

# Avilex Pharma ApS

Ole Maaløes Vej 3, 2200 København N

CVR no. 34 89 68 28

## Annual report

for the year 1 January - 31 December 2023

Approved at the Company's annual general meeting on

Chair of the meeting:

.....  
Kristian Strømgaard

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## Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Avilex Pharma ApS for the financial year 1 January - 31 December 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

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

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 8 May 2024  
Executive Board:

.....  
Kristian Strømgaard

Board of Directors:

.....  
Raymond George Hill  
Chairman

.....  
Kristian Strømgaard

.....  
Morten Døssing

.....  
Jonathan Mark Treherne

## Independent auditor's report

To the shareholders of Avilex Pharma ApS

### Opinion

We have audited the financial statements of Avilex Pharma ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

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

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We 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' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

### Management's responsibilities for the financial statements

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

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

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance 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 the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the 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.

## Independent auditor's report

- ▶ 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.

### 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 form of 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 8 May 2024  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Rasmus Bloch Jespersen  
State Authorised Public Accountant  
mne35503

## Management's review

### Company details

Name	Avilex Pharma ApS
Address, Postal code, City	Ole Maaløes Vej 3, 2200 København N
CVR no.	34 89 68 28
Established	27 December 2012
Registered office	København
Financial year	1 January - 31 December
Board of Directors	Raymond George Hill, Chairman Kristian Strømgaard Morten Døssing Jonathan Mark Treherne
Executive Board	Kristian Strømgaard
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

## Management's review

### Business review

The company's activities comprise to the development of novel drug candidates for the treatment of stroke and other neurodegenerative conditions, as well as any activity related thereto as determined by the Board of Directors.

### Financial review

The income statement for 2023 shows a loss of DKK 6,756 thousand against a profit of DKK 28,600 thousand last year, and the balance sheet at 31 December 2023 shows a negative equity of DKK 1,839 thousand. Management considers the Company's financial performance in the year satisfactory.

### Capital Loss

At 31 December 2023, the Company is subject to the capital loss provisions of the Danish Corporate Act. On the general meeting of shareholders in 2024, management and board will account for the capital loss and potential measures to be taken.

### Financing and going concern

The Company is financed via convertible debt instruments. At 31 December 2023, total assets amounts DKK 27,875 thousand, of which is DKK 24,579 thousand is cash and total liabilities amounts DKK 29,714 thousand of which DKK 2,779 thousand is classified as current and DKK 26,935 thousand is classified as non-current.

According to the convertible loan agreement, the lender may demand repayment of the convertible debt classified as non-current liabilities, in full or part, however, subject to certain conditions. The lender may not require the Company to repay the loan and accrued interest, if, as a result of such repayment, the Company is reasonably likely to become insolvent.

On this Basis, the financial statements are prepared on a going concern assumption.

### Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

## Financial statements 1 January - 31 December

### Income statement

Note	DKK'000	2023	2022
	<b>Revenue</b>	0	45,479
	<b>Gross profit</b>	0	45,479
	Administrative expenses	-1,673	-7,255
	<b>Operating profit/loss</b>	-1,673	38,224
	Research and development costs	-4,361	-3,366
	<b>Profit/loss before net financials</b>	-6,034	34,858
3	Financial income	88	3,979
4	Financial expenses	-2,754	-2,176
	<b>Profit/loss before tax</b>	-8,700	36,661
5	Tax for the year	1,944	-8,061
	<b>Profit/loss for the year</b>	-6,756	28,600
	<b>Recommended appropriation of profit/loss</b>		
	Retained earnings/accumulated loss	-6,756	28,600
		-6,756	28,600



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK'000	2023	2022
	<b>ASSETS</b>		
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Deferred tax assets	1,021	837
	Corporation tax receivable	0	109
	Joint taxation contribution receivable	1,759	461
	Other receivables	516	362
		<u>3,296</u>	<u>1,769</u>
	<b>Cash</b>	24,579	29,827
	<b>Total non-fixed assets</b>	<u>27,875</u>	<u>31,596</u>
	<b>TOTAL ASSETS</b>	<u>27,875</u>	<u>31,596</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
	Share capital	470	470
	Retained earnings	-2,309	4,447
	<b>Total equity</b>	<u>-1,839</u>	<u>4,917</u>
	<b>Liabilities other than provisions</b>		
6	<b>Non-current liabilities other than provisions</b>		
	Convertible debt instruments	22,007	19,963
	Derivative financial instruments	4,928	4,320
		<u>26,935</u>	<u>24,283</u>
	<b>Current liabilities other than provisions</b>		
	Bank debt	39	24
	Trade payables	2,422	2,121
	Other payables	318	251
		<u>2,779</u>	<u>2,396</u>
	<b>Total liabilities other than provisions</b>	<u>29,714</u>	<u>26,679</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>27,875</u>	<u>31,596</u>

