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Immunitrack ApS

Lersø Parkallé 42, 4, 2100 København

Company reg. no. 32 34 79 08

Annual report

1 June - 31 December 2023

The annual report was submitted and approved by the general meeting on the 18 July 2024.

Michael C Thompson
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of Immunitrack ApS for the financial year 1 June - 31 December 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 June – 31 December 2023.

Further, in our opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 18 July 2024

Managing Director

Michael C Thompson

Board of directors

Gordon James Books
chairman

Michael C Thompson

Christopher Henry Anderson

Independent auditor's report

To the Shareholders of Immunitrack ApS

Auditor's report on the Financial Statements

Opinion

We have audited the financial statements of Immunitrack ApS for the financial year 1 June - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the Company. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 June - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

Independent auditor's report

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Reporting obligations in accordance with the Danish statement order § 7, section 2

In violation of the Companies Act, the company has granted an illegal loan to former shareholders, whereby former management may be held liable.

Randers, 18 July 2024

Grant Thornton

Certified Public Accountants
Company reg. no. 34 20 99 36

Henrik Nordentoft Jensen

State Authorised Public Accountant
mne34493

Company information

The company

Immunitrack ApS
Lersø Parkallé 42, 4
2100 København

Company reg. no. 32 34 79 08
Domicile: Copenhagen
Financial year: 1 June 2023 - 31 December 2023
10th financial year

Board of directors

Gordon James Books, chairman
Michael C Thompson
Christopher Henry Anderson

Managing Director

Michael C Thompson

Auditors

Grant Thornton, Godkendt Revisionspartnerselskab
Tronholmen 3
8960 Randers SØ

Bankers

Danske Bank, Hovedvejen 107, 2600 Glostrup

Lawyer

Nyborg & Rørdam Advokatfirma, Store Kongensgade 77, 1264
København K

Subsidiaries

IASO ApS, Copenhagen
Epitopia ApS, Copenhagen

Management's review

Description of key activities of the company

Immunitrack is a commercially active biotech company covering three major business areas including (i) provision of research and development services to pharma and biotechnology companies as well as academic research groups interested in mapping epitopes from cancer, viruses and therapeutics that can elicit an adaptive immune response, (ii) advancement of novel TCR like antibodies (TCRLA) and (iii) development of a novel AI software platform for more accurate predictions of T-cell epitopes.

Development in activities and financial matters

The accounting policies are unchanged from the previous year however, individual items have been changed by reclassification including subsidies received for development costs which have resulted in an increase in the balancesheet of t.DKK 4.021 in the comparative figures.

Income or loss from ordinary activities after tax totals t. DKK 8.357 against t. DKK -194 last year and the balancesheet at 31. of December 2023 shows an equity of t. DKK 21.087.

Management considers the net profit for the year satisfactory.

Income statement

All amounts in DKK.

<u>Note</u>	1/6 2023 - 31/12 2023	1/6 2022 - 31/5 2023
Gross profit	17.604.809	8.360.475
1 Staff costs	-4.913.838	-7.555.413
Depreciation, amortisation, and impairment	-967.248	-996.243
Profit before net financials	11.723.723	-191.181
Income from investment in group enterprise	-359.624	-44.909
Financial income	19.246	132.758
Financial expenses	-611.368	-221.813
Pre-tax net profit or loss	10.771.977	-325.145
Tax on net profit or loss for the year	-2.415.551	131.048
Net profit or loss for the year	8.356.426	-194.097
Proposed distribution of net profit:		
Transferred to retained earnings	6.427.017	0
Transferred to other statutory reserves	1.929.409	5.832.933
Allocated from retained earnings	0	-6.027.030
Total allocations and transfers	8.356.426	-194.097

Balance sheet

All amounts in DKK.

