

Metaceutic ApS

Vandtårnsvej 77, 2860 Søborg

CVR no. 40 63 83 50

**Annual report for the period
1 January to 31 December 2021**

Adopted at the annual general meeting on 11 May
2022

Jan Greve
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 Metaceutic ApS for the financial year 1 January - 31 December 2021.

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 2021 and of the results of the company's operations for the financial year 1 January - 31 December 2021.

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

The financial statements have not been audited. Management considers the criteria for not auditing the financial statements to be met.

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

Gladsaxe, 3 May 2022

Executive board

Ali Kazemi Seresht

Supervisory board

Jan Greve
chairman

Ali Kazemi Seresht

Jakob Saabye-Brøndum

Kim Erik Ginnerup

Auditor's report on compilation of the financial statements

To the shareholder of Metaceutic ApS

We have compiled the financial statements of Metaceutic ApS for the financial year 1 January - 31 December 2021 based on the company's bookkeeping records and other information made available by enterprise.

The financial statements comprises a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes.

We performed the engagement in accordance with ISRS 4410, Compilation Engagements.

We have applied our professional expertise to assist the enterprise in the preparation and presentation of the financial statements in accordance with the Danish Financial Statements Act. We complied with the relevant provisions of the Danish Act on Approved Auditors and with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), including principles relating to integrity, objectivity, professional competence and due care.

The financial statements and the accuracy and completeness of the information used to compile the financial statements are the enterprise's responsibility.

As a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information provided by enterprise for our compilation of the financial statements. Accordingly, we do not express an audit or a review conclusion on whether the financial statements have been prepared in accordance with the Danish Financial Statements Act.

Copenhagen, 3 May 2022

Baker Tilly Denmark
Godkendt Revisionspartnerselskab
CVR no. 35 25 76 91

Michael Brink Larsen
statsautoriseret revisor
MNE no. mne23256

Company details

The company	Metaceutic ApS Vandtårnsvej 77 2860 Søborg CVR no.: 40 63 83 50 Reporting period: 1 January - 31 December 2021 Incorporated: 4 July 2019 Domicile: Gladsaxe
Supervisory board	Jan Greve, chairman Ali Kazemi Seresht Jakob Saabye-Brøndum Kim Erik Ginnerup
Executive board	Ali Kazemi Seresht
Auditors	Baker Tilly Denmark Godkendt Revisionspartnerselskab Poul Bundgaards Vej 1, 1. 2500 Valby

Management's review

Business review

Metaceutic ApS is a health-tech company focusing on developing health enhancing dietary food supplements and digital diagnostics solutions, that are functionally validated to predictably evaluate and alter specific parts of the gut microbiota to enhance cognitive function regarding mental stress remedy, sleep enhancement, appetite regulation, and general cognitive enhancement.

For more info, visit www.metaceutic.com , www.premindbiotics.com, www.niomi.dk

The fiscal year of 2021 has been an investment year in terms of building the foundation for future growth. The foundation consists of R&D, business development and market preparations.

There has been invested in the R&D behind the Premind@Biotics products, and an additional product has been released for sales in 2021. Several other products are in their testing phase in terms of efficacy and market readiness.

Extensive investments have been made in our gut profiling brand NIOMITM in terms of laboratory build up, digital data feedback and app-development. NIOMITM is has been released for beta-testing in 2021, is being released in DK early 2022.

Market preparations has been made for Germany and it is expected that Premind@Biotics will be launched for the German market in Q1 of 2022 through own webshop (www.premindbiotics.de) and selected retailers.

Financial review

The company's income statement for the year ended 31 December 2021 shows a loss of DKK 4.185.532, and the balance sheet at 31 December 2021 shows equity of DKK 2.066.381.

The company is pr. January 1, 2021 merged with the parent company Meta Corporation ApS

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.

Income statement 1 January - 31 December

	Note	2021 DKK (12 months)	2019/20 DKK (18 months)
Gross profit		-2.188.780	-541.412
Staff costs	1	-2.003.425	-861.345
Profit/loss before net financials		-4.192.205	-1.402.757
Financial income		30.821	0
Financial costs		-24.148	-35.088
Profit/loss before tax		-4.185.532	-1.437.845
Tax on profit/loss for the year		0	0
Profit/loss for the year		-4.185.532	-1.437.845
Recommended appropriation of profit/loss			
Retained earnings		-4.185.532	-1.437.845
		-4.185.532	-1.437.845

Balance sheet 31 December

	Note	2021	2020
		DKK	DKK
Assets			
Deposits		56.700	54.000
Fixed asset investments		56.700	54.000
Total non-current assets		56.700	54.000
Finished goods and goods for resale		1.569.723	886.800
Stocks		1.569.723	886.800
Other receivables		61.206	148.860
Receivables		61.206	148.860
Cash at bank and in hand		808.275	272.748
Total current assets		2.439.204	1.308.408
Total assets		2.495.904	1.362.408

Balance sheet 31 December

	Note	2021	2020
		DKK	DKK
Equity and liabilities			
Share capital		2.050.775	2.040.000
Retained earnings		15.606	-1.437.845
Equity		2.066.381	602.155
Payables to subsidiaries		0	81.620
Payables to shareholders and management		106.630	134.237
Other payables		322.893	544.396
Total current liabilities		429.523	760.253
Total liabilities		429.523	760.253
Total equity and liabilities		2.495.904	1.362.408
Contingent liabilities	2		

Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	2.040.000	-1.437.845	602.155
Net effect from merger and acquisition under the uniting of interests method	0	4.080.383	4.080.383
Adjusted equity at 1 January	2.040.000	2.642.538	4.682.538
Cash capital increase	10.775	1.558.600	1.569.375
Net profit/loss for the year	0	-4.185.532	-4.185.532
Equity at 31 December	2.050.775	15.606	2.066.381

Notes

	2021 DKK (12 months)	2019/20 DKK (18 months)
1 Staff costs		
Wages and salaries	1.945.136	829.854
Pensions	24.000	26.000
Other social security costs	34.289	5.491
	2.003.425	861.345
Average number of employees	4	2

2 Contingent liabilities

The company is jointly taxed with A. Kazemi ApS and jointly and severally liable with other jointly taxed entities for the payment of income taxes as well as for payment of withholding taxes on dividends, interest and royalties.

Accounting policies

The annual report of Metaceutic ApS for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, 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.

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.

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, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

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.

Accounting policies

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.

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.

Other external costs

Other external costs include expenses related to distribution, 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. The item is net of refunds made by public authorities.

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, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

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

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

The cost of goods for resale, raw materials and consumables comprises the purchase price plus delivery costs.

Accounting policies

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct cost of labour and production/production overheads.

The net realisable value of stocks is calculated as the expected selling price less direct costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

Receivables

Receivables are measured at amortised cost.

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.