per share. Consequently, the share capital increased with NOK 9 500 000 by the issuance of 47 500 000 new shares giving Dag Dvergsten AS more than 90% of the shares in CellCura by year-end.

Dag Dvergsten AS made a mandatory offer for CellCura in the beginning of January 2015 and carried out a compulsory acquisition of CellCura shares from all residual owners. The Company was delisted from the Oslo Stock Exchange 23 February and is now a privately held company.

Operational review

CellCura is dedicated to sell and develop technologies for use within ART worldwide. The core technology has been created through numerous years of research and development with the objective to improve efficiency in both clinical and research environments.

CellCura is offering:

- An integrated laboratory solution that secures a safe, ergonomic and controlled environment for cellular treatment including software solutions specifically developed for use in ART laboratories to secure an optimization of workflow, tracking and documentation of environment as well as storage. The solution also offers extensive data management possibilities.
- A unique protein-free cell culture medium that offers improved batch to batch stability and eliminates risks of transmission of blood borne diseases.

The CellCura Solution

The CellCura ART lab solution is the first of its kind combining all the steps in the ART process into one integrated digital workplace. The laboratory solution combines technology in innovative ways and offers a more efficient and safe workflow. The solution improves ergonomics and requires less space than traditional laboratory layouts. It also optimizes the ART treatment cycle in the laboratory and creates a safer and regulatory compliant environment for all ART procedures, minimizing embryos exposure to external factors and minimizing the risk of interchanging biological material between patients.

CellCura Solutions A/S develops and commercializes advanced clinical software and ergonomic hardware including CellCura's ART Lab Solution consisting of an egg recovery module (ERM) and an intracytoplasmic sperm injection module (ICSI). Combined with advanced software CellCura offers a complete workflow environment including full audit trail that ensures maximum documentation, safety and integrity for the patient and the clinic, as well as extensive imaging capabilities. The imaging capability enables extensive possibilities for analysis of both embryos and sperm, improving the selection process and the success rates.

CellCura's Protein Free Media

CellCura is the first player globally to launch a unique and complete range of protein-free media products. The media products have been developed through more than 15 years of research and an increasing number of children have been born, based on ART clinics using CellCura's medium.

The uniqueness of CellCura's media products is the absence of biological origin components in the formulation securing a superior product quality control, improved product stability and unrivalled product consistency.

All other culture media products currently in the market depend on the presence of protein in the formulation. These products, with biological origin components, represent a potential risk of transmission of blood-borne diseases which is totally eliminated using the CellCura medium.

Future Outlook

CellCura has the last years been suffering from delayed sales and an insufficient sustainable financial platform. The transition into a privately held company with a single owner is expected to allow the Company to work on new alternatives with regards to strategic partnerships and financial solutions.

Despite the long-term financial challenges CellCura has been through, the Company is experiencing an increasing attention and demand for its products. With an increasing number of users we also see an increasing adaption of the CellCura technology going forward. The Company expects to further reduce manufacturing costs and improve gross margins, as well as strengthening the software suite with even more capabilities for analysing the various stages in the ART process, taking full advantage of the digital capabilities of the workstation.

In addition CellCura has received funding from the Research Council of Norway to develop a new novel and attractive tool for diagnostic sperm analysis enabling the Company to maintain its innovative approach to the fertility industry.

The ART market experiences a strengthening of the regulatory environment for ART clinics, and an increase in the demand for documentation and assurance of the ART process for each embryo handled by the clinics. CellCura offers a complete lab solution that meets all regulatory requirements and we expect to see an increasing demand for solutions that meet these standards. This attention is both on ART lab solutions as well as the Protein Free Medium.

Ongoing performance test of the PFM have shown a performance equal to the ones of our competitors, however, a far better stability between batches provides our customers with an enhanced predictability in performance

We still see a growing pipeline and interest for our products. Changes in management and owner structure in 2014 and 2015 will open new financial opportunities to CellCura. Also, we see an increased interest and demand from countries in South-East Asia. Combined with the ongoing efforts of building a commercial, customer oriented organisation we expect to enhance CellCura's ability to grow sales in the near future.

Corporate Governance

CellCura has adopted "The Norwegian Code of Practice for Corporate Governance" dated 21 October 2010. A detailed statement covering Corporate Governance is included as a separate section on page 51 of this annual report.

Working environment and human resources

CellCura is conscious when it comes to expectations regarding equal opportunities and ensures that all applicants to positions are treated equally. At the end of the year 2014 one woman was employed by the Group.

The Board of CellCura ASA is made up of two men and one woman and meets the requirements stated by The Norwegian Public Limited Companies Act § 6-6a.

The working environment in CellCura is considered good and no significant sick leave is reported. No working accidents or injuries occurred in 2014, and the company will continue to focus on HMS activities going forward.

Environment

CellCura does not pollute the environment more than what is normal in this kind of business which is not considered to be material. The main source of strain on the environment is related to transportation of components and finished goods as well as travel by air and road.

CellCura will strengthen its focus on environmental issues and ensure continued focus on this area in the future.

Financial review

Profit and Loss
The revenue for 2014 was NOK 3.5 million for the full year. Comparable figures for 2013 were NOK 4.4 million.

The Groups operating expenses for 2014 amounted to NOK 17.3 million for the full year, compared to NOK 27.1 million for 2013. The 2014 numbers reflect a part of the reduction in operating expenses from the previously mentioned cost cutting program.

Net profit for the year was NOK 32.2 million compared to a net loss of NOK 24.7 million for 2013.

EBITDA for the group was minus NOK 6.2 million for the year 2014 compared to minus NOK 15.7 million in 2013. For the parent company the EBITDA was minus NOK 16.7 million for the year 2014 compared to minus NOK 15.3 million in 2013.

Cash flow and balance sheet
CellCura's total consolidated financial position as of 31 December 2014 was NOK 61.8 million compared to NOK 20.1 million at year end 2013. A significant part of the increase relates to deferred tax. Total intangible assets and goodwill as per 31 December 2014 amounted to NOK 9.8 million. Total intangible assets and goodwill at year-end 2013 was NOK 14.8 million.

Total loans as per 31 December 2014 were NOK 19.4 million compared to NOK 19.2 million at year end 2013. CellCura ASA also raised NOK 9.5 million in new equity as cash contribution (gross proceeds) during 2014.

Total equity as of 31 December 2014 was NOK 32.7 million compared to total equity of NOK minus 9.9 million at year end 2013. The registered share capital of CellCura ASA as of 31 December 2013 was NOK 10 804 100 divided into 54 020 500 shares, each with a nominal value of NOK 0.20.

The cash balance at 31 December 2014 was NOK 0.2 million compared to NOK 0.2 million at year end 2013.

Going concern assumption
In accordance with the Norwegian accounting act section § 3-3a these financial statements are prepared based on the going concern assumption. However, CellCura has during the last year been suffering from insufficient and/or late cash inflows from ongoing financing activities. The Board of Directors is working together with management on finding new financial alternatives securing a sustainable financial platform for the company. The company has implemented cost cutting program that together with contemplated improvements in gross margins should enable the Company to generate interest for further financing amongst existing and new shareholders.

Financial risk
CellCura is exposed to financial risk in various areas. The long term goal is to reduce this exposure where possible. For the time being the company uses no financial derivatives as measures to control this risk.

Currency risk
CellCura deals in an international market with exposure to different currencies both when it comes to earnings and expenses. Most of the exposure is related to transactions in USD, Euro and Danish kroner. The expectation of both receiving earnings and incurring expenses in these currencies provides for an inherent hedge to some of this exposure.

Interest risk
CellCura has one long term loan from Innovation Norway with floating interest. The interest risk associated with this loan is not considered material at present and no measures have been made to mitigate this risk.

Liquidity risk
CellCura is exposed to significant liquidity risk through capital intensive development projects. The group will seek to minimize this risk by securing long term financing facilities that will enable the group to both grow and expand the current business as well as to expand into new projects within the limits of the current strategy. The delisting from Oslo Axess provides new possibilities for financial alternatives and strategic partnerships giving access to capital to ensure financing of further growth and business expansion.

Market risk
CellCura operates in an international market and is exposed to market fluctuations across the world. The general economic situation may influence the demand in some markets but as the general need for ART treatment is increasing we do expect the overall impact on our total market to fluctuate less than the underlying economic trends.

