Acesion Pharma ApS

Annual Report 2020

The Annual General Meeting adopted the annual report on May 28, 2021

Søren Skjærbæk

Contents

Entity details

Entity
Acesion Pharma ApS
Ole Maaløes Vej 3
2200 Copenhagen N

Central Business Registration No (CVR): 34 08 37 38
Registered in: Copenhagen
Financial year: January 1 - December 31

Board of Directors
Jørgen Søberg Petersen (Chairman)
Karen Juo-Lai Chu
Ann Mills-Duggan
Morten Døssing
Morten Grunnet

Executive Management
Torgeir Vaage (CEO)

Auditors
EY Godkendt Revisionspartnerselskab
Dirch Passers Alle 36
Postboks 250
2000 Frederiksberg

Godkendt Revisionspartnerselskab
CVR No 30 70 02 28

Management's Statement

The Board of Directors and Executive Board have today considered and adopted the Annual Report of Acesion Pharma ApS for the financial year January 1 – December 31, 2020.

The Annual Report has been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and additional requirements under the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position at December 31, 2020 of the Company and of the results of the Company's operations and cash flows for 2020.

Further, in our opinion, the Management's review gives a fair assessment of the development in the Company's activities and financial matters, results for the year, cash flows and financial position as well as a description of material risks and uncertainties that the Company face.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, May 28, 2021

Executive Management

DocuSigned by:
Torgeir Vaage

Torgeir Vaage
CEO

Board of Directors

DocuSigned by:

Jørgen Søberg Petersen
Chairman

DocuSigned by:
Karen Chu

Karen Jue-Lai Chu

DocuSigned by:
Ann Mills-Duggan

Ann Mills-Duggan

DocuSigned by:
Morten Graugaard Døssing

Morten Døssing

DocuSigned by:
Morten Grunnet

Morten Grunnet

Independent Auditor’s Report

To the Shareholders of Acesion Pharma ApS

Opinion

We have audited the financial statements of Acesion Pharma ApS for the financial year 1 January – 31 December 2020, which comprise income statement, statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including accounting policies. The financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of 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 2020 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2020 in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Material uncertainty related to going concern

We draw attention to the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. We refer to note 1.4 to the financial statements, which states that it is uncertain whether binding commitments can be obtained for the financing of the Company's operations and the necessary investments in the coming years. However, as Management believes that such commitments will be obtained, the financial statements have been prepared on a going concern basis. We have not modified our opinion in respect of this matter.

Statement on the Management's review

Management is responsible for the Management's review.

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

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

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

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 International Financial Reporting Standards as adopted by the EU and additional requirements of 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 as to 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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism 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 note 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.

Copenhagen, May 28, 2021

EY Godkendt Revisionspartnerselskab
CVR No 30 70 02 28

Christian Schwenn Johansen	Anders Roe Eriksen
State Authorised Public Accountant	State Authorised Public Accountant
Mne33234	Mne46667

Management's Review

Primary activities

The activities of Acesion Pharma ApS consist of the development of more efficacious and safer drugs for the treatment of atrial fibrillation (AF), the most common type of cardiac arrhythmia.

Development in activities and finances

Effective, safe and tolerable pharmacological treatment for atrial fibrillation (AF) remains an unmet need. Acesion Pharma ApS is aiming for developing more efficacious and safer drugs for the medical treatment of AF. The scientific background is based on the novel concept of treating AF by inhibiting the so-called SK channels. These are ion channels present in the heart where they are relevant for regulating the cardiac rhythm. Blocking this ion channel with a selective drug molecule constitutes a novel and promising target for developing improved treatment of AF. Acesion Pharma ApS aims to develop first-in-class SK channel inhibitors as a more efficacious and safe treatment of AF.

Acesion Pharma ApS delivered net losses of DKK 31,428 thousand due to significant investments in pre-clinical work as well as human clinical trials on the leading therapy candidates.

First time adoption of IFRS

This Annual Report is the first Annual Report that is presented in accordance with IFRS. The figures for 2019 and 2020 in the income statement and the balance sheet as at January 1, 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and additional requirements under the Danish Financial Statements Act.

For periods up to and including December 31, 2019, Acesion Pharma ApS prepared its financial statements in accordance with Danish GAAP. Reference is made to note 1.3 in the financial statements.

Management has made the voluntary change to IFRS in order to be appropriately prepared for any future capital transactions.

Uncertainty relating to recognition and measurement

Acesion Pharma's Management has assessed that there are key accounting estimates related to determing fair value of the convertible debt instruments, some of which were converted in 2019, and share-based compensation as described in note 1.2 to the financial statements.

Going concern uncertainty

As of December 31, 2020, the Company's available liquidity, comprised of cash and cash equivalents, was DKK 54,793 thousand and total equity was negative DKK 20,048 thousand. For the year ending December 31, 2020 the Company incurred a net loss of DKK 31,428 thousand.

The Company monitors its funding position on a monthly basis to ensure that it has access to sufficient funds to meet its forecasted cash requirements, including investing in platforms and clinical programs for the pipeline. Analyses are run to reflect different scenarios including, but not limited to, cash runway, human capital resources and pipeline priorities in order to identify risks to future liquidity and to enable Management to take corrective actions and allow the Company to continue as a going concern.

Management and the Board of Directors are working to obtain new long-term sources of funding for the Company in 2021 and believes it is probable that new funding will be obtained in due time to enable the Company to continue its activities as planned.

The company's ability to continue as a going concern is depending on its ability to raise additional funds. The current cash position is expected to last through third quarter of 2021. Hence additional funding is required before Q4 2021 in order to take the company through its next milestone, being data readout on the ongoing Phase 2 clinical study in cardioversion which is expected in H1 2022.

Due to the uncertainty associated with the completion of the financing round, significant uncertainties regarding going concern exist, and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

Any early readout that is not in favor of the company, might have negative impact on the company's ability to raise funds, and hence impact the company's ability to continue as a going concern. Management is not aware of any negative indications of the ongoing Phase 2 clinical study in cardioversion at this point.

Based on this assessment Management has prepared the financial statements presented herein based on assumption of being a going concern.

Loss of subscribed share capital

The Company has lost more than 50% of its subscribed share capital. On the ordinary general meeting of shareholders on May 28, 2021, the Board of Directors will give an account of the company's financial position and propose appropriate measures to re-establish the share capital.

Subsequent events

No events that could significantly affect the financial statements have occurred after the reporting period closing date.

Update regarding COVID 19

Acesion Pharma continues to monitor the COVID 19 pandemic and take precautions to keep our employees, patients and business and clinical partners safe. The Company maintains compliance with government and health authorities. Additionally, we have adapted the way in which we work to ensure we are doing our part in reducing transmission of COVID 19.

The Company has worked closely with laboratories and investigators to ensure safe continuation and working requirements of our ongoing research activities and human clinical trials.

Financial statements

Financial statements January 1 - December 31

Statement of profit or loss

Note	DKK '000	2020	Restated 2019
	Revenue	-	-
2.1/2.3	Research and development expenses	(28,817)	(42,441)
2.2/2.3	General and administrative expenses	(7,494)	(5,029)
	Operating loss	**(36,311)**	**(47,470)**
4.6	Financial income	9,309	3,574
4.6	Financial expenses	(9,926)	(4,368)
	Net loss before tax	**(36,928)**	**(48,265)**
6.1	Income taxes	5,500	5,500
	Net loss for the year	**(31,428)**	**(42,765)**
	Attributable to:		
	Shareholders of Acesion Pharma	(31,428)	(42,765)

Statement of other comprehensive income

Note	DKK '000	2020	2019
	Net loss	**(31,428)**	**(42,765)**
	Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
	None	-	-
	Total comprehensive income	**(31,428)**	**(42,765)**
	Attributable to:		
	Shareholders of Acesion Pharma	(31,428)	(42,765)

Financial statements January 1 – December 31

Balance sheet

Note	DKK'000	Dec 31, 2020	Restated Dec 31, 2019	Restated Jan 1, 2019
	ASSETS			
3.1	Property, plant and equipment	210	422	661
	Leasehold deposits	85	85	82
	Total non-current assets	**295**	**507**	**744**
3.2	Receivables	3,945	3,769	737
6.1	Tax receivables	5,500	5,500	5,500
	Cash and cash equivalents	54,793	22,019	22,958
	Total current assets	**64,238**	**31,288**	**29,194**
	TOTAL ASSETS	**64,533**	**31,795**	**29,938**

Note	DKK'000	Dec 31, 2020	Restated Dec 31, 2019	Restated Jan 1, 2019
	EQUITY AND LIABILITIES			
4.2	Share capital	8,226	7,548	5,155
	Share premium	140,509	126,277	78,855
	Accumulated deficit	(168,783)	(138,529)	(96,718)
	Total equity	**(20,048)**	**(4,704)**	**(12,707)**
4.3	Borrowings	13,056	-	-
4.3	Convertible debt facilities	22,300	-	-
4.3	Conversion option	6,753	-	-
4.3	Bonus derivative	827	-	-
4.7	Lease liabilities	-	250	478
	Other non-current liabilities	657	226	-
	Total non-current liabilities	**43,593**	**476**	**478**
4.3	Convertible debt facilities	24,205	19,067	20,683
4.3	Conversion option	8,062	10,219	14,838
4.7	Lease liabilities	250	229	190
4.5	Trade payables	3,905	2,815	2,124
3.3	Other liabilities	4,567	3,695	4,331
	Total current liabilities	**40,988**	**36,024**	**42,166**
	Total liabilities	**84,581**	**36,499**	**42,645**
	TOTAL EQUITY AND LIABILITIES	**64,533**	**31,795**	**29,938**

