



Cirql Biomedical Contraception ApS

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

Annual report for 2022

Adopted at the annual general meeting on 26 June 2023

Frederik Petursson Madsen
chairman

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Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of Cirqlø Biomedical Contraception 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, 26 June 2023

Executive board

Thomas Crouzier

Frederik Petursson Madsen

Supervisory board

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 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.

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, 26 June 2023

LPOG ApS

Statsautoriserede Revisorer
CVR no. 33 16 72 88

Anders Pedersen
State Authorised Public Accountant
MNE no. 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 2022

Incorporated: 11 September 2018

Domicile: Copenhagen

Supervisory board

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

Cirqla 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.

Financial review

The company's income statement for the year ended 31 December 2022 shows a profit of DKK 47.682.044, and the balance sheet at 31 December 2022 shows equity of DKK 50.351.201.

The year financial statement is positive affected by research collaboration and license agreement between the company and Organon.

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 Cirqlø Biomedical Contraception ApS for 2022 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.

Expenses for raw materials and consumables

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

Accounting policies

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 intangible assets and items of property, plant and equipment, grants, as well as payroll refunds.

Other external costs

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 relating to the financial year. Net financials include interest income and expenses.

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.

Balance sheet

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 cash and deposits at banks.

Accounting policies

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 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.

Income statement 1 January - 31 December

	Note	2022 DKK	2021 TDKK
Gross profit		62.142.237	-5.696
Staff costs	1	-3.399.001	-2.803
Profit/loss before net financials		58.743.236	-8.499
Financial income	2	65.131	5
Financial costs	3	-440.153	-287
Profit/loss before tax		58.368.214	-8.781
Tax on profit/loss for the year	4	-10.686.170	1.573
Profit/loss for the year		47.682.044	-7.208
 Recommended appropriation of profit/loss			
Retained earnings		47.682.044	-7.208
		47.682.044	-7.208

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> DKK	<u>2021</u> TDKK
Assets			
Deposits		109.692	49
Fixed asset investments		109.692	49
Total non-current assets		109.692	49
Receivables from subsidiaries		12.204.491	66
Other receivables		444.995	370
Corporation tax		0	1.632
Receivables		12.649.486	2.068
Cash at bank and in hand		57.459.753	1.512
Total current assets		70.109.239	3.580
Total assets		70.218.931	3.629

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> DKK	<u>2021</u> TDKK
Equity and liabilities			
Share capital		44.174	40
Retained earnings		50.307.027	-4.403
Equity		<u>50.351.201</u>	<u>-4.363</u>
Other payables		7.476.671	7.129
Total non-current liabilities	5	<u>7.476.671</u>	<u>7.129</u>
Trade payables		1.204.306	587
Corporation tax		10.686.170	0
Other payables		500.583	276
Total current liabilities		<u>12.391.059</u>	<u>863</u>
Total liabilities		<u>19.867.730</u>	<u>7.992</u>
Total equity and liabilities		<u><u>70.218.931</u></u>	<u><u>3.629</u></u>
Contingent liabilities	6		
Mortgages and collateral	7		

Statement of changes in equity

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2022	40.000	-4.403.865	-4.363.865
Cash capital increase	4.174	7.028.848	7.033.022
Net profit/loss for the year	0	47.682.044	47.682.044
Equity at 31 December 2022	<u>44.174</u>	<u>50.307.027</u>	<u>50.351.201</u>

Notes

	<u>2022</u>	<u>2021</u>
	DKK	TDKK
1 Staff costs		
Wages and salaries	3.088.214	2.493
Pensions	270.957	272
Other social security costs	39.830	38
	<u>3.399.001</u>	<u>2.803</u>
Average number of employees	<u>5</u>	<u>5</u>
2 Financial income		
Interest received from subsidiaries	2.749	5
Other financial income	62.382	0
	<u>65.131</u>	<u>5</u>
3 Financial costs		
Other financial costs	440.153	287
	<u>440.153</u>	<u>287</u>
4 Tax on profit/loss for the year		
Current tax for the year	10.686.170	-1.632
Adjustment of tax concerning previous years	0	59
	<u>10.686.170</u>	<u>-1.573</u>

Notes

5 Long term debt

	Debt at 1 January 2022	Debt at 31 December 2022	Instalment next year	Debt outstanding after 5 years
Other payables	7.128.512	7.476.671	0	0
	<u>7.128.512</u>	<u>7.476.671</u>	<u>0</u>	<u>0</u>

6 Contingent liabilities

The company is jointly taxed with parent company, Circle 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 3-5 months with an average payment of DKK 99 thousand, totalling DKK 446 thousand.

7 Mortgages and collateral

The Company has no mortgages and collateral.

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Jesper Boysen

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Frederik Petursson Madsen

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Frederik Petursson Madsen

Direktør

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2023-06-26 14:57:37 UTC



THOMAS CROUZIER

Bestyrelsesmedlem

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IP: 199.125.xxx.xxx

2023-06-28 08:42:55 UTC



THOMAS CROUZIER

Direktør

Serienummer: 19830113xxxx

IP: 199.125.xxx.xxx

2023-06-28 08:42:55 UTC



Anders Pedersen - 33167288

Statsautoriseret revisor

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Frederik Petursson Madsen

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