Allocation of the net result for the year

The CellCura ASA group generated a net profit for the year 2014 of NOK 32,253,583 after tax while the parent company's profit for the year was NOK 23,694,056. The parent company has no distributable reserves as of 31 December 2014. The Board proposes the following allocation of the result for CellCura ASA for the year:

Net profit/-loss	32,253,583
Transferred to/-from Other Equity	32,253,583
Total allocated	32,253,583

Oslo, 2 September 2015

Board of Directors CellCura ASA

Dag Dvergsten
Chairman

Cornelia Horn
Board member

Pål Eivind Vegard
Board member

Tore Viana-Rønningen
CEO

GROUP CONSOLIDATED INCOME STATEMENT

Consolidated Income Statement

(NOK '000)	Note	2 014	2013
Operating income			
Revenue		3 493	4 356
Total operating income		**3 493**	**4 356**
Operating expenses			
Cost of sales		(1 559)	(2 366)
Personnel expenses	3	(2 103)	(4 964)
Depreciation and amortisation	7,8	(7 628)	(7 123)
Other operating expenses	4	(6 032)	(12 677)
Total operating expenses		**(17 322)**	**(27 131)**
Operating profit/(loss)		**(13 828)**	**(22 775)**
Financial income/(expenses)			
Financial income	15	1 262	42
Financial expenses	15	(3 387)	(2 621)
Total finance income/ (expenses)		**(2 125)**	**(2 579)**
Profit/ (loss) before tax		**(15 953)**	**(25 353)**
Income tax income/ (expense)	5	48 207	630
Profit/ (loss) for the period		**32 254**	**(24 723)**
Earnings per share: (in NOK)			
Basic earnings per share	6	0,60	(0,27)
Diluted earnings per share	6	0,60	(0,27)

Consolidated statement of comprehensive income

(NOK '000)	2 014	2013
Profit/ (loss) for the year	32 254	(24 723)
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss:		
Exchange difference on translating foreign operations	865	1 214
Total comprehensive income	**33 119**	**(23 510)**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(NOK '000)	Note	31.12.2014	31.12.2013
ASSETS			
Non-current assets			
Deferred tax asset	5	48 067	344
Goodwill	8	3 011	2 788
Intangible assets	8	6 807	11 977
Property, plant and equipment	7	17	2
Total non-current assets		**57 902**	**15 111**
Current assets			
Trade receivables	10	674	654
Other short term assets	11	580	958
Inventory	9	2 502	3 182
Cash and cash equivalents	12	165	190
Total current assets		**3 921**	**4 985**
Total assets		**61 823**	**20 096**
EQUITY AND LIABILITIES			
Capital and reserves			
Issued capital	13	10 804	13 041
Additional paid in capital			87 632
Retained earnings		21 404	(111 379)
Currency translation adjustments		499	794
Total equity		**32 707**	**(9 912)**
Not registered capital increase			-
Non-current liabilities			
Borrowings	15	12 933	9 990
Deferred tax liability	5	221	697
Total non-current liabilities		**13 154**	**10 687**
Current liabilities			
Current portion of non-current borrowings		3 302	4 956
Convertible loan			
Shareholder loans		4 599	4 229
Trade payables		6 424	8 001
Payable tax		3	
Other short term liabilities		1 634	2 134
Total current liabilities		**15 962**	**19 321**
Total liabilities		**29 116**	**30 008**
Total equity and liabilities		**61 823**	**20 096**

Oslo, 2 September 2015

Board of Directors CellCura ASA

Dag Dvergsten	Cornelia Horn	Pål Eivind Vegard
Chairman	Board member	Board member

Tore Viana-Rønningen
CEO

CONSOLIDATED STATEMENT OF CASH FLOWS

(NOK '000)	Note	2 014	2013
Cash flow from operating activities			
Ordinary profit/ (loss) before tax		(15 953)	(25 353)
Accrued interest expense		1 389	727
Depreciation and amortisation	7,8	7 628	7 123
Derivative liability	15		-
Impairment of trade receivables and inventory		607	13
Changes in accounts receivable, creditors and inventory		(1 523)	6 803
Changes in other accruals		623	(277)
Net cash flow from operating activities		**(7 229)**	**(10 964)**
Cash flows from investing activities			
Investment in intangible assets	8	(2 532)	(59)
Investment in property plant and equipment	7	(14)	-
Net cash flow from investing activities		**(2 546)**	**(59)**
Cash flows from financing activities			
Proceeds from borrowing		250	4 322
Repayment of loans	15		(500)
Proceeds from issue of share capital	13	9 500	7 057
Net cash flow from financing activities		**9 750**	**10 879**
Net changes in cash and cash equivalents		**(25)**	**(144)**
Cash and cash equivalents at the beginning of the period		190	334
Non restricted cash		165	190
Restricted cash			-
Cash and cash equivalents at the end of the period	12	**165**	**190**
Interest paid		1 621	144

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

2013

		Additional paid in capital		Currency		
(NOK '000)	**Share**	**Share premium**	**Other paid**		**Retained**	**Total**
Equity at 01.01.2013	4 745	74 379	1 365	(419)	(86 656)	(6 586)
						-
- Profit/ (loss) for the period	-	-	-	-	(24 723)	(24 723)
- Currency translation effects	-	-	-	1 214		1 214
Total comprehensive income	-	-	-	*1 214*	*(24 723)*	*(23 510)*
Issue of shares	8 296	13 059				21 356
Transaction costs		(1 172)	-	-	-	(1 172)
Share based payments			-	-		-
Equity at 31.12.2013	**13 041**	**86 266**	**1 365**	**794**	**(111 380)**	**(9 912)**

2014

		Additional paid in capital		Currency		
(NOK '000)	**Share Capital**	**Share premium**	**Other paid in capital**	**translation effects**	**Retained earnings**	**Total Equity**
Equity at 01.01.2014	13 041	86 266	1 365	794	(111 380)	(9 912)
						-
- Profit/ (loss) for the period	-	-	-	-	32 254	32 254
- Currency translation effects	-	-	-	865		865
Total comprehensive income	-	-	-	*865*	*32 254*	*33 119*
Issue of shares	9 500					9 500
Decrease of equity	(11 737)	(86 266)	(1 366)	-	99 369	(0)
Contribution						-
Other changes			0	(1 161)	1 161	0
Equity at 31.12.2014	**10 804**	**(0)**	**(0)**	**499**	**21 404**	**32 707**

Share issues

On the 21 February the general meeting resolved to conduct a reverse share split in the ratio 20:1 NOK 2 and to issue a few additional shares. Share capital after change; 1.304.100 divided into 6.520.500 shares, each with par value.

On the 27 June the general meeting decide reduction of the share capital by reduction of the nominal value from NOK 2 to NOK 0,2 per share. Share capital after change; 1.304.100 divided into 6.520.500 shares, each with par value NOK 0.20.

On 19 December the share capital was amended by issue of 47.500.000 new shares, to par value NOK 0.20. Share capital after change; 10.804.100 divided into 54.020.500 shares, each with par value NOK 0.20.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT 2014

Note 1 General information

CellCura ASA (the company) which is the parent company of the CellCura Group is a public limited liability company incorporated and domiciled in Norway, with its main office in Skien. The Group's business is development of novel equipment and products for use in Assisted Reproductive Technology (ART) and Stem Cell Research throughout the world.

The Board of Directors adopted CellCura's consolidated financial statements for the year ended at 31 December 2014 at its meeting on 31.08.2015.

Note 2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis for preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and in accordance with the additional requirements following the Norwegian Accounting Act.

The financial statements have been prepared on a historical cost basis, except for derivative financial instruments that have been measured at fair value.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statement of CellCura ASA and entities controlled by the company (its subsidiaries). Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed are included in the consolidated financial statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intercompany balances and transactions have been eliminated upon consolidation or combination.

Business combinations

Acquisition of subsidiaries is accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value. Acquisition-related costs are recognized in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value at the acquisition date. Goodwill is measured as the excess of the sum of the consideration transferred, and the amount of any non-controlling interest in the acquired (if any) over the net of the acquisition date amounts of the identifiable assets acquired and liabilities incurred.

2.3 Foreign currency

The functional currency of the parent company and the presentation currency for the group is NOK. Monetary assets and liabilities denominated in other currencies are translated at the year-end exchange rates. Foreign currency revenues and expenses are translated at transaction date exchange rates. Exchange gains and losses are included in the determination of net income.

Group companies that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expense for each income statement are translated at the average exchange rate, and
- All resulting exchange differences are recognized as a separate component of equity.

2.4 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment charges. Depreciated are calculated on a straight line basis over the assets expected useful life and adjusted for any impairment charges. Expected useful lives of long-lived assets are reviewed annually and where they differ significantly from previous estimates, depreciation periods are changed accordingly.

Gains and losses on disposals are determined by comparing the disposal proceeds with the carrying amount and are included in operating profit.

2.5 Intangible assets

Intangible assets acquired

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.6 Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.7 Leases (as lessee)

Financial leases

Leases where the company assumes most of the risk and rewards of ownership, are classified as financial leases. The company does currently not have any such leases.

Operating leases

Leases in which most of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

2.8 Short term receivables (current assets)

Short term receivables are initially recognised at fair value plus any transaction costs. The receivables are subsequently carried at amortised cost using the effective interest method, if the amortisation effect is material, and the carrying amount is subsequently reduced by any impairment losses.

2.9 Inventory

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw material: Purchase cost on a first in, first out basis.

- Finished goods and work in progress: Cost of direct materials and labour and proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

2.10 Cash and cash equivalents

Cash and the equivalents include cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

2.11 Government grants

Government grants, such as "Skattefunn" is recognised in profit and loss on a systematic basis over the periods in which the company recognises expenses the related cost for which the grant are intended to compensate.

Government grants related to capitalized assets is presented in the balance by deducting the grant in arriving at the carrying amount of the asset.

2.12 Borrowings

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of transaction/issue costs associated with the borrowing. After initial recognition, interests-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Any difference between the consideration received net of transaction/issue costs associated with the borrowing and the redemption value, is recognised in the income statement over the term of the loan.

2.13 Revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group. The group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below.

Sale of goods

Revenue from the sale of goods is recognised in the income statement when the significant risk and rewards of ownership has been transferred to the buyer, usually once delivery has taken place.

Sale of services

Revenue from a contract to provide services is recognised by reference to the labour hours delivered and direct expenses are incurred.

2.14 Taxes

Income taxes for the period comprise tax payable and changes in deferred tax.

Deferred tax assets and liabilities are calculated on the basis of existing temporary differences between the carrying amounts of assets and liabilities in the financial statement and their tax bases, together with tax losses carried forward at the balance sheet date. Deferred tax assets and liabilities are calculated based on the tax rates and tax legislation that are expected to exist when the assets are realised or the liabilities are settled, based on the tax rates and tax legislation that have been enacted or substantially enacted on the balance sheet date. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised.

2.15 Pension plans

The company has a defined contribution plan for its employees. A defined contribution plan is a plan under which the company pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions. The contributions are recognised as employee benefit expenses when they are due. Previous defined benefit plans held by the company has been settled.