Financial statements January 1 - December 31

Cash flow statement

Note	DKK'000	2020	Restated 2019
	Net loss for the year	(31,428)	(42,765)
3.5	Adjustments for non-cash items	(3,440)	(3,520)
3.4	Changes in net working capital	2,217	(2,752)
	Changes in non-current financial assets – leasehold deposits	-	(2)
	Interest received	-	-
	Interest paid	(148)	(9)
	Grant financial income	6,777	-
	Income taxes received	5,500	5,500
	Cash flows from operating activities	**(20,523)**	**(43,548)**
3.1	Purchase of property, plant and equipment	-	-
	Cash flows from investing activities	**-**	**-**
	Proceeds from issuance of shares and exercise of warrants	14,910	37,335
4.3/4.7	Proceeds from issuance of convertible debt instruments	25,604	5,622
4.7	Proceeds from borrowings	13,123	-
4.7	Leasing installments	(250)	(223)
	Cash flows from financing activities	**53,387**	**42,733**
	Changes in cash and cash equivalents	**32,864**	**(815)**
	Cash and cash equivalents, beginning of year	22,019	22,958
	Exchange rate adjustments on cash and cash equivalents	(91)	(123)
	Cash and cash equivalents, year-end	**54,793**	**22,019**

Financial statements January 1 - December 31, 2020

Statement of changes in equity

Note	DKK'000	Share capital	Share premium	Accumulated deficit	Total
	Equity at January 1, 2019 as originally presented	**5,155**	**-**	**(11,651)**	**(6,496)**
1.3	IFRS conversion	-	78,855	(83,822)	(4,967)
1.3	Restatements	-	-	(1,244)	(1,244)
	Restated equity at January 1, 2019	**5,155**	**78,855**	**(96,718)**	**(12,707)**
	Net loss for the year	-	-	(42,765)	(42,765)
	Transactions with owners:				
4.2	Issuance of shares for cash	1,697	35,637	-	37,335
4.2	Conversion of debt facilities	696	11,783	-	12,479
	Share-based compensation expenses	-	-	953	953
	Equity at December 31, 2019	**7,548**	**126,277**	**(138,529)**	**(4,704)**
	Net loss for the year	-	-	(31,428)	(31,428)
	Transactions with owners:				
4.2	Issuance of shares for cash	676	14,204	-	14,880
4.2	Exercise of warrants	1	29	-	30
	Share-based compensation expenses	-	-	1,174	1,174
	Equity at December 31, 2020	**8,226**	**140,509**	**(168,783)**	**(20,048)**

Financial statements January 1 - December 31, 2020

Notes

1 Basis of preparation

This section summarizes Acesion Pharma ApS' ('Acesion Pharma' or the Company) accounting policies and key accounting judgements and estimates. Additionally, this section provides information about the overall basis of preparation that Acesion Pharma considers useful and relevant for understanding the financial statements.

1.1 Accounting policies

Acesion Pharma is a privately-owned biotech company focused on development of novel treatments for atrial fibrillation (AF), the most common cardiac arrhythmia.

The Company is a limited liability company incorporated and domiciled in Denmark with its registered office located at Ole Maaløes Vej 3, 2200 Copenhagen N, Denmark.

The financial statements for the year ended December 31, 2020 with comparative figures for the year ended December 31, 2019 were authorized of issuance with a resolution of the Board of Directors on May 28, 2021.

The financial statements have been prepared on the historical cost basis except from where otherwise stated. Acesion Pharma's accounting policies are described in each of the individual notes to the financial statements or in section 1.1.

Notes including item specific accounting policies

Section 2 – Operating activities
2.1 Research and development expenses
2.2 General and administrative expenses
2.3 Employee benefit expenses
2.4 Share-based compensation

Section 3 – Operating assets and liabilities

3.1 Property, plant and equipment
3.2 Receivables
3.3 Other payables

Section 4 – Capital structure and financial matters
4.2 Share capital
4.3 Borrowings and convertible debt instruments
4.4 Fair value measurement
4.6 Financial income and expenses

Section 6 – Other disclosures
6.1 Taxation

Applying materiality

When preparing the annual report, Management seeks to improve the value of the information in the report by focusing on information that will provide an understanding of the Company's performance in the reporting period and the financial position at year-end. The goal is to present information that is considered of material importance for our stakeholders, rather than generic descriptions.

Disclosures that are required by IFRS are included in the annual report, unless the information is considered of immaterial importance to users of the annual report.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and additional requirements under the Danish Financial Statements Act.

The financial statements are presented in Danish Kroner ("DKK").

The financial statements have been prepared on a going concern basis using a historical cost basis.

All financial assets and liabilities are measured at amortized cost unless otherwise stated.

New accounting policies and disclosures effective in 2021 or Later

The EU has endorsed a number of new standards, and updated some existing standards, the majority of which are effective for accounting periods beginning on January 1, 2021 or later. Therefore, they are not incorporated in the financial statements. Acesion Pharma expects to adopt these standards, updates and interpretations when they become mandatory. There are no standards that are not yet effective and that would be expected to have a material impact on Acesion Pharma in the current or future reporting periods.

Operating segments

Acesion Pharma is managed and operated as one business unit, which is reflected in the organizational structure. No separate lines of business or separate business entities have been identified with respect to any of the product candidates or geographical markets and therefore no segment information is currently disclosed in the internal reporting.

Foreign currency

Translation of foreign currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment, in which the Company operates (functional currency). The functional currency of the Company is Danish Kroner (DKK).

Transactions denominated in foreign currencies are translated into the functional currency at the monthly average exchange rates. Monetary items denominated in foreign currencies are translated into the functional currency at closing rates ruling at the reporting date.

All foreign currency gains and losses are recognized in the statement of profit or loss under “Financial income” and “Financial expenses”.

Non-monetary items in foreign currency which are measured at cost at the balance sheet date are translated using the rates of exchanges at the date of the transaction.

Presentation currency

The Company has chosen to present the financial statements in DKK.

Cash flow statement

The cash flow statement is presented in accordance with the indirect method, with a starting basis of net loss for the year. Cash flows for the year are presented as cash flows from operating, investing and financing activities and include the changes in net cash flows for the year along with cash and cash equivalents at the beginning and end of the reporting period.

Cash flows from operating activities

Cash flows from operating activities comprise the profit or loss for the year, adjusted for non-cash items such as share-based payment expenses, depreciations, provisions and changes in the working capital and leasehold deposits, financial expenses paid and financial interest received, and amounts paid and received regarding income taxes.

Cash flows from investing activities

Cash flows from investing activities comprise payments related to additions and disposals of property, plant and equipment.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from proceeds from issuance of new shares and related costs, proceeds from issuance of convertible instruments and lease installments.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and bank deposit accounts. The change in such bank deposit accounts is presented under financing activities in the cash flow statement. Financial resources consist of cash and cash equivalents.

1.2 Key accounting estimates and judgements

The use of reasonable estimates and judgements is an essential part of the preparation of the financial statements. Given the uncertainties inherent in the Company’s funding activities, Management must make certain key accounting estimates regarding valuation and judgements on the reported amounts.

The key accounting estimates identified are those that have a significant risk of resulting in a material adjustment to the measurement of assets and liabilities in the following reporting period. Management bases its estimates on historical experience and various other assumptions that are held to be reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis. If necessary, changes are recognized in the period in which the estimate is revised. Management considers the key accounting estimates to be reasonable and appropriate based on currently available information.

Management regards the accounting estimates listed below as the key accounting estimates and judgements used in the preparation of the financial statements.

Notes including management's estimates and judgements

	Estimates	Judgements
Section 2 – Operating activities		
2.4 Share-based compensation	X	-
Section 4 – Capital structure and financial matters		
4.3 Borrowings and convertible debt instruments	X	X

1.3 First time adoption of IFRS and restatements

1.3.1 First time adoption of IFRS

This Annual Report is the first Annual Report that is presented in accordance with IFRS. The figures for 2019 and 2020 in the income statement and the balance sheet as at January 1, 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and additional requirements under the Danish Financial Statements Act.

The disclosures required by IFRS 1, first-time Adoption of International Financial Reporting Standards (IFRS) concerning the transition from Danish Financial Statement Act ('Local GAAP') to IFRS are provided in note 1.3. The financial statements for the year ended December 31, 2020 are the first Acesion Pharma has prepared in accordance with IFRS. For periods up to and including the year ended December 31, 2019, Acesion Pharma prepared its financial statements in accordance with the Danish Financial Statements Act. Accordingly, Acesion Pharma has prepared financial statements that comply with IFRS applicable as at December 31, 2020, together with the comparative period data for the year ended December 31, 2019, as described in the summary of significant accounting policies.