Assets		
<u>Note</u>	<u>31/12 2023</u>	<u>31/5 2023</u>
Non-current assets		
2 Completed development projects	4.515.303	2.928.239
Development projects in progress	9.089.749	8.746.413
Total intangible assets	<u>13.605.052</u>	<u>11.674.652</u>
Other fixtures, fittings, tools and equipment	1.928.916	2.059.735
Leasehold improvements	119.987	140.823
Total tangible assets	<u>2.048.903</u>	<u>2.200.558</u>
Investment in group enterprise	105.467	1.755.091
Deposits	720.323	683.214
Fixed asset investments	<u>825.790</u>	<u>2.438.305</u>
Total non-current assets	<u>16.479.745</u>	<u>16.313.515</u>
Current assets		
Trade receivables	59.600	3.041.361
Receivables from group enterprises	2.455.394	67.407
Income tax receivables	770.307	990.026
Tax receivables from group enterprises	340.177	0
Other receivables	460.568	1.123.856
Prepayments	190.139	235.911
Total receivables	<u>4.276.185</u>	<u>5.458.561</u>
Cash and cash equivalents	<u>10.952.640</u>	<u>3.345.606</u>
Total current assets	<u>15.228.825</u>	<u>8.804.167</u>
Total assets	<u>31.708.570</u>	<u>25.117.682</u>

Balance sheet

All amounts in DKK.

Equity and liabilities			
<u>Note</u>		<u>31/12 2023</u>	<u>31/5 2023</u>
Equity			
3	Contributed capital	125.000	125.000
	Other statutory reserves	11.035.638	9.106.229
	Retained earnings	10.041.708	3.614.691
	Total equity	21.202.346	12.845.920
Provisions			
	Provisions for deferred tax	2.160.127	673.918
	Total provisions	2.160.127	673.918
Liabilities other than provisions			
	Lease liabilities	512.036	600.087
	Other payables	0	1.924.712
	Deferred income	4.063.552	3.920.928
4	Total long term liabilities other than provisions	4.575.588	6.445.727
4	Current portion of long term liabilities	307.960	573.334
	Trade payables	682.515	244.607
	Payables to group enterprises	0	11.930
	Income tax payable	1.262.415	0
	Income tax payable to group enterprises	2.184	0
	Other payables	1.036.695	897.106
	Deferred income	478.740	3.425.140
	Total short term liabilities other than provisions	3.770.509	5.152.117
	Total liabilities other than provisions	8.346.097	11.597.844
	Total equity and liabilities	31.708.570	25.117.682

5 Contingencies

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Share premium	Reserve for development costs	Retained earnings	Total
Equity 1 June 2022	116.000	0	3.273.296	6.770.561	10.159.857
Cash capital increase	9.000	2.871.160	0	0	2.880.160
Retained earnings	0	0	5.832.933	-6.027.030	-194.097
Transferred to retained earnings	0	-2.871.160	0	2.871.160	0
Equity 31 May 2023	125.000	0	9.106.229	3.614.691	12.845.920
Retained earnings	0	0	1.929.409	6.427.017	8.356.426
	125.000	0	11.035.638	10.041.708	21.202.346

Notes

All amounts in DKK.

	1/6 2023 - 31/12 2023	1/6 2022 - 31/5 2023
1. Staff costs		
Salaries and wages	4.209.942	6.364.429
Pension costs	441.296	813.920
Other costs for social security	78.848	107.092
Other staff costs	183.752	269.972
	4.913.838	7.555.413
Enabled for development projects	1.366.667	3.103.177
Average number of employees	7	12

2. Completed development projects, including patents and similar rights arising from development projects

Development projects under construction, recognized under intangible fixed assets, include software development (PrDX) and characterization method (TCRLA). PrDX could be used in the healthcare sector for screening of diseases. The earnings potential is estimated to be large as the market may be global. Based on these conditions, the management has high expectations for the application of the system use and has not found an indication of impairment in relation to the carrying amount. Improvements of the TCRLA method is ongoing. Revenue Growth has been driven by project services using the TCRLA method. The TCLRA project has been partly depreciated in the current fiscal year.

3. Contributed capital

The share capital consists of 80.000 A-shares, each with a nominal value of DKK 1 and 45.000 B-shares, each with a nominal value of DKK 1.

4. Long term liabilities other than provisions

	Total payables 31 Dec 2023	Current portion of long term payables	Long term payables 31 Dec 2023	Outstanding payables after 5 years
Lease liabilities	660.887	148.851	512.036	0
Deferred income	4.222.661	159.109	4.063.552	0
	4.883.548	307.960	4.575.588	0

Notes

All amounts in DKK.

