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# Octarine Bio ApS

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Annual report for the period  
1 January to 31 December 2022

(4th Financial year)

Lersø Parkallé 42, 1  
2100 København Ø  
CVR no. 39 85 73 16

Adopted at the annual general meeting on 20  
June 2023

Stephan Christgau  
chairman



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## Statement by management on the annual report

The Board of Directors and the Executive board have today discussed and approved the annual report of Octarine Bio ApS for the financial year 1 January - 31 December 2022.

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 company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Copenhagen, 14 June 2023

### Executive Board

Nethaji Janeshawari Gallage  
CEO

Nicholas Stuart William Milne  
director

### Board of Directors

Stephan Christgau  
chairman

Alexandre Ouimet-Storrs

Helga Claudia Blomgren-Hansen

Akshat Kshetrapal

Nethaji Janeshawari Gallage



## **Independent auditor's report**

### ***To the management of Octarine Bio ApS***

#### **Opinion**

We have audited the financial statements of Octarine Bio ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022 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 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 requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Management's responsibilities for the financial statements**

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

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

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

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



## Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional 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 disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

### Statement on management's review

Management is responsible for management's review.

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



## Independent auditor's report

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

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

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

Copenhagen, 14 June 2023

Ri Statsautoriseret Revisionsaktieselskab  
CVR no. 53 37 19 14

Joachim Munch  
State Authorized Public Accountant  
MNE no. mne42244



## Company details

### The company

Octarine Bio ApS  
Lersø Parkallé 42, 1  
2100 København Ø

E-mail: info@octarinebio.com

Website: www.octarinebio.com

CVR no.: 39 85 73 16

Reporting period: 1 January - 31 December 2022

Incorporated: 12 September 2018

Domicile: Copenhagen

### Board of Directors

Stephan Christgau, chairman  
Alexandre Ouimet-Storrs  
Helga Claudia Blomgren-Hansen  
Akshat Kshetrapal  
Nethaji Janeshawari Gallage

### Executive Board

Nethaji Janeshawari Gallage  
Nicholas Stuart William Milne

### Auditors

Ri Statsautoriseret Revisionsaktieselskab  
Skagensgade 1  
2630 Taastrup



## Management's review

### **Business review**

Octarine Bio is a world leading Synthetic Biology platform with a mission to transform and re-design products and processes with bio-based, and innovative solutions that provide radical changes to the world's most pressing issues.

During 2022, Octarine has shown good progress throughout the R&D pipeline. Furthermore, Octarine has used its bio-based tryptamine manufacturing platform to produce a new class of natural colours that are each vibrant, intensely coloured molecules in highly sought after and difficult to source colours (purple, pink, dark blue, dark green) and have potent value-added bioactivities including anti-microbial and antioxidant activity. They are ideal molecules to serve the growing demand for natural colours to solve our reliance on environmentally hazardous, petrochemical derived colours by fulfilling growing consumer demand for sustainable options. This program has enabled us to pivot into a broader business strategy and potentially enable commercial collaborations within several sectors including textile, functional material, and personal care.

### **Financial review**

The company's income statement for the year ended 31 December 2022 shows a loss of DKK 9,671,375, and the balance sheet at 31 December 2022 shows negative equity of DKK 3,144,841.

Management considers the Company's financial performance in the year satisfactory and in line with the budget and strategic directions.

### **Financing**

During 2022 investors injected further capital into the Company through the issuance of convertible debt structured as a two-tranche transaction. The first tranche was closed in 2022 and the second tranche is anticipated to close during the second or third quarter of 2023 with additional funding. Furthermore, the Company was again awarded an Innobooster grant from The Innovation Foundation.

The Company's budget for 2023 shows funding needs that exceed the Company's cash and net working capital position as of 31 December 2022.

We anticipate, however, that the above convertible financing package will ensure the Company's operating activities well into 2024. Furthermore, commercial traction around our colour program also lead us to assume that certain future R&D activities would be jointly developed with collaboration partners resulting in a gradual decrease in our future R&D burn rate.

Based on this, it is Management's assessment that the Company's Annual Report may be presented under the going concern assumption.





## **Management's review**

### **Significant events occurring after the end of the financial year**

No events have occurred after the balance sheet date which could significantly affect the company's financial position.



## **Accounting policies**

The annual report of Octarine Bio ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B and the Accounting Standard on small enterprises, as well as provisions applying to reporting class C entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2022 is presented in DKK.

### **Basis of recognition and measurement**

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

### **Public grants**

Grants for research and development costs which are recognised directly in the income statement are recognised as other operating income in step with the costs to which the grants relate being incurred.

## **Income statement**

### **Gross profit**

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, production costs and other operating income.



## **Accounting policies**

### **Revenue**

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

### **Other operating income**

Other operating income comprises items of a secondary nature relative to the company's activities, including gains on the sale of intangible assets and items of property, plant and equipment.