In connection with the adoption of IFRS the Company changed accounting policy from presenting the statement of profit or loss based on the nature of the expenses, to a functional split into Research & Development (R&D) and General & Administrative (G&A) expenses.

IFRS 1 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IFRS. Acesion Pharma has chosen not to apply any exemptions for applicable standards according to the IFRS 1 standard.

In preparing the financial statements, the Company's opening statement of financial position was prepared as at January 1, 2019, thereby reflecting the date of Acesion Pharma's transition to IFRS. This note explains the principal adjustments made by the Company in converting its financial statements, including the statement of financial position as at January 1, 2019 and the financial statements for the year ended December 31, 2019.

As a result of the Company not expecting taxable profits for the foreseeable future, the IFRS conversion adjustments have no recognized tax impact due to the negative taxable income and the non-recognition of deferred tax assets. Additionally, entitlement to the maximum tax credits related to R&D expenses remains unaffected.

The effect of the conversion is presented in the column "IFRS conversion" in the tables presented in section 1.3.3. The remeasurements comprise the following:

IFRS conversion 1 – Recognition of right of use assets and related lease liabilities in accordance with IFRS 16

Under previous GAAP, operating lease expenses were recognized as an expense. Under IFRS, leases are, with a few exemptions, capitalized and depreciated over the expected useful lifetime. A corresponding lease liability is recognized, and lease payments are allocated between installments on the lease liability and interest expense. The change resulted in recognition of a right of use asset of DKK 630 thousand at January 1, 2019 and a lease liability of DKK 668 thousand.

IFRS conversion 2 – Accounting for convertible debt instruments and borrowings

Under previous GAAP, convertible debt instruments have been recognised as debt and no derivatives or equity elements have been carved out of the instruments. Under IFRS, a convertible debt instrument is recognised based on the substance of the agreement and split into a debt host contract together with a derivative or an equity element. Consequently, the Company's convertible instruments have all been split into debt host contracts and derivatives.

The restatement decreased the opening equity at January 1, 2019 by DKK 4,928 thousand and decreased the net financial items for the year ended December 31, 2019 by DKK 629 thousand.

IFRS conversion 3 – Share-based compensation

Under previous GAAP, the fair value of equity instruments granted to employees and Management was not recognized as an expense. Under IFRS, fair value of such equity instruments is recognized as compensation expense over the vesting period. As a consequence, an expense of DKK 953 thousand was recognized in 2019.

The restatement had no impact on the opening equity at January 1, 2019 but increased the net loss for the year ended December 31, 2019 by DKK 953 thousand.

IFRS conversion 4 – Application of statement of profit or loss by function

The statement of profit or loss has in connection with the adoption of IFRS changed to statement by function instead of statement by nature.

1.3.2 Restatements

The nature and impact of each restatement per line item in the income statements and statement of financial position for Acesion Pharma is presented below.

The restatements have no recognized tax impact due to the negative taxable income and the non-recognition of deferred tax assets due to taxable profit not being expected within a reasonable time frame. Furthermore, because entitlement to the maximum tax credits related to R&D expenses remains unaffected.

Restatement A – Correction of errors related to cutoff and accrual of expenses

Management retrospectively corrected a misstatement related to period cut-off for external expenses and Contract Research Organizations (CRO) in the comparative amounts and restated the opening balances of assets, liabilities and equity at January 1, 2019 and for the income statement period ending December 31, 2019.

The restatement decreased the opening equity at January 1, 2019 by DKK 1,244 thousand and decreased the operating expenses for the year ended December 31, 2019 by DKK 61 thousand.

Restatement B – Reclassification of bank debts to cash and cash equivalents

Management retrospectively reclassififed certain bank accounts with negative balances from separate line item Bank debts to be included as part of Cash and cash equivalents.

The restatement had no effect on the opening equity at January 1, 2019 and no effect on the operating expenses for the year ended December 31, 2019.

The nature and impact of each line item restatement in the income statements and statement of financial position for the Company is presented below.

Statement of financial position:

Refer to references in the reconciliation of figures most recently reported to restated comparative figures in note 1.3.3.

Income statement:

Refer to references in the reconciliation of figures most recently reported to restated comparative figures in note 1.3.3.

Statement of cash flow:

The restatement related to net losses for the period is comprised of the net impact of the restatements on revenue and operating expenses. The restatement related to working capital for the period amounts to the net impact of the misstatements in receivables (prepayments) and other liabilities in the statement of financial position. As a result, there is no impact on the cash flow from operating activities of the Company. Based on the above outlined factors, the Company deemed it unnecessary, or immaterial to present restated statements of cash flow for the years ended December 31, 2019.

1.3.3 Reconciliation of figures most recently reported to restated comparative figures

Reconciliation of equity as at January 1, 2019 (date of transition to IFRS)

Ref.	DKK'000	As most recently reported at January 1, 2019 (Local GAAP)	Restatements	IFRS conversion	As adjusted at January 1, 2019 (IFRS)
	ASSETS				
1	Property, plant and equipment	31	-	630	661
	Leasehold deposits	82	-	-	82
	Total non-current assets	**114**	**-**	**630**	**744**
	Receivables	737	-	-	737
	Tax receivables	5,500	-	-	5,500
B	Cash and cash equivalents	23,028	(71)	-	22,958
	Total current assets	**29,265**	**(71)**	**-**	**29,194**
	TOTAL ASSETS	**29,379**	**(71)**	**630**	**29,938**
	EQUITY AND LIABILITIES				
	Share capital	5,155	-	-	5,155
2	Share premium	-	-	78,855	78,855
12A	Accumulated deficit	(11,651)	(1,244)	(83,822)	(96,718)
	Total equity	**(6,496)**	**(1,244)**	**(4,966)**	**(12,707)**
2	Convertible debt facilities	30,593	-	(30,593)	-
1	Lease liabilities	-	-	478	478
	Total current assets	**30,593**	**-**	**(30,115)**	**478**
2	Convertible debt facilities	-	-	20,683	20,683
2	Conversion option	-	-	14,838	14,838
B	Bank debts	71	(71)	-	-
1	Lease liabilities	-	-	190	190
	Trade payables	2,124	-	-	2,124
A	Other payables	3,087	1,244	-	4,331
	Total current liabilities	**5,282**	**1,173**	**35,711**	**42,166**
	Total liabilities	**35,875**	**1,173**	**5,596**	**42,645**
	TOTAL EQUITY AND LIABILITIES	**29,379**	**(71)**	**630**	**29,938**

Reconciliation of equity as at December 31, 2019

Ref.	DKK'000	As most recently reported at December 31, 2019 (Local GAAP)	Restatements	IFRS conversion	As adjusted at December 31, 2019 (IFRS)
	ASSETS				
	Property, plant and equipment	2	-	420	422
1	Leasehold deposits	85	-	-	85
	Total non-current assets	**87**	**-**	**420**	**507**
	Receivables	3,769	-	-	3,769
	Tax receivables	5,500	-	-	5,500
B	Cash and cash equivalents	22,119	(100)	-	22,019
	Total current assets	**31,388**	**(100)**	**-**	**31,288**
	TOTAL ASSETS	**31,475**	**(100)**	**420**	**31,795**
	EQUITY AND LIABILITIES				
	Share capital	7,548	-	-	7,548
2	Share premium	-	-	126,277	126,277
12A	Accumulated deficit	(7,024)	(1,191)	(130,314)	(138,529)
	Total equity	**524**	**(1,191)**	**(4,037)**	**(4,704)**
1	Lease liabilities	-	-	250	250
	Other non-current liabilities	226	-	-	226
	Total non-current liabilities	226	-	**250**	**476**
	Convertible debt facilities	-	-	19,067	19,067
	Conversion option	-	-	10,219	10,219
B	Bank debts	100	(100)	-	-
1	Lease liabilities	-	-	229	229
	Trade payables	2,815	-	-	2,815
2A	Other payables	27,811	1,191	(25,307)	3,695
	Total current liabilities	**30,726**	**1,091**	**4,207**	**36,024**
	Total liabilities	**30,952**	**1,091**	**4,457**	**36,499**
	TOTAL EQUITY AND LIABILITIES	**31,475**	**(100)**	**420**	**31,795**

Reconciliation of comprehensive income for the year ended December 31, 2019

Ref.	DKK'000	As most recently reported for the year ended December 31, 2019 (Local GAAP)	Restatements	IFRS conversion	As adjusted for the year ended December 31, 2019 (IFRS)
	Revenue	-	-	-	-
4	Gross loss	(35,794)	-	35,794	-
4	Staff costs	(10,768)	-	10,768	-
4	Depreciation and impairment	(29)	-	29	-
134A	Research and development expenses	-	61	(42,502)	(42,441)
134	General and administrative expenses	-	-	(5,029)	(5,029)
	Operating loss	**(46,591)**	**61**	**(940)**	**(47,470)**
2	Financial income	-	-	3,574	3,574
12	Financial expenses	(132)	-	(4,236)	(4,368)
	Net loss before tax	**(46,723)**	**61**	**(1,602)**	**(48,265)**
	Income tax benefit	5,500	-	-	5,500
	Net loss	**(41,223)**	**61**	**(1,602)**	**(42,765)**
	Attributable to:				
	Shareholders of Acesion Pharma	(41,223)	61	(1,602)	(42,765)

Statement of other comprehensive income

Ref.	DKK'000	As most recently reported for the year ended December 31, 2019 (Local GAAP)	Restatements	IFRS conversion	As adjusted for the year ended December 31, 2019 (IFRS)
	Net loss	**(41,223)**	**61**	**(1,602)**	**(42,765)**
	Other comprehensive income to be reclassified to profit or loss in subsequent periods:				
	None	-	-	-	-
	Total comprehensive income	**(41,223)**	**61**	**(1,602)**	**(42,765)**
	Attributable to:				
	Shareholders of Acesion Pharma	(41,223)	61	(1,602)	(42,765)

1.4 Financing and going concern assumptions

As of December 31, 2020, the Company's available liquidity, comprised of cash and cash equivalents, was DKK 54,793 thousand and total equity was negative DKK 20,048 thousand. For the year ending December 31, 2020 the Company incurred a net loss of DKK 31,428 thousand.

