Sulis Therapeutics ApS

Ole Maaløes Vej 3, 2200 København N

CVR no. 44 44 58 32

Annual report 2024

Approved at the Company's annual general meeting on 23 May 2025

Chair of the meeting:

....
Claus Elsborg Olesen

Contents

Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Sulis Therapeutics ApS for the financial year 1 January - 31 December 2024.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2024 and of the results of the Company's operations for the financial year 1 January - 31 December 2024.

Further, in my opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

I recommend that the annual report be approved at the annual general meeting.

Aarhus, 23 May 2025
Executive Board:

....
Claus Elsborg Olesen

Independent auditor's report

To the shareholders of Sulis Therapeutics ApS

Opinion

We have audited the financial statements of Sulis Therapeutics ApS for the financial year 1 January - 31 December 2024, which comprise income statement, balance sheet, statement of changes in 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 financial position of the Company at 31 December 2024 and of the results of the Company's operations for the financial year 1 January - 31 December 2024 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company 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.

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 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 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 the 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

Independent auditor's report

- 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 note 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.

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.

Aarhus, 23 May 2025
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Peter U. Faurschou State Authorised Public Accountant mne34502	Christian Jøker State Authorised Public Accountant mne31471

Management's review

Company details

Name	Sulis Therapeutics ApS
Address, Postal code, City	Ole Maaløes Vej 3, 2200 København N
CVR no.	44 44 58 32
Established	21 November 2023
Registered office	København
Financial year	1 January - 31 December
Executive Board	Claus Elsborg Olesen
Auditors	EY Godkendt Revisionspartnerselskab Værkmestergade 25, P.O. Box 330, 8100 Aarhus C, Denmark

Management commentary

Principal activities

The company's key activity is the development and commercialization of pharmaceuticals and related business.

Development in activities and financial matters

The income statement for 2024 shows a loss of EUR 202,314 against a loss of EUR 4,540 last year, and the balance sheet at 31 December 2024 shows a negative equity of EUR 45,838. The loss for the year is according to expectations.

In 2023, the company has acquired the STING Discovery Asset Program, a non-oncology pipeline asset on auto-immune diseases and other inflammatory diseases, including the rights for continued research in the asset.

The company's assets and liabilities have been assessed with continued operations in mind. The management is aware that the company has capital loss and is thus covered by section 119 of the Danish Companies Act. It is the management's assessment that the company, despite the capital loss, has the necessary capital base to ensure continued operations. Management continuously assesses the capital base and the need for re-establishment of equity. With the obtained grants and convertible loans, the company has the funding needed to continue the planned activities in 2025. Refer to note 2 for further description.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	EUR	2024 12 months	2023 1 months
	Gross profit/loss	-167,138	-2,013
4	Staff costs	-27,844	0
	Amortisation/depreciation and impairment of intangible assets	-30,325	-2,527
	Profit/loss before net financials	-225,307	-4,540
	Financial income	30	0
	Financial expenses	-10,723	0
	Profit/loss before tax	-236,000	-4,540
	Tax for the year	33,686	0
	Profit/loss for the year	-202,314	-4,540
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-202,314	-4,540
		-202,314	-4,540

Financial statements 1 January - 31 December

Balance sheet

Note	EUR	2024	2023
	ASSETS		
	Fixed assets		
5	**Intangible assets**		
	Acquired intangible assets	118,771	149,096
		118,771	149,096
	Total fixed assets	118,771	149,096
	Non-fixed assets		
	Receivables		
	Corporation tax receivable	33,686	0
	Other receivables	10,793	37,906
	Prepayments	2,969	0
		47,448	37,906
	Cash	367,201	9,393
	Total non-fixed assets	414,649	47,299
	TOTAL ASSETS	533,420	196,395
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	13,418	13,418
	Retained earnings	-59,256	143,058
	Total equity	-45,838	156,476
	Liabilities other than provisions		
6	**Non-current liabilities other than provisions**		
	Convertible debt	546,499	0
		546,499	0
	Current liabilities other than provisions		
	Trade payables	28,468	39,919
	Other payables	4,291	0
		32,759	39,919
	Total liabilities other than provisions	579,258	39,919
	TOTAL EQUITY AND LIABILITIES	533,420	196,395

1 Accounting policies
2 Capital base and liquidity
3 Events after the balance sheet date
4 Staff costs
7 Contingent assets
8 Security and collateral

Financial statements 1 January - 31 December

Statement of changes in equity

EUR	Share capital	Retained earnings	Total
Equity at 1 January 2024	13,418	143,058	156,476
Transfer through appropriation of loss	0	-202,314	-202,314
Equity at 31 December 2024	13,418	-59,256	-45,838

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Sulis Therapeutics ApS for 2024 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in euros (EUR), as the Company's most significant transactions are settled in EUR.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit/loss

The items revenue, other operating income and external expenses have been aggregated into one item in the income statement called gross profit/loss in accordance with section 32 of the Danish Financial Statements Act.

