

Bacthera Denmark A/S

CVR no. 40697322

**Kogle Alle 6
2970 Hørsholm
Danmark**

**Annual report
for the period ended 31 December 2020**
(Financial year September 1, 2019 - December 31, 2020)

**Adopted at the Company's Annual General Meeting
on 30 June 2021**

DocuSigned by:

Andre Heer

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Chairman Andre Heer

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Company details

Company:	Bacthera Denmark A/S
CVR no:	40697322
Registered address:	Kogle Alle 6 2970 Hørsholm Danmark
Telephone:	+(45) 70 22 60 60
Website:	https://www.bacthera.com/
Incorporated	07 August 2019
Financial period:	1 September 2019 – 31 December 2020
Executive Board:	Giuseppe Codamo (Director)
Board of Directors:	Lise Skaarup Mortensen André Goerke Peter Droc Christian Barker Thomas Schafer Stefan Heinz Stoffel
Auditor:	KPMG P/S Dampfærgevej 28 2100 København Ø

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Management's review

BacThera Denmark A/S was incorporated on 7. August 2019. The company is 100% owned by BacThera AG.

The company's 2020 financial year covers the period 1. September 2019 – 31. December 2020.

BacThera Denmark A/S ("Bacthera") has the purpose to enable customers to bring life-changing Live Biotherapeutic treatments to patients. The services offered to customers spans across the live biotherapeutic value chain, from technical development right through to cGMP manufacture and release of drug substance and drug product. Bacthera has in 2021 completed building manufacturing capabilities to deliver drug substance clinical supply material to our customers.

The organisation consists of highly skilled and committed employees who are working to establish new competences and expand operations. Bacthera is investing in development of our employees and managers to ensure that competences development is in line with growth ambitions.

For Bacthera, the development of new science to support our customers is important, therefore Bacthera will protect knowhow through patenting where possible.

Risk management is an integrated part of the way we run the company. Management is evaluating and addressing key risks and takes appropriate mitigation actions as required.

In support of our manufacturing activities, production risk, product safety and quality assurance processes are carefully addressed in this connection.

Bacthera is committed to our employees' wellbeing and safety. Several initiatives has been implemented including preventive action, monitoring and follow-up on incidents.

As Bacthera is an international company it is exposed to financial risks relating to currency and interest rate fluctuations, funding, liquidity, credit and counterparty risk. Legal risks may also arise as part of ordinary course of business.

Results

Research and development spending were DKK 71 million.

BacThera Denmark A/S's results before tax present a profit of DKK 7.271 million. The result after tax amounts to DKK 5.670 million in the financial year.

The number of employees amounts to 42 at the end of the financial year.

Management regards the results for the financial year as satisfactory and in accordance with expectations.

Capital structure

On 31 December 2020 equity amounts to DKK 60 million, equal to an equity ratio of 39%. No dividend has been paid out to the parent company.

Funding of activities comes solely from a Transfer Pricing agreement with the parent company.

Outlook

The results for the financial year 2020 are in accordance with our expectations. The company continues to be in a buildup phase and expects a gradual increase in activities in the coming financial year.

Effects of Covid-19

Since Bacthera is in the healthcare business we take the Covid-19 issue extremely serious. A detailed security plan was worked out for Bacthera Denmark A/S and continuously updated on the company Intranet. The security measures included, amongst others:

- All functions were asked to work from home unless their presence was needed (e.g. lab employees),
- For employees that had to be present in the office, specific hygiene and distance measures had to be respected,
- Travel to and from Denmark was restricted to the absolutely necessary minimum.

The built-out of the GMP Drug Substance Facility (Agern Allé) was finalized in Q4 2020, but the inspection by the Danish health authorities had to be postponed to Q1 2021 due to Covid-19 related delayed delivery of equipment.

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Statement by Management and Board of Directors

Today the Board of Directors and Board of Executives have discussed and approved the Annual Report of Bacthera Denmark ApS for the financial year 1 September 2019 - 31 December 2020.

The Annual Report is presented 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 2020 and of the results of the Company's operations for the financial year 1 September 2019 - 31 December 2020.

