

**Press release  
Copenhagen, 9 February 2015**

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION WHERE THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

*This is an announcement and does not constitute an offering circular. The offer to acquire securities pursuant to the offering is made, and any investor should make his or her investment decision, solely on the basis of information in any offering circular made generally available in Denmark in connection with the offering. Copies of the offering circular may, following publication, be obtained by persons in Denmark from the Company's registered office and, subject to certain exceptions, through the website of the Company.*

**Novo Nordisk A/S seeks an initial public offering of NNIT A/S**

Søborg, Denmark, 9 February 2015, NNIT A/S ('NNIT' or the 'Company') announces that Novo Nordisk A/S today has announced the decision to seek an Initial Public Offering ('IPO') of NNIT A/S on NASDAQ OMX Copenhagen A/S ('Nasdaq Copenhagen'). NNIT is one of Denmark's leading IT service providers and consultancies, and is a wholly-owned subsidiary of Novo Nordisk A/S.

The decision follows an assessment of the potential for a separate listing of NNIT on Nasdaq Copenhagen conducted by NNIT's Board of Directors at the request of Novo Nordisk A/S. The assessment was initiated on the basis of NNIT's solid growth and earnings over the past several years.

As the selling shareholder, Novo Nordisk A/S will receive all the net proceeds from the offering.

An IPO will provide the Company with improved access to the capital markets and stronger brand recognition, among other benefits.

**Jesper Brandgaard, Chairman of the Board of Directors of NNIT and CFO of Novo Nordisk commented:**

*"Novo Nordisk is very satisfied with NNIT's development and we are confident that a change of ownership structure can better support the company's further development and value creation and strengthen its market position in both Denmark and internationally."*

**Per Kogut, CEO of NNIT, commented:**

*"NNIT has successfully transformed from an internal IT department in Novo Nordisk to a leading and recognized IT services provider in Denmark. We have a full suite of service offerings and we focus our business on customers operating in regulated industries or with complex IT setups leveraging our strong heritage from the regulated life sciences segment."*

*"We are proud of our strong performance during the last decade. We believe NNIT is a robust company, which is positioned for sustained growth. We look forward to welcoming new shareholders in NNIT."*

**About NNIT**

NNIT is one of Denmark's leading IT service providers and consultancies, offering a range of IT services and solutions to its customers. Since 1994 when Novo Nordisk separated its IT functions into an independent operating unit, NNIT has successfully transformed from an internal IT department of Novo Nordisk into a leading IT services provider in Denmark with a customer base consisting of large Danish customers as well as large international life sciences customers. NNIT is the third largest IT services provider in Denmark with a market share of approximately 6.1% in 2013 according to IDC.<sup>(1)</sup>

NNIT's service offerings include advising, building, implementing, managing and supporting IT solutions and operating IT systems for customers. The Company also offers distinct life sciences competencies such as compliance and validation consulting, clinical data warehousing as well as GxP, documentation and serialization competencies.

NNIT focuses on delivering services to customers who have complex IT systems and operate within highly regulated industries. Most customers operate in the life sciences sector (including its largest customer Novo

---

<sup>1</sup> Source: IDC 2014. International Data Corporation (IDC) is an U.S. market research, analysis and advisory firm specializing in information technology, telecommunications, and consumer technology.

Nordisk a world-leading life sciences company) as well as the public, enterprise and finance sectors. NNIT has strong market positions in Denmark and more than 90% of NNIT's net turnover in 2014 was generated by its Danish operations. The Company has expanded its customer base within the international life sciences sector and continues to support Danish customers in their international expansion.

NNIT is headquartered in Copenhagen (Søborg), Denmark, and operates with a fully integrated global delivery model with offshore delivery centers in Tianjin (China), Manila (the Philippines) and Prague and Olomouc (the Czech Republic). In addition, NNIT has sales offices in Zurich (Switzerland) and Princeton, New Jersey (United States). Today, the workforce consists of more than 2,400 employees, which has more than doubled from approximately 1,200 in 2007. Approximately 36% of the Company's employees are located outside Denmark, principally in China.

## **Key strengths**

### *Strong track record in the growing Danish IT services market*

NNIT has continued to gain market share in the growing Danish IT services market and is the third-largest IT services provider in Denmark based on net turnover according to IDC. A broad range of IT services and solutions and the Company's size, local presence and brand, as well as its unique experience of serving in regulated industries have made it possible for NNIT to become a trusted provider of IT services in Denmark for life sciences and enterprise customers, as well as customers in the finance and public sectors. In 2014, NNIT's net turnover grew by 9.3%.

