



Cirql Biomedical Contraception ApS

Ole Maaløes Vej 3, 3.
2200 København N
CVR no. 39 86 57 69

Annual report for 2023

Adopted at the annual general meeting on 21 May 2024

Frederik Petursson Madsen
chairman

Table of contents

	Page
Statements	
Statement by management on the annual report	1
Independent auditor's report	2
Management's review	
Company details	5
Management's review	6
Financial statements	
Anvendt regnskabspraksis	7
Resultatopgørelse 1 January - 31 December	11
Balance 31 December	12
Statement of changes in equity	14
Notes	15

Statement by management on the annual report

The Board of directors and executive board have today discussed and approved the annual report of Cirqlø Biomedical Contraception 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 company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

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, 21 May 2024

Executive board

Thomas Crouzier

Frederik Petursson Madsen

Board of directors

Jesper Boysen
chairman

Thomas Crouzier

Frederik Petursson Madsen

Independent auditor's report

To the Shareholders of Cirqlø Biomedical Contraception ApS

Opinion

We have audited the financial statements of Cirqlø Biomedical Contraception ApS for the financial year 1 January - 31 December 2023, 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 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 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.

Independent auditor's report

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.

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.

Frederikssund, 21 May 2024

LPOG ApS

Statsautoriserede Revisorer
CVR no. 33 16 72 88

Anders Pedersen
State Authorised Public Accountant
mne34550

Company details

The company

Cirqlе Biomedical Contraception ApS
Ole Maaløes Vej 3, 3.
2200 København N

CVR no.: 39 86 57 69

Reporting period: 1 January - 31 December 2023

Incorporated: 11 September 2018

Domicile: Copenhagen

Board of directors

Jesper Boysen, chairman
Thomas Crouzier
Frederik Petursson Madsen

Executive board

Thomas Crouzier
Frederik Petursson Madsen

Auditors

LPOG ApS
Statsautoriserede Revisorer
Kilde Alle 22, 3. sal
3600 Frederikssund

Management's review

Business review

Cirqlø is a life science company focused on the research, development and commercialization of mucus engineering technologies for biomedical applications. The most advanced candidate in our technology pipeline is a novel treatment that harnesses the natural mucus barrier for fertility management. Cirqlø has entered into a co-development and worldwide licensing agreement with Organon, a global healthcare company that primarily focuses on women's health, to advance its technology in contraception.

Financial review

The company's income statement for the year ended 31 December 2023 shows a loss of DKK 15.984.818, and the balance sheet at 31 December 2023 shows equity of DKK 34.366.383.

The company's liquidity for 2024 is sufficient to maintain the company's operating activities and the company can continue to fulfill its obligations as they are due.

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.

Anvendt regnskabspraksis

The annual report of Cirqlø Biomedical Contraception ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B entities, as well as provisions applying to reporting class C entities.

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

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.

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.

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 other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold 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 fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Raw materials and consumables

Costs of raw materials and consumables include the raw materials and consumables used in generating the year's revenue.

Anvendt regnskabspraksis

Other operating income

The item other operating income includes items of a secondary nature relative to the company's activities, including gains on the sale of equipment, grants, as well as payroll refunds.

Other external expenses

Other external costs include expenses related to sale, advertising, administration, premises 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.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses and foreign currency transactions.

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.

Anvendt regnskabspraksis

Balance sheet

Tangible assets

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.

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

	Useful life
Other fixtures and fittings, tools and equipment	3 years

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale.

Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

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 is impaired, an impairment loss for that individual asset is recognised.

Cash and cash equivalents

Cash and cash equivalents comprise deposits at banks.

Anvendt regnskabspraksis

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.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Liabilities

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

Resultatopgørelse 1 January - 31 December

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> TDKK
Gross profit		-12.848.480	62.142
Staff costs	1	-8.379.304	-3.399
Depreciation, amortisation and impairment of equipment		<u>-8.356</u>	<u>0</u>
Profit/loss before net financials		-21.236.140	58.743
Financial income	2	1.040.814	65
Financial costs	3	<u>-592.683</u>	<u>-440</u>
Profit/loss before tax		-20.788.009	58.368
Tax on profit/loss for the year	4	<u>4.803.191</u>	<u>-10.686</u>
Profit/loss for the year		<u>-15.984.818</u>	<u>47.682</u>
 Recommended appropriation of profit/loss			
Retained earnings		<u>-15.984.818</u>	<u>47.682</u>
		<u>-15.984.818</u>	<u>47.682</u>

Balance 31 December

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> TDKK
Assets			
Other fixtures and fittings, tools and equipment	5	51.804	0
Tangible assets		51.804	0
Deposits	6	479.784	110
Fixed asset investments		479.784	110
Total non-current assets		531.588	110
Receivables from subsidiaries		0	12.204
Other receivables		701.338	445
Deferred tax asset		1.020.105	0
Joint taxation contributions receivable		3.868.716	0
Receivables		5.590.159	12.649
Cash at bank and in hand		39.813.986	57.460
Total current assets		45.404.145	70.109
Total assets		45.935.733	70.219