Public grants to cover expenses are recognised in the income statement when it is deemed likely that all grant criteria have been met. Grants which must be repaid under certain circumstances are recognised only when they are not expected to be repaid.

### **Administrative costs**

Administrative costs comprise expenses for Management, administrative staff, office expenses, depreciation, etc.

### **Staff costs**

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

### **Amortisation, depreciation and impairment losses**

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

### **Research and development costs**

Research costs comprises costs not satisfying the criteria for capitalisation. Research costs comprise salaries, patent costs, consultancy fee and clinical trial costs etc.

Development costs comprise costs relating to development projects that do not qualify for recognition in the balance sheet and amortisation of recognised development projects.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses on foreign currency transactions etc.



## Accounting policies

### Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Tax of the year includes tax credit for costs incurred in connection with research and development activities under the Danish Credit Regime.

### Balance sheet

#### Intangible assets

##### *Patents and licences*

Patents and licences are measured at cost less accumulated amortisation and impairment losses. Patents are amortised on a straight-line basis over the remaining patent period, and licences are amortised over the term of the licence, however not more than years.

Gains and losses on the disposal of patents and licences are determined as the difference between the selling price less costs to sell and the carrying amount at the date of disposal. Gains or losses are recognised in the income statement as other operating income or other operating expenses, respectively.

#### Tangible assets

Items of plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	5 years
Leasehold improvements	5 years

Assets costing less than DKK 31,000 are expensed in the year of acquisition.

Gains or losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses, respectively.



## Accounting policies

### Other investments

Deposits are measured at cost.

### Impairment of fixed assets

The carrying amount of intangible assets, items of property, plant and equipment and investments in subsidiaries, associates and participating interests is tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

### Receivables

Receivables are measured at amortised cost.

### Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

### Cash and cash equivalents

Cash and cash equivalents comprise cash.

### Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

### Liabilities

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



## **Accounting policies**

Other liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

### **Deferred income**

Deferred income recognised under 'Current liabilities' comprises payments received concerning income in subsequent financial years.



## Income statement 1 January 2022 - 31 December 2022

	Note	2022 DKK	2021 DKK
<b>Gross profit</b>		<b>1,378,113</b>	<b>1,681,548</b>
Research and development costs		-10,699,913	-8,638,705
Administrative costs		<u>-1,499,995</u>	<u>-762,154</u>
<b>Profit/loss before financial income and expenses</b>		<b>-10,821,795</b>	<b>-7,719,311</b>
Financial costs		<u>-926,861</u>	<u>-308,053</u>
<b>Profit/loss before tax</b>		<b>-11,748,656</b>	<b>-8,027,364</b>
Tax on profit/loss for the year	3	<u>2,077,281</u>	<u>1,608,738</u>
<b>Net profit/loss for the year</b>		<b><u>-9,671,375</u></b>	<b><u>-6,418,626</u></b>
Retained earnings		<u>-9,671,375</u>	<u>-6,418,626</u>
		<b><u>-9,671,375</u></b>	<b><u>-6,418,626</u></b>



## Balance sheet at 31 December 2022

	Note	2022 DKK	2021 DKK
<b>Assets</b>			
Acquired licenses		<u>131,034</u>	<u>917,241</u>
<b>Intangible assets</b>	4	<u><b>131,034</b></u>	<u><b>917,241</b></u>
Other fixtures and fittings, tools and equipment		1,201,137	189,985
Leasehold improvements		<u>769,476</u>	<u>14,025</u>
<b>Tangible assets</b>	5	<u><b>1,970,613</b></u>	<u><b>204,010</b></u>
Deposits		<u>621,316</u>	<u>59,702</u>
<b>Fixed asset investments</b>		<u><b>621,316</b></u>	<u><b>59,702</b></u>
<b>Total non-current assets</b>		<u><b>2,722,963</b></u>	<u><b>1,180,953</b></u>
Trade receivables		205,923	7,710
Other receivables		1,035,845	851,855
Corporation tax		<u>2,089,466</u>	<u>1,685,141</u>
<b>Receivables</b>		<u><b>3,331,234</b></u>	<u><b>2,544,706</b></u>
<b>Cash at bank and in hand</b>		<u><b>9,285,855</b></u>	<u><b>10,950,275</b></u>
<b>Total current assets</b>		<u><b>12,617,089</b></u>	<u><b>13,494,981</b></u>
<b>Total assets</b>		<u><u><b>15,340,052</b></u></u>	<u><u><b>14,675,934</b></u></u>