2.16 Share-based payment

The company has from time to time issued equity settled share-based compensation plans, under which the company receives services as consideration for equity instruments. The total amount to be expensed is determined by reference to the fair value of the options granted.

The total expense is recognised over the vesting period, which is the period over which all of the specific vesting conditions are to be satisfied. At the end of each reporting period, the company revises its estimates of the number of options that are expected to vest, and recognises the impact of the revision to original estimates, if any, in the income statement. The corresponding entry to expenses is increase in equity (other paid in capital). At year end 2014 no such plans are active.

2.17 Provisions

A provision is recognised when the company has a present legal or constructive obligation as a result of past events, it is probable (i.e. more likely than not) that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as finance cost.

2.18 Contingent liabilities

Contingent liabilities are not recognised in the financial statements. Significant contingent liabilities are disclosed, with the exception of contingent liabilities where the probability of the liability occurring is remote.

2.19 Segment reporting

The company does have three products that are partly dependent on each other. The products are:

- The CellCura ART lab solutions, which is the first of its kind combining all the steps in the ART process into one integrated digital workplace.
- CellCura Software Solutions, which develops and commercializes software solutions for use in ART clinics and hospitals.
- CellCura Protein Free Media, which is a unique and complete range of protein-free media product.

Due to the currently very low volume of sales, the company does not formally operate with different operating segments for management purpose. If the increase in sales volumes occur as planned it will be proper to operate and disclose different segments.

2.20 Cost of equity transactions

Transaction costs directly linked to an equity transaction are recognised directly in equity, net after deducting tax.

2.21 Cash flow statement

The cash flow statement is prepared by using the indirect method.

2.22 Critical accounting estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Areas where significant judgement has been applied are:

a. *Recognition and subsequent measurement of intangible assets:* The criteria for when development costs qualify for recognition as an intangible asset are subject to substantive judgement. Further, even if the projects to where cost has been activated progress in a satisfactory manner, uncertainty exist regarding future market and anticipated margins on these products. Consequently the estimates regarding recoverable amount, related to impairment testing, is uncertain.

New and amended standards and interpretations

The implementation of new and amended standards and interpretations effective for the accounting periods starting 1 January 2013 did not have any impact on the company's financial statement.

IFRS and IFRIC issued but not adopted by the company

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the group are listed below.

It is assessed that none of the standards, amendments and interpretation to existing standards will have material impact on the financial statements as the currently is presented, however they may have impact in the future.

IAS 27 Separate Financial Statements (as revised in 2011) The amendment becomes effective for annual periods beginning on or after 1 January 2014 (IASB effective date is 1 January 2013).

IAS 28 Investments in Associates and Joint Ventures (as revised in 2011): The amendment becomes effective for annual periods beginning on or after 1 January 2014 (IASB effective date is 1 January 2013).

IAS 32 - Amendment: Offsetting Financial Assets and Financial Liabilities. The amendment becomes effective for annual periods beginning on or after 1 January 2014.

IFRS 9 Financial Instruments: Classification and Measurement: According to IASB the standard is effective for annual periods beginning on or after 1 January 2017. EU has not yet decided on effective date.

IFRS 10 Consolidated Financial Statements: This standard becomes effective for annual periods beginning on or after 1 January 2014. (IASB effective date is 1 January 2013).

IFRS 11 Joint Arrangements This standard becomes effective for annual periods beginning on or after 1 January 2014 (IASB effective date is 1 January 2013).

IFRS 12 Disclosure of Involvement with Other Entities: This standard becomes effective for annual periods beginning on or after 1 January 2014. (IASB effective date is 1 January 2013).

Note 3 - Salary costs and remunerations

(NOK '000)	2 014	2013
Salary	1 825	4 553
Social security tax	17	102
Pension costs	219	261
Other expenses	42	48
Total personnel expenses before capitalisation	**2 103**	**4 964**
Cost of inventories	-	-
Total personnel expenses	**2 103**	**4 964**

	2 014	2013
Average number of man-labour years:	1	2

COMPENSATION TO KEY MANAGEMENT 2014

Tore Viana-Rønningen is engaged as new CEO starting from 20 January 2014. Viana-Rønningen has not received any remuneration from the Company in 2014, and is employed in Dag Dvergsten AS.

Bent Nordbø, the Company's COO, is employed in Dag Dvergsten AS, and fees related to his work is covered by a Business Service Agreements between the Company and Dag Dvergsten AS, see note 18 for further information.

COMPENSATION TO KEY MANAGEMENT 2013

Tore Kvam, the Company`s CEO in 2013 has not been employed in the Company but has been hired from Nordicadvice AS. In 2013 the Company has paid in average 181 thousands for each month (a total of 2,175 thousands for the year) for the services provided by Kvam (figures are inclusive VAT). Kvam retired from the position as CEO 18 January 2014. Tore Viana-Rønningen har been engaged as new CEO starting from 20 January 2014. Viana-Rønningen ha not received any remuneration from the Company in 2013, and is employed in Dag Dvergsten AS.

Bent Nordbø, the Company`s COO is employed in Dag Dvergsten AS, and fees related to his work is covered by a Business Service Agreement between the Company and Dag Dvergsten AS, see note 18 for further information.

COMPENSATION TO THE BOARD
The board of directors has not received any remuneration from the company in 2014 and 2013.

Pension
The Parent Company has no employees as at 31 December 2014, and thus no pensionplan is required. Employees in CellCura Software Solutions are covered by pension plans applicable in Denmark.

Policy on salary for management
Cellcura has developed a policy for regulating salary for management within the group according to the norwegian rules. Managment salary are to be competetive and reflect the responsibility, position, industry and the size of the company

Note 4 - Other operating expenses

(NOK '000)	2014	2013
Rental expenses	244	487
Research and development	834	6 052
Consultants and auditors fee	2 306	2 136
Dag Dvergsten AS (See note 18 Related parties)	1 425	2 082
Other expenses	1 217	2 549
Impairment of receivables	5	13
Government grants [1]	-	(642)
Total operating expenses before capitalization	**6 031**	**12 677**
Cost of inventories	0	0
Total other operating expenses	**6 031**	**12 677**

[1] The company has projects that is comprised by the "Skattefunn" scheme, and the grants are recognised as an reduction of operating expenses. The grant relates to research and development expenses regarding "protein free medium", however it is assessed that the expenses and related grants does not qualify for capitalisation as intangible assets.

The Company has been awarded a research grant of NOK 6 million from the Research Council of Norway ("the Research Council") to support its research project "Computer Aided Sperm Analysis and Recognition" (CASPAR). CASPAR The grant was awarded through the Research Council's programme for "User-driven Research based Innovation" ("BIA"). Funding for CASPAR project is attributed to the cost of the project with NOK 791 in 2014.

Remuneration to Auditors:

(NOK '000)	2014		2013	
	Auditors of the parent company	**Other auditors**	**Auditors of the parent company**	**Other auditors**
Statutory audit	302		504	29
Other assurance services	115		66	
Tax assistance	-	-	-	-
Other services	-	-	25	-
Total, excl. VAT	**417**	**-**	**595**	**29**

Note 5 - Income taxes

Tax expense/ (income)

(NOK '000)	**2014**	**2013**
Changes in deferred tax	(48 207)	(630)
Total tax expense/(income)	(48 207)	(630)

* Income current tax expense attributed to 27% of contribution this year.
The tax effect due to tax losses not recognised in 2013.

Specification of basis for deferred tax:

(NOK '000)	**2014**	**2013**
Fixed and intangible assets	(34)	2 876
Convertible loan		(457)
Other temporary differences	(184)	(112)
Tax losses carry forward	(182 583)	(165 987)
Total basis for net tax asset	**(182 802)**	**(163 680)**
Net deferred tax asset not recognised (24,5% - 27% in 2014)	(1 510)	(45 235)
Deferred tax liability (24,5% - 27%) recognised	**(221)**	**(697)**
Deferred tax asset (24,5% - 27%) recognised	**48 067**	**344**

Capitalisation of deferred income tax assets is subject to strict requirements in respect of the ability to substantiate that sufficient taxable profit will be available against which the unused tax losses can be utilised. Based on these requirements deferred tax asset from CellCura ASA has not been recognised in 2013. In 2014 deferred tax asset from unused tax losses has been recognsised. See note 21 - Events after the balance sheet date in this context (contribution).

Reconciliation of effective tax rate:

(NOK '000)	**2014**	**2013**
Profit before tax	(15 953)	(25 353)
Tax based on tax rate of the domestic tax rate	(4 593)	(7 075)
Effects from:		
Transaction costs recognised in equity	-	(328)
Other permanent differences	35	401
Change in tax rate and other changes	74	1 651
Change in deferred income tax asset not recognised	(43 724)	4 722
	(48 207)	**(630)**
Effective tax rate	**302,18 %**	**2,48 %**

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Note 6 - Earnings per share

Basic

Basic earnings per share is calculated by dividing the profit or loss attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the year.

Diluted

Diluted earnings per share is calculated by adjusting the number of shares for the effects of dilutive options, if they have a dilutive effect.