The Company monitors its funding position on a monthly basis to ensure that it has access to sufficient funds to meet its forecasted cash requirements, including investing in platforms and clinical programs for the pipeline. Analyses are run to reflect different scenarios including, but not limited to, cash runway, human capital resources and pipeline priorities in order to identify risks to future liquidity and to enable Management to take corrective actions and allow the Company to continue as a going concern.

Management and the Board of Directors are working to obtain new long-term sources of funding for the Company in 2021 and believes it is probable that new funding will be obtained in due time to enable the Company to continue its activities as planned.

The company's ability to continue as a going concern is depending on its ability to raise additional funds. The current cash position is expected to last through third quarter of 2021. Hence additional funding is required before Q4 2021 in order to take the company through its next milestone, being data readout on the ongoing Phase 2 clinical study in cardioversion which is expected in H1 2022.

Due to the uncertainty associated with the completion of the financing round, significant uncertainties regarding going concern exist, and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

Any early readout that is not in favor of the company, might have negative impact on the company's ability to raise funds, and hence impact the company's ability to continue as a going concern. Management is not aware of any negative indications of the ongoing Phase 2 clinical study in cardioversion at this point.

Based on this assessment Management has prepared the financial statements presented herein based on assumption of being a going concern.

1.5 Subsequent events

No events that could significantly affect the financial statements have occurred after the reporting period closing date.

Accounting policies

If after the balance sheet date, but prior to the date of the Board of Director's approval of the financial statements, the Company obtains information about conditions that existed at the balance sheet date, the Company assesses if the information affects the amounts recognized in the financial statements.

The Company will adjust the amounts recognized in its financial statements to reflect any adjusting events obtained after the balance sheet date and update the disclosures that relate to those conditions in light of the new information.

For non-adjusting events after the balance sheet date, the Company will not change the amounts recognized in its financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2 Operating activities

2.1 Research and development expenses

Note	DKK'000	2020	Restated 2019
2.3	Employee benefit expenses, excluding share-based compensation	(8,649)	(8,053)
2.3/2.4	Share-based compensation expenses	(818)	(453)
	External expenses	(19,170)	(33,734)
3.1	Depreciation	(180)	(201)
	Total research and development expenses	**(28,817)**	**(42,441)**

The Company's research and development expenses consist mainly of employee benefits and external expenses related to clinical and pre-clinical research and development activities and consumables as well as expenses related to intellectual property rights.

During 2020, the Company recognized government grants of DKK 2,124 thousand (2019: DKK 3,514 thousand) which were deducted in research and development external expenses.

Substantial portions of Acesion Pharma's clinical studies are performed by third-party laboratories, medical centers, contract research organizations and other vendors, or collectively "CROs". These CROs generally bill monthly or quarterly for services performed. For studies, the Company accrued expenses based upon estimated percentage of work completed and the contract.

The estimates depend on the timeliness and accuracy of the data provided by the CROs regarding the status of each program and total program spending. The Company evaluates the estimates to determine if adjustments are necessary or appropriate based on information we receive.

Intellectual property

The Company actively seeks to create, maintain and protect intellectual property and proprietary information and technology that is considered important to the Company's business, which includes seeking and maintaining patents covering proprietary technology, product candidates, proprietary processes and any other inventions that are commercially and/or strategically important to the Company's business development.

Accounting policies

Research and development expenses

Research and development expenses include wages and salaries, share-based compensation, external research and development expenses, expenses relating to obtaining and maintaining patents and premises, other expenses, including IT and depreciation, relating to research and development, enhancements and maintenance of the Company's technology platforms.

The research activities are comprised of activities performed before filing an investigational new drug (IND) or equivalent and necessary pre-clinical activities for such product candidates. All research expenses are recognized in the period in which they are incurred.

The development activities are comprised of the activities performed following the filing of an IND or equivalent clinical-enabling activities for such product candidates, including but not limited to, research and clinical research activities. In line with industry practice, internal and subcontracted development costs are expensed as they are incurred. Due to significant regulatory uncertainties and other uncertainties inherent in the development of new products, development expenses do not qualify for capitalization as intangible assets until marketing approval by a regulatory authority is obtained or considered highly probable.

Government grants included in external expenses

Government grants are recognized periodically when the work supported by the grant has been reported and presented as deductions to external expenses as the grants are considered to be cost refunds. Government grants are recognized when a final and firm right to the grant has been obtained.

2.2 General and administrative expenses

Note	DKK'000	2020	Restated 2019
2.3	Employee benefit expenses, excluding share-based compensation	(3,376)	(2,654)
2.3/2.4	Share-based compensation expenses	(356)	(500)
	External expenses	(3,729)	(1,837)
3.1	Depreciation	(32)	(38)
	Total general and administrative expenses	**(7,494)**	**(5,029)**

The Company's general and administrative expenses consist mainly of employee benefits and external expenses related to legal advisors, financial consultants, auditors and other administrative services.

Accounting policies

General and administrative expenses include wages and salaries, share-based compensation, depreciations relating to the leased domicile, other expenses, including IT and depreciation, relating to the management, corporate and business development, and administration of the Company.

2.3 Employee benefit expenses

Note	DKK'000	2020	Restated 2019
	Wages and salaries	(11,384)	(10,252)
2.4	Share-based compensation expenses	(1,174)	(953)
	Defined contribution plans	(492)	(310)
	Other social security expenses	(56)	(57)
	Other staff expenses	(94)	(88)
	Total	**(13,200)**	**(11,660)**
2.1	Research and development expenses	(9,467)	(8,506)
2.2	General and administrative expenses	(3,733)	(3,154)
	Total	**(13,200)**	**(11,660)**
	Average number of full-time employees	**8**	**7**
	Number of employees by country at end of period:		
	Denmark	11	10
	Switzerland	-	1
	Total employees at end of period	11	11

Refer to note 5.1 for remuneration of the Board of Directors and Executive Management.

Accounting policies

Share-based compensation expenses

The Company has granted warrants to the Board of Directors, Executive Management and employees under various share-based incentive programs. The fair value of the warrants at grant date is recognized as an expense in the statement of profit or loss over the vesting period. Such compensation expenses represent calculated values of warrants granted and do not represent actual cash expenditures. A corresponding amount is recognized in shareholders' equity as the warrant programs are designated as equity-settled share-based compensation transactions. Reference is made to note 2.4 Share-based compensation.

2.4 Share-based compensation

Accounting policies

The Company has granted warrants to the Board of Directors, Executive Management, employees and consultants, who provides services similar to employees of the Company as share-based incentive programs. The fair value of the warrants at grant date is recognized as an expense in the statement of profit or loss over the vesting period as an employee expense. Such compensation expenses represent calculated values of warrants granted and do not represent actual cash expenditures. A corresponding amount is recognized in shareholders' equity as the warrant programs are classified as equity-settled share-based compensation transactions.

The total amount to be expensed is determined by reference to the fair value at grant date of the warrants granted. The fair value is not adjusted for future changes in the fair value of the equity awards that may occur over the service period. The grant date is defined as the date at which the parties agree to the contractual terms. When measuring fair value the entity:

- Includes any market performance conditions (eg. the entity's share price)
- excludes the impact of any service and non-market performance vesting conditions (eg. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- includes the impact of any non-vesting conditions (eg. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of warrants that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. All warrants issued gives the management, employees and consultants an A-share warrant.

Significant accounting estimates

Estimating the fair values for the equity instruments granted in relation to the share-based payment arrangement of the Company requires careful consideration of appropriate valuation models.

Usually, an option valuation model is applied for determining fair value of warrants. Acesion uses the Black & Scholes option pricing model when measuring the fair value of the A-share warrants. However, as only B-shares have been issued over the last years the value of A-shares have been derived from the B-share capital increases in November 2016 and January 2019, respectively where the relative ownership of the company was affected. The fair values of warrants related to the grants afforded between the two dates, have been estimated using a linear interpolation. The value of the A-shares have also been estimated using the Black-Scholes option pricing model.

