

Saniona A/S
Murervangen 42
2600 Glostrup
Central Business Registration No 34049610

Annual Report 2024

The Annual General Meeting adopted the annual report on

Chairman of the General Meeting

Name: Søren Skjærbæk

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Entity details

Saniona A/S

Murervangen 42

2600 Glostrup

Central Business Registration No: 34049610

Registered in: Albertslund

Financial year: 01.01.2024 – 31.12.2024

Board of Directors

Jørgen Drejer, Chairman

Karl Johan Bertil Sundberg

Anna Helena Constance Ljung

Pierandrea Muglia

John Sørensen Haurum

Executive Board

Thomas Feldthus, CEO

Auditors

PricewaterhouseCoopers

Strandvejen 44

2900 Hellerup

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Saniona A/S for the financial year 01.01.2024 - 31.12.2024.

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 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024.

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.

Glostrup, April 30, 2025

Executive Board

Thomas Feldthus
CEO

Board of Directors

Jørgen Drejer
Chairman

Anna Helena Constance Ljung

Karl Johan Bertil Sundberg

Pierandrea Muglia

John Sørensen Haurum

Independent auditor's report

To the shareholders of Saniona A/S

Opinion

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.

We have audited the Financial Statements of Saniona A/S for the financial year 1 January - 31 December 2024, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

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' 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

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.
- Plan and perform the audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units as a basis for forming an opinion on the Financial Statements. We are responsible for the direction, supervision and review of the audit work performed. We remain solely responsible for our audit opinion.

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.

Hellerup, April 30, 2025

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Torben Jensen
State Authorised Public Accountant
mne18651

Claus Carlsson
State Authorised Public Accountant
mne29461

Management commentary

About Saniona

Saniona is a clinical-stage biopharmaceutical company focused on neurological and psychiatric diseases. Its internal pipeline includes SAN2219 and SAN2355 for epilepsy and SAN2465 for major depressive disorder. Saniona has two strategic collaborations: one with Acadia Pharmaceuticals, which has licensed worldwide rights to ACP-711 and is preparing it for Phase 2 in essential tremor, and one with Productos Medix, which holds the rights to tesofensine for obesity in Mexico and Argentina and has submitted a market authorization application in Mexico. Saniona also has two clinical programs available for partnership: Tesomet™, ready for Phase 2b in rare eating disorders, and SAN903, ready for Phase 1 in inflammatory bowel disease. Saniona's partners also include Boehringer Ingelheim, AstronauTx, and Cephagenix. Based in Copenhagen, Saniona is listed on Nasdaq Stockholm Main Market. For more information, please visit www.saniona.com.

Development in activities and finances

In 2024, the Company reported revenues and other operating income of DKK 217.8 million in total and net profit before tax of DKK 167.2 million. The Company had positive equity of DKK 241.6 million, and a cash position of DKK 191.6 million at the end of 2024.

Events after the balance sheet date (Saniona A/S and the parent company Saniona AB)

- On January 10, Saniona's Nomination Committee proposes John Haurum as New Chairman of the Board of Directors.
- On January 15, Saniona's joint venture, Cephagenix, secures seed funding from AdBio Partners and AbbVie ventures, with up to EUR 9 million.
- On February 10, Medix initiated a revision of the tesofensine application based on COFEPRIS's feedback. Medix now sees a clear path to regulatory approval and expects to resubmit the dossier shortly.
- On February 20, Medix resubmits tesofensine application to COFEPRIS.
- On March 3, Saniona initiates GMP manufacturing and toxicology studies for SAN2355. The objective is to finalize the data package for a clinical trials application by year-end 2025.
- On March 3, Acadia Pharmaceuticals and Saniona announce initial positive results from ACP-711 Phase 1 study.
- On March 10, Saniona appoints Pierandrea Muglia, M.D., as Chief Medical Officer
- On March 11, Saniona announces that the ongoing research collaboration with Boehringer Ingelheim has been extended with one year.
- On March 14, Saniona announced the exercise price for the warrants series

Income statement for 2024

DKK	Note	2024	2023
Revenue		217,068,948	11,198,265
Other operating income		745,252	878,372
Costs of raw materials and consumables		-3,329,001	-3,281,049
Other external expenses		-27,180,936	-29,321,950
Gross profit/loss		187,304,263	-20,526,362
Staff costs	1	-23,350,656	-20,681,774
Depreciation, amortization and impairment losses		-5,005,843	-6,273,973
Operating profit/loss		158,947,764	-47,482,109
Other financial income	2	8,363,688	10,914,628
Income/expenses from associates	3	1,795,725	-871,260
Other financial expenses	4	-1,865,322	-1,246,977
Profit/loss before tax		167,241,855	-38,685,717
Tax on profit/loss for the year	5	-11,827,500	5,500,000
Profit/loss for the year		155,414,355	-33,185,717
Proposed distribution of profit/loss			
Retained earnings		155,414,355	-33,185,717
		155,414,355	-33,185,717

