ADMISSION DOCUMENT

Lifecare AS

(A Norwegian private limited liability company incorporated under the laws of Norway)

Admission to trading of outstanding shares on Merkur Market

This admission document (the "**Admission Document**") has been prepared by Lifecare AS (the "**Company**" or "**Lifecare**") solely for use in connection with the admission to trading of all issued and outstanding shares, each with a par value of NOK 0.10 on Merkur Market (the "**Admission**").

As of the date of this Admission Document, the Company's registered share capital is NOK 22,137,903.10, divided into 221,379,031 shares, each with a par value of NOK 0.10 (the "**Existing Shares**"). At an extraordinary general meeting held on 4 July 2018 (the "**EGM**"), the general meeting resolved to increase the share capital with NOK 10,222,594 by issuing 102,225,938 new shares (the "**New Shares**") (the "**Share Capital Increase**"). The Share Capital Increase has as of the date of this Admission Document not been registered with the Norwegian Register of Business Enterprises (the "**NRBE**"), however, the Share Capital Increase will be registered as soon as practically possible. Except where the context requires otherwise, references in this Admission Document to "**Shares**" will be deemed to include the Existing Shares and the New Shares.

The Company's Shares have been admitted for trading on the Merkur Market and it is expected that the Shares will start trading on 10 July 2018 under the ticker symbol "LIFE-ME".

Merkur Market is a multilateral trading facility operated by Oslo Børs ASA. Merkur Market is subject to the rules in the Securities Trading Act and the Securities Trading Regulations that apply to such marketplaces. These rules apply to companies admitted to trading on Merkur Market, as do the marketplace's own rules, which are less comprehensive than the rules and regulations that apply to companies listed on Oslo Børs and Oslo Axess. Merkur Market is not a regulated market, and is therefore not subject to the Stock Exchange Act or to the Stock Exchange Regulations. Investors should take this into account when making investment decisions.

THIS ADMISSION DOCUMENT SERVES AS AN ADMISSION DOCUMENT ONLY, AS REQUIRED BY THE MERKUR MARKET ADMISSION RULES. THIS ADMISSION DOCUMENT DOES NOT CONSTITUTE AN OFFER TO BUY, SUBSCRIBE OR SELL ANY OF THE SECURITIES DESCRIBED HEREIN, AND NO SECURITIES ARE BEING OFFERED OR SOLD PURSUANT THERETO.

Investing in the Company involves material risks and uncertainties. See Section 1 (Risk Factors) and Section 3.3 (Cautionary note regarding forward-looking statements).

Merkur Advisor

Carnegie AS

5 July 2018

IMPORTANT INFORMATION

This Admission Document has been prepared solely by Lifecare in connection with the Admission. The purpose of the Admission Document is to provide information about the Company and its underlying business. This Admission Document has been prepared solely in the English language. For definitions of terms used throughout this Admission Document, please refer to Section 11 (Definitions and glossary of terms).

The Company has engaged Carnegie AS as Merkur Advisor. This Admission Document has been prepared to comply with the Merkur Market Admission Rules. The Admission Document does not constitute a prospectus and has not been reviewed or approved by any governmental authority.

All inquiries relating to this Admission Document should be directed to the Company or the Merkur Advisor. No other person has been authorized to give any information, or make any representation, on behalf of the Company and/or the Merkur Advisor in connection with the Admission, if given or made, such other information or representation must not be relied upon as having been authorized by the Company and/or the Merkur Advisor.

The information contained herein is as of the date hereof and subject to change, completion or amendment without notice. There may have been changes affecting the Company subsequent to the date of this Admission Document. Any new material information and any material inaccuracy that might have an effect on the assessment of the Shares arising after the publication of this Admission Document and before the Admission will be published and announced promptly in accordance with the Merkur Market regulations. Neither the delivery of this Admission Document nor the completion of the Admission at any time after the date hereof will, under any circumstances, create any implication that there has been no change in the Company's affairs since the date hereof or that the information set forth in this Admission Document is correct as of any time since its date.

The contents of this Admission Document shall not be construed as legal, business or tax advice. Each reader of this Admission Document should consult its own legal, business or tax advisor as to legal, business or tax advice. If you are in any doubt about the contents of this Admission Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional adviser.

The distribution of this Admission Document in certain jurisdictions may be restricted by law. Persons in possession of this Admission Document are required to inform themselves about, and to observe, any such restrictions. No action has been taken or will be taken in any jurisdiction by the Company that would permit the possession or distribution of this Admission Document in any country or jurisdiction where specific action for that purpose is required.

The Shares may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

This Admission Document shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo District Court (Nw.: *Oslo tingrett*) as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Admission Document.

Investing in the Company's Shares involves risks. Please refer to Section 1 (Risk factors) of this Admission Document.

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1 RISK FACTORS

Investing in the Shares involves inherent risks. Investors should consider all of the information set forth in this Admission Document, and in particular, the risk factors and the selected financial information included in Section 6 (Selected financial information and other information) set out below. An investment in the Shares is suitable only for investors who understand the risks associated with this type of investment and who can afford a loss of all or part of their investment. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described herein should not be considered prior to making an investment decision.

If any of the risks were to materialize, individually or together with other circumstances, it could have a material and adverse effect on the Group and/or its business, financial condition, results of operations, cash flow and/or prospects, which may cause a decline in the value of the Shares that could result in a loss of all or part of any investment in the Shares. The risks and uncertainties described below are not the only risks faced by the Company. Additional risks and uncertainties that the Company currently believes are immaterial, or that are currently not known to the Company, may also have a material adverse effect on its business, financial condition, results of operations and cash flow. The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.

1.1 Risks relating to the Company and the industry in which it operates

The Company is a start-up company and thus has limited operating history. The Company is a start-up company, and has had limited resources to optimise its operations, rights and obligations. The contracts, rights and obligations of the Company are likely to carry a higher degree of uncertainty and risk than those of mature businesses. Further, the Company has a limited operating history and has as of today only generated limited revenues.

The Company is exposed to risks related to regulatory processes and changes in regulatory environment. The Company's operations could be affected by changes in legal protections and remedies pertaining to intellectual property, trade regulations and procedures and actions affecting approval, production, pricing, reimbursement and marketing of products, as well as by unstable governments and legal systems and intergovernmental disputes. Any of these changes could adversely affect the Company's business, financial condition, results of operations, cash flows, time to market and prospects.

Even if the Company obtains regulatory approval, the Company's products will remain subject to regulatory scrutiny. Lifecare's product(s) will be subject to continuous and additional requirements of the different national and regional regulatory authorities. These requirements include submissions of safety and other post-marketing information, reports, registration and listing requirements, good manufacturing practices, or good manufacturing processes ("**GMP**")[1] requirements relating to quality control, quality assurance and corresponding maintenance of records and documents, and recordkeeping. Even if marketing approval is granted, the approval may be subject to limitations on the indicated uses for which the product may be marketed or to conditions of approval, or contain requirements for costly post-marketing testing and surveillance. The different regulatory authorities closely regulate the post-approval marketing and promotion of medical products.

In addition, late discovery of previously unknown problems with the Company's products, manufacturing processes, or failure to comply with regulatory requirements, may lead to various adverse results, including, but not limited to, restrictions on such products, manufacturers or manufacturing processes, requirements to conduct post-marketing clinical trials, withdrawal of the products from the market, refusal to approve pending applications or supplements to approve applications that the Company submits and refusals to permit the import or export of the Company's products.

The regulatory authorities' policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of the Company's products. If the Company is slow or unable to adapt to

[1] "Good Manufacturing Practices" is defined as practices that are required in order to conform to guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in the United States, Canada, Europe, China, in addition to other countries.

changes in existing requirements or the adoption of new requirements or policies, or if the Company is not able to maintain regulatory compliance, it may lose any marketing approval that it may have obtained, which would adversely affect the Company's business, prospects and ability to achieve or sustain profitability.

The Company's products and technology may not gain sufficient market acceptance. The Company's success will depend upon the ability to develop technology and products that are accepted by the medical device companies and other industry players within the healthcare/medical technology sector, including the medical community. Ultimately, for the Company's products to gain general market acceptance, it is necessary for the Company to develop partners or viable commercial strategies for the development, approval, commercialization and distribution of the Company's products and technology. There can be no assurance that the Company's products and technology will achieve market acceptance on a timely basis, or at all. Failure of future products to achieve market acceptance could have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company may be unable to secure long-term commitment from third parties for the development and commercialization of the Company's technology and products. To commercialize the Company's technology and products, the Company is dependent on entering into partnership agreements with leading participants within the health care/medical device sector who will be responsible for the further development, application and commercialization of the Company's technology and products. Further, partners or contractual parties of the Company may not be capable of utilizing the Company's technology to manufacture products that can be sold to the healthcare market, obtaining the necessary regulatory approvals for the products and/or generating sufficient demand for the products. If Lifecare is unable to establish partnership and/or the partnerships are unable to develop and sell the products, the Company may not be able to generate revenue and may not become profitable.

Substantial competition could materially affect the Company's financial performance. The Company competes with many companies which have substantially greater financial resources, larger research and development staffs, more extensive marketing and manufacturing organizations, and more experience in the regulatory process than Lifecare. The Company also competes with academic institutions, government agencies, and other research organizations that may be involved in research, development, and commercialization of technologies and products similar to those of Lifecare. There can be no assurance that Lifecare will be able to compete against current or future competitors or that competition will not have a material adverse effect on our business, financial condition, and results of operations.

The Company faces an inherent business risk of liability claims in the event that the use or misuse of the compounds results in personal injury or death. The Company faces an inherent risk of product liability as a result of the clinical testing of its product candidates, and will face an even greater risk if it commercializes any products. For example, the Company may be sued if its product candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. If the Company cannot successfully defend itself against product liability claims, it may incur substantial liabilities or be required to limit commercialization of its product candidates. Even successful defence would require significant financial and management resources.

The success, competitive position and future revenues will depend in part on the Company's ability to protect intellectual property and know-how. The success of the Company will depend on the Company's ability to obtain and maintain patent protection for its products, methods, processes and other technologies, to preserve trade secrets, to prevent third parties from infringing proprietary rights of the Company and to operate without infringing the proprietary rights of third parties. To date, the Company holds certain exclusive patent rights in major markets, however, the Company cannot predict the degree and range of protection any patents will afford against competitors and competing technologies, including whether third parties will find ways to invalidate or otherwise circumvent the patents, if and when additional patents will be issued, whether or not others will obtain patents claiming aspects similar to those covered by the Company's patents and patents applications, whether the Company will need to initiate litigation or administrative proceedings, or whether such litigation or proceedings are initiated by third parties against the Company which may be costly or whether third parties will claim that the Company's technology infringes upon their rights. Should the Company not be able to protect its intellectual property and know-

how, it could have a material and adverse effect on the Company's business, financial condition, results of operations, cash flows, time to market and prospects.

The Company relies, and will continue to rely, upon third-parties for clinical trials and manufacturing. The Company cannot be certain that it will be able to enter into or maintain satisfactory agreements with third-party suppliers, like contract research organisations ("**CRO's**") for the conduct of clinical studies or manufacturers. The Company's need to amend or change providers for the conduct of clinical studies might impact the timelines of the conduct of such studies. The Company's failure to enter into agreements with such suppliers or manufacturers on reasonable terms, if at all, could have a material and adverse effect on the business, financial condition, results of operations, cash flows, time to market and prospects. The Company needs to ensure that the manufacturing process complies with applicable regulations and manufacturing practices as well as the Company's own high quality standards.

The Company may also not be able to rapidly alter production volumes to respond to changes in future commercial sale or demand of a product. Poor manufacturing performance of third party manufacturers, a disruption in the supply or the Company's failure to accurately predict the demand for any future commercial sale of a product could have a significant adverse effect on the Company's business, financial condition, results of operations, cash flows, time to market and prospects.

The Company relies, and will continue to rely, upon third-parties for development and commercialisation of its products. The Company cannot be certain that it will be able to enter into or maintain satisfactory agreements with third-party suppliers for the development and commercialisation of its products. Any event of breach of agreement by either party or other full or partial discharge of the relevant agreements and/or any of the rights thereunder could have a material adverse effect on the business, financial position, results of operations, cash flows, time to market and prospects.

The Company is reliant on key personnel and the ability to attract new, qualified personnel. The Company is highly dependent upon having a highly qualified scientific team. The loss of a key personnel might impede the achievement of the scientific development and commercial objectives. Competition for key personnel with the experience that is required is intense and is expected to continue to increase. There is no assurance that the Company will be able to recruit new key personnel in the future. Any failure to attract or retain such personnel could result in the Company not being able to successfully implement its business plan and could impact the compliance of the Company's quality system and thereby the compliance of the Company's development work, which again could have a material and adverse effect on the Company's business, financial condition, results of operations, cash flows, time to market and prospects.

Need for capital and dilution of existing shares. To ensure development of technological solutions and economic growth, the Company might find the need to obtain more cash by way of private placements and subsequent share capital increase(s), which in turn may lead to dilution of the shares of the existing shareholders.

1.2 Risks relating to the Shares

The Company will incur increased costs as a result of being a publicly traded company. As a publicly traded company with its Shares listed on the Merkur Market, the Company will be required to comply with the Oslo Stock Exchange's reporting and disclosure requirements and with corporate governance requirements. The Company will incur additional legal, accounting and other expenses to comply with these and other applicable rules and regulations. The Company anticipates that its incremental general and administrative expenses as a publicly traded company will include, among other things, costs associated with annual and interim reports to shareholders, shareholders' meetings, investor relations, incremental director and officer liability insurance costs and officer and director compensation. In addition, the Board and the management may be required to devote significant time and effort to ensure compliance with such rules and regulations, which may entail that less time and effort can be devoted to other aspects of the business. Any such increased costs, individually or in the aggregate, could have an adverse effect on the Company's business, financial condition, results of operations, cash flows, time to market and prospects.

There is no prior regulated market for the Shares, and an active trading market may not develop. As the Shares historically have not been traded on a regulated public market place, no assurances can be given that an active trading market for the Shares will develop or be sustained. The market value of the Shares could be

substantially affected by the extent to which a secondary market develops for the Shares following completion of the Listing.

The market value of the Shares may fluctuate significantly, which could cause investors to lose a significant part of their investment. An investment in the Company's shares involves risk of loss of capital. The market value of the shares may fluctuate significantly in response to a number of factors beyond the Company's control, including adverse business developments, variations in operating results, changes in financial estimates and cost estimates, announcements by the Company or its competitors of new development or new circumstances within the industry, lawsuits against the Company, unforeseen events and liabilities, changes in management, changes to the regulatory environment in which the Company operates or general market conditions. The market value of the Shares could also be substantially affected by the extent to which a secondary market develops or sustains for the Shares. Further, the offering price applied in the Private Placement (as defined in Section 8.1.2 below) may not be indicative of the market price (if any) of the Shares after the Private Placement.

Exchange rate fluctuations. Exchange rate fluctuations could adversely affect the value of the Shares and any dividends paid on the Shares for an investor whose principal currency is not NOK.

Shares are subject to restrictions on dividend payments. Norwegian law provides that any declaration of dividends must be adopted by the shareholders at the Company's general meeting of shareholders. Dividends may only be declared to the extent that the Company has distributable funds and the Company's Board finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with the Company's operations and the need to strengthen its liquidity and financial position. As the Company's ability to pay dividends is dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries and companies in which the Company may invest.

Future issuances of Shares or other securities may dilute the holdings of shareholders and could materially affect the price of the Share. The Company may in the future decide to offer additional shares or other securities to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes. If the Company raises additional funds by issuing additional equity securities, the holdings and voting interests of existing shareholders could be diluted.

Norwegian law imposes certain restrictions on shares and shareholders. The rights of shareholders are governed by Norwegian law and by the articles of association of the Company. These rights may differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. Further, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

Future IPO plans may not be completed for a variety of reasons. In the long-term, the Company intends to generate shareholder value through an industrial sale or an initial public offering and listing ("**IPO**"). However, there can be no assurances that such trade sale or IPO will be carried out, in which case very limited liquidity in the Shares is expected.

Future sales or the possibility of future sales of substantial numbers of Shares may affect the Shares' market price. The market price of the Shares could decline as a result of sales of a large number of Shares in the market after the date hereof or the perception that these sales could occur. These sales, or the possibility that these sales may occur, might also make it more difficult for the Company to sell equity securities in the future at a time and at a price that it deems appropriate. The Company cannot predict what effect, if any, future sales of the Shares, or the availability of Shares for future sales, will have on their market prices. Sales of substantial amounts of the Shares in the public market following the date hereof, or the perception that such sales could occur, may materially and adversely affect the market price of the Shares, making it more difficult for holders to sell their Shares or the Company to sell equity securities in the future at a time and price that they deem appropriate.