Use of the Black-Scholes pricing model requires the input of subjective assumptions such as:

- Estimation of the price of an Acesion A-share. As Acesion is not listed on a stock exchange the estimated fair value of the warrants at the date of grant, using the Black-Scholes model, has been established by assuming that the value of Acesion's shares is the price per share determined at the latest financing round of B-shares and considering additional relevant facts and circumstances.
- The expected stock price volatility: As it is not possible to estimate the expected volatility of a non-public listed entity's share price, Acesion has estimated the fair value of its warrants by using the volatility of an appropriate peer group of listed biotechnology companies.
- The risk-free interest rate, which is based on the Danish government bonds having a yield with a maturity equal to the expected term of the option in effect at the time of grant.
- The expected life of warrants, which is based on vesting terms, expected rate of exercise and life terms in the current warrant program.

The fair value of the A-shares have been derived based on the following assumptions:

DKK	November 2016	January 2019
B-share price	20.00	22.00
Exercise price	27.21	27.71
Expected time to maturity	4 years	3 years
Risk free interest rate	(0.29)%	(0.48)%
Volatility of B-shares	77.7%	73.5%
Expected dividend	0	0
Value of A-share	**9.83**	**9.05**

The fair values of the A-share warrants have been derived based on the following assumptions:

DKK	September 2017 grant	December 2018 grant	November 2019 grant	December 2020 grant
A-share price	9.05	9.08	7.43	5.39
Exercise price	20.00	20.00	22.00	5.39
Expected time to maturity	4.5 years	3.5 years	3 years	2.5 years
Risk free interest rate	(0.38)%	(0.43)%	(0.65)%	(0.61)%
Volatility	120.9%	117.3%	119.7%	124.7%
Expected dividend	0	0	0	0
Value of A-share warrant	**6.42**	**5.51**	**3.83**	**3.62**

The following schedule specifies the warrants (outstanding) granted by year as at 31 December, 2020:

DKK	Grant date fair value (DKK)	Number of outstanding warrants	Exercise price (DKK)	Remaining term to maturity
Grant date				
December 2013	N/A*	226,660	14.00	1.0
August 2014	N/A*	16,796	14.00	1.0
December 2014	N/A*	7,000	14.00	1.0
September 2015	N/A*	121,294	17.50	1.0
September 2017	6.42	161,334	20.00	6.0
December 2018	5.51	81,250	20.00	6.0
November 2019	3.83	399,719	22.00	7.0
December 2020	3.62	267,909	5.39	7.0
	-	**1,281,962**	**-**	**-**

*) Fully vested at date of transition to IFRS

Of which 941,465 warrants can be currently exercised

The following schedule specifies the warrants (outstanding) grated by year as at 31 December, 2019:

DKK	Grant date fair value (DKK)	Number of outstanding warrants	Exercise price (DKK)	Remaining term to maturity
Grant date				
December 2013	N/A*	226,660	14.00	2.0
August 2014	N/A*	16,796	14.00	2.0
December 2014	N/A*	7,000	14.00	2.0
September 2015	N/A*	121,294	17.50	2.0
September 2017	6.42	182,232	20.00	7.0
December 2018	5.51	95,000	20.00	7.0
November 2019	3.83	498,512	22.00	8.0
	-	**1,147,494**	**-**	**-**

*) Fully vested at date of transition to IFRS

Of which 680,552 warrants can be currently exercised

The following schedule specifies the outstanding warrants:

DKK	Number of warrants held by BoD	Number of warrants held by Executive Mgmt.	Number of warrants held by employees	Number of warrants held by others	Total outstanding warrants	Weighted average exercise price
Outstanding January 1, 2019	**204,370**	**144,089**	**288,823**	**11,700**	**648,982**	**17.22**
Granted	119,322	174,296	204,894	-	498,512	5.39
Outstanding December 31, 2019	**323,692**	**318,385**	**493,717**	**11,700**	**1,147,494**	**19.30**
Granted	7,655	38,273	221,981	-	267,909	5.39
Exercised	-	-	(1,500)	-	(1,500)	20.00
Cancelled	-	(84,253)	(47,688)	-	(131,941)	-
Outstanding December 31, 2020	**331,347**	**272,405**	**666,510**	**11,700**	**1,281,962**	**16.66**

The warrants are exercisable at any time after vesting. The warrants expire between December 31, 2021 until December 31, 2027.

The share-based compensation expenses included in profit and loss amounts to DKK 1,174 thousand in 2020 and DKK 953 thousand in 2019 and are recognized as operating expenses.

3 Operating assets and liabilities

3.1 Property, plant and equipment

DKK'000	Buildings	Laboratory equipment	Total
2020			
Cost at January 1	805	1,067	1,872
Additions during the year	-	-	-
Exchange rate adjustment	-	-	-
Cost at December 31	**805**	**1,067**	**1,872**
Depreciation at January 1	(385)	(1,065)	(1,450)
Depreciation for the year	(210)	(2)	(212)
Exchange rate adjustment	-	-	-
Depreciation at December 31	**(595)**	**(1,067)**	**(1,662)**
Carrying amount at December 31	**210**	**-**	**210**
Carrying amount of right-of-use assets at December 31	**210**	**-**	**210**
2019			
Cost at January 1	805	1,067	1,872
Additions during the year	-	-	-
Exchange rate adjustment	-	-	-
Cost at December 31	**805**	**1,067**	**1,872**
Depreciation at January 1	(175)	(1,036)	(1,211)
Depreciation for the year	(210)	(29)	(239)
Exchange rate adjustment	-	-	
Depreciation at December 31	**(385)**	**(1,065)**	**(1,450)**
Carrying amount at December 31	**420**	**2**	**422**
Carrying amount of right-of-use assets at December 31	**420**	**-**	**420**

Depreciation included in the statement of profit and loss

Note	DKK'000	2020	Restated 2019
2.1	Research and development expenses	(180)	(201)
2.2	General and administrative expenses	(32)	(38)
	Total depreciation included in the statement of profit or loss	**(212)**	**(239)**
	Total depreciation of right-of-use assets	(210)	(210)

Accounting policies

Property, plant and equipment include laboratory equipment. Property, plant and equipment are measured at cost less accumulated depreciation and impairment. The cost includes the cost of acquisition and expenses directly related to the acquisition until such time when the asset is available for use.

Depreciation

Depreciation is calculated on a straight-line basis over the expected useful lives of the assets, which are as follows:

Assets	Useful life	Residual value
Buildings	The lifetime of the underlying lease contract	Zero
Laboratory equipment	3-6 years	Zero

The useful lives and residual values are reviewed and adjusted if appropriate at the end of each reporting period.

Impairment

If circumstances or changes in the Company's operations indicate that the carrying amount of non-current assets in a cash-generating unit may not be recoverable, management reviews the asset for impairment. The basis for the review is the recoverable amount of the assets, determined as the greater of the fair value less cost to sell or its value in use. Value in use is calculated as the net present value of future cash inflow generated from the asset. If the carrying amount of an asset is greater than the recoverable amount, the asset is written down to the recoverable amount. An impairment loss is recognized in the statement of profit or loss when the impairment is identified.

Right-of-use assets

The Company leases its office premises in Copenhagen. The property lease contract was effective from March 1, 2018 and is non-cancellable in the period from March 1, 2018 to December 31, 2021. Hereafter, the option to terminate is six months for both lessor and lessee. The contract does not provide a right, obligation, or an option to buy the office premises. The contract contains both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components according to the specific pricing of the services in the agreements.

The lease agreement is recognized as a right-of-use asset and corresponding liability in accordance with IFRS 16 *Leases*.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Short-term and low value leases are not recognized as right-of-use assets.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the income statement over the lease period to ensure a constant periodic rate of interest on the remaining balance of the liability for each period.

The lease payments are discounted using the interest rate implicit in the lease. As that rate cannot be readily determined, the Company's incremental borrowing rate is used, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The Company applied a weighted average incremental borrowing rate of 5.7%, estimated as a combination of a mortgage loan with a 20-year maturity (which is the maximum length for office properties) and a bank loan at floating rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs and restoration costs.

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

3.2 Receivables

DKK'000	**Dec 31, 2020**	**Restated Dec 31, 2019**	**Restated Jan 1, 2019**
VAT receivables	594	759	403
Prepayments	2,326	46	66
Other receivables	1,025	2,964	268
Total current receivables at December 31	**3,945**	**3,769**	**737**

Accounting policies

Other receivables and VAT receivables are measured at amortized cost less impairment. Prepayments include expenditures related to future financial periods and are measured at nominal value.

3.3 Other payables

DKK'000	Dec 31, 2020	Restated Dec 31, 2019	Restated Jan 1, 2019
Employee cost liabilities	657	226	-
Total other non-current other liabilities at December 31	**657**	**226**	**-**
Contract liabilities	146	1,191	1,244
Employee cost liabilities	2,967	2,372	2,919
Other liabilities	1,454	132	167
Total other current other liabilities at December 31	**4,567**	**3,695**	**4,331**

Accounting policies

Contract liabilities consist of CRO and vendor accruals. Employee cost liabilities are comprised of provision for holiday allowance, provision for salaries and other employee related provisions. Other liabilities consist of commitments and liabilities related to government grants received in advance. Other liabilities are initially measured at fair value adjusted for transaction costs. Subsequently, other liabilities are measured at amortized cost which generally corresponds to nominal value.