Balance 31 December

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> TDKK
Equity and liabilities			
Share capital		44.171	44
Retained earnings		34.322.212	50.306
Equity		<u>34.366.383</u>	<u>50.350</u>
Other payables		8.068.885	7.477
Total non-current liabilities	7	<u>8.068.885</u>	<u>7.477</u>
Trade payables		2.369.659	1.204
Payables to subsidiaries		184.053	0
Corporation tax		0	10.686
Other payables		946.753	502
Total current liabilities		<u>3.500.465</u>	<u>12.392</u>
Total liabilities		<u>11.569.350</u>	<u>19.869</u>
Total equity and liabilities		<u><u>45.935.733</u></u>	<u><u>70.219</u></u>
Contingent liabilities	8		
Mortgages and collateral	9		

Statement of changes in equity

	Share capital	Retained earnings	Total
Equity	44.171	50.307.030	50.351.201
Net profit/loss for the year	0	-15.984.818	-15.984.818
Equity	44.171	34.322.212	34.366.383

Notes

	<u>2023</u>	<u>2022</u>
	DKK	TDKK
1 Staff costs		
Wages and salaries	7.491.006	3.088
Pensions	334.179	271
Other social security costs	554.119	40
	<u>8.379.304</u>	<u>3.399</u>
Number of fulltime employees on average	<u>9</u>	<u>5</u>
2 Financial income		
Interest received from subsidiaries	5.431	3
Other financial income	1.035.383	62
	<u>1.040.814</u>	<u>65</u>
3 Financial costs		
Other financial costs	592.683	440
	<u>592.683</u>	<u>440</u>
4 Tax on profit/loss for the year		
Current tax for the year	-3.868.716	10.686
Deferred tax for the year	-1.020.105	0
Adjustment of tax concerning previous years	85.630	0
	<u>-4.803.191</u>	<u>10.686</u>

Notes

5 Tangible assets

	<u>Other fixtures and fittings, tools and equipment</u>
Cost	0
Additions for the year	<u>60.160</u>
Cost	<u>60.160</u>
Impairment losses and depreciation	0
Depreciation for the year	<u>8.356</u>
Impairment losses and depreciation	<u>8.356</u>
Carrying amount	<u><u>51.804</u></u>

Notes

6 Fixed asset investments

	Deposits
Cost	109.692
Additions for the year	370.092
Cost	479.784
Carrying amount	479.784

7 Long term debt

	Debt at 1 January 2023	Debt at 31 December 2023	Instalment next year	Debt outstanding after 5 years
Other payables	7.476.671	8.068.885	0	0
	7.476.671	8.068.885	0	0

Notes

8 Contingent liabilities

The company is jointly taxed with parent company, Cirqlø Biomedical Holding ApS. The company has joint and several unlimited liability for Danish corporation taxes within the joint taxation.

The company has entered into a lease with the following amounts:

Term to maturity in 3 months with an average payment of DKK 188 thousand, totalling DKK 564 thousand.

9 Mortgages and collateral

The Company has no mortgages and collateral.

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registreret, og informationerne er listet herunder.

“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Frederik Petursson Madsen

Bestyrelsesmedlem

Serienummer: 3473f95d-0b24-490a-970c-4616dc72c09f

IP: 185.168.xxx.xxx

2024-05-24 10:58:21 UTC



Frederik Petursson Madsen

Direktør

Serienummer: 3473f95d-0b24-490a-970c-4616dc72c09f

IP: 185.168.xxx.xxx

2024-05-24 10:58:21 UTC



Thomas Cruzier

Bestyrelsesmedlem

Serienummer: 2ff4aadb8787ef[...]566243c1215ce

IP: 94.191.xxx.xxx

2024-05-26 22:04:16 UTC



Thomas Cruzier

Direktør

Serienummer: 2ff4aadb8787ef[...]566243c1215ce

IP: 94.191.xxx.xxx

2024-05-26 22:04:16 UTC



Jesper Boysen

Bestyrelsesformand

Serienummer: fe2c698c-6eb9-426d-ab89-2d45bc780e45

IP: 128.76.xxx.xxx

2024-05-27 15:20:04 UTC



Anders Pedersen

LPOG ApS STATS AUTORISEREDE REVISORER CVR: 33167288

Statsautoriseret revisor

Serienummer: 4e12ba13-4531-48d9-8e96-e7c463c58f2e

IP: 217.116.xxx.xxx

2024-05-27 15:50:24 UTC



Penneo dokumentnøgle: 3VL66-41Q16-E5MYB-1E1Y4-87AV6-GV1OP

Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstempelt med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service <penneo@penneo.com>**. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser indlejret i dokumentet ved at anvende Penneos validator på følgende websted: **https://penneo.com/validator**

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registreret, og informationerne er listet herunder.

"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

Frederik Petursson Madsen

Dirigent

Serienummer: 3473f95d-0b24-490a-970c-4616dc72c09f

IP: 35.149.xxx.xxx

2024-05-27 16:14:51 UTC



Penneo dokumentnøgle: 3YL66-41Q16-E5MYB-1E1Y4-87AV6-GV1OP

Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstempelt med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service <penneo@penneo.com>**. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser indlejret i dokumentet ved at anvende Penneos validator på følgende websted: **https://penneo.com/validator**