

# Defensin Therapeutics ApS

COBIS, Ole Maaløes Vej 3, 2200 Copenhagen N

CVR no. 35 51 32 80

## Annual report

for the year 1 January - 31 December 2018

Approved at the Company's annual general meeting on

Chairman:





## Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

## 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 Defensin Therapeutics ApS for the financial year 1 January - 31 December 2018.

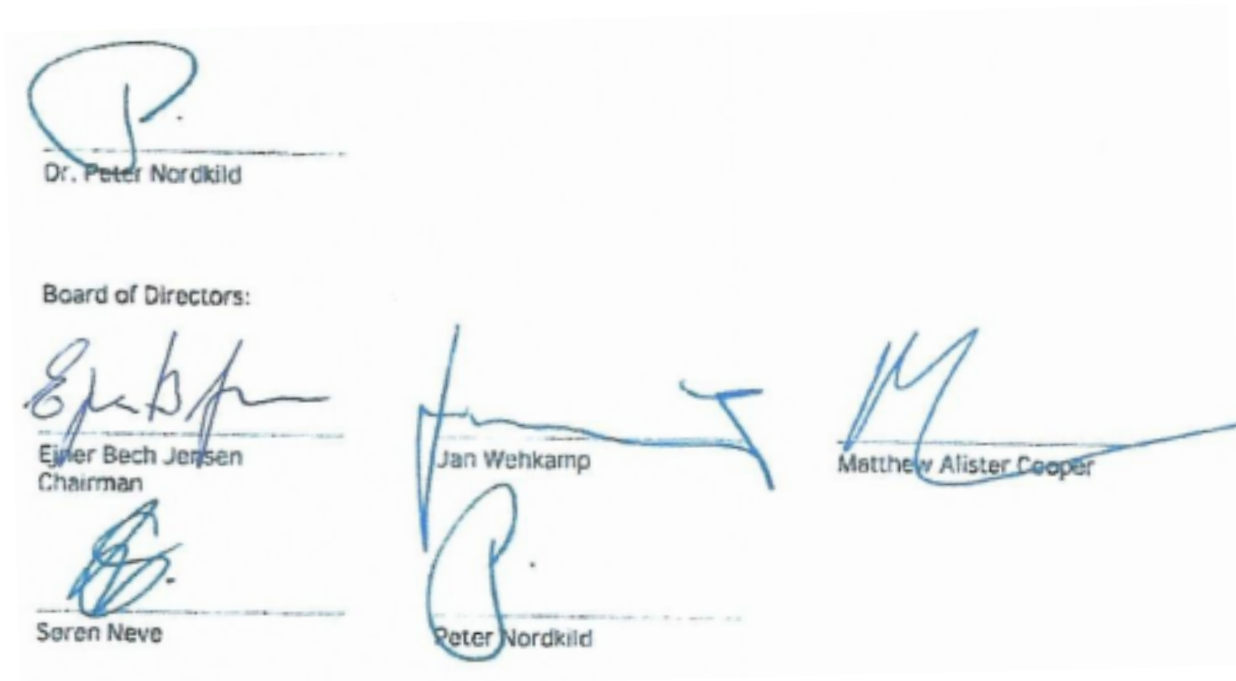
The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

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, 13 May 2019  
Executive Board:



Dr. Peter Nordkild

Board of Directors:

Ejler Bech Jensen  
Chairman

Jan Wehkamp

Matthew Alister Cooper

Søren Neve

Peter Nordkild

## Independent auditor's report

To the shareholders of Defensin Therapeutics ApS

### Opinion

We have audited the financial statements of Defensin Therapeutics ApS for the financial year 1 January - 31 December 2018, 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 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

### 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.



### Independent auditor's report

- ▶ 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.

### 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, 13 May 2019  
ERNST & YOUNG  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28



Christian Schwenn Johansen  
State Authorised Public Accountant  
mne33234

## Management's review

### Company details

Name	Defensin Therapeutics ApS
Address, Postal code, City	c/o COBIS COBIS, Ole Maaløes Vej 3, 2200 Copenhagen N
CVR no.	35 51 32 80
Established	6 October 2013
Registered office	Copenhagen
Financial year	1 January - 31 December
Website	<a href="http://www.defensintherapeutics.com/">www.defensintherapeutics.com/</a>
E-mail	<a href="mailto:pno@defensintherapeutics.com">pno@defensintherapeutics.com</a>
Telephone	+45 25 47 16 46
Executive Board	Dr. Peter Nordkild
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg, Denmark
Bankers	Danske Bank Finanscenter København, Holmens Kanal 2, 1090 Copenhagen K

## Management's review

### Business review

Defensin Therapeutics is a Danish biopharmaceutical company incorporated 6 October 2013 as a spin out from Novozymes A/S of the human defensin development program.