Balance sheet

DKK	Note	2024	2023
Acquired intangible assets	6	3,078,947	3,315,789
Intangible assets		3,078,947	3,315,789
Other fixtures and fittings, tools and equipment	7	2,129,009	3,318,859
Leasehold improvements	7	68,359	423,372
Land and buildings	8	2,796,661	3,324,972
Tangible assets		4,994,029	7,067,203
Investment in associates	3	1,858,295	262,569
Other financial assets	8	1,930,953	1,912,115
Other investments	9	160,942	160,942
Financial assets		3,950,190	2,335,626
Non-current assets		12,023,166	12,718,618
Trade receivables		9,741,333	1,693,008
Receivables from group companies	10	55,124,081	57,003,028
Current tax assets	5	—	5,500,000
Other assets		1,720,593	1,722,327
Current receivables		66,586,007	65,918,363
Cash		191,619,797	19,103,464
Current assets </			

Balance sheet

DKK	Note	2024	2023
Share capital		504,000	504,000
Retained earnings		241,124,002	83,799,311
Equity		241,628,002	84,303,311
Lease liabilities	11	—	459,741
Other liabilities	12	1,698,396	1,651,143
Non-current liabilities		1,698,396	2,110,884
Lease liabilities	11	3,301,312	3,676,040
Trade payables		10,585,241	5,093,993
Current tax liabilities	5	11,935,848	—
Other financial liabilities		1,080,171	1,536,207
Other liabilities		—	1,020,010
Current liabilities		26,902,572	11,326,250
Total liabilities		28,600,968	13,437,134
Total equity and liabilities		270,228,970	97,740,445

Related parties with controlling interest

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Statement of changes in equity for 2024

DKK	Share capital	Retained earnings	Shareholders' equity
Equity beginning of year	504,000	83,799,311	84,303,311
Profit/loss of the year	—	155,414,355	155,414,355
Share-based compensation expenses	—	1,910,336	1,910,336
Equity end of year	504,000	241,124,002	241,628,002

Notes

Note 1 Staff costs

DKK	2024	2023
Wages and salaries	18,076,248	17,234,121
Variable salaries	1,886,828	—
Pension costs	1,416,149	1,431,896
Share-based payment	1,910,336	2,116,219
Other social security costs	-387,836	-545,648
Other staff costs	448,931	445,186
	23,350,656	20,681,774
Average number of employees	22	23

Total remuneration to Management is not disclosed with reference to section 98b(3), (ii), of the Danish Financial Statements Act).

Share based payments

Employees in Saniona A/S are participating in the warrant programs in the parent Company.

Note 2 Other financial income

DKK	2024	2023
Financial income from group enterprises	5,800,205	8,582,584
Other financial income	1,073,656	1,399,311
Foreign exchange gain	1,489,827	932,733
Total	8,363,688	10,914,628

Note 3 Investments in associates

Associates	Share of equity	Share of voting power	Carrying amount in Parent company DKK
Cephagenix ApS Murervangen 42 2600 Glostrup	23.81%	23.81%	1,858,295

DKK	2024	2023
Cost on January 1	2,600,000	2,000,000
Additions	200,000	600,000
Cost on December 31	2,400,000	2,600,000
Write-down on January 1	-2,337,431	-1,466,170
Dilution of ownership - gain	2,058,295	0
Loss for the year	-262,569	-871,261
Write-down on December 31	-541,705	-2,337,431

Carrying amount December 31	1,858,295	262,569
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Note 4 Other financial expenses

Note 5 Tax on profit/loss for the year

DKK	2024	2023
Tax on current year taxable income	-11,827,500	5,500,000
Total	-11,827,500	5,500,000

Note 6 Intangible assets

DKK	Acquired intangible assets
Cost on January 1	5,500,000
Additions	—
Cost on December 31	5,500,000
Depreciation on January 1	-2,184,211
Depreciation	-236,842
Depreciation on December 31	-2,421,053
Carrying amount December 31	3,078,947

Note 7 Property, plant and equipment

DKK	Other fixtures and fittings, tools and equipment	Leasehold improvements	Land & building	Total
Cost on January 1	10,250,508	2,578,386	12,596,029	25,424,923
Additions and remeasurements	81,323	—	2,614,504	2,695,827
Disposals	-32,096	—	—	-32,096
Cost on December 31	10,299,735	2,578,386	15,210,533	28,088,654
Depreciation on January 1	-6,931,649	-2,155,01		

Note 9 Other investments

DKK	2024	2023
Cost of January 1	7,975,760	7,975,760
Fair value adjustment	—	—
Payment received	—	—
Cost on December 31	7,975,760	7,975,760
Impairment on January 1	-7,814,818	-7,814,818
Impairment	—	—
Impairment on December 31	-7,814,818	-7,814,818
Carrying amount December 31	160,942	160,942

10. Receivables from group companies

Receivables from group companies of DKK 55.1 million are receivables from the parent company Saniona AB.