### *Double-digit operating profit margin*

Over the past ten years, NNIT has delivered double-digit annual operating profit margins based on its strong offerings to its customers in combination with a global delivery model and economies of scale. Further, NNIT's life sciences expertise and heritage, as well as process-driven approach to delivering complex and highly integrated IT solutions, are contributing factors.

### *Expertise in the attractive life sciences IT services market*

Drawing on its origin as a captive IT services provider within a leading life sciences company, NNIT has developed a differentiated and specialized IT product offering for life sciences companies. Having Novo Nordisk as its principal customer has provided NNIT with a strong and stable base to

continue to develop and refine IT solutions and services within the life sciences segment. Key offerings include IT services and solutions designed to manage regulatory compliance, clinical trials data handling, serialization, quality management and GxP.

#### *Well-positioned for future growth in Denmark*

NNIT is well-positioned to continue to grow in Denmark both through gaining new customers and upselling services to existing customers. NNIT's scale and strong market position in Denmark enable the Company to bid for most of the large Danish IT projects.

#### *High visibility of future revenue streams*

The long-term nature of many of the Company's major contracts (typically three to five years) provides NNIT with good visibility on future net turnover. NNIT has entered into several large IT outsourcing agreements and has seen an increasing share of revenue generated from IT infrastructure and application outsourcing contracts. As of 31 December 2014, the backlog (anticipated revenue from signed contracts or orders expected to be recognized in the following calendar year) amounted to DKK 1,916 million.

#### *Integrated global delivery model*

NNIT operates with an integrated local, near shore (Czech Republic) and offshore (China and the Philippines) service delivery model, with approximately 840 employees in the near shore and offshore locations. This global delivery model allows NNIT to leverage the different time zones and wage differentials and enables the Company to deliver its services and solutions at competitive prices.

#### *An experienced management team with proven track record supported by strong NNIT culture and values*

The NNIT management team has a strong track record within the IT industry and has been instrumental in the recent part of NNIT's development from captive service provider primarily serving Novo Nordisk to a trusted IT services provider.

### **Dividend Policy**

NNIT expects to have a dividend policy with a target initial payout ratio of 40% of net profit.

The payment of dividends will depend on a number of factors, including NNIT's future profits and financial condition, general economic and business conditions, future prospects, and such other factors as the Company's Board of Directors may deem relevant, in addition to applicable legal and regulatory requirements.

## **New Board Members**

In connection with the IPO, Wilbert A.M. Kieboom and John Beck will be elected as new members of the Board of Directors immediately before the completion of the IPO. The new members bring extensive and diverse management and industry experience to the Board of Directors and the Company believes their expertise will help NNIT in its future growth and in achieving its strategic goals.

Wilbert A.M. Kieboom (born 1959, Dutch, independent) is CEO of Acti Consult and has previously held management positions with Logica and Atos Origin. In addition, Wilbert A.M. Kieboom was member of the global board of Atos Origin and has acted as consultant to Computication. Wilbert A.M. Kieboom is expected to be elected as the Deputy Chairman of the Board of Directors.

John Beck (born 1962, English, independent) is an independent Business Advisor and Chartered Accountant at Coniston General Services Ltd. of which he is also a director and has previously held senior positions with IBM Global Business Services and PricewaterhouseCoopers.

In addition to the above elections, Anne Broeng became a member of the Board of Directors in April 2014. Anne Broeng is the former CFO of PFA Holding A/S and a member of the boards of directors of ATP, Lønmodtagernes Garantifond, Købmand Herman Sallings Fond, F. Salling Holding A/S, F. Salling Invest A/S, VKR Holding A/S and Bikubenfonden.

Jesper Brandgaard will continue as Chairman following the IPO and Wilbert A.M. Kieboom is expected to act as Deputy Chairman. In connection with the IPO, Lars Fruergaard Jørgensen, Executive Vice President and Chief of Staff in Novo Nordisk A/S, is expected to step down as a member of the Board of Directors and is expected to be replaced by a non-independent member of the Board of Directors.

In addition, Anders Vidstrup has been elected as a new employee representative in January 2015 and will replace Kenny Smidt on the Board of Directors immediately before the completion of the IPO.

Anders Vidstrup (born 1962, Danish, not independent) is Senior IT Quality Subject Matter Expert at NNIT. Additionally, Anders Vidstrup is a chairman of the board of directors of Residence Massena Nice A/S and he is the founder and owner of a sole proprietorship.

Upon the listing of NNIT on Nasdaq Copenhagen, the Board of Directors will consist of six members elected by the general meeting of which four are considered independent according to the Danish Recommendations on Corporate Governance, and two employee representatives.