3.4 Changes in net working capital

Note	DKK'000	2020	Restated 2019
3.2	Change in prepayments	(2,281)	20
3.2	Change in VAT receivables	165	(356)
3.2	Change in other current receivables	1,939	(2,696)
	Change in trade payables	1,090	691
3.3	Change in non-current employee cost liabilities	431	226
3.3	Change in contract liabilities	(1,045)	(54)
3.3	Change in employee cost liabilities	595	(548)
3.3	Change in other liabilities	1,322	(35)
	Change in net working capital	**2,217**	**(2,752)**

Working capital is defined as current assets less current liabilities and measures the net liquid assets the Company has available for the business.

3.5 Adjustments for non-cash items

Note	DKK'000	2020	Restated 2019
	Reversals of non-cash items in the statement of profit or loss		
6.1	Income tax benefit	(5,500)	(5,500)
3.1	Depreciation	212	239
4.6	Interest expenses	7,366	4,023
4.6	Change in fair value of conversion option, net	(63)	(3,114)
4.6	Conversion gain	-	(238)
4.6	Grant financial income	(6,777)	-
2.4	Share-based compensation expenses	1,174	953
	Other adjustments		
	Other adjustments, primarily exchange rate adjustments on cash and cash equivalents	147	116
	Total adjustments for non-cash items	**(3,440)**	**(3,520)**

For the purpose of presenting the cash flow statement, non-cash items with effect on the statement of profit or loss or balance sheet must be reversed to identify the actual cash flow effect from the operating activities. The adjustments are specified in the table above.

4 Capital structure and financial matters

4.1 Capital management

Since its inception, Acesion Pharma ApS has financed its operations through capital increases and convertible debt facilities as well as funding for research from government grants.

As of December 31, 2020 the Company had cash and cash equivalents of DKK 54,793 thousand as compared to DKK 22,019 thousand as of December 31, 2019. The current cash and cash equivalents are immediately liquid and held in various non-interest-bearing business accounts.

As of December 31, 2020 the Company had debt of DKK 75,203 thousand from borrowings and convertible debt instruments that were issued to investors to fund ongoing operations of the Company. See note 4.3 for additional information regarding the convertible debt facilities.

Management is continually seeking to obtain additional funding, cf. note 1.4. The funding is anticipated to be a mix of equity financing with both existing and new institutional investors as well as government and scientific grants.

4.2 Share capital

On December 31, 2020, the share capital of the Company comprised 8,225,977 class A shares (7,548,114 in 2019) with a nominal value of DKK 1 each.

Each share entitles the holder to cast one vote at general meetings in the Company.

	Number of shares	Share capital (DKK)
Share capital at January 1, 2020	7,548,114	7,548,114
Capital increase at October 8, 2020	676,363	676,363
Capital increase at October 8, 2020 (exercise of warrants)	1,500	1,500
Share capital at December 31, 2020	**8,225,977**	**8,225,977**
Share capital at January 1, 2019	5,155,497	5,155,497
Capital increase at March 4, 2019	1,697,021	1,697,021
Capital increase at April 25, 2019 (conversion of debt facility)	500,596	500,596
Capital increase at April 25, 2019 (conversion of debt facility)	195,000	195,000
Share capital at December 31, 2019	**7,548,114**	**7,548,114**

4.3 Borrowings and convertible debt instruments

Accounting policies

Acesion has issued several convertible debt instruments. A convertible debt instrument is classified as a financial liability unless the company has an unconditional right to avoid settlement in cash and has no obligation to settle in a variable number of shares. In none of the issued convertible debt instruments Acesion has an unconditional right to avoid settlement in cash. Therefore, all issued convertible debt instruments comprise a debt host instrument comprising of the contractual cash payments.

The convertible debt instruments include different conversion features all resulting in settlement in a variable number of shares either due to a conversion feature in a different currency than Acesion's functional currency or due to a variable share price. Consequently, none of the debt instruments include conversion features, which are equity components. Therefore, they are all considered non-closely related embedded derivatives. The debt instruments include the following conversion options:

- Two of the loans include conversion options prior to a listing or sale or after a subsequent financing
- Two other loans include a mandatory conversion option at a qualified investment, a repayment or conversion option at maturity and a repayment or conversion option at change of control
- One loan includes a bonus element to be accounted for as a derivative

All non-closely related embedded derivatives, which are conversion options have been separated from the host contract and accounted for as separately recognized derivatives at fair value through profit or loss with gains or losses being presented as part of financial items. All loans are classified as a financial liability measured at amortized cost (net of transaction costs) until it is extinguished on conversion or redemption.

At initial recognition all instruments have been measured at fair value both in respect of the debt host contracts and the embedded derivatives. At subsequent measurement the debt host instruments are measured at amortized cost.

Subsequent to initial recognition, all embedded derivatives are accounted for as a derivative and thus, are measured at fair value through profit or loss. Any gains or losses are recognized as financial items.

All transaction costs are allocated to each component of the loan.

The initial recognition of two of the loans have resulted in a 'day one gain' or 'day one loss' as the fair value of the debt host instrument and the conversion option attached to the loan do not equal the proceeds received. The 'day one gain' or 'day one loss' is recognized as part of the loan and transferred to profit and loss as part of financial items over the term of the loan on a linear basis.

Debts including government grants
One loan has been granted from government at below the prevailing market interest rate. The loan also includes a bonus element which is considered a non-closely related derivative separated from the host loan contract.

At initial recognition the loan is measured at fair value computed based on a market interest rate and the bonus element i.e. derivative have been measured at fair value. The difference between the proceeds received and the fair value of the loan including the bonus element is recognized as a government grant. The government grant is recognized as financial income when the conditions attached to the grant have been fulfilled. Subsequently, the loan is measured at amortized cost and the derivative is measured at fair value through profit and loss. Any gain or loss on the derivative is recognized as financial items.

Derecognition of convertible debts
A convertible debt instrument and its embedded derivative is derecognized when the obligation under the debt instrument is discharged, cancelled or expires.

When a convertible debt is converted into equity it is derecognized. The carrying amount of the convertible debt and the derivative at the time of conversion is transferred into equity. The derivative is remeasured before the conversion. If the convertible debt is partly converted into equity, part of the convertible debt and part of the embedded derivative is transferred into equity. Acesion is accounting for a partly conversion at fair value i.e. the fair value of the equity instruments issued is measured and the equity part is measured at that amount. The difference between the fair value of the equity instruments issued and the carrying amount of the part of the debt converted is recognized in profit and loss under financial items.

When an existing convertible debt instrument is replaced by another from the same lender on substantially different terms, or the terms of the existing convertible debt instrument such an exchange or modification is treated as a derecognition of the original convertible debt instrument and the recognition of a new convertible debt instrument The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Accounting for modification of convertible debt facility
When changes to convertible debt instrument are modified, Acesion assesses whether such changes should be accounted for as a 'debt modification' or 'a new debt arrangement'. Acesion applies the guidance 'a new debt arrangement', if the terms of the exchanged or modified debt is substantially different than the original terms. Acesion considers the terms of exchanged or modified as 'substantially different' if:

- the net present value of the cash flows under the new terms (including any fees paid net of any fees received) discounted at the original effective interest rate is at least 10% different from the discounted present value of the remaining cash flows of the original debt instrument; or
- the terms of the exchanged or modified debt are changed so that the future economic risk exposure of the arrangement has been significantly altered.

When Acesion assesses that the terms are not substantially different, the changes are accounted for as a 'debt modification'. The accounting consequence of a 'debt modification' is that the liability is remeasured by discounting the cash flows under the amended terms with the original effective interest rate. The difference between the current book value of the liability and the new present value of the liability (including allocated transaction costs) is recognized in profit or loss. Conversely, if the terms are substantially different, the accounting treatment is similar to that of the issuance of new loans.

Accounting judgements on convertible debt instruments
When assessing the accounting treatment of convertible debt instruments management has assessed whether the embedded derivative should be separated from the host contract and accounted for as a separate instrument. In this regard management has judged, that none of the derivative fulfills the requirements to be treated as equity instruments and that they should be separated from the host contract and accounted separately.
Furthermore, management has assessed that the accounting treatment of a partial conversion of a debt instrument can be recognized at fair value and that an eventual difference between the carrying amount of the debt instrument and derivative converted and the fair value has to be recognized in the income statement.

Key accounting estimates on convertible debt instruments
When measuring fair values of derivatives and fair value of loans management uses estimated requiring inputs. Most of the inputs are not observable input and therefore, the fair value measurement is mostly classified as level 3 measurements in the fair value hieraki. The unobservable inputs and the valuation models used are described further under fair value measurement in note 4.4 to which is referred.

Loans issued
Acesion has made 4 convertible instrument issuances. One in 2013, one in 2016 and the last two in April 2020. The loans from 2013 and 2016 share similar terms as the loans issued in 2020 also share similar terms.
Most of the loan from 2013 has been converted into shares before January 1, 2019, with the last part converted in April 2019 at a carrying amount of the loan and the derivative of DKK 8,285 thousand. The nominal value of the loan at conversion was DKK 7,008 thousand, which was converted at a share price of DKK 14 into 501,596 B-shares. No gain or loss was recognized.

Part of the loan issued in 2016 was converted into shares in April 2019 at a carrying amount of the loan and the derivative of DKK 4,432. The nominal value of the converted part of the loan amounts to DKK 3,900 thousand converted at a share price of DKK 20 into 195,000 B-shares. At conversion the equity was increased by a fair value of DKK 4,194 thousand resulting in a recognized gain at conversion of DKK 238 thousand presented as part of financial items.