	2014	2013
Profit attributable to equity holders of the company (in NOK '000)	32 254	(24 723)
Weighted average number of ordinary shares in issue 1)	54 020 500	92 780 455
Basic earnings per share (in NOK)	0,60	(0,27)
Diluted earnings per share (in NOK)	0,60	(0,27)

1) Weigted average number of ordinary share 2014 as 31.12.2014

Note 7 - Property, plant and equipment and intangible assets

(NOK '000)	Fixtures and office machines
Acquisition cost	
Accumulated 1 January 2013	717
Additions of the year	-
Disposals of the year	
Accumulated 31 December 2013	717
Additions of the year	17
Disposals of the year	-
Currency effects	
Accumulated 31 December 2014	734
Depreciation	
Accumulated 1 January 2013	685
Disposals of ordinary depreciation	-
This year's ordinary depreciation	30
Accumulated 31 December 2013	715
Disposals of ordinary depreciation	-
This year's ordinary depreciation	2
Accumulated 31 December 2014	717
Book value	
Book value at 31 December 2013	2
Book value at 31 December 2014	17
Fixtures and office machines:	
Economic life	3 years
Depreciation method	linear

Note 8 - Intangible assets and Goodwill

(NOK '000)	Patents	Web design	Other intangible assets	Total	Goodwill
Acquisition cost					
Accumulated 1 January 2013	852	387	34 211	**35 450**	2 441
Additions of the year	-	-	59	**59**	-
Disposals of the year	-	-	-	-	-
Currency effects	-	-	488	**488**	347
Accumulated 31 December 2013	852	387	34 758	**35 997**	2 788
Additions of the year	-	-	2 531	**2 531**	
Disposals of the year	-	-	-	-	-
Currency effects	-	-	(73)	**(73)**	223
Accumulated 31 December 2014	852	387	37 216	**38 455**	3 011
Amortisation					
Accumulated 1 January 2013	362	323	16 245	**16 930**	-
Disposals of ordinary amortisation	-	-	-	-	-
This year's ordinary amortisation	146	64	6 882	**7 092**	-
Accumulated 31 December 2014	508	387	23 127	**24 022**	-
					-
Disposals of ordinary amortisation	-	-	-	-	-
This year's ordinary amortisation	146		7 480	**7 626**	-
Accumulated 31 December 2014	654	387	30 607	**31 648**	-
Book value					
Book value at 31 December 2013	344	(0)	11 631	**11 977**	2 788
Book value at 31 December 2014	198	(0)	6 609	**6 807**	3 011

Economic life	5 years	5 years	5 years
Depreciation method	linear	linear	linear

Intangible assets:
The intangible assets became available for use late in 2010, and started its amortisation from that time. Grants received from "Skattefunn" are recognised as reduction of operating expenses. Expenses in 2013 regarding reseach and developement has been expensed. See note 4.

Impairment testing of goodwill and intangible assets

Goodwill is subject to impairment testing each year. Other intangible asses are tested for impairment if there is any indication that the assets may be impaired. CellCura's goodwill arose solely due to the initial recognition of deferred tax liability from the acquisition of CellCura Software Solutions A/S and consequently represents an accounting technical goodwill. For the purpose of impairment testing the goodwill is included in the CGU with the acquired assets, and all of the intangible assets recognise above has been subject to impairment testing. At year end 2014 all of the Company's intangible assets, including goodwill, has been subject to impairment testing.

The impairment test has been calculated, and the recoverable amount are assessed to be higher than the carrying amounts, and thus no impairment has been recognised. Recoverable amount is the higher of fair value less costs to sell and value in use. The recoverable amount are based on discounted cash flows for a two year explicit budget period, in addition to a continuing value beyond the budget period. The budget period is only two years based on previous experience which has demonstrated that budgeting for this CGU has been difficult. The budget figures are based on budgets considered by the board, but are subject to adjustments by the management. The budget figures are based on the assumption that the Company is able to take a further step in commercializing its product and that the Company is able to act as a sales organization going forward. However based on previous experiences it is not certain that the Company will be able to reach this phase as fast as desired, which will cause delay in revenue. For the continuing value an annual growth of 3,5%, including inflation estimates, has been used. The discount rate (calculated as the weighted average cost of capital) applied to the cash flow projections are 15,1%.

Sensitivity to changes in assumptions:
The management believes that no reasonably possible changes in any of the above key assumptions will cause the carrying value to materially exceed the recoverable amount.

Note 9 - Inventories

Inventories include:

(NOK '000)	**2014**	**2013**
Cost of materials and work in progress		1 116
Finished goods	2 502	2 066
Total inventories at the lower of cost and net realisable value	2 502	3 182

No impairment of inventory has been recognised in the financial statement.

Note 10 - Trade receivables

(NOK '000)	**2014**	**2013**
Gross trade receivables	795	797
Provision for bad debt	(121)	(143)
Net trade receivables	674	655

Trade receivables are non-interest bearing and are generally on 30-90 day terms.

Note 11 - Other short-term receivables

(NOK '000)	2014	2013
Contribution group companies		
VAT- receivables	446	281
Government grants		642
Prepaid expenses	73	-
Deposits	61	36
Total other short-term	**580**	**958**

Note 12 - Cash and cash equivalents

(NOK '000)	2014	2013
Cash in hand and at bank - unrestricted funds	165	190
Employee withheld taxes - restricted funds	-	-
Cash and cash equivalents in the balance sheet	**165**	**190**

Note 13 - Share capital, shareholder information

	Number of shares	Share capital (NOK '000)
At 1 January 2013	65 764 936	6 576
Capital increase in 2013	64 643 875	6 464
At 31 December 2013	130 408 811	13 041
Capital reduction in 2014	(123 888 311)	(6 987)
Capital increase in 2014	47 500 000	4 750
At 31 December 2014	54 020 500	10 804

Ordinary shares, nominal value NOK 0,20. See page 12, regarding reversed split and outstanding share 2014.

All shares in the company have equal voting rights and are equally entitled to dividend.

The 21 main shareholders at 31.12.2014 are:

Shareholder	Number of shares	Ownership interest
DAG DVERGSTEN AS	48 670 379	90,10 %
SCORPIO KAPITAL AS	848 667	1,57 %
BUSKERUD TELEMARK VESTFOLD	373 730	0,69 %
STOKKE INDUSTRI SINGLE AS	332 961	0,62 %
MP PENSJON PK	279 434	0,52 %
UBS AG	267 500	0,50 %
SUNDE, FRANK ROBERT	154 995	0,29 %
NORDNET BANK AB	151 919	0,28 %
MØLLERHAUG	121 868	0,23 %
NORDNET PENSJONSFORSIKRING	121 064	0,22 %
HANSSEN, BERNT KRISTIAN	108 000	0,20 %
SYLTE EIENDOM KAPITAL AS	107 849	0,20 %
TEIR, MAGED ELABD SOLIMAN ABU	100 000	0,19 %
LOHNE, ØYVIND	100 000	0,19 %
FLATI, EDVIN	95 000	0,18 %
BJØRN NORLIE AS	83 200	0,15 %
THALBERG, SVERRE GUNNAR	80 000	0,15 %
CLEARSTREAM BANKING S.A.	74 036	0,14 %
BJAARSTAD, ESPEN	51 524	0,10 %
ANDREASSEN, VIDAR	50 000	0,09 %
SYLTE EIENDOM INVEST AS	50 000	0,09 %
Total for 21 main shareholders	52 222 126	96,67 %
Other shareholders	1 798 374	3,33 %
Total number of shares	**54 020 500**	**100,00 %**

Shared owned directly or indirectly by the management and the board at 31.12.2014

Name	Role	Number of shares
Dag Dvergsten [1]	Chairman	48 670 379
Cornelia Horn [2]	Board member	848 667
Bent Nordbø	COO	600

[1] Dag Dvergsten owns 100% of Dag Dvergsten AS.

[2] Cornelia Horn owns 100% of Scorpio Kapital AS

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Note 14 - Other short-term liabilities

(NOK '000)	2014	2013
Accrued expenses	854	780
Salary and other liabilities to employees	391	1 255
Public duties payable	-	12
Accrued revenue		-
Other short-term debt	389	86
Total	**1 634**	**2 133**

Note 15 - Interest bearning borrowings

Loans from Innovasjon Norge:

(NOK '000)	**2014**	**2013**
Loan from Innovasjon Norge, long term	11 933	9 990
Loan from Innovasjon Norge, short term	2 267	4 667
Accrued interest and amortisation effects, Innovasjon Norge	1 035	290
Total loan from Innovasjon Norge	15 235	14 947

The Company has currently two loans from Innovasjon Norge. Remaining nominal amount outstanding under the first loan, issued in 2009, is TNOK 4.200 which shall be repaid in installments of TNOK 600 each six month period. As at 31 December 2014 the nominell interest is 5.32%.

The second loan from Innovasjon Norge was granted in 2012, and amounts to TNOK 10.000. Commencing from 2014, the loan shall be repaid in instalments of TNOK 1.667 each six month period. As at 31 December 2014 the nominell interest is 5.48%.

The Company has not been able to repay principal amounts in accordance with original loan terms for the first loan, where remaining amount is TNOK 4.200. The Company has started negotiations with Innvasjon Norge in terms of reaching a new repayment schedule. See note 20 for further information.

Loans from shareholders - convertible loan

(NOK '000)	**2014**	**2013**
Loan from Dag Dvergsten AS	3 249	1 892
Loan From Scorpio Capital AS	2 350	2 338
	5 599	4 230

The loans are provided on a short term basis, however one may chose to convert whole or part of the amounts in subsequent share issues. Interest terms are 12% p.a.

Assets pledged as security
The loan from Innovasjon Norge has a first priority pledge in equipment, receivables (factoring) and inventory in CellCura ASA. The carrying amount of these assets are:

(NOK '000)	**2014**	**2013**
Equipment	-	-
Inventory	-	3 065
Trade receivables	-	54
	-	3 119

Guarantee
For the NOK 10 000 loan Dag Dvergsten AS ha provided a guarantee for the least preferential 50% of the loan. Including all interes over the loan period.