In April 2016, the Company signed a license and R&D agreement with Dr Falk Pharma GMBH (dated 15 April 2016) regarding the rights to develop, manufacture and market Hbd 2 in Europe and Australia. In connection with the completion of the agreement, the Company received a non-refundable upfront payment of EUR 1.5m in 2016. Management considers the upfront payment to cover the relevant cash burn for the upcoming 12 months in 2018. Management has presented the financial statements on a going concern assumption.

The production of hBD-2 has turned out to be more complicated than originally thought and the next milestone payment from Falk is thus not going to take place till 2020.

### Financial review

The income statement for 2018 shows a loss of DKK 2,952,934 against a loss of DKK 2,032,581 last year, and the balance sheet at 31 December 2018 shows equity of DKK 1,029,591.

#### Going concern

At 31 December 2018, cash balance amounts to DKK 610 thousand. Management expects that the cash burn for 2019 will exceed the cash available at 31 December 2018. Subsequent to the balance sheet date, new investors contributed with EUR 550 thousand as capital increases enabling the Company to continue the research and development activities for 2019. Management has presented the financial statements on a going concern assumption.

### Research and development activities

Defensin Therapeutics focuses on the development and commercialization of human defensins for the treatment of diseases and conditions associated with dysregulation of the human microbiota.

The human microbiota is the name for the bacterial communities consisting of billions of commensal micro organisms that cover the body's different surfaces e.g. the skin, the ocular surface, the lung surface, the gastrointestinal tract, etc. Our body lives in a symbiotic relationship with the microbiota. The microbiota plays a vital role in regulating our health. Alterations in the composition or function of the microbiota have been associated with more than 25 diseases. Whereas research efforts hitherto have focused on identifying the individual micro organisms constituting the microbiota, Defensin Therapeutics focuses on the regulation of the human microbiota.

Human defensins are cationic peptides secreted on the bodily surfaces as part of the innate immune system to kill invading pathogens while allowing commensal bacteria on which many metabolic processes depend to live in peace. One of the best characterized dysbiotic conditions of the gut is Crohn's Disease. Crohn's seems to be a mucosal barrier disease in which the patients seem to lack the ability to produce defensins.

The development of human beta defensin 2 for colonic Crohn's Disease is being handled by Falk through the licensing agreement. Defensin Therapeutics have established proof of concept in asthma; metabolic syndrome; Graft-versus-host disease and necrotizing enterocolitis with oral administration of hBD-2. In addition a patent application has been submitted in check point inhibitors as treatment response to these immunotherapies seems to be highly dependent on a normo biotic condition.

### Events after the balance sheet date

Prof Jan Wehkamp will unfortunately leave Defensin Therapeutics to take up a very senior position with Janssen Pharmaceuticals in Pennsylvania as per 15 May 2019. Prof Wehkamp will be replaced at the board by prof Robert Ehehalt.

At 31 December 2018, cash balance amounts to DKK 610 thousand. Subsequent to the balance sheet date, new investors contributed with EUR 550 thousand as capital increases.

No other significant events occurred subsequent to the financial year which may impact the financial statements for the year 1 January - 31 December 2018.

## Financial statements 1 January - 31 December

### Income statement

Note	DKK	2018	2017
	Administrative expenses	-141,499	-91,010
	<b>Operating profit/loss</b>	-141,499	-91,010
	Research and development costs	-3,117,176	-2,195,578
	<b>Profit/loss before net financials</b>	-3,258,675	-2,286,588
	Financial expenses	-16,037	-31,281
	<b>Profit/loss before tax</b>	-3,274,712	-2,317,869
3	Tax for the year	321,778	285,288
	<b>Profit/loss for the year</b>	-2,952,934	-2,032,581
	<b>Recommended appropriation of profit/loss</b>		
	Retained earnings/accumulated loss	-2,952,934	-2,032,581
		-2,952,934	-2,032,581

## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	2018	2017
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
	<b>Financial assets</b>		
	Deposits, rent agreement	4,668	4,532
		<u>4,668</u>	<u>4,532</u>
	<b>Total non-current assets</b>	<u>4,668</u>	<u>4,532</u>
	<b>Current assets</b>		
	<b>Receivables</b>		
	Income taxes receivable	321,778	288,048
	Other receivables	109,339	63,989
	Prepayments	74,727	132,865
		<u>505,844</u>	<u>484,902</u>
	<b>Cash</b>	<u>610,066</u>	<u>3,633,914</u>
	<b>Total current assets</b>	<u>1,115,910</u>	<u>4,118,816</u>
	<b>TOTAL ASSETS</b>	<u><u>1,120,578</u></u>	<u><u>4,123,348</u></u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
4	Share capital	1,190,126	1,150,000
	Retained earnings	-160,535	2,792,399
	<b>Total equity</b>	<u>1,029,591</u>	<u>3,942,399</u>
	<b>Current liabilities</b>		
	Trade payables	71,249	138,539
	Other payables	19,738	42,410
	<b>Total current liabilities</b>	<u>90,987</u>	<u>180,949</u>
	<b>Total liabilities</b>	<u>90,987</u>	<u>180,949</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u><u>1,120,578</u></u>	<u><u>4,123,348</u></u>