The main terms of the two loans from 2013 and 2016 are:

- Term: 36 months from issuance.
- Interest coupon LIBOR 3 Month + 2% accruing over the term of the loan
- Loan currency: DKK 27,924 thousand with DKK 7,008 thousand outstanding pr. January 1, 2019. EUR 4,060 thousand all outstanding at January 1, 2019.
- Lender conversion option after first subsequent financing if either a sale, listing or subsequent financing takes place before maturity. The conversion share price on the loans is DKK 14 and DKK 20.
- Repayment option in cash of principal + accrued interest if all shares in the company is sold or the company is listed before maturity
- Lender conversion option to a fixed number of shares if the loan has not been repaid or converted under the other settlement terms of the agreement.

The main of the two loans from 2020 are:

- Term: 36 months from issuance.
- Interest coupon 8% p.a. accruing over the term of the loan
- Loan currency: EUR 3,000 thousand and EUR 300 thousand.
- Mandatory conversion if a qualified investment in excess of EUR 8 million (qualified capital increase) takes place before maturity. The conversion price is the share price obtained together with the warrants mentioned below.
- Repayment or conversion option at a change of control. Repayment including a 23% interest pro anno and conversion at the share price obtained at a premium of 50% together with the warrants mentioned below.
- Repayment or conversion option at maturity. Repayment of the outstanding amount + accrued interest or conversion at a share price of DKK 22 together with the warrants mentioned below.
- Together with the loans is issued one warrant to each lender giving them right to acquire further 90% and 50% of the number of shares converted at an exercise price of DKK 1. The warrants can only be used in a conversion and is therefore considered and accounted for as part of the conversion price.

Convertible loans at December 31, 2020:

DKK'000	**Outstanding nominal amount (DKK)**	**Carrying amount**	**Effective interest rate**
Issued			
Loan 1, issued 2013	-	-	-
Loan 2, issued 2016	25,310	24,205	19.3-24.4%
Loan 3, issued 2020	22,380	20,273	14.5%
Loan 4, issued 2020	2,238	2,027	14.5%
Embedded derivatives	-	14,815	-
	53,828	**61,320**	**-**

Convertible loans at December 31, 2019:

DKK'000	Outstanding nominal amount (DKK)	Carrying amount	Effective interest rate
Issued			
Loan 1, issued 2013	-	-	
Loan 2, issued 2016	29,210	19,067	19.3-24.4%
Loan 3, issued 2020	-	-	-
Loan 4, issued 2020	-	-	-
Embedded derivatives	-	10,219	-
	29,210	**29,286**	**-**

Acesion has in September 2020 issued a loan including a government grant. The loan is not convertible into equity. The loan includes the following terms:

- Term: 72 months from issuance – repayment begins after 36 months.
- Interest coupon CIBOR 3 Month + 5% accruing over the term of the loan
- Loan currency: DKK 19,900 thousand
- Lender bonus element, where the principal under certain conditions are doubled. The bonus element is accounted for as a non-closely related derivative.

Other loans at December 31, 2020:

DKK'000	Outstanding nominal amount (DKK)	Carrying amount	Effective interest rate	Government grant
Issued				
Loan 1, issued 2013	19,900	13,056	24.9%	6,777
Bonus derivative	-	827	-	-
	19,900	**13,883**	**-**	**6,777**

4.4 Fair value measurement

Accounting policies
Acesion measures derivatives at fair value as at each reporting date. When estimating the fair value of financial instruments, management applies the following fair value measurement hierarchy:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

Financial instruments measured on level 1 or 2
Acesion has no financial instruments at December 31, 2020 and 2019 measured in level 1 or 2.

The fair value of financial instruments measured on level 3
Acesion has issued several convertible debt instruments with conversion options, see note 4.3. Furthermore, Acesion has a loan with a bonus feature also treated as a derivative, see note 4.3.

Fair value hierarchy
Fair value of financial assets and liabilities at December 31, 2020:

DKK'000	Level 1	Level 2	Level 3	Total
Financial liabilities				
Conversion options	-	-	14,815	14,815
Bonus derivative	-	-	827	827
	-	**-**	**15,642**	**15,642**

Fair value of financial assets and liabilities at December 31, 2019:

DKK'000	Level 1	Level 2	Level 3	Total
Financial liabilities				
Conversion options	-	-	10,219	10,219
	-	**-**	**10,219**	**10,219**

Movement in level 3 fair value measurement:

DKK	2020	2019
At January 1	**10,219**	**14,838**
Fair value adjustment through profit and loss	(2,201)	(3,114)
Conversion to equity	-	(4,295)
Issued instruments with conversion options	4,630	2,790
Issued instruments with bonus features	856	-
Change in conversion agreements	2,138	-
At December 31	**15,642**	**10,219**

Valuation methods and assumptions
Acesion has two types of derivatives measured at fair value, where fair value to a substantial degree based on unobservable input (level 3 measurement); Conversion options and derivative including the bonus element.

The fair value of conversion options is estimated using a Black and Scholes valuation model. This valuation method requires Management to make certain assumptions about the model inputs such as the underlying share price, expected term to maturity, volatility and interest rate.

Furthermore, fair value of the two loans issued in 2020 is determined as the present value of a probability weighting of the mutually exclusive settlement alternatives i.e. mandatory conversion at qualified investment or repayment/conversion at change of control at the weightings disclosed below.

Assumptions used when measuring fair value:

DKK	2020	2019
B-share price	17.24	19.27
Exercise price	22.54-26.70	22.83
Time to maturity	2.5 years	3.0 years
Risk free interest rate	(0.61)%	(0.58)%
Volatility	73.1%	72.7%
Dividend	0%	0%
Probability of mandatory conversion at qualified investment	95%	N/A
Probability of repayment/conversion at change of control	5%	N/A

For the derivative including a bonus element the fair value has been measured using a Monte Carlo option model. This valuation method requires Management to make certain assumptions about the model inputs such as the underlying share price, expected term to maturity, volatility and interest rate. The significant inputs are the same as mentioned above.

Sensitivity to changes in fair value as of December 31, 2019 and 2020
The sensitivity analysis below shows the impact of increasing and decreasing various inputs used in the valuation of the convertible debt instruments. The inputs that were changed were:

- Share price
- Volatility
- Probability of qualifying investment and probability of repayment/conversion at change of control
- Time to maturity

The sensitivity analysis shows the impact on the statement of comprehensive income of these changes in the value of the convertible debt instruments as at December 31, 2020 and 2019, respectively:

Fair value in DKK'000	**2020**	**2019**
Increase in B-share price (+5%)	1,077	841
Decrease in B-share price (-5%)	(1,062)	(825)
Time to maturity + 1 year	3,385	1,826
Time to maturity – 1 year	(4,358)	(1,449)
Volatility + 10%	2,331	1,427
Volatility -10%	(2,464)	(1,502)
Probability of mandatory conversion at qualified investment -10% and probability of repayment/conversion at change of control +10%	3,253	N/A

Other fair value disclosures

Fair value disclosure of loans measured at amortized cost, disclosed at level 3 measurement.

DKK'000	**Carrying amount 2020**	**Carrying amount 2019**	**Fair value 2020**	**Fair value 2019**
Convertible loans	46,505	19,067	43,198	15,192
Other loans	13,056	-	14,467	-
Total	**59,561**	**19,067**	**57,665**	**15,192**

Fair value of the loans are measured as the present value of expected future payments discounted at an interest rate including the credit risk on Acesion.

4.5 Financial risks

The Company is exposed to multiple financial risks due to its operations. The financial risks primarily include currency and liquidity risks. A risk with a potential financial implication of less than DKK 0.5 million is considered to have low potential impact.

The financial risk exposures are described in further detail below:

Risk exposure	**Impact**	**What can go wrong**	**Mitigating actions taken by the Company**
Foreign currency risk	Low	The exposure to foreign currency fluctuations is considered minor, as the majority of the Company's expenses are incurred in the functional currency (DKK) or currencies closely correlated to DKK. The most significant cash flows for the Company on a quantitative basis are, in descending order, DKK, EUR and USD.	The policy for managing foreign currency risks is to convert cash received from issuance of shares to currencies that match the denomination of budgeted costs.
Liquidity risk	Low	The exposure to liquidity risk primarily relates to the risk of failure to meet the Company's obligations when they become due, which could happen if current assets are not enough to cover the amount of short-term liabilities.	The policy in the Company for managing liquidity risks is to have cash sufficient to act appropriately in case of unforeseen fluctuations in liquidity. The Company's cash requirements for the forthcoming 12-month period are estimated monthly. Reference is made to note 1.4 regarding going concern considerations.