Note 16 - Financial risk management, objectives and policies

(a) Categories of financial instruments

(NOK '000)	Category	2014	2013
Financial assets:			
Trade receivables	Loans and receivables	674	655
Other receivables [1]	Loans and receivables	61	677
Cash and cash equivalents	Loans and receivables	165	190
Total financial assets		**900**	**1 522**
Financial liabilities:			
Borrowings	Financial liabilities measured at amortised cost	16 235	14 947
Shareholder loans	Financial liabilities measured at amortised cost	5 599	4 229
Trade payables	Financial liabilities measured at amortised cost	6 424	8 001
Other current liabilities [2]	Financial liabilities measured at amortised cost	(630)	1 342
Total financial liabilities		**27 628**	**28 519**

[1] VAT receivable and prepaid expenses is not included.
[2] Accruals for incurred costs and Public duties payable is not included.

(b) Financial risk management

The company's principal financial liabilities consist of non-current and current borrowings and trade payables. The main purpose of these financial liabilities is to finance the company's operations. The company's financial assets mainly comprise trade receivables, receivables on government grants and cash.

The company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks.

Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk, commodity price risk and other price risk.

a) Interest rate risk:
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The loan from Innovasjon Norge has a floating rate, and thus gives exposure to interest rate risk. If the interest increase with 50 basis points, the profit before tax in 2014 would have been TNOK 71 lower (2013 TNOK 71).

b) Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. At year end 2014 the Company had trade receivables and trade payables in EUR and USD.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company is exposed to credit risk primarily through deposits with banks and receivables on government and trade receivables. The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk at the reporting dates was:

	2 014	2 013
Cash and cash equivalents	165	190
Trade receivables	674	655
Other receivables	61	677
Maximum credit exposure	**900**	**1 522**

Liquidity

The company monitors its risk to a shortage of funds by continuously monitoring maturity of financial assets and liabilities and projected cash flows from operations. The current liquidity situation is demanding and further financing is required to settle liabilities presented below. See note 20 for further information.

The following are contractual maturities of financial liabilities, including estimated interest payments on an undiscounted basis.

Year ended December 31, 2013

(NOK '000)	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Other long term borrowing	(3 545)	(1 746)	(9 166)	(1 739)	(16 196)
Shareholder loans	(4 229)	-	-	-	(4 229)
Trade payables [1]	(8 001)	-	-	-	(8 001)
Total	**(15 776)**	**(1 746)**	**(9 166)**	**(1 739)**	**(28 427)**

[1] See note 20 for information about agreements with creditors regarding deferral and settlemet of liabilities.

Year ended December 31, 2014

(NOK '000)	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Other long term borrowing	(290)	(1 813)	(13 132)	(1 000)	(16 235)
Shareholder loans	(4 599)				(4 599)
Trade payables 1)	(6 424)	-	-	-	(6 424)
Total	**(11 313)**	**(1 813)**	**(13 132)**	**(1 000)**	**(27 258)**

1) The amount is calculated based on the assumption that the conversion right is not exercised.

Capital management

A key objective in relation to capital management is to ensure that the company obtains a strong capital structure in order to support its business development. The company evaluates its capital structure in light of current and projected cash flow, new business opportunities and the company's financial commitments. Currently the Group has not beeing able to fulifill the capital management objectives. The Group liquidity situation is demanding, and it is need for further financing either throug share issues or loans. See note 20 for further information.

Fair value of financial instruments

The carrying amount of cash and cash equivalents, short term financial receivables and trade debtors is approximately equal to fair value due to a short term to maturity. For other long term borrowing, the interest rate is a floating rate, and it is assessed that the carrying amount reflects the fair value.

The fair value of derivative liabilities, which are settled as at 31 December 2012, was calculated with Black & Scholes option pricing model. Input to the model is subject to substantial judgement. Input used for calculating fair value of the derivatives is similar to those used for calculating fair value of the share options (refer to note 3). Several of the inputs are derived from other than quoted prices such as interest rate and volatility, and consequently the calculated fair value correspond to level 2 in the fair value hierarchy as defined in IFRS 7.

Note 17 - Leases

Operating leases

The group has entered into several different operating leases for vehicles and office machines.
The agreements related to office machines contain an option to extend.

The lease costs included:

(NOK '000)	**2014**	**2013**
Ordinary lease payments	139	331

Future payments related to non-cancellable leases fall due for payment as follows:
Remaining rental agreements are renewed for 6 months periods.

	2014	**2013**
Within 1 year		106
1 to 5 years	-	-
More than 5 years	-	-
Future lease commitment[1)]	**0**	**106**

[1)]Lease commitments related to office machinery are not included above.

Note 18 - Related parties transactions

To provide the company with access to important knowledge, the company has entered into agreements with related parties:

(a) Purchases from related parties

Related party	Time of contract	Service
Dag Dvergsten AS	2007	Business Service Agreement[1)]
Dag Dvergsten AS	2012	Guarantee for loan [2)]

[1)] The agreement includes business development, strategically advising, Chief Operating Officer, project management, IT and administrational services. The appointment can be cancelled subject to a 12 month notice. Fees are disclosed in note 5.

[2)] Dag Dversten AS has provided guarantee regarding a loan from Innovasjon Norge. For this service Dag Dvergsten AS has invoiced TNOK 1177 in 2014 (TNOK 750 in 2013). See note 15 for further information.

Contingent invoicing:
Due to limited liquidity, CellCura and Dag Dvergsten AS has entered into an agreement in which Dag Dvergsten AS has invoiced CellCura less than what has been agreed in the Business Service Agreement referred to above. If the financial situation for the company reach a stable and sustainable level, Dag Dvergsten AS has the option catch up previously not invoised amounts. As at 31 December 2014 contingent invoicing from Dag Dvergsten AS amounts to TNOK 5175. No provisions has been made for this contingent liability.

Inventories and patent
Cellcura ASA has transferred inventories to the subsidiary Cellcura Solutions AS in 2014 for TNOK 2369.
The pricing is equivalent to book value. The book value is expected to corresponds to fair value.

Cellcura Inc. has transferred intangible assets to Cellcura ASA for TNOK 2513.
The pricing is equivalent to book value. The book value is expected to corresponds to fair value.

(b) Balance with related parties:

(NOK '000)	**2014**	**2013**
Liabilities:		
Trade payables to Dag Dvergsten AS	2 560	750
Short term borrowng from Dag Dvergsten AS	1 837	1 892
Short term borrowng from Scorpio Capital AS	2 350	2 338
Total liabilities to related parties	**6 747**	**4 979**

Note 19 - Overview of subsidiaries

The following subsidiaries are included in the consolidated accounts:

Company	Country	Stake	Voting share
CellCura Inc	USA, 505 South Rosa Road, Suite 115, Madison, WI 53719	100 %	100 %
CellCura Software Solution A/S	Denmark, Fruebjergvej 3, 2100 København	100 %	100 %
CellCura Pfm AS	Norge, Munkedamsv. 45, 0250 Oslo	100 %	100 %

Note 20 - Going concern and financing situation

These financial statements are prepared based on the going concern basis as the management has no intention to end this business. However, management is aware of the situation discussed below may cast doubt upon the entity's ability to continue as a going concern.

CullCura are currently in need for further financing for being able to continue its business, completing its intended plans for its products and settle current liabilities. In 2014, and from the balance sheet date, and up until the issue of this financial statement the liquidity situation has been very demanding. As a part of being able to operate in this period the company has entered into agreements with some of its creditors both with regards to delay in payments and conversion of debt to equity.

The following is the status regarding the company's debt situation:

Total borrowings at the balance sheet date, NOK 14.2 million are all debt to Innovation Norway. After the balance sheet date the Company has continued with its negotiations with Innovation Norway regarding change of terms and repayment schedule. At the date of issue of this financial statement, no agreement has been reached.

Shareholder loans of MNOK 4.2 are formally due as at the balance sheet date, however, the shareholders has agreed to temporary exemption from repayment. Conversion to equity may also be an applicable alternative for this debt.

Regarding trade payables the Company has managed to pay off debts to creditors according to agreements made in 2013. However, the trade payables still amount to NOK 6.4 million. The Company has ongoing dialogue with creditors to manage down payments.

Currently the Board of Directors are working with raising further financing both related to existing and potential new investors. Due to the demanding situation, all alternative financing alternatives will be considered.

The management and the board of directors assumes that approximately NOK 6 million in new financing is required for being able to operate for at least twelve months after the issue of this financial statement. Delays in sales during this period according to plan, or if the company fail to cut cost according to plan may create a need for additional financing in order to secure the operation of the company.

The Board still see a growing pipeline and interest for CellCura's products. Changes in management and owner structure in 2014 and 2015 will open new financial opportunities to CellCura. Combined with the ongoing efforts of building a commercial, customer oriented organisation the Board expect to enhance CellCura's ability to grow sales in the nearby future. Further, increasing interest and demand from countries in South-East Asia gives the Board confidence in CellCura's ability build a cash-positive company within 2-4 years.

Note 21 - Events after the balance sheet date

Changes in owner structure and delisting from The Oslo Stock Exchange

Dag Dvergsten AS made a mandatory offer for CellCura at the beginning of January 2015 and carried out a compulsory acquisition of CellCura shares from all residual owners. The Company was delisted from The Oslo Stock Exchange 23 of February and is now a privately held company.

Contribution

Cellcura ASA has in 2015 received a group contribution of NOK 178,026. The equity of the Group will increase by NOK 129,958 as a result of group contribution in 2015.

