



Muna Therapeutics ApS

Ole Maaløes Vej 3
2200 København N
CVR No. 41142871

Annual report 2022

The Annual General Meeting adopted the
annual report on 07.06.2023

Niels Bang

Chairman of the General Meeting

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Entity details

Entity

Muna Therapeutics ApS

Ole Maaløes Vej 3

2200 København N

Business Registration No.: 41142871

Registered office: København

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Donald William Nicholson

Henriette Elsebeth Richter

Morten Døssing

Cillian King

Luc Dochez

Laia Crespo-Martin

Eileen Elizabeth McGuire

Rita Balice-Gordon

Executive Board

Rita Balice-Gordon

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Muna Therapeutics ApS for the financial year 01.01.2022 - 31.12.2022.

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 Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 27.04.2023

Executive Board

Rita Balice-Gordon

Board of Directors

Donald William Nicholson

Henriette Elsebeth Richter

Morten Døssing

Cillian King

Luc Dochez

Laia Crespo-Martin

Eileen Elizabeth McGuire

Rita Balice-Gordon

Independent auditor's report

To the shareholders of Muna Therapeutics ApS

Opinion

We have audited the financial statements of Muna Therapeutics ApS for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter

With effect from the current financial year, the Company has chosen audit of the financial statements. We must emphasize that the comparative figures in the financial statements were subject to extended review and thus have not been audited in accordance with the International Standards on Auditing (ISAs), as is also apparent from the financial statements.

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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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.

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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information

required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 the management commentary.

Copenhagen, 27.04.2023

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Jens Sejer Pedersen

State Authorised Public Accountant

Identification No (MNE) mne14986

Management commentary

Primary activities

Muna Therapeutics is a private biopharmaceutical company based in Copenhagen, Denmark and with subsidiaries in Belgium and US. Muna discovers and develops therapies that slow or stop devastating neurodegenerative diseases including Alzheimer's disease. These disorders impact memory, movement, language, behaviour and personality resulting in disability and death of millions of patients around the globe. We focus our ground-breaking science on identifying new medicines to preserve cognition and other brain functions and enhance resilience to neurodegenerative diseases.

Development in activities and finances

Major events of 2022 include:

The pipeline progressed according to plan in 2022, with both TREM2 and Kv1.3. programs entering lead optimization and on track to deliver clinical candidates in 2023.

MiND-MAP platform: The 'resilience' project reached a major milestone with the launch of a target portal in 2022 that integrates proprietary Muna data from analysis of human brain samples with bioinformatic resources to prioritize novel disease targets for Alzheimer's disease.

In September Muna Therapeutics ApS received 22.5 MEUR from current investors corresponding to the second tranche of the 2021 Series A investment agreement.

The Company's income statement for the financial year 2022 shows a loss of 127,682 DKK ('000) and the Company's balance sheet per 31 December 2022 shows an equity of 202,045 DKK ('000).

The Company's financial position complies with management's expectations and is considered satisfactory.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		(98,234,040)	(49,692,746)
Staff costs	1	(20,425,844)	(8,756,252)
Depreciation, amortisation and impairment losses	2	(3,790,150)	(3,020,094)
Operating profit/loss		(122,450,034)	(61,469,092)
Income from investments in group enterprises		(10,448,028)	(4,706,408)
Other financial income	3	301,438	177,754
Other financial expenses	4	(585,722)	(385,048)
Profit/loss before tax		(133,182,346)	(66,382,794)
Tax on profit/loss for the year	5	5,500,000	4,864,534
Profit/loss for the year		(127,682,346)	(61,518,260)
Proposed distribution of profit and loss			
Retained earnings		(127,682,346)	(61,518,260)
Proposed distribution of profit and loss		(127,682,346)	(61,518,260)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Acquired intangible assets		17,417,590	13,066,584
Intangible assets	6	17,417,590	13,066,584
Other fixtures and fittings, tools and equipment		3,117,931	1,357,645
Leasehold improvements		100,890	0
Property, plant and equipment	7	3,218,821	1,357,645
Investments in group enterprises		43,274,408	53,692,280
Deposits		469,023	45,526
Financial assets	8	43,743,431	53,737,806
Fixed assets		64,379,842	68,162,035
Other receivables		2,506,987	1,292,573
Income tax receivable		9,981,647	4,517,857
Joint taxation contribution receivable		0	826,961
Prepayments		2,379,395	731,882
Receivables		14,868,029	7,369,273
Cash		168,269,811	108,532,377
Current assets		183,137,840	115,901,650
Assets		247,517,682	184,063,685

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		1,061,867	675,979
Reserve for net revaluation according to the equity method		6,670	0
Retained earnings		200,976,412	161,637,008
Equity		202,044,949	162,312,987
Provisions for investments in group enterprises		23,486	0
Provisions		23,486	0
Deposits		15,753	0
Non-current liabilities other than provisions		15,753	0
Trade payables		13,491,913	11,755,774
Payables to group enterprises		16,600,983	7,532,874
Other payables		3,488,911	2,462,050
Deferred income		11,851,687	0
Current liabilities other than provisions		45,433,494	21,750,698
Liabilities other than provisions		45,449,247	21,750,698
Equity and liabilities		247,517,682	184,063,685

Contingent liabilities

Statement of changes in equity for 2022

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Total DKK
Equity beginning of year	675,979	0	161,637,008	162,312,987
Increase of capital	385,888	0	167,021,750	167,407,638
Exchange rate adjustments	0	6,670	0	6,670
Profit/loss for the year	0	0	(127,682,346)	(127,682,346)
Equity end of year	1,061,867	6,670	200,976,412	202,044,949

Notes

1 Staff costs

	2022 DKK	2021 DKK
Wages and salaries	18,767,363	8,559,343
Pension costs	1,044,878	20,000
Other social security costs	613,603	176,909
	20,425,844	8,756,252
Average number of full-time employees	16	7

2 Depreciation, amortisation and impairment losses

	2022 DKK	2021 DKK
Amortisation of intangible assets	3,199,980	2,933,316
Depreciation of property, plant and equipment	590,170	86,778
	3,790,150	3,020,094

3 Other financial income

	2022 DKK	2021 DKK
Other interest income	1,165	0
Exchange rate adjustments	300,273	177,754
	301,438	177,754

4 Other financial expenses

	2022 DKK	2021 DKK
Other interest expenses	250,489	349,025
Exchange rate adjustments	335,233	36,023
	585,722	385,048

5 Tax on profit/loss for the year

	2022 DKK	2021 DKK
Current tax	(5,500,000)	(4,517,857)
Adjustment concerning previous years	0	480,284
Refund in joint taxation arrangement	0	(826,961)
	(5,500,000)	(4,864,534)

6 Intangible assets

	Acquired intangible assets DKK
Cost beginning of year	15,999,900
Additions	7,550,986
Cost end of year	23,550,886
Amortisation and impairment losses beginning of year	(2,933,316)
Amortisation for the year	(3,199,980)
Amortisation and impairment losses end of year	(6,133,296)
Carrying amount end of year	17,417,590

The Intangible assets comprise two drug discovery programs acquired from Italian drug discovery company Axxam SpA and during 2022 the acquisition of intellectual property from K5. The assets, which are used in the company's development activities, are amortized on a straight-line basis over five years.

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	1,444,423	0
Additions	2,348,746	102,600
Cost end of year	3,793,169	102,600
Depreciation and impairment losses beginning of year	(86,778)	0
Depreciation for the year	(588,460)	(1,710)
Depreciation and impairment losses end of year	(675,238)	(1,710)
Carrying amount end of year	3,117,931	100,890

8 Financial assets

	Investments in group enterprises DKK	Deposits DKK
Cost beginning of year	58,421,171	45,526
Additions	0	423,497
Disposals	(7,550,986)	0
Cost end of year	50,870,185	469,023
Impairment losses beginning of year	(4,728,889)	0
Exchange rate adjustments	821	0
Amortisation of goodwill	(9,453,579)	0
Share of profit/loss for the year	6,562,384	0
Investments with negative equity value transferred to provisions	23,486	0
Impairment losses end of year	(7,595,777)	0
Carrying amount end of year	43,274,408	469,023

The value of Investments in group companies primarily relates to intangible assets related to the acquisition of K5, which are used in the Company's target discovery activities, and are amortized on a straight-line basis over 5 years.

Value of intangible assets and goodwill identified as exceeding value at acquisition are included in the carrying amount with DKK 25,536,541 as of 31.12.2022.

The equity in Muna Therapeutics Inc. is DKK -23,486 as of 31.12.2022. The investment have been transferred to provisions.

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
K5 Therapeutics BV,	Leuven, Belgium	BV	100
Muna Therapeutics Inc.	Delaware, U.S.	Inc.	100

9 Contingent liabilities

The Company has rental and lease commitments of DKK 575,791.

Muna Therapeutics ApS subscribed to a capital increase of K5 Therapeutics BV in the amount of EUR 6.25m on 16 July 2021, of which EUR 2m was immediately paid-in. The remaining amount of EUR 4.25m is payable upon request from the Board of Directors of K5 Therapeutics BV. To date, Muna Therapeutics ApS has not received any indication from K5 Therapeutics BV that such request would be made (in whole or in part) in the near future.

Muna Therapeutics ApS has a contingent liability to compensate K5 Therapeutics BV for 3.6 mEUR before interest, upon commercialisation of two projects.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, 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.

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

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Business combinations

Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised in intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. Useful life is reassessed annually.

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 differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in the translation reserve in equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are recognised directly in the translation reserve in equity.

Income statement

Gross profit or loss

Gross profit or loss comprises other external expenses.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including patent costs, pre-clinical studies and other costs relating to the company's research and development activities, expenses for premises, stationery and office supplies, marketing costs, etc.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income including exchange gains on securities, payables and transactions in foreign currencies and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses including exchange losses on securities, payables and transactions in foreign currencies, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

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

The Company has been jointly taxed with Novo Holdings A/S and its Danish group enterprises for part of the year, as described in note 9. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Intellectual property rights etc.

Intellectual property rights etc comprise of development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised over the term of the agreement.

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

Intellectual property rights and other acquired intangibles:	5 years
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Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

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

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0 %
Leasehold improvements	5 years	0 %

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that

investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Goodwill is the positive difference between cost of investments and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 5 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Other provisions

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

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

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.