The maturity analysis of financial liabilities as at December 31:

DKK'000	**Less than 1 year**	**1-5 years**	**>5 years**	**Total**
2020				
Financial liabilities:				
Borrowings	-	18,585	6,195	24,780
Convertible debt facilities	28,251	31,052	-	59,303
Leasing liabilities	250	-	-	250
Trade payables	3,905	-	-	3,905
Other payables	4,567	-	-	4,567
Total financial liabilities	**36,973**	**49,637**	**6,195**	**92,805**

2019 (restated)				
Financial liabilities:				
Convertible debt facilities	26,598	-	-	26,598
Leasing liabilities	229	250	-	479
Trade payables	2,815	-	-	2,815
Other payables	3,695	-	-	3,695
Total financial liabilities	33,337	250	-	33,587

January 1, 2019 (restated)				
Financial liabilities:				
Convertible debt facilities	32,078	-	-	32,078
Leasing liabilities	190	478	-	668
Trade payables	2,124	-	-	2,124
Other payables	4,331	-	-	4,331
Total financial liabilities	38,723	478	-	39,201

The financial liabilities include estimated or contractual interest rate payments.

4.6 Financial income and expenses

Note	DKK'000	2020	2019
	Financial income		
4.3	Fair value gain	2,532	3,336
4.3	Conversion gain	-	238
4.3	Grant financial income	6,777	-
	Total financial income	**9,309**	**3,574**
	Financial expenses		
	Interest expenses, bank	(148)	(9)
4.7	Interest expenses, leasing liabilities	(21)	(33)
4.3	Interest expenses, convertible debt facilities	(7,197)	(3,981)
4.3	Fair value losses	(331)	(222)
4.3	Change in conversion agreements	(2,138)	-
	Foreign exchange losses	(91)	(123)
	Total financial expenses	**(9,926)**	**(4,368)**
	Net financial items	**(617)**	**(795)**

Accounting policies

Net financial items include interest income and expenses, gains and losses on foreign currency transactions and surcharges as well as changes in fair value of the convertible debt facility.

4.7 Changes in liabilities arising from financing activities

	Restated December 31, 2019	Cash flows	Non-cash changes: Accumulated interest	Non-cash changes: Fair value adjustment	Non-cash changes: Grant financial income	Non-cash changes: Change in conversion agreements	December 31, 2020
Leasing liabilities	479	(250)	21	-	-	-	250
Convertible debt facility	19,067	20,974	6,408	56	-	-	46,505
Conversion option	10,219	4,630	-	(2,172)	-	2,138	14,815
Borrowings	-	19,044	789	-	(6,777)	-	13,056
Bonus derivative	-	856	-	(29)	-	-	827
Total liabilities from financing activities	**29,765**	**45,254**	**7,218**	**(2,145)**	**(6,777)**	**2,138**	**75,453**

	Restated January 1, 2019	Cash flows	Non-cash changes: Accumulated interest	Non-cash changes: Fair value adjustment	Non-cash changes: Conversion	Non-cash changes: Conversion gain	Restated December 31, 2019
Leasing liabilities	668	(223)	33	-	-	-	479
Convertible debt facility	20,683	2,832	3,981	-	(8,191)	(238)	19,067
Conversion option	14,838	2,790	-	(3,114)	(4,295)	-	10,219
Total liabilities from financing activities	**36,189**	**5,399**	**4,014**	**(3,114)**	**(12,486)**	**(238)**	**29,765**

Convertible debt

For detailed information about the convertible debt instruments, refer to note 4.3 Convertible debt instruments.

Leasing liabilities

The Company has entered into one operating lease contract relating to its domicile in Copenhagen, Denmark.

As a result of the lease accounting due to adoption of IFRS 16, the Company has capitalized the only right of use asset being the domicile lease. Upon implementation on January 1, 2019, the Company has recognized a liability to make lease payments (i.e. the lease liability) of DKK 668 thousand and an asset representing the right to use the underlying asset during the lease term (i.e. the right to use asset) of DKK 630 thousand. The liability was measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of January 1, 2019. The lessee's weighted average incremental borrowing rate applied was 5.7%, estimated as a combination of a mortgage loan with a 20-year maturity (which is the maximum length for office properties) and a bank loan at floating rate.

5 Corporate governance

This section covers financial matters related to the system by which the Company is directed and controlled.

5.1 Remuneration to the Board of Directors and Executive Management

DKK'000	2020	Restated 2019
Remuneration to the Executive Management		
External consultant fees	981	999
Wages and salaries	2,616	1,984
Share-based compensation expenses	387	369
Other social security expenses	571	427
Total	**4,555**	**3,779**
Remuneration to the Board of Directors		
Wages and salaries	-	-
Share-based compensation expenses	67	50
Total	**67**	**50**
Remuneration to the Board of Directors and Executive Management		
Research and development expenses	-	-
General and administrative expenses	4,622	3,829
Total	**4,622**	**3,829**

The Executive Management comprised 2 members in 2019 and 1 member from July 1, 2020.

All members of the Board of Directors and Executive Management are registered with the Danish Business Authority.

Share-based compensation

In 2020, the total net share-based compensation expenses regarding remuneration to the Executive Management amounted to DKK 387 thousand compared with DKK 369 thousand in 2019. For further comments on the development in share-based compensation expense, refer to note 2.4 Share-based compensation.

5.2 Management's holding of shares and share-based instruments

At December 31, the Board of Directors and Executive Management held the following shareholdings in the Company:

Number of ordinary shares owned	2020	2019
Morten Grunnet	10,000	10,000
Board of Directors in total	**10,000**	**10,000**

As of December 31, the Board of Directors and Executive Management held the following warrants in the Company:

Number of warrants held	December 31, 2020	Cancelled	Granted	December 31, 2019	Granted	January 1, 2019
Morten Grunnet	204,927	-	7,655	197,272	77,147	120,125
Board of Directors in total	**204,927**	**-**	**7,655**	**197,272**	**77,147**	**120,125**
Torgeir Vaage (CEO)	61,563	-	38,273	23,290	23,290	-
Frans Wuite (former CEO)	210,842	(84,253)	-	295,095	151,006	144,089
Executive Management in total	**272,405**	**(84,253)**	**38,273**	**318,385**	**174,296**	**144,089**

5.3 Related party transactions

The Company's transactions with other related parties

DKK'000	2020	2019
Transactions with related parties (expenses)		
None	-	-
Balances with related parties at year-end (asset)		
None	-	-
Balances with related parties at year-end (liabilities)		
Convertible debt facilities	46,505	19,067
Conversion option	14,815	10,219

The Company's related parties comprise the significant shareholders of the Company, the Executive Management group, the Board of Directors and the close members of the family of these persons.

The Company has not granted any loans, guarantees, or other commitments to or on behalf of any of the members in the Board of Directors or Executive Management. Other than the remuneration and other transactions relating to the Board of Directors and Executive Management described in note 5.1 and 5.2 and capital increases on the same terms as other investors, no other significant transactions have taken place with the Board of Directors or the Executive Management during 2020 and 2019.

6 Other disclosures

The notes presented in this section are relevant for the overall understanding of the financial statements but are not relevant for the key themes in the financial statements.

6.1 Taxation

DKK'000	2020	2019 (restated)	Jan 1, 2019 (restated)
Current tax on net loss	5,500	5,500	
Total income tax benefit for the period	**5,500**	**5,500**	

Reconciliation of effective tax rate to Danish statutory tax rate			
Statutory corporate income tax rate in Denmark	22%	22%	
Write-down of deferred tax assets	(10%)	(10%)	
Effective tax rate	**12%**	**12%**	

Deferred tax in the balance sheet			
Deferred tax assets	13,000	8,780	3,852
Write-down of deferred tax assets	(13,000)	(8,780)	(3,852)
Deferred tax asset recognized in the balance sheet	**0**	**0**	**0**

On December 31, 2020, the Company had tax loss carry-forwards in Denmark of DKK 59.0 million (December 31, 2019: DKK 39.8 million and January 1, 2019: DKK 17.3 million) for income tax purposes, all of which can be carried forward infinitely according to Danish Corporate Income Tax Act. The tax loss carry-forwards are included in the above deferred tax assets.

Income tax benefit for the year includes a tax credit for research and development expenditures at the applicable tax rate under the Danish Corporate Income Tax Act.

Accounting policies

Income tax

The income tax for the period comprises current and deferred tax, including prior-year adjustments and changes in provisions for uncertain tax positions. Tax is recognized in the statement of profit or loss, except to the extent that it relates to items recognized in equity or in other comprehensive income.

Current tax payables and receivables are recognized in the balance sheet as a receivable in the event of prepayments and amounts due.

Deferred taxes

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where the tax value can be determined according to alternative tax rules, deferred tax is measured on the basis of the planned use of the asset or the settlement of the obligation.

Deferred tax assets are measured at the value at which they are expected to be utilized, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities. Deferred tax assets are set of within the same legal tax entity and jurisdiction.

Tax receivables

Current tax assets for the current and prior periods shall be measured at the amount expected to be recovered from the taxation authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Management's judgements

The Company is subject to corporate taxes in Denmark and is required to accrue for income taxes, deferred income tax assets and liabilities, and provisions for uncertain tax positions.

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expenses already recorded. As at December 31, 2020 and 2019 and January 1, 2019, the Company has not recognized any provisions for uncertain tax positions.

The Company recognizes deferred income tax assets if it is probable that sufficient taxable income will be available in the future against which the temporary differences and unused tax losses can be utilized. Management has considered future taxable income in assessing whether deferred income tax assets should be recognized and has concluded that the deferred income tax assets do not meet the criteria for being recognized as assets in the balance sheet.