PARENT COMPANY INCOME STATEMENT

Income Statement

(NOK '000)	Note	2014	2013
Operating income			
Revenue		3 172	2 889
Operating expenses			
Cost of sales		(2 956)	(2 007)
Personnel expenses	3	72	(46)
Depreciation and amortisation	6	(5 606)	(5 206)
Other operating expenses	4	(17 036)	(16 161)
Total operating expenses		**(25 526)**	**(23 420)**
Operating profit		**(22 355)**	**(20 531)**
Financial items			
Interest income	17	1 161	994
Other financial income		77	3
Total finance income		**1 238**	**997**
Finance cost			
Interest expense	13	(3 053)	(660)
Impairment of investment in subsidiary	16	-	-
Other finance expense		(203)	(1 014)
Total finance cost		**(3 256)**	**(1 674)**
Net from finance		**(2 018)**	**(676)**
Profit before tax		**(24 373)**	**(21 207)**
Income tax expense	5	(48 067)	-
Profit/ (loss) for the period		**23 694**	**(21 207)**
Attributable to:			
Retained earnings		23 694	(21 207)

PARENT COMPANY STATEMENT OF FINANCIAL POSITION

(NOK '000)	Note	31.12.14	31.12.13
ASSETS			
Non-current assets			
Intangible assets	6	5 779	8 854
Loans to group companies	17	1 909	15 885
Investment in subsidiaries	16	10 182	7 096
Total non-current assets		**17 870**	**31 836**
Current assets			
Trade receivables	7	-	1 112
Other short term assets	9	178 724	923
Inventory	8	0	3 065
Cash and cash equivalents	10	159	189
Total current assets		**178 883**	**5 288**
Total assets		**196 753**	**37 124**
EQUITY AND LIABILITIES			
Capital and reserves			
Issued capital	11	10 804	13 041
Share premium		-	93 244
Other paid in capital		161 554	1 938
Not registered capital increase		-	-
Retained earnings		(3 090)	(102 108)
Total equity		**169 268**	**6 115**
Non-current liabilities			
Borrowings	13	15 200	9 533
Total non-current liabilities		**15 200**	**9 533**
Current liabilities			
Current portion of non-current borrowings	13	670	4 956
Shareholder loans	17	4 599	4 229
Trade payables	14	6 118	11 502
Other short term liabilities	12	898	787
Total current liabilities		**12 285**	**21 476**
Total equity and liability		**196 753**	**37 124**

Oslo, 2 September 2015

Board of Directors CellCura ASA

Dag Dvergsten	Cornelia Horn	Pål Eivind Vegard
Chairman	Board member	Board member

Tore Viana-Rønningen
CEO

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PARENT COMPANY STATEMENT OF CASH FLOWS

(NOK '000)	Note	2014	2013
Cash flow from operating activities			
Ordinary profit/ (loss) before tax		(24 373)	(21 207)
Depreciation and amortisation	6	5 606	5 206
Impairment of investment in subsidiary	16	-	
Impairment of trade receivables and inventory		11 358	13
Accrued interest income		-	(987)
Accrued interest expenses		1 003	270
Changes in accounts receivable, creditors and inventory		(1 820)	8 757
Changes in other accruals		334	(2 083)
Net cash flow from operating activities		**(7 892)**	**(10 031)**
Cash flows from investing activities			
Loans to group companies	17	3 231	(884)
Investment in subsidiary		(3 086)	
Investment in intangible assets	6	(2 531)	-
Net cash flow from investing activities		**(2 386)**	**(884)**
Cash flows from financing activities			
Proceeds from borrowing		748	4 322
Repayment of loans	13	-	(500)
Proceeds from issue of share capital	11	9 500	7 057
Net cash flow from financing activities		**10 248**	**10 879**
Net changes in cash and cash equivalents		**(30)**	**(37)**
Cash and cash equivalents at the beginning of the period		189	226
Cash and cash equivalents at the end of the period	10	**159**	**189**
Interest paid		1 621	303

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

Statement of changes in equity

(NOK '000)	Share Capital	Share premium	Other paid in capital	Not registered capital increase	Retained earnings	Total Equity
Equity at 01.01.2013	4 744	81 356	1 365	8 427	(80 902)	14 993
						-
Profit/(loss) for the year	-	-	-		(21 207)	(21 207)
Issue of shares	8 296	13 059	-	(8 427)	-	12 929
Release of debt			573			573
Transaction costs	-	(1 172)	-		-	(1 172)
Equity at 31.12.2013	**13 041**	**93 244**	**1 938**	**0**	**(102 109)**	**6 115**

(NOK '000)	Share Capital	Share premium	Other paid in capital	Not registered capital increase	Retained earnings	Total Equity
Equity at 01.01.2014	13 041	93 244	1 938	0	(102 109)	6 114
						-
Profit/(loss) for the year	-	-	-		23 694	23 694
Contribution			178 025		(48 067)	129 958
Issue of shares	9 500	-	-	-	-	9 500
Decrease of equity	(11 737)	(93 244)	(18 409)		123 390	-
Transaction costs	-	-	-		2	2
Conversion of loans	-	-			-	-
Equity at 31.12.2014	**10 804**	**(0)**	**161 554**	**0**	**(3 090)**	**169 268**

NOTES TO PARENT COMPANY FINANCIAL STATEMENT

Note 1 General information

CellCura ASA (the company) is a public limited liability company incorporated and domiciled in Norway, with its main office in Skien. CellCura's business is development of novel equipment and products for use in Assisted Reproductive Technology (ART) and Stem Cell Research throughout the world.

Note 2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis for preparation

The financial statements for CellCura ASA have been prepared in accordance with the provisions of the Norwegian Accounting Act and generally accepted accounting practices in Norway.

2.2 Subsidiaries

Subsidiaries are measured using the cost method of accounting in the parent company accounts. Investments are valued at the acquisition cost of the shares unless impairment losses have been necessary. Such assets are impaired to fair value when the decrease in value is for reasons not considered to be of a temporary nature and must be deemed necessary based on generally accepted accounting principles. Impairment loss is reversed when the reason for the impairment no longer applies.

2.3 Foreign currency

The functional currency of the Company is NOK. Monetary assets and liabilities denominated in other currencies are translated at the year end exchange rates. Foreign currency revenues and expenses are translated at transaction date exchange rates. Exchange gains and losses are included in the determination of net income.

2.4 Revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the company's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the company. The group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the company's activities as described below.

Sale of goods

Revenue from the sale of goods is recognised in the income statement when the significant risk and rewards of ownership has been transferred to the buyer, usually once delivery has taken place.

Sale of services

Revenue from a contract to provide services is recognised by reference to the labour hours delivered and direct expenses are incurred.

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment charges. Depreciated are calculated on a straight line basis over the assets expected useful life and adjusted for any impairment charges. Expected useful lives of long-lived assets are reviewed annually and where they differ significantly from previous estimates, depreciation periods are changed accordingly.

Gains and losses on disposals are determined by comparing the disposal proceeds with the carrying amount and are included in operating profit.

2.6 Intangible assets

Intangible assets acquired

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.7 Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.8 Leases (as lessee)

Financial leases

Leases where the company assumes most of the risk and rewards of ownership, are classified as financial leases. The company does currently not have any such leases.

Operating leases

Leases in which most of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

2.9 Short term receivables (current assets)

Short term receivables are initially recognised at fair value plus any transaction costs. The receivables are subsequently carried at amortised cost using the effective interest method, if the amortisation effect is material, and the carrying amount is subsequently reduced by any impairment losses.

2. 10 Inventory

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw material: Purchase cost on a first in, first out basis.

- Finished goods and work in progress: Cost of direct materials and labour and proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

2.11 Cash and cash equivalents

Cash and the equivalents include cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

2.12 Government grants

Government grants, such as "Skattefunn" is recognised in profit and loss on a systematic basis over the periods in which the company recognises expenses the related cost for which the grant are intended to compensate.

Government grants related to assets is presented in the balance by deducting the grant in arriving at the carrying amount of the asset.

2.13 Borrowings

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of transaction/issue costs associated with the borrowing. After initial recognition, interests-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Any difference between the consideration received net of transaction/issue costs associated with the borrowing and the redemption value, is recognised in the income statement over the term of the loan.

2.14 Taxes

Income taxes for the period comprise tax payable and changes in deferred tax.

Deferred tax assets and liabilities are calculated on the basis of existing temporary differences between the carrying amounts of assets and liabilities in the financial statement and their tax bases, together with tax losses carried forward at the balance sheet date. Deferred tax assets and liabilities are calculated based on the tax rates and tax legislation that are expected to exist when the assets are realised or the liabilities are settled, based on the tax rates and tax legislation that have been enacted or substantially enacted on the balance sheet date. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised.

2.15 Pension plans

The Company has a defined contribution plan for its employees. A defined contribution plan is a plan under which the company pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions. The contributions are recognised as employee benefit expenses when they are due.

2.16 Share-based payment

The Company has from time to time issued equity settled share-based compensation plans, under which the company receives services as consideration for equity instruments. The total amount to be expensed is determined by reference to the fair value of the options granted.

The total expense is recognised over the vesting period, which is the period over which all of the specific vesting conditions are to be satisfied. At the end of each reporting period, the company revises its estimates of the number of options that are expected to vest, and recognises the impact of the revision to original estimates, if any, in the income statement. The corresponding entry to expenses is increase in equity (other paid in capital). No such plans are active at the year end.

2.17 Provisions

A provision is recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable (i.e. more likely than not) that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as finance cost.

2.18 Contingent liabilities

Contingent liabilities are not recognised in the financial statements. Significant contingent liabilities are disclosed, with the exception of contingent liabilities where the probability of the liability occurring is remote.

2.19 Cost of equity transactions

Transaction costs directly linked to an equity transaction are recognised directly in equity, net after deducting tax.

2.20 Cash flow statement

The cash flow statement is prepared by using the indirect method

Note 3 - Salary costs and remunerations

(NOK '000)	**2014**	**2013**
Salary	-74	26
Social security tax		54
Pension costs		-61
Other expenses	2	27
Total personnel expenses before capitalisation	**-72**	**46**
Cost of inventories	-	-
Total personnel expenses	**-72**	**46**

	2014	**2013**
Average number of man-labour years:	0	0

Employees and pensions

The Company does not have any employees as at 31 December 2014. This years expense relates to reversed accured salary.