- 1 Accounting policies
- 2 Events after the balance sheet date
- 7 Contractual obligations and contingencies, etc.
- 8 Collateral

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK	Share capital	Retained earnings	Total
Equity at 1 January 2018	1,150,000	2,792,399	3,942,399
Capital increase	40,126	0	40,126
Transfer through appropriation of loss	0	-2,952,934	-2,952,934
<b>Equity at 31 December 2018</b>	<b>1,190,126</b>	<b>-160,535</b>	<b>1,029,591</b>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Defensin Therapeutics ApS for 2018 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).

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

#### Leases

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

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

#### Income statement

##### Administrative expenses

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

##### Research costs

Research and development costs include research costs not satisfying the criteria for capitalisation, including expenses like clinical trials, patent costs and research staff.

##### Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Financial expenses

Financial expenses are recognised in the income statement at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

##### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments and changes in provisions for uncertain tax positions. 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.

Income tax for the year includes income tax credits under with reference to the Danish Tax Regime (LL §8X) regarding tax credits for research and development expenditures.

##### Balance sheet

##### Financial assets

Financial assets comprise rental deposits, which are recognised at cost.

##### Receivables

Receivables are measured at amortised cost.

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

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.

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 comprises bank accounts which are subject only to minor risks of changes in value.

##### 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. Tax credits from research and development expenditures are recognised in the balance sheet as income tax receivables.



## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

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.

Uncertain tax positions exist with respect to the interpretation of complex tax regulations. Management has established provisions based on reasonable estimates, for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors such as interpretation of the tax regulation. The actual obligation may deviate and be dependent on the outcome of litigations and settlements with the relevant tax authorities.

#### Other payables

Other payables are measured at net realisable value.

#### 2 Events after the balance sheet date

Subsequent to the balance sheet date, new investors contributed with EUR 550 thousand as capital increases.

## Financial statements 1 January - 31 December

### Notes to the financial statements

DKK	2018	2017
<b>3 Tax for the year</b>		
Estimated tax charge for the year	-321,778	-288,048
Deferred tax adjustments in the year	0	2,760
	<u>-321,778</u>	<u>-285,288</u>

Tax for the year comprises recognised tax credits with reference to LL §8X regarding tax credits for research and development expenditures.

DKK	2018	2017
<b>4 Share capital</b>		
Analysis of the share capital:		
1,150,000 shares of DKK 1.00 nominal value each	1,150,000	1,150,000
	<u>1,150,000</u>	<u>1,150,000</u>

Analysis of changes in the share capital over the past 5 years:

DKK	2018	2017	2016	2015	2014
Opening balance	1,150,000	1,150,000	1,150,000	830,000	0
Capital increase	40,126	0	0	320,000	830,000
	<u>1,190,126</u>	<u>1,150,000</u>	<u>1,150,000</u>	<u>1,150,000</u>	<u>830,000</u>

DKK	2018	2017
<b>5 Deferred tax</b>		
The Company has deferred tax assets tax losses which may be carried forward infinitely, however, as it is uncertain whether these tax losses can be utilised within a foreseeable future (3-5 years), their carrying amount has not been recognised in the financial statements.		

### 6 Staff costs and incentive programmes

Staff costs are recognised as follows in the financial statements:

DKK	2018	2017
Research	755,264	912,401
	<u>755,264</u>	<u>912,401</u>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### Incentive programmes

As per 31 December 2018, 200,568 warrants were granted to the Executive Board member and other relevant stakeholders entitling each holder to subscribe one share against cash payment of DKK 1.25.

No warrant-related expenses have been recognised in the annual report in accordance with the Danish Financial Statements Act.

### 7 Contractual obligations and contingencies, etc.

#### Other contingent liabilities

Upon the successful completion of phase I clinical testing of human beta defensin-2 or a variant thereof, a milestone payment of DKK 500,000 is payable to Novozymes A/S.

#### Other financial obligations

Other rent and lease liabilities:

DKK	2018	2017
Rent and lease liabilities	4,400	4,400

The Company has a two-month termination notice on the rental agreement at 31 December 2018.

### 8 Collateral

The Company has not placed any assets or other as security for loans at 31 December 2018.