- 1 Accounting policies
- 2 Financing and going concern
- 7 Staff costs
- 8 Contractual obligations and contingencies, etc.
- 9 Related parties

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2023	470	4,447	4,917
Adjusted equity at 1 January 2023	470	4,447	4,917
Transfer through appropriation of loss	0	-6,756	-6,756
<b>Equity at 31 December 2023</b>	<b>470</b>	<b>-2,309</b>	<b>-1,839</b>

At 31 December 2023, the Company is subject to the capital loss provisions of the Danish Corporate Act. On the general meeting of shareholders in 2024, management and board will account for the capital loss and potential measures to be taken.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Avilex Pharma ApS for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

### Income statement

#### Revenue

The Company has chosen IAS 18 as interpretation for revenue recognition.

Licence and royalty income is recognised over the term of the agreement in accordance with the contents of the agreement.

The company applies the milestone payment method to recognize revenue arising from the upfront and milestone payments from license and royalty agreements. The 'milestone payment method' (each milestone payment is recognized as revenue on successful completion of a milestone and payment is expected to be received) is a common application of the percentage of completion method in the life science industry. Accordingly, revenue from upfront and milestone payments is recognized when (i) it is probable that the economic benefits associated with the transaction will flow to the entity; (ii) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and (iii) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

#### Administrative expenses

Administrative expenses include expenses incurred in the year for company management and administration, including expenses relating to administrative staff, Management, office premises and expenses as well as amortisation/depreciation of assets used for administrative purposes.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Research costs

The item includes research and development costs that do not qualify for capitalisation as well as amortisation of capitalised development costs.

##### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities and associates, declared dividends from other securities and investments, financial expenses relating to finance leases, realised and unrealised capital gains and losses relating to other securities and investments, exchange gains and losses and amortisation of financial assets and liabilities.

##### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

##### Balance sheet

##### Intangible assets

Development costs and internally accumulated rights are recognised in the income statement as costs in the year of acquisition.

##### Leases

The Company has chosen IAS 17 as interpretation for classification and recognition of leases.

Payments relating to leases and any other rent agreements are recognised in the income statement over the term of the lease. The aggregate liabilities relating to leases and rent agreements are disclosed under "Contingent liabilities". Finance leases are not distinguish from operating leases.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

##### Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

##### Cash

Cash comprise deposits in bank accounts.

##### Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

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. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

##### Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Convertible loans

Convertible debt instruments are initially broken down into a liability element and a conversion right. The conversion rights are recognized as derivative financial instruments, as the conversion rights as per the Company's convertible debt instruments are not convertible into a fixed number of shares for a fixed amount of cash (the 'fixed-for-fixed' criterion is not met). On initial recognition, the liability is recognised at the fair value of a similar liability without a conversion right. The conversion right is recognised as a derivative financial instrument. On subsequent recognition, the liability is measured at amortised cost until converted or repaid. The derivative financial instrument element is measured at fair value through profit or loss.

##### Fair value

The fair value measurement is based on the principal market. If no principal market exists, the measurement is based on the most advantageous market, i.e. the market that maximises the price of the asset or liability less transaction and/or transport costs.

All assets and liabilities which are measured at fair value, or whose fair value is disclosed, are classified based on the fair value hierarchy, see below:

Level 1: Value in an active market for similar assets/liabilities

Level 2: Value based on recognised valuation methods on the basis of observable market information

Level 3: Value based on recognised valuation methods and reasonable estimates (non-observable market information).

If a reliable fair value cannot be stated according to the above levels, the asset or liability is measured at cost.

#### 2 Financing and going concern

The Company is financed via convertible debt instruments. At 31 December 2023, total assets amounts DKK 27,875 thousand, of which is DKK 24,579 thousand is cash and total liabilities amounts DKK 29,714 thousand of which DKK 2,779 thousand is classified as current and DKK 26,935 thousand is classified as non-current.

According to the convertible loan agreement, the lender may demand repayment of the convertible debt classified as non-current liabilities, in full or part, however, subject to certain conditions. The lender may not require the Company to repay the loan and accrued interest, if, as a result of such repayment, the Company is reasonably likely to become insolvent.