The Management's Review includes in our opinion a fair presentation of the matters dealt with in the Review.

We recommend the Annual Report be approved at the Annual General Meeting.

Hørsholm, 30 June 2021

Executive Board:

DocuSigned by:
Joe Codamo
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Giuseppe Codamo (Director)

Board of Directors:

DocuSigned by:
Lise Skaarup Mortensen
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Lise Skaarup Mortensen

DocuSigned by:
Andre Goerke
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André Goerke

DocuSigned by:
Peter Droc
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Peter Droc

DocuSigned by:
Christian Barker
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Christian Barker

DocuSigned by:
Thomas Schäfer
957F374A9432440...
Thomas Schafer

DocuSigned by:
Stefan Stoffel
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Stefan Heinz Stoffel

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Independent auditor's report

To the Shareholder of Bacthera Denmark A/S

Opinion

We have audited the financial statements of Bacthera Denmark A/S for the financial year 1 September 2019 – 31 December 2020, comprising income statement, balance sheet, statement of equity and notes, including accounting policies. The financial statements are 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 assets, liabilities and financial position at 31 December 2020 and of the results of the Company's operations for the financial year 1 September 2019 – 31 December 2020 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 rules and requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility 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 that Management determines is necessary to enable the preparation of 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 as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made on the basis of these financial statements.

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 company 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.

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Independent auditor's report

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

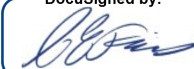
Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 30 June 2021

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

DocuSigned by:


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Christian Engelbrecht Friis

State Authorised

Public Accountant

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Income statement

	Notes	Period ended	
		12/31/2020 DKK'000	8/31/2019 DKK'000
Revenue	2	78,075	26,807
Research and development costs	3	(70,987)	(24,881)
Operating income		7,088	1,926
Other financial income	4	1,894	-
Other financial expenses	5	(971)	-
Intercompany expenses	6	(740)	-
Profit/loss before tax		7,271	1,926
Tax on profit/loss for the year	7	(1,601)	(424)
Profit/loss for the year		5,670	1,502
Proposed profit/loss distribution	8		

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Balance sheet

	Notes	As at	
		12/31/2020 DKK'000	8/31/2019 DKK'000
Assets			
Non-current assets			
Tangible assets	9		
Leasehold improvements		15,762	20,266
Fixtures and fittings, other plant and equipment		50,298	9,638
Assets under construction		69,721	33,719
Total tangible assets		135,781	63,623
Leasehold deposit		1,365	1,364
Total financial assets		1,365	1,364
Total non-current assets		137,146	64,987
Other receivables		10,957	-
Prepayments		141	-
		11,097	-
Cash		8,364	-
Total current assets		19,461	-
Total Assets		156,607	64,987
Equity and liabilities			
Equity			
Share capital		2,000	2,000
Retained earnings		56,753	51,083
Total equity		58,753	53,083
Liabilities			
Non-current liabilities			
Deferred tax liability	10	3,956	2,417
Payables to group enterprises		72,504	-
Other non-current liabilities		1,792	-
Total non-current liabilities		78,252	2,417
Current liabilities			
Trade payables		12,710	-
Payables to group enterprises		-	7,783
Income tax payable		127	52
Other payables	11	6,764	1,652
Total current liabilities		19,602	9,487
Total liabilities		97,854	11,904
Total Equity and Liabilities		156,607	64,987
Related parties	12		
Contingent liability	13		
Events after the balance sheet date	14		

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Statement of changes in Equity

Amounts in DKK '000

Equity

	Share capital	Retained earnings	Total equity
Equity at 31 August 2019	2,000	51,083	53,083
Profit for the year	-	5,670	5,670
Equity at 31 December 2020	2,000	56,753	58,753

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Notes to the financial statements

1 Accounting policies

The annual report of Bacthera Denmark A/S for the financial year 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 annual report for the financial year 2019/20 is presented in DKK 1,000.

