BEIERHOLM
VI SKABER BALANCE

Cellugy ApS

Maskinvej 5, 2860 Søborg
CVR no. 39 46 37 25

Annual report for 2024

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 28.03.25

Damien Alan Perriman
Dirigent

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Company information etc.

The company

Cellugy ApS
c/o Alfa Laval Innovation House Copenhagen
Maskinvej 5
2860 Søborg
Registered office: Søborg
CVR no.: 39 46 37 25
Financial year: 01.01 - 31.12

Executive Board

Isabel Alvarez Martos

Board of Directors

Damien Alan Perriman
Jakob Rybak-Andersen
Jonas Ahm-Lundgren
Pelin Yilmaz
Isabel Alvarez Martos

Auditors

Beierholm
Godkendt Revisionspartnerselskab

Statement by the Executive Board and Board of Directors on the annual report

We have on this day presented the annual report for the financial year 01.01.24 - 31.12.24 for Cellugy ApS.

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

The financial statements have not been audited, and we declare that the relevant conditions have been met.

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.24 and of the results of the company's activities for the financial year 01.01.24 - 31.12.24.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Soeborg, Copenhagen, March 28, 2025

Executive Board

Isabel Alvarez Martos

Board of Directors

Damien Alan Perriman
Chairman

Jakob Rybak-Andersen

Jonas Ahm-Lundgren

Pelin Yilmaz

Isabel Alvarez Martos

Practitioner's compilation report

To the management of Cellugy ApS

Based on the company's accounting material and other information provided by management, we have compiled the financial statements of Cellugy ApS for the financial year 01.01.24 - 31.12.24.

The financial statements comprise income statement, balance sheet, statement of changes in equity and notes to the financial statements, including material accounting policy information.

We performed this compilation engagement in accordance with ISRS 4410, Engagements to Compile Financial Statements.

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

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

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

Aarhus, March 28, 2025

Beierholm
Godkendt Revisionspartnerselskab
CVR no. 32 89 54 68

Lasse Glud Dybbøl
State Authorised Public Accountant
MNE-no. mne47767

Primary activities

The company main activities consist of development, manufacturing, marketing, sale, and distribution of products based on bacterial cellulose, functionalized bacteria cellulose, and formulated bacterial cellulose for diverse market applications.

Development in activities and financial affairs

The income statement for the period 01.01.24 - 31.12.24 shows a profit/loss of DKK -11,629,478 against DKK -7,983,323 for the period 01.01.23 - 31.12.23. The balance sheet shows equity of DKK 30,131,428.

As anticipated, the company has recorded a loss for the current financial year, reflecting our ongoing scale-up journey. At this stage, we remain focused on the development and refinement of our technology, which is still in progress. As a result, no revenue has been generated yet. These planned investments are essential to building a strong foundation for future growth, ensuring we are well-positioned for long-term success. We remain confident that our strategic direction will translate into sustainable revenue generation in the coming years.

Subsequent events

No important events have occurred after the end of the financial year.

Income statement

Note		2024 DKK	2023 DKK
	Gross loss	**-8,532,018**	**-4,093,962**
1	Staff costs	-6,413,524	-5,730,182
	Loss before depreciation, amortisation, write-downs and impairment losses	**-14,945,542**	**-9,824,144**
2	Financial income	373,372	27,501
	Financial expenses	-29,505	-382,569
	Loss before tax	**-14,601,675**	**-10,179,212**
	Tax on loss for the year	2,972,197	2,195,889
	Loss for the year	**-11,629,478**	**-7,983,323**

Proposed appropriation account

Retained earnings	-11,629,478	-7,983,323
Total	**-11,629,478**	**-7,983,323**

Balance sheet

ASSETS

Note		31.12.24 DKK	31.12.23 DKK
	Receivables from group enterprises	2,410,835	193,851
	Income tax receivable	2,972,197	2,195,889
	Other receivables	1,040,018	1,339,201
	Total receivables	**6,423,050**	**3,728,941**
	Cash	**24,970,607**	**3,316,209**
	Total current assets	**31,393,657**	**7,045,150**
	Total assets	**31,393,657**	**7,045,150**

Balance sheet

EQUITY AND LIABILITIES

Note		31.12.24 DKK	31.12.23 DKK
	Share capital	113,599	67,791
	Retained earnings	30,017,829	-199,173
	Total equity	**30,131,428**	**-131,382**
	Other payables	0	5,366,667
	Total long-term payables	**0**	**5,366,667**
	Trade payables	924,005	500,779
	Other payables	148,374	204,611
	Deferred income	189,850	1,104,475
	Total short-term payables	**1,262,229**	**1,809,865**
	Total payables	**1,262,229**	**7,176,532**
	Total equity and liabilities	**31,393,657**	**7,045,150**

Statement of changes in equity

Figures in DKK	Share capital	Share premium	Retained earnings	Total equity
Statement of changes in equity for 01.01.24 - 31.12.24				
Balance as at 01.01.24	67,791	0	-199,173	-131,382
Capital increase	45,808	41,846,480	0	41,892,288
Transfers to/from other reserves	0	-41,846,480	41,846,480	0
Net profit/loss for the year	0	0	-11,629,478	-11,629,478
Balance as at 31.12.24	113,599	0	30,017,829	30,131,428

	2024 DKK	2023 DKK

1. Staff costs

Wages and salaries	5,507,294	5,012,001
Pensions	468,698	384,257
Other social security costs	71,213	60,223
Other staff costs	366,319	273,701
Total	6,413,524	5,730,182
Average number of employees during the year	11	8

2. Financial income

Interest, group enterprises	21,095	3,497
Other financial income	352,277	24,004
Total	373,372	27,501

3. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class.

The accounting policies have been applied consistently with previous years.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement.

3. Accounting policies - continued -

GRANTS

Grants are recognised when there is reasonable certainty that the grant conditions have been met and that the grant will be received.

Grants to cover expenses incurred are recognised on a proportionate basis in the income statement over the period in which the expenses eligible for grants are expensed. Grants are recognised under other operating income.

INCOME STATEMENT

Gross loss

Gross loss comprises other operating income and raw materials and consumables and other external expenses.

Other operating income

Other operating income comprises income of a secondary nature in relation to the enterprise's activities, including rental income, negative goodwill and gains on the sale of intangible assets and property, plant and equipment.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise raw materials and consumables used for the year as well as any changes in inventories, including any inventory wastage.

Write-downs of inventories of raw materials and consumables are also recognised under raw materials and consumables to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise selling costs, cost of premises and administrative expenses as well as other capacity costs, including bad debts to the extent that these do not exceed normal write-downs.

3. Accounting policies - continued -

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

BALANCE SHEET

Impairment losses on fixed assets

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Cash

Cash includes deposits in bank account.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

3. Accounting policies - continued -

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term financial payables are measured at amortised cost, normally corresponding to the nominal value of such payables. Other short-term payables are measured at net realisable value.

Deferred income

Deferred income under liabilities comprises payments received in respect of income in subsequent financial years.