On this Basis, the financial statements are prepared on a going concern assumption.

DKK'000	2023	2022
<b>3 Financial income</b>		
Exchange adjustments	3	3,394
Other financial income	85	585
	88	3,979
<b>4 Financial expenses</b>		
Interest expense on convertible loans	2,044	1,660
Exchange losses	65	106
Fair value adjustments of financial instruments	608	380
Other financial expenses	37	30
	2,754	2,176

## Financial statements 1 January - 31 December

### Notes to the financial statements

DKK'000	2023	2022
<b>5 Tax for the year</b>		
Estimated tax charge for the year	0	6,566
Deferred tax adjustments in the year	-185	1,956
Refund in joint taxation	-1,759	-461
	-1,944	8,061

### 6 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 0 falls due for payment after more than 5 years after the balance sheet date. Refer to note 2.

The Company entered a convertible agreement in June 2015. The principal amount of the convertible loan is EUR 2,410 thousand, divided in five tranches, drawn over the period June 2015 to October 2021.

The convertible loan, including accrued interest, has no fixed maturity date, and carries an interest rate of two percent above the three-month sterling LIBOR. The convertible loan includes several conversion and repayment features, which allows the lender to convert the loan into shares in the Company with a conversion discount of 0-20% to the share price of the Company or repayment of the loan, depending on which conversion or repayment feature is being utilized. The conversion and repayment features include: Conversion upon an 'exit event', repayment upon an 'exit event', conversion upon a qualified financing round, and conversion within a four week conversion period following the expiry of each calendar quarter, or repayment at any time after the third anniversary of the Effective Date upon written demand.

At initially recognition of each of the five tranches, the convertible loan has been separated into a liability component and a conversion/repayment option component (an embedded derivative), by allocating the difference between the fair value of the liability component and the proceeds to the conversion option. After initial recognition, the liability component is measured at amortized cost and the conversion option is measured at fair value through profit or loss.

The amortization of the liability component is calculated by use of an estimated market interest rate of 26 percent, 26 percent, 27 percent, 38 percent, and 72 percent for the first, second, third, fourth, and fifth tranches, respectively. The fair value of the conversion and repayment options has been calculated as net present value by weighing in managements assumption about the weighted probabilities associated with timing and triggering event for conversion or repayment (level 3 of the fair value hierarchy). The following main assumptions on 31 December 2023 has been applied: conversion upon a qualified financing round or 'exit event' (100 percent), Event of default (0 percent), and repayment (0 percent).

### 7 Staff costs

	2023	2022
Average number of full-time employees	2	2

### 8 Contractual obligations and contingencies, etc.

The Company is jointly taxed with Novo Holdings A/S which acts as management company, and has limited and alternative liability together with other jointly taxed group entities for payment of income taxes for income year 2022 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment on or after 23 September 2022.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 9 Related parties

Avilex Pharma ApS' related parties comprise the following:

##### Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
Novo Holdings A/S	Tuborg Havnevej 19DK-2900 Hellerup Municipality of Gentofte, Denmark	Shareholding and voting rights

##### Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>
Novo Nordisk Foundation	Tuborg Havnevej 19 DK-2900 Hellerup Municipality of Gentofte, Denmark



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

## Kristian Strømgaard

### Board Member

On behalf of: Avilex Pharma ApS

Serial number: 0d4ed4ee-e856-4bcc-9b48-834a2cd648a7

IP: 130.225.xxx.xxx

2024-05-08 06:45:07 UTC



## Kristian Strømgaard

### Chief Executive Officer

On behalf of: Avilex Pharma ApS

Serial number: 0d4ed4ee-e856-4bcc-9b48-834a2cd648a7

IP: 130.225.xxx.xxx

2024-05-08 06:45:48 UTC



## Kristian Strømgaard

### Chair of the meeting

On behalf of: Avilex Pharma ApS

Serial number: 0d4ed4ee-e856-4bcc-9b48-834a2cd648a7

IP: 130.225.xxx.xxx

2024-05-08 06:46:39 UTC



## Morten Døssing

### Board Member

On behalf of: Avilex Pharma ApS

Serial number: aed59909-9c7c-49c0-94f5-2077c0a7810e

IP: 80.208.xxx.xxx

2024-05-13 10:55:40 UTC



## Rasmus Bloch Jespersen

EY Godkendt Revisionspartnerselskab CVR: 30700228

### State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: 708473a9-4048-4a6a-9ad4-ffd9591d7823

IP: 165.225.xxx.xxx

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