Other operating income

Other operating income comprise items secondary to the principal activities of the Company, including grants to cover expenses regarding convertible loans etc.

Research and development costs

Sulis Therapeutics ApS expenses all research costs. In line with industry practice, internal and subcontracteddevelopment costs are also expensed as they are incurred, due to significant regulatory uncertaintiesand other uncertainties inherent in the development of new products. This means that they do notqualify for capitalisation as intangible assets until marketing approval by a regulatory authority isobtained or considered highly probable.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance and pensions, and other social security costs, etc., for the Company's employees.

Financial statements 1 January - 31 December

Notes to the financial statements

1 **Accounting policies (continued)**

Amortisation

The item comprises amortisation of intangible assets.

The cost net of the expected residual value for completed development projects and acquired IP rights is amortised over the expected useful life. Acquired IP rights include patents, rights and licences.

The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Acquired intangible assets	5 years

Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Intangible assets

Other intangible assets include development projects and other acquired intangible rights, including software licences, distribution rights and development projects.

Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

Impairment of fixed assets

The carrying amount of intangible assets is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Financial statements 1 January - 31 December

Notes to the financial statements

1 **Accounting policies (continued)**

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Convertible loans

Convertible loans are broken down into a liability element and an equity element based on the relevant instrument of debt. On initial recognition, the liability is recognised at the fair value of a similar liability without a conversion right. The remaining amount of the convertible loan is recognised as equity. On subsequent recognition, the liability is measured at amortised cost until converted or repaid. The equity element is not re measured after initial recognition.

2 Capital base and liquidity

Management continuously assesses the capital base and the need for reestablishment of equity. With the obtained convertible loan, the company has the funding needed to continue the planned activities in 2025. Thus, in Management's opinion, the Company's liquidity and capital resources are adequate to cover at least 12 months after the financial year end based on existing budgets. Therefore, the financial statements for 2024 are presented on the basis of going concern.

3 Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year end.

Financial statements 1 January - 31 December

Notes to the financial statements

	EUR	2024 12 months	2023 1 months
4	**Staff costs**		
	Wages/salaries	27,725	0
	Pensions	71	0
	Other social security costs	48	0
		27,844	0
	Average number of full-time employees	1	0

5 **Intangible assets**

EUR	Acquired intangible assets
Cost at 1 January 2024	151,623
Additions	0
Cost at 31 December 2024	151,623
Impairment losses and amortisation at 1 January 2024	2,527
Amortisation for the year	30,325
Impairment losses and amortisation at 31 December 2024	32,852
Carrying amount at 31 December 2024	118,771

6 **Non-current liabilities other than provisions**

Convertible loan, with a nominal value of EUR 546 thousand, are convertible into shares at the prevailing market price with a conversion discount ranging from 0-30%, depending on the timing of conversion.

Of the long-term liabilities, EUR 0 falls due for payment after more than 5 years after the balance sheet date.

7 **Contingent assets**

The company has tax loss carry-forwards totalling EUR 67 thousand. The nominal value thereof is 22%, totalling EUR 15 thousand. The tax loss carry-forwards has not been recognised in the balance sheet due to the uncertainty as to application of the tax losses.

8 **Security and collateral**

The Company has not provided any security or other collateral in assets at 31 December 2024.

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."

Claus Elsborg Olesen
Direktion
På vegne af: Sulis Therapeutics ApS
Serienummer: e0d18fbb-e9de-4f2a-a2ee-d05314a6ddce
IP: 217.63.xxx.xxx
2025-05-23 05:24:09 UTC

Claus Elsborg Olesen
Dirigent
På vegne af: Sulis Therapeutics ApS
Serienummer: e0d18fbb-e9de-4f2a-a2ee-d05314a6ddce
IP: 217.63.xxx.xxx
2025-05-23 05:24:09 UTC

Christian Lindegaard Jøker
EY Godkendt Revisionspartnerselskab CVR: 30700228
Statsautoriseret revisor
På vegne af: EY Godkendt Revisionspartnerselskab
Serienummer: da407044-93b0-43c6-9139-126b918dd166
IP: 147.161.xxx.xxx
2025-05-23 05:56:32 UTC

Peter Ulrik Faurschou
EY Godkendt Revisionspartnerselskab CVR: 30700228
Statsautoriseret revisor
På vegne af: EY Godkendt Revisionspartnerselskab
Serienummer: 4a896e38-9731-42bd-abad-34eec4d34b82
IP: 37.96.xxx.xxx
2025-05-24 11:10:06 UTC

Penneo dokumentnøgle: GHLB2-P8QW4-KMS16-PKUCH-MTWIK-TIDWO