Remuneration to management and share based payments
See note 3 in the Consolidated financial statement.

Note 4 - Other operating expenses

(NOK '000)	2014	2013
Rental expenses	41	148
Research and development	371	11 126
Consultants and auditors fee	1 874	1 587
Dag Dvergsten AS (Ref. note 18, related parties)	1 425	2 082
Other operating expenses	2 574	1 860
Impairment of receivables	10 750	
Government grants [1]	0	(642)
Total operating expenses before capitalization	**17 036**	**16 161**
Cost of inventories	-	-
Total other operating expenses	**17 036**	**16 161**

[1] The company has projects that is comprised by the "Skattefunn" scheme, and the grants are recognised as an reduction of operating expenses. The grant relates to research and development expenses regarding "protein free medium", however it is assessed that the expenses and related grants does not qualify for capitalisation as intangible assets.

The Company has been awarded a research grant of NOK 6 million from the Research Council of Norway ("the Research Council") to support its research project "Computer Aided Sperm Analysis and Recognition" (CASPAR). CASPAR The grant was awarded through the Research Council's programme for "User-driven Research based Innovation" ("BIA"). Funding for CASPAR project is attributed to the cost of the project with NOK 791 in 2014.

Remuneration to auditors

(NOK '000)	2014	2013
	Auditors of the parent company	**Auditors of the parent company**
Statutory audit	302	504
Other assurance services	115	66
Tax assistance	-	-
Other services	-	25
Total, excl. VAT	**417**	**595**

Note 5 - Income taxes

Income tax payable:

(NOK '000)	**2014**	**2013**
Profit before tax	(24 373)	(21 207)
Permanent differences	131	(1 095)
Change in temporary differences	10 735	(285)
Contribution received	178 026	
Tax losses carried forward	(164 520)	
Basis for tax payable	**(0)**	**(22 587)**
Tax payable on this year's profit	**-**	**-**

Specification of basis for deferred tax:

(NOK '000)	**2014**	**2013**
Fixed and intangible assets	(34)	(49)
Other temporary differences	(10 793)	-
Tax losses carry forward	(22)	(164 585)
Basis deferred tax asset	**(10 849)**	**(164 634)**
Deferred tax asset 27% not recognised	**(2 929)**	**(44 451)**

Capitalisation of deferred income tax assets is subject to strict requirements in respect of the ability to substantiate that sufficient taxable profit will be available against which the unused tax losses can be utilised. Based on these requirements deferred tax asset has not been recognised.

Specification of income tax expense:

(NOK '000)	**2014**	**2013**
Taxes payble (group contribution) 27%	48 067	
	48 067	**-**

Reconciliation of effective tax rate:

(NOK '000)	**2014**	**2013**
Profit before tax	(24 373)	(21 207)
Tax based on tax rate of the domestic tax rate	(6 581)	(5 726)
Effects from:		
Transaction costs recognised in equity	-	
Other permanent differences	35	(296)
Effect of defered tax losses carried forward	(44 451)	155
Effect of not recognised changees defered tax/ change tax rate	2 929	5 867
	(48 067)	**0**

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Note 6 - Intangible assets

(NOK '000)	Patents	Web design	Other intangible assets	Total
Acquisition cost				
Accumulated 1 January 2013	852	387	24 982	26 221
Additions of the year	-	-	-	-
Disposals of the year	-	-	-	-
Accumulated 31 December 2013	852	387	24 982	26 221
Additions of the year	2 531	-	-	2 531
Disposals of the year	-	-	-	-
Accumulated 31 December 2014	3 383	387	24 982	28 752
Amortisation				
Accumulated 1 January 2013	362	324	11 476	12 162
Disposals of ordinary amortisation	-	-	-	-
This year's ordinary amortisation	146	64	4 996	5 206
Accumulated 31 December 2013	508	387	16 472	17 368
Disposals of ordinary amortisation	-	-	-	-
This year's ordinary amortisation	610		4 996	5 606
Accumulated 31 December 2014	1 118	387	21 468	22 973
Book value				
Book value at 31 December 2013	345	-	8 510	8 854
Book value at 31 December 2014	2 266	-	3 514	5 779
Economic life	5 years	5 years	5 years	
Depreciation method	linear	linear	linear	

Intangible assets:
Other intangible assets became available for use late in 2010, and was subject to amortisation from that time. See note 8 in the consolidated financial statement for impairment assessments. See note 4 regarding treatment of research and development expenses in 2014, and related of "Skattefunn" grants.

Note 7 - Trade receivables

(NOK '000)	**2014**	**2013**
Gross trade receivables [1]		1 154
Provision for bad debt		(43)
Net trade receivables	-	1 112

[1] Of this is NOK 1 058 thousands receivables from subsidiary. See note 17.

Note 8 - Inventories

Inventories include:

(NOK '000)	**2014**	**2013**
Cost of materials and work in progress		1 116
Finished goods		1 949
Total inventories at the lower of cost and net realisable value	-	3 065

Note 9 - Other short-term assets

(NOK '000)	**2014**	**2013**
VAT- receivables	446	281
Receivable on government grants		642
Prepaid expenses	4	-
Receivable Group companies	178 273	-
Total other short-term	**178 724**	**923**

Note 10 - Cash and cash equivalents

(NOK '000)	**2014**	**2013**
Cash in hand and at bank - unrestricted funds	159	189
Employee withheld taxes - restricted funds	0	0
Cash and cash equivalents in the balance sheet	**159**	**189**

Note 11 - Share capital, shareholder information

See note 13 in the consolidated financial statements.

Note 12 - Other short-term liabilities

(NOK '000)	2014	2013
Accrued expenses	763	780
Salary and other liabilities to employees	135	6
Public duties payable		1
Accrued revenue		-
Total	**898**	**787**

Note 13 - Long term debt and convertible loans

See note 15 in the consolidated financial statement.

Note 14 - Financial risk management, objectives and policies

See note 16 in the consolidated financial statement.

Note 15 - Leases

Operating leases

The Company has entered into several different operating leases for premises, and office machines. The agreements related to office machines contain an option to extend.

The lease costs included:

(NOK '000)	2014	2013
Ordinary lease payments	41	148

Future payments related to non-cancellable leases fall due for payment as follows:

	2014	2013
Within 1 year		5
1 to 5 years	-	-
Future lease commitment[1)]	**-**	**5**

[1)]Lease commitments related to office machinery are not included above.

Note 16 - Overview of subsidiaries

The following subsidiaries are included in the consolidated accounts:

Company	Country, and business adress	Stake and voting rights	Carrying amounts *(NOK '000)*
CellCura Inc	USA, 505 South Rosa Road, Suite 115, Madison, WI 53719	100 %	-
CellCura Software Solution A/S	Denmark, Fruebjergvej 3, 2100 København	100 %	10 152
CellCura Pfm AS	Norge, Munkedamsv. 45, 0250 Oslo	100 %	30

Note 17 - Related parties transactions

(a) Purchases from related parties

(NOK '000)	**Description of purchase**	**2014**	**2013**
Dag Dvergsten AS [1]	Business Service Agreement	1 425	2 082
Dag Dvergsten AS [1]	Guarantee for loan	1179	750
CellCura Software Solution A/S	Goods and other operating services	1 077	3 280
CellCura Inc	Research and development services	-	2 052

[1] Refer to note 18 in the consolidated financial statement for further information regarding these agreements.

Inventories and patent
Cellcura ASA has transferred inventories to the subsidiary Cellcura Solutions AS in 2014 at fair value.

Cellcura Inc. has transferred intangible assets to Cellcura ASA at fair value.

(b) Income from and sales to related parties

(NOK '000)	**Description of income**	**2014**	**2013**
CellCura Software Solution A/S	Interest income	50	44
CellCura Inc	Interest income	981	939
CellCura Software Solution A/S	Goods	2 762	1 061
CellCura Inc	Goods	-	1 036

(c) Balance with related parties:

(NOK '000)	**2014**	**2013**
Assets:		
Loan to CellCura Inc [1]	-	15 195
Loan to CellCura Software Solutions [1]	1 908	690
Trade receivables from CellCura Inc.		1 058
Receivables CellCura PFM AS	247	
Total receivables from related parties	2 155	16 943
Liabilities:		
Trade payables to Dag Dvergsten AS [2]	2 561	750
Short term borrowng from Dag Dvergsten AS [2]	1 839	1 892
Short term borrowng from Scorpio Capital AS [2]	2 350	2 338
Trade payables and accrued liabilities to CellCura Software Solutions		771
Trade payables to CellCura inc		4 166
Total liabilities to related parties	6 750	9 916

[1] No repayment schedule has been agreed for these loans. Nominal value for this loan is NOK 10,744,741, -. The whole claim is has been written down to NOK 0, -

[2] Dag Dvergsten AS and Scorpio Capital AS are shareholders of the company. See note 15 in the Consolidated financial statement for further information regarding these loans.

Note 18 - Events after the balance sheet date

For information about events after the balance sheet date, see note 21 to the consolidated financial statement.

CORPORATE GOVERNANCE

CellCura strives to practice good corporate governance to help strengthen confidence in the company and help ensure the greatest possible value creation over time in interest of shareholders, employees and other stakeholders.

CellCura has adopted "The Norwegian Code of Practice for Corporate Governance" dated 21 October 2010. The objective of this Code of Practice is that companies listed on regulated markets in Norway will practice corporate governance that regulates the division of roles between shareholders, the Board of Directors and executive management more comprehensively than is required by legislation. CellCura's Corporate Governance policy is based on this code of practice.

Implementation and reporting on corporate governance
The board of CellCura ASA is responsible for the implementation of the company's corporate guidelines. These guidelines are reviewed annually by the board and executive management, and discussed in the annual report.