Nominee registered Shares may be subject to restrictions on voting. Beneficial owners of Shares that are registered in a nominee account or otherwise through a nominee arrangement (such as through brokers, dealers or other third parties) may be unable to exercise their voting rights for shares unless their ownership is re-registered in their names with the VPS prior to a general meeting. There is no assurance that beneficial owners of the Shares

will receive the notice of any general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

The transfer of Shares is subject to restrictions under the securities laws of the United States and other jurisdictions. None of the Shares have been registered under the U.S. Securities Act or any U.S. state securities laws or any other jurisdiction outside of Norway and are not expected to be registered in the future. As such, the Shares may not be offered or sold except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act and other applicable securities laws. In addition, there is no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases or rights offerings. Further, investors in the United States may have difficulty enforcing any judgment obtained in the United States against the Company or its directors or executive officers in Norway.

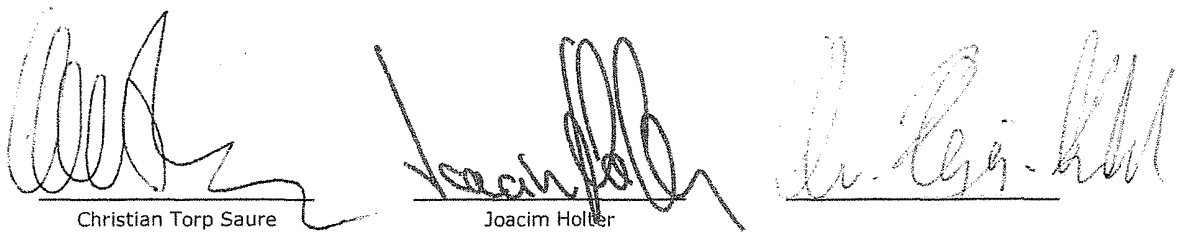
2 RESPONSIBILITY FOR THE ADMISSION DOCUMENT

This Admission Document has been prepared by Lifecare solely in connection with the Admission to trading on the Merkur Market.

The board of directors of the Company (the "**Board**") accepts responsibility for the information contained in this Admission Document. The members of the Board confirm that, after having taken all reasonable care to ensure that such is the case, the information contained in this Admission Document is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

5 July 2018

The Board of Lifecare AS



Christian Torp Saure
(Chair)

Joacim Holter
(Director)

3 GENERAL INFORMATION

3.1 Other important investor information

The Company has furnished the information in this Admission Document. No representation or warranty, express or implied, is made by the Merkur Advisor as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Admission Document is, or shall be relied upon as a promise or representation in this respect, whether as to the past or the future. The Merkur Advisor assume no responsibility for the accuracy or completeness or the verification of this Admission Document and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this Admission Document or any such statement.

Neither the Company nor the Merkur Advisor, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation to any purchaser of the Shares regarding the legality of an investment in the Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Shares.

3.2 Presentation of financial and other information

3.2.1 Financial information

The Company has prepared audited consolidated financial statements as of and for the years ending on 31 December 2015, 31 December 2016 and 31 December 2017 (the "**Financial Statements**") in accordance with Norwegian Generally Accepted Accounting Principles ("**NGAAP**"). The Financial Statements are included in Appendix B to this Admission Document. The Financial Statements have been audited by RSM Norge AS, as set forth in their report thereon included herein.

The Company presents the Financial Statements in NOK (presentation currency).

3.2.2 Industry and market data

In this Admission Document, the Company has used industry and market data obtained from independent industry publications, market research and other publicly available information. While the Company has compiled, extracted and reproduced industry and market data from external sources, the Company has not independently verified the correctness of such data. The Company cautions prospective investors not to place undue reliance on the above mentioned data. Unless otherwise indicated in the Admission Document, the basis for any statements regarding the Company's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

Although the industry and market data is inherently imprecise, the Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Admission Document that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Admission Document (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily

subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 1 (Risk factors) and elsewhere in this Admission Document.

3.3 Cautionary note regarding forward-looking statements

This Admission Document includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Company's actual financial position, operating results and liquidity, and the development of the industry in which the Company operates, may differ materially from those made in, or suggested, by the forward-looking statements contained in this Admission Document. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

4 PRESENTATION OF THE COMPANY

4.1 Corporate information

The Company's legal name is Lifecare AS and the Company's commercial name is Lifecare. Lifecare is a Norwegian private limited liability company (Nw.: *Aksjeselskap*), incorporated under the laws of Norway and in accordance with the Norwegian Private Limited Liability Companies Act (the "**Companies Act**"). The Company is registered under company reg. no. 990 251 657 in the NRBE. The Company was incorporated on 4 September 2006 and has existed since. The Company is not part of a group.

The Company's registered business address and principal place of business is Øvre Kråkenes 17, 5152 Bønes, in Bergen, Norway. The telephone number to the Company's principal offices is +47 901 36 063 and its website is www.lifecare.no.

4.2 History

The table below shows the Company's key milestones from its inception and up to the date of this admission document:

Date	Event
2006-2007	Lifecare is established. First development of prototype in-vitro (in lab) initiated.
2006-2009	Two patents are granted.
2012	Two PhDs are completed.
2013	US patent granted until 2030.
2015	First proof-of-concept has been successfully shown in pre-clinical (animal) studies.
2016	Second pre-clinical study completed in Q3 2016.
2016-2017	3rd and 4th patent application (pending).
2017	Development of working prototype initiated in Q1 2017.
2018	Lifecare entered into a product development agreement with Sanofi Aventis Group in January.

4.3 The Company

Lifecare is a Norwegian life science company established in 2006, focused on developing and commercializing a novel implantable sensor for long-term continuous glucose monitor and diabetes management for a global market. Lifecare has since its inception been dedicated to the research and development of medical sensors for health monitoring. The company is located in Bergen, Norway, while research and development is performed through its scientific management team supported by the Scientific Advisory Board, cf. Section 7.4 (Scientific Advisory Board). The Company has also entered into product development- and other research and development related agreement with its European partners, see Section 4.4 (Key collaborating partners) below.

4.4 Key collaborating partners

4.4.1 Sanofi-Aventis Groupe

Sanofi-Aventis Groupe S.A. ("**Sanofi**") is a global life science company that is engaged in research, production and distribution of pharmaceutical products and operates through the following business segments: pharmaceuticals, human vaccines and animal health. One of the key priorities of the company is to provide access to healthcare for underserved populations. In 2017, the company reported revenues of EUR 35.1bn. Sanofi has more than 100,000 employees in approximately 100 countries and its health care solutions are available in over 170 countries.[2]

4.4.2 Cambridge Consultants

Cambridge Consultants was established out of Cambridge University in 1960 and has become a leading global innovator for product development engineering and technology consulting. Cambridge Consulting has expertise in designing sophisticated implantable devices and delivery systems for a variety of applications. Furthermore,

[2] Source: Sanofi-Aventis Groupe S.A., annual report 2017.

Cambridge Consulting has all the in-house skills and facilities needed to develop novel product concepts. Their focus is to help clients identify, create and launch breakthrough products and services that disrupt their markets.[3]

4.4.3 CantiMED

CantiMED was founded by a group of physicist and medical development specialists and is combining a highly sophisticated nanomedicine sensing technology with a comprehensive medical product development experience providing solutions for improvement of existing medical products for development of new innovative ideas. Their goal is to provide solutions for yet unmet medical needs for a variety of acute and chronic diseases for the ultimate benefit of the affected patients.[4]

4.5 Material contracts

4.5.1 Product development agreement with Sanofi-Aventis Group

Lifecare entered into a product development agreement with Sanofi which became effective on 1 December 2017.

Sanofi contributes with funding of EUR 290,000 for Lifecare's ongoing development of a "*miniaturized osmotic pressure based implantable interstial glucose sensor*". This product is based on Lifecare's proprietary technology and is meant to be included/incorporated in Lifecare's continuous glucose measurement solution, referred to in the agreement as "Sencell Glucose Monitoring System" (the "**Sencell System**"). The Sencell System is broadly defined in the agreement and covers all substantial parts of Lifecare's technology. Lifecare shall own any intellectual property conceived or developed during the performance of the agreement.

The development of said product shall follow a product development program consisting of seven phases, starting on 1 December 2017 with an estimated completion at the end of 2020. Sanofi's funding is payable in four instalments upon the initiation of phase I, II, III and IV, with the majority of the funding (EUR 190,000) payable on the initiation of the first phase. Sanofi may require a refund of its funding or part thereof to the extent Sanofi in its reasonable understanding finds that Lifecare has not completed the relevant phases, however, the risk for Lifecare is mitigated with Sanofi's rights to claim refund lapsing unless Sanofi objects within 35 days of receipt of the relevant progress reports from Lifecare.

Sanofi is granted a "*right of first refusal*" to "*in good faith negotiate*" an exclusive and worldwide license to the Company's intellectual property for the purpose of manufacturing and exploiting the Sencell System, including the miniaturized glucose sensor. Sanofi may exercise its right within 90 calendar days after completion of Phase V (estimated to be completed at the end of February 2020). Lifecare is not obligated to enter into a license agreement with Sanofi, and shall be free to start negotiations and enter into any agreement with third parties if (i) Sanofi fails to exercise its right to first refusal, or (ii) if the parties fails to agree and execute a license agreement within the nine months negotiation period. It is a condition, however, that such third party agreements made do not contain provisions more favourable for the third party than those previously discussed with Sanofi.

Lifecare's publications of result from the product development made under the Agreement is subject to prior approval from Sanofi. If no response is received from Sanofi within 60 days, it will be deemed as an acceptance.

The agreement shall be terminated upon the later to occur of (i) the completion of the Product Development Program, or (ii) the expiry of the nine months period from the date the Sanofi's right of first refusal is exercised. Sanofi may also terminate the Agreement without cause upon a 90 days written notice to Lifecare, but only after the completion of Phase III (i.e. in effect only after payment of the full funding to the Company).

In summary, the Sanofi product development agreement represents a significant validation of Lifecare's technology as well as business and scientific credibility.

4.5.2 Services agreement with Cambridge Consultants Limited

Lifecare entered into a services agreement with Cambridge Consultants Limited ("**Cambridge Consultants**") on 7 June 2015. Cambridge Consultants is an overall and key partner for Lifecare in Lifecare's product development.

[3] Source: Cambridge Consulting website, https://www.cambridgeconsultants.com/about-us.
[4] Source: CantiMED website, http://www.cantimed.de/en/.

Cambridge Consultants has responsibility, *inter alia*, for the miniaturized sensor for in-vivo pre-clinical trials, as well as potential participation in the development of strategy and risk/mitigation plan according ISO 13485[5].

4.5.3 Services agreement with CantiMED

Lifecare has entered into a services agreement with the German nanomedicine technology company CantiMED UG ("**CantiMED**") on 27 June 2017. CantiMED shall provide product development support for Lifecare, as specified in separate statement-of-work orders, in particular related to efforts of miniaturizing sensor and membrane technology down to nanoscale size and 3D printed sensors while improving sensitivity. The Company is currently discussing certain licencing rights with CantiMED, as clarifications to the agreement and current work order.

4.5.4 Research and development agreement with the University of Mainz

Lifecare has a research and development agreement from April/May of 2018 with the University of Mainz ("**UoM**"), regarding a service project which is part of the research and development of the osmotic glucose sensor. The duration of the agreement is from May to September 2018. Lifecare owns the rights for the results and intellectual property of the services by paying the final and complete payments pursuant to the agreement. UoM is granted a time- and location independent license to use the results for university research and/or education after the filing and approval of new patents.

Save for the above, the Company has not entered into any material agreements outside the ordinary course of business in the period from 30 June 2016 until the date of this Admission Document.

4.6 Dependency on contracts, patents, licenses etc.

4.6.1 Overview

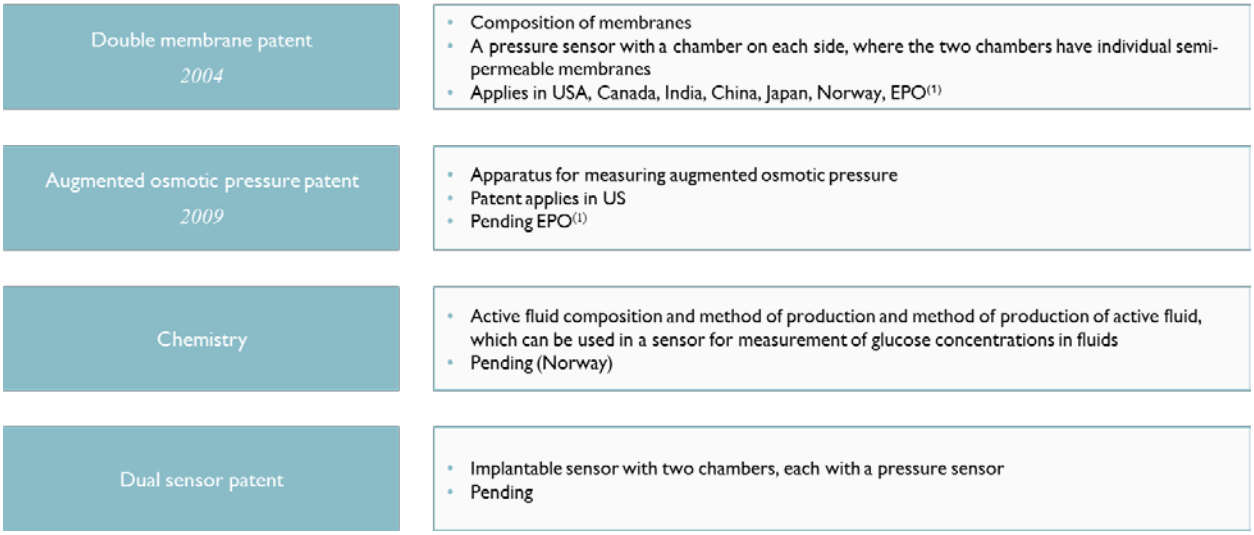
Material contracts as described above under Section 4.5 (Key collaborating partners) are important to the Company, but the Company would in addition, and in particular be dependent on retaining its agreement with Islay Venture UG (CSO, Prof. Andreas Pfützner).

The core technology of the Company is owned by Lifecare (see Section 4.6.2 (Services agreement with Cambridge Consultants Limited) below), and the only licence from third parties or third party intellectual property, thus far, needed for the utilization of its core technology is secured pursuant to the service agreement with CantiMED, see Section 4.5.3 (CantiMED).

[5] Note: ISO 13485 is the internationally recognized standard for quality management systems in the medical device industry.

4.6.2 Intellectual property rights

Intellectual property is of vital importance for the protection of Lifecare's core technology. Below is a table of Lifecare's patents (including patent applications) considered critical for Lifecare's core technology.



Note: (1) EPO abbreviation for European Patent Office

Double membrane patent (2004): Applies in the following "EPO-countries": Belgium, Switzerland, Germany, Denmark, Spain, France and United Kingdom.

Augmented osmotic pressure patent (2009): EPO informed on 14 June 2018 that the European patent will be granted with effect from 11 July 2018. The Company would thereafter have three months to decide in which countries to validate the patent.

4.7 Related party transactions

The Company has had, and still have certain, loans from shareholders, see Section 8.1 (Share capital and share capital development). As of the date of this Admission Document the total outstanding loans from shareholders are:

Lender	Principal amount
Lacal AS	NOK 250,000
Teigland Eiendom AS	NOK 250,000
Sparebanken Vest	NOK 250,000
Bech Invest AS	NOK 150,000
Total	**NOK 900,000**

The Company has agreed with the four shareholders that their loans will be settled, shortly after the completion of the Private Placement, by repayment in cash.

Nexus Marketing NUF (i.e. the CEO, Rune Frisvold) and Islay Ventures UG (i.e. the CSO, Andreas Pfützner) are shareholders and party to consultancy, bonus and option agreements with the Company. Andreas Pfützner is also engaged as Chief Sientific Officer of CantiMED, see Section 4.5.3 (CantiMED). The Company has also made certain pre-payments under the consultancy agreement with Islay Ventures UG (i.e. the CSO, Andreas Pfützner), as of the date of this Admission Document the outstanding balance of pre-payments is NOK . Islay Ventures UG has offered their shares as security for the pre-payments made.

4.8 Legal and arbitration proceedings

From time to time, the Company may become involved in litigation, disputes and other legal proceedings arising in the normal course of business. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. However, the Company is not, and has not during the course of the last twelve months been, involved in any legal, governmental or arbitration proceedings which may have, or has had, any significant effect on the Company's financial position or profitability, and the Company is not aware of any such pending or threatening proceedings.

5 BUSINESS OVERVIEW

This section provides an overview of the business of the Company as of the date of this Admission Document. The following discussion contains forward-looking statements that reflect the Company's plans and estimates, see Section 3.3 (Cautionary note regarding forward-looking statements) above, and should be read in conjunction with other parts of this Admission Document, in particular Section 1 (Risk factors).

5.1 Principal activities and product offering

5.1.1 Introduction of the Company

Lifecare is currently developing a fully integrated single use continuous glucose measurement device which is to be connected wirelessly to a smart phone or receiver. Lifecare's technology employs a glucose-induced change in osmotic pressure and represents, in the Company's view, a disruptive solution to interstitial sensing. Preclinical proof-of-concept results have impressively confirmed that the technology is capable of accurately tracking glucose changes in the interstitial fluid. The results for the preclinical study are proving that the Lifecare osmotic pressure technology is able to track interstitial glucose. It provides a stable reference for the future developmental steps and will help Lifecare to further miniaturize the sensor until successful clinical evaluation in human clinical trials.

5.2 Vision and strategy

Lifecare's ambition is to complete the development, testing and introduction of the first long term implantable micro sensor to give persons with diabetes a modern tool for monitoring of glucose levels.

5.3 Target market

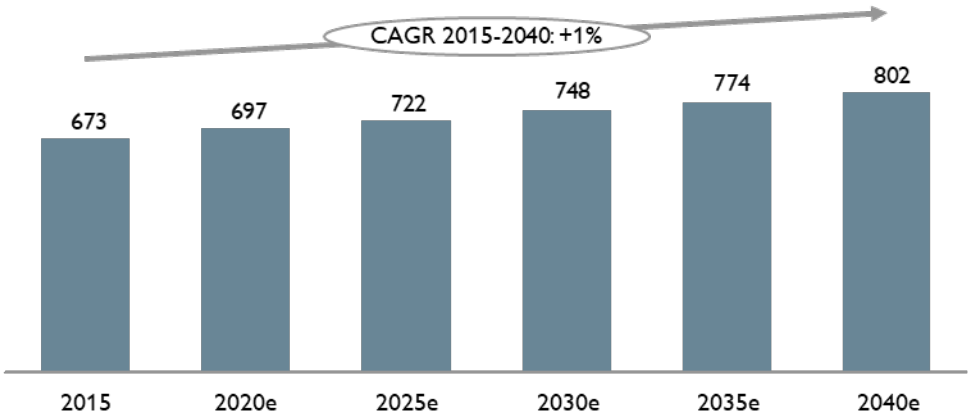
5.3.1 Introduction

According to the Company, there are no long-term implantable sensors for measuring glucose available today, only short term semi-invasive products. More precisely, long term in this setting is 6 months or more. More than 450 million people worldwide suffer from diabetes, and 5 million people die every year – where the primary cause is poorly managed glucose levels. 1/3 of the diabetes population is insulin dependent and should measure their level of glucose regularly and lack of self-management can potentially lead to long term damage and complications.

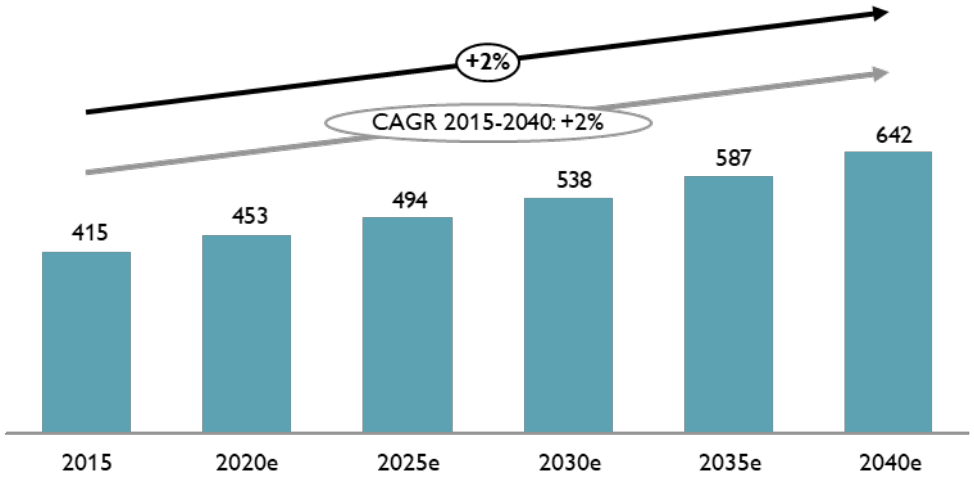
Measurement of blood glucose is a medical procedure, which is performed several times daily in particular by patients with insulin-treated diabetes mellitus. Glucose readings are necessary to monitor the effect of glucose lowering medications, meals and exercise and enable the patient to calculate and inject a correct insulin dose to maintain stable and good glycemic control. The current manual single-spot finger-prick blood glucose measurements implies using lancets for blood sample generation often involve pain and discomfort. Incomplete numbers of measurements taken during a day results in the average person with diabetes spending 4.8 hours per day in a hyperglycaemic state and 2.1 hour in hypoglycaemia. Both these conditions are potentially dangerous and can contribute to vascular damage, mental confusion and even death.

The diabetes treatment market is large and diverse, comprising several drug classes, and it is estimated that 37% of people with diabetes is insulin dependent. As seen in the graph below, global health care spend related to diabetes is expected to reach approximately USD 800 billion in 2040, up from USD 673 billion in 2015.[6] Moreover, diabetes imposes a large economic burden on individuals and families, national health system and countries; and represents a significant obstacle to sustainable economic development. Health care expenditures for people with diabetes have been found to be two-to three-fold higher than people without diabetes.[7]

Global health care spend, USDbn



Furthermore, the global population diagnosed with diabetes is increasing. The graph below, shows that the number of people diagnosed with diabetes is expected to grow from 415 million to approximately 640 million in 2040, representing an annual growth of 2%.



Global diabetes population, million

5.3.2 Type 1 diabetes

Type 1 diabetes is caused by an autoimmune reaction, in which the body's defence system attacks the insulin-producing beta cells in the pancreas. Consequently, the body can no longer produce the insulin it needs. This insulin deficiency prevents insulin-sensitive cells from carrying out essential glucose metabolism and leads to

[6] Source: IDF Diabetes Atlas seventh edition 2015.
[7] Source: IDF Atlas seventh edition 2015.

hyperglycaemia which is defined by high blood glucose levels. People with this form of diabetes need insulin every day in order to control the levels of glucose in their blood.

Type 1 diabetes develops suddenly and can produce symptoms such as abnormal thirst and dry mouth, frequent urination, extreme tiredness, constant hunger, sudden weight loss and blurred vision. Type 1 diabetes is diagnosed by an elevated blood glucose level in the presence of the symptoms listed above. With daily insulin treatment, regular blood glucose monitoring and maintenance of a healthy diet and lifestyle, people with diabetes type 1 can lead a normal, healthy life. However, insulin treatment regimens are often inconvenient and are associated with undesirable side effects. The number of people who develop type 1 diabetes is increasing. The reasons for this is still unclear, but it may be due to changes in environmental risk factors and/or viral infections. Today, type 1 diabetes represents 10-15% of the diabetes market.[8]

5.3.3 Type 2 diabetes

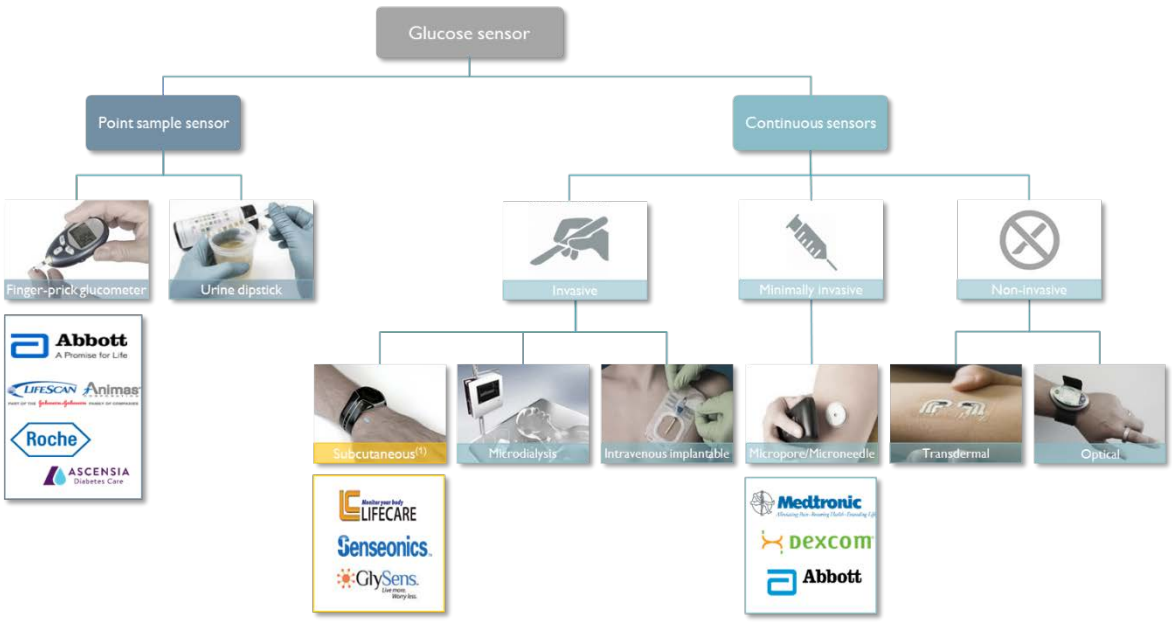
Type 2 diabetes is the most common type of diabetes. It usually occurs among adults, but is increasingly seen in children and adolescents. In type 2 diabetes, the body is able to produce insulin but becomes resistant so that the insulin is ineffective. Over time, insulin levels may subsequently become insufficient. Both the insulin resistance and deficiency lead to high blood glucose levels. Symptoms of type 2 diabetes include; frequent urination, excessive thirst, weight loss and blurred vision. Many people with type 2 diabetes remain unaware of their condition for a long time because the symptoms are less marked than in type 1 diabetes. Therefore, it may take years before the disease is recognized. However, during this time the body is already being damaged by excess blood glucose. Due to this, many people already have evidence of complications when they are diagnosed with type 2 diabetes.

In contrast to people with type 1 diabetes, most people with type 2 diabetes do not require daily insulin treatments to survive. The cornerstone of treatment of type 2 diabetes is the adaption of a healthy diet, increased physical activity and maintenance of a normal body weight. There are a number of oral medications available to help control blood glucose levels. If blood glucose levels continue to rise however, people with type 2 diabetes may be prescribed insulin.[9]

5.4 Technology

5.4.1 Present market landscape

There are several ways to measure glucose and the different methodologies can be categorised into "Continuous Glucose Monitoring" ("**CGM**") and "Point sample sensor".



[8] Source: IDF Diabetes Atlas seventh edition 2015.
[9] Source: IDF Diabetes Atlas seventh edition 2015.

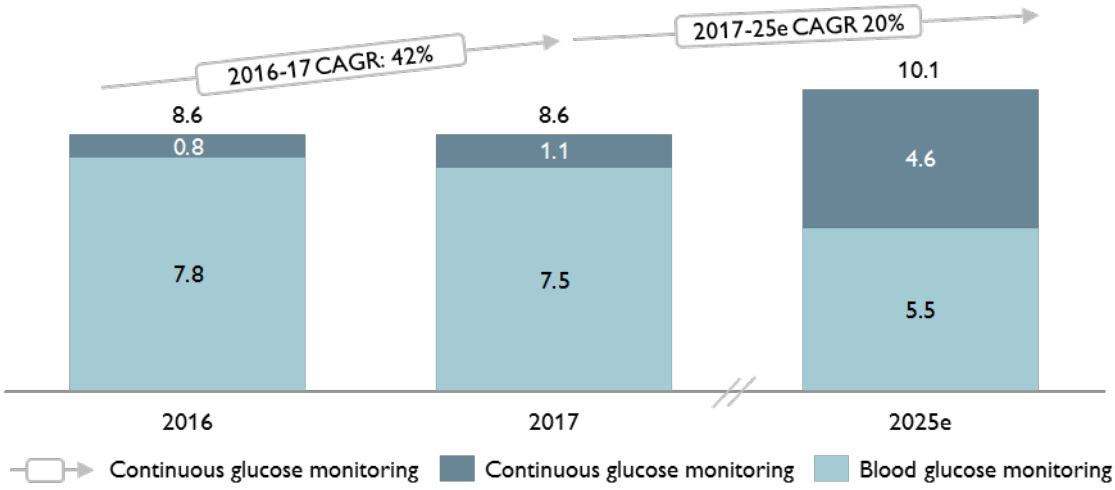
Point sample sensor

Today, blood glucose is typically measured with the use of test strips and lancets several times per day which has been the case over the last 40-50 years. The current manual single-spot finger-prick glucose measurements often involve pain and discomfort.

Continuous glucose monitoring

Continuous glucose monitoring (CGM) is used to measure the glucose level of diabetic patients. A CGM device is a system that continuously measures glucose levels in the interstitial fluid that is present between the cells of skin and displays it on a monitor. The market for continuous glucose monitoring is facing a substantial shift in device penetration driven, as shown in the graph below, by diabetes patients' increased focus on convenience (minimal invasive devices) and the long-term effects of poorly managed glucose levels, and a growing diabetes population. In addition, innovation in the development of an artificial pancreas are further driving the demand for CGM devices globally.

Global continuous glucose and blood glucose monitoring market, USDbn



Consequently, the traditional blood glucose monitoring market is expected to decrease from USD 7.5bn in 2017 to an estimated USD 5.5bn in 2025, while continuous glucose monitoring market is expected to increase from USD 1.1bn in 2017 to USD 4.6bn in 2025, representing an annual growth rate of 20%.[10]

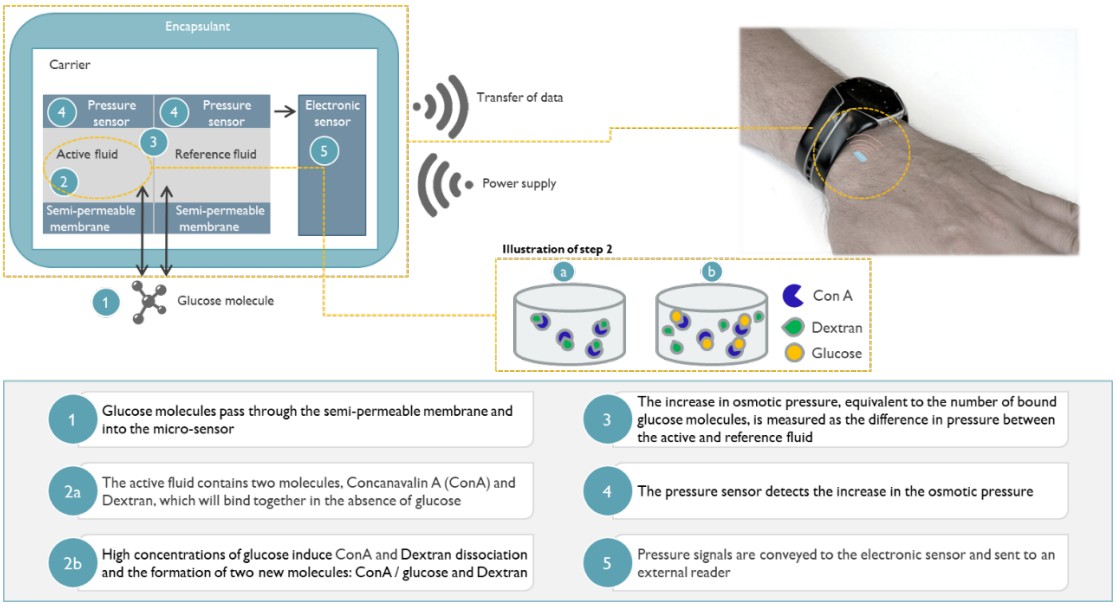
5.4.2 Lifecare technology

The purpose of the Lifecare sensor device is to provide a painless, accurate and convenient, glucose measurement solution with long usage time for daily use in patients with diabetes. The miniaturized Lifecare sensor device is designed to continuously measure glucose in the interstitial fluid for a long-term duration that is comparable or longer than existing product alternatives, with a target duration of six months and targeted size of maximum 2*6 mm. Unlike currently used sensors, Lifecare's sensor device is intended to be implanted subcutaneously on the arm wrist or other subcutaneous places in the body with no sensor part protruding from the skin. The inner core of the device is the unique and proprietary osmotic pressure cell. The membrane is enclosed inside the top of a cavity where the pressure transducer is also located. The cavity contains Con A and Dextran. The osmotic pressure in the cell is defined by the number of macromolecules. In consequence, there is an increase in the osmotic pressure in the inner chamber

[10] Source: Daedal research: Global Continuous Glucose Monitoring Market, Deutsche Bank Investment Banking analysis, Deutsche Bank Investment Banking Equity Research.

of the pressure cell, which can be detected by a pressure sensor on the bottom of the cell. The increase in pressure is equivalent to the amount of bound glucose molecules.

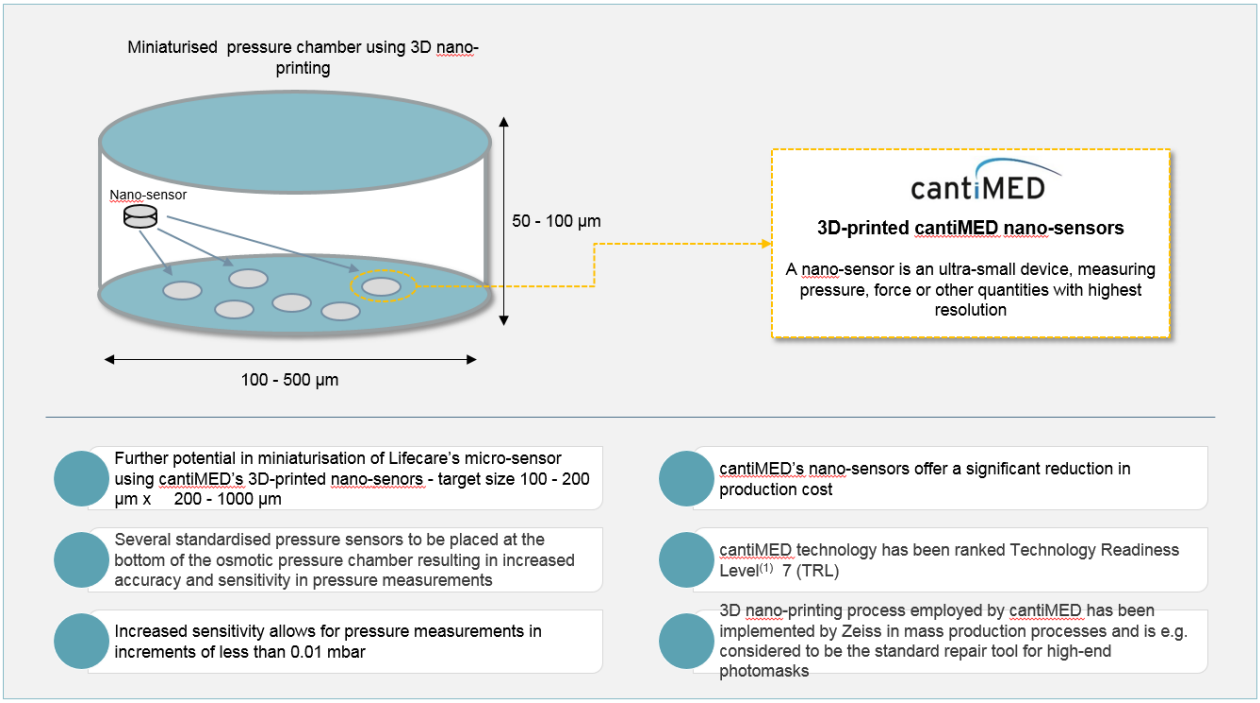
In summary, the osmotic pressure sensor uses a lectin (Concavalin or Con A) as the glucose recognizing element in a reversible chemical process in which the glucose is 'released' after use. This is an important parameter to consider in small volume spaces enclosing the sensor in-vivo with a limited diffusion supply of glucose which implies no reagent consumption and no generation of poisonous by-products. This offers a major advantage to the current point sampling methodology. Please see the illustration below for further details.



Encased in a biocompatible material, the unique osmotic pressure assessment technology translates the signal of the physical miniaturized osmotic pressure cell into an accurate glucose reading that can be used for determination of insulin doses and to generate warning signals in case of hypoglycaemia or hyperglycemia development. In the final product, the measurement is then relayed to the transmitter. The entire measurement is designed to be done autonomously and independently without any prompting by the user. However, the user can induce a measurement at any time.

Lifecare has successfully measured a first in-vivo glucose response using the sensor implant system. The results for the preclinical study are proving that the Lifecare osmotic pressure technology is able to track interstitial glucose. It provides a stable reference for the future developmental steps and will help Lifecare to further miniaturize the sensor until successful clinical evaluation in human clinical trials.

In order to achieve long term miniaturisation potential, Lifecare intent to employ a unique nanoscale sensor and 3D print technology. Please see the below figure[11] for further details:



5.4.3 Comparable market players

5.4.3.1 General

While there are a number of CGM devices on the market today, these are all based on subcutaneous "needle" sensors hard-wired to skin-attached "patches" which provide the power and calculate glucose values and transfer the data to handheld controllers. These devices have a limited lifetime of between 5-14 days, depending on the device, and are based on enzyme biosensors that consume the glucose to generate the reading, and need frequent calibration. Lifecare has pointed out three comparable market players, which are presented below:

5.4.3.2 Medtronic PLC

Medtronic is a medical technology services and solutions company who sell CGM devices, and is the largest player in the market. The company's market capitalisation is approximately USD 117 billion[12]. Its diabetes division consists of both CGM and insulin products (MiniMed). Medtronic's sensors are named "Enlite Sensors", which come with an insertion and transmitter device. Medtronic has managed to integrate an insulin pump in the CGM system. Medtronic uses a GOD needle sensor which has a duration of 7 days with a measurement period every five minutes. The monitoring accuracy is 15-20%, and the device has been approved for use with insulin pumps.

5.4.3.3 Dexcom Inc

Dexcom, which has a current market capitalisation of approximately USD 8.8 billion[13], is a San Diego based manufacturer of continuous glucose sensors for type 1 and type 2 diabetes patients. The company's primary market today is in personal use for type 1 patients, which Lifecare has estimated to be about 7% penetrated by CGM (2016). Dexcom launched its first sensor product in 2006. In 2012, Dexcom received FDA approval for its current sensor technology, "the best in class" G4 Platinum. Since then, the G5 and G6 has been launched with FDA approval. These products are designed to replace the finger stick blood glucose testing for diabetes treatment decisions. The Dexcom G5 and G6 mobile CGM system is a glucose monitoring system indicated for the management of diabetes in persons age 2 years and older. Dexcom uses GOD needle sensors which has a duration of 7 days and a measurement period

[11] Source: Company information. Note: (1) Technology Readiness Levels (TRL) are a type of measurement system used by NASA to assess the maturity level of a particular technology.
[12] Source: Factset as of 15 Jun 2018.
[13] Source: Factset as of 15 Jun 2018

of every 2 minutes. Dexcom is working through clinical data to spread the message of "CGM First", with the idea that informed insulin delivery is crucial to better management of the disease.

5.4.3.4 Senseonics Holdings Inc

For Lifecare, Senseonics represents a "first-mover" market opener within implantables, strategically excellent for Lifecare's development and market entry/penetration. Senseonics currently has a market capitalisation of approximately USD 582m[14]. Encased in a biocompatible material, the Senseonics sensor utilizes a unique fluorescent, glucose indicating polymer. A light emitting diode embedded in the Sensor excites the polymer, and the polymer then rapidly signals changes in glucose concentration via a change in light output. The measurement is then relayed to the Transmitter where the measurement period is every 2 minutes. The device is expected to be useable for 90 days. The CE study has been completed.

Below is a table depicting what Lifecare assumes to be competing products[15]:

Device	Dexcom G4® Platinum	Dexcom G5® Mobile	Guardian® REAL-Time / Enlite®	FreeStyle Libre	Accu-Chek® Insight	Eversense™
						
Sensor application site	Abdomen	Abdomen	Abdomen	Back of upper arm	Abdomen	Upper arm (implanted)
Warm-up time	2 hours	2 hours	2 hours	1 hour	2 hours	24 hours
Calibration	2 hours after insertion, then every 12 hours	2 hours after insertion, then every 12 hours	2 hours after insertion, 6 hors after first calibration, then every 12 hours	Factory-calibrated	2 hours after insertion, then every 12 hours	24 hours after insertion: 4 calibrations within 36 hours, then 2 calibrations per day
Sensor duration	Up to 7 days	Up to 7 days	Up to 6 days	Up to 14 days	Up to 7 days	Up to 90 days (180 EU)
Display of glucose values	Every 5 minutes	Every 5 minutes	Every 5 minutes	When sensor is scanned with reader	No information	Every 5 minutes
Glucose range	40- 400 mg/dl	40 - 400 mg/dl	40 – 400 mg/dl	40 – 500 mg/dl	No information	40 – 400 mg/dl
Alarms/alerts	For high/low glucose levels, for rising/falling glucose levels	For high/low glucose levels, for rising/falling glucose levels	For high/low glucose levels, for rising/falling glucose levels	No	No information	For high/low glucose levels, for rising/falling glucose levels
Trend arrows	Yes	Yes	Yes	Yes	No information	Yes
Insulin pump connectivity	Animas Vibe, tandem t:slim	No	Paradigm Veo, MiniMed 530G/630G/640G	No	No information	24 hours
BGM replacement	No	Yes	No	Yes	No	No

[14] Source: Factset as of 15 Jun 2018

[15] Source: Dexcom, Medtronic, Abbott, Roche and Senseonics company website.

6 SELECTED FINANCIAL INFORMATION AND OTHER INFORMATION

6.1 Summary of accounting policies and principles

6.1.1 Accounting principles

The annual accounts have been prepared in accordance with the Norwegian Accounting Act and NRS no. 8 (good accounting practice for small businesses). The annual accounts and belonging notes are presented in NOK.

6.1.2 Receivables

Other receivables are listed at par value less expected loss. Allocation of loss is made on the basis of an individual assessment of each receivable.

6.1.3 Revenues – public grants

Public grants are recognized as income and not as a cost reduction, as a significant part of the Company's business is financed through public grants.

6.1.4 Other operating revenues

Other operating revenues are recognized as income when a service or product is delivered.

6.1.5 Research and development costs

Purchases of research and development services are recognized as cost of sales (cost of materials) unless a future economic benefit associated with the development of an intellectual property, can be identified and the acquisition cost can be measured reliably. Such intellectual properties are depreciated on a straight-line basis throughout its economic lifespan.

6.1.6 Occupational pensions

A defined contribution pension scheme will be established when the Company's staff comprises one or more employed staff members with a 20% part-time position and other requirements for establishing occupational pensions are met according to Mandatory Occupational Pensions Act's (Nw.: *Lov om obligatorisk tjenestepensjon*).

6.2 Selected statement of income

The table below sets out selected data from the Company's audited statement of income for the years ended 31 December 2017 and 2016:

NOK	**Year ended 31 December 2017**	**Year ended 31 December 2016**
Revenue	-	-
Other operating income	551,081	1,613,890
Operating income	**551,081**	**1,613,890**
Raw materials and consumables used	1,496,049	2,352,540
Payroll expenses	228,200	198,308
Other operating expenses	2 217,242	4,018,698
Depreciation and amortisation expenses	26,945	26,799
Total operating expenses	3,968,436	6 596 345
Operating profit	**-3,417,355**	**-4,982,455**
Other interest income	3,277	6,021
Other financial income	5,332	71,993
Other interest expenses	2,157	56,867
Other financial expenses	19,933	33,035
Net financial income and expenses	-13,481	-11 887
Operating result before tax	**-3,430,836**	**-4 994 342**
Operating result after tax	**-3,430,836**	**-4 994 342**
Annual net profit	**-3,430,836**	**-4 994 342**
Loss brought forward	3,430,836	4 994 342
Net brought forward	-3,430,836	**-4 994 342**

6.3 Selected statement of financial position

The table below sets out selected data from the Company's audited statement of financial position as per 31 December 2017 and 2016:

NOK	**Year ended 31 December 2017**	**Year ended 31 December 2016**
ASSETS		
Fixed assets		
Research and development	10,000	20,000
Concessions, patents, licences, trademarks, and similar rights	269,000	200,000
Total fixed assets	**279,000**	**220,000**
Current assets		
Other receivables	908,450	1,500,794
Cash and bank deposits	2,489	139,283
Total current assets	**910,939**	**1 640,077**
TOTAL ASSETS	**1 189,939**	**1 860,077**
EQUITY AND LIABILITIES		
Restricted equity		
Share capital	20,852,903	20,621,653
Total restricted equity	**20,852,903**	**20,621,653**
Retained earnings		
Loss brought forward	-23,204,034	-19,773,198
Total retained earnings	**-23,204,034**	**-19,773,198**
Total equity	**-2,351,131**	**848,455**
Current liabilities		
Trade creditors	626,711	118,594
Public duties payable	76,140	47,940
Other short term liabilities	2,838,219	845,088
Total short term liabilities	**3,541,070**	**1,011,622**
Total liabilities	**3,541,070**	**1,011,622**
TOTAL EQUITY AND LIABILITIES	**1,189,939**	**1,860,077**

6.4 Selected statement of cash flows

N/A.[16]

6.5 Selected statement of changes in equity

N/A.[17] However, changes in equity is presented in the equity note of the annual accounts:

NOK	**Share capital**	**Uncovered losses**	**Total equity**
As of 1 January 2017	20,621,653	-19,773,198	848,455
	231,250		231,250
		-3,430,836	-3,430,836
As of 31 December 2017	**20,852,903**	**-23,204,034**	**-2,351,131**

[16] As this is not a requirement under NGAAP for small businesses, this has not been prepared.

[17] As this is not a requirement under NGAAP for small businesses, this has not been prepared.

6.6 Significant changes in the Company's financial or trading position

Apart from the completion of the Private Placement and conversion of convertible loans as described under Section 8.1 (Share capital and share capital development), there has not been any significant change in the financial or trading position of the Company since 31 December 2017.

6.7 Material borrowings

No current borrowings apart from loans from shareholders which will either be converted to Shares, see Section 8.1.3 (Conversion of convertible loan agreements), or repaid and fully settled shortly following the Private Placement and first day of trading on Merkur Market, see Section 4.7 (Related party transactions). No new debt financing is planned as of the date of this Admission Document.

6.8 Grants

The latest three grants obtained by the Company in 2018 are:

Grantor	**Description**	**Amount** (NOK)
Norwegian Research Council	EC / H2020 Application Support	75,000
Norwegian Research Council	EC/ H2020 Travel Support	100,000
Norwegian Research Council	Nano2021 Pre Project	200,000
Total		**375,000**

In addition, the Company has submitted another H2020 FET application to the Norwegian Research Council requesting an extra funding of approximately NOK 100,000. Lifecare is further expecting to submit additional EC/H2020 and Nano2021 applications during 2018.

6.9 Working capital statement

N/A.[18]

[18] As this is not a requirement under NGAAP for small businesses, this has not been prepared.

7 THE BOARD, EXECUTIVE MANAGEMENT AND OTHER CONSULTANTS

7.1 Overview

The general meeting is the highest authority of the Company. All shareholders of the Company are entitled to attend and vote at general meetings of the Company and to table draft resolutions for items to be included on the agenda for a general meeting.

The overall management of the Company is vested in the Board and the Company's management. In accordance with Norwegian law, the Board is responsible for, among other things, supervising the general and day-to-day management of the Company's business ensuring proper organization, preparing plans and budgets for its activities ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The management is responsible for the day-to-day management of the Company's operations in accordance with Norwegian law and instructions set out by the Board. Among other responsibilities, the Company's chief executive officer (the "**CEO**"), is responsible for keeping the Company's accounts in accordance with existing Norwegian legislation and regulations and for managing the Company's assets in a responsible manner. In addition, the CEO must according to Norwegian law, brief the Board about the Company's activities, financial position and operating results at least one time per month.

Lifecare is a 'virtual organized company'. Mr. Rune Frisvold acts as the CEO of the Company. He is not employed by the Company, but engaged as a consultant through Nexus Marketing NUF. Moreover, the Company consists of a Chief Scientific Officer and his team as well as a Scientific Advisory Board.

7.2 Management

7.2.1 General

The Company's management team consists of two individuals as of the date of this Admission Document. The names of the members of the management and their respective positions are presented in the table below:

Name	Position	Shares	Options held
Rune Frisvold	Chief Executive Officer	2,926,604[19]	4,170,581
Prof. Andreas Pfützner	Chief Scientific Officer	2,312,500[20]	2,085,290

The business address of the Company's management team is Øvre Kråkenes 17, 5152 Bønes, Norway.

7.2.2 Brief biographies of the management

Rune Frisvold, Chief Executive Officer

Rune Frisvold has been the CEO of Lifecare since 2012. Frisvold is responsible for business and technological development, finance and global activity. Previously experience includes senior management, operational and director positions in leading enterprises, including CEO of Odin Petroleum, CEO of Hardanger Bade-og Velværesenter, former managing partner of Scandinavian Business Partners and previous chairman of Cornelius Restaurant. Frisvold holds an International MBA degree from the American Graduate School of International Management.

Professor Andreas Pfützner, Chief Scientific Officer

Professor Andreas Pfützner has been the Chief Scientific Officer since 2014. His position includes supervising the development process. Pfützner is a professor in applied clinical research and has 25 years of pharmaceutical and device development experience and has published over 750 publications and abstracts. Prof. Pfützner is the managing director of Pfützner Health & Science Institute, Diabetes Center and Practice. In addition, Prof Pfützner was the former CEO of Institut für Klinische Forschung und Entwicklung (IFKE) GmbH Mainz Germany. Pfützner has studied Medicine and Chemistry in Mainz and Frankfurt, Germany and has a master degree in Oncology and PhD in Protein Chemistry.

[19] 173,333 Shares are held by Mr. Frisvold in person and 2,753,271 Shares are held by Mr. Frisvold's holding company Nexus Marketing NUF (company reg. no. 990 736 138).

[20] All Shares are held through Clearstream Banking S.A.

7.2.3 Service or consultancy agreements with management

The consultancy agreement with Nexus Marketing NUF (**CEO, Rune Frisvold**) was first entered into on 3 October 2012, adjusted on 1 June 2013 and 1 July 2014, amended through an addendum dated 19 June 2017, and include a share option agreement , c.f. Section 7.5 (Share option agreements with members of the management), and a bonus agreement providing for a one-off bonus payment if the Company's product (Sencell) is realized and the realization triggers sales proceeds or dividends to shareholders. The bonus payment shall be 1% of the total net sales proceeds or total dividends and shall be paid to Nexus Marketing at the same time as the profits/dividends are paid out to the shareholders. The bonus agreement is valid as long as Rune Frisvold is the CEO of the Company. Nexus Marketing shall have the right to bonus for all "realization" of Sencell within 6 months after Nexus Marketing terminates the management agreement, but shall not have the right to bonus payments if the Company lawfully terminates the agreement.

On 12 June 2017, the Company signed a new service agreement with Islay Venture UG (**CSO, Prof. Andreas Pfützner**), securing the continued services of Andreas Pfützner. The current service agreement replaces and supersedes all former agreements between the parties, except for the original share option agreement which is appended to the new service agreement, see Section 7.5 (Share options agreements with members of the management). Pursuant to the services agreement, Prof. Andreas Pfützner shall operate as a part-time Chief Scientific Officer for the Company on a consultant basis. Islay Venture shall also provide scientific and regulatory services for the Company's products. The future compensation structure may be amended when Lifecare is sufficiently funded towards the development of a working prototype. All work results that have been or will be prepared by Islay Venture within the scope of the agreement shall belong to the Company. The agreement contains a customary non-compete clause and also has a provision with mutual confidentiality undertakings. The services agreement may be terminated by either party with three (3) months' notice. However, the share options cannot be called if the service agreement is terminated, see Section 7.5 (Share option agreements with members of the management).

7.3 Board of directors

7.3.1 General

The articles of association of the Company provide that the Board shall consist of between 1 and 5 board members.

The composition of the Board is in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance last updated 30 October 2014 (the "**Corporate Governance Code**"), meaning that (i) the majority of the shareholder-elected members of the Board are independent from the Company's executive management and material business connections and (ii) at least two of the shareholder-elected members of the Board are independent of the Company's main shareholders (shareholders holding 10% or more of the Shares), and (ii) no member of the Company's executive management shall serve on the Board.

The Company's registered business address, Øvre Kråkenes 17, 5152 Bønes, Norway, serves as business address for the members of the Board in relation to their directorship in the Company. The names and positions and current term of office of the board members as at the date of this Admission Document are set out in the below table:

Name	Function	Served since	Term expires	Existing Shares	Following the Share Capital Increase
Christian Torp Saure	Chairman	2016	18 June 2019	0[21]	3,890,000[22]
Christian Hysing-Dahl	Director	2012	18 June 2019	2,050,000[23]	3,292,000[24]
Joacim Holter	Director	2011	18 June 2019	5,321,176[25]	6,721,176[26]

7.3.2 Brief biographies of the members of the Board

Christian Torp Saure, Chairman

Christian Saure is the CEO of Bech Invest and has been a private investor since 2003. Former experience includes, partner at ABG Sundal Collier. Christian holds a MBA, AFA and a Master's degree in Finance from NHH Bergen.

Christian Hysing-Dahl, board member

Christian Hysing-Dahl is private investor and CEO of Hantri. Former experience includes, CEO and partner of Borea, Head of Norwegian equities at Nordea Invest Management and board member in Volvat Medisinsk Senter Bergen. Christian holds a bachelor's degree in Economics from NHH.

Joacim Holter, board member

Joachim Holter is a Norwegian lawyer, he is chairman and CEO of Osmotex AG. Holter holds a LL.M. from the University of Bergen.

7.4 Scientific Advisory Board

Lifecare has established a Scientific Advisory Board consisting of relevant scientific experience providing the Company with valuable support and guidance in its development efforts. The Scientific Advisory Board consist of:

Professor David C. Klonoff, Chairman of the Scientific Advisory Board

Professor David C. Klonoff is the chairman of the Scientific Advisory Board. Prof. Klonoff is a Clinical professor of Medicine at The University of California, San Francisco. Furthermore, Prof. Klonoff is the Editor-in-chief of the Diabetes Technology Society, Medical Director of Dorothy L. and James E. Frank Diabetes Research Institute of Mills-Peninsula Health Services as well as chairman for Diabetes Technology Meeting (DTM) and American Diabetes Association (ADA). Previously, Prof. Klonoff has chaired Food and Drug Administration (FDA), National Aeronautics and Space Administration (NASA), US army, National Institution of Health (NIH) and National Science Foundation (NSF). In addition, Prof. Klonoff has experience from consulting companies such as Sanofi, Google and Insulin.

Professor Lutz Heinemann, Member of the Scientific Advisory Board

Professor Lutz Heinemann is a member of the Scientific Advisory Board. Prof. Heinemann is a Partner and Scientific Consultant for Profil, as well as the Co-editor of the Diabetes Technology Society (DTS). Prof. Heinemann has published 160 research articles and been awarded "Leadership in Diabetes Technology". He previously chaired the EU founded project "AP at home".

Professor Kåre Birkeland, Member of the Scientific Advisory Board

In addition to serving as Chief Medical Officer of the Company, Professor Kåre Birkeland is also a member of the Scientific Advisory Board. Prof. Birkeland is a Professor of Internal Medicine and Endocrinology at The University of

[21] Mr. Saure holds 5% of the shares in Bech Invest AS (company reg. no. 914 197 872), which in turn holds 30,29% of the Existing Shares.

[22] 1,140,000 Shares will be held by Mr. Saure in person and 2,750,000 Shares will be held by Mr. Saure's holding company Sterna Holding AS (company reg. no. 987 615 559). Further, Mr. Staure holds 5% of the shares of Bech Invest AS which in turn holds 67,051,133 Shares.

[23] 150,000 Existing Shares are held by Mr. Hysing-Dahl in person and 1,900,000 Existing Shares are held by Mr. Hysing-Dahl's holding company Hantri AS (company reg. no. 884 364 892).

[24] 1,392,000 Shares will be held by Mr. Hysing-Dahl in person and 1,900,000 Shares will be held by Mr. Hysing-Dahl's holding company Hantri AS.

[25] All 5,321,176 Existing Shares are held by Mr. Holter's holding company Cimter AS.

[26] 1,400,000 Shares will be held by Mr. Holter in person and 5,321,176 Shares will be held by Mr. Holter's holding company Cimter AS.

Oslo. Prof. Birkeland is a Senior consultant in Endocrinology, Department of Transplantation Medicine, Rikshospitalet and Oslo University Hospital. Birkeland is also Chairman of the Advisory Board for Norwegian Diabetes Association.

The members of the Scientific Advisory Board have all entered into co-operation agreements with Lifecare:

- Dr. David C. Klonoff, through Diabetes Technology Management Inc, dated 6 February 2014.
- Dr. Lutz Heinemann, through Science & Co, dated 11 March 2014, and.
- Prof. Dr. Kåre I. Birkeland, dated 18 May 2017.

The original term of the agreements are one year, but they are automatically extended for 6 months at a time until the Company has filed an application with the FDA (i.e. the US Food and Drug Administration) and/or until application is filed with the CE-mark (for CE-approval).

As per the agreements the Company shall own all project results and documentation, and they include confidentiality clauses which the members are subject to for a period of 10 years after the project is completed or the co-operation agreement is terminated, unless otherwise agreed with the Company. The agreements are all subject to Norwegian law and jurisdiction.

7.5 Share option agreements with members of the management

The Company is party to two option agreements:

Nexus Marketing NUF (i.e. the CEO, Rune Frisvold)
For up to 4,170,581 Shares at a nominal value of NOK 0.10 per Share and at a price payable of NOK 0.10 per Share. The options are available to 1 October 2019. The vesting schedule is related to seven milestones with a proportional share being vested upon completion of each milestone.

Islay Ventures UG (i.e. the CSO, Andreas Pfützner)
For up to 2,085,290 Shares at a nominal value of NOK 0.10 per Share and at a price payable of NOK 0.10 per Share. The options are available to 1 October 2019. The vesting schedule is related to six milestones with a proportional share being vested upon completion of each milestone.

The share options cannot be used by either option holder if their consultancy agreements with the Company are terminated. The Company is planning to update the terms of the option agreements to ensure clear understanding and reflect the updated plans and development of the Company.

7.6 Employees and other consultants

The Company has no employees as of the date of this Admission Document. In addition to management and the Scientific Advisory Board as described above, the Company has also engaged;

- *Prof. Kåre Birkeland* as Chief Medical Officer, in addition to being a member of the Scientific Advisory Board; and
- *Dr. Sanja Ramljak* as Scientific Project Manager.

Doctor Sanja Ramljak holds a PhD in Molecular Biology from the University of Göttingen. She is specialized in clinical and lab studies for the assessment of the accuracy of blood glucose meters. Her engagement with the Company is made through a service agreement with Sciema UG dated 13 February 2017, currently subject to a month-by-month term, with an understanding that a more fixed term will be agreed following completion of the Private Placement.

7.7 Benefits upon termination

The Company has no employees, as of the date of this Admission Document, and none of the service or consultancy agreements with management contain any special benefits upon termination.

7.8 Conflicts of interests etc.

Save for consultant Chief Scientific Officer (Professor Andreas Pfützner) who has experienced a bankruptcy in Germany during the last five years, no member of the Board or the management has, or have had, as applicable, during the last five years preceding the date of the Admission Document:

- any convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, member of the administrative body or supervisory body, director or senior manager of a company.

There are currently no actual or potential conflicts of interest between the Company and the private interests or other duties of any of the members of the Management and the Board, including any family relationships between such persons, save for such shareholdings (and share options) of the management and the Board as detailed under Sections 7.2.1 and 7.3.1. In addition it is noted that Joacim Holter (member of the Board) has serves as a member of the board of directors of Friele Holding AS, which in turn holds 95% of the shares in Bech Invest AS. Further, Mr. Holter has a family relationship with the Friele family, and acts as chairman of the board of directors of Osmolife AS who in turn holds shares in the Company.

8 SHARE CAPITAL AND SHAREHOLDER MATTERS

8.1 Share capital and share capital development

8.1.1 Overview

As of the date of this Admission Document, the Company's registered share capital is NOK 22,137,903.10 divided into 221,379,031 shares, each with a par value of NOK 0.10. All of the Existing Shares have been validly issued under the Companies Act, and are fully paid up.

The Company has one class of shares. As of the date of this Admission Document, the Company does not hold any treasury shares. The Company's shares are freely transferable, and the Company's articles of association stipulate that the transfer of Shares does not trigger pre-emptive rights of other shareholders and that transfer of Shares is not subject to the consent of the Board. The above statements will also apply to the New Shares following registration of the Share Capital Increase.

The Existing Shares are registered in VPS and holds ISIN number: NO0010591191. The New Shares will be registered with similar ISIN number upon completed registration of the New Shares.

The table below shows the development in the Company's share capital for the period covered by the Financial Statements to the date of the Admission Document:

Date of registration	Type of change	Change in share capital (NOK)	New share capital (NOK)	Nominal value (NOK)	New number of total issued shares	Subscription price per share (NOK)
28 April 2017	Share capital increase	231,250	20,852,903.10	0.10	208,529,031	0.10
28 June 2018	Share capital increase	1,285,000	22,137,903.10	0.10	221,379,031	0.10
July [27] 2018	Share capital increase(s)	10,222,594	32,360,496.90	0.10	323,604,969	0.10 / 0.10 / 0.33

The latter share capital increase is the result of the Private Placement and the conversion to Shares of any and all outstanding loans from shareholders of the Company holding conversion rights.

8.1.2 The Private Placement

Lifecare completed a successful private placement of 95,393,938 Shares, raising gross proceeds of around NOK 31 million (the "**Private Placement**"). As of the date of this Admission Document, the Share Capital Increase has not been registered with the NRBE, but will be registered as soon as practically possible.

8.1.3 Conversion of convertible loan agreements

The Company has been funded thus far through shareholder equity, loans from shareholders and public grants. On the ordinary general meeting of the Company, held 19 June 2018, and at the EGM, the Company converted outstanding convertible loans (the "**Convertible Loans**"), as follows:

Lender / shareholder	Loan	Shares converted to
Lacal AS	NOK 100,000	1,000,000
Teigland Eiendom AS	NOK 100,000	1,000,000
Sparebanken Vest AS	NOK 75,000	750,000
Bech Invest AS	NOK 225,000	2,250,000
Emil Stefanov	NOK 725,000	7,250,000
Nexus Marketing NUF	NOK 60,000	600,000
Sterna Holding AS	NOK 275,000	2,750,000

[27] Resolutions to increase the share capital were adopted by the general meeting at the EGM, but have not been registered with the NRBE as of the date of this Admission Document.

As of the date of this Admission Document, the Company has no outstanding convertible loans or other loans from shareholders save as set out in . As per the terms of the loan agreements, the outstanding balance has be converted based on an agreed rate of NOK 0.10 per Share.

At the EGM, the Company also converted to Shares the outstanding director fees for 2015-2017, as follows:

Creditor / director	Net amount outstanding	Shares converted to
Christian Torp Saure	NOK 144,000	1,440,000
Christian Hysing-Dahl	NOK 124,200	1,242,000
Joacim Holter	NOK 140,000	1,400,000

Conversions are based on the net outstanding amount (i.e. net of taxes), and as per the resolution of the EGM a rate of 0.10 per Share has been applied.

8.2 Shareholder structure

8.2.1 Prior to the Share Capital Increase

To the best knowledge of the Company, the following shareholders hold 5% or more of the Existing Shares as of the date of this Admission Document:

Shareholder	Org no	Number of Shares[28]	Per cent of share capital[29]
Bech Invest AS	914 197 872	67,051,133	30.29%
Teigland Eiendom AS	916 662 734	53,177,299	24.02%
Lacal AS	987 043 067	36,572,597	16.52%
Sparebanken Vest	832 554 332	18,159,136	8.2%
Total		**174,960,165**	**79.03%**

The remaining 139 shareholders hold a total of 46,418,865 Existing Shares (equal to 20.97% of the share capital).

8.2.2 Following the Share Capital Increase

To the best knowledge of the Company, the following shareholders will hold 5% or more of the Shares following the registration of the Share Capital Increase:

Shareholder	Org no	Number of Shares[30]	Per cent of share capital[31]
Bech Invest AS	914 197 872	70,746,687	21.86%
Teigland Eiendom AS	916 662 734	59,237,905	18.31%
Lacal AS	987 043 067	42,633,203	13.17%
Nordea Investment Management AB (NUF)	887 525 552	30,303,030	9.36%
Sparebanken Vest	832 554 332	24,219,742	7.48%
Total		**227,140,467**	**70.18%**

The remaining 147 shareholders will, following the Share Capital Increase, hold a total of 96,464,502 Shares (equal to 29.82% of the share capital).

[28] Number of Shares following the Share Capital Increase.
[29] Per cent of share capital following the Share Capital Increase.
[30] Number of Shares following the Share Capital Increase.
[31] Per cent of share capital following the Share Capital Increase.

8.3 Authorizations

The Board holds the following authorizations as of the date of the Admission Document:

Date granted	Potential share capital increase (NOK)	Amount utilized (NOK)	Valid until
30 March 2017	10,426,451.50	0	30 March 2019

The board authorization allows for the Board to deviate from the other shareholders' right to subscribe for a proportionate share of any share issue. The purpose of the authority is for the Company achieving their planned development but also meet other strategic obligations.

8.4 Financial instruments

The Company has no outstanding financial instruments. Share options to management is described under Section 7.5 (Share option agreements with members of the management), and any and all convertible loan agreements are fully settled as of the date of this Admission Document.

8.5 Shareholder rights

The Company has one class of shares in issue and all Shares provide equal rights in the Company. The rights attached to the Shares at Listing are described in Section 8.5.1 (The Articles of Association) and Section 8.5.2 (Certain aspects of Norwegian corporate law).

8.5.1 The Articles of Association

The Company's articles of association are enclosed in Appendix A to the Admission Document. Below is a summary of provisions of the articles of association as of 4 July 2018, valid at the date of this Admission Document.

Objective of the Company

Pursuant to section 3, the objective of the Company is to develop, produce, license and sell medical equipment and technology.

Registered office

Pursuant to section 2, the Company's registered office is in the municipality of Bergen, Norway.

Share capital and par value

Pursuant to article section 4, the Company's share capital is NOK 22,137,903.10 divided into 221,379,031 shares, each Existing Share with a par value of NOK 0.10. The Shares shall be registered with a central securities depository. The articles will be updated to reflect the issue of the New Shares following the Share Capital Increase.

The Board

Pursuant to section 5, the Board shall consist of between 1 and 5 members, as decided by the general meeting.

No restrictions on transfer of Shares

The articles of association do not provide for any restrictions on the transfer of Shares, or a right of first refusal for the Company, nor does any such restrictions follow by applicable Norwegian law. Share transfers are not subject to approval by the Board.

General meetings

Documents relating to matters to be dealt with by the Company's general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the Company's website. A shareholder may nevertheless request that documents which relate to matters to be dealt with at the general meeting are sent to him/her.

The annual general meeting shall deal with and decide the following matters:

- Approval of the annual accounts and the annual report, including distribution of dividend.

- Other matters, which according to the law or the articles of association fall within the responsibility of the general meeting.

Shareholders may attend a general meeting through electronic means, unless the Board finds that there are justifiable reasons for denying attendance through electronic means and only provided that such attendance and voting can be controlled in a prudent manner.

8.5.2 Certain aspects of Norwegian corporate law

8.5.2.1 General meetings

Through the general meeting, shareholders exercise supreme authority in a Norwegian company. In accordance with Norwegian law, the annual general meeting of shareholders is required to be held each year on or prior to 30 June. Norwegian law requires that written notice of annual general meetings setting forth the time of, the venue for and the agenda of the meeting be sent to all shareholders with a known address no later than 7 days before the annual general meeting of a Norwegian private limited liability company market shall be held, unless the articles of association stipulate a longer deadline, which is not currently the case for the Company.

A shareholder may vote at the general meeting either in person or by proxy appointed at their own discretion. Although Norwegian law does not require the Company to send proxy forms to its shareholders for general meetings, the Company plans to include a proxy form with notices of general meetings. All of the Company's shareholders who are registered in the register of shareholders maintained with the VPS as of the date of the general meeting, or who have otherwise reported and documented ownership to Shares, are entitled to participate at general meetings, without any requirement of pre-registration.

Apart from the annual general meeting, extraordinary general meetings of shareholders may be held if the board of directors considers it necessary. An extraordinary general meeting of shareholders must also be convened if, in order to discuss a specified matter, the auditor or shareholders representing at least 10% of the share capital demands this in writing. The requirements for notice and admission to the annual general meeting also apply to extraordinary general meetings.

8.5.2.2 Voting rights – amendments to the articles of association

Each of the Shares carries one vote. In general, decisions that shareholders are entitled to make under Norwegian law or the articles of association may be made by a simple majority of the votes cast. In the case of elections or appointments, the person(s) who receive(s) the greatest number of votes cast is elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the articles of association, to authorize an increase or reduction in the share capital, to authorize an issuance of convertible loans or warrants by the Company or to authorize the Board to purchase Shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the articles of association.

Decisions that (i) would reduce the rights of some or all of the Company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require that at least 90% of the share capital represented at the general meeting in question vote in favour of the resolution, as well as the majority required for amending the articles of association.

In general, only a shareholder registered in the VPS is entitled to vote for such Shares. Beneficial owners of the Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor is any person who is designated in the VPS register as the holder of such Shares as nominees.

There are no quorum requirements that apply to the general meetings.

8.5.2.3 Additional issuances and preferential rights

If the Company issues any new Shares, including bonus share issues, the Company's articles of association must be amended, which requires the same vote as other amendments to the articles of association. In addition, under Norwegian law, the Company's shareholders have a preferential right to subscribe for new Shares issued by the Company. Preferential rights may be derogated from by resolution in a general meeting passed by the same vote required to amend the articles of association. A derogation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The general meeting may, by the same vote as is required for amending the articles of association, authorize the board of directors to issue new Shares, and to derogate from the preferential rights of shareholders in connection with such issuances. Such authorization may be effective for a maximum of two years, and the nominal value of the Shares to be issued may not exceed 50% of the registered par share capital when the authorization is registered with the NRBE.

Under Norwegian law, the Company may increase its share capital by a bonus share issue, subject to approval by the Company's shareholders, by transfer from the Company's distributable equity or from the Company's share premium reserve and thus the share capital increase does not require any payment of a subscription price by the shareholders. Any bonus issues may be affected either by issuing new shares to the Company's existing shareholders or by increasing the nominal value of the Company's outstanding Shares.

Issuance of new Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a registration statement, the Company's U.S. shareholders may not be able to exercise their preferential rights. If a U.S. shareholder is ineligible to participate in a rights offering, such shareholder would not receive the rights at all and the rights would be sold on the shareholder's behalf by the Company.

8.5.2.4 Minority rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including, but not limited to, those described in this paragraph and the description of general meetings as set out above. Any of the Company's shareholders may petition Norwegian courts to have a decision of the board of directors or the Company's shareholders made at the general meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may also petition the courts to dissolve the Company as a result of such decisions to the extent particularly strong reasons are considered by the court to make necessary dissolution of the Company.

Minority shareholders holding 10% or more of the Company's share capital have a right to demand in writing that the Board convenes an extraordinary general meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any general meeting as long as the Company is notified in time for such item to be included in the notice of the meeting. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the general meeting has not expired.

8.5.2.5 Rights of redemption and repurchase of shares

The share capital of the Company may be reduced by reducing the nominal value of the Shares or by cancelling Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a general meeting. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the has been granted an authorisation to do so by a general meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury shares so acquired, and held by the Company must not lead to the share capital with deduction of the aggregate nominal of the holding of own shares is less than the minimum allowed share capital of NOK 30,000, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorization by the general meeting of the Company's shareholders cannot be granted for a period exceeding two years.

8.5.2.6 Shareholder vote on certain reorganizations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution by the general meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the general meeting. A merger plan, or demerger plan signed by the board of directors along with certain other required documentation, would have to be sent to all the Company's shareholders, or if the articles of association stipulate that, made available to the shareholders on the Company's website, at least one month prior to the general meeting to pass upon the matter.

8.5.2.7 Liability of board members

Board members owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the board members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Board members may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the general meeting to discharge any such person from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the general meeting passing upon the matter. If a resolution to discharge the Company's board members from liability or not to pursue claims against such a person has been passed by a general meeting with a smaller majority than that required to amend the articles of association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Company's board members from liability or not to pursue claims against the Company's board members is made by such a majority as is necessary to amend the articles of association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

8.5.2.8 Indemnification of board members

Neither Norwegian law nor the articles of association contains any provision concerning indemnification by the Company of the board of directors. The Company is permitted to purchase insurance for the board members against certain liabilities that they may incur in their capacity as such.

8.5.2.9 Distribution of assets on liquidation

Under Norwegian law, the Company may be wound-up by a resolution of the Company's shareholders at the general meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the meeting. In the event of liquidation, the Shares rank equally in the event of a return on capital.

8.6 Corporate governance

The Company is not subject to the Corporate Governance Code, but the Company will consider to adhere to the requirements of the Corporate Governance Code on a voluntary basis at a later time.

8.7 Dividend policy

As of the date of this Admission Document, the Board has not determined any specific dividend policy.

Pursuant to the Companies Act, dividends may only be declared to the extent that the Company has distributable funds and the Board finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with the Company's operations and the need to strengthen its liquidity and financial position. Apart from this, there are no formal restrictions on the distribution of dividends. However, as the Company's ability to pay dividends is dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries and companies in which the Company may invest.

8.8 Takeover bids and forced transfers of shares

The Company is not subject to the takeover regulations set out in the Norwegian Securities Trading Act, or otherwise.

The Shares are, however, subject to the provisions on compulsory transfer of shares as set out in the Companies Act. If a private limited liability company alone, or through subsidiaries, owns 9/10 or more of the shares in the

subsidiary, and may exercise a corresponding part of the votes that may be cast in the general meeting, the board of directors of the parent company may resolve that the parent company shall take over the remaining shares in the company. Each of the other shareholders in the subsidiary have the right to require the parent company to take over the shares. The parent company shall give the shareholders a redemption offer pursuant to the provisions of the Companies Act. The redemption amount will in the absence of agreement or acceptance of the offer be fixed by a discretionary valuation.

9 NORWEGIAN TAXATION

*This section describes certain tax rules in Norway applicable to shareholders who are resident in Norway for tax purposes ("**Norwegian Shareholders**") and to shareholders who are not resident in Norway for tax purposes ("**Non-Resident Shareholders**"). The statements herein regarding taxation are based on the laws in force in Norway as of the date of this Admission Document and are subject to any changes in law occurring after such date. Such changes could be made on a retrospective basis. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares. Investors are advised to consult their own tax advisors concerning the overall tax consequences of their ownership of Shares. The statements only apply to shareholders who are beneficial owners of Shares. Please note that for the purpose of the summary below, references to Norwegian Shareholders or Foreign Shareholders refers to the tax residency rather than the nationality of the shareholder.*

9.1 Norwegian shareholders

9.1.1 Taxation of dividends

Norwegian corporate shareholders (i.e. limited liability companies and similar entities) ("**Norwegian Corporate Shareholders**") are comprised by the Norwegian tax exemption method. Under the exemption, only 3% of the dividend income on shares in Norwegian limited liability companies shall be taxed as ordinary income (23% flat rate), implying that such dividends are effectively taxed at a rate of 0.69%.

Dividends distributed to Norwegian individual shareholders (i.e. other shareholders than Norwegian Corporate Shareholders) ("**Norwegian Individual Shareholders**") is grossed up with a factor of 1.33 before taken to taxation as ordinary income (23% flat rate, resulting in an effective tax rate of 30.59%) to the extent the dividend exceeds a basic tax-free allowance. The tax-free allowance shall be computed for each individual shareholder on the basis of the cost price of each of the Shares multiplied by a risk-free interest rate. The risk-free interest rate will be calculated every income year and is allocated to the shareholder owing the share on 31 December of the relevant income year. Any part of the calculated tax-free allowance one year exceeding the dividend distributed on the share ("unused allowance") may be carried forward and set off against future dividends received on (or gains upon realization of, see below) the same Share. Any unused allowance will also be added to the basis of computation of the tax-free allowance on the same Share the following year.

9.1.2 Taxation of capital gains

Sale, redemption or other disposal of Shares is considered as a realization for Norwegian tax purposes.

Capital gains generated by Norwegian Corporate Shareholders through a realization of shares in Norwegian limited liability companies are comprised by the Norwegian tax exemption method and therefore tax exempt. Net losses from realization of Shares and costs incurred in connection with the purchase and realization of such Shares are not tax deductible for Norwegian Corporate Shareholders.

Norwegian Individual Shareholders are taxable in Norway for capital gains derived from realization of Shares, and have a corresponding right to deduct losses. This applies irrespective of how long the Shares have been owned by the individual shareholder and irrespective of how many Shares that are realized. Gains are taxable as ordinary income in the year of realization, and losses can be deducted from ordinary income in the year of realization. Any gain or loss is grossed up with a factor of 1.33 before taken to taxation at a rate of 23% (resulting in an effective tax rate of 30.59%. Under current tax rules, gain or loss is calculated per Share, as the difference between the consideration received and the tax value of the share. The tax value of each Share is based on the individual shareholder's purchase price for the Share. Costs incurred in connection with the acquisition or realization of the Shares will be deductible in the year of sale. Any unused tax-free allowance connected to a Share may be deducted from a capital gain on the same Share, but may not lead to or increase a deductible loss. Further, unused tax-free allowance related to a Share cannot be set off against gains from realization of other shares.

If a Norwegian shareholder realizes Shares acquired at different points in time, the shares that were first acquired will be deemed as first sold (the "first in first out"-principle) upon calculating taxable gain or loss. Costs incurred in connection with the purchase and sale of Shares may be deducted in the year of sale.

A shareholder who ceases to be tax resident in Norway due to domestic law or tax treaty provisions may become subject to Norwegian exit taxation of capital gains related to shares in certain circumstances.

9.1.3 Net wealth tax

The value of Shares is taken into account for net wealth tax purposes in Norway. The marginal tax rate is currently 0.85%. Norwegian limited liability companies and similar entities are exempted from net wealth tax.

Shares listed on Merkur Market are valued at the quoted value at 1 January in the assessment year.

9.2 Non-Resident Shareholders

9.2.1 Taxation of dividends

Dividends paid from a Norwegian limited liability company to Non-Resident Shareholders are subject to Norwegian withholding tax at a rate of 25% unless the recipient qualifies for a reduced rate according to an applicable tax treaty or other specific regulations. Norway has entered into tax treaties with a number of countries and withholding tax is normally set at 15% under these treaties. The shareholder's home country may give credit for the Norwegian withholding tax imposed on the dividend.

Foreign corporate shareholders (i.e. limited liability companies and similar entities) ("**Foreign Corporate Shareholders**") which are genuinely established and carry out genuine economic activities within the EEA are not subject to Norwegian withholding tax.

Dividends paid to foreign individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders) ("**Foreign Individual Shareholders**") are as the main rule subject to Norwegian withholding tax at a rate of 25%, unless a lower rate has been agreed in an applicable tax treaty. If the individual shareholder is resident within the EEA, the shareholder may apply to the tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share, see Section 9.1.1 (Taxation of dividends). However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

In accordance with the present administrative system in Norway, a distributing company will generally deduct withholding tax at the applicable rate when dividends are paid directly to an eligible Foreign Shareholder, based on information registered with the VPS. Dividends paid to Non-Resident Shareholders in respect of nominee registered shares are not eligible for reduced treaty withholding tax rate at the time of payment unless the nominee, by agreeing to provide certain information regarding beneficial owner, has obtained approval for reduced treaty withholding tax rate from the Central Office for Foreign Tax Affairs. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Non-Resident Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments.

9.2.2 Taxation of capital gains

Gains from realization of Shares by Foreign Shareholders will not be subject to tax in Norway unless the Non-Resident Shareholders are holding the Shares in connection with business activities carried out or managed from Norway. Such taxation may be limited according to an applicable tax treaty or other specific regulations.

9.2.3 Net wealth tax

Non-Resident Shareholders are not subject to Norwegian net wealth tax with respect to the Shares, unless the shareholder is an individual, and the shareholding is effectively connected with a business which the shareholder takes part in or carries out in Norway. Such taxation may be limited according to an applicable tax treaty.

9.3 Transfer taxes etc. VAT

No transfer taxes, stamp duty or similar taxes are currently imposed in Norway on purchase, issuance, disposal or redemption of shares. Further, there is no VAT on transfer of shares.

10 ADDITIONAL INFORMATION

10.1 Independent auditors

The Company's independent auditor is RSM Norge AS, company reg. no. 982 316 588, with business address Filipstad Brygge 1, 0252 Oslo, Norway. The partners of RSM Norge AS are members of The Norwegian Institute of Public Accountants (Nw.: *Den Norske Revisorforening*). RSM Norge AS has been the auditor of the Company since July 2014.

10.2 Confirmation regarding sources

In this Admission Document, certain information has been sourced from third parties. The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified.

10.3 Advisors

Advokatfirmaet Thommessen AS (Haakon VIIs gate 10, N-0161 Oslo, Norway) is acting as Norwegian legal counsel to the Company and the Merkur Advisor.

Carnegie AS (Aker Brygge, Fjordalléen 16, 0250 Oslo, Norway) is acting as Merkur Advisor.

11 DEFINITIONS AND GLOSSARY OF TERMS

When used in this Admission Document, the following terms shall have the following meaning:

a) **Admission** means the admission to trading of the Company's 323,604,969 outstanding shares, each with a par value of NOK 0.10 on Merkur Market;

b) **Admission Document** means this admission document, dated 5 July 2018;

c) **Board** means the board of directors of Lifecare;

d) **Company** means Lifecare AS, company reg. no. 990 251 657;

e) **CGM** has the meaning ascribed to such term in Section 5.4.1;

f) **Companies Act** means the Norwegian Limited Liability Companies Act;

g) **Convertible Loans** has the meaning ascribed to such term in Section 8.1.3;

h) **Corporate Governance Code** means the Norwegian Code of Practice for Corporate Governance last updated 30 October 2014;

i) **CRO's** has the meaning ascribed to such term in Section 1.1;

j) **EGM** means the extraordinary general meeting held on 4 July 2018;

k) **Existing Shares** means the currently issued shares of the Company;

l) **Financial Statements** means the audited consolidated financial statements of the Company for the years ending on 31 December 2016 and 31 December 2017 in accordance with NGAAP;

m) **Foreign Corporate Shareholders** has the meaning ascribed to such term in Section 9.2.1;

n) **Foreign Individual Shareholders** has the meaning ascribed to such term in Section 9.2.1;

o) **IPO** means a possible future initial public offering of the Company's Shares on OSE;

p) **Lifecare** means the Company;

q) **GMP** has the meaning ascribed to such term in Section 1.1;

r) **Listing** means listing of the Company's Shares on Merkur Market on 10 July 2018;

s) **Merkur Advisor** means Carnegie AS, company reg. no. 936 310 974;

t) **Merkur Market** means the multilateral trading facility at OSE called Merkur Market;

u) **Merkur Market Admission Rules** means the rules applicable to admission to trading on Merkur Market;

v) **New Shares** means the shares that will be issued following registration of the Share Capital Increase with the NRBE;

w) **NGAAP** means Norwegian Generally Accepted Accounting Principles;

x) **NOK** means Norwegian kroner, the currency of the Kingdom of Norway;

y) **Non-Resident Shareholders** has the meaning ascribed to such term in Section 9;

z) **Norwegian Corporate shareholders** has the meaning ascribed to such term in Section 9.1.1;

aa) **Norwegian Individual Shareholders** has the meaning ascribed to such term in Section 9.1.1;

bb) **Norwegian Shareholders** has the meaning ascribed to such term in Section 9;

cc) **NRBE** means the Norwegian Register of Business Enterprises;

dd) **OSE** means Oslo Stock Exchange;

ee) **Private Placement** has the meaning ascribed to such term in Section 8.1.2;

ff) **Scientific Advisory Board** has the meaning ascribed to such term in Section 7.4;

gg) **Share Capital Increase** means the share capital increase which was resolved on the EGM;

hh) **Shares** means all outstanding shares of Lifecare, including both the Existing Shares and the New Shares;

ii) **USD** means United States Dollars, the currency of the United States; and

jj) **VPS** means the Norwegian Central Securities Depository (Nw.: *Verdipapirsentralen*).

* * *

APPENDIX A

Vedtekter

Lifecare AS

Org nr 990 251 657

Vedtatt 04. Juli 2018

1) Selskapets firma er Lifecare AS. Selskapet er et aksjeselskap.

2) Selskapets forretningskontor er i Bergen Kommune.

3) Selskapets formål er utvikling, produksjon, lisensiering og salg av medisinsk utstyr og teknologi.

4) Selskapets aksjekapital er på kr 32.360.496,90 fordelt på 323.604.969 aksjer á kr 0,10. Selskapets aksjer er og skal være registrert i VPS.

5) Selskapets styrer skal bestå av 1-5 medlemmer. Selskapets firma tegnes av styrets leder alene eller to styremedlemmer i fellesskap. Styret kan meddele prokura.

6) Omsetningsbegrensninger

   Erverv av aksjer i selskapet er ikke betinget av styrets samtykke. Aksjeeierne har ikke forkjøpsrett ved overdragelse av aksjer i selskapet.

7) Den ordinære generalforsamling skal avholdes hvert år innen utgangen av juni måned, som etter skriftlig innkalling med 7 dagers varsel, skal behandle:

   a. Fastsettelse av resultatregnskap og balanse
   b. Anvendelse av overskudd eller dekning av underskudd i henhold til den fastsatte balansen, samt utdeling av utbytte.
   c. Valgt av styre
   d. Andre saker som nevnt i innkallingen eller som i henhold til lov hører inn under generalforsamlingen.
   e. Dokumenter som gjelder saker som skal behandles i selskapets generalforsamling, derunder dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen, trenger ikke sendes til aksjeeierne dersom dokumentene er tilgjengelige på selskapets hjemmeside. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles i generalforsamlingen.

For spørsmål som ikke er regulert i disse vedtekter, kommer den til enhver til gjeldende aksjelovgivning til anvendelse.

APPENDIX B

Årsrapport
2017
Lifecare AS

STYRETS BERETNING FOR ÅRET 2016

Lifecare AS sin virksomhet er utvikling og salg av nanoteknologi for blodsukkermåling for kontinuerlig in vivo måling av blodsukker. Virksomheten drives i Bergen Kommune.

Lifecare AS har i perioden videre utviklet og testet sensor teknologien i samarbeid med vare internasjonale partnere og fortsatt arbeidet med å planlegge utvikling og gjennomføring av en justert Sencell-sensor for videre uttesting gjennom i dyreforsøk og deretter en minituarisert og CE-godkjent "working prototype" for human testing. Dyreforsøk nr 2 ble gjennomført mot slutten av 2016. Lifecare har oppnadd svært lovende resultater pa viktig strategiske variabler og fått bekreftet teknologisk proof-of-principle. Lifecare har videreført arbeidet med vår Chief Scientific Officer og scientific project manager med ansvar for arbeid mht offentlig europeiske godkjennelser. Vi har også fortsatt samarbeidet med vart internasjonale vitenskaplige rad i samarbeid med vel renommerte aktører på den internasjonale diabetes arena. Vi har posisjonert oss ytterligere i forhold til strategiske partnere. Dette bidrar til forsterket tro pa Sencell styrker og muligheter.

Etter styrets oppfatning gir årsresultatet, balanse med noter et rettvisende bilde av Lifecare's situasjon ved årets slutt. Årsresultatet er gjort opp med et underskudd pa kr 4.994.342,- som foreslas overført til udekket tap. Selskapets egenkapital er tapt. Selskapet er et utviklingsselskap og vil være avhengig av videre funding fra aksjonærer og offentlige tilskuddsordninger for a lykkes i a komme til den kommersielle fasen. Kontinuerlig videre utvikling av selskapets teknologi vil bli videreført i 2017. Årsberetning og regnskap er avgitt under forutsetning om fortsatt drift. Styret anser det som sannsynlig at selskapet vil motta €30.000,- i tilskudd som del-2 fra European Commission. Styret mener at forutsetningene er til stede for fortsatt drift av Lifecare AS i hht Regnskapslovens § 3-3.

Lifecare AS har en virksomhet som ikke pavirker det ytre miljø og det er ikke registrert skader eller uhell som følge av selskapets virksomhet. Selskapet har ingen ansatte og det er ingen kvinner i styret. Selskapet driver således ikke i strid med Likestillingsloven. Arbeidsmiljøet ansees for godt blant tillitsmenn og andre engasjerte.

Bergen 13.02.2017

Christian Saure	Joakim Holten /s/	Christian Hysing-Dahl /s/	Rune Frisvold /s/
styrets leder	styremedlem	styremedlem	daglig leder

Resultatregnskap

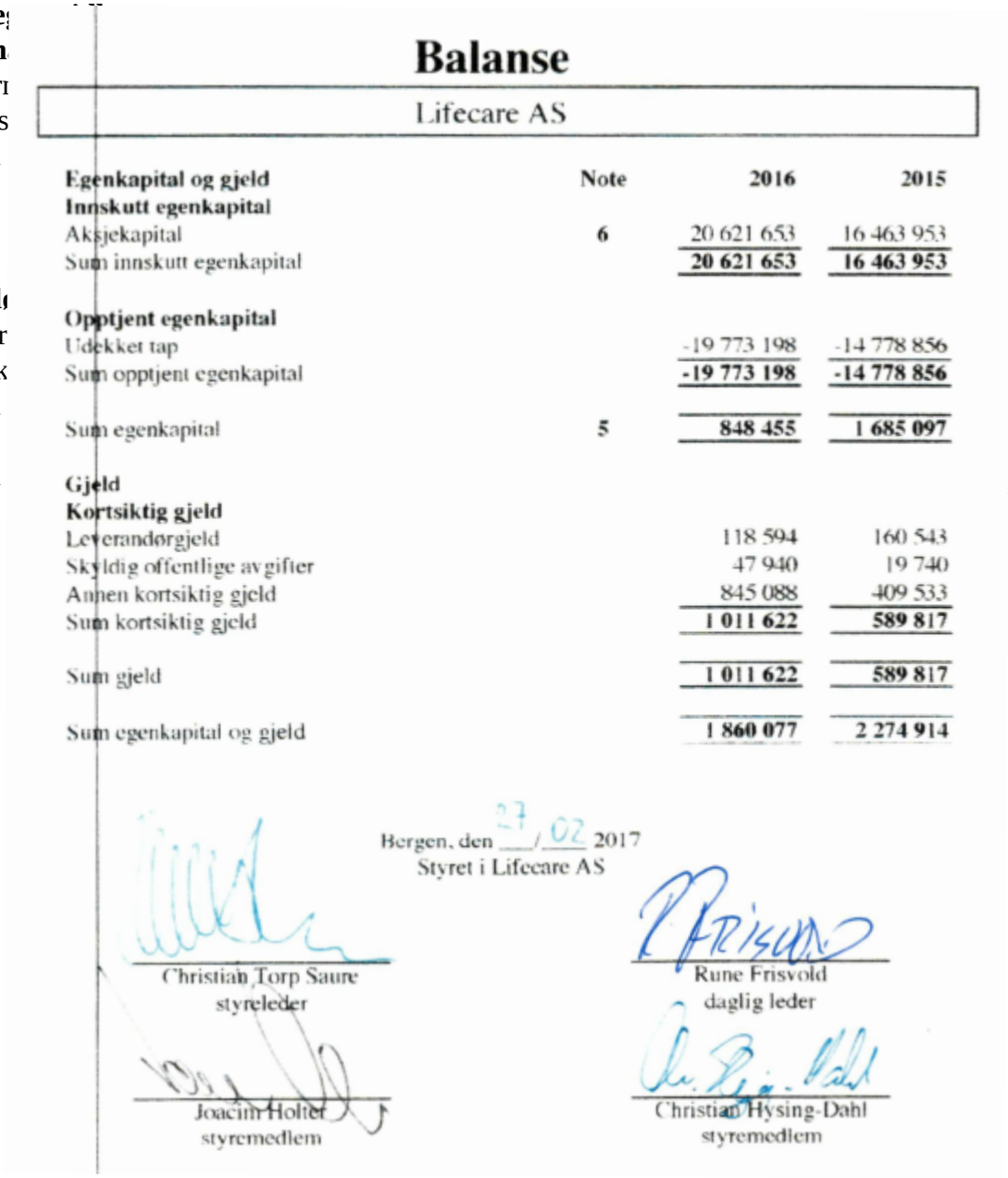
Lifecare AS

Driftsinntekter og driftskostnader	**Note**	**2017**	**2016**
Annen driftsinntekt	**1**	551 081	1 613 890
Sum driftsinntekter		**551 081**	**1 613 890**
Varekostnad		1 496 049	2 352 540
Lønnskostnad	**2**	228 200	198 308
Avskrivning av driftsmidler og immaterielle eiendeler	**4**	26 945	26 799
Annen driftskostnad	**2**	2 217 242	4 018 698
Sum driftskostnader		**3 968 436**	**6 596 345**
Driftsresultat		**-3 417 355**	**-4 982 455**
Finansinntekter og finanskostnader			
Annen renteinntekt		3 277	6 021
Annen finansinntekt		5 332	71 993
Annen rentekostnad		2 157	56 867
Annen finanskostnad		19 933	33 035
Resultat av finansposter		**-13 481**	**-11 887**
Ordinært resultat før skattekostnad		-3 430 836	-4 994 342
Ordinært resultat		**-3 430 836**	**-4 994 342**
Årsresultat		**-3 430 836**	**-4 994 342**
Overføringer			
Overført til udekket tap		3 430 836	4 994 342
Sum overføringer		**-3 430 836**	**-4 994 342**

Balanse

Lifecare AS

Eiendeler	Note	2017	2016
Anle			
Imm			
Intern			000
Kons			000
Sum			**000**
Oml			
Andr			794
Bank			283
Sum			**077**
Sum			**077**



Balanse

Lifecare AS

Egenkapital og gjeld	Note	2016	2015
Innskutt egenkapital			
Aksjekapital	6	20 621 653	16 463 953
Sum innskutt egenkapital		**20 621 653**	**16 463 953**
Opptjent egenkapital			
Udekket tap		-19 773 198	-14 778 856
Sum opptjent egenkapital		**-19 773 198**	**-14 778 856**
Sum egenkapital	5	**848 455**	**1 685 097**
Gjeld			
Kortsiktig gjeld			
Leverandørgjeld		118 594	160 543
Skyldig offentlige avgifter		47 940	19 740
Annen kortsiktig gjeld		845 088	409 533
Sum kortsiktig gjeld		**1 011 622**	**589 817**
Sum gjeld		**1 011 622**	**589 817**
Sum egenkapital og gjeld		**1 860 077**	**2 274 914**

Bergen, den 27/02 2017
Styret i Lifecare AS

Christian Torp Saure
styreleder

Rune Frisvold
daglig leder

Joachim Holter
styremedlem

Christian Hysing-Dahl
styremedlem

Balanse

Lifecare AS

Egenkapital og gjeld	Note	2017	2016
Innskutt egenkapital			
Aksjekapital	6	20 852 903	20 621 653
Sum innskutt egenkapital		**20 852 903**	**20 621 653**
Opptjent egenkapital			
Udekket tap		-23 204 034	-19 773 198
Sum opptjent egenkapital		**-23 204 034**	**-19 773 198**
Sum egenkapital	5	**-2 351 131**	**848 455**
Gjeld			
Kortsiktig gjeld			
Leverandørgjeld		626 711	118 594
Skyldig offentlige avgifter		76 140	47 940
Annen kortsiktig gjeld	7	2 838 219	845 088
Sum kortsiktig gjeld		**3 541 070**	**1 011 622**
Sum gjeld		**3 541 070**	**1 011 622**
Sum egenkapital og gjeld		**1 189 939**	**1 860 077**

Bergen, den 30/4 2018
Styret i Lifecare AS

Christian Torp Saure
styreleder

Rune Frisvold
daglig leder

Joacim Holter
styremedlem

Christian Hysing-Dahl
styremedlem

Noter

Lifecare AS

Regnskapsprinsipper
Årsregnskapet er satt opp i samsvar med regnskapsloven 1998. Det er utarbeidet etter god regnskapsskikk norske regnskapsstandarder. Regnskapet og noter er presentert i norske kroner.

Hovedregel for vurdering og klassifisering av eiendeler og gjeld
Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler. Ved klassifisering av kortsiktig og langsiktig gjeld er analoge kriterier lagt til grunn.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi når verdifallet forventes ikke å være forbigående. Anleggsmidler med begrenset økonomisk levetid avskrives planmessig. Langsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Langsiktig gjeld oppskrives ikke til virkelig verdi som følge av renteendring.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Kortsiktig gjeld oppskrives til virkelig verdi som følge av renteendring.

Fordringer
Andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene.

Inntektsføring - offentlige tilskudd
Tilskudd resultatføres etter bruttoprinsippet når et tilskudd er opptjent. Bruttoføring gjøres fordi tilskuddsbasert forskning er en betydelig del av selskapets samlede aktivitet.

Inntektsføring - andre inntekter
Andre driftsinntekter resultatføres når en tjeneste eller vare er levert.

Varekostnad
Innkjøp av forsknings- og utviklingstjenester klassifiseres som varekjøp.

Pensjon
Selskapet har ikke ansatte som jobber mer enn 20 % stilling og har således ikke plikt til å etablere pensjonsordning i henhold til lov om obligatorisk tjenestepensjon.

Noter

Lifecare AS

Note 1 Offentlige tilskudd

	2017	2016
Skattefunn-refusjon	528 350	1 177 451
Andre offentlige tilskudd	22 731	436 439
Sum offentlige tilskudd	**551 081**	**1 613 890**

Note 2 Lønnskostnader, ansatte og tjenester fra nærstående og revisor

Lønnskostnader	**2017**	**2016**
Lønninger	200 000	200 000
Arbeidsgiveravgift	28 200	-1 692
Pensjonskostnader	0	0
Andre ytelser	0	0
Sum	**228 200**	**198 308**

Selskapet har ikke ansatte. Styrehonorar for regnskapsåret 2017 er kostnadsført med kr 200 000.

Tjenestekjøp fra nærstående	**2017**	**2016**
Innleid daglig leder	900 000	960 000
Konsulentbistand styreleder	120 000	150 000

Revisors honorar er kostnadsført med kr 85 260 eksklusive merverdiavgift, hvorav kr 30 750 gjelder ordinær revisjon.

Note 3 Skatt

Årets skattekostnad	**2017**	**2016**
Resultatført skatt på ordinært resultat:		
Betalbar skatt	0	0
Endring i utsatt skattefordel	0	0
Skattekostnad ordinært resultat	**0**	**0**
Skattepliktig inntekt:		
Ordinært resultat før skatt	-3 430 836	-4 994 342
Permanente forskjeller	-528 350	-1 175 327
Endring i midlertidige forskjeller	206 961	191 112
Skattepliktig inntekt	**-3 752 225**	**-5 978 557**
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	0	0
Sum betalbar skatt i balansen	**0**	**0**

Skatteeffekten av midlertidige forskjeller og underskudd til fremføring som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller:

	2017	**2016**	**Endring**
Varige driftsmidler	-18 074	-11 112	6 961
Avsetninger mv	-570 000	-370 000	200 000
Sum	**-588 074**	**-381 112**	**206 961**
Akkumulert fremførbart underskudd	-53 127 791	-49 375 566	3 752 225
Grunnlag for beregning av utsatt skatt	**-53 715 865**	**-49 756 679**	**3 959 186**
Utsatt skattefordel (23 % / 24 %)	**-12 354 649**	**-11 941 603**	**413 046**

I henhold til God regnskapsskikk for små foretak balanseføres ikke utsatt skattefordel.

Permanente forskjeller består i det vsentlige av skattefunn-refusjon, se note 1. Refusjonskrav skattefunn inngår i andre kortsiktige fordringer.

Noter

Lifecare AS

Note 4 Anleggsmidler

	Patenter	Andre immatr rettigh	Sum
Anskaffelseskost pr. 01.01.17	235 299	32 500	267 799
Anskaffelseskost 31.12.17	**235 299**	**32 500**	**267 799**
Akkumulerte avskrivninger 31.12.17	50 299	22 500	72 799
Av- og nedskrivninger pr. 31.12.17	50 299	22 500	72 799
Bokført verdi 31.12.17	**185 000**	**10 000**	**195 000**
Årets ordinære avskrivninger	15 000	10 000	25 000

Note 5 Egenkapital

	Aksje-kapital	Udekket underskudd	Sum egenkapital
Pr. 01.01.2017	20 621 653	-19 773 198	848 455
Kapitalforhøyelse i året	231 250		231 250
Årets resultat		-3 430 836	-3 430 836
Pr 31.12.2017	**20 852 903**	**-23 204 034**	**-2 351 131**

Noter

Lifecare AS

Note 6 Aksjekapital og aksjonærer

Aksjekapitalen i Lifecare AS pr. 31.12 består av 208 529 031 ordinære aksjer à kr 0,10, til sammen kr 20 852 903. Selskapet eies av:

AKSJONÆR	ANTALL	ANDEL
BECH INVEST AS	64 801 133	31,1 %
TEIGLAND EIENDOM AS	52 177 299	25,0 %
LACAL AS	35 572 597	17,1 %
SPAREBANKEN VEST	17 409 136	8,3 %
ØVRIGE (UNDER 5 % ANDEL)	38 568 865	18,5 %
SUM AKSJONÆRER	208 529 030	100,0 %

Daglig leder eier 1,1 % av aksjene i selskapet. Styremedlemmer eier direkte og indirekte 2,5 % av aksjene i selskapet.

Note 7 Annen kortsiktig gjeld

	2017	2016
Kortsiktige lån fra aksjonærer	2 268 400	245 000
Annen kortsiktig gjeld	569 819	600 088
Sum offentlige tilskudd	**2 838 219**	**845 088**

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Til generalforsamlingen i Lifecare AS

Uavhengig revisors beretning

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert Lifecare AS' årsregnskap som viser et underskudd på kr 3 430 836. Årsregnskapet består av balanse per 31. desember 2017, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettvisende bilde av selskapets finansielle stilling per 31. desember 2017, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet i Revisors oppgaver og plikter ved revisjon av årsregnskapet. Vi er uavhengige av selskapet slik det kreves i lov og forskrift, og har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettvisende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik internkontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål med revisjonen er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og anslår vi risikoen for vesentlig feilinformasjon i regnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere

slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av internkontroll.

- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.

- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.

- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av regnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i regnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon om årsregnskapet. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.

- evaluerer vi den samlede presentasjonen, strukturen og innholdet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet representerer de underliggende transaksjonene og hendelsene på en måte som gir et rettvisende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

Uttalelse om øvrige lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Bergen, 2. mai 2018
RSM Norge AS

Tom Henning Rønshaugen
Statsautorisert revisor

Årsrapport

2016

Lifecare AS

- årsberetning
- årsregnskap
- revisjonsberetning

Resultatregnskap

Lifecare AS

Driftsinntekter og driftskostnader	**Note**	**2016**	**2015**
Annen driftsinntekt	**1**	1 613 890	1 649 693
Sum driftsinntekter		**1 613 890**	**1 649 693**
Varekostnad		2 352 540	3 893 994
Lønnskostnad	**2**	198 308	217 480
Avskrivning av driftsmidler og immaterielle eiendeler	**4**	26 799	7 000
Annen driftskostnad	**2**	4 018 698	4 767 825
Sum driftskostnader		**6 596 345**	**8 886 299**
Driftsresultat		**-4 982 455**	**-7 236 606**
Finansinntekter og finanskostnader			
Annen renteinntekt		6 021	15 150
Annen finansinntekt		71 993	14 828
Annen rentekostnad		56 867	4 602
Annen finanskostnad		33 035	282 354
Resultat av finansposter		**-11 887**	**-256 978**
Ordinært resultat før skattekostnad		-4 994 342	-7 493 584
Ordinært resultat		**-4 994 342**	**-7 493 584**
Årsresultat		**-4 994 342**	**-7 493 584**
Overføringer			
Overført til udekket tap		4 994 342	7 493 584
Sum overføringer		**-4 994 342**	**-7 493 584**

Balanse

Lifecare AS

Eiendeler	Note	2016	2015
Anleggsmidler			
Immaterielle eiendeler			
Internett hjemmeside	**4**	20 000	32 500
Konsesjoner, patenter o.l.	**4**	200 000	84 000
Sum anleggsmidler		**220 000**	**116 500**
Omløpsmidler			
Andre kortsiktige fordringer	**3**	1 500 794	1 753 983
Bankinnskudd, kontanter o.l.		139 283	404 431
Sum omløpsmidler		**1 640 077**	**2 158 414**
Sum eiendeler		**1 860 077**	**2 274 914**

Balanse

Lifecare AS

Egenkapital og gjeld	Note	2016	2015
Innskutt egenkapital			
Aksjekapital	6	20 621 653	16 463 953
Sum innskutt egenkapital		**20 621 653**	**16 463 953**
Opptjent egenkapital			
Udekket tap		-19 773 198	-14 778 856
Sum opptjent egenkapital		**-19 773 198**	**-14 778 856**
Sum egenkapital	5	**848 455**	**1 685 097**
Gjeld			
Kortsiktig gjeld			
Leverandørgjeld		118 594	160 543
Skyldig offentlige avgifter		47 940	19 740
Annen kortsiktig gjeld		845 088	409 533
Sum kortsiktig gjeld		**1 011 622**	**589 817**
Sum gjeld		**1 011 622**	**589 817**
Sum egenkapital og gjeld		**1 860 077**	**2 274 914**

Bergen, den 27/02 2017
Styret i Lifecare AS

Christian Torp Saure
styreleder

Rune Frisvold
daglig leder

Joacim Holter
styremedlem

Christian Hysing-Dahl
styremedlem

Noter

Lifecare AS

Regnskapsprinsipper
Årsregnskapet er satt opp i samsvar med regnskapsloven 1998. Det er utarbeidet etter norske regnskapsstandarder. Regnskapet og noter er presentert i norske kroner.

Hovedregel for vurdering og klassifisering av eiendeler og gjeld
Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler. Ved klassifisering av kortsiktig og langsiktig gjeld er analoge kriterier lagt til grunn.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi når verdifallet forventes ikke å være forbigående. Anleggsmidler med begrenset økonomisk levetid avskrives planmessig. Langsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Langsiktig gjeld oppskrives ikke til virkelig verdi som følge av renteendring.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Kortsiktig gjeld oppskrives til virkelig verdi som følge av renteendring.

Fordringer
Andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene.

Inntektsføring - offentlige tilskudd
Tilskudd resultatføres etter bruttoprinsippet når et tilskudd er opptjent. Bruttoføring gjøres fordi tilskuddsbasert forskning er en betydelig del av selskapets samlede aktivitet.

Inntektsføring - andre inntekter
Andre driftsinntekter resultatføres når en tjeneste eller vare er levert.

Varekostnad
Innkjøp av forsknings- og utviklingstjenester fra godkjent forskningsinstitusjon, klassifiseres som varekjøp.

Pensjon
Selskapet har ikke ansatte som jobber mer enn 20 % stilling og har således ikke plikt til å etablere pensjonsordning i henhold til lov om obligatorisk tjenestepensjon.

Noter

Lifecare AS

Note 1 Offentlige tilskudd

	2016	2015
Skattefunn-refusjon	-1 177 451	-1 649 693
Andre offentlige tilskudd	-436 439	0
Sum offentlige tilskudd	**-1 613 890**	**-1 649 693**

Note 2 Lønnskostnader, ansatte og tjenester fra nærstående og revisor

Lønnskostnader	**2016**	**2015**
Lønninger	200 000	149 800
Arbeidsgiveravgift	-1 692	67 680
Pensjonskostnader	0	0
Andre ytelser	0	0
Sum	**198 308**	**217 480**

Selskapet har ikke ansatte. Styrehonorar for 2016 utgjør kr 200 000. Negativ arbeidsgiveravgift gjelder estimatavvik for tidligere års lønnskostnader.

Tjenestekjøp fra nærstående	**2016**	**2015**
Innleid daglig leder*	960 000	960 000
Konsulentbistand styreleder	150 000	0

* inkluderer ikke reisekostnader, disse har vært regnet med i tjenstekjøp tidligere.

Revisors honorar (eks mva)	**2016**	**2015**
Revisjonshonorar	28 800	21 745
Teknisk utarbeidelse av årsregnskap	6 100	5 900
Andre tjenester	4 582	14 730
Sum tjenester fra revisor	**39 482**	**42 375**

Noter

Lifecare AS

Note 3 Skatt

Årets skattekostnad	**2016**	**2015**
Resultatført skatt på ordinært resultat:		
Betalbar skatt	0	0
Endring i utsatt skattefordel	0	0
Skattekostnad ordinært resultat	**0**	**0**
Skattepliktig inntekt:		
Ordinært resultat før skatt	-4 994 342	-7 493 584
Permanente forskjeller	-1 175 327	-1 560 638
Endring i midlertidige forskjeller	191 112	-222 000
Skattepliktig inntekt	**-5 978 557**	**-9 276 222**
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	0	0
Sum betalbar skatt i balansen	**0**	**0**

Skatteeffekten av midlertidige forskjeller og underskudd til fremføring som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller:

	2016	**2015**	**Endring**
Varige driftsmidler	-11 112	0	11 112
Avsetninger mv	-370 000	-190 000	180 000
Sum	**-381 112**	**-190 000**	**191 112**
Akkumulert fremførbart underskudd	-49 375 566	-43 397 010	5 978 557
Inngår ikke i beregningen av utsatt skatt	49 756 679	43 587 010	-6 169 669
Grunnlag for beregning av utsatt skatt	**0**	**0**	**0**
Utsatt skatt (24 % / 25 %)	**0**	**0**	**0**

I henhold til God regnskapsskikk for små foretak balanseføres ikke utsatt skattefordel.

Permanente forskjeller består av skattefunn-refusjon, (se note 1) og andre ikke fradragsberettigede poster kr 2.124. Refusjonskrav skattefunn inngår i andre kortsiktige fordringer.

Noter

Lifecare AS

Note 4 Anleggsmidler

	Patenter	Andre immatr rettigh	Sum
Anskaffelseskost pr. 01.01.16	105 000	32 500	137 500
+ Tilgang kjøpte anleggsmidler	130 299		130 299
= Anskaffelseskost 31.12.16	**235 299**	**32 500**	**267 799**
Akkumulerte avskrivninger 31.12.16	35 299	12 500	47 799
= Bokført verdi 31.12.16	**200 000**	**20 000**	**220 000**
Årets ordinære avskrivninger	14 299	12 500	26 799
Økonomisk levetid	15 år	3 år	

Andre immaterielle rettigheter gjelder internett hjemmeside.

Note 5 Egenkapital

	Aksje-kapital	Udekket underskudd	Sum egenkapital
Pr. 01.01.2016	16 463 953	-14 778 856	1 685 097
Kapitalforhøyelse i året	4 157 700		4 157 700
Årets resultat		-4 994 342	-4 994 342
Pr 31.12.2016	**20 621 653**	**-19 773 198**	**848 455**

Note 6 Aksjekapital og aksjonærer

Aksjekapitalen i Lifecare AS pr. 31.12 består av 206 216 530 ordinære aksjer à kr 0,10. Selskapet eies av:

AKSJONÆR	ANTALL	ANDEL
BECH INVEST AS	79 762 324	38,68 %
LACAL AS	35 168 333	17,05 %
TEIGLAND EIENDOM AS	35 133 333	17,04 %
SPAREBANKEN VEST	16 458 333	7,98 %
ØVRIGE (UNDER 5 % ANDEL)	39 694 207	19,25 %
SUM AKSJONÆRER	206 216 530	100,00 %

Daglig leder eier 1,1 % av aksjene i selskapet. Styremedlemmer eier direkte og indirekte 1,0 % av aksjene i selskapet.

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Til generalforsamlingen i Lifecare AS

Uavhengig revisors beretning

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert Lifecare AS' årsregnskap som viser et underskudd på kr -4 994 342. Årsregnskapet består av balanse per 31. desember 2016, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettvisende bilde av selskapets finansielle stilling per 31. desember 2016, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet i Revisors oppgaver og plikter ved revisjon av årsregnskapet. Vi er uavhengige av selskapet slik det kreves i lov og forskrift, og har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Øvrig informasjon

Ledelsen er ansvarlig for øvrig informasjon. Øvrig informasjon består av årsberetningen, men inkluderer ikke årsregnskapet og revisjonsberetningen.

Vår uttalelse om revisjonen av årsregnskapet dekker ikke øvrig informasjon, og vi attesterer ikke den øvrige informasjonen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese øvrig informasjon med det formål å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom øvrig informasjon og årsregnskapet, kunnskap vi har opparbeidet oss under revisjonen, eller hvorvidt den tilsynelatende inneholder vesentlig feilinformasjon.

Dersom vi konkluderer med at den øvrige informasjonen inneholder vesentlig feilinformasjon er vi pålagt å rapportere det. Vi har ingenting å rapportere i så henseende.

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettvisende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål med revisjonen er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og anslår vi risikoen for vesentlig feilinformasjon i regnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av intern kontroll.

- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.

- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.

- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av regnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i regnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon om årsregnskapet og årsberetningen. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.

- evaluerer vi den samlede presentasjonen, strukturen og innholdet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet representerer de underliggende transaksjonene og hendelsene på en måte som gir et rettvisende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

Uttalelse om øvrige lovmessige krav

Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet, forutsetningen om fortsatt drift og forslaget til dekning av tap er konsistente med årsregnskapet og i samsvar med lov og forskrifter.

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Bergen 14. mars 2017
RSM Norge AS

Tom Henning Rønshaugen
Statsautorisert revisor