Recognition and measurement

Income is recognized in the income statement when earned. This includes value adjustments of financial assets and liabilities which are measured at fair value or amortized cost. All costs are recognized which have been incurred in order to achieve the results for the year, including amortization, depreciation, provisions and reversals that result from changes in accounting estimates previously recognized in the income statement.

Assets are recognized in the balance sheet when it is probable as a result of prior events that future economic benefit will flow to the company, and the value of the asset can be measured reliably.

Liabilities are recognized in the balance sheet when the company has a legal or constructive obligation as a result of prior events, and it is probable that future economic benefits will flow out of the company, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Certain financial assets and liabilities are measured at amortized cost; thereby a constant effective discount rate is applied over the lifetime of the asset/liability. Amortized cost is measured as the initial cost less repayments and with addition/deduction of the accumulated amortization of the difference between cost and the nominal value. Thereby, capital gains or losses are allocated out over the entire lifetime of the asset/liability.

Predictable risks or losses arising before the time of presentation of the annual report and which confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange rate differences that arise between the rate at the transaction date and the rate in effect at the payment date or the rate of the balance sheet date are recognized in the income statement as financial income or financial expenses.

Income Statement

The income statement is classified by function.

Revenue

Prior year Revenue from the sales of manufactured goods and goods for resale was recognised in the income statement when delivery was made and the risk had passed on to the buyer, at latest on the balance sheet date and the income could be measured reliably. Revenue was recognised net of commission and sales discounts.

No Revenue is made in financial year 2019/2020. Research and development costs are funded by a Transfer Pricing agreement with the parent company at arms-length principle.

Research and development costs

Research and development costs include labor cost, amortization and other costs directly or indirectly associated with the company's research and development activities.

Development projects related to new products and processes that are clearly defined and identifiable, while having a high degree of technical utilization, sufficient resources and where a potential future market or development potential within the company can be proved, and where it is the intention to manufacture, market and utilize the project, are recognized as intangible assets if there is sufficient certainty that the capital value of future earnings will cover the production costs, sales and administrative expenses, as well as the development costs.

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Development projects that do not comply with the requirements for recognition in the balance sheet are recognized in the income statement as costs are incurred.

Financial income and expenses

Financial income and expenses include interest income and expenses, amortization income and expenses, and value adjustments of financial assets and transactions in foreign currencies.

Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognized in the income statement by the portion attributable to the profit for the year and recognized directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Tangible assets

Tangible assets are measured at cost with deduction of accumulated depreciation and impairment losses. Tangible assets under construction are measured at acquisition value and cost respectively. Cost comprises expenses for materials, direct labor costs and a share of indirect costs.

The basis of depreciation of tangible assets is cost less estimated residual value after the end of the useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Leasehold improvements	10 years
Plant and machinery	5-20 years

The book values of tangible assets are reviewed yearly to determine if there are any indications of value reductions other than that expressed by depreciation. An impairment test is performed if this is the case in order to assess whether the recoverable value is lower than the book value, and the value is written down to the recoverable value.

Borrowing costs in respect to construction of assets are capitalized when it takes more than a year for them to be ready for use.

Receivables

Receivables are measured at amortized cost, usually equaling nominal value less provisions for bad and doubtful debts. The provisions are based on a specific assessment of the individual receivable.

Other payables

Other liabilities are measured at amortized cost, which usually corresponds to nominal value.

Deferred tax

Deferred tax is recognized on all temporary differences between the carrying amount and the tax base of assets and liabilities. Deferred tax is measured based on current tax legislation and rates applying at the balance date. Where the measurement of the tax base can be conducted in accordance with alternative tax legislation, deferred tax is measured based on the planned life of the asset or liability.

Deferred tax assets, including the tax base of losses that may be carried forward, are measured at the value at which the asset is expected to be realized, either by settlement as tax or deducted in deferred tax liabilities.

Deferred tax assets and liabilities are offset within the same legal tax entity.

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2 Revenue

	2019/2020 DKK'000	2019 DKK'000
Revenue by geographical allocation:		
Denmark	-	26,807
Switzerland	78,075	-
	78,075	26,807
	78,075	26,807

The geographical segmentation is based on customer location.

3 Production, research and development costs, sales, marketing and administrative expenses as well as other operating income and other operating expenses

	2019/2020 DKK'000	2019 DKK'000
Staff expenses		
Research and development costs include wages and salaries etc., which are distributed as follows:		
Gross salaries	22,874	6,994
Holiday accrual	2,916	-
Social security	216	110
Employee benefits	31	-
Company pension contributions	2,424	707
Other staff cost	3,438	-
	31,899	7,811
	31,899	7,811

Average number of employees

	32	16
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Depreciation, amortisation and impairment/writedowns

Depreciation, amortisation and impairments/writedowns are included in production expenses, research and development costs, marketing and administrative expenses and are distributed as follows:

Research and development costs	8,957	4,617
	8,957	4,617
	8,957	4,617

4 Other financial income

	2019/2020 DKK'000	2019 DKK'000
Foreign exchange gains	(1,894)	-
	(1,894)	-
	(1,894)	-

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5 Other financial expenses

	2019/2020 DKK'000	2019 DKK'000
Foreign exchange losses	830	-
Bank interest	141	-
	<u>971</u>	<u>-</u>

6 Intercompany expenses

	2019/2020 DKK'000	2019 DKK'000
Interest expense on loan from related party	(740)	-
	<u>(740)</u>	<u>-</u>

7 Corporation tax and deferred tax

	2019/2020 DKK'000	2019 DKK'000
Corporate tax liability	62	52
Changes in deferred tax	1,539	372
	<u>1,601</u>	<u>424</u>

8 Distribution of results

	2019/2020 DKK'000	2019 DKK'000
Retained earnings	51,083	49,581
Net profit for the year	5,670	1,502
	<u>56,753</u>	<u>51,083</u>

Proposed profit/loss distribution

Dividend	-	-
Retained earnings	56,753	51,083
	<u>56,753</u>	<u>51,083</u>

9 Tangible assets

	Leasehold improvements DKK'000	Fixtures and fittings, other plant and equipment DKK'000	Assets under construction DKK'000	Total tangible assets DKK'000
Cost at September 1, 2019	20,266	9,638	33,719	63,623
Additions for the year		16,776	64,339	81,115
Transferred		28,337	(28,337)	-
Disposals for the year				-
Cost at December 31, 2020	<u>20,266</u>	<u>54,751</u>	<u>69,721</u>	<u>144,738</u>
Depreciation and impairment losses for the year	4,504	4,454	-	8,957
Depreciation and impairment losses at December 31, 2020	<u>4,504</u>	<u>4,454</u>	<u>-</u>	<u>8,957</u>
Carrying amount at December 31, 2020	<u>15,762</u>	<u>50,298</u>	<u>69,721</u>	<u>135,781</u>

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10 Deferred tax liability

	2019/2020	2019
	DKK'000	DKK'000
Deferred tax liability related to intangible and tangible assets	3,956	2,417
	3,956	2,417

11 Other payables

	2019/2020	2019
	DKK'000	DKK'000
Payroll related taxes and contributions	(3,874)	-
Expense claims - refundable to employees	(6)	-
Holiday accrual	(2,722)	(1,593)
Accrued expenses	(162)	(60)
	(6,764)	(1,653)

12 Related parties

The Company is included in the consolidated financial statements of the parent company Bacthera AG, business registration no. CHE-361.886.435.

The consolidated financial statements can be obtained by request to Bacthera AG (Hochbergerstrasse 60A 4057 Basel Switzerland).

On September 16, 2019, the ownership from Chr.Hansen Holding A/S (helded 100%) transferred to Bacthera AG (holding 100%).

The related parties transactions comprise loan received during the financial period with the interest of 1%, cost-plus invoices, recharged costs and other minor adjustments. As of 31st December 2020 the liabilities to the parent company amounts to:

Principal	DKK 71.771,292
Interest on loan	DKK 732,366
Total	DKK 72,503,658

13 Contingent liability

The company has a commitment related to the lease contracts with a rent obligation of DKK 5,111K.

14 Events after the balance sheet date

There were no significant event after the balance sheet date.

* * *