Business
The business of CellCura is defined in article 3 of its Articles of Association and the company conducts its business within this definition.

"The object of the company is to develop and provide services and products related to biotechnology and health care."

Equity and dividends
The Board of Directors continuously monitors the equity needs of the company. CellCura intends to follow a dividend policy favourable to the shareholders. The amount of any dividends to be distributed will be dependent on the company's investment requirements and rate of growth as well as the general development and financing of the Company.

During 2014 CellCura did not succeeded in establishing a viable long-term financing for the Company. Further, there was insufficient interest amongst the Company's shareholders to initiate an equity placement or to provide other types of financing to the Company. Consequently, the Company did not have access to otherwise preferred financing alternatives (e.g. equity placement by way of rights issue or similar). The qualified members of the Board of Directors negotiated a convertible loan agreement with CellCura's largest shareholder Dag Dvergsten AS approved by the extraordinary general meeting 21 of November. The loan gave CellCura's Board of Directors and the management in CellCura a short timeframe to solve the financial issues. This was not successful and 19 of December Dag Dvergsten AS converted NOK 9, 500 000 of its convertible loan into shares in CellCura at a subscription price of NOK 0.20 per share. Consequently, the share capital increased with NOK 9 500 000 by the issuance of 47 500 000 new shares giving Dag Dvergsten more than 90% of the shares in CellCura by the end of the year.

Equal treatment of shareholders and transactions with close associates
The Company has one class of shares and each share gives the owner the right to cast one vote at the general meeting. All shareholders will be treated equally no matter their share-holding or connection to the company. The company has not traded in own shares and do not plan on doing so in the near future.

All transactions between CellCura, other group companies, affiliated companies and persons and other customers or suppliers, shall be made on market terms.

Members of the Board of Directors of CellCura and its employees must behave impartially in all business dealings and not give other companies, organizations or persons improper advantages. If a member of the Board of Directors or the executive management has a material interest in a transaction or other matter involving the company, he or she shall ensure that the Board of Directors is notified of the situation immediately.

In the event of any not immaterial transactions between the company and its shareholders, members of the Board of Directors, members of the leading management or close affiliated persons or companies, the Board of Directors will ensure that a valuation is obtained from an independent third party. This also applies to transactions between companies within the CellCura group where any of the companies involved have minority interests.

Freely negotiable shares
As of 31.12.2014 the shares in CellCura ASA was listed on Oslo Axess. However, the Company was de-listed from Oslo Axess on 23 of February and is now a private held company.

General meetings
The general meeting is CellCura ASA's supreme body. Notice of the annual general meeting is sent to shareholders, and documentation will be available at the company's website www.cellcura.com at least 21 days before the meeting.

All shareholders will receive and invitation to the general meeting. They are entitled to vote at the meeting or by proxy. A proxy form will be sent with the notice.

The deadline for registration is 5 days prior to the general meeting. Shareholders that do not send such notification may be refused entrance to the general meeting.

The annual general meeting shall approve the company's annual accounts and the annual report, including distribution of dividend and all other matters that by law shall be considered by the general meeting.

The Board of Directors and management must attend the general meeting. A person to chair the meeting is elected at the meeting.

The minutes of the general meeting is available in the offices of CellCura ASA.

Election committee
The general meeting decided to remove §6 in the articles of association. From 31.08.2015 CellCura does not have an election committee.

Corporate Assembly and Board of Directors, composition and independence
The Company do not have a corporate assembly, as it is exempt from the duty.
The Board of Directors shall be composed so as to ensure that the Board of Directors can attend to the common interests of all shareholders and meet the company's need for expertise, capacity and diversity.

The composition of the Board of Directors shall ensure that it can operate independently of any special interests. A majority of the shareholder-elected members of the Board of Directors shall be independent of the leading employees and material business contacts.

At least two of the members of the Board of Directors elected by the shareholders shall be independent of the company's main shareholders. At present two Board members is independent of the main shareholder.

The present board consists of one woman and two men. The Board of Directors does not include leading employees.

The work of the board of directors
Every year the board adopts a meeting schedule for the coming year. Meetings will otherwise be held as required. 10 board meetings were held in 2014.

The Board is responsible for the overall control and management of the company and to ensure that relevant controls and guidelines related to the overall operations are implemented.

The Board of Directors will evaluate its performance and expertise annually.

Risk management and internal control
The Board of Directors is responsible for ensuring that CellCura has sound internal control and systems for risk management that are appropriate in relation to the extent and nature of CellCura's activities.

There will be an annual review of the company's most important areas of exposure to risk and its internal control arrangements.

Remuneration of the board of directors
Remuneration of the Board of Directors is decided by the annual general meeting.

The remuneration of the Board of Directors shall reflect the responsibility, expertise, time commitment and the complexity of CellCura's activities and will not be linked to the company's performance. Members of the Board of Directors or their affiliated companies shall not take on specific assignments for CellCura in addition to their appointment as a member of the Board of Directors, unless the assignments and the remuneration for these have been approved by the Board of Directors.

CellCura has entered into a business service agreement with Dag Dvergsten AS, a company owning 90.1 % of the shares in CellCura. Dag Dvergsten AS is owned 100% by Dag Dvergsten who is also chairman of the board in CellCura ASA. See note 18 of the consolidated financial statement for more details.

Remuneration of executive personnel
The Board of Directors in CellCura is responsible for determining the remuneration of the Chief Executive Officer. The Chief Executive Officer is - together with the Board of Directors – again responsible for the remuneration of the management team.

The underlying principle when determining the remuneration is that the total compensation package reflects the responsibility and duties resting with the team members - and that the employee contributes to the long-term value creation in CellCura. It is important that CellCura can offer a competitive remuneration package that enables CellCura to attract the skills and competences needed to support the strategic development of CellCura both nationally as well as internationally.

Information and communications
All information, including financial information, given by CellCura will be communicated accurately and fully, both internally and externally. The communication will be based on openness and the requirement for equal treatment of all participants in the market.

Take-overs
In a take-over situation the board of directors will focus on and use its best efforts to ensure equal treatment of the shareholders, and further to have the best interest of the shareholders in mind regarding price and other conditions.

Transactions that in effect have as a consequence a sale of CellCura's business as a whole will be subject to approval by the general meeting.

Auditor
The auditor is appointed by the general meeting that also approves the auditor's fee. Auditor's fee is reported annually to the general meeting and annual accounts specified on audit work and other assignments.

BDO AS is appointed as the company's auditor. BDO does not perform assignments for CellCura that may lead to conflict of interest.

The auditor will participate in the board meeting where the Board of Directors deals with the annual accounts and otherwise as needed. When the audit committee is established the auditor will be present in meetings with the committee.

RESPONSIBILITY STATEMENT

We confirm, to the best of our knowledge, that the financial statements for the year 2015 which have been prepared in accordance with relevant accounting and reporting standards and gives a true and fair view of the assets, liabilities, financial position and results of operations for the entity and the group as a whole. We also confirm that the Board of Directors' report includes a true and fair review of the development and performance of the business and the position of the entity and the group, and a description of the main risks and uncertainties facing the entity and the group.

Oslo, 2 September 2015

Board of Directors CellCura ASA

Dag Dvergsten	**Cornelia Horn**	**Pål Eivind Vegard**
Chairman	**Board member**	**Board member**

Tore Viana-Rønningen
CEO

BDO

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To the Annual Shareholders' Meeting of CellCura ASA

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of CellCura ASA, which comprise the financial statements of the Parent Company and the financial statements of the group. The financial statements of the Parent Company comprise the balance sheet as at 31 December 2014, the statements of income, and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information. The financial statements of the Group comprise the consolidated balance sheet as at 31 December 2014, the statements of income and comprehensive income, cash flow statement and changes in equity for the year then ended as well as a summary of significant accounting policies and other explanatory information.

The Board of Directors and the Chief Executive Officer's Responsibility for the Financial Statements

The Board of Directors and the Chief Executive Officer are responsible for the preparation and fair presentation of the parent company's financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway and for the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as the Board of Directors and the Chief Executive Officer determine 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 these financial statements based on our audit. We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing. Those standards require 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 misstatement 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 and fair presentation of the financial statements 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 evaluating 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.

BDO

Opinion on the financial statements of the Parent Company

In our opinion, the financial statements give a true and fair view of the financial position of the CellCura ASA as of 31th December 2014 and of its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Opinion on the financial statements of the Group

In our opinion, the financial statements give a true and fair view of the financial position of the CellCura ASA Group as of 31th December 2014 and of its financial performance and its cash flows for the year then ended in accordance with the International Financial Reporting Standards.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report and statement of corporate governance principles and practices

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors report and statement of corporate governance principles and practices concerning the financial statements and the going concern assumption, and the proposal for the allocation of the profit is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements ISAE 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information", it is our opinion that management, has fulfilled its duty to produce a proper and clearly set out registration and documentation of the company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Other matters

This audit report replaces our previous audit report as of 1 July 2015, which was issued at the statutory deadline for holding the annual shareholders meeting. Complete annual financial statements and Board of Directors report were at this point in time not submitted by the Board of Directors and Managing Director.

Oslo, 2 September 2015

BDO AS

Børre Skisland

Børre Skisland
State Authorised Public Accountant (Norway)

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To the Annual Shareholders' Meeting of CellCura ASA

INDEPENDENT AUDITOR'S REPORT

Statement about not submitted financial statements and directors' report

The Board of Directors and the Managing Director have not submitted the financial statements and the directors' report for CellCura ASA for the financial year of 2014 within the statutory time limit, therefore we have not been able to conduct the audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway.

Oslo, 1 July 2015

BDO AS

Børre Skisland

Børre Skisland
State Authorised Public Accountant (Norway)