## Financial Highlights

DKK million	2014	2013	2012
<b>Profit &amp; loss</b>			
Net turnover	2,410	2,205	2,028
<i>Growth in net turnover, %</i>	9.3%	8.7%	12.9%
<i>Net turnover from Novo Nordisk, %</i>	52.3%	53.1%	56.9%
COGS	1,931	1,756	1,612
Gross profit	480	449	415
Operating profit	265	246	217
<i>Operating profit margin</i>	11.0%	11.2%	10.7%
Net profit for the year	209	186	144
<b>Balance sheet</b>			
Total assets	1,282	1,276	1,229
<b>Other metrics</b>			
Order backlog <sup>1</sup>	1,916	1,803	1,643

1) Order backlog represents anticipated net turnover from contracts or orders executed but not yet completed or performed in full, and which net turnover is expected to be recognized as revenue in the following financial year. The calculation of order backlog is subject to certain important assumptions.

NNIT's financial performance in the past ten years has been characterized by double-digit revenue growth on average and double-digit operating profit margins despite generally unfavorable macroeconomic conditions in recent years.

NNIT's net turnover increased by 9.3% from 2013 to 2014, principally driven by solid performance in the Operations business area mainly due to the performance within the enterprise customer group. A little more than two-thirds of revenue in 2014 was generated in the Operations business area, and the remaining approximately one-third, was generated in the Solutions business area – a split which has remained relatively stable in recent years.

Operating margin was 11.0% which was broadly in line with previous years.

Since its separation and incorporation as an independent company in 1998, NNIT has generated strong cash flows though it was impacted by investments in a new data center in 2010 and 2011.

The order backlog for the following year, and thereby visibility into the expected revenue streams, has generally been strong and increased from DKK 1,803m at year-end 2013 to DKK 1,916m at year-end 2014.

### **Information on the Offering**

The contemplated IPO is expected to consist of a sale of shares by the Company's sole shareholder, Novo Nordisk A/S. The Company, certain members of the Board of Directors and Group Management and Novo Nordisk A/S will be subject to customary lock-up arrangements.

Danske Bank A/S and Morgan Stanley & Co. International plc are acting as Joint Global Coordinators and Joint Bookrunners and Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige is acting as Co-Lead Manager for the contemplated IPO.

Enquiries:

### **NNIT**

Media contacts:

Robert Neimanas, Head of Communications: +45 3079 7480,  
rbnm@nnit.com

Investor Contacts:

Jesper Wagener, Head of Investor Relations: +45 3075 5392,  
jvwa@nnit.com

## About NNIT

NNIT A/S is a wholly-owned subsidiary of Novo Nordisk A/S that offers a wide range of IT services to its customers, primarily in the life science sector in Denmark and internationally and to customers in the public, enterprise and finance sectors in Denmark. NNIT A/S has more than 2,400 employees and had a turnover in 2014 of DKK 2.4 billion. Operating profit in 2014 was DKK 265 million.

## Important notice

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by NNIT A/S (the 'Company'). Copies of this announcement are not being made and may not be distributed or sent into the United States, Australia, Canada, Japan or any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

In any member state of the European Economic Area ('EEA Member State'), other than Denmark, that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any member state, the 'Prospectus Directive'), this announcement is only addressed to and is only directed at investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish an offering circular, including qualified investors within the meaning of the Prospectus Directive as implemented in each such EEA Member State.

Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the 'Securities Act'), and may not be offered or sold in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. Any securities sold in the United States will be sold only to qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, 'qualified investors' (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of 'investment professionals' in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the 'Order'); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as 'relevant persons'). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it.

This announcement does not constitute an offering circular and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in the Company, except on the basis of information in any offering circular published by the Company in connection with the potential offering and admission of such securities to trading and official listing on NASDAQ OMX Copenhagen A/S. Copies of any such offering circular will, following publication, be available from the Company's registered office and, subject to certain exceptions, on the website of the Company.

The Joint Bookrunners and Co-Lead Manager and their affiliates are acting exclusively for the Company and Novo Nordisk A/S and no one else in connection with the intended offering. They will not regard any other person as their respective clients in relation to the intended offering and will not be responsible to anyone other than the Company and Novo Nordisk A/S for providing the protections afforded to their respective clients, nor for providing advice in relation to the intended offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the contemplated offering, the Joint Bookrunners and Co-Lead Manager and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related investments in connection with the contemplated offering or otherwise. Accordingly, references in the offering circular, if published, to the shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, such Joint Bookrunners and Co-Lead Manager and any of their affiliates acting as investors for their own accounts. The Joint Bookrunners and Co-Lead Manager do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and that can be identified by words such as 'believe', 'expect', 'anticipate', 'intends', 'estimate', 'will', 'may', 'continue', 'should', and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements.