



INTERIM REPORT
Q1 2017

Interim report first quarter 2017

2017 - an important year for clinical results - begins with encouraging TG01 interim survival data

HIGHLIGHTS FOR THE FIRST QUARTER 2017

- Targovax announced encouraging top line two-year survival data from the phase I/II TG01 clinical trial in resected pancreatic cancer patients
- 68%¹ of evaluated patients (13/19) were still alive after two years
- Erik Digman Wiklund was appointed CFO of Targovax, taking over from Øystein Soug, who was promoted last year to CEO. Erik took on the role in April 2017
- Targovax upgraded its share listing from Oslo Axess to Oslo Børs, the main board at the Oslo Stock Exchange

POST-PERIOD HIGHLIGHTS

- Targovax was accepted to present clinical data from its phase I/II TG01 clinical trial in resected pancreatic cancer patients at the 2017 ASCO Annual Meeting in Chicago, Illinois, in June
- Targovax initiated an exploratory Phase Ib clinical trial of TG02 in patients with locally recurrent RAS-mutated rectal cancer, scheduled to have surgery

Key figures:

<i>Amounts in NOK thousands</i>	1Q 2017	1Q 2016	2016
Total operating revenues	6	-	37
Total operating expenses	-27 078	-30 976	-119 548
Operating profit/loss	-27 073	-30 976	-119 511
Net financial items	-381	-555	-3 203
Income tax	75	74	260
Net profit/loss	-27 378	-31 457	-122 454
Basic and diluted EPS (NOK/share)	-0.65	-1.17	-3.55
Net change in cash	-24 133	-33 012	-2 268
Cash and cash equivalents start of period	171 629	173 898	173 898
Cash and cash equivalents end of period	147 497	140 885	171 629

¹ Survival is counted from time of resection, which occurred on average two months prior to first treatment

Øystein Soug, CEO said: “2017 is looking to be a transformational year for Targovax. In the first quarter we reached a central value inflection point when we announced encouraging top-line survival data from our phase I/II TG01 trial in resected pancreatic cancer patients. We will be presenting survival, safety and immune activation data from this study in a poster presentation at the ASCO Annual Meeting in June. During the quarter we were pleased to appoint Erik Digman Wiklund as CFO, who joins us from Aker BioMarine Antarctic. This quarter, our listing was upgraded to Oslo Børs, the main board at the Oslo Stock Exchange – another exciting milestone for the company.”

About Targovax

Targovax is a clinical stage company focused on developing and commercializing novel immuno-oncology therapies to target, primarily, treatment-resistant solid tumors. Immuno-oncology is currently one of the fastest growing therapeutic fields in medicine.

The Company's development pipeline is based on two novel proprietary platforms:

The first platform, ONCOS, uses oncolytic viruses, an emerging class of biological therapy. ONCOS exclusively uses an adenovirus that has been engineered to be an immune activator that selectively target cancer cells. In phase I it has shown to immune activate at lesional level which was associated with clinical benefit. We expect proof of concept data for this platform in 2017 from a clinical trial of lead product ONCOS-102 in patients with refractory malignant melanoma.

The second platform, TG peptides (TG), solely targets tumors that express mutated forms of the RAS protein. Mutations to this protein are common in many cancers and are known to drive aggressive disease progression and treatment resistance. There is a high unmet medical need for therapies that are effective against tumors that express these mutations. The TG platform's therapeutic potential stems from its ability to enable a patient's immune system to identify and then destroy tumors bearing any RAS mutations. In early 2017, key proof of concept data for the TG platform from a clinical trial of TG01 in resected pancreatic cancer patients showed encouraging overall survival and will give guidance for the future clinical development of this platform.

Targovax's development pipeline has three novel therapeutic candidates in clinical development covering six indications.

Both platforms are protected by an extensive portfolio of IP and know-how and have the potential to yield multiple product candidates in a cost-effective manner. Additionally, we have other products in early stages of development.

In July 2016, the Company listed its shares on Oslo Axess. In March 2017, the shares were upgraded to Oslo Børs, the main Oslo Stock Exchange.

OPERATIONAL REVIEW

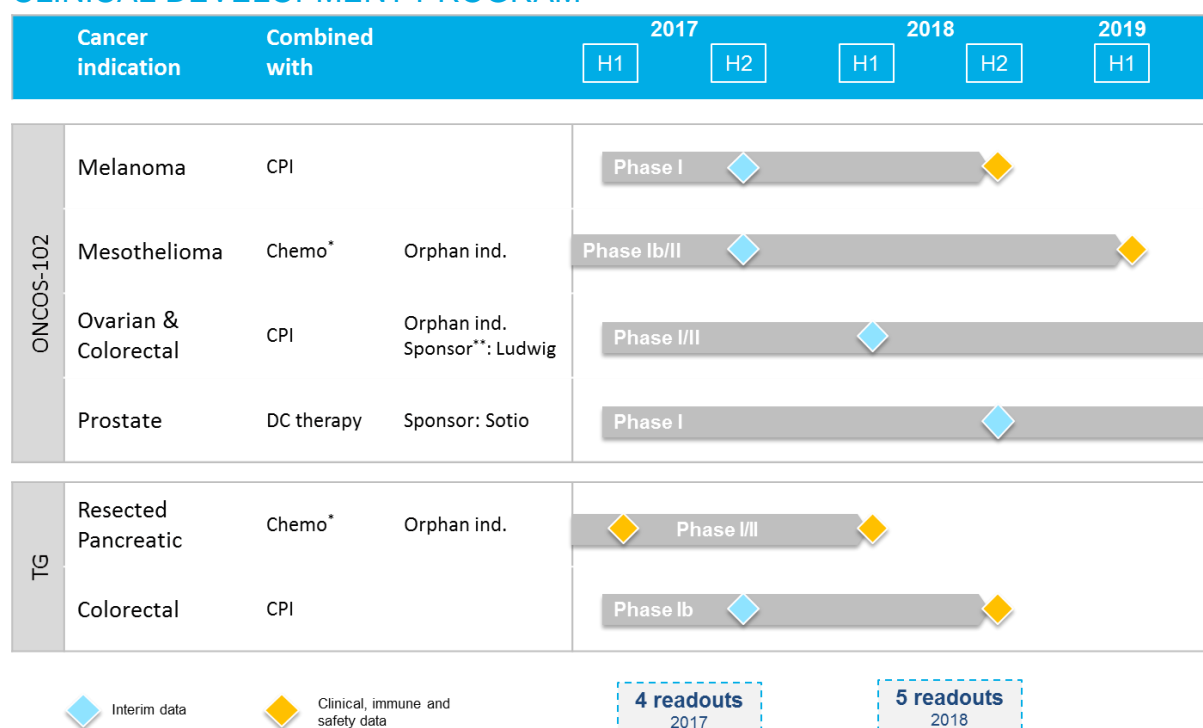
During the period Targovax continued development of its product candidates, both through its own clinical trials and through collaborations.

Targovax's strategy is to apply its two immunotherapeutic platforms in multiple indications. The Company intends to retain the option to bring products to market directly or to partner with pharmaceutical companies.

Currently, Targovax has:

- **two** platforms
- **four** orphan drug designations
- **six combination trials**, four with checkpoint inhibitor (CPI) or other immune therapies ongoing or about to start
- **eight additional** readouts anticipated in 2017 and 2018

CLINICAL DEVELOPMENT PROGRAM



* In combination with Standard of Care Chemotherapy. Pemetrexed/cisplatin for Mesothelioma and Gemcitabine for Resected Pancreatic
 ** A sponsor is the company or institution that submits the application for a clinical study to the regulatory authorities and that is responsible for conducting and reporting the study in compliance with the regional regulatory legislations and guidelines.

Clinical development programs

ONCOS-102 in checkpoint inhibitor refractory melanoma

This trial is an open-label phase I trial exploring the safety and immune activation, as well as clinical response, of sequential treatment with ONCOS-102 and the checkpoint inhibitor Keytruda® (an anti-PD-1 monoclonal antibody) in patients with advanced or unresectable melanoma, whose tumors have continued to grow following checkpoint inhibitor therapy. The trial is being conducted at Memorial Sloan Kettering Cancer Center in New York, one of the world's leading clinical research institutions in the field of immuno-oncology. The goal of the trial is to investigate whether these patients will respond to a checkpoint inhibitor after the ONCOS-102 priming treatment, i.e. if ONCOS-102 can reactivate the immune system and, as a result, make non-responding patients respond to a checkpoint inhibitor.

The trial is planned to include 12 patients. The first patient will be enrolled during the first half of 2017. Preliminary data of initial treatments are expected in the second half of 2017. More extensive results, potentially establishing proof of concept in refractory melanoma, are expected in 2018.

ONCOS-102 in mesothelioma

This trial is a randomized phase II, open-label trial with a phase Ib safety lead-in of ONCOS-102 and pemetrexed/ cisplatin, the standard of care chemotherapy, in patients with unresectable malignant pleural mesothelioma. The trial is planned to include

six patients in a lead-in for combination safety evaluation, and approximately 24 patients in the randomized part of the trial to compare the tumor targeted immune activation of the combination treatment with the standard of care chemotherapy.

The first patients in the safety cohort have been dosed.

TG01 in pancreatic cancer

Targovax has an ongoing open-label, phase I/II clinical trial with TG01, GM-CSF² and gemcitabine (chemotherapy) as adjuvant therapy for treating patients with resected adenocarcinoma of the pancreas. The trial is structured as a first cohort of 19 patients, and a second cohort of 13 patients on a modified vaccination schedule. The primary objective of the study is an assessment of safety and immune activation, while the secondary objective is treatment efficacy, including overall survival at two years. The recruitment to this trial was completed in May 2016 and the patients will be monitored for 24 months.

In March 2015, Targovax showed that TG01, administered in combination with gemcitabine, induced and enhanced RAS specific T-cell immune responses.

In March 2016, Targovax conducted a pre-determined interim survival analysis of the first cohort indicating promising survival data. Of the 19 patients included in the cohort, 15 patients could be followed up for survival. The regimen was generally well tolerated, and the one-year survival data showed that 14 out of these 15 patients were alive, with one passed

² TG01 and TG02 are administered together with GM-CSF

away due to causes assessed by the investigator as unrelated to the patients' underlying cancer. Subsequently, consent has been received to report two-year overall survival for all 19 patients in the first cohort.

In April 2016, Targovax reviewed interim data for early immune activation (DTH³ responses) in the modified treatment cohort. Four out of the first five recruited patients (of a total of 13 patients) showed an immune response at eight weeks. These results were in line with the analysis of the first cohort (in March 2015) where 18 out of 19 patients were eligible for immune response assessment, and 15 patients had established a detectable early immune response.

Encouraging top line two-year survival data from TG01 clinical trial

In February 2017, Targovax announced encouraging top line two-year survival data from its TG01 clinical trial in resected pancreatic cancer patients. Data from this patient cohort showed that 68 percent of evaluated patients, or 13/19, were still alive after two years if survival is counted from time of resection, which occurred on average two months prior to first treatment, or 12/19 if counted from time of first treatment. While the cohort is small and there is no control arm, this rate compares favorably with the available published historical two-year survival rates of resected cancer patients treated with gemcitabine alone of between 30 and 53 percent. This is a key milestone for Targovax and triggers a further iteration of plans for the future

clinical development of TG01.

TG02 in colorectal cancer

TG02 is the second TG cancer immune activator to enter the clinic from the Company's RAS-peptide immune-therapy platform. This is an open-label, non-randomized phase Ib exploratory trial to determine safety and anti-tumor immune activation using TG02. Ten patients will receive TG02 as monotherapy and then ten patients will receive TG02 in combination with the checkpoint inhibitor Keytruda®, in patients with locally recurrent rectal cancer scheduled to have surgery.

Currently, the plan is to include approximately 20 patients in Australia and New Zealand. The first patient was enrolled in April 2017.

Clinical trials with collaboration partners

In late 2015, Targovax entered into an agreement with US-based Ludwig Cancer Research (LCR) and the Cancer Research Institute (CRI).

The first clinical trial to be initiated as part of this collaboration is a non-randomized, open-label, phase I/II trial which will explore the combination of lead product ONCOS-102 with MedImmune's CPI durvalumab, an PD-L1 monoclonal antibody currently in development. MedImmune is the global biologics research and development arm of AstraZeneca plc. The trial will recruit up to 78 patients with advanced peritoneal disease, who have failed to respond to standard of care chemotherapy and have histologically confirmed platinum-resistant or

3 DTH is a way of measuring an immune response towards a specific antigen. When the immune system has learnt to recognize e.g. the RAS peptides as foreign, the

immune response can be measured by using DTH (delayed type hypersensitivity reaction)

refractory epithelial ovarian or colorectal cancer.

The objectives of the trial will include an assessment of safety, clinical efficacy, and immunological activity of ONCOS-102 in combination with durvalumab. The trial is being conducted in the US and sponsored by Ludwig Cancer Research on behalf of the Cancer Research Institute.

Targovax also has an ongoing clinical collaboration with the Czech biotech company Sotio. The objective of the Sotio collaboration is to study the safety and tolerability of ONCOS-102 when combining Targovax's oncolytic virus and Sotio's dendritic cell therapy DCVAC/PCa in prostate cancer patients.

Through these collaborations, Targovax is able to leverage its own clinical development expertise, with access to leading external expertise and extensive clinical trial networks.

In both collaborations, the sponsor of the trial will be the collaboration partner. The plan is to recruit the first patients into both these trials during the first half of 2017.

Preclinical development

The International Journal of Cancer has recently published preclinical in vivo data in a mesothelioma xenograft model demonstrating synergy between ONCOS-102 in combination with pemetrexed and cisplatin. These findings support the rationale for this ongoing combination trial in patients suffering from malignant mesothelioma.

IPR / Market exclusivity

Targovax owns a patent portfolio protecting its pipeline with different families of patents and patent applications covering its product candidates in development, as well as potential future product candidates. The Company continuously works to strengthen its patent portfolio.

The Company has Orphan Drug Designation for ONCOS-102 within mesothelioma, ovarian cancer, and soft tissue sarcoma⁴, ensuring 10 and 7 years of market protection from the date of market approval. TG01 in pancreatic cancer has previously been granted Orphan Drug Designation in the EU and US. In November, Targovax was granted a European patent for ONCOS-102, following the award of a similar US patent in June. These patents expire in 2029.

Experienced team

Targovax has a highly experienced management team with backgrounds from successful biotech companies as well as the pharmaceutical industry.

⁴ Targovax has no ongoing trials in soft tissue sarcoma currently

Management team:

Name	Position
Øystein Soug	CEO
Magnus Jäderberg	CMO
Erik Digman Wiklund	CFO
Jon Amund Eriksen	CTIO ⁵
Anne-Kirsti Aksnes	VP Clinical
Tina Madsen	VP QA
Peter Skorpil	VP BD
Tiina Hakonen	Site manager OY
Berit Iversen	VP CMC

CFO appointed

In January, Targovax announced the appointment of Erik Digman Wiklund as the Company's new Chief Financial Officer, who took up this role in April. Erik joins Targovax from the biotech company Aker Biomarine Antarctic, where he held the position of Director of Product Innovation. He will also bring senior business experience from Algeta and McKinsey & Company.

Board of Directors

The Board of Directors consists of highly skilled professionals with a broad range of relevant competences:

Jónas Einarsson, Bente-Lill Romøren, Per Samuelsson, Johan Christenson, Robert Burns, Lars Lund-Roland, Eva-Lotta Allan, and Diane Mellett.

Financial Review

Results first quarter 2017

In the first quarter 2017, Targovax had no core business revenue.

Operating expenses amounted to NOK 27m (NOK 31m) in the quarter. The operating expenses are reported net of governmental grants, which amounted to NOK 2m in the period (NOK 4m). The

net loss amounted to NOK 27m in the first quarter 2017 (NOK 31m).

Financial position and cash flow

Net cash was NOK 147m at the end of the first quarter compared to NOK 172m three months previously and NOK 141m at the end of 1Q 2016. Net cash flow from operating activities during the first quarter was negative by NOK 27m, compared to negative NOK 23m in the fourth quarter 2016 and NOK 33m in first quarter 2016.

In 2017, TEKES the Finnish Funding Agency for Technology and Innovation, issued an additional EUR 0.3m tranche on an existing TEKES loan. By the end of the period, total outstanding interest bearing debt amounted to EUR 6.3m, all from TEKES.

Share information

In July 2016, Targovax shares were listed on the Oslo Axess exchange under the ticker TRVX. In March 2017 Targovax upgraded its share listing from Oslo Axess to Oslo Børs, the main board at the Oslo Stock Exchange. By 18 April 2017, there were 42,199,719 shares outstanding, distributed between 3586 shareholders. The 20 largest shareholders controlled 65.9 percent of the shares. The estimated share ownership situation on 18 April 2017:

⁵ CTIO – Chief Technology Innovation Officer

	Shareholder		Estimated ownership	
			Shares m	Relative
1	HealthCap	Sweden	11,2	26,4 %
2	RadForsk	Norway	4,1	9,7 %
3	Nordea	Norway	3,0	7,2 %
4	KLP	Norway	1,6	3,7 %
5	Nordnet Livsforsikring	Norway	1,4	3,3 %
6	Statoil	Norway	0,9	2,2 %
7	Danske Bank (nom.)	Denmark	0,8	1,8 %
8	Timmuno AS	Norway	0,7	1,7 %
9	Prieta AS	Norway	0,7	1,7 %
10	Rasmussengruppen	Norway	0,7	1,7 %
11	Nordnet Bank AB (nom.)	Sweden	0,7	1,5 %
12	Sundt AS	Norway	0,3	0,7 %
13	DNB	Norway	0,3	0,6 %
14	Avanza Bank AB (nom.)	Sweden	0,3	0,6 %
15	Thorendahl Invest AS	Norway	0,3	0,6 %
16	The Bank of NY Mellon (nom.)	Belgium	0,2	0,5 %
17	Netfonds Livsforsikring AS	Norway	0,2	0,5 %
18	Tobech Invest AS	Norway	0,2	0,5 %
19	Istvan Molnar	Norway	0,2	0,4 %
20	Danske Bank (nom.)	Denmark	0,2	0,4 %
Top 20			27,8	65,9 %
Other shareholders (3566)			14,4	34,1 %
Total			42,2	100,0 %

During 1Q 2017, Targovax-shares traded in the NOK 11.10-33.90 range. During the quarter, some 36 million shares were traded, with an aggregate trading value of NOK 848m.

The closing price on 31 March 2017 was NOK 20.70 per share, corresponding to a market value of NOK 874 million. The closing price on 21 April 2017 was NOK 22.00 per share, corresponding to a market value of NOK 928 million.

Subsequent events

Accepted at ASCO

In April, Targovax announced that clinical data from the phase I/II clinical trial evaluating TG01 in resected pancreatic cancer will be presented at the American Society of Clinical Oncology ("ASCO") Annual Meeting 2017 at McCormick Place in Chicago, Illinois, 2-6 June 2017. The abstract title is "A Phase I/II trial of TG01/GM-CSF and gemcitabine as adjuvant therapy

for treating patients with resected RAS-mutant adenocarcinoma of the pancreas".

First patients in TG02

Additionally, in April, the Company announced the enrolment of the first patient in one of its ongoing trials: TG02 in colorectal cancer study.

Outlook

Targovax's focus during the next 12 months will be to progress the previously described trials with its lead program ONCOS-102 in melanoma and mesothelioma and continue the follow-up phase of the TG01 trial in resected pancreatic cancer. We have recently advanced TG02 into the clinic in colorectal cancer.

Furthermore, Targovax, together with its clinical trial collaborators LCR/CRI and Sotio are starting clinical trials in various other solid tumor indications.

2017 is an important year for clinical data readouts. As outlined above, the year has started encouragingly with the two-year overall survival data from the first patient cohort in the TG01 trial in resected pancreatic cancer.

The Company believes the preliminary data of initial treatments readout in the second half of 2017 from the earlier-mentioned phase I trial of ONCOS-102 in checkpoint inhibitor refractory melanoma patients will provide a another key value inflection point for the Company. More extensive results, potentially establishing proof of concept in refractory melanoma, are expected in 2018.

Oslo, 25 April 2017

The Board of Directors of Targovax ASA

Jonas Einarsson
Chairman of the Board

Per Samuelsson
Board member

Bente-Lill Romøren
Board member

Lars Lund-Roland
Board member

Johan Christenson
Board member

Robert Burns
Board member

Eva-Lotta Allan
Board member

Diane Mellett
Board member

Øystein Soug
Chief Executive Officer

First quarter 2017

Condensed consolidated statement of profit and loss

<i>(Amounts in NOK thousands except per share data)</i>	Note	Unaudited 1Q 2017	Unaudited 1Q 2016	2016
Other revenues		6	-	37
Total revenue		6	-	37
External R&D expenses	3,4	-8 792	-10 818	-45 001
Payroll and related expenses	5,11	-11 107	-13 198	-49 235
Other operating expenses	3,4	-7 179	-6 960	-25 311
Total operating expenses		-27 078	-30 976	-119 548
Operating profit/ loss (-)		-27 073	-30 976	-119 511
Financial income		2 034	281	1 241
Financial expenses		-2 415	-836	-4 444
Net financial items		-381	-555	-3 203
Loss before income tax		-27 453	-31 531	-122 714
Income tax expense		75	74	260
Loss for the period		-27 378	-31 457	-122 454
Earnings/ loss (-) per share				
Basic and dilutive earnings/ loss (-) per share	10	-0.65	-1.17	-3.55

Consolidated statement of other comprehensive income / loss (-), net of income tax

<i>(Amounts in NOK thousands except per share data)</i>	1Q 2017	1Q 2016	2016
Income / loss (-) for the period	-27 378	-31 457	-122 454
Items that may be reclassified to profit or loss:			
Exchange differences arising from the translation of foreign operations	2 833	-6 735	-16 174
Total comprehensive income/ loss (-) for the period	-24 545	-38 192	-138 628
Total comprehensive income/ loss (-) for the period attributable to owners	-24 545	-38 192	-138 628

Condensed consolidated statement of financial position

<i>(Amounts in NOK thousands)</i>	Note	Unaudited 31.03.2017	Unaudited 31.03.2016	31.12.2016
ASSETS				
Intangible assets	6	341 258	350 457	338 213
Property, plant, and equipment		1 244	1 512	1 299
Total non-current assets		342 502	351 969	339 512
Receivables		14 972	15 341	14 203
Cash and cash equivalents		147 497	140 885	171 629
Total current assets		162 469	156 226	185 833
TOTAL ASSETS		504 971	508 196	525 345
EQUITY AND LIABILITIES				
Shareholders equity				
Share capital	9	4 220	2 688	4 219
Share premium reserve		627 769	522 502	627 796
Other reserves		18 886	11 502	17 055
Retained earnings		-280 899	-162 524	-253 521
Translation differences		8 451	15 057	5 618
Total equity		378 428	389 226	401 168
Non-current liabilities				
Interest-bearing liabilities	7	42 960	37 995	39 714
Deferred tax		55 681	57 431	55 278
Total non-current liabilities		98 642	95 426	94 992
Current liabilities				
Accounts payable and other current liabilities		5 346	10 611	4 681
Accrued public charges		3 044	1 390	3 348
Other short-term liabilities		19 511	11 542	21 155
Total current liabilities		27 902	23 544	29 185
TOTAL EQUITY AND LIABILITIES		504 971	508 196	525 345

Condensed consolidated statement of changes in equity

<i>(Amounts in NOK thousands)</i>	Note	Share capital	Share premium	Other reserves	Translation differences	Retained earnings (Accumulated losses)	Total equity
Balance at 31 December 2015		2 688	522 502	6 957	21 793	-131 067	422 873
Loss for the period						-31 457	-31 457
Exchange differences arising from the translation of foreign operations					-6 735		-6 735
Other comprehensive income/loss, net of tax							-
Total comprehensive income for the period					-6 735	-31 457	-38 192
Recognition of share-based payments	11			4 545			4 545
Balance at 31 March 2016		2 688	522 502	11 502	15 057	-162 524	389 226
Loss for the period						-90 997	-90 997
Exchange differences arising from the translation of foreign operations					-9 439		-9 439
Other comprehensive income/loss, net of tax							-
Total comprehensive income for the period					-9 439	-90 997	-100 436
Issue of ordinary shares - Capital increase - Private Placement and repair offering	9	1 529	113 065				114 593
Transaction costs - Private Placement and repair offering			-7 753				-7 753
Share issuance, employee share options	9	2	-18	-		-	-16
Recognition of share-based payments & RSU's	11	-	-	5 553	-	-	5 553
Balance at 31 December 2016		4 219	627 796	17 055	5 618	-253 521	401 168
Loss for the period						-27 378	-27 378
Exchange differences arising from the translation of foreign operations		-	-	-	2 833	-	2 833
Other comprehensive income/loss, net of tax		-	-	-	-	-	-
Total comprehensive income for the period					2 833	-27 378	-24 545
Share issuance, employee share options	9	1	-27	-	-	-	-26
Recognition of share-based payments & RSU's	11	-	-	1 831	-	-	1 831
Balance at 31 March 2017		4 220	627 769	18 886	8 451	-280 899	378 428

Condensed consolidated statement of cash flow

<i>(Amounts in NOK thousands)</i>	Note	Unaudited Q1 2017	Unaudited Q1 2016	FY 2016
Cash flow from operating activities				
Loss before income tax		-27 453	-31 531	-122 714
<i>Adjustments for:</i>				
Finance income		-2 034	-281	-1 241
Finance expense		2 415	836	4 444
Share option expense	11	1 831	4 545	10 098
Depreciation		70	69	284
Change in receivables		-769	-3 783	-2 646
Change in other current liabilities		-1 056	-2 812	2 085
Net cash flow from/(used in) operating activities		-26 996	-32 958	-109 690
Cash flow from investing activities				
Purchases of property, plant, and equipment (PPE)		-	-19	-37
Net cash received from/(paid in) investing activities			-19	-37
Cash flow from financing activities				
Interest received		-	-	533
Interest paid	7	-207	-213	-548
Other finance expense		-24	-	-286
Loan from TEKES	7	2 992	-	1 360
Share issue expense - Private Placement and repair offering		-	-	-7 753
Proceeds from issuance of shares -Private Placement and repair offering		-	-	114 593
Proceeds from exercise of options		-26	-	-16
Net cash generated from financing activities		2 735	-213	107 883
Net increase/(decrease) in cash and cash equivalents		-24 261	-33 190	-1 844
Net exchange gain/loss on cash and cash equivalents		128	178	-424
Cash and cash equivalents at beginning of period		171 629	173 898	173 898
Cash and cash equivalents at end of period		147 497	140 885	171 629

Notes

1. General information

Targovax ASA ("the Company") and its subsidiaries (together the Group) is a clinical stage immuno-oncology company dedicated to the development of targeted immunotherapy treatments for cancer patients.

The Group is targeting complementary approaches to cancer immunotherapy: A cancer vaccine platform developed for patients with RAS-mutated cancers and an immunotherapy platform based on engineered oncolytic viruses armed with potent immune-stimulating transgenes for patients with solid tumors. Both treatment approaches harness the patient's own immune system to fight the cancer.

The Company is a limited public liability company incorporated and domiciled in Norway and listed on the Oslo Stock Exchange in Norway. The address of the registered office is Lilleakerveien 2C, 0283 Oslo, Norway.

The condensed interim financial information is unaudited. These financial statements were approved for issue by the Board of Directors on 24 April, 2017.

2. Accounting principles

The interim condensed consolidated financial statements for the Group are prepared using the same accounting principles and calculation methods as used for the statutory, annual financial statements 2016 for Targovax ASA.

The accounting principles used have been consistently applied in all periods presented, unless otherwise stated.

Amounts are in thousand Norwegian kroner unless stated otherwise. The functional currency of the Group is NOK (Norwegian kroner).

2.1 Basis of preparation

The quarterly financial statements of the Group have been prepared in accordance with IAS 34 Interim Financial Reporting, as adopted by the EU.

2.2 Standards and interpretations in issue but not yet adopted

At the date of authorization of these quarterly financial statements, there are no Standards or Interpretation that have been issued where the Management considers any material impact.

2.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2016. The subsidiaries include Targovax OY, located in Helsinki, Finland and Oncos Therapeutics AG, Meggen, Switzerland, all 100% owned and controlled subsidiaries. Targovax OY is the parent company of Oncos Therapeutics AG.

2.4 Going concern

As a result of the private placement and the subsequent offering in the third quarter 2016 and the current liquidity situation, Targovax's Directors expect that the Group has available financial resources sufficient for all planned activities, notably six clinical trials, in the next twelve months as of 24 April 2017. The Group therefore continues to adopt the going concern basis in preparing its consolidated financial statements.

3. Research and development expenses

The Group is developing new products. Uncertainties related to the regulatory approval process and results from ongoing clinical trials, generally indicate that the criteria for asset recognition is not met until the time when marketing authorization is obtained from relevant regulatory authorities.

The following research and development expenditures have been expensed:

(Amounts in NOK thousands)	1Q 2017		1Q 2016		2016	
	Total	of which R&D	Total	of which R&D	Total	of which R&D
External R&D expenses	8 792	8 792	10 818	10 818	45 001	45 001
Payroll and related expenses	11 107	6 664	13 198	5 323	49 235	24 449
Other operating expenses	7 179	454	6 960	156	25 311	970
Total	27 078	15 910	30 976	16 298	119 548	70 420

4. Government grants

Government grants have been recognized in profit or loss as a reduction of the related expense with the following amounts:

(Amounts in NOK thousands)	1Q 2017	1Q 2016	2016
External R&D expenses	1 600	2 721	6 068
Payroll and related expenses	390	824	1 640
Other operating expenses	64	6	67
Total	2 053	3 552	7 774

R&D projects have been approved for SkatteFunn for the period 2011 through first quarter 2017. For the first quarter 2017, the Group has recognized NOK 1.2m as cost reduction in External R&D expenses, Payroll and related expenses and Other Operating expenses.

The Group received an additional EUR 327 307 to one of the existing Tekes loans during the first quarter of 2017. The loan's interest rate is assessed to be 7% lower than comparable market rates, hence NOK 0,9m has been recognized as a government grant recorded as a reduction to External R&D expenses in first quarter 2017.

The Group has not been awarded grants from The research Council (program for user-managed innovation arena (BIA)) for 2017. For the period 2013 through 2016, the Group was awarded a grant from The Research Council (program for user-managed innovation arena (BIA)) of NOK 12.4m in total.

5. Payroll and related expenses

Total payroll and related expenses for the Group are:

(Amounts in NOK thousands)	1Q 2017	1Q 2016	2016
Salaries and bonus	7 655	7 348	33 659
Employer's national insurance contributions	1 362	880	3 640
Share-based compensation ¹⁾	1 831	4 545	10 098
Pension expenses – defined contribution plan	499	756	2 394
Other	150	494	1 084
Governmental grants	-390	-824	-1 640
Total payroll and related expenses	11 107	13 198	49 235
1) Share-based compensation has no cash effect.			

Number of employees calculated on a full-time basis as at end of period	25.0	27.5	26.2
Number of employees as at end of period	26	28	27

6. Intangible assets

As of 31 March 2017 the recognized intangible assets in the Group amounts to NOK 341m. This is an increase from NOK 338m as of 31 December 2016, due to NOK/EUR foreign exchange fluctuations. The intangible assets are derived from the acquisition of Oncos Therapeutics OY which was completed in July 2015 and related to the development of ONCOS-102.

Intangible assets are tested for impairment at least annually, or when there are indications of impairment.

The impairment test is based on an approach of discounted cash flows combined with a hypothetical out-licensing royalty. The valuation is sensitive to several assumptions and uncertainties, and the result from the valuation is thus limited to ensure sufficient certainty for the recognized amount in the financial statement, and should not be considered as a complete valuation of the full potential of ONCOS-102.

For more information see Note 16 Intangible assets and impairment test in the 2016 Annual Report.

7. Interest bearing debt (TEKES)

TEKES is a publicly financed funding agency that finances research and development activities for young innovative companies in Finland.

The Group has received three R&D loans, for the commercialization of ONCOS-102 from TEKES under loan agreements dated September 2010, January 2012 and December 2013, respectively, in the total outstanding amount of EUR 6 316 600 as of 31 March 2017. This includes an additional EUR 327 307 to one of the existing TEKES loans, received during the first quarter of 2017.

Amortized interests are charged to financial expenses, amounting to NOK 0.7m during the first quarter of 2017.

No new TEKES loans have been awarded during first quarter 2017.

See note 22 Interest-bearing debt in the Annual Report 2016 for more information about the TEKES loans.

8. Fair value of financial instruments

The carrying value of receivables, cash and cash equivalents, borrowings and other short-term payables and accrued liabilities are assessed to approximate fair value.

(Amounts in NOK thousands)	1Q 2017		1Q 2016		FY 2016	
	Carrying amounts	Fair value	Carrying amounts	Fair value	Carrying amounts	Fair value
Receivables	14 972	14 972	15 341	15 341	14 203	14 203
Cash and cash equivalents	147 497	147 497	140 885	140 885	171 629	171 629
Total financial assets	162 469	162 469	156 226	156 226	185 833	185 833
Interest-bearing borrowings	42 960	42 960	37 995	37 995	39 714	39 714
Accounts payable and other current liabilities	5 346	5 346	10 611	10 611	4 681	4 681
Accrued public charges	3 044	3 044	1 390	1 390	3 348	3 348
Other short-term liabilities	19 511	19 511	11 542	11 542	21 155	21 155
Total financial liabilities	70 862	70 862	61 539	61 539	68 899	68 899

The tables below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs other than quoted prices including Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3: Inputs in asset or liability that are not based on observable market data (that is, unobservable inputs)

As at 31 March 2017:

(Amounts in NOK thousands)	Level 1	Level 2	Level 3	Total
Interest-bearing borrowings	-	-	42 960	42 960
Total financial instruments at fair value	-	-	42 960	42 960

As at 31 March 2016:

(Amounts in NOK thousands)	Level 1	Level 2	Level 3	Total
Interest-bearing borrowings	-	-	37 995	37 995
Total financial instruments at fair value	-	-	37 995	37 995

As at 31 December 2016:

(Amounts in NOK thousands)	Level 1	Level 2	Level 3	Total
Interest-bearing borrowings	-	-	39 714	39 714
Total financial instruments at fair value	-	-	39 714	39 714

9. Share capital and number of shares

Share capital as at 31 March 2017 is 4 219 971.90 (31 March 2016: 2 688 380.8) comprising 42 199 719 ordinary shares at nominal value NOK 0.10 (31 March 2016: 26 883 808 at NOK 0.10). All shares carry equal voting rights.

The movement in the number of shares during the period was as follows:

	Q1 2017	Q1 2016	FY 2016
Ordinary shares at beginning of period	42 190 800	26 883 808	26 883 808
Share issuance - private placement and repair offering	0	0	15 228 634
Aquisition of Oncos Therapeutics OY	0	0	0
Share issuance, employee share options	8 919	0	78 358
Ordinary shares at end of period	42 199 719	26 883 808	42 190 800

The 20 largest shareholders are as follows at 31 March 2017:

Shareholder	# shares	%
HealthCap	10 989 402	26.0 %
Radiumhospitalets Forskningsstiftelse	4 077 255	9.7 %
Nordnet Livsforsikring AS	1 387 310	3.3 %
VPF Nordea Avkastning	1 196 582	2.8 %
VPF Nordea Kapital	1 046 754	2.5 %
Verdipapirfondet KLP AksjeNorge	928 415	2.2 %
Danske Bank AS	748 825	1.8 %
Timmuno AS	724 650	1.7 %
Prieta AS	720 000	1.7 %
Statoil Pensjon	668 916	1.6 %
Kommunal Landspensjonskasse	649 660	1.5 %
Nordnet Bank AB	635 875	1.5 %
Verdipapirfondet Nordea Plus	395 903	0.9 %
Nordea 1 SICAV	378 331	0.9 %
Cressida AS	320 000	0.8 %
Sundt AS	300 000	0.7 %
Viola AS	296 961	0.7 %
Thorendahl Invest AS	260 000	0.6 %
Avanza Bank AB	254 290	0.6 %
Portia AS	250 000	0.6 %
20 largest shareholders	26 229 129	62.2 %
Other shareholders (3 539)	15 970 590	37.8 %
Total shareholders	42 199 719	100.0 %

Shareholdings Key Management

The following table provides the total number of shares owned by the key management of the Group and member of the Board of Directors, including close associates, as of 31 March 2017:

Name	Position	No. of shares outstanding at 31 March 2017
Key management:		
Jon Amund Eriksen	Chief Technology Innovation Officer	728 601 ¹⁾
Øystein Soug	Chief Executive Officer	100 000 ²⁾
Magnus Jäderberg	Chief Medical Officer	20 000
Anne-Kirsti Aksnes	VP, Clinical Development	12 000
Peter Skorpil	VP, Business Development	10 000
Berit Iversen	VP, CMC	7 587
Tina Madsen	VP, Quality Assurance	6 300
Total no. of shares owned by key management of the Group		884 488
Board of directors:		
Robert Burns	Board member	34 063
Lars Lund-Roland	Board member	4 417
Total no. of shares owned by the Board of Directors of the Group		38 480

1 The shares are held through Timmuno AS

2 The shares are held through Abakus Invest AS.

Jonas Einarsson, Chairman of the Board of Directors, is CEO in the Radium Hospital Research Foundation
Johan Christenson and Per Samuelsson, both Member of the Board, are partners at HealthCap

10. Earnings per share

<i>Amounts in NOK thousand</i>	Q1 2017	Q1 2016	FY 2016
Loss for the period	-27 378	-31 457	-122 454
Average number of outstanding shares during the period	42 195	26 884	34 528
Earnings/ loss per share - basic and diluted	-0.65	-1.17	-3.55

Share options issued have a potential dilutive effect on earnings per share. No dilutive effect has been recognized as potential ordinary shares only shall be treated as dilutive if their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations. As the Group is currently loss-making, an increase in the average number of shares would have anti-dilutive effects.

11. Share based payment

At the Annual General Meeting in April 2016 the Board was authorized to increase the Group's share capital in connection with share incentive arrangements by up to 10% of the Share capital.

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) in Targovax ASA.

Each share option converts into one ordinary share of the Company on exercise. Options may be exercised at any time from the date of vesting until expiry. The options generally vest over a period of four years and expire seven years after the grant date. In general, the exercise price of the options is set at the fair value of the shares at grant date.

During the first quarter 2017, additional 37 000 share options were granted to other employees, 4 502 were exercised, 141 405 were expired. A total of 2 404 263 options were outstanding at 31 March 2017. The expensed share options in first quarter 2017 was NOK 1.7 million.

The fair value of the options has been calculated at grant date. The fair value of the options was calculated using the Black-Scholes model. The expected volatility for options issued in 2017 is estimated at average of 78.4%, based on the volatility of comparable listed companies. The volume weighted average interest rate applied to the share options grants in 2017 is 0.836%.

	1Q 2017		FY 2016	
	No. of options	Weighted avg. exercise price (in NOK)	No. of options	Weighted avg. exercise price (in NOK)
Outstanding at 1 January	2 513 170	20.93	2 545 889	23.25
Granted during the period	37 000	9.53	655 000	11.82
Exercised during the period	-4 502	0.51	-78 358	4.97
Forfeited	-	-	-601 927	22.90
Expired	-141 405	25.00	-7 434	25.00
Outstanding no. of options at end of period	2 404 263	20.55	2 513 170	20.93

The following table shows the outstanding and granted options for shares to Key Management of the Group at 31 March 2017:

Name	Position	Options			
		Granted	Outstanding	Granted	Outstanding
		1Q 2017	31.03.2017	FY 2016	31.12.2016
Key management:					
Øystein Soug	Chief Executive Officer	-	540 000	150 000	540 000
Magnus Jäderberg	Chief Medical Officer	-	510 000	120 000	510 000
Jon Amund Eriksen	Chief Technology Innovation Officer	-	160 000	-	160 000
Anne Kirsti Aksnes	VP, Clinical Development	-	153 000	100 000	153 000
Berit Iversen	VP, CMC	-	90 000	20 000	90 000
Tina Madsen	VP, Quality Assurance	-	53 000	-	53 000
Peter Skorpil	VP, Business Development	-	45 000	-	45 000
Tiina Hakonen	Site Manager Helsinki	-	45 000	20 000	45 000
Total option for shares to key management of the Group		-	1 596 000	410 000	1 596 000
Board of directors:					
Robert Burns	Board member	-	21 235	-	21 235
Total option for shares to the Board of Directors of the Group		-	21 235	-	21 235

From 1 April 2017 to 24 April 2017 920 000 share options have been granted to Key Management and 310 000 to other employees, see Note 12 Subsequent events for further details.

Restricted Stock Units

The Annual General Meeting 13 April 2016 decided to remunerate the Board of Directors with a combination of cash and Restricted Stock Units (RSUs). The board of directors may choose to receive their remuneration, or parts thereof, in the form of restricted stock units (RSUs)

The number of RSUs to be granted to the members of the Board of Directors is calculated as the NOK amount of the RSU opted portion of total compensation to the Board member, divided by the market price for the Targovax ASA share. The market price is calculated as volume weighted average share price the 10 trading days prior to the grant date, NOK 12.20 for the grant at 13 April 2016. The RSUs will be non-transferrable and each RSU will give the right and obligation to acquire shares in Targovax ASA (at nominal value) subject to satisfaction of the applicable vesting conditions.

If the Board members choose to receive the Board remuneration in RSU's they must elect to either (i) receive 100% of the compensation in RSUs, (ii) receive 1/3 of the compensation in cash and 2/3 in RSUs, or (iii) receive 2/3 of the compensation in cash and 1/3 in RSUs. The total compensation to each member of the Board of Directors for both the period 2015-2016 and 2016-2017 have been set out in the minutes from the Annual General Meeting.

A total of 129 991 RSUs have thus been granted. The RSUs granted for the period 2015 – 2016 vested on 13 April 2016, while the RSUs granted for the period 2016- 2017 vested on 13 April 2017. When the RSUs have vested, the participant must during the following three-year period select when to take delivery of the Shares. The expensed RSU's in first quarter 2017 was NOK 0.2 million.

The following table shows the outstanding and granted RSU's to Board of Directors of the Group at 31 March 2017:

Name	Position	RSUs	
		Granted	Outstanding
		1Q 2017	31.03.2017
Key management:			
Robert Burns	Board member	-	40 984
Diane Mellett	Board member	-	34 098
Eva-Lotta Allan	Board member	-	23 169
Lars Lund-Roland	Board member	-	16 394
Bente-Lill Romøren	Board member	-	10 929
Total Restricted Stock Units to Board of Directors of the Group		-	125 574

From 1 April 2017 to 24 April 2017 43 554 RSU's have been granted to Board of Directors, see Note 12 Subsequent events for further details.

12. Subsequent events

Share based payments

From 1 April 2017 to 5 April 2017 150 000 share options have been granted to Key Management, the appointed CFO Erik Digman Wiklund, and 15 000 to other employees.

At the Annual General Meeting on 5 April 2017 the Board was authorized to increase the Group's share capital in connection with share incentive arrangements by up to 10% of the Share capital. On the basis of the approval by the Annual General Meeting the Board has resolved to issue new options to employees of the Company. A total of 770,000 options for shares of the Company were distributed amongst the members of the executive management and a total of 295,000 options for

shares of the Company were distributed amongst other employees. Each option, when exercised, will give the right to acquire one share in the Company. The options are granted without consideration.

Pursuant to the vesting schedule, 25% of the options will vest 12 months after the day of grant (as long as the option holder is still employed). Thereafter, 1/36 of the remaining options will vest each month as long as the option holder is still employed, with the first 1/36 vesting 13 months after the day of grant. The exercise price of the options is NOK 21.96. The exercise price is equal to the volume weighted average trading price of the shares of the Company on Oslo Børs on the date of the grant. Options that have not been exercised will lapse 7 years after the date of grant.

Hence, during the period from 31 March to 24 April 2017, additional 920 000 were granted to key management and 310 000 share options were granted to other employees. A total of 3 634 263 options were outstanding at 24 April 2017.

The following table shows the outstanding and granted options for shares to Key Management of the Group at 24 April 2017:

Name	Position	Options	
		Granted	Outstanding
		1 Apr -24 Apr 2017	24.04.2017
Key management:			
Øystein Soug	Chief Executive Officer	250 000	790 000
Magnus Jäderberg	Chief Medical Officer	150 000	660 000
Anne Kirsti Aksnes	VP, Clinical Development	130 000	283 000
Jon Amund Eriksen	Chief Technology Innovation Officer	60 000	220 000
Berit Iversen	VP, CMC	70 000	160 000
Erik Digman Wiklund	Chief Financial Officer	150 000	150 000
Tina Madsen	VP, Quality Assurance	50 000	103 000
Peter Skorpil	VP, Business Development	30 000	75 000
Tiina Hakonen	Site Manager Helsinki	30 000	75 000
Total option for shares to key management of the Group		920 000	2 516 000
Board of directors:			
Robert Burns	Board member	-	21 235
Total option for shares to the Board of Directors of the Group		-	21 235

Restricted Stock Units

The Annual General Meeting 5 April 2017 decided to remunerate the Board of Directors for the period between the AGM 2017 to the AGM 2018 with a combination of cash and Restricted Stock Units (RSUs), hence at the 5 April 2017, additional 43 554 RSU's were granted to the Board of Directors. A total of 169 128 RSU's were outstanding at 24 April 2017.

The following table shows the outstanding and granted RSU's to Board of Directors of the Group at 24 April 2017:

Name	Position	RSUs	
		Granted	Outstanding
		5 April 2017	24.04.2017
Key management:			
Robert Burns	Board member	10 051	51 035
Diane Mellett	Board member	10 051	44 149
Eva-Lotta Allan	Board member	10 051	33 220
Lars Lund-Roland	Board member	10 051	26 445
Bente-Lill Romøren	Board member	3 350	14 279
Total Restricted Stock Units to Board of Directors of the Group		43 554	169 128