## Balance sheet at 31 December 2022

	Note	2022 DKK	2021 DKK
<b>Equity and liabilities</b>			
Share capital		57,167	57,167
Retained earnings		-3,202,008	6,469,368
<b>Equity</b>		<b>-3,144,841</b>	<b>6,526,535</b>
Convertible and profit-yielding instruments of debt		3,176,487	3,028,571
Deposits		300,000	0
<b>Total non-current liabilities</b>	6	<b>3,476,487</b>	<b>3,028,571</b>
Convertible and profit-yielding instruments of debt	6	14,148,789	3,716,675
Trade payables		762,252	926,722
Other payables		97,365	477,431
<b>Total current liabilities</b>		<b>15,008,406</b>	<b>5,120,828</b>
<b>Total liabilities</b>		<b>18,484,893</b>	<b>8,149,399</b>
<b>Total equity and liabilities</b>		<b>15,340,052</b>	<b>14,675,934</b>



## Statement of changes in equity

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2022	57,167	6,469,367	6,526,534
Net profit/loss for the year	0	-9,671,375	-9,671,375
<b>Equity at 31 December 2022</b>	<b><u>57,167</u></b>	<b><u>-3,202,008</u></b>	<b><u>-3,144,841</u></b>



## Notes

### 1 Uncertainty about the continued operation (going concern)

During 2022 investors injected further capital into the Company through the issuance of convertible debt structured as a two-tranche transaction. The first tranche was closed in 2022 and the second tranche is anticipated to close during the second or third quarter of 2023 with additional funding. Furthermore, the Company was again awarded an Innobooster grant from The Innovation Foundation.

The Company's budget for 2023 shows funding needs that exceed the Company's cash and net working capital position as of 31 December 2022.

We anticipate, however, that the above convertible financing package will ensure the Company's operating activities well into 2024. Furthermore, commercial traction around our colour program also lead us to assume that certain future R&D activities would be jointly developed with collaboration partners resulting in a gradual decrease in our future R&D burn rate.

Based on this, it is Management's assessment that the Company's Annual Report may be presented under the going concern assumption.



## Notes

	2022 DKK	2021 DKK
<b>2 Staff</b>		
Wages and Salaries	5,175,416	4,390,787
Pensions	425,952	270,728
Other social security expenses	51,215	34,880
Other staff expenses	98,711	72,552
	<u>5,751,294</u>	<u>4,768,947</u>

Wages and Salaries, pensions, other social security expenses and other staff expenses are recognised in the following items:

Research and development expenses	5,324,082	4,668,383
Administrative expenses	427,212	100,564
	<u>5,751,294</u>	<u>4,768,947</u>

Average number of employees	<u>9</u>	<u>7</u>
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	2022 DKK	2021 DKK
<b>3 Tax on profit/loss for the year</b>		
Current tax for the year	-2,077,281	-1,608,738
	<u>-2,077,281</u>	<u>-1,608,738</u>

## 4 Intangible assets

	<u>Acquired licenses</u>
Cost at 1 January 2022	<u>1,900,000</u>
Cost at 31 December 2022	<u>1,900,000</u>



## Notes

### 4 Intangible assets (Fortsat)

	<u>Acquired licenses</u>
Impairment losses and amortisation at 1 January 2022	982,759
Depreciation for the year	<u>786,207</u>
Impairment losses and amortisation at 31 December 2022	<u>1,768,966</u>
<b>Carrying amount at 31 December 2022</b>	<b><u><u>131,034</u></u></b>

### 5 Tangible assets

	<u>Other fixtures and fittings, tools and equipment</u>	<u>Leasehold improvements</u>
Cost at 1 January 2022	234,788	18,495
Additions for the year	<u>1,157,160</u>	<u>840,370</u>
Cost at 31 December 2022	<u>1,391,948</u>	<u>858,865</u>
Impairment losses and depreciation at 1 January 2022	44,803	4,470
Depreciation for the year	<u>146,008</u>	<u>84,919</u>
Impairment losses and depreciation at 31 December 2022	<u>190,811</u>	<u>89,389</u>
<b>Carrying amount at 31 December 2022</b>	<b><u><u>1,201,137</u></u></b>	<b><u><u>769,476</u></u></b>



## Notes

### 6 Long term debt

	Debt at 1 January 2022	Debt at 31 December 2022	Instalment next year	Debt outstanding after 5 years
Convertible and profit-yielding instruments of debt	6,745,246	17,325,276	14,148,789	0
Deposits	<u>0</u>	<u>300,000</u>	<u>0</u>	<u>0</u>
	<u><b>6,745,246</b></u>	<u><b>17,625,276</b></u>	<u><b>14,148,789</b></u>	<u><b>0</b></u>

### 7 Rent and lease liabilities

	2022 DKK	2021 DKK
Operating lease liabilities, 28 months' notice (3 months)	<u>3,178,490</u>	<u>130,000</u>
	<u><b>3,178,490</b></u>	<u><b>130,000</b></u>

### 8 Contingent liabilities

#### Other contingent liabilities not recognised in balance sheet

The company has no contingent liabilities.