5. Contingencies

Contingent liabilities

The company has entered into operational leasing agreements with an annual obligation of DKK 189.120 with 46 residual services

The company has a property lease, the annual rent amounts to DKK 534.875. The lease is non-cancellable until March 1, 2027.

The company has a property lease, the annual rent amounts to DKK 618.800. The lease have a notice period of 6 months.

Joint taxation

With ELI LILLY DANMARK A/S, company reg. no 51619811 as administration company start at 2nd october 2023, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

Any subsequent adjustments of corporate taxes or withholding tax, etc., may result in changes in the company's liabilities.

Accounting policies

The annual report for Immunitrack ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

Change by reclassification

The accounting policies are unchanged from the previous year however, individual items have been changed by reclassification including subsidies received for development costs which have resulted in an increase in the balancesheet of t.DKK 4.021 in the comparative figures.

The annual report is presented in DKK. The accounting period has been changed in the current financial year and comprises the period 1 June – 31 December 2023. The comparative figures in the income statement comprise the period 1 June 2022 – 31 May 2023.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Accounting policies

Income statement

Gross profit

Gross profit comprises the revenue, cost of sales, other operating income, and other external costs.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts.

Own work capitalised

Own work capitalised includes staff cost and other costs incurred during the financial year and recognised in the cost of proprietary intangible fixed assets.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise.

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration etc. Other external costs also comprise research and development costs that do not qualify for capitalisation.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of intangible and tangible assets, respectively.

Results from investment in group enterprise

After full elimination of intercompany profit or loss less amortised consolidated goodwill, the investment in the entity is recognised in the income statement as a proportional share of the entity's post-tax profit or loss.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency.

Accounting policies

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Intangible assets

Development projects, patents, and licences

Development costs recognised in the statement of financial position are measured at cost less accrued amortisations and write-downs for impairment.

After completion of the development work, capitalised development costs are amortised on a straight-line basis over the estimated useful economic life. The amortisation period is usually 5 years.

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Leasehold improvements	5 years	0 %
Other fixtures and fittings, tools and equipment	3-5 years	0 %

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Accounting policies

Leases

At their initial recognition in the statement of financial position, leases concerning property, plant, and equipment where the company holds all essential risks and advantages associated with the proprietary right (finance lease) are measured either at fair value of the asset being leased or at the present value of the future lease payments, whichever value is lower. When calculating the present value, the discount rate used is the internal rate of return of the lease or, alternatively, the borrowing rate of the enterprise. Hereafter, assets held under a finance lease are treated in the same way as other similar property, plant, and equipment.

The capitalised residual lease commitment is recognised in the statement of financial position as a liability other than provisions, and the interest part of the lease is recognised in the income statement for the term of the contract.

All other leases are regarded as operating leases. Payments in connection with operating leases and other lease agreements are recognised in the income statement for the term of the contract. The company's total liabilities concerning operating leases and lease agreements are recognised under contingencies, etc.

Investments

Investments in group enterprise

Investments in group enterprise are recognised and measured by applying the equity method. The equity method is used as a method of consolidation.

Investments in group enterprise are recognised in the statement of financial position at the proportionate share of the enterprise's equity value. This value is calculated in accordance with the parent's accounting policies.

Consolidated goodwill is amortised over its estimated useful life, which is determined on the basis of the management's experience with the individual business areas. Consolidated goodwill is amortised on a straight-line basis over the amortisation period, which represent 5 years. The depreciation period is determined on the basis of an assessment that these are strategically acquired enterprises with a strong market position and a long-term earnings profile.

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investment in group enterprise are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value. In order to meet expected losses, impairment takes place at the net realisable value.

Accounting policies

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise deposits in a bank.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

According to the rules of joint taxation, Immunitrack ApS is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Deferred income

Payments received concerning future income are recognised under deferred income. Deferred income (long term) comprises received subsidy regarding development projects. Received subsidy is recognized in the income statement in line with the depreciation of completed development projects.

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Michael C Thompson

Direktion

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Henrik Nordentoft Jensen

Grant Thornton, Godkendt Revisionspartnerselskab CVR: 34209936

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On behalf of: Grant Thornton

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