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# *Kariya Pharmaceuticals ApS*

Ole Maaløes Vej 3, DK-2200 Copenhagen N

## Annual Report for 2023

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CVR No. 39 27 06 84

The Annual Report was  
presented and adopted  
at the Annual General  
Meeting of the  
company  
on 25/6 2024

Ian Laquian  
Chairman of the  
general meeting



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# Management's statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Kariya Pharmaceuticals ApS for the financial year 1 January - 31 December 2023.

The Annual Report is prepared in accordance with the Danish Financial Statements Act. The Company complies with the exemption provisions governing the omission to have its Financial Statements audited.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2023 of the Company and of the results of the Company operations for 2023.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

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

Copenhagen N, 25 June 2024

## Executive Board

Christian Hölscher  
CEO

## Board of Directors

Ian Rodney Laquian  
Chairman

Claus Elsborg Olesen

Mikael Søndergaard Thomsen

Christian Hölscher

John Connell

# Practitioner's Statement on Compilation of Financial Statements

To the Management of Kariya Pharmaceuticals ApS

We have compiled the Financial Statements of Kariya Pharmaceuticals ApS for the financial year 1 January - 31 December 2023 on the basis of the Company's accounting records and other information you have provided.

The Financial Statements comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies.

We performed our work in accordance with ISRS 4410, Engagements to Compile Financial Information.

Based on our professional expertise, we have assisted you with the preparation and presentation of the Financial Statements in accordance with the Danish Financial Statements Act. We have complied with relevant provisions of the Danish Act on Approved Auditors and Audit Firms and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), including the principles of integrity, objectivity, professional competence and due care.

The Financial Statements and the accuracy and completeness of the information forming the basis of the compilation of the Financial Statements are your responsibility.

As an engagement to compile financial information is not an assurance engagement, we are under no duty to verify the accuracy or completeness of the information you provided to us to compile the Financial Statements. Accordingly, we express no audit opinion or review opinion as to whether the Financial Statements have been prepared in accordance with the Danish Financial Statements Act.

Hellerup, 25 June 2024

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Nikolaj Erik Johnsen

State Authorised Public Accountant

mne35806

## Company information

<b>The Company</b>	Kariya Pharmaceuticals ApS Ole Maaløes Vej 3 2200 Copenhagen N  CVR No: 39 27 06 84 Financial period: 1 January - 31 December Incorporated: 18 January 2018 Financial year: 6th financial year Municipality of reg. office: Copenhagen
<b>Board of Directors</b>	Ian Rodney Laquian, chairman Claus Elsborg Olesen Mikael Søndergaard Thomsen Christian Hölscher John Connell
<b>Executive Board</b>	Christian Hölscher
<b>Auditors</b>	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup

# Management's review

## Key activities

The primary activity of the company is research and development within biotechnology.

## Development in the year

The income statement of the Company for 2023 shows a loss of DKK 8,022,549, and at 31 December 2023 the balance sheet of the Company shows a negative equity of DKK 6,388,472.

## Capital resources

The Management expects the share capital re-established from capital contributions of a Series A equity financing round of minimally DKK 50 million and/or financial proceeds from an exclusive license agreement entered into with a global pharmaceutical company. Both the financing round and/or partnership agreement are expected to be secured in the forthcoming year. Reference is made to subsequent events.

Furthermore, the company expects to receive refund from the Danish Taxauthorities under "skattekreditordningen". The receivable Corporation tax is not recognized as per 31 December 2023.

## Subsequent events

In April 2024, a capital increase was made in the company by existing and external investors. The capital increase resulted in a total investment of DKK 10 million into the company.

Beside the above no events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

## Loss of share capital

The company has still lost more than 50% of the company share capital and is therefore covered by the capital loss requirements of the Companies Act. At the upcoming general meeting, the management will give an update of the financial situation and present that the company capital is expected to be re-established in the event of future positive earnings.

## Income statement 1 January - 31 December

	Note	2023	2022
		DKK	DKK
<b>Gross loss</b>		<b>-10,223,064</b>	<b>-13,798,220</b>
Staff expenses	2	-66,553	-13,664
Depreciation and impairment losses of property, plant and equipment		0	-7,813
<b>Profit/loss before financial income and expenses</b>		<b>-10,289,617</b>	<b>-13,819,697</b>
Financial income	3	199,630	6,602
Financial expenses	4	-1,803,266	-811,506
<b>Profit/loss before tax</b>		<b>-11,893,253</b>	<b>-14,624,601</b>
Tax on profit/loss for the year	5	3,870,704	619,031
<b>Net profit/loss for the year</b>		<b>-8,022,549</b>	<b>-14,005,570</b>
 <b>Distribution of profit</b>			
		2023	2022
		DKK	DKK
<b>Proposed distribution of profit</b>			
Retained earnings		-8,022,549	-14,005,570
		<b>-8,022,549</b>	<b>-14,005,570</b>

## Balance sheet 31 December

### Assets

	Note	2023	2022
		DKK	DKK
Other fixtures and fittings, tools and equipment		0	0
<b>Property, plant and equipment</b>	6	<b>0</b>	<b>0</b>
<b>Fixed assets</b>		<b>0</b>	<b>0</b>
Trade receivables		43,750	0
Other receivables		432,653	1,364,680
Receivable from shareholders and Management		49,915	48,000
Prepayments		43,431	0
<b>Receivables</b>		<b>569,749</b>	<b>1,412,680</b>
<b>Cash at bank and in hand</b>		<b>1,481,605</b>	<b>792,177</b>
<b>Current assets</b>		<b>2,051,354</b>	<b>2,204,857</b>
<b>Assets</b>		<b>2,051,354</b>	<b>2,204,857</b>