11. Lease liabilities

DKK	Future minimum lease payments	Interest	Present value of minimum lease payments
Less than one year	3,670,251	368,939	3,301,312
Between one and five years	—	—	—
Total	3,670,251	368,939	3,301,312

12. Other liabilities

DKK	2024	2023
Cost of January 1	1,651,143	1,596,916
Additions		

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 certain provisions for reporting class C.

The Company has applied IFRS 15 and IFRS 16 as interpretation under Danish GAAP.

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

Recognition and measurement

Assets are recognized 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 recognized 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 recognized in the income statement when earned, whereas costs are recognized by the amounts attributable to this financial year.

Leases

A lease asset (right-of-use asset) and a similar lease liability are recognised for all leases for which the Entity is a lessee. However, this policy does not apply to short-term leases (i.e. leases with a lease term ending within 12 months) and contracts to lease assets of low value. For such leases, lease payments are recognised as an expense on a straight-line basis over the lease term.

If the lease contains non-lease components (e.g. a service agreement on the lease assets), such components are recognised separately.

Lease assets and liabilities are further described under assets and liabilities below

License agreements and research and collaboration agreements may include rights to variable consideration that is contingent on meeting specific develop or commercial milestones or other performance criteria. Given the significant uncertainties associated with achieving such milestones, we consider such consideration constraint and do not recognize such consideration until the performance criteria are highly probable of being met

iii. Service revenue

Revenue from providing R&D services is recognized when a contractual promise to a customer (performance obligation) has been fulfilled by transferring control over the promised services to the customer.

Costs of raw materials

Costs of raw materials include expenses relating to the Entity's activities in the laboratories on the site, related to own research activities.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc.

Staff costs

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

Share-based incentive programmes

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

The fair value of the equity instruments is calculated using the Black-Scholes.

Depreciation, amortization and impairment losses

Amortization, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortization, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Land and buildings, 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:

Land and buildings (lease assets)	3-5 years
Other fixtures and fittings, tools and equipment	1-10 years
Leasehold improvements	5 years

For leasehold improvements, the depreciation period cannot exceed the contract period.

Expected useful lives and residual values are reassessed annually.

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

Lease assets

On initial recognition, lease assets are measured at the amount of the initial measurement of the lease liabilities, any lease payments made before the commencement date less any lease incentives received, and any initial direct costs incurred by the lessee.

An estimate of costs to be incurred by the lessee in dismantling and removing the lease as-sets, or restoring the underlying assets, are recognised as a separate provision. The costs are added to the cost of the lease assets. Subsequently, lease assets are measured at cost less accumulated depreciation and impairment losses.

Lease assets are depreciated over the lower of the lease term and the useful life of the under-lying assets. If the lease transfers the ownership of the lease assets by the end of the lease term or if the exercise of a purchase option is expected, the lease assets are depreciated over their useful life. Depreciation begins at the commencement date.

Lease assets are written down to the lower of recoverable amount and carrying amount.

Lease assets are adjusted upon remeasurement of the lease liabilities; see below in the lease liability section.

Lease assets are recognised as fixed assets within the asset item in which the underlying as-sets of the lease would be recognised if the Entity owned them.

Income tax payable or receivable

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

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Lease liabilities

On initial recognition, lease liabilities are measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the Entity's incremental borrowing rate shall be used.

Lease payments included in the measurement of the lease liability comprise the following payments:

Fixed payments less any lease incentives provided by the lessor to the lessee.

Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

Amounts expected to be payable under residual value guarantees.

The exercise price of a purchase option if it is reasonably certain to exercise that option.

Payments of penalties for terminating the lease if the lease term reflects the lessee exercising an option to terminate the lease.

Variable lease payments that depend on an index or a rate are recognised in the income statement as "Other external expenses" in the period in which the event or the circumstance triggering the payments in question takes place.

On subsequent measurement, lease liabilities are adjusted for accrued interest and repayments made, calculated by the effective interest rate method.

Lease liabilities are remeasured, and the corresponding lease assets are similarly adjusted when:

There is a change in the lease term, e.g. as a result of a change