# Balance sheet 31 December

## Liabilities and equity

	Note	2023	2022
		DKK	DKK
Share capital		45,823	40,000
Retained earnings		-6,434,295	-26,772,069
<b>Equity</b>		<b>-6,388,472</b>	<b>-26,732,069</b>
Convertible and profit-yielding instruments of debt		0	11,886,748
<b>Long-term debt</b>	7	<b>0</b>	<b>11,886,748</b>
Trade payables		7,424,827	15,280,058
Payables to owners and Management		1,001,725	1,745,120
Other payables		13,274	25,000
<b>Short-term debt</b>		<b>8,439,826</b>	<b>17,050,178</b>
<b>Debt</b>		<b>8,439,826</b>	<b>28,936,926</b>
<b>Liabilities and equity</b>		<b>2,051,354</b>	<b>2,204,857</b>
Going concern	1		
Contingent assets, liabilities and other financial obligations	8		
Accounting Policies	9		

## Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	40,000	-26,772,069	-26,732,069
Capital increase by debt conversion	5,823	28,360,323	28,366,146
Net profit/loss for the year	0	-8,022,549	-8,022,549
<b>Equity at 31 December</b>	<b>45,823</b>	<b>-6,434,295</b>	<b>-6,388,472</b>

# Notes to the Financial Statements

## 1. Going concern

The Management expects the share capital re-established from capital contributions of a Series A equity financing round of minimally DKK 50 million and/or financial proceeds from an exclusive license agreement entered into with a global pharmaceutical company. In April 2024, a capital increase was made in the company by existing and external investors. The capital increase resulted in a total investment of DKK 10 million into the company. Additional financing and/or partnering proceeds are expected to be secured in the forthcoming year.

Furthermore, the company expects to receive a refund from the Danish Tax authorities under "skattekredit ordningen". The receivable Corporation tax is not recognized as per 31 December 2023.

Based on the above, management assesses that the company's capital resources is sufficient, and therefore the financial statements are prepared on the assumption of going concern.

	2023	2022
	DKK	DKK
<b>2. Staff Expenses</b>		
Wages and salaries	24,905	0
Other social security expenses	284	1,251
Other staff expenses	41,364	12,413
	<u>66,553</u>	<u>13,664</u>
Average number of employees	<u>1</u>	<u>1</u>
	2023	2022
	DKK	DKK
<b>3. Financial income</b>		
Other financial income	1,915	0
Exchange gains	197,715	6,602
	<u>199,630</u>	<u>6,602</u>
	2023	2022
	DKK	DKK
<b>4. Financial expenses</b>		
Other financial expenses	1,742,679	757,984
Exchange loss	60,587	53,522
	<u>1,803,266</u>	<u>811,506</u>

## Notes to the Financial Statements

	<u>2023</u>	<u>2022</u>
	DKK	DKK
<b>5. Income tax expense</b>		
Adjustment of tax concerning previous years	-3,870,704	-619,031
	<u>-3,870,704</u>	<u>-619,031</u>

## 6. Property, plant and equipment

	<u>2023</u>	<u>2022</u>
	DKK	DKK
		Other fixtures and fittings, tools and equipment
		<u>DKK</u>
Cost at 1 January		23,439
Cost at 31 December		<u>23,439</u>
Impairment losses and depreciation at 1 January		0
Depreciation for the year		23,439
Impairment losses and depreciation at 31 December		<u>23,439</u>
<b>Carrying amount at 31 December</b>		<u><b>0</b></u>
	<u>2023</u>	<u>2022</u>
	DKK	DKK

## 7. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

### Convertible and profit-yielding instruments of debt

After 5 years	0	0
Between 1 and 5 years	0	11,886,748
Long-term part	<u>0</u>	<u>11,886,748</u>
Within 1 year	0	0
	<u><b>0</b></u>	<u><b>11,886,748</b></u>

# Notes to the Financial Statements

## 8. Contingent assets, liabilities and other financial obligations

### Contingent assets

The Company has a non-recognised tax assets of DKK 2.2 million concerning unutilised tax loss carry-forward at 31 December 2023.

### Other contingent liabilities

There are no security and contingent liabilities at 31 December 2023.

# Notes to the Financial Statements

## 9. Accounting policies

The Annual Report of Kariya Pharmaceuticals ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2023 are presented in DKK.

### Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

### Income statement

#### Revenue

Revenue from services is recognised when the risks and rewards relating to the services have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

#### Other external expenses

Other external expenses comprise of costs for administration and expenses for premises, sales and distribution as well as office expenses, etc.

Other external expenses also include research and development costs that do not qualify for capitalisation.

#### Gross loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, expenses for raw materials and consumables and other external expenses.

#### Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

# Notes to the Financial Statements

## Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise depreciation and impairment of property, plant and equipment.

## Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment and income from grants. Income from Grants is accrued in accordance with project costs incurred.

## Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

## Tax on profit/loss for the year

Tax for the year consists of current tax for the year and deferred tax for the year. The tax attributable to the profit for year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

## Balance sheet

### Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	5 years
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The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

### Impairment of fixed assets

The carrying amounts of property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by depreciation.

If so, the asset is written down to its lower recoverable amount.

### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

### Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

# Notes to the Financial Statements

## Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

## Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

## Financial liabilities

Loans are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.